

No. 29/01/18

18 August 2022

- Subject:** Notification on the Entering into the Asset Acquisition and Disposition Transaction of Bangkok Airways Public Company Limited as a result of the Entering into the Asset Acquisition and Disposition Transaction with BA Airport Leasehold Real Estate Investment Trust (BAREIT)
- Attention:** Shareholders of Bangkok Airways Public Company Limited
- Enclosure:** Information Memorandum on Asset Acquisition and Disposition Transaction of Bangkok Airways Public Company Limited in connection with the Entering into the Asset Acquisition and Disposition Transaction with BA Airport Leasehold Real Estate Investment Trust (BAREIT)

Bangkok Airways Public Company Limited (the “**Company**”) would like to inform you of the resolutions of Board of Directors’ Meeting No. 6/2022, held on 5 August 2022, approving the Company to enter into the asset acquisition and disposition transaction, and other transactions in connection with the asset acquisition and disposition transaction for BA Airport Leasehold Real Estate Investment Trust (BAREIT). At present, the Settlor and the REIT Manager have been granted approval from the Office of the Securities and Exchange Commission to offer the Trust Units for sale. In addition, the Board of Directors of the Company resolved to approve that the Company and/or its associated persons enter into the transaction related to the acquisition of the Trust Units of BAREIT, as well as approve the authorisation of the persons assigned by the Board of Directors of the Company with the authority to take any action necessary for or relevant to, and in favour of the entering into the asset acquisition and disposition with the BAREIT, which can be summarised as follows:

1. **Approval on the Entering into the Asset Disposition Transaction**

- Approval for the Company to lease out its assets used for airport operations in the long term, consisting of land, buildings, and component parts of certain assets used for airport operations under the Samui Airport Project for a period of 25 years (the “**Asset Disposition Transaction**”)
- Approval for the Company to enter into the undertaking transaction as per the Undertaking Agreement between the Company, as the Promisor, and BAREIT, as the Promisee, in order to warrant the performance of obligations to be undertaken by the Company and/or its associated person for BAREIT (the “**Undertaking Transaction**”)

The size of the asset disposition transactions, calculated based on the total value of consideration basis, does not exceed Baht 14,300 Million or equivalent to not exceeding 28.47% (based on information from the Company's audited consolidated financial statements as of 31 March 2022), in which the Company is not entitled to any consideration from entering into the undertaking transaction. Therefore, the size of the said transactions is categorized as the asset disposition transactions in the Class 2 as stipulated in the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (2004) (as amended) (collectively the “**Notifications on Acquisition or Disposition of Assets**”) because the size of the said transactions is equal to or higher than 15% but less than 50%.

In any case, the asset disposition transaction is not considered as the Company's connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions B.E. 2546 (2003) (as amended) (collectively the “**Notifications on the Connected Transactions**”).

2. **Approval of the Entering into Asset Acquisition Transactions**

- Approval for the Company and/or its associated persons to purchase the Trust Units issued and offered for sale by BAREIT (the “**Trust Units Purchase Transaction**”), and maintain the trust unitholding of no less than the agreed percentages in each year of the total number of Trust Units issued and offered for sale in the first offering for sale;

Approval for the Company and/or its associated person to secure a bridging loan from financial institutions for utilization in the Trust Units Purchase Transaction and to make a repayment thereof with proceeds from the Disposition of such assets (if any); and

Approval for the President to have the authority to determine the final trust unitholding ratio to be entered into the Trust Units Purchase Transaction by the Company and/or its associated person, as well as to take any other actions in connection with the Trust Units Purchase Transaction.

- Approval for the Company and/or its associated persons to enter into the

operating lease transaction of Samui Airport Project with BAREIT to whom the Company will grant a long-term lease of assets of Samui Airport Project (the **“Operating Lease Transaction of Samui Airport Project”**)

Considering the size of the Trust Units Purchase Transaction which is not exceeding Baht 5,165 Million and the size of the Operating Lease Transaction of Samui Airport Project which its current value is approximately not exceeding Baht 14,160 Million, the combined size of these two transactions calculated based on the comparison of the total value of consideration basis would amount to approximately 38.47%, and when combining such size with the size of the asset acquisition in the past 6 months, the total size would be equal to 38.71% in accordance with the total value of consideration basis (based on information from the Company's audited consolidated financial statements as of 31 March 2022). Accordingly, the total size of such transactions is categorized as the asset acquisition transaction in the Class 2 as stipulated in the Notifications on Acquisition or Disposition of Assets because the size of the said transactions is equal to or higher than 15% but less than 50%.

In any case, the Trust Units Purchase Transaction and the Operating Lease Transaction of Samui Airport Project are not considered as the Company's connected transactions pursuant to the Notifications on the Connected Transactions.

In this regard, the Company has prepared and disclosed the Information Memorandum on the Entering into the Transactions to the Stock Exchange of Thailand on 5 August 2022. By means of this letter, the Company would like to deliver the Information Memorandum on Asset Acquisition and Disposition Transaction of the Company which contains the information as required by the criteria under the Notifications on Acquisition or Disposition of Assets. The details of which are set out in the Enclosure, for the purposes of the shareholders' acknowledgement and consideration.

Please be informed accordingly.

Sincerely yours,



(Mr. Anawat Leelawatwatana)

Senior Vice President - Finance and Accounting

Information Memorandum on Asset Acquisition and Disposition Transaction of Bangkok Airways Public Company Limited as a result of the Entering into the Asset Acquisition and Disposition Transaction with BA Airport Leasehold Real Estate Investment Trust (BAREIT)

1. Information disclosed under List (1) of the Notifications on Acquisition or Disposition of Assets¹

Details of the information disclosed under List (1) regarding asset acquisition and disposition as a result of the asset acquisition and disposition transaction with BA Airport Leasehold Real Estate Investment Trust (BAREIT) are set out in Attachment 1 hereof.

2. Responsibilities of the Board of Directors towards the information in the document delivered to the shareholders

The Board of Directors of the Company shall be responsible for the preparation of this Information Memorandum. The Board of Directors has reviewed the information set out herein with prudence for the purposes of the information being accurate, complete, and true, not containing misleading information, as well as not lacking of material information.

3. Qualifications of the independent expert who renders opinions on the transaction

None

4. Financial projections of the Company for the current year (if any)

None

5. Pending material lawsuits or claims

None

6. Interests or connected transaction between the listed company and its directors, executives, and shareholders directly or indirectly holding the shares amounting 10 percent or more

None

¹ Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (2004) (as amended)

Information Memorandum on the Acquisition and Disposition of Assets as a result of the Entering into the Asset Acquisition and Disposition Transactions for BAREIT of Bangkok Airways Public Company Limited

The Board of Directors' Meeting of Bangkok Airways Public Company Limited (the "**Company**") No. 6/2022 dated 5 August 2022 has resolved to approve the Company to enter into asset acquisition and Disposition transactions and other transactions related to the acquisition and Disposition of assets for BA Airport Leasehold Real Estate Investment Trust (the "**BAREIT**"), which is currently under the process of applying for permission from the Office of the Securities and Exchange Commission (the "**Office of the SEC**") by the Settlor and the REIT Manager to offer the Trust Units for sale, as well as to approve the Company and/or its subsidiaries to enter into transactions related to the acquisition of the Trust Units of BAREIT including to approve the persons appointed by the Board of Directors of the Company with the authority to take any actions necessary or in connection with and beneficial to the entering into asset acquisition and Disposition transactions with BAREIT. The details are as follows:

(A) Approval of the Entering into Asset Disposition Transactions by Approving the Entering into the Following Relevant Transactions:

- Approval for the Company to lease out its assets used for airport operations in the long term, consisting of land, buildings, and component parts of certain assets used for airport operations under the Samui Airport Project (the "**Samui Airport Project**") for a period of 25 years. The details of the leased properties are summarized in Attachment 2 (please see further details under 3.1.1 "Asset Disposition Transaction").
- Approval for the Company to enter into the undertaking transaction as per the Undertaking Agreement between the Company, as the Promisor, and BAREIT, as the Promisee, in order to warrant the performance of obligations to be undertaken by the Company and/or its associated person for BAREIT (please see further details under 3.1.2 "Undertaking Transaction").

The size of the asset Disposition transactions, calculated based on the total value of consideration basis, does not exceed Baht 14,300 Million or equivalent to not exceeding 28.47% (based on information from the Company's audited consolidated financial statements as of 31 March 2022), in which the Company is not entitled to any consideration from entering into the undertaking transaction. Therefore, the size of the said transactions is categorized as the asset disposition transactions in the Class 2 as stipulated in the Notification of the Capital Market Supervisory Board No. TorJor.

20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (2004) (as amended) (collectively the “**Notifications on Acquisition or Disposition of Assets**”) because the size of the said transactions is equal to or higher than 15% but less than 50%. In entering into the asset disposition transactions in the Class 2, the Notifications on Acquisition or Disposition of Assets stipulate that the Company shall comply with the following duties:

- 1) To disclose information memorandum and data regarding the Company’s asset disposition transactions and undertaking transaction to the Stock Exchange of Thailand (the “**SET**”); and
- 2) To send a circular notice to the shareholders regarding asset disposition transactions and the undertaking transaction of the Company within 21 days from the day that the Company has notified such transactions to the SET pursuant to the Notifications on Acquisition or Disposition of Assets.

In any case, the asset Disposition transactions and the undertaking transaction are not considered as the Company’s connected transactions pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions B.E. 2546 (2003) (as amended) (collectively the “**Notifications on the Connected Transactions**”).

(B) Approval of the Entering into Asset Acquisition Transactions by Approving the Entering into the Following Relevant Transactions

- Approval for the Company and/or its associated persons to purchase the Trust Units issued and offered for sale by BAREIT (the “**Trust Units Purchase Transaction**”) by approving the Company and/or its associated persons to enter into the Trust Units Purchase Transaction and maintain the trust unitholding of no less than the following ratio (unless prior written consent from BAREIT is obtained):

Year	Trust Unitholding Ratio
1 st – 3 rd Year	No less than 25% of the number of Trust Units initially issued and offered for sale
4 th – 10 th Year	No less than 20% of the number of Trust Units initially issued

Year	Trust Unitholding Ratio
	and offered for sale
11 th – 15 th Year	No less than 15% of the number of Trust Units initially issued and offered for sale

including approval for the Company and/or its associated person to secure a bridging loan from financial institutions for utilization in the Trust Units Purchase Transaction and to make a repayment thereof with proceeds from the disposition of such assets (if any).

Approval for the President to have the authority to determine the final trust unitholding ratio to be entered into the Trust Units Purchase Transaction by the Company and/or its associated person, as well as to take any other actions in connection with the Trust Units Purchase Transaction.

- Approval for the Company and/or its associated persons to enter into the operating lease transaction of Samui Airport Project with BAREIT to whom the Company will grant a long-term lease of assets of Samui Airport Project (the **“Operating Lease Transaction of Samui Airport Project”**).

Considering the size of the Trust Units Purchase Transaction which is not exceeding Baht 5,165 Million and the size of the Operating Lease Transaction of Samui Airport Project which its current value is approximately not exceeding Baht 14,160 Million, the combined size of these two transactions calculated based on the comparison of the total value of consideration basis would amount to approximately 38.47%, and when combining such size with the size of the asset acquisition in the past 6 months, the total size would be equal to 38.71% in accordance with the total value of consideration basis (based on information from the Company's audited consolidated financial statements as of 31 March 2022). Accordingly, the total size of such transactions is categorized as the asset acquisition transaction in the Class 2 as stipulated in the Notifications on Acquisition or Disposition of Assets because the size of the said transactions is equal to or higher than 15% but less than 50%. In entering into the asset acquisition transaction in the Class 2, the Notifications on Acquisition or Disposition of Assets stipulate that the Company shall comply with the following duties:

- 1) To disclose information memorandum and data regarding the Trust Units Purchase Transaction and the Operating Lease Transaction of Samui Airport Project to the SET; and
- 2) To send a circular notice to the shareholders regarding the Trust Units Purchase Transaction and the Operating Lease Transaction of Samui Airport Project

within 21 days from the day that the Company has notified such transactions to the SET pursuant to the Notifications on Acquisition or Disposition of Assets.

In any case, the Trust Units Purchase Transaction and the Operating Lease Transaction of Samui Airport Project are not considered as the Company's connected transactions pursuant to the Notifications on the Connected Transactions.

The Company hereby notifies the information memorandum regarding the entering into such transactions as follows:

1. Date, Month and Year of the Transactions

1.1. Disposition of Assets

The asset disposition transactions and the undertaking transaction of the Company will occur after the offering of Trust Units for sale and the completed establishment of BAREIT. In this regard, the Company expects that the asset disposition transactions and the undertaking transactions of the Company will occur within Q3 of 2022.

1.2. Acquisition of Assets

The Trust Units Purchase Transaction will occur during the subscription period of BAREIT's Trust Units after the offering of BAREIT's Trust Units for sale is approved by the Office of the SEC, whereby the Company expects that the Trust Units Purchase Transaction will occur within Q3 of 2022.

The Operating Lease Transaction of Samui Airport Project will occur after the Company's disposition of assets to BAREIT in accordance with the asset disposition transactions, which is expected to take place within Q3 of 2022 as well.

2. Relevant Parties

2.1. Disposition of Assets

Asset Disposition Transaction

Lessor: The Company

Lessee: BAREIT

Undertaking Transaction

Promisor: The Company

Promisee: BAREIT

2.2. Acquisition of Assets

Trust Units Purchase Transaction

Purchaser: The Company and/or its associated persons

Seller: BAREIT

Operating Lease Transaction of Samui Airport Project

Operating Lessee: The Company and/or its associated persons

Lessor: BAREIT

3. General Characteristics, Type and Size of the Transactions

3.1. Disposition of Assets

3.1.1. Asset Disposition Transaction

(1) General Characteristics and Type of the Transaction

After the offering of BAREIT's Trust Units for sale is completed, the Company will enter into the asset disposition transactions with the lease term of 25 years commencing from the BAREIT's investment date in the leasehold right until the expiration date in accordance with the registration of the leasehold right.

In this regard, the leasehold right will be sold to BAREIT by the Company at a value of not exceeding Baht 14,300 Million (excluding any registration fees and stamp duty as well as other relevant fees and expenses which will be borne by BAREIT and the payment for which will be made on the BAREIT's investment date in the leasehold right). The value of which will be considered based on the appraisal value as appraised by 2 independent appraisers, namely Siam City Appraisal Company Limited and Knight Frank Chartered (Thailand) Company Limited, which had conducted an appraisal on the Company's assets to be invested by BAREIT as its initial investment assets as follows:

Appraiser as Approved by the Office of the SEC	Appraisal Value of the Company's Assets Based on the Income Approach(Million Baht)
Siam City Appraisal Company Limited	14,160.0

Knight Frank Chartered (Thailand) Company Limited	14,150.0
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Remark: Both appraisers are in the list of appraisers approved by the Office of the SEC.

Nevertheless, the final sale price of the assets will be subject to the final offering price of the Trust Units of BAREIT, which will be determined by a survey of institutional investors' demand for Trust Units (Book Building) and a number of other factors e.g. the condition of the capital market as well as the offering for sale of other financial products during the particular period, etc.

(2) Size of the Transaction

The transaction size calculation in accordance with the Notifications on Acquisition or Disposition of Assets based on information from the Company's audited consolidated financial statements as of 31 March 2022 is detailed as follows:

(a) Comparison of the value of net tangible assets

Not applicable for this basis of transaction size calculation.

(b) Comparison of the net operating profits

Not applicable for this basis of transaction size calculation.

(c) Comparison of the total value of consideration

$$\begin{aligned}
 \text{Transaction Size} &= \frac{\text{The selling price of the assets}}{\text{Total assets of the Company}} \\
 &= \frac{\text{not exceeding Baht 14,300 Million}}{\text{Baht 50,231 Million}} \\
 &= \text{not exceeding 28.47\%}
 \end{aligned}$$

(d) Comparison of the value of securities

Not applicable for this basis of transaction size calculation.

From the above calculation, the highest value of the transaction is

calculated based on the comparison of the total value of consideration basis at the approximate transaction size of not exceeding 50%. In this regard, the size of the asset disposition transactions is considered as the asset disposition transactions in the Class 2 in accordance with the Notifications on Acquisition or Disposition of Assets.

3.1.2. Undertaking Transaction

(1) General Characteristics and Type of the Transaction

The Company will enter into the undertaking transaction as per the Undertaking Agreement between the Company, as the Promisor, and BAREIT, as the Promisee, in order to warrant the performance of obligations to be undertaken by the Company and/or its associated persons for BAREIT. Accordingly, the Company agrees to undertake necessary matters; for example, the Company and/or its associated person will become operating lessee throughout a period of 25 (twenty-five) years commencing from the registration date of leasehold right of the Samui Airport Project between BAREIT and the Company onwards. The license to use of trade name and trademark and/or other marks used in conveying a message to the public that the assets to be invested in by BAREIT are related to Bangkok Airways and the Samui Airport Project will be granted (without any cost). Regarding the investment and maintenance of trust unitholding ratio in BAREIT, the Company agrees and undertakes to procure that its associated persons agree to maintain the status as a Trust Unitholder of BAREIT and shall maintain the accumulated trust unitholding in each year of no less than the agreed-upon ratio of the total number of Trust Units issued and offered for sale in the initial offering in accordance with the conditions as stipulated in the Undertaking Agreement. In addition, throughout the trust unitholding period, it shall not dispose of, distribute, transfer the Trust Units, or take any other actions which may cause the trust unitholding ratio in BAREIT to be lower than the aforementioned threshold.

(2) Size of the Transaction

As the undertaking transaction is a part of the asset disposition transactions with the purpose to warrant the performance of obligations to be undertaken by the Company and/or its associated persons, the Company is not entitled to any consideration from entering into such undertaking transaction with BAREIT other than those proceeds from the asset disposition transactions.

3.2. Acquisition of Assets

3.2.1. Trust Units Purchase Transaction

(1) General Characteristics and Type of the Transaction

The Company and/or its associated persons will enter into a transaction to purchase the Trust Units issued and offered for sale by BAREIT in the amount of not exceeding Baht 5,165 Million or equivalent to not exceeding 10.28% of the total asset.

Nevertheless, the subscription value of Trust Units will be subject to the offering price, which will be determined by a survey of institutional investors' demand for Trust Units (Book Building) and a number of other factors, e.g. the condition of the capital market as well as the offering for sale of other financial products during the particular period, etc.

(2) Size of the Transaction

The transaction size calculation in accordance with the Notifications on Acquisition or Disposition of Assets based on information from the Company's audited consolidated financial statements as of 31 March 2022 is detailed as follows:

(a) Comparison of the value of net tangible assets

Not applicable for this basis of transaction size calculation (as BAREIT has not been established and have no business profits).

(b) Comparison of the net operating profits

Not applicable for this basis of transaction size calculation (as BAREIT has not been established and have no business profits).

(c) Comparison of the total value of consideration

Transaction Size = Payable amount

Total assets of the Company

= not exceeding Baht 5,165 Million

Baht 50,231 Million

= not exceeding 10.28%

- (d) Comparison of the value of securities
Not applicable for this basis of transaction size calculation.

3.2.2. Operating Lease Transaction of Samui Airport Project

(1) General Characteristics and Type of the Transaction

The Company or its associated persons will enter into the Operating Lease Transaction of Samui Airport Project from BAREIT for a short-term period of not exceeding 3 years per each term which is being renewed throughout the period of 25 years commencing from the registration date of leasehold right of the Samui Airport Project with the Company by BAREIT onwards. The rental fee throughout the lease period, calculated based on the current total value, would amount to approximately not exceeding Baht 14,160 Million, which will be in accordance with the conditions set forth in the operating lease agreement (for Samui Airport).

(2) Size of the Transaction

The transaction size calculation in accordance with the Notifications on Acquisition or Disposition of Assets based on information from the Company's audited consolidated financial statements as of 31 March 2022 is detailed as follows:

- (a) Comparison of the value of net tangible assets
Not applicable for this basis of transaction size calculation.

- (b) Comparison of the net operating profits
Not applicable for this basis of transaction size calculation.

- (c) Comparison of the total value of consideration

$$\begin{aligned} \text{Transaction Size} &= \text{Payable amount} \\ & \frac{\text{Total assets of the Company}}{\text{Baht 50,231 Million}} \\ &= \text{not exceeding Baht 14,160 Million} \\ & \frac{\text{Baht 14,160 Million}}{\text{Baht 50,231 Million}} \\ &= \text{not exceeding 28.19\%} \end{aligned}$$

(d) Comparison of the value of securities

Not applicable for this basis of transaction size calculation.

Therefore, upon the combination of the Trust Units Purchase Transaction and the Operating Lease Transaction of Samui Airport Project calculated based on the comparison of the total value of consideration basis in (c) above, the combined size of the two transactions would amount to approximately 38.47%. And when combining such size with the size of the asset acquisition in the past 6 months, calculated based on the comparison of the total value of consideration basis, the total size would be equal to 38.71% in accordance with the total value of consideration basis, which is categorized as the asset acquisition transaction in the Class 2 as stipulated in the Notifications on Acquisition or Disposition of Assets because the size of the said transactions is equal to or higher than 15% but less than 50%.

4. Details of Assets to be Acquired or Disposed

4.1. Disposition of Assets

4.1.1. Asset Disposition Transaction

Please see the details of the Company's assets leased to BAREIT in Attachment 2.

4.1.2. Undertaking Transaction

The Company will enter into the undertaking transaction in accordance with the Undertaking Agreement between the Company, as the Promisor, and BAREIT, as the Promisee, in order to warrant the performance of obligations to be undertaken by the Company and/or its associated person for BAREIT (please see further details under 3.1.2 "Undertaking Transaction").

4.2. Acquisition of Assets

4.2.1. Trust Units Purchase Transaction

The Company and/or its associated persons will invest in Trust Units issued and offered for sale by BAREIT in the amount of not exceeding Baht 5,165 Million or equivalent to not exceeding 10.28% of the total asset.

4.2.2. Operating Lease Transaction of Samui Airport Project

The Company or its associated persons will enter into the Operating Lease Transaction of Samui Airport Project from BAREIT for a short-term period of

not exceeding 3 years per each term which is being renewed throughout the period of 25 years commencing from the registration date of leasehold right of the Samui Airport Project with the Company by BAREIT onwards. The rental fee throughout the lease period, calculated based on the current total value, would amount to approximately not exceeding Baht 14,160 Million, which will be in accordance with the conditions set forth in the operating lease agreement (for Samui Airport).

5. Total Value of Consideration

5.1. Disposition of Assets

5.1.1. Asset Disposition Transaction

The value of leasehold rights of which the Company will dispose to BAREIT is not exceeding than Baht 14,300 Million. (Please see further details under 3.1.1 “Asset Disposition Transactions”)

Nevertheless, the final sale price of the assets will be subject to the final offering price of the Trust Units of BAREIT, which will be determined by a survey of institutional investors' demand for Trust Units (Book Building), the conditions of the assets sold at the time, and a number of other factors, e.g. the condition of the capital market as well as the offering for sale of other financial products during the particular period, etc.

5.1.2. Undertaking Transaction

As the undertaking transaction is a part of the asset disposition transactions with the purpose to warrant the performance of obligations to be undertaken by the Company and/or its associated persons, the Company is not entitled to any consideration from the entering into such undertaking transaction with BAREIT other than those proceeds from the asset disposition transactions.

5.2. Acquisition of Assets

5.2.1. Trust Units Purchase Transaction

The Company and/or its associated persons shall pay for the subscription value of Trust Units to BAREIT in the maximum amount of not exceeding Baht 5,165 Million or equivalent to not exceeding 10.28% of the total asset.

Nevertheless, the subscription value of Trust Units will be subject to the final offering price, which will be determined by a survey of institutional investors' demand for Trust Units (Book Building) and a number of other factors, e.g. the

condition of the capital market as well as the offering for sale of other financial products during the particular period, etc.

5.2.2. Operating Lease Transaction of Samui Airport Project

The Company or its associated persons will enter into the Operating Lease Transaction of Samui Airport Project from BAREIT for a short-term period of not exceeding 3 years per each term which is being renewed throughout the period of 25 years commencing from the registration date of leasehold right of the Samui Airport Project with the Company by BAREIT onwards. The rental fee throughout the lease period, calculated based on the current total value, is approximately not exceeding Baht 14,160 Million.

6. Value of Assets Acquired or Disposed

6.1. Disposition of Assets

6.1.1. Asset Disposition Transaction

The value of assets to be disposed in the asset disposition transactions will be in the transaction size of not exceeding Baht 14,300 Million, whereby the final selling price to be offered to BAREIT will be determined by a survey of institutional investors' demand for Trust Units (Book Building), the condition of the assets sold at the time, and a number of other factors, e.g. the condition of the capital market as well as the offering for sale of other financial products during the particular period, etc.

6.1.2. Undertaking Transaction

No value of the transaction is calculated.

6.2. Acquisition of Assets

6.2.1. Trust Units Purchase Transaction

The value of Trust Units will be subject to the final offering price, which will be determined by a survey of institutional investors' demand for Trust Units (Book Building) and a number of other factors, e.g. the condition of the capital market as well as the offering for sale of other financial products during the particular period, etc.

6.2.2. Operating Lease Transaction of Samui Airport Project

The Company or its associated persons will enter into the Operating Lease Transaction of Samui Airport Project from BAREIT for a short-term period of not exceeding 3 years per each term which is being renewed throughout the period of 25 years commencing from the registration date of leasehold right of the Samui Airport Project with the Company by BAREIT onwards. The rental fee throughout the lease period, calculated based on the current total value, is approximately not exceeding Baht 14,160 Million.

7. Basis for Determining the Value of Consideration

7.1. Disposition of Assets

7.1.1. Asset Disposition Transaction

The basis for determining the total value of consideration for assets under the asset disposition transactions is initially determined based on:

- (1) the appraisal value of the assets to be invested by BAREIT as appraised by an appraiser approved by the Office of the SEC;
- (2) the proper rate of return to be received by investors;
- (3) commercial potential of the assets to be invested by BAREIT; and
- (4) both domestic and international interest rates.

Nevertheless, the subscription value of Trust Units will be subject to the final offering price, which will be determined by a survey of institutional investors' demand for Trust Units (Book Building), the condition of the assets sold at the time, and a number of other factors, e.g. the condition of the capital market as well as the offering for sale of other financial products during the particular period, etc.

7.1.2. Undertaking Transaction

As the undertaking transaction is merely a part of the asset disposition transactions in order to warrant the performance of obligations to be undertaken by the Company and/or its associated persons, the Company is not entitled to any consideration from entering into such undertaking transaction with BAREIT.

7.2. Acquisition of Assets

7.2.1. Trust Units Purchase Transaction

The value of Trust Units will be subject to the final offering price, which will be determined by a survey of institutional investors' demand for Trust Units (Book Building) and a number of other factors, e.g. the condition of the capital market as well as the offering for sale of other financial products during the particular period, etc.

7.2.2. Operating Lease Transaction of Samui Airport Project

The value of consideration for the Operating Lease Transaction of Samui Airport Project from BAREIT under the operating lease agreement (for Samui Airport) is considered based on the past performance, the forecasting of future performance, yield ratio, and the risks of airport operation business.

8. Expected Benefits to the Company

The Company will gain proceeds from the disposition of assets and the Company may utilize such proceeds and revenue pursuant to the Company's operational plan, e.g. to invest in other projects, to make a repayment of borrowings from financial institutions, or to utilize as working capital, etc.

Furthermore, after the completion of Trust Units Purchase Transaction, the Company and/or its associated persons will become the trust unitholder of BAREIT and shall be entitled to returns in proportion to the investment in BAREIT in the form of dividend from BAREIT, as well as an opportunity to receive profits from capital gain in the future, subject to the price increase of Trust Units traded in the SET.

9. Utilization Plan of the Proceeds

The Company may utilize proceeds from BAREIT to invest in other projects, to make a repayment of borrowings from financial institutions, or to utilize as working capital.

However, those plans are the Company's current operational plan which is subject to any revisions as it deems appropriate, depending on the situation at the time.

10. Source of Funds for the Asset Acquisition Transactions

The Company and/or its associated persons will preliminarily utilize the working capital and/or bridging loan from financial institutions in the Trust Units Purchase Transaction. In this regard, if the Company utilizes the bridging loan from financial institutions, it may make a repayment thereof with proceeds from the disposition of assets.

11. Key Conditions Precedent

The asset disposition transactions will be carried out after approval from the Office of the SEC is granted for the offering for sale of BAREIT's Trust Units, after the Trust Units are offered for sale, and BAREIT is established. On the other hand, the Trust Units Purchase Transaction will be carried out after an approval from the Office of the SEC is granted for the offering for sale of BAREIT's Trust Units.

12. Opinions of the Board of Directors regarding the Entering into the Transactions

The Board of Directors' Meeting of the Company No. 6/2022 dated 5 August 2022 has resolved to approve the Company and/or its associated persons to enter into asset disposition transactions and other transactions related to the disposition of assets with an opinion that the entering into such transactions is rational and in the best interest of the Company and its shareholders as the Company may utilize such proceeds pursuant to the Company's operational plan, e.g. to invest in other projects, to make a repayment of borrowings from financial institutions, or to utilize as working capital, etc., as well as to approve the Company and/or its associated persons to enter into the Trust Units Purchase Transaction with an opinion that the entering into such transactions is rational and in the best interest of the Company and its shareholders as the Company and/or its associated persons will be entitled to distribution from the investment in BAREIT in the form of dividend, as well as an opportunity to receive profits from capital gain in the future subject to the price increase of Trust Units traded in the SET.

13. Dissenting opinion of the Audit Committee and/or director(s) of the Company which is different from the opinion of the Board of Directors under No. 12.

None

Summary Details of the Leased Properties**1. Leased Land**

The leased land is situated in Tambon Bo Phut, Amphoe Koh Samui, Surat Thani Province with the portion of leased area of approximately 231-3-27.2 Rai, consisting of the lands under parts of 10 Land Title Deeds and parts of 10 Certificates of Utilization (Nor.Sor.3 Gor.) as follows:

Land Title Deeds:

No.	Land Title Deed No.	Plot No.	Total Invested Land Area (Approximate)		
			Rai	Ngan	Square Wah
1.	2515	56	0	1	25.0
2.	2518	59	6	0	97.1
3.	2754	29	0	0	57.9
4.	2755	30	7	2	91.0
5.	2773	12	0	0	94.5
6.	6644	125	0	0	25.0
7.	15267	17	193	1	10.0
8.	17662	217	0	2	99.6
9.	20756	29	0	1	94.6
10.	38474	66	3	2	86.3
Total			212	3	810.

Certificates of Utilization (Nor.Sor.3 Gor.):

No.	Certificate of Utilization No.	Plot No.	Total Invested Land Area (Approximate)		
			Rai	Ngan	Square Wah
1.	847	36	0	1	80.8
2.	899	68	4	1	19.7
3.	921	93	4	0	53.3
4.	1424	96	1	0	48.0
5.	1428	100	1	3	22.4

No.	Certificate of Utilization No.	Plot No.	Total Invested Land Area (Approximate)		
			Rai	Ngan	Square Wah
6.	2113	206	1	3	46.0
7.	2114	229	0	3	0.0
8.	2157	130	2	1	87.6
9.	6088	479	0	2	75.9
10.	6089	480	1	1	12.5
Total			18	3	46.2

2. Leased Structures

2.1 Runway

Runway refers to area for aircraft landing and takeoff, including the component parts that are fixed thereon. The runway of Samui Airport is a 45-Meter wide and 2,100-Meter long single runway, with a total runway area of approximately 94,500 Square Meters.

2.2 Taxiway

Taxiway refers to a part connecting between the runway and the East apron with a total of 4 taxiways, namely A, B, C and D.

2.3 Apron

Parts of the East apron, the East apron and the taxi way is approximately 125 Meters wide and 196 Meters long, with the area of approximately 24,500 Square Meters.

2.4 Parts of the passenger terminal and other supporting buildings located on the leased land, with the details as follows:

Details	Approximate area (Square Meters)	Approximate Building Age ¹ (Year)
Runway	94,500.0	32
Taxiway and East Apron	24,500.0	32
Domestic and International Boarding Pass Inspection Building	1,780.0	15

Details	Approximate area (Square Meters)	Approximate Building Age¹ (Year)
Domestic Departure Terminal (Gate 3)	420.0	15
Domestic Arrival Terminal (Gate 4)	639.0	15
International Arrival Terminal (Gate 5)	995.0	15
International Departure Terminal (Gate 6)	654.0	15
2-Storey Fire Office Building	467.5	8
Total Approximately Area	123,955.5	

Remark: ¹Data from the Appraisal Report as appraised on 24 March 2022.