



Annual Registration Statement / Annual Report

Form 56-1 One Report

(Structured Data Report)

UNIVENTURES PUBLIC COMPANY LIMITED

Fiscal Year End 30 September 2023



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Group Structure and Operations

Group Structure and Operations

Business Overview and Policies (1.1)

Company Information (1.1.5)

Company Name : UNIVENTURES PUBLIC COMPANY LIMITED

Symbol : UV

Address : 22nd FLOOR, PARK VENTURES ECOPLEX, 57 WIRELESS ROAD, LUMPINI,
PATUMWAN, BANGKOK, 10330

Province : Bangkok

Postcode : 10330

Business : Investing in other companies. UV Group operates 3 main business lines, namely (1) investment business: at present, the Company's subsidiary has invested in energy business, commercial refrigerators business and construction management and consulting business (2) real estate and related businesses and (3) industrial business, namely zinc oxide powder and chemicals manufacture and distribution business.

Registration Number : 0107537001030

Telephone : 0-2643-7100

Fax (if applicable) : 0-2256-0505

Website : www.univentures.co.th

Email : uv-comsec@univentures.co.th

Total Shares Sold (shares)

Common Stock : 1,911,926,537

Preferred Stock : 0

Business Operations (1.2)

Revenue Structure (1.2.1)

By Product Line or Business Grouping

	2021	2022	2023
Total revenue from operations (Thousand baht)	3,427,633.22	15,270,035.98	17,672,314.85
Investment business (Thousand baht)	36,588.50	9,481,254.22	12,709,394.39
Real estate business and related business (Thousand baht)	1,869,749.39	3,969,958.13	3,732,383.46
Industrial business (Thousand baht)	1,406,261.87	1,811,974.92	1,221,774.96
Other income (Thousand baht)	115,033.46	6,848.71	8,762.04

	2021	2022	2023
Total revenue from operations (%)	100.00	100.00	100.00
Investment business (%)	1.07	62.09	71.92
Real estate business and related business (%)	54.55	26.00	21.12
Industrial business (%)	41.03	11.86	6.91
Other income (%)	3.35	0.05	0.05

By Geographical Area or Market

	2021	2022	2023
Total revenue from operations (Thousand baht)	3,427,633.22	15,270,035.98	17,672,314.85
Domestic (Thousand baht)	3,148,238.18	14,818,780.31	17,398,557.31
International (Thousand baht)	279,395.04	451,255.67	273,757.54
Japan (Thousand baht)	29,731.13	40,656.06	42,015.82
New Zealand (Thousand baht)	57,886.91	141,398.09	53,309.51

Singapore (Thousand baht)	103,406.46	129,657.79	80,727.73
Indonesia (Thousand baht)	0.00	31,657.10	38,463.69
Other countries (Thousand baht)	88,370.54	107,886.63	59,240.79

	2021	2022	2023
Total revenue from operations (%)	100.00	100.00	100.00
Domestic (%)	91.85	97.04	98.45
International (%)	8.15	2.96	1.55
Japan (%)	10.64	9.01	15.35
New Zealand (%)	20.72	31.33	19.47
Singapore (%)	37.01	28.73	29.49
Indonesia (%)	0.00	7.02	14.05
Other countries (%)	31.63	23.91	21.64

Other income as specified in the financial statements

	2021	2022	2023
Total other income (Thousand baht)	168,984.32	102,668.43	182,050.36
Other income from operations (Thousand baht)	0.00	0.00	0.00
Other income not from operations (Thousand baht)	168,984.32	102,668.43	182,050.36

Share of profit of joint ventures and associates accounted for using equity method

	2021	2022	2023
Share of profit (Thousand baht)	28,496.52	30,355.12	15,197.71

Information on Products and Services (1.2.2)

Product/Service Information and Business Innovation Development (1.2.2.1)

Research and Development (R&D) Policy : No

(Unit : Thousand baht)	2021	2022	2023
R&D expenses in the past 3 years	0.00	0.00	0.00

Risk Management

Risk Management

Risk Factors (2.2)

Risk that might affect the company's business, including environmental, social and corporate governance issues (2.2.1)

Risk from the Company's business by investing in other companies

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Volatility in the industry in which the company operates
- New business risk

Financial Risk

- Fluctuation in return on assets or investment
- Income volatility

Risk from investing in new businesses

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- New business risk

Financial Risk

- Fluctuation in return on assets or investment
- Income volatility

Risk from power plant management to operate stably

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Changes in technologies

Operational Risk

- Systems or internal control system
- Human error in business operations

Reliance on procurement and delivery of main fuels from a single supplier as well as fluctuations in the price of main fuels

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Government policy
- Reliance on large partners / distributors or few partners / distributors

Operational Risk

- Shortage or fluctuation in pricing of raw materials or productive resources

Financial Risk

- Fluctuation in exchange rates, interest rates, or the inflation rate

Risk from dependence on the purchase of electricity from Electricity Generating Authority of Thailand

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Government policy
- Reliance on large customers or few customers

Compliance Risk

- Legal risk

Fluctuations in raw material prices of the commercial refrigerator and zinc oxide business.

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Shortage or fluctuation in pricing of raw materials or productive resources
- Inventory risk

Financial Risk

- Fluctuation in exchange rates, interest rates, or the inflation rate
- Income volatility

The slowdown in demand and purchasing power of customers is constrained by negative factors

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Volatility in the industry in which the company operates
- Behavior or needs of customers / consumers
- Government policy
- Business operations of partners in the supply chain
- Reliance on large customers or few customers
- Competition risk
- Economic risk

Impact of amendment in rules, laws, and procedures

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Government policy

Compliance Risk

- Change in laws and regulations
- Legal risk

Risk from interest bearing debt

Risk Management Measures: Yes

Related Risk Topics

Financial Risk

- Fluctuation in exchange rates, interest rates, or the inflation rate

Social and environmental risks from the electricity production process of power plants, zinc oxide powder and construction of real estate projects

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- ESG risk

Operational Risk

- Safety, occupational health, and working environment
- Impact on the environment
- Impact on human rights

Cybersecurity and Data Security Risks

Risk Management Measures: Yes

Related Risk Topics

Operational Risk

- Information security and cyber-attack
- System disruption risk

Compliance Risk

- Violations of laws and regulations
- Legal risk

Climate Change Risk

Risk Management Measures: Yes

Related Risk Topics

Strategic Risk

- Behavior or needs of customers / consumers
- Government policy
- Changes in technologies
- Climate change and disasters

Compliance Risk

- Change in laws and regulations

Risk to Securities Holder (2.2.2)

Risk of uncertainty in the ability to pay dividends and the return that investors will receive

Risk Management Measures: No

Related Risk Topics

- Return from investment of securities holder

Management risk of major shareholders

Risk Management Measures: Yes

Related Risk Topics

- Return from investment of securities holder

Sustainable Development

Sustainable Development

Sustainability Management Policy and Targets (3.1)

Sustainability Management Policy and Targets

Corporate Sustainability Policy : Yes

URL of corporate sustainability policy : https://www.univentures.co.th/pdf/sustainable/%E0%B8%99%E0%B9%82%E0%B8%A2%E0%B8%9A%E0%B8%B2%E0%B8%A2%E0%B8%9A%E0%B8%A3%E0%B8%B4%E0%B8%AB%E0%B8%B2%E0%B8%A3%E0%B8%88%E0%B8%B1%E0%B8%94%E0%B8%81%E0%B8%B2%E0%B8%A3%E0%B8%84%E0%B8%A7%E0%B8%B2%E0%B8%A1%E0%B8%A2%E0%B8%B1%E0%B9%88%E0%B8%87%E0%B8%A2%E0%B8%B7%E0%B8%99_TH_May2023.pdf

Environmental Aspect (3.3)

Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : Yes

URL of environmental policy and practice : https://www.univentures.co.th/pdf/sustainable/%E0%B8%99%E0%B9%82%E0%B8%A2%E0%B8%9A%E0%B8%B2%E0%B8%A2%E0%B8%88%E0%B8%B1%E0%B8%94%E0%B8%81%E0%B8%B2%E0%B8%A3%E0%B8%AA%E0%B8%B4%E0%B9%88%E0%B8%87%E0%B9%81%E0%B8%A7%E0%B8%94%E0%B8%A5%E0%B9%89%E0%B8%AD%E0%B8%A1%E0%B8%9E%E0%B8%A5%E0%B8%B1%E0%B8%87%E0%B8%87%E0%B8%B2%E0%B8%99%E0%B8%AA%E0%B8%B1%E0%B8%87%E0%B8%84%E0%B8%A1_TH_May2023.pdf

Company environmental guideline : Electricity Management, Fuel Management, Renewable/Clean Energy Management, Water Management, Waste Management, Greenhouse Gas and Climate Change Management

Results with Respect to the Environmental Aspect (3.3.2)

Energy management

• Fuel consumption

	2021	2022	2023
Diesel (Litres)	N/A	N/A	121,971.77
Gasoline (Litres)	N/A	N/A	28,912.67

Fuel oil (Litres)	N/A	N/A	0.00
Crude oil (Barrels)	N/A	N/A	0.00
Natural gas (Standard cubic feet)	N/A	13,580,593,158.98	17,407,086,462.44
Steam (Metric tonnes)	N/A	N/A	2,851,560.74

• Electricity consumption

	2021	2022	2023
Total electricity consumption within the organization (Kilowatt-Hours)	0.00	65,590,273.00	86,628,114.04

Remark : Excluding data of STI Group

Water management

• Water consumption

	2021	2022	2023
Total water withdrawal (Cubic meters)	0.00	1,384,054.00	1,533,051.00

Remark : Excluding data of STI Group

Waste management

• Waste from operations

	2021	2022	2023
Non-hazardous waste (Kilograms)	N/A	651,100.00	494,491.50
Hazardous waste (Kilograms)	N/A	84,420.00	64,769.00
Total waste generated (Kilograms)	0.00	735,520.00	559,260.50

Remark : Excluding data of refrigerator business, STI Group, real estate business and related businesses.

Greenhouse gas management

• Greenhouse gas emissions

	2021	2022	2023
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Total GHG emissions target (Metric tonnes of carbon dioxide equivalent)	N/A	N/A	N/A
Scope 1 (Tons of carbon dioxide equivalents)	N/A	8,292.68	6,520.00
Scope 2 (Tons of carbon dioxide equivalents)	N/A	1,007.79	992.00
Scope 3 (Tons of carbon dioxide equivalents)	N/A	65,615.90	39,627.00
Total GHG emissions (Metric tonnes of carbon dioxide equivalent)	0.00	74,916.37	47,139.00
Remark : Scope of greenhouse gas emissions from UV's headquarters and subsidiaries located at Park Ventures Building, 22nd floor, Bangkok, and office and factory of Thai-Lysaght Co., Ltd.			

• **Verification of greenhouse gas emissions over the past year**

Third-party verification : Yes

Name of verifying organization : Bureau Veritas Certification (Thailand) Co., Ltd.

Social Aspect (3.4)

Policy and Guideline on Social Aspect (3.4.1)

Human Rights Policy and Practice : Yes

URL of human rights policy : https://www.univentures.co.th/pdf/sustainable/%E0%B8%99%E0%B9%82%E0%B8%A2%E0%B8%9A%E0%B8%B2%E0%B8%A2%E0%B8%AA%E0%B8%B4%E0%B8%97%E0%B8%98%E0%B8%B4%E0%B8%A1%E0%B8%99%E0%B8%B8%E0%B8%A9%E0%B8%A2%E0%B8%8A%E0%B8%99_TH_May2023.pdf

Company human right guideline : Employee Rights, Child Labor, Consumer Rights, Safety and Occupational Health at Work, Non-discrimination

Results with Respect to the Social Aspect (3.4.2)

Information about employees

• Total number of employees

	2021	2022	2023
Number of male employees (Persons)	339	805	842
Number of female employees (Persons)	317	641	662
Total number of employees (Persons)	656	1,446	1,504

Remark : Excluding STI Group employees

• Employee remuneration

	2021	2022	2023
Employee remuneration (baht)	0.00	739,160,000.00	810,800,000.00

Remark : Excluding data of STI Group

• Employee development and training

	2021	2022	2023
Average employee training hours (Hours / Person / Year)	32.80	13.41	23.20
Remark : Excluding data of energy business group, refrigerator business, and STI Group.			

Employee development and training expenses (baht)	3,500,000.00	1,985,151.00	2,576,549.00
Remark : Excluding data of energy business group, refrigerator business, and STI Group.			

• **Health, safety and work environment**

	2021	2022	2023
Total number of lost time injury incidents by employees (Cases)	0	5	12

Remark : Excluding data of STI Group.

• **Employee retention**

	2021	2022	2023
Percentage of employees who voluntarily resigned (%)	N/A	N/A	12.43

Remark : Excluding data of energy business group, refrigerator business, and STI Group.

• **Significant labor dispute**

	2021	2022	2023
Significant labor dispute	No	No	No

Corporate Governance Policy

Corporate Governance Policy

Overview of the Corporate Governance Policy and Guideline (6.1)

Corporate Governance Policy

Corporate Governance Policy : Yes

Company website on corporate governance policy : https://www.univentures.co.th/myAdmin/upload/_corporate/file/img_11f847c5574832f5b6551985e9339db7.pdf

Policy and Guideline Related to the Board of Directors (6.1.1)

Policy and guideline related to the board of directors

Company policy and guideline : Nomination of Directors, Compensation, Independence of the Board of Directors, Director Development, Board Performance Evaluation, Corporate Governance of Subsidiaries and Associated Companies

Code of Conduct (6.2)

Establishing a Code of Conduct

Establishing a Code of Conduct

Code of Conduct : Yes

Policy and Guideline related to the Code of Conduct

Company policy and guideline : Preventing of Conflicts of Interest, Preventing the Misuse of Inside Information, Anti-corruption, Whistleblowing

Corporate Governance Structure
and Significant Information Regarding
the Board of Directors, Subcommittees,
Management,
Employee and Other Information

Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information

Board of Directors (7.2)

Composition of the board of directors (7.2.1)

	Number of persons	Percentage (%)
Total number of directors	9	100.00
Number of male directors	8	88.89
Number of female directors	1	11.11
Number of executive directors	1	11.11
Number of non-executive directors	8	88.89
Number of independent directors	3	33.33

Information on the board of directors and persons with authority to control the company (7.2.2)

List of directors

General information	Position	Date position was assumed	Experience and expertise
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1.	<p>Ms. POTJANEE THANAVARANIT</p> <p>Gender: Female</p> <p>Age: 79 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Chairman of the board (Non-executive, Independent director)</p> <p>Director type: Re-elected as director</p>	18 Jul 2007	<p>Food & Beverage, Banking, Insurance, Property Development, Law, Accounting, Finance, Corporate Social Responsibility, Sustainability, Corporate Management, Risk Management, Audit, Internal Control, Governance/ Compliance, Economics, Property Fund & REITs, Commerce, Information & Communication Technology, Human Resource Management, Data Analysis, Strategic Management, Finance & Securities, Change Management, Budgeting</p>
2.	<p>Mr. THAPANA SIRIVADHANABHAKDI</p> <p>Gender: Male</p> <p>Age: 48 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Economics</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Vice Chairman (Non-executive)</p> <p>Director type: Original director</p>	18 Jul 2007	<p>Economics, Food & Beverage, Property Development, Finance, Corporate Social Responsibility, Sustainability, Corporate Management, Strategic Management, Risk Management, Governance/ Compliance, Information & Communication Technology, Marketing, Accounting, Human Resource Management, IT Management, Data Analysis, Negotiation, Engineering, Change Management, Leadership, Transportation & Logistics</p>

3.	<p>Mr. PANOTE SIRIVADHANABHAKDI</p> <p>Gender: Male</p> <p>Age: 46 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Science in Analysis, Design and Management</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Vice Chairman (Non-executive)</p> <p>Director type: Re-elected as director</p>	18 Jul 2007	<p>Property Fund & REITs, Property Development, Finance, Corporate Social Responsibility, Sustainability, Strategic Management, Risk Management, Governance/ Compliance, Information & Communication Technology, Corporate Management, Transportation & Logistics, Law, IT Management, Data Management, Data Analysis, Brand Management, Project Management, Engineering, Change Management, Leadership, Agribusiness, Energy & Utilities, Human Resource Management</p>
4.	<p>Mr. NARARAT LIMNARARAT</p> <p>Gender: Male</p> <p>Age: 65 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Finance</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Vice Chairman (Non-executive)</p> <p>Director type: Original director</p>	9 Dec 2005	<p>Economics, Finance & Securities, Property Development, Media & Publishing, Accounting, Finance, Strategic Management, Risk Management, Budgeting, Corporate Social Responsibility, Negotiation, Data Analysis, Banking</p>
5.	<p>Mr. SUWIT CHINDASANGUAN</p> <p>Gender: Male</p> <p>Age: 70 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Economics</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive, Independent director)</p> <p>Director type: Original director</p>	13 Oct 2003	<p>Economics, Media & Publishing, Risk Management, Audit, Internal Control, Governance/ Compliance, Information & Communication Technology, Data Management, IT Management, Data Analysis, Project Management, Banking</p>

6.	Mr. TITHIPHAN CHUERBOONCHAI Gender: Male Age: 71 years old Highest level of education: Master's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director) Director type: Original director	27 Jun 2016	Property Development, Law, Finance, Corporate Social Responsibility, Sustainability, Risk Management, Audit, Internal Control, Governance/ Compliance, Banking, Insurance, Petrochemicals & Chemicals, Commerce, Transportation & Logistics, Negotiation
7.	Mr. SITHICHA CHAIKRIANGKRAI Gender: Male Age: 69 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Original director	18 Jul 2007	Food & Beverage, Property Fund & REITs, Property Development, Accounting, Finance, Sustainability, Procurement, Risk Management, Audit, Budgeting, Governance/ Compliance, Agribusiness, Banking, Finance & Securities, Insurance, Packaging, Fund Management, Data Analysis, Statistics, Internal Control
8.	Mr. WORAWAT SRISA-AN Gender: Male Age: 51 years old Highest level of education: Master's degree Major: Urban Planning Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive) Director type: Original director	30 Jun 2013	Property Development, Corporate Social Responsibility, Sustainability, Project Management, Corporate Management, Architecture, Strategic Management, Risk Management, Governance/ Compliance, Data Management, Change Management, Human Resource Management, Marketing, Brand Management, Leadership, Negotiation, Data Analysis

9.	Mr. KHUMPOL POONSONEE	Director	25 Jan 2021	Property Fund & REITs,
	Gender: Male	(Executive)		Property Development,
	Age: 52 years old			Finance, Corporate Social
	Highest level of education:	Director type: Re-elected		Responsibility,
	Master's degree	as director		Sustainability, Project
	Major: Business Administration			Management, Corporate
	Thai nationality: Yes			Management, Strategic
	Residing in Thailand: Yes			Management, Risk Management,
				Governance/ Compliance, Fund
				Management, Leadership, Data
				Analysis, Finance &
				Securities, Economics,
				Negotiation

Other Information pertaining to committees

The Chairman is an independent director	: Yes
The Chairman and the manager are the same person	: No
The Chairman and the manager are members of the same family	: No
The company appoints at least one independent director to determine the agenda of the Board of Directors' meetings	: No

Sub-committees (7.3)

Information about sub-committees (7.3.2)

Audit Committee

List of audit committee members

General information		Position	Date position was assumed	Experience and expertise
1.	Mr. SUWIT CHINDASANGUAN [1] Gender: Male Age: 70 years old Highest level of education: Master's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	9 Dec 2005	Economics, Media & Publishing, Risk Management, Audit, Internal Control, Governance/ Compliance, Information & Communication Technology, Data Management, IT Management, Data Analysis, Project Management, Banking
2.	Ms. POTJANEE THANAVARANIT [1] Gender: Female Age: 79 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Re-elected as director	18 Jul 2007	Food & Beverage, Banking, Insurance, Property Development, Law, Accounting, Finance, Corporate Social Responsibility, Sustainability, Corporate Management, Risk Management, Audit, Internal Control, Governance/ Compliance, Economics, Property Fund & REITs, Commerce, Information & Communication Technology, Human Resource Management, Data Analysis, Strategic Management, Finance & Securities, Change Management, Budgeting

3.	Mr. TITHIPHAN CHUERBOONCHAI	Audit committee	27 Jun 2016	Property Development, Law, Finance, Corporate Social Responsibility, Sustainability, Risk Management, Audit, Internal Control, Governance/ Compliance, Banking, Insurance, Petrochemicals & Chemicals, Commerce, Transportation & Logistics, Negotiation
	Gender: Male	(Non-executive, Independent director)		
	Age: 71 years old			
	Highest level of education: Master's degree	Director type: Original director		
	Major: Law			
	Thai nationality: Yes			
	Residing in Thailand: Yes			

[1] A director with the accounting expertise needed to review financial statements

Executive Committee

List of executive committee members

General information		Position	Date position was assumed
1.	Mr. THAPANA SIRIVADHANABHAKDI	Chairman of the executive committee	1 Oct 2020
	Gender: Male		
	Age: 48 years old		
	Highest level of education: Master's degree		
	Major: Economics		
	Thai nationality: Yes		
	Residing in Thailand: Yes		
2.	Mr. PANOTE SIRIVADHANABHAKDI	Vice-chairman of the executive committee	18 Jul 2007
	Gender: Male		
	Age: 46 years old		
	Highest level of education: Master's degree		
	Major: Science in Analysis, Design and Management		
	Thai nationality: Yes		
	Residing in Thailand: Yes		

3.	Mr. NARARAT LIMNARARAT Gender: Male Age: 65 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	27 Jun 2016
4.	Mr. SITHICHAJ CHAIKRIANGKRAI Gender: Male Age: 69 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	18 Jul 2007
5.	Mr. WORAWAT SRISA-AN Gender: Male Age: 51 years old Highest level of education: Master's degree Major: Urban Planning Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	30 Jun 2013
6.	Mr. KHUMPOL POONSONEE Gender: Male Age: 52 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Member of the executive committee	1 Oct 2020

Other sub-committees

Sub-committees information

Name of sub-committees	List of directors	Position
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The Remuneration and Nomination Committee	Ms. POTJANEE THANAVARANIT	Chairman
	Mr. THAPANA SIRIVADHANABHAKDI	Member
	Mr. PANOTE SIRIVADHANABHAKDI	Member
	Mr. NARARAT LIMNARARAT	Member
The Corporate Governance Committee	Mr. TITHIPHAN CHUERBOONCHAI	Chairman
	Mr. SUWIT CHINDASANGUAN	Member
	Mr. PANOTE SIRIVADHANABHAKDI	Member
	Mr. WORAWAT SRISA-AN	Member
The Sustainability and Risk Management Committee	Mr. KHUMPOL POONSONEE	Chairman
	Mr. Bundit Muangsornkeaw	Member
	Mr. Korntawat Kingngoen	Member
	Mrs. Monta Lekhawattana	Member
	Mr. Panom Pommiratana	Member
	Mrs. Pahfun Chitmittraphap	Member
	Ms. Chanphen Thaworncharoenpon	Member
	Mr. Akaparp Suphaklert	Member
	Mr. Ekkapong Tangsirimanakul	Member
	Mr. Nuttachai Veerakul	Member
	Mrs. Karnsuda Sansuthi	Member

Roles of Sub-committees

Sub-committees responsible for risk management	: The Sustainability and Risk Management Committee
Sub-committees responsible for nomination	: The Remuneration and Nomination Committee
Sub-committees responsible for remuneration	: The Remuneration and Nomination Committee
Sub-committees responsible for corporate governance	: The Corporate Governance Committee
Sub-committees responsible for corporate sustainability development	: The Sustainability and Risk Management Committee

Executives (7.4)

List and positions of the executive (7.4.1)

The four highest-ranking executives

General information	Position	Date position was assumed	Experience and expertise
1. Mr. KHUMPOL POONSONEE Gender: Male Age: 52 years old Highest level of education: Master's degree Major: Business Administration	PRESIDENT	1 Oct 2020	Property Fund & REITs, Property Development, Finance, Corporate Social Responsibility, Sustainability, Project Management, Corporate Management, Strategic Management, Risk Management, Governance/ Compliance, Fund Management, Leadership, Data Analysis, Finance & Securities, Economics, Negotiation
2. Mr. Bundit Muangsornkeaw [1] Gender: Male Age: 54 years old Highest level of education: Master's degree Major: Business Administration	Senior Executive Vice President - Budget, Finance and Accounting	1 Mar 2021	Property Development, Accounting, Finance, Corporate Social Responsibility, Sustainability, Procurement, Data Analysis, Corporate Management, Strategic Management, Risk Management, Audit, Budgeting, Economics, Health Care Services, Internal Control, Change Management, Negotiation, Project Management, Human Resource Management, Commerce, Marketing, Leadership

3.	<p>Mrs. Karnsuda Sansuthi</p> <p>Gender: Female</p> <p>Age: 54 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p>	<p>Senior Executive Vice President Business Development & Corporate Strategic</p>	15 Feb 2023	<p>Media & Publishing, Finance, Strategic Management, Risk Management, Budgeting, Business Administration, Accounting, Data Analysis, Negotiation, Change Management, Audit, Transportation & Logistics, Finance & Securities, Property Development</p>
4.	<p>Mr. Korntawat Kingngoen</p> <p>Gender: Male</p> <p>Age: 58 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Finance</p>	<p>Executive Vice President - Industrial Business</p>	14 Mar 2016	<p>Industrial Materials & Machinery, Petrochemicals & Chemicals, Finance, Corporate Social Responsibility, Corporate Management, Strategic Management, Risk Management, Procurement, Governance/ Compliance, Change Management, Human Resource Management, Marketing, Budgeting, Data Analysis, Negotiation, Home & Office Products, Personal Products & Pharmaceuticals, Banking, Finance & Securities, Steel, Commerce, Sustainability, Leadership, Economics</p>
5.	<p>Mrs. Monta Lekhawattana</p> <p>Gender: Female</p> <p>Age: 59 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Arts</p>	<p>Executive Vice President - Corporate Services</p>	1 Mar 2021	<p>Home & Office Products, Human Resource Management, Corporate Social Responsibility, Procurement, Corporate Management, Sustainability, Food & Beverage, Personal Products & Pharmaceuticals, Tourism & Leisure, Transportation & Logistics, Insurance, Finance & Securities, Negotiation, Internal Control, Budgeting, Audit, Strategic Management, Data Management, Data Analysis, Change Management</p>

[1] Highest responsibility in accounting and finance

[2] Directly responsible for financial account supervision

Remuneration policy for executives (7.4.2 – 7.4.3)

Remuneration policy for executives

Remuneration policy for executives : Yes

Remuneration

	2021	2022	2023
Total executive remuneration (baht)	75,150,000.00	143,260,000.00	41,860,000.00

Remark : Executive compensation for 2023 is compensation for 5 UV executives according to the SEC's definition. Meanwhile, executive compensation for 2021 and 2022 is compensation for UV executives and subsidiaries.

Other forms of remuneration

Employee Stock Ownership Plan (ESOP) : No

Employee Joint Investment Program (EJIP) : No

Employees (7.5)

Information about company employees

Employees

Number of male employees (persons) : 842

Number of female employees (persons) : 662

Total number of employees (persons) : 1,504

Remark : Excluding STI Group employees

Employee Remuneration

Total employee remuneration : 810,800,000.00

Remark : Excluding data of STI Group

Provident fund

Total number of employees (persons) : 1,504

Number of employees contributing to the PVD (persons) : 558

Remark : Employees who have the right to participate in the provident fund (excluding employees of energy business group, refrigerator business, and STI Group) totaling 666 people.

Percentage of employees who are members (%) : 37.10

Remark : Calculated from 666 employees who have the right to participate in the provident fund in 2023. This proportion is calculated based on 1,504 employees of UV and subsidiaries (includes energy business group and refrigerator business but does not include STI Group).

Other Significant Information (7.6)

Other significant information

Assigned persons

• Person assigned to take direct responsibility for accounting oversight

General information	Email	Telephone
1. Ms. Chutima Thunyasub	chutima.th@univentures.co.th	02-643-7127

• Company secretary

General information	Email	Telephone
1. Mr. Pornchai Katejinakul	pornchai.k@univentures.co.th	02-643-7195

• Head of internal audit

General information	Email	Telephone
1. Mr. Pornchai Katejinakul	pornchai.k@univentures.co.th	02-643-7195

• Head of compliance unit

General information	Email	Telephone
1. Ms. Sirirat Juntarapisut	sirirat.j@univentures.co.th	02-643-7360

• Head of investor relations

General information	Email	Telephone
1. Division Investor Relations .	UV-IR@univentures.co.th	02-643-7176

Company's auditor

Company	Names and general information of auditors	Audit fee (baht)	Other non-audit fees (baht)
1. KPMG PHOOMCHAI AUDIT COMPANY LIMITED	1. Ms. Kanokorn Phooriphanyawanit Email: kanokorn@kpmg.co.th Telephone: 02677 2000	900,000.00	-

Performance Report on Corporate Governance

Performance Report on Corporate Governance

Summary of Director Performance (8.1)

Selection, development, and evaluation of duty performance of the Board of Directors (8.1.1)

List of new directors appointed in the past year

• List of continuing directors (full term of directorship and being re-appointed as a director)

General information	Position	Date position was assumed	Experience and expertise
1. Ms. POTJANEE THANAVARANIT Gender: Female Age: 79 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Chairman of the board (Non-executive, Independent director) Director type: Re-elected as director	Date position was assumed: 18 Jul 2007	Food & Beverage, Banking, Insurance, Property Development, Law, Accounting, Finance, Corporate Social Responsibility, Sustainability, Corporate Management, Risk Management, Audit, Internal Control, Governance/ Compliance, Economics, Property Fund & REITs, Commerce, Information & Communication Technology, Human Resource Management, Data Analysis, Strategic Management, Finance & Securities, Change Management, Budgeting

2.	Mr. PANOTE SIRIVADHANABHAKDI Gender: Male Age: 46 years old Highest level of education: Master's degree Major: Science in Analysis, Design and Management Thai nationality: Yes Residing in Thailand: Yes	Vice Chairman (Non-executive) Director type: Re-elected as director	Date position was assumed: 18 Jul 2007	Property Fund & REITs, Property Development, Finance, Corporate Social Responsibility, Sustainability, Strategic Management, Risk Management, Governance/ Compliance, Information & Communication Technology, Corporate Management, Transportation & Logistics, Law, IT Management, Data Management, Data Analysis, Brand Management, Project Management, Engineering, Change Management, Leadership, Agribusiness, Energy & Utilities, Human Resource Management
3.	Mr. KHUMPOL POONSONEE Gender: Male Age: 52 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Director (Executive) Director type: Re-elected as director	Date position was assumed: 25 Jan 2021	Property Fund & REITs, Property Development, Finance, Corporate Social Responsibility, Sustainability, Project Management, Corporate Management, Strategic Management, Risk Management, Governance/ Compliance, Fund Management, Leadership, Data Analysis, Finance & Securities, Economics, Negotiation

Development of directors over the past year

List of directors	Position	Participated in director development program
Ms. POTJANEE THANAVARANIT	Chairman of the board	Participating
Mr. THAPANA SIRIVADHANABHAKDI	Vice Chairman	Participating
Mr. PANOTE SIRIVADHANABHAKDI	Vice Chairman	Participating
Mr. NARARAT LIMNARARAT	Vice Chairman	Participating

Mr. SUWIT CHINDASANGUAN	Director	Participating
Mr. TITHIPHAN CHUERBOONCHAI	Director	Participating
Mr. SITHICHA CHAIKRIANGKRAI	Director	Participating
Mr. WORAWAT SRISA-AN	Director	Participating
Mr. KHUMPOL POONSONEE	Director	Participating

Directors' performance assessment

Method used to evaluate directors' performance : Whole-board-of-directors assessment, Individual-director assessment (self-assessment)

Meeting attendance and remuneration to each Board member (8.1.2)

Meeting attendance of the board of directors

Number of board meetings (times) : 6

Date of AGM meeting : 17 Jan 2023

EGM meeting : No

List of directors	Termination date	Number of Board Meeting	AGM meetings	EGM meetings
1. Ms. POTJANEE THANAVARANIT (Chairman of the board)	-	6/6	Participating	Did not hold the meeting
2. Mr. THAPANA SIRIVADHANABHAKDI (Vice Chairman)	-	5/6	Non-participating	Did not hold the meeting
3. Mr. PANOTE SIRIVADHANABHAKDI (Vice Chairman)	-	6/6	Participating	Did not hold the meeting
4. Mr. NARARAT LIMNARARAT (Vice Chairman)	-	6/6	Participating	Did not hold the meeting
5. Mr. SUWIT CHINDASANGUAN (Director)	-	6/6	Participating	Did not hold the meeting

6.	Mr. TITHIPHAN CHUERBOONCHAI (Director)	-	6/6	Participating	Did not hold the meeting
7.	Mr. SITHICHA CHAIKRIANGKRAI (Director)	-	6/6	Participating	Did not hold the meeting
8.	Mr. WORAWAT SRISA-AN (Director)	-	6/6	Participating	Did not hold the meeting
9.	Mr. KHUMPOL POONSONEE (Director)	-	6/6	Participating	Did not hold the meeting

Remuneration for company directors

	List of directors	Termination date	Meeting allowance (baht)	Other monetary remuneration (baht)	Other non- monetary
1.	Ms. POTJANEE THANAVARANIT (Chairman of the board)	-	194,000.00	1,860,000.00	No
2.	Mr. THAPANA SIRIVADHANABHAKDI (Vice Chairman)	-	136,000.00	600,000.00	No
3.	Mr. PANOTE SIRIVADHANABHAKDI (Vice Chairman)	-	192,000.00	540,000.00	No
4.	Mr. NARARAT LIMNARARAT (Vice Chairman)	-	156,000.00	1,240,000.00	No
5.	Mr. SUWIT CHINDASANGUAN (Director)	-	156,000.00	1,480,000.00	No
6.	Mr. TITHIPHAN CHUERBOONCHAI (Director)	-	164,000.00	1,360,000.00	No
7.	Mr. SITHICHA CHAIKRIANGKRAI (Director)	-	120,000.00	1,240,000.00	No
8.	Mr. WORAWAT SRISA-AN (Director)	-	156,000.00	540,000.00	No
9.	Mr. KHUMPOL POONSONEE (Director)	-	120,000.00	300,000.00	No

Report on the Audit Committee's Performance for the Past Year (8.2)

Report on the audit committee's performance for the past year

Meeting attendance of audit committee

Number of Audit committee meetings (times) : 7

List of directors		Termination date	Number of the audit committee meeting
1.	Mr. SUWIT CHINDASANGUAN (Chairman of the audit committee)	-	7/7
2.	Ms. POTJANEE THANAVARANIT (Audit committee)	-	7/7
3.	Mr. TITHIPHAN CHUERBOONCHAI (Audit committee)	-	7/7