



## Annual Report

# 2020

### Bualuang Office Leasehold Real Estate Investment Trust

For Period from 1 January 2020 to 31 December 2020



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## 1. Message from the REIT manager

Dear Unitholders,

BBL Asset Management Company Limited, acting as a REIT Manager, would like to submit an Annual Report demonstrating the performance of Bualuang Office Leasehold Real Estate Investment Trust (“B-WORK”) for the fiscal year 2020 (1 January – 31 December 2020) to all unitholders.

At the moment, office market in Bangkok is facing a greater competition level driven by an increase in new office building projects while, in the medium term, demand for office space has been limited by a change in office usage behavior. The tenants are now utilizing the office space more effectively and dynamically. However, we believe that, in the long term, corporates and organizations shall remain their presence in office building since it augments productivity and strengthens the company culture.

In 2020, B-WORK was able to maintain the notable occupancy and average rental rates for both True Tower 1 (Ratchadapisek Road / Rama 9) and True Tower 2 (Pattanakarn Road). The net profit on investments was THB 311.82 million while the trust made 4 distribution payments in total of THB 0.7709 per trust unit.

BBL Asset Management Company Limited would like to express our gratefulness to all unitholders for entrusting us to manage your investments. In this regard, we intend to perform our role to adhere to the principles of good governance and consistently consider new investment opportunity to drive the growth of the trust and benefit to the unitholders.

Pornchalit Ploykrachang

Deputy Managing Director

Head of Real Estate & Infrastructure Investment

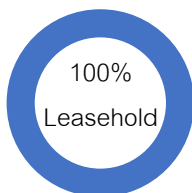
## Summary of the REIT

As of 31 December 2020

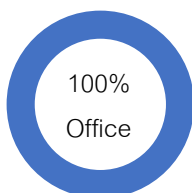
REIT Name (Thai)	ทรัสต์เพื่อการลงทุนในสิทธิการเช่าอสังหาริมทรัพย์บวหลวง ออฟฟิศ
REIT Name (English)	Bualuang Office Leasehold Real Estate Investment Trust
Symbol	B-WORK
REIT Manager	BBL Asset Management Company Limited ("BBLAM")
Property Manager	True Properties Company Limited ("True Properties")
Trustee	Krungthai Asset Management Public Company Limited ("KTAM")
Independent auditor	KPMG Phoomchai Audit Ltd.
Inception Date	6 February 2018
Term of the REIT	Indefinite
Type of the REIT	Unit trust is not redeemable
Term of Lease	Leasehold in land and building of True Tower 1 Project and True Tower 2 Project for 30 years and expiring on 7 February 2048

Market Cap (Million baht)	4,130.56 MB	Closing price on the last day of the year	11.20
Number of units	368,800,000	Paid-up Capital	3,620.03 MB
Net Asset Value (NAV)	3,849.28 MB	NAV (per unit)	10.4373
PAR (Baht per unit)	9.8157	Inception Date	7 Feb 2018
Price/NAV	1.07	Weighted average land lease term	27.1 Years

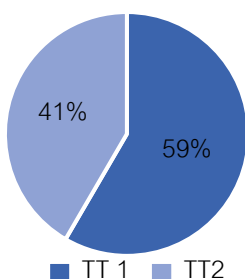
### Investment Proportion



### Property Type (Appraised Value)



### Revenue Structure



### The REIT's Capital Structure

Total Asset

4,990.67 MB

Liabilities

1,141.39 MB

Equities

3,849.28 MB

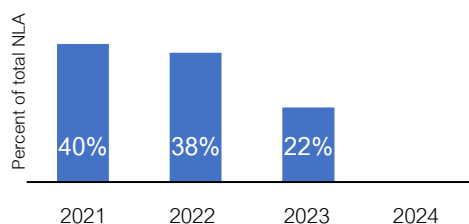
Retained earnings

229.25 MB

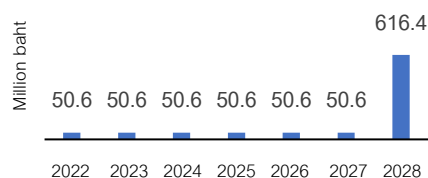
Debt / Total Asset Value

18.43%

Weighted (WALE) = 1.64 Yrs.



Details of loan repayment



### Appraisal Value

Investment Property	Appraisal Value	Appraiser
อาคาร ทูรทาวเวอร์ 1	2,839.10 MB	EDMUND TIE & COMPANY (THAILAND) COMPANY LIMITED
อาคาร ทูรทาวเวอร์ 2	1,750.20 MB	

Remark : The appraisal report can be downloaded at

[www.bworkreit.com/th/investor-relations/publication-download/appraisal-reports](http://www.bworkreit.com/th/investor-relations/publication-download/appraisal-reports)

## 2. Summary of the REIT

REIT Name (in Thai)	ทรัสต์เพื่อการลงทุนในสิทธิการเช่าอสังหาริมทรัพย์บวหลวง ออฟฟิศ
REIT Name (in English)	Bualuang Office Leasehold Real Estate Investment Trust
Symbol	B-WORK
REIT Manager	BBL Asset Management Company Limited ("BBLAM")
Property Manager	True Properties Company Limited ("True Properties")
Trustee	Krungthai Asset Management Public Company Limited ("KTAM")
Term of the REIT	Indefinite
Type of REIT Units	Trust unit is not redeemable
Term of Lease	Leasehold in land and building of True Tower 1 Project and True Tower 2 Project for 30 years period counting from the registered date of the leasehold onwards and expiring on February 7, 2048
Paid-up Registered Capital	3,620,030,160 Baht
Key Information Summary of Revenue Generating from Invested Property	Policy of benefits procurement from core assets invested by REIT by leasing the area of the invested properties to the tenants. REIT Manager by BBLAM procures benefits from REIT assets through establishing the policy and setting the strategy of REIT asset management to generate best interest for REIT and entrust the duty of property management to True Properties on behalf of Property Manager
Key Information Summary of Borrowing	REIT entered into long-term loan contract with Bangkok Bank Public Company Limited for 920,000,000 Baht deployed for an investment in the core assets
Key Information of Property Income Guarantee	- None -
Summary of Significant Event Affecting REIT Operation	- None -

**Information of Dividended  
Payment**

REIT distributed dividend from operating performance in FY2020 in total of 4 payments or in the value of 0.7709 Baht per trust unit. The details are shown as follows:

No.	Operating Period	Payment Date	Dividend (Baht per trust unit)	Total (Baht per trust unit)
1	6 FEB 2018 – 30 JUN 2018	6 September 2018	0.3034	0.4834
2	1 JUL 2018 – 31 DEC 2018	25 March 2019	0.1800	
3	1 JAN 2019 – 31 MAR 2019	11 June 2019	0.1912	0.7558
4	1 APR 2019 – 30 JUN 2019	5 September 2019	0.1810	
5	1 JUL 2019 – 30 SEP 2019	6 December 2019	0.1880	
6	1 OCT 2019 – 31 DEC 2019	26 March 2020	0.1956	
7	1 JAN 2020 – 31 MAR 2020	10 June 2020	0.1951	0.7709
8	1 APR 2020 – 30 JUN 2020	10 September 2020	0.1923	
9	1 JUL 2020 – 30 SEP 2020	8 December 2020	0.1923	
10	1 OCT 2020 – 31 DEC 2020	24 March 2021	0.1912	
Total			2.0101	2.0101

**Information of Capital Reduction** REIT did not announced a capital reduction in FY2020. The remaining par value of unit trust was 9.8157 Baht per trust unit. The details are shown as follows:

No.	Payment Date	Capital Reduction (Baht per trust unit)
1	11 December 2018	0.1843
Total		0.1843

## **2. Key Risks of Investment in Trust Units**

### **2.1 Business operational risk**

Business operational risk of the REIT is related to business operation of the assets invested by REIT in terms of revenue, expense, and competitiveness of the business in relation to various elements such as occupant, property manager, and service provider, including procedure, policy and management process. This type of risk affects a success of REIT investment.

### **2.2 Asset utilization risk**

The utilization of the assets associated with risks from external factors such as land expropriation risk, environment-related law risk, and natural disaster risk, and risks from internal factors such as risk from ability to pay rental fees of tenants, parking lot inadequacy risk, etc.

### **2.3 Investment Risk**

This investment risk is related to risk from property information verification process prior to investment whereas at the time after investment, property value confronts with risk from property value invested by REIT according to the appraised value by the asset valuation company whereas the said appraised value is not a representative of an actual value of the property and unable to guarantee that the said property value will be in line with the appraisal either at present or in the future.

### **2.4 REIT Unit Investment Risk Exposed by the Investor**

REIT unit investment risk may affect distribution rate and unit trust value such as unit trust price risk which may decrease after offering for sale of trust units and limited liquidity in the secondary market for the trading of trust units, actual operating performance risk that may be significantly different from the expected comprehensive income statement based on assumption either explicitly or implicitly, etc.

### 3. Key financial statement

#### Summary of Independent Auditor's Report from certified public accountant

Year	Name of Certified Public Accountant	Accounting Company
2020	Miss Sujitra Masena	KPMG Phoomchai Audit Ltd.
2019	Miss Sujitra Masena	KPMG Phoomchai Audit Ltd.
2018	Miss Sujitra Masena	KPMG Phoomchai Audit Ltd.

This report that shown below is financial statements for the year ended 31 December 2020 that has been audited by a certified public accountant, and the opinion of the authorized auditor, which can be summarized as follows:

“The auditor commented that the accompanying financial statements present fairly, in all material respects, the financial position of the Trust as at 31 December 2020, and its financial performance, changes in net assets, cash flows and the significant financial information for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs) “

#### 1 Financial Statements

Balance sheet (Unit : Baht)	As of 31 December 2020	As of 31 December 2019	As of 31 December 2018
<b>Assets</b>			
Investments in leasehold properties at fair value	4,578,035,559	4,455,394,394	4,491,000,000
Investments measured at fair value through profit or loss	147,894,052	224,297,392	143,605,079
Cash and cash equivalents	207,568,928	86,410,536	134,921,117
Receivables on accrued rental and service income	14,507,151	65,962,562	55,752,275
Receivables on accrued other income	7,865,384	7,439,096	6,455,758
Receivables on accrued interest income	45,939	656,893	330,528
Deferred expenses	1,111,382	1,642,407	2,171,982
Refundable value added tax	-	3,713,678	17,801,438
Refundable deposits	10,523,200	10,523,200	10,523,200
Other assets	23,119,152	17,022,422	2,058,668
<b>Total assets</b>	<b>4,990,670,747</b>	<b>4,873,062,580</b>	<b>4,864,620,045</b>



Balance sheet (Unit : Baht)	As of 31 December 2020	As of 31 December 2019	As of 31 December 2018
<b>Liabilities</b>			
Trade accounts payable	15,419,587	7,355,663	18,990,116
Other payables and accrued expenses	42,928,386	46,579,316	31,923,049
Rental and service income received in advance	38,262,492	81,143,349	77,703,343
Deposits from rental and services	121,871,267	114,404,351	111,281,114
Long-term borrowings	920,000,000	920,000,000	920,000,000
Other liabilities	2,912,303	2,380,234	1,913,200
<b>Total liabilities</b>	<b>1,141,394,035</b>	<b>1,171,862,913</b>	<b>1,161,810,822</b>
<b>Net assets</b>	<b>3,849,276,712</b>	<b>3,701,199,667</b>	<b>3,702,809,223</b>
Capital from unitholders	3,620,030,160	3,620,030,160	3,620,030,160
Retained earnings	229,246,552	81,169,507	82,779,063
<b>Net assets</b>	<b>3,849,276,712</b>	<b>3,701,199,667</b>	<b>3,702,809,223</b>
<b>Net asset value per unit (Baht)</b>	<b>10.4373</b>	<b>10.0357</b>	<b>10.0401</b>
<b>Number of trust units issued at the end of the year (units)</b>	<b>368,800,000</b>	<b>368,800,000</b>	<b>368,800,000</b>

## 2 Statement of income

Statement of income (Unit : Baht)	1 January 2020 - 31 December 2020	1 January 2019 - 31 December 2019	6 February 2018 - 31 December 2018
<b>Investment income</b>			
Rental and service income	563,298,021	566,735,587	496,044,024
Interest income	2,089,892	3,311,094	2,347,203
Other income	10,248,522	9,480,341	7,808,409
<b>Total income</b>	<b>575,636,435</b>	<b>579,527,022</b>	<b>506,199,636</b>
<b>Expenses</b>			
Management fees	13,298,111	13,053,240	11,846,989
Trustee fees	8,627,017	8,499,685	7,703,580
Registrar fees	1,196,782	1,470,390	1,351,641
Property management fees	46,562,495	40,501,146	30,632,678

Statement of income (Unit : Baht)	1 January 2020 - 31 December 2020	1 January 2019 - 31 December 2019	6 February 2018 - 31 December 2018
Professional fees	1,556,800	1,536,000	1,384,205
Amortisation of deferred expenses	531,026	529,575	453,258
Costs of rental and services	148,469,436	156,820,035	141,461,580
Administration expenses	2,294,774	2,906,884	2,810,248
Finance costs	41,276,493	47,020,822	35,029,315
<b>Total expenses</b>	<b>263,812,934</b>	<b>272,337,777</b>	<b>232,673,494</b>
<b>Net profit on investments</b>	<b>311,823,501</b>	<b>307,189,245</b>	<b>273,526,142</b>
<b>Net gain (loss) on investments</b>			
Net gain on changes in fair value of investments in leasehold properties	122,141,165	-	-
Net unrealised loss on investments in leasehold properties	-	(35,813,041)	(78,853,159)
Net gain on changes in fair value of investments measured at fair value through profit or loss	42,921	-	-
<b>Total net gain (loss) on investments</b>	<b>122,184,086</b>	<b>(35,813,041)</b>	<b>(78,853,159)</b>
<b>Net increase in net assets resulting from operations</b>	<b>434,007,587</b>	<b>271,376,204</b>	<b>194,672,983</b>

### 3 Statement of cash flows

Statement of cash flows (Unit : Baht)	1 January 2020 - 31 December 2020	1 January 2019 - 31 December 2019	6 February 2018 - 31 December 2018
<b>Cash flows from operating activities</b>			
Net increase in net assets resulting from operations	434,007,587	271,376,204	194,672,983
<i>Adjustments to reconcile increase in net assets from operations to net cash used in operating activities</i>			
Purchases of investments in leasehold properties	(500,000)	(207,435)	(4,569,853,159)
Purchase of investments	(353,553,430)	(352,481,228)	(143,605,079)

Statement of cash flows (Unit : Baht)	1 January 2020 - 31 December 2020	1 January 2019 - 31 December 2019	6 February 2018 - 31 December 2018
Proceed from sale of investments	430,297,393	271,788,915	453,258
Amortisation of deferred expenses	531,025	529,575	453,258
Amortisation of discount on investments in bonds	(297,702)	-	-
Decrease (increase) in receivables on accrued rental and service income	51,455,411	(15,125,381)	(55,752,275)
Increase in receivables on accrued other income	(426,288)	(983,338)	(6,455,758)
Decrease in refundable value added tax	3,713,678	14,087,760	(17,801,438)
Increase in refundable deposits	-	-	(10,523,200)
Increase in other assets	(6,096,730)	(10,048,660)	(2,058,668)
Increase (decrease) in trade accounts payable	8,063,924	(11,634,453)	18,990,116
(Decrease) increase in other payables and accrued expenses	(872,026)	11,877,362	18,746,885
(Decrease) increase in rental and service income received in advance	(42,880,857)	3,440,006	77,703,343
Increase in deposits from rental and services	7,466,916	3,123,237	111,281,114
Increase in other liabilities	532,069	467,034	1,913,200
Interest income	(2,089,892)	(3,311,094)	(2,347,203)
Interest received	2,700,846	2,984,729	2,016,675
Finance costs	41,276,493	47,020,822	35,029,315
Net gain on changes in fair value of investments in leasehold properties	(122,141,165)	-	-
Net unrealised loss on investments in leasehold properties	-	35,813,041	78,853,159
Net gain on changes in fair value of investments measured at fair value through profit or loss	(42,921)	-	-

Statement of cash flows (Unit : Baht)	1 January 2020 - 31 December 2020	1 January 2019 - 31 December 2019	6 February 2018 - 31 December 2018
Net cash from operating activities	451,144,331	268,717,096	(4,268,736,732)
<b>Cash flows from financing activities</b>			
Proceeds from issued of trust capital from unitholders	-	-	3,688,000,000
Proceeds from long-term loans	-	-	920,000,000
Payment for the trust unit issuance costs and offering the trust unit expenses	-	-	(2,625,240)
Interest paid	(44,055,397)	(44,241,917)	(21,853,151)
Distributions to unitholders	(285,930,542)	(272,985,760)	(111,893,920)
The reduction of paid-in capital distributed to unitholders	-	-	(67,969,840)
Net cash used in financing activities	(329,985,939)	(317,227,677)	4,403,657,849
Net increase (decrease) in cash and cash equivalents	121,158,392	(48,510,581)	134,921,117
Cash and cash equivalents at 1 January	86,410,536	134,921,117	-
Cash and cash equivalents at 31 December	207,568,928	86,410,536	134,921,117

## 4. The REIT Manager's Management Discussion and Analysis

### 1. Operating Performance

#### 1.1 Total Income

Total income for FY2020 was THB 575.64mn, dropping slightly 0.7% from last year, which consists of the following:

- Rental income was THB 216.57mn, growing 2.3% from last year, which came from an increase in the rental rate in lease agreements recognized based on a straight-line basis
- Services income was THB 346.73mn, dropping 2.3% YoY from last year. The details are as follows:
  - Service agreement income of THB 253.86mn, increasing 2.4% from last year, which came from an increase in the service rate in service agreements recognized based on a straight-line basis
  - Utility income of THB 89.70mn, dropping 11.7% from last year, due to work from home policy of tenants that was in line with the reduction in the utility costs
  - Parking revenue was THB 3.17mn, decreasing 42.7% from last year, due to work from home policy of tenants to limit spread of COVID-19

Income (Unit : Baht)	1 January 2020 - 31 December 2020	1 January 2019 - 31 December 2019	YoY (%)
<b>Investment income</b>			
Rental income	216,571,655	211,752,115	2.3%
Service income	346,726,366	354,983,472	(2.3%)
Interest income	2,089,892	3,311,094	(36.9%)
Other income	10,248,522	9,480,341	8.1%
<b>Total income</b>	<b>575,636,435</b>	<b>579,527,022</b>	<b>(0.7%)</b>

#### 1.2 Total Expenses

Total expense for FY2020 was THB 263.83mn, decreasing 3.1% from last year, which consists of the following:

- Costs of rental and services were THB 148.47mn, dropping 5.3% from last year, came mainly from the decrease in utility expense due to work from home policy of tenants this year

- Administrative expenses were THB 2.29mn, dropping 21.1% from last year
- Amortisation of deferred expenses were THB 0.53mn, in line with FY2019
- Finance costs were THB 41.28mn, dropping 12.2% from last year, due to a MLR rate cut

Expenses (Unit : Baht)	1 January 2020 - 31 December 2020	1 January 2019 - 31 December 2019	YoY (%)
<b>Expenses</b>			
Management fees	13,298,111	13,053,240	1.9%
Trustee fees	8,627,017	8,499,685	1.5%
Registrar fees	1,196,782	1,470,390	(18.6%)
Property management fees	46,562,495	40,501,146	15.0%
Professional fees	1,556,800	1,536,000	1.4%
Amortisation of deferred expenses	531,026	529,575	0.3%
Costs of rental and services	148,469,436	156,820,035	(5.3%)
Administration expenses	2,294,774	2,906,884	(21.1%)
Finance costs	41,276,493	47,020,822	(12.2%)
<b>Total expenses</b>	<b>263,812,934</b>	<b>272,337,777</b>	<b>(3.1%)</b>

### 1.3 Net Investment Income and Net Increase in Net Assets from Operations

B-WORK recorded net profit on investment of THB 311.81mn and net gain on investment of THB 122.18mn. As a result, B-WORK recorded net increase in net assets from operations for FY2020 of THB 43 4 . 0 1 mn, increasing 59.9% from last year, due to net gain on revaluation of investment in leasehold properties, which was derived from an income approach method from an independent appraiser of THB 122.18mn in 3Q2020.

Statement of income (Unit : Baht)	1 January 2020 - 31 December 2020	1 January 2019 - 31 December 2019	YoY (%)
Total income	575,636,435	579,527,022	(0.7%)
Total expenses	263,812,934	272,337,777	(3.1%)
Net profit on investments	311,823,501	307,189,245	1.5%
Total net gain (loss) on	122,184,086	(35,813,041)	N/A

Statement of income (Unit : Baht)	1 January 2020 - 31 December 2020	1 January 2019 - 31 December 2019	YoY (%)
investments			
Net increase in net assets resulting from operations	434,007,587	271,376,204	59.9%

## 2. Balance Sheet

### 2.1 Total Assets

Total assets of B-WORK as of 31 DEC 2020 were THB 4,990.67mn. These consist of investment in leasehold properties at fair value of THB 4,578.04mn, investment in securities and cash at financial institutions of THB 355.51mn and other assets of THB 57.13mn.

Assets (Unit : Baht)	As of 31 December 2020	As of 31 December 2019
<b>Assets</b>		
Investments in leasehold properties at fair value	4,578,035,559	4,455,394,394
Investments measured at fair value through profit or loss	147,894,052	224,297,392
Cash and cash equivalents	207,568,928	86,410,536
Receivables on accrued rental and service income	14,507,151	65,962,562
Receivables on accrued other income	7,865,384	7,439,096
Receivables on accrued interest income	45,939	656,893
Deferred expenses	1,111,382	1,642,407
Refundable value added tax	-	3,713,678
Refundable deposits	10,523,200	10,523,200
Other assets	23,119,152	17,022,422
<b>Total assets</b>	<b>4,990,670,747</b>	<b>4,873,062,580</b>

## 2.2 Total liabilities

Total liabilities were THB 1,141.39mn. These consist of account payables, accrued expenses, and rental and services income received in advance of THB 96.61mn, deposits from rental and services of THB 121.87mn, long-term loan of THB 920.00mn and other liabilities of THB 2.91mn.

Liabilities (Unit : Baht)	As of 31 December 2020	As of 31 December 2019
<b>Total liabilities</b>		
Trade accounts payable	15,419,587	7,355,663
Other payables and accrued expenses	42,928,386	46,579,316
Rental and service income received in advance	38,262,492	81,143,349
Deposits from rental and services	121,871,267	114,404,351
Long-term borrowings	920,000,000	920,000,000
Other liabilities	2,912,303	2,380,234
<b>Total liabilities</b>	<b>1,141,394,035</b>	<b>1,171,862,913</b>

## 2.3 Net Asset Value

Net asset value as of 31 Dec 2020 was THB 3,849.28mn, or THB 10.4373 per unit.

## 3. Statement of cash flows

Cash and cash equivalents of B-WORK as of 31 December 2020 were THB 207.57mn, which consists of the following important items:

(1) Net cash from operating activities were THB 451.14 mn, which increase from last year due to the disposal of investments of THB 182.43mn

(2) Net cash used in financing activities were THB 329.99 mn, which mostly came from distribution to unitholders of THB 285.93mn and interest paid of THB 44.06mn



Statement of cash flows (Unit : Baht)	1 January 2020 - 31 December 2020	6 January 2019 - 31 December 2019
Net cash from (used in) operating activities	451,144,331	268,717,096
Net cash from (used in) financing activities	(329,985,939)	(317,227,677)
Net increase (decrease) in cash and cash equivalents	121,158,392	(48,510,581)
Cash and cash equivalents at the beginning of the year/period	86,410,536	134,921,117
Cash and cash equivalents at the end of the year/period	207,568,928	86,410,536

#### 4. Financial Ratio

As of 31 December 2020, the financial ratios of B-WORK are shown as follows:

Ratio	As of 31 December 2020	As of 31 December 2019	As of 31 December 2018
Debt to Total Assets (%)	18.43%	18.88%	18.91%
Interest Coverage Ratio (Times)	8.55	7.53	8.81
Return on Capital Employed (ROCE) (%)	7.66%	7.69%	7.43%

#### 5. The REIT's Returns

Historical cash distributions of B-WORK are shown as follows:

##### 5.1 Dividend Payment

No.	Operating Period	Payment Date	Dividend (Baht per trust unit)	Total (Baht per trust unit)
1	6 FEB 2018 – 30 JUN 2018	6 September 2018	0.3034	0.4834
2	1 JUL 2018 – 31 DEC 2018	25 March 2019	0.1800	
3	1 JAN 2019 – 31 MAR 2019	11 June 2019	0.1912	0.7558
4	1 APR 2019 – 30 JUN 2019	5 September 2019	0.1810	
5	1 JUL 2019 – 30 SEP 2019	6 December 2019	0.1880	
6	1 OCT 2019 – 31 DEC 2019	26 March 2020	0.1956	
7	1 JAN 2020 – 31 MAR 2020	10 June 2020	0.1951	0.7709
8	1 APR 2020 – 30 JUN 2020	10 September 2020	0.1923	
9	1 JUL 2020 – 30 SEP 2020	8 December 2020	0.1923	
10	1 OCT 2020 – 31 DEC 2020	24 March 2021	0.1912	
Total			2.0101	2.0101

## 5.2 Capital Reduction

No.	Payment Date	Capital Reduction (Baht per trust unit)
1	11 December 2018	0.1843
Total		0.1843

## 5. General information

REIT Name (in Thai)	ทรัสต์เพื่อการลงทุนในสิทธิการเช่าอสังหาริมทรัพย์บัวหลวง ออฟฟิศ
REIT Name (in English)	Bualuang Office Leasehold Real Estate Investment Trust
Symbol	B-WORK
REIT Manager	BBL Asset Management Company Limited (“BBLAM”)
Property Manager	True Properties Company Limited (“True Properties”)
Trustee	Krungthai Asset Management Public Company Limited (“KTAM”)
Term of the REIT	Indefinite
Type of REIT Units	Trust unit is not redeemable
Term of Lease	Leasehold in land and building of True Tower 1 Project and True Tower 2 Project for 30 years period counting from the registered date of the leasehold onwards and expiring on February 7, 2048
Paid-up Registered Capital	3,620,030,160 Baht

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

### 1 Information of Trust Units

Registered Capital Received from Unitholders	3,688,000,000.00 Baht
Paid-Up Registered Capital	3,688,000,000.00 Baht
Payment of the 1 <sup>st</sup> capital reduction	67,969,840.00 Baht
Current Registered Capital	3,620,030,160.00 Baht
REIT Units	368,800,000 Units
Type of Trust Unit	No Redemption of Trust Units
Net Asset Value (as at December 31, 2020)	3,849,276,712 Baht
Net Asset Value per Unit (as at December 31, 2020)	10.4373 Baht per Unit
Net Asset Value (as at December 31, 2019)	3,701,199,667 Baht
Net Asset Value per Unit (as at December 31, 2019)	10.0357 Baht per Unit
Trade Value	502,592,614 Baht
Market Capitalization*	4,130,560,000 Baht

*Remark \* Reference information in the last trading day as at 30 December 2020*

### 2 Information of the Unitholders

#### 2.1 The group of top ten major unitholders as at 30 December 2020

No.	Shareholders	Shares	% Shares
1	True Properties Company Limited	56,000,000	15.18%
2	CIMB-PRINCIPAL PROPERTY INCOME FUND	37,405,500	10.14%
3	Social Security Office	32,585,000	8.84%
4	Allianz Ayudhya Assurance Public Company Limited	28,000,000	7.59%
5	Government Savings Bank	26,208,200	7.11%
6	Muang Thai Life Assurance Public Company Limited	12,128,900	3.29%
7	Muang Thai Insurance Public Company Limited	9,400,000	2.55%
8	Krungthai-AXA Life Insurance Public Company Limited	7,403,400	2.01%
9	Aioi Bangkok Insurance Public Company Limited	7,323,100	1.99%
10	FWD Life Insurance Public Company Limited	6,830,000	1.85%
	<b>Total</b>	<b>223,284,100</b>	<b>60.54%</b>

## 2.2 The major unitholders as at 30 December 2020 (holding trust units from 10% and more including connected person)

No.	Shareholders	Shares	% Shares
1	True Properties Co., Ltd.	56,000,000	15.18
2	PRINCIPAL PROPERTY INCOME FUND	37,405,500	10.14
	<b>Total</b>	<b>93,405,500</b>	<b>25.33</b>

## 3 The REIT's Distribution Payment

### 3.1 Distribution Payment Policy

The REIT has a policy to pay distribution to the unitholders at least twice a year. Nevertheless, in case where the REIT Manager deems appropriate, the REIT Manager may consider paying such distribution to the unitholders more than twice a year.

(1) The REIT Manager shall make distribution payment to the unitholders by no less than 90% of total adjusted net profit of the fiscal year. The payment shall be made within 90 days from the ending date of fiscal year or fiscal year period of which such distribution payment is made as the case may be or at any other rate specified by the SEC. However, the REIT Manager may consider retain reserve for major renovation and/or refurbishment according to the plan proposed by the Property Manager in the rate of not exceeding 5.00% of revenue from operation in fiscal year. The REIT Manager shall consider the necessity, adequacy of fund for major renovation and/or refurbishment, and other source of funds such as short-term borrowing, etc.

(2) In case where the REIT remains having accumulated deficit balance, the REIT Manager shall not make distribution payment to the unitholders.

### 3.2 Restriction and Procedure of Distribution Payment to the Unitholders

(1) In case where fact is appeared to the REIT Manager that any person or same group of persons holds trust units of any REIT more than 50% of total sold trust units, the REIT Manager shall notify such person the restriction of right to receive distribution for acknowledgement without delay. The REIT Manager shall not pay distribution to the said person or the same group of persons in the portion more than 50% of total sold trust units unless otherwise prescribed or indulgent by related laws. Such distribution shall belong to other unitholders in the unitholding proportion. The REIT Manager shall consider allocate such distribution to the unitholders with right to receive in that time.

(2) The REIT Manager shall announce the distribution payment on the closing date of the Unitholders' Registration to define the right of the unitholder that has right to receive distribution and the rate of distribution

through information dissemination system of the Stock Exchange of Thailand; and may be also announced by any means as follows.

(2.1) Delivery of written notice to the unitholders whose names are appeared in the Unitholders' Registration of the REIT on the closing date of the Unitholders' Registration; or

(2.2) Publicly posting at every office of the REIT Manager; or

(2.3) Via website of the REIT Manager; or

(2.4) Publicizing in at least 1 (one) issue of newspaper

(3) The REIT Manager shall make distribution payment in cash by transferring into bank deposit account of the unitholder, or in crossed cheque particularly ordering to pay in the name of the unitholder according to name list and address presented in the Unitholders' Registration.

(4) In case where the unitholder does not exercise the right to receive any amount of distribution within the acquisitive prescription for right of claim under Civil and Commercial Code, the REIT Manager shall not use such amount of distribution for any other purpose apart from for interest of the REIT.

(5) In considering distribution payment, if the value of the announced distribution payment per unit during any fiscal year is lower than or equal to 0.10 Baht, the REIT Manager shall reserve the right not to pay any distribution during such period, and such distribution amount shall be accumulated for paying in combination with the next distribution payment.

### 3.3 History of Dividend Payment

No.	Operating Period	Payment Date	Dividend (Baht per trust unit)	Total (Baht per trust unit)
1	6 FEB 2018 – 30 JUN 2018	6 September 2018	0.3034	0.4834
2	1 JUL 2018 – 31 DEC 2018	25 March 2019	0.1800	
3	1 JAN 2019 – 31 MAR 2019	11 June 2019	0.1912	0.7558
4	1 APR 2019 – 30 JUN 2019	5 September 2019	0.1810	
5	1 JUL 2019 – 30 SEP 2019	6 December 2019	0.1880	
6	1 OCT 2019 – 31 DEC 2019	26 March 2020	0.1956	
7	1 JAN 2020 – 31 MAR 2020	10 June 2020	0.1951	0.7709
8	1 APR 2020 – 30 JUN 2020	10 September 2020	0.1923	
9	1 JUL 2020 – 30 SEP 2020	8 December 2020	0.1923	
10	1 OCT 2020 – 31 DEC 2020	24 March 2021	0.1912	
Total			2.0101	2.0101

### 3.4 History of Capital Reduction

No.	Payment Date	Capital Reduction (Baht per trust unit)
1	11 December 2018	0.1843
Total		0.1843

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

### 1. Objective of the REIT

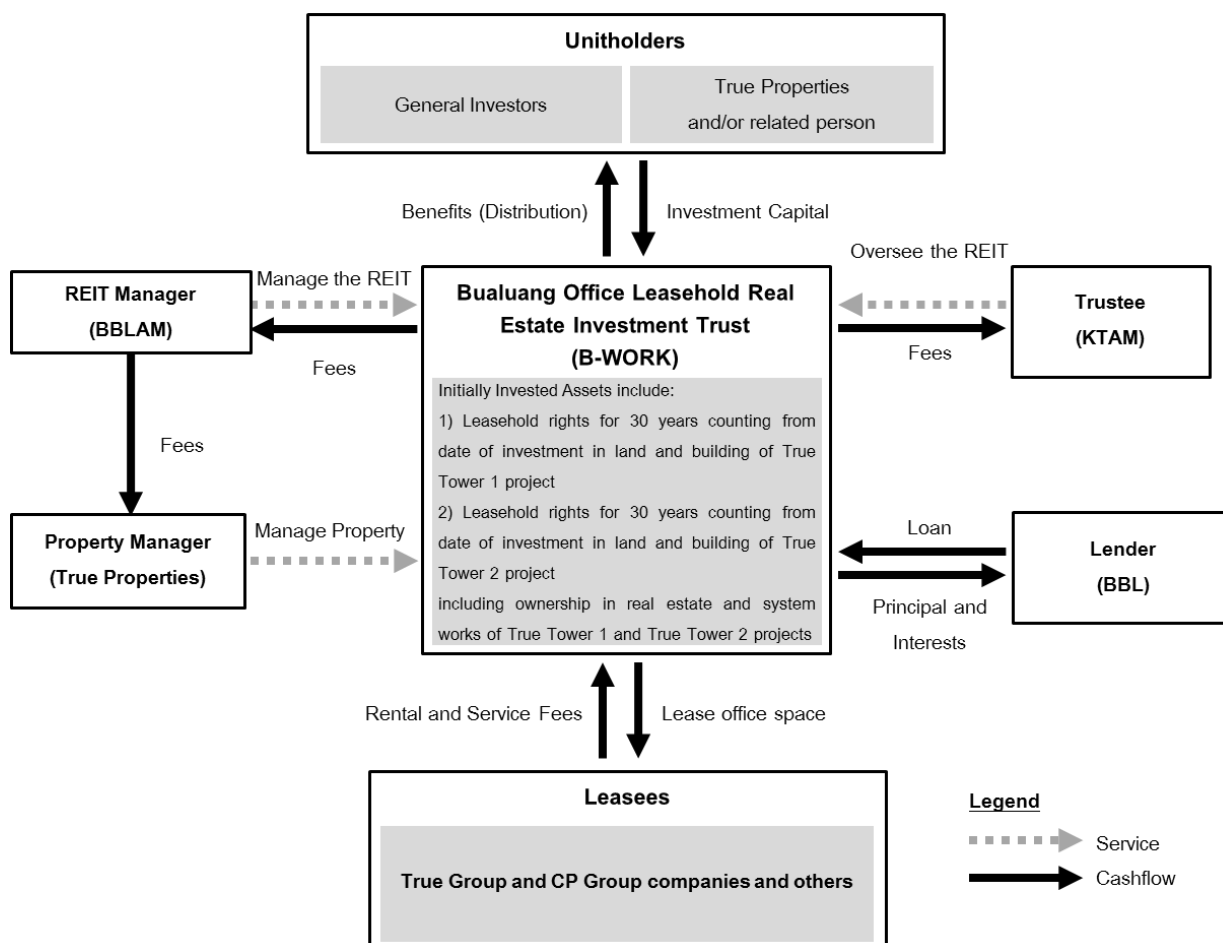
Bualuang Office Leasehold Real Estate Investment Trust ("REIT") was established pursuant to the Trust for Transactions in Capital Market Act B.E. 2550 (2007) on February 6, 2018, whereas Krungthai Asset Management Public Company Limited ("KTAM") is the trustee, and BBL Asset Management Co., Ltd. ("BBLAM") is the REIT Manager of the REIT.

REIT was established for benefit of transaction performing in capital market as prescribed in SEC notifications with the objective to issue and offer for sale of securities in type of trust units of Real Investment Trust ("REIT") for initial public offering (IPO) as per TorJor. 49/2555 Notification and to list trust units in the Stock Exchange of Thailand (SET). When the REIT invested the proceeds from offering for sale of trust units and money received from borrowing in core assets of REIT, BBLAM on behalf of the REIT Manager has appointed True Properties Co., Ltd. ("True Properties") to be the Property Manager for True Tower 1 Project and True Tower 2 Project in order to procure benefits from core assets by leasing and/or subleasing, and providing services relating to lease or leased assets. Revenue from procuring benefits from the real estates shall derive from space rental and space service fees, and any other related benefits.

The operation of the REIT Manager shall be monitored and regulated by the Trustee to ensure compliance with terms and conditions of Trust Deed, REIT Manager Appointment Agreement, and the criteria prescribed by The Trust for Transactions in Capital Market Act, including any other relevant SEC and SET notifications. The REIT shall procure benefits from the aforementioned core assets by leasing the real estates only and shall not operate in a manner that the REIT is used in other business operations. In addition, none of REIT real estates shall be leased to any persons suspected to be involved in unethical or illegal business operations.



Structure of the REIT can be shown in diagram as follows.



## 2. Relationship with Affiliated of the Property Manager or the Major Unitholder

As at 30 December 2020, True Properties has been the major unitholder of the REIT by holding total of trust units by 15.18%. Even though True Properties is related to the REIT on behalf of the major unitholder, and the Property Manager of the REIT, the mechanism and measure of the REIT on selection of the Property Manager mainly consider under the best interest of the unitholders.

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

#### 3.1 Details of Assets

##### 1.) True Tower 1 Project



True Tower 1 Project is a large office building consisting of 36 stories height including with 1 ground level. The project is located at No.18 Ratchadapisek Road, Huai Khwang, Huai Khwang, Bangkok, and was completely constructed and opened for using the building on 1993. Gross Floor Area (GFA) under construction permit is 63,615 square meters with 431 parking lots. Currently, True Tower 1 Project is mainly operated as the office building for lease to True Group and CP Group companies, and the said building is regarded as Head Office building of True Group. The building's interior is equipped with public utilities system consisting of power system, AC system, elevator system, telephone system, fire protection system, including CCTV camera system installed inside and outside of the building. Facilities are provided to accommodate the employees of the tenants from True Group and CP Group companies. The said facilities include coffee and bakery shops, TRUE Coffee, library, etc.

Land is the location of True Tower 1 Project as per the following details.

No.	Title Deed No.	Lot No.	Survey No.	Land Area		
				Rai	Ngan	Sq.Wah
1	8027	409 (328)	468	2	1	86.7
2	42843	405 (1857)	2968	1	1	92.0
Total				3	3	78.7

System works and public utilities inside True Tower 1 Project

System works and public utilities	
Electrical and Communication System	<ul style="list-style-type: none"> <li>- High Voltage System</li> <li>- Electrical Emergency</li> <li>- Main Distribution Board, Load Center, and Emergency Distribution Board</li> <li>- Telephone System</li> <li>- Television System</li> <li>- CCTV</li> <li>- Computer Network System</li> </ul>
Sanitary and Fire Protection System	<ul style="list-style-type: none"> <li>- Cold Water System</li> <li>- Waste Water Treatment System</li> <li>- Drainage System</li> <li>- Fire Protection System</li> </ul>
Air Condition and Ventilation System	<ul style="list-style-type: none"> <li>- Air Condition System (Chiller)</li> <li>- Air Condition System (VRV)</li> <li>- Ventilation system</li> </ul>
Elevator System	<ul style="list-style-type: none"> <li>- 6 Passenger Elevators (Low Zone)</li> <li>- 6 Passenger Elevators (High Zone)</li> <li>- 2 Passenger Elevators (Car Park)</li> <li>- 1 Service Elevator</li> </ul>

## 2.) True Tower 2 Project



True Tower 2 project is an office building located at No. 1252, Pattanakarn Road, Suan Luang, Suan Luang, Bangkok. Currently, True Tower 2 Project is operated as the office building for lease to True Group and CP Group companies. The project consists of 4 buildings as follows:

1. Building No.1 which is a 14-storey office building with 1 ground level
2. Building No. 2 is a 7-storey office building
3. Building No.3 is a 7-storey car park building with 1 ground level
4. Building No.4 is a 5-storey office building

Building No. 1 was completely constructed and opened for using on 1991. Building No. 2, Building No. 3 and Building No. 4 were completely constructed and opened for using on 2012. Gross Floor Area (GFA) under construction permit is 25,459 square meters including approximate GFA of the whole project of 41,417 square meters with 429 parking lots. The interior public utilities system consists of power system, AC system, elevator system, telephone system, fire protection system, including CCTV camera system installed inside and outside of the building. Facilities are provided to accommodate the employees of the tenants from True Group and CP Group companies. The said facilities include coffee and TRUE Coffee, fitness, and daycare, etc. Apart from

public utilities system and facilities for office building, the area of the Project is designed and constructed to specifically address the needs of the tenants as follows.

- Conference Room and Training Center are available at Building No.2, Floors 5-7, with capacity to hold up to more than 250 persons
- Studio Room with height from floor to ceiling equaling to 10.5 meters available at Building No.4 including with Editing Room
- Server Area with floor load capacity of 1,000 tons including area for support systems such as backup power generator, UPS and chemical type fire extinguishing system. Ground floor level has been raised 5.4 meters above sea level for flood damage prevention.

Land is the location of True Tower 2 Project as per the following details.

No.	Title Deed No.	Lot No.	Survey No.	Land Area		
				Rai	Ngan	Sq.Wah
1	2923	2822 (61)	99	4	0	56.0
2	90760	2823 (1684)	7111	4	0	57.0
Total				8	1	13.0

System works and public utilities inside True Tower 2 Project

System works and public utilities	
Electrical and Communication System	<ul style="list-style-type: none"> <li>- High Voltage System</li> <li>- Electrical Emergency</li> <li>- Main Distribution Board, Load Center, and Emergency Distribution Board</li> <li>- Telephone System</li> <li>- Television System</li> <li>- CCTV</li> <li>- Computer Network System</li> </ul>
Sanitary and Fire Protection System	<ul style="list-style-type: none"> <li>- Cold Water System</li> <li>- Waste Water Treatment System</li> </ul>

System works and public utilities	
	<ul style="list-style-type: none"> <li>- Drainage System</li> <li>- Fire Protection System</li> </ul>
Air Condition and Ventilation System	<ul style="list-style-type: none"> <li>- Air Condition System (Chiller)</li> <li>- Air Condition System (VRV)</li> <li>- Ventilation system</li> </ul>
Elevator System	<p>True Tower 2 Building 1</p> <ul style="list-style-type: none"> <li>- 3 Passenger Elevators</li> <li>- 1 Service Elevator</li> </ul> <p>True Tower 2 Building 2</p> <ul style="list-style-type: none"> <li>- 3 Passenger Elevators</li> <li>- 1 Service Elevator</li> </ul> <p>True Tower 2 Building 3</p> <ul style="list-style-type: none"> <li>- 2 Passenger Elevators (Car Park)</li> </ul> <p>True Tower 2 Building 4</p> <ul style="list-style-type: none"> <li>- 1 Passenger Elevator</li> <li>- 1 Freight Elevator</li> </ul>

### 3.2 Value from the Latest Appraisal Report

The asset valuation company, Edmund Tie & Company (Thailand) Company Limited, is the asset appraiser under consent of the SEC, applying criteria of asset valuation by Income Approach/Discounted Cash Flow Analysis in determining asset value. It is the estimation of statement of cash flow throughout the remaining term of lease contract. According to the said approach, the estimated income of assets that is expected to generate income in the future is taken into consideration. Summary of key valuation assumption is as follows.

Details	True Tower 1	True Tower 2
Valuation Method	Income Approach / Discounted Cash Flow Analysis	
Remaining Leasehold Period	27 years 7 months based on the valuation date	
Valuation Date	1 July 2020	
Appraised Value	Baht 2,839,100,000	Baht 1,750,200,000
<b>Assumptions</b>		
Net Leasable Area (NLA)	36-storey and 1 underground level NLA 37,315 sq.m.	- Building 1 NLA 11,624 sq.m. - Building 2 NLA 7,757 sq.m. - Building 3 NLA 1,074 sq.m. - Building 4 NLA 4,629 sq.m. Total NLA 25,084 sq.m.
Average Rental Rate	Baht 647 / sq.m. /month	Baht 599 / sq.m. /month <sup>(1)</sup>
Growth Rate	3.25% annual increase	
Occupancy Rate	98% from 2 <sup>nd</sup> year onwards	
Other revenues	Parking revenue, Utilities revenue, and Other revenue	
Management Expenses	Estimated from actual cost incurred	
Property Management Fee	Details from Property Management Agreement	
Other Expenses	Major renovation expenses 3.0% of rental and services incomes	
Discount Rate	9.50%	

*Remark (1) considering from weighted average method based on the space of each building.*

The REIT Manager has reviewed the key assumption of the asset appraiser and deemed that it is reasonable when compared with current turnover, covering trend of office building space business for lease.

Nevertheless, the actual occurred turnover may differ from the said assumption or events may not be in line with prediction since the said opinion is based on current conditions of business operation and economic situation.

Therefore, if there is any change in the future, it may affect the opinion of the REIT Manager to be changed in the future.

#### **4. Benefits Generated from Real Estate Assets**

##### **4.1 Characteristics of Benefits Procurement**

BBLAM as the REIT Settlor and Manager, has a policy to procure benefits from the invested assets by leasing the assets to the tenants. Initially, it appoints True Properties as Property Manager due to its extensive experience and specialization in property management. According to the policy established by the REIT Manager, Property Manager shall seek for the customers that are interested in renting the space of the said properties and shall have duty in marketing by contacting target customers, whether directly or through an intermediary, including marketing promotions, permission of the visit by the customers that are interested in renting the space to visit the said properties, negotiation with the said interested customers, entering lease contract and renewal of lease contract, collection of rental fees and follow-up on debtors. REIT Manager will pay remuneration to Property Manager at the reference rate based on the project's performance.

##### **4.2 Characteristics of the Lease Contract and Tenants**

After an investment, the REIT by Trustee became a contract party of the tenants on behalf of True Properties under space lease and service contract which is newly made in replacement of the primary service contract since the REIT is the service provider of space whereas the said service is related to leasing of space only in order to ensure the scope of the REIT service in accordance with the general space service of the office for lease.



## 1.) Occupancy Rate

## True Tower 1

Utilization	Area (sq.m.)	NLA (sq.m.) <sup>(1)</sup>
Leasable office area	32,055	32,055
Other leasable area	5,260	5,138
<b>Net leasable area</b>	<b>37,315</b>	<b>37,193</b>
<b>Occupancy rate (%)</b>		<b>99.67%</b>

## True Tower 2

Utilization	Area (sq.m.)	NLA (sq.m.) <sup>(1)</sup>
Leasable office area	15,902	15,902
Other leasable area	9,139	9,139
<b>Net leasable area</b>	<b>25,041</b>	<b>25,041</b>
<b>Occupancy rate (%)</b>		<b>100.00%</b>

## Total True Tower 1 and True Tower 2

Utilization	Area (sq.m.)	NLA (sq.m.) <sup>(1)</sup>
Leasable office area	47,957	47,957
Other leasable area	14,399	14,277
<b>Net leasable area</b>	<b>62,356</b>	<b>62,234</b>
<b>Occupancy rate (%)</b>		<b>99.80%</b>

Remark (1) Data as of 31 December 2020

## 2.) Remaining Contract Term of Space Lease Contract in Each Year



Remark (1) Information as at 31 December 2020

## 3.) Renewal Rate of Lease Contract for Lease Contract Expired in 2020

## True Tower 1

Utilization	Contract Expired at the end of 2020 (sq.m.)	Contract Renewal Rate (%) <sup>(1)</sup>
True Tower 1	10,895	100%
True Tower 2	8,415	100%
<b>Total</b>	<b>19,310</b>	<b>100%</b>

Remark (1) Information as at 31 December 2020

## 4.) Rental Rate

Project	Average Rental Rate (Baht/sq.m./Month) <sup>(1)</sup>		
	2018	2019	2020
True Tower 1	608	627	646
True Tower 2	564	581	598
<b>Total</b>	<b>590</b>	<b>608</b>	<b>627</b>

Remark (1) Information as at 31 December 2020

## 5.) Type of Business of the Tenant



Remark (1) Information of the lease contract structure as at 31 December 2020

(2) True Online provides high speed internet service or broadband service and data network service solution, wireless internet (WiFi) service, data gateway, and accessory services via high efficient fiber network, TrueMove H provides mobile phone service with highest efficient network and nationwide coverage for all full dimensions of 4G, 3G and 2G on full highest radio frequency, True Visions is the service provider of subscription television in HD system service, and digital television nationwide with complete and high quality contents both inside the country and foreign countries, and contents produced by True Visions.

## 5. Borrowing

REIT entered into loan contract with Bangkok Bank Public Company Limited under the following important conditions.

<b>Lending Bank</b>	Bangkok Bank Public Company Limited
<b>Credit Applicant</b>	Bualuang Office Leasehold Real Estate Investment Trust
<b>Objective of Borrowing</b>	For an investment in the core assets of the REIT
<b>Credit Line</b>	Long-term credit line not exceeding 920,000,000 Baht for investing in leasehold rights and M&E system of True Tower 1 and 2 Projects
<b>Type of Interest Rate</b>	Floating rate
<b>Interest Rate</b>	Not exceeding MLR (Minimum Loan Rate) -1.00% pa whereas Minimum Loan Rate ("MLR") refers to the interest rate charged to prime customers and is a type of loan with fixed term of the lending bank.
<b>Payment of Interest</b>	Every 6 months on the last date of the month
<b>Grace Period of Principal</b>	The first principal repayment is commenced in the last date after 48 months counting from loan reimbursement.
<b>Repayment Period</b>	Repayment of principal every 6 months 1 <sup>st</sup> -12 <sup>nd</sup> Principal instalment      Baht 25,300,000 per instalment 13 <sup>th</sup> Principal instalment      Outstanding amount of total loan
<b>Collateral</b>	<ol style="list-style-type: none"> <li>1) No disposing or incurring encumbrance is allowed with True Tower 1 and True Tower 2 Projects (Negative Pledge)</li> <li>2) Business security contract registration for True Tower 1 Project leasehold</li> <li>3) Business security contract registration for rights to receive all rental payment of True Tower 1 Project and True Tower 2 Project</li> <li>4) Property All Risks Insurance and Business Interruption Insurance whereas the bank is the co-beneficiary with the REIT</li> </ol>

## 8. Management Structure

### 1 REIT Manager

#### 1.1 General Information

<b>Name</b>	BBL Asset Management Company Limited (“BBLAM”)
<b>Type of Business</b>	Management of mutual fund, management of private fund (being non-provident fund and provident fund), and being trustee under the Trust Act
<b>License</b>	Being approved to be the REIT Manager on February 15, 2017
<b>Head Office Location</b>	175 Sathorn City Tower, 7th, 21st and 26th Floor, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120
<b>Telephone</b>	02-674-6488
<b>Facsimile</b>	02-679-5996
<b>Website</b>	<a href="http://www.bworkreit.com/">http://www.bworkreit.com/</a>
<b>E-mail</b>	bworkreit@bblam.co.th
<b>Working Hours</b>	8.30 hrs. to 17.00 hrs.
<b>Registered Capital</b>	100,000,000 Baht
<b>Paid-Up Capital</b>	100,000,000 Baht
<b>Number of Issued and Called Shares</b>	1,000,000 Shares
<b>Par Value</b>	100.00 Baht per Share

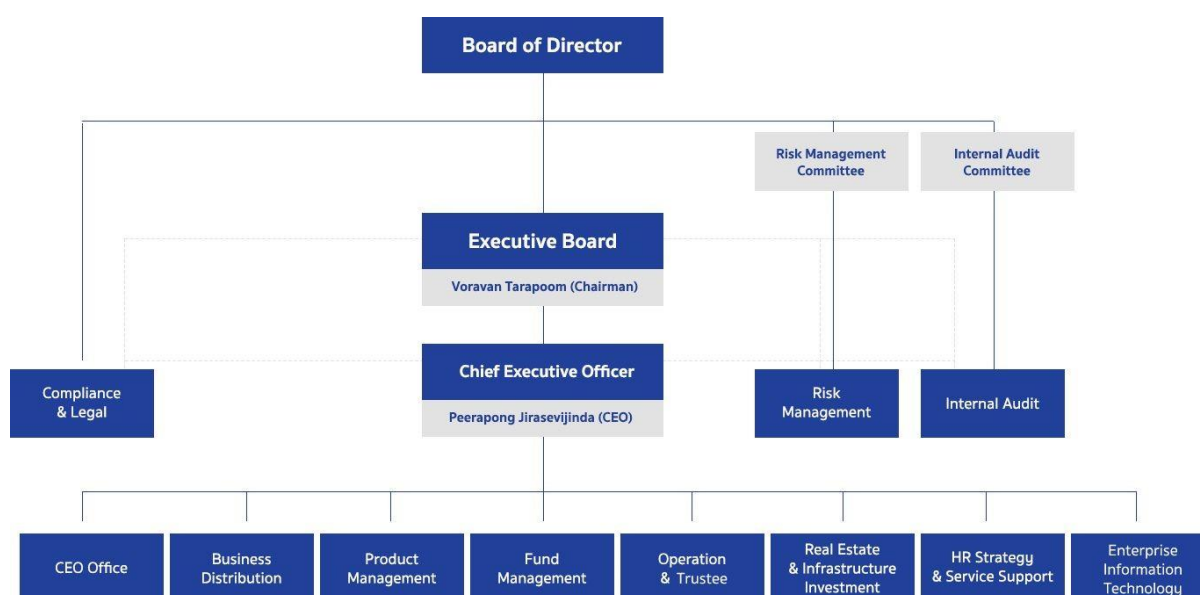
## 1.2 Management Structure

### 1.) Shareholding structure of the REIT Manager as at December 31, 2020

No.	Name List	Share	Proportion (%)
1.	Bangkok Bank Public Company Limited	749,996	75.00
2.	Bangkok Life Assurance Public Company Limited	100,000	10.00
3.	Asia Financial Holdings Ltd.	100,000	10.00
4.	Bangkok Insurance Public Company Limited	50,000	5.00
5.	Ms. Chollada Sophonpanich	2	0.00
6.	Mr. Chone Sophonpanich	1	0.00
7.	Mrs. Voravan Tarapoom	1	0.00

### 2.) The company's organizational structure

The organizational chart of the company, as the REIT Manager, comprises the following Board of Director and Executive Board:



## 3.) Board of Director

No.	Name	Position	Education	Work Experience
1	Mr. Stephen Tan	Director	- Master of Business Administration, St.John's University - BA Rutgers University	- Executive Director, Asia Financial Group - CEO, Asia Commercial Bank Ltd.
2	Mr. Narin Opamurathawong	Director	- Master of Business Administration in Finance, University of Chicago	- Executive Vice President , Bangkok Bank Public Company Limited
3	Ms. Suyanee Puripanyawanich	Director	- Master of Finance, National Institute of Development Administration	- Senior Vice President, Bangkok Bank Public Company Limited
4	Mr. Paisarn Lertkowitz	Director	- Master of Commerce , Funds Management , University of New Southwales	- Director, BBL Asset Management Company Limited - Dealer – Senior Vice President Treasury , Bangkok Bank Public Company Limited
5	Ms. Piyamart Kumsaikaew	Director	- Ph.D. in Industrial Engineering, Iowa State University - Master of Industrial Engineering, Iowa State University - Bachelor of Computer Engineering King Mongkut's Institute of Technology Ladkrabang	- Senior Vice President, Bangkok Bank Public Company Limited



No.	Name	Position	Education	Work Experience
6	Mr. Chone Sophonpanich	Director	- Master Degree, Johns Hopkins University - Bachelor Degree, University College London	- Director, Bangkok Life Assurance Public Company Limited - Director, Thaisri Insurance Public Company Limited.
7	Mrs. Voravan Tarapoom	Director / Chairman of Executive Board	- MBA University of North Texas	- Chairman of the Executive Committee BBL Asset Management Company Limited
8	Mr. Peerapong Jirasevijinda	Director / Chief Executive Officer	- Master of Marketing and Finance Sasin Graduate Institute of Business Administration - Bachelor of Finance, Georgia State University	- Chief Executive Officer BBL Asset Management Company Limited
9	Mr. Wasin Wattanaworakijkul	Director	- Master of Marketing, Chulalongkorn University - Bachelor of International Marketing Chulalongkorn University	- Managing Director, Business Distribution BBL Asset Management Company Limited

#### 4.) Executive Board

No.	Name	Nationality	Position
1	Mrs. Voravan Tarapoom	Thai	Chairman of Executive Board
2	Mr. Narin Opamurathawong	Thai	Director
3	Ms. Suyanee Puripanyawanich	Thai	Director
4	Mr. Paisarn Lertkowitz	Thai	Director
5	Mr. Peerapong Jirasevijinda	Thai	Chief Executive Officer
6	Mr. Wasin Wattanaworakijkul	Thai	Director

#### Authorized Signatory Directors on behalf of BBLAM as the REIT Manager

The authorized signatory directors on behalf of BBLAM as the REIT Manager include Mrs. Voravan Tarapoom, Ms. Suyanee Puripanyawanich, Mr. Paisarn Lertkowitz, Mr. Narin Opamurathawong, Ms. Piyamart Kumsaikaew, Mr. Wasin Wattanaworakijkul, and Mr. Peerapong Jirasevijinda. Two of these seven directors shall jointly affix the signatures and the company's seal.

#### Roles, Duties and Responsibilities

Duties and responsibilities of the Board of Directors are divided into two parts consisting of: (a) duty and responsibility of the Company's business operation, and (b) duty and responsibility toward the REIT under management. In part of duties and responsibilities toward the REIT, the Board of Directors has entrusted the duty in considering, reviewing and approving to the Real Estate Investment Committee (REITCOM) as the operator, except the matter of the approval in accordance with the notification as per the following details.

##### (a) Duties and Responsibilities of the Board of Directors toward the Company

1. Perform duties in accordance with laws, objectives and Articles of Association of the Company, and resolution of the shareholders' meeting under honesty, diligence, and interest protection, and fair responsibility for the shareholders.
2. Formulate policy and direction of the company's operation, and monitor and supervise the Executive to efficiently and effectively execute in accordance with policies and rules under good corporate governance.
3. Report the shareholders for acknowledgement on the Company's turnover in the shareholders' meeting.
4. Execute to ensure effective and reliable financial report, internal control and internal audit.

5. Control and supervise the Management for ethical and equitable treatment to all parties of stakeholders.
6. Being ready for independently exercising the discretion in considering determination of strategy of management, appointment of director, and determination of operating standard; and being ready for objection of act of other director or the Management, in the event of contradictory opinion in the matter that affects equality of every shareholder.
7. Consider proposing the meeting agenda in the event where it is deemed that there is the important matter that should be considered by the Board of Directors, and has not yet filled in the agenda of the Board of Directors' meeting.
8. Consider selecting, appointing the director in replacement of the existing director who retires, and selecting and proposing the company's shareholders the appointment of the additional director.
9. Consider and approve the matter relating to the significant operation of the company, such as return payment to the company's shareholders, organizing the shareholders' meeting of the company, selection, nomination and proposal of the remuneration of the company's auditor, etc.

**(b) Duties and Responsibilities toward the REIT**

1. Formulate the important policy of the REIT such as investment policy, asset leasing, selection of the property manager, etc.
2. Supervise and manage the reporting of the executive on the REIT's turnover, and various important issues, to the Board of Directors every quarter or in reasonable time.
3. Consider approving the entry into transactions in accordance with the notifications relating to acquisition of core assets and equipment of the REIT, and disposal of core assets and equipment of the REIT, and the entry into transactions with the related parties in accordance with the related criteria and regulations. The director who has gain and loss in any matter shall not have voting right on the said matter.
4. Consider approving the operating guideline for managing the potential risks of the REIT.
5. Supervise the REIT to ensure internal control in accordance with the criteria prescribed in internal control system of the REIT.
6. If the director acknowledges the material internal information that will affect change in the price of trust unit of the REIT. The director shall suspend trading of trust units of the REIT in the proper period

prior to disclosure of information to public. The material information shall not be disclosed to other person. The violator may be punished according to law

## 5.) Risk Management Committee

### Composition of the Risk Management Committee

1. Board of Director 1 person	Chairman
2. Head of Risk Management	Director
3. Head of Compliance & Legal	Director
4. Head of Research & Portfolio Solutions	Director
5. Head of Business Distribution	Director
6. Head of Operation & System	Director

### Roles, Duties and Responsibilities

The Risk Management Committee has duty to formulate policy and guideline of the overall risk management of the Company, control the Company's risk management system, and establish the mechanism of the efficient risk indication, measurement, control, and monitoring, and supervision, monitoring and assessment of risk management process of the Executive to be in line with the determined policy as per the following details.

1. Establish overall risk management policy covering all types of key risks such as credit risk, market risk, liquidity risk, and operational risk, etc.
2. Establish risk management policy in consistency with strategy covering control, monitoring, assessment of risk management result, and supervising the degree of risk to be in proper degree.
3. Control, monitor and assess risk management, and review guideline of risk management, and determine risk control measure and risk tolerance.
4. Review the adequacy of the risk management policy and control, including effectiveness of the system and compliance with the formulated policy.
5. Regularly report performance result to the Board of Directors for improvement and correction in consistency with the formulated risk management policy and criteria.

## 6.) Internal Audit Committee

The Internal Audit Committee consists of at least two directors.

### Roles, Duties and Responsibilities

1. Financial Report
  - 1.1. Verify to ensure the adequate, accurate and reliable financial report in accordance with Generally Accepted Accounting Principles.
  - 1.2. Verify with the auditor on the important issues that may affect reliability of material financial report.
  - 1.3. Verify to ensure proper and complete disclosure of the company's information in the event of occurrence of connected transactions or transactions that may have conflict of interests.
2. Internal Control
  - 2.1 Verify and assess efficiency of internal control system and internal control for preparation of financial report.
  - 2.2 Verify to ensure the improvement and correction in accordance with the suggestions relating to internal control proposed by the internal auditor and the auditor.
3. Internal Audit
  - 3.1 Verify and approve the charter of the Internal Audit Department and annual audit plan, and personnel and resources that are necessary for operation.
  - 3.2 Verify activities and operations of the Internal Audit Department to ensure the independent operation in accordance with the determined work plan.
  - 3.3 Give consent on appointment, demotion, removal or dismissal, and consider feat of the top executive of the Audit Department.
4. Compliance with Related Laws, Regulations and Rules
  - 4.1 Acknowledge the issue relating to compliance with the regulations of the organizational work units based on the audit of Compliance Department.
  - 4.2 Verify and monitor corrective result of faults detected by the organization that has duty in governing the company.
5. Risk Management
  - 5.1 Acknowledge to ensure the proper risk management measure and system, and risk assessment and management policy.
6. Other Responsibilities
  - 6.1 Perform other tasks entrusted by the Board of Directors.

- 6.2 Regularly verify and assess the charter of the Audit Committee, and propose to request for approval of the Board of Directors upon revision.
- 6.3 Primarily examine fact upon being notified of suspicious circumstance from the auditor relating to corruption or violation of laws relating to performance of duties of the director and executive under Section 89/25 of Securities Act, and inform the result to the auditor and the Office of SEC for acknowledgement within deadline specified by law.

## **7.) Real Estate Investment Committee (REITCOM)**

### **Composition of Real Estate Investment Committee**

The Real Estate Investment Committee is the Committee set up under resolution of the Board of Directors' Meeting No. 3/2559 held on September 7, 2016, and approval of the Board of Directors to perform main duty in considering, reviewing, and approving the entry into transaction relating to acquisition of core assets and equipment of the REIT, disposal of core assets and equipment of the REIT, and entry into transactions with the related parties, prior to proposing to the Board of Directors; and considering, reviewing and approving the entry into other transactions which are significant for the management of the REIT in accordance with the related criteria and regulations.

At present, REITCOM consists of at least three members but not more than five members who are expert in various fields, such as the Chief Executive Officer, the top executive of Real Estate & Infrastructure Investment Unit, and at least another member by appointment but not more than three members. However, this set of Committee shall consist of at least one director.

### **Roles, Duties and Responsibilities**

The scope of duties and responsibilities of REITCOM is as follows.

1. Perform the duty in reviewing and approving the investment strategy, management policy, and capital structure of the REIT under the company's management.
2. Perform the duty in reviewing and approving the operational framework of the section of the REIT Manager.
3. Govern the operation of the REIT under the company's management to ensure investment strategy, management policy and capital structure as approved.
4. Monitor and control the operation of the REIT within the approved framework of the related criteria and operational framework.

5. Perform the duty in reviewing and approving the significant suggestion on investment for three issues prior to proposing to the Executive Board as follows.
  - (1) Acquisition of core assets and equipment of the REIT
  - (2) Disposal of core assets and equipment of the REIT
  - (3) Entry into transaction with the related party of the REIT Manager under the company's management
6. Perform the duty in reporting the matter or entering into transaction which is significant for management of the REIT for acknowledgement of the Board of Directors.
7. Perform the duty in approving and appointing the external delegated person in task, such as financial advisor, the underwriter, and the Property Manager
8. Perform the duty in approving and determining annual budget as per procedure of determination of the REIT real estate management budget.
9. Perform the duty in approving capital increase, borrowing and issuing debenture as per procedure of financing for the REIT.
10. Perform the duty in monitoring the report of complaint and dispute settlement result for the complaint and dispute derived from section of the REIT Manager, and mutually consider the corrective guideline in case of the significant compliant and dispute.
11. Perform the duty in approving the entry into other transaction which is significant for the management of the REIT in accordance with the related rules and regulations such as approval of payment of the REIT distribution, etc.

### 1.3 Duties and Responsibilities of the REIT Manager

BBLAM on behalf of the REIT Manager has main duties and responsibilities in supervising and managing the REIT including asset investment of the REIT, and controlling the performance of duties of the Property Manager. The REIT Manager shall have the duty to perform the tasks assigned by the Trustee, and as stipulated in the Trust Deed for interest of the unitholders, including but not limited to the following duties:

#### 1.3.1 General Duties

- (1) The REIT Manager shall have the scope of power and duties as specified in the Trust Deed and REIT Manager Appointment Contract or as stipulated by the related laws and notifications. Such scope of power and duties shall be related to managing the REIT including asset investment of the REIT.

- (2) The REIT Manager shall have duty assigned by the Trustee in various matters as specified in the Trust Deed which also includes:
- (a) Manage the REIT in relation to business operation, including investment, borrowing and incurring of encumbrances to the assets of the REIT, entering into contract agreement and any other operations for the REIT within the scope, rules and conditions stipulated in the Trust Deed and REIT Manager Appointment Contract.
  - (b) Prepare and disclose information of the REIT which also includes information under Section 56 and Section 57 of The Securities and Exchange Act and other information stipulated in the Trust Deed and REIT Manager Appointment Contract.
  - (c) Prepare and keep the information and documentations in relation to management, internal control and disclosure of information of the REIT upon reasonable cause and without effect on the operations of the REIT Manager. In the event where the Trustee wishes to audit any matter, the REIT Manager shall fully cooperate and submit the required information and documentary evidence to the Trustee, including inspecting real estate location as per requested by the Trustee for the Trustee's verification to ensure that the REIT Manager completely follows related laws or the terms and conditions stipulated in the Trust Deed and protects the benefits of the unitholders.
  - (d) Prepare and submit information and documents, including certifying correctness of such information and documents that are related to the revenue structuring of the REIT, procedures for leasing, procurement and collection of revenues and expenses that can be collected from the REIT, agreements in which the REIT Manager entered on behalf of the REIT with a company or other persons. In addition, the REIT Manager and The Trustee must coordinate and settle an agreement on the characteristics of information and documentary evidence required for entering into transaction including reports, frequency and duration which the REIT Manager needs for submitting such information and documents to the Trustee for the benefits of regulating and auditing the operations of the REIT.
  - (e) In the event where the REIT Manager wishes to delegate other persons to perform its duties, the REIT Manager shall be responsible for selecting such person with prudence, including monitoring, controlling, supervising and auditing the performance of duties of such person. Such delegation must not cause any material conflict or contradiction with Notification Sor.Chor. 29/2555 nor any other related laws and notifications.
  - (f) Providing insurance approved by the Trustee to insure any potential liabilities possibly occurring from the business operation or duty performance of the REIT Manager, including



the duty performance of directors, executives and employees of the REIT Manager throughout the approved period of being the REIT Manager. This, however, excludes liabilities to the third party resulting from intentional violation against such third party by the REIT Manager, director, executive and staff of the REIT Manager or severe intentional negligence which results in violation of the third party. Furthermore, insurance limit shall be as mutually deemed sufficient and appropriate by the Trustee and the REIT Manager.

- (g) In respect to entering into any transactions in relation to the properties of the REIT, the REIT Manager must ensure that the disposal and transfer of such properties or the entering into an agreement related to such properties for the REIT is proper and legally effective, and to ensure that the investment in such properties of the REIT has been carried out in appropriate manner by at least conducting self-evaluation in terms of readiness for management of such properties investment before accepting the position of the REIT Manager or before conducting additional investment in such properties as the case may be, including conducting analysis and feasibility study, and due diligence on such properties and assessment of other potential risks from the investment and setting up risk management guideline. The said risks shall also include risk relating to development or construction of real estate (if any), such as potential risk from delay construction and inability to procure benefits from the real estate, etc. The REIT Manager shall take any actions to acquire the assets or real estate additionally invested by the REIT in the event of capital increase for additional real estate investment within 60 (sixty) days from the date of completion of REIT establishment in the case of initial offering for sale of trust units and no establishment of the REIT or from the closing date of offering for sale of trust units for capital increase following the establishment of the REIT.
- (h) Organize the unitholders' meeting as per stipulated in the Trust Deed and may be authorized as a proxy of the unitholders to exercise voting right in the said meeting on the agenda items in which the REIT Manager has no conflict of interest. In the event of agenda items in which the REIT Manager has conflict of interest, the Trustee may be authorized as the proxy by the unitholders in lieu of the REIT Manager.

In respect to the performance of duties of the REIT Manager as per this Trust Deed and REIT Manager Appointment Contract, the REIT Manager shall have duty to operate with prudence to prevent any conflict of interest between the REIT and the REIT Manager. The REIT Manager must not have any interests that may be conflicting with the best interest of the REIT. In the event where conflict of interest occurs, the REIT Manager must

demonstrate the available measures or mechanism for ensuring that the management of the REIT is carried out in fair manner without taking advantage of the REIT and must be in compliance with Notification Sor.Chor. 29/2555 and Notification Gor.Ror. 14/2555.

### 1.3.2 Management Duties for the REIT and the REIT Assets

1. For appropriate and efficient supervision and management of the REIT as assigned by the Trustee in accordance with related laws and notifications, the Trust Deed, and the REIT Manager Appointment Contract, and maintenance of benefits of the REIT and the overall unitholders, the REIT Manager shall set up quality work system under efficient check and balance on duty performance, and ability to completely support the responsible tasks, at least covering the following matters.
  - (1) Formulation of policies on the REIT management, structuring of the REIT's capital, real estate investment decision, investment selection consideration, determination of policy and strategy of procurement of benefits from real estate so that the assigned investment management prudently and carefully takes place in consistency with the policy of investment under the Trust Deed, and as stipulated in the related laws and notifications for maintaining the interest of the REIT and the overall unitholders.
  - (2) Administration and management of risks relating to supervision and management of the REIT as assigned for efficient risk prevention and management, compliance with the Trust Deed, and related laws and notifications and maintenance of benefits of the REIT and the overall unitholders.
  - (3) Management of conflict of related interest particularly between the REIT and the REIT Manager and the related party of the REIT Manager, including operating measure or guideline for maintenance of best interest of the REIT or the overall unitholders upon occurrence of conflict of interest.
  - (4) Selection of the REIT Manager's personnel and the delegated person in task in relation to the operation of the REIT (if any) to have the person with knowledge, competence, and qualification which are suitable for performing tasks, as stipulated by the related laws, notifications, Trust Deed and The REIT Manager Appointment Contract.

- (5) Governing the duty performance of the manager and the personnel of the REIT Manager, and monitoring and supervising the delegated person in task in relation to the management of the REIT to ensure the compliance as stipulated in the Trust Deed, The REIT Manager Appointment Contract, the related laws and notifications
- (6) Complete, proper and adequate disclosure of information as stipulated in the Trust Deed, The REIT Manager Appointment Contract, related laws and notifications
- (7) Back Office Operation
- (8) Internal audit and control
- (9) Investor communication and settlement of the investor complaint
- (10) Settlement of legal dispute

The REIT Manager may delegate other person to perform the matter in relation to business operation as the REIT Manager, under the rule prescribed in Clause 2 below.

2. In setting up all of the aforesaid work systems, the REIT Manager may delegate other person to execute the matters relating to business operation as the REIT Manager as necessary to promote more flexible and efficient business operation, as per the following rules.
  - (1) The delegation shall not be in the manner that may affect efficiency of performance of duties of the REIT Manager.
  - (2) The supporting measure shall be available for continuous business operation in the event of failure to further execution by the delegated executor.
  - (3) In the event where delegation of tasks relating to other asset investment of the REIT, the person that can legally execute shall be delegated.

The delegation of other person to be the delegated executor above shall not be the delegation of the systems and tasks under Clause 1 (2), (3), (4) and (9) .

3. The REIT Manager shall administer and manage the REIT in accordance with the requirement of the Trust Deed, The REIT Manager Appointment Contract, and the underwriting of trust units proposition particulars regarding the offer for sale of trust units and prospectus, and maintain the interest of the unitholders.

Nevertheless, if the Trustee on behalf of the Trustee of the REIT enters into any agreement with the third party (such as loan agreement entered between the Trustee on behalf of the REIT's Trustee, and the lender, etc.). Such agreement prescribes that the Trustee on behalf

of the REIT's Trustee shall be responsible for compliance with such agreement that may affect the operation of the REIT management of the REIT Manager. The Trustee shall notify terms and conditions of the agreement of which the REIT is bounded with the third party and may affect the operation of the REIT management of the REIT Manager for acknowledgement of the REIT Manager. After the REIT Manager has received such written notice from the Trustee, the REIT Manager shall observe the said terms and conditions as prescribed in the said written notice to avoid the breach of the REIT against any agreement entered by the REIT.

4. The REIT Manager shall select and conduct Due Diligence of properties which will be invested by the REIT with prudence and diligence. The information including documents, evidence in relation to selection, verification and decision either on investment or not investment in any asset, shall be recorded and filed for the REIT. The selection and Due Diligence of the properties which will be invested by the REIT under this clause of the Trust Deed, the REIT Manager shall comply with the practical guideline of Real Estate Investment Trust Management in the Notification of the SEC and/or Office of the SEC under observance and compliance as minimum standard in perform of duties of the REIT Manager, and as prescribed in the Trust Deed and the REIT Manager Appointment Contract.
5. The REIT Manager shall execute to ensure professional management in finance and economic value of the REIT's assets for interest of the unitholders, for instance:
  - (1) Formulate strategy and policy of investment and risk management to be efficient and consistent with obligation prescribed in the Trust Deed, the underwriting of trust units proposition particulars regarding the offer for sale of trust units and prospectus.
  - (2) Supervise and manage the REIT in part of business operation, including investment, borrowing, and incurring of encumbrances to the assets of the REIT, entering into the contract agreement and any other operations for the REIT within the scope, rules and conditions as specified in the Trust Deed, the underwriting of trust units proposition particulars regarding the offer for sale of trust units and prospectus.
  - (3) Invest in real estate which is consistent with objective of the REIT investment and in accordance with the Trust Deed, the underwriting of trust units proposition particulars regarding the offer for sale of trust units and prospectus, rules stipulated in

Notification ThorJor.49/2555 as well as any other related notifications and orders as stipulated in the Notification of the SEC or the Office of the SEC.

- (4) Manage cash flow of the REIT.
- (5) Consider distribution payment of the REIT.
- (6) Provide insurance throughout the investment of the REIT in core assets to cover the contingent damage of the REIT's core assets. Such insurance must, at minimum, covers insurance against loss that may occur with properties, business interruption insurance, and third party insurance for the liabilities of third parties that may be damaged from the core assets or the operations on core assets in the insurance limit deemed sufficient and appropriate by the Trustee. The insurance must specify the REIT to be the beneficiary in such insurance (unless the event of third party insurance). In the event that the REIT invests to acquire leasehold right over real estate in the nature of sub-leasehold right, the REIT Manager shall execute to ensure the appropriate insurance limit of the assets invested by the REIT. If the REIT is not the beneficiary and the insured of such insurance due to any reason, such as entry to be the beneficiary and the insured of such insurance is in conflict with the requirement under main lease contract, the REIT Manager shall execute to ensrue appropriate and adequate measure or mechanism in using indemnity to create assets which are newly invested by the REIT to further seek for benefits and/or compensate the REIT for loss of interest in possesion of assets invested by the REIT.
- (7) Control the tenants to comply with the lease contract and service contract.
- (8) Control to ensure compliance with the related laws and notifications applicable with properties invested by the REIT, and supervise and execute to ensure that properties invested by the REIT are not used to operate the immoral or illegal business, as well as not allow the person with reasonable suspicion in using the said properties to use in immoral or illegal business operation, to lease the properties. In each lease, the REIT Manager shall be responsible for making agreement so that the REIT can cancel the lease contract if it appears that the tenant uses propertis in such business operation.
- (9) Manage and administer the space for service and leasable space, such as control

the use of space service in high and suitable occupancy rate in accordance with market situation, and supervision of leasing for continuous renewal of the lease contract, or low space vacancy rate; negotiate with the tenant about the lease contract, review rental rate, cancel or renew lease contract for long-term lease, etc. to be in line with the requirement in loan agreement of which the REIT is the contractual party (if any), without depriving of the right of the Trustee to claim for occurred damage with the Trustee if it appears that the REIT Manager enters into such lease contract in the manner of breach of the requirement in loan agreement of which the REIT is the contractual party.

- (10) Evaluate the past leasing and service to determine the condition of leasing and service, prepare the appropriate lease contract and service contract, evaluate accuracy and collection of revenue, rental fee, expense for recording allowance for doubtful accounts or writing off bad debt or recording bad debt recovery (in the event where money can be collected after writing off bad debt).
  - (11) Establish security system of the building and structure invested by the REIT such as fire alarm system, communication system, and emergency response plan.
  - (12) Formulate policy and action plan on administration, maintenance and renovation of the building and structure invested by the REIT.
6. The REIT Manager shall audit to ensure that the REIT has proper ownership and/or right in properties invested by the REIT, and the contract agreements entered by the REIT as the contractual party is legally prepared, and conditional or applicable in accordance with the conditions stipulated in such contract agreements.
7. The REIT Manager shall establish filing system of all documentary evidence relating to the operation of the REIT and the company invested by the REIT, including but not limited to meeting invitation notice of the unitholders' meeting, the underwriting of trust units proposition particulars regarding the offer for sale of trust units, prospectus, Form 56-1 of the REIT, financial statements and documentation of bookkeeping of the account of the REIT and the company invested by the REIT, and compliance with the related laws and notifications applicable with the REIT and invested assets. Such information and documents shall be properly and completely stored and verifiable within at least 5 (five) years from the

date of which such documents or information are prepared.

8. The REIT Manager shall properly and completely prepare and disseminate financial statements, annual report, and any other information in relation to the REIT. The dissemination shall be performed within the period specified in the Trust Deed, The REIT Manager Appointment Contract, the underwriting of trust units proposition particulars regarding the offer for sale of trust units, prospectus, including the related laws and notifications.

Nevertheless, the REIT Manager including directors and executives of the REIT Manager and the Property Manager with duty in connection with preparation and disclosure of the REIT-related information, shall be mutually responsible on the content of the information announced or disseminated to the unitholders and general investors. Audit system shall be established in order to ensure that the audited information disclosed in the underwriting of trust units proposition particulars regarding the offer for sale of trust units, prospectus, meeting invitation notice of the unitholders' meeting, advertising document, printed matter proclamation, or any other disseminated documents are accurate, complete, up-to-date, not lack of information that should be notified for acknowledgement, or have no statement that may cause misinterpretation on the operation or financial position of the REIT, and provide adequate information for investment decision, in accordance with the Trust Deed, and the related laws and notifications.

9. The REIT Manager shall supervise to ensure that the unitholders acquire proper and adequate information prior to exercise their voting rights in approving matters, and acquire such information in advance in the period specified in the Trust Deed, the underwriting of trust units proposition particulars regarding the offer for sale of trust units, prospectus, including the related laws and notifications.
10. The REIT Manager shall control and supervise to ensure compliance of the REIT with the related laws and notifications, or practical guideline issued by government agencies or other regulating organizations relating to the operation of the REIT.
11. The REIT Manager shall make distribution payment to the unitholders as stipulated in the Trust Deed, in other words, not less than 90 (ninety) percent of adjusted net profit of the fiscal year. The mentioned net profit is adjusted by the following transactions.

- (1) Deduction of Unrealized Gain from value appraisal or verification of value appraisal of the REIT's assets, including adjustment with other transactions in accordance with the guideline of the Office of the SEC to be consistent with cash position of the REIT.
- (2) Deduction with reserve transaction for repayment of loan or borrowing obligation of the REIT in financial limit specified in the underwriting of trust units proposition particulars regarding the offer for sale of trust units, prospectus, or Form 56-1 as the case may be.

Moreover, this also includes additional conditions as stipulated in the Trust Deed. The payment shall be made within 90 (ninety) days from the ending date of fiscal year or accounting period of which the distribution payment is made, as the case may be. However, the distribution will not pay to the unitholders in the event where the REIT remains having accumulated deficit balance.

12. In the event where the Trust Deed prescribes that the REIT Manager can disburse assets of the REIT. Such disbursement can be performed particularly in the event of disbursement from daily operation account and Petty cash account under financial limit approved by the Trustee in requisition of expense from the REIT. The REIT Manager is the authorized person of the Trustee to sign on behalf of the Trustee under approval of the Trustee. The REIT Manager can disburse not exceeding 3 (three) times per month, and the REIT Manager shall prepare and submit disbursement report to the Trustee so that the Trustee can audit such transactions within the period deemed appropriate by the Trustee, and submit Invoice, Receipt, and/or evidence indicating details of the list of such expenses to the Trustee. The Trustee that performs on behalf of the REIT shall verify, consider and make payment into daily operation within 7 (seven) days from the date of which the Trustee has completely received such documentary evidence.

The REIT Manager is responsible for storing documentary evidence in relation to the management of the REIT, including affirmative documentation of petty cash payment, and original of receipts for expenses for at least 5 (five) years period from the date of which such documents are prepared to be in valid and complete condition to be ready for audit of the Trustee.

The REIT Manager and the Trustee may mutually consider extending or reducing financial



limit of daily operating account and petty cash account above, by considering the suitability of the REIT's operation for best interest of the REIT.

13. The REIT Manager shall prepare, and/or submit and certify the accuracy of the information relating to the management of the REIT under responsibility of the REIT Manager in accordance with The REIT Manager Appointment Contract, the Trust Deed and the related laws and notifications, or as deemed appropriate by the Trustee, including but not limited to just information relating to calculation of Net Asset Value (NAV), and reporting of real estate appraisal, to the Trustee and/or the Office of the SEC.
14. In the event where the loss of the REIT's asset, the REIT Manager shall be responsible for taking any action to monitor and take back the said asset to be under possession of the REIT as before.
15. The REIT Manager shall be responsible for examining and taking any action as appropriate to make the borrowing proportion of the REIT to be in line with the condition of the loan agreement and consistent with rules in the Notification ThorJor.49/2555 or related laws and notifications.
16. The REIT Manager shall prepare the borrowing plan for the REIT as follows.
  - (1) Prepare long-term borrowing plan for repayment of the existing loan (refinancing) before maturity of loan liability under the effective long-term loan agreement at least 1 (one) year.
  - (2) Prepare short-term working capital credit line review plan for working capital used in business operation in money market for comparing with the condition of the existing effective loan agreement of short-term working capital credit line.

The REIT Manager shall propose the matter of the borrowing to the Trustee for approval consideration on case by case basis in accordance with the Trust Deed.
17. The REIT Manager shall be responsible for remarking the opinion to the related official about attributes or characteristics of real estate invested by the REIT upon request of the related agencies.
18. The REIT Manager shall change, restore, and modify core assets as necessary and appropriate in the extent that is not in conflict or contradiction with the Trust Deed, the related laws and regulations, and Benefits Procurement Contract of the REIT, under

advance notice to the Trustee.

19. The REIT Manager shall control and supervise the management of core assets, and procurement of benefits from core assets, as well as management in the event of emergency occurrence, and refurbishment of properties as necessary. The REIT Manager shall notify the Trustee for advance notice in the event of major refurbishment.
20. The REIT Manager shall be responsible for managing and procuring benefits from other assets of the REIT apart from core assets, and taking any other necessary actions so that the management of other assets of the REIT apart from core assets is in line with the annual operating plan, the Trust Deed, The REIT Manager Appointment Contract, and related laws and notifications.
21. The REIT Manager shall be responsible for jointly taking any actions together with the Trustee to ensure the Trustee's acquisition of license, permit, indulgence letter, and/or any other related and necessary documents in procurement of benefits from core assets.
22. The REIT Manager shall be responsible for facilitating the Trustee or the person assigned by the Trustee to examine core assets within working days and working hours of the REIT Manager, and providing information, statement, and/or submitting any documents relating to the management of the REIT upon request of the Trustee in case of necessity and appropriateness.
23. The REIT Manager shall be responsible for facilitating the asset valuation company to appraise the assets of the REIT or the person assigned by the said asset valuation company in surveying core assets for appraisal, and providing information, statement and/or submitting any documents relating to the management of the REIT upon request of the asset valuation company in case of necessity and appropriateness.
24. The REIT Manager shall be responsible for preparing any documentary evidence under possession of the REIT Manager in relation or connection with core assets, and/or under possession on behalf of the REIT, including accounting documentary evidence in relation or connection with the REIT so that the Trustee or the person assigned by the Trustee and/or the auditor can audit within working days and working hours of the REIT Manager. Upon request of the Trustee or the person assigned by the Trustee and/or auditor, the REIT Manager shall submit all of any documents in relation or connection with the REIT upon

request of the Trustee and/or the auditor (as the case may be) within 15 (fifteen) working days from the date of which the said request has been acknowledged or should be acknowledged, unless reasonable ground or otherwise agreed by the contractual parties.

25. The REIT Manager shall be responsible for notifying the Trustee for acknowledgement within reasonable period on defect of core assets, including equipment and facilities or upon occurrence of any circumstances that cause significant reduction of value of core assets.
26. The REIT Manager shall be responsible for taking any other actions as the REIT considers and deems necessary and appropriate to make core assets to be in good and available condition for procurement of benefits, or in accordance with the intention of The REIT Manager Appointment Contract in all respects, and providing advices on market situation in the event where the REIT wishes to dispose or transfer leasehold right in core assets.
27. Apart from delegating the Property Manager to execute tasks under responsibility of the REIT Manager, in the event where the REIT Manager wishes to delegate other person to execute tasks under its responsibility apart from the Property Manager, such as delegating other person to manage other assets besides core assets of the REIT, the REIT Manager shall select the delegated executor with prudence and diligence, as well as govern and audit the execution of the delegated executor. The requirement of such delegation must not cause any material conflict with Notification Sor.Chor. 29/2555 nor any other related notifications as prescribed by the SEC or the Office of the SEC.

### **1.3.3 Duty of Contracting in Procurement of Benefits in Properties of the REIT**

- 1 The benefits from core assets which are properties shall be procured by leasing and/or sub-leasing of the properties only. Total value of the properties shall not be less than 75 (seventy-five) of total value of trust units offered for sale, including loan amount (if any).
- 2 The REIT Manager shall be responsible for controlling, supervising and establishing measure of control, supervision, and taking any necessary and appropriate actions on behalf of the REIT Manager to ensure compliance of the tenants, sub-tenants (if any), and/or third parties relating to the management of core assets, with duties, conditions and/or agreements prescribed in the lease contract, sub-lease contract (if any), and/or contract relating to core assets, including rules, criteria, regulations or any other requirements of core assets, or policy relating to core assets.

- 3 The REIT Manager shall be responsible for preparing the lease contract of space, service contract, outsourcing contract for the external service provider, and any other contracts relating to core assets (if any).

#### 1.3.4 Delegating the Property Manager for Operation in Tasks under Responsibility of the REIT Manager

In the event where the REIT Manager wishes to delegate the Property Manager to operate tasks under responsibility of the REIT Manager, the REIT Manager shall be responsible for selecting the Property Manager with prudence and diligence in order to acquire the Property Manager that has keen qualification, knowledge, competence, and experience in property management of the REIT, prepare the Property Manager Appointment Contract in consistency and not in conflict with the Trust Deed, and control, supervise, govern and audit the performance of duties of the said Property Manager so that the performance of duties and responsibilities are in accordance with what are stipulated in this Trust Deed, The Property Manager Appointment Contract, as well as the related laws and notifications in order to maintain the best interest of the unitholders. The following operation shall be at least carried out.

##### 1 Selection of the Property Manager

In respect to the delegation or appointment of the Property Manager to manage properties invested by the REIT, such as daily supervision in sales, marketing, and management on such real estate, the REIT Manager shall carry out at least the following matters.

- (1) Evaluate and analyse the past experience, reputation and achievement of the Property Manager in various matters such as capability to seek for tenants, debt collection, maintenance of interior assets, administration system of the leasable space, service care for tenants and service users, internal control for prevention of revenue leakage, and circumspect control of expense requisition, etc. Furthermore, the internal control system of the Property Manager shall be in line with the minimum requirement under the practical guideline of Real Estate Investment Trust Management stipulated by the Notifications of the SEC and/or the Office of the SEC.
- (2) Consider the sustainability of rate of a remuneration for the the Property Manager that must be determined based on capability level in duty performance, in order to create incentive for the Property Manager to attempt to enhance revenues and reduce expenses of the REIT.
- (3) Set up mechanism to allow the alteration of the Property Manager by the REIT in the

event of the Property Manager's breach of conditions, the Trust Deed, The Property Manager Contract, or the related laws and notifications, or unsatisfactory management result.

- (4) Establish a system in regular monitoring, auditing and assessing the internal control system of the Property Manager to ensure an effectiveness of the existing internal control system, ability to prevent corruption, and easily detect corruption or non-compliance with internal control system, such as determining the auditor of the Property Manager to assess internal control system of the Property Manager during auditing, and report weakness or fault of internal control system for acknowledgement of the REIT Manager, etc.

Nevertheless, the REIT Manager may consider prescribing in The Property Manager Appointment Contract that the Property Manager shall be responsible for damage occurred with the REIT's benefits as the result of negligence of the Property Manager in control system, resulting in easy occurrence of corruption.

- (5) In the event where the REIT Manager detects that the Property Manager fails to perform the duties as prescribed in The Property Manager Appointment Contract or performs any act or omits to perform any act, resulting in lack of credibility in performance of duties in accordance with The Property Manager Appointment Contract, the REIT Manager shall cancel The Property Manager Appointment Contract of the said Property Manager so that the REIT Manager can enter to operate in replacement, or select the new Property Manager to replace the existing one.

Furthermore, in the event where the REIT Manager allows the real estate of the REIT to be leased by single tenant whereas the REIT gains distribution in whole or in part in form of profit sharing, the REIT Manager shall establish selecting, monitoring and auditing system on the duty performance of this single tenant in same manner as delegation or appointment of the Property Manager above in order to ensure that this single tenant can completely pay rental fee to the REIT in accordance with the conditions of the lease contract and non-leakage of revenue, possibly resulting in not gaining full distribution by the REIT as assumed by the REIT.

- (6) In the event where the Trustee detects that the Property Manager fails to perform duties as stipulated in The Property Manager Appointment Contract or perform any acts or omits to perform any acts that cause lack of credibility in performance of duties in accordance with the Property Manager Appointment Contract, the Trustee may notify the REIT Manager for acknowledgement by writing regarding to the said circumstance so that the REIT Manager can cancel The Property Manager Appointment Contract of the said Property Manager, and can enter to operate in replacement or select the new Property Manager in replacement of the existing one.

## 2 Supervision of Duty Performance of the Property Manager

The REIT Manager shall be responsible for supervising the management and duty performance of the Property Manager to maintain best interest of the unitholders and general investors. The REIT Manager shall be particularly responsible for controlling and managing revenues and expenses of the REIT so that the REIT's distribution is in accordance with the setting target. The measure of supervision and duty performance of the Property Manager is as follows.

- (1) The REIT Manager shall participate in preparing or considering the approval of annual budget preparation plan of the Property Manager to show details of revenues and expenses that quite certainly occur in each month to avoid undesirable expenses, set target of monthly and yearly revenue generation, and monitoring, controlling and supervising to ensure revenues and expenses of the REIT in line with setting annual budget plan approved by the Trustee.
- (2) The REIT Manager shall consider or review business strategy planning, marketing and underwriting promotion plan, and operating plan in various areas of the property Manager so that the REIT can increase revenue generation, mitigate risk from fluctuation of rental revenue for the REIT, and coordinate, monitor and control the Property Manager to operate in various areas in accordance with the determined strategy and work plan.
- (3) The REIT Manager shall consider or review the selection guideline of the major tenants and service providers, and plan the apportionment on type of business of the tenants of assets invested by the REIT. The said guideline and plan are prepared by the Property Manager to restrict and control risk or fluctuation of rental revenue in each year.
- (4) The REIT Manager shall consider and review the formulation of rental fee policy of the

Property Manager for suitable rate of rental fee based on leasing and service market situation at that time, govern and monitor the Property Manager to operate in accordance with the said policy, and govern and monitor the Property Manager to operate in accordance with the agreement made with the tenants on calculation and payment of rental fee.

- (5) The REIT Manager shall enter to audit control system of maintenance or refurbishment expense of equipment or building invested by the REIT in order to assess the suitability of refurbishment or replacement in order to ensure that such expense is not wasteful and causes true benefit to the REIT.
- (6) The REIT Manager shall assess the suitability of the control system in relation to a procurement of the Property Manager so that the REIT can receive goods or services which are worthwhile. Excessive expenses shall not be collected from the REIT and shall be in accordance with the framework stipulated in the Trust Deed, the related laws and notifications, and commitments additionally provided in documents which are disclosed for benefit of offering for sale of trust units to the investors, and resolution of the unitholders.
- (7) The REIT Manager shall assess, monitor and control the revenue collection of the Property Manager for the completed receipt of rental revenue by the REIT.
- (8) The REIT Manager shall determine that the Property Manager shall be responsible for monitoring, controlling and supervising the tenants and the service users to completely and properly pay taxes required by law, and governing and monitoring the Property Manager to perform such duties.
- (9) The REIT Manager shall analyse irregularity of the management of the Property Manager, and randomly audit the operation of the Property Manager without advance notification.
- (10) The REIT Manager shall regularly select, monitor, audit and assess internal control system of the Property Manager.

Moreover, the REIT Manager shall establish monitoring and controlling system and randomly audit to ensure the compliance of the Property Manager at least with the following rules.

- (a) Completely and properly collect revenue and deliver to the REIT.

- (b) Omit to collect expenses from the REIT more than necessity and within the framework determined by this Trust Deed to be collectible.
- (c) Adequately and properly supervise, refurbish and maintain assets of the REIT so that benefits can be continuously procured in long run.
- (d) Prepare emergency plan to support emergency or circumstance which is unpredictable or may seriously affect the operation of the REIT or the Property Manager; and
- (e) Take action in accordance with measure for prevention of conflict of interest that may occur between the Property Manager and the REIT.

#### **1.4 Administration**

BBLAM consists of eight departments that perform the duties in supporting tasks in relation to being the REIT Manager. The scope and duties and responsibilities can be summarized as follows.

##### **1.) Real Estate and Infrastructure Investment Department**

Real Estate and Infrastructure Investment Department is the department under control and supervision of Head of Real Estate and Infrastructure Investment. There are four sections as per below.

1. Infrastructure Fund Section
2. Property Fund Section
3. Technical Asset Inspection
4. Real Estate Investment Trust (REIT) Section is the section with key responsible duty in a management of the REIT on behalf of the REIT Manager.

##### **2.) Compliance & Legal Department**

Compliance & Legal Department is responsible for auditing the duty performance of the REIT Manager, and govern the performance of the REIT Manager to be in accordance with the stipulated guideline under the principle of trust such as establishment of the REIT in accordance with regulations of the Office of the SEC, and tasks in relation to general laws.

##### **3.) Operation & System Department**

Operation & System Department is responsible for preparing the system of trust unit allocation, trust unit subscription, and accounting and financing work of the REIT in part responsible by the REIT Manager.



#### 4.) Product Management Department

Product Management Department is responsible for mutually planning, preparing and carrying out the advertising and public relations tasks in relation to REIT management task such as advertising media, the trust unitholders' meeting, and other advertising and public relations tasks upon occasional request, etc.

#### 5.) CEO Office

CEO Office, Strategic Communications Division is responsible for planning and advertising media related to the REIT, such as public relations news, interviews, and trust unitholders' meetings.

#### 6.) Risk Management Department

Risk Management Department has duty to manage risks, propose risk management policy to the Risk Management Committee and the Board of Directors for consideration and approval, and apply the framework of risk management as basis and guideline of risk assessment and reporting, and transmit to the executives and staffs for acknowledgement.

#### 7.) Internal Audit Department

Internal Audit Department is responsible for checking and evaluating the adequacy of the internal control system related to the operating system of the REIT Manager

#### 8.) HR Strategy & Service Support Department

HR Strategy & Service Support Department performs the duty to mutually plan, coordinate and carry out tasks in human resource, detail of personnel, and person in charge in administration of the REIT by work units of the REIT Manager.

### 1.5 Functional Fees of the REIT Manager

Throughout the term of the REIT Manager Appointment Contract, the REIT Manager shall receive functional fees of the REIT Manager which are divided into three portions as follows.

Fees and Expenses Collected from the REIT	Ceiling % of NAV	Expected Collection Rate (Excluding VAT)
Portion 1 REIT administration fee	Not exceeding 1.00% per year of NAV	Not exceeding 0.50% of TAV but not lower than 8 million Baht per year
Portion 2 Property Management Fee	See detail of fees of the Property Manager	
Portion 3 Core Asset Acquisition or Disposal	Not exceeding 5.00% per year of NAV	Not exceeding 1.00% of acquired or disposed core asset value

## 2 The Property Manager

## 2.1 General Information

<b>Name</b>	True Properties Company Limited		
<b>Registration Date of the Company</b>	July 2, 1992		
<b>Establishment</b>			
<b>Paid-Up Registered Capital</b>	7,059,000,000 Baht		
<b>Type of Business</b>	Engage in the business for space leasing of office buildings in Bangkok, and office buildings in the region, and providing interior services and furniture leasing.		
<b>Shareholders</b>	The name list of shareholders as at December 31, 2020 is as follows.		
	<b>Name List</b>	<b>Number of Holding Shares (Shares)</b>	<b>Proportion (Percent)</b>
	1. Thana Telecom Co., Ltd.	40,079,998	56.78
	2. CP Property Holding Co., Ltd.	30,510,001	43.22
	3. Mr. Voravit Chanethanakul	1	0.00
<b>Head Office Location</b>	True Tower 1, No. 18, Ratchadapisek Road, Huai Khwang, Huai Khwang, Bangkok		
<b>Telephone</b>	02-858-1188		
<b>Facsimile</b>	02-858-1480		
<b>The Board of Directors</b>	1. Mr. Suphachai Chearavanont 2. Mr. Kachorn Chiaravanont 3. Mr. Noppadol Dej-Udom 4. Miss Narumol Tanedsounthron 5. Mr. Chartiwudh Tanchanpong 6. Mr. Ruengkiarti Choavaratana 7. Mr. Somkiat Vipusanamungkla 8. Mr. Prasert Chiarakul 9. Miss Netima Urthamapimuk 10. Mr. Thanasorn Jaidee		

**Board of Directors who signs in binding**

The signatory authorized directors of True Properties consisting of Mr.Suphachai Chearavanont, or Mr.Kachorn Chiaravanont, or Mr.Noppadol Dej-Udom, or Miss Narumol Tanedsounthron, or Mr.Chartiwudh Tanchanpong, or Mr.Ruengkiarti Choavaratana, or Mr.Somkiat Vipusanamungkla, or Mr.Prasert Chiarakul, or Miss Netima Urthamapimuk, or Mr.Thanasorn Jaidee, shall counter sign in total of two directors, and affix the company's seal.

## **2.2 Duties and Responsibilities of the Property Manager**

### **2.2.1. Duty of Property Management**

1) Procure benefits from assets invested by the REIT in accordance with the policy of the REIT Manager for the best interest of the REIT.

2) Refurbish, renovate and maintain assets invested by the REIT to be in good and available condition in procurement of benefits, and audit the compliance with the related laws.

3) In respect to preparation of accounting and report, management documents, and internal audit, account and reports shall be prepared as appropriate, and any documentary evidence relating to Gross Operating Revenue of the REIT and Operating Expenses to be submitted to the REIT.

4) In respect to marketing operation, the necessary advertising plan for the REIT shall be established in accordance with what is stipulated in the approved annual operating plan.

### **2.2.2 Duty of Information Disclosure**

Information relating to management and benefits procurement of assets invested by the REIT shall be disclosed to the REIT and the Trustee in accordance with rules and procedures prescribed by the REIT Manager.

### **2.2.3. Duty of Compliance with Rules Relating to Transaction with the Related Party of the REIT**

The rule of the REIT management in the matter of transactions with the related party of the REIT shall be complied whereas the Property Manager shall perform duties under concern on the best benefits of the REIT and the unitholders.

### **2.2.4. Duty of Cooperation with the REIT Manager and the Trustee**

The cooperation shall be given to the REIT Manager or the Trustee in compliance with a supervision system for the Property Manager. Upon a property inspection by the REIT Manager or the Trustee, the Property Manager

shall prepare to provide information, statement, and/or submit any documents as requested by the REIT Manager or the Trustee in case of necessity and appropriateness.

#### **2.2.5. Duty of Prevention of conflict of interest**

The Property Manager shall have duty to establish, comply with and update the measure for prevention of conflict of interest and maintenance of best interest of the unitholders, and disclose potential conflict of interest that is proper, complete and consistent to fact for acknowledgement of the REIT Manager and the Trustee. In addition, the Property Manager shall not take any actions that are in conflict with interest of the REIT as per details stipulated in The Property Manager Appointment Contract.

#### **2.2.6. Delegating Other Person for Performance of Duties and Supervision (Outsourcing)**

The Property Manager may delegate other person to perform some part of duties of the Property Manager to the extent that it is not in conflict with the laws, regulations, rules or any notifications applicable with the REIT, the Property Manager, the REIT Manager and the Trustee, and in accordance with rules stipulated in the policy in relation to delegation of work and outsourcing.

#### **2.2.7. Work System Relating to Performance of Duties of the Property Manager**

The Property Manager shall have duty to comply with, improve and disclose information relating to work systems in relation to performance of duties for efficient performance of duties, and for best benefits of the REIT and the overall unitholders.

### 2.3 Functional Fee of the Property Manager

The Property Manager shall receive fees for performance of duties of the Property Manager whereas the said fees are divided into three portions as follows.

Fees and Expenses Collected from the REIT	Ceiling % of NAV	Expected Collection Rate (Excluding VAT)
Portion 1 Standard Fee	Not exceeding 3.00% pa of NAV	Not exceeding 3.00% of operating revenue per project
Portion 2 Additional Fee		Not exceeding 10.00% of Adjusted Gross Operating Profit from Real Estate per project
Portion 3 Contract Service Fee		Not exceeding 3-month revenue from space rental and/or service fees in case of new contract or current contract renewal for lease or service provision of space, including procurement of benefits from the REIT's assets within 3-year contract term and varying according to contract term

## 3 Trustee

### 3.1 General Information

Name	Krung Thai Asset Management Public Company Limited ("KTAM")
License	KTAM has been granted for Trustee Business License on January 23, 2014
Location of Head Office	No. 1 Empire Tower, 32th Floor, South Sathorn Road, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120
Telephone	02-686-6100
Facsimile	02-670-0430
Website	www.ktam.co.th

### 3.2 Duties and Responsibilities of the Trustee

The Trustee shall have duty to manage the REIT with honesty, professional diligence, and expertise, and fairly treat the unitholders for best interest of the overall unitholders in accordance with the Trust Deed, as well as related laws and notifications as follows.

- 1) Oversee the Trust Deed to have materiality in accordance with related laws. In amendment of the Trust Deed, the procedures and conditions prescribed in the Trust Deed, and rules prescribed in related laws,

shall be observed. Nevertheless, if the aforesaid is not observed in amendment, the Trustee shall carry out in accordance with power and duties specified in the Trust Deed, and under Trust Act in order to oversee and maintain the privilege of the overall unitholders. If in the event of subsequent amendment in rule of offering for sale of trust units or management of the REIT issued in accordance with Securities Act and Trust Act, and non-compliance of the Trust Deed's requirement with such rule, the Trustee shall carry out to amend the Trust Deed to comply with the said rule, and procedure stipulated in the Trust Deed or as ordered by the Office of SEC under Section 21 of Trust Act.

- 2) Oversee to ensure that management of the REIT is performed by the REIT Manager under consent of the Office of the SEC throughout the establishment term of the REIT unless the event of the REIT Manager's failure to perform duties and the participation of the Trustee in management of the REIT as necessary to prevent, restrain or limit in order to avoid the occurrence of severe damage against the interest of the REIT or overall unitholders, and take action under the authority in this Trust Deed and Trust Act to provide new the REIT Manager.
- 3) Oversee and take any necessary actions so that the REIT Manager and the delegated person (if any) shall have characteristics and comply with rules prescribed in the Trust Deed, other related agreements (if any), and related laws, including discharge of the existing REIT Manager, and appointment of the new REIT Manager or the new delegated person (if any).
- 4) Control the investment of the REIT in accordance with the Trust Deed and related laws.
- 5) Control to ensure the disclosure of proper and complete information of the REIT as stipulated in the Trust Deed and related laws.

### **3.3 Functional Fee of Trustee**

Throughout the term of the Trust Deed, the Trustee shall receive functional fee as trustee, and custodian of assets in fee rate of not more than 0.50% of total asset value. The minimum rate is defined at 4 million Baht per year.

#### 4 Other Contact

##### 4.1 Registrar

Name	Thailand Securities Depository Company Limited
Address	The Stock Exchange of Thailand Building 93 Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400
Telephone	0-2009-9000

##### 4.2 Auditor

Name	KPMG Phoomchai Audit Ltd.
Address	50 <sup>th</sup> – 51 <sup>st</sup> Floor, Empire Tower 1 South Sathon Road Yannawa, Sathon
Telephone	0-2677-2000

##### 4.3 Appraisals

Name	Edmund Tie & Company (Thailand) Company Limited
Address	900, Tonson Tower, Floor 8, Phloenchit, Lumpini, Pathumwan, Bangkok 10330
Telephone	0-2257-0499

## 9. Risk factors

### 1 REIT business operational risk

- 1.) Risk from compliance with the contract
- 2.) Risk from inability of the space tenant to renew the term of lease contract
- 3.) Risk from ability to pay space rental fee and space service fee of the tenant
- 4.) Risk from renovation and repair of properties that affect benefits procurement
- 5.) Risk from dependence on major tenants
- 6.) Risk of REIT turnover from dependence on capability of the Property Manager
- 7.) Risk relating to trade competitor in REIT business operation
- 8.) Contingent risk from borrowing
- 9.) Occurrence of conflict of Interest between REIT and True Properties
- 10.) Risk from the spread of infectious diseases such as the Covid-19 virus

### 2 REIT invested asset utilization ability risk

- 1.) Risk from the event of land expropriation
- 2.) Risk from natural disaster, flood, sabotage and other force majeure
- 3.) Risk from design of some areas of the assets in the manner of specific use

### 3 REIT real estate investment risk

- 1.) Risk from change in real estate value based on valuation of the asset appraiser
- 2.) Risk from investment in leasehold with decreasing value based on the remaining lease term



#### 4 REIT unit investment risk exposed by the investor

- 1.) Risk relating to price of trust unit that may decrease due to price fluctuation based on market situation
- 2.) Liquidity risk in a secondary market for trading of trust units
- 3.) Risk relating to actual operating performance that may be different from projected income statement based on assumption
- 4.) Risk from impact of change in accounting standards or relevant laws
- 5.) Risk from impact of change in relevant taxes or fees

## 10. REIT Management

### 1 The REIT Supervision Policy

In compliance with the stipulated laws, criteria and Trust Deed, BBLAM shall have the internal control and audit system for duty performance of the REIT Manager and related tasks in accordance with the related rules, notifications or laws; and clearly determine annual audit plan, controlling and auditing procedure. The person who performs in such duty shall be independent. The clear step, method and duration for direct reporting audit result to the Board of Directors or other committees entrusted by the Board of Directors such as Audit Committee, shall be determined. Moreover, the rule and procedure for protection of the operating errors that do not comply with the Trust Deed, and related rules, notifications or laws, shall be established.

### 2 Sub-Committees

Please see the details in Management Structure section.

### 3 The Meeting of the Real Estate Investment Committee

The meeting of the Real Estate Investment Committee (REITCOM) is scheduled in quarterly basis or upon having crucial agenda or as deemed appropriate. Real Estate & Infrastructure Investment Group shall organize the meeting and act as secretariat of the meeting. It is determined that the members of the REITCOM shall attend the meeting by presence for not less than half of total members of the REITCOM. All resolutions shall be judged by majority vote. Meeting invitation notice together with meeting agenda shall be delivered to the Board of Directors for consider prior to the meeting. Generally, the crucial agenda of the meeting consist of the following.

Agenda 1	Consider certifying the minutes of the past Committee's meeting
Agenda 2	Consider acknowledging the report of the operating performance of the REIT
Agenda 3	Consider approving the REIT distribution payment
Agenda 4	Consider other matters (if any)

#### 3.1 Meeting Requirement

1. Schedule of quarterly meeting or upon having crucial agenda or as deemed appropriate, Real Estate & Infrastructure Investment Group shall organize the meeting and act as secretariat of the meeting.

2 . The Chief Executive Officer shall preside over the meeting. In a case where the Chairman of the Meeting is unable to attend the meeting, the members of the Committee who attend the meeting shall select one member to preside over that time of the meeting instead.

3. In the meeting, the quorum will be constituted if not less than half of the members of the Committee can attend the meeting not. The majority vote shall be considered in final judgment of the meeting. One member of the Committee has one vote. If there is tie vote, an additional vote shall be performed by the Chairman of the Meeting as casting vote. However, the member of the Committee who has gain and loss or may have conflict of interest in any matter is not allowed to participate in consideration or resolution in the said matter. The nature of involvement in the stakeholding or conflict of interest shall be recorded in minutes of the meeting.

4. Properly and completely prepare minutes of the meeting and file meeting-related documents to be verifiable, and file the minutes of the meeting certified by the meeting as evidence.

### **3.2 Crucial Transaction of the REIT Proposed to Real Estate Investment Committee**

1. Investment strategy, management policy, and capital structure
2. Appointment of the external entrusted party such as financial advisor, underwriter, and the Property Manager
3. Selection of assets which will be invested in accordance with procedure of acquisition of core assets
4. Disposal of assets in accordance with procedure of disposal of core assets
5. Consideration on audit and transaction within the scope of transaction with the related party of the REIT Manager
6. Determination of annual budget in accordance with procedure of budget determination
7. Capital increase, borrowing, and issuance of debenture in accordance with procedure of financing
8. Entry into other transactions which are significant for management of the REIT in accordance with related rules and regulations such as the REIT distribution payment, etc.

#### **4 Supervision on Use of Inside Information**

BBLAM on behalf of the REIT Manager has established conflict of interest protection system regarding to storage of inside information as follows.

1. It is prohibited not to disclose confidential information to the third party or to the staff of the company that are not related, and not to use acquired information apart from normal performance of duties or improperly use.
2. Manage the storage system of the confidential documents with carefulness.
3. Beware of conversation or discussion on inside confidential information with the third party of the section to prevent conspiracy of the non-related party in the said information.
4. Being cautious in delivery or receipt of inside information in order to prevent information leakage prior to public disclosure.
5. The non-related party is prohibited to enter in working area of the work unit and the meeting or reception area is separately accommodated.
6. If the staff is in doubt on which information is confidential or whether the information can be disclosed, the staff shall directly inquire his/her superior or Compliance & Legal Department.

#### **5 Processes and Factor Used for Investment Consideration and Decision, and Management of the REIT**

##### **5.1 Investment in Core Assets of the REIT**

The REIT Manager shall execute the following prior to each acquisition of core assets.

1. Perform Due Diligence on the details of assets including related information and documents.
2. Arrange the appraisal of assets which will be invested as specified in the Trust Deed.
3. In the event of the Trust Deed's investment in real estate leasehold in the manner of sub-lease, the REIT Manager shall establish the measure of risk prevention or contingent damage remedy as the result from breach of the lease contract or failure to enforce under the right in the lease contract, and shall disclose such measure of risk prevention to the Trustee and the unitholders.
- 4.

In the event of acquisition of additional core assets, the REIT Manager shall execute the following.

1. Ask the Trustee to consider giving the consent on asset investment to ensure the compliance with the Trust Deed and related laws.
2. Request the approval of the asset investment as follows.

2.1 Investment in assets owned by the REIT Manager or related party

- In respect to transaction relating to acquisition of core assets, the approval shall be given by the Executive Board of the Company.
- In respect to the transaction with a value from 20 million Baht and more or exceeding 3.00% of net asset value of the REIT, whichever value is higher, shall be resolved by vote not less than 3/4 of total votes of the unitholders who attend the meeting and have voting right.
- Arrange the financial advisor to remark the opinion on the connected transaction of the REIT Manager to be the decision making supporting information for the Executive Board of the Company and/or the unitholders of the REIT in approval of the investment in such assets.
- The related party of the assets offered for sale is not allowed to be involved in approval of investment in such assets.

2.2 Investment in assets owned by general person that is not the REIT Manager or related party

- In respect to transaction relating to acquisition of core assets, the approval shall be given by the Executive Board of the Company.
- The investment in assets with value from 30.00 % of total asset value of the REIT shall be resolved by votes not less than 3/4 of total votes of the unitholders who attend the meeting and have voting right.

## 5.2 Disposal of Core Assets of the REIT

The REIT Manager may consider disposing core assets of the REIT as per the following process.

1. The REIT Manager must have the assets to be appraised by the independent appraiser in accordance with the rule stipulated in the Notification of the Office of the Securities and Exchange Commission.
2. The disposal of core assets shall be approved by the Executive Board of the Company.
3. The disposal of core assets shall be openly disclosed with the essence of list of items, under approval system as specified in the Trust Deed, and procedures in place for obtaining consent from the Trustee or resolution of the unitholders' meeting as the acquisition of assets.

## 5.3 Management of Core Assets of the REIT

In management of core assets of the REIT, the REIT Manager on behalf of the REIT Manager shall hire the Property Manager by selecting from the person who is experienced in asset management in each type of the assets invested by the REIT.

## 5.4 Selection of Personnel Relating to Management of the REIT

The REIT Manager shall select the personnel to perform duty of the REIT management by mainly considering from working experiences in the related duty. The REIT Manager shall verify that the personnel who are the executives shall have qualifications as specified in the Notification of the Office of SEC as follows.

- Being the experienced person in investment management or benefits procurement from real estate for not less than three years in total, within five years period prior to the employment date for working with the REIT Manager.
- Being the person without prohibited characteristics of the person with power to manage the REIT. The said prohibited characteristics are announced in the Notification of the Capital Market Supervisory Board on prohibited characteristics of the personnel in capital market business mutatis mutandis.

- The Board of Directors or the entrusted person (as the case may be) shall supervise the selection of personnel in accordance with the aforesaid qualifications. The Compliance Department shall participate in verifying the qualifications of the applicant as well.

Nevertheless, the selected personnel in each position is restricted not to perform duties in other position that may be in conflict with the duty performance in the entrusted key position.

### **5.5 Investment in Other Assets for Cash Flow Management**

The REIT Manager establishes investment control and supervision system for other assets in order to manage cash flow of the REIT. The type of other assets requiring investment and proportion of investment in other assets shall be verified to be in line with the requirement prescribed in the Trust Deed.

## **6 Selection of the Property Manager**

The REIT Manager may appoint other person which is single or several juristic person(s) to perform the duty in managing properties which are assets of the REIT in lieu of the REIT Manager. The Property Manager shall be competent to manage properties in the assigned part, and have personnel with knowledge and experiences in property management not less than three years. The REIT Manager shall be responsible for property management fee, and the REIT shall be responsible for other expenses incurred from property management such as public utility expense, cleaning expense, security expense, property maintenance expense, etc. If the new Property Manager is appointed apart from the one specified in this underwriting of trust units proposition particulars regarding the offer for sale of trust units, the REIT Manager shall notify the Trustee about such appointment within 15 (fifteen) days from the appointment date of the new Property Manager.

The REIT Manager may consider defining term of The Property Manager Appoint Agreement as appropriate as the case may be, and the said Agreement can be automatically renewed. However, the REIT Manager may appoint the Property Manager to add or alter the Property Manager, or consider determining the discharge condition of the Property Manager in case by case. Preliminarily, the Property Manager of the initially invested assets has determined the condition of The Property Manager Appoint Agreement whereas the REIT Manager is entitled to consider discharging the Property Manager upon occurrence of any circumstances as follows.

- (1) In the event where Adjusted Gross Operating Profit from Real Estate is lower than 95% of the estimate of such profit as specified in annual operating plan proposed by the Property Manager and approved by the REIT Manager for two consecutive years period unless the event of force majeure; or
- (2) In the event where occupancy rate of the initially invested assets managed by the Property Manager is lower than 50% for three consecutive months period unless the event of force majeure.
- (3) If during any year of occurrence of force majeure, the Property Manager may propose the updated annual operating plan to the REIT Manager for consideration and approval. If it appears that Adjusted Gross Operating Profit from Real Estate is lower 95% of the estimate of such profit as specified in the updated annual operating plan for two consecutive years period.

#### 7 Monitoring and Supervising the Operation of the Property Manager

Details		Operation of the Property Manager	Operation Relating to the REIT Manager
1	Receiving-Delivery of Assets and Contracts	<ul style="list-style-type: none"> <li>- Submit document declaring ownership / right in assets, including contracts and important documents to the REIT Manager.</li> <li>- Enter to jointly inspect the condition of invested real estate together with the REIT Manager and the Trustee.</li> <li>- Properly and completely prepare real estate condition recording report, , and send copy of such report to the REIT Manager</li> </ul>	<ul style="list-style-type: none"> <li>- Verify details of assets and contracts received from the asset owner, the Property Manager, and other relevant agencies such as legal consultant, and appraiser, etc.</li> <li>- Prepare 1 set of copy of ownership document of assets and contracts to be retained at the REIT Manager for using as reference and support of the operation; and prepare important document delivery letter to be delivered to the Trustee for storage accordingly.</li> <li>- Enter to jointly inspect the condition of invested real estate together with the</li> </ul>



Details		Operation of the Property Manager	Operation Relating to the REIT Manager
			Trustee and the Property Manager; and verify real estate condition recording report.
2	<b>Complete and Proper Collection of Revenue and Delivery to the REIT</b>	<ul style="list-style-type: none"> <li>- The REIT establishes a policy that the tenants shall directly pay rental fee into deposit account of the REIT. However, the event where the tenants deposit money into the account of the Property Manager, the Property Manager shall deposit rental fee money into the account of the REIT.</li> <li>- At the end of every month, the Property Manager shall prepare the collection summary of rental revenue under lease contract, cash of rental fee received in that month, and outstanding receivables of rental fee delivered to the REIT Manager for audit</li> </ul>	<ul style="list-style-type: none"> <li>- At the end of every month, audit the accuracy of revenue amount transferred into the account in comparison with the reports and documentations received from the Property Manager.</li> <li>- In the event of accurate amount of money, collect information and documentations, and prepare financial statements and report to be proposed to the Trustee.</li> <li>- In the event of inaccurate amount of money, notify the Property Manager to clarify reason and revise to be accurate.</li> </ul>
3	<b>Collection of Expenses from the REIT</b>	<ul style="list-style-type: none"> <li>- The Property Manager shall prepare budget and propose annual operating plan to the REIT Manager for considering determination of budget prior to the end of fiscal year in each year in advance.</li> <li>- In the event of determination of budget, submit expense requisition and evidence of disbursement to the REIT Manager for audit and consideration of disbursement.</li> <li>- In the event of non-determination of budget, discuss with the REIT Manager and clarify the reason of necessity to</li> </ul>	<ul style="list-style-type: none"> <li>- The REIT Manager shall mutually consider budget preparation plan together with the Property Manager and propose REITCOM to consider approving annual budget.</li> <li>- In the event of determination of budget, if the said expense is in the approved budget, audit the accuracy of disbursement documentation, and notify the audit result to the Trustee for considering ordering to make payment into the account of the related party.</li> <li>- In the event of non-determination of budget,</li> </ul>

Details		Operation of the Property Manager	Operation Relating to the REIT Manager
		<p>disburse for determining expense limit required for approval request. If being approved, the Property Manager shall deliver documents to the REIT Manager by specifying 1) details of assets, 2) limit of approval request, 3) Approval Letter No., and 4) others, as the case may be.</p> <p>- In the event of urgency required for approval request, the Property Manager shall call / email to notify for requesting prior-approval from the REIT Manager.</p>	<p>or if such expense is not in the approved budget or in excess of the approved budget, the REIT Manager shall notify the Property Manager to clarify the necessity and appropriateness of such expense, and request for additional documents. If it is deemed that such expense is useful for the REIT, payment order shall be approved. If the REIT Manager deems inappropriate for paying, it shall inform the Property Manager to return such set of documents.</p> <p>- At the end of every month, prepare transaction recording, financial statements and report to be proposed to the Trustee.</p>
4	Adequate and Appropriate Supervision and Refurbishment of Assets of the REIT	<p>- Visually check whether core assets are in the condition ready for benefits procurement. If the significant defect of asset affecting generation of the REIT's revenue is detected, the Property Manager shall record, take photography to support observed physical condition, refurbish, and also notify the REIT Manager for acknowledgement.</p> <p>- In the event where the tenant notifies the intention to request for asset refurbishment in overview, the Property Manager shall consider suitability and necessity of the said refurbishing items by taking into account maintenance of good</p>	<p>- In the event of the Property Manager's request for approval on refurbishment expense, the REIT Manager shall consider the appropriateness of such execution.</p> <p>- If it is deemed to be appropriate for performing transaction, the REIT Manager shall consider the appropriateness of outsourcing the repairer of the significant defective asset to be in available condition, and report progress result for acknowledgement of the Trustee.</p>

Details		Operation of the Property Manager	Operation Relating to the REIT Manager
		<p>relationship with the tenant, and also notify the REIT Manager for acknowledgement.</p> <ul style="list-style-type: none"> <li>- In the event where the tenant desires not to renew the leased contract, the Property Manager shall receive the assets from the tenant and ask the tenant to refurbish and renovate the assets to be available condition for use as the same condition at the time of commencement of the lease contract.</li> </ul>	
5	Arrangement of Annual Appraisal / Review of Asset Price	<ul style="list-style-type: none"> <li>- Submit necessary information to the independent appraiser.</li> <li>- Facilitate appraisal assets of the appraiser.</li> </ul>	<ul style="list-style-type: none"> <li>- Gather the list of total assets of the REIT that will be due for the appraisal cycle in the current year.</li> <li>- Select and appoint two independent appraisers according to the selection criteria for the entrusted appraisers, and notify the Property Manager for acknowledgement in order to prepare appraisal documentation.</li> <li>- Verify the assumption and accuracy of asset appraisal, and submit appraisal report to the Trustee and the SEC.</li> <li>- Conclude the appraised price and disseminate in website of the Stock Exchange of Thailand after disclosure of financial statements and summary of the REIT's operating results.</li> </ul>
6	Annual Asset Inspection	<ul style="list-style-type: none"> <li>- Enter to jointly inspect the condition of the REIT's real estate together with the</li> </ul>	<ul style="list-style-type: none"> <li>- Gather the list of assets of the REIT that is</li> </ul>

Details		Operation of the Property Manager	Operation Relating to the REIT Manager
		<p>REIT Manager and the Trustee.</p> <ul style="list-style-type: none"> <li>- Facilitate REIT Manager and Trustee.</li> </ul>	<p>nearly due for annual inspection schedule.</p> <ul style="list-style-type: none"> <li>- Coordinate with the Trustee and the Property Manager to make appointment schedule of the entry date for inspecting the real estate condition</li> <li>- Enter to inspect the condition of the REIT's real estates whether they are really existent and in the condition that are used for procuring benefits.</li> <li>- Complete the preparation of the real estate condition recording report to be proper on fact basis within 30 (thirty) days from the entry date for asset inspection.</li> <li>- Delivery the copy of the real estate condition recording report to the Trustee within 5 (five) working days from the completion date of the said report.</li> </ul>
7	Verification of the Copy of Insurance Policy	<ul style="list-style-type: none"> <li>- In the event where insurance term of insurance policy is nearly expired, the REIT Manager shall be informed to renew insurance policy of the REIT assets.</li> </ul>	<ul style="list-style-type: none"> <li>- Consider adequacy and suitability of the condition of insurance policy that will be renewed.</li> <li>- Verify the beneficiary in the insurance policy to be in line with the criteria.</li> <li>- Verify the type of insurance and insurance limit in each type of Property Damage and insure must not below the Replacement Cost.</li> </ul>

For the entire agreement period of the REIT Management Agreement, the REIT Manager shall receive management fee for performing its duties as the REIT Manager which are divided into three portions as follows:

Fees and Expenses Collected from the REIT	Ceiling % of NAV	Expected Collection Rate (Excluding VAT)
<b>Portion 1</b> Management Fee	Not exceeding 1.00% per year of NAV	Not exceeding 0.50% of TAV but not lower than 8 million Baht per year
<b>Portion 2</b> Property Management Fee	Not exceeding 3.00% per year of NAV	
Base Fee		Not exceeding 3.00% of operating revenue per project
Incentive Fee		Not exceeding 10.00% of Adjusted Gross Operating Profit from Real Estate per project
Contract Service Fee		Not exceeding 3-month revenue from space rental and/or service fees in case of new contract or current contract renewal for lease or service provision of space, including procurement of benefits from the REIT's assets within 3-year contract term and varying according to contract term
<b>Portion 3</b> Core Asset Acquisition or	Not exceeding 5.00% per year of	Not exceeding 1.00% of acquired

Fees and Expenses Collected from the REIT	Ceiling % of NAV	Expected Collection Rate (Excluding VAT)
Disposal	NAV	or disposed core asset value

## 9 Information Disclosure to Unitholders

The REIT manager is responsible for prepare and deliver financial statement and operating result of B-WORK to The Securities and Exchange Commission of Thailand, The Stock Exchange of Thailand, Trustee and unitholders in accordance with the following details:

(1) A quarterly financial report within 45 days after the end of accounting period , except for the fourth quarter financial statements.

(2 ) Annual financial report which audited by independent auditor within 2 months after the end of accounting period.

(3) Form56-1 within 3 months after the end of accounting period.

(4) Annual report with an invitation to the Annual General Meeting within 4 months after the end of the accounting period.

## 10 Unitholders Meeting

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

1. The Annual General Meeting within 4 months after the end of the accounting period

2 . The Extraordinary General Meeting is meetings that are not the General Annual Meeting which are organized when the following events or incidents occur:

(1 ) When unitholders who cumulatively hold no less than 10% of total units come together to send a requesting document to the REIT Manager to arranges a REIT Unitholders Meeting. The request will clearly state the reasons for the meeting. Once the request is received, the REIT Manager is responsible for arranging a unitholders meeting within 1 month of receiving the letter from unitholders.

(2) In any scenario where the Trustee is of the opinion that it is necessary or advisable to have a unitholders meeting to discuss or approve pertinent matters. The REIT Manager is responsible

for arranging a unitholders meeting within 1 month of receiving the request from the Trustee. The Trustee has the right to consult with REIT Manager with regards to this case.

(3) In any scenario where the REIT Manager is of the opinion that it is necessary or advisable to have a unitholders meeting to discuss or approve pertinent matters. The REIT Manager has the right to consult with Trustee with regards to this case.

#### **11 Auditor's fee**

B-WORK appointed KPMG Phoomchai Audit Ltd. as an auditor for the year ended 31 December 2020 with an audit fee of 1,340,000 baht.

## 11. Internal Control and Risk Management

Internal Audit Department performs the duty in auditing and assessing the adequacy of internal control system of departments in charge in part relating to management of the REIT in accordance with the determined operating procedure. The audit and assessment of this internal control system shall be in accordance with annual audit plan approved by the Audit Committee. As Internal Audit Department is a department with operating independence, the performance result therefore shall be reported directly to the Audit Committee. According to the assessment of the adequacy of internal control system, the Internal Audit Department commented that internal control system in part relating to REIT management is circumspect and proper. The adequate personnel have been assigned to perform the duties under clear segregation of duties and responsibilities, resulting in efficient operation in accordance with internal control system. In addition, the operation of the Property Manager has been monitored and controlled, resulting in circumspect and proper control and monitoring on utilization of the REIT's assets.



## 12. The Details of REIT's Related Party Transactions

### 1 Prevention of conflict of interest

Trust Deed specifies the requirement relating to transactions performed between the REIT and the REIT Manager or related party of the REIT Manager as follows.

- 1) The transactions performed between the REIT and the REIT Manager or related party of the REIT Manager shall be the transactions with the following nature of transaction.
  - 1.1) Compliance with Trust Deed and related laws
  - 1.2) Being executed for the best interest of the REIT
  - 1.3) Being reasonableness and use of fair price
  - 1.4) Fair and reasonable rate of transaction expense collected by the REIT (if any)
  - 1.5) Non-involvement in decision making on entering into the transaction with specific stakeholder from entering the said transaction
- 2) Approval of transaction between the REIT and the REIT Manager or related party of the REIT Manager shall be carried out through the following procedure.
  - 2.1) Being approved by the Trustee that it is the transaction in accordance with Trust Deed and related laws.
  - 2.2) In the event of transaction with value more than 1,000,000 Baht or from 0.03% of net asset value of the REIT and more in whichever value is higher, it must be approved by the Board of the REIT Manager.
  - 2.3) In the event of transaction with value from 20,000,000 Baht and more or more than 3.00% of net asset value of the REIT in whichever value is higher, it must be resolved by the unitholders' meeting with votes not less than 3/4 of total votes of the unitholders who attend the meeting and have voting right.
- 3) In the event where the said transaction is acquisition or disposal of the core asset, value calculation shall be performed based on value of acquisition or disposal of total assets of each project that makes the project ready for generating revenue, including assets relating the said project.
- 4) The duties of the REIT Manager and the Trustee in the process of approval request from the Trustee or request of resolution of the unitholders' meeting, are as follows.

- 4.1) The REIT Manager shall prepare the approval request document or meeting invitation notice as the case may be, and remark the opinion regarding the nature of transaction in accordance with Item 1) together with clear reason and supporting information.
- 4.2) The Trustee shall attend the unitholders' meeting to remark the opinion regarding the nature of transaction in the aspect whether it is in accordance with Trust Deed and related laws. In the event of request for resolution of the unitholders' meeting, meeting invitation notice shall contain the opinion of the independent financial advisor to support the request for resolution of the unitholders' meeting.
- 5) In the event of clear presentation of information for transactions performed between the REIT and the REIT Manager or related party of the REIT Manager in the underwriting of trust units proposition particulars and the prospectus, such transactions must not be approved under Item 2 and must not be carried out through the process of request for approval under Item 4.

## 2 Transactions between the REIT and the REIT Manager and Related Party of the REIT Manager

### 2.1 Transactions between the REIT and the REIT Manager

BBL Asset Management Company Limited ("BBLAM") acting as a REIT Manager

<b>Nature of Related Party Transaction</b>	Following the establishment of the REIT, the Trustee on behalf of the REIT shall appoint "BBLAM" as the REIT Manager
<b>Reason and Necessity of Transactions</b>	<p>1) "BBLAM" is the Settlor and the party submitting permit for offering for sale of trust units for investment in initially invested assets.</p> <p>2) "BBLAM" is engaged in the business of securities management and a subsidiary of Bangkok Bank Public Company Limited. "BBLAM" is known for its extensive experience in managing infrastructure fund, property fund and other mutual funds, including experience as a Trustee of real estate investment trust. In addition, "BBLAM" personnel are equipped with keen experience and expertise in the business, which can efficiently support the business operations of "BBLAM" on behalf of the REIT Manager.</p> <p>3) Directors, executives and personnel of "BBLAM" have excellent</p>

	<p>knowledge and experience in capital market business and real estate investment.</p> <p>"BBLAM" is therefore suitable to perform the task of REIT Manager.</p>
Reasonableness of Transactions	<p>1) "BBLAM" shall collect payment of REIT Manager fee which consists of three portions as follow:</p> <p><b>Portion 1:</b> REIT administration fee not exceeding 0.50% of total asset value (TAV) per year.</p> <p><b>Portion 2:</b> Property management fee which consists of:</p> <ul style="list-style-type: none"> <li>● REIT property management fee of the REIT not exceeding 3.00% of operational revenue per year</li> <li>● Not exceeding 10.00% of adjusted gross operating profit from real estate within 3 months of rental revenue and/or service revenue of space in case of new contract or renewal of the primary lease or service contract of space, including procurement of benefits from REIT assets based on 3 (three)-year contract term and varying according to contract term.</li> </ul> <p><b>Portion 3:</b> Core asset acquisition or disposal fee not exceeding 1.00% of total value of the acquired or disposed core assets. Fee structure shall be in accordance with normal business operation which is equivalent to the same fee category of the REIT Manager of other real estate investment trusts.</p> <p>2) "BBLAM", on behalf the REIT Manager, shall collect payment of property management fee not exceeding the rate specified in Part 2-10 "Payment of Fees and Expenses". The rate of property</p>

	<p>management fee shall be determined as deemed appropriate by the REIT Manager based on each Property Manager and project. In addition, "BBLAM" has efficient control and work systems. All fees collected by Property Manager shall be responsible by the REIT Manager, including performing duty or finding replacement in the event that Property Manager was unable to partially or entirely perform his/her duties. Since fee structure of the REIT is based on normal business operation, it is therefore equivalent to the same fee category for REIT Manager or the executive of other real estate investment trusts.</p>
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## 2.2 Transactions between the REIT and Related Party of the REIT Manager

Major shareholder of the REIT Manager is Bangkok Bank Public Company Limited ("Bangkok Bank")

<b>Nature of Related Party Transaction</b>	Bangkok Bank is the major shareholder of the REIT Manager by having direct shareholding of 75.00% of total paid-up shares of the REIT Manager.
<b>Reason and Necessity of Transactions</b>	Lender of capital for investment in the initial assets, and provided other financial services to the REIT in accordance with general business conditions such as savings account, cash management and etc.
<b>Reasonableness of Transactions</b>	The provision of other financial services shall be in compliance with general business conditions

### 3 Transactions between the REIT and Trustee and Related Party of the Trustee

#### 3.1 Transactions between the REIT and Trustee

Krungthai Asset Management Public Company Limited ("KTAM") acting as a Trustee

<b>Nature of Related Party Transaction</b>	"KTAM" performs the duty as the Trustee of the REIT.
<b>Reason and Necessity of Transaction</b>	<p>1) "KTAM" is engaged in the business of securities management and is a subsidiary of Krungthai Bank Company Limited which has extensive experience in managing infrastructure fund, property fund and other funds. "KTAM" therefore have a team of personnel with a keen experience and expertise in the business, which can efficiently support its business operations as the Trustee of the REIT.</p> <p>2) Directors, executives and personnel of "KTAM" has excellent knowledge and experience in capital market business and real estate investment.</p> <p>"KTAM" is therefore suitable to perform the task of Trustee of the REIT.</p>
<b>Reasonableness of Transactions</b>	<p>1) The Trustee shall be responsible for the payment of service fees of the REIT as per the rates and conditions approved by the REIT Manager and must not exceed the rates disclosed in the underwriting of trust units proposition particulars and the prospectus.</p> <p>2) The Trustee has an efficient control system and in compliance with the requirements of SEC.</p> <p>3) The rate of Trustee fee shall be in accordance with normal business transaction conditions and must be equivalent to the rate of Trustee fees of other real estate investment trusts of similar market nature.</p>

### 3.2 Transactions between the REIT and Major Shareholders of the Trustee

Major shareholder of the Trustee is Krungthai Bank Public Company Limited (“Krungthai Bank”)

<b>Relationship</b>	Krungthai Bank is a major shareholder of the Trustee by having direct shareholding of 99.99% of total paid-up shares of the Trustee.
<b>Nature of Related Party Transactions</b>	Krungthai Bank may offer other financial services to the REIT in accordance with general business conditions such as Savings Account, Cash Management, Custodian service, etc.
<b>Reason and Necessity of Transactions</b>	The provision of other financial services shall be in compliance with general business conditions. In addition, Krungthai Bank has excellent understanding on this transaction. Meanwhile, the use of central system-based management can help to promote flexibility and quick management.

#### 4 Policy on Related Party Transactions between the REIT and the Trustee or Related Party of the Trustee

In the event of related party transactions between the REIT and the Trustee or related party of the Trustee occurred in the future, the following procedure shall be applied:

- 1) Disclose information and transaction-related information via the Stock Exchange of Thailand (SET) or any other channels completely accessible by the unitholders.
- 2) Reasonable information disclosure period by no less than 14 days.
- 3) The channel, method and duration for objection must clearly be disclosed and must not be less than 14 days unless in the event of request for resolution from the unitholders for entering into the transaction, an objection should be made against such request.

Furthermore, in the event the unitholders expressed clear objection as per the procedure disclose in Item 3) above by having objection vote of more than 1/4 of underwriting trust units, the Trustee shall not act or permit any transactions between the REIT and the Trustee or related party of the Trustee as aforementioned.

In the event the information necessary for establishment of transactions between the REIT and the Trustee or related party of the Trustee have been clearly disclosed in this document, it shall be considered that such transactions have adequately disclosed related information to the unitholders or investors before entering into any transactions that may be conflicting with the benefits of the REIT.

## 13. Legal Controversy

- None -



#### **14. Other Important Information**

B-WORK has no other significant information that affects the operation of the Trust. However, investors can study additional information from Form56-1 as shown in [www.sec.or.th](http://www.sec.or.th) or additional information of B-WORK at [www.bworkreit.com](http://www.bworkreit.com) or the website of the Stock Exchange of Thailand at [www.set.or.th](http://www.set.or.th).

## 15. Corporate Social Responsibility

### 1 Overview Policy

The REIT Manager sets the policy of fund management under fair management, and anti-corruption policy under zero tolerance of any corruption covering all businesses and transactions in every country and every related agency whether by offering, giving promise, asking, demanding, giving or receiving bribe or act of behavior indicating corruption. In compliance with the said principle, the REIT Manager therefore has established the policy and practical guideline for attainment of such principle covering five areas as follows.

1. Political assistance
2. Donation for charity
3. Grant-in-aid
4. Gift expense, service and hospitality expense, and other expenses
5. Bribe and incentive

The unitholders can see additional detail of anti-corruption policy of the management company at [www.bblam.co.th](http://www.bblam.co.th).

### 2 Operation

The REIT Manager has determined the anti-corruption procedure in detail under regular review of the REIT Manager on the operating procedure to be consistent with change of law and business, and maintenance of the company's reputation. All directors, executives, and staffs shall thoroughly comply with this policy.

#### Guideline of Communication and Disclosure of Anti-Corruption Policy

For effective implementation of anti-corruption policy and overall organizational benefit, all members of the company such as directors, executives, staffs, probationary staffs, permanent employees and temporary employees, shall acknowledge and realize the significance of such policy. They shall implement and disclose to the related parties of the business such as business partner companies, customers, etc., for acknowledgement.

### **Guideline of Communication and Disclosure of Anti-Corruption Policy**

For effective implementation of anti-corruption policy and overall organizational benefit, all members of the company such as directors, executives, staffs, probationary staffs, permanent employees and temporary employees, shall acknowledge and realize the significance of such policy. They shall implement and disclose to the related parties of the business such as business partner companies, customers, etc., for acknowledgement.

### **Internal Control and Reporting**

The REIT Manager shall verify the financial transaction recording and accountancy process at least once a year to ensure the efficient and continuous implementation of anti-corruption policy and report such verification result report to the Board of Directors for acknowledgement.

### **Responsible Work Unit**

Compliance Department is the work unit that is responsible for operation of work units in accordance with this policy and entrusted to have authority in issuing rules and determining practice, and revising details for appropriateness of the management company's operation to attain the established principle.

### **Penalty**

If the executives, directors, staffs, probationary staffs, permanent employees, and temporary employees required for compliance with this policy fail to comply with, the REIT Manager shall consider as violation of regulation or lawful order of the REIT Manager. The REIT Manager shall punish by any or several means without sequential requirement as follows.

- 1) Verbal warning
- 2) Remitting probation and performing written parole
- 3) Removal and alteration of duty and responsibility as deemed appropriate by the company
- 4) Dismissal of the staff without payment of any severance pay

### 3 Measures to prevent the spread of Coronavirus Disease 2019 (COVID-19)

Due to the coronavirus disease epidemic (COVID-19) situation, the REIT Manager pays attention to the safety and health of the tenants including responsibility to the public with strict screening measures at the entry-exit points of the building. There is a temperature measurement to screen people who come to contact within the building in order to prevent the spread of the COVID-19 and to build confidence among tenants and visitors in the building.

The property manager has set strict measures to reduce the risk of viral transmission, including :

- Limiting the number of officers with temperature measurement of all staffs before entering within the building
- Preparing a mask and alcohol hand sanitizer in front of the elevator and key entrance to the building
- Increase hygiene care such as frequency of cleaning information counters, entrance-exit of the building, and passenger elevators with antiseptic.
- Request further cooperation from the tenants to keeping social distance in common areas and always wearing mask and keeping hands clean with alcohol gel.

## 16. Market Overview for Real Estate Industry of Invested Properties

### Thai Economic Overview

In 2020, Thai economy was meaningfully hit by the spread of Corona virus disease (COVID-19) which negatively impacted both investment and consumption. Thailand's Gross Domestic Product (GDP) for the year 2020 dropped by 6.1% compare with a growth of 2.3% in 2019. Meanwhile, the headline inflation in 2020 was average at -0.8% compare with an average of 0.7% in 2019.

The Government launched several stimulus packages, both fiscal and monetary policies, to accommodate the resilience of overall economy and private consumption. The Monetary Policy Committee (MPC) decided to lower the policy rate from 1.25% per annum in 2019 to 0.50% per annum in 2020. However, the poor investor and consumer confidences caused private investment and private consumption in 2020 to shrink by 8.4% and 1.0%, respectively.

The challenge of COVID-19 is going to persist through 2021 while the effectiveness of virus containing scheme and the success of the vaccine development are the key turning factors of this threat. The Thai economy in 2021 is expected to be driven by domestic investment and consumption and the recovery of export while the foreign tourists is expected to gradually rise in late 2021. The office of the National Economic and Social Development Council (NESDC) projected the Thai GDP in 2021 to grow by 2.5-3.5% with the mild inflation rate of 1.0-2.0%.

### Summary of an overview of the market of office building in Bangkok

At the end of the 4th quarter of 2020, the total supply of office space in Bangkok is 9.063 million square meters or increased at the rate of 0.3 percent from the previous quarter. Such supply came from the launch of 3 office building projects with a total area of 27,119 square meters and there was a total of 5 office buildings that postponed the launch with a total area of approximately 98,558 square meters.

The amount of vacant renting spaces has a rising trend since midyear 2020 in many office buildings. This is because tenants request to return or reduce the rental space in order to save the operating cost of the business. Moreover, it was found that many companies are in the process of adjusting the office space policy to use co-workspace

instead, which may cause the demand for office space to decline. Recently, it was found that the agreed rental fee, for some office buildings, was reduced by more than 15-30 percent in order to attract tenants. Research and Communication Department of Colliers International Thailand predicts that the trend of working lifestyle in 2021 will change by having more combination of work outside the office space. As a result, the functions of future office spaces will be shifted from traditional office spaces toward co-working spaces and more flexibility to meet the corporate and social needs of employees. Office use will shift towards a blended workplace as companies plan to make the best use of office space for businesses and people.

#### **Snapshot of Office market overview in Ratchadapisek / Rama 9 area**

As of Q4 2020, the total supply of office space in the Ratchadaphisek / Rama 9 area was 1,182,055 sq.m. In the next two years, it is expected that there will be new office space launched in the Ratchadapisek / Rama 9 area at approximately 52,000 sq.m., all of which are Grade B office buildings. From the accumulated supply of office space in this area, it was found that there were the highest number of the Grade B office space at up to 829,546 sq.m., accounting for 70.2%, followed by Grade A office space at 202,673 sq.m. or 17.1% and Grade C office space at approximately 149,836 sq.m., accounting for 12.7% of the total office space. And from the total supply of the office space, it was found that 84.2% were developed as commercial lease space and approximately 186,966 sq.m. or 15.8% being developed for owner use or leasing out the space.

As of Q4 2020, up to approximately 1,101,294 sq.m. of the office space in the Ratchadaphisek / Rama 9 area was occupied. The occupancy rate was at approximately 93.2%, a decrease of approximately 2.6% y-o-y. The average asking rent for all grades of office space was THB682 per sq.m. per month, an increase of approximately 0.2% y-o-y. In the past 10 years, the asking rental price increased by 40.3% or an average of 4.0% per year. It was found that the asking price for Grade B office buildings in the Ratchadaphisek / Rama 9 area was THB648 per sq.m. per month, an increase of 3.6% y-o-y and it is forecasted that the average asking rent will be adjusted by approximately 3.7% in 2021.

### Snapshot of Office Market Overview in Phattanakarn Road area

As of Q4 2020, it was found that there were only 3 office buildings launched in the Phattanakarn Road area, totaling the cumulative supply of 43,385 sq.m. It was found that the latest supply entering the market was True Tower 2 project phase 2-4 which was launched in 2012 and after that there was no new office building project launched in this area. In addition, there is also no new office building being launched in the future. From the total office supply, it was found that most of the office buildings were Grade B office space at up to 35,516 sq.m., accounting for 81.9%, followed by Grade C office space at 8,169 sq.m. or accounting for 18.1% of the total office space in this area with no Grade A office buildings developed in this area.

At the end of Q4 2020, the Phattanakarn Road area found 33,795 sq.m. of office space or 97.9% being occupied in the Phattanakarn Road area, an increase of approximately 0.3% y-o-y. The average asking rental price for office space of all grades in the Phattanakarn Road area was THB590 per sq.m. per month, an increase of 1.7% y-o-y. In the past 10 years, it was found that the average asking rental price increased by 41.8% or an average of 4.2% per year. It was found that the asking price for Grade B office buildings in the Phattanakarn Road area was THB679 per sq.m. per month, an increase of 0.9% y-o-y. Overall, it is expected that the average asking rental price will increase at approximately 2.9% in 2021.

## 17. Opinion of the Trustee for the REIT's Operation





หลักทรัพย์จัดการกองทุนกรุงเทพ  
KRUNGTHAI ASSET MANAGEMENT

### Opinion of the Trustee

To Trust unitholders of Bualuang Office Leasehold Real Estate Investment Trust

I, Krung Thai Asset Management Public Company Limited, as the Trustee of Bualuang Office Leasehold Real Estate Investment Trust ("the Trust"), has supervised and monitored the management of the Trust managed by BBL Asset Management Company Limited for the accounting period from 1<sup>st</sup> January 2020 to 31<sup>st</sup> December 2020.

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

Trustee

Krung Thai Asset Management Public Company Limited

(Mr. Piraj Migasena)

Executive Vice President

**18. Financial statements for the year ended 31 December 2020 and Independent Auditor's Report**

**Bualuang Office Leasehold Real Estate  
Investment Trust**

Financial statements for the year ended  
31 December 2020  
and  
Independent Auditor's Report



KPMG Phoomchai Audit Ltd.  
50<sup>th</sup> Floor, Empire Tower  
1 South Sathorn Road, Yannawa  
Sathorn, Bangkok 10120, Thailand  
Tel +66 2677 2000  
Fax +66 2677 2222  
Website home.kpmg/th

บริษัท เคพีเอ็มจี ภูเก็ต จำกัด  
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## Independent Auditor's Report

### To the Unitholders of Bualuang Office Leasehold Real Estate Investment Trust

#### *Opinion*

I have audited the financial statements of Bualuang Office Leasehold Real Estate Investment Trust (the Trust), which comprise of financial position and details of investments as at 31 December 2020, the statements of comprehensive income, changes in net assets and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Trust as at 31 December 2020, and its financial performance, changes in net assets and cash flows for the year then ended in accordance with the accounting guidance for Property Funds, Real Estate Investment Trusts, Infrastructure Funds and Infrastructure Trusts issued by the Association of Investment Management Companies as approved by The Securities and Exchange Commission.

#### *Basis for Opinion*

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

#### *Key Audit Matter*

Key audit matter is those matters that, in my professional judgment, were of most significance in my audit of the financial statements of the current period. This matter was 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 this matter.

Valuation of investments in leasehold properties	
Refer to Notes 4 (a) and 7 to the financial statements.	
The key audit matter	How the matter was addressed in the audit
<p>Investments in leasehold properties are measured at fair value and are material to the Trust's financial statements. The fair value of investments in leasehold properties is estimated by income approach using discounted future cash flows based on future operating results of each property. The Trust engaged independent external valuers to assist in valuing the fair value of these investments.</p> <p>Identification and assessment of the fair value require significant judgment in determining the key assumptions. This is an area that my audit is particularly concentrated on.</p>	<p>My audit procedures included</p> <ul style="list-style-type: none"> <li>• understanding and evaluating the basis upon which the Trust identified and assessed the fair value.</li> <li>• evaluating the independence, qualifications and competence of valuers of the Trust and read the terms of engagement letter between the valuer and the Trust.</li> <li>• evaluating the appropriateness of the measurement basis and key assumptions used for estimating the value by comparing them against available industry data, considering the reasonableness of significant change in the fair value from prior year, sampling checked the relevant documents, and recomputing the valuation based on the discounted cash flows.</li> <li>• considering the adequacy of the disclosures in accordance with Thai Financial Reporting Standards.</li> </ul>

#### *Other Information*

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

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

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

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to the REIT manager and request that the correction be made.

#### *The REIT manager's responsibility for the Financial Statements*

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







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

*Auditor's Responsibilities for the Audit of the Financial Statements*

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

As part of an audit in accordance with TSAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

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

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

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



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

*Auditor's Responsibilities for the Audit of the Financial Statements*

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

As part of an audit in accordance with TSAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

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

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

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



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

A handwritten signature in blue ink, appearing to read 'Sujitra M.'.

(Sujitra Masena)  
Certified Public Accountant  
Registration No. 8645

KPMG Phoomchai Audit Ltd.  
Bangkok  
24 February 2021



# Bualuang Office Leasehold Real Estate Investment Trust

## Statement of financial position

		31 December	
	<i>Note</i>	2020	2019
		<i>(in Baht)</i>	
<i>Assets</i>			
Investments in leasehold properties at fair value	3, 7	4,578,035,559	4,455,394,394
Investments measured at fair value through profit or loss	8	147,894,052	224,297,392
Cash and cash equivalents	6, 9	207,568,928	86,410,536
Receivables on accrued rental and service income	3, 5, 6	14,507,151	65,962,562
Receivables on accrued other income	3	7,865,384	7,439,096
Receivables on accrued interest income	6	45,939	656,893
Deferred expenses	3, 10	1,111,382	1,642,407
Refundable value added tax		-	3,713,678
Refundable deposits		10,523,200	10,523,200
Other assets	6	23,119,152	17,022,422
<b>Total assets</b>		<b>4,990,670,747</b>	<b>4,873,062,580</b>
<i>Liabilities</i>			
Trade accounts payable	6	15,419,587	7,355,663
Other payables and accrued expenses	6	42,928,386	46,579,316
Rental and service income received in advance	6	38,262,492	81,143,349
Deposits from rental and services	6	121,871,267	114,404,351
Long-term borrowings	6, 11	920,000,000	920,000,000
Other liabilities		2,912,303	2,380,234
<b>Total liabilities</b>		<b>1,141,394,035</b>	<b>1,171,862,913</b>
<b>Net assets</b>		<b>3,849,276,712</b>	<b>3,701,199,667</b>
<i>Net assets</i>			
Trust registered capital		3,620,030,160	3,620,030,160
Capital from unitholders		3,620,030,160	3,620,030,160
Retained earnings	12	229,246,552	81,169,507
<b>Net assets</b>		<b>3,849,276,712</b>	<b>3,701,199,667</b>
Net asset value per unit		10.4373	10.0357
Number of trust units issued at the end of the year <i>(units)</i>		368,800,000	368,800,000

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

# Bualuang Office Leasehold Real Estate Investment Trust

## Detail of investments

Type of investments	Areas held by the Trust	31 December 2020			31 December 2019		
		Cost	Fair value	Percentage of investments	Cost	Fair value	Percentage of investments
		(in Baht)		(%)	(in Baht)		(%)
<b>Investments in leasehold properties (Note 7)</b>							
Leasehold rights on land, office buildings and its component parts under 2 projects							
1. True Tower 1 project							
<u>Location</u> 18, Ratchadapisek Road, Kwang Huai Khwang, Khet Huai Khwang Bangkok 10310							
Leasehold rights on land, office building and its component parts including leasable areas, common areas and parking areas	63,615 sq.m.	2,721,859,000			2,721,859,000		
Tool, fixtures, equipment and utility systems		212,988,743			212,488,743		
		<u>2,934,847,743</u>	<u>2,830,775,329</u>	<u>59.90</u>	<u>2,934,347,743</u>	<u>2,770,003,566</u>	<u>59.19</u>

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

## Bualuang Office Leasehold Real Estate Investment Trust

### Detail of investments (Continued)

Type of investments	Areas held by the Trust	31 December 2020			31 December 2019		
		Cost	Fair value	Percentage of investments	Cost	Fair value	Percentage of investments
		(in Baht)		(%)	(in Baht)		(%)
2. True Tower 2 project							
<u>Location</u> 1252, 1252/1 - 1252/3,							
Pattanakarn Road, Kwang Suan Luang,							
Khet Suan Luang, Bangkok 10250							
Leasehold rights on land, office building and							
its component parts including leasable areas,							
common areas and parking areas	41,417 sq.m.	1,417,325,000			1,417,325,000		
Tool, fixtures, equipment and utility systems		218,387,851			218,387,851		
		<u>1,635,712,851</u>	<u>1,747,260,230</u>	<u>36.97</u>	<u>1,635,712,851</u>	<u>1,685,390,828</u>	<u>36.02</u>
<b>Total investments in leasehold properties</b>		<u><u>4,570,560,594</u></u>	<u><u>4,578,035,559</u></u>	<u><u>96.87</u></u>	<u><u>4,570,060,594</u></u>	<u><u>4,455,394,394</u></u>	<u><u>95.21</u></u>

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

# Bualuang Office Leasehold Real Estate Investment Trust

## Detail of investments (Continued)

			31 December 2020			31 December 2019		
Type of investments/ Issuer	Maturity date	Interest rate <i>(% per annum)</i>	Cost <i>(in Baht)</i>	Fair value <i>(in Baht)</i>	Percentage of investments <i>(%)</i>	Cost <i>(in Baht)</i>	Fair value <i>(in Baht)</i>	Percentage of investments <i>(%)</i>
Investments measured at fair value through profit or loss <i>(Note 8)</i>								
Fixed deposits								
CIMB Thai Bank Public Company Limited	17 March 2020	1.34	-	-	-	30,500,000	30,500,000	0.65
CIMB Thai Bank Public Company Limited	17 March 2020	1.32	-	-	-	25,000,000	25,000,000	0.53
CIMB Thai Bank Public Company Limited	17 March 2020	1.00	-	-	-	21,500,000	21,500,000	0.46
CIMB Thai Bank Public Company Limited	27 March 2020	1.00	-	-	-	23,029,589	23,029,589	0.49
CIMB Thai Bank Public Company Limited	22 July 2020	1.50	-	-	-	30,157,592	30,157,592	0.65
CIMB Thai Bank Public Company Limited	7 August 2020	1.45	-	-	-	13,527,074	13,527,074	0.29
CIMB Thai Bank Public Company Limited	9 November 2020	1.30	-	-	-	80,583,137	80,583,137	1.72
CIMB Thai Bank Public Company Limited	4 January 2021	0.40	43,000,000	43,000,000	0.91	-	-	-

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

**Bualuang Office Leasehold Real Estate Investment Trust**
**Detail of investments (Continued)**

			31 December 2020			31 December 2019		
Type of investments/ Issuer	Maturity date	Interest rate (% per annum)	Cost (in Baht)	Fair value (in Baht)	Percentage of investments (%)	Cost (in Baht)	Fair value (in Baht)	Percentage of investments (%)
<b>Investments measured at fair value through profit or loss (Note 8)</b>								
Bond								
Bank of Thailand Bond, no. 36/182/63	11 March 2021	-	25,000,000	24,986,892	0.53	-	-	-
Bank of Thailand Bond, no. 43/182/63	20 May 2021	-	80,000,000	79,907,160	1.69	-	-	-
<b>Total investments measured at fair value through profit or loss</b>			<b>148,000,000</b>	<b>147,894,052</b>	<b>3.13</b>	<b>224,297,392</b>	<b>224,297,392</b>	<b>4.79</b>
<b>Total investments</b>			<b>4,718,560,594</b>	<b>4,725,929,611</b>	<b>100.00</b>	<b>4,794,357,986</b>	<b>4,679,691,786</b>	<b>100.00</b>

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

# Bualuang Office Leasehold Real Estate Investment Trust

## Statement of comprehensive income

		For the year ended 31 December	
	<i>Note</i>	2020	2019
		<i>(in Baht)</i>	
<b><i>Income</i></b>	<b><i>6</i></b>		
Rental and service income	<i>16</i>	563,298,021	566,735,587
Interest income		2,089,892	3,311,094
Other income		10,248,522	9,480,341
<b>Total income</b>		<b>575,636,435</b>	<b>579,527,022</b>
<b><i>Expenses</i></b>			
Management fees	<i>6, 13</i>	13,298,111	13,053,240
Trustee fees	<i>6, 13</i>	8,627,017	8,499,685
Registrar fees	<i>13</i>	1,196,782	1,470,390
Property management fees	<i>6, 13</i>	46,562,495	40,501,146
Professional fees		1,556,800	1,536,000
Amortisation of deferred expenses	<i>10</i>	531,026	529,575
Costs of rental and services		148,469,436	156,820,035
Administration expenses		2,294,774	2,906,884
Finance costs	<i>6</i>	41,276,493	47,020,822
<b>Total expenses</b>		<b>263,812,934</b>	<b>272,337,777</b>
<b>Net profit on investments</b>		<b>311,823,501</b>	<b>307,189,245</b>
<b>Net gain (loss) on investments</b>			
Net gain on changes in fair value of investments in leasehold properties	<i>7</i>	122,141,165	-
Net unrealised loss on investments in leasehold properties	<i>7</i>	-	(35,813,041)
Net gain on changes in fair value of investments measured at fair value through profit or loss	<i>8</i>	42,921	-
<b>Total net gain (loss) on investments</b>		<b>122,184,086</b>	<b>(35,813,041)</b>
<b>Net increase in net assets resulting from operations</b>		<b>434,007,587</b>	<b>271,376,204</b>

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

# Bualuang Office Leasehold Real Estate Investment Trust

## Statement of changes in net assets

		For the year ended	
		31 December	
	<i>Note</i>	2020	2019
		<i>(in Baht)</i>	
<b><i>Increase in net assets resulting from operations</i></b>			
<b><i>during the year</i></b>			
Net profit on investments		311,823,501	307,189,245
Net gain on changes in fair value of investments in			
leasehold properties	7	122,141,165	-
Net unrealised loss on investments in leasehold properties	7	-	(35,813,041)
Net gain on changes in fair value of investments measured			
at fair value through profit or loss	8	42,921	-
<b>Increase in net assets resulting from operations</b>			
<b>during the year</b>		<b>434,007,587</b>	<b>271,376,204</b>
Distributions to unitholders	14	(285,930,542)	(272,985,760)
<b>Increase (decrease) in net assets during the year</b>		<b>148,077,045</b>	<b>(1,609,556)</b>
Net assets at 1 January		3,701,199,667	3,702,809,223
<b>Net assets at 31 December</b>		<b>3,849,276,712</b>	<b>3,701,199,667</b>
<b>Changes in number of Trust unit</b>			
<i>(Baht 9.8157 per unit)</i>			
Trust unit at 1 January <i>(units)</i>		368,800,000	368,800,000
<b>Trust unit at 31 December <i>(units)</i></b>		<b>368,800,000</b>	<b>368,800,000</b>

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

# Bualuang Office Leasehold Real Estate Investment Trust

## Statement of cash flows

	Note	For the year ended	
		31 December	
		2020	2019
		<i>(in Baht)</i>	
<b><i>Cash flows from operating activities</i></b>			
Net increase in net assets resulting from operations		434,007,587	271,376,204
<i>Adjustments to reconcile increase (decrease) in net assets from resulting from operations to net cash from (used in) operating activities:</i>			
Purchases of investments in leasehold properties	7	(500,000)	(207,435)
Purchase of investments	8	(353,553,430)	(352,481,228)
Proceed from sale of investments	8	430,297,393	271,788,915
Amortisation of deferred expenses	10	531,025	529,575
Amortisation of discount on investments in bonds	8	(297,702)	-
Decrease (increase) in receivables on accrued rental and service income		51,455,411	(15,125,381)
Increase in receivables on accrued other income		(426,288)	(983,338)
Decrease in refundable value added tax		3,713,678	14,087,760
Increase in other assets		(6,096,730)	(10,048,660)
Increase (decrease) in trade accounts payable		8,063,924	(11,634,453)
(Decrease) increase in other payables and accrued expenses		(872,026)	11,877,362
(Decrease) increase in rental and service income received in advance		(42,880,857)	3,440,006
Increase in deposits from rental and services		7,466,916	3,123,237
Increase in other liabilities		532,069	467,034
Interest income		(2,089,892)	(3,311,094)
Interest received		2,700,846	2,984,729
Finance costs		41,276,493	47,020,822
Net gain on changes in fair value of investments in leasehold properties	7	(122,141,165)	-
Net unrealised loss on investments in leasehold properties	7	-	35,813,041
Net gain on changes in fair value of investments measured at fair value through profit or loss	8	(42,921)	-
<b>Net cash from operating activities</b>		<b>451,144,331</b>	<b>268,717,096</b>

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



**Bualuang Office Leasehold Real Estate Investment Trust****Statement of cash flows (Continued)**

		For the year ended	
		31 December	
	<i>Note</i>	2020	2019
		<i>(in Baht)</i>	
<i>Cash flows from financing activities</i>			
Interest paid		(44,055,397)	(44,241,917)
Distributions to unitholders	14	<u>(285,930,542)</u>	<u>(272,985,760)</u>
Net cash used in financing activities		<u>(329,985,939)</u>	<u>(317,227,677)</u>
Net increase (decrease) in cash and cash equivalents		121,158,392	(48,510,581)
Cash and cash equivalents at 1 January		<u>86,410,536</u>	<u>134,921,117</u>
Cash and cash equivalents at 31 December	9	<u>207,568,928</u>	<u>86,410,536</u>

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

**Bualuang Office Leasehold Real Estate Investment Trust**  
**Notes to the financial statements**  
**For the year ended 31 December 2020**

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# Bualuang Office Leasehold Real Estate Investment Trust

## Notes to the financial statements

For the year ended 31 December 2020

These notes form an integral part of the financial statements.

The financial statements issued for Thai regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language financial statements, and were authorised for issue by the authorised director of the REIT manager on 24 February 2021.

### 1 General information

Bualuang Office Leasehold Real Estate Investment Trust (“the Trust”) is a real estate investment trust established under the Trust for Transaction in Capital Market Act, B.E. 2550 (“the Act”) in accordance with the Trust Deed signed on 6 February 2018 between BBL Asset Management Company Limited (“The REIT Manager”) as the Trust Settlor and KrungThai Asset Management Public Company Limited as the Trustee. True Properties Company Limited is Property manager. On 6 February 2018, the Trust was established as a specific closed-end real estate investment trust with an indefinite term. The Trust’s objectives are to raise funds from investors and use funds to invest in the major leasehold properties by lease and/ or sublease under 2 projects as follows:

#### 1.1 True Tower 1 Project, descriptions of investment were as follows:

Location	18, Ratchadapisek Road, Kwang Huai Khwang, Khet Huai Khwang, Bangkok 10310
Ownership	The land and building are owned by True Properties Company Limited
Gross floor area	63,615 sq.m.
Net leasable area	37,315 sq.m.
Type of investment	1. Leasehold rights over the land (all) 2. Leasehold rights over building and its component parts (all) which located on land above 3. Freehold rights over tools, fixtures, equipment and utility systems
Investment period	30 years (ended on 7 February 2048)

#### 1.2 True Tower 2 Project, descriptions of investment were as follows:

Location	1252, 1252/1 - 1252/3, Pattanakarn Road, Kwang Suan Luang, Ket Suan Luang, Bangkok 10250
Ownership	The land and building are owned by True Properties Company Limited
Gross floor area	41,417 sq.m.
Net leasable area	25,072 sq.m.
Type of investment	1. Leasehold rights over the land (all) 2. Leasehold rights over building and its component parts (all) which located on land above 3. Freehold rights over tools, fixtures, equipment and utility systems
Investment period	30 years (ended on 7 February 2048)

On 27 February 2018, the Stock Exchange of Thailand approved the listing of the Trust’s units and permitted their trading from 28 February 2018 onwards.

As at 31 December 2020, the Trust’s major unitholders is True Properties Company Limited, which holds 15.18% (2019: 15.18%). The Company was incorporated in Thailand.

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

# **Bualuang Office Leasehold Real Estate Investment Trust**

## **Notes to the financial statements**

**For the year ended 31 December 2020**

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

#### **(a) *Statement of compliance***

The financial statements are prepared in accordance with the accounting guidance for Property Fund, Real Estate Investment Trust, Infrastructure Fund and Infrastructure Trust, issued by the Association of Investment Management Companies (“AIMC”) as approved by The Securities and Exchange Commission, issued and announced by AIMC in February 2020. In case this accounting guidance does not specifically state the practical guidance for a transaction, the Trust shall apply Thai Financial Reporting Standard (“TFRS”) as announced by Federation of Accounting Professions (“Accounting Guidance”).

The application of the Accounting Guidance resulted in changes in accounting policies of the Trust as disclosed in note 3.

In addition, the Trust has not early adopted a number of new and revised TFRS, which are not yet effective for the current period in preparing these financial statements. The Trust has assessed the potential initial impact on the financial statements of these new and revised TFRS and expects that there will be no material impact on the financial statements in the period of initial application.

#### **(b) *Functional and presentation currency***

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

#### **(c) *Use of judgments and estimates***

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

Information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

Note 5            Measurement of ECL allowance for receivables on accrued rental and service income: key assumptions in determining the weighted-average loss rate;

Note 7            Investments in leasehold properties: key assumptions affecting the valuation of investments in leasehold properties

### **3 Changes in accounting policies**

From 1 January 2020, the Trust has initially applied the Accounting Guidance and did not adjust the information presented for 2019. Details of changes in the Trust’s accounting policies are in note 3 (a) - 3 (c).

#### **(a) *Financial instruments accounting***

Under the Accounting Guidance, the Trust shall measure its financial assets at fair value, which is not different from previous accounting policy, measure its financial liabilities at amortised costs. Previously, the Trust measure its financial liabilities at costs and recognise interest expenses using effective interest rate (“EIR”), which is not different from previous accounting policy. Interest income are recognised using EIR. Previously, the Trust recognises interest income as it accrues.

The change in accounting policy as described above has no material impact on the Trust’s financial statements.

# **Bualuang Office Leasehold Real Estate Investment Trust**

## **Notes to the financial statements**

**For the year ended 31 December 2020**

### ***(b) Equity issuance cost***

Under the Accounting Guidance, the Trust recognised full amount of equity issuance cost arising from 1 January 2020 as a deduction on capital from unitholders. For deferred expenses incurred before 1 January 2020, the Trust was allowed to amortise as expenses according to previous accounting policy (see note 10).

### ***(c) Fair value measurement***

Under the Accounting Guidance, the objective of fair value measurement is to estimate the price at which an orderly transaction to sell the asset or to transfer the liability would take place between market participants at the measurement date under current market conditions. Previously, the fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable and willing parties in an arm's length transaction. In addition, the Accounting Guidance requires to have additional fair value disclosure, which the Trust has disclosed in notes 7 and 17.

## **4 Significant accounting policies**

The accounting policies set out below have been applied consistently to all periods presented in these financial statements except as explained in note 3.

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

Investments in leasehold properties include properties that are owned by the Trust to earn rental income but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investments in leasehold properties are measured at cost, including transaction costs, on initial recognition and subsequently at fair value, with any change recognised in profit or loss and presented as "gain (loss) from changes in fair value of investment" (2019: *presented as net unrealised gains or losses on investments in leasehold properties*).

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

Any gains and losses on disposal of investments in leasehold properties are determined by comparing the proceeds from disposal with the carrying amount of investments in leasehold properties, recognised in profit or loss and presented as "net realised gain (loss) on investments".

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

#### ***Accounting policies applicable from 1 January 2020***

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

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

# **Bualuang Office Leasehold Real Estate Investment Trust**

## **Notes to the financial statements**

**For the year ended 31 December 2020**

### *Derecognition*

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

### *Offsetting*

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

### *Accounting policies applicable before 1 January 2020*

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

The values of investments which cannot be freely traded on an open market is stated at fair value by considering the principles and methods determining by the Association of Investment Management Companies and 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 Securities and Exchange Commission.

Gains or losses from investment valuation are presented as net unrealised gains or losses on investment in securities in profit or loss.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount is recognised in profit or loss, presented as “net realised gain (loss) on investments”. If the Trust disposes of part of its holding of a particular investment, the deemed cost of the part sold is determined using the weighted average method applied to the carrying value of the total holding of the investment.

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

Cash and cash equivalents in the statement of cash flows comprise cash balances and cash at financial institutions.

### *(d) Receivables on accrued rental and service income*

### *Accounting policies applicable from 1 January 2020*

Receivables on accrued rental and service income is measured at transaction price less allowance for expected credit loss.

Loss allowances for receivables on accrued rental and service income are measured at an amount equal to lifetime expected credit losses. Expected credit losses are estimated using a provision matrix based on the historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both current and forecast general economic conditions at the reporting date. An expected credit loss is reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the loss was recognised in profit or loss.

# **Bualuang Office Leasehold Real Estate Investment Trust**

## **Notes to the financial statements**

**For the year ended 31 December 2020**

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

### ***Accounting policies applicable before 1 January 2020***

Receivables on accrued rental and service are measured at their invoice value less allowance for doubtful accounts which is primarily on an analysis of payment histories and future expectations of customer payments. Bad debts are written off when incurred.

#### **(e) *Receivables on accrued other income***

### ***Accounting policies applicable from 1 January 2020***

Receivables on accrued other income is the recognised revenue which is not yet issued invoice to customers stated at cost plus margin recognised up to the reporting date less allowance for expected credit loss.

### ***Accounting policies applicable before 1 January 2020***

Receivables on accrued other income is the recognised revenue which is not yet issued invoice to customers stated at cost plus margin recognised up to the reporting date less allowance for doubtful accounts.

#### **(f) *Deferred expenses***

Equity issuance cost comprise the Trust’s unit issuance and offering expenses as incurred which consisted of underwriting fees, registered fees and other directly related expenses.

### ***Accounting policies applicable from 1 January 2020***

The Trust entirely recognised equity issuance cost as a deduction on capital from trust unitholders.

### ***Accounting policies applicable before 1 January 2020***

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

#### **(g) *Trade and other accounts payable***

Trade and other accounts payable are stated at cost.

#### **(h) *Rental and service income received in advance***

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

#### **(i) *Provisions***

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

**Bualuang Office Leasehold Real Estate Investment Trust**  
**Notes to the financial statements**  
**For the year ended 31 December 2020**

**(j) Interest-bearing liability**

***Accounting policies applicable from 1 January 2020***

Interest-bearing liability is measured at amortised cost.

***Accounting policies applicable before 1 January 2020***

Interest-bearing liability is measured at cost.

**(k) Fair values measurement**

‘Fair value’ is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Trust has access at that date. The fair value of a liability reflects its non-performance risk.

A number of the Trust’s accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Trust measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as ‘active’ if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Trust uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

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

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price - i.e. the fair value of the consideration given or received. If the Trust determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the measurement, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently, that difference is recognised in profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

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

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

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



**Bualuang Office Leasehold Real Estate Investment Trust**  
**Notes to the financial statements**  
**For the year ended 31 December 2020**

**(l) Revenues**

*Rental income*

***Accounting policies applicable from 1 January 2020***

When the Trust acts as a lessor, it determines at lease inception whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease.

If an arrangement contains lease and non-lease components, the Trust allocates the consideration in the contract to each lease component on the basis of stand-alone prices.

The Trust recognises lease payments received under operating leases as rental income on a straight line basis over the lease term as part of 'rental income'. Initial direct costs incurred in arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

***Accounting policies applicable before 1 January 2020***

Rental income is recognised as revenue in profit or loss on a straight line basis over the term of the lease.

*Service income*

Service income is recognised when a customer obtains control of the services at the rate stipulated under the agreement. Service income is recognised over time as the services are provided. The related costs are recognised in profit or loss when they are incurred.

Rental and service income which is not yet due under the operating lease agreements has been presented as "Accrued income under operating lease" under the caption of "Receivables on accrued rental and service income" at the end of reporting period.

*Other income*

Other income is recognised in profit or loss as it accrues.

**(m) Interest**

***Accounting policies applicable from 1 January 2020***

***Effective Interest Rate (EIR)***

Interest income or interest expense are recognised using the effective interest method.

The EIR is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset or the amortised cost of the financial liability.

***Accounting policies applicable before 1 January 2020***

Interest income is recognised in profit or loss as it accrues.

Interest expenses and similar costs are recognised in profit or loss base on the effective interest rate.

**Bualuang Office Leasehold Real Estate Investment Trust**  
**Notes to the financial statements**  
**For the year ended 31 December 2020**

**(n) Expenses**

Expenses are recognised in profit or loss as it accrues.

**(o) Income tax**

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

**(p) Distributions to unitholders**

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

**(q) Related parties**

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

**(r) Segment reporting**

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

**5 Financial risks**

***Credit risk***

The Trust has credit risk which results from the failure of a counterparty to settle its contractual obligations specified in financial instruments. The Trust has only receivables. However, the related financial assets have short-term maturity, therefore, the Trust does not anticipate material losses from its debt collection.

Credit risk is the risk of financial loss to the Trust if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Trust's receivables from customers and investments in debt securities.

The Trust has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. The Trust has no concentrations of credit risk due to the fact that the Trust has a large number of tenants in various businesses. Additionally, the Trust has a policy to collect in advance the rental deposits from customers as collateral in case of default. At the reporting date, there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

***Receivables on accrued rental and service income***

The Trust's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, REIT manager also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry.

**Bualuang Office Leasehold Real Estate Investment Trust**  
**Notes to the financial statements**  
**For the year ended 31 December 2020**

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

<i>At 31 December 2020</i>	Trade accounts receivable - other parties	Trade accounts receivable - related parties (Note 6) (in thousand Baht)	Total carrying amounts
Within credit terms	274	1,650	1,924
Overdue:			
Less than 3 months	-	1,079	1,079
3 - 6 months	-	54	54
6 - 12 months	-	136	136
More than 12 months	-	49	49
<b>Total</b>	<b>274</b>	<b>2,968</b>	<b>3,242</b>
Accrued income under operating lease	-	11,265	11,265
	<b>274</b>	<b>14,233</b>	<b>14,507</b>
Less allowance for expected credit loss	-	-	-
<b>Net</b>	<b>274</b>	<b>14,233</b>	<b>14,507</b>

Loss rates are based on actual credit loss experience. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Trust's view of economic conditions over the expected lives of the receivables.

<i>At 31 December 2019</i>	Trade accounts receivable - other parties	Trade accounts receivable - related parties (Note 6) (in thousand Baht)	Total carrying amounts
Within credit terms	326	50,930	51,256
Overdue:			
Less than 3 months	279	3,909	4,188
3 - 6 months	-	54	54
<b>Total</b>	<b>605</b>	<b>54,893</b>	<b>55,498</b>
Accrued income under operating lease	-	10,465	10,465
	<b>605</b>	<b>65,358</b>	<b>65,963</b>
Less allowance for doubtful accounts	-	-	-
<b>Net</b>	<b>605</b>	<b>65,358</b>	<b>65,963</b>

The normal credit terms granted for receivables on accrued rental and service income of the Trust range from 30 days to 45 days.

**Liquidity risk**

The following table is the remaining contractual maturities of long-term borrowings at the reporting date. The amounts are gross and undiscounted and include contractual interest payments and exclude the impact of netting agreements

**Bualuang Office Leasehold Real Estate Investment Trust**  
**Notes to the financial statements**  
**For the year ended 31 December 2020**

***Contractual cash flows***  
***At 31 December 2020***

*(in thousand Baht)*

Within 1 year or less	89,369
More than 1 year but less than 2 years	87,207
More than 2 years but less than 5 years	248,737
More than 5 years	708,020
<b>Total</b>	<b>1,133,333</b>

***Currency risk***

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

***Market risk***

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

***Interest rate risk***

Interest rate risk is the risk that value of financial assets and financial liabilities is subject to change due to the movement of market interest rates.

The following table summarises the Trust's interest rate risk comprised fair value of assets and categorised by type of interest rates:

<b><i>Financial assets and financial liabilities</i></b>	<b>Carrying amount of financial instruments - net</b>			<b>Total</b>
	<b>Floating interest rate</b>	<b>Fixed interest rate</b>	<b>No interest rate</b>	
	<i>(in thousand Baht)</i>			
<b><i>At 31 December 2020</i></b>				
Investments measured at fair value through profit or loss	-	43,000	104,894	147,894
Cash and cash equivalents	202,952	-	4,617	207,569
Long-term borrowings	(920,000)	-	-	(920,000)
<b><i>At 31 December 2019</i></b>				
Investments measured at fair value through profit or loss	-	224,297	-	224,297
Cash and cash equivalents	80,251	-	6,160	86,411
Long-term borrowings	(920,000)	-	-	(920,000)

***Financial risk management policies***

The Trust is exposed to normal business risks from changes in market interest rates and from non-performance of contractual obligations by counterparties. The Trust does not hold or issue derivative for speculative or trading purposes.

# Bualuang Office Leasehold Real Estate Investment Trust

## Notes to the financial statements

For the year ended 31 December 2020

Risk management is integral to the whole business of the Trust. The Trust has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. The REIT manager continually monitors the Trust's risk management process to ensure that an appropriate balance between risk and control is achieved.

## 6 Related parties

Relationships with other related parties were as follows:

Name of parties	Country of incorporation	Nature of relationships	Nature of transactions
True Properties Company Limited	Thailand	Property manager Major unitholder holding 15.18% of trust units issued and paid-up	Entered into leasehold rights agreements over land, building and its component parts ( <i>Note 7</i> ) Receive property management fees from the Trust Rental and service income
BBL Asset Management Company Limited	Thailand	REIT manager	Receive management fees from the Trust
KrungThai Asset Management Public Company Limited	Thailand	Trustee of the Trust	Receive trustee fees from the Trust
Bangkok Bank Public Company Limited	Thailand	Parent company of REIT manager	Depository service Grant loan to the trust
Krung Thai Bank Public Company Limited	Thailand	Parent company of Trustee of the Trust	Depository service
Charoen Pokphand Group Company Limited	Thailand	Ultimate parent company of property manager	Rental and service income
Bakehouse Company Limited	Thailand	Affiliated company of property manager	Rental and service income
BFKT (Thailand) Company Limited	Thailand	Affiliated company of property manager	Rental and service income
Charoen Pokphand Foods Public Company Limited	Thailand	Affiliated company of property manager	Rental and service income
Chonburi Transportation Company Limited	Thailand	Affiliated company of property manager	Car parking rental income and service income
Cineplex Co., Ltd.	Thailand	Affiliated company of property manager	Rental and service income
CP Medical Center Company Limited	Thailand	Affiliated company of property manager	Car parking rental income
CP Research & Development Center Company Limited	Thailand	Affiliated company of property manager	Car parking rental income
CP Retailink Company Limited	Thailand	Affiliated company of property manager	Rental and service income
CPF (Thailand) Public Company Limited	Thailand	Affiliated company of property manager	Car parking rental income

# **Bualuang Office Leasehold Real Estate Investment Trust**

## **Notes to the financial statements**

**For the year ended 31 December 2020**

<b>Name of parties</b>	<b>Country of incorporation</b>	<b>Nature of relationships</b>	<b>Nature of transactions</b>
Eastern High-Speed Rail Linking Three Airports Co., Ltd.	Thailand	Affiliated company of property manager	Rental and service income
Leadership Development Charoen Pokphand Group Co., Ltd.	Thailand	Affiliated company of property manager	Service income
Rayong Air Transport Company Limited	Thailand	Affiliated company of property manager	Rental and service income
Thai News Network Co., Ltd.	Thailand	Affiliated company of property manager	Service income
True CJ Creations Company Limited	Thailand	Affiliated company of property manager	Car parking rental income
True Corporation Public Company Limited	Thailand	Affiliated company of property manager	Rental and service income
True Digital & Media Platform Company Limited	Thailand	Affiliated company of property manager	Rental and service income
True Digital Group Co., Ltd.	Thailand	Affiliated company of property manager	Car parking rental income and service income
True Digital Plus Co., Ltd.	Thailand	Affiliated company of property manager	Rental and service income
True Distribution & Sales Co., Ltd.	Thailand	Affiliated company of property manager	Rental and service income
True GS Co., Ltd.	Thailand	Affiliated company of property manager	Rental and service income
True Internet Corporation Co., Ltd.	Thailand	Affiliated company of property manager	Rental and service income
True Internet Data Center Co., Ltd.	Thailand	Affiliated company of property manager	Rental and service income
True Leasing Co., Ltd.	Thailand	Affiliated company of property manager	Rental and service income
True Lifestyle Retail Co., Ltd.	Thailand	Affiliated company of property manager	Rental and service income
True Money Company Limited	Thailand	Affiliated company of property manager	Service income
True Move Company Limited	Thailand	Affiliated company of property manager	Rental and service income
True Move H Universal Communication Co., Ltd.	Thailand	Affiliated company of property manager	Rental and service income
True Touch Co., Ltd.	Thailand	Affiliated company of property manager	Service income
True United Football Club Co., Ltd.	Thailand	Affiliated company of property manager	Service income
True Visions Group Co., Ltd.	Thailand	Affiliated company of property manager	Rental and service income
True4U Station Company Limited	Thailand	Affiliated company of property manager	Rental and service income

**Bualuang Office Leasehold Real Estate Investment Trust**  
**Notes to the financial statements**  
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The pricing policies for particular types of transactions are explained further below:

<b>Transactions</b>	<b>Pricing Policies</b>
Rental and service income	Market prices which are subject to location, lease space, lease form, lease period and type of lease
Interest income/interest expense	Interest rate based on the rate as announced by the financial institution
Other income	The rate being charged by other parties in the same business
Costs of rental and services	Market prices
Management fees	Contractually agreed prices
Trustee fees	Contractually agreed prices
Property management fees	Contractually agreed prices
Bank charges	Market prices

Significant transactions for the year ended 31 December 2020 and 2019 with related parties were as follows:

	2020 (in thousand Baht)	2019
<b>Revenues</b>		
Rental and service income		
True Corporation Public Company Limited	193,432	189,779
True Internet Corporation Co., Ltd.	104,070	112,471
True Move H Universal Communication Co., Ltd.	79,808	40,783
True Internet Data Center Co., Ltd.	39,924	38,551
True Distribution & Sales Co., Ltd.	31,300	34,174
True Visions Group Co., Ltd.	30,433	34,543
Real Move Co., Ltd.	-	34,370
Other related parties	79,392	75,641
<b>Total</b>	<b>558,359</b>	<b>560,312</b>
Interest income		
Other related parties	<b>194</b>	<b>266</b>
Other income		
Other related parties	<b>8,689</b>	<b>8,328</b>
<b>Expenses</b>		
Management fees		
BBL Asset Management Company Limited	<b>13,298</b>	<b>13,053</b>
Trustee fees		
KrungThai Asset Management Public Company Limited	<b>8,627</b>	<b>8,500</b>
Property management fees		
True Properties Company Limited	<b>46,562</b>	<b>40,501</b>
Finance costs		
Bangkok Bank Public Company Limited	<b>41,276</b>	<b>47,021</b>

**Bualuang Office Leasehold Real Estate Investment Trust**  
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Balances as at 31 December 2020 and 2019 with related parties were as follows:

	2020 (in thousand Baht)	2019
<b><i>Cash at financial institutions</i></b>		
Bangkok Bank Public Company Limited	119,614	39,991
Krung Thai Bank Public Company Limited	83,325	40,247
<b>Total</b>	<b>202,939</b>	<b>80,238</b>
<b><i>Receivables on accrued rental and service income</i></b>		
<i>Rental and service receivables</i>		
True Move H Universal Communication Co., Ltd.	1,363	7,373
True Internet Corporation Co., Ltd.	514	8,956
True Corporation Public Company Limited	93	17,497
Other related parties	998	21,067
	<b>2,968</b>	<b>54,893</b>
<i>Accrued income under operating lease</i>		
Other related parties	11,265	10,465
	<b>11,265</b>	<b>10,465</b>
<b>Total</b>	<b>14,233</b>	<b>65,358</b>
<b><i>Receivables on accrued interest income</i></b>		
Bangkok Bank Public Company Limited	2	2
<b><i>Prepaid expenses</i></b>		
True Properties Company Limited	15,086	10,524
<b><i>Accounts receivable from rental and service deposits</i></b>		
Other related parties	5,484	4,140
<b><i>Trade accounts payable</i></b>		
Other related parties	190	746
<b><i>Other payables and accrued expenses</i></b>		
BBL Asset Management Company Limited	8,049	8,185
KrungThai Asset Management Public Company Limited	1,449	1,420
Other related parties	697	4,023
<b>Total</b>	<b>10,195</b>	<b>13,628</b>
<b><i>Rental and service income received in advance</i></b>		
True Corporation Public Company Limited	13,389	29,980
True Move H Universal Communication Co., Ltd.	8,108	11,116
True Internet Corporation Co., Ltd.	6,785	13,494
True Visions Group Co., Ltd.	2,405	4,658
True Internet Data Center Co., Ltd.	2,233	4,408
True Distribution & Sales Co., Ltd.	297	4,979
Other related parties	4,864	11,755
<b>Total</b>	<b>38,081</b>	<b>80,390</b>



**Bualuang Office Leasehold Real Estate Investment Trust**  
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	2020	2019
	<i>(in thousand Baht)</i>	
<b><i>Deposits from rental and services</i></b>		
True Corporation Public Company Limited	43,247	41,567
True Internet Corporation Co., Ltd.	19,804	20,954
True Move H Universal Communication Co., Ltd.	14,522	14,098
True Distribution & Sales Co., Ltd.	10,176	7,097
True Visions Group Co., Ltd.	6,987	7,325
True Internet Data Center Co., Ltd.	6,599	6,097
True GS Co., Ltd.	4,135	4,126
Other related parties	15,539	12,167
<b>Total</b>	<b>121,009</b>	<b>113,431</b>
<b><i>Long-term borrowings</i></b>		
Bangkok Bank Public Company Limited	<b>920,000</b>	<b>920,000</b>

***Significant agreement with related parties***

The Trust (“the Sublessor”) entered into building area sublease agreement, and service agreement with ultimate parent company and group of affiliated company of property manager (“the Sublessee”), for using in the operation of business for periods of 1 year to 3 years. In this regard, counterparties can renew the agreements for 3 years each under the conditions of the agreement, the Sublessee had to pay the monthly rental throughout the lease agreement period.

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

Movement of investments in leasehold properties for the year ended 31 December 2020 and 2019 were as follows:

	2020	2019
	<i>(in thousand Baht)</i>	
<b>Investments in leasehold properties - at cost</b>		
Investments in leasehold properties at 1 January	4,570,060	4,569,853
Add Increase in tools, fixtures, equipment and utility systems during the year	500	207
<b>Investments in leasehold properties as at 31 December - at cost</b>	<b>4,570,560</b>	<b>4,570,060</b>
<b>Net gain (loss) on changes in fair value of investments in leasehold properties</b>		
Net loss on changes in fair value of investments in leasehold properties at 1 January	(114,666)	-
Net gain on changes in fair value of investments in leasehold properties during the year	133,406	-
Less Value included in accrued income under operating lease	(11,265)	-
	122,141	-
<b>Net gain on changes in fair value of investments in leasehold properties at 31 December</b>	<b>7,475</b>	<b>-</b>

# Bualuang Office Leasehold Real Estate Investment Trust

## Notes to the financial statements

For the year ended 31 December 2020

	2020	2019
	<i>(in thousand Baht)</i>	
<b>Net unrealised loss on investments in leasehold properties</b>		
Net unrealised loss on investments in leasehold properties at 1 January	-	(78,853)
Net unrealised loss from revaluation of investments during the year	-	(26,208)
Less Value included in accrued income under operating lease	-	(9,605)
	-	(35,813)
<b>Net unrealised loss on investments in leasehold properties at 31 December</b>	-	(114,666)
<b>Investments in leasehold properties as at 31 December</b>	<b>4,578,035</b>	<b>4,455,394</b>

On 29 July 2020, the Trust received appraisal report from an independent appraiser. The appraisal of fair value of the investments in leasehold properties used the income approach by using discounted future cash flows. The fair value of investments in leasehold properties has been categorised as a Level 3 fair value.

Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
<i>Discounted cash flows</i> ; The valuation model considers the present value of net cash flows to be generated from the property, taking into account net leasable areas, average rental and service rate, rental growth rate, occupancy rate, other service income, operating expenses, management fees and other expenses. The expected net cash flows are discounted using risk-adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (prime vs secondary), tenant credit quality and lease terms.	<ul style="list-style-type: none"> <li>Expected market rental growth (3.3%).</li> <li>Occupancy rate (98.0%).</li> <li>Risk-adjusted discount rates (9.5%).</li> </ul>	<p>The estimated fair value increase (decrease) if:</p> <ul style="list-style-type: none"> <li>Expected market rental growth were higher (lower);</li> <li>The occupancy rate were higher (lower); or</li> <li>The risk-adjusted discount rate were lower (higher).</li> </ul>

### Leases

#### As a lessor

The leases with tenants contain an initial non-cancellable periods of 3 years. Subsequent renewals are negotiated with the lessee. These leases are identified as the fixed rental income.

#### Lease payments to be received under operating lease

At 31 December 2020

*(in thousand Baht)*

1 <sup>st</sup> year	340,280
2 <sup>nd</sup> year	179,437
3 <sup>rd</sup> year	4,070
<b>Total</b>	<b>523,787</b>

**Bualuang Office Leasehold Real Estate Investment Trust**  
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**For the year ended 31 December 2020**

*Minimum lease payments to be received under operating lease*  
*At 31 December 2019*

*(in thousand Baht)*

Within 1 year	305,807
After 1 year but within 5 years	188,345
<b>Total</b>	<b>494,152</b>

**8 Investments measured at fair value through profit or loss**

Movement of investments measured at fair value through profit or loss for the year ended 31 December 2020 and 2019 were as follows:

	2020 <i>(in thousand Baht)</i>	2019 <i>(in thousand Baht)</i>
At 1 January	224,297	143,605
Additions	353,553	352,481
Disposals	(430,297)	(271,789)
Amortisation of discount on investments in bonds	298	-
Net gain on changes in fair value of investments measured at fair value through profit or loss	43	-
<b>At 31 December</b>	<b>147,894</b>	<b>224,297</b>

**9 Cash and cash equivalents**

The Trust's details of cash and cash equivalents are as follow:

	31 December 2020		31 December 2019	
	Amount <i>(in thousand Baht)</i>	Interest rate <i>(% per annum)</i>	Amount <i>(in thousand Baht)</i>	Interest rate <i>(% per annum)</i>
Cash on hand	60	-	60	-
Cash at banks - current accounts	4,557	-	6,100	-
Cash at banks - savings accounts	202,952	0.05 - 0.13	80,251	0.38 - 0.50
<b>Total</b>	<b>207,569</b>		<b>86,411</b>	

**10 Deferred expenses**

Movement of deferred expenses for the year ended 31 December 2020 and 2019 were as follows:

	2020 <i>(in thousand Baht)</i>	2019 <i>(in thousand Baht)</i>
At 1 January	1,642	2,172
Amortisation	(531)	(530)
<b>At 31 December</b>	<b>1,111</b>	<b>1,642</b>

If the Trust was to recognise the deferred expenses as expenses in full as at 31 December 2020, the Trust's net asset value (NAV) would be Baht 3,848.2 million, and NAV per unit would be Baht 10.4343 per unit.

# Bualuang Office Leasehold Real Estate Investment Trust

## Notes to the financial statements

For the year ended 31 December 2020

### 11 Long-term borrowings

On 8 February 2018, the Trust borrowed loans of Baht 920.0 million from Bangkok Bank Public Company Limited ("the bank"). The principal is payable due at the term of agreements for the period of 10 years. The loan bears interest at MLR-2 to MLR-1 per annum (*31 December 2020: 4.25% to 5.00% per annum and 31 December 2019: 4.25% to 5.25% per annum*). The principle and interest are semi-annually payable. The borrowings were secured by the followings:

- 1) Leasehold rights of True Tower 1 building.
- 2) Rights of received all rental and service income.
- 3) Insurances including all risk insurances and business interruption insurances in which identified the bank as beneficiary together with the borrower.

Under the borrowing agreement, the Trust must maintain financial conditions which stipulated in the borrowing agreement such as maintenance interest bearing debt to operating profit before interest expenses and financial costs, income tax, depreciation, amortisation adjust by non-cash items (Interest Bearing Debt to EBITDA ratio) to be not more than 4 times etc.

As at 31 December 2020, the Trust had unutilised credit facilities amounting to Baht 250.0 million (*2019: Baht 250.0 million*).

### 12 Retained earnings

Movements of retained earnings for the year ended 31 December 2020 and 2019 were as follows:

	Note	2020 (in thousand Baht)	2019
At 1 January		81,170	82,779
Add Net profit on investments		311,824	307,190
Net gain on changes in fair value of investments in leasehold properties	7	122,141	-
Net unrealised loss on investments in leasehold properties	7	-	(35,813)
Net gain on changes in fair value of investments measured at fair value through profit or loss	8	43	-
Less Distributions to unitholders	14	(285,931)	(272,986)
<b>At 31 December</b>		<b>229,247</b>	<b>81,170</b>

### 13 Expenses

#### (a) Management fees

The REIT manager will receive a monthly REIT management fees at a rate not exceed 0.50% per annum of total assets value (excluded value added tax, specific business tax or any other similar tax) but not less than Baht 8 million per year.

#### (b) Trustee fees

The Trustee of the Trust will receive a monthly trustee fees at a rate not exceed 0.50% per annum of total assets value (excluded value added tax, specific business tax or any other similar tax) but not less than Baht 4 million per year.

# Bualuang Office Leasehold Real Estate Investment Trust

## Notes to the financial statements

For the year ended 31 December 2020

### (c) Registrar fees

The registrar fees are calculated annually at a rate not exceed 0.05% per annum of the Trust's registered capital or other rate that set by the Trust's registrar.

### (d) Property management fees

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

#### (1) Base fees

At a rate of not exceed 3% of operating income by individual project.

#### (2) Incentive fee

At a rate of not exceed 10% of adjusted gross profit.

#### (3) Service fees for agreement arrangement

At a rate not exceed 3 months of rental and/ or service income for entering into new rental service contract or extending the original contract and investing in leased assets according to the term of the agreement for the period of 3 years and variable depending on the term of agreement.

## 14 Distributions to unitholders

For the year ended 31 December 2020				
Performance for the period	Approval date	Payment schedule	Rate per unit (Baht)	Amount (in thousand Baht)
1 October 2019 - 31 December 2019	27 February 2020	26 March 2020	0.1956	72,138
1 January 2020 - 31 March 2020	13 May 2020	10 June 2020	0.1951	71,953
1 April 2020 - 30 June 2020	13 August 2020	10 September 2020	0.1923	70,920
1 July 2020 - 30 September 2020	10 November 2020	8 December 2020	0.1923	70,920
				<b>285,931</b>

For the year ended 31 December 2019				
Performance for the period	Approval date	Payment schedule	Rate per unit (Baht)	Amount (in thousand Baht)
1 July 2018 - 31 December 2018	25 February 2019	25 March 2019	0.1800	66,384
1 January 2019 - 31 March 2019	14 May 2019	11 June 2019	0.1912	70,515
1 April 2019 - 30 June 2019	8 August 2019	5 September 2019	0.1810	66,752
1 July 2019 - 30 September 2019	8 November 2019	6 December 2019	0.1880	69,335
				<b>272,986</b>

# Bualuang Office Leasehold Real Estate Investment Trust

## Notes to the financial statements

For the year ended 31 December 2020

### 15 Information on investment purchase and sale transactions

The Trust's purchase and sale transactions during the year ended 31 December 2020, excluding investments in cash at financial institutions, amounted to Baht 323.1 million which was 8.55% of the average net assets values during the year (2019: Baht 0.2 million which was 0.01% of the average net assets values during the year).

### 16 Segments information and disaggregation of revenue

The Trust's main operations are derived from rental and service income from investing in properties and leasehold rights, seeking the benefits from properties, and properties for rent. The Trust has only one geographical segment because they operate only in Thailand.

Disaggregation of revenues, timing of revenue recognition and results, based on TFRS 15 *Revenue from Contracts with Customers*, in the financial statements for the year ended 31 December 2020 and 2019 were as follows:

	2020 (in thousand Baht)	2019
<b>Type of revenues</b>		
Revenue from rendering of services	346,726	354,983
<b>Total income</b>	<b>575,636</b>	<b>579,527</b>
<b>Timing of revenue recognition</b>		
Overtime	346,726	354,983

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

The following table shows fair value categorised by measurement approach:

	Level 1	Level 2 (in million Baht)	Level 3	Total
<b>At 31 December 2020</b>				
Investments in leasehold properties at fair value	-	-	4,578	4,578
Investments measured at fair value through profit or loss	-	148	-	148
<b>At 31 December 2019</b>				
Investments in leasehold properties at fair value	-	-	4,455	4,455
Investments measured at fair value through profit or loss	-	224	-	224

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

Investments categorised in level 3 have significant unobservable data as they are not actively traded. Valuation method and significant assumptions were disclosed in note 7.

# Bualuang Office Leasehold Real Estate Investment Trust

## Notes to the financial statements

For the year ended 31 December 2020

### 18 Commitments

The Trust is committed to pay service charges and fees to counterparties under the terms and conditions as specified in the Trust Deed.

### 19 Event after the reporting period

At the Board of Director's meeting of Real Estate Investment Committee of BBL Asset Management Company Limited, act as a REIT Manager of Bualuang Office Leasehold Real Estate Investment Trust held on 24 February 2021, the Board of Directors approved the appropriation of operation for the period from 1 October 2020 to 31 December 2020 of Baht 0.1912 per unit, amounting to Baht 70.5 million, which will be paid to its unitholders in March 2021.

### 20 Reclassification of accounts

The statement of financial position as at 31 December 2019 has been reclassified to conform to the presentation in the statement of financial position as at 31 December 2020 as follows:

	Before reclassification	Reclassification (in thousand Baht)	After reclassification
Receivables on accrued rental and service income	70,878	(4,915)	65,963
Other assets	12,108	4,915	17,023
		<u>-</u>	



**REIT Manager**



**BBL Asset Management Company Limited**

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**Trustee**



หลักทรัพย์จัดการกองทุนกรุงเทพ  
KRUNGTHAI ASSET MANAGEMENT

**Krungthai Asset Management Public Company Limited**

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