



Annual Report 2565

for the fiscal year ending 31 December 2022

BA Airport Leasehold Real Estate Investment Trust (BAREIT)



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Glossary

Trust / BAREIT/REIT	means	BA Airport Leasehold Real Estate Investment Trust
CAAT.	means	The Civil Aviation Authority of Thailand
Bangkok Airways / BA	means	Bangkok Airways Public Company Limited
BA Group	means	Bangkok Airways Public Company Limited and its Subsidiaries
Bangkok Airport Management / BAM / Lessee of Main Assets/the operating lessee	means	Bangkok Airport Management Company Limited is a company with 99.99 percent of its shares held by Bangkok Airways
Samui Airport Project/ Samui Airport	means	Samui Airport Project is located at 99, Moo 4, Bo Phud, Koh Samui, Surat Thani
COVID-19	means	An infectious disease with corona-2019 virus
SET	means	The Stock Exchange of Thailand
SEC	means	The Securities And Exchange Commission
Initial investment in Asset /Main Investment Assets/ Initial assets investment	means	Leasehold rights over land, construction and parts attached to some of the assets that are used for airport operation under the Samui Airport Project as follows: (a) Runway (b) Taxiway and parts of the east side apron; and (c) Parts of passenger terminal, excluding commercial areas and supporting constructions located on the leased land
Trustee	means	Kasikorn Asset Management Company Limited
Kasikorn Bank / KBANK / Underwriter	means	Kasikorn Bank Public Company Limited
Securities registrar / TSD	means	Thailand Securities Depository Company Limited
Prospectus	means	The information memorandum of offering trust unit (69-REIT Form)
Bangkok Airways Holding / BAH	means	Bangkok Airways Holding Company Limited is a company with 99.99 percent of its shares held by Bangkok Airways.
Fiscal year	means	The duration of time from the date of 1 January to the date of 31 December

PART 1

Summary of BAREIT

As of 31 December 2022

Thai Name	: ทรัสต์เพื่อการลงทุนในสิทธิการเช่าอสังหาริมทรัพย์สนามบินการบินกรุงเทพ
English Name	: BA Airport Leasehold Real Estate Investment Trust
Ticker	: BAREIT
Date of approval	: 5 September 2022
Trust Manager	: Bangkok reit management Co.,Ltd.
Trustee	: Kasikorn Asset Management Co.,Ltd.
Financial Advisor	: Kasikorn Bank PCL.
Auditor	: EY Company Limited

Market Capitalization
THB 10,846.50 million

Closing Price
as of 30 December 2022
10.50 Baht/Unit

Number of Trust Unit
1,033,000,000 Units

Net Asset Value (NAV)
THB 10,441.04 million

NAV per Unit
10.1074 Baht/Unit

Authorized Capital
THB 10,330.00 million

Number of
Trust Unitholders
5,699

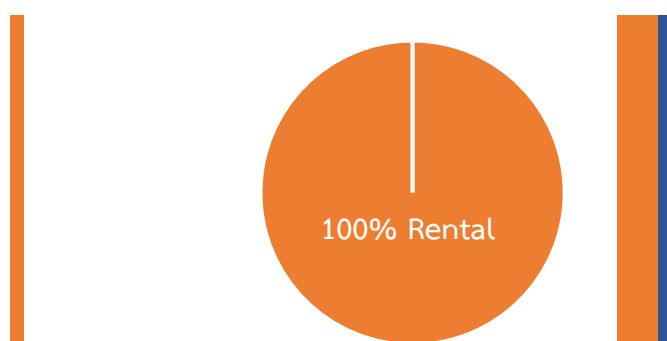
Par Value
10.00 Baht/Unit

Price/NAV
1.0389 time

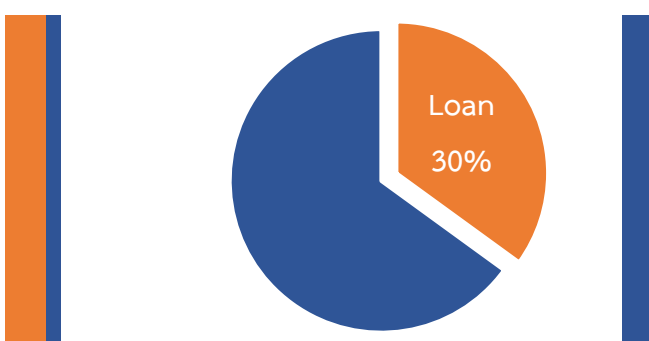
INVESTMENT PORTION



REVENUE STRUCTURE



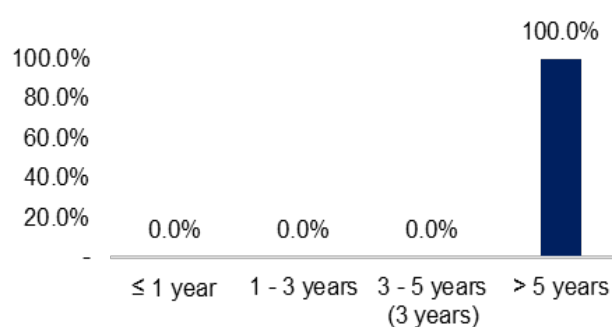
LOAN/TOTAL ASSETS



CAPITAL STRUCTURE

Unit : Baht	
Total Assets	14,838,825,781
Total Liabilities	4,397,789,427
Net Capital from unitholders	10,159,778,102
Retained Earnings	281,258,252
IBD / Total Assets	29.18%

WEIGHTED AVERAGE LEASE EXPIRY (WALE)*



Remark : BAREIT leased the main assets to BAM (Lessee) and execute the Operating Lease Agreement (Samui Airport) with the term of one year. BAM undertakes to BAREIT to lease the leased assets (subject to the conditions stipulated under the Operating Lease Agreement (Samui Airport)) if BAREIT wishes for the Lessee to continue leasing the assets after the expiration of the Operating Lease Agreement (Samui Airport), provided however the renewal of the lease shall not exceed 8 times, and the term for each renewal is 3 years. In addition, BAREIT will provide services to BAM where BAREIT received services from Bangkok Airways throughout the lease term under the Operating Lease Agreement (Samui Airport).

List of the top 10 Trust Unitholders as of 30 December 2022

Trust Unitholders	No. of units trust	%
1. Bangkok Airways PCL.	258,250,000	25.00
2. Bangkok Dusit Medical Services PCL.	50,000,000	4.84
3. TMB Eastsping Property and Infrastructure Income Plus Flexible	33,780,900	3.27
4. Bangkok Life Assurance PCL.	28,000,000	2.71
5. Principle Property Income Fund	22,965,000	2.22
6. Muang Thai Life Insurance PCL.	22,075,000	2.14
7. Viriyah Insurance PCL.	20,000,000	1.94
8. Mahidol University	18,900,000	1.83
9. Krungthai AXA Life Assurance PCL.	17,476,000	1.69
10. The Sahakol Estate Co.,Ltd	16,007,200	1.55

Main Investment Assets (Initial investment in asset)

BAREIT invests in the leasehold rights over the land, structures, and components of certain parts of the assets used in the operation of the airport in the Samui Airport Project owned or possessed by Bangkok Airways. The details of the investment are as follows:

- (a) Runway;
- (b) Taxiway and part of east apron; and
- (c) Part of passenger terminal (excluding commercial areas), and other support buildings located on the leased land.

The area of the leased land is approximately 231-3-26.9 rai comprising parts of the land identified under 10 land title deeds, and parts of the land identified under 10 certificates of utilisation (Nor.Sor. 3 Gor.). The total area of the leased building is approximately 123,955.5 sq.m. In addition, Bangkok Airways registered the charges over certain areas of the Project to the REIT in order for the REIT to be entitled to utilize such area, i.e., part of the common area not under the investment of the REIT which is the area necessary for the operation of Samui Airport, as follows:

- 1) Safety areas and facilities necessary for the operation of the airport, e.g., Runway End Safety Area (RESA), Runway Strip;

- 2) Entrance-exit way, way and connected way within the airport and between the leased assets;
- 3) Support buildings, parking lot, and public utility system.

Additionally, Bangkok Airways will provide services in the area necessary for the operation of the Samui Airport Project, as well as tools, equipment, system works, and other services necessary for the operation of the public airport throughout the lease term.

Investment Value

Investment value THB 14,300 million

Appraisal Value of Main Investment Assets

Appraisal Report	
1. Siam City Appraisal Co., Ltd. Appraisal Value THB 14,160 million	2. Knight Frank Chartered (Thailand) Co., Ltd. Appraisal Value THB 14,150 million
To download the full appraisal reports, use the following QR Codes	
<i>The Appraisal Report dated 5 April 2022 (the Appraisal Value as at 1 August 2022)</i>	
	

Management Discussion and Analysis

Bangkok REIT Management Company Limited (“The Company”), as the REIT manager of BA Airport Leasehold Real Estate Investment Trust (“BAREIT”), would like to provide a summary of the audited financial performance of BAREIT for the period of 5 September 2022 (Date of establishment) to 31 December 2022 as follows :

Period of 7 September 2022 (Leasehold registration date) until 31 December 2022

- Number of departure passenger at Samui airport for the period was 255,420 passengers consisting of
 - Domestic passengers 206,516 passengers and
 - International passengers 48,904 passengers

- Number of flights landed at Samui airport for the period was 3,025 flights which were classified by size of aircraft as follows:

- Flights operated by aircraft with MTOW* not more than 50 tons 1,353 flights
- Flights operated by aircraft with MTOW more than 50 tons 1,672 flights

Remark: * Maximum take-off weight (MTOW)

Key Financial Figures

Period of 5 September 2022 (date of establishment) to 31 December 2022

Financial Position

Financial Position	2022	
Investment in leasehold real estate	14,467.52	MB.
Cash at bank	272.86	MB.
Account receivable	92.50	MB.
Other assets	14,838.83	MB.
Total assets	4,329.50	MB.
Long-term loans from financial institutions	68.28	MB.
Other liabilities	4,397.79	MB.
Net assets	10,441.04	MB.
Net capital from unitholders	10,159.78	MB.
Retained earnings	281.26	MB.
Net assets	10,441.04	MB.
Net asset value per unit (Baht)	10.1074	Baht

As of 31 December 2022, the total assets of BAREIT shown at THB 14,838.82 million. Most total assets were derived from investments in leasehold real estate and cash at bank which amounted THB 14,467.52 million and THB 272.86 million respectively. Total liabilities were THB 4,397.78 million, of which 98.44 percent from long-term loans from financial institutions. BAREIT reported net assets value (NAV) at the amount of THB 10,441.04 million or 10.1074 baht per unit

Financial Performance

Financial Performance	2022	
Income from investment in leasehold real estate	361.42	MB.
Income from service agreement	16.62	MB.
Interest income	0.28	MB.

Financial Performance	2022	
Total income	378.32	MB.
Expenses related to the long-term service agreement	15.83	MB.
Fees and other expenses	16.32	MB.
Finance costs	64.91	MB.
Total expenses	97.06	MB.
Net Investment Income	281.26	MB.
Increase in Net Assets from Operations	281.26	MB.
Earning per Unit (EPU)	0.2723	Baht/Unit
Net Assets	10,441.04	MB.
Net Assets Value per Unit (NAV)	10.1074	Baht
Price/NAV (P/NAV)	1.0389	time
Market Capitalization	10,846.50	MB.
No. of Units Trust as of 30/12/2022	1,033,000,000	Unit
Closing Price as of 30/12/2022	10.50	Baht/Unit

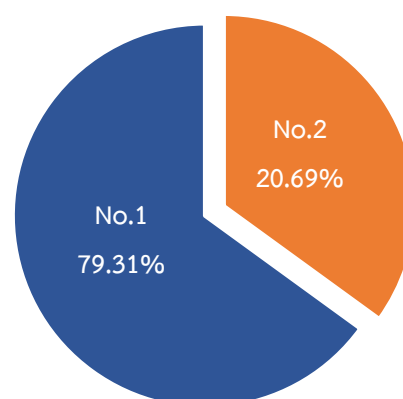
Total income from 5 September 2022 to 31 December 2022 was THB 378.32 million, mainly from income from investment in leasehold real estate, which accounted for 95.53 percent of total income. While total expenses were reported at the amount of THB 97.06 million. The majority was from finance costs which accounted for 66.87 percent of total expenses. BAREIT reported net investment income amounted to THB 218.26 million or 74.34 percent net investment income margin.

Summary of Borrowing

As of 31 December 2022, BAREIT has financial liabilities with 2 Banks with credit line amount THB 4,350.0 million:

1. The first bank = 79.31%
2. The second bank = 20.69%

Remark : More information is available in section 2.8 Summary of Borrowing



Type of the Auditor Report

Unqualified Opinion with an emphasis of matters/others

Information for Consideration

1. Operating results of Samui Airport^{/1}

Unit : MB	2017	2018	2019	2020	2021	2022 ^{/2}
Total Revenue	1,731.8	1,761.1	1,691.1	574.2	207.0	485.3
Operating costs, and sales and administrative expenses (excluding depreciation and amortization)	270.0	274.2	284.3	161.9	111.7	85.0
EBITDA	1,461.8	1,486.9	1,406.8	412.3	95.3	400.3
EBITDA Margin	84.4%	84.4%	83.2%	71.8%	46.0%	82.5%

Remark : Data from BA and BAM

Remark: ^{/1} Information in the table above showing the operating results of Samui Airport was based on the separated report on internal operating results for each type of businesses. In this regards, Bangkok Airways did not disclose such information in its Consolidated Financial Statements.

^{/2} Performance for year 2022 means the period started from 1 January 2022 untill 6 September 2022 only. Performance after 6 September 2022 was under BAREIT structure..

2. Number of flights landed and Number of departure passenger at Samui airport

Year	Number of flights landed	Number of departure passengers	
		Domestic	Internatioal
2017	15,298	784,530	533,192
2018	15,050	758,455	566,796
2019	14,325	686,197	522,685
2020	5,483	308,007	123,029
2021	2,454	137,694	3,083
2022	7,889	560,541	116,985

Remark : Data from BA and BAM

Policy on distribution payment

The REIT Manager will pay the trust unitholders the distributions of no less than 90 percent of the adjusted net profits of a respective accounting period. The distribution to be paid to the trust unitholders will be divided into distribution returns, and distribution on capital reduction (if any). In this regard, the REIT Manager will pay the trust unitholders the distribution returns up to 4 times per accounting period as required by the relevant laws (the payment shall be started on the first accounting period of the REIT if the REIT generates profits in such accounting period to the sufficient amount to do so). In addition, in the case where the REIT Manager deems it appropriate (for example, there is a capital increase of the REIT), the distribution returns may be paid to the trust unitholders more than 4 times per accounting period.

History of Distribution Payment

Operating Period	Distribution Payment	Distribution Payment Date
5 September 2022 (date of establishment) to 31 December 2022	0.2451 Baht/Unit	23 March 2023

Estimates on payment of distribution returns for the 12-month period during 1 August 2022 – 31 July 2023

The estimates on distribution returns to be paid to the trust unitholders are calculated based on the assumption on investment value¹ of the REIT. The material assumptions are as follows :

Value of Initial Main Investment Assets	Maximum of THB 14,300 million
Number of units trust to be issued and offered for sale in the initial public offering	1,033.0 million units
Offering price per unit (THB per unit)	10.0 Baht/Unit
Dividends from normal operation	8.09%
Dividend from distribution support	-None-
Distribution on capital reduction	-None-
Total payment to trust unitholders	8.09%

Remarks: ¹ Investment value comprises the value of the assets to be invested by the REIT, excluding other fees and expenses relevant to the investment and funding which shall be responsible by the REIT. The base case of the Initial Main Investment Assets referred to the value set up as the assumption in a scenario under the Income Statement for the 12-month period from 1 August 2022 to 31 July 2023.

More information is available in Part 2.1 section 3.3.8 proforma financial statement and income distribution under assumed assumptions in BAREIT prospectus.

Estimates on long-term returns

Material Assumption for Calculation	
Value of Initial Main Investment Assets	THB 14,300 million
Offering Price	THB 10 / unit
Cash flow calculated based on the appraisal report on	5 April 2022 ¹
Expenses of the REIT as per agreement (percentage to total revenues)	Average of approximately 3.5%
Borrowing percentage (percentage to value of funding)	Approximately 30.0%
Interest rate assumption (percentage per year)	Not exceeding MLR
Expected Internal Rate of Return (Expected IRR) (%)	7.89%

More information is available in Part 2.1 section 3.3.8 proforma financial statement and income distribution under assumed assumptions in BAREIT prospectus.

Chargeable Expenses to the REIT

For the period during 5 September 2022 (date of establishment) to 31 December 2022

Chargeable Expenses to the REIT	Amount (Baht)	% of Net Income	% of Total Assets	
			Actual Charge	As per the Project
Management Fee	7,620,904	2.71%	0.05%	Not exceeding 1.00%
Trustee Fee	6,001,172	2.13%	0.04%	Not exceeding 0.50%
Registrar Fee	995,019	0.35%	0.01%	As Actually Incurred
Professional Fee	720,000	0.26%	0.005%	As Actually Incurred
Maintenance Cost	NA	NA	NA	As per the Agreement
Property Management Fee	NA	NA	NA	NA

Details on the contractual party to the Lease Agreement and Service Agreement

The REIT will procure benefits from the invested assets by leasing the assets to BAM, and executing the Operating Lease Agreement (Samui Airport) with the term of one year. BAM undertakes to the REIT to lease the leased assets from the REIT (subject to the conditions stipulated under the Operating Lease Agreement (Samui Airport)) if the REIT wishes for the Lessee to continue leasing the assets after the expiration of the Operating Lease Agreement (Samui Airport), provided however that the renewal of the lease shall not exceed 8 times, and the term for each renewal is 3 years. In addition, the REIT shall provide services to BAM where the REIT received services from Bangkok Airways throughout the lease term under the Operating Lease Agreement (Samui Airport).

Risk factors of Investment in units trust of the REIT

1. Risks associated with the REIT or the operation of the REIT

- (1) The REIT is a real estate investment trust was newly established. There is no past performance available for the investors to refer for making investment decisions and the investors have limited financial information for evaluating the future performance of the REIT.
- (2) The assumptions in the income statement projection report and the assumption of profit-sharing are uncertain and depending on the risk, uncertainty in business, finance, economy, relevant regulations and competition. The actual results may differ materially from the projection.
- (3) Risk from the REIT's performance which depends on the REIT manager's ability and the risk that the REIT may lose the REIT manager or the REIT manager may lose personnel with the management level and personnel with expertise in obtaining benefits from the REIT's assets.
- (4) Risk arising as a result from loan of the REIT.

2. Risks associated with the utilisation of the REIT's assets

- (1) Risk from the REIT's dependence on income earning from the single operating lessee.
- (2) Risk of finding a new lessee to continue operating the airport business to replace BAM, existing lessee.
- (3) The risk that Bangkok Airways or BAM does not receive or fail to renew the licenses, or fail to comply with the rules or conditions under the licenses and/or permits.

3. Risks associated with the investment in the Initial Main Investment Assets

- (1) The condition of the Initial Main Investment Assets may deteriorate due to the utilisation throughout the leasehold term.
- (2) The risk from the value of the investment in the leasehold rights will be reduced throughout the remaining lease term. This may cause the value of the units trust of the REIT to decrease accordingly.
- (3) The due diligence exercise of the Initial Main Investment Assets does not a guarantee that the assets used in the operation of the airport business are not defective.
- (4) The appraisal value of the REIT's assets under the appraisal report prepared by appraisers may not be or indicate the actual value of the REIT's assets.
- (5) The risk from natural disasters, accidents, disasters or the event of damage that may affect the operation of the Initial Main Investment Assets, including the insurance for the Initial Main Investment Assets that has been took out may not be sufficient to remedy all damage caused. Therefore, it may affect the operation of the REIT in a negative way caused the REIT's capability in distribution payment.
- (6) The risk that the REIT may not be able to request a VAT refund (with respect to the VAT incurred from the payment of service fee from the subsidiary to be established for the operation of the airport) from the Revenue Department in the amount requested or the delay of receiving a refund.
- (7) General risks in real estate investment.

4. Risks associated with the regulations, laws, taxes and general risks

- (1) Changes in laws, regulations or enforcement policies of Thailand in the future that may have a negative impact on the REIT's income.
- (2) Risk from the case where the main assets that the REIT will initially invest are expropriated.
- (3) Changes on Accounting Standards or the relevant laws may affect the REIT's operation or ability to make distribution payments.
- (4) The spread of infectious diseases, fear of pandemic or other serious public health problems.
- (5) Political Risk.
- (6) The risk of international political situations.

5. Risks associated with the investment in units trust

- (1) Units trust of the REIT have never been traded on the Stock Exchange before.
- (2) Units trust purchase prices may fluctuate greatly and investors may not be able to sell the units trust at a price equal to or higher than the offering price of the units trust.
- (3) Future sales of units trust by Bangkok Airways or other major trust unitholders may have an adverse impact on the units trust price.
- (4) The REIT cannot guarantee that it will be able to pay returns or maintain the level of the rate of return.
- (5) The REIT is a trust that does not accept redemption of units trust which the trust unitholders cannot resell units trust.
- (6) The REIT may be subject to the dissolution of the REIT when there is an event causing the REIT to be dissolved as required by law. The capital return from the dissolution of the REIT may be less than the amount invested by the trust unitholders.
- (7) The market price of units trust may decrease if the offering price of newly issued units trust is lower than the value of units trust prior to the offering of additional units trust.
- (8) The return of capital from the dissolution of the REIT may be less than the amount invested by the trust unitholders from this offering of units trust.
- (9) Changes in tax policy related to investment in units trust of the REIT.

General Information

REIT Manager	: Bangkok reit management Co.,Ltd.
Address	: No. 99 , Mu 14 , Vibhavadirangsit Road, Chom Phon Subdistrict, Chatuchak District, Bangkok
Telephone	: 02-265-5834
URL	: https://www.bareit.co.th

Trustee	: Kasikorn Asset Management Co.,Ltd.
Address	: No. 400/22, Kasikornbank Building, 6th and 12th Floors, Phahon Yothin Road, Samsen Nai Subdistrict, Phaya Thai District, Bangkok 10400
Telephone	: 02-673-3999
URL	: https://www.kasikornasset.com/

More Information is available in 56-REIT 1 on www.sec.or.th or www.bareit.co.th

PART 2 BAREIT INFORMATION

1. General Information

Thai Name	: ทริสต์เพื่อการลงทุนในสิทธิการเช่าอสังหาริมทรัพย์สนามบินการบินกรุงเทพ
English Name	: BA Airport Leasehold Real Estate Investment Trust
Ticker	: BAREIT
Date of approval	: 5 September 2022
Trust Manager	: Bangkok reit management Co.,Ltd.
Trustee	: Kasikorn Asset Management Co.,Ltd.
Financial Advisor	: Kasikorn Bank PCL.
Initial investment in asset	: 25 years Leasehold Right in Samui Airport Project including (a) Runway; (b) Taxiway and part of east apron; and (c) Part of passenger terminal (excluding commercial areas), and other support buildings located on the leased land.

The area of the leased land is approximately 231-3-26.9 rai comprising parts of the land identified under 10 land title deeds, and parts of the land identified under 10 certificates of utilisation (Nor.Sor. 3 Gor.). The total area of the leased building is approximately 123,955.5 sq.m.

In addition, Bangkok Airways will register the charges over certain areas of the Project to the REIT in order for the REIT to be entitled to utilize such area, i.e., part of the common area not under the investment of the REIT which is the area necessary for the operation of Samui Airport, as follows:

- 1) Safety areas and facilities necessary for the operation of the airport, e.g., Runway End Safety Area (RESA), Runway Strip;
- 2) Entrance-exit way, way and connected way within the airport and between the leased assets;
- 3) Support buildings, parking lot, and public utility system.

Additionally, Bangkok Airways provided services in the area necessary for the operation of the Samui Airport Project, as well as tools, equipment, system works, and other services necessary for the operation of the public airport throughout the lease term.

In addition, Bangkok Airways registered the charges over certain areas of the Project to the REIT in order for the REIT to be entitled to utilize such area, i.e., part of the common area not under the investment of the REIT which is the area necessary for the operation of Samui Airport

2. Objective, Investment Polict and Nature of Business

2.1 Objective, Investment Polict and Nature of Business

BAREIT was established to gain advantage in conducting transactions in capital market as defined by Security Exchange Commission (SEC) by issuing units trust of Real Estate Investment Trust or REIT, to the public according to SEC Announcement No. Tor Jor 49/2555 B.E. (2012) and registered the units trust in the Stock Exchange of Thailand (SET). The money reveived from sales of units trust was kept of the Trustee. REIT manager to invest in main asset by leasing, sub-lease and use it to benefits, offer for use and/or provide services related to the lease or leased property. In gaining benefits and management of main property will be controlled and supervised by the Trustee to ensure management of REIT complies with terms and conditions of the agreement on appointment of REIT Manager including criteria of Trust Act and other related announcements. In this regard, BAREIT shall not manage the airport by itself or use the asset to operate any other businesses or lease the asset to any person with reasons to believe that may use it to operate immoral or illegal businesses. REIT Manager's management policy and strategy are as follows:

- **Set appropriated level of rental rate**

REIT will sub lease initially invested main asset exclusively to one lessee i.e. Bangkok Airport Management (BAM) at fixed rent which will be increased as stipulated in related agreement

- **Observe and evalute the status of asset at Samui Airport**

BA (as owner of asset) is responsible for maintenance of main asset and BAM (as operating lessee) is responsible for repair of and payment for general maintenance under condition of related agreement. In this regard REIT Manager shall observe and evalute the status of main asset to ensure it is well maintained throughout the lease period.

- **Monitor performance of sub leasee**

REIT Manager monitors performance of BAM – lessee of BAREIT main asset and evaluate its ability to pay rent according to agreement to generate related revenue, as well as inquire its business plan.

- **Future investment**

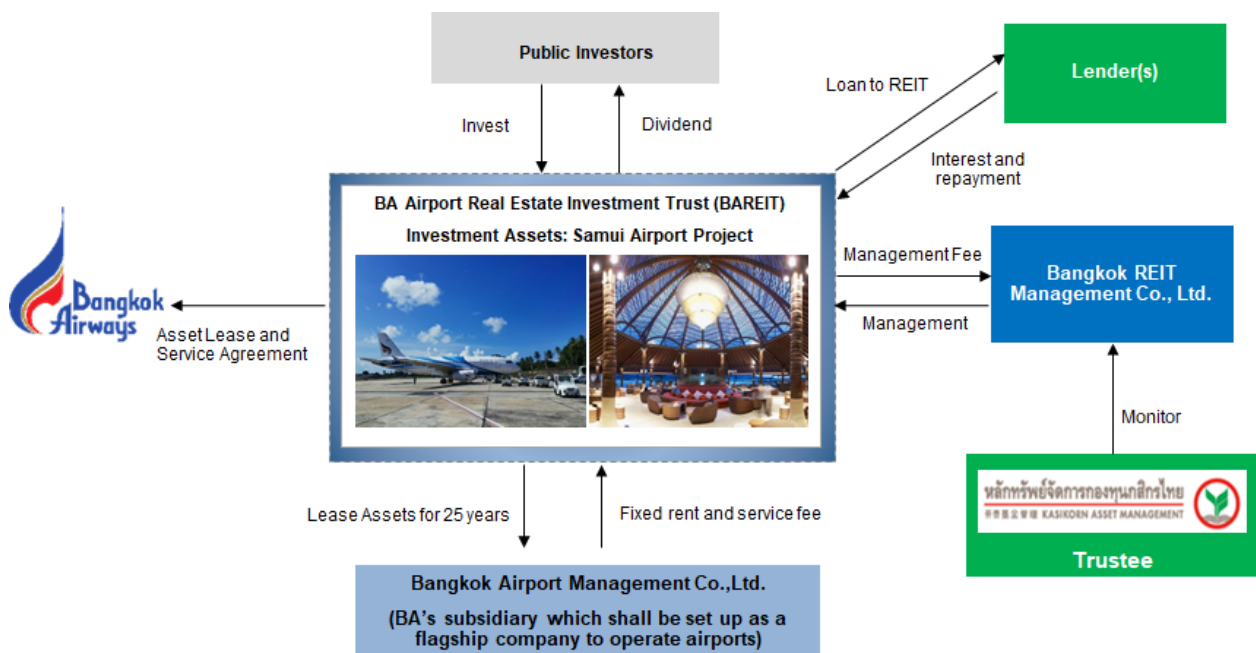
Seek for additional investment in asset for airport operation and related business which will gain reasonable income and return, including other real estate related to support or promote airport business and any other asset which may promote real estate investment by BAREIT in airport related business

2.2 Significant changes and development

BAREIT by REIT Manager made initial investment in main asset and sub lease the asset to BAM, on 7 September 2022. For this fiscal year, there is no further significant changes or development.

2.3 Structure of BAREIT

Structure for investment and generate benefits by BAREIT from its main asset can be summarized as follows:



BAREIT is managed by Bangkok REIT Management Co. Ltd. as REIT Manager with Kasikorn Asset Management Co. Ltd. as Trustee. BAREIT to generate income from main asset by sub-lease initially invested main asset exclusively to one lessee, i.e. BAM.

BA operates airport business according to Public Aerodrome Establishment License under Air Navigation Act before the date when Air Navigation Act (No. 11) 2551 B.E. was effective. Air Navigation Act (No. 11) B.E. 2551 required owner or operator of public airports to request Public

Aerodrome Operating Certificate from Civil Aviation Authority of Thailand (CAAT). BA has filed the request and has already received the said Certificate. However, BA will take necessary action to ensure that BAM will finally receive this Certificate. If BA fails to complete the action on the date when BAREIT makes the investment, BAM will grant the right in any form to BA to enable operation of asset at Samui Airport in compliance with related license. Such action will not affect structure of investment and operation of BAREIT.

In this case, BAM as the operating lessee and Bangkok REIT Management as REIT Manager are related parties because BA as the major shareholder both directly and indirectly and has the power to control REIT Manager.

2.4 Assets belonging to BAREIT

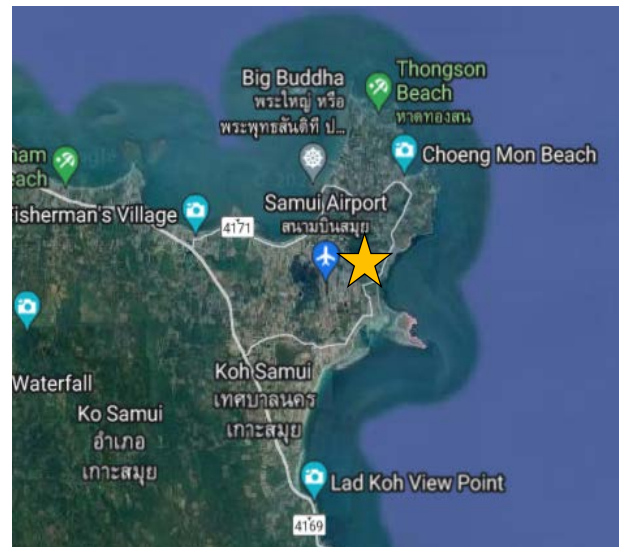
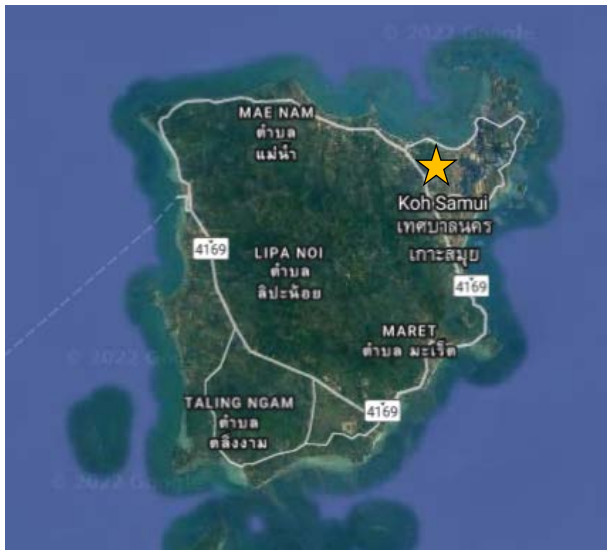
Overview of Samui Airport Project

Samui Airport Project is a public airport located on Koh Samui (at Borput sub district, Koh Samui District, Surat Thani Province) with geographic location at latitude 09 degree, 32 lipda, 57 philipda north; longitude 100 degree, 03 lipda, 45 philipda east and height at 45 feet above sea level.

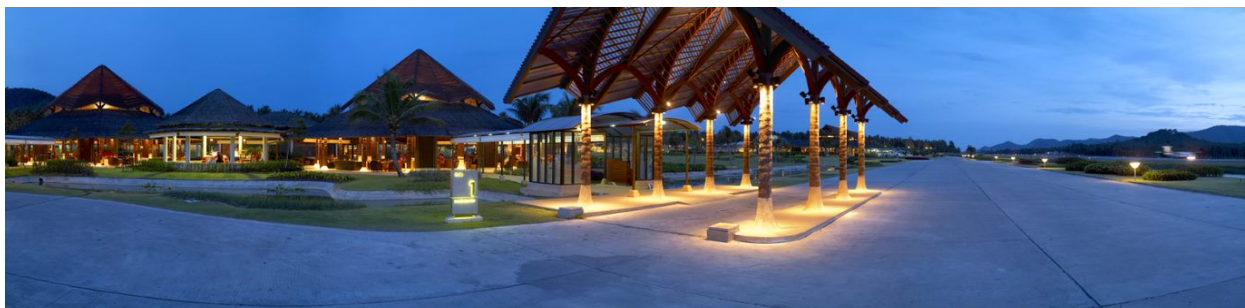
Samui Airport Project has been in operation since 1989 under Public Aerodrome Establishment license. It is an international airport, able to accommodate both domestic and international flights on an approximate area of 493 rai, consisting of a single 2,100-meter runway, six taxiways, an apron, passenger terminal, check-in terminal, and an Immigration, Customs and International Disease Control check point. Samui Airport can support the weight and size of aircraft not exceeding its capacity as stipulated in the Public Aerodrome Establishment License.

Furthermore Samui Airport Project has installed Advance Passenger Processing System (APPS) to use at the airport for checking passengers, to curb international terrorism and enhance safety in consistent with Safety Measures recommended by ICAO.

Location of Samui Airport Project



Overview of Samui Airport Project



General Information of Initial Assets Investment

BAREIT invests 25 years in the leasehold rights over the land, structures, and components of certain parts of the assets used in the operation of the airport in the Samui Airport Project. The details of the investment are as follows:

1) leased land

The area of the leased land is approximately 231-3-26.9 rai comprising parts of the land identified under 10 land title deeds, and parts of the land identified under 10 certificates of utilisation (Nor.Sor. 3 Gor.)

Title deeds

No.	Title deeds no.	Plot no.	Approximate leased area		
			rai	ngan	square wah
1	2515	56	0	1	25.0
2	2518	59	6	0	97.1
3	2754	29	0	0	57.9
4	2755	30	7	2	91.0
5	2773	12	0	0	94.5
6	6644	125	0	0	25.0
7	15267	17	193	1	10.0
8	17662	217	0	2	99.6
9	20756	29	0	1	94.6
10	38474	66	3	2	86.3
Total			212	3	81.0

Certificates of utilisation (Nor.Sor. 3 Gor.)

No.	Nor.Sor. 3 Gor.	Plot no.	Approximate leased area		
	No.		rai	ngan	square wah
1	847	36	0	1	80.8
2	899	68	4	1	19.7
3	921	93	4	0	53.3
4	1424	96	1	0	48.0
5	1428	100	1	3	22.4
6	2113	206	1	3	46.0
7	2114	229	0	3	0.0

No.	Nor.Sor. 3 Gor. No.	Plot no.	Approximate leased area		
			rai	ngan	square wah
8	2157	130	2	1	87.6
9	6088	479	0	2	75.9
10	6089	480	1	1	12.5
Total			18	3	46.2

2) Building located on the leased land

- 2.1) Runway: Samui Airport has one operating runway, with a length of 2,100 meters, total area of approximately 94,500 square meters
- 2.2) Taxiway: Samui Airport has 4 taxiways including A, B, C and D and Part of east apron with dimension of 125 meters width and 196 meters long, total area of approximately 24,500 square meters
- 2.3) Part of passenger terminal (excluding commercial areas), and other support buildings located on the leased land.

The details of the building are as follows:

Details	Approximate Area (square meters)	Age of Building ¹ (Years)
Runway	94,500.0	32
Taxiway and part of east apron	24,500.0	32
Check In Terminal	1,780.0	15
Passenger terminal – Domestic Departure (Gate 3)	420.0	15
Passenger terminal – Domestic Arrival (Gate 4)	639.0	15
Passenger terminal – Domestic Arrival (Gate 5)	995.0	15
Passenger terminal – Domestic Departure (Gate 6)	654.0	15
Fire Station	467.5	8
Total Area	123,955.5	

Remark: ¹ Information from Appraisal Report dated 5 April 2022

Main Investment Assets (Initial investment in asset)

Check In Terminal



Check In Terminal



Passenger Terminal



Apron



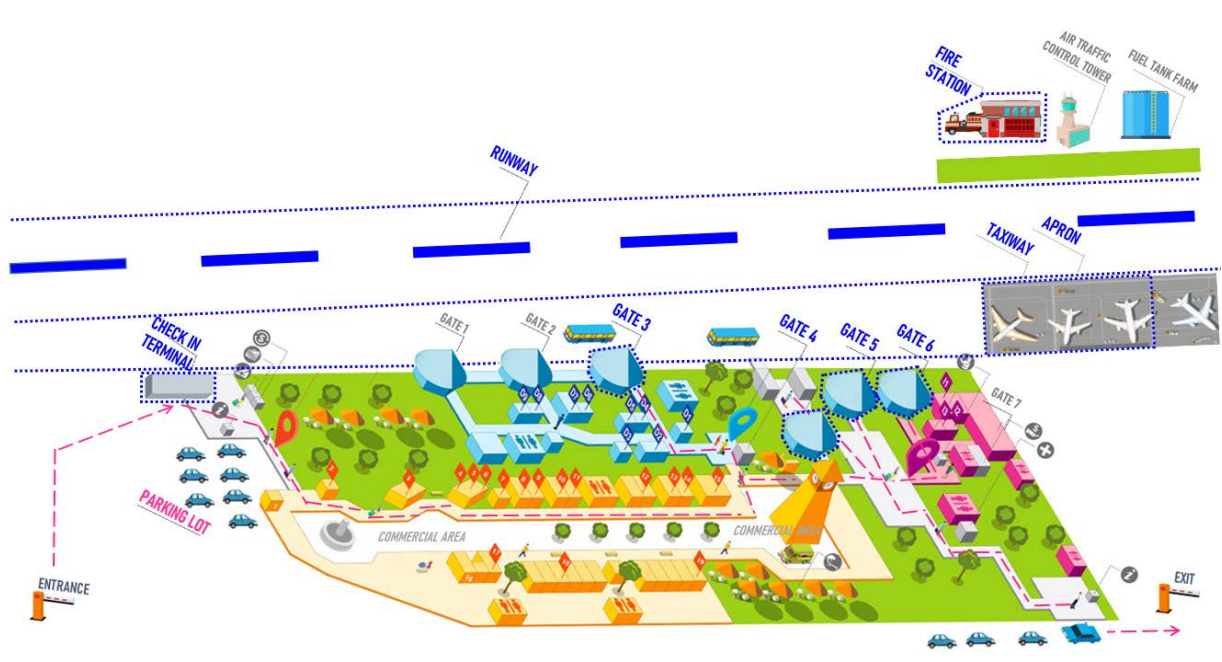
Apron



Fire Station



Main Investment Assets in Samui Airport Project



Remark : Main Investment Assets shown in Blue font

3. Necessity for the operation of Samui Airport

1) Common area, Facilities area and Services road

Bangkok Airways registered the charges over certain areas of the Project to the REIT in order for the REIT to be entitled to utilize such area, i.e., part of the common area not under the investment of the REIT which is the area necessary for the operation of Samui Airport, as follows:

- 1) Safety areas and facilities necessary for the operation of the airport, e.g., Runway End Safety Area (RESA), Runway Strip;
- 2) Entrance-exit way, way and connected way within the airport and between the leased assets;
- 3) Support buildings, parking lot, and public utility system.

2) Tools, equipment, system works, and other services

Bangkok Airways provides services in the area necessary for the operation of the Samui Airport Project, as well as tools, equipment, system works, and other services necessary for the operation of the public airport throughout the lease term.

In addition, Bangkok Airways registered the charges over certain areas of the Project to the REIT in order for the REIT to be entitled to utilize such area, i.e., part of the common area not under the investment of the REIT which is the area necessary for the operation of Samui Airport

System	Descriptions
Facilities	<ul style="list-style-type: none">• Electrical System• Water Supply System• Communication System• Sanitary System• Fire Protection System
Airport Information Management System (AIMS)	<ul style="list-style-type: none">• Common Use Terminal Equipment• Common Use Passenger Processing System• Common Use Self Service• Flight Information Display System• Baggage Reconciliation and Tracking System

Remark: Subject to change without prior notice

3) Entrance of Samui Airport

Samui Airport can be accessed to public road no. 4171

Entrance of Samui Airport



Highlights of BAREIT main investment asset

Best parts of BAREIT main investment asset are as follows:

(1) Growth of Koh Samui tourism industry

Koh Samui is famous for its beautiful beaches and natural environment, highly popular among domestic and international tourists, as a result demand for air travel to Koh Samui has continued to increase in the past.

With reference to Thailand's tourism information in the past, it can be seen that total tourists departed from Samui Airport Project has increased from 0.78 million in 2010 to 1.2 million in 2019 or an average growth of 5% per year. However the COVID-19 pandemic crisis has significantly affected Thailand's tourism industry as well as Samui Airport Project, resulting in reducing number of passengers and flights in 2020 and 2021. However, Research Department of Colliers Thailand estimated that number of arrivals to Samui Airport Project will improve in 2022, probably return to normal level in 2024 and in the future will increase gradually.

Tourism is one of Thailand's important economic strategic plans and the government sector has plans to consistently promote tourism as evident in the policy of government sector to support and promote tourist destinations e.g. Samui Plus model, a pilot project in line with the plan to welcome foreign tourists to visit Thailand safely and conveniently. Furthermore Samui Airport Project worked together with local and national agencies in various fields of work such as set up an Environmental and Basic Utilities Master Plan to ensure development and growth of Koh Samui and groups of islands in the vicinity are effective and sustainable.

(2) An international Airport able to manage both domestic and international flights

Samui Airport Project is an airport that has opened for service since 1989. At present it is an international airport with ability to accommodate both domestic and international flights, tourists can travel from foreign countries directly to Koh Samui which helps to save travel time and more conveniences. In addition to Koh Samui being a tourist destination, Samui Airport is a connecting point for airlines with domestic and international route network.

(3) Bangkok Airways' Experience and Expertise

Bangkok Airways has experience to operates business in develop and manage airports. It is the owner and management of three airports i.e. Samui Airport, Sukhothai Airport and Trat Airport which are located in areas with potential in tourism. In addition Bangkok Airways also operates flights services under the name "Bangkok Airways" providing scheduled flight services on domestic and international routes.

(4) Popular and Unique Style of Airport

Samui Airport is considered as a new concept for airport design wherein the design of the airport blends in with the island's natural surroundings. The Airport received awards in architectural and environmental design such as Environmental Impact Award by using wood from coconut palm for decoration and natural ventilation cooling system in the open-air passenger terminal.

(5) BAREIT has fixed income from the operating lessee with airport management expertise

BAREIT has a fixed rental income throughout a period of 25 years, the rent is to be adjusted with 2% increase annually (fixed rent to increase in 2024). The operating lessee – BAM, a Bangkok Airways subsidiary established for airport operation - has personnel with expertise and experience in airport management.

(6) BAREIT has growth opportunities from the right of first refusal regarding future projects of Bangkok Airways and/or the same group of persons e.g. other part of airport areas and commercial areas in Samui Airport, Sukhothai Airport, Trat Airport and other airports in Thailand.

BAREIT was granted the right of first refusal in the event when Bangkok Airways and/or the same group of persons as Bangkok Airways were to dispose of, rent real estate partly or wholly and/or buildings and constructions and/or movable property and/or assets used for airport operation to another real estate investment trust or dispose of or rent asset in the same manner as to raise fund for real estate investment trust whereby BAREIT was granted the right of first refusal (a) throughout duration lease according to longterm lease agreement agreement (Samui Airport) in the case of Samui Airport and (b) for a 10-year period from the date when BAREIT was established in the case of Sukhothai Airport Trat Airport and any other airports in Thailand (existing at present and to be established in the future). Therefore BAREIT has opportunities to grow in the future from additional investment in the said asset with potential to create return for BAREIT in the future.

2.5 Generating revenue from asset

BAREIT is managed by BA REIT Management Co. Ltd. in its capacity as REIT Manager with Kasikorn Asset Management Co. Ltd. as Trustee whereby BAREIT to generate revenue by sub-leasing main asset initially invested by BAREIT exclusively to BAM.

BAREIT leased the main investment assets to BAM (Lessee) and execute the Operating Lease Agreement (Samui Airport) with the term of one year. BAM undertakes to BAREIT to lease the leased assets (subject to the conditions stipulated under the Operating Lease Agreement (Samui Airport)) if BAREIT wishes for the Lessee to continue leasing the assets after the expiration of the

Operating Lease Agreement (Samui Airport), provided however the renewal of the lease shall not exceed 8 times, and the term for each renewal is 3 years.

In compliance to lease obligation, BAM (Lessee) agreed to pledge money or other asset worth equal to 6 months rent.

Rental and Services Rate

BAM will pay the rental and services on monthly basis. The rental and services rate are as follow :

Fixed Rental Rate in the Operating Lease Agreement (Samui Airport)

Period	Rental Rate (Baht/Month)
7 September 2022 (Leasehold registration date) to 31 December 2022	92,500,000
1 January – 31 December 2023	92,500,000
1 January – 31 December 2024	95,000,000
1 January – 31 December 2025	97,500,000
1 January 2566 – 31 July 2047	Increase 2% on 1 January of each year

Services Rate in the Service - Operating Lease Agreement (Samui Airport)

Period	Services Rate (Baht/Month)
7 September 2022 (Leasehold registration date) to 31 December 2022	4,375,000
1 January – 31 December 2023	4,812,500
1 January – 31 December 2024	5,250,000
1 January – 31 December 2025	5,687,500
1 January 2566 – 31 July 2047	6,125,000

Services Rate in the Service – Long Term Lease Agreement (Samui Airport)

Period	Services Rate (Baht/Month)
7 September 2022 (Leasehold registration date) to 31 December 2022	4,166,667
1 January – 31 December 2023	4,583,333
1 January – 31 December 2024	5,000,000
1 January – 31 December 2025	5,416,667
1 January 2566 – 31 July 2047	5,833,333

Information of Operating Lessee and Service Providers of Sub-Lease

1. Bangkok Airport Management Co.,Ltd (BAM) (Lessee of Main assets/Operating Lessee)

Bangkok Airport Management Co.,Ltd (BAM), a Bangkok Airways subsidiary to be established for airport operation. BAM will be the transferee of Airport Operating Certificate from BA.

As of December 31, 2022, BAM has registered capital of THB 350 million comprises of 35 million shares at 10 baht per share. Its paid up capital is THB 250.10 million.

(1) Capital Structure

As of December 31, 2022, the major company's shareholders is :

Name of Shareholder	Number of Shares	%
Bangkok Airways PCL.	24,999,997	99.99

(2) Board of Directors

As of December 31, 2022, the member of the Board of Directors are :

No.	Name of Board Member	Position
1	Mr. Prasert Prasarttong-Osoth	Director
2	Mr. Puttipong Prasarttong-Osoth	Director
3	Mr. Pradit Theekakul	Director
4	Mr. Anawat Leelawatwatana	Director

(3) Business Operation

To develop and manage public airport. The first project is being the only operating lessee of main investment assets from BAREIT

(4) Operating Lease Agreement (Samui Airport) and Service Operating Lease Agreement (Samui Airport)

1. Summary of the Operating Lease Agreement (Samui Airport)

The term of Operating lease agreement is for one year but it is renewal at not more than 8 times, for a period of 3 years each throughout the leased term in longterm lease agreement agreement (Samui Airport)

2. Summary of the Service Operating Lease Agreement (Samui Airport)

BAREIT will provides services and maintainance in common area, facilities area tools, equipment, system works, and other services necessary for the operation of the public airport in best effort.

(5) Opinion of REIT manager on capability to comply with Operating Lease Agreement (Samui Airport) and Service Operating Lease Agreement (Samui Airport)

Bangkok Airways, the owner of main initial asset invested by BAREIT, has good record in management and maintainance the aforementioned asset. BA appointed experienced personel who have extension knowledge in airport business to be the board member and management of BAM. Thus, with experienced sub-lease would manage BAM to generate sufficient revenue to fullfill fixed rent and services expenses and comply with terms and conditions in Operating Lease Agreement (Samui Airport) and Service Operating Lease Agreement (Samui Airport)

2. Bangkok Airways PCL. (Service Providers of Sub-Lease)

Bangkok Airways is a listed compny in the Stock Exchange of Thailand, has registered ans paid up capital of THB 2,100 million consists of 2,100 million shares at 1 baht/share.

Bangkok Airways operates airport business according to Public Aerodrome Establishment License under Air Navigation Act before the date when Air Navigation Act (No. 11) 2551 B.E. was effective. Air Navigation Act (No. 11) B.E. 2551 required owner or operator of public airports to request Public Aerodrome Operating Certificate from Civil Aviation Authority of Thailand (CAAT).

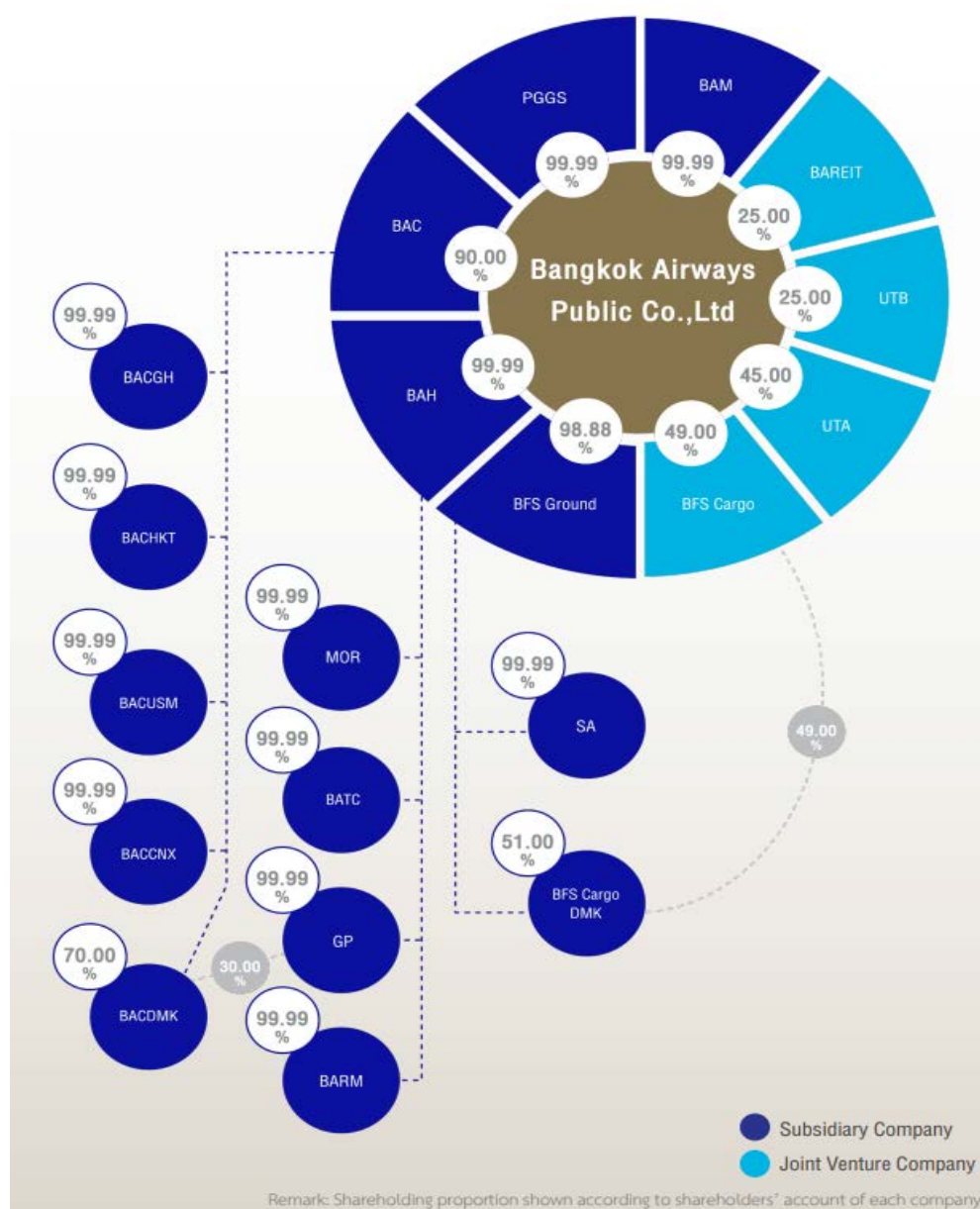
(1) Capital Structure

As of Mar 10, 2022, the Bangkok Airways's top ten shareholders are:

No.	Names of Shareholders	Number of shares	%
1	Puttipong Prasarttong-Osoth	523,387,900	24.92
2	Ariya Prasarttong-Osoth	243,440,900	11.59
3	Prasert Prasarttong-Osoth	238,942,000	11.38
4	Poramaporn Prasarttong-Osoth	136,300,000	6.49
5	Bangkok Bank PCL.	105,000,000	5.00
6	Thai NVDR Co., Ltd	84,005,284	4.00
7	Somruthai Prasarttong-Osoth	77,542,900	3.69
8	The Sahakol Estate Co., Ltd.	63,934,400	3.04
9	Bualuang Long-term Equity Fund	57,013,100	2.71
10	Bualuang Long-term Equity Fund 75/25	24,982,400	1.19

(2) Corporate Structure

Bangkok Airways's subsidiaries and associated companies as of December 31, 2022



(3) Board of Directors and Executives

Board of Directors and Executives of Bangkok Airways as of December 31, 2022

No.	Name of Board Member	Position
1	Air Chief Marshal Kaset Rochananil	Chairman / Independent Director
2	Mr. Puttipong Prasarttong-Osoth	Director / Member of Executive Committee / President
3	Mr. Prasert Prasarttong-Osoth	Director/ Member of Executive Committee
4	Mrs.Ariya Prasarttong-Osoth	Director

No.	Name of Board Member	Position
5	Pol.Gen Visanu Prasattongsoth	Director
6	Mr. Pradit Theekakul	Director / Member of Executive Committee
7	Mr. Anawat Leelawatwatana	Director / Member of Executive Committee
8	Mrs. Narumol Noi-Am	Director
9	Mr. Sripop Sarasas	Director / Independent Director
10	Mr. Saharatna Benyakul	Director / Independent Director
11	Mr. Somboon Kittiyasub	Director / Independent Director

(4) Business Operation

Bangkok Airways, as the owner and operator of Samui airport, Sukhothai Airport and Trad Airport. and officially commenced scheduled domestic and international flight services under current name “Bangkok Airways” Products and services of BA can be divided into core businesses and segments as follow

1) Airline Passenger Services

Bangkok Airways operates scheduled flights on 9 domestic routes covering major cultural and leisure destinations in Thailand such as Phuket, Chiang Mai, Krabi, and Samui and international routes to destinations including Cambodia, Singapore, the Maldives, Vietnam Hong Kong and Singapore. Through code-share and other cooperative arrangements, Bangkok Airways is able to extend its reach to passengers originating from destinations including Europe, South Asia, the Middle East and Japan. In addition, Bangkok Airways has charter flight services to enhance aircraft utilization and revenues.

Bangkok Airways owns and operates an aircraft maintenance hangar at Don Muang Airport. This facility, certified by The Civil Aviation Authority of Thailand (CAAT), to provide maintenance and repair service to its aircraft.

2) Airport –related Businesses

Airport –related services including cargo terminal services, ground and passenger services and in-flight catering services to Bangkok Airways’s flight and those of other airlines through Bangkok Airways’s subsidiaries and associated companies.

3) Airport Businesses

Bangkok Airways owns and operates of Samui airport, Sukhothai Airport and Trad Airport. All airports are located close to tourist attractions and have potential as cultural and tourism destinations of Thailand.

(5) *Initial assets investment Agreement*

1. *Summary of Longterm Lease Agreement (Samui Airport)*

25 years Leasehold Right with THB14,300 million (totally paid on lease registration date) in Samui Airport including 1) the leased land and building approximately 231-3-26.9 rai 2) the charge on immovable assets 3) Tools, equipment, system works, and other services.

Bangkok Airways will be responsible for major maintenance of Samui Airport project such as runway, apron or lighting systems

2. *Summary of Longterm Service Agreement (Samui Airport)*

Bangkok Airways will provide services and maintenance in common area, facilities area, tools, equipment, system works, and other services necessary for the operation of the public airport in the best effort throughout the lease term. BAREIT payment to BA on monthly basis

3. *Summary of Undertaking Agreement (Samui Airport)*

Bangkok Airways undertakes to BAREIT and operating lease who has legal right to use name/ trademark/sign/photos/symbol in relation to invested asset in Samui Airport for the purpose of public communication and disclosure of related issues to initial investment in assets for the period of 25 years with no expenses to BAREIT

4. *Summary of Undertaking (lease) Agreement (Samui Airport)*

Bangkok Airways undertakes to BAREIT that Bangkok Airways and entities under common control of Bangkok Airways will be the operating lessee of the lease asset for 25 years lease period started from the lease registration date

Bangkok Airways will maintain BAM as its subsidiaries or entity under common control of Bangkok Airways. In addition, Bangkok Airways will control and monitor BAM to comply with Operating Lease Agreement (Samui Airport) and Service Operating Lease Agreement (Samui Airport)

(6) Opinion of Financial Advisor and REIT Manager regarding appropriation value of initial assets investment

Opinion of Financial Advisor and REIT Manager regarding appropriation value of initial assets investment. Please see more information in section 12.2 Transaction of REIT manager and connected parties of REIT manager

2.6 Main Assets Insurance

BAREIT insured 4 insurances including Industrial All Risks Insurance, Public Liability Insurance, Business Interruption Insurance, and Terrorism Insurance. REIT Manager has the duty to have sufficient insurance to cover main assets value in accordance to standard of insurance practice and long term lease agreement including the continuity of insurance policies for the period of 25 years. Bangkok Airways and/or BAM will responsible for insurance premium.

Type of Insurance	Co-Insured	Co-Beneficiary	ทุนประกัน Sum Insured
Industrial All Risks Insurance	Bangkok Airways , BAM, BAREIT and Leaders (if any)	Bangkok Airways , BAM, BAREIT and Leaders (if any)	Cost replacement excluding land and foundation ,Runway, Taxiway, and Apron
Terrorism Insurance			
Business Interruption Insurance			Sum of rent period by BAM for 12 months or any highest sum insured
Public Liability Insurance		Third party	

2.7 Appraisal Value of Main Investment Assets (Initial Investment Assets)

Value of initial investment assets was THB 14,300 million. The appraisal value were conducted by Siam City Appraisal Co., Ltd. and Knight Frank Chartered (Thailand) Co., Ltd.

Appraisal Report	
1. Siam City Appraisal Co., Ltd. Appraisal Value THB 14,160 million	Knight Frank Chartered (Thailand) Co., Ltd. Appraisal Value THB 14,150 million
Replacement Cost Approach	
THB 2,463.1 million	THB 2,416.0 million

2.8 Loan Agreement

Summary of Loan Agreement

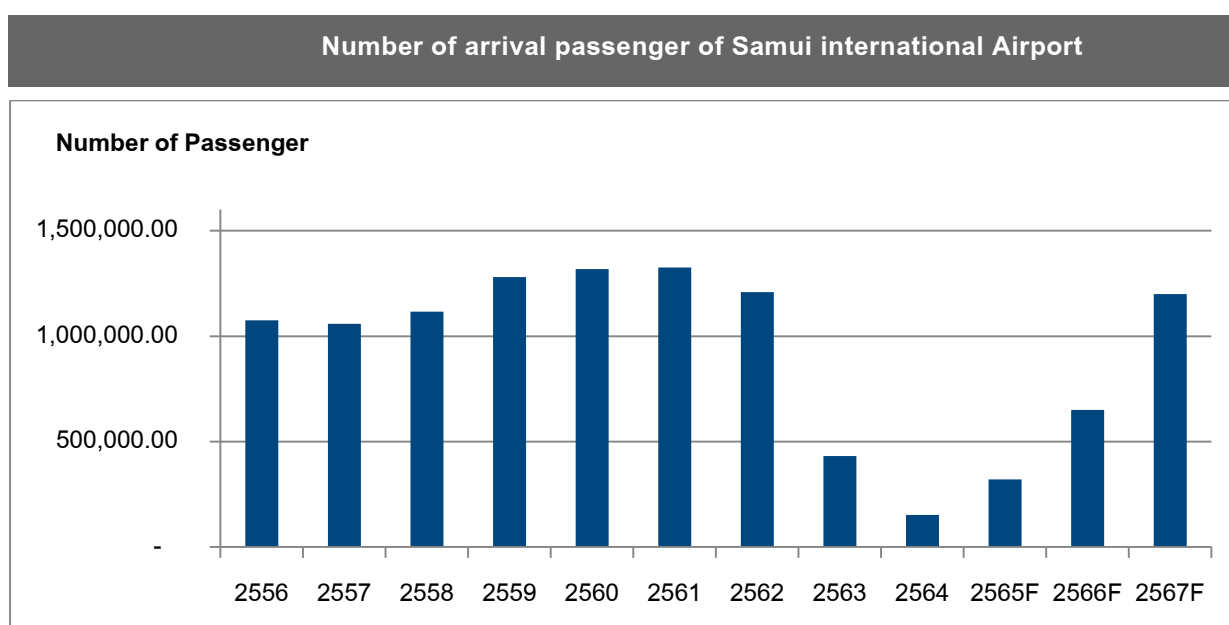
Credit Limit	Not exceeding THB 4,350million
Interest rate	Not exceeding MLR (Minimum Loan Rate) per annum
Tenor	5 years from first drawdown date
Repayment	<ul style="list-style-type: none">• All principle shall be fully paid up on expiry of loan agreement or conditions stipulated in loan agreement• 1 year grace period
Interest Payment	In Monthly basis
Collateral	<ul style="list-style-type: none">• Registered Business Securities under Business Security Act B.E.2558• Business collateral agreement and registration under Business Security Act. Conditional assignment under investment agreement and/or insurance policies as collateral• Endorsement of insurance policies
Conditions	At any time, the Interest Bearing Debt to Total Asset Ratio shall not be over 35% of the total assets or 60% of the total assets in case of BAREIT has the latest credit rating in investment grade but not over 1 year before drawdown date
Other Conditions	Other conditions as stipulated in the loan agreement and regulations of the bank of Thailand and related regulations

3 Market Overview

Overview on aviation and tourism business

Samui International Airport continues to be the main gateway for travel to Koh Samui. During pre-Covid-19 period, tourism and service business in Koh Samui gained benefits from increasing number of flights, expansion of airlines flying to Samui International Airport and continuous increase of international passengers since 2017. At the same time the increase of flights to Surat Thani Airport provided another connecting route for travelling to Koh Samui.

The Covid-19 pandemic that started to spread all over the world including Thailand from the beginning of 2020, together with measures to close borders and imposed travel restrictions on foreign arrivals prevented international tourists to travel to Thailand, are the main reasons to reduce the number of tourists traveling to Koh Samui during that period. However, the announcement to reopen the country in the last quarter 2021 and Samui Plus model – a pilot project according to the plan to open the country and enable foreign tourists to travel to Thailand more conveniently – provided significant hope for tourism and hotel business in Koh Samui to survive the crisis.



Remark : 1. Research Department of Colliers Thailand forecasted base on information of Ministry of Tourism and Sports

2. F: forecast

Demand indicator

Number of tourists checking into hotels in Koh Samui noticeably decreased from April 2020 due to preventive measures of Covid-19 infection resulted in noticeable decrease of number

of foreign tourists except those already in Thailand before the pandemic, some of whom opted for a long stay in Koh Samui rather than returning to home countries. Number of Thai tourists also decreased at the same time though not as much when compared to group of foreign tourists however high-end tourists continued to visit Koh Samui, attracted by promotions offered by hotel and service businesses.

From total passengers arriving at Samui International Airport in 2021 at approximately 152,409, it was found that total passengers has decreased from the same period in previous year by 64.64% . Tourism and service business in Koh Samui was significantly affected during Covid-19 pandemic, so some operators decided to close the business either temporarily or permanently because there were no customers, most of whom were group of foreign tourists. There were only domestic tourists, particularly high-end tourists who continued to choose traveling to Koh Samui to spend the holidays. However total international arrivals improved during the last quarter 2021 after the government announced reopening the country, together with Samui Plus Model – a pilot project according to the plan to open the country and enabled foreign tourists to travel to Thailand more conveniently. It was found that majority of foreign tourists and high-end domestic tourists would chose to travel to the destination through Samui Airport, the main airport in the area.

Research and Communication Department of Colliers Thailand made prediction from predictive figures of Ministry of Tourism and Sports that passengers traveling to Samui International Airport during the next 3 years will gradually improve and would return to normal situation in 3 years' time , an improvement to 109. 96% with approximately 320,000 total passengers in 2022 , adjusted to 103.10% and 650,000 total passengers in 2023, then would probably return to normal in 2024. In other words, number of passengers arriving at Samui International Airport may be approximately 1,200,000, improved at 84.60% from previous year. These figures may not be as high when compared to pre-Covid-19 period but the gradual increase of passengers will be definite and continuous due to pent-up demand for air travel by Thai and foreign tourists.

3.1. Aviation Industry Overview. Total Flights /Airlines

Aviation and transport industry has the advantage of speed with highest level of safety with ability to arrive at final destination on required time, so it is becoming increasingly popular in all regions worldwide, reflecting from development of modern commercial airports, building large aircraft with high performance in order to carry more passengers and cargo, development of modern transport equipment as well as expansion and improvement of warehouses in the airport vicinity to provide conveniences and enhance transport efficiency of the business. However

air transport has some weaknesses such as high cost per unit, need to have infrastructure necessary to accommodate all forms of transport systems and to depend on land transport system to increase the ability to access various areas.

Operator of Air Transport in Thailand must have an Air Operator License (AOL) issued by CAAT and owning or leasing aircraft while Freight Forwarder does not need aviation authorization. Operation of the business mostly involves transport of passengers along with cargo to increase revenue whereby Air Transport Operator would work with Freight Forwarder to sell cargo space to customers as well as working with business partners in Thailand and abroad to provide cargo service on other routes that do not overlap, ensuring transportation of cargo covers all flight routes.

Flight services are divided into three categories

- 1) Scheduled service – with definite routes and flight timetable, able to allocate flight for transporting both passengers and cargo at specific time and may also operate unscheduled and charter flight services
- 2) Non-scheduled or charter flight service – The service is offered from time to time or as special flight. Majority of operators are small companies with at least one aircraft to operate flight so unable to offer many choices of service.
- 3) Other flights offering specific services such as for tourism, flight training.

3.2. Overview of Thailand's public airports

Majority of public airports in Thailand are operated by state agency or state enterprise e.g. Department of Airports, U-tapao Airport Authority, Airports of Thailand PCL., etc. There is only one public airport operated by a private sector i.e. Bangkok Airways.

Year	2019		2020		2021		2022	
	Flight	Passenger	Flight	Passenger	Flight	Passenger	Flight	Passenger
Department of Airports	286,762	18,024,764	95,681	10,201,736	46,058	4,458,634	88,517	11,544,436
AOT	893,533	143,009,209	395,148	46,637,754	214,462	16,195,581	471,505	62,791,104
U-Tapao Airport Authority	13,692	1,716,107	6,777	601,419	3,124	48,561	3,956	122,910
Bangkok Airways	32,919	2,590,527	13,106	903,168	5,916	320,384	17,866	1,450,756
Total	1,226,906	165,340,607	510,712	58,344,077	269,560	21,023,160	581,844	75,909,206

Remark : Department of Airports, Airports of Thailand Public Company Limited (AOT), U-Tapao Airport Authority, and Bangkok Airways

With reference to above statistical data, it can be seen that airport service before Covid-19 pandemic period , was continuously operated , with total flights more than 1.22 million in 2019 and total passengers exceeding 165.34 million whereas in 2020 when Covid-19 infection was spreading with impact on the operation since March onwards, volume of flights operated

decreased from 2019 by 58% with total of 0.51 million flights, and total number of passengers at 58.34 million , decreased more than 64%.

In 2021 the new wave of Covid-19 pandemic caused a decrease of flights to 0.26 million and only 21.02 million passengers remaining. Nevertheless volume of flights and passengers recovered after announcement of policy to relax travel restriction measures within the country and reopening the country to welcome more travel from abroad, so that in 2022 number of flights increased to 0.58 million and more than 75.91 million passengers in total, which is a noticeable sign of air travel recovery.

Statistics of Samui Airport and Vicinity Airports

Year	2019		2020		2021		2022	
	Flight	Passenger	Flight	Passenger	Flight	Passenger	Flight	Passenger
Phuket International Airport	115,568	18,111,087	38,848	5,429,708	18,524	1,789,837	57,469	7,814,936
Surat Thani International Airport	14,248	1,873,060	8,923	1,087,584	3,962	448,295	8,337	1,164,581
Krabi International Airport	25,019	3,659,722	10,414	1,318,645	3,714	405,432	10,527	1,418,052
Chumporn Airport	2,246	192,162	1,340	101,039	442	25,789	836	92,007
Samui International Airport	28,904	2,412,561	11,167	826,662	5,212	296,208	15,958	1,364,128
Nakhon Si Thammarat International Airport	15,412	1,453,200	15,202	1,339,552	9,655	669,815	11,080	1,304,838

Remark : Department of Airports, Airports of Thailand Public Company Limited (AOT), and Bangkok Airways

In 2020 as a consequence of Covid-19 pandemic, Thailand implemented measures on restriction of travel both within the country and from abroad. From the diagram above regional airports in the north of southern region – an important beach destination has also been affected with volume of flights and passengers decreased more than 57% and 63% respectively. For operation of flights at Samui Airport, number of flights equaled 11,167 with total number of passengers at 826,662.

As for the year 2021, the new strain of Covid-19 pandemic continued to have an impact due to travel restriction measures resulting in less flights and passengers at all regional airports than in 2020. Later on the government formulated a policy to relax travel restrictions by implemented Phuket Sandbox Project on 1 July 2021. and expanded area of the project to cover Koh Samui and other island in the vicinity. Phuket Sandbox and Samui Plus projects received positive response from both Thai and foreign tourists so that the Government decided later on to ease travel restrictions even further, resulting a noticeable increase of flights and passenger volume in 2022 at every airport near the country's important tourists attractions particularly Phuket Airport, Samui Airport and Krabi Airport. For Samui Airport a total of 15,958 flights were operated with 1.36 million passengers using the service, flight volume at 55% of pre-Covid-19 level .

3.3. Forecast of air travel

Several institutions, with regard to the air travel recovery, agreeably predicted that air transports would improve as shown below:

- International Civil Aviation Organization (ICAO) made a prediction that the global air transports in 2022 would develop in succession with the overall passenger seats decreasing by 40 percent compared to normal situation.
- International Air Transport Association (IATA) reported that the global demand for air transports had diminished to the minimum in June 2020 by 86.5 percent and predicted that the international air transports' volumes, in 2024, will return to the quantity similar to of 2019's. Short-term air travel or domestic traveling will recover faster than long-term air travel due to increasing rate of vaccination and various policies issued by the government sector.
- The National Aviation Demand Forecasting Work Group has launched a prediction report towards the recovery from the COVID-19 pandemic on air travel in which the hypothesis was comprised of 3 scenarios as follows:
 - Best case scenario – volume of air travel in Thailand would return to be equal to the normal growth scenario in 2020 (return to baseline in 2023)
 - Moderate case scenario – volume of air travel in Thailand would return to be equal to 2019's level in 2023.
 - Worst case scenario – volume of air travel in Thailand would return to be equal to 2019's volume in 2024.

Therefore when compared to the situation actually happened, it was found that recovery of number of domestic passengers is close to the “best case scenario” owing to effective control of the spread of the disease in the country during 2020. But from current situation if the new wave of pandemic continued to be effective for a long time, number of passengers might decrease to be close to the “worst case scenario”. Regarding international passengers, the number is close to the “worst case scenario” because travel restrictions continued to be imposed and passengers required staying in quarantine before entering the country. Nonetheless, the government has planned to relax preventive Covid-19 measures in order to reopen the country and stimulate tourist industry. If the plan is implemented smoothly, it may be able to boost international air travel to recover faster than expected. Therefore control of the Covid-19 pandemic is the major factor affecting growth of air transport.

Research and Communication Department of Colliers Thailand forecasted that the situation of aviation industry in Thailand in 2022 has a tendency to recover at slow pace and returning to normal in 2024 with supporting factors from situation of world economy and trade which gradually recovered and the development vaccine to protect Covid-19 was more progressive and its use more wide spread resulting in gradual opening of international borders under preventive measures of Covid-19, as can be seen in reflection by consistent increase of number of international tourists since end of 2021 to the present.

However, air transport business may be burdened with increased investment arising from adjustment of safety criteria in consistent with global aviation industry standard and investment to upgrade level of safety in aviation during post crisis period. Consequently operators with limited capital to invest, with fewer flights and less market share on operating routes may face liquidity crisis and unable to continue to operate business.

4 Risk Factors

Risk factors of Investment in units trust of the REIT

4.1 Risks associated with the REIT or the operation of the REIT

4.1.1. The REIT is a real estate investment trust was newly established. There is no past performance available for the investors to refer for making investment decisions and the investors have limited financial information for evaluating the future performance of the REIT.

Major revenue of BAREIT will come from lease payment by BAM (Single lessee). Therefore, BAREIT revenues mainly depends on the operating performance and the ability to pay lease by BAM, a subsidiary of Bangkok Airways, and Bangkok Airways is also the airport operator of the initial asset investment prior to BAREIT establishment. Investors could consider the operating performance and the past financial statements of Bangkok Airways from Annual report and/or 56-1 report as public information of listed company.

4.1.2. The assumptions in the income statement projection report and the assumption of profit-sharing are uncertain and depending on the risk, business uncertainty, finance, economy, relevant regulations and competition. The actual results may differ materially from the projection.

In this regard, although there are figures stated in the financial projection, its based on various factors as noted in the attached document no. 3 “Profit and loss and dividends projection for one-year period from 1 August 2022 to 31 July 2023.” REIT manager and the Financial Advisory agreed that it is rational; however, the assumptions used for the estimation may contain uncertainty due to risks, business uncertainty, finance, economy, relevant regulations, competitions and other related causes that could significantly impact to business. Since most of those causes are beyond control of BAREIT, the actual performance or progresses of BAREIT may be significantly different from the financial projection. It may cause the actual performance to be significantly different from the projection, may cause negative effects on BAREIT ability to achieve the performance, which may trust unitholders not to receive the returns as projected, and the market price value of units trust may decrease in significantly.

Regarding those mentioned above, investors should be careful of using data on financial forecast and projection for decision in investment, The actual results may differ materially from the projection.

4.1.3. Risk from the REIT’s performance which depends on the REIT manager’s ability and the risk that the REIT may lose the REIT manager or the REIT manager may lose personnel with the management level and personnel with expertise in obtaining benefits from the REIT’s assets.

REIT manager takes an important role in generating revenue from the REIT's assets as well as investment opportunity suitable and relevant to the trust investment policy determined in the Trust Deed. REIT manager accountability will be under control of trustee.

In this regard, the ability of REIT manager to successfully operate following investment strategies of the trust relies on various uncertain factors. If REIT manager is unable to operate as planned under the strategies of the trust, there may be negative impacts on financial position, performance, and business opportunity of BAREIT significantly as well as the abilities to pay distributions to unitholders and the market price of units trust may decrease significantly.

Moreover, the board member and top management of REIT manager take an important role in considering to generate revenue from the REIT's assets. In case that REIT manager loses major personnel, it means lose persons with experience, knowledge, expertise and business connections. Replacement of key personnel in the same level is probably difficult and that may decrease the efficiency of REIT manager operation. However, REIT Manager is responsible for informing trustee if there is any change in key personnel in REIT Manager, and shall promptly hire new key personnel for replacement and maintain the number of personnel in accordance with relevant rules and announcements.

4.1.4. Risk arising as a result from loan of the REIT.

BAREIT entered a loan agreement for credit line amount not more than 35 percent of total assets of BAREIT. For investment in initial asset investment, certain risks may occur due to economic fluctuation and interest rates volatility. Under the loan agreement, floating interest rate may be changed during the period of the loan agreement. As a result, that will affect the liquidity of BAREIT for repaying interest and principal and the abilities to pay distributions to unitholders.

If BAREIT fails to repay the principal and interest within the due period, or if there is breach of other conditions under the loan agreement, lenders may take legal actions or exercise legal claims due to BAREIT's failure to comply with the loan agreement. Besides, in case of refinancing, BAREIT may have risks that require additional time in credit approval or get inferior terms and conditions compared to the existing loan agreement, or certain conditions that constrain the operation of BAREIT. All the risks mentioned above may affect BAREIT liquidity.

Nevertheless, REIT manager shall compare all risks against the benefit of loan and prevention risks with risk management methods. REIT manager shall monitor the operating results and external risk factors regularly, including interest rates volatility. Besides, REIT manager may consider to utilize financial tools to mitigate such risks, negotiate for loan repayment extension

and relief of certain conditions that constrains the operation of BAREIT, etc. BAREIT shall be in compliance with relevant laws with the best benefits of trust unitholders.

4.2 Risks associated with the utilisation of the REIT's assets

4.2.1. Risk from the REIT's dependence on income earning from the single operating lessee

BAREIT leased the main investment assets to BAM (Single lessee) and execute the Operating Lease Agreement (Samui Airport) with the term of one year. BAM undertakes to BAREIT to lease the leased assets (subject to the conditions stipulated under the Operating Lease Agreement (Samui Airport)) if BAREIT wishes for the Lessee to continue leasing the assets after the expiration of the Operating Lease Agreement (Samui Airport), provided however the renewal of the lease shall not exceed 8 times, and the term for each renewal is 3 years.

As the main revenue of BAREIT comes solely from lease under the operation lease agreement (Samui Airport), if BAM cannot manage Samui Airport and its general activities (no matter what activity is in the present and in the future, if there is any) efficiently and effectively, there are other risks associate to airport management business as follows:

- Risk is due to its heavy dependence on tourism markets in Thailand and in Southeast Asia particularly from Thai and Southeast Asian tourists as well as tourists from Europe.
- Risk is due to external factors such as political and regulation changes, terrorism, war, spread of contagious diseases and natural disasters.
- Risk is due to fierce competition in air transport industry and from other mode of transportation.
- Risk is due to increase of fuel price that may affect the number of flights to lower than in normal situation.
- Risk is due to emergency, accidents or incidents about aircraft and airport.
- Risk is due to economic and industrial circumstances that may affect performance, financial position and ability to pay BAREIT.

The ability in management and the risks mentioned above may affect the potential in business operation and management for Samui Airport as well as financial position , performance of BAM. Thus, this may lead BAM to not be able to pay lease to BAREIT and/or operate in accordance with the operation lease agreement (Samui Airport) and/or related agreements.

From the historical performance of Samui airport project, during the prior years of 2020 the Samui airport project have had good operating performance. However, countries all over the

world including Thailand imposed international air travel restrictions due to the pandemic of COVID-19 which also had material impact to the Samui airport project during the year 2020-2021. The REIT manager and financial advisor prepared the financial projection of the Samui airport project in order to evaluate the ability of the operating lessee to pay rental obligations.

Unit : Million Baht

	2022 F (1 August – 31 December 2022)	2023 F	2024 F	2025 F
Total Revenue	328.8 - 374.9	1,149.4-1,344.7	1,349.6- 1,531.6	1,490.5- 1,723.2
Earning before Interest, Taxes, Depreciation and Amortization (EBITDA)	277.7 - 316.6	970.4- 1,135.4	1,139.5- 1,293.2	1,258.4- 1,454.9
Rental and services Fee	484.4	1,162.5	1,192.5	1,222.5
Shortage of Operating Cashflow	167.8 – 206.7	27.1– 192.1	0 – 53.0	-

Remark: the abovementioned table was prepared based on growth rate of departing passengers of both local and international from Thai aviation market report, prepared by Division of aviation economics, Department of development and promotion of civil aviation, the Civil Aviation Authority of Thailand. Actual performance may differ from the projection depended on factors and situations in the future even though the projection was prepared based on historical of profitability ratio of Samui airport, information and assumptions from the company. Thus, REIT manager and financial advisor could not guarantee the performance of the airport from the projection. Actual performance of Samui airport may significantly differ from the projection.

From the projection, the operating lessee may have cash shortfall to pay the rental fees during the period of 1 August 2022- 31 December 2024 by THB 194.9-451.8 million.

Bangkok Airways as the undertaker by undertaking agreement may provide financial support during the aforementioned period. REIT manager and financial advisor provided the opinion on ability of Bangkok Airways to provide financial support to the BAM in order to fulfil financial obligations to the REIT.

Moreover, as the operation lease agreement (Samui Airport) is a short-period lease agreement that provides BAREIT rights to extend the lease contract. Although BAREIT already exercised rights under the terms in the contract to extend the duration of the lease, BAM (the operating lessee) may decline the lease agreement extension, which is breach of agreement. Regarding that, BAREIT has rights to terminate the contract and/or claim for damage. If BAM refuses

to pay for compensations in case of breach of the contract (including that BAREIT requests Bangkok Airways to become lessee in lieu of BAM, but Bangkok Airways neither comply with the related agreement), then BAREIT has rights to bring this issue to the juristic court for compensation from BAM later. Nevertheless, it depends on the result from legal dispute process, the ability to repay debts or whether or not the value of assets of BAM is sufficient for repayment. Besides, BAREIT may short of revenue during the period that there is no new lessee to carry on airport operation or replace BAM. If BAREIT is not able to find a new lessee to agree on the reasonable amount and period of lease, or has the terms of lease with the new lessee differently from existing lessee, or is not able to find new lessee, all the causes mentioned above may cause BAREIT to receive less lease fees and may negatively affect business, financial position, performance and business opportunity of BAREIT as well as the abilities to pay distributions to unitholders.

However, the operation lease contract (Samui Airport) has no condition for lessee to be able to terminate the agreement ahead of the lease expiry, and BAREIT has rights to extend the duration of lease and require the operation lessee to pledge security deposit in cash worth as a 1-month rental fee and pledge stocks and/or other securities in the Stock Exchanges of Thailand as guarantees for BAREIT which value worth not less than or equal to the 5-month lease as noted in the operation lease agreement (Samui Airport). If there is termination of the lease ahead of the lease period due to breach of contract by BAM, or refusal of BAM to extend the operation lease contract (Samui Airport), BAREIT has rights to enforce pledge deposits and collateral under the terms in the operation lease agreement (Samui Airport) together with claims for damage fee, if there is any, from BAM. Moreover, Bangkok Airways undertakes to BAREIT that Bangkok Airways will manage and monitor BAM to comply with Operating Lease Agreement (Samui Airport) and Service Operating Lease Agreement (Samui Airport) and Bangkok Airways or the common control of Bangkok Airways will step in as lessee to replace BAM throughout the lease term.

Moreover, Samui flight route is the important main route of Bangkok Airways, which can assure unitholders that Samui Airport Project is significantly imperative for Bangkok Airways' airport business. Thus, Bangkok Airways gives priority to the extension of operation lease agreement (Samui Airport) as to be able to operate continuously in the long term. Regarding those factors mentioned above, it is more likely to bring positive effect on performance of airport business in the long term, and the ability to pay lease to BAREIT as well as capital for investment and equipment repair of BAM throughout the lease term.

4.2.2. Risk of finding a new lessee to continue operating the airport business to replace BAM, existing lessee

In case that BAM breaches related agreements, BAREIT, then, needs to notify event of default, breach of agreement related and take the case to the court as for the contract to be honoured or terminated and claim for damage. Besides, BAREIT may not be able to find a new lessee to continue operating the airport business to replace BAM, existing lessee within a short period of time since there is a limit on the number of persons who can operate airports in Thailand, and they required owner or operator of public airports to apply for Public Aerodrome Operating Certificate from Civil Aviation Authority of Thailand (CAAT)

Nonetheless, Samui Airport Project is the airport that has potential and receives varieties of accreditation. It is fully equipped with utility system and located in tourism destination which makes initial asset investment ready for operation. Those enable BAREIT to find those who are interested to step in for operation or become a lessee of asset from BAREIT. REIT manager will have a selection procedure for new lessee on the basis of benefits of unitholders.

4.2.3. The risk that Bangkok Airways or BAM does not receive or fail to renew the licenses, or fail to comply with the rules or conditions under the licenses and/or permits

Bangkok Airways and BAM must obtain licenses and relevant approvals from CAAT. Currently in operation, Bangkok Airways as the owner of initial asset investment has received permission to establish an airport under the public aerodrome establishment license (which in the present this license has no due date.)

During the period of the long term lease agreement (Samui Airport) and the operating lease agreement (Samui Airport), BAREIT cannot guarantee that Bangkok Airways or BAM will be able to maintain or renew those licenses and/or certificates or operate following rules, regulations and terms in the licenses and/or certificates. and if CAAT regards that such refraining or not complying is severe, CAAT may consider ordering for suspension of licenses and/or certificates or revocation of licenses and/or licenses, or ordering for temporary close of the airport; which, given the reason above, may significantly cause negative effects BAREIT's revenues and the abilities to pay distributions to unitholders. so that BAREIT may have to be terminated.

However, considering the experience of Bangkok Airways in airport business, since the beginning of those projects, Bangkok Airways has had no record of being ordered for license suspension or revocation or temporary close of the airport. Therefore, together with the expertise and long experience in airport management of Bangkok Airways, that should help increase confidence of unitholders that Bangkok Airways and BAM will have the ability to comply with the

laws, regulations and terms of the licenses and/or the certificates for airport operation which include arrangements to obtain and retain license and/or certificates from CAAT. Regarding that, Bangkok Airways or BAM agree to take responsibility for compensation for any damages under those long term lease agreement (Samui Airport) and the operating lease agreement (Samui Airport)

4.3 Risks associated with the investment in the Initial Main Investment Assets

4.3.1. The condition of the Initial Main Investment Assets may deteriorate due to the utilisation throughout the leasehold term

For initial asset investment, REIT Manager has arranged for due diligence of the condition of the assets and for minor renovation continuously as necessary in order to maintain the assets to be in good condition and suitable for use.

However, BAREIT is not the direct user of the main assets of initial asset investment for business operation, but leased to a operation lessee. Therefore, it is risky that the operation lessee may use the assets not comply the purpose of use nor provide appropriate maintenance. That will cause the assets to be deteriorated faster than normal use. Or in case that the operation lessee cannot find equipment to change or replace the broken, damaged, worn or expired equipment in order to maintain the assets to remain in the same condition as on their first day when BAREIT makes initial asset investment. Then it may significantly cause negative impact on business, performance, and business opportunity of BAREIT as well as the ability to pay lease of the operation lessee.

Moreover, the long term lease agreement (Samui Airport) and the operating lease agreement (Samui Airport) determine Bangkok Airways and BAM as the operation lessee to have duties to maintain, repair, change and replace the leased assets to remain in good condition under the standards of use throughout the lease period as well as to pay expenses.

However, BAREIT will determine that BAM provide an annual maintainance plan to BAREIT as reference for monitoring and investigating that plan and the operation following the plan within a reasonable period of time.

4.3.2. The risk from the value of the investment in the leasehold rights will be reduced throughout the remaining lease term. This may cause the value of the units trust of the REIT to decrease accordingly

BAREIT invested in leasehold rights of initial asset investment for benefit based on the purpose of BAREIT investment. The value of leasehold right of initial asset investment will decrease following the remaining period of lease. When the lease contract is expired, the value

of leasehold rights will become zero. BAREIT will not pay capital in return to unitholders, but will gradually pay the capitals back to unitholders by reducing authorized capitals.

Besides, the value of units trust may decrease due to a valuation of leasehold rights that BAREIT invests or other causes beyond the control of BAREIT. Thus, any change in the value of leasehold rights may significantly affect the value of net asset of BAREIT, units trust value and/or the return benefit payment of BAREIT eventually.

4.3.3. The due diligence exercise of the Initial Main Investment Assets does not a guarantee that the assets used in the operation of the airport business are not defective.

Before investing in initial asset investment, REIT manager has studied the detailed information of initial asset investment by due diligence as well as the assessment review on initial asset investment and the appraisal report on the condition of buildings and constructions of initial asset investment in detail. However, that practice does not guarantee that the assets used for business operation in the initial asset investment have no damage or defect that may have expenses on improvement or repair. The asset assessment review on initial asset investment and the inspection report on the condition of buildings and constructions of initial asset investment used by REIT manager as the bases for assessment and investigation on main assets used for business in initial asset investment may have defect or be incorrect. The reason may be that some defect of the assets used for airport business operation may be difficult to be detected or unable to be detected due to limitation of inspection. The limitation includes inspection techniques or other factors that limit the inspection of appraiser and consultant on building structures of BAREIT until the date that BAREIT invests successfully as well as the incidents that may happen starting from the date that the report is made by the valuator and consultant on building structure of BAREIT until the date that BAREIT invests successfully.

Moreover, there may be violation of rules and regulations related to the initial asset investment beyond the coverage of the study of information and due diligence of the REIT manager. That may cause more expense than that was estimated before investment or may cause responsibility under the obligation to the violation of regulations set by state organizations related, especially guarantees, warranties and agreements made by Bangkok Airways to compensate BAREIT. However, REIT manager cannot guarantee that the lessor does not agree to compensate it in case of breach of the agreement, BAREIT has rights to exercise court rights in order to receive compensation from the lessor later; this, however, depends on proving procedure, investigation and legal prosecution later.

4.3.4. The appraisal value of the REIT's assets under the appraisal report prepared by appraisers may not be or indicate the actual value of the REIT's assets.

The value of net assets of BAREIT presented in this prospectus is calculated based on data from the appraisal report on initial asset investment. The value of net assets of BAREIT may not be the actual value that BAREIT will receive if all assets are sold or BAREIT is terminated or the value does not reflect the value of units trust actually traded in the stock market.

Besides, the appraisal report is not the document about opinions on business advantage, BAREIT growth, prices of future units trust when registered in the stock market or financial position of BAREIT. Therefore, appraisal/price assessment in that appraisal report is not the indicator of value or fair prices of units trust of BAREIT.

Thus, the appraisal report and assumptions are made on information that provided by Bangkok Airways.

The appraisal report is based upon various assumptions, financial position at present time and in the future, business strategy, and other factors on future incidents including risk and uncertainty which could be either expected or unexpected. The appraisal report consists of future forecast and forward- looking statements whose data are significantly seen under risk and uncertainty. and of other factors that may cause the actual result or outcome to be different significantly from the projection therefore, the appraisers provide no guarantee or warranty for this matter either explicitly or implicitly. Moreover, BAREIT cannot guarantee that the appraisal report will reflect the actual value of initial asset investment, or other apprasers will assess and get the same price. Thus, value estimation stated in this document may not indicate the actual value of the REIT's assets.

4.3.5. The risk from natural disasters, accidents, disasters or the event of damage that may affect the operation of the Initial Main Investment Assets, including the insurance for the Initial Main Investment Assets that has been took out may not be sufficient to remedy all damage caused. Therefore, it may affect the operation of the REIT in a negative way caused the REIT's capability in distribution payment

The initial asset investment may be damaged during the operation due to different causes such as fire, explosion, natural disaster, as well as the incidents caused by an outsider and other dangerous incidents beyond expectation. Although these incidents do not often happen, they may bring about considerable damages to persons, assets, environment, business, reputation, financial position and performance and financial status of BAM and can cause negative effects on the revenue of the REIT significantly.

Regarding that, although BAREIT has insured the initial asset investment sufficiently and appropriately in accordance with the regulations in related laws. However, in case there is damage of the initial asset investment, it is possible that some of insurance policies will not cover all damages, or some of the damages may happen unforeseen and may not be covered by the insurance policies. Therefore, the coverage of insurance or claims may be insufficient for repairing or constructing and/or causing delay. That may cause BAREIT to have burden of expenses on repair and /or construction further and/or expense related during the construction in order to enable real estate to seek benefits. As a result, it may directly affect the return profits that trust unitholders expect, or they may not receive any insurance claims at all.

In fact, BAREIT has arranged insurance for business interruption in order to mitigate risk of losing incomes during the construction in case of asset damages.

As to manage those risks, REIT manager may regularly review types of insurance and consider arranging the insurance credit for each insurance type appropriately.

4.3.6. The risk that the REIT may not be able to request a VAT refund (with respect to the VAT incurred from the payment of service fee from the subsidiary to be established for the operation of the airport) from the Revenue Department in the amount requested or the delay of receiving a refund.

BAREIT is responsible for paying VAT from service fees from BAM. BAREIT has rights to request for VAT return from the Revenue Department after the date of service provision if BAREIT has higher input tax than output tax. However, BAREIT cannot guarantee that BAREIT will receive VAT return in full amount from the Revenue Department and there may be risk of getting the returned money in delay. That may cause negative effect on the revenue of BAREIT as well as the ability to pay distributions of BAREIT.

Besides, in case that BAREIT disagrees with the decision of the Revenue Department, BAREIT may have to take an appropriate response which may include legal prosecution against the Revenue Department or the court in order to receive the amount of VAT return as requested.

4.3.7. General risks in real estate investment.

Real estate investment has several risks such as:

- (1) Negative change in politic, economy, and domestic and oversea travel such as economic recession both locally and overseas including decrease in demand of total consumption;
- (2) Negative situation of domestic real estate market;
- (3) Financial status of lessee;

- (4) Change in interest rates, inflation rates, and foreign currency exchange rates;
- (5) Change in state policies, financial or other economic policies locally and overseas;
- (6) Increase of expenses on real estate operation that are not foreseen;
- (7) Amendment to environment laws or regulations, city plan laws, laws on land and construction taxes, and other state regulations; amendment to laws and regulations on duties and taxes as well as to fiscal policies;
- (8) Claims for real estate environmental responsibility;
- (9) Change in market prices of real estate lease rates;
- (10) Change in prices of oil and other fuels;
- (11) Change in demand and supply of the types of real estate and location for invested real estate;
- (12) Actions of operation lessee that may affect business and reputation of asset owner;
- (13) Inability to collect lease from operation lessee within the due period or inability to collect lease because the operation lessee is bankrupt or full of debts;
- (14) Insufficiency of the protection coverage under the insurance policy applied or the increase of insurance premiums;
- (15) Defect of real estate that needs solution or repair as well as maintenance of real estate that causes unforeseen investing cost;
- (16) Shortage of liquidity in real estate investment;
- (17) Increase of operational expenses including related to duties and taxes;
- (18) Instability of money markets and capital markets locally and overseas;
- (19) Change in sources of funds, either loans or market instruments, can affect the ability of BAREIT to acquire additional real estate under the terms that are beneficial to BAREIT;
- (20) Stakes or obligations that cannot be found or revealed by land inspection at the land office involved while an inspection is made; and
- (21) Force majeure, damage that cannot take insurance and other factors.

Those factors mentioned above may cause instability of expenses on the operation of BAREIT, and that will negatively affect the value of investment assets and revenue.

The annual valuation of initial asset investment will reflect those factors, and can lead the value of initial asset investment to increase or decrease. The value of initial asset investment may fall significantly if there is a sudden crisis of real estate prices or economy in Thailand.

4.4 Risks associated with the regulations, laws, taxes and general risks

4.4.1. Changes in laws, regulations or enforcement policies of Thailand in the future that may have a negative impact on the REIT's income

Laws, regulations and policies on enforcement of Thai laws as well as laws that are applied to airport business may be amended in the future. Meanwhile, each regulating organization may interpret laws differently and has different guidelines to enforce laws. Thus, change in laws, regulations, policies and plans of the governments about qualifications of business of BAREIT or lessor, or operation lessee of BAREIT to have additional responsibility to comply with legal regulations and to be limited in the range of any operations of their business. That, in effect, may cause a rise in operational costs significantly despite that BAREIT and Bangkok Airways have agreed to take responsibility together for additional expenses in case of change in law, or may cause BAREIT to no longer be able to continue operating the invested assets for benefit seeking. Regarding those mentioned above, it may result in negative financial position, performance, and business opportunity of BAREIT as well as the ability to pay distributions to trust unitholders significantly that BAREIT may have to be terminated.

4.4.2. Risk from the case where the main assets that the REIT will initially invest are expropriated

BAREIT may have risk in case that a state organization expropriates the initial asset investment. BAREIT then may not be able to continue using the initial asset investment for the benefit for business operation. Consequently, the return payment that BAREIT gains from the investment may not meet the projection of revenues, so BAREIT may have to be terminated. The amount of compensation that BAREIT will receive depends on the terms in the contracts, the duration of sub-lease of the remaining assets after expropriation or the amount of compensation money received from the expropriation. REIT Manager has studied the royal decree on land designation of the zones that will be expropriated in initial asset investment are located, and did not find that the location of the main assets of initial asset investment is specifically under the expropriated zones. Nevertheless, REIT Manager cannot estimate the chance of land expropriation since land expropriation is a governmental policy and essential for the government to use land in the future.

4.4.3. Changes on Accounting Standards or the relevant laws may affect the REIT's operation or ability to make distribution payments

Financial statement of BAREIT may be affected by an application of a new accounting standard that has been improved accordingly to International Financial Reporting Standards (IFRS).

In the present, there is no information about the scope and the duration of change in accounting standards, and that change is unpredictable. However, the change which is just in accounting standards may not affect the ability to pay distributions to trust unitholders.

Moreover, amendment to laws, announcements, rules, regulations, requirements, acts, policies, interpretations, and/or orders of state organizations or organizations that have legal authority over airport business and BAREIT or the benefit from investment in the assets of BAREIT is considered a factor that BAREIT cannot control or predict. Therefore, BAREIT cannot estimate effects due to the amendment and cannot guarantee that any situation mentioned above will not affect the performance of BAREIT or the ability to pay return benefits of BAREIT. If that situation takes place, it will cause negative effect significantly on performance, status, incomes, profit and financial liquidity of BAREIT as well as the ability to pay distribution to trust unitholders or trading price of unit trust in secondary markets.

4.4.4. The spread of infectious diseases, fear of pandemic or other serious public health problems

Provided spread of Influenza A- H5N1 happened to poultry (bird flu), Severe Acute Respiratory Syndrome (SARS), Middle East Respiratory Syndrome (MERS), corona virus-19 infection (COVID-19), other fatal diseases, contagious diseases or diseases that spread widely and measures of spread control management by government such as city lock-down measure, or a slow-down of the world economy due to the pandemic, all of these can affect business operation and the ability to pay lease of the subsidiary company that will be set up for airport operation, and that can negatively affect incomes or financial status of BAREIT.

REIT manager is aware of risk due to those situations and has preparation to cope with situations that may affect the operation of BAREIT and industrial conditions that can affect business operation, financial status and the ability to pay lease of the subsidiary company that will be set up for airport operation or the subsidiary company that will be set up for airport operation, which is the sole lessee. Moreover, in case that customers of the BAM are affected by the spread of COVID-19 or other contagious diseases in the future, causing a fall of the number of Samui Airport users. As a result, it can affect the ability to pay lease of the subsidiary company that will be set up for airport operation to BAREIT too. Besides, REIT manager also prepares itself to be ready for chance of that situation. Nevertheless, if the situation of COVID-19 spread in the future turns more severe, it can affect the performance and return benefit provision of BAREIT.

4.4.5. Political Risk

The operation, financial status, performance and business opportunity of BAREIT may be partly influenced by political situations in Thailand. As we can see, political situations in Thailand are more than often unstable, and that affects economic and social conditions of Thailand. The past political unrest and change in politics and regulations of Thailand cause Thailand tourism industry to have negative images. REIT manager, therefore, cannot guarantee that there will be no situations that lead to political instability again, which may have negative effect significantly on the operation, financial status, performance and business opportunity of BAREIT.

4.4.6. The risk of international political situations

The operation, financial status, performance and business opportunity of BAREIT are partly influenced by international political situations. Political unrest due to wars and changes in international politics has effect on tourism industry and, consequently, international economy and problem of safety of international tourists. Then that may also result in closure of Samui Airport or obstruct the operation of Samui Airport. REIT manager, hence, cannot guarantee that there will be no situations that could lead to international unrest or wars and that may cause negative effects on the operation, financial status, performance and business opportunity of BAREIT.

4.5 Risks associated with the investment in units trust

4.5.1. Units trust purchase prices may fluctuate greatly and investors may not be able to sell the units trust at a price equal to or higher than the offering price of the units trust.

BAREIT registered units trust of BAREIT as listed securities in the stock market, liquidity of units trust trading will be estimated in accordance with frequency and quantity of units trust trades in the stock market which are based upon the quantity of bid-offer demand. The quantity of bid-offer demand depends on several factors that BAREIT cannot control such as the quantity of bid-offer demand of investors. Hence, there is risk that units trust of BAREIT will lack liquidity of trading in secondary market and general demand of investors. Consequently, it may cause trading prices of units trust of BAREIT to not reflect the real turnover of BAREIT. That, then, may cause investors to not be able to evaluate the performance of BAREIT in comparison with other REITs in Thailand or in other countries.

Moreover, trading prices of units trust in secondary market may be traded at lower prices than the offering prices in this current offering. Actually, trading prices of units trust are based on various factors as follows:

- Perception on the potential for the operation and investment of BAREIT, airport business, airlines business as well as travel and tourism business in Thailand;
- Difference between the actual financial status and performance of BAREIT and the ones forecast by investors and analysts.
- Report of analyses or change in suggestion or estimation of analysts.
- Volatility of economic, social and politic situations as well as the situations of financial and capital markets as a whole
- The value of net assets of BAREIT.
- The attractiveness of units trust compared with other capital securities including other units trust in other industry.
- Balance between demand and supply in units trust.
- Sales or intention to sell a large number of units trust by trust unitholders.
- The size and future liquidity of airport business market in Thailand or the REIT market in Thailand
- Future change in structure, rules and regulations as well as tax burden in general cases and specifically the case of REIT as well as investment in Thailand and overseas
- Lawsuits, prosecution, judicial process and investigation by state organizations
- Volatility of money and capital markets as well as sensitivity of capital market and fluctuation of interest rates, and
- The inability of BAREIT to operate in accordance to the investment and business expansion strategies, for example.

Provided those factors above, it may cause market prices and units trust demand to fluctuate considerably or trading of units trust in secondary market at the prices higher or lower than the value of net assets of units trust.

Besides, regarding that BAREIT will not be able to operate to meet market expectation in terms of profits and return payment, it may result in negative effect on market prices of units trust. That may limit or cause units trustholders to not be able to sell units trust in a timely manner, and, then, negatively impact the liquidity of units trust of BAREIT.

4.5.2. Future sales of units trust by Bangkok Airways or other major trust unitholders may have an adverse impact on the units trust price.

Bangkok Airways agrees to hold not lower than 25.0 percent of the units trust issued and offered this time and will retain this proportion of units trustholding for a three-year period starting from the date when BAREIT invests in the main assets of initial asset investment. In this case,

Bangkok Airways agrees to not sell, pay, transfer or cause any obligations over the units trust held unless receiving an approval by BAREIT (Please see for more information in Part 2 Item 3.1.8 “Summary of the draft of contracts related to initial asset investment”). Hence, in case that Bangkok Airways or other major units trustholders (,if there is). Either one holder or several holders sell a considerable number of their own units trust, or there is an expectation in the market that trading of a significant number of units trust may happen; that may negatively affect trading prices of units trust in the stock market and the benefit of units trustholders in units trusttrading in the secondary markets. Moreover, it may cause negative effect on offering prices or difficulty in selling/offering new units trust in case that there is an increase in capital, if there is, which BAREIT will not be able to estimate or forecast the effect in the future.

4.5.3. The REIT cannot guarantee that it will be able to pay returns or maintain the level of the rate of return.

Distributions payment of BAREIT will be considered from BAREIT performance based on several factors. Those include domestic and foreign economic situations, the ability to pay lease of a lessee, expenses on operations, change in laws and regulations related to airport business, natural disasters, and politic situations. Hence, there are risks that investors will not receive the distributions payment as estimated in the year that those situations happen or BAREIT will not be able to maintain the level of distributions payment or increase the distributions payment in later years. Thus, REIT manager cannot guarantee that BAREIT will have the ability to pay the distributions or maintain the level of distributions rates.

Besides, provided Thai laws on taxes currently, BAREIT has no liability for corporate income tax (CIT). If there is any change in tax laws, or other laws or regulations that causes BAREIT and/or units trustholders to have liability for income taxes, Bangkok Airways does not have any responsibility for or have to pay the tax compensation to BAREIT. That liability for CIT may negatively affect financial status, performance, and the ability to pay return benefits of BAREIT as well as the return payment from the investment of units trustholders significantly, and it may cause trust unitholders to receive less payment from BAREIT, or to have more tax burden.

4.5.4. The REIT is a trust that does not accept redemption of units trust which the trust unitholders cannot resell units trust.

As BAREIT is in the category of no redemption units trust, units trustholders cannot sell their units trust back. Hence, there is no assurance that units trustholders will be able to sell units trustback and that they will be able to sell their units trust at the price equal to their buying price or any prices.

Nevertheless, BAREIT will submit for units trust registration as to be listed securities in the Stock Exchange of Thailand. Trust unitholders, therefore, have channel to sell units trust in the stock market where the price and liquidity of units trust in trading will depend on the market conditions.

4.5.5. The REIT may be subject to the dissolution of the REIT when there is an event causing the REIT to be dissolved as required by law. The capital return from the dissolution of the REIT may be less than the amount invested by the trust unitholders.

After the day of BAREIT establishment, REIT manager may have to terminate BAREIT if there is any of the following incidents:

- The number of trust unitholders falls to fewer than 35 holders;
- When there is sale of the main assets of BAREIT and BARM cannot process as to enable BAREIT to invest in real estate worth totally not less than 500 million baht or not fewer than 75 percent of the value of total assets of BAREIT within one year starting from the date that the assets are sold;
- When the meeting of trust unitholders passes a resolution to terminate BAREIT with the criteria determined in the trust establishment contract.

When BAREIT is terminated, trust unitholders may not receive the unit trust payment in full amount or any unit trust payment at all because BAREIT needs to process accounting settlements, which expenses on establishment and management of BAREIT will be deducted before the money will be returned to units trustholders.

4.5.6. The market price of units trust may decrease if the offering price of newly issued Units trust is lower than the value of units trust prior to the offering of additional units trust.

After the offering of units trust this time, BAREIT may issue additional units trust whose offering prices are lower than the value of the units trust before the additional offering. The offering prices that are lower than the value of units trust before the offering may cause market prices of units trust to decrease, and the return payment from units trust investment may differ from what investors expect.

4.5.7. The return of capital from the dissolution of the REIT may be less than the amount invested by the trust unitholders from this offering of units trust.

In case of cancellation of BAREIT, REIT manager cannot guarantee that trust unitholders will receive their capital back, either in full amount or in partial amount. That is based on causes and means of cancellation of BAREIT, criteria for offering initial asset investment and the remaining period of leasehold rights. Besides, since units trust are not financial product that have principal

protection, REIT manager cannot guarantee that units trustholders will receive their capital back in full amount. In case of cancellation or accounting settlement of BAREIT, it is possible that investors may lose their capital in some or all units trust.

4.5.8. Changes in tax policy related to investment in units trust of the REIT

Trust unitholders may have tax liability in units trust investment or unit trust trade by possibly paying higher tax rates in case of change in laws and regulations on taxes or other related matters.

(More Information is available in 56-REIT 1 on www.sec.or.th or www.bareit.co.th)

5 Legal Disputes or Restrictions on provision for Benefits from Immovable Properties

Not applicable

6 Other Material Information

Not applicable

PART 3 Management and Good Corporate Governance

7 Information of Unit Trust and Trust Holdes

Information of Unit Trust

Unit Trust Issuer	:	Bangkok Reit Management Co.,Ltd.
Type of Unit	:	Name Specified
Par Value of the unit	:	10 Baht/Unit
Number of units trust to be issued and offered for sale in the initial public offering	:	1,033,000,000 Units
Offering price per unit	:	10 Baht
Offering Value	:	10,330,000,000 Baht
Authorized Register	:	THB 10,330.00 million
NAV per unit	:	10.1074 Baht/Unit

Information of Securities Prices

Closing Price as of 30 Dember 2022	:	10.50 Baht/Unit
Highest Price in 2022	:	11.10 Baht/Unit
Lowest Price in 2022	:	10.10 Baht/Unit
Market Capitalization as of 30 December 2022	:	THB 10,846.50 million
Trading Value per Year	:	THB 1,285.62 million

Details of Historical Capital Reduction

Not application

Bonds Issued by BAREIT

Not applicable

Major Unitholders (held more than 10% and being connected party)

Name of Unitholder	Number of Units	%
Bangkok Airways PCL.	258,250,000	25.00

Group of Major Unitholders with Behavior Significantly Influencing the Management Policy, Management Style, and Business Conduct of the Fund Management Company

Not applicable

List of the top 10 Trust Unitholders as of 30 December 2022

Trust Unitholders	No. of units trust	%
1. Bangkok Airways PCL.	258,250,000	25.00
2. Bangkok Dusit Medical Services PCL.	50,000,000	4.84
3. TMB Eastsping Property and Infrastructure Income Plus Flexible	33,780,900	3.27
4. Bangkok Life Assurance PCL.	28,000,000	2.71
5. Principle Property Income Fund	22,965,000	2.22
6. Muang Thai Life Insurance PCL.	22,075,000	2.14
7. Viriyah Insurance PCL.	20,000,000	1.94
8. Mahidol University	18,900,000	1.83
9. Krungthai AXA Life Assurance PCL.	17,476,000	1.69
10. The Sahakol Estate Co.,Ltd	16,007,200	1.55

Policy on Distribution Payment

The REIT Manager will pay the trust unitholders the distributions amounting no less than 90 percent of the adjusted net profits of a respective accounting period. The distribution to be paid to the trust unitholders will be divided into distribution returns, and distribution on capital reduction (if any). In this regard, the REIT Manager will pay the trust unitholders the distribution returns up to 4 times per an accounting period as required by the relevant laws (the payment shall be started on the first accounting period of the REIT if the REIT generates profits in such accounting period to the sufficient amount to do so). In addition, in the case where the REIT Manager deems it appropriate (for example, there is a capital increase of the REIT), the distribution returns may be paid to the trust unitholders for more than 4 times per an accounting period.

History of Distribution Payment

Operating Period	Distribution Payment	Distribution Payment Date
5 September 2022 (date of establishment) to 31 December 2022	0.2451 Baht/Unit	23 March 2023

8 Management Structure

8.1 REIT Manager

8.1.1 General Information

Bangkok Reit Management Co.,Ltd (the “Company” or the “REIT Manager”) was established as a limited company which acts as the REIT Manager of BAREIT and have been approved by the SEC on 29 June 2022.

REIT manager	:	Bangkok Reit Management Co.,Ltd.
Established Date	:	24 March 2022
Company Registration no.	:	0105565053608
Location	:	99 Mu 14, Vibhavadirangsit Road, Chom Phon, Chatochuk, Bangkok 10900
Telephone	:	02-265-5834
URL	:	https://www.bareit.co.th
Registered Capital	:	Registered Capital of THB 15 million Paid-Up Capital of THB 15 million Issued of 1,500,000 shares and PAR value of THB 10 per unit
Accounting Period	:	1 January - 31 December

8.1.2 Shareholders' structure

Shareholders of the REIT Manager as of 31 December 2021 were listed as follows:

Name	No. of shares	% of Total shares
Bangkok Airways Holding Co.,Ltd	1,499,997	99.9997

The group of the major shareholder, which by circumstances has the significant power over the determination of the management policy or operation of the REIT Manager are Bangkok Airways Holding Co.,Ltd. (as subsidiary of Bangkok Airways), which holds 99.9997 percent of the total paid-up shares of the REIT Manager, and Bangkok Airways PCL. , a listed company on the SET in Transportation and Logistic sector. More information of Bangkok Airways PCL. is available on <https://ba-th.listedcompany.com> or WWW.bangkokair.com

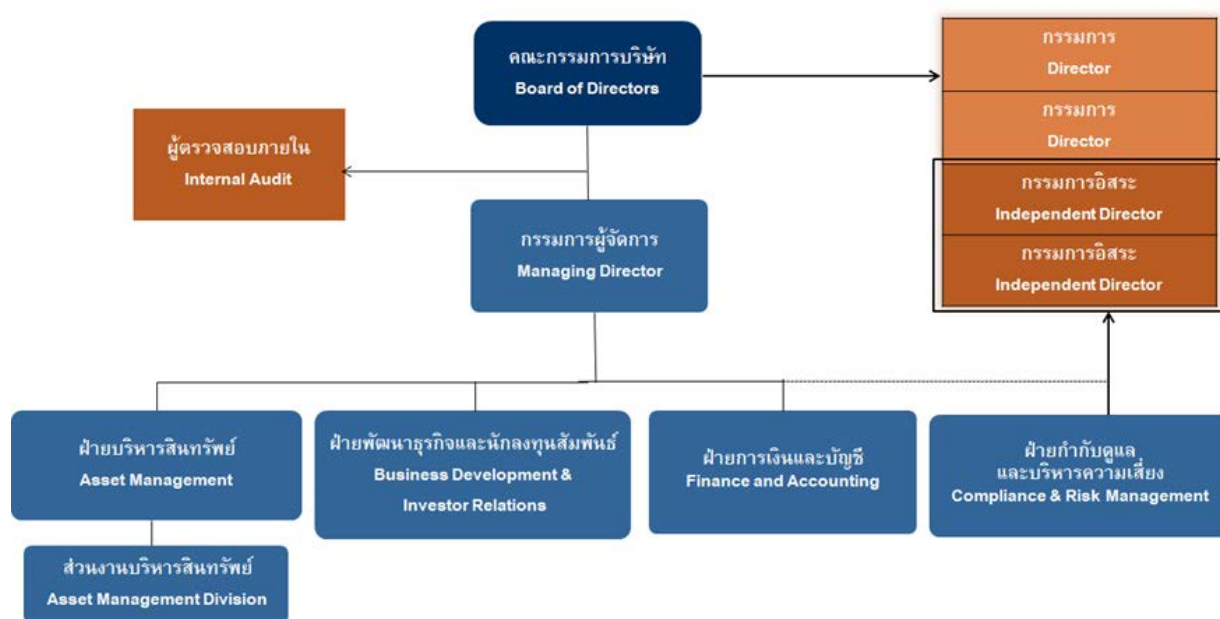
8.1.3 Management Structure of the REIT Manager

The management structure of the REIT Manager follows the principle of the clear separation of duties and responsibilities of each department where each department shall be independent with its own system, taking into account the risk control and conflict of interest

which may arise in order that the REIT Manager would be able to manage the investment for the investors with honesty, integrity and carefulness and take into account the interest of the investors before the interest of the REIT Manager.

(A) Organization Structure of REIT Manager

The Organization Structure of REIT Manager (REIT Manager) which comprises the Board of Directors and 4 departments are the Asset Management ,Business Development & Investor Relations , Finance and Accounting , and Compliance and Risk Management.



Board of Directors

The Board of Directors of the REIT manager shall have not less than 3 qualified directors. At least one-third of the total directors of the Company shall be the independent directors with the qualifications in accordance with the criteria specified in the Notification of the Capital Market Supervisory Board regarding Application for and Approval of Offer for Sale of Newly Issued Shares.

Board of Directors

The Board of Directors comprises 4 members as follows :

1	MR.Sripop Sarasas Chairman / Independent Director Education : <ul style="list-style-type: none"> Bachelor degree of Science Program in Medical Technology, Chulalongkorn University Master of MBA (Finance), University of Southern California , USA
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	<p><i>Board Member/Management in Other Company :</i></p> <ul style="list-style-type: none"> • Independent Director / Chairman of The Audit Committee/ Chairman of the Nomination and Remuneration Committee, Bangkok Airways PCL. • Director / Member of Nomination and Remuneration Committee / Member of Corporate Governance Committee / Member of Risk Management Committee / Chief Administrative Officer, Bangkok Dusit Medical Services PLC. • Independent Director / Member of the Nomination and Remuneration Committee / Member of the Audit Committee, Advanced Information Technology PCL. • Independent Director / Chairman of the Audit Committee Golden Lime PCL. • Independent Director / Chairman of the Audit Committee Kiattana Transport PCL.
2	<p>Mr.Somboon Kittiyasub</p> <p>Independent Director</p> <p><i>Education :</i></p> <ul style="list-style-type: none"> • Bachelor of Law Degree, Chulalongkorn University • Master of Comparative Laws, The University of Laws, USA <p><i>Board Member/Management in Other Company :</i></p> <ul style="list-style-type: none"> • Director / Independent Director / Member of Nomination and Remuneration / Chairman of Corporate Governance Committee / Member of Audit Committee, Bangkok Airways PCL. • Director, Somboon and Partner Co., Ltd. • Director, Advocate Holding Co., Ltd. • Director, Plenty Gourmets Holding Pty Ltd. • Director, The one enterprise Co., Ltd.
3	<p>Mr.Anawat Leelawatwatana</p> <p>Director</p> <p><i>Education :</i></p> <ul style="list-style-type: none"> • Bachelor degree of Science Program in Agronomy, Kasetsart University • Master of MBA Cleveland State University, USA <p><i>Board Member/Management in Other Company :</i></p> <ul style="list-style-type: none"> • Director, Member of Executive Director /Senior Vice President – Finance and Accounting, Bangkok Airways PCL. • Director, Bangkok Air Catering Co., Ltd. • Director, Bangkok Air Catering Phuket Co., Ltd.

	<ul style="list-style-type: none"> • Director, Bangkok Air Catering Samui Co., Ltd. • Director, Bangkok Air Catering Chiangmai Co., Ltd. • Director, BAC Gourmet House Co., Ltd. • Director, Gourmet Primo Co., Ltd. • Director, Bangkok Airways Holding Co., Ltd. • Director, Bangkok Media & Broadcasting Co., Ltd. • Director, Worldwide Flight Services Bangkok Air Ground Handling Co., Ltd. • Director, U-Tapao International Aviation Co.,Ltd • Director, Bangkok Airport Management Co., LTD.
4	<p>Ms.Leelapat Leelahavanich</p> <p>Director</p> <p>Education :</p> <ul style="list-style-type: none"> • Bachelor degree of Business Administration, University of the Thai Chamber of Commerce • Master of MBA (Finance), Ramkhamhaeng University <p>Board Member/Management in Other Company :</p> <ul style="list-style-type: none"> • Vice President – Finance, Bangkok Airways PCL. • Vice President – Finance, The Sahakorn Estate Co.,Ltd, • Director, Samui Palm Beach Resort Co.,Ltd. • Director, Samui Palm Beach Royal Wing Co.,Ltd.

(B) Roles, Duties, and Responsibilities of the Board of Directors

Duties and Responsibilities of the Board of Directors to the Company

- (1) Perform the duties in accordance with laws, objectives and Company's by laws, as well as the resolutions of the Board of Directors and shareholders' meetings with good faith, prudence, and fairness to the shareholders of the Company
- (2) Define the operating policy of the Company and supervise the executives of the Company to perform the actions in conformity with the policy and regulations under the principles of good corporate governance.
- (3) Approve the financial statements of the REIT Manager, and to report the operating performance of the Company to the shareholders.
- (4) Monitor the departments of the Company to operate with the fair and equitable treatment to the stakeholders.

- (5) Consider and propose the crucial meeting agenda item which should be considered by the Board of Directors, but has not yet been included in the agenda of the meeting of the Board of Directors.
- (6) Consider, select, and appoint the directors of the Company to replace those vacated from office, as well as to select and propose the appointment of additional directors to the shareholders of the Company.
- (7) Consider and approve the key matters related to the operation of the Company, e.g. dividend payment to the shareholders, arrangement of the shareholders' meeting as required by law, annual audit plan, selection, appointment, and remuneration of the auditors of the Company, etc.
- (8) Provide the information about the business operation of the Company, as well as relevant laws, notifications, criteria, and regulations to the new directors of the Company.
- (9) Convene at least 4 meetings of the Board of Directors in each year, and the attendance by more than half of the total directors shall constitute a quorum. The resolution of the board meeting shall be passed by the majority votes of the directors present at the meeting. A director with conflict of interest in that particular matter is not eligible to vote.
- (10) Appoint the Company Secretary with the duties of proposing the meeting agenda presented by each department, and of preparing the minutes of meeting of the Board of Directors and other related supporting documents.
- (11) evaluate the performance of the Managing Director. If the Managing Director also holds directorship, the director who holds the position of the Managing Director shall not be involved in considering and making decision on such evaluation.

Duties and Responsibilities of the Board of Directors to BAREIT

- (1) Consider and approve the crucial policies for the management of the REIT, e.g. policy of management of the REIT, the management of the REIT's capital structure, investment policy of real properties, and policy of procurement of benefits from real properties, etc., which shall be implemented by the relevant departments.
- (2) Consider and approve the investment or the acquisition of real assets or leasehold rights in real assets in the first and additional investment in order to procure the benefits from those real assets or from the leasehold rights of such real assets as well as to supervise to ensure that those matters are in accordance with the policy of the REIT Manager,

Trust Deed, REIT Manager Appointment Agreement, filing, prospectus, regulations, relevant laws, and to approve the capital increase of the REIT as well as to file for any related permissions.

- (3) Consider and approve the disposal of the main assets and equipments comply with the policy of the REIT Manager, Trust Deed, REIT Manager Appointment Agreement, filing, prospectus, regulations, relevant laws.
- (4) Consider and approve the risk management and control policy related to the management of the REIT which shall be implemented by the relevant departments.
- (5) Consider and approve the policies, code of conducts, and procedures to manage any related conflicts of interest, especially between BAREIT and REIT Manager and connected persons of the REIT Manager. This includes the measures or guidelines to sustain the maximum interest of the REIT or the trust unitholders as a whole upon the occurrence of a conflict of interest.
- (6) Consider and approve the transactions to be entered into between the REIT and REIT Mananement and connected person of the REIT Management . The REIT and Trustee and connected person of the Trustee to ensure that it complies with the regulations, relevant laws. Director who may have the conflict of interest, or benefit in other manner that contradicts the benefit of the REIT shall not be involved in considering and making decision.
- (7) Consider and select the Managing Director to manage the REIT.
- (8) Consider, select, and approve the evaluation of the lease performance of the main assets by the sub-lessee.
- (9) Consider and approve the work systems to be outsourced to the service providers under the relevant regulations, and select such outsourced service providers.
- (10) Consider and approve the engagement of advisors related to the management of the REIT.
- (11) Monitor and supervise the performance of the REIT Manager and its delegated persons to ensure that their performance is in line with the policy of the REIT Manager, Trust Deed, REIT Manager Appointment Agreement, filing, prospectus, regulations, and relevant laws as well as the reporting of important matters to the Board of Directors on quarterly basis or when it deems appropriate, and the performance evaluation of the Managing Director.
- (12) Consider and approve the annual budget plan.

- (13) Consider and approve the annual business plan.
- (14) Consider and approve the plans i.e., business plan, Annual Maintenance Plan, Major Maintenance Plan.
- (15) Consider and acknowledge the results of maintenance of assets.
- (16) Consider and approve the REIT's financial report to comply with Accounting Standards and disclose in compliance with the prescribed period by the SET, SEC, regulations, and relevant laws.
- (17) Consider and approve the special expenses and/or capital expenditure budget beyond the annual budget plan.
- (18) Supervise the reporting of internal audit outcome (if any) in accordance with the defined plan and criteria.
- (19) Consider and approve the operating performance and the distribution payment to the trust unitholders.
- (20) Consider and approve the arrangement of the annual general meeting of trust unitholders or when it deems appropriate, which is beneficial to the management of the REIT, or when the trust unitholders jointly holding not less than 10 percent of the total issued unit trusts sign to submit a notice calling the unitholders' meeting in which the rationale of such meeting call is specified clearly.
- (21) Consider and approve the guideline of settling the significant disputes and complaints related to the operation of the REIT as it deems necessary and appropriate to ensure that the complaints and disputes related to the operation of the REIT filed by the third persons or trust unitholders are solved or undertaken in other ways in accordance with the relevant laws, requirements, resolutions of the unitholders' meeting, Trust Deed, REIT Manager Appointment Agreement, filing, and prospectus.
- (22) The Board of Directors of the REIT Manager may delegate one director or several directors or the other person to take an action on behalf of the Board, but such delegation excludes the delegation or the sub-delegation that shall enable the director or the person authorized by such director to approve the transaction whom may have the conflict of interest, or benefit in other manner that contradicts the benefit of the REIT.
- (23) Consider and approve the legal proceedings for the disputes occurred.

(C) Duties and Responsibilities of the Independent Directors

The REIT Manager is required to have the independent director(s) as an integral part of

the Board of Directors. An independent director shall have knowledge and skills beneficial to the business of the Company. Independent director(s) shall have the duties of monitoring, supervising, and examining the performance of the executives and departments of the REIT Manager to ensure that it conforms to the principle of good corporate governance; of giving opinion and support to the policy beneficial to the REIT and/or trust unitholders; or of raising an objection when it appears that the REIT Manager may make decision that may cause adverse effect to the REIT and/or trust unitholders. The independent director must be neither under control of the executives or major shareholders of the company, nor involved or have the interest in the decision on operation of the REIT Manager and the REIT. The roles, duties, and responsibilities of the independent director are as follows:

- (1) Consider and provide opinions or observations on the transactions made with the connected persons of the REIT, or those with potential conflicts of interest, as well as the acquisition or disposal of material assets for benefits of the trust unitholders.
- (2) Recommend or advise in important matters, e.g. capital structure, policy of company, and operation control policy, etc.
- (3) Advise the risk management and control policy, as well as the risk control or mitigation criteria and methods.
- (4) Recommend or advise the REIT Manager on the preparation of the financial statements of the REIT Manager and the REIT.
- (5) Recommend the important matters that should be considered in the board meeting of the REIT Manager.
- (6) Appoint, monitor, and advise about the operation plan, evaluate performance report, and evaluate report of the internal auditor (if any), as well as to propose and provide opinion about the internal audit report in the board meeting of the REIT Manager.
- (7) Consider the arrangement of annual internal audit or any period if it deems appropriate.
- (8) Approve and review the annual compliance plan.

8.1.4 Duties and Responsibilities of the REIT Manager

The REIT Manager has duty and responsibility to manage the REIT to comply with the trust policy, Trust Deed, REIT Manager Appointment Agreement, filing, prospectus, regulations, and relevant laws, Moreover, monitor the lessee to ensure that their performance is in line with sub-lease agreements.

The REIT Manager shall perform its functions under supervision of the Trustee with the following

(A) Report and Disclosure

- (1) Prepare the report and financial statements in accordance with Accounting Standards.
- (2) Disclosure, or provide important and relevant information which is sufficient for making investment decision by the investors.
- (3) Prepare and disclose the the REIT's information in accordance with the policy of the REIT Manager, Trust Deed, REIT Manager Appointment Agreement, filing, prospectus, regulations, and relevant laws.
- (4) Cooperate and perform their functions under supervision of the Trustee and SEC

(B) Investment or disposal assets of the REIT

- (1) To ensure that the investment assets for the REIT is done appropriately and conduct self-assessment on readiness to manage the investment in accordance with the policy of the REIT Manager and Trust Deed.
- (2) Conduct the due diligence exercise of the condition of the assets , evaluate and mitigate of investment risks.
- (3) Arrange for the main assets invested by the REIT to be appraised by an appraisal company authorized by the SEC
- (4) Monitor the sub-lessee to manage, renovate, improve, and maintain the assets to ensure that they are always in good conditions and ready to use to procure the benefits.
- (5) Maintain insurance coverage benefits of the trust throughout the lease term.
- (6) Manage investment plan and perform risk management in relation to the REIT and assets of the REIT, borrowing plan, and annual financial management plan.
- (7) To ensure that the sales, disposal of, transfer of real properties, or enter into an agreement relating to assets for the REIT is done correctly and enforceable by law.

(C) Procurement of Benefits of the REIT

- (1) Cooperation and facilitate the examination of the main assets by Trustee or other persons designated by the Trustee.
- (2) Manage budget and working capital of the REIT.
- (3) Prepare the report and financial statements in accordance with Accounting Standards and disclosure with regulations, and relevant laws.

- (4) To ensure that the distribution payment to the trust unitholders in accordance with REIT Manager Appointment Agreement, minutes of Trust Unitholders meeting, regulations, and relevant laws.
- (5) The REIT Manager shall keep any documents upon request of the Trustee as deemed necessary and appropriate.

(D) The Connected parties transaction

In case of potential conflict of interest, the company will prudently consider the rational of the transaction. The company will ask for consent from the Trustee with regard to the Trust Deed and related laws and regulations. In addition, approval from Board of Directors / and/or meeting of Trust Unitholders may be required depends on size of transaction and related regulations.

The transaction which has conflict of interest among Trust and Trustee is prohibited except the Trustee fees or transactions, when Trustee has shown the fair treatment and provide sufficient disclosure to Trust Unitholders, and no objection from Trust Unitholders under relevant regulations.

8.1.5 Management

The REIT Manager has managed all activities in the Company into 4 departments. The duties and responsibilities of each department are summarized below.

Department	Person in charge	Qualifications and Experiences
Asset management Department	Ms.Leelapat Leelahavanich Mrs.Sunida Techapissamai	Managing Director and Director - Asset management Department 30-years experience in Banking / Asset Management / Internal Audit Manager - Asset management Department 18-years experience in Corporate Finance and Asset Management
Business Development & Investor Relations Department	Ms.Phattaraporn Ithiphuvadol	Director - Business Development & Investor Relations Department 17-years experience in Corporate Finance and Asset Management

Department	Person in charge	Qualifications and Experiences
Finance and Accounting Department	Mr. Nathapol Sengcharoen	Director - Finance and Accounting Department 10-years experience in Finance and Accounting / Asset Management
Compliance and Risk Management Department	Mr.Danusorn Choocherdwatanasak	Director - Compliance and Risk Management Department 9-years experience

8.1.6 Process and Conditions for Replacement of REIT Manager

(A) Reasons for the Replacement of REIT Manager

- (1) The REIT Manager notifies the resignation according to the REIT Manager appointment agreement.
- (2) REIT Manager was removed by the following cases ;
 - (2.1) The REIT Manager has violated or does not comply with its duties under the REIT Manager appointment agreement and this cause damage to the benefit of the REIT and/or trust unitholders and cannot be fixed/resolved within the remedy period.
 - (2.2) The REIT Manager does not have the qualification in accordance with relevant laws or has violated or does not comply with its duties order of the SEC within the remedy period.
 - (2.3) The validity of the approval is expired, or does not get approval for extension by the SEC and cannot be fixed/resolved within 90 days
 - (2.4) The REIT manager cannot maintain capital funds under rules and relevant announcements.
 - (2.5) The SEC Office revokes the approval for being REIT Manager or orders for suspension the REIT Manager for over 90 days.
 - (2.6) The REIT Manager ceases to be the juristic person or liquidation or has been ordered by the Court for the control of the property, the Court has ordered for the rehabilitation.

(B) Resignation of the REIT Manager

In case the REIT Manager wishes to resign, it shall inform the resignation in writing to the unitholders by disclosing through the information system of the SET and shall provide written

notice to the Trustee not less than 120 days in advance prior to the effective resignation date. In this regard, During the period if the Trustee cannot able to appoint the new REIT Manager, the former REIT Manager shall perform its duties until the new REIT Manager can fully perform its duties in accordance with the REIT Manager appointment agreement. The period for such former REIT Manager to perform its duties shall not be more than 90 days from the termination date of the REIT Manager appointment agreement.

(C) Appointment process Process for New REIT Manager

The Trustee shall request for unitholders' resolution to appoint the new REIT manager within 60 days from the occurrence date for the replacement of the REIT Manager and shall appoint the person approved by unitholders within 30 days from the resolution date or any other period according to the notification of the SEC Office. In case of the request for the resolution could not obtain the approval, the Trustee is entitled to appoint the new REIT manager by itself taking into the consideration of the best benefit of unitholders as a whole.

8.1.8 Management of Other Trust

Not applicable

8.2 Property Manager

Not applicable

8.3 Trustee

8.3.1 General Information of Trustee

Trustee	Kasikorn Asset Management company limited
Address	400/22 KASIKORNBANK Building, 6th and 12th Floors, Phahon Yothin Road, Samsen Nai Sub-District, Phaya Thai District, Bangkok 10400
Telephone No.	02-673-3999
URL	https://www.kasikornasset.com/

8.3.2 Shareholders' structure

Shareholders of the Trustee as of 31 December 2021 were listed as follows:

Name	No. of shares	% of Total shares
KASIKORNBANK PCL.	27,154,272	100.00

8.3.3 Related License

The Office of the SEC granted a trustee license to the trustee on 18 September 2013

8.3.4 Duties and Responsibilities of the Trustee

Trustee has the duty to manage the REIT with integrity and prudence as a professional with by providing fair treatment to the trust unitholders and for the best interest of the trust unitholders, and in compliance with the relevant laws, the Trust Deed, objectives of establishment of the Trust, and the resolutions of the trust unitholders' meetings as well as the additional obligations specified in the statement to the trust unitholders (if any).

To perform its role and responsibility, the Trustee may seek professional consultant from an independent counselor as deemed appropriate. When performing its duty, the Trustee shall refrain from any actions that conflicts with the benefits of the REIT whether the action will benefit the Trustee or other parties except when the Trustee is requesting compensation for its role as Trustee, or the Trustee had demonstrated that the REIT is treated fairly and had disclosed relevant information to the trust unitholders in advance. Additionally, The disclosure of said information and the objection shall follow the SorRor. 27/2557 and regulations of the SEC under the Trust Deed as well as the Trust Act including the rules and regulations of the SEC office and the Stock Exchange Thailand.

The roles and responsibility of the Trustee are as follows:

(A) Asset Management

- 1) Trustee must entrust the REIT management to the REIT Manager approved by the SEC except for management assets other than the core assets.
- 2) Management of assets other than the core assets shall be the responsibility of the REIT Manager. Should the REIT Manager unable to do so, the following shall apply:
 - In case that the Trustee manages by itself, there must be a separate department in charge of the asset investment management to avoid conflict of interests or breach of information. The department must be separated from other department and personnel that could exploit the information for their own benefits.
 - In case of assigning another party that is not the REIT Manager to manage, the party must comply to the rules and regulations of the Notification of the Capital Market Supervisory Board Re: Rules, Conditions and Procedures for Outsourcing Function related to Business Operation to Third Party.

(B) Trustee Work Organization

Trustee is responsible to have a proper work organization according to the Trust Act and the SEC. The minimum requirement are as follows:

- 1) Separate the REIT from the Trustee's private assets. When storing the assets, REIT under the Trust Deed must be separated from other REIT or the Trustee's private assets.
- 2) Auditing the REIT management of the REIT Manager according to the Trust Deed and Trust Act
- 3) Record the ownership or rights over assets of the REIT income, expense, and liabilities along with accounts related to REIT.
- 4) Audit and Monitor the performance of the REIT Manager for the benefits of REIT.
- 5) Monitor and prevent the violation of Trust Deed and Trust Act and prevent corruption during the management of REIT.
- 6) Set up an asset account for REIT separated from other assets and accounts. In case of the Trustee managing multiple REIT; each REIT account must be separated and kept up to date as well as separated from the Trustee's personal assets and other assets owned by the Trustee.

(C) Trust Management

- (1) Trustee is responsible for attending the Trust Unitholder Meeting. If there is a resolution from the trust unitholders, the Trustee must act as follows:
 - (1.1) Answer inquiries and provide opinions on operation or the resolution whether it complies with the Trust Deed and relevant laws.
 - (1.2) Notify trust unitholders if the resolution or operation violates the Trust Deed or relevant laws and cannot be proceed.

In case that the Trustee is a trust unitholder of the REIT and there is a need to vote as a trust unitholder, let the Trustee consider and maintain the best interests for the trust unitholder under the fiduciary duty to prevent conflict of interests or its duty as a Trustee of the REIT.

- (2) Trustee is responsible to enforce for debt repayment or ensure that financial obligation has been fulfilled according to the contract between REIT and other parties.
- (3) Trustee is prohibited from offset debts from third parties from the REIT. Any actions that violate this clause, will be voided.
- (4) In case that the Trustee enters juristic acts or transactions with a third party, the Trustee must notify the third party in writing that the act or transaction is done as a Trustee and must be clearly stated on the documents.

- (5) When managing the REIT, Trustee cannot assign another party to manage the REIT, unless it meets the requirement for the Trustee to delegate its work.
- (6) Trustee is responsible for preparing the trust unitholders register book. The Trustee may assign the SET or licensed professional to act as the trust registrar according to the Securities Act. When another party is assigned as the trust registrar, the party must comply with the regulations on trust unitholders register book, issuing rights documents, and transfer unit trust in the Trust Deed as well as regulations of the Securities Depository Center.
- (7) Trustee is responsible to provide the documents for rights over unit trusts or unit trust certificate to trust unitholders.
- (8) In case the trust unitholder request for the Trustee or trust registrar to issue new documents for rights over unit trusts or new unit trust certificate as the previous one is lost, not visible, or damaged. Trustee to issue or ensure that a new document or certificate is issued to the trust unitholders within a reasonable period.
- (9) Trustee is responsible to provide opinions on the performance of the REIT Manager in the REIT annual report and send to the trust unitholders. The Trustee must provide comment on the performance of the REIT Manager in managing the REIT in accordance with the Trust Deed, relevant rules, and regulations. If the REIT Manager did not comply to the Trust Deed, or relevant laws and regulations, let the Trustee note the action and report on actions taken to rectify the situation.
- (10) Trustee is responsible for approving the REIT net asset value and trust value report at the last day of each quarter according to the related rules and regulations, so that the REIT Manager can disclose the information to the SEC office within 45 days after the end of each quarter. Additionally, Trustee is responsible to ensure that the REIT Manager calculate the NAV of the REIT assets per unit according to the relevant rules and regulations when the REIT Manager reports the NAV and trust value per unit in the annual report within each period. The REIT Manager must send related information and calculation of the NAV, including but not limited to, real estate appraisal report, to the Trustee to approve the accuracy of the information.
- (11) Trustee may incur deb and/or expenses under the rules and regulations as stipulated in the Trust Deed, Trust Act, Prospectus, Regulations, and related laws.
- (12) Trustee has no obligation to ensure its duty as a Trustee and has no responsibility to trust unitholders and/or any party other than stipulated in the Trust Deed and/or laws.

Trustee's contract with the REIT does not guarantee the profit or operating results of the REIT or serves as collateral for contracts with any tenants

- (13) When REIT was terminated, Trustee is responsible to allocate, distribute, and dispose of assets. All debts and expenses must be paid off when the REIT was terminated according to the Trust Act.
- 14) The Trustee shall separate the REIT financial statement from other REIT's financial statements while considering the accounting standards and profession laws. The financial statement must be audited and commented by an auditor before submission to the SEC and disclose to the public according to the SEC regulations. The auditor must be approved by the SEC and the auditor must not a director or employee of the Trustee.
- 15) Trustee shall refrain from exercising its rights to receive money or assets from the REIT for expenses paid to third parties.

(D) Supervise, Monitor, and Inspect REIT Manager or Delegates (if any)

Trustee is responsible for supervising, monitoring, and inspecting the REIT Manager or delegates (if any) performance to ensure that it is as stipulated in the Trust Deed, relevant contracts, and other rules and regulations from the SEC. This also includes the following responsibilities:

- (1) Ensure that the management of REIT is always perform by REIT Manager approved by the SEC.
- (2) Supervise and operate as necessary to ensure that delegates act as stipulated in the Trust Deed and relevant laws as well as removal of the original delegates and assign new delegates.
- (3) Ensure that REIT investments comply in accordance to the Trust Deed and relevant laws.
- (4) Ensure that REIT information disclosed is accurate according to the Trust Deed and relevant laws.
- (5) Provide opinion on the REIT operation and transaction of the REIT Manager and delegates (if any) to assist with approval from trust unitholders, disclosing information to trust unitholders, and submitting to the SEC if requested.
- (6) If necessary and for the best interests of the REIT and trust unitholders, Trustee may require the REIT Manager to act as deemed appropriate as stipulated in the Trust Deed and relevant laws. Additionally, the action taken must not conflict or violate with the

Trust Deed, rules, regulations, and laws of related government organization. If the action caused excessive burden and expenses to the REIT Manager, the Trustee and REIT Manager shall negotiate for the solution.

- (7) In case that the REIT Manager acted or failed to act and caused damage to the REIT or violated the Trust Deed or relevant laws, the Trustee shall:

(7.1) Report to the SEC within 5 days of the incident notification.

(7.2) Take action to prevent, inhibit, or remedy the damage incurred to the REIT as deemed appropriate

- (8) In case there is no REIT Manager or situation where the REIT Manager cannot perform its duty, let the Trustee manage the REIT until a new REIT Manager is appointed. However, under KorRor 14/2555, where the Trustee shall manage the REIT to prevent, inhibit, and limit further damage to the benefits of the REIT or trust unitholders and operate as stipulated in the Trust Deed and Trust Act, the Trustee can delegate another party to manage the REIT instead. This must be done under the rules and regulations stipulated in the Trust Deed as well as the authorization of a new REIT Manager as stipulated in the Trust Deed and Trust Act.

Additionally, if the Trustee deemed that the REIT Manager did not perform as stipulated in the Trust Deed, Trust Act, and SEC rules and regulations, resulting in potential or severe damage to the REIT and/or trust unitholder and cannot remedy the damage within the appropriate time, the Trustee shall manage the REIT instead of the REIT Manager as deemed appropriate for the benefits of the REIT and trust unitholders.

Other than stipulated in the Trust Deed, if the REIT Manager takes any action that affects, corrects, or modifies the core assets such as amending the asset structure and modification of the asset type, the REIT Manager must seek approval from the Trustee before taking that action.

8.3.5 Trustee Fees

For the period during 5 September 2022 (date of establishment) to 31 December 2022, BAREIT paid trustee fees THB 6.0 million which comply with the term and conditions on Trustee Agreement.

8.4 Investment Committee

Not applicable

8.5 Others Information

Information of other persons relating to BAREIT

Auditor	EY Office limited
	33 rd Floor, Lake Rajada Office Complex 193/136-137 Rajadapisek Road, Klongtoey, Klongtoey, Bangkok 10110
	Telephone 02-264-9090
Trust Unit Registrar	Thailand Securities Depository Co., Ltd.
	14th Floor, 93 Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400
	Telephone 02-009-9999
Appraisal Company No.1	Siam City Appraisal Co., Ltd.
	Appraiser : Mr.Rattapornchai Kitphaiboontawee
	731 P M Tower Asok-Din Daeng Road, Din Daeng, Din Daeng, Bangkok 10400
	Telephone 02-247-4715
Appraisal Company No.2	Knight Frank Chartered (Thailand) Co., Ltd.
	Appraiser : Mr.Surasak Limpa-Arayakul
	33/4, The 9th Towers, Grand Rama 9, Tower A, 31st Fl., Unit No. TNA 01-04 Rama 9 Road, Huaykwang , Bangkok 10310
	Telephone 02-643-8223

9. Supervision of BAREIT

9.1 Corporate Governance Policy

BAREIT Manager recognizes that supervision of BAREIT is important because it is something that needs to be observed to create trust among all stakeholders such as unit holders, investors, trustee, regulators including supportive financial institutions. Therefore operation of BAREIT must be conducted in accordance to corporate governance policy, the agreement to appoint BAREIT Manager, prospectus, rules, regulations, requirements and other related laws and at the same time to comply with corporate governance principles as well.

9.2. Sub Committee

Structure of directors of BAREIT Manager consisted of Board of Directors and Management Committee details as shown in paragraph 8, 8.1. BAREIT Manager.

9.3. BAREIT Manager Meeting

The meeting is scheduled to take place at least 4 times a year. At each meeting, more than 50% of total number of directors must be present in order to establish a quorum. Resolution of the meeting shall be adopted by majority votes of attending Directors. Director who has conflict of interest in the matter under discussion shall not join in the discussion and vote of such matter. An AGM must be held within 4 months after end of BAREIT financial year. Secretary of Board Directors shall be appointed to be responsible for presenting the meeting agendas presented by each department, producing and recording minutes of Board Meeting and relevant documents.

9.4. Supervision of companies invested indirectly by BAREIT.

Not applicable

9.5. Supervision on using internal data

Compliance and Risk Management Department shall formulate guideline to prevent the access and use of internal information, by separation of divisions in the company from internal divisions including separation of personnel with conflict of interest or employees with internal data, gained through performance of duties, summarized as follows:

(a) Separation of divisions in the company, internal divisions and personnel to prevent leak of internal information (Chinese Wall).

- (1) Arrange a space or an area for working, install a system for checking and controlling access to company location, a system for recording arrival/exit from designated area, including area where each department uses for working that is separated and independent from one another, impose regulation to prohibit employees from disclosing or lending password among themselves e.g. lending keycards etc.

- (2) Separation of departments and personnel in those departments who may have opportunities to receive data through performance of duties from each other, particularly departments with opportunities to make use of internal data, namely department responsible for investment, e.g. Business Development and Investor Relation Department etc. to be clearly separated from other departments

Furthermore Compliance and Risk Management Department also set preventive measure for Over the Wall. When one department borrows employees from another department, the borrowed employees are considered as employees of the borrowing department who are required to observe Chinese Wall measure of such department through out the borrowing period and up until internal data received through performance of duties has already been disclosed to the public.

(b) Management and Restriction on use of internal information

- (1) Set practical regulation for departments which may receive internal data and restriction of right to access internal data in order to limit the scope for making use of data only when necessary for performance of duties (Need to Know Basis) and determine that internal data known from work relating to manage investment for BAREIT is considered as confidential data. In this case related personnel and departments need to keep such data safely and must not disclose to any other unrelated persons or make use of the data for own benefits or benefits of others.
- (2) Determine persons who can access each aspect of internal data (Access persons), check and control communication and use of internal data by such persons much more closely than others people. It is the duty of Access persons to strictly observe related company rules and regulations.
- (3) Review list of Access persons and the right to access internal data annually in order to improve and revise them in consistent with changing situation.

Access to each aspect of data may be divided into sections according to type of data. Accessibility to each section data is limited only to departments or persons who need to use related data to perform duties.

(c) Storage of internal data including storage in electronic system

The Company shall use effective system to store data in order to prevent unrelated departments and/or other persons to gain access information under responsibility of each department. Measures for storage of data are as follows:

- (1) For data in printed form, the Company to keep document in a safe place e.g. put in filing cabinets or in a room that can be locked with keys. Compliance and Risk Management Department must check at least once a year that each department produces Document Control form, store related documents in own department, with a document controller using document control form to strictly records withdrawal of documents.

Document retention. At least the following documents must be retained

- Establishment of BAREIT or proposal for sales of newly issued trust units.
- Payment of distribution to trust unitholders
- BAREIT capital increase (if any)
- BAREIT capital decrease (if any)
- Any actions which may have significant impact on BAREIT e.g. a dispute or complaints from trust unitholders or third party

- (2) For data in electronic form. Provide computer password to prevent access by unrelated persons to make use of data, provide log file which should be retained for at least 30 days.

In addition, Reit Manager must set measure to control data leakage when copying documents or printing internal data from computer system e.g. required data user to destroy printed copies of internal data when those copies are no long needed.

(d) Guideline to prevent gaining benefit from use of internal data and action to be taken if violated

The Company by Compliance and Risk Management Department has set the following guidelines.

- (1) Compile and announce names of securities requiring control and supervision when traded by the Company's directors, executives and employees, namely securities of the Company's major shareholder, trust units of BAREIT managed by the Company, including instrument related to such securities after they have been registered in SET.
- (2) Inform of the Company's directors, executives and employees on period of time when trading of such securities is prohibited, namely when the Company receives or has an opportunity to receive internal information relating to the company that issued the said securities or the period when Reit Manager is about to announce the date for payment of distribution to trust unitholders and prior disclosure of

financial statements or disclose financial position and status of BAREIT (such data have not yet been disclosed to the public) up until the time when such information has been disclosed to the public

- (3) Every director, executive and employee need to report on his/her own holding of securities according paragraph (1) above including his/her spouse and minor children, to Compliance and Risk Management Department, using proper form issued by the Company, when first appointed to the position of director or executive and/or when joining the Company. A report is also required when there are changes in holding of the said securities.
- (4) Compliance and Risk Management Department may announce additional names of securities prohibited from trading if the Company had an opportunity to receive internal information of BAREIT that issued the said securities e.g. from due diligence to conduct transactions with the company that issue those securities whereby Compliance and Risk Management Department would present list of securities to the Board of Director for consideration and approval before announcing the list accordingly.
- (5) Monitoring and checking security trading by employees, Compliance and Risk Management Department shall set measures to ensure that directors, management and employees comply by the policy, guideline and regulations issued internally by the Company, including regulations, rules and/or order of related agencies, considering risks that employees may perform duties without compliance to such regulations. After checking and finding employees failing to comply by the regulations, the Company shall consider termination of employment and if the violation causes damages, the Company shall consider finally prosecuting the violators with both civil case and criminal case (if applicable).

9.6 Procedures and Factors for DecisionMaking on Investment and Management of BAREIT

The REIT investment must comply with the Notification TorJor. 49/2555 along with related notifications and regulations from the SEC committee or the SEC office. The investment policies are as follows:

Investment of Core Assets and Equipment

REIT investment policies in real estate assets or real estate's leasehold rights and immovable properties are as follows:

- (1) It is the investment in the property to acquire ownership or possessory right. Acquisition of possessory right shall be one of the followings:
 - a. Acquisition of the property through issuance of Nor.Sor. 3 Kor; or
 - b. Acquisition of leasehold right in the property through issuance of instrument of ownership or possessory right in the form of Nor.Sor. 3 Kor.
- (2) The acquired property is not subject to the enforcement of assets or dispute unless the REIT Manager and the Trustee have made an opinion in writing that the real subject to the property right or the dispute does not significantly affect the procurement of benefits from such property; meanwhile, the conditions on acquisition of such property remain beneficial to the trust units as a whole.
- (3) The agreement for acquisition of the property must not have any agreement or obligation which may deprive the REIT to dispose of the property at a fair price (when the disposal is made) such as the agreement granting the right of first refusal to the counterparty in purchasing property from the REIT with fixed price in advance; or may cause the REIT to bear more responsibility than what should be under normal situation when the lease agreement expires.
- (4) The property acquired shall be ready to procure the benefits not less than 75 percent of the value of trust units offered plus the amount of loans (if any). The REIT may invest in a project which under construction; however, the value of the investment to be acquired and to complete the property for further procurement of benefits shall not be greater than 10 percent of the total asset value of the REIT (after offering for sale of the trust units) and it is shown that there is sufficient working capital for such development without any impact to the continuity of the REIT.
- (5) The real estate for REIT investment consideration must pass the following appraisal:
 - (5.1) It shall be a full appraisal with evidence of verification of entitled rights, and for the purpose of public use for the disclosure of the relevant information to the investors. The appraisal must be done at not more than 6 months before the investment request and appraised by at least 2 appraisers..
 - (5.2) The property appraiser must be a certified property appraiser approved by the SEC.
 - (5.3) In case the real estate to be invested is in a foreign country, the REIT ability to acquire and hold the rights to the real estate according to that country's law must be examined and reviewed. The opinions of specialized legal advisor on

that country's law are required for the examination and review. In case that the owner, lessor, or transferor of the real estate leasehold right is related to the REIT Manager, the REIT Manager will arrange for a financial advisor to provide opinions and analysis on the matter. The inspection and review of core assets and equipment are for making investment decision and information disclosure.

- (6) The real estate acquire must be valued at least THB 500.0 million. In case that the funds raised from selling unit trust is less than the real estate value investing, the applicant must show that there are other sources of fund which are sufficient to acquire the real estate.
- (7) In case where REIT is investing for leasehold rights over real estate, buildings, or properties that the lessor does not have ownership according to the land title deed or utilization certificate, the REIT Manager is required to set framework for risk management or compensation for the REIT from the investment for the leasehold rights as well as disclose the risks to the Trustee and trust unitholders.
- (8) In case where REIT acquires the ownership of real estate and the REIT Manager wishes to procure the benefits by renting the property to its previous owner, the REIT Manager must set the rent (rental price and conditions) for the previous owner with commercial practice, with arm's length basis.

Reit manager must retain its investment of not less than 75 percent of total asset value of REIT every year except the last account period of the prior to expiration of REIT.

A) Indirect Investment of Core Assets and Equipment

REIT may indirectly invest in core assets and equipment through companies established for similar purpose as the REIT, either one or multiple, by holding shares and debt instruments of the company or enter loan contracts with the company as an indirect investment for REIT under the Notification TorJor. 49/2555 and other relevant notifications and comply with the followings:

- (1) Investment in either :
 - (1.1) REIT may indirectly invest in core assets and equipment through companies established for similar purpose as the REIT, either one or multiple, by holding shares and debt instruments of the company or enter loan contracts with the company as an indirect investment for REIT. However, the company must follow the relevant regulations as stipulated in (3) or
 - (1.2) Invest in other trust established for similar purpose as REIT

In additional, the offer to sell trust units for capital increase in (1) above must follow the relevant regulations as stipulated in (4)

- (2) REIT Manager must demonstrate the control and monitor mechanism to control for investment in (1.1), Invest in other REIT established for indirect investment in REIT in (1.2). There are process to comply with regulations for REIT for directly invest in core asset.

The control and monitor mechanism must be at least comply with Trust Deeds.

- (3) The Company that REIT indirectly invest in core asset must meet the followings:

(3.1) The company is a wholly owned subsidiary of the REIT.

- 1) REIT holds at least 99 percent of the company's paid-up shares and have at least 99 percent of the votes of the company.
- 2) Companies with REIT or 1) hold shares together at least 99 percent of the company's paid-up shares and have at least 99 percent of the votes of the company.
- 3) The company shares are held in a chain of at least 99 percent of the company's paid-up shares and have at least 99 percent of the votes of the company. The chain must start with the shares held by 1) or 2).

(3.2) In case where the party who sell, pay, transfer, rent or provide rights over core assets are not related to the REIT Manager, the company must meet one of the requirements:

- 1) REIT holds at least 75 percent of the company's paid-up shares and have at least 75 percent of the votes of the company.
- 2) Companies with REIT or 1) hold shares together at least 75 percent of the company's paid-up shares and have at least 75 percent of the votes of the company.
- 3) The company shares are held in a chain of at least 75 percent of the company's paid-up shares and have at least 75 percent of the votes of the company. The chain must start with the shares held by 1) or 2).

Any company in the chain holding shares must have at least enough votes by the company's registration country law to pass important resolution. For the last company in the chain holding the shares, when calculating by prorata basis, the shares held by REIT must be at least 51 percent of the paid-up shares of the last company in the chain.

- (3.3) REIT cannot hold shares in the company with the ratio according to (3.1) or (3.2) because law restrictions. The REIT or company according to (3.1) or (3.2) must hold together the minimum of the upper limit restricted by the law which must be at least 40 percent of the company's vote and demonstrate that REIT is involved in the management of the company according to the ratio of shares held.

(B) Procedures for Acquisition of Core Assets and Equipment

(1) Acquisition of core assets and equipment

- (1.1) For the acquisition of core assets and equipment, the REIT Manager must proceed as follows:

1. Inspect and due diligence information and contracts related to the core assets and equipment (if any) on the following:
 - 1.1 Real estate conditions such as position, entrance and exit, opportunity, and obligations.
 - 1.2 Ability for the counterparty to enter contracts as well as completeness, correctness, and legality of the contracts or right documents.
 - 1.3 Real estate financial information and other information for investment in the real estate
 - 1.4 In case the real estate to be invested is in a foreign country, the REIT ability to acquire and hold the rights to the real estate according to that country's law must be examined and reviewed. The opinions of specialized legal advisor on that country's law are required for the examination and review. In case that the owner, lessor, or transferor of the real estate leasehold rights is related to the REIT Manager, the REIT Manager will arrange for a financial advisor to provide opinions and analysis on the matter. The inspection and review of core assets and equipment are for making investment decision and information disclosure.
2. Appraise the core assets as stipulated.
3. In case where the REIT invest in leasehold rights in the form of sublease, there are regulations for risk prevention and damage compensation from breaching lease contract or the inability to enforce the leasehold rights

- (1.2) Acquisition of additional assets must follow the following:

1. The transaction must meet the following:
 - 1.1 Proceed as stipulated in the Trust Deed and relevant laws.
 - 1.2 For the best benefits of the REIT
 - 1.3 Reasonable and fair price
 - 1.4 Transaction expense rate to REIT (if any) is fair and appropriate
 - 1.5 Stakeholders in the transaction cannot decide on the decision to enter the transaction.

(2) The approval must meet the following:

- (2.1) Approved by the Trustee that transaction is as stipulated in the Trust Deed and relevant laws.
- (2.2) In case of transaction over 10 percents of the net value of REIT whichever is more, must be approved by the Board of Directors of REIT Manager.
- (2.3) In case of transaction over 30 percents of the net value of REIT whichever is more, must be approved by the trust unitholders with at least 3 quarters of the votes of trust unitholders attending the meeting with the rights to vote.

The core asset value in this clause is calculated from the total asset acquisition value of each project that provide the REIT income and assets related to the project.

(3) The approval process from Trustee or trust unitholders resolution, the REIT Manager and Trustee has the following responsibilities:

- (3.1) The REIT Manager is responsible to arrange documents requesting approval or prospectus, case by case, as well as opinion on the type of transaction for acquisition of additional core assets with supporting reasons and information.
- (3.2) The Trustee is responsible to attend the trust unitholder meeting to provide opinion on the type of transaction whether it is as stipulated in the Trust Deed or related laws.

2) Disposal of Main Assets and Equipment

When disposing main assets, the REIT Manager must proceed as follows:

- (2.1) Prior to disposing the main assets, the REIT Manager shall arrange for the appraisal of core Assets as stipulated.
- (2.2) Disposal of main assets must follow the following:
 1. The disposal must be public as well as information on the contents. In addition, the disposal must be approved by the Trustee or trust unitholder resolution.

2. Disposal of main assets with the following characteristics other than stipulated in the disposal of main assets in previous clause, must be approved by the Board of Directors and REIT Manager as well.
 - Disposal of core assets within 1 year from the date that REIT acquired the core asset.
 - Disposal of core assets acquired by REIT previous owner procure benefits from the REIT core asset.

(C) Benefits Procurement from REIT Core Assets

Procuring benefits from REIT core assets must meet the following:

- (5.1) The REIT Manager will procure benefits from core assets by renting, subletting, compensation, and providing service. The REIT Manager will not operate in manners that utilizes the REIT as other businesses such as hotel and hospital unless there is a change in the real estate tenant or in the process of searching for new tenant, the REIT may temporarily operate in other business.

If it is necessary for REIT to temporarily operate as other businesses, the REIT Manager must disclose reports indicating the reason for changing real estate tenants as well as the REIT operational procedures for searching new tenants and report the progress according to the regulations and related laws.

- (5.2) In case where REIT Manager rents out a real estate and the tenant utilizes the real estate in businesses that the REIT cannot operate such as hotel and hospital, an agreement on the rent must be made. Additional rent can be added based on the operating results of the tenant. The agreement must be disclosed as registration statement, prospectus, annual registration statement, and annual report.
- (5.3) The REIT Manager is prohibited from renting real estate to any party within reasonable doubt that would utilize the real estate for unethical or illegal business. The REIT Manager must ensure that part of the rental contract states that if the party utilizes the real estate for unethical or illegal businesses, the REIT is able to terminate the rental contract.
- (5.4) The REIT Manager will maintain core assets in good condition able to be utilized as well as providing insurance throughout the REIT investment period in the assets. The details are as follows:
 - For management and benefits procurement, REIT will consider any renovation, reparation, or maintenance of its assets including real estates and rented real

estates to maintain its condition for utilization, market condition, and customer needs. REIT may use rental deposit and/or take loans from commercial banks or financial institutions for the REIT operation, management, benefits procurement, renovation, reparation, and maintenance of assets. However, an approval from the trust unitholders meeting and/or trust unit registration statement is required, and the REIT is required to maintain sufficient funds to return any rental deposit when the tenants exercised their rights to reclaim the deposit.

- The REIT Manager is required to provide insurance with the limit deemed appropriate and reasonable by the Trustee to restore REIT assets and allow REIT to procure the same benefits and compensations not less than when investing in the core assets. The insurance must cover insurance with limit not less than the full replacement cost as well as any third-party damage that could occur from the real estate and third-party damage from operation with reasonable and appropriate limit. The insurance limit will be set by the REIT Manager and the Trustee will not deny the insurance and the limit without reasonable cause.

(5.5) In case where REIT acquires the ownership of real estate and the REIT Manager wishes to procure the benefits by renting the property to its previous owner, the REIT Manager must set the rent for the previous owner with commercial practice, indifferent from transaction with other parties.

(5.6) In case of a force majeure that affects the REIT benefits procurement and/or trust unitholders and/or operation of counterparties under the REIT real estate procurement contracts, the Trustee along with the REIT Manager has the authority to consider, negotiate, and/or relax contract obligations according to the force majeure including but not limited to rent exemption, rent postpone, and/or other responsibilities under the REIT real estate procurement contracts between REIT and any counterparties.

9.7 Real Estate Manager Nomination

Not applicable

9.8 Real Estate Manager Corporate Governance

Not applicable

9.9 Monitoring REIT Benefits

REIT Manager is required to provide guidelines for monitoring REIT benefits to maintain the best interests for REIT and trust unitholders. The guidelines are as follows:

- 1) Coordinate with Trustee or delegates to facilitate core assets inspections.
- 2) Manage the REIT's budget and cash flow.
- 3) Prepare the REIT financial statements according to accounting law and disclose the financial statement according to the regulations.
- 4) Utilize REIT expenses daily operation or other purposes, in the REIT's budget that approved by Board of Committee of REIT Manager and agreed by Trustee.
- 5) Arrange for distribution of benefits to the trust unitholders as stipulated in the Trust Deed, Trust Unitholders Meeting Resolution, regulations, and relevant laws.
- 6) In case an approval from the trust unitholders is required, the REIT Manager must provide their opinion and analysis of the consequences as part of information for trust unitholders decision-making process.
- 7) Arrange for preservation of documents related to the REIT operation.

9.10 REIT Manager Compensation

Trustee acting on behalf of REIT agrees to pay fee (including VAT) to the REIT Manager as stipulated in the REIT Manager Appointment Agreement with the following details:

- 1) The base fee is 1 percent per year of the REIT's total asset value and the Trustee agreed to pay the base fee monthly.
- 2) Fee from acquiring or disposing assets

Acquisition fee after IPO:

- For assets of parties related to the REIT Manager, not less than 0.75 percent of the acquired asset value
- Other cases, not less than 1 percent of the acquired asset value. Trustee acting on behalf of REIT cannot use this fee, either whole or parts, to deduct any debts. The Trustee will pay the acquisition fee to the REIT Manager after the REIT has acquired the ownership or possessory rights of the asset.
- Disposal fee: not less than 0.5 percent of the disposed asset value.

For the period during 5 September 2022 (date of establishment) to 31 December 2022, BAREIT paid for management fees THB 7.62 million which comply with the term and conditions on REIT Manager Contract

9.11 Trust Unitholder Information Disclosure

The Company is responsible to prepare and disclose information regarding REIT operation accurately, completely, precisely, and sufficient for trust unitholder decision making as reports, financial information, general, and important information. The Company will disseminate the information through various media: SET website, Company's website, and documents delivered to trust unitholders. In addition, the Company will report to related organization as stipulated in the Company's policy, Trust Deed, REIT Manager Appointment Agreement, Registration Statement, Prospectus, Regulations, and related laws. The Business Development & Investor Relation Department will disclose the reviewed information to related personnel or organization. The details are as follows:

1. Periodic Information Disclosure, such as

Information type	Time Period
Quarterly Financial Statement* (reviewed) and audit report according to the Notifications of the SEC Office: Approval of Auditors and 56-REIT3	Delivered together within 45 (Forty-five) days after the end of the quarter
REIT Investment Report (OFAR) หรือระบบอื่นใดที่ใช้ทดแทนกัน	Within 45 (Forty-five) days after the end of the quarter through OFAR
REIT NAV, trust unit value, total asset value, and benefits procurement from non-core assets (if any)	Deliver to Trustee for review within 30 (Thirty) days after the end of the quarter and deliver the reviewed version to the SEC and the stock market within 45 (Forty-five) days after the end of the quarter
Annual Financial Statement*, financial report delivery form, and audit report according to the Notifications of the SEC Office: Approval of Auditors and 56-REIT3	Within 2 (Two) months after the end of the fiscal year, in case of not submitting the 4th quarter financial statement. Within 3 (Three) months after the end of the fiscal year, in case of submitting the 4th quarter financial statement.
REIT Operating Results	Submit with the financial statement

Remarks: * Preparation and disclosure of REIT financial statement is according to the accounting regulations for each type of transaction.

2. Disclosure of material Events, such as

Information type	Time Period
REIT Free Float	Within 14 (Fourteen) days after the closing of the register book for the Annual General Meeting.
Trust book closing date or record date for trust unitholder general meeting	Immediately and within 14 (Fourteen) days (not less than 7 (Seven) days if stated otherwise) before the trust transfer register book closing date or record date
Trust Unitholder Meeting Notice	Delivered to Trustee for approval within 14 (Fourteen) days before the trust register book
	Report to the SET within 7 (Seven) or 14 (Fourteen) days before the meeting date.
	Announce the Trust Unitholder Meeting on at least 1 (One) local newspaper within 3 (Three) days before the meeting date.
Simplified Trust Unitholder Meeting Minutes to be uploaded electronically to the Stock Exchange Thailand	<p>a) Within the day of the incident by reporting within 1 hour prior of the SET operating period.</p> <p>b) For force majeure event and cannot comply to a), report within 1 hour prior to the first SET operating period of the following day.</p>
Trust Unitholder Meeting Minutes	Deliver to Trustee for approval within 9 (Nine) days after each trust unitholder meeting.
	Report to the SET within 14 (Fourteen) days after each trust unitholder meeting.
Acquisition or Disposal of REIT real estate	<p>Report to the SET within</p> <p>a) Within the day of the incident by reporting within 1 hour prior of the SET operating period.</p> <p>b) For force majeure event and cannot comply to a), report within 1 hour prior to the first SET operating period of the following day.</p>

Information type	Time Period
	Report to the SET office within 15 (Fifteen) days after the acquisition or disposal of the real estate.
<p>Report important events and change related to REIT and trust unitholder including:</p> <ul style="list-style-type: none"> - Trust Unitholder Meeting Date - Dividend Payment Decision - Increasing, managing, or reducing REIT capital - Issuing new unit trust (Tranche) - Alteration in Trust Unitholder Structure of more than 10 percent of trust unitholder of each unit trust (Tranche) - Acquisition or disposal of important transaction contract such as Core Asset Rental Contract - Acquisition or disposal of Core-Asset - Loaning money or creating obligations to REIT assets or issuing debt instrument in sizable quantity that is of importance to the financial status and operating results - Dissolution of REIT, core asset business, and liquidation - Important change in capital expenditure 	<p>Report to the SET within</p> <p>a) Within the day of the incident by reporting within 1 hour prior of the SET operating period.</p> <p>b) For force majeure event and cannot comply to a), report within 1 hour prior to the first SET operating period of the following day.</p>
<p>Delay or failure to comply to legal obligations related to financial assistance of at least 5 percent of the total asset value in the financial statement or consolidated financial statement</p>	<p>a) Within the day of the incident by reporting within 1 hour prior of the SET operating period.</p> <p>b) For force majeure event and cannot comply to a), report within 1 hour prior to the first SET operating period of the following day.</p> <p>Progress report on the failure to pay off debt (if any) within 45 days after the end of each</p>

Information type	Time Period
	quarter or when there is progress, whichever is first.
Transaction with parties related to the Company	<p>a) Within the day of the incident by reporting within 1 hour prior of the SET operating period.</p> <p>b) For force majeure event and cannot comply to a), report within 1 hour prior to the first SET operating period of the following day.</p>
Important disputes relating to REIT operation such as labor disputes, contractors, or suppliers	<p>a) Within the day of the incident by reporting within 1 hour prior of the SET operating period.</p> <p>b) For force majeure event and cannot comply to a), report within 1 hour prior to the first SET operating period of the following day. Report in the REIT annual report and/or financial statement</p>
Important Legal Disputes	<p>a) Within the day of the incident by reporting within 1 hour prior of the SET operating period.</p> <p>b) For force majeure event and cannot comply to a), report within 1 hour prior to the first SET operating period of the following day. Report in the REIT annual report and/or financial statement.</p>
Any information affected or may affect the trust unitholder decision making or the unit trust price	<p>a) Within the day of the incident by reporting within 1 hour prior of the SET operating period.</p> <p>b) For force majeure event and cannot comply to a), report within 1 hour prior to the first SET operating period of the following day.</p>

Information type	Time Period
	Report to the SEC after reporting to the SET

The Company will prepare related documents, evidence, and information to report as stipulated in the Company's policy, Trust Deed, REIT Manager Appointment Agreement, Registration Statement, Prospectus, Regulations, and Related Law by submitting the report to the SEC as printed documents and deliver and upload the information through the SET information dissemination system according to related rules and regulations.

9.12 Trust Unitholder Meeting

REIT Manager is responsible for holding the Trust unitholder Meeting as follows:

- (1) The Annual General Meeting must be held within 4 months after end of the REIT fiscal year
- (2) Extraordinary meetings and other meetings that is not the annual general meeting which can be held according to the following:
 - (2.1) When trust unitholders of at least 10 percent of the total paid-up unit sign and request the REIT Manager to hold a trust unitholder meeting. The reason for the meeting should be clearly indicated in the request. After the request is submitted, the REIT Manager shall arrange the trust unitholder meeting within 45 days of receiving the request.
 - (2.2) If the Trustee deemed necessary to request for a trust unitholder meeting for resolution on the matter, the REIT Manager shall arrange the trust unitholder meeting within 1 month after receiving the request. This does not prohibit the Trustee to consult with the REIT Manager on the matter.
 - (2.3) In any case that the REIT Manager deemed necessary or requires a trust unitholder meeting resolution for the benefits of REIT. This does not prohibit the Trustee to consult with the REIT Manager on the matter.

A. Calling the meeting of unitholders

The REIT Manager shall prepare an invitation letter stating the venue, date, time, agenda item and matters to be presented at the meeting, together with reasonable details, clearly specifying which matters will be presented for acknowledgment, for approval or for consideration, as the case may be, and containing the opinion of the REIT Manager on such matters including the potential impacts on the unitholders

after the resolutions on the matters. The following is the process for delivery invitation letter to unitholders:

(1) Delivery of invitation letter to unitholders before meeting date

(1.1) The invitation letter must be delivered to unitholders no less than 14 (fourteen) days before the meeting date for the matter the require the affirmative vote of not less than 3/4 (three-fourths) of the total

(1.2) no less than 7 (seven) days before the meeting date for other matters except those of (1.1)

(2) The announcement for the meeting shall be published in at least 1 (one) local daily newspaper no less than 3 (three) days before the meeting date.

If the REIT Manager fails to call for the meeting of unitholders within 45 (forty-five) days from the date of receipt of the letter from the unitholders and/or the Trustee, the Trustee shall call for the meeting of unitholders by complying with the procedures for calling for the meeting provided in paragraph one mutatis mutandis. The REIT Manager shall have the duty to cooperate in delivering relevant and necessary information for calling for and conducting the meeting of unitholders by the Trustee from the date of receipt of the request from the Trustee, to enable the Trustee to call for and conduct the meeting without delay. The Trustee shall have the right to be reimbursed by the REIT for expenses (if any) incurred from convening the meeting of unitholders on behalf of the REIT Manager.

B. Quorum and Chairman of the meeting of unitholders

(1) Quorum

The meeting of unitholders requires attendance of no less than 25 (twenty-five) unitholders or half of the total number of unitholders, and the unitholders must hold in aggregate no less than 1/3 (one-third) of the total issued units trust to constitute a quorum.

If it appears that a quorum of any meeting of unitholders is not met after 1 (one) hour from the scheduled meeting time because the number of unitholders attending the meeting is less than that required in paragraph one, if the meeting of unitholders is called for by the request of the unitholders, the meeting shall be cancelled. If the meeting of unitholders is not called for by the request of the unitholders, the meeting shall be rescheduled, and the invitation letter shall be delivered to the

unitholders no less than 7 (seven) days before the meeting date. In this subsequent meeting, a quorum is not required.

(2) Chairman of the meeting of unitholders

Subject to the provisions of the Trust for Transactions in Capital Market. Act B.E. 2550 (as amended) (the “Trust Act”) and relevant notifications, the Trustee shall appoint one person to act as chairman of the meeting of unitholders. However, if any agenda to be considered by the meeting of unitholders is a matter in which the chairman of the meeting has an interest, the chairman shall leave the meeting room for that agenda, and the REIT Manager shall propose a list of nominees to the meeting of unitholders for consideration of the appointment as the chairman of the meeting of unitholders for that agenda.

If the REIT manager has an interest in any agenda, the Trustee shall propose a list of nominees to the meeting of unitholders for consideration of the appointment as the chairman of the meeting of unitholders for that agenda. If both the Trustee and REIT Manager have an interest in any agenda item, the meeting of unitholders shall consider appointing any person to be the chairman of the meeting.

If any agenda to be considered by the meeting of unitholders is a matter in which the Trustee or REIT Manager has an interest, the Trustee or the REIT Manager, and the representative of the Trustee or REIT Manager shall not have a voting right for that agenda (if the Trustee or the REIT Manager, and representative of the Trustee or REIT Manager, is a unitholder).

The chairman of the meeting of unitholders shall have the following powers and duties:

- (a) to ensure orderly conduct of the meeting;
- (b) to determine any other procedure to be used for conducting the meeting of unitholders as the chairman deems appropriate or necessary, so that the meeting of unitholders, as well as procedures for consideration and passing of resolutions, are orderly and efficient;
- (c) to end the discussion or consideration of any matter, for orderly conduct of the meeting of unitholders according to the Trust Act and relevant notifications; and
- (d) to have a casting vote in the case of a tied vote on any resolution; the chairman's exercise of decisive power at the meeting of unitholders in the case of a tied vote shall be final.

C. The Meeting of Unitholders

Meeting of unitholders shall comply with the following rules:

- (1) The meeting of unitholders shall be in line with agendas as prescribed in the invitation for meeting, except the shareholders having the resolution to rearrange meeting agendas by not less than two thirds of the unitholders who attend the meeting to alternate agendas.
- (2) After the meeting considers all agendas under (1), unitholders with the units trust in aggregate of not less than one thirds of the total issued units are entitled to request the meeting to consider other matter(s) which are not specified in the invitation.
- (3) In case the meeting cannot consider and resolve all agendas under (1) or any agenda(s) which is/are presented by unitholders under (2), the meeting shall prescribe venue, date and time for the next meeting, and the REIT Manager shall send the invitation prescribing the venue, date and time and agendas to unitholders not less than seven (7) days before the meeting date. In this regard, the REIT Manager shall announce the invitation in the newspapers not less than three (3) consecutive days before the meeting date.

D. Proxy granting method

At the meeting of unitholders, a unitholder may grant a proxy to another person, trustee, or independent director(s) to attend and vote on the unitholder's behalf. The proxy form (in the form specified by the Trustee), together with the invitation letter, shall be delivered by the REIT Manager to the unitholders. This proxy form must be given to the chairman of the meeting or the person assigned by the chairman of the meeting, at the meeting place, before the meeting commences.

E. Vote counting method

A unitholder shall have 1 (one) vote for 1 (one) unit held, and a unitholder who has a voting right shall not have special interest in a matter being considered.

F. Resolution of unitholders

Unless otherwise provided by the Trust Deed, a resolution of the meeting of unitholders shall require the following votes:

- (1) In a general case, the majority vote of unitholders attending the meeting and having the voting right.

(2) In any of the following cases, the affirmative vote of not less than 3/4 (three-fourths) of the total votes of unitholders attending the meeting and having the voting right:

- (a) acquisition or disposal of principal assets worth 30 percent (30%) of the total asset value of the REIT or more;
- (b) capital increase or reduction of paid-up capital of the REIT that is not specified in advance in the Trust Deed;
- (c) capital increase under a general mandate of the REIT;
- (d) transactions with the REIT Manager or related party of the REIT Manager with a value of Baht 20,000,000 (twenty million baht) or more, or exceeding 3 percent (3%) of the net asset value of the REIT, whichever higher;
- (e) change of distribution and return of investment to the unitholders;
- (f) change or removal of the Trustee or REIT Manager; the change of the REIT Manager shall be in accordance with the Trust Deed;
- (g) amendment to the Trust Deed on matters materially affect the rights of the unitholders; or
- (h) dissolution of the REIT.

A resolution of unitholders resulting in the REIT or management of the REIT being contrary to, or inconsistent with, the regulations prescribed in Notification of the Office of the Securities and Exchange Commission No.SorRor. 26/2555 Re: Provisions relating to Particulars, Terms and Conditions in a Trust Instrument of Real Estate Investment Trust, or other regulations under the Securities and Exchange Act B.E. 2535 (as amended) or the Trust Act, shall be considered as ineffective.

G. Trust Unitholder Meeting Minutes

The REIT Manager is responsible for preparation of the minutes and resolution of the trust unitholder meeting. The documents must be approved by the chairman of that meeting for accuracy. Fees related to the preparation of the minutes are considered expenses of the REIT.

H. Approval and Trust Unitholder Meeting

(1) Resolution Request

Request for resolution for approval related to the REIT management and operation as stipulated in the Trust Deed and Trust Act must be done through trust unitholder meeting,

(2) Reason for Resolution

Reasons for requesting resolution for approval from trust unitholders

- (2.1) Acquisition or disposal of assets with valued at least 30 percent of the total REIT assets.
- (2.2) Issuing debt instrument or debt securities or loan where collateral is required by REIT
- (2.3) Increase or reduction in REIT paid-up capital not stipulated in the Trust Deed.
- (2.4) General mandate
- (2.5) Transaction with the REIT Manager or parties related to the REIT Manager of at least 20,000,000 Baht or more than 3 percent of the REIT net asset value, whichever is more.
- (2.6) Change in benefits distribution and returns of funds to trust unitholder
- (2.7) Change in Trustee or REIT Manager
- (2.8) Amending the Trust Deed on clauses that affects the rights of trust unitholders
- (2.9) Trust dissolution
- (2.10) Any case that the Trustee or REIT Manager deemed necessary or appropriate

I Restrictions on Trust Unitholders Voting Rights

The following trust unitholders are restricted from voting:

- (1) Trust unitholders who hold unit trusts over the limit and violates the Notifications TorJor. 49/2555, GorRor. 14/2555, and SorChor. 29/2555 and other notifications from the SEC. Only the unit trusts over the limit are considered.
- (2) Trust unitholders who are stakeholders in the agenda.

9.13 Nomination and Appointment of Directors and Executives

Directors and Executives

The REIT Manager considers and inspects nominees for directors for qualifications according to the notifications of the SEC as follows:

- (1) Has work experience related to the real estate business that REIT invests in.
- (2) Has experience and expertise in business for at least 5 (Five) years.
- (3) Does not have the prohibited qualifications according to the Notification of the Capital Market Supervisory Board No. TorLorThor. 8/2557 Re: Rules on Personnel in the Capital Market Business and is as stipulated in the Company's policy, Trust Deed, REIT Manager

Appointment Agreement, Registration Statement, Prospectus, Regulations, and Related Laws.

Independent Directors Selection

Independent directors as the REIT Manager must have the following qualifications:

- (1) Hold not more than 1 (One) percent of the total shares with vote rights of the Company, parent company, subsidiaries, associates, and major shareholders. Shares held by parties related to the independent director are also counted.
- (2) Not or not used to serve as directors involved in management of operation, employees, consultant, or executives of the Company, parent company, subsidiaries, associates, and major shareholders for at least 2 (Two) years.
- (3) Do not have relationship by blood or legal registration as father, mother, spouse, siblings, children, and spouses of children of other directors, executives, major shareholders, and nominees for directors and executives of the Company or its subsidiaries.
- (4) Not or not used to have business relationships with the Company, parent company, subsidiaries, associates, and major shareholders in manners that conflict with the independency. In addition, must not or used to be shareholders of parties with business relationship with the Company, parent company, subsidiaries, associates, and major shareholders for at least 2 (Two) years.
- (5) Not or not used to serve as audit for the Company, parent company, subsidiaries, associates, and major shareholders. In addition, must not or used to be shareholders of audit companies auditing the Company, parent company, subsidiaries, associates, and major shareholders for at least 2 (Two) years.
- (6) Not or used to serve as service provider of any professional service including legal or financial advisor with compensation fee over 2 (Two) Million baht per year for the Company, parent company, subsidiaries, associates, and major shareholders. In addition, must not or used to be shareholders of such service providers for at least 2 (Two) years.
- (7) Not serve as directors appointed as a presentative director for the Company, major shareholders, or shareholders related to major shareholders.
- (8) Not operating in similar or competitive business to the Company or its associates as well as not be partners or serve as directors involved in management of operation, employees, consultant, or hold more than 1 (One) percent of the total share with vote rights of similar or competitive companies to the Company or its associates.

- (9) Not disapproved by the SET according to the SET regulations and/or have prohibited characteristics according to Notification of the Office of the Securities and Exchange Commission No. SorChor. 29/2555 Re: Rules, Conditions and Procedures for the Approval of REIT Manager and Standard Conduct Clause 12(4) and other regulations according to the SEC.
- (10) Has never been found guilty and sentenced for unlawful action related to securities transaction, corruption, and fraud on securities law, Credit Foncier business law, commercial bank law, non-life insurance law, money laundering law, and related financial laws either Thai or foreign legal system.
- (11) Does not possess that conflict with independency to the Company.

9.14 Audit Fees

The Company appointed EY Company Limited as the REIT audit for the period during 5 September 2022 (date of establishment) to 31 December 2022, with the total audit fee of 720,000 Baht.

9.15 Other Actions in Accordance with the Principle of Corporate Good Governance (if any)

Not applicable

10 Corporate Social Responsibility

Governance

BA Group adhered and complied by Corporate Good Governance Principles in operation of the business through Board of Directors, executives and employees with awareness that corporate good governance is important for promoting overall success of the Company as an organization with social responsibilities. BA Group's Corporate Good Governance Policy complied with SET guideline and announced in the Company website with details under following headings:

Section 1. Rights of shareholders

Section 2. Equal Treatments of shareholders

Section 3. Role of stakeholders

Section 4. Transparency and disclosure of information

Section 5. Board of Directors responsibilities

Environmental Policy and Guideline

BA set policy and guideline on environment in the organization, having realized the issues on environmental problems at both national and international context.

Samui Airport, Sukhothai Airport and Trat Airport have formulated an Environment Policy and appointed an Environment Committee for each airport to comply with framework of corporate sustainability policy and currently related laws such as Environmental Quality Promotion Act (No. 2) 2018, including to align and achieve objectives in operation of aviation business , to manage the environment and aviation safety, to protect environmental impact around the communities and particularly to strictly comply with Protective and Corrective measure of environmental impact and Monitoring measure of impact on the airport environment, the result of actions taken according to measures above to be sent to Office of Natural Resources and Environment Policy and Planning, to Civil Aviation Authority of Thailand and to local authorities.

In this regard Organization Environment Policy and appointment of Environmental Committee at the airports are communicated through various channels to all employees involved for their information, acknowledgement and cooperation.

1. Water and waste management

Water management

Samui Airport under The three airports guideline for effective management of water by adopting plan to use water according to EIA measure and plan to maximize use of limited water supply in addition to applying 1A3R principle as follows:

1. Recycle water – waste water collected and treated according to EIA standard, then reused to water plants located away from areas used by passengers.
2. Save water and reduce water loss – comply by Preventive Maintenance plan by daily check for water leakage, repair damaged sanitary wares, check amount of water used at each building on monthly basis by installation of water meter. If the amount used were to increase noticeably, find out why and take corrective action in order to reduce loss of water.

Waste Management

In awareness of how important it is to use resources wisely and reduce waste produce by BA Group in sustainable manner, BA announced a policy, effective in 2018, to reduce and manage waste materials produced by the Company in consistent with Social Responsibility Management Policy and use as practical guideline by employees at all levels for example

- Reduce waste by application of 3R principle (reduce, reuse, recycle)
- Reduce food waste by prepare enough food as needed.
- Separate waste produced by the Company

Samui Airport, In 2022 the amount of waste matters collected at the airports was more than in 2021 when the Covid-19 pandemic disrupted air travel and fewer passengers used the airports. However these airports were able to manage wastes by applying a system for collecting each type of waste and by joining Environmental Friendly Airport Project, thus were able to learn how to re-cycle wastes instead of sending to landfill. A waste management campaign to Reduce, Reuse and Recycle wastes was introduced at each airport, participated by employees, outsourced personnel, passengers and shops located in the airports. Waste matters collected were separated into 4 categories,

Food waste – use as animal feed, fertilizer

Recycle waste – put up for sale

Hazardous waste – send for disposal by officially approved company

Contaminated waste – send for proper disposal

2. Energy Management

BA Group committed to manage energy consumption in the organization with consideration of maximum benefits and sustainability by raising awareness among employees, participate in energy assessment through various organizations to reduce energy waste, promote efficient cost management and take part in conservation of the environment.

Samui Airport, The airport has continuously implemented the Energy Saving Policy such as

- Replacement of fluorescent light bulbs by LED bulbs which consume less electric power with long life span helped to reduce expense. Containing no mercury and producing less heat they are friendly to human and the environment.
- When replacing new air conditioner, choose one with R32 refrigerant, to save energy and reduce global warming.
- Save electricity in office buildings and ensure consistent maintenance of electrical equipment and appliances
- Turn off electrical lights and equipment when not in use.
- Plan has been set to install and use additional solar cell.

3. *Pollution Management*

Annual check of the environment and management of pollution

Water quality check

Quality of waste water complied with the standard announced by Ministry of Natural Resources and Environment.

Air quality check

Air quality in the environment complied with the standard announced by Ministry of Natural Resources and the Environment

Noise check

Level of noise in general complied with standard announced by Ministry of Natural Resources and Environment.

Community and Social Engagement

Love Earth, Save Earth: Love Samui, Save Coconut Trees (6th year)

Representatives from Bangkok Airways, government offices, schools including general public helped to plant coconut trees at Wat Makam, Koh Samui, Surat Thani Province.

11 Internal Control and Risk Management

The Company has established policies on risk management for REIT management and investment as stipulated in the Trust Deed and related regulations. The policies are to protect and prevent conflict of interests between REIT and related parties and establish an organizational structure and guidelines to maintain the best benefits for the REIT and trust unitholders in case of conflict of interests.

The Company also ensures that personnel related to REIT operations are qualified for the work and all personnel must be present and ready for operation to prevent any lack of personnel when operating. In addition, they must be experienced with managing real estates or related businesses as stipulated in the Securities Act, SET, Trust Act, Notifications of the SEC, and Related Laws. The Compliance & Risk Management Department is also responsible for monitoring the REIT operation to ensure all 10 systems are working as stipulated in the Trust Deed and related laws as well as notify the REIT, parties related to REIT Manager, and Trustee. All work must be done in compliance with the rules and regulations.

12 Conflict of Interest Prevention

The Company, as REIT Manager, is responsible for managing the REIT which includes initial investment in core assets and maintain the REIT benefits. Despite the Company's policies to avoid actions that can cause conflict of interests, the Company may take actions that may cause conflict of interests or will cause in the future according to the Notifications of SEC office and SET. However, when taking actions that may cause conflict of interests, the Company will consider the reasons and needs to take that action as well as operate as stipulated in the Company's policy, Trust Deed, REIT Manager Appointment Agreement, Registration Statement, Prospectus, Regulations, and Related Laws.

The Company predicted that there will be conflict of interests between REIT initial investment in core assets and after the investment with the summary as follows:

12.1 Person/Juristic Person Related to the REIT Manager or Trustee

	Juristic Person/Company with Potential Conflict	Relationship
1)	Bangkok Reit Management Co.,Ltd. (“Company” or “REIT Manager”)	- REIT Manager - Subsidiary of BAH with BAH holding 99.99 percent of paid-up shares of REIT Manager

	Juristic Person/Company with Potential Conflict	Relationship
		<ul style="list-style-type: none"> - BAH, Subsidiary of BA with BA holding 99.99 percent of paid-up shares of BAH
2)	Bangkok Airways PCL. ("Bangkok Airways" or "BA")	<ul style="list-style-type: none"> - Asset owner of core asset initial invested by REIT. The lessor of the core asset to the REIT - Major shareholders of the BAH, BA holds 99.99 percent of paid-up shares of BAH - Has authorized control over REIT Manager - Major unit trust holder of REIT after REIT establishment, holding approximately 25 percent of issued unit trust.
3)	Bangkok Airport management Co.,Ltd. ("BAM")	<ul style="list-style-type: none"> - Operating Lessee - Subsidiary of BA with BA holding 99.99 percent of paid-up shares of BAM
4)	Kasikorn Asset Management Company Limited ("KASSET")	<ul style="list-style-type: none"> - REIT Trustee - Subsidiary of KASIKONRBANK Public Company Limited ("KBANK") with KBANK holding 99.99 percent of paid-up shares of KASSET
5)	KASIKORNBANK Public Company Limited ("KBANK")	<ul style="list-style-type: none"> - Provides loan for REIT initial core asset investment - Trustee major shareholders, KBANK holds 99.99 percent of paid-up shares of KASSET

12.2 Details on Transaction and Actions between REIT, REIT Manager, and Parties related to REIT Manager

12.2.1 Transactions between REIT, REIT Manager, and Parties related to REIT Manager

Juristic Person/ Company related to REIT Manager	Bangkok Airways PCL. ("Bangkok Airways" or "BA")
--	--

Transactions	BAREIT invests in initial core asset investment and receives services from BA for 25 years
Rationale	The initial investment in core asset in REIT is a part of Samui Airport which is considered as good quality asset due to the high potential to generatr revenue and benefits to REIT and unitholders
Opinion on value and conditions by REIT Manager and Financial Advisor	<p>The value of the leasehold right for initialinvestment to pay Bangkok Airways is not more than THB 14,300 million . The final price was based on appraisal value conducted by professional appraisers, certified bt the SEC. The Company as the trust owner and Trust Manager has taken into account of several factors such as capital markt movement at the offering , yield to investors, Interest rate both local and international, return from investment in debt instruments and equity together with other investment and the bookbuilding process.</p> <p>In additional, services fee the REIT to pay to Bangkok Airways as stipulated in Service Agreement , the service fees reflecks the cost of service as normal business practice.</p> <p>Then, the transaction is deemed appropriate since the REIT can invest in the good quality asset with high potential and the projected distribution for the first year is comparable to investment in other asset by REIT</p>

12.2.2 Contract related to REIT Benefits Procurement

Juristic Person/ Company related to REIT Manager	Bangkok Airport management Co.,Ltd. (“BAM”)
Transactions	<p>REIT entered into rental agreement with Bangkok Airport management to operate for the benefits from the asset.</p> <p>In additional, REIT will provide services to the Bangkok Airport management during the rental period of operating rent of Samui Airport</p>
Rationale	The sub-lease of asset and services to Bangkok Airport management is deemed appropriated due to Bangkok Airport management is awholly owned subsidiary of Bangkok Airways whose has personnel

	with experience and understanding of the operating of the core assets, By doing so, REIT will receive rental fees from Bangkok Airport management.
Opinion on value and conditions by REIT Manager and Financial Advisor	REIT Manager and Financial Advisor have the opinion about the sub-lease of asset and services to Bangkok Airport management, related party of the REIT Manager, is deemed appropriated due to the rental and services fees was indicated as fixed. The comparison with the historical performance of the core asset found that EBITDA during Pre-Covid 19 was sufficient to pay rental fees as stipulated in operating lease agreement (Please see details in section 2.1-3.1.4 :The past performance of core initial asset in the prospectus.)

12.2.3 Contract related to REIT Benefits Procurement

Juristic Person/ Company related to REIT Manager	Bangkok Airport management Co.,Ltd. ("BAM")
Transactions	<p>REIT has 2 understanding agreements with Bangkok Airways which can be summarized as follow:</p> <ol style="list-style-type: none"> 1. Right to use the name and trademark 2. Right of First Refusal) 3. Non competition agreement at Koh Samui 4. Shareholding and propotion of the holding in REIT Manager 5. Shareholding in BAREIT 6. Undertaking to rent asset 7. Shareholding and propotion of the holding in Bangkok Airport management 8. Undertaking Bangkok Airport management to comply with operating lease agreement 9. Step-in right <p>(Please see details in section 2.1-3.1.9 :Summary of related to core initial asset in the prospectus.)</p>

Rationale	Those Undertaking Agreement instead to mitigate the conflict of interest and increase confident to the investors including the benefits seeking from the core initial asset.
Opinion on value and conditions by REIT Manager and Financial Advisor	Those undertaking would provide smooyh operation to the REIT from the investment in core initial asset. Financial advisor has the opinion on ubdertaking agreements as normal business conditiona fot Trust establishment.

12.3 Transaction Policy between REIT, REIT Manager, and Parties related to REIT Manager and Conflict of Interest Prevention

Transaction between REIT, REIT Manager, and parties related to REIT Manager must comply with the following rules and conditions.

(1) The transaction must have the following characteristics:

- (1.1) Proceed as stipulated in the Trust Deed and related laws.
- (1.2) Proceed for the best benefits of REIT
- (1.3) Reasonable and fair price
- (1.4) Reasonable and fair transaction fee (if any)
- (1.5) Transaction stakeholders cannot make decisions on entering the transaction.

(2) Approval Policy

Transaction between REIT, REIT Manager, and parties related to REIT Manager after stating in the registration statement and invitation must also seek approval as follows:

(2.1) Approval from Trustee that the transaction is as stipulated in the Trust Deed and related laws.

(2.2) For transactions over 1,000,000 Baht or more than 0.03 percent of the REIT net value, whichever is more, approval from the REIT Manager Board of Director is required.

(2.3) For transactions over 20,000,000 Baht or more than 3 percent of the REIT net value, whichever is more, approval from the trust unitholders of at least 3 quarters of the total vote from trust unitholder attending the meeting with the rights to vote is required.

(2.4) Transaction related to acquisition or disposal of main assets, the value will be calculated from the total acquisition or disposal of assets utilized for benefits procurement of each project and as well as related assets.

(2.5) For transactions between REIT, REIT Manager, and parties related to REIT Manager that have been clearly stated in the registration statement and invitation, the approval process from trustee or trust unitholder must proceed as stipulated in the Trust Deed, mutatis mutandis. For approval from trust unitholder, the trust unitholder meeting invitation must contain opinion from the financial advisor for supporting the trust unitholder decision making.

12.4 Information on Transaction between REIT, Trustee, and Parties related to Trustee Loan Contract

Juristic Person/ Company related to REIT Manager	KBANK
Transaction	REIT will loan money and provide collateral to KBANK and/or its subsidiaries and associates with the limit of 35 percent of the total asset value for REIT initial core asset investment.
Rational	Loan conditions including interests, payment method, collateral, transaction fee, financial procedures, and others must be reasonable and do not cause REIT to lose benefits. The terms in related contracts must be on Arm's Length Basis.

12.5 Policy for Future Transaction between REIT, Trustee, and Parties related to Trustee and Conflict of Interest Prevention

Trustee will not operate in conflict with the benefits of REIT whether the actions are for the benefits of the Trustee or other parties with the following exceptions.

- (1) Requesting compensation for its role as Trustee
- (2) Transaction with regulation and inspection policy on the fairness of the transaction and the Trustee demonstrated that it is fair to REIT and disclosed information to trust unitholders in advance and trust unitholders who received the information did not object the transaction. Transaction information disclosure and objections must be according to the Notifications of SEC.

12.6 Future Transaction between REIT, Trustee, and Parties related to Trustee

For future transactions between REIT, Trustee, and Parties related to Trustee, the Trustee must disclose information to trust unitholders or investors before entering transaction with conflict of interests according to the following:

- (1) Disclose through SET Dissemination according to the related SET regulations or other methods where trust unitholder can access the information on the transaction.
- (2) Disclose information within a reasonable period, at least 14 days.
- (3) Channels, procedures, and objection periods are clearly disclosed. The objection period must be at least 14 days. If approval from trust unitholders is requested, let the objection be done during that approval instead.
- (4) In case where trust unitholders clearly demonstrate their objections according to (3) with more than a quarter of the total unit trust sold, the Trustee cannot proceed or approve the transaction with conflict of interests to REIT.

12.7 Connected parties Transaction

Period of 5 September 2022 (date of establishment) to 31 December 2022

	Name of Connected Person	Transaction	Value as of 2023 (Baht)
1)	Bangkok REIT management Co.,Ltd. Relationship : REIT Manament Rational : management Fees	Accrued expenses Expenses	3,969,843 7,620,904
2)	Kasikorn Asset Management company limited Relationship : Trustee Rational : Trustee Fees	Accrued expenses Expenses	3,111,501 6,001,172
3)	Bangkok Airways PCL. Relationship : Bangkok Airport Management Company Limited is a company with 99.99 percent of its shares held by Bangkok Airways Rational : Rental Fees	Trade account Payable Travel expenses Expenses	4,458,334 7,690 15,833,335
4)	Bangkok Airport Management Co.,Ltd. Relationship : Bangkok Airport Management Company Limited is a company with 99.99 percent of its shares held by Bangkok Airways Rational : Rental and Service Fees	Trade account Recievable Rental Revenues Service Revenues	97,181,250 361,416,977 16,625,000
5)	KASIKORNBANK Public Company Limited ("KBANK") Relationship : Trustee major shareholders, KBANK holds 99.99 percent of paid-up shares of KASSET Rational : Lending and Deposit Service	Loan Interest payment Fees Accrued expenses Accrued interest Deposit Interest income Accrued interest income	3,450,000,000 50,475,863 21,763,000 54,466,841 1,125,041 272,858,868 283,289 37,967
6)	Samui palm Beach Resort Co.,Ltd Relationship : Common Director Rational : Accomodation Services	Expenses	19,500

Part 4 Financial Position and Trust Performance

13 Financial Highlights

13.1 Summary of Auditors' Report as of 31 December 2021

The financial statements of BA Airport Leasehold Real Estate Investment Trust for the year 2021 had been audited by Ms. Suchada Tantioran, Certified Public Accountant, Registration No. 7138, of EY Office Company Limited, who expressed her opinion that such financial statements presented fairly, in all material respects, the financial position of the REIT and its financial performance, changes in its net assets, cash flows and significant financial information for the period of 5 September 2022 (date of establishment) to 31 December 2022, in accordance with Thai Financial Reporting Standards.

13.2 Report and Financial Statements

Statement of Financial position

As at 31 December 2022	Unit : Baht
Investment in leasehold real estate (At amortised cost : THB 14,468 million)	14,467,523,777
Lease receivable	92,500,000
Service fee receivable	4,681,250
Cash at bank	272,858,868
Other assets	1,261,886
Total Assets	14,838,824,781
Withholding Tax payable	125,000
Accrued Expenses	67,851,561
Long Term Loan	4,329,506,616
Other Liabilities	306,250
Total Liabilities	4,397,789,427
Net Assets	10,441,036,354
Net capital from Unitholders	10,159,778,102
Retained Earnings	281,258,252
Net Assets	10,441,036,354
Net Assets value per unit (Baht)	10.1074
Number of units issued at the end of period (units)	10,330,000,000

Details of Investments

As at 31 December 2022	Amortised Cost	Fair Value	% of
	Unit : Baht		Investment
Investment in leasehold right over the land, Structures, and components of certain parts of the asset used in the operation of the airport in the Samui Airport , Expiring on 6 september 2047	14,467,523,777	14,467,523,777	100.00
Total Investment in leasehold right	14,467,523,777	14,467,523,777	100.00

Statement of comprehensive income

For the period of 5 September 2022 (date of establishment) to 31 December 2022	Unit : Baht
Income from investment in leasehold real estate	361,416,977
Income from service agreement	16,625,000
Interest income	283,289
Total income	378,324,266
Expenses related to the long-term service agreement	15,833,335
Trust Management Fee	7,620,904
Trustee Fee	6,001,172
Registrar fee	995,019
Professional Fee	720,000
Other expenses	983,488
Finance costs	61,913,096
Total expenses	97,067,014
Net Investment Income	281,258,252

Statement of Change in Net Assets

For the period of 5 September 2022 (date of establishment) to 31 December 2022	Unit : Baht
Net Investment Income	281,258,252
Increase in capital received from trust unitholders	10,159,778,102
Net Assets at the end of period	10,441,036,354

Statement of Cash Flows

For the period of 5 September 2022 (date of establishment) to 31 December 2022	Unit : Baht
Increase in Net Assets from Operations	281,258,252
cash flows used in operating activities	
Net cash flows used in operating activities	(14,206,943,579)
cash flows from financing activities	
Net cash flows from financing activities	14,479,802,438
Net Increase in Cash in Bank	272,858,868
Cash in Bank at the beginning of period	-
Cash in Bank at the end of period	272,858,868

Chargeable Expenses to the REIT

For the period during 5 September 2022 (date of establishment) to 31 December 2022

Chargeable Expenses to the REIT	Amount (Baht)	% of Net Income	% of Total Assets	
			Actual Charge	As per the Project
Management Fee	7,620,904	2.71%	0.05%	Not exceeding 1.00%
Trustee Fee	6,001,172	2.13%	0.04%	Not exceeding 0.50%
Registrar Fee	995,019	0.35%	0.01%	As Actually Incurred
Professional Fee	720,000	0.26%	0.005%	As Actually Incurred
Maintenance Cost	NA	NA	NA	As per the Agreement
Property Management Fee	NA	NA	NA	NA

14 Financial Position and Trust Performance

As of 31 December 2022, the total assets of BAREIT shown at THB 14,838.82 million. Most total assets were derived from investments in leasehold real estate and cash at bank which amounted THB 14,467.52 million and THB 272.86 million respectively. Total liabilities were THB 4,397.78 million, of which 98.44 percent from long-term loans from financial institutions. BAREIT reported net assets value (NAV) at the amount of THB 10,441.04 million or 10.1074 baht per unit

Total income from 5 September 2022 to 31 December 2022 was THB 378.32 million, mainly from income from investment in leasehold real estate, which accounted for 95.53 percent of total income. While total expenses were reported at the amount of THB 97.06 million. The majority was from finance costs which accounted for 66.87 percent of total expenses. BAREIT reported net investment income amounted to THB 218.26 million or 74.34 percent net investment income margin.

15 Trustee Report



หลักทรัพย์จัดการกองทุนสินทรัพย์
开基基金管理 KASIKORN ASSET MANAGEMENT



PD.O.660205

Opinion of the Trustee

28 February 2023

To Trust unitholders of BA Airport Leasehold Real Estate Investment Trust

I, Kasikorn Asset Management Company Limited, as the Trustee of Real Estate Investment Trust, has supervised and monitored the management of BA Airport Leasehold Real Estate Investment Trust ("the Trust") managed by Bangkok REIT Management Company Limited for the accounting period from 5 September 2022 to 31 December 2022.

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

Best Regards,

(Mr. Vittawat Ajchariyavanich)

Deputy Managing Director



REPORT and FINANCIAL STATEMENT

BA Airport Leasehold Real Estate Investment Trust
Report and financial statements
For the period from 5 September 2022 (date of establishment)
to 31 December 2022

Independent Auditor's Report

To the Unitholders of BA Airport Leasehold Real Estate Investment Trust

Opinion

I have audited the accompanying financial statements of BA Airport Leasehold Real Estate Investment Trust (the Trust), which comprise the statement of financial position, including the details of investments as at 31 December 2022, and the related statements of comprehensive income, changes in net assets and cash flows for the period from 5 September 2022 (date of establishment) to 31 December 2022, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of BA Airport Leasehold Real Estate Investment Trust as at 31 December 2022, its financial performance, changes in its net assets and cash flows for the period from 5 September 2022 (date of establishment) to 31 December 2022, in accordance with the Accounting Guidance for Property Funds, Real Estate Investment Trusts, Infrastructure Funds and Infrastructure Trusts issued by the Association of Investment Management Companies and approved by the Securities and Exchange Commission of Thailand.

Basis for Opinion

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

Key Audit Matters

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

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

Key audit matter and audit procedures are described below.

Acquisition of investment in leasehold real estate

As described in Note 7 to the financial statements, in the current period, the Trust acquired the investment in leasehold real estate with investment cost of Baht 14,458 million. The investment is the core assets of the Trust and has a substantially significant value that the Trust has acquired during the period. Therefore, I addressed the importance of the audit of the acquisition of such investment.

I have examined the acquisition of investment in leasehold real estate of the Trust by gaining an understanding of the nature of such investment transactions, reading various agreements relating to the acquisition of the investment, making enquiries of the trust manager, inspecting supporting documents such as proof of payments as well as inspecting documents for long-term lease registration of the properties with the government agency, and testing calculation of investment cost at acquisition date. In addition, I have reviewed the accounting policies relating to such investment in accordance with applicable accounting guidance.

Other Information

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

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

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

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

Responsibilities of Trust Manager for the Financial Statements

Trust 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 and approved by the Securities and Exchange Commission of Thailand, and for such internal control as trust 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, trust 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 trust manager either intends to liquidate the Trust or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by trust manager.
- Conclude on the appropriateness of trust 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 trust 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 trust 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 trust manager, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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



Suchada Tantioran

Certified Public Accountant (Thailand) No. 7138

EY Office Limited

Bangkok: 23 February 2023

BA Airport Leasehold Real Estate Investment Trust

Statement of financial position

As at 31 December 2022

(Unit: Baht)

	<u>Note</u>	
Assets		
Investment in leasehold real estate	7	14,467,523,777
(At amortised cost: Baht 14,468 million)		
Lease receivable		92,500,000
Service fee receivable		4,681,250
Cash at bank	8	272,858,868
Prepaid expenses		434,918
Accrued interest receivable		37,967
Other assets		789,001
Total assets		<u>14,838,825,781</u>
Liabilities		
Withholding tax payable		125,000
Accrued expenses		67,851,561
Long-term loans from financial institutions	9	4,329,506,616
Other liabilities		306,250
Total liabilities		<u>4,397,789,427</u>
Net assets		<u>10,441,036,354</u>
Net assets		
Net capital from unitholders	10	10,159,778,102
Retained earnings	11	281,258,252
Net assets		<u>10,441,036,354</u>
Net asset value per unit (Baht)		10.1074
Number of units issued at the end of period (units)		1,033,000,000

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

บริษัท กรุงเทพ รีทแมเนจเม้นท์ จำกัด
Bangkok REIT Management Co., Ltd.

Thao Dmr

BA Airport Leasehold Real Estate Investment Trust**Details of investments****As at 31 December 2022****Details of investments classified by investment category**

	Amortised cost	Fair value	Percentage of investment
	(Baht)	(Baht)	(%)
Investment in leasehold real estate (Note 7)			
Investment in leasehold rights over the land, structures, and components of certain parts of the assets used in the operation of the airport in the Samui Airport, expiring on 6 September 2047	14,467,523,777	14,467,523,777	100.00
Total investment in leasehold real estate	14,467,523,777	14,467,523,777	100.00

The accompanying notes are an integral part of the financial statements

BA Airport Leasehold Real Estate Investment Trust**Statement of comprehensive income****For the period from 5 September 2022 (date of establishment) to 31 December 2022**

(Unit: Baht)

Investment income

Income from investment in leasehold real estate 361,416,977

Income from service agreement 16,625,000

Interest income 283,289

Total income 378,325,266**Expenses**

Expenses related to long-term service agreement 15,833,335

Trust management fee 7,620,904

Trustee fee 6,001,172

Registrar fee 995,019

Professional fees 720,000

Other expenses 983,488

Finance costs 64,913,096

Total expenses 97,067,014**Net investment income** 281,258,252**Increase in net assets from operations** 281,258,252

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

BA Airport Leasehold Real Estate Investment Trust

Statement of changes in net assets

For the period from 5 September 2022 (date of establishment) to 31 December 2022

(Unit: Baht)

	<u>Note</u>	
Increase in net assets from operations during the period		
Net investment income		281,258,252
Increase in net assets from operations		<u>281,258,252</u>
Net increase in capital received from trust unitholders	10	10,159,778,102
Increase in net assets during period		<u>10,441,036,354</u>
Net assets at the beginning of period		-
Net assets at the end of period		<u><u>10,441,036,354</u></u>

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

BA Airport Leasehold Real Estate Investment Trust**Statement of cash flows****For the period from 5 September 2022 (date of establishment) to 31 December 2022**

(Unit: Baht)

	<u>Note</u>	
Cash flows used in operating activities		
Increase in net assets from operations		281,258,252
Adjustments to reconcile increase (decrease) in net assets from operations to net cash paid from operating activities:		
Acquisition of investment in leasehold real estate	7	(14,457,606,800)
Increase in lease receivable		(92,500,000)
Increase in service fee receivable		(4,681,250)
Increase in prepaid expenses		(434,918)
Increase in accrued expenses		12,420,736
Increase in accrued interest receivable		(37,967)
Amortisation of the investment in leasehold real estate	7	(9,916,977)
Increase in other assets		(789,001)
Increase in withholding tax payable		125,000
Increase in other liabilities		306,250
Interest expenses		64,913,096
Net cash flows used in operating activities		<u>(14,206,943,579)</u>
Cash flows from financing activities		
Proceed from capital from unitholders	10	10,330,000,000
Cash paid for the cost of issuing and offering of trust units		(115,916,115)
Drawdown of long-term loans from financial institutions (net of transaction cost)	9	4,328,237,000
Cash paid for interest expenses		(62,518,438)
Net cash flows from financing activities		<u>14,479,802,447</u>
Net increase in cash at bank		272,858,868
Cash at bank at the beginning of period		-
Cash at bank at the end of period	8	<u><u>272,858,868</u></u>

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

BA Airport Leasehold Real Estate Investment Trust

Notes to financial statements

For the period from 5 September 2022 (date of establishment) to 31 December 2022

1. Description of BA Airport Leasehold Real Estate Investment Trust

BA Airport 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 in accordance with the trust deed executed on 5 September 2022 by Bangkok REIT Management Company Limited as the trust settlor and Kasikorn Asset Management Company Limited as the trustee. On 5 September 2022, the Trust was established as a closed-end real estate investment trust with an indefinite term. The Trust initially offered unit trusts to public in order to raise fund to make an initial investment in the leasehold rights over the land, structures, and components of certain parts of properties used in the operation of the airport in the Samui Airport. Samui Airport is located in Bo Phud, Koh Samui, Surat Thani.

The Trust has a policy to seek benefits from the leasehold of Samui Airport project invested through letting out the properties and providing related services to Bangkok Airport Management Company Limited, the lessee, who will operate the airport. However, the lessee is currently in the process of applying for a public airport operator license. The lessee, therefore, appointed Bangkok Airways Public Company Limited, its parent company to temporarily manage and operate the airport.

On 13 September 2022, the Stock Exchange of Thailand approved the listing of the Trust's units, and the trading commencement from 14 September 2022.

The Trust is managed by Bangkok REIT Management Company Limited ("the trust manager") and Kasikorn Asset Management Company Limited is the trustee.

As at 31 December 2022, Bangkok Airways Public Company Limited, a major unitholder, held 25% of the Trust's units in issue.

2. Basis of preparation of financial statements

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

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

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

3. Distribution policy

The Trust has significant policies regarding distributions to unitholders as follows:

- (1) The trust manager shall pay distributions to unitholders, in aggregate, not less than 90% of adjusted net profits for the year. In this regard, payment of distributions is to be made to the trust unitholders not more than four times per annum in accordance with the applicable laws. The benefits to be paid to the trust unitholders shall begin in the first accounting period of the Trust if sufficient profits are available in such accounting period. If the trust manager views it proper, such as in case of the capital increase of the trust, payment of distributions may be made to the trust unitholders more than four times per annum.

The adjusted net profit means the net profit of the Trust less reserves for repair, maintenance, or improvement of the trust's real estate according to the plan, including the repayment of loan or obligation from borrowing of the Trust and the distribution payment to unitholders with the first priority to obtain benefits or return of capital (if any).

- (2) In case the Trust has accumulated losses, the trust manager will not pay the distributions to the trust unitholders.
- (3) In case the distributions to be declared during the year or the quarter are less than or equal to Baht 0.10 per unit trust, the trust manager shall reserve the right not to pay the distributions at that time and accumulate such distributions to pay in the next period.

4. Significant accounting policies

4.1 Revenues and expenses recognition

Income from investment in leasehold real estate

Income from investment in leasehold real estate (see note 4.2) is recognised as income on an accrual basis based on the effective interest rate.

Income from service agreement

Revenue from providing services is recognised when the services are provided.

Interest income and finance costs

Interest income and finance costs are recognised as revenue and expense on an accrual basis based on the effective interest rate.

4.2 Long-term lease agreement

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee at the commencement date of the lease. The Trust, a lessor, will recognise assets under finance lease agreement at the net investment amount of the lease agreement, and will recognise finance income over the lease term based on the fixed return rate from such investment. The Trust presents such net investment under lease agreement as *investment in leasehold real estate* in the statement of financial position. Such investment is measured using the amortised cost during the period and presented at fair value through profit or loss at the end of reporting period.

4.3 Financial instrument

Financial assets

Investments in financial assets are recognised at fair value on the date which the Trust has rights on investments. Subsequently, the investments are measured at fair value through profit or loss.

Financial liabilities

Financial liabilities are classified as liabilities to be subsequently measured at amortised cost. The financial liability is initially recognised at fair value less directly related transaction costs.

Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Trust has transferred substantially all the risks and rewards of the asset, or the Trust has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

4.4 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

4.5 Costs of issuing and offering of trust units

Incremental expenses directly related to the issuing and offering of trust units are deducted from the capital from unitholders.

4.6 Capital distribution

A decrease in retained earnings is recognised on the date of the declaration of distribution.

4.7 Income tax

The Trust has no corporate income tax liability since it is exempted from corporate income tax in Thailand.

4.8 Related party transactions

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

They also include the trust manager and their related parties, associated companies and individuals or enterprises which directly or indirectly own voting interests that gives them significant influence over the Trust, key management personnel and directors of the trust manager with authority in planning and directing the Trust's operations.

4.9 Provisions

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

4.10 Fair value measurement

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

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

Level 1 - Use of quoted market prices in an active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

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

5. Significant accounting judgments and estimates

The preparation of financial statements in conformity with the Accounting Guidance at times requires the trust manager to make subjective judgments and estimates regarding matters that are inherently uncertain. These judgments and estimates affect reported amounts and disclosures, and actual results could differ from these estimates. Significant judgement and estimate is as follow:

Fair value of investment in leasehold real estate

The fair value of the investment in leasehold real estate is estimated to be equal the amortised-cost value at the end of the reporting period. The trust manager believed that this represented the best estimation of fair value as it was established primarily basing on the latest exchange transaction that the price was determined under the market mechanism and the transaction was undertaken not long before the reporting period end date. The determination of the amortised-cost value of such investment has taken into account the time-value of money of the future cash inflows from the rentals as specified in the long-term lease agreement, applying an effective interest rate. The lease agreement will be expired on 6 September 2047 (see Note 7 to the financial statements).

6. Segment information

Currently, the Trust only operates in one business segment which is the investment in the leasehold of Samui Airport properties and only in Thailand. As a result, all of the revenues, operating profits and assets as reflected in these financial statements pertain to the aforementioned reportable operating segment and geographical area.

7. Investment in leasehold real estate

On 7 September 2022, the Trust entered into a long-term lease agreement for the land, structures, and components of certain parts of properties used in the operation of the airport in the Samui Airport with Bangkok Airways Public Company Limited, with the lease term expiring on 6 September 2047. The Trust made lease payments in full to the lessor on 7 September 2022. On 7 September 2022, the Trust then entered into a lease agreement with Bangkok Airport Management Company Limited, a lessee, to lease such properties with the lease term expiring on 6 September 2023. The lessee also pledged to renew the lease term not exceeding 8 terms of 3 years each, and the extended lease term shall not be beyond the expiration of the master long-term lease of Samui Airport (i.e. 6 September 2047). The rental rates for extended terms are stipulated in the agreement. The lease agreement requires the lessee to be responsible for the repair and maintenance, including operating expenses relating to leased and operating assets located at Samui Airport such as property and land taxes etc.

Under the lease agreement, the collaterals that the Trust obtained include the shares of a company listed on the Stock Exchange of Thailand with the market value must not less than 110 percent of 5-month rental from the lessee's parent company and a cash deposit of not less than 1-month rental in a bank account held in custody by the trustee. Any benefits arising from such shares and bank deposits pledged as collateral shall remain as the property of the owner and the Trust is entitled to only enforce the collateral in accordance with the conditions and circumstances as stipulated in the agreement. The Trust has considered that it has no control over the collaterals and does not receive the transfer of the risks and rewards of the assets. Therefore, the Trust does not recognise such collaterals in the statement of financial position.

Movements of the investment in leasehold real estate are as follows:

	(Unit: Thousand Baht)
Beginning balance as at 5 September 2022 (date of establishment)	-
Acquisition of investment during the period	14,457,607
Amortised-cost adjustment	9,917
Ending balance as at 31 December 2022	<u>14,467,524</u>

The Trust estimated fair value of the investment in leasehold real estate as at 31 December 2022 to be equal to the balance of leasehold assets determined using the amortised cost method of Baht 14,468 million. The management of the Trust believed that this represented the best estimation of fair value as it was established primarily basing on the latest exchange transaction that the price was determined under the market mechanism and the transaction

was undertaken not long before the reporting period end date. The determination of the amortised-cost value of such investment has taken into account the time value of money of the future cash inflows from the rentals as specified in the long-term lease agreement, and applying an effective interest rate of the investment.

As at 31 December 2022, the Trust had the investment that was measured at fair value classified by different levels of inputs as follow:

	(Unit: Thousand Baht)			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Investment in leasehold real estate	-	-	14,467,524	14,467,524

8. Cash at bank

	Principal (Thousand Baht)	Interest rate (%per annum)
Kasikorn Bank Public Company Limited		
Saving account	272,859	0.30
Total cash at bank	272,859	

9. Long-term loans

On 6 September 2022, the Trust entered into a long-term loan agreement with two commercial banks for a credit facility of Baht 4,400 million to finance the initial investment in the Samui Airport. The loans of Baht 4,350 million was drawn down on 7 September 2022. The loans bear interest at MLR less a fixed rate as stipulated in the agreement. The interest is payable on every last working day of each month starting from the drawdown date of the loans. From September 2023 onwards, the loan principals are repayable through monthly installments of Baht 2 million to Baht 10 million at every last working day of each month, and the remaining balance is repayable in the final installment in August 2027. Subsequently on 6 October 2022, the drawdown period as stipulated in the agreement was expired, and the loan was not additionally drawdown.

Movements of long-term loans during the period are as follows:

(Unit: Thousand Baht)

	Balance as at 5 September 2022 (date of establishment)	Drawdown	Adjustment/ Amortisation	Balance as at 31 December 2022
Long-term loans from financial institutions	-	4,350,000	-	4,350,000
Less: Deferred borrowing costs and amortisation	-	(21,763)	1,270	(20,493)
Net	-	4,328,237	1,270	4,329,507

As at 31 December 2022, the principal of the loans that will become due within 12 months is Baht 13.1 million.

The long-term loans are secured by the business collateral agreement of Samui Airport long-term lease agreement, conditional rights in the insurance policy and the bank deposit account of the Trust.

Under the long-term loan agreement, the Trust is required to comply with various conditions, such as, among others, maintaining financial ratios in accordance with the rates stipulated in the agreement.

10. Capital from unitholders

Movements of trust units and net capital from unitholders are as follows:

(Unit: Thousand Baht)

	Units (Million units)	Per unit (Baht)	Amount (Million Baht)
Beginning balance as at 5 September 2022 (date of establishment)	-	-	-
Capital received from unitholders	1,033	10.00	10,330
Less: Costs of issuing and offering trust units	-	(0.16)	(170)
Ending balance as at 31 December 2022	1,033	9.84	10,160

On 5 September 2022, the Trust was registered and established with 1,033 million registered trust units at Baht 10.00 per unit, totaling Baht 10,330 million. The incremental costs which are directly related to the issuing and offering of trust units are deducted from the capital from unitholders as presented in the statement of financial position.

11. Retained earnings

(Unit: Thousand Baht)

Beginning balance as at 5 September 2022 (date of establishment)	-
Add: Net investment income	281,258
Ending balance as at 31 December 2022	<u>281,258</u>

12. Expenses

12.1 Trust management fee

Trust management fee is calculated on a monthly basis, at a rate not exceeding 1% per annum of the Trust's total assets (exclusive of value added tax).

12.2 Trustee fee

Trustee's fee is calculated on a monthly basis, at a rate not exceeding 0.5% per annum of the Trust's total assets as at investment date, with a minimum fee of Baht 17.4 million per annum (exclusive of value added tax or any other similar taxes).

12.3 Registrar fee

Registrar fee is calculated on a monthly basis, at a rate of 0.023% per annum of the Trust's registered capital (exclusive of value added tax or any other similar taxes), but not less than Baht 3.2 million per annum.

12.4 Long-term service agreement

On 7 September 2022, the Trust entered into a long-term service agreement with Bangkok Airways Public Company Limited, as a service provider, whereby the service provider will provide procurement and property maintenance services under encumbrance rights in real estate, tools and equipment, and system work, including providing facilities to support the operations of Samui Airport. The service term is 25 years as stipulated in the agreement starting from the registration date of the leasehold of Samui Airport properties under long-term lease agreement. The service fee for the first year is Baht 50 million and will increase by Baht 5 million every 5 years through the service term.

13. Related party transactions

The relationship between the Trust and individuals or enterprises that are related parties are summarised below.

Name of entities	Nature of relationships
Bangkok REIT Management Company Limited	Trust manager
Kasikorn Asset Management Company Limited	Trustee
Bangkok Airways Public Company Limited	Major unitholder
Bangkok Airport Management Company Limited	The subsidiary of major unitholder
Kasikornbank Public Company Limited	Major shareholder of the trustee

For the period from 5 September 2022 (date of establishment) to 31 December 2022, the Trust had significant business transactions with related parties, which have been concluded on the commercial terms and bases agreed upon in the ordinary course of business between the Trust and related parties. Below is a summary of those transactions.

		(Unit: Thousand Baht)
	<u>Note</u>	
<u>Major unitholder</u>		
Acquisition of investment in leasehold real estate	7	14,300,000
Service expenses	12	15,833
<u>The subsidiary of major unitholder</u>		
Income from investment in leasehold real estate	7	361,417
Income from service agreement		16,625
<u>Trust manager</u>		
Trust management fee	12	7,621
<u>Trustee</u>		
Trustee fee	12	6,001
<u>Major shareholder of the trustee</u>		
Drawdown of long-term loan (net of transaction cost)	9	3,428,237
Interest income	8	283
Interest expenses	9	51,745
Underwriting fee (at the rate as stipulated in the agreement)		108,612

As at 31 December 2022, the Trust has the following significant outstanding balances with its related parties.

(Unit: Thousand Baht)

<u>Major unitholder</u>	
Accrued expenses	4,458
<u>The subsidiary of major unitholder</u>	
Investment in leasehold real estate	14,467,524
Lease receivable	92,500
Service fee receivable	4,681
<u>Trust manager</u>	
Accrued trust management fee	3,970
<u>Trustee</u>	
Accrued trustee fee	3,112
<u>Major shareholder of the trustee</u>	
Cash at bank	272,859
Accrued interest receivable	38
Accrued underwriting fee	54,467
Long-term loan	3,429,507
Accrued interest expenses	892

The balances of lease and service fee receivable as at 31 December 2022 are not yet due.

14. Information on investment purchase and sale transactions

The Trust's investment purchase and sale transactions during the period from 5 September 2022 (date of establishment) to 31 December 2022, excluding cash at bank, amounted to Baht 14,458 million, being 139.9 percent of the average net assets value during the period.

15. Commitments

The Trust is committed to pay fees to counterparties under the agreements as described in Note 12.

16. Financial instruments

16.1 Financial risk management

The Trust's financial instruments comprise investment in leasehold real estate that is classified as financial assets, cash at bank, accrued interest receivables, accrued expenses and other payables, and long-term loans from financial institution. The financial risks associated with these financial instruments and how they are managed are described below.

Credit risk

The Trust has invested primarily in and receive principal income from the investment in leasehold real estate that has a long-term lease agreement with a sole lessee. The Trust, therefore, is exposed to credit risk primarily with respect to its investment in leasehold real estate. The Trust has considered that the lessee is a subsidiary of a listed company on the stock exchange of Thailand and the parent company of the lessee agreed to provide necessary financial assistance to the lessee to pay rental to the Trust. Currently, the lessee generates income from the properties by appointing the parent company of the lessee to manage and operate the public airport. The lessee therefore has ability to pay rental according to the agreement in the short-term, and under lease agreement, the Trust is provided with rental deposit and various collaterals as described in Note 7. In addition, the Trust is exposed to credit risk with respect to cash at bank and accrued interest receivable from cash at bank. The Trust has considered depositing money with a bank with stable financial status. The Trust therefore does not expect to incur material financial losses from the credit risk in the short-term. The maximum exposure is the carrying amounts of the assets as stated in the statement of financial position less the recovery from collateral (if any).

Interest rate risk

The Trust's exposure to significant interest rate risk relates to its cash at bank and long-term loans. All bank deposits carried a fixed short-term interest rates which are close to the market rate and long-term loan bears floating interest rate that will change according to market rate.

Significant financial assets and liabilities as at 31 December 2022 classified by type of interest rate are summarised in the table below.

(Unit: Million Baht)

	Fixed interest rates		Non- interest bearing	Total	Interest rate (% per annum)
	Within 1 year	Floating interest rate			
<u>Financial Assets</u>					
Investment in leasehold real estate*	-	-	14,468	14,468	-
Cash at bank	-	273	-	273	Note 8
<u>Financial liabilities</u>					
Accrued expenses and other payables	-	-	68	68	-
Long-term loans from financial institutions	-	4,330	-	4,330	Note 9

* Classified as financial assets presented at fair value. The expected cash flows from investment are fixed and not dependent on interest rates.

Liquidity risk

The Trust has highly liquid assets such as cash at bank which is sufficient to make scheduled payments as specified in the loan agreement and the projected income stream of the Trust is sufficient to pay the amounts due and have capacity to make capital distributions to the unitholders.

16.2 Fair values of financial instruments

The Trust measures its investment in leasehold real estate at fair value. Other financial instruments held by the Trust are short-term in nature or carrying interest at rates close to market interest rate. The Trust therefore believe that fair value of financial instruments is not to be materially different from the amounts presented in the statement of financial position.

17. Event after the reporting period

On 23 February 2023, the meeting of the trust manager's Board of the Directors No. 1/2023 passed a resolution to pay a distribution of Baht 0.2451 per unit, totaling of Baht 253.2 million to the unitholders from the operating results of the period from 5 September 2022 (the date of establishment) to 31 December 2022.

18. Approval of financial statements

These financial statements were authorised for issue by the authorised director of trust manager on 23 February 2023.