

**Annual Report  
2023**

# **SIRIP**

**Siri Prime Office Property Fund**



# Siri Prime Office Property Fund

Annual Report 2023

From 1 January 2023 to 31 December 2023

Remark: Unitholders can download the 2023 annual report of Siri Prime Office Property Fund (SIRIP) via the website of the Management Company. (<https://www.scbam.com/en/fund/property-fund>)

Two handwritten signatures in blue ink are located at the bottom right of the page. The first signature is a stylized cursive 'S' followed by a horizontal line. The second signature is a more complex cursive script.

## Message from the Asset Management Company

April 9, 2024

Dear Unitholders,

SCB Asset Management Co., LTD. would like to submit the 2023 Annual report of the Siri Prime Office Property Fund (“the Fund”) for the period between 1 January 2023 and 31 December 2023 to unitholders.

In 2023, SCB Economic Intelligence Center’s (“EIC”) estimation of the growth of the Thai economy was 1.9%, reflecting the slow recovery after the COVID-19 crisis. The Thai economy in terms of expenditure approach at the end of 2023 was primarily supported by the continued expansion of private consumption, following consumer confidence, the number of tourists, the improved unemployment rate, and the returned expansion of merchandise exports. However, the Thai economy was under significant pressure from a sharp contraction in government spending, both in terms of consumption and investment, and public investment was falling sharply following a decrease in government investment due to the delay in the announcement of the Annual Budget Expenditure Act for the fiscal year 2024. As for the country's Gross Domestic Product or GDP in terms of production approach, the service sector was improved especially in the tourism-related services, wholesale, and retail sectors. Meanwhile, the construction sector contracted sharply following a decrease in government construction, and the agricultural sector turned to contraction as forecasted due to hot and dry weather conditions that occurred in the first 8 months of 2023, resulting in a decrease in the production of many plant varieties. In addition, the industrial sector continued to shrink following the contraction of production for export.

EIC estimates that the global economy in 2024 will expand by 2.6%, close to the preceding year, whereby the service sector activities have been well expanded and the manufacturing activities have begun to expand from a contraction in the preceding year. Economic activities are likely to expand continuously in the coming period, both in the overall, service sector and the manufacturing sector, reflecting from the PMI index that reflects future economic activity at a high level above 50. In terms of monetary policy, central banks of major economies will begin adjusting the direction of monetary policy in mid-2024. EIC estimates that the US Federal Reserve System (Fed), the European Central Bank (ECB), and the Bank of England (BOE) will begin to reduce the policy interest rate in the 2nd quarter in line with the trend of slower inflation. The Fed is likely to reduce the policy interest rate in June and a 3-times reduction is expected in 2024, resulting in the Fed funds rate at the end of 2024 falling from 5.5% to 4.75%. The ECB is likely to reduce the policy interest rate in June, and a 4-times reduction is expected in 2024, resulting in the Deposit rate at the end of 2024 falling from 4% to 3%. The BOE is likely to reduce the policy interest rate in June and a 4-times reduction is expected in 2024, resulting in the Bank rate at the end of 2024 falling from 5.25% to 4.25%. The Bank of



Japan is likely to end its negative policy interest rate in the 2nd quarter, while the People's Bank of China will continue to use an accommodative monetary policy to support the economy. **In the short term, concerns about global supply chain disruptions from problems in the Suez and Panama Canal areas have begun to subside fairly.** In the long term, global supply chains will change due to a number of risk factors, such as economic polarization and climate change, to which countries in the global production chain must adapt accordingly. **Labor wages are likely to continue expanding this year,** and it is expected to remain higher than pre-COVID-19 levels, which will help support consumer spending and gradually decrease inflation.

**As for the Thai economic outlook in 2024, EIC cuts the Thai economic forecast in 2024 down to 2.7%** (from formerly expected at 3%), although the overall Thai economy is likely to continue to recover this year. The main driving force of the economy is the demand side, which is likely to return to expand and accelerate in many components, especially exports and private investment. However, government momentum will continue to decline in the first quarter of this year following the delay in preparing the Annual Budget Expenditure Act for 2024, along with the problem of high accumulated inventory/backlog from last year that could not be resolved shortly partly due to structural problems in the Thai manufacturing sector. In particular, the Thai export sector that has lost its competitiveness will be a significant factor causing the Thai industrial sector to continue to recover slowly. For tourism, the number of foreign tourists traveling to Thailand is likely to accelerate higher than expected, especially from the arrival of Chinese tourists. As a result, the overall number of foreign tourists has improved, whereby Chinese and Malaysian tourists are still the main group of tourists. Nevertheless, the tourism sector has opportunities to welcome more tourists from farther markets, which will generate additional income for the country from the length of stay and spending during this year.

**Private consumption is also supported by a recovering labor market and an improving consumer confidence index,** following the recovery of the tourism and service sectors. The Private Consumption Index (PCI) in January was stable (seasonally adjusted) in the previous month despite the increased spending in almost every category. It was found that Thai people's spending remained stable after deducting the spending of foreign tourists. Despite temporary support by measures to reduce the cost of living along with the Easy e-receipt tax deduction measure, the Easy e-receipt measure will help stimulate spending somewhat in early 2024, while employment and consumer confidence will support household purchasing power to continue improving. The Consumer Confidence Index (CCI) continued to increase in January thanks to the economic stimulation measures and public reliefs, such as exemption measures to visa applications for foreign tourists, cost of living reduction measures, especially the electricity bill and the diesel and gasoline prices, as well as higher farmer incomes and Thai exports that are beginning to recover. Private consumption in the future will remain under pressure from low-income households, as reflected by the SCB EIC Consumer Survey, which found that more than 80% of households in this group are not able to accumulate savings, having a low financial buffer as a result.



In the short term, Thai exports are likely to expand in 2024, due to 1) global trade tends to expand better following the direction of the global economic recovery, 2) The global manufacturing sector is recovering, which will play a greater role in the global economy and trade; and 3) export prices will remain high. However, the Thai industrial sector has yet to recover to pre-COVID levels in almost every sector as reflected by the productivity index, and the industrial and capacity utilization rates, which continue to decline, except in the machinery, chemicals, and electronic industries.

General inflation continued to decline to -0.8% in February due to the energy cost mitigation measure. EIC sees that Thailand has yet to face deflation. Inflation will start to turn positive from May upon the end of the energy cost mitigation measure, and inflation still has a high risk from global supply chain disruption risks due to the Red Sea situation, climate changes, and export control policies of certain countries. General inflation in the 2nd half of the year will accelerate back to normal. In the long run, increasing severe structural problems in production would lead to the continuously declining potential growth of the Thai economy. EIC estimated the potential growth of the Thai economy before COVID (2017 - 2019) to be 3.4%, while the potential growth of the Thai economy dropped to 2.7% in the long term, mainly due to even lower Thailand's total factor productivity, the production which continues being tied to the old supply chain, the close connection of the Thai economy to the Chinese economy and the Chinese production chain amidst global geopolitical tendencies, and slow adapting ability of the Thai manufacturing sector to the new global production chain and altering demand patterns for products in the global market.

The long-term Thai economy faces structural problems that have accumulated for a long time, including from labor force factors in an aging society, lower growth factor of capital accumulation, and productivity factors that continue to decline. Thailand is currently facing a major change in population structure similar to several countries in the world that are rapidly entering an aging society. The proportion of Thai elderly population aged 65 and over in 2024 is approximately 14% of the total population, and the UN predicts that this proportion will increase to 30% of the total population by 2050. The Thai labor force in the long run will inevitably tend to decline and Thailand's capital accumulation growth tends to decrease continuously. Thailand's investment-to-GDP ratio has fallen by more than half from 50% in 1996 to approximately 24% over the past two decades. Thailand's ability to attract Foreign Direct Investment (FDI) has decreased, with investment below the average of the ASEAN region by up to 50% in 2022. The reasons for the decline in Thai production efficiency include the lower quality of Thai labor, lower Thai labor productivity than pre-COVID levels in almost every production sector, and a higher proportion of Thai informal workers, as well as a large number of government regulations that are obstacles to business operations.

As for the interest rate, EIC expects that Thailand's policy interest rate will drop to 2% within the first half of the year. After recalibrating structural factors that have implications for the interest rate level that is appropriate for the long-term growth of the Thai economy (Neutral rate) in order to maintain the role of neutral monetary policy towards the economy as before, it is estimated that Thailand's Neutral rate has dropped to



around 2.1%. This interest rate cut will have an effect in relieving the high debt burden. In particular, vulnerable businesses and households may be more affected by rising interest rates than other groups. The Baht is likely to strengthen within the range of 33.50-34.50 Baht per US Dollar at the end of the year due to the weakening US Dollar following the Fed's interest rate reduction as well as the clearer recovery trend of the Thai economy. Forward-looking Thailand would face major challenges due to structural problems in the industrial production sector. The production of industrial products in Thailand is still very much tied to the old supply chain, together with the slow adapting ability of the Thai manufacturing sector to the new global production chain and altering demand patterns for products in the global market, resulting in a somewhat limited increase in competitiveness of the Thai export sector. Therefore, it is urgently needed the adjustment of the Thai industrial sector to be in line with the trend of sustainability, upgrading capabilities in technology development, and more flexible management in the supply chain for its ability to connect and become part of the new global supply chain.

According to a report by CBRE Thailand's Research and Development Department, the Bangkok office building market is experiencing declining rental rates due to an anticipated surge in available space over the next two years. As of Q4 2023, the total office space available for rent stood at 9.52 million square meters. This number is projected to rise significantly with over 0.77 million square meters of additional office space currently under development and expected for completion between 2025 and 2029. At the end of 2023, the overall occupancy rate for the 7.93 million square meters of office space in Bangkok stood at 83.3%. While average rental rates remained stable across most office buildings, Grade A office buildings in the CBD area experienced a decline. The average rental price for Grade A Plus office buildings remained steady at THB 1,125 per square meter in Q4 2023. Similarly, average rental rates in non-CBD areas held steady at THB 750 per square meter for Grade A and THB 552 per square meter for Grade B office space. However, Grade A office space within the CBD saw a decrease of approximately 5.1% quarter-on-quarter, bringing the average rental rate down to THB 925 per square meter.

SCB Economic Intelligence Center (EIC) believes that the overall office rental market will see a slight uptick in demand, driven by the entry of new companies and the expected year-on-year recovery of the domestic economy. The continued growth of new supply of leasable space is another key factor that continues to put downward pressure on the recovery of the office rental market. However, office spaces in Thailand are starting to see a shift towards companies requiring employees to work office-based. Therefore, office buildings should adjust their leasing strategies to accommodate both current and future work models.



SCB Asset Management Co. Ltd. extends its sincere gratitude to unitholders for entrusting us with the management of your fund. We are committed to managing this fund in your best interests, adhering to the highest standards of corporate governance to ensure your satisfaction.

SCB Asset Management Company Limited

Reference

- SCB Economic Intelligence Center (EIC): Outlook 1/2024
- SCB Economic Intelligence Center (EIC): Industry insight : Commercial real estate (Nov 2023)
- CBRE (Thailand) Co.,Ltd. "Market research of the office building sector", Q4/2023

Investors may study more fund's details from the 56-REIT1 form on [www.sec.or.th](http://www.sec.or.th) or via the website of the asset management company [www.scbam.com](http://www.scbam.com)





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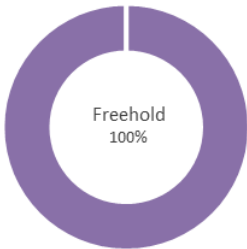
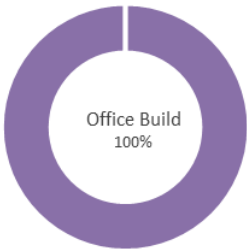
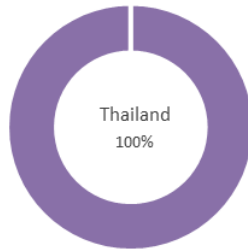


## Section 1: Fund Operation of Siri Prime Office Property Fund

## 1. Summary Important Information of Fund

Fund Name (English)	SIRI PRIME OFFICE PROPERTY FUND
Abbreviation	SIRIP
Asset Management	SCB Asset Management Co., Ltd.
Fund Supervisor	KASIKORNBANK Public Company Limited
Auditor	EY Office Company Limited
Fund inception date	9 April 2014
Term of Fund	No pre-determined project term
Type of Fund	Closed-end property fund

Market Cap (million Baht)	1,139.00	Price of last working day	6.70
Net Assets Value (NAV)	1,900.74	NAV per unit	11.1808
Registered capital (million Baht)	1,700.00	Par per unit	10.00
Number of units (units)	170,000,000	Price/NAV	0.60
Fund approved date from SEC	19 March 2014	Weighted average lease expiry	N/A

<p>Investment structure</p>  <p>Freehold 100%</p>	<p>Type of Assets (based on appraisal value)</p>  <p>Office Build 100%</p>	<p>Revenue structure</p>  <p>Thailand 100%</p>												
<p>Capital structure (million Baht)</p> <table border="1"> <tr> <td>Total Assets</td> <td>1,926.44</td> <td>Retain earnings</td> <td>200.74</td> </tr> <tr> <td>Total Liabilities</td> <td>25.71</td> <td>Debt ratio</td> <td>N/A</td> </tr> <tr> <td>Total Equity</td> <td>1,900.74</td> <td>Credit rating</td> <td>N/A</td> </tr> </table>		Total Assets	1,926.44	Retain earnings	200.74	Total Liabilities	25.71	Debt ratio	N/A	Total Equity	1,900.74	Credit rating	N/A	
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<p>Appraisal Value</p> <table border="1"> <thead> <tr> <th>Investment Assets</th> <th>Appraisal Value (million Baht)</th> <th>Appraiser</th> </tr> </thead> <tbody> <tr> <td>Siripinyo Building</td> <td>1,849.00</td> <td>TAP Valuation Co., Ltd.</td> </tr> </tbody> </table> <p>URL : <a href="https://www.scbam.com/th/fund/property-fund/fund-information/sirip">https://www.scbam.com/th/fund/property-fund/fund-information/sirip</a></p>			Investment Assets	Appraisal Value (million Baht)	Appraiser	Siripinyo Building	1,849.00	TAP Valuation Co., Ltd.						
Investment Assets	Appraisal Value (million Baht)	Appraiser												
Siripinyo Building	1,849.00	TAP Valuation Co., Ltd.												

**Dividend payment policy**

The fund shall pay dividend at least twice a year to unitholders with at least 90% of adjusted profit

รายละเอียด	2019	2020	2021	2022	2023	Since Establishment Date
Dividend (Baht per unit)	0.5452	0.2900	0.2061	0.2000	0.2550	4.3142
Capital Reduction (Baht per unit)	-	-	-	-	-	-

\* The fund has no revenue guarantee

For the year 2024, the Fund has a reserve policy for repairs, maintenance, property improvement of the fund planned. In 2024, the fund has reserved an amount that not more than THB 10.45 million for the repairs, maintenance and improvement.

**Major unitholders as of record date 1 March 2024**

Name	No. of units	%
SOCIAL SECURITY OFFICE	46,820,800	27.54
BB CAPITAL COMPANY LIMITED	42,700,000	25.12
KRUNGTHAI-AXA LIFE INSURANCE PUBLIC COMPANY LIMITED	10,000,000	5.88
MR. PRAPAS CHUTIMAVORAPHAND	9,019,100	5.31
MRS. SUMITRA CHUTIMAVORAPHAND	8,399,700	4.94

Foreign Limit	49.0%
Current Foreign Holding	0.0014%

**Proforma of short-term return of the fund for period**

1 January 2023

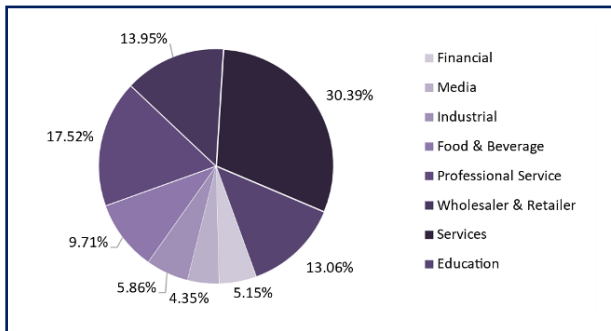
to

31 December 2023

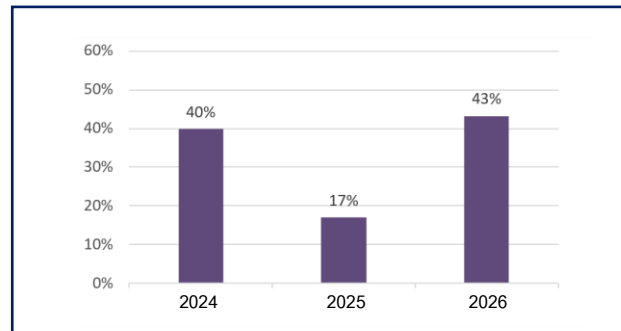
Since the fund had no fundraising in the period, therefore there were no proforma of short-term return reviewed by an auditor.

**Details of the Tenants**

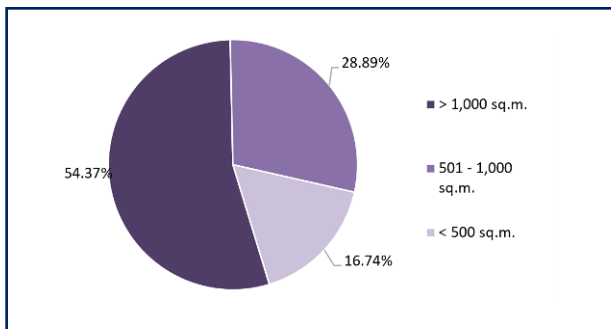
**Tenant portion based on business**



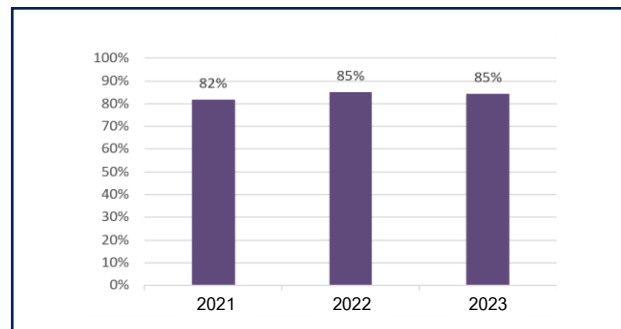
**Expiry lease profile of tenants**



**Revenue portion based on top ten tenants**

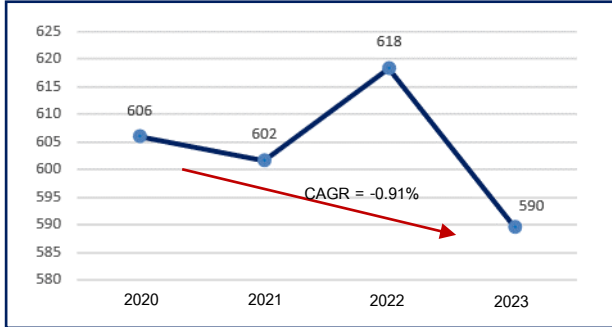


**Renewal rate of tenants**

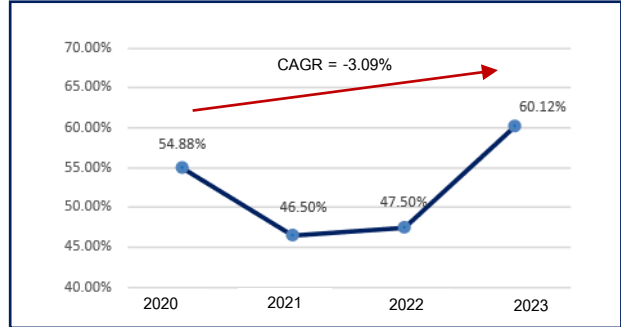


Operating Results

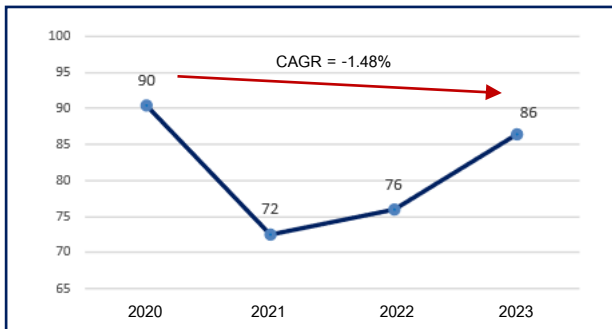
Average Rental Rate (Baht)



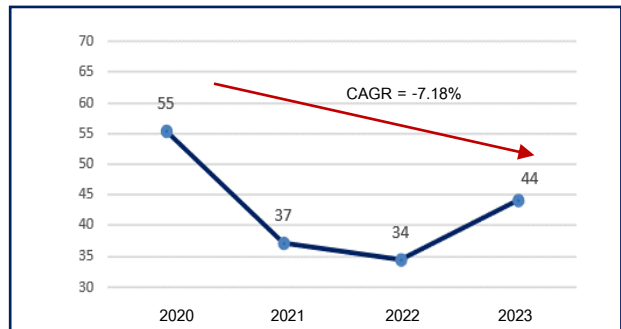
Average Occupancy Rate (%)



Revenue (million Baht)



EBITDA (million Baht)



CAGR = Compound Annual Growth Rate or the annually average growth rate.

Summary of Financial

	2021	2022	2023	Q4/2023
Revenue (M. THB)	72.45	76.01	86.46	22.14
Other Income (M. THB)	0.75	0.58	2.05	1.23
Expenses (M. THB)	36.05	42.18	44.28	10.66
EBITDA (M. THB)	37.16	34.41	44.23	12.71
Net Profit (M. THB)	40.89	71.84	50.05	38.77
EPU (THB)	0.2405	0.4226	0.2944	0.0002
DPU (THB)	0.2061	0.2000	0.2550	0.0800
Capital Reduction	-	-	-	-
Debt/NAV	-	-	-	-
Interest Cost (%)	-	-	-	-
Operating Cash Flow	16.81	7.71	48.56	(22.79)
Investing Cash Flow	-	-	-	-
Financing Cash Flow	(40.14)	(34.00)	(38.25)	15.30
Net Cash Flow	(23.33)	(26.29)	10.31	(7.49)
NAV (THB)	1,851.10	1,888.94	1,900.74	1,900.74
NAV per Unit (THB)	10.8888	11.1114	11.1808	11.1808
P/NAV (THB)	0.76	0.80	0.60	0.60
Dividend Yield (%)	2.48%	2.26%	3.81%	4.78%
Market Cap (M. THB)	1,411.00	1,504.50	1,139.00	1,139.00
Closing Price (THB/unit)	8.30	8.85	6.70	6.70

**Management Discussion and Analysis**

The operating performance of SIRIP period of 1 January 2023 to 31 December 2023. SIRIP's total revenues was THB 88.51 million. The total revenue consisted of rental and service of THB 86.46 million, interest income THB 0.75 million and other income of THB 1.30 million. During the same period, SIRIP had expenses of THB 44.28 million, consisted of cost of rental and service THB 33.34 million, Other fees THB 9.61 million and Management expenses THB 1.83 million. Resulting in the net investment income of THB 44.23 million.

The fund also had the net unrealised gains on changes in fair value of investments THB 5.82 million. Resulting in the operating period of 1 January 2023 to 31 December 2023, the Fund has net increase in asset resulting from operation of THB 50.05 million.

As of 31 December 2023, the Fund has a net asset value of THB 1,900.74 million or NAV of 11.1808 Baht per unit. The Fund has considered to pay a dividend from the operating results and retained earnings of 0.2550 Baht per unit, increase 27.50% from the previous year with a 3.81% dividend yield compared to the closing price at the end of 2023 at 6.70 Baht per unit.

**Type of Audited Financial Report:**

Unqualified opinion

**Fee and Expenses Table**

Total fees and expenses	Actual	% of the net profit
Management fee	4,100,262	8.19%
Fund supervisor fee	384,930	0.77%
Registrar fee	577,394	1.15%
Financial advisor fee	-	-
Underwriting fee	-	-
Property manager fee	3,734,220	7.46%
Professional fees	814,856	1.63%
Cost of rental and services	33,336,553	66.61%
- Insurance Premium	609,401	1.22%
- Property tax	1,842,396	3.68%
Administrative expenses	1,332,634	2.66%
Finance cost	-	-
Marketing and Advertising expenses	-	-
Other expenses that more than 0.01% ของ NAV	-	-
Other expenses	-	-



### Summary of Key risks

(For more details, please find in the annual report at section 5 Risk factors)

#### 1. Risks from Operations of Fund

1.1	Risk of the fund's operation result depends on the property manager's competency
1.2	Conflict of interest between the fund and the property manager may affect the fund's operation
1.3	Insurance risk
1.4	Risk from borrowing

#### 2. Risks relating to an ability to gain profits from the asset

2.1	Risk from economic volatility that could affect the property
2.2	Risk from increasing competitions
2.3	Risk from land appropriation
2.4	Risk from possibility that the major tenant will move out of the building before or when the lease term is due.

#### 3. Direct risk to the fund or unitholders

3.1	General Risk
3.2	Political Risk
3.3	Risk from natural disasters, accidents and terrorism
3.4	Risk from due diligence
3.5	Changes of accounting standards or relevant laws
3.6	Unit price may subject to change after its IPO
3.7	NAV may not be the actual value the fund will receive when the entire asset is disposed of or when the fund is dissolved.
3.8	Risk from lack of liquidity to trade the units in the secondary market
3.9	Tax risk
3.10	The property fund's risk compared to risk faced by other types of fund
3.11	Capability to pay dividend
3.12	Risk from using the fund's NAV to set the unit's trading price
3.13	Risk from Covid-19 that could lead to stock market volatility worldwide, which may materially affect the fund's profit-seeking activity, financial status and performance
3.14	Risk from additional property investment in the future (Real Estate Investment Trust (REIT))

Management company	SCB Asset Management Co., Ltd.
Address	7-8 <sup>th</sup> floor. SCB Park Plaza 1, 18 Ratchadapisek Road, Chatuchak, Bangkok 10900, Thailand.
Telephone	0-2949-1500
URL	<a href="http://www.scbam.com">www.scbam.com</a>

Fund supervisor	Kasikornbank Public Company Limited
Address	Securities services department 19 Fl. 1 Soi Ratburana 27/1, Ratburana Road Ratburana Bangkok 10140, Thailand
Telephone	0-2470-3201
URL	<a href="http://www.kasikornbank.com">www.kasikornbank.com</a>

## 2. Fund Information

Management company	SCB Asset Management Co Ltd
Type of Project	Specific, closed-end fund
Project Term	The project term is not specified; however, after 2013, the Sansiri Prime Office Property Fund may be restricted to any additional investment in property and/or leasehold right. If the fund all or partially disposes the property it will invest, making its investment value in the property to be less than 75% of its Net Asset Value (NAV), the management company must dissolve the fund. The project term will end after the fund's liquidation is completed.
Listing date	9 April 2014 (First trade date: 9 April 2014)
Type of listed securities	Holder's name specified
Fund Supervisor	Kasikorn Bank Public Company Limited
Registrar	Siam Commercial Bank Public Company Limited
Property Manager	Plus Property Co., Ltd.
Investment Objective	To mobilize fund from general investors both individuals and entities locally and internationally; the fund will use the mobilized money to buy, lease and/or sub-lease property where it will take transfer of its freehold and/or leasehold right and/or sub-leasehold right and will seek to gain profit from the property by leasing, sub-leasing, transferring and/or dispose of the property the fund invests or owns. It will also renovate, build and/or develop property by taking transfer of its construction permit and/or applying for other permits and/or performing other related tasks necessary for the benefit of property in order to generate incomes and returns to the fund and unitholders. The fund will also invest in other properties and/or other securities and/or will seek to gain interest through other means in compliance with the laws on securities and/or other relevant laws.

### 1st Investment (31 March 2014)

The fund will invest in income-generating immovable property and/or securities or other assets or will seek to gain interest in other manners for the benefit of the fund's asset management. The fund's objective is to make the 1st investment in Siripinyo Building, an office building for rent (total rentable space was 18,364 square meters). The fund will invest in freehold right in land, building and its mechanical and engineering (M&E) systems. It will acquire right in movable assets relating with the Siripinyo Building, (the "planned 1st investment asset"), from Papanan Co Ltd, ("Papanan"), a Sansiri's wholly owned subsidiary in which Sansiri holds 99.99% of the total shares sold. Papanan is the owner of freehold right in land, building, the M&E systems and movable assets relating to the Siripinyo Building. Details of the asset invested by the fund as of 31 December 2023 as follows:

1. Freehold right in the 2-3-13.4 rai of land located at Sri Ayudhaya Road, Kwaeng Thanon Phaya Thai, Ratchathewi District, Bangkok
2. Freehold right in Siripinyo Building located at No. 475, Sri Ayudhya Road, Kwaeng Thanon Phaya Thai, Ratchathewi District, Bangkok
3. Freehold right in utilities and the M&E systems such as electrical engineering, air-conditioning, sanitation, fire-fighting, communication, utilities for running the Siripinyo Building and various facilities which are the building's accessories.
4. Freehold right in movable assets such as furniture, tools and equipment, various fixed and non-fixed appliances and facilities for running the Siripinyo Building.

## 3. Policy, Overall Business Operation and Benefit Provision

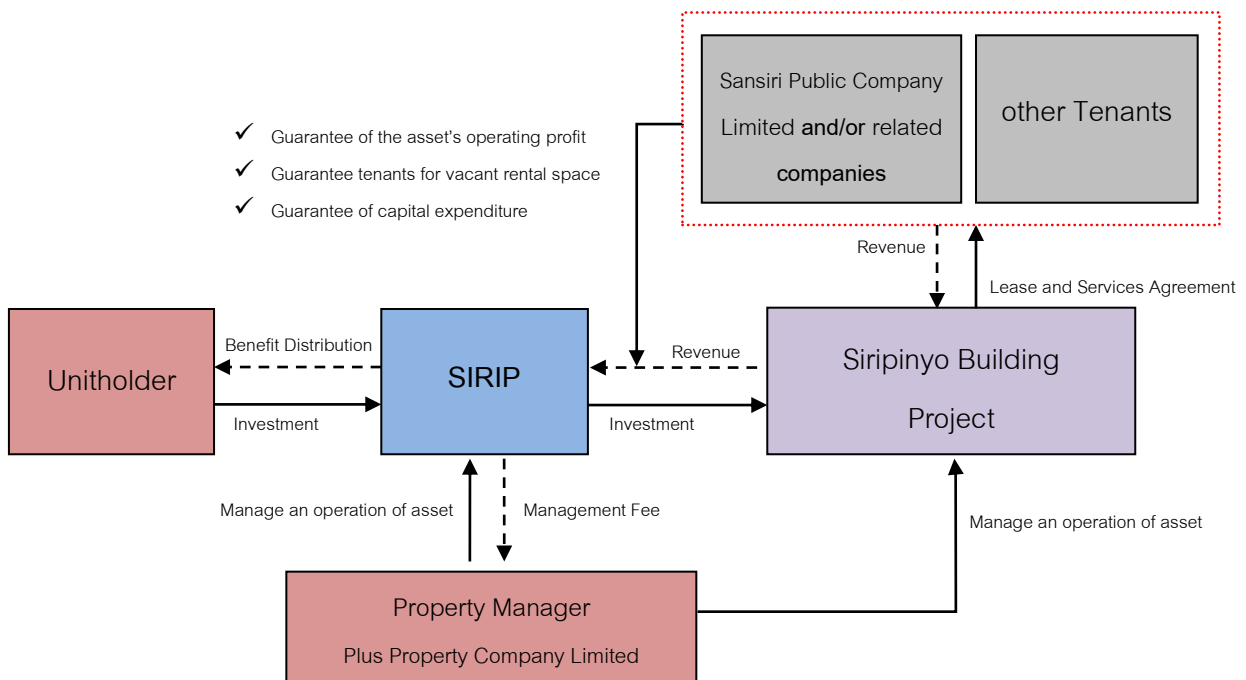
### 3.1 Vision, objective, target or Fund's strategy

The Fund aims to mobilize money from individual and entity investors locally and internationally. It will then use the raised fund to buy, rent and/or sub-lease immovable property where it will take transfer freehold and/or leasehold right and/or sub-leasehold right and will seek to gain profit from the property through leasing, sub-leasing, transferring and/or disposal of all immovable properties it has invested or owned. It will also renovate, change, build and/or develop immovable property by taking transfer construction permit and/or apply for other permits and/or perform other related and necessary duties for the benefit of the property with a purpose to generate incomes and financial returns to the fund and its unitholders. This includes investing in other assets and/or securities and/or gaining profits through other methods under the laws on securities and/or other relevant laws.

3.2 Provision for benefit from invested property by the fund

Structure for profit gaining

The management company seeks to produce gains from the planned 1st investment asset by leasing space in the property to tenants. The property manager will seek potential tenants who are interested in renting the space. It will try to increase an occupancy rate by advertising the space through related distribution channels including organizing an open house and having direct discussions with people wishing to rent the space. Advertising materials will be updated and distributed through various media to incentivize the property manager to manage the 1st investment asset for a satisfying performance. The management fee the fund will pay the property manager is varied in accordance with the fund’s performances (For more details: Please see the SIRIP prospectus in Clause 28.2: Fees and expenses charged to the fund). After the fund invests in the 1st investment asset, it will become a contractual party with tenants under the lease agreement of the 1st investment asset and related service agreements. These contracts are standardized with similar rules and conditions applicable to every small tenant. They include, for example, an initial lease and service term of three years, requirement for tenants to place a security deposit for the lease and services with the lessor, and the lessor’s right to terminate the agreement in case of tenant’s breach of contract. The fund will lease space in the 1st investment asset to retail tenants excluding furniture, tools, equipment and utilities owned by each retail tenant.



- ✓ Guarantee of the asset's operating profit
- ✓ Guarantee tenants for vacant rental space
- ✓ Guarantee of capital expenditure

Remark:

1. Guarantee of the asset's operating profit, ended on 30 March 2015.
2. Guarantee tenants for vacant rental space, ended on 30 March 2017.
3. Guarantee of capital expenditure, ended on 30 March 2017.

## 3.3 Information of the fund's asset

## 3.3.1 Details of the fund's asset as of 31 December 2023

Fund	Asset Value (Baht)	Net Asset Value (Baht)	NAV/Investment Unit (Baht)
Sansiri Prime Office Property Fund	1,926,442,352.49	1,900,736,912.82	11.1808

Project name	Siripinyo Building
Type	Land and construction (Office Building)
Location	475 Sri Ayudhaya Road, Kwaeng Thanon Phaya Thai, Ratchathewi, Bangkok
Appraiser	TAP Valuation Co., Ltd.
Market value expected from the appraisal review	1,849,000,000 Baht
Appraisal Review Date	31 December 2023
Period applied to calculate each project's value	The fund invests in freehold right, which means that no period is specified.
Appraisal review method	Income Approach
Income during the 2023 fiscal year	88,509,789 Baht

<sup>(1)</sup> Information as of 31 December 2023

### 3.3.2 Assets invested by the fund categorized by nature and the ratio to the fund's NAV as of 31 December 2023

Siri Prime Office Property Fund

Details of investments

As at 31 December 2023

Type of investment	Land title deed	Area	Location	2023				2022			
				Cost	Fair value	Percentage of investment	Percentage of NAV	Cost	Fair value	Percentage of investment	Percentage of NAV
		(Rai-Ngan-Sq. Wah)		(Baht)	(Baht)	(%)	(Baht)	(Baht)	(Baht)	(%)	(%)
<b>Investments in property</b>											
Siripinyo Building Project (Note 6)	1251	2-3-13.4	Sri Ayutthaya Road, Khwaeng Phaya Thai Road, Khet Rajlaewee, Bangkok	1,699,496,797	1,849,000,000	98.29	97.28	1,699,496,797	1,843,000,000	97.71	97.57
<b>Total investments in property</b>				<b>1,699,496,797</b>	<b>1,849,000,000</b>	<b>98.29</b>	<b>97.28</b>	<b>1,699,496,797</b>	<b>1,843,000,000</b>	<b>97.71</b>	<b>97.57</b>
<b>Investments in securities</b>											
<b>Fixed deposits</b>											
Kasikornbank Public Company Limited (Note 13)		July 2023	0.15	-	-	-	-	2,274,000	2,274,000	0.12	0.12
		July 2024	0.85	2,274,000	2,274,000	0.12	0.12	-	-	-	-
<b>Bank of Thailand Bonds</b>											
Bank of Thailand Bond (CB23105A)		January 2023	0.50	-	-	-	-	12,999,287	12,998,647	0.69	0.69
Bank of Thailand Bond (CB23209A)		February 2023	0.63	-	-	-	-	27,981,164	27,981,164	1.48	1.48
Bank of Thailand Bond (CB24208B)		February 2024	2.05	29,936,109	29,935,176	1.59	1.57	-	-	-	-
<b>Total investments in securities (Note 7)</b>				<b>32,210,109</b>	<b>32,209,176</b>	<b>1.71</b>	<b>1.69</b>	<b>43,254,451</b>	<b>43,253,811</b>	<b>2.29</b>	<b>2.29</b>
<b>Total investments</b>				<b>1,731,706,906</b>	<b>1,881,209,176</b>	<b>100.00</b>	<b>98.97</b>	<b>1,742,751,248</b>	<b>1,886,253,811</b>	<b>100.00</b>	<b>99.86</b>

Remark: NAV as of December 31, 2023 is THB 1,900,736,913

### 3.3.3 Details of each investment transaction in property or leasehold right between 1 January 2023 and 31 December 2023

During the past fiscal year, the fund did not additionally invest in the property.

### 3.3.4 Details of each disposal or transfer of leasehold right between 1 January 2023 and 31 December 2023

During the past fiscal year, no leasehold right of the immovable property was disposed of or transferred.

#### 4. Industrial Outlook of The Business and Provision for Benefits from Invested Property Overview of Bangkok’s Office Building Market in 2023

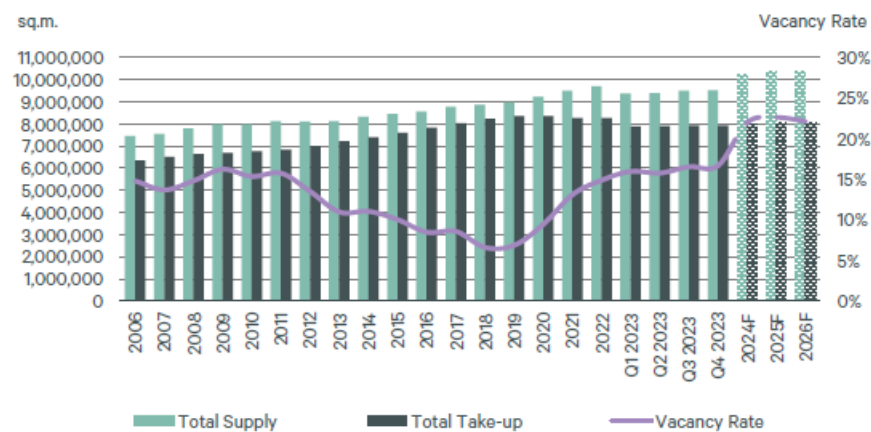
According to the report of the Research and Development Department of CBRE Thailand Company Limited (CBRE), the overview of the office building market in Bangkok has declined in its rental rates with additional supply expected during the next 2 years.

TABLE 1: Bangkok Office Market

	Total Market (sq. m.)	Total CBD (sq. m.)	CBD Grade A+ (sq. m.)	CBD Grade A (sq. m.)	Non-CBD Grade A (sq. m.)
Total Stock	9.52 million	4.89 million	0.46 million	0.93 million	0.54 million
Total Take-up	7.93 million	4.01 million	0.28 million	0.74 million	0.37 million
Total Vacancy	1.59 million	0.88 million	0.18 million	0.20 million	0.16 million
% Vacant	16.7%	17.9%	39.0%	21.1%	30.4%

Source: CBRE Research, Q4 2023

FIGURE 1: Office Supply, Demand and Vacancy Rate



Source: CBRE Research, Q4 2023

##### Supply

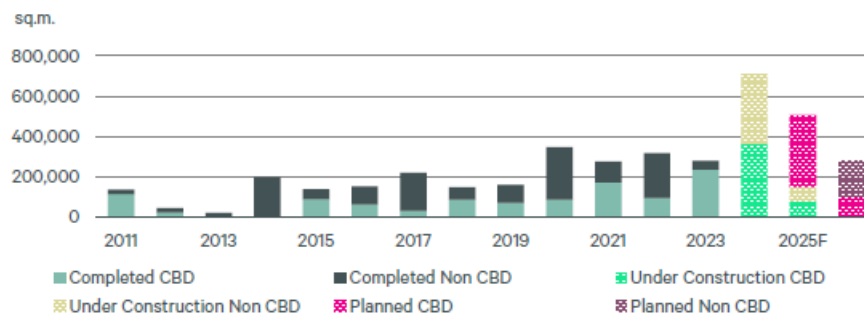
The supply of office space for rent in the 4th quarter of 2023 increased by 0.3% from the previous quarter thanks to the launches of new projects in the Sukhumvit area, and the total office building space for rent was 9.52 million square meters as a result, while there are more than 0.77 million square meters of office space for rent under the planning stage, which are expected to be completed between 2025-2029 and most of which are near the existing large mass transit system or expansion points.

##### Demand

Considering the overall office occupancy rate at the end of 2023 were at 7.93 million square meters (approximately 83.3%), a decrease of 0.2% from the previous quarter. In the fourth quarter of 2023, the overall occupancy rate was found to have increased by about 2.6% from the previous quarter. This was divided into Grade A+ office buildings, which saw an increase in leased space of about 16,262 square meters. Grade A and Grade B office buildings in non-CBD areas saw an increase in leased space of approximately 15,776

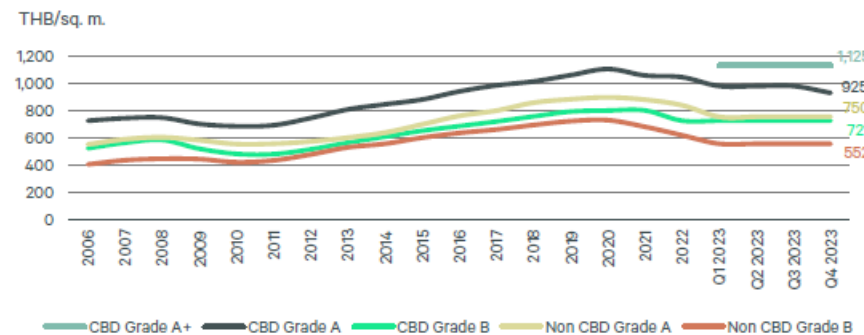
square meters and 5,666 square meters, respectively. In the other side, Grade A and Grade B office buildings in the CBD saw a decrease in leased space of approximately 8,076 square meters and 19,128 square meters, respectively, in Q4 2023, there was an increase of over 81% in new leasing transactions, which is consistent with the increase in inquiries for available rental space. The most of new tenants are Thai companies in the technology and consulting industries, followed by American companies in the technology and banking industries. More than 26.5% of new leased space is flexible working space and the remaining 73.5% is traditional working space. Most of the leased space is between 100 to 300 square meters.

FIGURE 2: Completed, Under Construction and Planned Office Supply by Area



Note: The figure is reviewed quarterly. Our forecast on future supply may be subject to change.  
Source: CBRE Research, Q4 2023

FIGURE 3: Rental Rates



Note: Based on 100-300 sq. m. transactions  
Source: CBRE Research, Q4 2023

### Average Rental Rate

Regarding the average rental rate of most office buildings in overview, its average rental rate was stable, whereby the average rental price of Grade A Plus office buildings was stable at 1,125 Baht per square meter in the 4th quarter of 2023, similar to the rental rate of office building space of Grade A and Grade B office buildings in the non-CBD area that was stable 750 Baht per square meter and 552 Baht per square meter, respectively. However, the average rental rate of Grade A office buildings in the CBD area decreased by approximately 5.1% QoQ to 925 Baht per square meter.

CBRE’s outlook for the Bangkok office market in 2024, predicts that the supply of office buildings currently under construction will improve the overall quality of the market and reduce the average age of office buildings. Four Grade A office buildings are scheduled for completion in Bangkok by 2025, offering a total leasable area of over 355,336 square meters. These include One Bangkok Tower 3 with 98,500 square



meters of leasable space, One Bangkok Tower 4 with 96,302 square meters of leasable space, and One Bangkok Tower 5 with 100,534 square meters of leasable space (to be completed in 2024). The development also includes Central Park Offices, which will offer 60,000 square meters of leasable space upon completion in 2025.

As the market experiences an influx of new supply, average rental rates will face downward pressure. Older office buildings, particularly those lacking renovations, amenities, or proximity to major public transportation, will be most impacted. Existing tenants in these buildings may be more likely to relocate, while attracting new tenants will be challenging due to the increased competition from modern office spaces entering the market.

CBRE projected that the trend of flexible office buildings for rent (flexible working space) will continue to grow as a result of the hybrid working policy. In addition, the lease terms concerning both the lease contracts and the rental areas will be more flexible as the number of new office space leases in co-working spaces in Grade A office buildings was increased. Furthermore, companies may consider moving to a high-quality office building in a good location to promote a good working environment, which LEED and WELL standards would be essential for new office buildings to attract tenants.

SCB Economic Intelligence Center (EIC) shares the view that the demand for office rentals in 2024 is likely to experience slight growth. This growth is attributed to two factors: firstly, the influx of new companies, particularly foreign and multinational corporations seeking Grade A CBD office space, and secondly, the anticipated recovery of the domestic economy, which is projected to be stronger than the previous year. However, this growth may be tempered by the continuous increase in new supply, which is expected to outpace the rise in demand.

However, the risk of a severe downturn in office rental projects remains lower in the Asia Pacific region, including Thailand, compared to the United States and Europe. This is attributable to the continued prevalence of office-based work cultures in Asia compared to the Western world. Starting in early 2023, Thai companies, particularly large corporations, have begun implementing policies that encourage a return to the office environment. However, this trend could be countered by a continued surge in new office space supply. If this occurs, while demand for office space is expected to remain subdued or experience only modest growth, Grade B and older Grade A office space will likely be most impacted. By adapting their leasing strategies to accommodate evolving work styles, office spaces can mitigate the previously mentioned risks.

Sources: Reference data from

- CBRE (Thailand) Co.,Ltd. "Market research of the office building sector", Q4/2023

- SCB Economic Intelligence Center (EIC): Industry insight : Commercial real estate (Nov 2023)

## 5. Risk Factors

Investment in the fund's investment units involves risk. Investors are advised to thoroughly review details of the project especially risk factors before making a decision to buy the units.

The following statements describe risk factors with certain material implications that may affect the fund or the price of its investment units. Aside from risk factors discussed in this project, there could be other factors that the fund cannot visualize at the moment, or a risk that the fund may not consider significant at the moment, which yet could be transformed into a risk factor with a material implication in the future. All the risks being discussed here and potential risks that could exist in the future may have a material effect to the fund's business, operation result and financial status.

Explanations about risk management guidelines, risk prevention measures and/or the fund's ability to reduce risk is not an affirmation that the fund will be able to pursue all or part of risk mitigation measures as stated. Nor shall it be considered a confirmation that all the risks stated herein will either be reduced or will no longer exist.

Success and/or ability to reduce these risks meanwhile depend on several factors beyond the fund's control. Forward-looking statements in the project details as reflected in the use of wording of, for example, "it is believed that," "it is estimated that," "it plans to," "it intends to", "approximately," or a financial estimate of a future project, an estimate of business outcomes, a business expansion plan, amendment of legislations relating to the fund's business or change of government policy are all forecasts of future events. To elaborate, they are opinions made by the fund management, the property owner, the property manager, the financial advisor, the underwriter or any other person and it is not a confirmation of these assumptions whatsoever. Nor is it a certification of operation result or any future happenings. This is not a guarantee and/or a confirmation that actual operation result, which will take place in the future, will correspond to projected statements of income. Moreover, actual operation results, and estimate or projection may produce a material difference.

Information in this section which refers to or is related to the government, public agencies or the economy could be compiled from disclosed information or from printed materials of the government or public agencies or other sources that the fund may not check or certify its accuracy.

Since financial returns from investment in the fund's units are long-term, investors should not expect to receive short-term yield. In addition, an offering price of the units and its value in the future may be lower or higher, or investors may not even receive the principal in return. As a result, interested public wishing to buy investment units should consult an investment advisor for advice with regard to the fund management before making a decision to invest in the fund's units.

### (a) Operation Risk

**1) Risk of the fund's operation result depends on the property manager's competency.**

The fund will appoint Plus Property Co Ltd to manage the 1st investment asset it plans to invest. Plus Property will perform duties by managing the planned 1st investment asset as designated by the fund as well as jointly define a policy aimed to gain profit and manage the asset. This includes, for example, seeking new tenants, renewing lease and service agreements with existing tenants, advertising, public relations and sales promotion, maintenance or developing the 1st investment asset to keep it in a good and proper condition to generate further gains. The property management will have a direct effect to the fund's operation results.

However, if Plus Property cannot perform its duty as a property manager due to any reason, although the fund has already offered an attractive and high-enough remuneration rate for a property manager, the fund may still not be able to appoint other persons who can manage the 1st investment asset as effectively as Plus Property. This could lead to a materially negative effect to the fund's operation results, financial status and ability to pay dividend.

**2) Conflict of interest between the fund and the property manager may affect the fund's operation.**

Although the management company defines roles and responsibilities of Plus Property as the property manager to manage the 1st investment asset with care and attention, yet, any conflict of interest between the fund and Plus Property in its capacity as the property manager may take place since Plus Property continues to manage other office buildings aside from Siripinyo Building as disclosed in the project.

However, due to different demands of office space tenants who make decisions on various factors ranging from locations to available facilities, budgeting and convenience for commuting and business-making, tenants will usually be the party who determine which building they will rent. In addition, the fund also hires Plus Property to manage the 1st investment asset through a contract, which tends to induce Plus Property to continue generating profit to the fund, and this could help reduce risk possibly resulting from a conflict of interest.

At present, Plus Property oversees several office building projects but in its capacity as a building manager only. In other words, it has no duty to recruit tenants except for Siripinyo Building.

The management company has set guidelines to evaluate the property manager's performance. Details are in Clause 20 Re: Information of property manager. The fund manager may change property manager in the following cases:



- If an annual operation result of the asset in which the fund has invested is lower than the budget in the annual operation plan proposed by the property manager and approved by the fund for more than two consecutive fiscal years; or
- If an average occupancy rate of the 1st investment asset at the end of the year is lower than 80% for more than two consecutive years.

These conditions will be exempted in any fiscal year if there is a major renovation, or in case of force majeure or effect from economic conditions.

### 3) Insurance Risk

The fund is exposed to operation risk and attempts to gain profits from the 1st investment asset. Although the fund takes out insurance to adequately cover the 1st investment asset as required by relevant laws, yet, it may not buy insurance to cover certain types of risk that may incur, or if it can, insurance premium may be too expensive when compared with economic benefits the fund will receive, as in the case of, for example, losses from war or terrorism. The fund may not be able to exercise all or part of its claim stated in a relevant policy, or there may be delay for a compensation to be paid from the policy for which the fund is not at fault. As a result, the fund may be exposed to financial loss in case of a serious incident that prevents the fund from being adequately compensated or from providing an insurance against a particular risk; and this could have a direct effect to financial returns unitholders are expected to receive.

However, the management company will make sure that the fund is a beneficiary under the existing insurance for the 1st investment asset so that the fund is covered by property all risk insurance, public liability insurance and business interruption insurance. With regard to property all risk insurance, the fund will be a sole beneficiary where the insured sum will not be lower than the replacement cost excluding costs of land and foundation evaluated by a property appraiser during the latest appraisal before the insurance is renewed. In this regard, the management company is of the view that the requirement that the insured sum will not be lower than the replacement cost excluding costs of land and foundation throughout the lease term even though the least agreement's term is quite short is reasonable enough because the replacement cost should be enough for a new project to be built if the entire project suffers damage.

For public liability insurance, the third party who suffers damage will be the beneficiary and the fund will define the insured sum as appropriate. Meanwhile, for business interruption insurance, the fund will set an insured sum as appropriate and enough to compensate any

loss of income it may suffer during a renovation or construction period. In this regard, the fund will be a sole beneficiary.

**4) Risk from Borrowing**

If the fund takes out a loan based on criteria stated in the project, it may be exposed to risk resulting from such borrowing due to changes in economic conditions, interest rates and repayment ability of contractual parties, which may affect the fund's operation. The fund could suffer a lack of liquidity, or this could affect its ability to repay the principal, interest and dividend to unitholders. The fund may try to reduce this risk, for example, by hedging interest rates or extending a repayment period. Yet, to do anything in this nature, the fund must take into account relevant laws and the best interest of unitholders.

**(b) Risk relating to an ability to gain profits from the asset**

**1) Risk from economic volatility that could affect the property**

The asset in which the fund will invest carries a risk from economic volatility and economic downturn locally and internationally.

The asset may also be affected from other macroeconomic factors such as political change, town and planning change or changes in population structure or migration, which could affect tenant's status or policy. This in turn could lower rental rates of both the space and the 1st investment asset in which the fund will invest.

**2) Risk from higher competitions**

The fund's operation result may be affected from market conditions. In other words, an increasing number of business operators in the market could increase supply and therefore intensify competition.

**3) Risk from higher competitions**

The fund is exposed to a risk if the 1st investment asset in which the fund will invest is expropriated by the state, which means the fund won't be able to use the asset for business purpose.

In case of land expropriation, it may not be able to receive compensation, or the compensation can be higher or lower than the value of the 1st investment asset. This could possibly jeopardize financial returns unitholders expecting to receive from their investment both in terms of dividend and investment capital

However, based on the management company's enquiries with relevant authorities such as the Office of Public Works, Bangkok Metropolitan Administration; Expressway Authority of

Thailand; and Mass Rapid Transit Authority of Thailand, it is found that, based on the existing information, the site where the 1st investment asset is located is not subject to land expropriation for any mass transit project in the future. However, the management company is unable to fathom a chance that the land could be expropriated in the future because land expropriation is the government's policy, which entirely depends on the government's need to use the land at a particular point in time.

**4) Risk from possibility that the major tenant will move out of the building before or when the lease term is due**

The fund leased a total of 11,987 square meters or 65.20% of the total leasable area (as of December 31, 2018) in the asset to Sansiri and/or related companies. Sansiri is a reputable company with a strong financial status, which means the fund was convinced that it would receive a stable flow of income and service fees from the rented space throughout the period this major tenant leases the space. Yet, following the fund's investment in the 1st investment asset, Sansiri and/or related companies did not clearly express whether they would continue renting the space after the agreement expired. If Sansiri and/or related companies had no intention to continue leasing the space, the fund may not be able to find a new tenant to rent vacant space, or finding a new tenant may take time, or both rental or service rates a new tenant would pay may be lower than the rates Sansiri and/or related companies agreed to pay. This would affect operation results of the 1st investment property as well as financial returns of the fund's unitholders. To minimize impact from this possible circumstance, Sansiri and/or related companies agreed to rent space in Siripinyo Building following the investment in the 1st investment asset initially for three years where the combined rental and service rates per square meter for Year 1, 2 and 3 would be Baht 580 per month, Baht 600 per month and Baht 620 per month, respectively. They also agreed to rent the space for another two years after the initial lease period expired at a combined rate of rental and service fees per square meter totaling Baht 640 per month and Baht 650 per month in Year 1 and Year 2, respectively. (Additional details are in Summary of essential information of the draft agreement to establish rights and actions).

In case a major tenant moves out of the leased space in the 1st investment asset, or if it refuses to renew the lease agreement to which the fund is of the view that this will materially affect the fund's operation result, as a result, to handle this situation, the fund has prepared the following:

- During the renewal two-year lease period, if Sansiri Public Company Limited and/or related companies no longer wish to renew the lease agreement, they are required to notify

the fund in advance for no fewer than one year before the end of the lease term to allow the fund enough time to find a new tenant for the lease to continue; and

- Following the notice to the fund that the major tenant no longer wishes to renew the lease agreement and the fund is able to find a new tenant who wishes to rent the same space, Sansiri and/or related companies agree to terminate the lease agreement before its due date to allow the fund to directly enter into a new lease agreement with a new tenant; and
- If the rental and service rates entered between the fund and a new tenant is lower than what Sansiri and/or related companies pay at the time, Sansiri agrees to guarantee the difference between the rental and service rates of the lease agreement Sansiri and/or related companies have executed with the fund and those entered between the fund and the new tenant until the two-year lease renewal period expires.

However, if the fund cannot solicit a new tenant to lease the entire vacant space after the lease period, this could materially affect the fund's dividend payment. The management company may consider offering the 1st investment property, (details of which are in Clause 5.1.17: Special conditions), if it finds market condition is conducive enough and sales of the asset will result in a better yield to unitholders.

The 1st investment is freehold right in land and office building for rent located in a high potential site close to the BTS skytrain's Phaya Thai station and Bangkok Airport Rail Link's station of the same name, the very factor that helps driving property value in the same area. CB Richard Ellis (Thailand) Co Ltd reported that land price actually changed hands in Phaya Thai-Phahon Yothin area during 2001-2012 rose 260% from Baht 200,000 per square wah to Baht 1 million per square wah. The management company expects that offering of the 1st investment asset is a chance to offer a great yield for investors.

**(C) Direct Risk to the fund or unitholders**

**1) General Risk**

Economic and business conditions at national and global levels, which include inflation rate, interest rate, exchange rate, consumables prices, property prices and financial and fiscal policies of the government, Bank of Thailand and other authorities may affect the fund's operation result, financial status and investment. Besides, economic downturn and falling consumers' demands could materially affect the fund's operation result in a negative way, which could drive the unit's trading price in the stock exchange higher or lower than its offered price.

Besides, the unit's trading price in the stock market could be affected from several external factors beyond the fund's control such as disruption at overseas stock markets, domestic and international interest rates, exchange rates, direct or indirect policies or measures affecting import or export, tourism situation, foreign currencies, operation and business risks in general, volatility experienced by the consumables market, tax regulations and other government policies. There is no guarantee that changes resulting from these external factors will have no material effect to the fund's unit price, investment returns and its management.

**2) Political Risk**

Political conflict could affect Thailand's economy and its stock market, which may have a grave impact to the fund's financial status. There is no way to guarantee that Thailand's current or future political situation or change of government policies will have no material effect to the fund's operation, financial status, performance and growth.

**3) Risk from natural disasters, accidents and terrorism**

Although chances for natural disaster, accident, terrorism and other force majeure to happen are minimal, if it occurs at the location of the 1st investment asset, not only the incident will damage the fund's property, it may result in losses of life and assets of tenants and customers in an immeasurable way. However, the fund has bought casualty insurance with a limited sum insured to cover damage from accident and other force majeure such as damage to machinery, theft and electrical equipment for the 1st investment asset. This is in compliance with the insurance policy's conditions that the fund has arranged based on general standards. The management company has bought both casualty insurance and the third-party liability insurance covering the entire period during which the fund invests as required by the Office of SEC.

**4) Risk from due diligence**

Before investing in the 1st investment asset, the management company has conducted a due diligence and details from appraisal report, legal due diligence report issued by a legal advisor and asset condition examination report based on relevant professional standards. However, this action does not guarantee that the property is without damage or defect that may require expenses for repair or renovation. The appraisal report, the legal due diligence report and the examination report of the property's condition used by the management company as a basis for property assessment may contain some defects or inaccuracies since some of them are difficult to detect or even undetectable due to limitation in the examination itself or the examination technique or others that constrain both appraisers and engineers.

In addition, the 1st investment asset may violate rules and regulations governing the property that is not covered by the management company's due diligence. This may result in expenses that exceed what the management company has estimated before making its investment, or it could



create an obligation to comply with requirements defined by the authorities in relation to such violation.

**5) Change of accounting standards or relevant laws**

The fund's operation results and dividend payment may be affected by an enforcement of new accounting standards or amendment, something that the fund cannot control or project. Amendment of laws, announcements, requirements, regulations, by-laws, policies and/or instructions of the authorities or agencies with legal authority can also be considered a situation that one cannot forecast. The fund therefore cannot evaluate any impact from such change, nor can it guarantee that the change will have no effect to its operation and dividend payment.

**6) Unit price may subject to change after its IPO**

After the fund's units are listed in the stock exchange, the management company cannot forecast whether or not the trading of investment units in the stock exchange will be stable. The unit's market price could fall after the first trading day at the stock market and the price may not correspond to the fund's NAV. The unit's trading price may depend on several factors such as the fund's operation result, volatility in the stock market and its trading volumes. Investors may not be able to sell their units at the IPO price or at the price that reflects the fund's NAV.

**7) NAV may not be the actual value the fund will receive when the entire asset is disposed of or when the fund is dissolved**

The fund's NAV mentioned here is calculated on the basis of an appraisal report. As a result, if the fund has to dispose of its asset in order to restructure its investment or that the fund will be dissolved, this value could be higher or lower than the actual value the fund should have received if all or part of the asset is disposed of.

**8) Risk from lack of liquidity to trade the units in the secondary market**

Since the fund is a closed-end fund listed in the stock market, the trading liquidity will be evaluated from frequency and volumes of investment units being traded there, which is mainly based on volumes of bid-offer and this, in turn, depends on several factors beyond the fund's control, including, for example, investment demands for the fund's units at a particular point. As a result, there is a risk that the trading of investment units in the secondary market could become illiquid.

**9) Tax Risk**

When the fund sells, transfers or accepts transfer of leasehold or freehold right, or if it transfers or accepts transfer of a property (if it invests in property) in the future, it may have to pay all or part of taxes and fees resulting from such transaction. Fee rates and tax rates the fund will need to pay may be different from the existing rates.

**10) The property fund's risk compared to risk faced by other types of fund**

The property fund is required to invest no fewer than 75% of its NAV in immovable property and/or leasehold right, which restricts its investment in immovable property only. Other types of mutual fund enjoy a more diversified investment policy by being able to invest in other types of financial instruments.

**11) Capability to pay dividend**

The fund's ability to pay dividend will be based on its operation result, which in turn depends on various factors, namely, local and international economic conditions, the property manager's competency, costs of property management, operation expenses, competitions, legislative and regulatory amendments, natural disasters and political conditions. Investors therefore may not receive dividend as expected.

**12) Risk from using the fund's NAV to set the unit's trading price**

The fund's NAV as announced by the management company is calculated on the basis of the appraisal report or the latest appraisal review report used to define the property value, which however may not be the value that can be actually traded.

**13) Risk from Covid-19 that could lead to stock market volatility worldwide, which may materially affect the fund's profit-seeking activity, financial status and performance**

Worldwide epidemics during the past several decades such as SARS, H5N1 and the current Covid-19 may trigger adverse impacts to the economy in various ways. It could negatively affect the economy around the world, affect investment decisions and expose equity markets around the world to extensive volatility. In addition, the new pandemic may impose travel restriction and restricted use of public transportation. Tourist sites and office buildings will have to be shut down. Any change to the equity markets or the economy at the regional or global levels with material implications due to the outbreak will have an adverse negative impact to the fund's ability to seek profits, its financial status and performances. The effect could be expansive and does not necessarily limit to Thailand.

**14) Risk from additional property investment in the future**

After 2013, the fund is restricted to make an additional investment in property. If it feels the need to increase its capital or borrow fund for future investment, it is required to convert from its current status into the Real Estate Investment Trust (REIT). This conversion however requires a resolution adopted by unitholders in compliance with the notification of the Office of SEC and other relevant notifications.

## 6. Legal Disputes

During the past fiscal year, the fund had no litigation, arbitration dispute or other legal dispute with material implication and direct relation with the fund's business that the management company believes will generate an immensely negative impact to the business, its financial status, operation results and operation trend in the future.

## 7. Other Important Information

-None-

## Section 2 Management and Corporate Governance

## 8. Information of Investment Units of The Fund

### 8.1 Information of Investment Units and Unitholders

#### 8.1.1 Information of investment units

Fund Capital	1,700,000,000 Baht
Par value	10.00 Baht/unit
Number of units	170,000,000 unit
Investment unit type	Identify
IPO price	10.00 Baht/unit
Current Authorized Capital	1,700,000,000 Baht
Net asset value as of 31 December 2023	1,900,736,913 Baht
Net asset value as of 31 December 2022	1,888,939,985 Baht
Net asset value per unit as of 31 December 2023	11.1808 Baht/unit
Net asset value per unit as of 31 December 2022	11.1114 Baht/unit

#### 8.1.2 Investment Unit Price Information

Closing price as of 28 December 2023	6.70 Baht/unit
High price (period of 3 January – 30 December 2023)	9.45 Baht/unit
Lowest price (period of 3 January – 30 December 2023)	6.20 Baht/unit
Average price (period of 3 January – 30 December 2023)	8.30 Baht/unit
Market Capitalization as of 28 December 2023	1,139,000,000 Baht

## 8.2 Unitholder Information

(1) The list of 10 Major Unitholders including unitholder holding units at least 0.5% of SIRIP as of record date on March 1, 2024

No.	Name	Units	Proportion %
1	SOCIAL SECURITY OFFICE	46,820,800	27.54
2	BB CAPITAL COMPANY LIMITED	42,700,000	25.12
3	KRUNGTHAI-AXA LIFE INSURANCE PUBLIC COMPANY LIMITED	10,000,000	5.88
4	MR. PRAPAS CHUTIMAVORAPHAND	9,019,100	5.31
5	MRS. SUMITRA CHUTIMAVORAPHAND	8,399,700	4.94
6	MR. CHANACHAI CHUTIMAVORAPHAND	8,203,000	4.83
7	MS. YAOWALUCK CHUTIMAVORAPHAND	8,150,000	4.79
8	MRS. YAOWANUCH DEJVITAK	8,150,000	4.79
9	MUANG THAI INSURANCE PUBLIC COMPANY LIMITED	2,885,600	1.70
10	MS. DUANGKAE CHINTHAMMIT	1,110,000	0.65
11	MS. DUANGDAO CHINTHAMMIT	1,080,000	0.64
12	MR. APICHART MIKI VALYASEVI	1,000,000	0.59
13	MR. SOMCHAI CHINTHAMMIT	1,000,000	0.59
14	MRS. SAOWANEE NEAMSON	1,000,000	0.59
15	MS. CHALIYA PANUPONG	906,800	0.53

(2) Major unitholder (holding investment unit more than or equal to 10%, including the same group of person)

No.	Name	Units	Proportion %
1	SOCIAL SECURITY OFFICE	46,820,800	27.54
2	BB CAPITAL COMPANY LIMITED	42,700,000	25.12

(3) Groups of unitholders having influence on materially assigning the policies related to management or operation of the Management Company

-none-

### 8.3 Payment of Financial Return

#### 8.3.1 Policy and Procedures of Dividend Payment

The fund's policy is to pay dividend to unitholders at least twice a year. The management company may consider paying an extra dividend beyond these normal dividend payments to unitholders if necessary and appropriate.

- (1) If the fund records a net profit in any fiscal period, the management company will pay no fewer than 90% of net profit excluding unrealized gains from any appraisal or appraisal review of assets or leasehold right in that period plus other adjustments as defined by the SEC to unitholders as dividend.
- (2) If the fund records any retained earnings in any fiscal period, it may pay a dividend from the retained earnings. Dividend payment from either net profit and/or retained earnings is possible only when such payment will not cause the fund to suffer higher accumulated loss in the fiscal period for which the dividend is paid.

The management company will pay dividend under (1) and (2) to unitholders within 30 days from the record date for dividend payment unless there is a reason to prevent the company from doing so within the period in which case the company will notify unitholders via the SET and will inform the SEC in writing.

#### Additional Conditions:

If dividend to be paid per investment unit during the fiscal period is lower than or equal to Baht 0.10, the management company reserves the rights not to pay the dividend on the occasion and will accumulate and pay it together with the dividend to be paid at the year-end fiscal period.

Regarding the rules governing dividend payment, the management company shall proceed in accordance with what is defined unless otherwise amended by the SEC, the Office of SEC and/or other agencies with legal authority to amend, announce, require, order, approve and/or relax the rules with which the fund management shall comply. The amount may also be used for other affairs relating to the fund, for example, refurbishing property or additionally investing in the leasehold right, which however must not exceed authority of the Investment Committee or the fund manager. The fund must have a system in place to manage the security deposit and be ready to return it to tenants upon their exercise of right.

For The year 2024, the Fund has a reserve policy for repairs, maintenance, property improvement of the fund planned. In 2024, the fund has reserved an amount that not more than THB 10.45 Million for the repairs, maintenance and improvement.

## 8.3.2 Historical Dividend Payment

No.	Period	THB/unit	Payment Date
1	28 March 2014 - 30 June 2014	0.1500	28 August 2014
2	1 July 2014 - 30 September 2014	0.1500	24 November 2014
3	1 October 2014 - 31 December 2014	0.1500	20 February 2015
4	1 January 2015 - 31 March 2015	0.1500	25 May 2015
5	1 April 2015 - 30 June 2015	0.1636	21 August 2015
6	1 July 2015 - 30 September 2015	0.1500	23 October 2015
7	1 October 2015 - 31 December 2015	0.1450	23 February 2016
8	1 January 2016 - 31 March 2016	0.1450	24 May 2016
9	1 April 2016 - 30 June 2016	0.1450	23 August 2016
10	1 July 2016 - 30 September 2016	0.1450	24 November 2016
11	1 October 2016 - 31 December 2016	0.1450	23 February 2017
12	1 January 2017 - 31 March 2017	0.1450	24 March 2017
13	1 April 2017 - 30 June 2017	0.1411	30 August 2017
14	1 July 2017 - 30 September 2017	0.1450	27 November 2017
15	1 October 2017 - 31 December 2017	0.1550	2 March 2018
16	1 January 2018 - 31 March 2018	0.1560	1 June 2018
17	1 April 2018 - 30 June 2018	0.1520	22 August 2018
18	1 July 2018 - 30 September 2018	0.1470	4 December 2018
19	1 October 2018 - 31 December 2018	0.1382	2 March 2019
20	1 January 2019 - 31 March 2019	0.1452	4 June 2019
21	1 April 2019 - 31 July 2019	0.1500	16 August 2019
22	1 August 2019 - 30 September 2019	0.1000	4 December 2019
23	1 October 2019 - 31 December 2019	0.1500	3 March 2020
24	1 January 2020 - 31 March 2020	0.1400	1 June 2020
25	1 July 2020 - 30 September 2020	0.0700	1 December 2020
26	1 October 2020 - 31 December 2020	0.0800	5 March 2021
27	1 January 2021 - 31 March 2021	0.0500	4 June 2021
28	1 April 2021 - 30 June 2021	0.0550	30 September 2021
29	1 July 2021 - 30 September 2021	0.0511	3 December 2021
30	1 October 2021 - 31 December 2021	0.0500	4 March 2022
31	1 January 2022 - 31 March 2022	0.0500	6 June 2022
32	1 April 2022 - 30 June 2022	0.0500	5 September 2022



No.	Period	THB/unit	Payment Date
33	1 July 2022 - 30 September 2022	0.0500	2 December 2022
34	1 October 2022 - 31 December 2022	0.0050	3 March 2023
35	1 January 2023 - 31 March 2023	0.0550	2 June 2023
36	1 April 2023 - 30 June 2023	0.0550	4 September 2023
37	1 July 2023 - 30 September 2023	0.0650	4 December 2023
38	1 October 2023 - 30 December 2023	0.0800	28 February 2024
<b>Total</b>		<b>4.3142</b>	

## 9. Fund Management Structure

### 9.1 Management Company

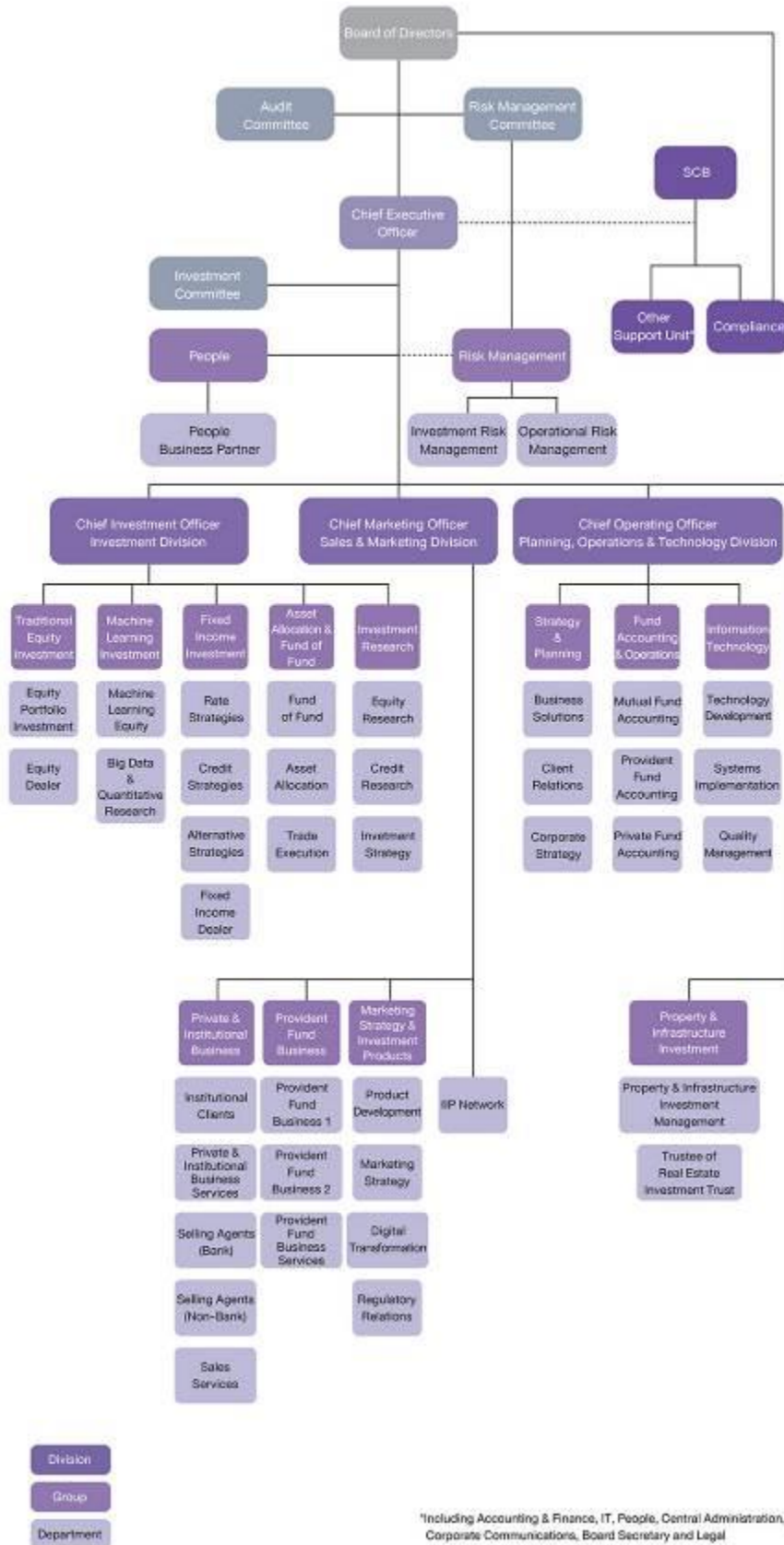
#### 9.1.1 Name, address, company registration, website phone and fax

Name	SCB Asset Management Co., Ltd.
Address	7-8th Floor. SCB Park Plaza 1, 18 Ratchadapisek Road, Chatuchak, Bangkok 10900 Thailand
Company registration	0105535048398
Tel.	0-2949-1500
Fax	0-2949-1501
Website	<a href="http://www.scbam.com">http://www.scbam.com</a>

#### 9.1.2 Management Structure, List of Shareholders, List of Directors, Executives and Fund Manager

The fact that Siam Commercial Bank Public Company Limited is the management company's major shareholder (holding 99.99% of its shares) shall have no effect to the management company's controlling authority. This is because its Board of Directors has exclusive management authority over the firm with no interference from its shareholder whatsoever.

### Organisation Chart



Information as at 31 December 2022

Due to the internal management structure described above, the Property & Infrastructure Investment Group is independent and separated from other functions where it has clear operating procedures and regulations. It also subjects to the supervision and audit of the Risk Management Committee; the Securities Regulation Division, Compliance Function; and the Audit Development and Subsidiaries Audit Function, all of which remain independent from the management and directly report to Board of Directors to prevent fraud or irregularities.

#### Board of Directors as of 31 December 2023

- |                  |                 |  |
|------------------|-----------------|--|
| 1) Mrs. Kittiya  | Todhanakasem    | Chairman and Chairman of the Risk Management Committee |
| 2) Mrs. Salinee  | Wangtal         | Director and Chairman of the Audit Committee           |
| 3) Dr. Yunyong   | Thaicharoen     | Director   |
| 4) Mr. Chalitti  | Nuangchamnon    | Director and Member of the Audit Committee             |
| 5) Mr. Narongsak | Plodmechai      | Director and Chief Executive Officer                   |
| 6) Mr. Patiphan  | Lertprasertsiri | Director and Member of the Audit Committee             |
| 7) Mr. Vitoon    | Pornsakulvanich | Director   |

#### Management Team as of 31 December 2023

- |                      |                 |   |
|----------------------|-----------------|---|
| 1) Mr. Narongsak     | Plodmechai      | Chief Executive Officer   |
| 2) Mrs. Pinsuda      | Phuwiphadawat   | Chief Operations Officer, Planning, Operations & Technology Division                                    |
| 3) Mrs. Nunmanus     | Piamthipmanus   | Chief Investment Officer, Investment Division<br>and Acting Head of Traditional Equity Investment Group |
| 4) Miss Pinkeo       | Saikeo          | Chief Marketing Officer, Sales & Marketing Division<br>And Acting Head of Agent Business Group          |
| 5) Mrs. Tipaphan     | Puttarawigorn   | Executive Director, Property & Infrastructure Investment Group  |
| 6) Miss Kunakorn     | Jiranukornsakul | Executive Director, Information Technology Group  |
| 7) Miss Naparatana   | Kanchanasomwong | Executive Director, People Group  |
| 8) Mr. Somphong      | Hirunkajonrote  | Executive Director, Fund Accounting & Operations Group  |
| 9) Dr. Poonsuk       | Lohsoonthorn    | Executive Director, Machine Learning Investment Group   |
| 10) Miss Suparat     | Areewong        | Executive Director, Marketing Strategy & Investment Products Group                                      |
| 11) Miss Onuma       | Cheepensuk      | Executive Director, Strategy & Planning Group   |
| 12) Miss Orawee      | Udompanich      | Executive Director, Investment Research Group   |
| 13) Mr. Varorith     | Chirachon       | Executive Director, Investment Research Group   |
| 14) Mr. Pramote      | Laosomboon      | Executive Director, Risk Management Group   |
| 15) Miss Mayura      | Tinthanasan     | Executive Director, Fixed Income Investment Group   |
| 16) Mr. Poksunart    | Chitmunchaitham | Director, Acting Head of Asset Allocation & Fund of Fund Group  |
| 17) Miss Katanchalee | Khukhwamdee     | Director, Acting Head of Private & Institutional Business Group   |

**List of property fund managers as of 31 December 2023**

- 1) Mrs. Tipaphan Puttarawigorn
- 2) Miss Phiraya Wannakiri
- 3) Mr. Navabool Thongongarj
- 4) Miss Siraya Srikasemwong
- 5) Mr. Kasidet Sirivirotsakul

**List of liquidity management fund managers as of 31 December 2023**

- 1) Miss Mayura Tinthanasan\*
- 2) Miss Naphaphan Lapworrakijchai\*
- 3) Mrs. Tuwadara Isarankura Na Ayutthaya
- 4) Miss Watchara Satitpornumnuay
- 5) Mr. Eakaluck Krasaesian
- 6) Miss Thatchaporn Ophatkhajorndet\*
- 7) Miss Kanlayada Na Pattalung
- 8) Miss Kamolrat Tangtanawat\*
- 9) Mr. Peeravit Limdeachapun
- 10) Mr. Chanon Arayasomboon
- 11) Mr. Adiphat Kummaraphat
- 12) Mr. Varoon Boonrumluektanom\*

Remark: \* Derivative Fund Manager

**9.1.3 Rights, Duties and Responsibilities of Management Company and Fund Manager**

The management company has the following roles and responsibilities to operate and manage the fund in accordance with the laws on securities:

**1. Fund management**

- (1) Manage the fund in accordance with project details approved by the Office of SEC and obligations made between the management company and unitholders; strictly comply with Section 125 and other provisions in the Securities and Exchange Act.
- (2) Define an obligation between unitholders and the management company, a fund supervisor appointment agreement and a prospectus, of which their essence must not be different from the respective draft already reviewed by the Office of SEC; oversee that the obligation and the project are in compliance with the laws on securities as well as notifications, rules and orders issued by virtue of such laws. In case any terms in the obligation or project is against or conflicting with the laws, notifications or rules, the management company must amend the obligation and project details without delay.

- (3) Submit, distribute and update the prospectus and project details based on the following rules and procedures:
- (a) Before the initial public offering of the investment units, the management company is required to send the prospectus no less than one business day to the Office before starting to deliver it to the public. The document will be sent via the Mutual Fund Report and Prospectus (MRAP)'s system. In case of information change, the management company is required to update the information without delay through the system.
  - (b) The management company must distribute essential information with regard to investment units and the fund to unitholders in an adequate manner. The company may prepare project details in case investors request or wish to have a look. The information must be updated.
  - (c) Upon the end of the IPO period, the management company must make available the project detail section in the prospectus at every office for the public to have a look or make a copy if unitholders request so. If the fund's investment units are listed in the SET, in case of any project amendment, the management company must notify the amendment to the SET without delay and within 10 business days from the day following the date the Office approves such amendment or the date the amendment resolution is adopted, as the case may be, until the fund is dissolved.
- (4) The management company wishing to establish an underwriting company to underwrite the units may do so. Yet, such underwriter must not be the same person, in terms of relationship, as the owner, the lessor, the transferor of leasehold rights and any person granting freehold right to property in which the fund will invest.
- (5) Invest the fund's investment fund in immovable property or others including to seek interest, purchase, lease, dispose of, transfer leasehold right, sell, alter, add or renovate immovable property or other assets already invested in accordance with the policy, objectives, rules, conditions and procedures stated in the project, which must be in compliance with the terms and rules of notifications of the SEC and the Office of SEC.
- (6) If the management company finds out that any individual or the same group of individuals holds more than one-third of investment units sold of any mutual fund, the management company will proceed in a manner to meet the Office of SEC's requirements.
- (7) Increase or reduce the fund's capital according to the rules and procedures stated by the project and/or required by the SEC or the Office of SEC.

- (8) Allocate the fund's profit by paying dividend to unitholders in accordance with the rules and procedures stated in the project and required by the Office of SEC.
  - (9) Appraise property values in accordance with the rules and requirements of the Office of SEC.
  - (10) Insure the fund in accordance with the rules and requirements of the Office of SEC.
  - (11) Examine property conditions in accordance with the rules and requirements of the Office of SEC.
  - (12) Submit relevant and necessary documents and information required for an appraisal or appraisal review as requested by an appraisal firm; facilitate the following:
    - (a) a property appraisal firm or a designated individual to survey immovable property acquired by the fund for appraisal purpose.
    - (b) A fund supervisor or a designated person to examine condition of immovable property acquired by the fund's investment as stated in the fund supervisor appointment agreement.
  - (13) Organize the meeting of unitholders if unitholders holding no fewer than 10% of all investment units sold request for such meeting.
  - (14) Amend or change the project or management procedures in accordance with the terms and conditions and rules stated in the project.
  - (15) Enter into any juristic act on behalf of the fund that the management company is authorized to do within the scope of laws.
  - (16) Do other things to achieve the fund's objectives and maintain the interest of unitholders within the scopes of the management company's duties and responsibilities, which however must not be in conflict with the laws on securities and/or other relevant laws.
  - (17) Dissolve the fund as defined in the project
2. Receiving and making payments  
The fund will receive and pay fees, expenses and/or other remunerations as defined in the project.
  3. Appointment of the related party to manage the fund
    - (1) Establish the Investment Committee;

- (2) Appoint individuals approved by the Office of SEC to perform the following duties:
  - (a) the Property Fund Manager to make decisions to invest or dispose of immovable property or leasehold right.
  - (b) The Fund Manager to make decisions to invest or dispose of assets under Clause 5.2 to manage the fund's liquidity.

The fund management company will openly post the property fund manager's name at its office.

- (3) Appoint the fund supervisor with qualifications as announced in the notification of the Office of SEC Re: Qualifications of the property fund's fund supervisor; change of fund supervisor, appoint a replacement according to the conditions of fund supervisor replacement defined in the project. This however will be subject to the Office of SEC's approval.
- (4) Appoint the registrar, change the registrar, appoint a registrar replacement with qualifications as required by the Office of SEC, and notify the appointment to the Office of SEC.
- (5) Appoint the registrar who can supervise the unitholding of foreign investors at a particular period following the Initial Public Offering to comply with the rules announced by the Office of SEC.
- (6) Appoint a property appraisal company to do an appraisal and review the fund's asset values. The appraisal company must be in the Office of SEC's approved name list.
- (7) Appoint a property manager who must possess qualifications with no prohibited characteristics announced by the SEC.
- (8) Appoint an advisor (if any) to advise the management company and/or the mutual fund.
- (9) Appoint an auditor with qualifications and without prohibited characteristics as announced by the Office of SEC Re: Approval rules applicable to auditors; change the fund's auditor, appoint a replacing auditor with complete qualifications as required by the Office of SEC, notify the appointment to the Office of SEC.
- (10) Appoint a liquidator to collect and distribute assets to unitholders and to perform other duties necessary for the liquidation to complete when terminating or dissolving the fund.
- (11) Appoint other persons to perform other tasks in relation to the fund such as construction supervisor, expert, Bill of Quantity specialist, building examiner, cleaner and building contractor.

4. Other duties

- (1) Register the asset booked as income resulting from sales of the project's investment units as the mutual fund with the Office of SEC within 15 business days from the closing of the offering period.
- (2) Apply with the SET to list the fund's investment units as listed securities within 30 days from the registration date of the fund's asset.
- (3) Receive a document acknowledging the registration of asset as the mutual fund from the Office of SEC by paying a relevant fee at a rate set by the Office of SEC in case the document is lost or destroyed.
- (4) Separate the fund's asset from the management company's asset; place the fund's asset with the fund supervisor and/or Thailand Securities Depository Co Ltd (TSD).
- (5) Prepare the register of unitholders in accordance with the rules and procedures of the Office of SEC and keep it.
- (6) Prepare an accurate investment account, submit an investment report to the fund supervisor in accordance with the rules and procedures of the Office of SEC
- (7) Calculate the asset value, the Net Asset Value (NAV) and the unit value in accordance with notifications governing rules, conditions and procedures to establish and manage the property fund, or rules and procedures of the Office of SEC.
- (8) Inform unitholders either by a notice or through the SETs investment system in case of any event or change after the day the asset value, the NAV and the unit value in Clause 29.3 is calculated, which is found to have a material effect to the fund's assets.
- (9) Prepare the fund's financial statements in accordance with the accounting standards of investment business and standards of Federation of Accounting Professionals; prepare the fund's report at every year-end and submit it to unitholders whose names are in the register and to the Office of SEC within four months from the end of the fiscal period.
- (10) Submit a copy of an appraisal report and an appraisal review report together with supporting documents to the fund supervisor and the Office within 15 days from the day the report is received.
- (11) Submit the following documents to the fund supervisor without delay upon an investment or a disposal of property or leasehold right:
  - (a) Document expressing ownership or freehold right, and an agreement to buy, lease, get transfer of leasehold right or grant freehold right in immovable property, as the case may be.
  - (b) A written agreement representing a disposal of immovable property or leasehold right.

The management company will issue a notice informing the possession of immovable property to the fund supervisor within five business days from the possession date.

- (12) Submit copies of the following agreements to the fund supervisor:



- (a) an agreement to appoint an appraisal firm within five business days from the signing date or from the fund supervisor appointment date in case the appraisal firm is appointed before the appointment of fund supervisor, as the case may be.
  - (b) An agreement to appoint a property manager and an advisor (if any) within five business days from the contract signing date.
- (13) Collect, follow up and order individuals under the appointment contract such as the property manager, advisor, construction supervisor and others to prepare, submit and write reports and/or perform tasks stated in the contract and/or requested by the Investment Committee (if any) and/or unitholders and/or persons with legal authority.
- (14) Send a summary of essential information with regard to the fund's investment or the disposal of its property or leasehold right to unitholders and the Office within 15 days from the investment or disposal date; post the information openly at every management company's office and the fund supervisor's head office within 15 days from the investment or disposal date for investors to have a look. The summary must contain essential information required by the notification of the Office of SEC.
- As soon as the investment units are approved to be listed in the SET, the management company will submit a summary of essential information under paragraph one to the SET, which replaces the delivery of information to unitholders, within the business day following the day the fund buys, leases, disposes of or transfers leasehold right, or within other timeframe required by the SET.
- (15) Sell, dispose of and transfer all or part of the fund's asset as appropriate.
- (16) Perform other tasks that the laws on securities define as the management company's duty.

#### Conditions for the Change of Management Company

The fund may change its management company upon the following circumstances:

1. When unitholders resolve by majority votes accounting for more than half of all investment units sold to change the management company, a new management company is appointed at any time during the term of the fund and a written notice is given to the management company no fewer than 30 days in advance.
2. In case of change of management policy defined in the project by a resolution of the unitholders' meeting, or if there is an amendment to the Securities and Exchange Act, notifications of the SEC, notifications of the Office of SEC and/or other relevant laws that prevents the fund management company from complying

with such notifications, orders, rules and regulations since the change may add more responsibility to the management company who then wishes to not continue performing its duty, the management company reserves the right to no longer manage the fund. In this regard, it will notify unitholders in writing of its intention to suspend its duty no fewer than 90 days from the day the end of its performance becomes effective. The unitholders' meeting will seek a new management company that is fully qualified as required by the laws on securities and approved by the Office of SEC to manage the fund as a replacement within 180 days from the day it is notified by the management company.

3. In case of a change of fund management or operation policy or procedures, or if there is any material change with regard to the unitholder structure, or in other cases that results in the management company no longer wishing to perform its duty, the management company reserves the right to no longer manage the fund. In this regard, it will notify unitholders in writing of its intention to no longer perform the duty (resignation) no fewer than 90 days from the day the end of performance takes effect. The unitholders' meeting will seek a new management company that is fully qualified as required by the laws on securities and approved by the Office of SEC to manage the fund as a replacement within 180 days from the day it is notified by the management company.
  
4. In case the fund management company has its mutual fund management license revoked which prevents the firm from being the fund manager, if changing a management company requires the Office of SEC's approval as defined by the laws on securities, the management company must seek such approval first. If it's the change under Clause 1, the management company will continue performing its duty until a new management company is appointed. However, its performance will not exceed 180 days from the date unitholders adopt a resolution to change the management company. Upon the 180-day period and if the fund cannot yet find a new replacement, the management company reserves the right to seek the Office of SEC's approval to dissolve the fund and this action is considered approved by every unitholder. If it's the case where the management company announces its resignation under Clause 2 or 3, the management company must seek at least one new management company, which is fully qualified according to the laws on securities and approved by the SEC within 180 days as a replacement for unitholders to approve and appoint as a new management company. If the candidate company recommended by the management company is not approved by unitholders and the fund cannot seek a new management firm within 180 days from the day the first 180-day period expires, the management company reserves the right to seek an approval from the Office of SEC to dissolve the fund where such action will be considered approved by every unitholder.

The management company is entitled to receive remunerations at the rate stated in the project for its performance in any period after unitholders resolve to change the management company under Clause 1,

or after the day the end of performance becomes effective, and/or to receive any damages which has incurred or may incur as a result of its performance. The remuneration will be calculated pro-rata based on the period during which the management company actually performs its duty.

## 9.2 Property Manager

### 9.2.1 Name Address companyID Telephone and Fax

Name : Plus property company limited  
 Address : 59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district,  
 Vadhana District, Bangkok 10110  
 Tel : 0-2688-7555  
 Fax : 0-2109-5479

### 9.2.2 Name of Board and Management of Property management (As of 31 December 2022)

#### Board

- |    |                           |          |
|----|---------------------------|----------|
| 1. | Mr. Apichart Chutrakul    | Chairman |
| 2. | Mr. Anukul Ratpitaksanti  | Board    |
| 3. | Mr. Poomipak Julmanichoti | Board    |
| 4. | Mr. Uthai Uthaisansuk     | Board    |

#### Managment

- |    |                          |                             |
|----|--------------------------|-----------------------------|
| 1. | Mr. Apichart Chutrakul   | President                   |
| 2. | Mr. Anukul Ratpitaksanti | Managing Director           |
| 3. | Mr. Chan Sirirat         | Assistant Managing Director |

#### Shareholders Detail

Sansiri Public Company Limited holds 99.99% of the total shares sold.

### 9.2.3 Rights, duties and responsibilities of those Property Management

Property managers have the rights, duties and responsibilities in the following projects.

#### (1) Property manager rights

Property Manager is entitled to receive compensation for acting as the property mutual fund manager, in accordance with the employment contract made between the mutual fund and the property manager.

#### (2) Duties and responsibilities of property managers

Property managers have the rights, duties and responsibilities in the following projects.

- (a) Remunerate by the fund for performing its duty as the property manager under the property manager appointment agreement signed between the fund and the property manager.
- (b) Maintain and manage the fund’s immoveable assets to ensure that they are in good conditions and ready to seek interest at all times.
- (c) Seek interest from the fund’s immovable properties such as soliciting tenants for the fund.
- (d) Perform the contract or other duties as specified in the contract to hire the property manager.
- (e) Perform other duties stated in the appointment agreement or as the SEC or the Office of SEC notify as the duties of the property manager.

### 9.3 Fund Supervisor

#### 9.3.1 Name, address, telephone and fax number of the fund supervisor and the property storage place of the Property Fund

##### Fund Supervisor

**Name** KASIKORNBANK PUBLIC COMPANY LIMITED  
**Address** Securities Service Department 19 FL 1 Soi Ratburana 27/1 Ratburana Road  
Ratburana Bangkok 10140  
**Telephone** 0-2470-3201  
**Fax** 0-2470-1996-7

##### The property storage place

**Name** KASIKORNBANK PUBLIC COMPANY LIMITED  
**Address** Securities Service Department 19 FL 1 Soi Ratburana 27/1 Ratburana Road  
Ratburana Bangkok 10140  
**Telephone** 0-2470-3201  
**Fax** 0-2470-1996-7



The list of 10 Major Unitholders including unitholder holding units at least 0.5% as of March 14, 2024

No.	Name	No. of units	%
1	THAI NVDR COMPANY LIMITED	106,660,000	14.06
2	STATE STREET EUROPE LIMITED	218,990,545	9.24
3	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	123,834,945	5.23
4	THE BANK OF NEW YORK MELLON	79,057,884	3.34
5	SOCIAL SECURITY OFFICE	67,159,400	2.83
6	STATE STREET BANK AND TRUST COMPANY	46,023,556	1.94
7	SOUTH EAST ASIA UK (TYPE A) NOMINEES LIMITED	34,150,130	1.44
8	EGAT SAVING AND CREDIT COOPERATIVE LIMITED	29,142,800	1.23
9	SE ASIA (TYPE B) NOMINEES LLC	27,906,660	1.18
10	BNY MELLON NOMINEES LIMITED	26,835,600	1.13
11	HSBC BANK PLC - SAUDI CENTRAL BANK SECURITIES ACCOUNT A	25,188,753	1.06
12	HSBC BANK PLC-PRUDENTIAL ASSURANCE COMPANY LIMITED	22,654,300	0.96
13	THE BANK OF NEW YORK (NOMINEES) LIMITED	22,563,300	0.95
14	GULF ENERGY DEVELOPMENT COMPANY LIMITED	20,542,400	0.87
15	BNY MELLON NOMINEES LIMITED	20,207,983	0.85
16	GERLACH & CO.-ORBIS SICAV EMERGING MARKETS EQUITY FUND	17,250,985	0.73
17	HSBC BANK PLC FIRST SENTIER INVESTORS GLOBAL UMBRELLA FUND PLC - FSSA ASIAN EQUITY PLUS FUND	15,717,500	0.66
18	THE BANK OF NEW YORK (NOMINEES) LIMITED	15,357,700	0.65
19	NORTRUST NOMINEES LIMITED-NTC-NT0 SEC LENDING THAILAND CLIENTS ACCOUNT	12,747,883	0.54
20	VAYUPAK FUND 1	12,600,000	0.53

### 9.3.2 Duties and Responsibilities of Fund Supervisor and Asset Storage

The fund supervisor is having the following rights, duties and responsibilities in the project:

- (1) Being remunerated for its performance as a fund supervisor at a rate set in the fund supervisor appointment agreement signed with the management company.
- (2) Oversee performance of the management company in accordance with Section 125 and other related provisions in the Securities and Exchange Act, B.E 2535 (1992) as well as approved terms and conditions of the management project and obligations made with unitholders where the fund supervisor must immediately inform the management company if the management company fails to perform its duties.

In case the management company damages the mutual fund as a result of its operation, or if the management company fails to comply with Section 125 and other relevant provisions of the Securities and Exchange Act, B.E 2535 (1992), the fund supervisor is to report the matter in detail to the Office of SEC within five days from the day it learns about the incident, or if it should learn about the incident for any reason.

- (3) File a legal action against the management company by demanding it to perform its duty or for compensation for damages caused by the management company for the benefit of all unitholders, or upon receiving the Office of SEC's order.
- (4) Examine the fund's assets within the following schedules:
  - (a) Within 30 days from the day it is notified by the management company to take possession of assets.
  - (b) Every one year from the day the fund supervisor completed its asset examination in the previous year.  
Expenses resulting from the asset examination will be charged as the fund's expense.
- (5) Record conditions of the asset the fund supervisor has examined accurately and completely within 30 days from the day it starts the examination.
- (6) Inform the management company within five business days from the day the fund supervisor finds any material effect to the fund's assets.
- (7) Require the management company to conduct a new appraisal as soon as the fund supervisor feels that any incident or change results in a material effect to the fund's asset value or lease value.
- (8) Audit the investment or the disposal of property or leasehold right in compliance with the project and the SEC's rules.
- (9) Prepare accounting and certify the accuracy of the fund's assets deposited with the fund supervisor, prepare an account detailing receipts and payments of the fund's assets
- (10) Certify that the calculation of the fund's asset value, its NAV and unit value is accurate and comply with the rules announced by the Office of SEC; the fund supervisor may use information acquired from the management company, which could be from a report prepared and certified by the management company itself, or a report it acquires from the property manager or anyone with proper qualifications that the management company has hired where the property manager or the person has already signed to certify the report's accuracy, to support its NAV calculation.

- (11) Provide opinions regarding the fund's operation in the fund's report.
- (12) Have other rights, duties and responsibilities described in the fund supervisor appointment contract.
- (13) Perform other tasks defined by the SEC or the Office of SEC as the fund supervisor's duties.

### 9.3.3 Change of Fund supervisor

- (a) When either the management company or the fund supervisor wishes to terminate the fund supervisor appointment agreement, the wishing party may notify the other in writing no fewer than 90 days in advance.
- (b) If either the management company or the fund supervisor fails to perform one's duty or responsibility agreed earlier, the fund supervisor or the management company may terminate the fund supervisor appointment agreement by notifying the other in writing for no fewer than 30 days in advance.
- (c) In case of change of conditions in the management project, or an amendment to the SEC laws or other cases where the fund supervisor or the management company fail to reach an agreement to amend the fund supervisor appointment agreement in a way that could reflect changes in the notification, rules and regulations since the amendment could add more burden to the management company who may no longer wish to continue its duty, the fund supervisor is entitled to terminate the fund supervisor appointment agreement by notifying the management company in writing for no fewer than 90 days in advance.
- (d) In case unitholders resolve with majority votes, accounting for a combined amount of investment units that exceeds half of the fund's total units sold, to change the fund supervisor.
- (e) If the fund supervisor lacks any qualification specified in the notification of the Office of SEC Re: Qualifications of the property fund's fund supervisor, the management company will require the fund supervisor to remedy it within 15 days from the day the management company finds out about it. If it's a result of the finding by the Office of SEC, the management company will notify the Office within three business days from the day after the remedy is completed.

If the fund supervisor fails to rectify it within the timeframe, the management company will seek permission to change the fund supervisor from the Office of SEC within 15 days from the day following the due date for such remedy. Upon the Office of SEC's approval, the management company will appoint a new fund supervisor to replace the original one without delay unless otherwise ordered by the Office of SEC.

- (f) If the fund supervisor unscrupulously discloses the information relating to the fund management or other related information, the management company may terminate the fund supervisor appointment agreement by notifying the fund supervisor in writing for no fewer than 15 days in advance in which case the fund supervisor must be responsible for expenses and damages to the management company and/or the fund. This will include expenses incurred from the management company making contacts with other related parties to change the fund supervisor.
- (g) If any one petitions to the court or the relevant authorities about the fund's fund supervisor (a) in order to dissolve the business or other similar endeavors; or (b) for rehabilitation, debt compromising or relaxing debt payment, asset management, liquidation or for any similar request under the existing laws or thereafter or in accordance with the regulations, the management company may terminate this fund supervisor appointment agreement.
- (h) When a government agency decides that the fund supervisor's performance is guilty or results from serious negligence and notifies the management company or generally announces it, the management company may terminate the fund supervisor appointment agreement.

In all cases, the change of fund supervisor is primarily subject to the Office of SEC's approval. Since the Securities and Exchange Act, B.E. 2535 (1992) requires that each fund shall have a fund supervisor, if the fund supervisor's responsibilities expire in accordance with Clause 12.2 Re: Conditions of change of fund supervisor, the fund supervisor is to continue being the fund's fund supervisor in full capacity unless the fund's entire assets and documents are transferred to a new fund supervisor or as instructed by the management company or the Office of SEC, including pursuing other tasks necessary to facilitate the transfer of assets and documents to a new fund supervisor until completion and within an appropriate timeframe for the fund to continue working.

If this fund supervisor appointment agreement ends as a result of the fund supervisor's termination of the agreement and if the management company cannot seek a new management company to receive all responsibilities at the end of the contract, the original fund supervisor is to continue performing duty under the fund supervisor appointment agreement until a new fund supervisor is appointed. The original fund supervisor is entitled to receive a fund supervisor fee from the fund for the period it performs duty to the day its duty as the fund's fund supervisor ends, as well as actual expenses resulting from its performance under the agreement from the day the contract ends till when the management company appoints a new fund supervisor who can perform the duty.

When its fund supervisorship ends, the fund supervisor is to collect and transfer all assets and documents belonging to the fund to a new replacing fund supervisor or do other things instructed by the management



company or the Office of SEC. This includes pursuing other necessary actions to complete the transfer of assets and documents within 15 business days from the day its fund supervisorship comes to an end.

#### 9.4 Name, Address and Contact Number of Related Persons with The Fund

##### 1) Auditor

Name	EY Office Limited
Address	33 <sup>rd</sup> floor, Lake rajada Office complex 193/136-137 rajadapisek road, Klongtoey, Bangkok 10110
Tel.	0-2264-7777
Fax	0-2264-0789-90

##### 2) Fund Registra

Name	Siam commercial Bank Public Company Limited
Address	Registrar Team 1, SCB Headquarter Floor 17 <sup>th</sup> B&C 9th Ratchadapisek Road, Chatuchak, Bangkok 10900, Thailand
Tel	02-777-6784

##### 3) Appraiser

Name	Edmund Tie & Company (Thailand) Co., Ltd.
Address	8 <sup>th</sup> Floor, Tonson Tower, 900 Ploenchit Road, Lumpini, Patumwan, Bangkok 10330
Tel.	0-2257-0499
Fax	0-2257-0501

#### 9.5 Record of Punishment and Penalties

The management, the Board, executives, persons with controlling power of the management company and the fund manager of the Siri Prime Office Property Fund, since its inception on 30 March 2014 have not been punished or fined in any circumstance. Unitholders may check additional information at the Office of SEC's website: <https://market.sec.or.th/public/idisc/th/Enforce/Recent>

## 10. Corporate Governance

### 10.1 Corporate Governance Policy

The management company has strictly complied with the laws on securities, notifications, rules and orders or circulars amended or issued by the SEC, the Capital Market Supervisory Board, the Office of SEC and the SET. The Investment Advisory Committee and the Investment Committee have been established to review investment-related details while a fund supervisor is appointed to review the management company's performance. The management company has also implemented various supervisory policies including a report of conflict of interest, a policy

governing the operation of the investment management business and the Code of Conduct of the fund management business.

#### 10.2 The Investment Committee of the Property & Infrastructure Fund, (the “Investment Committee”)

The Investment Committee of the property & infrastructure fund by the management company as of 31 December 2023 consisted of the following four members:

1.	Mr. Narongsak	Plodmeechai	Chairman
2.	Ms. Tipaphan	Puttarawigorn	Member
3.	Ms. Phiraya	Wannakiri	Member
4.	Mr. Navabool	Thongongarj	Member

The Investment Committee is tasked to make decisions, review and/or contemplate various matters relating to the management of the property & infrastructure fund with transparency, integrity and on the basis of legal compliance.

The Investment Committee’s scopes of authority will apply to all property and infrastructure funds, (the “Fund”), unless any fund specifically requires that the investment committee reviews a particular mater, in which case the Investment Committee’s scopes of authority shall apply to such fund as far as it’s not conflicting with duties and responsibilities of the Investment Committee overseeing such fund.

#### Roles, Duties and Responsibilities

- Review, make decisions, buy, lease, sub-lease, allow to rent, dispose of, transfer or accept the transfer of immovable property and/or infrastructure proposed by the fund manager to the Investment Committee. The investment however must not be conflicting with relevant laws and the fund’s terms and conditions.
- Review and approve payments of dividend, capital increase and/or decrease of each fund within the framework stated in the management project.
- Approve budget relating to asset management proposed by the property manager to the fund to reflect what has been stated in the management project.
- Review and approve the investment strategy in immovable property and/or infrastructure projects, investment risk management strategies, liquidity management plans and others as proposed by the fund manager; review investment conditions and restrictions for implementation by the fund manager, which however must be in line with an approved investment policy and will not be in conflict with relevant laws.
- Supervise the investment strategy so that it responds to objectives and investment policy of each fund within the framework of the management project or the fund management agreement; supervise the investment so that it aligns with the framework of the management project and ensure legal compliance.
- Supervise and review performance of the property manager, the fund supervisor and other relevant personnel whose duties are specified in the management project.

- Review and approve the signing of contract relating to the fund management of which the total value is no less than Baht 10 million. The contract subject to the Investment Committee's consideration however must be reviewed and examined by a legal expert or a supervisory agency.
- Supervise the investment for strict compliance with the fund management policy and practices already approved by the Board of Directors.
- Perform other tasks according to the unitholders' resolution, which however must not be conflicting with relevant laws and the fund's terms and conditions.
- Review other matters relating to investment decisions aside from what's stated in the fund management policies and practices; approve and make commands as necessary and appropriate without conflicting with relevant laws.
- Appoint committee member who is a representative of a function group to replace the original member if the person no longer works in that function group.

**The Meeting of The Investment Committee of the property & infrastructure fund by the management company**

**The Meeting Schedule**

Infrastructure and Property investment group is the person who called the meeting when there is an agenda for consideration. Normally the meeting will schedule once a quarter, however the frequency of meeting shall depend on the agendas for the meeting to consider and resolved or acknowledgement.

**Quorum**

A meeting is required more than half of member to attend to complete the quorum. The member name list can be found on 10.2 However the Executive Director must be attend if the chairman cannot attended.

**Resolution of the Meeting**

- For voting any matter, the majority vote shall be considered as a resolution of the meeting.
- In case the voting is equal, the vote from chairman shall be considered as a resolution of the meeting.

In 2023, there were Investment Committee Meeting as follows.

No.	Agendas	Resolution
No.1	To Consider Budget 2023	Approved budget 2023 according to the business plan.
No.2	To consider set up the AGM 2023	Approved to set up the AGM 2023 according to the SEC rules

No.3	To consider dividend payment of Quarter 4/ 2022 and the reduction of management fee by 30%, including acknowledge the property manager's performance.	Approved dividend payment according to the fund's performance, approved the 30% discounted fee and acknowledge the property manager performance
No.4	To consider dividend payment of Quarter 1/ 2023	Approved dividend payment according to the fund's performance
No.5	To consider approving the contract of the purchasing chilled water in air conditioning system, by adding it as part of the budget for 2023.	Approved to enter into a contract and add it as part of the 2023 budget, in accordance with the planned operations.
No.6	To consider approving the replacement of the PBX phone system and enter into a maintenance contract.	Approved to enter into a contract and add it as part of the 2023 budget, in accordance with the planned operations.
No.7	To consider dividend payment of Quarter 2/ 2023	Approved dividend payment according to the fund's performance
No.8	To consider dividend payment of Quarter 3/ 2023	Approved dividend payment according to the fund's performance

10.3 Supervision of The Use of Inside Information

- The management company has issued the Staff Dealing Policy and requires every employee including directors, executives, fund manager and other related persons who may have access to internal information to strictly comply with it. Serious penalties are made in writing in case of violation.
- Staff is to make sure that investment by the management company and various types of funds managed by the management company do not contain any intentional conflict of interest aimed to provide certain advantages/disadvantages among the funds. Staff is to operate with integrity and fairness so that the fund

management reflects the funds' objectives while safeguarding the interest of clients, which must be a priority before the interest of the management company or any personal interest of directors or employees of the management company.

- The management company allows its employees to invest in securities for their interest but they are required to comply with ethics and all notifications issued by the Office of SEC and the Asset Management Company Association including all rules and regulations of the management company itself. The investment is to be disclosed to the management company for proper supervision of staff's equity dealing.

#### 10.4 Investment Decision and Fund Management

The Property & Infrastructure Investment Group will conduct due diligence, analysis and feasibility study and assess suitability involving the acquisition of assets. It will make investments or disposal decisions involving the fund's assets through clear and systematic procedures. The Investment Committee will screen decisions to avoid any conflict of interest. Criteria for consideration are as follows.

Review criteria:

- Experiences, financial status, past credibility and reputation of property owner to assess his/her capability to perform duty when becoming a contractual party in the fund's investment and management transactions.
- Location and potential of the property, condition of the location, entrance and exit
- Opportunity to generate income
- Past operation result of the property planned to invest.
- Marketing potential and competition of the property to be invested by the fund.

#### 10.5 Selection of Property Manager

The fund manager will select other personnel for fund management. It gives priority to the selection of property manager where his/her readiness and suitability to perform will be scrutinized. The management company will consider the property manager's qualifications before submitting them to the Investment Committee for review and appointment.

Review criteria for the Property Manager:

- Experiences, reputation and creditability of his/her performance
- Familiarity with the property or its location
- Good relationship with tenants and customers to the property's services
- Good relationship with the landlord
- Good relationship with public agencies

- Operation system and the internal control
- Remuneration
- Other criteria additionally set by the Investment Committee and/or the expert

#### 10.6 Monitoring The Property Manager's Performances

The Property Manager will have his/her performance evaluated where performance indicators stated in the main agreement will be implemented. The indicators consist of various indexes including the ability to keep incomes and expenses in control based on estimated budget and renewal of lease agreement of the site where the property is located. If his/her service fails to meet performance indicators, the service fee will be reduced. The performance indicators will be reviewed annually through a mutual agreement in accordance with the terms and conditions of the principle service agreement. The fund manager may authorize the management power to the property manager, who however will be subject to supervision under the generally accepted internal auditing standards. Operation results meanwhile will be monitored and controlled to reflect the asset's annual budget mutually defined each year by taking into account the unitholders' interest. Aside from the asset's operation results that the fund manager must take care of, the property manager will make sure that the fund's asset is in a good condition and ready to seek interest. He/she will take out adequate insurance in accordance with what's disclosed in the management project.

#### 10.7 Monitoring The Fund's Interest

When managing and monitoring the fund's interest, the management company is responsible for managing and operating the fund in compliance with the laws on securities as well as its duties and responsibilities. For example, the management company is to manage the fund to reflect details of the project approved by the Office of SEC, and obligations made between the management company and unitholders, its duties under Section 125 and other relevant provisions of the Securities and Exchange Act, B.E 2535 (1992). It will perform other tasks to achieve the fund's objectives and safeguard the interest of unitholders within the scopes of its roles and responsibilities, which however must not be conflicting with the laws on securities and/or other relevant laws. Besides, the management company is to examine the property's conditions based on rules and requirements notified by the Office of SEC.

#### 10.8 Remuneration of The Management Company

The management company is entitled to receive a management fee from the fund on a monthly basis, which will not exceed 1% of the fund's NAV per annum. This will be calculated by the management company and endorsed by the fund supervisor. During the past fiscal period, Baht 4.10 million was actually charged to the fund.

#### 10.9 Discloser of Information to Unitholders

The management company has strictly complied with the laws on securities, notifications, rules and orders or circulars amended or issued by the SEC, the Capital Market Supervisory Board, the Office of SEC and the SET Re: Disclosure of information to unitholders. Details are:

1. The management company will calculate and disclose the fund's asset value, NAV and investment unit value as of the last day of June and December within 45 days from the last day of June and December, as the case may be. The calculated value meanwhile must be certified by the fund supervisor that the calculation was made in accordance with the rules announced by the Office of SEC.

The management company will publish the values in at least one daily newspaper and will post it at the management's all offices and the fund supervisor's head office. Names, types and locations of properties acquired by the fund through its investment will also be disclosed.

2. The management company will prepare and disclose financial statements (both quarterly and annual), an annual report, a report of critical event that could affect property values, the fund's financial status or operation result and other incidents as required (if any) by the Capital Market Supervisory Board and/or the Office of SEC and/or the SET.

#### 10.10 Meeting of Unitholders

The management company is to call a meeting of unitholders if unitholders who together hold no less than 10% of investment units of the fund's total units sold request such a meeting.

The management company is to organize a meeting of unitholders or notify unitholders in writing to request their resolutions for the following matters:

1. Appointment or removal of the management company

A meeting of unitholders must be held to solicit a resolution or a notice to unitholders asking for their resolution must be issued in which case the matter must be resolved by more than half of the number of investment units entirely sold of the fund

2. Amendment of the project in case of any amendment of relevant laws, rules or orders

Unless it's an amendment of laws, regulations or orders or when approved by the Office of SEC, the management company may amend the project or management procedures only when receiving a resolution adopted by majority votes of unitholders, which account for more than half of the fund's total investment units sold where the meeting is duly called or where the resolution is adopted through the circulation of a written notice requesting unitholders to adopt the resolution or by the approval of the Office of SEC.

If it's an amendment of the project or management procedures described under paragraph one, the management company will notify the Office of SEC within 15 days from the day the resolution for such amendment is adopted, or within 15 days from the day the unitholders' resolution is known in case a written notice is sent to unitholders to exercise their votes.

3. The management company will notify every unitholder of the amendment of project details or management procedures both in writing and through the SET's information system. It will announce the amendment in at least one daily newspaper within 15 days from the approval date by the Office of SEC or from the day unitholders resolve to approve the amendment, as the case may be.

At the unitholders' meeting, a quorum is formed by unitholders holding no less than half of the fund's entire investment units sold who attend the meeting with voting rights.

However, if the fund considers increasing its registered capital, no fewer than 25 unitholders or no fewer than half of the total number of unitholders must attend the meeting. The number of unitholders attending this meeting however must hold a combined amount of investment units totaling no less than one-third of the fund's total units sold to successfully form a quorum and the matter must be voted by no less than three-fourths of the entire investment units held by unitholders attending the meeting and having the right to vote. The capital increase for which the unitholders' meeting is called to adopt a resolution must be for the following purposes:

- a. additional investment in immovable properties and/or leasehold right and/or
- b. renovating immovable properties acquired by the fund's investment to keep them in a good and ready condition to seek additional interest.

Unitholders' right to adopt a resolution:

Right to adopt a resolution to amend project details or management procedures

Each unitholder is entitled to amend project details or management procedures subject to the terms and conditions and rules stated in this project. The management company may amend project details or management procedures upon receiving a resolution in accordance with the rules and procedures stated in the project.

Voting right to adopt a resolution in relation to the fund's operation

Unitholders are entitled to adopt a resolution in relation to the fund's management as provided in the project subject to the terms and conditions and rules of the project. The vote counting will comply with the rules and procedures described in the project.

**10.11 Auditor's Fee**

The Fund paid a total of 0.68 million Baht (exclude VAT) auditing fee to EY Office Limited from 1 January 2023 to 31 December 2023.

**11. Social Responsibility**

The Fund and Property Management Team would realize the important of social and community, In 2023 we had the various implemented project as the followings;



1. To check water quality before release to public.
2. To encourage to install and use the saving energy equipment.

## 12. Internal Control and Risk Management

As the fund manager, the management company will manage the fund and monitor and control critical risks with the following purposes:

1. To identify, assess, control, monitor and report critical risks for fund manager to perform effectively
2. To enable operating staff to understand the risk and risk prevention and to raise awareness about their responsibility to perform risk management when conducting all kinds of activities

The management company currently implements the “three prevention layers” supervision framework in its risk management practices.

1. 1<sup>st</sup> protection layer refers to business units and related supporting units who are responsible for risk management when providing services as a fund manager.
2. 2<sup>nd</sup> protection layer refers to central function groups such as the risk management unit and the risk supervisory unit, who will advise, provide supports and test risk prevention methods implemented by business units and supporting units.
3. 3<sup>rd</sup> protection layer refers to the auditing unit, which will test business processes and procedures (including risk management process) to convince the Board of Directors that the management company has an adequately effective control environment.

## 13. Prevention of Conflict of Interest

### 13.1 Transaction between The Fund vs. The Management Company and Other Related Persons/ Transaction Relating to The Management Company, Period of 1 January 2023 to 31 December 2023

Company name	Related Party	Details
Siam Commercial Bank Public Company Limited (SCB)	- 99.99% shareholding stake in SCB Asset Management Co., Ltd - Registra of the Fund	- Received Registra fee from the Fund.
SCB Asset Management Co., Ltd	- Management company of the Fund	- Received Management free from the Fund.

Investors can ask for more information directly from the Management Company. The Fund has disclosed some of the information in the appendix of financial statement.

13.2 Transactions between The Fund vs. the Fund Supervisor and Other Persons Relating to The Fund Supervisor, Period of 1 January 2023 to 31 December 2023

Company name	Related Party	Details
Kasikorn Bank Public Company Limited (KBANK)	- Fund Supervisor	- Received Fund Supervisor fee from the Fund

13.3 Transactions between The Fund vs. Other Related Persons, Period of 1 January 2023 to 31 December 2023

Company name	Related Party	Details
Plus Property Company limited	- Property Manager of SiripinYo Building	- Manage Siripinyo Building
Sansiri Public Company Limited	- Holding company of Plus property Co.,Ltd.	-

13.4 Soft Commission

- none -

## Section 3 Financial Information and Performance

## 14. Key Financial Information

### Financial Summary of Total Asset, Net Asset Value and NAV per units

As of 31 December 2023

Total Asset	1,926,442,353	Baht
Net Asset Value (NAV)	1,900,736,913	Baht
Number of units	170,000,000	Units
NAV per units	11.1808	Baht

## Siri Prime Office Property Fund

## Statement of Financial Position

	Note	As at 31 December 2023	
		2023	2022
			(Unit: Baht)
<b>Assets</b>			
Investments in property at fair value			
(at cost: Baht 1,699,496,797)	6	1,849,000,000	1,843,000,000
Investments measured at fair value through profit or loss			
(at cost 2023: Baht 32,210,109, 2022: Baht 43,254,4	7	32,209,176	43,253,811
Cash at banks	8, 13	43,501,906	33,192,182
Receivables			
From rental and service	9, 13	674,548	594,225
From interest	13	19,549	6,549
Other assets		1,037,174	967,730
<b>Total assets</b>		<b>1,926,442,353</b>	<b>1,921,014,497</b>
<b>Liabilities</b>			
Accrued expenses	12, 13	3,463,237	5,114,597
Deposits for rental and service		21,253,927	19,792,118
Guarantee for demolition	13	-	6,566,437
Advance receipt for rental and service income		624,641	454,296
Other liabilities		363,635	147,064
<b>Total liabilities</b>		<b>25,705,440</b>	<b>32,074,512</b>
<b>Net assets</b>		<b>1,900,736,913</b>	<b>1,888,939,985</b>
<b>Net assets:</b>			
Fund registered and capital from the unitholders			
170,000,000 units of Baht 10 each		1,700,000,000	1,700,000,000
Retained earnings	10	200,736,913	188,939,985
<b>Net assets</b>		<b>1,900,736,913</b>	<b>1,888,939,985</b>
		-	-
Net asset value per unit (Baht)		11.1808	11.1114
Number of units issued - end of year (units)		170,000,000	170,000,000

## Siri Prime Office Property Fund

## Statement of Comprehensive Income

	Note	For the year ended 31 December 2023	
		2023	2022
			(Unit: Baht)
<b>Investment income</b>			
Rental and service income	13	86,463,185	76,013,451
Interest income	13	751,181	282,210
Other income		1,295,423	296,016
<b>Total income</b>		<b>88,509,789</b>	<b>76,591,677</b>
<b>Expenses</b>			
Cost of rental and services		33,336,553	31,863,636
Management fee	12, 13	4,100,262	3,379,164
Mutual fund supervisor fee	12, 13	384,930	386,190
Registrar fee	12, 13	577,394	579,285
Property management fee	12, 13	3,734,220	3,373,684
Professional fees		814,856	757,555
Administrative expenses		1,332,634	1,840,213
<b>Total expenses</b>		<b>44,280,849</b>	<b>42,179,727</b>
<b>Net gain from investing</b>		<b>44,228,940</b>	<b>34,411,950</b>
<b>Net gains on investments</b>			
Net unrealised gains on changes in fair value of investments		5,817,989	37,429,230
<b>Total net gains on investments</b>		<b>5,817,989</b>	<b>37,429,230</b>
<b>Increase in net assets resulting from operations</b>		<b>50,046,929</b>	<b>71,841,180</b>

## 15. Management Discussion and Analysis

### 15.1 Analysis of Past Performance

As for the Fund's operating performance during the period from 1 January 2023 to 31 December 2023, the total investment income was Baht 88.51 million, consisting of the rental and service income totaling Baht 88.46 million, interest income of Baht 0.75 million, and other income of Baht 1.30 million. During the same period, its total expenses amounted to Baht 44.28 million, consisting of the cost of rental and services of Baht 33.34 million, other fees of Baht 9.61 million, and the administrative expenses of Baht 1.33 million. Consequently, the Fund's net investment income was Baht 44.23 million, while the Fund also recognized the net unrealized gain on investments of Baht 5.82 million. As a result, the Fund's increase in net assets resulting from operations during the period from 1 January 2023 to 31 December 2023 amounted to Baht 50.05 million, and the Fund's total net asset value as of 31 December 2023 was 1,900.74 Baht million, equivalent to 11.1808 Baht per unit.

The Fund's investment committee has resolved to approve dividend payments for the operating performance during the period from 1 January 2023 to 31 December 2023 at the total amount of 0.2550 Baht per unit with the details as follows:

For the operating resulting and retained earning during:

- 1 January 2023 - 31 March 2023                      amount 0.0550 Baht/unit
- 1 April 2023 – 30 June 2023                      amount 0.0550 Baht/unit
- 1 July 2023 – 31 September 2023                      amount 0.0650 Baht/unit
- 1 October 2023 – 31 December 2023                      amount 0.0800 Baht/unit

### 15.2 Fund Manager's Opinion and Analysis Compared to Last Year

Overview of the operation and significant changes

- Operating performance

Overall, the Fund's total income in 2023 was Baht 88.51 million compared to the total income in 2022 which was Baht 76.59 million or equivalent to a 15.56% increase. This includes the rental and service income, which had increased from Baht 76.01 million in 2022 to Baht 86.46 million in 2023, representing an increase of 13.75% during the year 2023. The fund's rental rate has slightly increased due to the office rental market starting to recover and the easing of COVID-19 control restriction, which have resulted in a gradual trend towards increased demand for office space. However, due to the uncertain economic situation, which is a short-term pressure factor and an increase in vacant office building space, resulting in rental rates have remained stable compared to the previous year.

The increase of other income in 2023 corresponds to the cash flow from the sale of the old water cooled chiller before installing of the new system.

The Fund's total expenses in 2023 were Baht 44.28 million, a increase from Baht 42.18 million in 2022 by 4.98%, mainly due to an increase in management fee from Baht 3.38 million to Baht 4.10 million according to the increase in the net asset value of the Fund, coupled with the fact that the management company has been receiving normal fees since July 2023, from the previous resolution of the investment committee meeting of the Management Company which resolved to approve the reduction of the management fee by 30% in order to minimize the Fund's expenses due to the situation of large tenants not renewing their contracts and the impact of the Covid-19 pandemic. The property management fee has increased from Baht 3.37 million to Baht 3.73 million, which is in line with rental and service income and is in line with the increase in net asset value and operating results, the net gain on investments had increased from Baht 34.41 million in 2022 to Baht 44.23 million in 2023, equivalent to an increase of 28.53%.

In any case, the Fund had an increase in net assets resulting from operations of Baht 50.05 million, compared to the increase in net assets resulting from operations of Baht 71.84 million in the same period of the preceding year, representing a decrease by Baht 21.79 million or equivalent to a decrease by 30.34%. This was mainly due to the unrealized net gains on changes in fair value of investments in the amount of Baht 5.82 million as a result of the increase in the independent appraiser's property appraisal value based on the adjustment of assumptions to reflect the current information, in comparison to the net unrealized gains of investments in 2022 of Baht 37.43 million, as resulted from the change in appraisal values in each year and the prediction of future rental space occupancy by new tenants and the impact of the oversupply of office space, which is still on an upward trend, the hybrid workplace model, has put the pressure on the demand for office rental space, has resulted in a limited recovery.

- Occupancy rate

The average occupancy rate of Siripinyo Building in 2023 was 60.12%, compared to the previous year which reached 47.50%, or 12.32% increase from the previous year, as tenants move in and out, resulting in a rental occupancy rate of approximately 60.12% as of December 31, 2023.

- Average rental rate

The average rental rate in 2023 decreased by about 5% from the preceding year in comparison to 2022 due to the expiration of the lease agreement of the Fund's major tenant; the deaccelerated increase of rental rate in lease contracts in line with the market conditions



of office buildings for rent; the introduction of new office supply into the market, which granted tenants a higher bargaining power in negotiating for the rental rate and service charges; and the adjustment of office space to conform with the impacts from the COVID-19 outbreak since the first quarter of 2020 as mentioned above.

- Financial ratio

Financial Ratio	2023	2022
Ratio of Net gain from investing to Total income	49.97%	44.93%
Ratio of Total income to average NAV during the year	4.78%	4.12%
Ratio of Total expenses to average NAV during the year	2.39%	2.27%
Ratio of Net gain from investing to average NAV during the year	2.39%	1.85%
Total investments in property at fair value as of ending period to Total Assets	95.98%	95.94%

In 2023, the Fund's average NAV during the year stood at Baht 1,851.41 million, a decrease by 0.36% from 2022. When combined with the increased of total income and total expenses, the total income to average NAV during 2023 was 4.78%, an increase from 4.12% in 2022, the total expenses to average NAV during 2023 was 2.39%, an increase from 2.27% in 2022, and the net gain on investments per average NAV was 2.39%, an increase from 1.85% in 2022.

In 2023, the net investment income margin, excluding net gain on investments and net unrealized gains on investments (considering only incomes from investment in properties, fixed deposits and other incomes), was 49.97%, a increase from 44.93% in 2022 due to the increase in total income by 15.56% while the total expenses increased by 4.98%.

In any case, as the Notification of the Office of the Securities and Exchange Commission No. Tor Nor. 36/2562 (2019) Re: Rules, Conditions, and Procedures for Establishment and Management of Property Funds requires the Fund to maintain the investment ratio in real property or leasehold rights as of the last day of each yearly accounting period not less than 75% of its total asset value, except in case of (1) is the last fiscal year before the end of fund's term, or (2) there is a necessity and appropriate cause which is relaxed by the Office (SEC)., the Fund's investment ratio in real property as of the end of 2023 and 2022 was 95.98% and 95.94%, respectively.

### 15.3 Detail of Borrowing of The Fund as of 31 December 2023

- During the period, the fund had no loan.

## 15.4 Table Illustrating The Overall Expenses where The Management Company Collected from SIRIP

During period of 1 January 2023 to 31 December 2023

Fees and expense <sup>(1)</sup>	% of Net Asset Value	Actual amount <sup>1</sup> (Million baht)
• Management fee	Not exceed 1.00 per year	4.10
• Fund supervisor fee	Not exceed 0.05 per year	0.38
• Registra fee	Not exceed 0.05 per year	0.58
• Property management fee	As disclosed in prospectus 28.2 (10.4)	3.73
• Financial advisory fee	Actual	-
• Underwriting fee	Not exceed 3 of underwriting amount	-
• Professional fee	Actual	0.81
• Auditor fee	Actual	0.68
• Appraisal fee	Actual	0.14
• Cost of rental and service expenses	Actual	33.34
• Insurance premium	Actual	0.42
• Sell and management expense	Actual	1.33
• Meeting expenses	As disclosed in prospectus 28.2 (10.27)	-
• Marketing/Advertising expenses		
- IPO	Not exceed 0.50 per year	-
- After IPO	-	-
• Other expenses	As disclosed in prospectus 28.2 (10)	-
<b>Total fee and expenses</b>		<b>44.28</b>

<sup>(1)</sup>The above fees are excluding VAT.**Changes in fees or expenses:**

Since July 2023, the management company has been receiving management fees at the normal rate, from the previous 30% discount granted by the Investment Committee to reduce the expenses of the Fund due to the situation of large tenants not renewing their contracts and the impact of the Covid-19 pandemic.

The change of management fee can be summarized as follow;

Discounted rate	Normal rate
0.1750 % of Net asset value	0.2500 % of Net asset value

\*The above fee is excluding VAT.

15.5 Table illustrating The Overall Expenses where The Management Company has Collected from Unitholders

-None-

## 15.6 Independent Auditor's Report



**EY Office Limited**  
 33rd Floor, Lake Rajada Office Complex  
 193/136-137 Rajadapisek Road  
 Klongtoey, Klongtoey, Bangkok 10110  
 Tel: +66 2264 9090  
 Fax: +66 2264 0789  
 ey.com

บริษัท สำนักงาน อีวาย จำกัด  
 ชั้น 33 อาคารเดจาร์ดา  
 193/136-137 ถนนรัชดาภิเษก  
 แขวงคลองเตย เขตคลองเตย กรุงเทพฯ 10110  
 โทรศัพท์: +66 2264 9090  
 โทรสาร: +66 2264 0789  
 ey.com

**Independent Auditor's Report**

To the Unitholders of Siri Prime Office Property Fund

**Opinion**

I have audited the accompanying financial statements of Siri Prime Office Property Fund (the Fund), which comprise the statement of financial position, including the details of investments as at 31 December 2023, and the related statements of comprehensive income, changes in net assets and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Siri Prime Office Property Fund as at 31 December 2023, its financial performance, changes in its net assets and cash flows for the year then ended in accordance with 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 Fund 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 Accounts) 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 Accounts. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.



### Key Audit Matters

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

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

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

#### Revenue recognition

The Fund recognised rental and service income at the rate stipulated in the lease agreements and the service agreements in accordance with accounting policies as disclosed in Note 4.1 to the financial statements. The Fund had rental and service income recognised during the year 2023 amounting to Baht 86 million or 98% of the total income. The Fund entered into agreements with a large number of customers and there are a variety of conditions in these agreements. There are therefore risks related to the amount and timing of revenue recognition.

I have examined the revenue recognition of the Fund by

- Assessing and testing the Fund's internal controls related to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls.
- On a sampling basis, examining supporting documents for actual revenue transactions occurring during the year and near the end of the accounting period to assessing whether revenue recognition was consistent with the conditions of the relevant agreements, and whether it was in compliance with the Fund's policy.
- Reviewing credit notes that the Fund issued after the period-end.
- Performing analytical procedures on disaggregated data to detect possible irregularities in revenue transactions throughout the period.

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### Valuation of investments in property

As discussed in Note 4.2 and Note 6 to the financial statements, the Fund had investments in property presented in the statement of financial position as at 31 December 2023, at their fair value of Baht 1,849 million, representing 96% of total assets. These investments are not traded on an active market and a comparable quoted price for the same or similar investments on an inactive market cannot be found. The Management Company therefore determined the fair value of these investments based on the value appraised by an independent appraiser using the income approach. As the Management Company is required to exercise significant judgement with respect to the estimation of future operating results and the determination of a discount rate and key assumptions, there is therefore a significant risk with respect to the measurement of such investments.

I gained an understanding of the calculation of the fair value of investments in property by making enquiry of responsible executives. I considered the extent and objectives of the assessment of fair value by the independent appraiser and assessed the techniques and models used by the independent appraiser to measure the fair value, as specified in the appraisal report prepared by the independent appraiser, by comparing them to my knowledge and past experience regarding the valuation of the same or similar assets. I also considered the consistency of the application of such techniques and models and assessed the competence and independence of the independent appraiser by checking publicly available data. In addition, I reviewed the data and key assumptions used in the measurement of fair value, by comparing past estimates of operating results with the Fund's actual operating results to evaluate the judgement of the Management Company in terms of projections of operating results, checked them to the lease agreements, and tested the calculation of the fair value made based on the above models and assumptions. Moreover, I reviewed the disclosure of information related to the measurement of the fair value of investments in property in the notes to the financial statements.

### Other Information

The Fund's Management is responsible for the other information. The other information comprise the information included in annual report of the Fund, but does not include the financial statements and my auditor's report thereon.

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 Fund, if I conclude that there is a material misstatement therein, I am required to communicate the matter to the Fund's Management for correction of the misstatement.

#### **Responsibilities of Fund's Management for the Financial Statements**

The Fund's Management is responsible for the preparation and fair presentation of the financial statements in accordance with Accounting Guidance for Property Funds, Real Estate Investment Trusts, Infrastructure Funds and Infrastructure Trusts and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Fund's Management is responsible for assessing the Fund's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Fund's Management either intends to liquidate the Fund 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.

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- 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 Fund's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Fund's Management.
- Conclude on the appropriateness of Fund's Management'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 Fund'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 Fund to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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





From the matters communicated with the Fund's Management, 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.

A handwritten signature in black ink, which appears to read 'Kirdsiri Kanjanaprakasit', is located below the text.

Kirdsiri Kanjanaprakasit  
Certified Public Accountant (Thailand) No. 6014

EY Office Limited  
Bangkok: 15 February 2024

**Siri Prime Office Property Fund**  
**Statement of financial position**  
**As at 31 December 2023**

	Note	2023	(Unit: Baht) 2022
<b>Assets</b>			
Investments in property at fair value			
(at cost: Baht 1,699,496,797)	6	1,849,000,000	1,843,000,000
Investments measured at fair value through profit or loss			
(at cost 2023: Baht 32,210,109, 2022: Baht 43,254,451)	7	32,209,176	43,253,811
Cash at banks	8, 13	43,501,906	33,192,182
Receivables			
From rental and service	9, 13	674,548	594,225
From interest	13	19,549	6,549
Other assets		1,037,174	967,730
<b>Total assets</b>		<b>1,926,442,353</b>	<b>1,921,014,497</b>
<b>Liabilities</b>			
Accrued expenses	12, 13	3,463,237	5,114,597
Deposits for rental and service		21,253,927	19,792,118
Guarantee for demolition	13	-	6,566,437
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Other liabilities		363,635	147,064
<b>Total liabilities</b>		<b>25,705,440</b>	<b>32,074,512</b>
<b>Net assets</b>		<b>1,900,736,913</b>	<b>1,888,939,985</b>
<b>Net assets:</b>			
Fund registered and capital from the unitholders			
170,000,000 units of Baht 10 each		1,700,000,000	1,700,000,000
Retained earnings	10	200,736,913	188,939,985
<b>Net assets</b>		<b>1,900,736,913</b>	<b>1,888,939,985</b>
Net asset value per unit (Baht)		11.1808	11.1114
Number of units issued - end of year (units)		170,000,000	170,000,000

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



(Mrs. Tipaphan Puttarawigorn)

Executive Director



(Mr. Somphong Hirunkajornrote)

Executive Director



Siri Prime Office Property Fund  
 Details of Investments  
 As at 31 December 2023

Details of Investments classified by asset classes

Type of investment	Land title deed	Area	Location	2023			2022		
				Cost (Baht)	Fair value (Baht)	Percentage of investment [%]	Cost (Baht)	Fair value (Baht)	Percentage of investment [%]
<b>Investments in property</b>									
Siripho Building Project (Note 5)	1251	2-3-13.4	Sri Ayutthaya Road, Khwæng Phaya Thai Road, Khe! Rajtaewee, Bangkok	1,699,496,797	1,849,000,000	98.29	1,699,496,797	1,843,000,000	97.71
<b>Total Investments in property</b>				<b>1,699,496,797</b>	<b>1,849,000,000</b>	<b>98.29</b>	<b>1,699,496,797</b>	<b>1,843,000,000</b>	<b>97.71</b>
<b>Investments in securities</b>									
<b>Fixed deposits</b>									
Kasikornbank Public Company Limited (Note 13)		July 2023	0.15	-	-	-	2,274,000	2,274,000	0.12
		July 2024	0.85	2,274,000	2,274,000	0.12	-	-	-
<b>Bank of Thailand Bonds</b>									
Bank of Thailand Bond (CB23105A)		January 2023	0.60	-	-	-	12,996,267	12,996,647	0.69
Bank of Thailand Bond (CB23209A)		February 2023	0.63	-	-	-	27,981,164	27,981,164	1.48
Bank of Thailand Bond (CB24208B)		February 2024	2.05	29,936,109	29,635,176	1.59	-	-	-
<b>Total Investments in securities (Note 7)</b>				<b>32,210,109</b>	<b>32,209,176</b>	<b>1.71</b>	<b>43,254,451</b>	<b>43,253,811</b>	<b>2.29</b>
<b>Total Investments</b>				<b>1,731,706,906</b>	<b>1,881,209,176</b>	<b>100.00</b>	<b>1,742,751,248</b>	<b>1,886,253,811</b>	<b>100.00</b>

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

**Siri Prime Office Property Fund**  
**Statement of comprehensive income**  
**For the year ended 31 December 2023**

		(Unit: Baht)	
	Note	2023	2022
<b>Investment income</b>			
Rental and service income	13	86,463,185	76,013,451
Interest income	13	751,181	282,210
Other income		1,295,423	296,016
<b>Total income</b>		<b>88,509,789</b>	<b>76,591,677</b>
<b>Expenses</b>			
Cost of rental and services		33,336,553	31,863,636
Management fee	12, 13	4,100,262	3,379,164
Mutual fund supervisor fee	12, 13	384,930	386,190
Registrar fee	12, 13	577,394	579,285
Property management fee	12, 13	3,734,220	3,373,684
Professional fees		814,856	757,555
Administrative expenses		1,332,634	1,840,213
<b>Total expenses</b>		<b>44,280,849</b>	<b>42,179,727</b>
<b>Net gain from investing</b>		<b>44,228,940</b>	<b>34,411,950</b>
<b>Net gains on investments</b>			
Net unrealised gains on changes in fair value of investments		5,817,989	37,429,230
<b>Total net gains on investments</b>		<b>5,817,989</b>	<b>37,429,230</b>
<b>Increase in net assets resulting from operations</b>		<b>50,046,929</b>	<b>71,841,180</b>

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

**Siri Prime Office Property Fund**  
**Statement of changes in net assets**  
**For the year ended 31 December 2023**

		(Unit: Baht)	
	Note	2023	2022
<b>Increase in net assets resulting from operations during year</b>			
Net gain from investing		44,228,940	34,411,950
Net unrealised gains on changes in fair value of investments		5,817,989	37,429,230
<b>Increase in net assets resulting from operations</b>		<u>50,046,929</u>	<u>71,841,180</u>
<b>Distributions to unitholders</b>	10, 11	(38,250,001)	(34,000,000)
<b>Increase in net assets during year</b>		<u>11,796,928</u>	<u>37,841,180</u>
Net assets - beginning of year		<u>1,888,939,985</u>	<u>1,851,098,805</u>
<b>Net assets - end of year</b>		<u><u>1,900,736,913</u></u>	<u><u>1,888,939,985</u></u>

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

**Siri Prime Office Property Fund****Statement of cash flows**

For the year ended 31 December 2023

	(Unit: Baht)	
	2023	2022
<b>Cash flows from operating activities</b>		
Increase in net assets resulting from operations	50,046,929	71,841,180
Adjustments to reconcile the increase in net assets resulting from operations to net cash provided by (paid from) operating activities:		
Purchases of investments in securities	(131,703,657)	(136,279,335)
Sales of investments in securities	143,274,000	108,274,000
Net purchases and sales of investment in securities	11,570,343	(28,005,335)
Amortisation of discount on investments	(526,001)	(7,961)
Decrease (increase) in receivables from rental and service	(80,323)	162,877
Increase in receivables from interest	(13,000)	(48)
Decrease in other receivables	-	4,000
Decrease (increase) in other assets	(69,444)	379,941
Decrease (increase) in deferred rental and service income	(181,718)	424,400
Increase (decrease) in accrued expenses	(1,651,360)	1,646,284
Increase in deposits for rental and service	1,461,809	3,079,185
Decrease in guarantee for demolition	(6,566,437)	(4,269,625)
Increase (decrease) in advance receipt for rental and service income	170,345	(134,160)
Increase in other liabilities	216,571	16,953
Net unrealised gains on changes in fair value of investments	(5,817,989)	(37,429,230)
<b>Net cash flows from operating activities</b>	<b>48,559,725</b>	<b>7,708,461</b>
<b>Cash flows used in financing activities</b>		
Distributions to unitholders	(38,250,001)	(34,000,000)
<b>Net cash flows used in financing activities</b>	<b>(38,250,001)</b>	<b>(34,000,000)</b>
<b>Net increase (decrease) in cash at banks</b>	<b>10,309,724</b>	<b>(26,291,539)</b>
Cash at banks at the beginning of year	33,192,182	59,483,721
<b>Cash at banks at the end of year (Note 8)</b>	<b>43,501,906</b>	<b>33,192,182</b>
<b>Supplemented cash flows information</b>		
Non-cash item		
Presented deferred rental and service income as a part of investments in property	50,889	(130,829)

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



**Siri Prime Office Property Fund**  
**Notes to financial statements**  
**For the year ended 31 December 2023**

**1. Description of Siri Prime Office Property Fund**

Siri Prime Office Property Fund ("the Fund") is a closed-end property fund which purchases and/or leases specific properties identified in the Fund's prospectus. The Fund was established and registered as a mutual fund on 28 March 2014, with a registered capital of Baht 1,700 million, and has an indefinite term.

The Fund's objective is to raise funds from general investors whereby the proceeds from such fundraising are used to purchase, lease and/or sub-lease immovable properties. The Fund will take the transfer of the ownership and/or leasehold rights and/or sub-leasehold rights of the properties to seek benefits from those properties by way of letting, subletting, transferring and/or disposing them. The Fund will also improve, modify, construct and/or develop immovable properties by taking the transfer of a construction permit and/or applying for other permits and/or executing any transactions necessary and advisable for immovable properties, with the aim of generating income and returns to the Fund and its unitholders, and invest in other properties and/or securities and/or seeking interest by any other means as prescribed by securities laws and/or other relevant laws.

On 9 April 2014, the Stock Exchange of Thailand approved the listing of the Fund's units and permitted their trading from 9 April 2014 onwards.

SCB Asset Management Company Limited ("the Management Company") acts as the Fund Manager, Kasikornbank Public Company Limited acts as the Mutual Fund Supervisor and The Siam Commercial Bank Public Company Limited acts as the Registrar.

The major unitholder of the Fund is the Social Security Office, which holds 27.54 of investment units according to the latest register of unitholders on 16 November 2023.

**2. Dividend policy**

The Fund has a policy to pay dividends to the unitholders at least two times per annum. However, the Management Company may consider the payment of additional dividends to unitholders if necessary and appropriate.

- (1) If the Fund has a net profit in any year, the Management Company will pay dividends to the unitholders at least 90% of the annual net profit, excluding unrealised gain on revaluation or review of immovable property valuation or leasehold rights to immovable properties for that accounting period, including other adjustments made in accordance with the Notification of the Office of the Securities and Exchange Commission.
- (2) If the Fund has retained earnings, the Management Company may pay dividends to the unitholders from the retained earnings.

The distribution of dividend from net profit and/or retained earnings as mentioned above must not increase the Fund's retained deficit for the accounting period in which the dividends are distributed.

In consideration of dividend payment, if the value of interim dividends per unit to be paid is lower than or equal to Baht 0.10, the Management Company reserves the right not to pay dividends at that time and to carry such dividends forward to be paid together with the next period dividend.

**3. Basis of preparation**

The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Profession Act B.E. 2547 and in accordance with the Accounting Guidance for Property Funds, Real Estate Investment Trusts, Infrastructure Funds and Infrastructure Trusts issued by the Association of Investment Management Companies and approved by the Securities and Exchange Commission of Thailand.

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



**4. Significant accounting policies**

**4.1 Revenues and expenses**

Rental income is recognised as revenue in the statement of comprehensive income on a straight line basis over the lease term.

Service income is recognised over time when services have been rendered taking into account the stage of completion.

Interest income is calculated using the effective interest method and recognised on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset.

Expenses are recorded on an accrual basis.

**4.2 Measurement of investment value**

Investments are recognised as assets at cost, as at the date on which the Fund receives the rights in the investments. The cost of investments comprises the purchase price and all direct expenses incurred by the Fund in their acquisition.

**Investments in property**

Investments in property are stated at fair value with no depreciation charge, using the appraisal value assessed by an independent appraiser approved by Thai Valuer Association and The Valuers Association of Thailand (Pursuant to the Notification of the Office of the Securities and Exchange Commission concerning granting an approval of valuation companies and principal valuers for public use). Valuation will be made when economic conditions change, but at least every two years, commencing from the date of the appraisal made for the purposes of investing or leasing the properties. In addition, the valuation will be reviewed annually after the latest valuation date.

Gains or losses from changes in fair value of investments in property are presented as net unrealised gains or losses on changes in fair value of investments in the statement of comprehensive income.

**Investments in securities**

Investments in unit trust are presented at their fair value which is generally derived from quoted market prices or by using the yield curve announced by the Thai Bond Market Association or by other relevant bodies.

**Investments in cash at banks**

Investments in cash at banks are presented using the sum of principal and accrued interest as of the date on which the investment is valued to determine fair value. Accrued interest is separately presented under the caption of "Receivables from interest" in the statement of financial position.

**4.3 Financial instruments****Classification and measurement of financial assets**

Financial assets measured at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

Financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Fund takes into account any fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

**Regular way purchases and sales of financial assets**

Regular way purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace are recognised on the trade date, i.e., the date on which the Fund commits to purchase or sell the assets.

**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 Fund has transferred substantially all the risks and rewards of the asset, or the Fund 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 Cost to obtain a contract**

The Fund recognises commission paid to obtain a customer contract as an asset and amortised to expenses on a systematic basis that is consistent with the pattern of revenue recognition. An impairment loss is recognised to the extent that the carrying amount of an asset recognised exceeds the remaining amount of consideration that the entity expects to receive less direct costs.

**4.5 Related party transactions**

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

They also include individuals or enterprises which directly or indirectly own a voting interest in the Fund that gives them significant influence over the Fund, management company, key management personnel, directors and officers with authority in the planning and direction of the Fund's operations.

The relationships between the Fund and the related individuals or parties are summarised below.

<u>List of related companies</u>	<u>Relationship</u>	<u>Transaction</u>
Plus Property Company Limited	- Property Manager	- Manage property for the Fund - Provide services to the Fund - Pay the service fees to the Fund
SCB Asset Management Company Limited	- The Management Company	- Manage the Fund
Kasikornbank Public Company Limited	- Mutual Fund Supervisor	- Supervise mutual fund
The Siam Commercial Bank Public Company Limited	- The parent company of the Management Company - Registrar - Tenant of the vacant properties	- Act as the Fund registrar - Pay the rental and service fees to the Fund
Sansiri Public Company Limited	- The parent company of the Property Manager - Tenant of the vacant properties	- Pay the rental and service fees to the Fund

**4.6 Distribution to unitholders**

Decreases in retained earnings are recognised as at the date on which a cash dividend is declared.

**4.7 Leases**

The Fund as a lessor.

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee. Lease receivables from operating leases is recognised as income in profit or loss on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying assets and recognised as an expense over the lease term on the same basis as the lease income.

**4.8 Provisions**

Provisions are recognised when the Fund 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.

**4.9 Income tax**

The Fund shall pay income tax according to the Revenue Code based on income under section 40 (4) (a) at the rate of 15% of income before deduction of expenses.

**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 Fund applies a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Fund 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 categorise of input to be used in fair value measurement as follows:



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

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

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

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

**5. Significant accounting judgments and estimates**

The preparation of financial statements in conformity with the Accounting Guidance for Property Funds, Real Estate Investment Trusts, Infrastructure Funds and Infrastructure Trusts at times requires the Fund's management 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 judgments and estimates are as follows:

**Fair value of investments in property**

The Fund measures its investments in property on the statement of financial position date at fair value based on the value as assessed by an independent appraiser. Fair value is the amount for which an asset could be exchanged between knowledgeable, willing parties in an arm's length transaction. The Fund considers such fair value is appropriate. However, the actual returns to be received by the Fund on such investments in property could differ depending upon certain factors and conditions that may arise.

**Leases**

In determining whether a lease is to be classified as an operating lease or finance lease, the Fund's management is required to use judgment regarding whether significant risk and rewards of ownership of the leased asset has been transferred, taking into consideration terms and conditions of the arrangement.

**6. Investments in property at fair value**

	(Unit: Thousand Baht)	
	2023	2022
Investments in property at fair value at the beginning of year	1,843,000	1,806,000
Add (less): Deferred rental and service income at the beginning of year	130	(294)
<b>Total</b>	<b>1,843,130</b>	<b>1,805,706</b>
Add: Net unrealised gain on the revaluation of investments during the year	5,819	37,424
<b>Total</b>	<b>1,848,949</b>	<b>1,843,130</b>
Add (less): Deferred rental and services income at the end of year	51	(130)
<b>Investments in property at fair value at the end of year</b>	<b>1,849,000</b>	<b>1,843,000</b>

On 31 March 2023 and 30 September 2022, the Fund engaged independent appraisers to revalue its investments in property using the income approach as a basis to determine the market price. The main assumption used for the revaluation are, for example, the location of the project, rental area, market rental rate, market growth rental rate, occupancy rate and expenses relevant to cost of rental and services. The independent appraiser reports directly to the Fund. The Fund reviews the valuation process and evaluates the result in each accounting period. There are no changes in the valuation techniques during the year.

Key assumptions used in the valuation of investments in property are summarised below:

	2023	2022	Result to fair value where as an increase in assumption value
Occupancy rates (%) <sup>(1)</sup>	60.35 - 95	48.46 - 95	Increase in fair value
Discount rate (%) <sup>(2)</sup>	9.0	9.0	Decrease in fair value

<sup>(1)</sup> The Fund's management and the independent appraiser view that the rates used are appropriate due to potentiality of assets and future conditions to arrive at appropriate rates. The independent appraiser has determined occupancy rates at 60.35%, 70.09%, 90.02% and 92.01% for the first 4 years, and 95% for the fifth year and onwards (2022: 48.46%, 63.98% and 79.50% for the first 3 years, and 95% for the fourth year and onwards).

<sup>(2)</sup> The discount rate used reflects current market assessments of the time value of money and risk factors, which the Fund's management and the independent appraiser regard as appropriate. The discount rate which the independent appraiser has determined is calculated based on using Capital asset pricing model. The model inputs were risk-free interest rate, expected return of market, and beta of the investment.

As at 31 December 2023, the investments in property was adjusted to the fair value of Baht 1,849.00 million (2022: Baht 1,843.00 million), resulting in net unrealised gains on the revaluation of Baht 5.82 million, net of reversal of deferred rental and service income of Baht 0.05 million (2022: net unrealised gains on the revaluation of Baht 37.42 million, net of deferred rental and services income of Baht 0.13 million) which was recorded in the statement of comprehensive income.

#### 7. Investments measured at fair value through profit or loss

During the years, the Fund had movements of the investments measured at fair value through profit or loss as follow:

	(Unit: Thousand Baht)	
	<u>Investments in securities</u>	
	<u>2023</u>	<u>2022</u>
Fair value at the beginning of year	43,254	15,236
Purchases	131,704	136,279
Disposals	(143,274)	(108,274)
Amortisation of discount on investments	526	8
Net unrealised gain (losses) on changes in fair value of investments	(1)	5
Fair value at the ending of year	<u>32,209</u>	<u>43,254</u>

As at 31 December 2023 and 2022, fixed deposit of Baht 2.27 million was pledged with a financial institution to secure bank guarantees obtained from the financial institution.

#### 8. Cash at banks

As at 31 December 2023 and 2022, the Fund had the following cash at banks:

Bank	Principal (Thousand Baht)		Interest rates per annum (%)	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<u>Saving accounts</u>				
Kasikornbank Public				
Company Limited	35,132	25,356	0.50 - 0.625	0.15 - 0.375
Bangkok Bank Public				
Company Limited	8,340	7,806	0.60	0.35
<u>Current accounts</u>				
Kasikornbank Public				
Company Limited	30	30	-	-
Total cash at banks	<u>43,502</u>	<u>33,192</u>		

**9. Receivables from rental and service**

The balances of receivables from rental and service as at 31 December 2023 and 2022 aged on the basis of due dates, are summarised below:

	(Unit: Thousand Baht)	
	2023	2022
<u>Age of receivables</u>		
Not yet due	673	562
Past due		
Up to 3 months	2	32
Total	<u>675</u>	<u>594</u>

**10. Retained earnings**

	(Unit: Thousand Baht)	
	2023	2022
Retained earnings at the beginning of year	188,940	151,099
Net gain from investing	44,229	34,412
Net unrealised gains on changes in fair value of investments	5,818	37,429
Distribution to unitholders during the year	<u>(38,250)</u>	<u>(34,000)</u>
Retained earnings at the end of year	<u>200,737</u>	<u>188,940</u>

**11. Distributions to unitholders**

Dividends declared during the years ended 31 December 2023 and 2022 consisted of the following:

Declaration date	For the operations as from	Per unit (Baht)	Total (Thousand Baht)
31 January 2023	1 October 2022 - 1 December 2022	0.0500	8,500
3 May 2023	1 January 2023 - 31 March 2023	0.0550	9,350
3 August 2023	1 April 2023 - 30 June 2023	0.0550	9,350
2 November 2023	1 July 2023 - 30 September 2023	0.0650	11,050
Total dividends for 2023		<u>0.2250</u>	<u>38,250</u>
31 January 2022	1 October 2021 - 1 December 2021	0.0500	8,500
5 May 2022	1 January 2022 - 31 March 2022	0.0500	8,500
3 August 2022	1 April 2022 - 30 June 2022	0.0500	8,500
1 November 2022	Retained earnings	0.0500	8,500
Total dividends for 2022		<u>0.2000</u>	<u>34,000</u>



## 12. Expenses

12.1 Details of management fee, mutual fund supervisor fee and registrar fee are summarised below.

Expenses	Percentage
Management fee	Not over 1.00 percent per annum of the Fund's net assets
Mutual fund supervisor fee	Not over 0.05 percent per annum of the Fund's net assets, excluding actual expenses
Registrar fee	Not over 0.05 percent per annum of the Fund's net assets

The above fees exclude value added tax, specific business tax or any other similar tax (if any). The fees are calculated and charged to the Fund's account on a monthly basis.

Operating expenses include expenses incurred specifically for the Fund such as the Fund's setting up expenses, utilities, insurance premium, bank charges, postage costs, expenses incurred as a result of relevant laws and regulations, and other expenses. Such expenses are amortised from the Fund as they are actually incurred.

### 12.2 Property management fees

The Fund entered into an agreement to appoint Plus Property Company Limited to manage the Fund's properties. The property management fees are summarised below.

(1) Property management fee is calculated at a rate of 1 percent per annum of net revenue from the property and a rate of 5.75 percent of annual operating profit of the property.

The premium payment is calculated at a rate of 30 percent per annum of any excess of annual operating profit based on the annual operating plan.

(2) The commission rates are as follows:

- For the office space lease agreement of new lessees with a term of at least three years, the commission is charged at one-month of the first month's rental and service fee.
- For the office space lease agreement of new lessees with a term of less than three years, the commission is charged at a portion of the first month's rental and service fee. This computation is based on the new agreement term of three years.
- For existing lessees who increase the area leased, the commission is charged at half of one-month of the first month's rental and service fee for the additional leased space.

**13. Related party transactions**

During the years ended 31 December 2023 and 2022, the Fund had significant business transactions with its related parties, which had been concluded on commercial terms and bases agreed upon in the ordinary course of business between the Fund and those parties. Below is a summary of these transactions.

	(Unit: Thousand Baht)		
	2023	2022	Pricing policy
<b>Plus Property Company Limited</b>			
Property management fees	3,734	3,374	As detailed in Note 12
Marketing fee	-	870	As specified in agreement
Service income	171	162	At rates applicable to general customers
<b>SCB Asset Management Company Limited</b>			
Management fee	4,100	3,379	As detailed in Note 12
<b>Kasikornbank Public Company Limited</b>			
Mutual fund supervisor fee	385	388	As detailed in Note 12
Interest income	252	81	As mutually agreed rate
<b>The Siam Commercial Bank Public Company Limited</b>			
Registrar fee	577	579	As detailed in Note 12
Rental and service income	-	43	As specified in agreement

As at 31 December 2023 and 2022, the Fund had the following significant outstanding balances with related parties:

	(Unit: Thousand Baht)	
	2023	2022
<b>Sansiri Public Company Limited</b>		
Guarantee for demolition	-	6,502
<b>Plus Property Company Limited</b>		
Receivables from service	13	11
Accrued property management fee	341	249
<b>SCB Asset Management Company Limited</b>		
Accrued management fee	432	300

	(Unit: Thousand Baht)	
	2023	2022
<b>Kasikornbank Public Company Limited</b>		
Fixed Deposit	2,274	2,274
Cash at bank	35,162	25,386
Receivables from interest	19	6
Accrued mutual fund supervisor fee	35	34
<b>The Siam Commercial Bank Public Company Limited</b>		
Accrued registrar fee	52	52

#### 14. Information on trading of investments

The Fund's investment trading transactions during the year 2023, excluding bank deposits amounted to Baht 270 million (2022: Baht 240 million), or 14.57% (2022: 12.88%) of an average net asset during the year.

#### 15. Commitments and contingent liabilities

15.1 The Fund is committed to pay management fee, mutual fund supervisor fee, registrar fee and property management fee under the terms and conditions specified in the agreements and/or prospectus and/or memorandum as specified in Note 12.

15.2 As at 31 December 2023 and 2022, the Fund had commitments regarding service agreements. The terms of agreements are generally between 1 and 3 years.

Future minimum lease payments required under these non-cancellable service agreements were as follows.

	(Unit: Million Baht)	
	2023	2022
Payable:		
In up to 1 year	6.12	7.11
In over 1 and up to 3 years	0.43	0.57

15.3 As at 31 December 2023 and 2022, there were outstanding bank guarantees of Baht 2.27 million issued by the bank on behalf of the Fund in respect of certain performance bonds as required in the normal course of business of the Fund.

**16. Remaining rental period and future rental income**

As at 31 December 2023, the Fund has lease agreements for rental of space made with lessees, and are classified based on the following lease terms to be expired in each year:

Rental agreements end within	Rental income as specified in agreements (Thousand Baht)	Leased area (Sq.m.)	Percentage of leased area
1 year	22,477	3,656	19.99
2 years	23,778	2,586	14.14
3 years	86,551	5,196	28.42
Unoccupied areas		6,847	37.45
		18,285	100.00

**17. Segment information**

The Fund is principally engaged in the rental of immovable properties. Its operation is carried on only in Thailand. Segment performance is measured based on operating profit or loss, on a basis consistent with that used to measure operating profit or loss in the financial statements. As a result, all of the revenues, operating profits and assets as reflected in these financial statements pertain to the aforementioned reportable operating segment and geographical area.

During the year 2023, the Fund had revenue from a major customer which was a company of Baht 33 million (2022: revenue from a major customer which a company of Baht 35 million).

**18. Fair value hierarchy**

As at 31 December 2023 and 2022, the Fund had the assets that were measured at fair value using different levels of inputs as follows:

(Unit: Million Baht)				
2023				
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Investments in property	-	-	1,849.00	<b>1,849.00</b>
Investments in securities	-	32.21	-	<b>32.21</b>
Cash at banks	-	43.50	-	<b>43.50</b>
Receivables from rental and service	-	-	0.67	<b>0.67</b>
Receivables from interest	-	0.02	-	<b>0.02</b>
(Unit: Million Baht)				
2022				
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Investments in property	-	-	1,843.00	<b>1,843.00</b>
Investments in securities	-	43.25	-	<b>43.25</b>
Cash at banks	-	33.19	-	<b>33.19</b>
Receivables from rental and service	-	-	0.59	<b>0.59</b>
Receivables from interest	-	0.01	-	<b>0.01</b>

**19. Financial instruments****19.1 Financial risk management objectives and policies**

The Fund's financial instruments principally comprise investment in securities, cash at banks, receivables from rental and service, accrued expenses, deposits for rental and service and guarantee for demolition. The financial risks associated with these financial instruments and how they are managed is described below.



**Credit risk****Receivables from rental and service**

The Fund is exposed to credit risk primarily with respect to receivables from rental and service. The management of the Fund manages such risk by stipulating that lessees are to provide lease deposits as security against collection losses. In addition, the Fund does not have high concentration of credit risk since it has a large and varied base of creditworthy customers. As a result, it does not anticipate material loss from its debt collection. The maximum exposure to credit risk is limited to the carrying amounts of accounts receivable from rental and service as stated in the statement of financial position.

**Cash at banks**

The credit risk on debt instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

**Interest rate risk**

The Fund's exposure to interest rate risk relates primarily to its investments in securities and cash at banks. Most of the Fund's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

As at 31 December 2023 and 2022, significant financial assets and liabilities classified by type of interest rates are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

	2023				Effective interest rates (% p.a.)
	Fixed interest rates within 1 year	Floating interest rate	Non-interest bearing	Total	
<b>Financial assets</b>					
Investments in securities	32	-	-	32	0.85 - 2.05
Cash at banks	-	44	-	44	0.50 - 0.625
Receivables from rental and service	-	-	1	1	-
	<u>32</u>	<u>44</u>	<u>1</u>	<u>77</u>	
<b>Financial liabilities</b>					
Accrued expenses	-	-	3	3	-
Deposits for rental and service	-	-	21	21	-
	<u>-</u>	<u>-</u>	<u>24</u>	<u>24</u>	

(Unit: Million Baht)

	2022				Effective interest rates (% p.a.)
	Fixed interest rates within 1 year	Floating interest rate	Non-interest bearing	Total	
<b>Financial assets</b>					
Investments in securities	43	-	-	43	0.15 - 0.63
Cash at banks	-	33	-	33	0.15 - 0.375
Receivables from rental and service	-	-	1	1	-
	<u>43</u>	<u>33</u>	<u>1</u>	<u>77</u>	
<b>Financial liabilities</b>					
Accrued expenses	-	-	5	5	-
Deposits for rental and service	-	-	20	20	-
Guarantee for demolition	-	-	7	7	-
	<u>-</u>	<u>-</u>	<u>32</u>	<u>32</u>	

## 19.2 Fair values of financial instruments

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

The methods and assumptions used by the Fund estimating the fair value of financial instruments are as follows:

- For financial assets which has short-term maturities, including investment in fixed deposits, cash at banks, receivables from rental and service and receivables from interest, the carrying amounts in the statement of financial position approximate their fair value.
- The fair value of debt securities is generally derived from quoted market prices or by using the yield curve announced by the Thai Bond Market Association or by other relevant bodies.

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

## 20. Capital management

The primary objectives of the Fund's financial management are to maintain its ability to continue as a going concern and to maintain an appropriate capital structure in order to provide returns for unitholders in accordance with the Fund's establishment objective.

## 21. Events after the reporting period

### 21.1 Dividend payment

On 29 January 2024, the meeting of the Investment Committee approved the dividend payment of Baht 0.08 per unit to the unitholders from the operating results for the period as from 1 October 2023 to 31 December 2023 or a total of Baht 13.6 million. Dividends are to be paid on 28 February 2024.

### 21.2 The conversion of Siri Prime Office Property Fund (SIRIP) to Siripinyo Real Estate Investment Trust (SIRIPRT)

On 15 February 2024, the unitholders' meeting of SIRIP No. 1/2024 passed the following resolutions:

- Approved the conversion of SIRIP into SIRIPRT, with the conversion plan by transfer of assets and liabilities of SIRIP to SIRIPRT and the acceptance of consideration in the form of SIRIPRT's trust units.
- Approved the amendments to the fund scheme to be in accordance with the conversion to a REIT.
- Approved the appointment of a non-management company as the REIT manager and also the property manager of SIRIPRT.
- Approved the appointment of a non-fund supervisor as a trustee.
- Approved the dissolution, liquidation, and the appointment of a liquidator.

However, the law concerning the reduction of the registration fee for the conversion is currently under enactment by the Ministry of Interior. Therefore, there is no notification regarding this matter at present. Hence, the Management Company reserves the right not to transfer the Assets and Liabilities of SIRIP to SIRIPRT until such law becomes effective. Additionally, if the transfer of the Assets and Liabilities of SIRIP to SIRIPRT is not completed by 31 December 2024 which results SIRIP and unitholders in not obtaining the Tax and Fee Incentives from the Conversion, the Management Company reserves the right not to further proceed with the conversion of SIRIP.

## 22. Approval of financial statements

These financial statements were authorised for issue by the authorised director of the Management Company on 15 February 2024.



16. Fund Supervisor’s Opinion Report



Dear The Unitholders of the Siri Prime Office Property Fund

**Mutual Fund Supervisor Opinion**

We, The Kasikornbank Public Company Limited, as the Mutual Fund Supervisor of the Siri Prime Office Property Fund by the SCB Asset Management Company Limited from January 1, 2023 until December 31, 2023 would like to inform you that the SCB Asset Management Company Limited has well performed and fully completed its duties pursuant to its project and Securities and Exchange Act B.E. 2535.

.....  
Mutual Fund Supervisor

January 22, 2024

## Section 4 Certification of Information

Two handwritten signatures in blue ink are located at the bottom right of the page. The first signature is a stylized cursive 'JQ' followed by a period. The second signature is a more complex cursive script, possibly reading 'Nirvana'.

**CERTIFICATION OF INFORMATION**

SCB Asset Management company limited (“the Management Company”) as the fund manager of Siri Prime Office Property Fund (SIRIP) (“the Fund”) has reviewed the information in this annual registration statement carefully, The Management company hereby certifies that the aforesaid information is correct, complete, true and not misleading or lacking any material information that should have been disclosed.” In addition, the Management company hereby certifies that:

1. the financial statements and the financial information herein have been disclosed completely with regard to the materiality of the financial status and the operating results of the Fund;
2. The Management company has arranged an efficient disclosure system to ensure that the material information on the Fund has been disclosed correctly and completely, and the Management company has supervised the compliance with such disclosure system;
3. The Management company has arranged, and supervised the compliance with, an efficient internal control system, and the Management company has reported the information on assessment of the internal control system as of 31 December 2023 to the auditor of the Fund, which covers deficiencies and significant changes to the internal control system as well as wrongful acts may affect the financial reporting of the Fund;

as the evidence that all of the documents provided herein are identical to those certified by the Management company, the Management company has appointed Mrs. Tipaphan Puttarawigorm and Miss Phiraya Wannakiri to affix signature on every page of the documents. Any part of the documents not affixed with such signatures shall not be deemed the information certified by the Management company.

Name	<u>Position</u>	<u>Signature</u>
1. Mrs. Tipaphan Puttarawigorm .....	Executive Director .....	 .....
2. Miss. Phiraya Wannakiri .....	Senior Associate .....	 .....

As the Management company of Siri Prime Office Property Fund (SIRIP)





## **SCB Asset Management Co.,Ltd.**

7-8th Floor. SCB Park Plaza 1,  
18 Ratchadapisek Road, Chatuchak, Bangkok 10900 Thailand

SCBAM Client Relations 02 777 7777 Or [WWW.SCBAM.COM](http://WWW.SCBAM.COM)