



2021

Annual Report



**Continue to build the trust with
sustainable growth**



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Summary of BOFFICE

BHIRAJ TOWER at EmQuartier

Average Occupancy Rate 93%

- Office Building Grade A
- Connect to BTS Phrom Phong Station
- As part of the Mixed-Use Commercial Complex Project
The Emquartier Shopping center

- Office Building Grade A •
- Connect to BTS Bang Na Station •
- As part of the BITEC Mixed-Use •
Complex Project

Average Occupancy Rate 90%

BHIRAJ TOWER at BITEC

Total Asset Value **10,131.05 Million Baht** As of 31 December 2021

Net Asset Value **7,398.62 Million Baht** As of 31 December 2021

Total Distribution Payment For The Year 2021 **0.6447 Baht/Unit**

Major events in BOFFICE's Operation



• 21 August 2020

BOFFICE initiated the first trading day of the first increase capital trust units on the Stock Exchange of Thailand (SET)



• 20 August 2020

BOFFICE invested in the additional asset the leasehold right of BHIRAJ TOWER at BITEC



• 12 June 2019

The extraordinary general meeting of trust unitholders No. 1/2019 has approved for the first capital increase for investment in BHIRAJ TOWER at BITEC



• 23 January 2018

BOFFICE's trust units launch the first trading day on the Stock Exchange of Thailand (SET)



• 18 January 2018

BOFFICE invested in the leasehold right of BHIRAJ TOWER at EmQuartier



• 15 January 2018

Initiation of Bhiraaj Leasehold Real Estate Investment Trust (BOFFICE)

Summary of BOFFICE

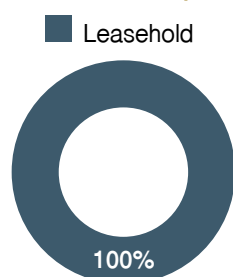
The information as of 31 December 2021

(Caution of leasehold REIT: BOFFICE will be depreciated to zero at the end of leasehold period, 19 August 2050, if BOFFICE doesn't have any new investment.)

REIT Name	Bhiraj Office Leasehold Real Estate Investment Trust
Abbreviation	BOFFICE
REIT Manager	BHIRAJ REIT Management Company Limited
Property Manager	BHIRAJ Management Company Limited
Trustee	Kasikorn Asset Management Company Limited
Auditor	EY Office Company Limited
Inception Date	15 January 2018
Term of BOFFICE	Infinite
Type of BOFFICE	Unit trust is not redeemable

Market Cap	6,640.85	million Baht
Closing price on the last day of year	9.00	Baht/Unit
Number of Units	737,872,074	Units
Net Asset Value (NAV)	7,398.62	million Baht
NAV (per unit)	10.0269	Baht/Unit
Paid-up Capital	6,610.74	million Baht
Par (per unit)	8.9592	Baht/Unit
Inception Date	15 January 2018	
Price/NAV	0.90	Times
Weighted average property leasehold term	25.26	Years

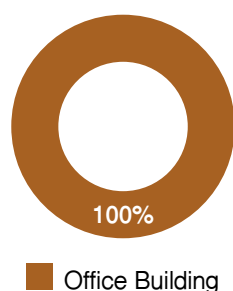
Investment Proportion



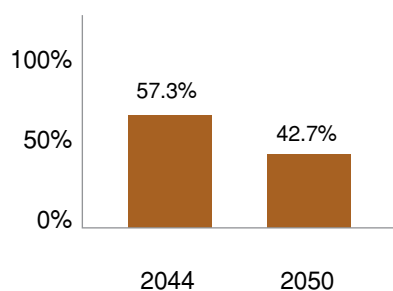
BOFFICE's Capital Structure

Total assets	10,131.05 million Baht
Total liabilities	2,732.43 million Baht
Equities	7,184.92 million Baht
Retained earnings	213.70 million Baht
Loan Debt/Total Asset Value	23.89% of Total Asset

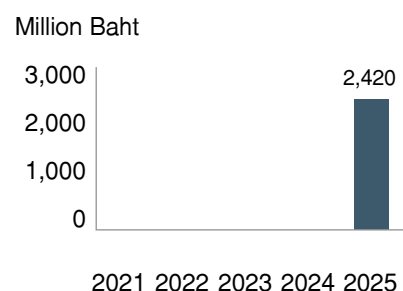
Property Type (Appraised value)



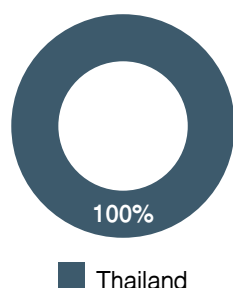
Weighted Average Property Leasehold Expiry



Details of Loan Maturity



Revenue Structure



Appraisal Value

Investment Property	Appraisal Value	Appraiser
BHIRAJ TOWER at EmQuartier	6,430 MB	Siam City Appraisal Co., Ltd.
BHIRAJ TOWER at BITEC	2,978 MB	Siam City Appraisal Co., Ltd.

QR Code for Valuation Report 2021



BHIRAJ TOWER
at EmQuartier



BHIRAJ TOWER
at BITEC

Major Trust Unitholders

Name	Number of units	Percent (%)
1. BHIRAJ BURI Company Limited	147,485,700	19.99%
2. Social Security Office	50,758,800	6.88%
3. K Property Infrastructure Flexible Fund	39,975,989	5.42%
4. Thai Life Insurance Public Company Limited	37,994,893	5.15%
5. TMB EASTSPRING Property and Infrastructure Income Plus Flexible Fund	32,623,800	4.42%

Foreign Limit 49.00% of the total trust units sold of BOFFICE

Current Foreign Holding 0.19% of the total trust units sold of BOFFICE Notice : as of 30 December 2021

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 unless BOFFICE increases its capital, the benefits may be paid more than 4 times per fiscal year.

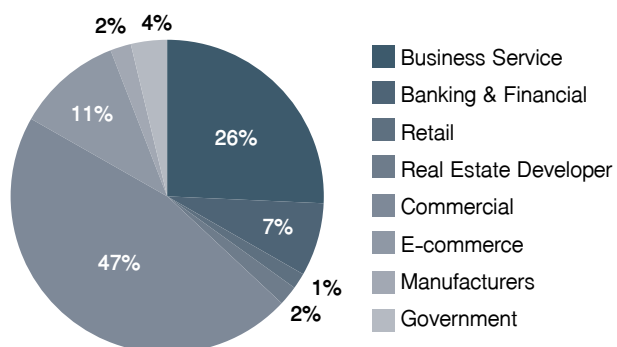
(Baht/Unit)

Items	2018	2019	2020	2021	Since Inception Date
Dividend	0.1315	0.6810	0.6817	0.1466	1.6408
Capital Reduction	0.5134	0.0293	-	0.4981	1.0408

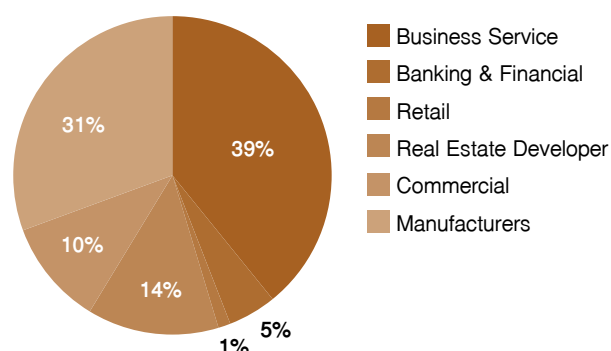
Details of the Tenants

Tenants Proportion by Business Type

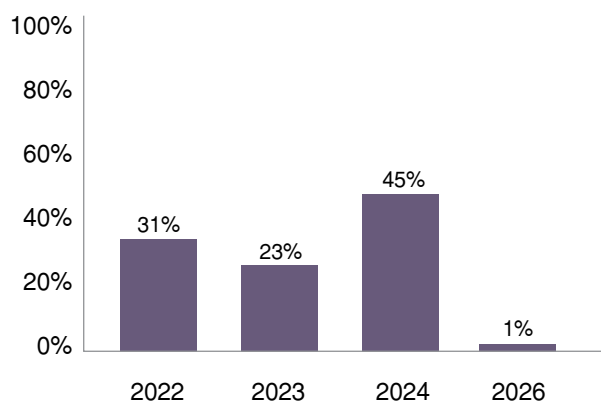
BHIRAJ TOWER at EmQuartier (BTE)



BHIRAJ TOWER at BITEC (BTB)

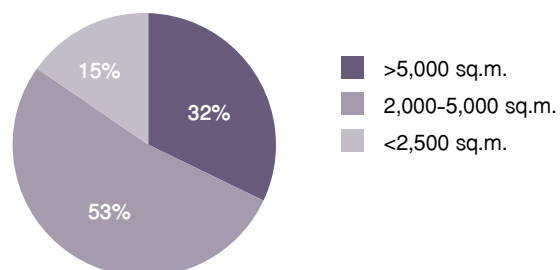


Lease Expiry Proportion

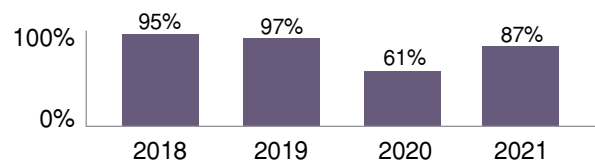


Notice: Calculated Proportions by Rental Revenue

10 Majority Tenants

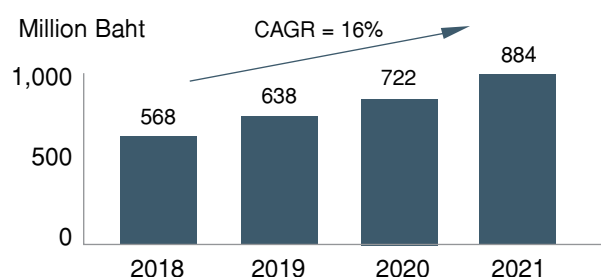


Lease Retention Rate

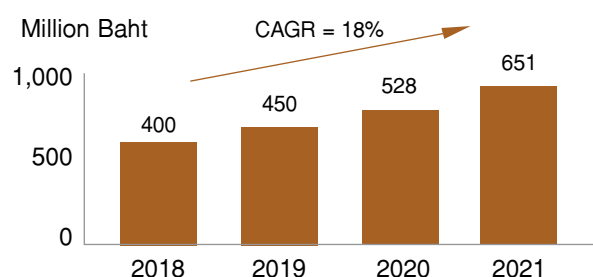


BOFFICE's Performance

Revenue



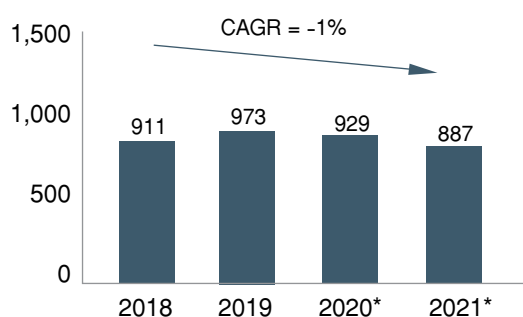
Earnings before interest, taxes, depreciation and amortization (EBITDA)



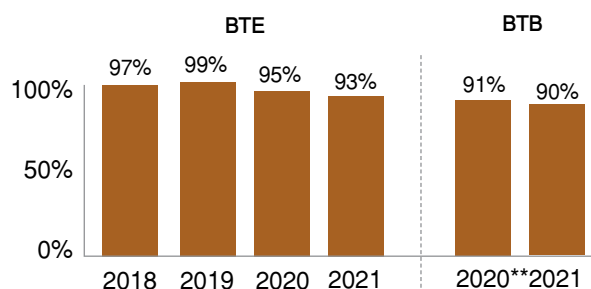
Notice: CAGR stand for the Compound Annual Growth Rate

Average Rental Rate

Baht/Sq.m./Month



Average Occupancy Rate



*In August 2020, BOFFICE has invested the first additional in assets which is BHIRAJ TOWER at BITEC with a lower average rental rate than BHIRAJ TOWER at EmQuartier. In 2021, BOFFICE has realized the rental revenues of BTB in a year.

** Average rental rate since BOFFICE invested during August to December 2020

Notice: CAGR stands for the Compound Annual Growth Rate

BOFFICE's key financial figures	Unit	2021	2020	2019
Rental and Service Income	Million Baht	883.83	721.49	637.53
Other Income	Million Baht	0.29	0.28	0.29
Net gain on investments	Million Baht	1.57	1.76	5.61
Earnings before interest, taxes, depreciation and amortization (EBITDA)	Million Baht	650.80	529.83	455.98
Net Increase in Net Assets from Operations	Million Baht	105.67	455.65	426.40
Earning per Units (EPU)	Baht/Unit	0.1432	0.7635	0.8275
Dividend per Unit (DPU)	Baht/Unit	0.1466	0.6817	0.6810
Capital reduction	Baht/Unit	0.4981	-	0.0293
Loan Debt / Total Asset Value	Times	0.24	0.23	0.25
Paid Interest	%	Not more than MLR -1.65%	Not more than MLR -1.65%	Not more than MLR -2.00%
Net cash flows from (used in) operating activities	Million Baht	579.22	(2,928.83)	440.70
Net cash flows from (used in) financing activities	Million Baht	(547.80)	2,928.55	(417.51)
Net increase (decrease) in cash and cash equivalents	Million Baht	31.42	(0.28)	23.19
Net Asset Value at the end of Year/Period	Million Baht	7,398.62	7,786.22	5,049.74
Price / Net Asset Value	Times	0.90	1.05	1.70
Total Trust units sold at the end of Year/Period	Million units	737.87	737.87	515.31
Dividend Yield (%) (Market price at the end of fiscal year)	%	1.63%	6.14%	4.08%
Market Capitalization	Million Baht	6,640.85	8,190.38	8,605.68
Market price as of 31 December	Baht	9.00	11.10	16.70

Analysis and explanation of the REIT Manager regarding the operation and financial status of BOFFICE

in 2021, BOFFICE had a total revenues increased from the previous year in the amount of Baht 162.35 million or 22.49%, mainly resulted from the rise in rental and service income. Due to BOFFICE has invested in Bhiraj Tower at BITEC leasehold during the year 2020, revenues from Bhiraj Tower at BITEC had not recognized for a full year in 2020. However, in 2021, revenues from all investment assets of BOFFICE had recognized for a full year.

In 2021, BOFFICE had a total expenses increased from the previous year in the amount of Baht 42.05 million or 15.04%, mainly resulted from the increasing in cost of rental and services and property management fees. Because of BOFFICE has invested in Bhiraj Tower at BITEC leasehold during the year 2020, the cost of rental and services and property management fees increased accordingly

Type of the latest auditor's report: no condition

In 2021, BOFFICE had a net unrealized loss on investments increased from the previous year in the amount of Baht 470.28 million or 3,488.72% (34.9 time), which resulted from the decreasing in properties value of BOFFICE that was valued by an independent appraiser in 2021.

Subject to the above-mentioned changes, the net asset from operations of BOFFICE decreased from the previous year in the amount of Baht 349.98 Million or 76.81%,

Summary of key information about loans

Currently, a part of BOFFICE's investment money is loaned from a financial institute. Kasikorn Asset Management Co., Ltd., as the Trustee of BOFFICE, entered into a Loans Agreement with KASIKORNBANK Public Company Limited, a related party with the Trustee. The terms and conditions of the Loan Agreements shall be consistent with the provisions in the Loan Agreements, the Business Collateral Agreements, and relevant financial documents between the Trust of BOFFICE and the Lender or between relevant parties to the Agreements. The primary conditions are described below.

Lender	KASIKORNBANK Public Company Limited
Loan Amount (million Baht)	1 st Loan Amount: Long-Term Loan type, 1,720 million Baht for debt repayment of the initial investment in core assets. 2 nd Loan Amount: Long-Term Loan type, 700 million Baht for investment in core assets invested in the 1st capital Increase. 3 rd Credit Amount: Letter of Guarantee type, 4 million Baht for yearly Revolving Credit to guarantee the use of electricity to the core assets.
Interest rate	Minimum Loan Rate (MLR) minus by rate determined in the loan agreement (%)
Amortization period	Repayment within 5 years after the first date of withdrawal
Principal payment	The repayment shall be made in instalments and/or only at once for the entire amount as specified in the Loan Agreement, collateral agreement as agreed upon between the Parties, however, the remaining loan amount shall be repaid entirely upon the due date of the Loan Agreement. Upon the due date of the Loan Agreement in the 5th anniversary, the Company as the REIT Manager shall consider the alternative means of funding by taking into consideration the economic circumstance at the time for the best interest of BOFFICE e.g. issuance of debentures, obtaining a loan from commercial banks and/or financial institutions for refinancing etc.

Outstanding principal	2,420,000,000 Baht
Loan debt to total asset value	23.89 %
Compliance with the Financial Covenants	BOFFICE has complied with the Financial Covenants specified in the loan Agreement.

Table of fees charged from BOFFICE

All fees and expenses	Amount (Baht)	Percentage of net investment income in 2021	Percentage of average net asset value ^{/1}
REIT Management fee (constant fee)	Not charged	-	-
REIT Management fee (variable fee)	27,133,552	4.82	0.36
Trustee fee	11,647,141	2.07	0.15
Registrar fee	3,664,069	0.65	0.05
Financial advisor fee	Not charged	-	-
Underwriter Fee	Not charged	-	-
Property Management fee	62,676,574	11.14	0.83
Amortization of deferred expenses	17,217,767	3.06	0.23
Financial cost	71,112,880	12.64	0.94
Property maintenance expenses	22,210,957	3.95	0.29
Property management expenses	99,926,623	17.77	1.32
Insurance premium	2,416,310	0.43	0.03
Taxes	1,477,736	0.26	0.02
Advertising, public relations, and sales promotion expenses	370,996	0.07	0.00
Other expenses higher than 0.01% of NAV	1,212,787	0.22	0.02
Other expenses	587,493	0.10	0.01
total fees and expenses	321,654,885	57.19	4.25

^{/1} Average net asset value over the year 2021 was 7,561,908,746 Baht

Risk Factors

1. Risks about business competitors of BOFFICE's assets
2. The risks of tenants in default on rental fees and/or service charges and/or prematurely terminating the lease agreements and service agreements, which may negatively affect BOFFICE's financial status and operation results
3. Risks associated with renewal of agreements and/or finding tenants and clients upon the expiry of the existing agreements within an immediate period of time and/or renewal or execution of new lease agreements and service agreement under which BOFFICE receives lower benefits
4. The risk from the BOFFICE's performance and operating results depend on the REIT Manager's and / or Property Manager's ability to procure benefits and management from the BOFFICE's core assets

Risk Factors

5. Potential risk in bank loan
6. Risks from natural disaster, flood, acts of terrorism, thefts, and other force majeure events
7. The risk relating to an insurance compensation rate, in the case of damaged assets, the insurance compensation may not worth the economic benefits that BOFFICE may lose
8. The risk that BOFFICE's properties are invested under legal requirements about environment because the compliance with such legal requirements may force BOFFICE to bear several expenses and responsibilities
9. The risk about accounting standard, financial report standard in Thailand and/or amendment of related laws, rules or regulations, where it is unable to guarantee that such changes will not cause significant impact on financial statement of BOFFICE or financial status and operation result of BOFFICE
10. The risk of land expropriation by the government
11. The risk in property leasehold value which may lower due to the remaining leasehold term
12. The risk about the price of BOFFICE's units that may be reduced from the fluctuation of the price according to the volatile market conditions.
13. The risk about renewal of agreements in the future regarding the right to use the BTS Station sky walk
14. The risk from less diversified investment of BOFFICE
15. The risk about pandemic, panic of pandemic which may negatively affect the procurement of benefits, financial status of BOFFICE
16. The risk from conflict of interests
17. The risk form some parts of the building systems of BHIRAJ TOWER at BITEC not being in the area that BOFFICE invests and the area being under mortgage
18. The risk of BOFFICE's taxes and fees

Information

REIT Manager	Bhiraj REIT Management Company Limited
Address	591, United Business Center II Building, P7 Floor, Sukhumvit Road, Watthana District, Bangkok 10110
Tel	02-261-0170
URL	www.bofficereit.com
Trustee	Kasikorn Asset Management Company Limited
Address	400/22, KASIKORNBANK Building, 6 th & 12 th Floor, PhahonYothin Road, Samsen Nai, Phaya Thai, Bangkok 10400
Tel	02-673-3999
URL	www.kasikornasset.com

Investors can study further information about of BOFFICE from Form 56-REIT1
disclosed on www.sec.or.th or the website of BOFFICE

Financial Highlights

Independent Auditor's Report

Type	Auditor's Office	The opinion of Auditor
Financial statements year 2021	EY Office Limited	The accompanying financial statements present fairly, in all material respects, that in accordance with the Accounting Guidance for Property Funds, Real Estate Investment Trusts, Infrastructure Funds and Infrastructure Trusts
Financial statements year 2020	EY Office Limited	The accompanying financial statements present fairly, in all material respects, that in accordance with the Accounting Guidance for Property Funds, Real Estate Investment Trusts, Infrastructure Funds and Infrastructure Trusts
Financial statements year 2019	EY Office Limited	The accompanying financial statements present fairly, in all material respects, that in accordance with Thai Financial Reporting Standards

Statements of financial position of Bhiraaj Office Leasehold Real Estate Investment Trust

(Unit: Baht)

Details	As of 31 December		
	2021	2020	2019
Assets			
Investment in leasehold right over properties at fair value	9,389,644,975	9,842,994,349	6,479,211,187
Investment at fair value through profit or loss	598,242,020	511,975,597	293,067,886
Other assets	143,163,812	156,996,283	191,379,531
Total assets	10,131,050,807	10,511,966,229	6,963,658,604
Liabilities			
Long-term loan from financial institution	2,415,558,240	2,414,374,270	1,700,919,723
Deposits from rental and services	230,835,579	227,213,969	154,110,782
Other liabilities	86,034,023	84,157,907	58,890,278
Total liabilities	2,732,427,842	2,725,746,146	1,913,920,783
Net assets	7,398,622,965	7,786,220,083	5,049,737,821
Net assets			
Capital from unitholders	6,610,743,485	6,978,277,565	4,873,441,263
Premium on capital from unitholders	574,180,632	574,180,632	-
Retained earnings	213,698,848	233,761,886	176,296,558
Net assets	7,398,622,965	7,786,220,083	5,049,737,821
Net asset value per unit	10.0269	10.5522	9.7994
Number of units issued at the end of year (unit)	737,872,074	737,872,074	515,310,000

Statement of comprehensive income of Bhiraj Office Leasehold Real Estate Investment Trust

(Unit: Baht)

Details	For the year ended 31 December		
	2021	2020	2019
<u>Investment income</u>			
Rental and service income	883,829,483	721,489,890	637,532,359
Other income	291,480	284,200	293,940
Total income	884,120,963	721,774,090	637,826,299
<u>Expenses</u>			
Cost of rental and service	119,336,375	105,342,632	119,690,289
Fee	105,121,336	85,915,435	63,423,131
Other expenses	97,197,175	88,344,186	93,533,051
Total expenses	321,654,886	279,602,253	276,646,471
Net investment income	562,466,077	442,171,837	361,179,828
Net gain on investments	1,569,630	1,757,379	5,614,529
Net gain (loss) on change in fair value of investment in leasehold right over properties	(458,365,344)	11,717,792	59,607,079
Increase in net assets from operations	105,670,363	455,647,008	426,401,436

Statement of cash flows of Bhiraj Office Leasehold Real Estate Investment Trust

(Unit: Baht)

Cash flows	For the year ended 31 December		
	2021	2020	2019
Net cash flows from (used in) operating activities	579,218,882	(2,928,833,946)	440,703,958
Net cash flows from (used in) financing activities	(547,799,796)	2,928,549,930	(417,511,112)
Net increase (decrease) in cash and cash equivalents	31,419,086	(284,016)	23,192,846
Cash and cash equivalents at the beginning of year	52,931,835	53,215,851	30,023,005
Cash and cash equivalents at the end of year	84,350,921	52,931,835	53,215,851

Analysis and Explanation by the REIT Manager

Performance and financial status of BOFFICE

This section explains BOFFICE's performance and financial status of Bhiraaj Office Leasehold Real Estate Investment Trust for the year ended on 31 December 2021.

The overall performance of BOFFICE

The performance of BOFFICE for investing in the Bhiraaj Office Leasehold Real Estate Investment Trust is discussed below.

Details	Unit	For the year ended 31 December		Changes
		2021	2020	
Occupancy rate of BHIRAJ TOWER at EmQuartier	%	93.41	91.24	2.17
Occupancy rate of BHIRAJ TOWER at BITEC	%	92.30	82.95	9.35
Net leasable area	Sq.m.	81,594	81,496	98
Rental and service incomes	Baht	883,829,483	721,489,890	162,339,593
Total incomes	Baht	884,124,963	721,774,090	162,159,124
Total expenses	Baht	321,654,886	279,602,253	42,052,633
Net profit (Increase in net assets from operation)	Baht	105,670,363	455,647,008	(349,976,645)
Gross profit margin	%	86.50	85.40	1.10
Net profit margin	%	11.95	63.13	(51.03)
Current ratio	Times	8.41	7.53	0.88

Overall occupancy rate of the both buildings at the end of year 2021 had increased from the previous year. Although during the year 2021, some tenants didn't renew lease agreements or early terminate lease agreements, mainly reason was from the effect of coronavirus disease 2019 (covid-19) pandemic. However, BOFFICE managed to attract new tenants to enter the both buildings including some tenants which were large companies to expand the rental area.

1) Investment Income

In 2021, BOFFICE's total income was increased by 162.35 million Baht or 22.49% from the previous year. Most of the income growth was due to the rent and service income. As during in 2020, BOFFICE made an investment in the Bhiraaj Tower at BITEC leasehold right so the revenues from Bhiraaj Tower at BITEC had not recognized for a full year in 2020. However, in 2021 the revenues from all investment assets of BOFFICE had recognized for a full year.

(Unit: Baht)

Details	For the year ended 31 December		Changes (%)
	2021	2020	
<u>Investment incomes</u>			
Rental and service incomes	883,829,483	721,489,890	22.50
Interest income	291,480	284,200	2.56
Total income before net gain on investments	884,120,963	721,774,090	22.49
Net gain on investments	1,569,630	1,757,379	(10.68)
Total income	885,690,593	723,531,469	22.41

2) Expenses

In 2021, BOFFICE's total expense was increased by 42.05 million Baht or 15.04 % from the previous year, mainly from the increasing in cost of rental and services and property management fees. As during in 2020, BOFFICE made an investment in the Bhiraaj Tower at BITEC leasehold so the cost of rental and services and property management fees were increased accordingly.

(Unit: Baht)

Details	For the year ended 31 December		Changes (%)
	2021	2020	
<u>Expenses</u>			
Costs of rental and service	119,336,375	105,342,632	13.28
REIT management fee	27,133,552	21,234,910	27.78
Trustee and custodian fees	11,647,141	9,361,970	24.41
Registrar fee	3,664,069	4,223,678	(13.25)
Property management fees	62,676,574	51,094,877	22.67
Amortisation of deferred expenses	17,217,767	17,264,939	(0.27)
Other expenses	8,866,528	2,447,601	262.25
Finance costs	71,112,880	68,631,646	3.62
Total expenses	321,654,886	279,602,253	15.04

3) Net Investment Income

In 2021, BOFFICE's net investment income was increased by 120.30 million Baht or 27.21% from the previous year, which resulted from the increasing in a rental and service income and other income. As during in 2020, BOFFICE made an investment in the Bhiraaj Tower at BITEC leasehold so the net investment income had increased.

In 2021, BOFFICE's net unrealized loss on investments was increased by 470.08 million Baht or 4,011.70% (40.1 times) from the previous year, which resulted from the decreasing in properties value of BOFFICE that had valued by an independent appraiser in 2021.

Subject to the above-mentioned changes, the net asset from operations of BOFFICE decreased from the previous year in the amount of 349.98 Million Baht or 76.81%,

(Unit: Baht)

Details	For the year ended 31 December		Changes (%)
	2021	2020	
Investment incomes	884,120,963	721,774,090	22.49
Expenses	(321,654,886)	(279,602,253)	15.04
Net investment incomes	562,466,077	442,171,837	27.21
Net gain on investments	1,569,630	1,757,379	(10.68)
Net gain (loss) on change in fair value of investment in leasehold right over properties	(458,365,344)	11,717,792	(4,011.70)
Increase in net assets from operations	105,670,363	455,647,008	(76.81)

The financial position of BOFFICE

1) Assets

As of 31 December 2021, the total assets of BOFFICE decreased by 380.92 million Baht or 3.62% from total asset as of 31 December 2020. Major changes in the assets included:

- 1.1) The investment in leasehold right over properties decreased by 453.35 million Baht or 4.61%, because during the year 2021, BOFFICE has loss on change in fair value of investment in leasehold right over properties due to the decreasing in appraised value by an independent appraiser.
- 1.2) The investment in securities at the fair value increased by 86.27 million Baht or 16.85 % because the money was increased by investing in open-ended fund.
- 1.3) The other asset decreased by 48.68 million Baht or 83.54%, because during the year 2021, BOFFICE received a Value Added Tax (VAT) refunded from the Revenue Department of 43.34 million Baht.

(Unit: Baht)

Details	As of 31 December		Changes (%)
	2021	2020	
Assets			
Investment in leasehold right over properties at fair value	9,389,644,975	9,842,994,349	(4.61)
Investment at fair value through profit or loss	598,242,020	511,975,597	16.85
Cash and cash equivalents	84,350,921	52,931,835	59.36
Rental and service and other receivables	31,295,982	10,651,338	193.82
Deferred expenses	17,925,364	35,143,131	(48.99)
Other assets	9,591,545	58,269,979	(83.54)
Total assets	10,131,050,807	10,511,966,229	(3.62)

2) Liabilities

As of 31 December 2021, the total liabilities of BOFFICE increased by 6.68 million Baht or 0.25% from total liabilities as of 31 December 2020. Major changes in the Liabilities included:

- 2.1) Trade and other payables increased by 4.71 million Baht or 8.52% because an increasing in accrued loan Interest from financial institution by 15.40 million Baht or 150.80%, that from recognize accounting entity by Effective Interest Rate method. While withholding tax payable decreased by 7.21 million Baht or 95.31%.
- 2.2) The deposit for rental and service fees increased by 3.62 million Baht or 1.59% because BOFFICE received the deposits for rental and service fees from new tenants and some deposit from renewal lease agreement.

(Unit: Baht)

Details	As of 31 December		Changes (%)
	2021	2020	
Liabilities			
Trade and other payables	60,026,703	55,315,300	8.52
Advance receipt for rental and services	26,007,320	28,842,607	(9.83)
Deposits from rental and services	230,835,579	227,213,969	1.59
Long-term loan from financial institution	2,415,558,240	2,414,374,270	0.05
Total liabilities	2,732,427,842	2,725,746,146	0.25

3) Net assets

As of 31 December 2021, the net assets of BOFFICE decreased by 387.60 million Baht or 4.98% from net assets as of 31 December 2020, because during the year 2021, BOFFICE has loss on change in fair value of investment in leasehold right over properties due to the decreasing in appraised value by an independent appraiser.

(Unit: Baht)

Details	As of 31 December		Changes (%)
	2021	2020	
Net asset			
Capital from unitholders	6,610,743,485	6,978,277,565	(5.27)
Premium on capital from unitholders	574,180,632	574,180,632	-
Retained earnings	213,698,848	233,761,886	(8.58)
Net assets	7,398,622,965	7,786,220,083	(4.98)
Net asset value per unit	10.0269	10.5522	
Number of units issued at the end of year (unit)	737,872,074	737,872,074	

4) Cash Flow Statement

As of 31 December 2020, BOFFICE's Cash and cash equivalents increased by 31.42 million Baht from Cash and cash equivalents as of 31 December 2020. Significant changes in the cash flow statement are discussed below.

- 1) In 2021, BOFFICE had a net cash flows from operating activities amount of 579.22 million Baht, mainly from the recognition of net loss from investment in leasehold right over properties and interest payment. Including BOFFICE has received a Value Added Tax (VAT) refunded. While in 2020, BOFFICE had a net cash flows used in operating activities amount of 2,928.83 million Baht, where the cash was mainly spent for investing in an additional asset, namely BHIRAJ TOWER at BITEC project.
- 2) In 2021, BOFFICE had a net cash flows used in financing activities amount of 547.80 million Baht, where the cash was mainly spent for the dividend distribution and capital reduction to Trust unitholders. While in 2020, BOFFICE had a net cash flows from financing activities amount of 2,928.55 million Baht, mainly received from fundraising for an investment of BHIRAJ TOWER at BITEC project and long-term loan from financial institution.

(Unit: Baht)

Details	For the year ended 31 December		Changes (%)
	2021	2020	
Net cash flows from (used in) operating activities	579,218,882	(2,928,833,946)	119.78
Net cash flows from (used in) financing activities	(547,799,796)	2,928,549,930	(118.71)
Net increase (decrease) in cash and cash equivalents	31,419,086	(284,016)	11,162.44
Cash and cash equivalents at the beginning of year	52,931,835	53,215,851	(0.53)
Cash and cash equivalents at the end of year	84,350,921	52,931,835	59.36

Factors or situations that might significantly affect the financial position or performance in the future

Factors that might affect the financial position or performance in the future are discussed below.

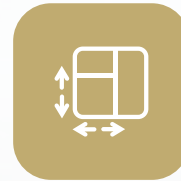
- 1) The market demand for office building has changed due to the coronavirus disease 2019 (COVID-19) pandemic which affects the economic and that precipitate into requirement of office building. Some companies were implement the work from home policy or other workspace requirements which leads to the change in office building demand in the market.
- 2) The office building market competition trend are increasing. As many office buildings under construction are come in succession to the office building market so the supply of office building will be increased in the future, which affects to the rental bargaining power of tenants and the occupancy rates that may change due to an increase in supply.
- 3) Borrowing, the change of interest rates affected to BOFFICE's disbursed financial cost. Including the economic might affect the tenants' ability to repay their debts, which affect to operation result of BOFFICE.

BOFFICE Information and Chairwoman's Message



BOFFICE's total assets

10,131.05
Million Baht



Net Leasable Area

81,594 sq.m.

Chairwoman's Message

Dear Valued Trust Unitholders,

In 2021, the entire world including Thailand had continued suffering from the crisis of the COVID-19 pandemic by the preceding year, which affected to sluggish recovery in economies. Besides, it has driven the change in business, social, public health, as well as consumer behavior to the new normal lifestyle. Resulting in the resizing of workspaces to suit consumer business and to manage their costs proficiently. However, at present, the vaccination rates in Thailand and all over the world are increasing in a large number of people, while COVID-19 severity has begun to lessen as it may become an endemic disease. The government has gradually relaxed the restrictions which lead to a high possibility that the economic activities will shortly return to normal.

Amidst the challenging in office space business competition and COVID-19 pandemic which have caused a significant impact on the overall business of Bangkok. Therefore, during the year 2021, BOFFICE has increased the potential of BOFFICE's assets by upgraded an access control of Bhiraaj Tower at EmQuartier building with face recognition system and access control with member and visitor management systems. The face recognition system is a technology capable of identifying or verifying faces and measuring body temperature, which offers safer and more convenient to building users. These data are further linked to the elevator system and the floor to minimize users' physical interactions. In addition, the both assets that BOFFICE has been invested in, as a part of the Mixed-Use project, which located directly connected to the BTS stations effecting BOFFICE to be able to maintain a majority of the tenants and find new tenants to replace the nonrenewal tenants. As the end of 2021, BOFFICE's occupancy rate of both assets were more than 90 percent, while the total income was 884.12 million Baht and the net investment income was 562.47 million Baht. The net investment income ratio was 64 percent which was 2 percent higher than the previous year, partly due to the efficiency in cost of building management. This shows the effectiveness of BOFFICE's management.



The REIT manager together with the property manager, did their best to prepare and handling the uncertainty factors and situations by determining a policy that suits the situations in order to allow BOFFICE to overcome the challenges in the future. Furthermore, there is a guideline for BOFFICE's management in accordance with the ESG (Environmental, Social and Corporate Governance) concept to show that BOFFICE's management is responsible for the public, environment, and society, including having a good corporate governance. This is also a part of creating sustainable returns for trust unitholders in the future.

Lastly, on behalf of the REIT Manager, I would like to take this profound opportunity to thank you all trust unitholders for your confidence in our company and for investing in BOFFICE. Please rest assured that the REIT Manager is committed and dedicated to managing BOFFICE for the sustainable growth of BOFFICE and the best benefits of the trust unitholders.

Mrs. Prapee Buri
Chairwoman

BOFFICE Overview

General Information

REIT Name	Bhiraj Office Leasehold Real Estate Investment Trust
Abbreviation	BOFFICE
REIT Manager	BHIRAJ REIT Management Company Limited
Property Manager	BHIRAJ Management Company Limited
Trustee	Kasikorn Asset Management Company Limited
Term of BOFFICE	Infinite
Type of BOFFICE	Unit trust is not redeemable

BOFFICE Information

Summary of trust unit

Authorized and paid-up capital as of 31 December 2021	6,610,743,485	Baht
Par as of 31 December 2021	8.9592	Baht per unit
Number of units as of 31 December 2021	737,872,074	unit
Closing price as of 30 December 2021	9.00	Baht per unit
Net asset value (NAV) as of 31 December 2021	7,398.62	million Baht
Net asset value (NAV) per Unit as of 31 December 2021	10.0269	Baht per unit
Net asset value (NAV) per Unit as of 31 December 2020	10.5522	Baht per unit
Market price as of 30 December 2021	6,640.85	million Baht
Average market capitalization of year 2021	0.16	million Baht per day
Highest price during Accounting period of 2021	10.90	Baht per unit

Structure of Trust Unitholders

Top 10 of Trust Unitholders (including related parties)

As of 30 December 2021, BOFFICE had major Trust Unitholders as follow;

No.	Trust Unitholder Name	Number of Units (Unit)	Portion (%)
1	BHIRAJ BURI Company Limited and BHIRAJ BURI HOLDING Company Limited	163,745,900	22.19
2	Mrs. Prapee Buri and Mr. Prasarn Bhiraj Buri*	56,532,542	7.66
3	Social Security Office	50,758,800	6.88
4	K Property Infrastructure Flexible Fund	39,975,989	5.42
5	Thai Life Insurance Public Company Limited	37,994,893	5.15
6	TMB EASTSPRING Property and Infrastructure Income Plus Flexible Fund	32,623,800	4.42
7	Government Saving Bank	29,265,800	3.97
8	Krungthai-AXA Life Insurance Public Company Limited	27,940,200	3.79
9	Muang Thai Life Assurance Public Company Limited	24,553,600	3.33
10	Allianz Ayudhya Assurance Public Company Limited	21,499,700	2.91
Total Top 10 Trust Unit Holders		484,891,224	65.71
Other Trust Unitholders		252,980,850	34.29
Total		737,872,074	100.00

Remarks: *they are spouse.

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

No.	Trust Unitholders Name	Number of Units (Unit)	Portion (%)
1	BHIRAJ BURI Company Limited and BHIRAJ BURI HOLDING Company Limited	163,745,900	22.19
Total		163,745,900	22.19

Group of Major Trust Unitholders that have a Crucial Influence through Management Policies or Operations of BOFFICE

1. BHIRAJ BURI HOLDING Company Limited (“BHIRAJ BURI HOLDING”)

BHIRAJ BURI HOLDING is an indirect major shareholder of BOFFICE, holding 82.69% of the issued and paid-up capital in BHIRAJ BURI Company Limited. By holding shares in BHIRAJ REIT Management Company Limited, BHIRAJ BURI HOLDING is also the company's controlling person of the REIT Manager. BHIRAJ BURI HOLDING, which a juristic person under a company registered in Thailand, currently holds 70% of the share capital issued and paid.

Benefit Distribution of BOFFICE

Policy on Benefit Distribution

- 1) The REIT Manager will distribute benefits to Trust Unitholders in an amount of not less than 90% of the adjusted net profit for that fiscal year. Such benefits distributed to Trust Unitholders consist of year-end distribution and distribution for each accounting period (if any). However, benefit distribution made by the REIT Manager to Trust Unitholders are limited to a maximum of 4 times per fiscal year, except in a given accounting year where a capital increase is made, BOFFICE may distribute benefits more than 4 times per a fiscal year for the benefits of the existing Trust Unitholder.

The adjusted net profit refers to the adjustment with the following items;

- (1) Deduction of reserves for repair, maintenance or improvement of BOFFICE's properties in accordance with the plan specified in the registration statement and prospectus, Annual registration statement, annual report or that the REIT manager has notified the unitholders in advance.
 - (2) Deduction of reserves for repayment of loan debts or obligations from BOFFICE borrowing in accordance with the amount specified in the registration statement and prospectus, Annual registration statement, annual report or that the REIT manager has notified the unitholders in advance.
 - (3) Deduction of reserves for distribution of Trust Unitholders who has the first right to received benefit distribution or capital reduction (if any). As well as adjust other items in accordance with the guidelines of the SEC to be in line with BOFFICE cash flow status.
- 2) In case BOFFICE sustains retained deficits, the REIT Manager shall not distribute benefits to Trust Unitholders.
- 3) In case benefits are distributed to Trust Unitholders in each accounting period, the REIT Manager shall make an announcement of the benefit distribution to Trust Unitholders, arrange for the closure of the register to compile a list of Trust Unitholders entitled to the benefit distribution, and proceed with the benefit distribution to Trust Unitholders within the specified period as follows;
 - a) In case of year-end distribution, the REIT Manager shall make the year-end distribution within 90 days from the end of an accounting year. The distribution shall be made within 30 days from book closing date in order to determine the right of Trust Unitholders entitled to the benefit distribution.
 - b) In case of distribution for each interim accounting period (if any), the REIT Manager shall make the benefit distribution for each interim accounting period within 90 days from the end of such accounting period for the latest quarter prior to the benefit distribution. The distribution shall be made within 30 days from book closing date in order to determine the right of Trust Unitholders entitled to the benefit distribution.

However, if the REIT Manager is unable to distribute benefits within such specified period, the REIT Manager shall notify the SEC and Trust Unitholders in written. In case the REIT Manager fails to make benefit distribution to Trust Unitholders within the specified period due to the mistake of the REIT Manager, the REIT Manager shall pay the interest at the rate of 7.5 percent per year from the due date until the date that the REIT Manager distributes benefits to Trust Unitholders.

Additional Conditions:

To consider the interim distribution, the distribution rate shall be at the discretion of the REIT Manager. If the distribution to be paid for a given quarter is lower than or equivalent to 0.10 Baht per unit, the REIT Manager reserves the right to withhold such benefit distribution and carry it forward to a subsequent benefit distribution.

Regarding the policy on benefit distribution, the REIT Manager shall comply with those specified in Trust Deed, unless in case that the SEC and/or other competent entities otherwise change, amend, append, announce, determine, command, approve and/or waive, the REIT Manager shall perform operations according to such change, amendment, appendix, announcement, determination, command, approval, and/or waiver.

- 4) Trust Unitholders entitled to benefit distribution shall be the Trust Unitholders listed on the Trust Unitholders register of BOFFICE on the book closing date of Trust Unitholders for benefit distribution according to the proportion of trust unit holding of each Trust Unitholders. If it is appeared that there is any same individual or a group of person holding the Trust unit of BOFFICE which exceeds the rate announced and stipulated by the SEC, such same individual or a group of person shall not be entitled to receive benefits only BOFFICE unit that exceeds the rate specified in the Notification of the SEC.
- 5) Trust Unitholders or the related party of Trust Unitholders who hold trust units in excess of the rate or do not comply with the criteria set out in Notification no. Tor Chor. 49/2555 shall receive benefits only in accordance with the proportion of trust units held at the rate or the rule specified by Notification no. Tor Chor. 49/2555. The REIT Manager will arrange calculations to find the number of trust units that are entitled to receive benefits for each Trust Unitholders belonging to such group. Averaging the unitholding of each Trust Unitholders (Pro Rata Basis) will be used as the basis for calculating the compensation payment unless the SEC announces, determines, commands, or waivers in other options. The compensation which cannot be paid to the Trust Unitholders shall belong to other Trust Unitholders in proportion to their trust units. The REIT Manager will consider allocating such benefits to the Trust Unitholders who are entitled to receive it at that time.

Historical Benefit Distribution

As BOFFICE has made an investment in assets, enabling BOFFICE to proceed with the payment of benefits 1 time for the year of 2021. The details of payment are summarized as follows:

Operating Period	Payment Date	Distribution Payment (Baht per unit)
1 October - 31 December 2021	31 March 2022	0.1466
Total Distribution Payment per Unit in 2021		0.1466

Historical Record of the Distribution Payments

รายการ	Year			
	2021	2020	2019	2018
(1) Distribution Payment per Unit (Baht)	0.1466	0.6817	0.6810	0.1315
(2) Distribution on Reduction of Capital per Unit (Baht)	0.4981	-	0.0293	0.5134
Total Distribution Payment per Unit (1) + (2) (Baht)	0.6447	0.6817	0.7103	0.6449

The Trustee

Information of the Trustee

Company Name	Kasikorn Asset Management Company Limited
Address (Head Office)	400/22, KASIKORNBANK Building, 6th & 12th Floor, PhahonYothin Road, Samsen Nai, Phaya Thai, Bangkok 10400
Company Contact	Telephone: 0-2673-3999 Fax: 0-2673-3988 Website: www.kasikornasset.com
Type of Business	Asset management company and trustee
Major Shareholders (Portion of Shareholders)	1. KASIKORNBANK Public Company Limited (holding of 27,154,272 shares or 99.99%) 2. Mr.Pratan Atcharawan (holding of 1 share) 3. Ms.Saranya Sirivanasandha (holding of 1 share)

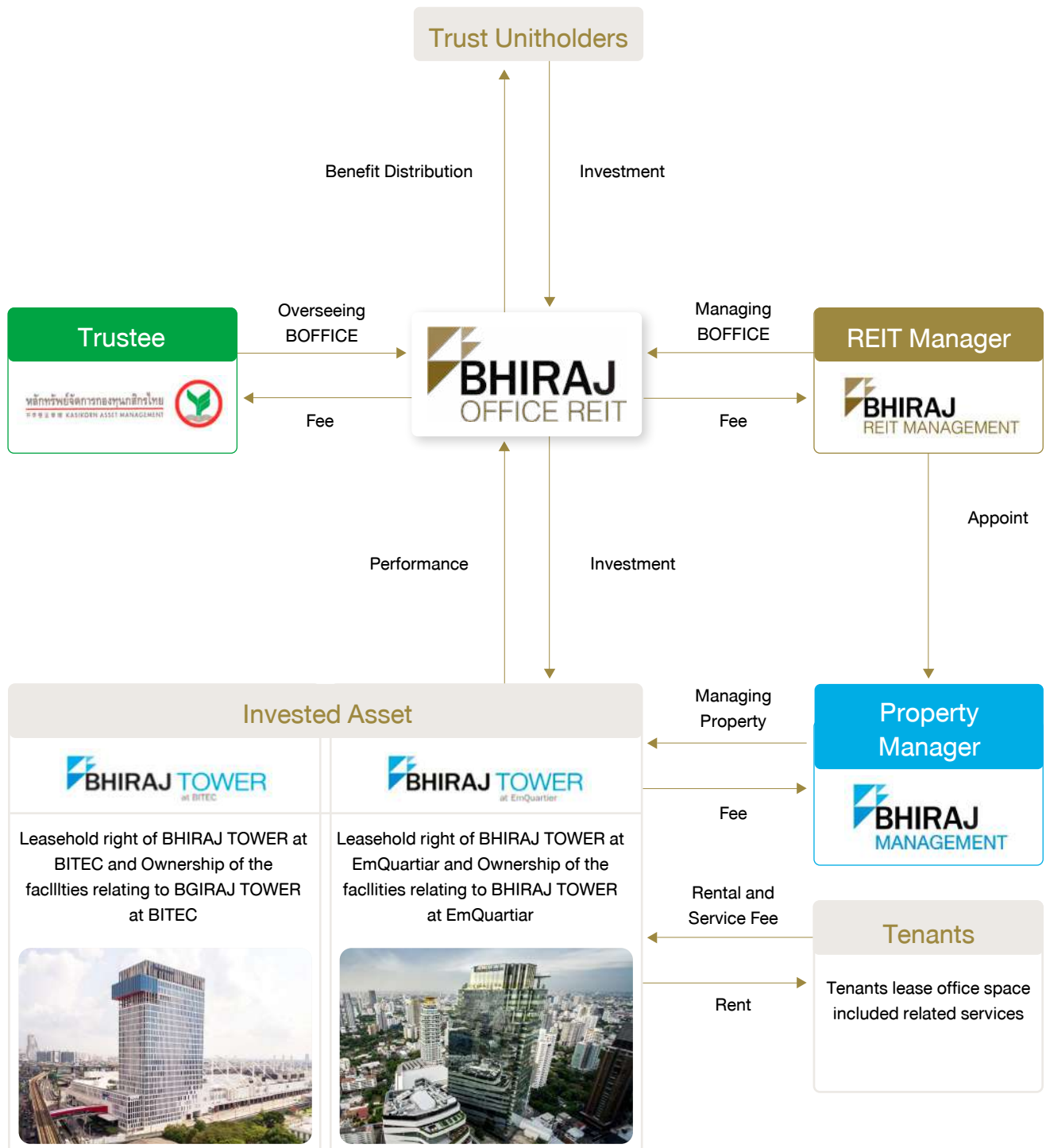
Duty and Responsibility of the Trustee

The Trustee is responsible for managing BOFFICE with duty of loyalty, duty of care, reasonable diligence and expertise. The Trustee must treat beneficiaries fairly for the best benefits of the beneficiary independently and efficiently and based on the Trust Deed, including related laws and obligations additionally provided to investors (if any). Major duties of the Trustee as specified in the Trust Deed are as follows;

- 1) Ensure the Trust Deed is in accordance with the relevant laws and proceed in accordance with the specified criteria in the event of amendments to the Trust Deed.
- 2) Monitoring and inspecting the REIT Manager to manage BOFFICE in accordance with the Trust Deed and related laws.
- 3) Report to the SEC Office and amend, hinder or remedy damages incurred to BOFFICE as deemed appropriate in case the REIT Manager performs or omits from performing operations which cause damages to BOFFICE or fails to perform duties under the contract and related laws.
- 4) Attend the meeting of Trust Unitholders every time. In case there is a request for the resolution of the Trust Unitholders' Meeting, the Trustee must answer all inquiries and express opinions on operations whether they are in accordance with the Trust Deed or related laws, including object and inform the Trust Unitholders that such operation cannot be carried out if it is not in accordance with the Trust Deed or related laws.
- 5) Manage BOFFICE as necessary in order to prevent, hinder, or restrict severe damages to the benefits of BOFFICE or the Trust Unitholders or in case the REIT Manager fails to perform duties, and have an authority to recruit new the REIT Manager.
- 6) Prepare the report and present it to the Trust Unitholders together with the annual report of BOFFICE by identifying how the Trustee opinion on operations of the REIT Manager in the REIT management is and whether it corresponds to the provisions of the Trust Deed, including other related laws, notifications and requirements.
- 7) Maintain capital funds and comply with the rules of relevant announcements.

The Trust Unitholders can find further details about the scope, authority, duties and responsibilities of the Trustee in the Trust Deed.

BOFFICE Structure



The REIT Manager

Information of the REIT Manager

Bhiraj REIT Management Company Limited, the REIT Manager, is a company registered in Thailand on 28 June 2017 with an authorized capital of 10,000,000 Baht, divided into 10,000 common shares at 1,000 Baht per share. The objective of the Company is to manage the real estate investment trust specifically. BHIRAJ BURI Company Limited will be the major shareholder, representing 70% of the total shares issued. Summary on the information of REIT Manager can be found below:

Company Name	Bhiraj REIT Management Company Limited
Date of Incorporation	28 June 2017
Company Address	591 Sukhumvit Road, Watthana District, Bangkok
Contact	Telephone: 02-261-0170 Website: www.bofficereit.com Email: boffice.brrm@bhirajburi.co.th
Authorized Capital	10,000,000 Baht
Description and Scope of Business Operation	REIT Manager
Board of Directors	1. Mrs. Prapee Buri (Chairwoman) 2. Mrs. Sarocha Buri (Executive Director) 3. Mrs. Sarocha Buri (Executive Director)
Accounting Period	1 January - 31 December

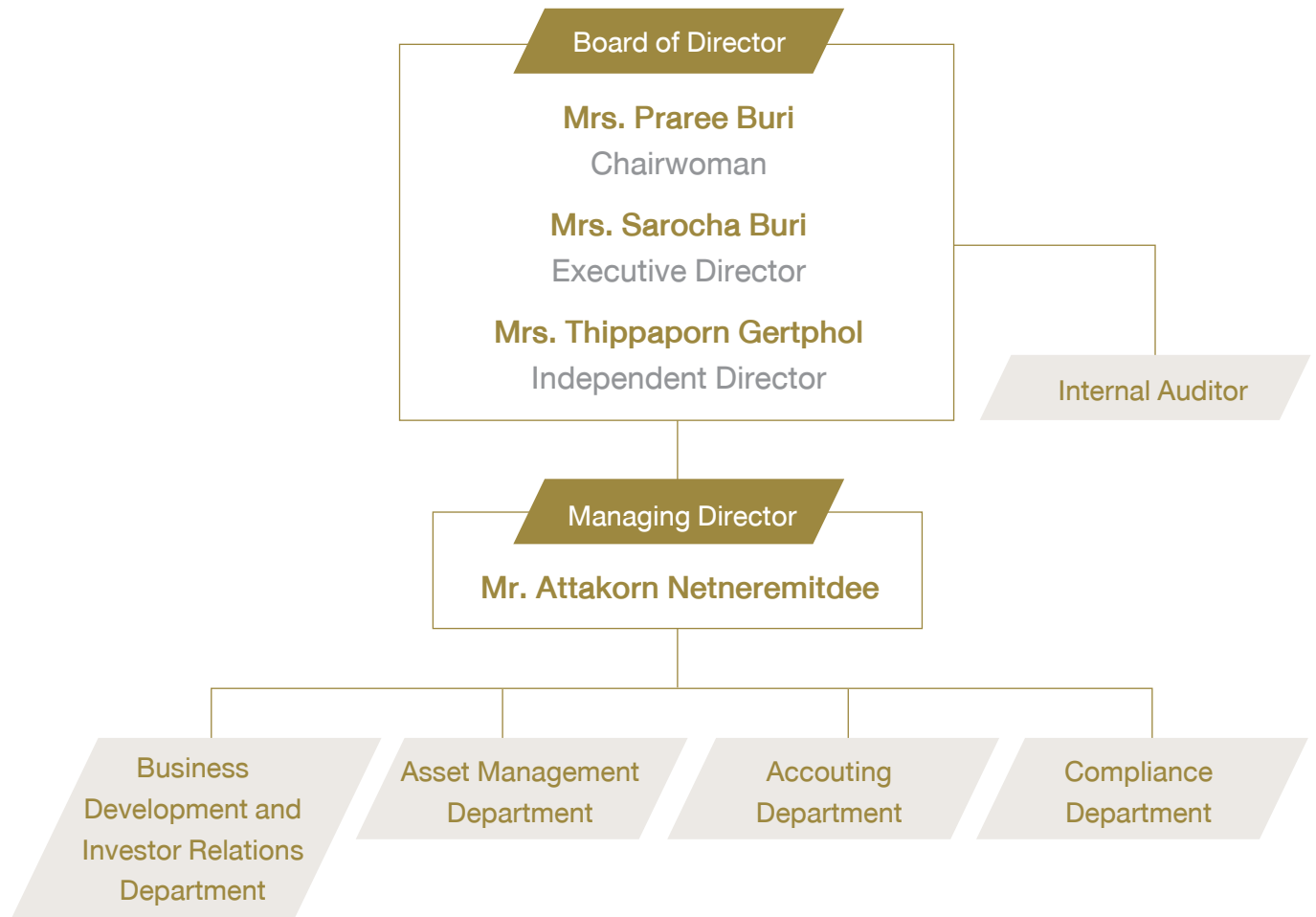
Shareholding Structure of BHIRAJ REIT Management Company Limited

Rank	Shareholder	Number of Shares Held	Percentage of issued shares
1	BHIRAJ BURI Holding Company Limited	7,000	70.00
2	Ms. Panittha Buri	1,498	14.98
3	Mr. Pitiphatr Buri	1,498	14.98
4	Mr. Prasarn Bhiraj Buri	2	0.02
5	Mrs. Prapee Buri	2	0.02
Total		10,000	100.00

The fourth and fifth shareholders belong to the related person of shareholders as they are defined as legally married couples. The fifth shareholder, Mrs. Prapee Buri, is the Chairwoman and the authorized person of BHIRAJ REIT Management Company Limited.

Management Structure of the REIT Manager

The management structure of the REIT Manager consists of Board of Directors and executives according to the management structure as follows;



**Board of Director and Managing Director of Bhiraj REIT
Management Company Limited**



Mrs. Prapee Buri
Chairwoman



Mrs. Thippaporn Gertphol
Independent Director



Mrs. Sarocha Buri
Executive Director



Mr. Attakorn Netneramitdee
Managing Director



Mrs. Prapee Buri

Chairwoman

Education

Master of Economics, Chulalongkorn University

Training from Thai Institute of Directors (IOD)

- Board Nomination and Compensation Program (BNCP 6/2019)
- Boardroom Success through Financing & Investment (BFI 5/2018)
- Role of the Chairman Program Class 34/2014
- Director Certification Program (DCP 174/2013)

Work Experience during the past 5 years

- 2017 - Present Chairwoman, Bhiraj REIT Management Company Limited
- 2013 - Present Chief Financial Officer, BHIRAJ BURI GROUP
- 2017 - 2018 Vice President of the Association, Thai Exhibition Association
- 2016 - 2017 TCEB President Evaluation Subcommittee, Thailand Convention and Exhibition Bureau
- 2016 - 2017 Administrative Systems Subcommittee, Thailand Convention and Exhibition Bureau
- 2015 - 2017 Board member, Thailand Convention and Exhibition Bureau
- 2015 - 2017 Strategic Planning and Risk Management Subcommittee, Thailand Convention and Exhibition Bureau
- 2015 - 2017 Association President, Thai Exhibition Association



Mrs. Sarocha Buri

Executive Director

Education

Bachelor of Finance and Management, University of Virginia

Training from Thai Institute of Directors (IOD)

- Corporate Governance for Executive (CGE 10/2018)
- Director Certification Program (DCP 266/2018)
- Diploma Examination (Exam 67/2018)

Work Experience during the past 5 years

- 2017 - Present Executive Director, Bhiraj REIT Management Company Limited
- 2016 - Present Deputy Chief Financial Officer, Bhiraj Buri Holding Company Limited
- 2009 - 2016 Director of Investment Banking, Mergers and Acquisitions, The Quant Group



Mrs. Thippaporn Gertphol

Independent Director

Education

Bachelor of Accounting, Thammasat University

Training from Thai Institute of Directors (IOD)

- IT Governance and Cyber Resilience Program Class (ITG 12/2019)
- Director Certification Program Update (DCPU 5/2015)
- Monitoring Fraud Risk Management (MFM 6/2011)
- Monitoring the System of Internal Control and Risk Management (MIR 5/2009)
- Monitoring of the Quality of Financial Reporting (MFR 6/2008)
- Audit Committee Program (ACP 3/2004)
- Director Certification Program (DCP 14/2002)

Work Experience during the past 5 years

- 2017 - Present Independent Director, Bhiraj REIT Management Company Limited
- 2004 - Present Advisor, Banpu Public Company Limited
- 2000 - Present Director and Treasurer, Wor Por Ror Or - 4313, Thailand National Defense College
- 2014 - Present Member of Tax Accounting Committee, Federation of Accounting Professions
- 2003 - 2020 Independent Director, Director of the Audit Committee, and Director of the Nomination and Remuneration Committee, Standard Chartered Bank (Thai) Public Company Limited



Mr. Attakorn Netneramitdee

Managing Director

Education

Master Degree of Science-Real Estate Business, Thammasart University

Training from Thai Institute of Directors (IOD)

- Director Certification Program (DCP 285/2019)

Work Experience during the past 5 years

- 2017 - Present Managing Director, Bhiraj REIT Management Company Limited
- 2016 - 2017 Business Development Manager, Thoresen Thai Agencies Public Company Limited
- 2015 - 2016 Senior Manager-Business Development, MBK Public Company Limited
- 2012 - 2015 Social Security Fund Manager (Real Estate and Alternative), Social Security Office

Scope of Duties and Responsibilities of the Board of Directors of the REIT Manager

Board of Directors of the REIT Manager is the key player in approving the REIT Manager's vision, mission, strategy, direction and policy regarding short-term and long-term business operations and plans; providing financial policies, risk management and corporate overview; regulating and evaluating the performance of the REIT Manager and employees to maintain operation efficiency in accordance with the established policies and business plans, the scope of the REIT Manager appointment agreement, the Trust Deed, Registration Statement, prospectus, objectives and article of association of the REIT Manager, resolution of the Board of Directors meeting, resolution of the Trust Unitholders meeting and related laws, for the best benefits of BOFFICE and the Trust Unitholders.

In addition, the Board of Directors of the REIT Manager also plays an important role in the regulation of compliance with the implementation and disclosure of information that may present a conflict of interest, in accordance with the regulations of the Office of Securities and Exchange Commission, Stock Exchange, and related regulators. The scope of authority and responsibility for the Board of Directors of the REIT Manager is as follows:

- 1) Perform duties in accordance with the laws, objectives and regulations of the REIT Manager, as well as the resolution of the Board of Directors meeting of the REIT Manager, and the resolution of the Trust Unitholders meeting, with duty of loyalty, duty of care, accountability, and ethic.
- 2) Manage BOFFICE under the supervision of the Trustee, and establish long-term business strategies and plans, organize an appropriate organizational structure, and regulate business policies, such as the investment of BOFFICE, BOFFICE's performance, annual budget draft and business plan for BOFFICE, explore risk factors that may affect the interest of BOFFICE, operational performance of various parties, and things that may create conflicts of interest, etc.
- 3) Establish a capital structure management policy for BOFFICE, taking into account the suitability, reasonableness, and the best benefits of BOFFICE and the Trust Unitholders, as well as other factors, especially when applying for a loan, issuing debentures, or incurring of other debts.
- 4) Regulate and provide necessary advice that enables the performance of executives and employees to support the operation of the REIT Manager to be in accordance with the contracts and regulations regarding the responsibilities of the REIT Manager.
- 5) Regularly regulate and monitor the performance of the REIT Manager, as well as provide necessary advice to ensure that the operation of the REIT Manager will achieve the goals, overcoming challenges and solving problems that may arise in a timely and appropriate manner.
- 6) Review, regulate, and provide necessary advice for the REIT Manager to have an internal control system, including efficient and productive work system as the REIT Manager.
- 7) Review, regulate, and take necessary actions to review and update important policies and plans related to the REIT Manager's role to be up-to-date and suitable for the business.
- 8) Review, regulate, evaluate the performance of the REIT Manager executives, including the appointment of executives of director level, and provide necessary advice to ensure that the executives will perform assigned tasks with full capacity and in accordance with rules and regulations of relevant contracts for the benefits of BOFFICE.
- 9) Review and regulate the performance evaluation of the Property Manager, providing necessary advice to ensure that the Property Manager will perform assigned tasks in accordance with rules and terms of relevant contracts for the benefits of BOFFICE.

- 10) The Board may assign one or more directors or any other person to perform any action on behalf of the Board. However, such action may not include the authorization or sub-authorization that grants directors or the authorized person the authority to approve actions that involve the interest of the directors or related persons, or any benefits that would conflict with the interest of BOFFICE.

From the scope of authority mentioned above, the REIT Manager shall conduct a meeting for the Board of Directors to acknowledge and approve procedures necessary for the operation of BOFFICE and the REIT Manager as follows:

Agenda to be Acknowledged and Approved by the Board of Directors

Agenda to be acknowledged by the Board of Directors

- 1) Performance of the REIT Manager and BOFFICE.
- 2) Progress in the implementation of the business plan established by the REIT Manager for the benefits of BOFFICE, issues and challenges as well as solutions with the support from the Property Manager.
- 3) Guidelines for mitigating risks or any incidents that may affect the operation of BOFFICE.
- 4) Internal control system and operation system of the REIT Manager, as well as guidelines and progress on solving issues.

Agenda to be approved by the Board of Directors

- 1) Establish long-term business strategies and plans, organize a suitable organizational structure, and regulate business policies, risk factors that may affect the benefits of BOFFICE
- 2) Financial statements and distribution of benefits for the Trust Unitholders
- 3) BOFFICE's budget, BOFFICE's annual business plan strategy prepared by the REIT Manager with support from the Property Manager
- 4) Special expense or special investment that is not included in the annual budget plan, requested by related department of the REIT Manager
- 5) Transactions made between BOFFICE and related persons of the REIT Manager or the related persons of the Trustee. In the event that the transaction made between BOFFICE and such related persons must be approved in the Trust Unitholders meeting. If the value of a transaction exceeds one million Baht, or more than 0.03% of the net asset value of BOFFICE, whichever is higher
- 6) Guidelines for handling significant disputes and complaints regarding the operation of BOFFICE, which must be reviewed by the Board of Director
- 7) Intercompany and any matters that may cause a conflict of interest with the operation of BOFFICE
- 8) Selection of the Property Manager
- 9) Selection of an auditor, financial consultant, independent financial consultant, or other consultants, etc., in accordance with the scope of authority

- 10) Approval of an investment, disposition of the major assets of BOFFICE, management of BOFFICE by the Asset Management Department and related departments, for the compliance with the Trust Deed, Registration Statement, prospectus and related laws and notifications.
- 11) Other matters required the approval from the Trust Unitholders
- 12) Other important matters and matters related to the operation of the REIT Manager and BOFFICE All directors are given the opportunity to express their opinions during the meeting before voting. A summary on the resolution of each agenda will be provided, as well as the written record of the meeting.

Director, managing director, and head of the department of the REIT Manager shall not have any prohibited characteristics according to the Notification of the Capital Market Supervisory Board regarding the prohibited characteristics of personnel in the capital market business. Directors of the REIT Manager must not also be the person listed as unsuitable by the Stock Exchange, and shall not be a person deemed as untrustworthy according to the notification of the Office of Securities and Exchange Commission regarding untrustworthy characteristics of company directors and executives, and shall never be convicted of an offense under the securities law, capital business law, securities business law, credit foncier business law, commercial banking law, non-life insurance law, anti-money laundering law, or similar laws related to financial business, both Thai and foreign laws, or offenses relating to unfair trading practices in securities or fraudulent, deceitful, and corrupted management.

Independent Director

The REIT Manager has one independent director, which is not less than one-third of the number of all directors of the REIT Manager. Selection of an independent director of the REIT Manager involves at least the following qualifications:

- 1) Holds no more than 1% of the total number of shares with voting rights in the REIT Manager, parent company, subsidiary company, associated company, major shareholder, company authority, or a related person. This shall include shares held by related parties according to Section 258 of the Securities Act of such independent director as well.
- 2) Must not be or never been involved in the management. Also, shall not be an employee, staff, consultant who receives a regular salary, or an authority of the REIT Manager, parent company, subsidiary company, associated company, sister company, or a related person. Such involvement and interest shall not be presented for at least two years.
- 3) Must not have or never had a business relationship with the REIT Manager, parent company, subsidiary company, associated company or a related legal entity that may hinder the ability to make an independent judgment. The independent director shall not be or never been a major shareholder, non-independent director, or an executive of a party having a business relationship with the REIT Manager, its parent company, subsidiary company, associated company or a legal entity that it may share a connection, unless has not been involved in such position for at least two years.
- 4) No relation in bloodline or any registration as father, mother, spouse, family member and child, also spouse of the child, director, major shareholder, authority or person to be nominated as the director, authority of BOFFICE or its subsidiary.

- 5) Must not be or never been the auditor of the REIT Manager, parent company, subsidiary company, associated company, or a related legal entity. The auditor must not be the major shareholder, non-independent director, executive or the managing partner of the audit firm, by which the auditor of the company, parent company, subsidiary company, associated company or a related legal entity works for, unless such involvement has not be presented for at least two years.
- 6) Must not be or never been a service provider of any professional, including legal and financial consultant who receives a service fee of more than 2 million Baht per year from the REIT Manager, parent company, subsidiary company, associated company or a related legal entity. The state of being a legal entity of the service provider also includes being the major shareholder, non-independent director, executive or managing partner of such service provider, unless such involvement has not be presented for at least 2 years.
- 7) Must not be a director appointed to represent the director of the REIT Manager, the major shareholder, or a shareholder, which is related to the major shareholder of the REIT Manager.
- 8) Must not be a person deemed as unsuitable for being a director as per the regulation set forth by the Stock Exchange, and shall not be a person deemed as untrustworthy according to the notification of the Office of Securities and Exchange Commission regarding untrustworthy characteristics of company directors and executives.
- 9) Must never been convicted, by lawfully authorized entity, of an offense under the securities law, capital business law, securities business law, credit foncier business law, commercial banking law, non-life insurance law, anti-money laundering law, or similar laws related to financial business, both Thai and foreign laws, or offenses relating to unfair trading practices in securities or fraudulent, deceitful, and corrupted management.
- 10) Must have no characteristics that hinder the ability to make an independent opinion of the operation of the REIT Manager

Scope of Authority and Responsibility of the Independent Director of the REIT Manager

- 1) Supervise and provide necessary advice to the REIT Manager for the implementation of the preparation and disclosure of information in financial reports of the REIT Manager and BOFFICE in an accurate, complete, adequate, reliable and timely manner.
- 2) Supervise and provide necessary advice to the REIT Manager for the implementation of the internal control system and suitable work system as the REIT Manager.
- 3) Review and provide comments on related matters or matters that may lead to a conflict of interest with BOFFICE so that they are in accordance with the related laws and regulations. This is to ensure that such matters are reasonable and in the best benefit of BOFFICE.
- 4) Other operations as assigned by the Board of Directors of the REIT Manager that are deemed beneficial to BOFFICE.
- 5) Require relevant parties of the REIT Manager to regularly report to the independent director for approval and acknowledgment in order to provide necessary advice on the following matters:

- (1) Matters related to or may lead to the conflict of interest with BOFFICE
- (2) Weaknesses and improvement needed in the internal control system and the work system in acting as the REIT Manager, as well as the progress in the improvement

Scope of Authority and Responsibility of the Managing Director of the REIT Manager

The Board of Directors and the Independent Director play an important role in supervising and providing necessary advice to the REIT Manager to operate in the name of REIT Manager, and ensure that the operation is in accordance with related rules and contracts. The Managing Director is responsible for controlling, following up, supervising and overseeing the work of the REIT Manager to ensure the operational efficiency. The scope of authority and responsibility of the Managing Director is as follows:

- 1) Responsible for, oversee and manage the operation and/or day-to-day management, including the regulation of overall operation of the REIT Manager to ensure that it is in accordance with related regulations and contracts, as well as the resolution of the Board of Directors meeting.
- 2) Define the organizational structure, management method, as well as responsible for the selection, training, hiring and dismissal of the REIT Manager, setting of wages, salaries, compensation, bonuses and various benefits for the employees.
- 3) Oversee and regulate the operation of the REIT Manager.
- 4) Represent the REIT Manager, as well as being authorized to contact government agencies and related regulators.
- 5) Have an authority to issue, amend, update rules, orders and regulations related to the operation of the REIT Manager.
- 6) Have an authority and responsibility as assigned by the Board of Directors of the REIT Manager.
- 7) Have an authority to sub-authorize and/or assign another person to perform a specific task on its behalf through sub-authorization and/or such sub-authorization must be within the scope of the power of attorney provided, and/or shall be in accordance with the regulations, requirements or orders set by the REIT Manager's Board of Directors. Such authorization and power of attorney granted by the Board of Directors must not be an authorization or sub-authorization that allows the Board of Directors or the authorized party to approve matters that involve the interest of oneself or the related party, or that may conflict with the interest of BOFFICE.

Scope of Authority and Responsibility of the REIT Manager

Main duties and responsibilities of the REIT Manager include the management of BOFFICE, which covers the investment in the BOFFICE's assets and the operational inspection of the Property Manager. The REIT Manager shall perform duties under the supervision of the Trustee, with duties and responsibilities as follows:

1) General responsibilities

- 1.1) The REIT Manager will act as a professional fiduciary, operate with duty of care and duty of loyalty for the best benefit of the Trust Unitholders as a whole, and in accordance with the Trust Deed, REIT Manager appointment Agreement, related laws as well as the additional commitments provided in the disclosed documents for the benefits of offering trust units to the investors. In addition, the REIT Manager must not take any action that conflicts with the interest of the Trust Unitholders and investors as a whole, and is liable without limitation of liability in the event that the REIT Manager fails to perform the duties and/or performing the duties incompletely and incorrectly.

- 1.2) The REIT Manager must perform in accordance with the following business practices of a REIT Manager as follows:
- (a) Provide sufficient funds to continuously operate the business and take responsibilities that may arise from the operation as the REIT Manager.
 - (b) Disclose and provide sufficient opinions or information that are crucial and related to the investment decision of the investors. Such opinions or information must be clearly communicated, authentic and do not cause confusion.
 - (c) Do not misuse the information received from the operation of the REIT Manager for personal benefits, or cause damage or impact to the overall interest of BOFFICE.
 - (d) Operate with duty of care to avoid causing conflict of interest. In case there is a conflict of interest, necessary measures must be taken to ensure that the investors are treated fairly and appropriately. The REIT Manager will take the following actions to prevent a conflict of interest:
 - (1) The REIT Manager shall not seek for other interest that may conflict with the best interest of BOFFICE. If there is a possibility that the conflict may occur, the REIT Manager must be able to demonstrate a mechanism that such management of BOFFICE will be in the best interest of BOFFICE and the Trust Unitholders as a whole.
 - (2) In the event that the REIT Manager also manages other REITs, the core assets of BOFFICE applied for the offering of trust units must not be of the same type as the core assets of such other REITs.
- In addition, before entering into the transaction that may conflict with the interest of BOFFICE. The REIT Manager shall disclose sufficient information to the Trust Unitholders or the investors according to the terms in the Trust Deed as follows:
- (1) A disclosure through the Stock Exchange, in accordance with the regulations of the Stock Exchange regarding such matters, or any other channels that the Trust Unitholders can thoroughly access the transaction information.
 - (2) Provide a reasonable period of time for the disclosure, which must not be less than fourteen days.
 - (3) Provide a clear channel, method and timing of the objection, which must not be less than fourteen days, except in the event that the Trust Unitholders' resolution is requested upon making the transactions, the objection must be made during the request for the resolution from the Trust Unitholders.
- In the event that the Trust Unitholders express a clear objection using disclosed method under Clause (3) of more than one-fourth of the total unit of trust sold, the Trustee may not conduct or allow the transaction that is in conflict with the interest of BOFFICE.
- (e) Comply with the Securities Act, the Trust Act and other laws related to the operation of BOFFICE, as well as the ethics and professional standards set by associations related to securities business, or organizations related to securities business as approved by the Office of the Securities and Exchange Commission, mutatis mutandis, and must not support, order, or cooperate with any person in the practice that violates such laws or regulations.
 - (f) The REIT Manager is responsible for cooperating with the Trustee or the Office of Securities and Exchange Commission, including the disclosure of information that may significantly affect the management of BOFFICE, or other information that should be disclosed. The REIT Manager shall be especially responsible for:

- (1) Prepare and compile information and documents related to the management, internal control, and disclosure of information related to BOFFICE. Upon requested by the Trustee, the REIT Manager must cooperate in delivering the information and evidence, as well as allow the inspection of the property at the location as requested by the Trustee, to ensure that the REIT Manager does not violate the law or the terms of specified in the Trust Deed, and maintains the interest of the Trust Unitholders.
- (2) During the period before the establishment of BOFFICE, the REIT Manager is responsible for submitting information and documents related to structure of BOFFICE, methods of leasing, procurement and collection of income, expenses that could be collected from BOFFICE, agreement between BOFFICE and other companies or individuals, etc., allowing the Trustee to effectively plan, monitor, and review the management, internal control, and the disclosure of such information.

The REIT Manager is responsible for coordinating and delivering the information and documents to the Trustee with the materials, consistency and schedule as specified within the REIT Manager agreement. This includes the submission of any other documents requested by the Trustee as necessary and relevant to the management of BOFFICE within a reasonable period of time.

- 1.3) The REIT Manager is required to provide liability insurance for the faults that may arise from its business or operation as the REIT Manager, as well as the operation of the Board of Directors and its employees throughout the term of the REIT Manager Agreement.
- 1.4) In order to make a transaction related real estate for BOFFICE, the REIT Manager must comply with the following rules:
 - (a) Take action to ensure the disposition of the property, and the entering into a contract relating to the property for BOFFICE is correctly done and is lawfully enforceable.
 - (b) Take action to ensure a proper investment in a property of BOFFICE, with at least proceed as follows:
 - (1) Evaluate the readiness to manage such property investment before becoming the REIT Manager, or before investing in such property for BOFFICE, as the case may be.
 - (2) Analyze and study the feasibility, as well as audit and review (by preparing a Due Diligence) the property to comply with the criteria and guidelines for managing funds and trusts that invest in real estate, as announced by the Office of Securities and Exchange Commission. Also, assess the risks that may arise from investing in that such property, as well as establish a risk management guideline. Such risks shall include risks associated with the development or construction of the property (if any), for example, risks of construction delay and the inability to benefit from the property.
- 1.5) The REIT Manager must arrange for a meeting of the Trust Unitholders as specified in the Trust Deed.
- 1.6) In the event of changing the REIT Manager, the REIT Manager shall undertake and provide necessary cooperation in order to successfully transfer the work to the person who will be in charge of the position.
- 1.7) In the event that a consultant is appointed to provide advice or suggestion on a property investment and management, the REIT Manager shall proceed as follows:
 - (a) Ensure that the consultant notifies about the interest in the matter considered.
 - (b) Consultants with interest, both directly or indirectly, shall not participate in the decision-making process of that particular matter.

- 1.8) The REIT Manager must prepare a financial statement in accordance with the accounting standards as described under the law on accounting profession, and submit the statement to the Office of Securities and Exchange Commission within 2 months from the end of the fiscal year. The financial statement must be audited and commented by an auditor approved by the Office of Securities and Exchange Commission.
- 1.9) Prepare and disclose information of BOFFICE, including information under Section 56 and Section 57 of the Securities Act, as well as other information as specified in the Trust Deed and the REIT Manager appointment Agreement.
- 1.10) Prepare and disclose information of BOFFICE to the Trustee, the Office of Securities and Exchange Commission, and Trust Unitholders, as specified in the Securities Act, other related laws, and the Trust Deed. This includes sending the BOFFICE's annual report together with the invitation letter of the annual general meeting or other documents required by the Office of Securities and Exchange Commission to the Trust Unitholders. The REIT Manager shall also submit relevant documents or evidence, operate or refrain from operations as ordered or requested by the Office of Securities and Exchange Commission.
- 1.11) Avoid situations that may caused doubt on the independence of the REIT Manager, especially the selection, purchase, sale, rent, sub-lease, or lease of a property, as well as securities and other services for BOFFICE. The REIT Manager, directors, executives, and employees of the REIT Manager are prohibited from receiving soft commissions or benefits from the services provided, or any other benefits from the original owner of the property, or sponsors, securities sellers, service providers or brokerage firms as their personal income or benefits.
- 1.12) The REIT Manager is responsible for disclosing the interest or benefits of the REIT Manager and the related persons of the REIT Manager, from the company that or person who is a trading partner of BOFFICE as stated in the prospectus, Registration Statement for trust offering, invitation letter to the meeting for approval of various matters, and the annual report of BOFFICE, so that the investors and the Trustee can use them to determine the independence of the REIT Manager when making a transaction for BOFFICE and the reasonableness of such transaction.

Interest or benefits to be disclosed includes being a creditor, debtor, surety or being guaranteed, mutual holding, or having the same major shareholder or executive, providing and receiving of services, mutual trading, expense paid on behalf of the other, etc.
- 1.13) In the event that the REIT Manager seeks to let another person to operate under its responsibility, details of the transition and responsibilities of the REIT Manager shall be clarified during the selection of the representative, as well as the responsibilities of such representative. Details regarding the transition shall not contradict with the Notification Sor Chor 29/2555

2) Management Duty of BOFFICE

- 2.1) To provide appropriate and efficient supervision and management for BOFFICE, as well as to be in accordance with the laws, rules and the Trust Deed, and to protect the interest of BOFFICE and the Trust Unitholders as a whole, the REIT Manager is responsible for providing a quality work system, with effective audit and balance of operation that can fully support its responsibilities, at least to cover the following topics:
 - (a) Establishment of the BOFFICE management policy and the management of BOFFICE's capital structure, real estate investment decision, establishment of policies and strategies for obtaining benefits the property, in order to cautiously manage the investments as assigned, in line with the investment policy stated in the Trust Deed, as well as related laws and regulations, and to protect the interest of BOFFICE and the Trust Unitholders as a whole.

- (b) Management and risk management related to the management of BOFFICE as assigned to prevent and manage risks effectively.
 - (c) Management of the conflict of interest involved, particularly, between BOFFICE and the REIT Manager and the person related to the REIT Manager. This includes measures or procedures to protect the best interest of BOFFICE or the Trust Unitholders as a whole once the conflict occurs.
 - (d) Selection of personnel of the REIT Manager and representative for the task related to the operation of BOFFICE in order to find a competent and qualified candidate for the job.
 - (e) Operational regulation of the REIT Manager and its personnel, including the supervision of its representative for the task related to the operation of BOFFICE, ensuring that it would comply with the law, rules and regulations, the Trust Deed, the Securities Act, notifications, orders issued by virtue of such law, as well as other laws relating to the operation of BOFFICE.
 - (f) Complete and sufficient disclosure of information as per the requirement stated in the Trust Deed and in accordance with the rules issued under the Securities Act, the Trust Act, rules or orders issued by virtue of such laws, as well as other laws relating to the operation of BOFFICE.
 - (g) Back-office operation
 - (h) Internal audit and control
 - (i) Communication with investors and complaint management
 - (j) Legal dispute management
- 2.2) The REIT Manager may assign other parties to undertake matters which are related to the REIT Manager's business operations as deemed necessary to increase the efficiency and agility of the business, whereby in such cases, the following rules shall be applied:
- (a) The assignments shall not be in a nature that may impact efficiency of the REIT Manager's performances.
 - (b) There shall be measures to support the business continuity in the event that the assigned parties fail to carry on the operations.
 - (c) In the event that the assignments are related to investments in other assets of BOFFICE, the assigned 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) (d) and (i).

In the event that the REIT Manager seeks 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 BOFFICE, which are not the major assets, 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 Sor Chor. 29/2555.

- 2.3) The REIT Manager shall manage BOFFICE according to the provisions prescribed in the Trust Deed and shall oversee and protect the interest of the Trust Unitholders

- 2.4) 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 BOFFICE. As for such due diligence, the REIT Manager shall comply with the guidelines on the management of property funds and real estate investment trusts.
- 2.5) The REIT Manager shall act to assure its professional management of BOFFICE's financial aspects as well as the economic value of BOFFICE's assets, and such management is carried out for the benefits of the Trust Unitholders 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 BOFFICE's properties, and strictly ensure that such borrowings and encumbrances are within the limit prescribed in the Trust Deed.
 - (c) Investing in real estate that suit the investment objectives of BOFFICE.
 - (d) Managing BOFFICE's cash flow.
 - (e) Considering the distribution payments of BOFFICE.
 - (f) Arranging for appropriate insurances to cover any potential damage that may occur to BOFFICE'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, such that BOFFICE would receive similar benefits from such assets as previously done, 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 property invested by BOFFICE, as well as monitoring and taking relevant actions to ensure that such property and/or leasehold rights shall not be used to operate immoral or illegal business
 - (j) Managing the rental spaces such as control and oversee rental operations, negotiate tenancy agreements, review rental rates or fees, terminate or renew rental contracts, etc. In the event that a rental agreement has a term of more than three years, the REIT Manager shall seek approval from the Trustee prior to any further action. Such request for approval shall not impede the rights of the Trustee to file for damage compensation in the event that the REIT Manager enters into a contract without approval from the Trustee.
 - (k) Assessing past rental operations to set appropriate rental and tenancy terms and conditions, preparing 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 properties invested by BOFFICE, 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 properties invested by BOFFICE to assure that their conditions are comparable to those of its industry peers.

- 2.6) The REIT Manager shall review and inspect to make sure that BOFFICE shall have proper ownerships and/or rights in the property that it intends to invest; whether the right of ownership or leasehold right, and that any agreements and contracts that BOFFICE 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.
- 2.7) The REIT Manager shall arrange that all documents and evidence related to the BOFFICE's operation are systematically kept and protected; for instance, the invitation letter for the Trust Unitholders meeting, Registration Statement for Offering Trust Units, prospectus, BOFFICE's Annual Report, and the compliance records of BOFFICE and its invested properties with applicable regulations. This information and documents shall be kept in a manner which is proper, complete, and accountable for at least 10 years from the date of preparing such information and documents, or as required by the law, that the REIT manager shall proceed accordingly.
- 2.8) The REIT Manager shall prepare and disseminate BOFFICE's financial statements, annual report, and other relevant information which are accurate and complete and promptly distribute 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 BOFFICE's information, must be responsible for the contents of such information which shall be reported or notified to the Trust Unitholders and general investors. There shall be a review procedure which ensures that the disclosed information in the Registration Statement for Offering Trust Units, prospectus, invitation letter for the Trust Unitholders meeting, 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.

- 2.9) The REIT Manager shall oversee that the Trust Unitholders 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.
- 2.10) The REIT Manager shall oversee that BOFFICE complies with laws or operational guidelines issued by relevant government agencies or other authorities, as well as regulations of the Stock Exchange
- 2.11) The REIT Manager shall make distribution payment to the Trust Unitholders of BOFFICE for an amount of no less than 90% of its adjusted net profit for the fiscal year, which includes net earnings of the cash position of BOFFICE. The payment shall be made within ninety 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 BOFFICE still carries any retained deficits, it shall make no distribution payment to its Trust Unitholders.
- 2.12) The REIT Manager shall define the annual scope of work or appraisal for property appraisers that include inspections of BOFFICE's properties and comparing them with other nearby properties of similar characteristics
- 2.13) The REIT Manager may hire any property agent to assist the Property Manager in finding tenants.
- 2.14) Regarding investment in other assets, other than the investment in the core assets, 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 Sor Ror. 26/2555, and in the Trust Deed. 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 major assets of BOFFICE.

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 interest of BOFFICE and its Trust 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 BOFFICE's properties, 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 BOFFICE'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 a mechanism which allows BOFFICE to change the Property Manager in the event that such Property Manager does not comply with the prescribed conditions or that its work performance does not meet a satisfactory standard.
- (d) Arrange to have a process to regularly inspect, monitor, and evaluate the internal control system 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. The REIT Manager shall state in the Property Management Agreement that the Property Manager must be responsible for any benefit loss of BOFFICE 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 action or failure to act impairs the credibility of the Property Manager in carrying out its duties as set forth in the Property Manager appointment Agreement, the REIT Manager shall arrange to terminate the Property Manager appointment 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 BOFFICE enters into any loan agreement of which its covenants may prohibit any change of the Property Manager, thus such change therefore requires an approval from the BOFFICE's lenders.

3.2) Regulation 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 interest of BOFFICE and its Trust Unitholders, and shall undertake at least the following:

- (a) 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 inspect that the disbursements are in line with the budget plan. The annual budget plan must be approved by the Trustee.

- (b) The REIT Manager shall prescribe incentive criteria that motivate the Property Manager to put an effort into enhancing the value of and the returns for BOFFICE, while mitigating relevant risks to the Trust Unitholders.
- (c) 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 BOFFICE, as well as to oversee that the Property Manager performs in accordance with the planned strategies.
- (d) 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.
- (e) 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.
- (f) 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.
- (g) 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.
- (h) The REIT Manager shall monitor and control the Property Manager's revenue collection to assure that BOFFICE fully receives its rental income and service fees.
- (i) The REIT Manager shall instruct the Property Manager to monitor and oversee that tenants duly pay their applicable taxes
- (j) The REIT Manager shall observe and examine the Property Manager's misconducts, as well as performing a random inspection of its operations.
- (k) 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 inspect the Property Manager to ensure that the Property Manager complies with the following rules:
 - (1) Correctly and completely collect all incomes and transfer them to BOFFICE
 - (2) Do not overcharge BOFFICE with unreasonable expenses. Any charges for BOFFICE shall be within the authorized framework of the Property Management Agreement, and
 - (3) Provide adequate and appropriate inspection and maintenance for BOFFICE's assets so that such assets will continue generating long-term benefits.

Property Manager

1. Summary of the Property Manager

Company Name	BHIRAJ Management Company Limited
Date of Incorporation	18 December 2013
Company Address	591 Sukhumvit Road, Klong Tan Nuea Sub-district, Watthana District, Bangkok
Contact	Telephone: 02-261-0261
Authorized Capital	25,000,000 Baht
Description and Scope of Business Operation	Office building Management
Major Shareholder Structure (Shareholding Proportion)	1. BHIRAJ BURI Holding Company Limited (70.00%) 2. Ms. Panittha Buri (14.98%) 3. Mr. Pitiphatr Buri (14.98%)
Board of Directors	1. Mr. Prasarn Bhiraj Buri 2. Mrs. Prapee Buri 3. Ms. Panittha Buri 4. Mr. Pitiphatr Buri
Accounting Period	1 January - 31 December

2. Duties and Responsibilities of the Property Manager

1) Duties Related to Property Management

The Property Manager is in charge of providing a maintenance and repair of the properties invested by BOFFICE as deemed necessary, to maintain such properties in a good condition for the benefit of the service; managing and generating income from the properties invested by BOFFICE; facilitating the Trustee, the company appraising BOFFICE's properties, and the REIT Manager in matters related to real estate as deemed necessary and appropriate; jointly operate with the REIT Manager to enable BOFFICE to acquire a license and/or any other relevant and necessary documents to generate benefits from the properties invested by BOFFICE; recruit tenants to lease the project area; coordinate and negotiate with tenants to enter a lease agreement or any other contracts related to the project; deliver income, expense and payment related to the operation of BOFFICE; manage the operation according to various contracts; provide assistance to the REIT Manager as reasonably requested in the event that the REIT Manager seeks to sell, transfer, lease, transfer of leasehold right, or dispose of (if any) by any means of the properties to other person; contact, coordinate, provide information, submit documents, fees and land and building taxes arising from the properties that BOFFICE is obliged to pay the withholding tax due to project management, and/or any other taxes related to the properties and/or the project management to officials from relevant government agencies; take action and/or coordinate with the REIT Manager and provide assistance to the REIT Manager in providing public utilities for the tenants of BOFFICE's properties; perform any other necessary actions in order to manage the properties in accordance with the BOFFICE management scheme and related laws, etc.

2) Duties related to the preparation of statements, reports, management documents, and internal auditing

Provide accounts and reports as assigned by BOFFICE, including but not limited to daily debt collection reports, daily parking fee summary, accounts receivable report on the last business day of the month, as well as any documents and evidence relating to the Gross Property Operating Revenue and the Operating Expenses of BOFFICE, in order to submit such accounts, reports and documents to the REIT Manager within the specified time. The Property Manager will prepare such accounts in accordance with generally accepted accounting principles, separating into the assets and/or any interest generated from BOFFICE's assets and/or any assets received by the Property Manager as the Property Manager, and/or to be accepted on behalf of BOFFICE instead of personal assets. The Property Manager will compile documents and evidence for accounting and accounting records for a minimum period of time as required by the relevant laws, to maintain the completion of the information and ready for the internal audit by the REIT Manager, the Trustee, and the person assigned by the REIT Manager or the Trustee as requested.

3) Marketing

Coordinate with the REIT Manager to develop and provide an advertising and promotion plan for the assets invested by BOFFICE. This shall be in accordance with the annual operation plan as approved by the REIT Manager.

The Property Manager is related to the REIT Manager (BHIRAJ REIT Management Company Limited) as both companies are the subsidiaries of BHIRAJ BURI Holding Company Limited, and that BHIRAJ BURI Holding Company Limited is also a Trust Unitholder of BOFFICE, holding a total of 2.20% of the total trust units sold. BHIRAJ BURI Holding Company Limited is the parent company of BHIRAJ BURI Company Limited, which is the major Trust Unitholder of BOFFICE, holding a total of 19.99% of the total trust units sold. However, BOFFICE has a mechanisms and measures for selecting a property manager, as detailed in Form 56-REIT1, Part 3, Subject "Selection of the Property Manager", taking into account the best benefits of the Trust Unitholders.

Contact Information

1. Auditor

Name EY Office Company Limited
Address 193/136-137, 33rd Floor, Lake Rajada Office Complex,
Ratchadapisek Road, Klongtoey Sub-district, Bangkok. 10110
Tel 0-2264-9090
Website www.ey.com

2. Trust Registrar

Name Thailand Securities Depository Company Limited
Address 93 Ratchadapisek Road, Din Daeng Sub-district, Bangkok. 10400
Tel 0-2009-9000
Website www.set.or.th/tsd

3. Appraisers

Name Siam City Appraisal Company Limited
Address 731, 4th Floor, P. M. Tower, Asok - Din Daeng Road, Din Daeng Sub-district, Din Daeng
District, Bangkok. 10400
Tel 0-2247-4715-6
Website <http://www.siamcityappraisal.com/>

Business Overview and Descriptions of Invested Assets



93%

Average Occupancy Rate of
BHIRAJ TOWER at EmQuartier
of Year 2021

90%

Average Occupancy Rate of
BHIRAJ TOWER at BITEC
of Year 2021



Business overview, policies and sources of income

Business Overview of BOFFICE

BOFFICE has the policy to acquire the benefits from the core assets of BOFFICE by leasing the space of such asset to tenants. The REIT Manager procures the benefits from the asset of BOFFICE by setting the policies and strategies for managing the asset of BOFFICE for the best benefits of BOFFICE and assigning the property management duty to BHIRAJ Management Co., Ltd. as the Property Manager. The responsibilities of the Property Manager include procuring the benefits by leasing the space according to the policies determined by the REIT Manager, coordinating and facilitating the tenants, and collecting the rent and service charges to BOFFICE. The Property Manager will procure the prospective tenants, lead the site visiting to the property and negotiate with the interested parties directly, as well as maintaining the properties of BOFFICE in a good and functional condition.

The strategies for operation or benefit procurement

BHIRAJ REIT Management Co., Ltd. (“the REIT Manager”), as the REIT Manager of BOFFICE, has the duty to procure benefits from the assets to generate commercial income from rental area and service business and maximize the benefits to the Trust Unitholders. The REIT Manager has significant policies and business strategies as follows:

1. Regarding asset management, the REIT Manager shall monitor the operating results of BOFFICE by comparing the Annual Budget of each year. Including compare the Business Profit of previous years for analyze current operation result. However, if the operating results of BOFFICE does not achieve the target, the REIT Manager shall analyze potential causes and improve its operation to achieve the target.
2. The REIT Manager shall set the rental rate appropriately according to the market situation.
3. The REIT Manager shall improve operation performance and control the operation expenses.
4. The REIT Manager shall increase the potential of BOFFICE’s assets by maintaining project areas and improving the condition of the assets regularly.
5. BOFFICE emphasizing on investment in quality assets with potential location, ideal qualities for a real estate business in order to make profitable turnover and ensure sustainably satisfactory return on investment.

The Property Manager is responsible for managing the properties to generate benefits in the form of leasable area according to the REIT Manager’s policy, coordinating with and facilitating tenants, collecting the rental fees and submit to BOFFICE, and maintaining BOFFICE’s properties in good and functional conditions.

The benefit procurement

BOFFICE invests in the core assets to generate the return on investment with a long-term sustainably satisfactory level to Trust Unitholders. The REIT Manager will set appropriate policies and strategies for proper management of the assets to generate commercial income to BOFFICE and maximize the overall benefits to Trust Unitholders. The investment income from the properties BOFFICE invested in are:

1) Rental and service income

Rental and service income from leasing the office area and retail area to tenants directly, which the tenants use the leased area to operate their own businesses. In most cases, BOFFICE charge rental and service income at a constant rate, depending on the size of the area. Most lease agreements has a term of three years, which tenants pay rental and service fees on a monthly basis to BOFFICE.

2) Other income

Other income consist of revenue from parking fee, overtime air conditioning fee, utility fee from tenants, service fee, sales promotion and advertising fees (profit share from revenue of LCD display media), rental and service income of the telecommunication systems, fines, and other incomes.

As of 31 December 2021, the tenants' business types are vary. The type of tenants' business and size of the leased area also differ. The income is not significantly dependent on a specific tenant. More details are discussed below.

Business type of tenants in BHIRAJ TOWER at EmQuartier

Business type of tenants	Number of tenants	Leased area (sq.m.)	Ratio of net leasable area (%)	Ratio of net rental income (%)
Commodities	28	22,160	44.75	46.56
Service	29	11,516	23.25	25.83
E-commerce	3	5,336	10.77	10.87
Finance and banking	9	3,173	6.41	7.38
Government agencies	2	1,598	3.23	3.64
Manufacturing industry	2	910	1.84	2.09
Real estate development and agents	3	984	1.99	2.26
Retail	3	581	1.17	1.38
Occupied Area	79	46,258	93.41	100.00
Vacant area		3,264	6.59	
Total (Net leasable area)		49,522	100.00	

Remark : As of 31 December 2021, the leasable area in which BOFFICE invested includes the leased area as per the Lease Agreement and the Service Agreement, as well as the leased area as per the Letter of Intent in the lease and service

In addition, data of the expiry dates of each lease agreement are presented in the table below.

Table of tenants sorted by expiry year in the lease agreements

Expiry year	The expiring area in the lease agreement (sq.m.)	Ratio of leased area with approaching expiry to the net leasable area (%)	The ratio to the net rental income (%)	The number of agreements with term expiry ¹ (agreements)
2022	20,076	40.54	42.77	35
2023	8,916	18.00	19.74	21
2024	16,648	33.62	36.32	33
2025	-	-	-	-
2026	618	1.25	1.17	1
Occupied area	46,258	93.41	100.00	90
Vacant area	3,264	6.59	-	-
Total (Net leasable area)	49,522	100.00	100.00	90

Remark : As of 31 December 2021, the leasable area in which BOFFICE invested includes the leased area as per the Lease Agreement and the Service Agreement, as well as the leased area as per the Letter of Intent in the lease and service.

¹ Some tenants made more than one agreement. Each agreement has different expiry terms.

As of 31 December 2021, BHIRAJ TOWER at EmQuartier had an average occupancy rate throughout the fiscal year 2021 of 93% and the rental rates of lease agreements in 2021 ranged from 900 - 1,350 Baht/ sq.m./ month.

Business Type of tenants in BHIRAJ TOWER at BITEC

Business Type of tenants	Number of tenants	Leased area (sq.m.)	Ratio of the net leasable area (%)	Ratio of the net rental income (%)
Service	7	11,138	34.73	39.50
Manufacturing industry	9	9,475	29.54	30.61
Real estate development and agents	6	4,274	13.33	13.72
Commodities	11	2,747	8.57	10.53
Finance and banking	2	1,535	4.78	4.61
Retail	2	435	1.35	1.03
Occupied area	37	29,604	92.30	100.00
Vacant area		2,468	7.70	
Total (Net leasable area)		32,072	100.00	

Remark : As of 31 December 2021, the leasable area in which BOFFICE invested includes the leased area as per the Lease Agreement and the Service Agreement, as well as the leased area as per the Letter of Intent in the lease and service.

In addition, data of the expiry dates of each lease agreement are presented in the table below.

Table of tenants sorted by expiry year in the lease agreements

Expiry year	Expiring agreements (sq.m.)	Proportion of area to Net Leasable Area (%)	Proportion of revenue to total rental income (%)	The number of expiring agreements ¹
2022	680	2.12	2.62	3
2023	9,262	28.88	31.85	22
2024	19,662	61.30	65.53	20
Occupied area	29,604	92.30	100.00	45
Vacant area	2,468	7.70	-	-
Total (Net leasable area)	32,072	100.00	100.00	45

Remark : As of 31 December 2021, the leasable area in which BOFFICE invested includes the leased area as per the Lease Agreement and the Service Agreement, as well as the leased area as per the Letter of Intent in the lease and service.

¹ Some tenants made more than one agreement. Each agreement has different expiry terms.

As of 31 December 2021, BHIRAJ TOWER at BITEC had an average occupancy rate throughout the fiscal year 2021 of 90% and the rental rates of lease agreements in 2021 ranged from 600 - 864 Baht/ sq.m./ month.

According to the data of leasable area of BOFFICE's core assets, that are BHIRAJ TOWER at EmQuartier and BHIRAJ TOWER at BITEC, as of 31 December 2021, the expiries of lease agreements and service agreements in the core assets of BOFFICE are shown in the table below

Agreement expiry year	Proportion of net leasable area (%)		
	BHIRAJ TOWER at EmQuartier	BHIRAJ TOWER at BITEC	Percentage of BOFFICE's assets
2022	40.54	2.12	25.44
2023	18.00	28.88	22.28
2024	33.62	61.30	44.50
2025	-	-	-
2026	1.25	-	0.76
Occupied area	93.41	92.30	92.98
Vacant area	6.59	7.70	7.02
Total (Net leasable area)	100.00	100.00	100.00

Details of tenants associated with BOFFICE

Tenants associated with the Trustee

KASIKORNBANK Public Company Limited (“KASIKORNBANK”) is a major shareholder in Kasikorn Asset Management Co., Ltd. (“the Trustee”) at the ratio of 99.99% of the total paid-up capital. Therefore, KASIKORNBANK is associated with the Trustee and KASIKORNBANK has made a lease and service agreement with BOFFICE. The details are discussed below.

As of 31 December 2021, KASIKORNBANK, as a tenant, entered into a lease and service agreement to operate a business on BHIRAJ TOWER at EmQuartier with an estimated area of 1,640 sq.m. The lease term shall last for three years, starting from 1 October 2021 onwards. The above agreement is a renewal of lease and service agreement expiring in 2021. The conditions of the lease and service, the rental and service charges shall be in the same standard as the one that BOFFICE offers to other tenants and service users of BHIRAJ TOWER at EmQuartier.

The REIT Manager has assessed and deemed that such a transaction will be beneficial for BOFFICE and Trust Unitholders and it is not contrary to the Trust Deed of BOFFICE or any relevant laws. KASIKORNBANK is a large corporate in the finance and banking industry, resulting in a higher ratio of finance and banking sector in the Project. As a result, the Tenant Mix demonstrated a better distribution. The conditions for lease and service, including the rental and service charge shall be the same as BOFFICE’s offers to other tenants in BHIRAJ TOWER at EmQuartier.

Tenants associated with the REIT Manager

Bhiraj and Beyond Ventures Company Limited (“Bhiraj and Beyond Ventures”) is a related party of the REIT Manager because Bhiraj Buri Holding Company Limited holds shares in Bhiraj and Beyond Ventures and Bhiraj REIT Management Company Limited at the ratio of 70% of the issued and paid-up shares. Bhiraj and Beyond Ventures entered into rental and service agreements, which are detailed as follows.

As of 31 December 2021, Bhiraj and Beyond Ventures, as a tenant, entered into a lease and service agreement to operate a business on BHIRAJ TOWER at BITEC with an estimated area of 154 sq.m. The lease term shall last for three years, starting from 16 June 2021 onwards. The conditions of the lease and service shall be in the same standard as the one that BOFFICE offers to other tenants and service users of BHIRAJ TOWER at BITEC. And the rental and service rate that were comparable in markets rate with a similar businesses and a nearby location.

The REIT Manager has assessed and deemed that such a transaction will be beneficial for BOFFICE and Trust Unitholders and it is not contrary to the Trust Deed of BOFFICE or any relevant laws. The transaction has been approved by the Trustee.

Significant Changes and Developments of BOFFICE

BOFFICE did not any significant change and development in the accounting period from 1 January to 31 December 2021.



Descriptions of the core assets

Descriptions of the core assets

1) BHIRAJ TOWER at EmQuartier

BHIRAJ TOWER at EmQuartier is an office building developed as part of the Mixed-Use Commercial Complex on the starting section of Sukhumvit Road, with office buildings and a department store all blended harmoniously in the same area. The Mixed-Use Commercial Complex comprises 4 buildings, namely (1) BHIRAJ TOWER at EmQuartier Office Building, (2) The Glass Quartier Building, (3) The Waterfall Quartier Building, and (4) The Helix Quartier Building. This investment is in the area of BHIRAJ TOWER at EmQuartier Office Building and the areas related to the operation of the office, some of which are in the Glass Quartier Building and the Waterfall Quartier Building. BOFFICE invested in the conveyance the building's facilities and movable properties relating to the operation of the office building, excluding the EmQuartier Department Store and the common usable area between the office building and the shopping complex. The location and details of each building are illustrated in the following figure.

The location of BHIRAJ TOWER at EmQuartier
in the Mixed-Use Commercial Complex



Remark: (1) BHIRAJ TOWER at EmQuartier Office Building, (2) The Glass Quartier Building, (3) The Waterfall Quartier Building, and (4) The Helix Quartier Building

Location and surrounding area

BHIRAJ TOWER at EmQuartier Office Building is a Grade A office building located at 689, Sukhumvit Road, Khlongtan Nuea Subdistrict, Vadhana District, Bangkok. The front is facing directly with Sukhumvit Road between Soi Sukhumvit 35 and Soi Sukhumvit Soi 39. This location is in the Bangkok's central business district (CBD) with direct access from BTS Phrom Phong Station to M floor of the EmQuartier Department Store toward the office building's lobby. Furthermore, the Building is also located near Sukhumvit MRT Station with direct access to BTS Asok Station, which is only one station or 1.2 kilometers away. Besides, expressways are not far from the Building. All these mass transit and public transport systems make it easy to commute.

Location of the Building



Description of Investment

Characteristics of the investment	<ol style="list-style-type: none"> Long-term partial leasehold right of BHIRAJ TOWER at EmQuartier <ol style="list-style-type: none"> Leasable office space of BHIRAJ TOWER at EmQuartier (15th — 42nd floors and some areas of 43rd floor), and retail store leasable area (M floor) The common areas of the office building such as the fire escape, the elevators, the office corridors, and the office lobby The parking areas of the office building (located at 2M floor, 3rd floor, and 3M floor of The Waterfall Quarter building) The areas for office building facilities (some parts of the Waterfall Quarter and BHIRAJ TOWER at EmQuartier) also cover the facilities shared with the EmQuartier Department Store (located in the Waterfall Quarter building, some part of BB floor, B floor, G floor, and 5M floor). Ownership of movable assets relating to BHIRAJ TOWER at EmQuartier operation, including facilities of the office building, the common area with the EmQuartier, and related equipment
Investment term	Approximately 26 years and 9 months, starting from the leasehold registration date to 30 September 2044
Investment date	18 January 2018
Value invested by BOFFICE	6,668,789,000 Baht
Appraisal value of the asset as of 1 June 2021	6,429,880,000 Baht (appraised by Siam City Appraisal Co.,Ltd)

Characteristics of the assets invested by BOFFICE	
Location	689 Sukhumvit Road, Khlongtan Nuea Subdistrict, Vadhana District, Bangkok
The land owner	BHIRAJ TOWER at EmQuartier Project is located on an area of 13 rais and 32 square wah, owned by BHIRAJ BURI Co., Ltd.
The property owner	The building is owned by BHIRAJ BURI Co., Ltd.
Type of utilization	Office Building for rent
Gross Floor Area	94,853 sq.m., including office area for rent, the common area of the office building, parking area of the office building, facilities area, and other area relating to the Project
Net Leasable Area	49,522 sq.m., including leasable office area of 49,226 sq.m., terrace 232 sq.m., and retail store leasable area 64 sq.m..
Construction completion year	Year 2015
Nature of obtaining benefits	Benefits are obtained by leasing the space to retail tenants and services related to the leased assets.
Target groups	Target tenants are from a wide range of business and service sectors.
Limitations or obligations	Under the loan agreement, BOFFICE is required to comply with certain financial conditions stated in the agreement, such as maintaining the loan debt to total asset ratio and the leverage ratio.

Value based on the recent appraisal

The asset has been appraised recently on 1 June 2021 by Siam City Appraisal Co.,Ltd.(the appraiser), who has been approved by the Securities and Exchange Commission Office (SEC). The appraiser has used income approach method for making the appraisal report. The income approach method reflects the competence of future income of asset within the leasehold period and discounts the future cash flow by proper discount rate for Net Present Value (NPV) that is value of the asset.

Key assumptions for appraising the asset with the income approach

Details	Long-term partial leasehold right of the office building and ownership of movable assets related to the operation of BHIRAJ TOWER at EmQuartier
Appraiser	Siam City Appraisal Co.,Ltd.,
Appraisal approach	Income Approach
Appraisal period	23 years and 4 months, starting from the end of the appraisal date to 30 September 2044 (according to the remaining term of the leasehold period)
Appraisal date	1 June 2021
Appraisal value of the asset	6,429,880,000 Baht (six billion four hundred twenty-nine million eight hundred eighty thousand Baht only)
Key assumptions	
The rental rates and growth rate from 2021	<ul style="list-style-type: none"> - Office space for rent at the rate of 1,035 Baht/sq.m./month for vacant space with a 3.0% - 4.0% increase every year - Retail store leasable area at the rate of 1,650 Baht/sq.m./month (with a 3.5% increase every year)
Occupancy Rates	<ul style="list-style-type: none"> - Office space: Years 1-4 = 91.7% - 96.2% of Net Leasable Area Year 5 onwards = 97% of Net Leasable Area - Retail shop area leasable area: 100% of Net Leasable Area
Discount Rate	9.25%

Remark : The facility expenses will be increased by 1.5% per annum and based on the estimated rate of 2021, the reserve for building renovation by 2% — 3% of the total income, and the property manager fee as stipulated in fixed amount throughout the Property Manager Appointment Agreement

2) BHIRAJ TOWER at BITEC

BHIRAJ TOWER at BITEC is an office building developed as part of the BITEC Mixed-Use Complex located on Sukhumvit Road near Bang Na Intersection. The complex consists of the exhibition center, convention center, and office building. The investment in BHIRAJ TOWER at BITEC covers partial ownership of the facilities and movable assets relating to the building's operation, excluding the Bangkok International Trade & Exhibition Centre (BITEC), the common usable area between the office building and BITEC, and ownership of shared facilities. BOFFICE has registered the charge on immovable property on the land or in the building for shared facilities.

Photo of BHIRAJ TOWER at BITEC



Location and surrounding area

BHIRAJ TOWER at BITEC is located on Sukhumvit Road, near Bang Na Intersection and 150 meters away from Bang Na BTS Station. There is a skywalk bridge from the BTS station to BHIRAJ TOWER at BITEC via the second floor of the Bangkok International Trade & Exhibition Centre (BITEC) and the lobby on the G floor of the building. In addition, the Project is only 100 meters from the entrance to and exit from an expressway with access to other road networks such as Chalong Rat Expressway, Chalmr Maha Nakhon Expressway, and Buraphawithi Expressway, thus easy transport by car.

Location of the Building



Investment details	
Characteristics of the investment	<ol style="list-style-type: none"> 1. Long-term partial leasehold rights of BHIRAJ TOWER at BITEC <ol style="list-style-type: none"> 1.1 Leasable office space of BHIRAJ TOWER at BITEC (10th -28th floors and some areas of 9th floor) and retail store leasable area (G floor) 1.2 The common areas of the office building such as office corridors, office lobby, elevator lobbies, and restrooms, including 29th floor and rooftop 1.3 Parking areas of BHIRAJ TOWER at BITEC on B1 - B3 floors 1.4 Some facility areas of BHIRAJ TOWER at BITEC 2. Ownership of movable assets relating to the operation of BHIRAJ TOWER at BITEC <ol style="list-style-type: none"> 2.1 Ownership of movable assets in the building facilities related to the office building operation such as air conditioning system, electricity system (excluding the substation), sanitation system (excluding wastewater treatment system and water storage tanks), communication system, elevator and escalator systems, fire prevention and firefighting systems (partial), security system, and building automation system. 2.2 Ownership of movable assets in the building facilities for parking areas of the office building 2.3 Ownership of equipment used for decorating the office building or commercial purposes of BHIRAJ TOWER at BITEC
Investment term	30 years, starting from the leasehold registration date to 19 August 2050
Investment date	20 August 2020
Value invested by BOFFICE	3,331,020,000 Baht
Appraisal value of the asset as of 1 June 2021	2,977,800,000 Baht (appraised by Siam City Appraisal Co., Ltd.)

Characteristics of the assets invested by BOFFICE	
Location	4345 Sukhumvit Road, Bang Na Tai Subdistrict, Bang Na District, Bangkok
Landowner	BHIRAJ TOWER at BITEC is located on the land owned by Pharindhorn Co., Ltd.
Property owner	BHIRAJ TOWER at BITEC is owned by Pharindhorn Co., Ltd.
Type of utilization	Office Building for rent
Gross floor area	70,741 sq.m., including the office space for rent, common area, the parking area of the office, facility area, and other areas relating to the Project operation
Net Leasable Area	32,072 sq.m., including the office space 31,918 sq.m. and retail store leasable area 154 sq.m..
Construction completion year	2017
Nature of obtaining benefits	Benefits are obtained by leasing the space to retail leaseholders and services related to the leased assets.

Characteristics of the assets invested by BOFFICE	
Target groups	Target tenants are from a wide range of business and service sectors.
Limitations or obligations	Under the loan agreement, BOFFICE is required to comply with certain financial conditions stated in the agreement, such as maintaining the debt to net asset ratio and the leverage ratio.

Value based on the recent appraisal

The asset has been appraised recently on 1 June 2021 by Siam City Appraisal Co.,Ltd.(the appraiser), who has been approved by the Securities and Exchange Commission Office (SEC). The appraiser has used income approach method for making the appraisal report. The income approach method reflects the competence of future income of asset within the leasehold period and discounts the future cash flow by proper discount rate for Net Present Value (NPV) that is value of the asset.

Key assumptions for appraising the asset with the income approach

Details	Long-term partial leasehold right of the office building and ownership of movable assets related to the operation of BHIRAJ TOWER at BITEC
Appraiser	Siam City Appraisal Co.,Ltd.,
Appraisal approach	Income Approach
Appraisal period	29 years and 2 months, starting from the end of the appraisal date to 19 August 2050 (according to the remaining term of the leasehold period)
Appraisal date	1 June 2021
Appraisal value of the asset	2,977,800,000 Baht (two billion nine hundred seventy-seven million eight hundred thousand Baht only)
Key assumptions	
The rental rates and growth rate from 2021	<ul style="list-style-type: none"> - Office space for rent at the rate of 700 Baht/sq.m./month for vacant space with a 3.0% - 4.0% increase every year - Retail store leasable area at the rate of 400 Baht/sq.m./month (with a 4.0% increase every year)
Occupancy Rates	<ul style="list-style-type: none"> - Office space: Years 1-4 = 93.6% - 96.4% of Net Leasable Area Year 5 onwards = 97% of Net Leasable Area - Retail shop area leasable area: 100% of Net Leasable Area
Discount Rate	9.5%

Remark : The facility expenses will be increased by 1.5% per annum and based on the estimated rate of 2021, the reserve for building renovation by 2% — 3% of the total income, and the property manager fee as stipulated in fixed amount throughout the Property Manager Appointment Agreement.

In this regard, the REIT manager has examined the key assumptions of the appraiser used in the appraisal of the invested asset and found that the asset appraisal report is appropriate. It is according to the type of property that generates income. The key assumptions used in the appraisal did not find any material that made the assumptions unreasonable in relation to the historical average performance and consistent with the overview of the office building market.

However, actual operating results may differ from those assumptions or events may not be as expected because the appraiser's assumptions based on business environment factors which are affected by various situations occurring at the date of asset appraisal. If the event or other data that affect to the assumptions are changed in the future, the appraisal value of the asset may be change.

Details of Core Asset Acquisitions and Sale in the Accounting Period

Details of Core Asset Acquisitions in the Accounting Period

BOFFICE did not acquire any core assets in the accounting period from 1 January to 31 December 2021.

Details of Core Asset Sale in the Accounting Period

BOFFICE did not sell any core assets in the accounting period from 1 January to 31 December 2021.



Borrowing Policy

BOFFICE may borrow loans or guaranteed/non-guaranteed obligations in compliance with regulations of loans and obligation defined by relevant law or determined in trust deed. Nevertheless, the loans or obligations shall be conducted under the following objectives;

- 1) To invest in real estate or leasehold rights which are added to its core assets.
- 2) To use borrowings to manage BOFFICE's properties.
- 3) To use borrowings for maintenance, repair, upkeep or improvement of BOFFICE'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.
- 4) To use borrowings for constructions of any annex or any additional buildings on the exiting plots of land that BOFFICE owns or holds leasehold rights of such real estate to confer benefits of income production.
- 5) To use borrowings for repayments of its loans or obligations.
- 6) To use borrowings for any other necessary purposes as the REIT Manager shall deem appropriate for the management of BOFFICE and for the benefits of trust unitholders.

Loan will be conducted principally for benefit of trust unitholders. In case of loan under objective 3) to improve BOFFICE's properties such as its real estate or leasehold rights of real estate or objective 4) to construct of any annex or any additional buildings on the exiting plots of land that BOFFICE owns or holds leasehold rights, remaining period of leasehold right shall be considered.

BOFFICE has a limit of loan ratio which shall not exceed 35 percent of total asset value. In case of investment grade be applied, loan ratio shall not exceed 60 percent of total asset value.

Loan of REIT for investing in core assets will benefit to trust unitholders, because REIT will receive lower financial cost when compared to invest in core assets by using capital from offering trust units to investors only. The interest rate that BOFFICE has to pay on this loan is in line with the borrowing rate of prime customers that most domestic commercial banks offer to their clients who operate the office rental business and under similar conditions.

Borrowing Method

BOFFICE can borrow money through the following methods:

- 1) applying for the loan from commercial banks, financial institutions, life insurance companies, non-life insurance companies, and/or any other juristic person that capable of providing loans to BOFFICE, provided that it must not violate any relevant law, notifications, rules or regulations as prescribed by the Securities and Exchange Commission (SEC) or the Office of the SEC or other relevant regulators;
- 2) issuing instruments or securities or entering into agreements in the nature of loans from other persons or corporations that are capable of providing loans provided that it must not violate any relevant laws, notifications, rules, or regulations as prescribed by the SEC or the Office of the SEC.

Borrowing Restriction

BOFFICE's borrowing shall not a character as follow:

- 1) That is terms and conditions similar to the terms of the debentures for the redemption of debentures upon dissolution of the company (perpetual bond).
- 2) That is structured products except in the case that meets all characteristics as follow:
 - 2.1) The debtors have the right to repay the debt before the due date (Callable), or BOFFICE have the right to demand early payment the debtor to pay the debt before the maturity date (puttable).
 - 2.2) The interest or return is a fixed rate or a variable rate, that varies according to the interest rate of a financial institution or other interest rates.
 - 2.3) There are no conditions for paying interest or returns that are based on additional other referable factors.
- 3) That can be converting assets to securities

Creation of Encumbrances over the Properties of BOFFICE

The encumbrances over the properties of BOFFICE may be created only when it is necessary and related to the property management of BOFFICE according to the Trust Deed as follows:

- 1) Creating of encumbrances relating to the main undertakings allowed under the provisions of the Notification No. TorJor. 49/2555, as well as other relevant notifications as prescribed by the SEC, for example, the placing of BOFFICE's properties as a collateral for loan obligation pursuant to the loan agreement, and as required by law;
- 2) Creating of encumbrances in an ordinary course of business or of the particular type of transaction;
- 3) In the event that the BOFFICE has to use the BOFFICE's assets as collateral for borrowings, which creates a new encumbrance over the BOFFICE's assets. The BOFFICE must be approved for new collateral by the Trust Unitholders' resolution. However, except in the case where (1) such collateral procurement has no effect on the change in the amount of collateral that the BOFFICE had previously provided for the loan. or does not change the amount of collateral for lenders that will reduce. or (2) the current lender or creditor transfers the right to claim under the loan agreement and/or existing collateral for the assignee of the claim who is a new lender or creditor.

Obtaining Loan from or Creating Encumbrance with Person(s) Related to the Trustee

BOFFICE may obtain a loan by applying for a credit facility from commercial banks, financial institutions, life insurance companies, non-life insurance companies, and/or other persons who are capable of providing loans to BOFFICE, or entering into agreements in the nature of loans, creating encumbrances to its properties, and/or entering into a transaction with the person(s) related the Trustee pursuant to the rules of the SEC or the Office of the Securities and Exchange Commission and other relevant orders as prescribed by the SEC or the Office of the SEC, that will announce.

Information about loan at the end of the fiscal year

BOFFICE currently has some loans. Kasikorn Asset Management Company Limited as BOFFICE's trustee makes a loan agreement with KASIKORNBANK Public Company Limited, who is related person with the trustee. Terms and conditions of such loan comply with the loan agreement, the business security agreement and relevant financial documents between trustee and the lender or between contract counterparties. Summary of terms and conditions are determined as follow:

Summary of terms and conditions of Bhiraj Office Leasehold Real Estate Investment Trust's loan

Lender	KASIKORNBANK Public Company limited
Borrower	Kasikorn Asset Management Company Limited acting as Trustee of Bhiraj Office Leasehold Real Estate Investment Trust
Loan Amount (Million Baht)	<p>1st Loan Amount: Long-Term Loan type, 1,720 million Baht for debt repayment of the initial investment in core assets.</p> <p>2nd Loan Amount: Long-Term Loan type, 700 million Baht for investment in core assets invested in the 1st capital Increase.</p> <p>3rd Credit Amount: Letter of Guarantee type, 4 million Baht for yearly Revolving Credit to guarantee the use of electricity to the core assets.</p>
Interest Rate	Minimum Loan Rate (MLR) minus by rate determined in the loan agreement (%)
Repayment Period	Repayment within 5 years after the first date of withdrawal
Principal Payment	The repayment shall be made in installments and/or only at once for the entire amount as specified in the Loan Agreement, collateral agreement as agreed upon between the Parties, however, the remaining loan amount shall be repaid entirely upon the due date of the Loan Agreement. Upon the due date of the Loan Agreement in the 5th anniversary, the Company as the REIT Manager shall consider the alternative means of funding by taking into consideration the economic circumstance at the time for the best interest of BOFFICE e.g. issuance of debentures, obtaining a loan from commercial banks and/or financial institutions for refinancing etc.
Interest Payment	Monthly payment
Collaterals 1 st Loan Amount	<ol style="list-style-type: none"> 1. Business Collateralization on lease agreement of BHIRAJ TOWER at EmQuartier Office Building 2. Business Collateralization on system building or utility system, equipment and/or the right of claims under sale agreement of BHIRAJ TOWER at EmQuartier Office Building chattels 3. Business Collateralization on common area service agreement 4. Business Collateralization on public utility service agreement 5. Business Collateralization on parking area service agreement 6. Business Collateralization on other agreement pertaining to BOFFICE's operation 7. Endorsement on all risk insurance and business interruption insurance on BHIRAJ TOWER at EmQuartier Office Building except Third Party liability Insurances, defining the lender as co-beneficiary and/or co-insured
Collaterals 2 nd Loan Amount	<ol style="list-style-type: none"> 1. Business Collateralization on lease agreement of BHIRAJ TOWER at BITEC Office Building 2. Business Collateralization on system building or utility system, equipment and/or the right of claims under sale agreement of BHIRAJ TOWER at BITEC Office Building chattels 3. Business Collateralization on common area service agreement 4. Business Collateralization on public utility service agreement 5. Business Collateralization on parking area service agreement

6. Business Collateralization on other agreement pertaining to BOFFICE's operation
7. Endorsement on all risk insurance and business interruption insurance on BHIRAJ TOWER at BITEC Office Building except Third Party Liability Insurances, defining the lender as co-beneficiary and/or co-insured

Beside from the conditions specified above, other terms and conditions on the provision of this loan collateral shall be in accordance with the terms of the loan agreement, collateral contract and related financial documents which the parties will have agreed to.

“Business Collateralization” means enacting assets as collateral for debt repayment under the Business Security Act B.E. 2558 Which can be pledged as collateral, including the right to receive rental payments under the relevant lease, the right to deposit in relevant accounts. The lender can enforce the collateral when there is a reason for the enforcement of the security as specified in the collateral agreement including the event of contract breach under the loan agreement (for example, the borrower fails to pay the debt, the borrower fails to comply with the financial documents including bankruptcy borrowers and etc.) and the lender has issued a letter notifying the parties for the enforcement of collateral as stipulated in the Business Security Act.

However, the loans will benefit the Trust Unitholders in terms of the rate of return. Because the cost of debt is lower than the cost of equity. The status of the BOFFICE's loan as at the end of the fiscal year 2021 are determined as follow:

Outstanding Loan	2,420,000,000 Baht
Total Assets	10,131,050,806 Baht
Loan to Total Assets	23.89%
Compiling with Financial Covenants in Loan Agreement	BOFFICE complies the financial covenant in loan agreement

Overall Industry of Real Estate Investment

Overall Economic Situation of Thailand

In 2021, the Thai economy has continued to be affected by the coronavirus disease 2019 (COVID-19) epidemic, the business outlook report of the Bank of Thailand reported that business conditions in the 4th quarter of 2021 improved from the previous quarter in line with the relaxation of COVID-19 epidemic control measures and the opening of the country as a key factor for businesses related to tourism and services including steadily recovering trade even though income is still lower than normal condition. However, in year 2021, the cost of most businesses has risen due to the main cause: rising global commodity prices, higher shipping costs due to container shortages, prices of various raw materials gradually increased due to Global Supply Disruption such as semiconductors, plastic resins, as well as the health costs that every business bears more. While the ability of business enterpriser to raise the product prices has not yet returned due to high competition and low purchasing power. Meanwhile, the service business sector has high competition in pricing due to the COVID-19 epidemic situation and the striction of control measures. As a result, there is a decrease in demand for services while having less pressure on the cost compared to other business sectors.

During the year 2021, the Monetary Policy Committee's Decision (MPC) meeting was resolved to maintain the interest rate at 0.50% per annum. From the meeting minutes on 22 December 2021, it was found that the MPC assessed that the Thai economy is likely to recover continuously. Meanwhile, inflation was temporarily increased mainly due to the energy prices. The development of global inflation and cost transmissions will be closely monitored. The outbreak of the Omicron strain of COVID-19 is a major risk to the overall economic outlook going forward which needs to be closely monitored the situation. Therefore, the policy is to maintain interest rates together with continual fiscal measures which is focusing on the restoration and enhancement of economic capacity as a significant key in income recovery.

Overall, the Thai economy from the economic report of the Office of The National Economic and Social Development Council (NESDB) found that the Thai economy in 2021 expanded by 1.6%, recovering from 6.2% contraction in 2020. On the expenditure side, the export of goods, private consumption, and investments expanded by 18.8%, 0.3%, and 3.4%, respectively. The headline inflation was at 1.2% and the current account registered a deficit of 2.2% of Gross Domestic Product (GDP).

For the year 2022, NESDB has projected the Thai economy to expand in the range of 3.5% - 4.5%, mainly supported by; (1) the regaining in domestic demand; (2) the recovery of domestic tourism; (3) the continual expansion of export of goods; and (4) the support from public investment. The export value of goods in US dollar terms is anticipated to expand by 4.9% Meanwhile, private consumption expenditure and private investment are expected to increase by 4.5% and 3.8%, respectively. Public investment is projected to increase by 4.6%. Headline inflation is estimated to be in the range of 1.5% - 2.5% and the current account is projected to record a surplus of 1.5% of GDP.

Most recently, in February 2022, the Financial Institutions Policy Committee and the central banks of the major economic countries and those of most countries in the region decided to keep the policy interest rates at 0.50% per annum.

Real Estate Industrial Situation in Office Building Commercial Sector

Overall, the Office buildings in Bangkok in 2021 will still be affected by the COVID-19 epidemic that has resulted in the decelerating economy. This causes a slowdown in the expansion of the company or office space including reducing the size of the space to suit the company and the changing needs of working from home. Including office buildings that are under construction. Some projects have postponed the completion schedule. However, from CBRE Research's real estate market trends report, CBRE believes that in 2022 the amount of space reduction will be lower than in 2021 as companies want to reduce the burden of rent have already taken action.

Supply of office buildings in Bangkok

According to research by Colliers International Thailand Company Limited, the supply of office buildings for rent in Bangkok as of the 4th quarter of 2021 has a total area of approximately 9.186 million square meters increased from the previous quarter by about 0.065 million square meters or equivalent to 0.72%, which increased from the launch of 3 office building projects, namely (1) Vanissa Building at Soi Chidlom, (2) Kronos Sathorn Tower, both of which are Grade A buildings in the Central Business District (CBD), and (3) Ratchada One Building, that is a Grade B building located in outside the central business district. While the other 6 office buildings with a net leased area of approximately 162,515 square meters have been postponed from the 4th quarter of 2021. At present, approximately 45.3% of total office building supply in Bangkok is located in the outer Bangkok area. However, 58% of the office buildings under construction are located in the Central Business District (CBD), and most are Grade A office buildings.

In 2022, the project is expected to be completed with a total net leasable area of approximately 621,095 square meters, such as (1) S OASIS Office Building (S OASIS), a Grade A building with a net leasable area of approximately 54,000 square meters on Vibhavadi — Rangsit Road. (2) AIA East Gateway Building, which is a 5-storey shop and office building with a total net leasable area of approximately 60,000 square meters on Bangna-Trad Road, etc, and approximately 589,581 square meters of office space expected to be completed in 2023. As approximately 58.6% of the supply increases are office space in the Central Business District (CBD), with Grade A office buildings accounting for 92.5% of the increased office building space. Meanwhile, the future increase in supply is expected to result in lower occupancy rates and lower rental rates.

Demand for office buildings in Bangkok

According to research by Colliers International Thailand Company Limited, the demand for office space for rent in Bangkok as of the 4th quarter of 2021, there was a demand for office buildings totaling 8.558 million square meters. The occupancy rate of Grade A office building was 87.4%, decreased from the previous quarter. There is still a tendency for the occupancy rate to decline due to the tenants taking measures to reduce costs and the size of the leased space. Some tenants who previously rented spaces in the CBD are starting to look for office space outside the center city to reduce costs. While many tenants plan to renew and reduce the size of the leased space in the renewal cycle. However, new demand continued to increase during the fourth quarter from e-commerce companies, financial institutions, and co-working space businesses. The Sukhumvit area was able to maintain the highest occupancy rate in the central business district (CBD) of Bangkok

Table showing the occupancy rate of Grade A office space

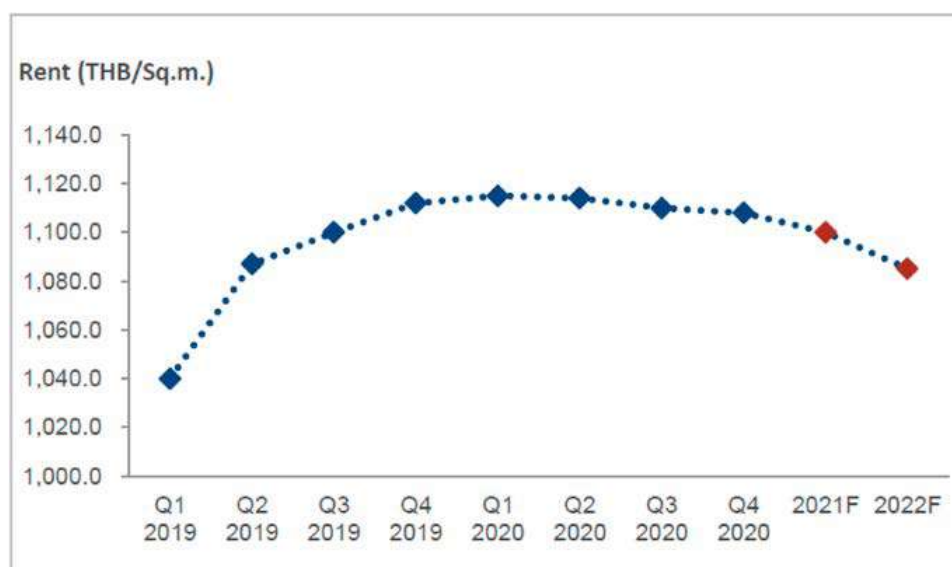
Areas	Occupancy rate (%)			
	As of the 4th quarter of 2021	As of the 3rd quarter of 2021	As of the 2nd quarter of 2021	As of the 1st quarter of 2021
CBD	88.4	91.9	91.9	91.9
Eastern Fringe	79.0	96.8	78.9	96.8
Northern Fringe	94.2	95.2	93.6	95.2
Overall	87.4	91.3	91.2	91.2

Source: Data from the research of Colliers International Thailand Co., Ltd.

Rental rate

According to research from Colliers International Thailand Co., Ltd., as of the 4th quarter of 2021, the average rental rate for office buildings in Bangkok is 750 Baht/square meter/month that increased from the previous quarter by 0.04% due to the new office building providers coming in 4th quarter, while the offer rental rate for Grade A office buildings in the Central Business District (CBD) was approximately 1,101 Baht/square meter/month.

Chart of the average rent bidding prices of Grade A offices in Bangkok



Source: Research from Colliers International Thailand Co., Ltd.

Marketing and Competition Policy of the Project

The supply of office space for rent in Bangkok was compared to the performance of the BOFFICE's invested assets thereby the occupancy rate of BOFFICE's invested assets was higher than the occupancy rate of Grade A office buildings of the market. However, the trend of tenants' behavior may move out from office buildings to reduce costs or move to a new office building. The REIT manager and the property manager have considered improving the facilities and the image of the building as an important key to attract the majority of tenants to consider renewing their contracts and continue to lease the areas of BOFFICE's invested office building.

Risk Management and Corporate Governance of BOFFICE



Risk Factors

1) Risks about business competitors of BOFFICE's assets

BOFFICE might experience the risk of leasable office area supply increased in the future due to the increasing in new office buildings for rent. Such an increasing in supply might attract tenants to rent other offices, affecting the occupancy rate, the bargain of space rental rate, and operation of BOFFICE. However, with the location of BHIRAJ TOWER at EmQuartier at the Central Business District (CBD), the outstanding environment of the project with the direct access to public transit like BTS Phrom Phong Station made this asset competitive compared to other office buildings. In the meantime, BHIRAJ TOWER at BITEC is located on Sukhumvit Road, near Bang Na Intersection. The office building is right next to Bangkok International Trade & Exhibition Centre (BITEC). People who come to the building can take the sky walk on the second floor of BITEC to access BHIRAJ TOWER at BITEC directly. Moreover, the sky walk is also connected to public transit of BTS Bang Na Station with a walking distance of 150 meters. Also, the building is close to the entrance and exit of expressways such as Chalong Rat Expressway, Maha Nakhon Expressway, and Burapha Withi Expressway.

2) The risks of tenants in default on rental fees and/or service charges and/or prematurely terminating the lease agreements and service agreements, which may negatively affect BOFFICE's financial status and operation results

The rental fees and service charges that BOFFICE collects from tenants according to lease agreements and service agreements are the main source of BOFFICE's income. BOFFICE might be at the risk of tenants and clients default on rental payment and/or service charges and/or prematurely terminating lease agreements and service agreements. Reasons for terminating agreements are vary, including domestic economic fluctuations and the COVID-19 pandemic which expanded globally also in Thailand. These factors had an extensive economic impact and continuity on the overall economy and business industries. If lease agreements and service agreements are prematurely terminated and BOFFICE is unable to find new tenants for the vacant areas, it will affect the income of BOFFICE directly, along with the ability to benefits distribution to Trust Unitholders.

To minimize the risk, the REIT Manager and the Property Manager has reviewed the policies and revised the strategies relating to the procurement of benefits by hiring Agencies to select new tenants, determined a set of criteria to screen for tenants who have high business potential by considering their financial stability, reliable background, reputation, and acceptance. Currently, the REIT Manager and the Property Manager are monitoring the situation and assessing the chance of agreement renewal or termination continuously. The REIT Manager and the Property Manager are taking their best efforts in maintaining the base of tenants and clients in the midst of the fluctuating economic condition and minimizing the risk of tenants and clients default on rental payment and/or service charges and/or prematurely terminating lease agreements and service agreements.

3) Risks associated with renewal of agreements and/or finding tenants and clients upon the expiry of the existing agreements within an immediate period of time and/or renewal or execution of new lease agreements and service agreement under which BOFFICE receives lower benefits

The core assets of BOFFICE might encounter a situation in which several lease agreements expire at a similar period of time. If all or some tenants or service users do not wish to renew their lease agreements or service agreements for whatever reasons. Such a situation might lead to a significant level of vacant area and lower income from rental and service charges to BOFFICE. In addition, there might be an event when BOFFICE needs to renew agreements or enter into lease agreements or service agreements under which BOFFICE receives lower benefits than the existing

agreements. The causes of such incidents are vary, including lower demand for office space, significantly higher supply of office space, or other economic conditions that might affect tenants or clients' ability to pay for rental or service charges, which is beyond the control of BOFFICE. If the new rental or service charge rates upon renewal or execution of new agreements are significantly lower than expected, it can also cause adverse impact on the operation results and financial status of BOFFICE.

However, if tenants and clients decided not to renew their lease agreements and service agreements, they are required to notify BOFFICE as the lessor and service provider. The Property Manager has a policy to survey the intention to renew the agreements about 6 months before the expiry of a lease agreement and service agreement. This will give the REIT Manager and the Property Manager some time to get prepared for entering into a lease agreement and service agreement with new tenant.

4) The risk from the BOFFICE's performance and operating results depend on the REIT Manager's and / or Property Manager's ability to procure benefits and management from the BOFFICE's core assets

The Effective and successful management of BOFFICE depends on knowledge, abilities, experience and expertise of the REIT Managers and the Property Managers. The REIT Manager is determine the policy and strategy for management and procure benefits from the BOFFICE's core assets as stipulated in the Trust Deed. The REIT Manager is a person who primarily responsible for general business management and controls the business operations in order to obtain benefits from the BOFFICE's core assets that controlled by the Trustee. The REIT Manager is inability to operate according to the BOFFICE's strategy as planned as it may has a significant negative impact on the business, financial position, operating results, operating results and opportunities of the BOFFICE. The ability of REIT Manager to plan and operate the REIT's investment strategy successfully depends on many uncertain factors. For example, the ability to find investment opportunities that are suitable and consistent with the BOFFICE's investment rules and obtaining good financial conditions. Therefore, the REIT Manager cannot guarantee that the actual operation results following the REIT Manager's investment strategy will be in accordance with the plan or Timing in planning or appropriately cost.

In addition, The REIT Manager has assigned Bhiraj Management Co.,Ltd as the Property Manager for managing BOFFICE's first investment in core asset and the first capital increase core assets. The Property Manager is responsible to manage BOFFICE's core assets under the supervision, policies and strategies set by the REIT Manager which are in accordance with the property manager appointment agreement that the BOFFICE and the REIT Manager have entered into with the Property Manager. The Property Manager is responsible for managing the core assets and procure benefits and operation for the core assets according to the policy received from The REIT Manager such as finding prospective tenants, renewal of agreements with the current tenants, advertising, public relations and sales promotion, management of maintenance or development of the BOFFICE's core assets, that is BOFFICE's expense, to be in a good and profitable condition. However, if the Property Manager is unable to manage the BOFFICE's core assets properly according to the REIT manager's policy or if there is a change in the Property Manager or a key personnel of the Property Manager and still fails to recruit or assign a new quality personnel, the failure may lead to adverse impact on the BOFFICE's revenues or rental revenues that may affect operation result, financial position, core assets value, ability to distribute benefits to Trust Unitholders and/or ability to repayment the BOFFICE's debts at due date.

5) Potential risk in bank loan

As of 31 December 2021, BOFFICE had loan debt to total asset ratio of BOFFICE as 23.89%. The total amount of loans from a financial institute was 2,420 million Baht. BOFFICE might the risk from such loans due to the floating interest rate during the term of the Loan Agreement. This might bring about adverse impact on BOFFICE's operation and ability to distribute benefits to Trust Unitholders. Moreover, if BOFFICE is unable to pay the interest and/or the principal of loan or is in default of any other provisions as specified in the Loan Agreement, the lender might choose to take legal actions

against BOFFICE due to BOFFICE's non-compliance with the Loan Agreement or exercise the rights under the Loan Agreement due to BOFFICE's non-compliance with the Loan Agreement. For example, the lender may assign any or all amounts under any financial document to be due immediately. Alternatively, the lender may exercise, in part or in whole, the rights under the main agreement. However, the REIT Manager considers that the risk from BOFFICE's failure to pay the interest specified in the Loan Agreement is low because the core assets of BOFFICE can generate income to BOFFICE continuously and the ratio of loan debt to total asset is still low.

In addition, if BOFFICE borrows another amount of loan to pay the debt (Refinancing), there could be a risk of long processing time or not achieving as good conditions as in the original loan agreement. In additional loaning, some provisions may limit the operation of BOFFICE. All these risks might affect flexibility of BOFFICE, and consequently, BOFFICE's ability to distribute benefits to Trust Unitholders, or lower benefits in an adverse scenario. However, the REIT Manager is aware of BOFFICE's ability to settle the debt with an interest and its ability to establish obligations, and has plans to settle the loan debts and find other alternatives to maximize the benefits to the Trust Unitholder and BOFFICE.

6) Risks from natural disaster, flood, acts of terrorism, thefts, and other force majeure events

Natural disaster, flood, acts of terrorism, thefts, and other force majeure events might cause damage to the core assets of BOFFICE, damage or loss of lives, bodies, and assets of tenants and clients. To mitigate the risk, BOFFICE has made the Property All Risks Insurance to cover the damage of the core assets, damage from accident, natural disasters such as fires, thunders, earthquakes, and floods. Including thefts, and other force majeure events. However, the coverage of the insurance company has certain limitations or exceptions according to the insurance policies. Some events may not be covered or cannot be included in the insurance, such as the risk from embezzlement, dishonesty, pollution, security of electronic data or the data on the Internet, danger from fungus, political movements, warfare and terrorisms, public insurgency to the uprising level, cybercrime, danger from the coronavirus or the outbreak of a disease. The REIT Manager and the Property Manager will do their best efforts to make the most appropriate insurance for the best benefits of BOFFICE.

7) The risk related to insurance compensation rate. In the case of damaged assets, the insurance compensation may not worth the economic benefits that BOFFICE may lose

The business of BOFFICE may be at the risk of operating or utilizing the core assets. Although BOFFICE has made adequate and appropriate insurance for such assets according to laws and relevant agreements, the compensation rate for the loss to BOFFICE might not be worth the economic benefits that BOFFICE might lose or the insurance claim time for BOFFICE's loss of income. For instance, the insurance policy for business interruption that BOFFICE has made for the loss of benefits for 24 months for the core assets might not cover the actual time that BOFFICE is unable to make use of the investment assets or unable to exercise the rights specified in other applicable insurance contracts, either in part or in whole. Furthermore, there could be a delay in the compensation that is not BOFFICE's fault.

In addition, BOFFICE may be at the risk of financial loss upon critical events in which BOFFICE may not receive sufficient compensation or not be able to make an insurance for such events. This will directly affect the expected benefits of trust unitholders.

However, the REIT Manager and the Property Manager has made the Property All Risks Insurance in which BOFFICE and/or the lender is or will be the co-insureds or co-beneficiaries according to the Loan Agreement (if any). The insurance limit shall not be lower than the full replacement cost, excluding the cost of land. The REIT Manager considers that, determining the insurance limit to be not lower than the full replacement cost excluding the cost of land throughout the lease term despite a shorter lease term is reasonable when comparing to downsizing the insurance limit based on the remaining lease term to reduce the insurance premium because it is impossible to predict the damage on the assets will occur and whether the economic loss will not be worth saving on the insurance premium in the last few years of the Lease Agreement. However, the pricing principle for investing in the core assets of BOFFICE is based on the income approach, but the insurance

limit is based on the full replacement cost excluding the cost of land. Therefore, BOFFICE might be at the risk if the value of the leasehold right from the income approach in the period of such a level of damage on the assets that the business cannot proceed is higher than the compensation from the insurance company based on the full replacement cost excluding the cost of land. In this scenario, BOFFICE will be at the risk of financial loss because it may not be sufficiently compensated, which will directly affect the expected benefits to the Trust Unitholders.

In addition, the REIT Manager managed to enter BOFFICE into the Public Liability Insurance and Business Interruption Insurance for the core assets by setting the insurance limit as BOFFICE deems appropriate and adequate for the loss of benefits during the repair or reconstruction of the core assets. The coverage time shall not last less than 24 months. BOFFICE will be the beneficiary under such Business Interruption Insurance and/or manage to designate the lender as a co-insured and co-beneficiary according to the provision in the Lease Agreement (if any), to ensure that the core assets are covered by the policies of the Public Liability Insurance and Business Interruption Insurance.

8) The risk that BOFFICE's properties are invested under legal requirements about environment because the compliance with such legal requirements may force BOFFICE to bear several expenses and responsibilities

The properties that BOFFICE invested in are under the legal requirements about environment, including sanitation laws and pollution control laws regarding air pollution, water pollution, waste disposal, and noise pollution. The property owners or managers might have to take legal responsibilities for violating these laws or not complying with the requirements, and punishments may include fines or imprisonment. Furthermore, BOFFICE might have to bear the cost to be in compliance with such legal requirements. In presence of contamination and pollution or inability to resolve the arisen pollution, BOFFICE shall take responsibilities and these might significantly affect leasing the properties.

However, the Property managers are usually monitor and examine the quality of water and pollution. BOFFICE also has a channel to receive suggestions and/or complaints so that those who may be suffering from nuisances can contact or inform BOFFICE to reduce the chance and loss that may occur and able to deal with that trouble promptly.

9) The risk about accounting standard, financial report standard in Thailand and/or amendment of related laws, rules or regulations, where it is unable to guarantee that such changes will not cause significant impact on financial statement of BOFFICE or financial status and operation result of BOFFICE

The operation result and benefit distribution of BOFFICE may be affected by the effectiveness of a new accounting standard in Thailand or revision in the standard of financial report, amendments of laws, regulations, notifications, requirements, provisions, policies, and/or orders of government agencies or any organizations with legal authorities. However, the REIT Manager is always monitoring the effectiveness, changes, and revisions of the accounting standard, the standard of financial report, laws on land and properties, and other applicable laws, as well as guideline practices to prepare and train the employees regularly so that the reports, accounting record financial statements, and operation are in compliance with relevant standards and laws.

10) The risk of land expropriation by the government

BOFFICE might be at the risk of land expropriation by the government, either in part or in whole, depending on the law on land expropriation. In this case, BOFFICE will not be able to use the assets on the expropriated land and may not be compensated from the expropriation or when the compensation value is lower than the investment amount in the assets. This event might make the Trust Unitholders' benefits lower than the expected return of investment and the investment amount. It should be noted that the compensation money that BOFFICE will receive depends on the condition in applicable agreements, the remaining term of using the asset after the expropriation or the compensation money received from the expropriation.

11) The risk in property leasehold value which may lower due to the remaining leasehold term

BOFFICE invested in the leasehold right of real properties. The appraisal value of the leasehold right might be lower due to the remaining leasehold term when the expiry date comes closer. The change in such leasehold value will significantly affect the net asset value of BOFFICE and/or the benefit distribution of BOFFICE.

12) The risk about the price of BOFFICE's units that may be reduced from the fluctuation of the price according to the volatile market conditions.

Trust units of the BOFFICE are listed on the Stock Exchange of Thailand. As a result, it can be traded within the stock exchange (secondary market). There is a chance that the price of the trust units will change, increase or decrease due to various volatility factors such as economic conditions, domestic and foreign political factors, business competitor, domestic and international interest rates, etc.

13) The risk about renewal of agreements in the future regarding the right to use the BTS Station sky walk

Regarding BHIRAJ TOWER at EmQuartier, BHIRAJ BURI Co., Ltd. entered into an agreement with The Bangkok Mass Transit System Public Company Limited (BTS) to link a part of BTS Phrom Phong Station to a part of BHIRAJ TOWER at EmQuartier on M Floor. Regarding BHIRAJ TOWER at BITEC, Parinthorn Co., Ltd. entered into an agreement with BTS and Bangkok Metropolitan Administration (BMA) to build a sky walk between Bangkok International Trade & Exhibition Centre (BITEC) and a part of BTS Bang Na Station. The two agreements aimed to use the sky walks as the public passages for accessing the sky trains and the core assets of BOFFICE. The concession terms of both agreements for BHIRAJ TOWER at EmQuartier will be expired in 2029 and for BHIRAJ TOWER at BITEC will be expired in 2022, respectively. In 2022, BOFFICE is in the process of renewing the agreement. When such concession terms expired, BOFFICE might be at the risk in the future for not being able to link the sky train access to the BTS Station to some part of the core assets or bearing additional expenses due to the new agreement with the BTS operator at the time. If BOFFICE does not have the right to link this part of the core assets with the BTS stations, it may be difficult for tenants and clients who use the BTS sky walk to access the core assets of BOFFICE. If there are additional expenses in the future, these expenses may also affect BOFFICE's operation. However, if BOFFICE does not have the right to link the sky walk to the BTS stations to some parts of the core assets, tenants and clients can still use the main accesses to the BTS station in front of the core assets as normally.

14) The risk from less diversified investment of BOFFICE

As of 31 December 2021, BOFFICE has invested in long-term leasehold rights in two projects, namely BHIRAJ TOWER at EmQuartier and BHIRAJ TOWER at BITEC. The risk has been distributed into two locations to minimize the fluctuation in investment, from originally having only once project at BHIRAJ TOWER at EmQuartier. It should be noted that the REIT Manager is keenly aware of an importance of distributing the investment and determining the investment policies and strategies to develop the existing core assets and those in the future.

15) The risk about pandemic, panic of pandemic which may negatively affect the procurement of benefits, financial status of BOFFICE

The pandemic of COVID-19 that has largely affected the economy resulted in fluctuations in every industry, particularly in the exports and private investment which have continually witnessed a tendency of recession since 2020 and 2021. The Government's strict measures to control the virus might force some tenants' businesses and service users to face problems, lower their employment rate, and reduce their expenses to suit the situation. Furthermore, tenants and service users may take the preventive measures by adopting the stay-at-home and social distancing policies. These may lead to changes in behavior and lifestyle, the demand for office space, and office rental rates in the future. For instance, the Work from Home policy may result in lower consumption of the buildings' infrastructure, which is a source of BOFFICE's income. In addition, BOFFICE has cooperated with the preventive policies and measures to minimize the risk. For instance, set up strict measures to access the building area, the screening point, availability of gel sanitizer, to campaign the implementation of measures to control the access - out of visitors, having to inspect, inquiries, collect personal history including test Antigen Test Kit (ATK) for the contractors on a regular period, as well as test the ATK of the REIT manager's personnel and the Property Manager's personnel to make a confidence for tenants and service recipients. Face Scan Recognition technology has been implemented to help reducing an infection or an exposure in BHIRAJ TOWER at EmQuartier and also a Thermal Camera Scan thermometer in BHIRAJ TOWER at BITEC and other measures, which may incur additional expenses to control the outbreak of the deadly contagion.

It should be noted that the REIT Manager and the Property Manager are monitoring the situation closely in order to undertake appropriate measures to help tenants who are affected by the crisis and adjust the strategies and action plan for managing the core assets to serve the changed styles and needs of tenants in both short and long terms.

16) The risk from conflict of interest

The REIT Manager has designated and will designate BHIRAJ Management Co., Ltd. as the Property Manager to manage the core assets of BOFFICE. However, BHIRAJ Management still performs duties of a property manager for other office buildings that Bhiraj Buri and/or its subsidiary company owns the assets, namely:

- 1) United Business Centre II (UBC II) on Sukhumvit Road under the long-term leasehold right of Prime Office Leasehold Property Fund (POPF)
- 2) BHIRAJ TOWER at Sathorn on Sathorn Road
- 3) Summer Lasalle on Lasalle Road

Therefore, the procurement of benefits and asset management of BOFFICE by the Property Manager might result in a conflict of interest, which may affect the rental rates in the assets that BOFFICE will invest in and the turnover, income, and profits from the assets that BOFFICE will invest in. To clarify, if a prospective tenant is considering more than one office which the Project Manager has managed (including the core assets of BOFFICE), and that still has leasable area, the Property Manager may offer the rental rate of other buildings which are not the core assets of BOFFICE to the prospective tenant. Therefore, the prospective tenant may decide to rent the office space of other buildings than that of the core assets of BOFFICE.

However, the REIT Manager estimated that the chance of conflict of interest is relatively thin for several reasons. First of all, BHIRAJ TOWER at EmQuartier and United Business Centre II are on the same area, but they are at different distances from the BTS station. Also, the two projects have different positions in terms of marketing and the rates of rental and level of service. It is to say that, BHIRAJ TOWER at EmQuartier is a Grade A office building while United Business Centre II is a Grade B buildings, which are relatively different according to the definition of Grade A office buildings by Jones Lang Lasalle Co., Ltd. (JLL), for example:

- A grade A building shall have a direct access or less than 5-minute walking distance from the nearest BTS station.
- Each floor shall have a minimum area of 1,000 sq.m., proportionate shape, no pillar at the center, and a minimum height of 2.7 meters from the floor to the ceiling.
- The building shall be decorated with high quality material, both interior and exterior, and a large lobby area.
- There shall be high-efficiency and high-speed elevator systems and a separate cargo elevator.

In the negotiation between the Property Manager and the target customers, the target customers normally inform the desired characteristic of the leasable area and the range of rental rates to the Property Manager. Particularly, reputed Thai and international companies have a set of criteria for selecting the office location. Provided with the basic information, the Property Manager will present the target customers with the leasable area of every office building under his or its management which fits the desired characteristics and range of rental rates. This process will minimize the risk of conflict of interest because the target groups of both buildings are different in terms of marketing positions and the rental rates and service rates of each project.

Regarding BHIRAJ TOWER at Sathorn, the Property Manager considers that this Project was designed to be different from typical office buildings. It is a low-rise medium-sized building with four stories, renovated from an old building. Therefore, it is not rated to any grade of typical office buildings. The target customers of BHIRAJ TOWER at Sathorn are small to medium-sized companies that need a different type of office building from BHIRAJ Tower at EmQuartier and BHIRAJ TOWER at BITEC. Specifically, BHIRAJ TOWER at Sathorn has smaller and less efficient infrastructure systems than typical Grade A office buildings. For example, there is no elevator access control system between floors, so it does not fulfill the needs of large corporates. In addition, the difference in size of buildings also reflects difference in rental rate and service charges, thus low chance of conflict of interest between the core assets of BOFFICE and BHIRAJ TOWER at Sathorn.

Regarding Summer Lasalle, although its location is close to BHIRAJ TOWER at BITEC, there is a huge difference in the distance from the nearest BTS station. Summer Lasalle is a low-rise office building with unique characteristics. It is not categorized as a typical office building. With its unique characteristics, the Trust Manager considers that the chance of conflict of interest between the core assets of BOFFICE and Summer Lasalle is unlikely.

In the future, if there is any office building as an asset under the management of BHIRAJ Management, with similar marketing position, location, and grades as the core assets of BOFFICE and the possibility of conflict of interest with BOFFICE (an office building project, whether a building and/or all buildings with equivalent qualities and grades as the first additional investment which might be developed on the BITEC Project). The Property Manager will find retail tenants to rent the space and use the services of BOFFICE and maintain the existing retail tenants for the maximum benefit of BOFFICE. The Property Manager shall not undertake any dishonest or unfair acts that might cause the current retail tenants in the leased properties of BOFFICE to terminate the agreement or not renew the lease agreement or service agreement in the aforementioned area in order to enter into an agreement with another office building of the promisor or the Property Manager or any associated person in an unfair manner. However, there is an exception for the case in which the retail tenants wish to move or specify another building of the promisor. In this case, the Property Manager has to ensure that the same group of persons will not make use of any commercial information of BOFFICE for their own benefits or those of any third party. This measure aims to prevent conflict of interest in the future.

If there is a new project of the office space type in the BITEC Project and the asset to be invested in has the leasable area that fits the purpose of the prospective tenant or equivalent, the Property Manager will offer the leasable area in the asset that BOFFICE will invest in to the prospective retail tenants and the existing retail tenants who wish to rent additional space (“prospective tenants”) before offering the leasable area of the future projects to the prospective tenants. If any prospective tenant is specifically interested in renting leasable area of the future project, the Property Manager may offer the leasable area in the assets that BOFFICE will invest in to the prospective tenant at the same time as the leasable area of the future project. This measure aims to prevent conflict of interest in the future.

In addition, BHIRAJ BURI has made an agreement with BOFFICE as specified in the Undertaking Agreement, which also specifies that, regarding the service for the same group of persons/¹, BOFFICE shall have the option to buy/lease the future projects/² (only the projects in the BITEC Project), along with the lease term of the core asset in the first additional investment when the future projects have all the required qualifications as specified in applicable agreements in the prospectus for offering trust units in the first capital increase of BOFFICE. Although Parinthorn, the landlord of the future projects, is not a party in the Undertaking Agreement with BOFFICE, if BHIRAJ BURI or the same group of persons of BHIRAJ BURI does not comply with the provision in the Agreement, BOFFICE may claim the actual damage from BHIRAJ BURI for not complying with its obligations to the Undertaking Agreement. Furthermore, BOFFICE has the right to offer from BHIRAJ BURI for the construction of new projects which are office buildings as specified in the Undertaking Agreement for the first additional investment of BOFFICE. This measure will help reduce conflict of interest with BHIRAJ Management.

Remarks:

¹: The same group of persons also include Parinthorn. Currently, Parinthorn is the owner of the land on which BITEC Project is located and BHIRAJ the promisor with BOFFICE according to the Action Agreement.

²: Future projects refer to any office building project, in as one building and/or all buildings with equivalent qualities and grades to the assets in the first additional investment, which may be developed on the BITEC Project area.

17) The risk from some parts of the building systems in BHIRAJ TOWER at BITEC not being in the area that BOFFICE invested and the area is being under mortgage

Some parts of the Bangkok International Trade & Exhibition Centre (BITEC) are the installation areas of facilities of BHIRAJ TOWER at BITEC, which is invested by BOFFICE (including the in-building air conditioning system with chillers, the cooling towers, and the water pumps). Some parts of the land plots no. 13542, no. 13543, and no. 44198, and some parts in the Bangkok International Trade & Exhibition Centre (BITEC) are the installation areas of shared facilities between BITEC and BHIRAJ TOWER at BITEC. The latter area was registered mortgage as a deposit to the lender of Parinthorn. If the said land and properties are in foreclose of mortgage, BOFFICE may be at a great risk of being revoked from these areas by the new property owner (the person who buys the said land and property from the foreclosure of the mortgage). In this case, BOFFICE will not be able to use the said area at its convenience or the new property owner (the person who buys the said land and property from the foreclosure of the mortgage) may be in default to prevent BOFFICE from using the said area.

However, the facility areas of BHIRAJ TOWER in which BOFFICE will invest under the mortgage are equivalent to a total area of 1,187 sq.m., covered only the supporting asset, and do not function as the core asset that BOFFICE will make use from. In addition, Parinthorn will register the obligations in the real property on the land and building area, which include the mortgaged area to BOFFICE for 30 years, which is the same period as the lease term, so BOFFICE will have the ownership right over the supporting facilities and the shared assets.

18) The risk of BOFFICE’s taxes and fees

In the future, taxes and fees collected by BOFFICE might change from the present. For example, the transfer, reception of the leasehold right transfer, sale, buy, or reception of ownership in properties might be wholly or partially born by BOFFICE. These taxes and fees may be different from the current rates.

Corporate Governance of BOFFICE

The Company has been regulating BOFFICE in accordance with the Trust Deed, as well as related laws and notifications. The Company has provided the Operation manual and internal control system to define the duties and scope of the Company's operations in each division, with a board of directors consisting of three directors, one of which is an independent director. The Company, however, does not establish a board of subcommittees.

The Board of Directors' Meeting of REIT Manager

1) Requirements and Process of meeting

BHIRAJ REIT Management Co., Ltd. holds the Board of Directors' Meeting every quarter, which requires at least half of the total number of directors to constitute a quorum. The resolution required the approval shall be final based on the majority votes of the directors attending the meeting. Directors with interest shall not participate in the decision-making process of that particular issue. The general agendas are as follows:

(a) Matters for acknowledgement

- 1) Report of BOFFICE's operating results
- 2) Progress on important matters related to the operation of BOFFICE
- 3) BOFFICE risk monitoring and mitigation
- 4) Report on the questions from investors and other relevant investor relations
- 5) Other matters (if any)

(b) Matters for approval

- 1) Financial statement of BOFFICE
- 2) Payment distribution to the Trust Unitholders
- 3) Capital reduction of BOFFICE
- 4) Budget, business plans and strategies of BOFFICE prepared by the REIT manager, with supports from the Property manager
- 5) Related party transaction or any transaction that may cause a conflict of interest with the operation of BOFFICE
- 6) Significant matters related to the operation of BOFFICE, for example, the annual general meeting of Trust Unitholders
- 7) Other matters (if any)

(c) Approval on the report of the previous Board of Directors meeting

Every director is given the opportunity to express freely an opinion during the meeting before voting. A summary of the resolution of each agenda will be provided. There will be a written record of the meeting, as well as the report on the approved agenda will be kept as evidence. In addition, the meeting of the Board of Directors may use electronic conferencing methods, that proceed in accordance with the law of electronic meeting.

2) Significant transaction of BOFFICE proposed during the Board of Directors meeting in the previous accounting period.

In 2021, the REIT Manager had conducted Board of Directors meetings to approve and acknowledge the significant operations of BOFFICE as follows:

Meeting No.	Date	Matter / Agenda on Significant Transaction	Resolution	Reason
1 / 2021	24 Feb 2021	• Distribution to Trust unitholders for the 4th quarter of 2020	• Dividend payment at the rate of 0.1704 Baht per trust unit on 25 Mar 2021	• To comply with the Trust deed and related rules

Meeting No.	Date	Matter / Agenda on Significant Transaction	Resolution	Reason
1 / 2021	24 Feb 2021	<ul style="list-style-type: none"> Annual general meeting for the year 2021 of Trust Unitholders of BOFFICE during the COVID-19 Pandemic Amendment in the Trust Deed 	<ul style="list-style-type: none"> To submit information reports to trust unitholders instead of organizing the 2021 Annual General Meeting of Trust Unitholders during the COVID-19 Pandemic. To amend the Trust Deed to be in accordance with the announcement of the SEC Office 	<ul style="list-style-type: none"> To comply with the law To ensure that the Trust Deed accord with the announcements of the SEC
2 / 2020	7 May 2021	<ul style="list-style-type: none"> Distribution to Trust unitholders for the 1st quarter of 2021 	<ul style="list-style-type: none"> Capital reduction at the rate of 0.1444 Baht per trust unit on 24 June 2021 and no dividend payment because in the 2nd quarter of 2021, BOFFICE may occur a loss resulting the fair value the investment in leasehold right over properties from appraised value which has a chance to cause a net loss in 2021, This may result in the inability to pay dividend which is considered to be in compliance with the Trust Deed and related rules 	<ul style="list-style-type: none"> To comply with the Trust deed and related rules
3 / 2021	11 Aug 2021	<ul style="list-style-type: none"> Distribution to Trust unitholders for the 2nd quarter of 2021 	<ul style="list-style-type: none"> Capital reduction at the rate of 0.1857 Baht per trust unit on 23 Sep 2021 	<ul style="list-style-type: none"> To comply with the Trust deed and related rules
4 / 2021	11 Nov 2021	<ul style="list-style-type: none"> Distribution to Trust unitholders for the 3rd quarter of 2021 	<ul style="list-style-type: none"> Capital reduction at the rate of 0.1680 Baht per trust unit on 9 Dec 2021 	<ul style="list-style-type: none"> To comply with the Trust deed and related rules

Meeting No.	Date	Matter / Agenda on Significant Transaction	Resolution	Reason
4 / 2021	11 Nov 2021	<ul style="list-style-type: none"> Amendment in the Trust Deed 	<ul style="list-style-type: none"> To amend the Trust Deed to be in accordance with the announcement of the SEC Office 	<ul style="list-style-type: none"> To ensure that the Trust Deed accord with the announcements of the SEC

Prevention of Insider Trading

The REIT Manager places great emphasis on preventing Insider Trading. The Policy is adopted for directors, executives and employees to comply with the laws, notifications, rules, orders, and related regulations, with measures and methods as follows:

1) Disclosure of interests of directors, executives, and employees

The Company requires a report on the interests of directors, executives, and employees since the start of their position, and conduct regular reviews. Moreover, the Company requires to disclose details on related transactions in the note to financial statement, annual report, prospectus, annual registration statement, or other channels etc.

The Company also provides a channel to be informed the change of trust unit ownership to Compliance Department once the Board of Directors has reported via Securities and Exchange Commission's system according to the rules and procedures prescribed in the relevant notifications.

2) Protection and prevention of Insider Trading

The Company has a segregated system of work and human resources, as well as limits the access to insider information, only allowing employees to gain access to need-to-know basic information, and limits the access to insider information to prevent the leakage of the information, and reconsider the limits the access to insider information. Office rooms are separated and requires the employees who may be aware of the insider information to keep the information confidential, not to be disclosed to other people, or use the insider information for the benefit of themselves and others.

The Company also provides a suspension period for trading (including the act of transferring and receiving) of a trust unit, which all directors, executives and employees of the company will be early announced at the time the company is processing considering the significant insider information for determination that may affect the price of trust units or securities, which has not been disclosed to the public, until the information has been made public. The Company also monitors the trading of trust units including the act of transferring and receiving) among the directors, the executive, the employees, and holding of trust units by directors, executives and employees, to ensure that the directors, executives and employees of the Company will comply with the Company's policies, guidelines and internal regulations, including the rules, regulations and/or orders from related agencies.

In addition, if an employee is found to violate the regulation in any case, which causes damage or loss of reputation to the Company or BOFFICE, the employee will be subject to severe disciplinary action or employment termination without compensation. Moreover, the company may consider carrying out both civil and criminal prosecution against the offender (if any).

Investments Approval and Management of BOFFICE

Processes and factors taken in consideration when making a decision to invest in additional real estate or leasehold right, and BOFFICE management

- 1) Rules for additional investment in the future – If BOFFICE would invest in additional real estate or leasehold right, and would benefit from the real estate or the leasehold right, the REIT Manager will have to proceed in accordance with the following rules:
 - 1.1) The core asset that BOFFICE will invest in can be located in Thailand or abroad. BOFFICE will focus on investing in office buildings, office spaces, and other commercial buildings. BOFFICE may consider additional investment in assets other than office buildings, office spaces, and commercial buildings, if the REIT Manager has conducted a research on the asset, as well as assessed various factors involved, and sees that the investment will benefit the Trust Unitholders.
 - 1.2) Real estate investment includes the investment for ownership or long-term leasehold right, either or both.
 - 1.3) Acquired real estate must not be subject to any real rights or any disputes unless the REIT Manager and the Trustee have provided a written agreement that being subject to such real rights or disputes does not significantly affect the utilization of the property, while the acquisition condition of the property is also beneficial to the Trust Unitholders as a whole.
 - 1.4) In addition, BOFFICE may indirectly invest in the core asset of BOFFICE, as a real estate investment through the holding of shares in a company established for the same purpose as BOFFICE. The investment will be in accordance with the regulations set forth by the SEC and the Trust Deed.
 - 1.5) In the event that BOFFICE will indirectly invest in the core assets through investments in other trusts by proceeding in the same way as the rules for BOFFICE that directly invest in core assets. which must be in accordance with the rules prescribed by the relevant notification of the SEC Office and the Trust Deed.
 - 1.6) A contract for acquiring real estate must contain no agreement or any obligation that may result in BOFFICE unable to sell the property at a fair price (at the time of disposition), such as an agreement that grants the counterparty the right to purchase the property from BOFFICE before any other parties, with the price fixed in advance, etc., or that BOFFICE would have more responsibilities than that of an ordinary lessee when the lease is terminated.
 - 1.7) Acquired property must be ready to be utilized with a total benefit no less than 75% of the additional trust unit value requested to be offered for sale plus the loan (if any).

BOFFICE may invest in projects that have not yet been completed. The value of the investment for the acquisition and development of the property must not exceed 10% of the total asset value of BOFFICE (after the offering to sell units) and must demonstrate that there will be sufficient working capital for such development, without affecting BOFFICE. In the event that BOFFICE invests the greenfield assets, the REIT manager shall prepare a report on the progress of the development of the core assets every period according to the relevant announcements and the Trust deed by disclosing reports and data via the Securities and Exchange Commission's system.
 - 1.8) The REIT manager must maintain a proportion of direct and indirect investment in core assets of not less than 75% of the BOFFICE's total asset value as of the end of the fiscal period. except for the last fiscal period before the BOFFICE expires.
 - 1.9) Value appraisal is completely conducted according to the following criteria:

- (a) 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 appraisers and completed no more than six months prior to the date of submission of the application for approval of the sale of units. and;
 - (b) The appraisers in (a) shall be the appraiser of asset value approved by the SEC in accordance with the Notification of Securities and Exchange Commission regarding the approval of appraisal companies and Lead appraisers. In the event that the invested property is in a foreign country, the appraiser can be a person from the list of people authorized by the local government or regulatory authority of the country where the property is located. If not from the list, the appraiser must fall in one of the following categories:
 - (1) Being a professional practitioner relating to asset value appraisal who has widely acceptable performances in the nation where such real estate is located
 - (2) Being a person having the international standards of operation and working system for asset value appraisal
 - (3) Being an appraiser of asset value having international wide networks
- 2) Method of BOFFICE's additional core asset and equipment acquisition
 - 2.1) Prior to the acquisition of core assets, these processes must be fulfilled:
 - (a) Due diligence of information and contracts relating to the core assets and equipment (if any), such as financial and legal information, condition of the property to be invested, and the ability of the counterparty to perform juristic act, etc., to support investment decision and accurate disclosure of information. In the event that the landlord or the transferor of leasehold right is connected with the REIT Manager, the REIT Manager will need to provide a financial advisor to give opinions on the analysis of such information.
 - (b) Assess the value of core assets and equipment
 - 2.2) Acquisition of an additional core asset must comply with the following regulations:
 - (a) In terms of substance of transaction, it must be the transaction with the following characteristics;
 - (1) In compliance with the Trust Deed and related laws
 - (2) For the best benefit of BOFFICE
 - (3) Reasonable and use fair price
 - (4) Expenses for making transactions collected from the BOFFICE (if any) are at the fair and appropriate rate.
 - (5) Special stakeholders for transactions do not involve with decision-making of such transactions.
 - (b) In terms of the approval system, must proceed as follows:
 - (1) To receive an approval from the Trustee that transactions are in accordance with the Trust Deed and related laws
 - (2) In the event that the acquired core assets worth from 10% or higher of the total asset value of BOFFICE, approval from the Board of Directors of the REIT manager is also required.
 - (3) In the event that the acquired core assets worth from 30% or higher of the total asset value of BOFFICE, the approval must be made during the meeting of Trust Unitholders, with at least three-fourth of the total number of votes of the unitholders attending the meeting and having the right to vote. The calculation of the value of such core assets will be calculated based on the total asset acquisition value of each

- project that makes BOFFICE ready to earn income, including assets related to that project.
- (c) The process of seeking approval from the Trustee or requesting for a resolution during the meeting of Trust Unitholders requires responsibilities from the REIT Manager and the Trustee as follows:
- (1) The REIT Manager must arrange documents for approval or invitation to the meeting, as the case may be, expressing his opinion on the transaction involving the acquisition of additional core asset, with clear reasons and supporting information
 - (2) The Trustee must attend the Trust Unitholders meeting to provide opinions on the transaction as whether it is in accordance with the Trust Deed and related laws.

Provision of Benefits, Policy and Procedures on Supplying Tenants

- 1) The REIT Manager shall procure benefits from the core assets of BOFFICE through leasing, subleasing, offering space with rental fees, or providing services related to the use of space or for renting purposes only. In this regard, the BOFFICE shall not operate in any manner that is the use of the BOFFICE to operate other businesses, such as a hotel or hospital business, etc. Except BOFFICE has a necessity due to the change of real estate tenants or during the recruitment of new real estate tenants that BOFFICE may operate in a manner that temporarily uses BOFFICE to operate such other businesses.
- 2) In the event that the REIT Manager leases the property to a person who will use the property to operate a business that BOFFICE cannot operate by itself, such as a hotel or a hospital business, etc., there must be an agreement that determines a fixed number of the rental fees as in advance. BOFFICE may impose additional rents based on the tenant's performance, that disclose such agreement information in the registration statement and prospectus, annual registration statement and annual report.
- 3) BOFFICE is prohibited from using the area or leasing the property to any person who has a potential to use the property to operate an unethical or unlawful business. BOFFICE must provide an agreement such that BOFFICE could terminate the lease if it appears that the lessee uses the real estate to operate such business.
- 4) The REIT Manager will maintain the core assets in good condition and the core assets is ready to procure income. The REIT Manager will be responsible for providing adequate and appropriate insurance to restore the property of BOFFICE to its previous state if changed, in order for BOFFICE to procure benefit in the same manner as previously done. This covers damages that may occur to the real estate, business interruption insurance, and third party liability insurance in the event that a third-party suffers damage from the property, or from the operation of the property with reasonable financial compensation. The REIT Manager will allow the Trustee, on behalf of BOFFICE and/or the lender in the event that BOFFICE applies for a loan (if any), to be the co-beneficiaries of such insurance (except for the third party liability insurance). In the event that BOFFICE would invest for the acquisition of ownership by subleasing a property or renting areas in a building or renting building, the REIT Manager will ensure that the assets invested by BOFFICE are insured within appropriate financial limit. If the Trustee, on behalf of BOFFICE, are not the beneficiaries and the insureds of such insurance due to any reason, such as the being the beneficiaries and the insureds would contradict with the lease agreement, the REIT Manager will proceed to ensure that there are adequate measures or mechanisms in place for using the compensation to rebuild a new asset for further benefit procurement and/or compensate BOFFICE for the lack of benefit due to the possession of the asset invested BOFFICE
- 5) In the event that BOFFICE acquires an ownership of a property and the REIT Manager seeks to generate income from the property by leasing it to the former owner, the REIT Manager shall set the rental fee as if it was a normal transaction with a third party

Selection of the Property Manager

In order to select a third-party property manager to be the Property Manager to manage the property that BOFFICE has invested in, such as taking care of the sale, marketing, and day-to-day management of the property, the REIT Manager must at least proceed with the property manager as follows:

- 1) Provides an evaluation of experience, reputation and past performance of being a real estate manager, including the ability to find tenants and users, debt recovery, indoor property maintenance, management of rental space, tenancy service, internal control system to prevent the leakage of income and reimbursement control, etc.
- 2) Considers the appropriateness of the remuneration for the Property Manager, which must be determined according to the level of operational capability, in order to motivate the Property Manager to create more income for BOFFICE. For example, the remuneration can be calculated based on the rental fees and/or actual service fees or net profit from property leasing, etc.
- 3) Provide a mechanism that allows BOFFICE to change the Property Manager in the event that the Property Manager does not comply with terms and conditions, or provides unsatisfactory management results.
- 4) Establishes a system to regularly monitor, review and evaluate the Property Manager's internal control system, to ensure that the system remains effective and can prevent fraud, or make it easy to detect fraudulent or non-compliant practices. The REIT Manager must state in the letter of employment that the Property Manager is responsible for any damage incurred to the interests of BOFFICE due to negligent management of the Property Manager.
- 5) In the event that the REIT Manager finds that the Property Manager has committed / or refrained from an action that causes a loss of credibility according to the employment contract, the REIT Manager must terminate the contract of that Property Manager in order to operate instead of such the Property Manager, or select a new property manager. However, in the event that BOFFICE has applied for a loan, by which the loan agreement prohibits the change of property manager, such change must be approved by the lender of BOFFICE.

Supervision of the Property Manager's Performances

- 1) The REIT Manager is responsible for supervising the management and performance of the Property Manager. In order to protect the interests of BOFFICE and Trust Unitholders, the REIT Manager must at least proceed as follows:

- 1.1) The REIT Manager must be involved in the preparation or the approval of the annual budget plan proposed by the Property Manager that shows details of income and expenses, to avoid undesirable expenses, establish goals for providing monthly and annual income, and supervise income and expenses to be in accordance with the specified budget plan. The annual budget plan of the Property Manager shall be approved by the Trustee.
- 1.2) The REIT manager must establish the conditions that motivate the Property Manager to add values and returns for BOFFICE, as well as reduce the risks for Trust Unitholders.
- 1.3) The REIT manager must participate in consideration or the revision of the strategic plans proposed by the Property Manager in order to boost income acquisition and reduce the risks from the fluctuation of rental income and/or service fees for BOFFICE, as well as to supervise the Property Manager to perform in accordance with the plans.
- 1.4) REIT Manager must be involved in consideration or revision of the guidelines for selecting tenants and key users, or participate in business organization plan of the Property Manager's tenant to limit and control the risks and fluctuation of rental income and / or service fees each year.
- 1.5) The REIT Manager shall review or participate in determining policies on rental fee and/or area service charge shall be in accordance with appropriate rate based on leasing and servicing market situations at that time.

- 1.6) The REIT Manager shall monitor and supervise the Property Manager to establish and implement work policies and operational plans for the management, maintenance and improvement of the assets invested by BOFFICE in order for the property to be in good condition and able to generate income.
 - 1.7) The REIT manager must assess the appropriateness of the management system regarding the procurement of the Property Manager so that goods or services received by BOFFICE are cost-effective.
 - 1.8) The REIT Manager must monitor and supervise the income collection of the property managers so that BOFFICE will receive complete rental fee and/or service charge.
 - 1.9) The REIT Manager must require the Property Manager to follow up, and supervise the tenants and service users to pay various taxes as required by the law.
 - 1.10) The REIT Manager must analyze the management irregularities of the Property Manager, as well as provide a random inspection on the performance of the Property Manager.
 - 1.11) The REIT Manager must assess the Property Manager's internal control system.
 - 2) The monitoring system and random inspection to ensure that the Property Manager comply with the following rules:
 - 2.1) Collect and deliver the income to BOFFICE correctly and completely
 - 2.2) Not collect expenses from BOFFICE in an amount that exceeds the necessity and must be under the frame of REIT Manager Appointment Contract for such collection.
 - 2.3) Provides adequate and appropriate maintenance for the BOFFICE's assets so that they can be used for generating income in a long term.
- In 2021, the REIT Manager gave opinion on operations of the Property Manager that the Property Manager was able to perform operations according to the specified plans and expenses were under the specified budget.

Management of BOFFICE's Benefits and Earnings

The REIT Manager has the main objective of enabling the Trust Unitholders to receive consistent and continuous long-term benefits from their investments, taking into account the benefits received from a development and a quality enhancement of a property invested by BOFFICE. Guidelines and system for the REIT Manager to monitor and supervise the benefits from the property invested by BOFFICE are as follows:

- 1) The REIT Manager and the Trustee will monitor the performance of BOFFICE each year, by comparing with the annual budget and the performance of BOFFICE in the previous year, in order to make the operation of the property invested by BOFFICE profitable. In the event that the performance of the property invested by BOFFICE does not meet the expected target, the REIT Manager will conduct a thorough analysis to determine the cause, and will work closely with the Property Manager to develop an operational plan to improve the performance of the property invested, such that the performance would be in accordance with the goal or expectation.
- 2) The REIT Manager and the Property Manager will work together to grow the business and develop good relationship with various clients, while managing to keep the rental rate and rental fee and/or service fee at the level that brings the maximum benefits to BOFFICE. The REIT Manager and the Property Manager will jointly control and manage marketing costs and risks related to the management of the property invested by BOFFICE.
- 3) REIT Manager will cooperate with the Property Manager to increase the efficiency of the BOFFICE's property management, as well as to control and manage the operating expenses, without causing any impact on the service quality.
- 4) The REIT Manager and the Property Manager will work closely together to increase the potential of property invested by BOFFICE, which will include:
 - 4.1) defining target customers by adjusting marketing strategies, service quality, rental rates and service fees to suit the needs of target customers.
 - 4.2) taking care and providing a maintenance for the area around the invested property, such as the improvement of a public and common area, or a specific area for a specific usage.

- 4.3) improving the image of the invested property, providing a maintenance for the property to meet the standards, repairing the invested property to be suitable for use and create satisfaction for the customers.
- 5) BOFFICE and REIT Manager have a policy to procure benefits from the property invested by BOFFICE, by leasing the area of such property to tenants, as well as providing necessary services and serviced related to the rental. The Property Manager shall be responsible for providing persons interested in renting areas of the BOFFICE's assets by allowing them to visit the site of the project and negotiating with persons interested in rental areas.
- 6) The REIT Manager will provide a minimal insurance as follows:
- 6.1) Sufficient and appropriate insurance of BOFFICE's interests as a result of the investment in a property or the acquisition of leasehold rights, to cover the damage that may occur to BOFFICE due to an incident, by stating that the lender is the co-beneficiary in the event that BOFFICE has applied for a loan, or the Trustee as the beneficiaries if no loan is involved (case-by-case), with the approval from the Trustee.
- 6.2) Third party liability insurance for a third-party that may suffer from the damage occurred from the defection of the invested property or structure. In the event that the insurance has already been made by the lessor of the property, or that the tenant of the property has already applied for an insurance, BOFFICE should only apply for the insurance that would prevent BOFFICE to compensate in case of subrogation.
- 6.3) Any insurance of BOFFICE shall be valid throughout the period of the ownership of the Trustee over the property.
- 7) Transactions made with connected persons will be performed according to the following criteria:
- 7.1) Transactions with parties related to the REIT Manager will be conducted in accordance with the Trust Deed and related laws for the best interest of BOFFICE
- 7.2) Transactions with parties related to the REIT Manager will be priced reasonably and fairly.
- 7.3) Persons having interests with transactions, either directly or indirectly, shall not involve with the consideration and decision-making of transactions.

Remuneration of the REIT Manager

Throughout the effective term of the contract, the REIT Manager will receive an annual management fee not more than 0.30% of the cost of BOFFICE's core assets plus the amount of invested capital in financial instruments, and/or deposited with financial institutions. In the event that the major asset of BOFFICE is disposed, the remuneration will be calculated using the cost of the major asset, subtracted by the amount of capital decreased from the disposition of the major asset. The leasehold right taken into the calculation will only cover the period by which the right is effective. The actual amount charged is stated in "Form 56-REIT1, Part 1, Fees Charged from BOFFICE". In addition, in the event that the REIT Manager acquires a new asset, the fee charged will not exceed 0.75% of the value of asset acquired by BOFFICE (if the property belongs to the person connected with the REIT Manager) and not exceed 1.00% of the value of asset acquired by BOFFICE (if the property belongs to the person that shares no connection with the REIT Manager). Such fees will be the incentive for the REIT Manager to search for a new major asset for BOFFICE, which will generate income and creates a sustainable return on investment for Trust Unitholders.

Information Disclosure and Communication with Unit Holders

BOFFICE has approaches on information disclosure based on the nature of the information and actual situation. Managing Director of the REIT Manager is responsible for considering information before disclosure to Trust Unitholders, with details as follows:

Information Disclosure	Events
Immediate Disclosure	<ul style="list-style-type: none"> • Information that affects prices, investment decisions, and Trust Unitholders' benefits • Information about operations such as payments and benefit distribution • Reporting when there is an event possibly affecting the dissolution of BOFFICE • Reporting when there is an event that Trust Deed determines to be the cause of dissolution of BOFFICE or other events allowing to know the advance schedule of dissolution of BOFFICE • Immediately reporting when there is an event regarding acquisition or disposal of real estate or exceeding proportion of Trust Unitholders
Within 3 business days	<ul style="list-style-type: none"> • Information that does not have a direct impact, but should be disclosed to investors, such as a relocation of the headquarters, change of directors, change of auditors, etc.
Within 14 days	<ul style="list-style-type: none"> • Information that the Stock Exchange must collect as reference, such as a copy of Trust Unitholders meeting minutes, report on the capital increase, etc.
Within 15 days	<ul style="list-style-type: none"> • Report of BOFFICE's paid-up capital decrease • Report of acquisition or disposal of real estate
Within 30 days	<ul style="list-style-type: none"> • • Report of progress of investment in incompletely constructed real estate
Disclosed by a period of time	<ul style="list-style-type: none"> • Quarterly financial statement, submitted within 45 days after the end of an accounting period • Annual financial statement, submitted within two months after the end of an accounting period (when the financial statement of the 4th quarter is not prepared) • Management Discussion and Analysis submitted together with financial statements • Form 56-REIT1 submitted within 3 months after the end of an accounting period • Annual report and the invitation letter for the annual general meeting, submitted within 4 months after the end of an accounting period • Net asset value report, within 45 days after the end of an accounting period • Last Property appraisal report, within 30 days from the date the appraisal is complete.

Arrangement of Trust Unit Holders' Meeting

The REIT Manager's minimal responsibilities for organizing a Trust Unitholders meeting are as follows:

1) Annual general meeting must be held within 4 months from the end of BOFFICE accounting period. For the 2021 Annual General Meeting, the REIT Manager shall hold the meeting within 4 months from the end of BOFFICE accounting period, or another methods under the Trust Deed or announcement of the SEC Office.

1.1) The REIT Manager may act by other means instead of holding the annual general meeting for 2021, if the meeting is for informative purpose and requires no resolution from the Trust Unitholders, by informing

the Trust Unitholders of the following matters:

- (a) Trust management on critical matters and guidelines for managing BOFFICE in the future
- (b) Financial status and operating performance of BOFFICE in the previous fiscal year. Minimally, the audited financial statement must be provided with comments from the auditor.
- (c) Appointment of the auditor for auditing BOFFICE, as well as the audit fees

The REIT Manager must provide a communication channel for the Trust Unitholders to be able to ask for additional information from the REIT Manager. In the event that the Trust Unitholders have any inquiries, The REIT Manager must prepare a summary of key issues in a form of Q&A and distribute it to the Trust Unitholders.

In addition, the REIT manager must disclose the information mentioned above via the information system of the Stock Exchange

- 2) An extraordinary meeting is a meeting besides the annual general meeting, which will be held for a specific reason as follows:
 - (a) When the Trust Unitholders holding a total number of units no less than 10% of the total number of units sold, asking the REIT Manager to call for a meeting of the Trust Unitholders, with clear reasons stated in the request letter. When the Trust Unitholders has jointly sent a letter requesting a meeting of the Trust Unitholders, the REIT Manager shall organize Trust Unitholders meeting within 45 days after receiving the letter from the Trust Unitholders.
 - (b) In the event that the Trustee wishes to propose a matter to be considered during the Trust Unitholders meeting, the REIT Manager shall organize a Trust Unitholders meeting within 1 month after receiving the letter from the Trustee. The Trustee has the right to consult with the REIT Manager on the importance of the matter.
 - (c) In the event that the REIT Manager wish to propose a matter to be considered during the Trust Unitholders meeting, the REIT Manager shall organize a Trust Unitholders meeting to protect the interest of BOFFICE. The REIT Manager has the right to consult with the Trustee on the importance of the matter.
- 3) The REIT Manager shall prepare a invitation letter with sufficient details for the Trust Unitholders to make a decision, with at least details on how to attend the meeting and casting a vote, as well as the agenda of the meeting and matters to be proposed to the meeting, together with reasonable details with clear purpose, whether to inform, seek for approval, as the case may be, as well as the opinions from the REIT Manager on such matters. In the event that the agenda seeks for the resolution from the Trust Unitholders, the comments must involve the impact that the Trust Unitholders may receive after the voting on such matters, and must be delivered to the Trust Unitholders at least 14 days prior to the meeting that requires a resolution of no less than three-fourth of the Trust Unitholders attending the meeting with voting rights, or no less than 7 days before the meeting date in the event there is no agenda that requires a resolution from the Trust Unitholders. The meeting shall also be announced at least in one local daily newspaper no less than 3 days before the meeting. The venue to be used for the meeting must be in the locality where the office of the Trustee or the REIT Manager is located, or in nearby provinces.
- 4) In the event that the REIT Manager has not organized the meeting within 45 days after receiving the request letter from the Trust Unitholders with a total number of combined units no less than 10% of the total number of units sold, and/or as not organized the meeting within 1 month after receiving the request letter from the Trustee, the Trustee may organize a Trust Unitholder meeting as per cause one, mutatis mutandis. The REIT Manager is obliged to cooperate in the submission of relevant and necessary information that the Trustee must use to convene and conduct the Trust Unitholders meeting, within 7 days after receiving the request from the Trustee to avoid further delay of the meeting. The Trustee has the right to collect the actual expense incurred from the meeting (if any) from BOFFICE when organizing a Trust Unitholders meeting on behalf of the REIT Manager.

5) Quorum and Chairman of the Trust Unitholders meeting

- 5.1) To constitute a quorum in the Trust Unitholders meeting, there shall not be less than 25 Trust Unitholders or no less than a half of the total number of Trust Unitholders. In addition, they shall have a total number of units no less than one-third of the total number of Trust Unit sold.
- 5.2) If within 1 hour from the appointment for the Trust Unitholders meeting, the number of Trust Unitholders attending the meeting is insufficient to form a quorum, if the meeting requires only the presence of Trust Unitholders and that the Trustee has requested for an extraordinary meeting, the meeting shall then be dissolved. If the meeting is not convened upon the request for an extraordinary meeting by the Trust Unitholders, the meeting shall be rescheduled, with an invitation sent to the Trust Unitholders no less 7 days prior to the meeting. In the rescheduled meeting, no quorum shall be necessary.
- 5.3) Under the enforcement of the Trust Act and related notifications, the Trustee shall appoint a person to act as the Chairman of the Trust Unitholders meeting. However, if there is an agenda for consideration regarding the interests of the Trustee at the Trust Unitholders meeting, the Trustee and his/her proxy shall leave the meeting room during such agenda, and the REIT Manager shall nominate a name list to the Trust Unitholders meeting to consider and appoint a person to be the Chairman of the Trust Unitholders meeting in such agenda.
- 5.4) If there is an agenda for consideration regarding interests of the Trustee and the REIT Manager at the Trust Unitholders meeting, the Trustee and the REIT Manager and their proxies would have no voting rights on such agenda (in case the Trustee or the REIT Manager and their proxies are the Trust Unitholders). In the event that the Trustee share an interest with any agenda, the REIT Manager shall nominate the name list to the Trust Unitholders meeting to consider and appoint a person to be the Chairman of the Trust Unitholders meeting in such agenda.

The Chairman of the Trust Unitholders meeting has an authority and duties as follows:

- (a) Supervises and maintains the order of the Trust Unitholders meeting
- (b) Specifies any other methods to proceed the Trust Unitholders meeting as the Chairman deems appropriate or necessary for the purpose of well-organized and effective Trust Unitholders meeting, including its consideration and voting procedure
- (c) Maintains the order of the Trust Unitholders meeting as per the Trust Act and related laws. The Chairman may cease the discussion or consideration of any matter during the meeting.
- (d) In a case that the votes for resolution at the Trust Unitholders meeting are tied, the Chairman is entitled to cast the final vote. The vote casted by the Chairman of the Trust Unit Holders' Meeting in such agenda shall be final.

6) Grant of proxy

At the Trust Unitholders meeting, a Trust Unitholder may appoint another person to attend the meeting and vote on his/her behalf. The REIT Manager shall submit the letter of authorization as determined by the Trustee to the Trust Unitholders along with the invitation letter for the meeting.

Such letter of authorization shall be submitted to the Chairman of the Meeting or a person appointed by the Chairman at the meeting before the commencement of the meeting.

7) Method for counting votes

A Trust Unitholder has 1 vote per 1 trust unit held. Trust Unitholders entitled to vote shall not have special interests in such agenda.

8) Resolution of Trust Unitholders

Unless otherwise stated in the Trust Deed, the resolution of the Trust Unitholders meeting shall consist of the following votes:

8.1) In a general case, it shall consider the majority vote of the Trust Unitholders attending the meeting that are entitled to vote.

8.2) In the following cases, the resolution shall be final if received at least three-fourth of the total votes of Trust Unitholders attending the meeting that are entitled to vote.

- (a) Acquisition or disposition of BOFFICE's major asset with the value equal to or more than 30% of the total asset value of BOFFICE
- (b) Increase or decrease of BOFFICE's paid-up capital that is not indicated in the Trust Deed in advance
- (c) Increase of capital under general mandate of BOFFICE
- (d) Transactions made with the REIT Manager or related parties with the REIT Manager, with the transaction value equal to or above 20,000,000 Baht, or more than 3% of net asset value of BOFFICE, whichever is higher
- (e) Change of benefits and return of the capital to Trust Unitholders
- (f) Change of Trustee or REIT Manager; however, for the change of REIT Manager, it shall be in accordance with the Trust Deed
- (g) Amendment of the Trust Deed that significantly affects the right of Trust Unitholders
- (h) Dissolution of BOFFICE

However, the resolution of Trust Unitholders that would cause BOFFICE or the its management to be in conflict with or contrary to the Notification SorRor. 26/2555 or related rules under the Securities and Exchange Act or the Trust Act shall be deemed unenforceable.

9) Minutes of Trust Unitholders meeting

The REIT Manager shall prepare a record of the resolutions of the meeting and the process of summoning and conducting each Trust Unitholders meeting. The Chairman of the meeting needs to approve the integrity of the minutes. Expenses incurred from the preparation of the minutes are considered the expense of BOFFICE.

Selection and Nomination of Directors and Management at the Level of Managing Director

1) Board of Directors

The Board of Directors shall consist of at least 3 directors, with at least one-third of the Board being independent directors. The Board of Directors shall be qualified and have no prohibited characteristics as specified by laws.

2) Management at the level of managing director

The Board of Directors will appoint the Management at the level of managing director by considering and selecting qualified, knowledgeable, and skillful persons without prohibited characteristics as specified by laws.

Remuneration of the Auditor

BOFFICE has appointed an auditor for the accounting period ended on 31 December 2021, with the following details:

Company:	EY Office Company Limited
Auditor:	Mr. Kittiphan Kiatsomphob
Audit fee	1,210,000 Baht
Non-audit fee	none

Internal Control and Risk Management

The REIT Manager provides the internal control system to protect assets of BOFFICE and benefits of Trust Unitholders, including clearly establishes the management structure and implements the risk management system to estimate potential risks and identify approach to manage such risk to be in a risk tolerance level. In addition, the REIT Manager also systemically separates duties in the management structure of the REIT Manager, appropriate checks and balances. The Compliance Department are monitoring and reporting risks to the Board of directors. Whereas, the Accounting Department and the Asset Management Department are collaborating with the Compliance Department for monitoring and auditing system for operations of the Property Manager in order to prevent assets of BOFFICE from abuse.

For the Internal audit and control system of the year 2021, the REIT Manager has been acquired an internal auditor from external service provider to perform the audit of REIT Manager's management in accordance with the operation manual and internal control system, Trust Deed and related laws.



Conflict of Interest Prevention

Related Party Transactions for Previous Accounting Period

Person/ Juristic Person	Relationship	Characteristics of Related Party Transaction	Importance and Reason	Opinion of Pricing
Bhiraj REIT Management Company Limited	REIT Manager	- Receive REIT management fee from BOFFICE	- Hired by BOFFICE to manage BOFFICE, with fees given from the operation as per the scope of duty and responsibility	- The fees are in accordance with the agreed contract; and do not exceed the limit prescribed in the Trust Deed.
BHIRAJ Management Company Limited	- Property Manager - A subsidiary of BHIRAJ BURI Company Limited, as same as the REIT Manager	- Receive Property management fee from BOFFICE - Agency fee	- Hired by BOFFICE to manage the properties of BOFFICE, with fees given from the operation as per the scope of duty and responsibility - Hiring to find tenants for BHIRAJ TOWER at BITEC	- The fees are in accordance with the agreed contract; and do not exceed the limit prescribed in the Trust Deed. - The fees are in the agreed contract; and do not exceed the limit prescribed in the Trust Deed.
Kasikorn Asset Management Company Limited	Trustee	- Receive Trustee fee from BOFFICE	- Hired by BOFFICE to management of BOFFICE's Benefits, with fees given from the operation as per the scope of duty and responsibility	- The fees are in accordance with the agreed contract; and do not exceed the limit prescribed in the Trust Deed.
KASIKORN-BANK Public Company Limited	- Lender - Major share-holder of Kasikorn Asset Management Company Limited, which is the Trustee	- Deposit - Provide loan	- Depositing working capital with the bank allows BOFFICE to collect more income from the interest, instead of just the rental and service fees - Loaning a capital to invest in the properties of BOFFICE	- Interest as per the notification of the bank, under normal rate and conditions. - Loan interest rate within the rate similar to the market.

Person/ Juristic Person	Relationship	Characteristics of Related Party Transaction	Importance and Reason	Opinion of Pricing
		<ul style="list-style-type: none"> - Rent a space in BHIRAJ TOWER at EmQuartier as an office and provide related services 	<ul style="list-style-type: none"> - Leasing of office space and providing related service for the benefit of BOFFICE 	<ul style="list-style-type: none"> - Rental rate is not lower than that of the other tenants, with service fees equal to those of other tenants in the building.
BHIRAJ BURI Company Limited	<ul style="list-style-type: none"> - Property owner - Major Trust Unitholder 	<ul style="list-style-type: none"> - Distribute benefits and capital reduction - Expenses related to the common area service contract of BHIRAJ TOWER at EmQuartier - Other expenses related to the office building management 	<ul style="list-style-type: none"> - Distributing benefits and capital reduction to the Trust Unitholders as per the Trust Deed - Hired for managing the common area of BHIRAJ TOWER at EmQuartier Project, such that the property could generate income, with additional details as per the prospectus for the first capital increase - Expense related to the building management of BOFFICE. And expenses related to BHIRAJ TOWER at BITEC Project that will be reimbursed to BHIRAJ BURI Company Limited at the amount paid on behalf of BOFFICE, partly due to the service was part of the continuous agreement before the investment of BOFFICE and the sign tax. 	<ul style="list-style-type: none"> - As per the distribution announcement for the Trust Unitholders - Expense related to the common area service contract of the Project as per the agreement, with additional details as prescribed in the prospectus for the first capital increase - The cost of goods and services shall not be lower than that of other providers. And some expenses are equal to the cost BHIRAJ BURI Company Limited paid to the service provider and government agency.

Person/ Juristic Person	Relationship	Characteristics of Related Party Transaction	Importance and Reason	Opinion of Pricing
		- Incomes related to the contract for providing service related to meeting room and other services	- Collecting of fees for using the meeting rooms and other services, such that BOFFICE could collect more income instead of just the rental and service fees	- Income received as per the agreed contract at the rate comparable to that of the tenants, or the services that are comparable.
BHIRAJ BURI HOLDING Company Limited	- Major Trust Unitholder	- Distribute benefits and capital reduction	- Distributing benefits and capital reduction to the Trust Unitholders as per the Trust Deed	- As per the distribution announcement for the Trust Unitholders.
PENTA 591 Company Limited	- Asset owner - Group companies of the BOFFICE's major trust unitholder	- Services related to BHIRAJ TOWER at BITEC	- Expense related to BHIRAJ TOWER at BITEC Project that will be reimbursed to PENTA 591 Company Limited at the amount paid on behalf of BOFFICE, partly due to the service was part of the continuous agreement before the investment of BOFFICE.	- The expense is equal to the cost PENTA 591 Company Limited paid to the service provider.
PHARINDHORN Company Limited	- Asset owner	- Services related to the service contract of BHIRAJ TOWER at BITEC	- Due to some of the properties, public utilities, and common areas are shared between the BHIRAJ TOWER at BITEC and Bangkok International Trade & Exhibition Centre (BITEC), which are the shared assets that BOFFICE does not invest in, therefore, a proportion is made as agreed for the amount that BOFFICE needs to pay, with additional details prescribed in the prospectus for the first capital increase.	- The expense reflects costs and proportionally estimates the common area service provided, which then reflects the proportion of the service used by BHIRAJ TOWER at BITEC and Bangkok International Trade & Exhibition Centre (BITEC), with additional details prescribed in the prospectus for the first capital increase.

Person/ Juristic Person	Relationship	Characteristics of Related Party Transaction	Importance and Reason	Opinion of Pricing
		<ul style="list-style-type: none"> - Other expenses related to the office building management - Incomes related to the lease agreement and services for the office space for rent and parking space. 	<ul style="list-style-type: none"> - Expense related to BHIRAJ TOWER at BITEC Project that will be reimbursed to PHARINDHORN Company Limited at the amount paid on behalf of BOFFICE, partly due to the service was part of the continuous agreement before the investment of BOFFICE. - Collecting of rental, office space service, and parking fees, such that BOFFICE could collect more income instead of just the rental and office space service fees, with additional details prescribed in the prospectus for the first capital increase. 	<ul style="list-style-type: none"> - The expense is equal to the cost PHARINDHORN Company Limited paid to the service provider. - Office rental and service fees shall not be lower than that of other tenants within the building. The parking fees for holidays and public holidays are comparable to the rate for tenants within the building. The rental shall not affect the office tenants, with additional details prescribed in the prospectus for the first capital increase.
BITEC SERVICES Company Limited	- Group companies of the BOFFICE's major trust unitholder	- Tree service expenses for BHIRAJ TOWER at BITEC.	- Hired for providing maintenance for the trees within the BOFFICE area, for the better landscape for office tenants.	- The fees are as agreed; not higher than that of other service providers.
Bhiraj and Beyond Ventures Company Limited	- Group companies of the BOFFICE's major trust unitholder	- Rent a space in BHIRAJ TOWER at BITEC as a retail store and provide related services	- Leasing of retail store space and providing related service for the benefit of BOFFICE	- Rental rate is not lower than that of the market rate, with service fees equal to those of other tenants in the building.
Bhiraj Total Solutions Company Limited	- Group companies of the BOFFICE's major trust unitholder	- Cost of assets	- Assets for services to tenants of building	- The price are as agreed; lower than that of similar products.

The related party transactions that will remain in the future for the benefit of BOFFICE include Property Management fees, REIT Management fees, expenses associated with the service agreement of BHIRAJ TOWER at BITEC, interest income, and Trustee fees.

Policy Related to Transactions between BOFFICE and the Related Parties

Entering into a transaction between BOFFICE and a party related to the REIT Manager, or the Trustee, may cause a conflict of interest. To create transparency and fairness for all Trust Unitholders, the REIT Manager has provided the following transaction policies:

1) Transaction policies between BOFFICE and the REIT Manager or a party related to the REIT Manager, shall be in accordance with the following conditions:

1.1) Terms and conditions for entering a transaction with a connected party

- (a) Transactions between BOFFICE and the REIT Manager, or a party related to the REIT Manager, will be performed in accordance with the Trust Deed and related laws for the best benefit of BOFFICE.
- (b) Any transactions between BOFFICE and the REIT Manager or a party related to the REIT Manager shall be reasonable and apply fair market prices, including the expense for entering the transaction collected from BOFFICE (if any) shall be at fair and appropriate rate.
- (c) A party with direct or indirect benefits to the transaction shall not be involved in the decision-making the leads to the transaction.

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

- (a) Approval from the Trustee that the transaction is in accordance with the Trust Deed and related laws.
- (b) In a case that the transaction value exceeds 1 million Baht, or equals to 0.03% or more of the BOFFICE's Net Asset Value, whichever is higher (or any other value specified by the Securities laws), it shall require approval from the Board of Directors of the REIT Manager.
- (c) In a case that the transaction value exceeds 20 million Baht, or more than 3% of BOFFICE's Net Asset Value, whichever is higher, it shall require a resolution of the Meeting of the Trust Unitholders, with approving votes of no less than three-quarters of the total number of the attended Trust Unitholders that are eligible to vote.

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

1.3) Unless it is a transaction between BOFFICE and the REIT Manager or a party related to the REIT Manager that has clearly shown the information in the registration statement and the prospectus, the approval of the Trustee or the resolution of the Trust Unitholders' Meeting is not required as specified in 1.2) However, in the event that a resolution of the Trust Unitholders' Meeting is needed, the invitation letter to the Trust Unitholders meeting shall also contain the opinion of the financial advisor to support the request for the resolution of the Trust Unitholder' Meeting.

2) Policies related to transactions between BOFFICE and the Trustee or a party related to the Trustee

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

2.1) The Trustee demands remuneration for their performance as the Trustee

2.2) A transaction with the following characteristics:

- (a) A transaction that has measures or mechanisms to inspect and protect the fairness of such transactions.
- (b) The Trustee shows that it has managed the BOFFICE in an equitable manner and has sufficiently disclosed relevant information to the Trust Unitholders in advance, and such Trust Unitholders have not expressed any objection.

Disclosure of information and objection shall be in accordance with the rules set forth in the Notification Sor Ror. 27/2557 and other relevant rules as issued or amended by the Office of the Securities and Exchange Commission as follows:

- (1) Disclosure through the Stock Exchange of Thailand in accordance with the relevant regulations of the Stock Exchange of Thailand, or disclosure through other channels which all Trust Unitholders have access to such information.
- (2) Providing a reasonable period of disclosure which shall be no less than 14 days.
- (3) Disclosure of information shall clearly include the channels, procedures and period for objection, which shall be no less than 14 days, except for the case that a resolution of the Meetings of the Trust Unitholders is requested in support of such objections.
- (4) Following the process specified in (3), if more than one-fourth in total of the Trust Unitholders clearly object to the transaction, the Trustee shall not undertake or allow for such transaction, which represents the conflict of interest to BOFFICE, to be made.

Legal Controversy

BOFFICE has no lawsuits, Disputes in the Arbitration or Significant disputes related directly to BOFFICE which the REIT Manager believes will seriously impact on its Business, Financial Status and Performance. All essential information is provided in Notes to the Financial Statement as of 31 December 2021.



The REIT Manager has a keen awareness of corporate social responsibility (CSR), both directly and indirectly associated with BOFFICE, and has contemplated its social responsibility from a broad perspective. Specifically, BOFFICE emphasizes business operation with ethics and professional conduct, anti-corruption practices, compliance with human rights principles, respectful and ethical treatment of workers, corporate responsibility for consumers, environmental stewardship, participation in community or social development, and distribution of innovation derived from the operation with responsibility for society, environment, and stakeholders.

1) Business operation with ethics and professional conduct

1.1) Fair competition

The REIT Manager and the Property Manager has policy for employment of specialists or service providers or general procurement process by bidding on prices or scope of services selection a counterparty from at least 2-3 candidates for transparent transactions.

1.2) Promoting of Social Responsibility in Counterparties

The REIT Manager and the Property Manager has the policy on procurement. Its objectives are to align with operation approach for avoiding recurrent works, to ensure with quality of products and services, to perform procurement management effectively, correctly and clearly that meets requirements in a reasonable price, resulting to fair competition between business partners and BOFFICE. Documents and demands of persons requiring products and services are inspected and reviewed. Clear framework of value and time frame of procurement process are established in policies for the convenience, rapidness, and transparency, including clear characteristics of shops participating in procurement process.

1.3) Respect for the right over properties

The REIT Manager and the Property Manager respect for rights over properties, particularly intellectual property rights. In the procurement process, relevant employees are encouraged to use licensed software for maximized fairness and efficiency.

2) Anti-corruption

BOFFICE promotes the anti-corruption by setting the framework of operation in all procedures and audits by trustees, depending on the scope of duties, and account audits by reliable external organizations. This is a promising start for disciplining BOFFICE employees and relevant parties to tackle corruption in BOFFICE management for sustainable growth ultimately.

3) Respect for Human Rights

The Property Manager of BOFFICE is well aware that respect for human rights is a foundation for human resources development. Therefore, BOFFICE refrains from violating human rights and prevent its employees from doing so. Instead, BOFFICE prides itself on the principles of freedom, equality, and peace. The recruitment of the corporate shall be free from discrimination against race, religion, and gender but advocate equality and oppress sexual abuse and sexual harassment. At BOFFICE, there shall be no restriction on the right to freedom of thought and participation in political activities as long as they do not affect or bring damage to the organization.

4) Fair Labor Practices

The Property Manager of BOFFICE is committed to improving the workers' standard and quality of life of its employees at BHIRAJ TOWER at EmQuartier and BHIRAJ TOWER at BITEC, particularly safe and healthy working environment. BOFFICE encourages its employees to think outside of the box and provides fair treatment and reasonable welfare benefits. The needs and expectations of workers and stakeholders are also taken into account to guarantee that the operation will achieve the target and prevent the impact on workers and stakeholders.

5) Responsibility to Consumers

The Property Manager of BOFFICE adheres to the principles of Occupational Health & Safety Management System (ISO 45001: 2018). The purposes are to minimize and control the risk of employees and stakeholders, maximize the business efficiency and safety, and advocate the image of its corporate social responsibility for employees and society to be acceptable for building users at the international level. Furthermore, BOFFICE takes necessary measures to control and prevent danger to personal and public health by eliminating or minimizing the risk from the activities and working environment on employees, workers, and stakeholders. Most importantly, BOFFICE complies with laws, regulations, and other applicable requirements voluntarily, including the corporate's agreement with corporates or NGOs, such as:

- 5.1) Report the implementation results of occupational safety and health to the Department of Labour Protection and Welfare every 3 months.
- 5.2) Provide basic fire escape drills for tenants every year. The drills shall be led by the trainers with a valid license issued by the Department of Labour Protection and Welfare.
- 5.3) Provide fire extinguishing and fire escape drills for tenants once a year.
- 5.4) Review and report the list of hazardous chemicals and safety data of hazardous chemicals once a year.
- 5.5) Inspect the electrical safety system, record the inspection results, and certify the electricity and electrical equipment once a year.
- 5.6) Inspect and test elevator parts and equipment and test the weight support capacity of the elevator once a year.
- 5.7) Inspect and report the safety of the buildings and their components every year.
- 5.8) Measure and analyze the working environment, particularly light and noise levels in the workplace once a year.

As the COVID-19 pandemic is likely to spread rapidly and the number of patients in Thailand is constantly multiplying, BOFFICE is aware of the gravity of the situation and the importance of building users' health and safety. Additional COVID-19 preventive measures launched to earn trust among tenants and visitors of the buildings. To minimize the risk of COVID-19 infections, BOFFICE adopted the following measures:

- The measures to control the entry-exit of tenants, passer inside the building, employees, as well as contractors and service providers who enter and exit the building, such as controlling the entrance to the area and limiting the number of people entering the elevator. Including screening and checking measures, visitors inside the building must have a body temperature below 37.5 degrees Celsius who wear a face mask.

- The physical distancing policy was implemented, including marking on seats, standing points, and lining points.
- The Safety & Hygiene measures were taken, such as using air sanitizer and surface sanitizer, providing more hand washing areas with sanitizer, increasing the cleaning frequency.
- The Encourage & Enforce campaign was launched and promoted. For instance, stakeholders were educated so that they have accurate knowledge and understanding. Also, stakeholders were encouraged to comply with the measures before their enforcement.
- There are additional and regular cleaning with sanitizer at several areas, such as the card exchange counter, the building entry card, the parking ticket, the turnstile, the elevator, and the common restrooms.
- Sanitizer spray at common areas of the buildings on a weekly basis.
- Hand sanitizer gels were provided at the card exchange counter, the lobby, the main entrance, and the elevator lobby areas.
- All staff members will be checked for their temperature before entering the buildings.
- The building staff will always put on a face mask and gloves to minimize direct contact with visitors.
- The building administrators launched PR campaigns to remind buildings users to always put on a face mask, wash hands with soap and water or alcohol gel, keep a distance from others, and refrain from talking inside the elevator.
- The procedures for staff to control the epidemic In the case of being notified of a suspect or person having symptoms of respiratory tract infection from COVID-19 in the office building area.

6) Environmental Management

The Property Manager of BOFFICE places immense value on the environmental implementation to minimize both direct and indirect impact from the business operation, compliance with environmental laws and regulations, and energy saving. The energy-saving implementations are administered in line with the Energy Management System (ISO 50001: 2018), whose purpose is to use energy efficiently, evaluate energy efficiency, plan energy consumption at full efficiency, reduce energy loss at every step, and inspect and maintain electrical equipment to prevent leak. The scope of this standard also covers monitoring and reporting the results of energy improvement projects and greenhouse gas reduction projects to communicate with relevant parties and stakeholders. The ultimate goals are an efficient use of energy, application of novel and practical technologies, and continuous and sustainable improvements.

- 6.1) Perform maintenance and analysis of the wastewater treatment system to monitor the quality of wastewater every month.
- 6.2) Perform maintenance and analysis of the tap water system to monitor the quality of tap water every month.
- 6.3) Control, monitor, and report the results of effluent discharge from the buildings once a month.
- 6.4) Make a comprehensive report of wastewater treatment system operation (Thor Sor 1) and a summary report of the wastewater treatment system operation (Thor Sor 2) once a month.
- 6.5) Monitor the concentration of hazardous chemicals in the atmosphere (carbon monoxide concentration in the parking building) and report the analysis results twice a year.

- 6.6) Launch energy-saving campaigns and measures according to the Energy Development and Promotion Act, B.E. 2535 (1992), such as electricity saving by using the automatic air conditioning system and replacing the old bulbs with LED light bulbs.
- 6.7) Make a report of energy management and energy management certification once a year according to the Notification of the Department of Alternative Energy Development and Efficiency.

As a result of the focusing on environmental operations, Bhiraj Tower at EmQuartier was awarded the Thailand Energy Awards in the category of Outstanding Building of the Year 2020 from the Department of Alternative Energy Development and Efficiency Ministry of Energy where the award ceremony was held in 2021 and received the MEA ENERGY AWARDS 2021 badge from the Metropolitan Electricity Authority (MEA). These awards demonstrate the environmentally friendly and sustainable business management in energy conservation of Bhiraj Tower at EmQuartier.



7) Innovation and Dissemination of Innovation

The REIT managers and the property managers have conscious of the importance of maintaining the BOFFICE's office buildings in good condition and be able to compete in the office building market under the changing economic conditions and situations by applying appropriate innovations for efficiency of operations that benefit the BOFFICE.

In 2021, Bhiraj Tower at EmQuartier has installed a face scan recognition system to control access for entrancing and exiting the building. The system is a technology that scans and recognizes faces while also checking body temperature. This includes connecting the tenant's information to automatically assign the elevator without pressing. This is to help reduce exposure and increase convenience for tenants in the building to be able to enter and exit the office building faster under the current situation of the coronavirus disease 2019 (COVID-19) epidemic.



8) Corporate Social Responsibility (CSR) and Customer Relationship Management (CRM)

In 2021, the REIT organized activities to strengthen relationships with customers within the office building under the name of the activity "DANCE FIGHT COVID-19". The project aims to build relationships with tenants and promoted having good health under the COVID-19 epidemic control measures. By inviting tenants to exercise in the form of Zumba dance and Cardio Latin dance in the open-air activity area on the 29th floor of Bhiraj Tower at BITEC. The activity was conducted under measures to control the epidemic from the tenants such as social distancing (Physical Distancing) and wearing a mask throughout the entire Activity. In addition, there are also activities on Loy Krathong Day at the lobby of Bhiraj Tower at EmQuartier and Bhiraj Tower at BITEC to build relationships with tenants along with publicizing the office building through online media activities. By inviting tenants to take photos with Loy Krathong billboards and promoted with the following hashtags #bhirajtower, #bhirajtoweratemquartier, or #Bhirajtoweratbitec and post a picture on their Facebook or Instagram to receive a Krathong as a reward. The activity was held in November 2021 and received good feedback from tenants.



Opinion of the Trustee



หลักทรัพย์จัดการกองทุนหลักทรัพย์ไทย
开泰基金管理 KASIKORN ASSET MANAGEMENT



Opinion of the Trustee

To Trust unitholders of Bhiraj Office 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 Bhiraj Office Leasehold Real Estate Investment Trust managed by Bhiraj REIT Management Company Limited for the accounting period from 1 January 2021 to 31 December 2021.

I am of the opinion that Bhiraj 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.

Best Regards,

(Mr.Vittawat Ajchariyavanich)
Deputy Managing Director
Property Business Management Division

Kasikorn Asset Management Company Limited

9 February 2022

KAsset Contact Center 02-6733888
www.kasikornbank.com

บริการทุกระดับประทับใจ

Samay J
หนึ่งในบรรดานักลงทุนของธนาคารไทย

Independent Auditor's Report



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Independent Auditor's Report

To the Unitholders of Bhiraj Office Leasehold Real Estate Investment Trust

Opinion

I have audited the accompanying financial statements of Bhiraj Office Leasehold Real Estate Investment Trust (the Trust), which comprise the statement of financial position, including the details of investments as at 31 December 2021, the related statements of comprehensive income, changes in net assets and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Bhiraj Office Leasehold Real Estate Investment Trust as at 31 December 2021, its financial performance and cash flows for the year then ended in accordance with the Accounting Guidance for Property Funds, Real Estate Investment Trusts, Infrastructure Funds and Infrastructure Trusts issued by the Association of Investment Management Companies and approved by the Securities and Exchange Commission of Thailand ("the Accounting Guidance").

Basis for Opinion

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

Key Audit Matters

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

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

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

The valuation of investment in leasehold right over properties

As mentioned in Note 4.2 and 6 to the financial statements, the Trust presented investment in leasehold right over properties presented in the statement of financial position as at 31 December 2021 at their fair value of Baht 9,390 million, representing 94% of total assets and for the year ended 31 December 2021 the Trust recognised net loss from changes in the fair value of investment in leasehold right over properties amounting to Baht 458 million in the statement of comprehensive income. These investment in leasehold right over properties are not traded on an active market and a comparable quoted price for the same or similar investments on an inactive market cannot be found. The REIT Manager therefore determined the fair value of these investment in leasehold right over properties based on the value appraised by an independent appraiser. The fair value assessments mentioned above are transactions which were calculated under the assumptions and judgement of both the REIT Manager and the independent appraiser. I addressed the measurement of such investments as a key audit matter.

I gained an understanding of the calculation of the fair value of investment in leasehold right over properties by making enquiry of responsible executives. I assessed the reliability of the independent appraiser in conformity with related Thai Standard on Auditing (TSA). I read the fair value assessment report of the independent appraiser, evaluated the valuation approach, the cash flow projections and the assumptions used by the independent appraiser to calculate the fair value and performed analytical procedures on related data. In addition, I tested the fair value calculation and reviewed the disclosures made in notes to the financial statements.

Recognition of revenue from rental and services

The Trust recognised revenue from rental and services in compliance with its accounting policy as disclosed in Note 4.1 to the financial statements. For the year ended 31 December 2021, the Trust recognised revenue from rental and services amounting to Baht 884 million in the statement of comprehensive income. Moreover, the Trust has entered into agreements with a large number of customers, most of whom are retail tenants, and there are a variety of conditions in these agreements. I, therefore, addressed the recognition of rental and service income as a key audit matter.

On a sampling basis, I selected revenue transactions to examine the rental and service agreements and supporting documents of rental and service transactions, in order to assess whether revenue recognition complied with the terms stipulated in the rental and service agreements and was in accordance with the revenue recognition policy of the Trust. I also reviewed for possible irregularities in rental and service transactions throughout the accounting period, particularly accounting entries made through journal vouchers.

Other information

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

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

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

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

Responsibilities of the REIT Manager for the Financial Statements

The REIT Manager is responsible for the preparation and fair presentation of the financial statements in accordance with the Accounting Guidance, and for such internal control as the 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, the REIT Manager is responsible for assessing the Trust's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the REIT Manager either intends to liquidate the Trust or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the REIT Manager.

- Conclude on the appropriateness of the REIT Manager's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Trust's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Trust to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

I communicate with the 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 the 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.

From the matters communicated with the 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.

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



Kittiphun Kiatsomphob
Certified Public Accountant (Thailand) No. 8050

EY Office Limited
Bangkok: 25 February 2022

Financial Statements

Bhiraj Office Leasehold Real Estate Investment Trust

Statement of financial position

As at 31 December 2021

		(Unit: Baht)	
	<u>Note</u>	<u>2021</u>	<u>2020</u>
Assets			
Investment in leasehold right over properties at fair value	6	9,389,644,975	9,842,994,349
Investment at fair value through profit or loss	7	598,242,020	511,975,597
Cash and cash equivalents	8	84,350,921	52,931,835
Rental and service and other receivables	9	31,295,982	10,651,338
Deferred expenses	10	17,925,364	35,143,131
Other assets		9,591,545	58,269,979
Total assets		10,131,050,807	10,511,966,229
Liabilities			
Trade and other payables		60,026,703	55,315,300
Advance receipt for rental and services		26,007,320	28,842,607
Deposits from rental and services		230,835,579	227,213,969
Long-term loan from financial institution	11	2,415,558,240	2,414,374,270
Total liabilities		2,732,427,842	2,725,746,146
Net assets		7,398,622,965	7,786,220,083

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

Statement of financial position (continued)

As at 31 December 2021

(Unit: Baht)

	<u>Note</u>	<u>2021</u>	<u>2020</u>
Net assets:			
Trust registered		6,610,743,485	6,978,277,565
Capital from unitholders	12	6,610,743,485	6,978,277,565
Premium on capital from unitholders		574,180,632	574,180,632
Retained earnings	13	213,698,848	233,761,886
Net assets		7,398,622,965	7,786,220,083
Net asset value per unit (Baht)		10.0269	10.5522
Number of units issued at the end of year (units)		737,872,074	737,872,074

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

Detail of Investment

As at 31 December 2021

Detail of investments classified by asset classes

Type of investments	Areas held by the Trust	2021			2020		
		Cost	Fair value	Percentage of	Cost	Fair value	Percentage of
		(Baht)	(Baht)	(Percent)	(Baht)	(Baht)	(Percent)
Investment in leasehold right over properties (Note 6)							
BHIRAJ TOWER at EmQuatier							
Location: 689 Sukhumvit Road							
	Klongtan-Nua Wattana Bangkok	6,684,362,192	6,421,995,316	64.30	6,679,710,436	6,500,017,848	62.77
BHIRAJ TOWER at BITEC							
Location: 4345 Sukhumvit Road							
	BangNa Tai BangNa Bangkok	3,343,517,174	2,967,649,659	29.71	3,343,152,960	3,342,976,501	32.28
Total investment in leasehold right over properties		10,027,879,366	9,389,644,975	94.01	10,022,863,396	9,842,994,349	95.05
Investments in securities (Note 7)							
<u>Opened-end fund</u>							
	Thai Cash Management Enjoy Fund (TCMFENJOY)	39,856,936	40,122,588	0.40	108,687,238	109,172,737	1.05
	SCB Treasury Money Plus Open End Fund (SCBTMFPLUS)	146,965,356	147,085,849	1.48	100,000,000	100,002,663	0.97
	Thanachart Cash Management Fund (T-Cash)	110,000,000	110,278,206	1.10	80,000,000	79,998,824	0.77
	K Cash Management Fund (K-CASH)	199,911,797	200,408,924	2.01	152,800,000	152,800,000	1.48
	Thai Cash Management Fund (TCMF-I)	100,000,000	100,346,453	1.00	70,000,000	70,001,373	0.68
Total investments at fair value through profit or loss		596,734,089	598,242,020	5.99	511,487,238	511,975,597	4.95
Total investments		10,624,613,455	9,987,886,995	100.00	10,534,350,634	10,354,969,946	100.00

* The value does not include accrued rental income.

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

Statement of comprehensive income

For the year ended 31 December 2021

		(Unit: Baht)	
	<u>Note</u>	<u>2021</u>	<u>2020</u>
Income			
Rental and service income		883,829,483	721,489,890
Interest income		291,480	284,200
Total income		<u>884,120,963</u>	<u>721,774,090</u>
Expenses			
Cost of rental and service		119,336,375	105,342,632
REIT management fee	15	27,133,552	21,234,910
Trustee and custodian fee	15	11,647,141	9,361,970
Registrar fee		3,664,069	4,223,678
Property management fee	15	62,676,574	51,094,877
Amortisation of deferred expenses	10	17,217,767	17,264,939
Other expenses		8,866,528	2,447,601
Finance cost	15	71,112,880	68,631,646
Total expenses		<u>321,654,886</u>	<u>279,602,253</u>
Net investment income		<u>562,466,077</u>	<u>442,171,837</u>
Net gain (loss) on investments			
Net gain on investments		1,569,630	1,757,379
Net gain (loss) on change in fair value of investment in leasehold right over properties	6	(458,365,344)	11,717,792
Total net gain (loss) on investments		<u>(456,795,714)</u>	<u>13,475,171</u>
Increase in net assets from operations		<u>105,670,363</u>	<u>455,647,008</u>

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

Statement of changes in net assets

For the year ended 31 December 2021

		(Unit: Baht)	
	<u>Note</u>	<u>2021</u>	<u>2020</u>
Increase (decrease) in net assets resulting			
from operations during year			
Net investment income		562,466,077	442,171,837
Net gain (loss) on investment		(456,795,714)	13,475,171
Net increase in net assets during year		105,670,363	455,647,008
Net capital unitholders from cost of issuing equity		-	2,679,016,934
Capital reduction to unitholders	12	(367,534,080)	-
Distribution to unitholders	14	(125,733,401)	(398,181,680)
Increase (decrease) in net assets during year		(387,597,118)	2,736,482,262
Net assets at the beginning of year		7,786,220,083	5,049,737,821
Net assets at the end of year		7,398,622,965	7,786,220,083

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

Statement of cash flows

For the year ended 31 December 2021

	(Unit: Baht)	
	<u>2021</u>	<u>2020</u>
Cash flows from operating activities		
Net increase in net assets from operations	105,670,363	455,647,008
Adjustments to reconcile net increase in net assets from operations to net cash provided by (used in) operating activities:		
Purchases of investment in leasehold right over properties/		
purchase of equipment	(5,015,970)	(3,352,065,370)
Purchase of investment in securities	(84,700,000)	(217,150,333)
(Increase) decrease in rental and service and other receivables	(20,644,644)	16,989,917
Decrease in deferred expenses	-	9,554,615
(Increase) decrease in other assets	48,678,434	(9,710,239)
Increase (decrease) in trade and other payables	(10,685,192)	17,606,909
Increase (decrease) in advance receipt for rental and services	(2,835,287)	10,971,872
Increase in deposits from rental and services	3,621,610	73,103,187
Amortisation of deferred expenses	17,217,767	17,264,939
Amortisation of front end fee	1,183,970	13,454,547
Net gain on change in value of investment in securities	(1,566,423)	(1,757,379)
Net (gain) loss on investment in leasehold right over properties	458,365,344	(11,717,792)
Interest expenses	69,928,910	48,974,173
Net cash flows from (used in) operating activities	<u>579,218,882</u>	<u>(2,928,833,946)</u>
Cash flows from financing activities		
Cash received from issuance of trust units	-	2,679,016,934
Cash received from long-term loan from financial institution	-	700,000,000
Cash capital reduction to its unitholders	(367,534,080)	-
Cash distribution to unitholders	(125,733,401)	(398,181,680)
Cash paid for interest expenses	(54,532,315)	(52,285,324)
Net cash flows from (used in) financing activities	<u>(547,799,796)</u>	<u>2,928,549,930</u>
Net increase (decrease) in cash and cash equivalents	31,419,086	(284,016)
Cash and cash equivalents at the beginning of year	52,931,835	53,215,851
Cash and cash equivalents at the end of year (Note 8)	<u>84,350,921</u>	<u>52,931,835</u>

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

Note to financial statement

For the year ended 31 December 2021

1. General information

1.1 Description of Bhiraj Office Leasehold Real Estate Investment Trust

Bhiraj Office Leasehold Real Estate Investment Trust (“the Trust”) was established on 15 January 2018, as a specific closed-end real estate investment trust with an indefinite term in order to invest in specific property.

The Trust’s objectives are to mobilise funds raised from the selling of trust units and loan from financial institution to invest in the leasehold right of Bhiraj Tower at EmQuartier project which comprises most of the office rental areas in Bhiraj Tower at EmQuartier and the associated operation areas, including the transferred ownership of utility and movable property which related to the operation of office buildings.

The Stock Exchange of Thailand approved the listing of the trust units and permitted their trading from 23 January 2018 onwards.

In August 2020, the Trust made additional investments in Bhiraj Tower at BITEC project including the transferred ownership of utility and movable property which related to the operation of office buildings.

The Trust is managed by Bhiraj REIT Management Company Limited act as the REIT Manager, Kasikorn Asset Management Company Limited acts as the Trustee, Bhiraj Management Company Limited acts as the Property Manager and Thailand Securities Depository Company Limited acts as the trust registrar.

As at 31 December 2021 and 2020, the Trust’s major unitholder is Bhiraj Buri Company Limited which hold 19.99% and 19.99% of issued and fully paid-up trust unit, respectively.

1.2 Coronavirus disease 2019 Pandemic

The Coronavirus disease 2019 pandemic is adversely impacting most businesses and industries. This situation may bring uncertainties and have an impact on the environment in which the Group operates. The REIT manager has continuously monitored ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and has used estimates and judgement in respect of various issues as the situation has evolved.

2. Distribution policy

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

- 2.1 The REIT Manager shall distribute to the Trust's unitholders at least 90% of the adjusted net profit for the accounting year, comprising the year-end distribution and the interim distribution (if any). The REIT Manager shall pay distributions to the Trust's unitholders not more than 4 times in each accounting year, except in the event of a capital increase, when the Trust may pay more than 4 distributions in an accounting year in the best interests of the unitholders holding trust units prior to the capital increase.

The adjusted net profit means profits which are adjusted by the followings:

- (1) Deduction of unrealised gain from appraisal or appraisal review of assets of the Trust including adjustment of other items as prescribed by the Securities and Exchange Commission to reflect the cash position of the Trust.
- (2) Deduction of the reserve set aside for repayment of loan debt or settlement of obligations arising from borrowings of the Trust in accordance with the limit stated in the registration statement and prospectus or annual report, as the case may be.

If the amount of the first year-end distribution per unit to be paid is Baht 0.10 or less in any year, the REIT Manager reserves the right not to pay a distribution at that time and to carry such distribution forward to be paid together with the following distribution for the purpose that is not in conflict with no.2.1.

If the amount of an interim distribution per unit to be paid is Baht 0.10 or less in any quarter, the REIT Manager reserves the right not to pay a distribution at that time and to carry such distribution forward to be paid together with the following distribution.

- 2.2 In the event that the Trust has accumulated losses remaining, the REIT Manager will not pay distributions to unitholders.

3. Basis of preparation of financial statements

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

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

4. Significant accounting policies

4.1 Revenue and expense

Rental and related service income

Rental income is recognised on a straight-line basis over the lease term, and related service income is recognised on an accrual basis.

Interest income and finance cost

Interest income and finance cost are recognised on an accrual basis based on the effective interest rate.

Other expense

Other expenses are recorded on an accrual basis.

4.2 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 price and all direct expenses paid by the Trust in order to acquire such investments.

Investment in leasehold right over properties

Investment in leasehold right over properties is stated at fair value with no depreciation and amortisation. The REIT Manager measured fair value of such investments as at the first reporting date using the acquisition cost of investment, and re-measure them at subsequent reporting dates at fair value, using the appraisal value assessed by an independent appraiser approved by the Thai Valuer Association and the Valuers Association of Thailand (Pursuant to the Notification of the Securities and Exchange Commission concerning the granting of approval of valuation companies and principle valuers for public use). Revaluation is to be made when economic conditions change, but at least every two years, commencing from the date of the appraisal made for the purposes of purchasing the immovable properties. In addition, the valuation will be reviewed within one year after the latest valuation date. Valuations must not be performed by the same independent appraisers more than twice.

Gains or losses on measurement of such investments (if any) are presented as net gains or losses in the statement of comprehensive income.

Investments at fair value through profit or loss

Investment in mutual fund which present in the financial statement are stated at fair value. The fair value is based on net asset value at the close of business on the financial statement date by reference to each management company.

Investments in marketable debt securities which can be freely traded on an open market are presented at their fair value, based on the latest yield rate quoted by The Thai Bond Market Association as of the date on which the investments are valued. The value of investments which cannot be freely traded on an open market is stated on fair value based in accordance with the principles and methods for determining the fair value of investments announced by the Association of Investment Management Companies and in accordance with the stipulations, principles and methods for determining fair value of investments in debt instruments which cannot be freely traded on an open market of the Office of the Securities and Exchange Commission. The Trust uses the amortised cost method to determine the fair value of debt securities, which time to maturity is within 90 days from investment date.

Gains or losses on valuation of investment is presented as other income in the statement of comprehensive income. The weighted average method is used for computation of the cost of investment disposal.

Investments in bank deposits, and non-transferable promissory notes and bills of exchange are presented using the sum of principal and accrued interest as of the date on which the investment is valued to determine fair value. Accrued interest is separately presented in the statement of financial position as “Other receivables”.

4.3 Accounts receivable from rental and service

The Trust determines the fair value of accounts receivable from rental and service based upon historical credit loss experience adjust with the forecast economic condition for that customer.

4.4 Related party transactions

Related parties of the Trust comprise enterprises and individuals that own a voting interest of at least 10% in the Trust, control or are controlled by the Trust, whether directly or indirectly, or which are under common control with the Trust.

They also include enterprises or individuals which directly or indirectly own a voting interest in the Trust that gives them significant influence over the Trust, the Trustee, the REIT Manager, key management personnel, directors, and officers of the REIT Manager with authority in planning and directing the Trust’s operations.

Relationships of related parties are as follows:

Company's Name	Relationship	Details of Business Transactions
Bhiraj REIT Management Company Limited	- REIT manager	- Receive REIT management fee from the Trust
Bhiraj Management Company Limited	- Property Manager	- Receive property management fee from the Trust
Kasikorn Asset Management Company Limited	- Trustee	- Receive Trustee's fee from the Trust
Kasikornbank Public Company Limited	- The parent company of Kasikorn Asset Management Company Limited	- Receive deposit, provide loan to the Trust and rent office area
Bhiraj Buri Company Limited	- Property owner - Major unitholder	- Has entered into lease asset agreement, as the lessor - Has entered into agreement for common area service of Bhiraj Tower at EmQuartier - Has entered into service agreement
Penta 591 Company Limited	- Property owner - Group companies of the Trust's major unitholder	- Has entered into purchase agreement for the ownership of utility and movable property of Bhiraj Tower at EmQuartier and Bhiraj Tower at BITEC
BITEC Services Company Limited	- Group companies of the Trust's unitholder	- Has for tree services of Bhiraj Tower at BITEC and others
Pharindhorn Company Limited	- Property owner	- Has entered into purchase agreement for the ownership of utility and movable property of Bhiraj Tower at BITEC - Has entered into agreement for common area service of Bhiraj Tower at BITEC - Has entered into service agreement

Company's Name	Relationship	Details of Business Transactions
Bhiraj and Beyond Ventures Company Limited	- Group companies of the Trust's unitholder	- Rental and service retail stores
Bhiraj Total Solutions Company Limited	- Group companies of the Trust's unitholder	- Cost of assets

4.5 Distribution to unitholders

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

4.6 Provisions

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

4.7 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.

4.8 Fair value measurement

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

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

- Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities
- Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly
- Level 3 - Use of unobservable inputs such as estimates of future cash flows

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

5. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires the Trust's management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Fair value of investment in leasehold right over properties

The Trust measures its investment in leasehold right over properties on the financial statement date at fair value based on the value as assessed by an independent appraiser. The independent appraiser values the investment by using the income approach, because there is no market price that could be used to apply a comparative approach. The key assumptions used in estimating the fair value are described in Note 6. The Trust considers such fair value is appropriate. However, the actual returns to be received by the Trust on such investment in leasehold right over properties could differ depending upon certain factors and conditions which will be incurred to the assets in the futures.

6. Investment in leasehold right over properties

	(Unit: Thousand Baht)	
	2021	2020
Investment in leasehold right over properties		
at beginning of the year	9,842,994	6,479,211
Purchases of Investment in leasehold right of Bhiraaj		
Tower at BITEC	-	3,343,153
Increase in building improvement	5,016	8,912
Net gain (loss) on investment in leasehold right over properties	(458,365)	11,718
Investment in leasehold right over properties		
at end of the year	9,389,645	9,842,994

During the current year, the Trust arranged for its investment in property to be appraised by an independent appraiser which appraised by the income approach. The Trust has recognised net unrealised loss on investment of Baht 458.37 million (net of accrued income rental and service) in the statement of comprehensive income for the current year.

Key assumptions used in the valuation are summarised below:

	Rate		Result to fair value where as an increase in assumption value
	2021	2020	
Discount rate (%)	9.25 - 9.5	9	Decrease in fair value
Occupancy rate (%)	91.7 - 93.6	95	Increase in fair value
Rental rate per month (Baht per square meter)	700 - 1,035	1,030	Increase in fair value

As at 31 December 2021 and 2020, the Trust has mortgaged investment in leasehold right over property as collateral against business security from a financial institution, as described in Note 11 to the financial statements.

7. Investments at fair value through profit or loss

(Unit: Thousand Baht)

	2021	2020
At the beginning of the year	511,976	293,068
Addition	84,700	217,151
Gain on change in fair value	1,566	1,757
At the end of the year	598,242	511,976

8. Cash and cash equivalents

As at 31 December 2021 and 2020, the Trust has the following cash and cash equivalents.

	Balance		Interest rate per annum	
	(Unit: Thousand Baht)		(Percent)	
	2021	2020	2021	2020
Cash	10	10	-	-
Deposits at bank	84,341	52,922	0.05 - 0.25	0.05 - 0.25
Total cash and cash equivalents	84,351	52,932		

9. Rental and service and other receivables

	(Unit: Thousand Baht)	
	2021	2020
Rental and service receivables		
Unrelated parties	12,680	4,899
Related parties	224	207
Accrued rental income		
Unrelated parties	18,376	3,929
Related party	-	1,230
Total rental and service receivables	31,280	10,265
Other receivables		
Unrelated parties	7	3,518
Related party	9	305
Total other receivables	16	3,823
Loss on fair value adjustment	-	(3,437)
Other receivables - net	16	386
Total rental and service and other receivables	31,296	10,651

The balance of rental and service receivables as at 31 December 2021 and 2020 are aged on the basis of due dates as follows:

	(Unit: Thousand Baht)	
Age of receivables	2021	2020
Not yet due	3,656	4,130
Past due		
Up to 3 months	8,944	854
3 - 6 months	304	122
Total rental and service receivables	12,904	5,106

10. Deferred expenses

As at 31 December 2021 and 2020, deferred expenses represent deferred expenses incurred for issuing and initial public offering the trust units. The details are as follows:

	(Unit: Thousand Baht)	
	2021	2020
Deferred expenses at beginning of the year	35,143	61,963
Addition during the year	-	48,942
Deducted from the capital from unitholders	-	(58,497)
Amortisation during the year	(17,218)	(17,265)
Deferred expenses at end of the year	17,925	35,143

11. Long-term loan from financial institution

As at 31 December 2021 and 2020, long-term loan from financial institution represents loan from Kasikornbank Public Company Limited, the parent company of the trustee. The details are as follows:

	(Unit: Thousand Baht)	
	2021	2020
Long-term loan from financial institution	2,420,000	2,420,000
Less: Deferred transaction costs	(4,442)	(5,626)
Long-term loan from financial institution - Net	<u>2,415,558</u>	<u>2,414,374</u>

The maximum interest rate of the loan is not exceeding MLR - 1.65% throughout the loan agreement.

The loan is secured by a leasehold right over property, as described in Note 6 to the financial statements.

The loan agreement contains covenants that, among other things, require the Trust to maintain a certain debt to total asset ratio and debt service coverage ratio.

12. Capital from unitholders

The transactions of capital from unitholders are summarised below:

	31 December 2021			31 December 2020		
	Trust unit value (Baht)	Number (Thousand units)	Amount (Thousand Baht)	Trust unit value (Baht)	Number (Thousand units)	Amount (Thousand Baht)
Capital from unitholders						
At the beginning of the year	9.4573	737,872	6,978,278	9.4573	515,310	4,873,441
Capital from unitholders	-	-	-	9.4573	222,562	2,104,837
Capital reduction No. 1/2021	(0.1444)	737,872	(106,549)	-	-	-
Capital reduction No. 2/2021	(0.1857)	737,872	(137,023)	-	-	-
Capital reduction No. 3/2021	(0.1680)	737,872	(123,963)	-	-	-
At the end of the year	8.9592	<u>737,872</u>	<u>6,610,743</u>	9.4573	<u>737,872</u>	<u>6,978,278</u>

13. Retain earnings

	(Unit: Thousand Baht)	
	2021	2020
Retained earnings at the beginning of year	233,762	176,296
Add: Increase in net assets resulting from operations during the year	105,670	455,647
Less: Distribution to unitholders during the year	(125,733)	(398,181)
Retain earnings at the end of year	<u>213,699</u>	<u>233,762</u>

14. Distribution to unitholders

Distribution paid during the period ended 31 December 2021 consists, as follows:

Approved date	The operation for the period	Per unit (Baht)	Total (Thousand Baht)
24 February 2021	1 October 2020 to 31 December 2020	0.1704	125,733
			<u>125,733</u>

Distribution paid during the year ended 31 December 2020 consists, as follows:

Approved date	The operation for the period	Per unit (Baht)	Total (Thousand Baht)
20 February 2020	1 October 2019 to 31 December 2019	0.1961	101,053
2 March 2020	1 January 2020 to 29 February 2020	0.1104	56,889
31 July 2020	1 March 2020 to 30 June 2020	0.2400	123,673
31 July 2020	Retained earnings from 15 January 2018 (Date of incorporation) to 31 December 2019	0.0097	5,000
12 November 2020	1 July 2020 to 30 September 2020	0.1512	111,566
			<u>398,181</u>

15. Expenses

Details of the trust management fee, trustee fee, registrar fee and property management fee are summarised below.

15.1 REIT management fee

The REIT Manager is entitled to receive a trust management fee from the Trust at a rate not exceeding 0.75% per annum of the Trust's net assets value. The fee is calculated and charged on a monthly basis.

15.2 Trustee and custodian fee

Trustee is entitled to receive a remuneration at a rate not exceeding 1.00% per annum of the Trust's net assets value. The fee is calculated and charged on a monthly basis.

15.3 Registrar fee

The fee for the work of the trust registrar shall be calculated using the rate determined by the trust registrar. The fee is calculated and charged on an annually basis.

15.4 Property management fee

Property manager is entitled to receive a remuneration consist of base fee, which a rate not exceeding 7.00% per annum of operating revenue, and variable fee, which a rate not exceeding 3.00% per annum of operating profit. The total rate ceiling is not exceeding 3.00% per annum of the Trust's net asset value. The fee is calculated and charged on a monthly basis.

16. Related party transactions

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

	2021	2020	(Unit: Thousand Baht) Pricing policy
Bhiraj Buri Company Limited			
Distribution to unitholders	25,132	79,588	As declared
Capital reduction	73,463	-	As declared
Expenses for common area	4,481	4,517	Contractually agree price
Service income	2,796	1,414	As agreed price
Bhiraj Buri Holding Company Limited			
Distribution to unitholders	2,771	2,459	As declared
Capital reduction	8,100	-	As declared
Pharindhorn Company Limited			
Leasehold right over property	-	2,820,000	Contractually agree price
Sales of assets	-	11,450	Contractually agree price
Cost of rental and service	35,564	14,715	Contractually agree price
Rental and service income	10,019	5,473	Contractually agree price
Penta 591 Company Limited			
Sales of assets	-	468,550	Contractually agree price
Purchase consumables	-	252	As agreed price
Cost of rental and service	201	765	As agreed price
BITEC Services Company Limited			
Tree service expenses	176	72	As agreed price
Bhiraj REIT Management Company Limited			
Trust management fee	27,134	21,235	At the rate stipulated in the service agreements

	2021	2020	(Unit: Thousand Baht) Pricing policy
Bhiraj Management Company Limited			
Property management fee	62,677	51,095	At the rate stipulated in the service agreements
Commission fee	2,655	-	At the rate stipulated in the service agreements
Kasikorn Asset Management Company Limited			
Trustee and custodian fee	11,647	9,362	At the rate stipulated in the service agreements
Kasikornbank Public Company Limited			
Rental and service income	21,434	21,234	Contractually agree price
Interest income	288	281	As detailed in Note 8
Interest expenses	71,113	68,632	As detailed in Note 11

The balances of the accounts as at 31 December 2021 and 2020 between the Trust and those related parties are as follows:

	2021	2020
Bhiraj Buri Company Limited		
Rental and service receivable	45	69
Trade and other payables	826	744
Bhiraj REIT Management Company Limited		
REIT management fee payable	2,405	2,372
Bhiraj Management Company Limited		
Property management fee payable	5,502	5,010
Kasikorn Asset Management Company Limited		
Trustee and custodian fee	1,999	2,066
Kasikornbank Public Company Limited		
Deposits at bank	83,482	51,419
Accrued rental income	-	1,230
Deposit from rental and services	5,356	5,105
Advance receipt for rental and services	1,874	1,792
Long-term loan from financial institution	2,420,000	2,420,000
Interest payable	25,606	10,210
Interest receivable	9	7

	(Unit: Thousand Baht)	
	2021	2020
Penta 591 Company Limited		
Trade and other payables	148	997
Pharindhorn Company Limited		
Rental and service and other receivable	123	506
Trade and other payables	2,984	3,311
Deposit from rental and services	991	997
Bhiraj and Beyond Ventures Company Limited		
Rental and service and other receivable	55	-
Deposit from rental and services	300	-

17. Information on investment purchase and sales transactions

The Trust's investment purchase and sales transactions during the year, excluding investments in cash at banks, amounted to Baht 564.71 million which is 7.47% of the average net asset values during the period.

18. Segment Information

The one main reportable operating segment of the Trust is lease of property investment 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.

During the year, the Trust has no major customer with revenue of 10% or more of an entity's revenues.

19. Commitments

19.1 The Trust is committed to pay fees to counterparties as described in the Note 15 to the financial statements.

19.2 The Trust has entered into several service agreements in cleaning service and security service. The term of the agreements are general between 1 to 3 years.

As at 31 December 2021 and 2020, future service payments required under these service agreements were as follows:

	(Unit: Million Baht)	
	2021	2020
Payable within:		
Less than 1 year	35	32
1 to 3 years	9	19

19.3 As at 31 December 2021 and 2020, the Trust has a contractual performance guarantee of approximately Baht 4 million and Baht 4 million respectively, issued by bank to guarantee electricity use.

20. Fair value hierarchy

As at 31 December 2021 and 2020, the Trust had the assets that were measured at fair value using different levels of input as follows:

	(Unit: Million Baht)			
	2021			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Investment in securities	-	598	-	598
Investment in leasehold right over properties	-	-	9,390	9,390
Rental and service and other receivables	-	-	31	31
				(Unit: Million Baht)
	2020			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Investment in securities	-	512	-	512
Investment in leasehold right over properties	-	-	9,843	9,843
Rental and service and other receivables	-	-	11	11

The Trust estimated fair value of assets measure at fair value as stated in note 6 and 7.

During the year, there were no transfers within fair value hierarchy.

21. Financial instruments

21.1 Financial risk management objective and policies

The Trust's financial instruments, as defined under the Accounting Guidance for Property Funds Real Estate Investment Trusts, Infrastructure Fund, and Infrastructure Trusts, principally comprise cash and cash equivalents, accounts receivable from rental and services, trade and other payables, deposits from rental and services and long-term loan from financial institution. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Trust is exposed to credit risk primarily with respect to accounts receivable from rental and services, deposits at bank and financial instruments and other financial instruments. The maximum exposure to credit risk is limited to the carrying amounts of accounts receivable from rental and services as stated in the statement of financial position.

Rental and service receivables

The Trust Manager manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. In addition, the Trust does not have high concentrations of credit risk since it has a large and various customer base and outstanding rental and service receivables are regularly monitored.

The Trust measures the fair value of rental and service receivables at each reporting date based on days past due for groupings of various customer segments with similar credit risks.

The Trust classifies customer segments by customer type and credit rating, and other forms of credit insurance. The calculation of the fair value reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, rental and service receivables are written-off if past due for more than one year and not subject to enforcement activity.

Financial instruments and cash deposits

The Trust manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Trust Manager on an annual basis, and may be updated throughout the year subject to approval of the Trust Manager. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

Interest rate risk

The Trust's exposure to interest rate risk relates primarily to its cash and cash at banks and long-term loan from financial institution. Most of the Trust's financial assets and liabilities bear floating interest rates which are close to the market rate.

As at 31 December 2021 and 2020, significant financial assets and liabilities classified by type of interest rate are summarised in the table below.

				(Unit: Million Baht)
2021				
	Floating interest rate	Non-interest bearing	Total	Effective interest rate (% per annum.)
Financial assets				
Investment in securities	-	598	598	-
Deposits at banks	84	-	84	Please see in note 8
Rental and service and other receivables	-	31	31	-
	<u>84</u>	<u>629</u>	<u>713</u>	
Financial liabilities				
Trade and other payables	-	60	60	-
Deposits from rental and services	-	231	231	-
Long-term loan from financial institution	2,416	-	2,416	Please see in note 11
	<u>2,416</u>	<u>291</u>	<u>2,707</u>	
				(Unit: Million Baht)
2020				
	Floating interest rate	Non-interest bearing	Total	Effective interest rate (% per annum.)
Financial assets				
Investment in securities	-	512	512	-
Deposits at banks	53	-	53	Please see in note 8
Rental and service and other receivables	-	11	11	-
	<u>53</u>	<u>523</u>	<u>576</u>	
Financial liabilities				
Trade and other payables	-	55	55	-
Deposits from rental and services	-	227	227	-
Long-term loan from financial institution	2,414	-	2,414	Please see in note 11
	<u>2,414</u>	<u>282</u>	<u>2,696</u>	

Foreign currency risk

The Trust considers itself no foreign currency risk because the Trust has no foreign currency transactions, and no financial assets and liabilities denominated in foreign currencies outstanding at the date of the financial statement.

Market risk

The Trust is exposed to market risk due to its investment in securities. The return on investment depends on the fluctuation of the economic and political conditions, as well as money market and capital market situation. Such circumstances may have a positive or negative impact on the performance of the fund, depending on the type of fund whether it is correlated with the market volatility that may result in the increase or decrease in the investment value.

21.2 Fair values of financial instruments

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

A fair value is the amount for which an asset can be exchanged or a liability settled between knowledgeable, willing parties in an arm's length transaction. The fair value is determined by reference to the market price of the financial instrument or by using an appropriate valuation technique, depending on the nature of the instrument.

22. Capital management

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

23. Event after reporting period

On 25 February 2022, a meeting of Board of Directors of the REIT Manager passed a resolution to approve the appropriation of an interim distribution of Baht 0.1466 per unit trust, or a total of Baht 108,172,046. The Trust will pay the interim distribution to its unitholders on 31 March 2022

24. Approval of financial statements

These financial statements were authorised for issue by the authorised person of the REIT manager on 25 February 2022.



REIT Manager

Bhiraj REIT Management Company Limited

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