

(English Translation)

Ref: SREIT/008/2025

11 April 2025

Subject: Report on the 2024 operating performance of S Prime Growth Leasehold Real Estate Investment Trust (SPRIME) presenting to the trust unitholders

To: Trust unitholders of S Prime Growth Leasehold Real Estate Investment Trust (SPRIME)

Enclosures: 1. 2024 Annual Report in QR code format
2. Profiles and work experience of SPRIME's auditors for year 2025

Reference is made to the Notification of the Securities and Exchange Commission No. SorRor. 26/2555 Re: Provisions relating to Particular, Terms and Conditions in a Trust Instrument of Real Estate Investment Trust (as amended) and the Notification of the Capital Market Supervisory Board No. TorJor. 20/2561 Re: Rules, Conditions and Procedures for Disclosure of Mutual Funds and Real Estate Investment Trusts or Infrastructure Trusts (as amended). To ensure compliance with the aforementioned notifications, the Board of Directors' Meeting No. 1/2025 of S REIT Management Company Limited (the "Company" or "REIT Manager") as the REIT Manager of S Prime Growth Leasehold Real Estate Investment Trust (the "SPRIME") held on 21 February 2025 passed a resolution to arrange the 2025 Two-way Communication by delivering the report on SPRIME's 2024 operating performance to the trust unitholders and providing them with opportunities to submit questions or concerns regarding SPRIME's operations through the specified channel and within the specified period. In this regard, the Company will deliver the report on SPRIME's 2024 operating performance together with SPRIME's 2024 Annual Report in QR code format to the trust unitholders whose names appeared on the date for determining the trust unitholders who are entitled to receive the information and the report on 2024 SPRIME's operating performance on 7 March 2025. The details of 2024 SPRIME's operating performance can be summarized as follows:

Item 1: To acknowledge the management of key activities and future management direction of SPRIME

As the REIT Manager, the Company has determined the 2025 guidelines for managing SPRIME in compliance with the terms of the Trust Deed, aiming to seek benefits from Sun Towers Project, an asset in which SPRIME has invested, comprising:

1) Leasehold on 7 title deeds of land, office space, common area, parking area and operating systems of Sun Towers Project for the period of 30 years ("Sun Towers Office Space"). At present, the remaining leasehold period is 24.05 years, which will be end on 17 January 2049.

2) Leasehold on retail space on the ground and 2nd floor of approximately 943 square meters, leasehold on the remaining common area from the previous investment in Suntowers Project, and storage room on the 3rd – 9th floor, 11th floor, and 29th floor (including leasable storage room of approximately 1,274 square meters, but excluding promotion area where stalls are located) totaling 1,817 square meters in Suntowers Project for the period of 26.56 years (“**Suntowers Retail Space**”). At present, the remaining leasehold period is 24.05 years which will be end on 17 January 2049.

SPRIME aims to generate good rate of return on the investment in long and consistent term to the trust unitholders. Therefore, the appropriate management policies and strategic directions for SPRIME were issued accordingly to pave the ways toward the commercial incomes and maximum benefits to the trust unitholders as follows:

1) Asset management: focusing on maintaining building readiness, modernizing spaces, and supporting smart technologies, continuing to emphasize the Suntowers Project as an office building offering an amenity-rich workplace in a highly accessible location.

2) Lease management: involving offering reasonable rental rates and flexible lease packages, such as space leasing based on actual usage, co-working spaces, and flexible workspaces, to support hybrid workplace models, managing tenant relationships and enhancing satisfaction through prompt service, community building activities, and tenant engagement initiatives.

3) Asset efficiency development for sustainability strategy: including implementing energy-efficient measures, such as LED lighting, utilizing efficient wastewater treatment systems, installing waste sorting points for recycling, conducting regular indoor air quality monitoring for tenants, and organizing sustainability promotion activities.

4) Corporate governance and sustainability: focusing on managing SPRIME in compliance with the relevant laws for the utmost benefit of trust unitholders, as well as paying attention to the environment and aiming to create a sustainable and livable working environment for employees or building users following the environmental, social, and governance (ESG) principles.

Item 2 **To acknowledge SPRIME’s 2024 operating performance and SPRIME’s financial statements for the fiscal year ended 31 December 2024**

The Company, as the REIT Manager, has summarized the SPRIME’s 2024 operating performance as appeared in the 2024 Annual Report in QR Code format ([Enclosure 1](#)). Significant details of which relating to the operating results are summarized as follows:

Comparison of SPRIME’s operating performance for the period from 1 January - 31 December 2024 and the period from 1 January - 31 December 2023 is as follows:

Operating results	1 January - 31 December 2024	1 January - 31 December 2023	Change (%)
1. Average occupancy rate (%)	76.31	82.97	(8.03)
1.1 Suntowers Office Space	76.11	82.90	(8.19)
1.2 Suntowers Retail Space	89.81	87.12	3.09
2. Average rental rate (THB)	618	609	1.48
2.1 Suntowers Office Space	610	601	1.50
2.2 Suntowers Retail Space	1,049	1,073	(2.24)
3. Total investment income (THB)			
3.1 Rentals and services income	497,631,107	542,499,074	(8.27)
3.2 Other income	3,200,397	2,543,146	25.84
4. Total expenses (THB)	249,712,154	258,712,845	(3.48)
5. Net investment gain (THB)	251,119,350	286,329,375	(12.30)
6. Total net gain from investments ⁽¹⁾ (THB)	(39,457,866)	21,052,763	(287.42)
7. Increase in net assets from operations ⁽¹⁾ (THB)	211,661,484	307,382,138	(31.14)

Remarks:

⁽¹⁾ Resulted from the fair value adjustment of the leasehold during the asset valuation review period conducted by an independent appraiser.

For the 2024 operating performance, SPRIME had the total investment income of Baht 500.83 million decreased by Baht 44.21 million or 8.11% compared to the 2023 performance (“YoY”) due to a decline in occupancy rate and rental income. Despite this, the property manager of the Core Property is currently in the process of recruiting new tenants and planning strategies to maintain a current tenants. Additionally, SPRIME reported other income of Baht 3.20 million an increase by Baht 0.66 million or 25.84% YoY, driven by higher interest income and compensation received for insurance claims. SPRIME had the total expense of Baht 249.71 million, decreased by Baht 9.00 million or 3.48% YoY, mainly due to the rental and service costs in the amount of Baht 118.52 million which were the costs of rental and services such as utility costs, security, cleaning and the ongoing expenses related to building renovations to enhance the buildings’ efficiency and operating systems efficiency, such as air-conditioning system (condensers), elevator system and sanitation system. In addition, SPRIME had other expenses at Baht 7.96 million, decreased by Baht 3.57 million or 30.95% YoY, due to accrued expenses from additional investment transactions carried forward from 2022 to 2023. In 2024, SPRIME had financial costs of Baht 74.55 million, increased by Baht 3.70 million or 5.23% YoY, which came from an increase in the interest rate of the borrowers.

SPRIME's financial statements for the fiscal year ended 31 December 2024 can be summarized as follows:

Details	1 January - 31 December 2024 (THB)	1 January - 31 December 2023 (THB)	Change (%)
Statement of financial position			
Total assets	6,165,321,989	6,226,580,497	(0.98)
Investments at fair value through profit or loss	200,540,406	186,998,271	7.24
Investments in leasehold rights on properties at fair value	5,887,000,000	5,930,000,000	(0.73)
Cash and cash equivalents	38,633,536	54,735,151	(29.42)
Trade and other receivables, net	17,312,664	25,378,528	(31.78)
Accrued income	12,402,615	20,600,469	(39.79)
Electricity use guarantee deposits	7,200,000	7,200,000	-
Other assets	2,232,768	1,668,078	33.85
Total liabilities	1,568,453,947	1,611,297,689	(2.66)
Trade and other payables	36,630,174	41,005,697	(10.67)
Unearned rentals and services income	2,972,664	4,464,171	(33.41)
Deposits for rental and services	105,586,749	109,256,633	(3.36)
Borrowing from a financial institution, net	1,399,405,135	1,433,835,795	(2.40)
Other liabilities	23,859,225	22,735,393	4.94
Net assets	4,596,868,042	4,615,282,808	(0.40)
Net asset value per unit	10.2895	10.3308	(0.40)
Statement of comprehensive income			
Total income	500,831,504	545,042,220	(8.11)
Total expenses	249,712,154	258,712,845	(3.48)
Net investment income	251,119,350	286,329,375	(12.30)
Net gain from change in fair value of investments	3,542,134	3,052,763	16.03
Net gain (loss) from change in fair value of investments in leasehold rights on properties	(43,000,000)	18,000,000	(338.89)
Increase in net assets from operations	211,661,484	307,382,138	(31.14)
Statement of cash flows			
Net cash flows from operating activities	323,573,575	333,899,861	(3.09)
Net cash flows used in financing activities	(339,675,190)	(356,488,334)	(4.72)
Cash and cash equivalents at the end of the year	38,633,536	54,735,151	(29.42)

SPRIME's financial statements for the fiscal year ended 31 December 2024 were prepared in accordance with the accounting guidelines for the property fund, real estate investment trust, infrastructure fund and infrastructure trust established by the Association of Investment Management Companies and endorsed by the Office of Securities and Exchange Commission (the "SEC Office"); and were audited and certified by Ms. Watoo Kayankannavee, a certified public accountant No. 5423 of EY Office Limited. Details of SPRIME's financial statements for the fiscal year ended 31 December 2024 are appeared in the 2024 Annual Report in QR code format ([Enclosure 1](#)).

The dividend payment to trust unitholders for the fiscal year ended 31 December 2024

SPRIME has set out the policy to distribute dividends to the trust unitholders at the rate of not less than 90% of the adjusted net profit of the fiscal year and the payment of dividends shall not less than 2 (two) times per one fiscal year in accordance with the criteria prescribed in the Trust Deed. From the operating results during the period from 1 January - 31 December 2024, SPRIME recorded a net profit corresponding to cash equivalent of Baht 214.72 million. The Company as the REIT Manager, therefore, declared the dividend payment to the trust unitholders based on the operating results during the period from 1 January - 31 December 2024 in 4 payments totaling Baht 0.5000 per trust unit. This was paid from the 2024 operating results and retained earnings. The details of which are as follows:

1) The dividend payment was equivalent to 90.79% of the adjusted net profit for the fiscal year 2024 in accordance with the circular of the SEC Office No. Chor-Thor-3. (Wor) 2/2564, Clause 3.1 (1) after loan payments in 2024.

2) The dividend payment was equivalent to 104.00% of the adjusted net profit to correspond with the cash position in accordance with the circular of the SEC Office No. Chor-Thor-3. (Wor) 2/2564 Clause 3.2 (1) after (i) unrealized profits from appraisal or audit of property assets, (ii) difference between rental income recognized in the income statement and rental income received; and (iii) difference in expense recognized in the income statement and contract expenses (TFRS16).

Summary of historical dividend payment from the 2024 operating results is as follows:

Date of Resolution of the Board of Directors	Dividend Payment Date	Dividends (THB per unit)	Amount of Dividend Payment (THB Million)	Operating Results Period of 2024
9 May 2024	5 June 2024	0.1250	55.84	1 January – 31 March
9 August 2024	6 September 2024	0.1250	55.84	1 April – 30 June
8 November 2024	6 December 2024	0.1250	55.84	1 July - 30 September
21 February 2025	21 March 2025	0.1250	55.84	1 October - 31 December

Comparison of the dividend payment to the trust unitholders for the fiscal year ended 31 December 2024 and the fiscal year ended 31 December 2023 is as follows:

Items	Ended 31 December 2024	Ended 31 December 2023
(1) Dividend per unit (THB)	0.5000	0.5780
(2) Distribution of capital reduction per unit (THB)	-	-
Total dividend and capital reduction per unit (THB)	0.5000	0.5780
Dividend payment percentage according to the adjusted net profit (%) ⁽¹⁾	90.79	90.44
Dividend payment percentage according to the adjusted net profit to correspond with the cash position (%) ⁽¹⁾	104.00	103.92
Dividend payment ratio comparing to par value at Baht 9.382 per trust unit as of 30 December 2024 (%)	5.33	6.16
Dividend payment ratio comparing to market value at Baht 4.14 per trust unit as of 30 December 2024 and Baht 4.82 per trust unit as of 28 December 2023 (%)	12.08	11.99

Remark:

⁽¹⁾ New practice guidelines that are consistent with the circular of the SEC Office No. Chor-Thor-3. (Wor) 2/2564.

Item 3 To acknowledge the appointment of auditors and the determination of audit fee for the year 2025

The REIT Manager has appointed the auditors from EY Office Company Limited (“EY”), the auditor in preceding fiscal year, as SPRIME’s auditors for the fiscal year ending 31 December 2025 with the audit fee of not exceeding Baht 670,000, unchanged from the audit fee for the fiscal year ended 31 December 2024, excluding a non-audit fee and an out-of-pocket expense that will be paid to EY upon actual basis. For the fiscal year ending 31 December 2024, SPRIME paid the non-audit fee to EY in the amount of Baht 6,541 and paid the cost of requesting a document audit (audit working paper) to PricewaterhouseCoopers ABAS Limited as the auditors of SPRIME from 2019 to 2023 in the amount of Baht 27,156.10.

The list of auditors from EY for the fiscal year ending 31 December 2025 is as follows:

- 1) Mr. Chatchai Kasemsrithanawat Certified Public Accountant No. 5813 (who has never been a certified signatory of SPRIME’s financial statements), and/or
- 2) Mr. Kittiphun Kiatsompob Certified Public Accountant No. 8050 (who has never been a certified signatory of SPRIME’s financial statements), and/or
- 3) Ms. Isaraporn Wisutthiyan Certified Public Accountant No. 7480 (who has never been a certified signatory of SPRIME’s financial statements), and/or

- 4) Ms. Watoo Kayankannavee Certified Public Accountant No. 5423 (who has been a certified signatory of SPRIME's fiscal year ended 31 December 2024)

In this regard, one of the auditors listed above shall audit and render opinions on SPRIME's financial statements for the fiscal year ending 31 December 2025. In the event that any one of these auditors is unable to perform his or her duties, EY shall replace other certified public accountants from EY to perform the audit work and render opinions on the financial statements of SPRIME. In this respect, the nominated auditors have been certified by the SEC Office and do not have any relationship and conflict of interest with SPRIME; therefore they independently perform their duties in auditing and opine the SPRIME's financial statements. Profiles and work experience of 4 auditors from EY are appeared in Enclosure 2.

The Company set the date for determining the trust unitholders who are entitled to receive the information and the 2024 SPRIME's operating performance report (Two-way Communication) on 7 March 2025 and would like to cordially invite trust unitholders to submit any questions and concerns (if any) by providing the trust unitholder's name, address, telephone number and email (if any) for contact, along with questions or concerns regarding SPRIME's operations. Submission can be made via email to info@sprimegrowth.com, or via registered mail to S REIT Management Company Limited, No. 123 Sun Towers Building, Building B, 37th Floor, Vibhavadi - Rangsit Road, Chom Phon Subdistrict, Chatuchak District, Bangkok 10900, between 18 April - 30 April 2025. The Company will then publish a summary of key issues in the form of FAQs through the Stock Exchange of Thailand's website (www.set.or.th) and SPRIME's website (www.sprimegrowth.com) within 14 May 2025. In this regard, the Company reserves the right not to consider questions if trust unitholders do not provide complete information, or submitted them after the specified period, or if the questions or concerns are not relevant to the operations of SPRIME.

For inquiries, please contact the Investor Relations Department of S REIT Management Company Limited at 02-617-6465 and 02-050-5555 ext. 259 during business days and hours.

Please be informed accordingly.

Sincerely yours,

S PRIME GROWTH LEASEHOLD REAL ESTATE INVESTMENT TRUST

By S REIT Management Company Limited

as the REIT Manager

- *Mr. Achawit Singsuwan* -

(Mr. Achawit Singsuwan)

Managing Director