

No. BRRM-E-67-022

5 April 2024

Subject Invitation to the 2024 Two-way Communication in Person with Trust Unitholders of Bhiraj Office Leasehold Real Estate Investment Trust (BOFFICE)

To Trust Unitholders of Bhiraj Office Leasehold Real Estate Investment Trust (BOFFICE)

Attachment

1. 2023 Annual Report for the fiscal year ending 31 December 2023 (QR-CODE)
2. Information on Profile, Experience, and Work of Auditor of BOFFICE for the year 2024
3. Procedure regarding Two-way Communication
4. Guidelines for participating in Two-way Communication in Person with Trust Unitholders
5. Notice of Personal Data Protection for participating in Two-way Communication in Person with Trust Unitholders
6. Registration Form (Brought on the meeting date)
7. Power of Attorney Form
8. Map of the Two-way Communication Venue

Whereas the Board of Directors' Meeting of Bhiraj REIT Management Company Limited ("**Company**" or "**REIT Manager**"), as the REIT Manager of Bhiraj Office Leasehold Real Estate Investment Trust ("**BOFFICE**"), has resolved on 22 February 2024 to convene the 2024 Two-way Communication in Person with Trust Unitholders of BOFFICE on Friday, 26 April 2024 at 10.00 hours. at SILK 1 Meeting Room, 2nd Floor, Bangkok International Trade & Exhibition Centre (BITEC BURI), located at No. 88 Debaratana (Km. 1) Road, Bangna Tai, Bangna, Bangkok, 10260.

The Company hereby inform you that the matters totaling 5 topic items to be reported at the 2024 Two-way Communication in Person with Trust Unitholders of BOFFICE are as follows:

Topic 1	To report BOFFICE's key management matters and future management strategy
Topic 2	To report the financial position and operating results of BOFFICE for the year 2023
Topic 3	To report the distribution payment to Trust Unitholders for the fiscal year ended 31 December 2023
Topic 4	To report the appointment of auditors and the remuneration of auditors for the year 2024
Topic 5	To consider other matters (If any)

As the Office of the Securities and Exchange Commission (the “**Office of the SEC**”) issued the Notification of the Capital Market Supervisory Board No. TorJor. 33/2566 Re: Rules, Conditions and Procedures for Disclosure of Mutual Funds and Real Estate Investment Trusts or Infrastructure Trusts (No. 12) dated 31 October 2023 (“Notification no. TorJor. 33/2566”) and the Notification of the Office of the SEC No. SorRor. 20/2566 Re: Provisions relating to Particulars, Terms and Conditions in a Trust Deed of Real Estate Investment Trust (No.18) dated 1 November 2023 (“Notification no. SorRor. 20/2566”) which are in effect from 1 February 2024 onward in order to provide flexibility in operations, where the material matter of which is to cancel the criteria for holding Annual General Meetings of trust unitholders (AGM) according to the Notification no. SorRor. 20/2566 and provide a channel for trust unitholders to obtain and acknowledge the information to be disclosed according to the Notification no. TorJor. 33/2566” instead. The REIT Manager should arrange two-way communication with the Trust Unitholders, whether by convening a meeting directly with the Trust Unitholders in person or by any other means, allowing the Trust Unitholders to inquire about additional information, within 4 months from the end of the fiscal year end of the REIT. In addition, should the Trust Unitholders have inquiries about relevant information, a summary of key issues thereof shall be prepared in the form of questions and answers and also disclosed for acknowledgment by other Trust Unitholders.

In addition, prior to the effectiveness of the Notification no. TorJor. 33/2566, BOFFICE has invited the Trust Unitholders to exercise their right to propose agenda of the 2024 Annual General Meeting of Trust Unitholders in advance between 1 December 2023 to 5 January 2024 by advertising and publicizing the information via BOFFICE’s website and the information system of the Stock Exchange of Thailand, which appears that none of Trust Unitholders proposed any agendas for the 2024 Annual General Meeting of Trust Unitholders.

In this regard, the REIT Manager has arranged the report’s topic and published the information and report details through the BOFFICE’s website (www.bofficereit.com) on 5 April 2024 in order to consider any matters according to the following report’s topics;

Topic 1 To report BOFFICE’s key management matters and future management strategy

Objectives and Rationale

To comply with the Trust Deed, the REIT Manager is required to report the operating results of BOFFICE for the year 2023 ending on 31 December 2023, which shows the performance of BOFFICE in the preceding year as detailed in the Annual Report for the fiscal year 2023 (in QR-CODE format) (**Enclosure 1**).

The important matters related to the operations are as follows:

In 2023, BOFFICE’s total income decreased by Baht 6.39 Million or 0.70 % from the previous year. Most of the income decrease was due to the rent and service income. The operating results of BOFFICE are summarized as shown in the table:

(Unit: Baht)

Operating Results	For the year ending 31 December	
	2023	2022
<u>Income</u>		
Rental and service income	900,593,078	907,449,793
Interest income	824,507	354,627
Total income	901,417,585	907,804,420
Total expenses	391,006,479	364,447,402
Net investment income	510,411,106	543,357,018
Total net gain (loss) on investments	(149,318,873)	(128,539,932)
Increase in net assets from operations	361,092,233	414,817,086

The occupancy rate of Bhiraj Tower at EmQuartier and Bhiraj Tower at BITEC at the end of the year 2023 was 93.14% and 75.91% of the net leasable area, respectively.

In addition, BOFFICE has considered renovating the Bhiraj Tower at EmQuartier building including raising the building standard to meet the WELL Building Standard which emphasizes on “tenants friendly” both physical and mental health with a focus on the well-being of tenant, increasing work productivity of both employees of the Company, the management company and employees of the tenant companies. Since after the COVID-19 outbreak, the tenants’ behaviors have changed by increasingly focusing on hygiene matter. BOFFICE has aware on the importance of building standards improvement, in hygiene, air quality, ventilation and touchless technology and redesigning the use of common areas for maximum benefit in order to increase the asset capability to complete in office building market.

BOFFICE also aware of the importance and support activities in connection with the environment sustainability to be in consistency with the Environmental, Social and Governance policy (ESG) of the asset of BOFFICE.

Opinion of REIT Manager

The Report on the operating results for the year 2023 as shown in the 2023 Annual Report is properly prepared and in accordance with the requirements of the Trust Deed.

Topic 2 To report the financial position and operating result of BOFFICE for the year 2023

Objectives and Rationale

The financial statements for the fiscal year ending 31 December 2023, were audited and certified by Mr.Kittiphun Kiatsompob, certified public accountant No. 8050, and the auditor under the supervision of

EY Office Company Limited. The Board of Directors considered and deemed that they were correct and sufficient according to the accounting guidance for Property Funds, Real Estate Investment Trust, Infrastructure Funds, and Infrastructure Trust issued by the Association of Investment Management Companies and approved by the Office of the SEC (“**Accounting Practice**”). Therefore, the aforementioned financial statements have been approved on 22 February 2024. Details of the financial statements are as appeared in the 2023 Annual Report as per **Enclosure 1**.

However, the financial information can be summarized as shown below:

Statements of financial position as of 31 December:

(Unit: Baht)

Operating Results	2023	2022
<u>Asset</u>		
Investment in leasehold right over properties at fair value	9,103,412,764	9,261,167,001
Investment at fair value through profit or loss	520,059,731	695,196,275
Other assets	106,861,812	125,111,949
Total assets	9,730,334,307	10,081,475,225
<u>Liabilities</u>		
Long-term loan from financial institution	2,218,042,988	2,416,782,964
Other liabilities	329,311,528	343,781,819
Total liabilities	2,547,354,516	2,760,564,783
Net assets	7,182,979,791	7,320,910,442
<u>Net assets</u>		
Capital from Unitholders	6,473,794,428	6,610,743,485
Premium on capital from Unitholders	574,180,632	574,180,632
Retained earnings	135,004,731	135,986,325
Net assets	7,182,979,791	7,320,910,442
Net asset value per unit (Baht)	9.7347	9.9216
Number of units issued at the end of year (units)	737,872,074	737,872,074

Statement of comprehensive income for the year ending 31 December:

(Unit: Baht)

Operating Results	2023	2022
<u>Income</u>		
Rental and service income	900,593,078	907,449,793
Interest income	824,507	354,627

(Unit: Baht)

Operating Results	2023	2022
Total income	901,417,585	907,804,420
Expenses		
Cost of rental and service	178,495,270	161,358,192
Fees	105,649,683	106,504,993
Other expenses	106,861,526	96,584,217
Total expenses	391,006,479	364,447,402
Net investment income	510,411,106	543,357,018
Net gain on investments	8,963,457	2,954,255
Net gain (loss) on change in fair value of investment in leasehold right over properties	(158,282,330)	(131,494,187)
Increase in net assets from operations	361,092,233	414,817,086

Statement of cash flows for the year ending 31 December:

(Unit: Baht)

Operating Results	2023	2022
Net cash flows from (used in) operating activities	785,482,687	551,459,653
Net cash flows from (used in) financing activities	(802,773,194)	(555,484,965)
Net increase (decrease) in cash and cash equivalents	(17,290,507)	(4,025,312)
Cash and cash equivalents at the beginning of year	80,325,609	84,350,921
Cash and cash equivalents at the end of year	63,035,102	80,325,609

Opinion of REIT Manager

The financial statements for the fiscal year ending 31 December 2023 of BOFFICE has been prepared correctly, completely, and sufficiently in accordance with the Accounting Practice; and has been audited and certified by a certified public accountant.

Topic 3 To report the distribution payment to Trust Unitholders for the fiscal year ended 31 December 2023

Objectives and Rationale

As of 31 December 2023, BOFFICE had Trust Unit in the amount of 737,872,074 Trust Units, and capital in the amount of Baht 6,610,743,485. According to the Trust Deed, the REIT Manager has a policy on benefit distribution to the Trust Unitholders at the rate of not less than 90% of the adjusted net profit of each fiscal year. The benefit distribution to be made to the Trust Unitholders may be divided into Year-End

Distribution and Interim Distribution (if any), provided that BOFFICE will make distribution to the Trust Unitholders not more than 4 times per fiscal year.

In any case, the adjusted net profits from the operating results of BOFFICE from 1 January 2023 to 31 December 2023 was Baht 350.16 Million. BOFFICE made distribution payments to the Trust Unitholders in a total amount of Baht 352.99 Million or Baht 0.4784 per Trust Unit, equivalent to 99.86 percent of the adjusted net profit.

In addition, BOFFICE has announced its paid-up capital reduction in a total amount of Baht 136.95 Million or Baht 0.1856 per Trust Unit by making a payment of capital reduction proceeds from BOFFICE's unrealized losses from the valuation of its investment assets.

As a result, information on distribution payment and capital reduction payment to the Trust Unitholders in 2023 totaling Baht 489.94 Million or Baht 0.6640 per Trust Unit can be summarized as shown below:

Approval Date	Date of Payment	Type	Amount (Baht per Unit)	Amount (Million Baht)	Period of Operating Results
11 May 2023	8 June 2023	Dividend	0.1719	126.84	1 January – 31 March 2023
9 August 2023	7 September 2023	Capital Reduction	0.1707	125.95	1 April – 30 June 2023
3 November 2023	15 December 2023	Dividend	0.1458	107.58	1 July – 30 September 2023
3 November 2023	15 December 2023	Capital Reduction	0.0149	11.00	1 July – 30 September 2023
22 February 2024	28 March 2024	Dividend	0.1607	118.57	1 October – 31 December 2023
Total Dividend			0.4784	352.99	1 January – 31 December 2023
Total Capital Reduction			0.1856	136.95	1 January – 30 September 2023
Total			0.6640	489.94	

Opinion of REIT Manager

The distribution payment and the payment of paid-up capital reduction to the Trust Unitholders for the fiscal year ending 31 December 2023 were in accordance with the benefit distribution policy and capital reduction proceeds payment as stipulated in the Trust Deed and related guidelines of the Office of the SEC.

Topic 4 To report the appointment of auditors and the remuneration of auditors for the year 2024

Objectives and Rationale

The Company has considered and approved the appointment of auditors from EY Office Company Limited to be the auditor of BOFFICE for the year 2024. The list of auditors are as follows;

- | | | |
|----|---------------------------|---|
| 1. | Mr. Kittiphun Kiatsomphob | Certified Public Accountant No. 8050 (Affixed his signature in BOFFICE's Financial Statements for fiscal years 2023, 2022, 2021, and 2020) and/or |
| 2. | Ms. Pimjai Manitkajohnkit | Certified Public Accountant No. 4521 (Never affix her signature in BOFFICE's Financial Statements) and/or |
| 3. | Ms. Rosaporn Decharkom | Certified Public Accountant No.5659 (Never affix her in BOFFICE's Financial Statements) |

Any one of the auditors mentioned above shall be determined to perform the audit and express opinions on the financial statements of BOFFICE. In case any of such auditors are unable to perform their duties, EY Office Company shall provide other certified public accounts of its company to perform the audit duties and express opinions on the financial statements of BOFFICE in lieu of the aforesaid auditors. Nonetheless, details of the profile, experience, and work of the auditor are shown in **Enclosure 2**.

The remuneration of the auditor for the year 2024 is 1,260,000 Baht (One Million Two Hundred and Sixty Thousand Baht) excluding out-of-pocket, the information of which for the past 2 years is as follows:

(Unit: Baht)

Year of auditing and certifying the financial statements	Audit Fee
For the fiscal year ending 31 December 2023	1,260,000
For the fiscal year ending 31 December 2024 (Year of acknowledgment)	1,260,000

Opinion of REIT Manager

The auditors from EY Office Company Limited are auditors who have been approved according to the rules of the Office of the SEC and performed their duties appropriately with knowledge and expertise in auditing BOFFICE and expressing their opinions on BOFFICE's financial statements. They have neither relationship nor interest in BOFFICE and performed duties independently. As a result, the Company deems it appropriate to appoint EY Office Company Limited to be an auditor of BOFFICE for the year 2024 with the remuneration of Baht 1,260,000 (One Million Two Hundred and Sixty Thousand Baht) excluding out-of-pocket.

Topic 5 To consider other matters (If any)

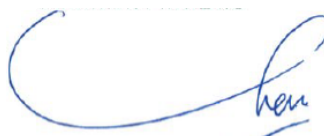
The Company would like to invite the Trust Unitholders to attend the 2024 Two-way Communication in Person with Trust Unitholders on Friday, 26 April 2024 at 10.00 hours. at SILK 1 Meeting Room, 2nd Floor, Bangkok International Trade & Exhibition Centre (BITEC BURI) as per **Enclosure 8**. The list of Trust Unitholders entitled to attend the 2024 Two-way Communication in Person with Trust Unitholders was determined on 8 March 2024 (Record Date).

The Trust Unitholders can study description of registration methods and the Two-way Communication in Person with Trust Unitholders attendance in **Enclosure 4** to facilitate and to expedite the registration of the Two-way Communication in Person with Trust Unitholders. The Company hereby requests the Trust Unitholders to bring the Registration Form as per **Enclosure 6** together with a photocopy of identification documents for the Two-way Communication in Person with Trust Unitholders attendance as per **Enclosure 4** and present them to officers for registration on the date. In addition, in order to comply with the Personal Data Protection Act B.E. 2562 (2019), the Company has attached the Notice of Personal Data Protection for the Two-way Communication in Person with Trust Unitholders as per **Enclosure 5**.

Hence, the Company would like to invite the Trust Unitholders to attend the 2024 Two-way Communication in Person with Trust Unitholder.

Please be informed accordingly.

Yours faithfully,



(Miss Chantraporn Chan)

Managing Director

Bhiraj REIT Management Company Limited

The REIT Manager of Bhiraj Office Leasehold Real Estate Investment Trust