



Prospect Logistics and Industrial
Leasehold Real Estate Investment Trust
information report instead of the 2021 physical
Annual General Meeting of Unitholders.



No. PROSPECT_F 2564/011

9 April 2021

Subject Submission of the 2020 Prospect Logistics and Industrial Leasehold Real Estate Investment Trust (PROSPECT) information report for Unitholders instead of the 2021 physical Annual General Meeting of Unitholders.

To Unitholders

Prospect Logistics and Industrial Leasehold Real Estate Investment Trust (PROSPECT)

Attachment

- 1) QR-Code for download the 2020 Annual Report
- 2) Criteria for additional Q&A about the Prospect Logistics and Industrial Leasehold Real Estate Investment Trust (PROSPECT) information report.
- 3) Additional Q&A submission form.
- 4) Request form for the hard copy version of the 2020 Annual Report.

Prospect REIT Management Co., Ltd. (the "Company"), as the REIT Manager of the Prospect Logistics and Industrial Leasehold Real Estate Investment Trust (the "Trust" or "PROSPECT"), prioritizes the safety of all stakeholders. Therefore, due to the pandemic of Coronavirus Disease 2019 (COVID-19) an announcement was made to change the format of 2021 Annual General Meeting of Unitholders on the Stock Exchange of Thailand's website on 17 February 2021 in compliance with the guidelines of the Securities and Exchange Commission (the "SEC").

As a result, the Company has prepared documents relating to the 2021 Annual General Meeting of Unitholders to report the meeting agendas instead of the aforementioned meeting and has delivered them to unitholders whose names appear in the list from determining the unitholders entitled to attend the 2021 Annual General Meeting of Unitholders on March 2, 2021 (Record Date) and has provided communications channels for unitholders to be able to submit additional inquiries to the REIT Manager up until 23 April 2021. The Company will summarize the key issues in a questions and answers for unitholders, and the Company will be disclosing information through the Stock Exchange of Thailand's website www.set.or.th and the PROSPECT's website www.prospectreit.com.

The Company had provided an opportunity for unitholders to propose meeting agendas in advance in the period from 5 January 2021 to 29 January 2021 by public announcement through the Stock Exchange of Thailand's website www.set.or.th and the PROSPECT's website, although no unitholders proposed any agenda in advance for consideration. Accordingly, the Trust's information report to unitholders for the year 2021 contains 4 meeting agendas as follows:

Agenda 1 Acknowledgement of the Trust's Performance in 2020

Facts and Reasoning

The purpose was to inform unitholders about the significant changes and developments of the Trust in 2020, the key details of which are as follows:

The REIT Manager established the Trust on 14 August 2020 and invested in the Sub-leasehold rights of parts of land and buildings in the Bangkok Free Trade Zone (“BFTZ”) on 18 August 2020 with total Trust investment value at 3,392 million baht (excluding registration fees, VAT, stamp taxes, and other related fees and expenses). The sources of the investment funds consisted of financing activities and loans. The details about the investment assets are as follows:

Building Space for Lease (sq.m)				
Asset Type	Free Zone	General Zone	Total Space for Lease	Proportion (%)
Warehouse	82,654	38,573	121,227	55%
Stand-alone Factory	23,278	22,470	45,748	21%
Mini Factory	13,294	23,656	36,950	17%
Built-to-Suit	15,191	-	15,191	7%
Total Space for Lease	134,417	84,699	219,116	100%

In order to comply with the Trust Deed dated 14 August 2020 (“Trust Deed”), the REIT Manager, summarized the activities of the Trust in 2020 according to the details in the annual report of 2020 in QR-Code format (see details in Attachment 1), which is delivered to unitholders along with the documents related to this report.

REIT Manager's Opinions

The REIT Manager has deemed it fitting to report to unitholders about the Trust's activities in order to inform unitholders about the Trust's activities in 2020 and comply with the Trust Deed and the requirements of the SEC, which stipulates for the REIT Manager to report the Trust's activities over the past accounting year to unitholders. The REIT Manager deemed the information about the Trust's activities in the annual report of 2020 to be correct, appropriate, and in line with the specifications of the Trust Deed.

Agenda 2. Acknowledgement of the Trust's Financial Statement for the Year Ending on 31 December 2020

Facts and Reasoning

The purpose was to inform unitholders about the financial statement as of 31 December 2020, which were made in accordance with accounting standards, evaluated by the REIT Manager, and examined and certified by licensed auditors, according to the financial statement of the 2020 annual report (see details in Attachment 1). The essential performance information is shown as follows:

(Unit: baht)

Item	
Statement of financial position as of 31 December 2020	
Total assets	3,706,052,195
Total liabilities	1,241,498,216
Net assets	2,464,553,979
Net assets per unit (Baht/Unit)	10.0594
Statement of comprehensive income for the period from 14 August 2020 (incorporation date) to 31 December 2020	
Total income	152,545,081
Total expenses	53,075,054
Net profit on investments	99,470,027
Increase in net assets resulting from operations	412,237
Total income	99,882,264
Statement of cash flows for the period from 14 August 2020 (incorporation date) to 31 December 2020	
Net cash used in operating activities	(3,363,406,218)
Net cash from financing activities	3,387,939,722
Net increase in cash and cash equivalents	24,533,504
Cash and cash equivalents at 31 December	24,533,504

REIT Manager's Opinions

The REIT Manager has deemed it fitting to report to unitholders about the Trust's financial statement for the year ending on 31 December 2020. The REIT Manager deemed the financial statement as of 31 December 2020 of the Trust to have been prepared correctly, completely, and

sufficiently according to generally-accepted accounting principles and have been audited and certified by and accompanied with opinions without conditions from licensed auditors.

Agenda 3 Acknowledgement of the Payment of Remunerations to Unitholders for Performance in 2020

Facts and Reasoning

The Trust has policy to pay remunerations to unitholders at the rate of at least 90% (ninety percent) of adjusted net profits in each accounting year by at least two times per year. The Trust has increase in net assets resulting from operations at 99,882,264 Baht. Therefore, the REIT Manager announced the payment of remunerations to unitholders for the activities in 2020 ending on 31 December 2020 by the total amount of 98,784,000 Baht or 0.4032 Baht per unit.

A summary of the payment of remunerations to unitholders for performance in 2020 is as follows:

Performance Period	Date of Payment	Year 2020 (Baht)	Year 2020 (Baht/unit)
14 August to 30 September 2020	30 November 2020	30,061,500	0.1227
1 October to 31 December 2020	15 March 2021	68,722,500	0.2805
Total		98,784,000	0.4032

REIT Manager's Opinions

The REIT Manager has deemed it fitting to report to unitholders about the details on the payment of remunerations for performance in 2020. The REIT Manager deemed the aforementioned payment of remunerations to comply with the specifications of the Trust Deed as well as the specifications for payment of remunerations in the prospectus for the initial public offering of trust units in the section concerning the policy to pay remunerations at least twice annually. In practice, at the present the REIT Manager considers paying remunerations to unitholders every quarter in line with performance results announced to unitholders.

Agenda 4 Acknowledgement of the Appointment of Auditors and Specification of the Auditors' Remunerations

Facts and Reasoning

The REIT Manager considered and appointed auditors from KPMG Phoomchai Audit Co., Ltd., which provided the Trust's auditors for the accounting period ending on 31 December 2020, to be the Trust's licensed auditors with the auditors' remunerations for the year 2021 specified according to the following details:



4.1 Appointment of Auditors

The appointment of the Trust's auditors in 2021 received approval in principle by the SEC. The REIT Manager evaluated the qualifications and abilities of the auditors based on their attributes, quality, and independence without any stake or conflict of interest in performing duties as the Trust's auditors. The auditors' names are as follows:

- 1) Ms. Naowarat Nithikiartipong Licensed Auditor No. 7789; or
- 2) Ms. Chanarat Chanwa Licensed Auditor No. 9052; or
- 3) Ms. Charinrat Nopparampa Licensed Auditor No. 10448.

One of the aforementioned licensed auditors can audit and express opinions about the Trust's financial statements. Otherwise, other auditors assigned by KPMG Phoomchai Audit Co., Ltd. may perform audit responsibilities and express opinions about the Trust's financial statements instead if any of the aforementioned auditors cannot perform their duties.

4.2 Specification of Auditors' Remunerations

The remunerations for the Trust's auditors for the year 2021 (excluding other expenses such as document copying fees, travel expenses, and other expenses) have been specified to not exceed the amount of 1,250,000 baht.

Table Showing Comparison of Audit Fees


(Unit: baht)

	2020 (14 August-31 December)	2021 (1 January-31 December)
Audit Fees	950,000	1,250,000

REIT Manager's Opinions

The REIT Manager has deemed it fitting to report to unitholders about the appointment of auditors from KPMG Phoomchai Audit Co., Ltd. to become the Trust's auditors with the specified auditor remunerations for 2021 proposed by the REIT Manager above. The REIT Manager holds the opinion that the aforementioned auditors are approved auditors in line with the requirements of the SEC, have performed their duties appropriately, and possess the knowledge and expertise in performing audits and expressing opinions about the Trust's financial statements without having any relationships or stakes in the Trust, thus making them independent. In addition, the REIT Manager views that the aforementioned audit fees are consistent with the market rates for auditors in performing audits for other ordinary persons.

The REIT Manager would like to inform that the Trust used a method to deliver and disseminate Trust report information to unitholders in response to the COVID-19. Pursuant to the Securities and



Exchange Commission announcement no. SoRor.7/2564, the Trust was required to amend the Trust Deed for the 2021 Annual General Meeting of Unitholders to comply with the specifications of the announcement. The Trustee and REIT Manager were the parties who amended the Trust Deed in the parts relating to annual general meetings by relying upon the powers vested in Section 21 of the Trust for Transactions in Capital Market Act, B.E. 2550 (2007), and the SEC Announcement no. SoRor.7/2564 without requiring the SEC's approval. The amendments to the Trust Deed became effective as of 29 January 2021.

Unitholders can submit additional questions and inquiries relating to the information report, which includes the 2020 annual report, by email to info@prospectrm.com or by registered postal service according to the following details:

*Prospect REIT Management Co., Ltd.
345, Building 345 Surawong, 7th Floor,
Surawong Road, Surawong, Bang Rak, Bangkok 10500*

Unitholders can submit questions and inquiries for additional information from 9 April 2021 to 23 April 2021 (a period of 14 days after the REIT Manager delivers the Trust's annual report of 2020 to unitholders). The criteria for submitting additional questions and inquiries about the information report and related documents are in [Attachment 2](#) that are provided to unitholders alongside this information report. The REIT Manager will summarize the key issues in a questions and answers as received from unitholders in order to inform unitholders and disseminate them through the Stock Exchange of Thailand's website www.set.or.th and the Trust's website www.prospectreit.com within 14 days after the REIT Manager stops accepting additional questions and inquiries. If you have any inquiries or questions about the process of submitting questions, feel free to submit inquiries to the Investor Relations Department, Tel. 0-2697-3788, during business days and hours.

Please be informed accordingly

Yours faithfully,

Rachanee Mahatdetkul / Aon-Anong Chaithong

(Miss Rachanee Mahatdetkul) (Miss Aon-Anong Chaithong)

Authorized person

Prospect REIT Management Company Limited

REIT Manager