



สหการประมูล
UNION AUCTION



Form 56-1 One Report 2023

Annual Registration Statement / Annual Report

Union Auction Public Company Limited

Vision



To be the center for displaying products and services so that the buyers and the sellers can have the appropriated prices, with sufficient information to make decisions.

Mission

Main missions of the Company comprise of missions towards the customers, the shareholders and the society and they are as follows:

To provide services for properties safeguarding and condition improvement beyond the auction. We are the integrated value added creator who focuses on honesty and identity service quality to deliver valuable products with the highest creditability, as well as to enhance impression and good relationship with the customers.

To have good corporate governance pursuant to the international standards to build sustainable growth for the organization and to create high investment returns to the shareholders.

To build up strength for being the learning organization, awareness on giving priority to customers to create capability, skills and responsibility as well as to enhance the employee engagement toward the organization so that they can perform duties with full potential.

Assist, promote and take responsibility to the society and environment.



Core Values



Adaptable

We are ready to adapt ourselves and the process to fit in with all circumstances.



Unbiased

We perform duty and make decision without prejudice or personal opinion.



Creativity

We open mind and seek for creativity and new working methods.



Trust

We adhere to the works to build trust and reliability in every process.



Chance

We deliver equal opportunity to customers, colleagues, alliance and society.



Alliance

We emphasize on cooperation between the business partners and between the team works for efficiency.



Responsibility

We perform the work based on responsibility to ourselves, duties and the public.



Environment

We pay attention to the society and the surrounding environment that we operate in.

Message from the Chairman



“even though the Thai economic situations are still uncertain due to the tendency of sluggish economic growth of the global economic situations, but the Company expects that the growth direction of electric vehicle tends to be on the rise continually and it is still the factor that can support the Company’s business operations.”

Overall Thai economic situations in 2023 during the beginning of the year was expanded and they began to slow down during the end of the year. Inflation situations began to get better than in the past year. Tourism sector and domestic demands including private investment were still the major driving forces amidst the prolonged wars in many countries which might impact the global and Thai economics. Nonetheless, the second-hand automobile business in Thailand was still vigilant from the demand of electric vehicle (EV) which responded to the government policies to promote electric vehicle deployment. Consequently, more vehicles have been traded and circulated in the economic system.

The year 2023 was the year that the Company has the most outstanding performance since it operated business, with regards to income and profit including number of vehicles

entering and completing the auction processes. During 2023, the Company gradually opened additional warehouses in 10 provinces, such as Suphan Buri, Kamphaeng Phet, Nakhon Ratchasima (Pak Chong), Kalasin, Buriram, Nong Khai, Krabi, Prachin Buri, Loei, and Chaiyaphum to support for the number of confiscated vehicles flowing into the auction process after the end of the measures to assist borrowers. Furthermore, the Company unveiled many projects to further access to various customer groups, such as the Cooperative Hub Auction Project (C.H.A.P.), AUCT Garage Friend, and refinancing with AUCT Finn, etc. The Company also started to resume the arrangement of out-of-company events after they have been decelerated since the COVID crisis period. The potential development of the employees together with the change in technology have been accelerated to elevate the quality of services of the Company.



For 2024, even though the Thai economic situations are still uncertain due to the tendency of sluggish economic growth of the global economic situations, but the Company expects that the growth direction of electric vehicle tends to be on the rise continually and it is still the factor that can support the Company's business operations. Moreover, the launch of new car models of the business operators and the recovering of consumer purchasing power will contribute to continuation of the second-hand vehicles' businesses. At the same time, the Company still has to closely monitor the stringent measures on granting loans for vehicles by the financial institutes, as well as the interest rates,

household debt, minimum wage rate and international tourist arrival which may have been impacted from the international conflicts with regards to politics, trade, and investment.

On behalf of the Board of Directors, we would like to thank shareholders, trade partners, customers, and all groups of stakeholders for continual trust and support of the Company. The Board of Directors promises to oversee and support the business operations of the Company under the corporate governance principles, by taking into consideration a balance of economic and social dimensions for sustainable growth of business.

-Paiboon Sareewiwatthana-
(Assoc. Prof. Dr. Paiboon Sareewiwatthana)
Chairman of the Board of Directors

Financial Highlights



(Unit: Million Baht)

Statement of Comprehensive Income	2021	2022	2023
Revenue from services	896.83	947.08	1,232.29
Other revenues	4.86	6.11	8.32
Total revenues	901.69	953.19	1,240.61
Cost of services	419.70	472.01	615.91
Gross profit	477.13	475.07	616.38
Service expenses	29.56	31.33	43.46
Administrative expenses	107.29	108.41	120.98
Profit from operating activities	345.14	341.43	460.26
Profit before finance cost and income tax expenses	345.14	341.43	460.26
Finance cost	23.07	24.52	24.20
Profit before income tax expenses	322.07	316.91	436.06
Income tax expenses	65.97	65.67	88.13
Profit for the year	256.09	251.25	347.93
Other comprehensive income:			
Actuarial profit(loss)-net of income tax	(3.05)	0.01	-
Total comprehensive income for the year	253.05	251.26	347.93
Sharing net profit for the year			
Ownership of the parent company	256.09	251.25	347.93
Profit for the year	256.09	251.25	347.93
Basic earnings per share	0.47	0.46	0.63

(Unit: Million Baht)

Statement of financial position	2021	2022	2023
Total assets	1,825.55	1,806.48	1,979.28
Total liabilities	1,286.23	1,252.40	1,388.01
Total shareholders' equity	539.32	554.08	591.26
Retained earnings - Unappropriated	204.07	218.83	256.02

Financial Ratio

Financial Ratio	2021	2022	2023
Liquidity Ratio			
Current Ratio (time(s))	1.51	1.66	1.47
Cash Flow Current Ratio (time(s))	0.96	0.71	1.57
Receivable Current Ratio (time(s))	7.51	8.66	14.65
Average Debt Collection Period (day(s))	48.57	42.17	24.91
Payment Period Ratio (time(s))	1.11	1.43	1.74
Average Repayment Period (days)	329.30	254.48	209.26
Profitability Ratio			
Gross Profit Margin (%)	53.20	50.16	50.02
Operating Income Margin (%)	38.28	35.82	37.10
Net Profit (Loss) Ratio (%)	28.40	26.36	28.04
Return on Equity Ratio (%)	48.99	45.96	60.75
Efficiency Ratio			
Return on Asset (%)	19.15	18.80	24.31
Return on Fixed Asset (%)	496.08	489.45	552.26
Asset Turnover (time(s))	0.50	0.52	0.66
Financial Ratio			
Debt to Equity Ratio (time(s))	2.38	2.26	2.35
Commitment Coverage Ratio (time(s))	1.25	0.83	1.42
Payout Ratio (%)	85.90	94.13	89.31
Other Ratios			
Book value per share (Baht)	0.98	1.01	1.08
Earnings per share (Baht)	0.47	0.46	0.63
Dividends per share (Baht)	0.40	0.43	0.56
Par value per share (Baht)	0.25	0.25	0.25
No. of shares (million shares)	550.00	550.00	550.00

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Part 1

Business Operation and Operating Results

1. Organizational structure and operation of the company

Policy and business overview

Union Auction Public Company Limited (“The Company”) was registered as Union Auction Company Limited on 2 August 1991 with the start-up registered capital of 3 million Baht. The Company’s business was to conduct an auction of automobiles, under the management of Mr. Thepthai Sila, its promoter and business pioneer to offer the alternative of automobile buying/ selling services and to create the ultimate satisfaction for customers, both buyers and sellers. The Company was considered the first company in Thailand conducting the automobile auction as an “Open Auction” in which the buyers showed the intention of purchase by offering the price to the public or participating bidders. The winner was the last one who offered the highest price.

The company’s business mainly provides automobiles and motorcycles auction services and other types of assets according to customer’s demand, such as land and houses, furniture, electric appliances, and brand-name products to meet the needs of customers, both buyers and sellers, from many financial institutions, private sectors and governmental sectors.

However, the Company continues to develop the Company’s services for sustainable growth and to put an emphasis on providing quality services by enhancing its operations and management to be professional for reaching international levels. This included auctioning several kind of products to meet every need of the customer. The Company established quality service policies that focused on management and transparent auctioning including giving accurate and fair information in every step. The Company developed a web based auction system that connected the working systems of different departments, offices and online warehouse auctions. This helped to inspect the condition of auctioned goods systematically and with real time standards. The Company appropriately assessed mid-priced assets or opening bids and received approval from asset owners. As a result, all bidders were able to purchase assets at an appropriate price according to the asset’s condition and quality. This increased the value and success to both business allies and customers and aligned everyone with the company’s motto,

“Your Success is our Pride”



The Company stipulated the following policies that increase revenue and future profits;

1. Expand the market for car owners by increasing number of personal cars from direct owners.
2. Expand the auction participant bases by putting more emphasis on retail buyers.
3. Increase services and the variety of assets types that can be bid on.
4. Improve online bidding channels to be more convenient and effective.
5. Develop potential of the employees to increase their efficiency on providing complete information

about assets to customers.

6. Develop the auction areas to be modern and friendly to the surrounding communities.
7. Improve work process, find method to reduce procedures but increase efficiency.

Overview of the vision, mission, and business strategies of the Company

The Board of Directors Meeting No. 6/2023, held on 15 December 2023, reviewed the Company's vision and mission as follows:

● Vision

To be the center for displaying products and services so that the buyers and the sellers can have the appropriated prices, with sufficient information to make decisions.

● Mission

Main missions of the Company comprise of missions towards the customers, the shareholders and the society and they are as follows:

- To provide services for properties safeguarding and condition improvement beyond the auction. We are the integrated value added creator who focuses on honesty and identity service quality to deliver valuable products with the highest creditability, as well as to enhance impression and good relationship with the customers.
- To have good corporate governance pursuant to the international standards to build sustainable growth for the organization and to create high investment returns to the shareholders.
- To build up strength for being the learning organization, awareness on giving priority to customers to create capability, skills and responsibility as well as to enhance the employee engagement toward the organization so that they can perform duties with full potential.
- Assist, promote and take responsibility to the society and environment.

● Business strategies

Transparency, honesty and fairness that the Company adheres to and continues to do so in terms of quality and service can build customer confidence and satisfaction. The Company's competitive strategies are as follows;

1. Price Strategies

The Company determines service charges by the demand and supply of the market. The executives reviewed the price strategies by primarily considering competition, competitor's prices and the market environment. For the buyer side, the company has considered the adjustment of the service fee since August 2022 to be suitable for the economic and market conditions. However, the Company does not have a policy to lower prices in order to compete with other auction operators, the Company emphasizes our main priority on service quality improvement to meet the customers' needs.

2. Product and Service Strategies

The Company's main policy is emphasizing service standards for customers to receive the best service from prior to auction, during and after auction. The Company's superior service highlights are as follows:

- Provided more than 70 rais parking lot for auction at the Company's headquarters and a 100 rais parking lot at the Rungsit branch includes warehouses in various regions nationwide. In 2023, the Company opened 10 additional warehouses spreading all regions to facilitate the customers and accommodate the increased vehicles entering the auction. Held Roaming auction at other provinces in every region at convenient locations for easy travel for bidders that had a maximum capacity of 2,000 cars per auction, to meet the needs of customers.
- Professional staff and teams that have more than 32 years of experience are provided to give efficient, fair price estimate services for both vehicles and auction items for customers.
- A lot of buyers and end users create auction price competition and result in a fair price among customers and property owners.
- Insure property against loss and damages from fire and other contingencies with an insurance company. Provide 24 hour security at the location site and set up CCTV covers all areas and organize maintenance teams to monitor its working system consistently.
- There is a dedicated staff service for advising an online auction registration in order to facilitate customers to apply and support the increased online auction. In addition, it was added convenience payment by QR payment instead of cash and the auction deposit can be refunded within the next business day, resulting in the customers using online services accounted for more than 80%, from the existing 20%.
- The Company has increased an advance registration service for bidding card method for yard (onsite) auction. The customer can register via online channel in advance and pay deposit for bidding card via QR Payment System instead of cash payment for conveniently and speedily operations. This method is also another mean to prevent spread of coronavirus COVID-19 as it can reduce the gathering of crowded customers and cash contact.

3. Sales strategies and distribution channels (Place)

The Company has auction houses covering all regions of Thailand. Currently, there are 13 auction venues in different locations in order to facilitate customers and publicize Union Auction Company to increase customer awareness and lower the costs of transferring property. The Company will hold auction at a location near the storage site. Currently, the Company provides 2 types of auctions are raise a bidding card at onsite and online auction through AUCT Live. This system received more positive feedback from interested customers and customers who like to use new technologies to buy vehicles. As a result, the Company expands its sale distribution and facilitates participating bidders which creates the Company's image and improves the Company's operations to be able. The Company also increased the auction channel via AUCT BID system, so auction for products can be arranged 24 hours.

4. Sales Promotion Strategies

The Company determined its marketing strategies by focusing on good long-term relationships with customers in order to maintain its existing customer base and expand its new customer target base in order to increase its market share. The Company's marketing strategies are to maintain existing customers with quality and impressive services while proactive marketing emphasizes the search for new customers through various methods. The marketing and sales promotions are divided into 2 major categories which are:

1) Maintaining Existing Customers

The Company has a large base of existing customers because it has been operating its business for over 32 years. This is a specific customer base that the Company is able to offer different services to stimulate trading or demand for the use of other services. The Company emphasizes marketing by organizing service programs such as providing promotional information and privileges via Social media; Lines, SMS, Facebook, Instagram, YouTube, TikTok, and the Company's website. The customers can check their accumulated purchase points by themselves any time for convenience on redeeming special privileges in addition to sending an email including initial solving for customers and build confidence in the service for customers.

2) Increasing and Looking for New Customers

The Company set up goals to increase the sale volumes which require a larger customer base in regards to both quality and quantity of target customers. These customers come from marketing activities both directly and indirectly by having existing customers refer people. Moreover, The Company has strengthened good relationship with the Association of Used Car and many members of used car clubs, both in Bangkok and in upcountry to expand customer base of the potential car

buyers. The Company acquires new customers who contacted the Company directly as a result of media marketing, advertising, and public relations. The Company emphasizes in marketing communication via new social media; Facebook, Lines, Instagram, Website, YouTube, and TikTok etc. especially the company's Facebook which currently has more than 1,200,000 followers.

5. Strategies for Creating Trust

Most auction items are second hand products which makes it rather difficult for consumers to differentiate the differences between auction items. This may result from a lack of confidence in the product's quality and not being able to see the real conditions of the products. As a result, the trust and reliability of the inspection system for auctioned items is a major factor to be considered in order to decrease risk from entering auctions. The Company also has a policy to bring new technology and modern tools to adapt along with developed employee potential to provide vehicle evaluation and inspection and grading services without charging any fees to participating bidders prior to the auctions at the head office and all branches. This inspection covers the condition of the vehicle's exterior, parts, special features, and engine and this causes customers to have confidence in the quality of the Company's products and services. Moreover, the company grades vehicles by dividing the vehicles into groups according to the condition of the vehicle in order to build the confidence of buyers when choosing a vehicle auction to meet their needs. Also, the company has trained our staff to deliver impressive quality of service and advisory to all customers.

6. Strategies for Building Good Relationships with Business Allies

The main factor that could affect the Company's success is acquiring second hand vehicles to bring to auction. Therefore, the Company uses strategies to create good relationships with financial institutions and a group of vehicle traders. These are the main business allies of the Company in order to support the Company's business operations such as customer recommendations, collaboration in sales promotions, the exchange of marketing information, vehicle prices, to support both sellers and purchasers for their marketing planning, etc. Moreover, the Company developed an internal system to facilitate sellers to receive their commission on the set date and facilitate financial institutions and car traders in order to impress them through the Company's services.



Changing and development of the Company as following;

1991 - 1997

- The Company was incorporated with a start-up registered capital of 3 million Baht to operate a vehicle auction business, and then increased the paid-up capital to 13 million Baht and 25 million Baht consecutively to increase business expansion and working capital and also started the motorcycle auction to expand customer base at a later time.

1998 - 2002

- The Company was appointed by the Financial Sector Restructuring Authority (FRA) to conduct the public auctions of vehicles and assets of insolvent finance companies.
- The Company was the first and only Thai firm and the second in Asia, after Japan, to become a member of the National Auto Auction Association (NAAA) which is the non-profit international auction organization in USA with members from 270 countries. It aims to increase the standard of the car auction by protecting the benefits for buyers and sellers and supporting the business transparency and fairness.
- The Company increased the registered and paid-up capital to 110 million Baht for business expansion
- Commenced the auctions for other products, such as land and houses, shares, furniture, etc.

2003 - 2007

- The Company launched the first mobile auction in the upcountry
- Opened the vehicle warehouse facilities in 17 provinces: Pitsanulok, Chiangmai, Nakorn Sawan, Sakolnakorn, Roi Ed, Ayutthaya, Chonburi, Nakorn Pathom, Saraburi, Ubonratchathani, Nakorn Ratchasima, Udonthani, Khon Kaen, Songkhla, Suratthani, Trung, and Phuket. This covered all regions in Thailand for the convenience of property owners. The Company set up the new branch in Rangsit - Klong 8 to cover the customer base in Bangkok's vicinity.
- The Company expanded the automobile storage facilities in 3 provinces in the Southern and Eastern region; Prachuab-kirikhan, Nakorn Srithamaratch, and Rayong.
- The Company transformed to be public company and changed the common share value from 10 Baht per share to 0.50 Baht per share and increased the registered capital from 110 million Baht to 145 million Baht.

2013 - 2017

- In March 2013, the Company changed the value of common share from 0.50 Baht per share to 0.25 Baht per share and reduced the registered capital to 137.50 million Baht by offering 110 million common shares to the public. The total capital increase was 27.50 million Baht.
- The Company expanded its head office compound by about 14 rais and raised the ground level as a flood safety zone.
- The Company started trading shares in the "Market for Alternative Investment" (mai) for the first time on 9 August 2013.
- The Company expanded for 9 branches and warehouses in Chiangmai, Nakorn Ratchasima, Surin, Ubonratchathani, Udonthani, Surajthani, Songkha, Phitsanulok, and Samut Sakorn.
- The Company increased the frequency of the auction to everyday, rotating to each branch.
- The Company increased properties auction to include brand name product, 4G, luxurious furniture, and trucks.
- The Company invested in the joint venture, Action and Auction Company Limited, with 51% of the shares held by AUCT and 24% of the shares held by TSF Energy Company Limited (or later changed it's name to TSF Extra Company Limited). Action and Auction Company Limited was set up with its registered capital of 10 million Baht to primarily operate a business related to the auction of assets, cars and motorcycles. However, in 2018, the joint venture was closed since the operating results did not reach the target.
- E-Onsite is a developed auction system in the form of an E-Auction at the auction yard in order to facilitate customers who do not wish to show their status at auction point.
- Rebranding to develop the image and the quality of the Company's services so that they were more up-to-date and more impressive for customers.

2018 - 2022

- The Company opened 6 warehouses to support the business expansion from an increased number of vehicles in Srakaew, Chiang Rai, Lampang, Srisaket, Phang Nga, and Kamphaeng Phet.
- Developed 6 new lease areas to be bigger than the previous areas in Udon Thani, Khon Kaen, Sakon Nakhon, Surin, Rayong, and Chonburi (Pattaya).

- The Company developed the warehouse in Ratchaburi province to be a branch of auction services to support business expansion in the central region.
- Expand areas at the head office for approximately 18 rai as reserved areas for parking of the confiscated vehicles which is expected to increase after the end of measures to assist the borrowers of the financial institutions implemented during the COVID-19 situation period.
- The Company has been listed as “200 Best Under a Billion” List in 2020 from Forbes Asia.
- Increase AUCT Serve service, which is a post-auction vehicle transportation service.
- Increase AUCT BID service, which is a timed auction.

2023

- Increase AUCT Finn service, which is a loan provision service for customers who need to refinance and need loan for vehicle auction.
- Expand areas of warehouses in 10 provinces, such as Suphan Buri, Kamphaeng Phet, Nakhon Ratchasima (Pak Chong), Kalasin, Buriram, Nong Khai, Krabi, Prachin Buri, Loei, and Chaiyaphum to accommodate the increased number of the products after the end of the debt moratorium measures.
- Commence the “AUCT Garage Friend” project with objectives to facilitate the customers on repair or maintenance of the auctioned vehicle by signing in the memorandum of understanding (MOU) with the Central Insurance Garage Association.
- Initiate the Cooperative Hub Auction Project with objectives to expand the retail customer bases in the agricultural machine segment by signing in the memorandum of understanding (MOU) with the Agricultural Marketing Cooperative Limited (AMC) and the pilot project has been conducted in Khon Kaen for the first province.

Nature of Business

The Company operates business as intermediary on rendering auction services of all types of property, including other auctioned-related services to facilitate the owner of the property and the bidder, for instance transportation service of auctioning properties, procurement of source of funds for the interested people who participated in auction, by coordinating with the financial institutes.

Property Auction Service

Most of the Company's revenue derives from broker service fees from rendering property auction services. Such service or administration fees are mainly collected from the buyers (successful bidders) while service fees or commission will be charged with the property owners pursuant to the agreed conditions.

The important factors in doing broker business are transparency, fair practice and ability to respond to the utmost of the needs of the two parties involved: buyers and property owners, whose needs are different as follows:

- Buyers:** : demand a variety of type and quantity of properties to meet their desire and budget.
- Property owners:** : want to sell their properties at the highest prices and choose a broker company that can attract a lot of bidders in order to get the high potential of successful sales. The high competition can influence the property price.

Given the different needs above, the Company must focus on acquiring a great variety type and quantity of properties in order to attract more bidders which will increase the success rate of the auction and the fair price competition. The Company puts emphasis on providing accurate and complete information about the assets to be auctioned for easier decision making by the bidder. The Company emphasizes in delivering speedy and excellent quality services to buyers and property owners to guarantee customer's ultimate satisfaction.

Properties for auction by the Company can be classified into three major groups:

1) Automobiles

Auction on automobiles creates major revenue to the Company, accounting for 70 - 80% of its total revenues. The company provides auction service for every type, make and model of automobile in all conditions: drivable, undrivable or ruins from accident. There are 2 groups of automobile owners.

- **Juristic entities:** Including financial institutions and leasing companies with seized automobiles from the auto financing services, car rental companies with vehicles that have reached the end of their economic useful life, and general companies with executive cars or company cars for employees, cars for goods transportation including vehicles in a group of personal loan with vehicle registration manual as collateral which has been additional auction increased by the Company.

- **Individuals:** Including house holding car owners and used car traders (garages) wishing to dispose of their cars for a stock turnover.

Most bidders both used car dealers and individual customers are in used car business who buy cars from the Company to resell to their customers.

2) Motorcycles

The Company has motorcycle auction service accounts for 5 - 10% of total revenues. The Company provides auction service in every type, make and model of motorcycles. Most property owners are financial institutions with seized motorcycles from their motorcycles financing services and vehicles in a group of personal loan with vehicle registration manual as collateral which has been additional increased by the Company. Major bidders are used motorcycle dealers, new and used motorcycle shops, including end users which tends to increase. Thus, the company has focused in expanding end user customers.

3) Other types of property

Other types of property auction by customer's request accounts for less than 1% of total revenues. The purpose of these additional services is to create corporate's image to comply with the term Union Auction which means a variety of property to be auctioned. The purpose is also to expand the bidder customer base to create business opportunity growth in the future.

The Company's other auctions, i.e., 5G spectrum, phone number auction, obsolete office equipment, Brand-name products, Singer electrical appliances, a golfer's precious thing, and real estate, etc.

Total Revenue Structure of the Company for the year ended 31 December 2021 - 2023 as follows:

	2021		2022		2023	
	Million Baht	%	Million Baht	%	Million Baht	%
Vehicles auction income	777.31	86.21	791.94	83.08	1,004.60	80.98
Transportation services income	119.52	13.25	155.14	16.28	227.69	18.35
Total service revenue	896.83	99.46	947.08	99.36	1,232.29	99.23
Other income	4.86	0.54	6.11	0.64	8.32	0.67
Total revenue	901.69	100.00	953.19	100.00	1,240.61	100.00

Development of a auction management system

The Company developed software to support new auction patterns and developed a modern information technology system to support data services for both buyers and sellers which can be customized according to customer requirements.

- **Bidding with the application system**

The Company developed a new auction pattern to meet the needs of bidders and increase transparency in order to build both the buyers and sellers confidence. The focus is on using software technology to change auction patterns from raising bidding cards to bidding through the application system.

“AUCT LIVE” system, improved and used over 7 years to accommodate bidders who want to participate in bidding from any location that has internet access. Online bidders see a live video feed and hear the audio from the auction site via the Application. The Company used to rent software from overseas that was very expensive. In the middle of 2016, the Company started using the AUCT LIVE system that the Company developed and it was successful which aims to reverse bidding patterns to a whole digital bidding system. Through the use of the application, the bidder’s behavioral data will be collected at every stage and this increases transparency and the ability to monitor at all times. The system has been continually developed until the present. At present, the Company is developing an updated version of the AUCT LIVE system to make it more modern and better responsive to usage. It is expected that it will be completed and ready for use in the latter part of 2024.

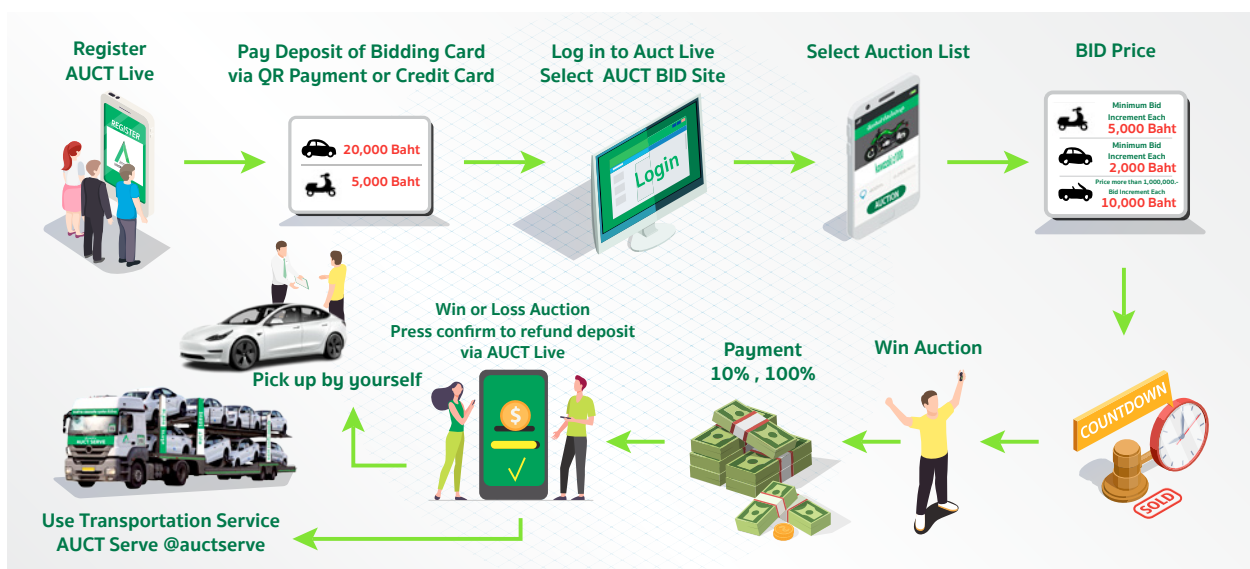
- **Auction System on a Mobile Application with Audio and Video from a Live Location**

The Company developed an E-Auction System under the name "AUCTION LIVE", which supports online auction by displaying live video and audio from the auction site in real time. The system is still limited to display video and audio on computers and notebooks only. The Company is developing the system to increase the capability to support auctions through the AUCTION Live System with video and audio for all devices on all platforms (Windows, IOS and Android) in 2020. This will allow the Company to be the first auction company in Thailand with online auction on mobilephones and tablets with real-time video and audio.

- **"AUCTION BID" Countdown Auction System**

The Company has developed "AUCTION BID" system to support for the auction of various products, such as vehicle, motorcycle, real estate, brand name products and etc. AUCTION BID cannot only support the bidding of variety of products, but it can also increase variety of customer groups who may have restriction on time and travel to participate in the bidding. AUCTION BID can be operated 24 hours a day, as it is a timed auction where the commencement and ending bidding time of each product will be arranged within the defined time period.

Samples of vehicles auction procedures via AUCTION BID:



In addition, during the past period the Company has developed the new software systems to support and conform to the asset auction patterns of various organizations and agencies as follows:

- **Multiple Frequency Band Auction System to Support the 5G Auction System**

The Company developed an auction system which able to support the bidding rules of the National Broadcasting and Telecommunications Commission (NBTC) and is in accordance with the

notifications of the rules and procedures to use the frequency spectrum for a universal mobile telecommunications business in the 700 MHz, 1800 MHz, 2600 MHz, and 2.6 GHz range. This auction system must support the Simultaneous Ascending Clock Auction method which is comprised of two steps. These are the Allocation Stage and the Assignment Stage. In other words, the auction system must be able to carry out the bidding in multiple frequency bands at the same time (at least 4 different frequency bands), be able to support the bidding rules of the NBTC, and be able to support the control of the frequency range required by the bidder who won the bidding under the regulations of the selection of a frequency ceiling in each frequency band specified by the Office of the NBTC.

- **Auction System with a Mobile Application for the State Railway of Thailand**

The Company developed a bidding system with a mobile application for the auction of discontinued items, amortized items and damaged items under the possession of the State Railway of Thailand. The Company developed an auction system with a mobile application under the auctioning and competitive bidding regulations of the State Railway of Thailand. The State Railway of Thailand aims to auction items that are damaged, discontinued, and become a storage burden so that they are in accordance with the rules and regulations of the Ministry of Finance regarding the procurement and management of government supplies in 2017. The competitive bidding will be processed through a mobile application. The system will show the bidders' number and the bid price each time. Bidders will know the results during the competitive bidding and when the auctioneer announces the number of the winning bidder. Bidders do not need to identify themselves which allows bidders to compete and make bids without any pressure. This also increases transparency in bidding and prevents price collusion.

Auction Related Services

1) Vehicle Transfer Services

The Company renders services for moving vehicles before auction. Most of the time the Company will collect vehicle transfer service fees from the winning bidder. Vehicle transfer service fees are declared in the auction property list before bidders attend the auction.

Vehicle transfer service fees are based on the cost of transferring vehicles that the Company has paid for/or for wages of workers that move vehicles from the point that the Company receives the vehicle from sellers to the auction site. The Company will use these costs to calculate the average vehicle transfer fee for each vehicle.

The Company has the after-auction vehicle moving service to facilitate the customers who win the auction and this service can be provided throughout the country.

2) Price Estimate Services

The Company offered price estimate services for both property and assets but charges a service fee for items that are not auctioned through the Company.

Auction Process

• Auction venue

The Company has 13 auction venues in 13 provinces all over the country covering every region, providing convenience to customers in each region in buying and selling activities as follows:















Central	North	Northeast	South	East
Bangkok Patumthani Ratchburi	Chiangmai Pitsanulok	Nakornrachasima Ubonratchathani Udonthani Khonkhean	Suratthani Songkhla	Rayong Chonburi

At present, the Company has 42 warehouses for foreclosed auctions located in 40 provinces as follows:

Central	North	Northeast	South	East
1. Bangkok: Head office 2. Patumthani: Rangsit 3. Saraburi 4. Ayutthaya 5. Samutsakorn 6. Ratchburi 7. Suphanburi	1. Chiangmai 2. Pitsanulok 3. Nakomsawan 4. Petchabun 5. Chiangrai 6. Lampang 7. Kamphaengphet	1. Nakornratchasima 2. Nakornratchasima: Pakchong 3. Ubon Ratchathani 4. Udonthani 5. Khon Kaen 6. Surin 7. Roy-ed 8. Sakolnakorn 9. Srisaket 10. Kalasin 11. Buriram 12. Nong Khai 13. Loei 14. Chaiyaphum	1. Suratthani 2. Songkhla 3. Prachuabkirikhan 4. Chumporn 5. Nakornsrihammarat 6. Phuket 7. Trang 8. Phang-nga 9. Krabi	1. Rayong 2. Chonburi: Pattaya 3. Chonburi: Ban Bueng 4. Srakao 5. Prachinburi

The Company's storage sites can store in 42 warehouses approximately more than 40,000 units.

Auction schedule at the head office and branches

Auction Venue	Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
Bangkok: Head office							
Rangsit Klong 8							
Chiangmai							
Nakornratchasima							
Ubonratchathani							
Udonthani							
Suratthani							
Songkha							
Pitsanulok							
Chonburi							
Rayong							
Ratchburi							
Khonkhean							

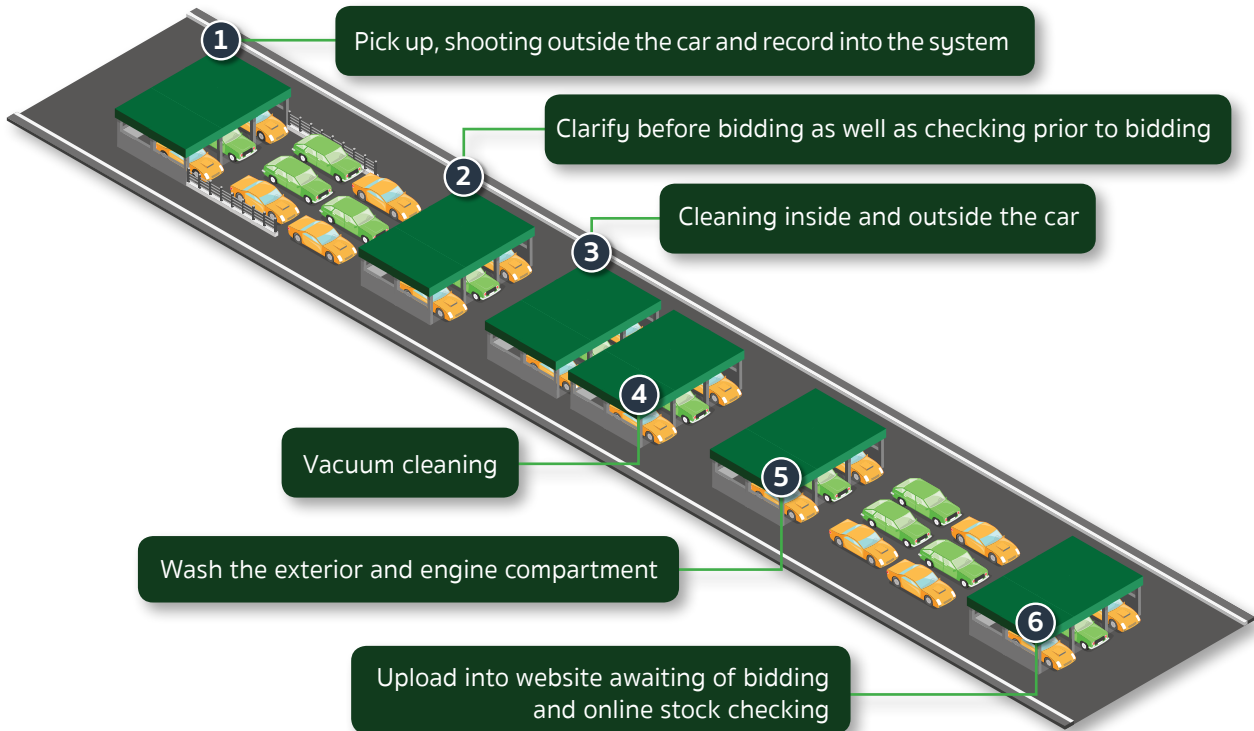
Mobile auction venue

The Company has conducted mobile auctions in other regions, mainly in the big cities of each region where its automobile storages were located, in order to save the expenses on automobile transportation. The auction plan is scheduled 1 - 2 weeks in advance and is publicly announced for interested people to acknowledge. In addition, the Company occasionally conducted auctions at places on request of the property owners.



Auction Service System

The Company has set up the system for vehicle pick up and clarification as follows:



Auction & Operation System

The Company developed the auction system as a Web Base with online connection with works system of branches, offices, and warehouses. During auction, vehicle pick-up information, vehicle photos, vehicle warehouses, sales information and monitoring result will be available and can be inspected immediately in real time.

Moreover, the Company's branch management system has been decentralized from the head office where information can be synced online to reduce workload and speed up information transmission between branches and vehicle owners.

● Auction Procedures

The Company provided 2 types of auctions for bidders. This includes raising a bidding card at an auction onsite and online (E-Auction).

1. Raising a Bidding Card at the Auction Site

This is a basic auction where bidders raise their hand to show a bidder card at the auction when the auctioneer calls out an incremental amount each time. The bidder who places the highest bid wins the auction.

2. AUCT Live Services

The Company developed an auction program in real time at a real auction site through the Company's website www.auct.co.th. This was the first online auction in Thailand. All bidders could see and hear the auction at the auction site live and were able to show interest by bidding when the auctioneer called out the incremental amounts each time via the internet.

The interested person can apply to participate in online auction by attaching important document for the Company's verification, after that the Company will send a member number and password to the applicant. The applicant must place a security deposit according to the conditions to be participated in online auction via website or via mobile application. Presently, the conditions and security money applied with the customers who need to participate via AUCT Live method are the same as the raising hand (bidder card) in auction venue method. Details of the auction process can be found at <https://www.auct.co.th/how-to-auction>.

● Registration

The interested bidders who have duly registered with the Company and paid for bidder card deposit shall be entitled to attend the auction. The deposit is refundable upon returning the bidder card with no charge. The auction deposit rates for general customers in auctions as follows:

- 1) 20,000 Baht for bidding car, agricultural vehicles and truck
- 2) 5,000 Baht for bidding motorcycle

● Participating Bidders

Participating bidders or buyers in vehicle auctions are traders; corporates and individuals who want to improve vehicles' condition for reselling to the public. There also are people in general who want to buy for personal use. Most bidders of the Company are used car traders and middlemen who resell to general user.

● Customer Relationship Campaign

In order to maintain the relations with current bidders and encourage them to participate in the Company's auctions regularly, the Company has policy and criteria to provide more privileges to the bidders who are active for a period of long-time. The Company considered by the amount of the asset and auction accumulated including payment histories that there is no default of payment for the auctioned. The privileges that customers will receive as follows:

1. The privileges regarding place a money deposit and deposit payment at least 10% until no need to place a money deposit and no deposit payment at least 10%.

2. The privileges regarding payment for taking the vehicle out before due date payment or taking the vehicle out before payment, pay in full by cash, cheque, credit card, or QR code before taking the vehicle out as the case may be.

- **Auction Procedure**

The auctioneer announces bids for each item at a time. Bidders must raise their hands (show the bidder card) in the gathering to gain witnesses. The bid goes up from the opening price. If there is more than one bidder, the one who places the highest bid wins the auction. The auctioneer shall call out increments for each type of property as follows:

Automobile: Opening price at less than 1 Million Baht sees a price increment at 2,000 Baht per call.

Opening price at more than 1 Million Baht sees a price increment at 10,000 Baht per call.

Motorcycle: Price increment is 1,000 Baht per call

The auction will end after the highest bid caller was called 3 times preceding the gavel hitting sound from the auctioneer. Normally the bidding takes about 45 seconds per 1 item. Every bid will be recorded as references to be used for verification purposes later on and to assure transparency of bidding.

Besides regular auction at the Head Office by bidders showing up bidder card or the AUCT Live which is the real time auction via internet is another alternative of public auction. It increases auction channels and creates transparent competitive bids. After a successful bid, the bid winner must affix his/her signature on the auction documents and the Company's staff will arrange for the bid winner to make a deposit payment at 10% - 20% of the winning bid price but not less than 5,000 Baht and also to pay the auction fee (if any).

- **After-bidding Procedures**

- Payment of Auction Price**

Auction price, in general, is paid in two tranches, the first one on the auction date for 10% - 20% of the property value but not less than 5,000 Baht and the other one within 3 business days except for the privileged customers as specified. The customers who bid via the AUCT Live will pay for the full auction price within 3 days after the auction date According to the conditions of placing the collateral of each customer.

For general customers, the property shall be handed over only when the full payment is made. The Company will deliver the registration book and ownership transfer documents within 15 - 30 business days (depending on each property owner). Buyers can check the registration book in the Company's website. In the case of no bidding on any property, the property owner can take the property back at no fees or according to the agreement, depending on the case.

Delivery of Auction Proceeds

After the auction, the Company will submit the sales report to the property owners who are juristic entities on the following business day and deliver the auction proceeds under the terms and conditions and timeline as mutually agreed upon with each seller. Sellers have duty to provide the ownership transfer documents (such as registration book and transfer paperwork) to the Company for further submission to the winning bidders.

Post-auction vehicle transportation service or AUCT Serve

AUCT Serve is an add-on service to make the Company's services more comprehensive. It is a post-auction vehicle transportation service to facilitate the customers who win the auction to relocate the auctioned vehicle to their premises nationwide. It can also reduce risk and save time from picking up the vehicle in person. The Company is in the process of developing a transportation system to enhance customer satisfaction.

Marketing and Competition

In 2023, the overall economic recovery was diminished quite rapidly even though it expanded at the beginning of the year, but it slowed down at the end of the year. However, there were important positive factors, such as the public sectors' visa-free measures which led to the increased number of foreign tourists, the higher consumption from the private sectors including various assistance measures from the public sectors. As a result, the consumer confidence index increased continually. The direction of the automotive industry in 2023 still faced various changes, despite the contraction in sales of new vehicles when compared with 2022, but the popular trend of electric vehicle (EV) was robustly so it made sales of electric vehicle (EV) grow rapidly owing to the EV investment promotion measures. More than a quarter of newly registered four-wheeled vehicles were EV when compared to the number of newly registered vehicles during the same period.

In 2024, the automotive market is expected to adjust in a better direction. It is anticipated that the overall economic situation will be expanded by approximately 3-4 percent, so the growth of the automotive market is assumed to be at the same rate. However, there are challenging factors that

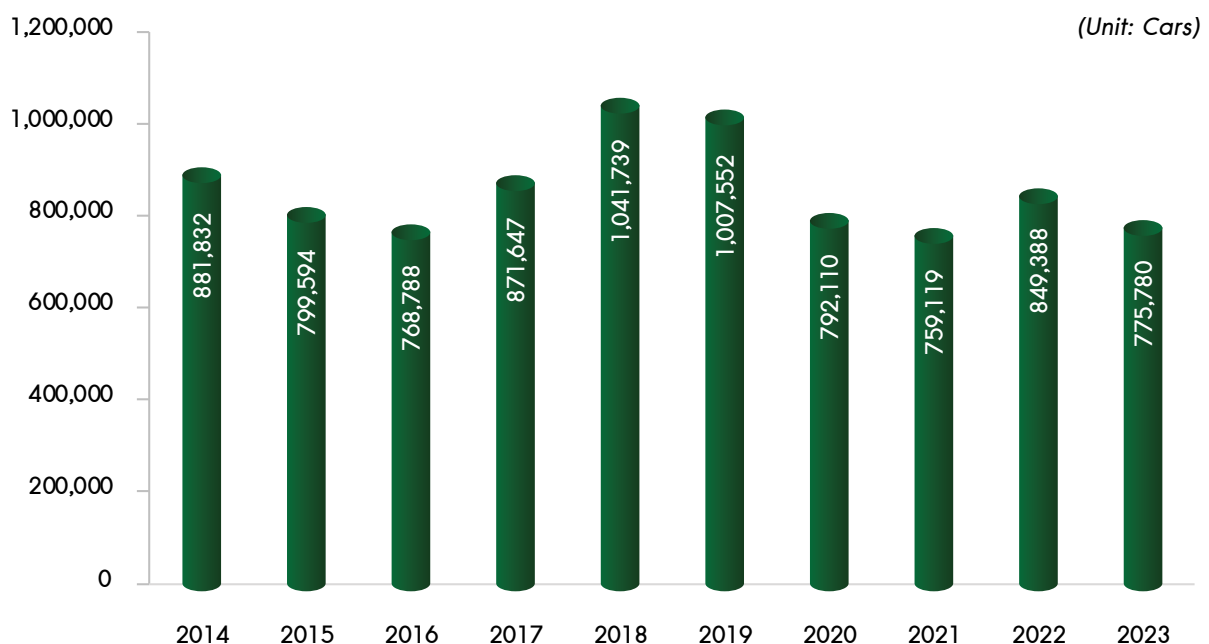
are needed to be monitored closely, such as the increased household debt, even though when compared ratio of household debt to gross domestic product (GDP), it is in stable condition, and the stringent measures on loan approvals for vehicle by the financial institutions. Consequently, there are more household debts in the form of credit cards and personal loans which are unsecured debts.

On production side, in 2024, the measures to support electric vehicles (EV3.5) will lead to significant investments in Thailand. Beginning from 2024, EV production in Thailand for domestic sales and export from Thailand will be commenced. It is expected that when combining the number of electric vehicle and internal combustion engine (ICE) vehicle domestically, Thailand can produce and export more than 1 million vehicles.

Electric vehicle, both plug-in hybrid and battery electrical vehicle, are growing significantly, and it is expected that in 2024, the market share of electric vehicles will increase to 12-15% due to the government's measures to promote the use of electric vehicles, as people paid more intention and importance on environment, so usage of EV can respond to both reduction of global warming and fuel oil saving. The Company also places importance on environment and foresees the change from the fuel driven vehicles to electric vehicles due to its positive factors for the environment and the Company's business opportunity because the more replacement to EV, the more opportunity the Company would gain as more vehicles will be entered into the auction process.

Competitive in the Automotive Market

Statistics for domestic vehicle sales for 2014 - 2023 are as follows:



The automotive markets in 2023 still faced pressures from various sides, as the number of vehicle sales in 2023 decreased by 8.7 percent comparing to the same period of last year (YoY), which is a reduction of the commercial vehicles. On the contrary, passenger vehicles continued to expand, and the popularity trend of electric vehicles was still persistent, indicating that there was still demand for vehicles.

In addition, the Company conducted the customer satisfaction survey in numerous services and average satisfactory levels obtained from total customers who answered the survey were 90 - 95 percent which increased from the previous year. Services which have been surveyed in the customer satisfaction survey were transportation services, AUCT BID, AUCT Prestige program, online payment system, vehicle conditions inspection, online sound engine analysis, and loan and insurance services, as well as organizing an off-site Big Bike auction, etc. Such results demonstrated that the services provided by the Company were interesting and get a good feedback from the customers.

Assets used in business undertaking

As of 31 December 2023, all branches of the Company have assets used in business undertaking were leasehold improvement, building, and equipment in the amount of Baht 319.56 million consists of land improvements, buildings, building improvements and utilities, instrument and decorations, office equipment, vehicles, and construction in progress which shown in attachment 4.

Shareholding Structure

The Company has no subsidiaries or associated companies

Relationship with the business group of the major shareholder

- None -

Shareholders

As of 31 December 2023, the top 10 major shareholders of the Company are as follows:

Shareholder Name	Amount of shares	%
1. Sila Family	288,895,500	52.53
Mrs. Thidarat Sitapawang	92,108,900	16.75
Mr. Varunyoo Sila	89,003,700	16.18
Mr. Pakphoom Sila	88,424,700	16.08
Mr. Thepthai Sila	14,108,200	2.57
Mrs. Wipha Sila	5,000,000	0.91
Mrs. Pannee Sila	250,000	0.05
2. BNY MELLON NOMINEES LIMITED	33,206,500	6.04
3. Securities Depository (Thailand) Co., Ltd. for depositors	27,041,310	4.92
4. STATE STREET EUROPE LIMITED	25,052,500	4.56
5. THE BANK OF NEW YORK MELLON	20,246,000	3.68
6. Thai NVDR Company Limited	14,379,927	2.61
7. Sareewiwatthana Family	22,450,000	4.08
Ms. Pimsiri Mohprasit	13,550,000	2.46
Mrs. Waranee Sareewiwatthana	6,700,000	1.22
Ms. Pitchsinee Sareewiwatthana	2,200,000	0.40
8. Mr. Natthachat Kumsirtrakool	3,346,200	0.61
9. Mr. Sinthu Weithwaruth	2,784,800	0.51
10. Asset Plus Small and Mid Cap Equity Fund	2,769,900	0.50
Other minor shareholders	109,827,363	19.97
Total	550,000,000	100.00

As of 31 December 2023, the Company has shareholders who are directors and executives as follows:

Directors and executives' name	Amount of shares	%
1. Mr. Varunyoo Sila	89,003,700	16.18
2. Mr. Thepthai Sila	14,108,200	2.57
3. Mr. Sutee Samathi	158,700	0.03
4. Dr. Theerathon Tharachai	64,000	0.01
5. Ms. Poonsilp Kaewchamnong	5,000	0.001
Total	106,955,800	19.45

Amounts of registered capital and paid-up capital

The Company has a registered capital of 137,500,000 Baht, of which 137,500,000 Baht is paid up, divided into ordinary 550,000,000 shares at 0.25 Baht per share. The Company listed in the mai on 9 August 2013.

Issuance of other securities

-None-

Dividend policy

The Company has dividend policy of paying not less than 40% of net profit according to its financial statements after deduction of corporate income tax, legal reserve and other reserves. However, the Company may consider paying dividend less than the specified rate, regarding to the necessity of working capital for business operation, business expansion and other factors related to the Company's management.

The resolution of the Board of Directors which is to approve the dividend payment will have to be proposed for the approval of the shareholder meeting except for the interim dividend that the BOD can approve by themselves and report to the next shareholder meeting.

Historical dividend payment

	2020	2021	2022	2023*
Earning per share (Baht)	0.41	0.47	0.46	0.29
Dividend rate per share (Baht)	0.41	0.45	0.455	0.26
Dividend payout ratio per net profit (%)	98.92	96.65	99.60	88.88

* Paid from performance during 1 January 2023 - 30 June 2023

2. Risk management



Risk management policy and plan

The Company emphasizes the importance of risk management and continues consistent development by implementing the International Standard Guidelines of COSO, The Committee of Sponsoring Organizations of the Treadway Commission, as a reference standard. The main goal of risk management is determining to manage risks that could affect the corporate achievement. This is done in order to decrease the probability that risks will occur or reduce the impact if an event occurs and/or to obtain business opportunities.

The Company's structures of risk management are categorized into 3 levels. These levels are corporate level, field level or business unit level and operational level. The Risk Management Committee (RMC) is comprised of directors that have been appointed to define the policies and the scope of operational risk management. This includes follow-ups, scrutinizing, and giving comments and recommendations regarding the tasks of risk management. There is the Risk Management Committee which consists of the Company's high-ranking executives or representatives from various departments to closely monitor risk management operations.

In 2023, the Risk Management Committee changed its name to the Corporate Governance and Risk Management Committee in order to have a clear scope of authority and duties consistent with actual operations.

Risk factors on business operation

Risk factors in the Company's business could significantly impact the Company's business performance and financial status along with the return investment of shareholders. These factors can be summarized as follows:

1. Risk factors on business operation

1.1 Risk of Fire

The Company realized and emphasized the importance of damages caused by fire that may affect the customer's products/property. As a result, the Company organized preventative measures for the risk of fire by regularly inspecting buildings, facilities and electrical systems. The Company organized preventative training, classes on extinguishing fires, and fire drills for employees. The Company monitored and maintained the functionality of closed circuit cameras at all times, prepared electrical system assessment plans that included all electrical devices, inspected fuel storage safety, put materials in place, prepared and installed a sufficient amount of fire equipment which covered every area in order to reduce the risk of a fire occurring. The Company also prepared a plan in case an event beyond one's control occurred by having fire insurance to support the unexpected risks. The amount that customers' assets are insured is higher than the property valuation in order to ensure that the Company had prepared a measure to substantially handle the risk of fire.

1.2 Risk of Flooding

The Company has all-encompassing flood preventative measures because different locations were prepared above flood water levels to stock vehicles across the country. Other than convenience for property owners, the Company is able to use these locations for storing assets in the case that some locations are affected by floods in the future. At the head office, Safety Zone area is assigned in case of an emergency with continued development of the area, i.e., build a safety zone ("Safety Zone"), raise the floor to prevent flooding, install a large water pump, and improve a drainage, etc.

The Company has purchased insurance that covered properties, cars, motorcycles and furniture for headquarter sites as well as 43 other storage locations all across the country. The Company also prepared a process for flood preventative measures. This began by inspecting the availability of equipment, personnel and reporting the incidents to authorized person to direct the act. As a result, the Company concluded that the Company could manage the risk of flooding at a good level.

1.3 Risk from Properties Being Lost, Damaged and Stolen while under the Company's Possession

As most of the properties taken into auction process are cars or motorcycles delivered by the sellers or the financial institutions, so these properties cannot undergo the auction process right away because they have to wait until all conditions specified in the contracts agreed between the Company and such financial institutions have been fulfilled. The Company has to retain the confiscated properties pending for auction in the areas and under its care pursuant to the period of time specified by the law. The Company is also responsible for moving those vehicles to the auction venues. This could create a possible risk because the Company would be held liable for any damages or loss to any vehicles under its supervision.

The Company has taken measures against potential damages resulting from any damages to vehicles under the Company's possession by installing surveillance cameras at storage sites, implementing strict access controls, hiring out-sourced 24-hour security guards at all storage location sites. In the case that damages occur due to an act of the security guards or their negligence, as stated in the contract, the security company is responsible to reimburse damages to the property and the Company. The Company also purchased insurance which covered the Company's properties.

In addition, to prevent unnecessary damage during transportation, the Company requires that the contractors that are hired to transport the vehicles provide insurance that covers damage to vehicles and covers full liability of the contractors and the sub-contractors. Through these measures, the Company is confident that it is able to reduce the risk of loss or damage to the vehicles to a certain extent.

2. Emerging risks from business operations during the next 3-5 years

2.1 Risks from utilities system which may impact to the auction process:

Given the fast changing of technology: the use of AUCT Live system, the Company's online auction service, has been significantly increased by a large amount of customers, so the Company may have risks if there is a problem with main utilities system, such as power outage, electricity brownout, internet's signal malfunctioning, as it will make the Company lose income during such period and it will also have impact to confidence of the Company's customers and trade partners in the future. Therefore, the Company has arranged the business continuity plan to minimize risks and impacts from interruption of online auction system, which is the main business operation channel, both at present and in the future.

2.2 Risks related to the compliance with the Personal Data Protection Act B.E. 2562 (2019) (PDPA)

As the Personal Data Protection Act B.E. 2562 (2019) (PDPA) became effective since 2022, so the Company had to improve its information storage system and accessibility to personal data, and training courses had also been arranged to keep the employees well aware about the risks that the Company may encounter from failure to comply with the obligations relevant to the personal data.

3. Investment risk imposed on the securities holders

-None-

4. Foreign investment risk

-None-

3. Corporate Social Responsibility



Corporate Social Responsibility

Union Auction Public Company Limited aim to develop sustainability to our business to ensure short and long-term benefit of its stakeholders, mutual and consistent growth of business partners or alliances with the Company, and well-being of the community and society.

The Company enhances business's growth together with the stakeholders, the Company realizes the importance of promoting creating of shared value and social responsibility by its personnel; hence, sustainability development has been embedded as part of daily assignment, business operations, and organizational culture with clear director in strategies. However, the Company cares for results, implementations, customers, and personnel's development, creation of innovations and attaining and retaining of relationships with business partners by considering impacts from business operations to all stakeholders in terms of economics, society, and environment which covers respect human rights in accordance with the corporate governance and the concept of building a sustainable organization for operation guidelines of the Company to comply with the Sustainable Development Goals of the United Nations as follows:





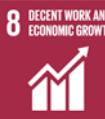
Work process adjustment and reduce unnecessary work processes to increase the quality of life for employees, build a balance between employees' work and personal lives



- Support learning material.
- Grant scholarships to the students and the schools located in remoted areas.
- Reduce educational disparity



- Recruit personnel for employment without segregation or sexual discrimination. Remuneration, career promotion or other welfare are appropriately provided.
- Child labor or persons whose ages are lower than criteria specified by the law shall not be employed.



- Employ local people to work in each branch throughout the country
- Employees will receive fairly remuneration.



Encourage for creation of innovation, starting from within the organization, by improving work process to reduce working procesures while increase working efficiency, and by implementing the system and technology to faciliate the work.



Support and promote activities within the communities constantly as well as minimize risks which may cause environmental impacts to the communities and societies around the Company.



- Arrange the campaign to make the employees take a part in reducing food waste, reduction of consumption of water, electricity and energy.
- Reduce pollution which may impact to communities and societies located surrounding the Company, such as, noise pollution by controlling noise during the auction process not to be higher than 85 decibel and controlling acceleration of engine during the auction process.



- Adjust themselves to prevent and reduce risks from natural disaster
- Reduce usage of energy, both directly and indirectly.
- Solar cells installation



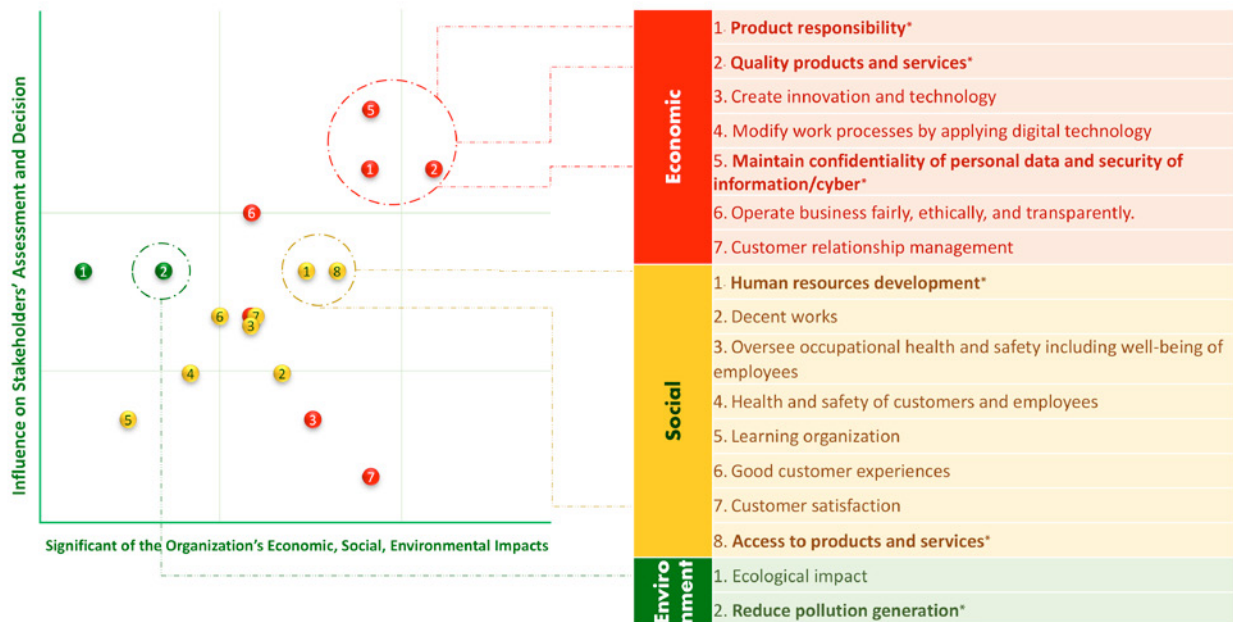
- Do not use violence to solve the problem
- Prevent risks from corruption from using position for personal gain and all kinds of bribery by stricly complying with anti-corruption and fraud policy.
- Operate business by taking into consideration the corporate governance principles.



To take part in lifting up the policy coherence for sustainable development, by starting from the development within the organization.

Major Sustainability Issues of the Company

The Company focuses on delivering quality product information to ensure fair prices by analyzing sustainability issues in 3 dimensions as follows:



From the analysis of the above sustainability issues, it can be seen that the actions the Company needs to place priority are as follows:

- 1. Economic dimension:** Product responsibility, Quality products and services, and Maintain confidentiality of personal data and security of information/cyber
- 2. Social dimension:** Access to products and services, and Human resources development
- 3. Environment dimension:** Reduce pollution generation

The Company specified other sustainability issues in each dimension in the work plan and some of them have been carried out on a routine basis for continual development.

Management of impacts on stakeholders in the business value chain

Business value chain

The Company provides auction services for various types of assets, such as vehicles and motorcycles, which is the Company's core business, as well as other assets, such as real estate, etc. The Company will act as an intermediary to provide services to customers, both purchasers and sellers, in buying and selling goods at reasonable prices. Therefore, effective value chain management is an important factor in driving the Company's business sustainably, consequently the Company constantly develops quality work processes to meet the needs of customers in all aspects. The Company's value chains consist of 5 Smart as follows:

1. Smart Partners

The Company procures the assets for auction where the chosen business partners are sellers of assets from banks, financial institutions, fleet car rental groups, insurance companies and other companies. The assets of banks and financial institutions that are auctioned derived from non-performing loans, so the Company places importance on the auction of assets in order to create a competitive price, close to the seller's debt at a fair and reasonable price. On the other hand, the Company also has business partners who are purchasers, so they need to purchase various products at acceptable prices as well. Recognizing the importance of business partners can increase the Company's business opportunities and revenue including expand the customer bases sustainably.

2. Smart Provision

The Company places importance on products and services responsibility by having a comprehensive process on inspection and assessment of condition of assets including provision of complete details of assets before entering the auction, so that the sellers can use them as guidelines to determine the price and the purchaser can use them to support the decision making on bidding the prices.

3. Smart Auction

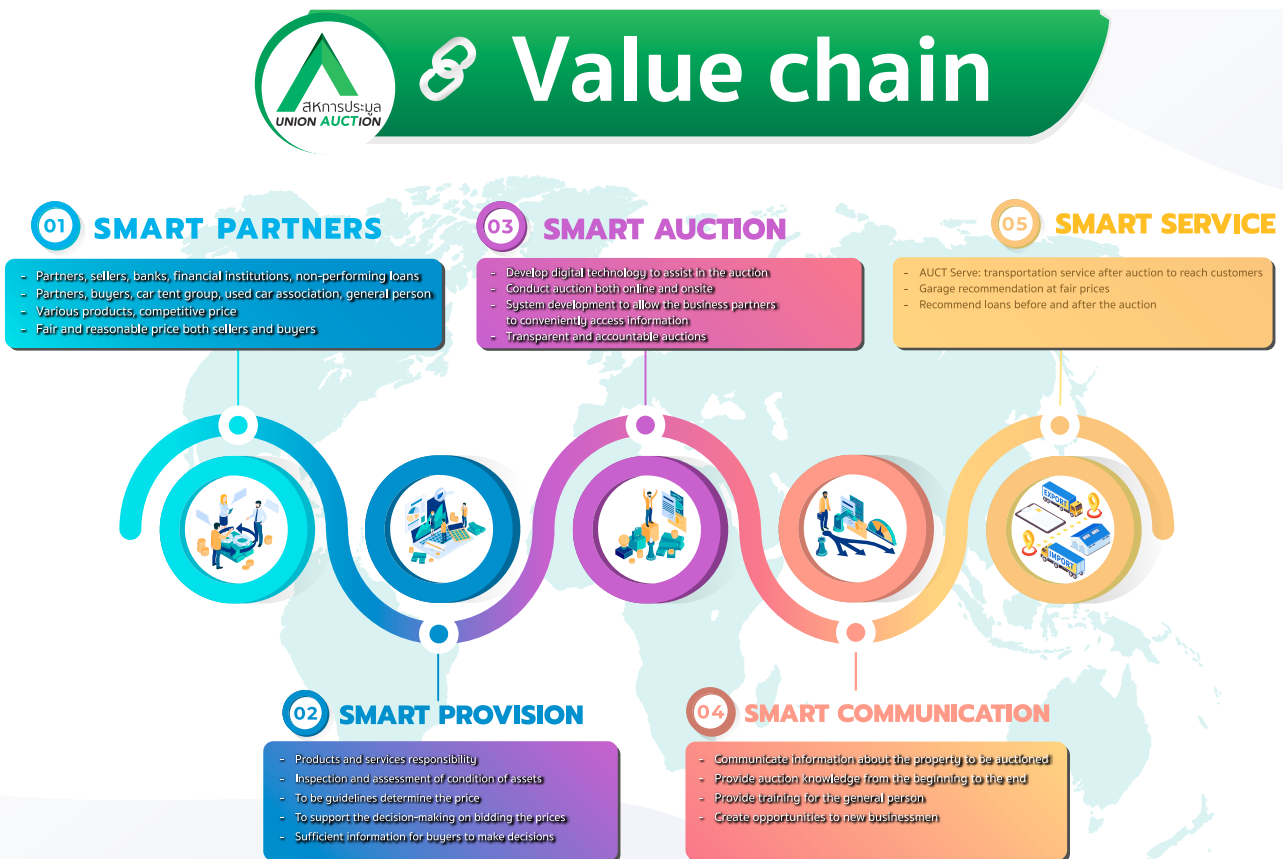
The Company has developed work processes by using digital technology to assist in the auction. Apart from the conventional auction format of which the purchasers must come to the auction yard, currently, the technology developed by the Company enable the Company to simultaneously conduct auction both online and onsite to facilitate the customers who are not convenient to travel to the yard, so they will not miss the auction opportunity and can participate in the auction anywhere. In addition, the Company has upgraded the system development to allow the business partners, both purchasers and sellers, to conveniently access to information of the assets to be auctioned, so it can strengthen confidence on transparent and accountable auctions.

4. Smart Communication

The Company recognizes the importance of communication. In addition to information about the property to be auctioned which must be clear, the Company also focuses on providing knowledge about the auction from the beginning to the end of the auction process. The Company plans to provide training for the general public who are interested in vehicle as well as new businessmen who are interested in auction for resale, which will help promote circular economy business in the economic system.

5. Smart Service

Apart from the provision of auction process and after-sales services, the Company also places importance on the value of delivering quality products which include post-auction transportation services or "AUCT Serve" to increase convenience for purchasers, garage recommendation for vehicle repair and modification or "AUCT Garage Friend" at fair prices, as well as car insurance service and sales of vehicle equipment and spare parts.



Analysis of stakeholders in the business value chain

Stakeholder	Expectation of Stakeholder	Response to Meet Expectation of Stakeholder	Participation Channel
Shareholder/ Investor	<ul style="list-style-type: none"> - Pay dividend regularly - Transparent management - Continued growth of operating results - Receive adequate, and correct information and on timely basis 	<ul style="list-style-type: none"> - Management under good corporate governance principle, transparency and verifiability - Allow the shareholders/ investors to express opinion or complaint to the Company through various channels. - Disclose accurate information through the channels specified by the Stock Exchange of Thailand (SET) 	<ul style="list-style-type: none"> - Arrange shareholders' meeting - Company visit activity - Form 56-1 One Report - The Company's website - Email to Investor Relations at investor@auct.co.th
Employee	<ul style="list-style-type: none"> - Remuneration - Welfares - Stability and career path growth - Occupational safety - Employees' potential development 	<ul style="list-style-type: none"> - Pay remuneration and evaluate performance fairly - Promote training and knowledge development - Listen to the employee's opinion and complaint through various channels. - Improve working environment pursuant to the occupational health and safety principles. 	<ul style="list-style-type: none"> - Town Hall Meeting and Coffee Table Meeting - Arrange training both inside and outside the organization. - Whistleblowing/ reporting box
Competitor	Compete in business with honesty and fairness	Conduct business with transparency and fairness in accordance with good corporate governance principles.	Get together or meeting with the Association of Used Car.

Stakeholder	Expectation of Stakeholder	Response to Meet Expectation of Stakeholder	Participation Channel
Business Partner	<ul style="list-style-type: none"> - Strictly comply with the agreed conditions. - Maintain trade secret of the business partner. - Do not take advantage of business partner. 	<ul style="list-style-type: none"> - Conduct business under business ethics framework, good corporate governance principles and anti-corruption and fraud policy - There are verifiable processes in place. 	<ul style="list-style-type: none"> - Conduct customer satisfaction survey - Whistleblowing / reporting channels
Customer	<ul style="list-style-type: none"> - Develop quality of services - Develop services to become one stop services. - Receive information adequately for making purchase decision. - Treat customers equally - Keep customers' secret 	<ul style="list-style-type: none"> - Develop quality of service regularly. - Develop and modernize service systems constantly. - Provide thorough information to the employees to support for their provision of information to customer. - Increase additional channels that the customer can be accessible to information - Place importance on personal data protection laws. 	<ul style="list-style-type: none"> - Conduct customer satisfaction survey. - Set up a customer relations department to support after-sales service. - Various promotional activities - Call Center - Whistleblowing/ reporting channels
Creditor	Strictly comply with conditions specified by creditors.	<ul style="list-style-type: none"> - Repay on time - Accurately report financial position to creditors in accordance with the requirements of the agreement. 	<ul style="list-style-type: none"> - Form 56-1 One Report - Whistleblowing/ reporting channels

Stakeholder	Expectation of Stakeholder	Response to Meet Expectation of Stakeholder	Participation Channel
Community, Society and Environment	To operate the business without any negative impact on the community, society and environment.	<ul style="list-style-type: none"> - To cooperate and support social and community activities. - Employment of residents in neighboring communities. - Manage the environment effectively, such as eliminating pollution and drainage. - Management under the principles of good corporate governance. 	<ul style="list-style-type: none"> - Support community activities in the vicinity of all offices across the country - Meet the community leaders on various occasions - CSR activities

Sustainability management

1. Economic Policy and guidelines

The Company places emphasis on delivering quality product information to ensure fair prices by applying various technologies in work processes for transparency in work processes and enhancement of data processing level along with the development of employees' potential to keep up with the changing technologies. Data obtained from the processing will be analyzed to increase business competitiveness. It will also act as an intermediary in making the circular economy for continuity of the business cycle and moving forward.

2. Environmental Policy and guidelines

The Company is committed to operate business with sustainable growth in conjunction with effective environmental management, by taking into account importance of natural resources as well as reduction of environmental impacts caused by the Company's activities. Such undertakings can contribute to reduction of greenhouse gas emissions, including waste that can affect ecosystems, such as energy, garbage and pollution. The Company recognize that **"good environment and hygiene are basis of every activity."** Based on this concept, the Company has specified the environmental policies as follows:

1. Strictly comply with the laws, regulations and requirements related to the environment to control negative impact on the environment.
2. Protect the environment and prevent accidents and incidents from business operations which may affect the environment.

3. Improve the management and review the environmental plans regularly every year to develop a sustainable environmental management system.

4. Develop the occupational safety, health and work environment management systems in accordance with the law, international standards and other requirements to ensure occupational safety for employees, business partners, contractors and persons who visit or operate the works within the Company.

5. Set target to reduce consumption of energy, electricity, water and other resources by using them as sparingly and efficiently as much as possible.

6. Promote training to develop potential of employees to be knowledgeable and raise awareness on importance of the environment, occupational safety, health and work environment.

Although the Company does not use natural resources as a factor for production of goods directly, but the Company's operational activities may contribute to energy impacts, directly or indirectly, therefore, the Company arranges campaigns and cultivates the employees' consciousness on environmentally responsibility continually, to reduce unnecessary consumption of resources and energy, as well as to be a part in reducing global warming and greenhouse gas emissions.

Activities to achieve the environmental management goals

1. Energy conservation and selection to use the environmentally friendly equipment

The Company sets out the electrical energy and water saving guidelines so that all employees can comply in the same direction as follows:

- Turn off the lights and air conditioners every time they are not in use, such as turn off the light during lunch break, turn off air conditioner before end of working hours.
- Set time for turning on-off the lights in common areas.
- Choose energy-saving electrical equipment, such as lamps, air conditioners and electrical equipment, to use in office buildings.
- Choose products that do not have adverse effect on the environment, do not contain hazardous chemicals and substances that are harmful to the environment. Avoid using consumables that do not benefit the workplace and the environment.
- Check and change electrical equipment to always be in good working condition.
- Sort garbage before disposing of it, so that it can be recycled and reused, such as paper, plastic waste, bottles, and plastic glass.
- Reduce paper consumption and reduce, refrain and stop using plastic.
- Control amount of water used in the operating process, such as car washing, etc.
- Organize Big Cleaning Day activity.
- Provide training to educate and raise awareness of all employees on importance of energy saving energy and conservation of environment.

2. Environmentally friendly (green) business development

The Company manages sustainability in the environmental dimension, starting with cultivating consciousness on global conservation from within the organization, by changing the traditional working system which requires a lot of documents to electronics working system and applying more digital innovation technology in the working to facilitate customers and reduce the use of paper resources or use paper sparingly, as well as reduce the energy consumption from paper copying processes or document destruction.

The Company operates the property auction business and the main properties in the auction are vehicles and motorcycles. During operating procedures, each vehicle has to be transported, therefore the Company has to control pollution incurred during transportation to the appropriate level and try to balance and minimize impact of environment within the organization to the external environment.

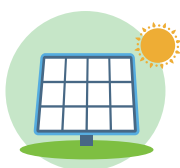
Environmental operating results

1. The Company provided trash bins pursuant to type of waste with tags clearly affixed in such bins. The Company also sold some recycled waste. In 2023, the Company sold sorted waste of 5,718.00 kgs. and total money received from such sell was 75,063 Baht. Some of proceeds gained were used to support the CSR activities.



Sold sorted waste 5,718.00 kgs.

2. The Company installed solar cells sized 38.08 kWp at the 5-floor building of the head office since the end of 2022. In 2023, electricity demand was 224,186.02 units which can be substituted by solar cell of 64,320.02 units, accounting for 28.69%. It can reduce coal consumption by 25.73 tons, greenhouse gas emissions by 31.24 tonCO₂ equivalent, replace 42 tree plantings, and save electricity cost of 373,329.17 Baht.



Substituted by solar cell
25.73 units



Reduce coal consumption
25.73 tons



Reduce greenhouse gas emissions
31.24 ton
CO₂ equivalent



Replace
42 tree plantings

3. The company ordered the production of uniforms which are made from used plastic bottles as an effort to be a part in reducing the amount of waste in landfills and to support the environmentally responsible industries.



In 2023, the Company collected information on the use of resources within the organization both head office, branches, and warehouses in each region as follows:

Resource use	2022			2023			Consumption difference
	Volume	Volume per person	Amount	Volume	Volume per person	Amount	
Electricity (unit)	1,243,666.25	3,230.30	6,209,586.67	1,376,898.45	3,087.22	7,873,392.07	10.71%
Water (unit)	22,640.00	58.81	381,130.65	26,762.00	60.00	473,945.60	18.21%
Paper (unit)	6,825.00	17.73	489,095.00	7,310.00	16.39	577,620.00	7.11%
Total			7,079,812.32			8,924,957.67	
Expense and revenue ratio comparison			0.74%			0.72%	

From the table above, in overall, the average use of all 3 types of resources per number of employees increased from 2022 because in 2023, the number of employees increased by 15.84% compared to 2022. However, when consideration on average consumption of resources per increased ratio of the number of employees, it was found that in 2023, resource consumption was 10.83 percent, which is an increase rate in a decreased proportion. The Company still arranges the campaigns to urge the employees to reduce consumption of all 3 types of resources continually and set targets.

In 2023, the Company assess the corporate carbon footprint (CPF) by hiring Advance Energy Plus Company Limited to be a consultant in data collection and arranging for verification by Bureau Veritas (Thailand) Company Limited according to the guidelines of Thailand Greenhouse Gas Management Organization (Public Organization) or to survey activities within the organization which may cause emission of greenhouse gas and to find measures to reduce such amount on sustainable basis as well as to arrange other activities for efficient carbon offsetting.

Based on the preliminary data collection of greenhouse gas emissions at the head office from January to October 2023, it was found that the highest greenhouse gas emissions from the Company's business activities was in Scope 3, accounting for 93.93% of the total greenhouse gas emissions, meaning that the Company emitted indirect greenhouse gas the most. This is mainly due to the

transportation of the Company's contractors, most of which are activities beyond the control of the Company. Scope 1 and Scope 2 greenhouse gas emissions were 2.77% and 3.30%, respectively. It is expected that the validation results for 2023 from the consultants and the certification from verification body will be obtained by March 2024.



Jan – Oct: The highest greenhouse gas emissions at Head Office was in Scope 3 for 93.93%

3. Social policy and guidelines

The Company determines to conduct business with transparency while recognizes the importance of the society including respect the human rights throughout the value chain under the concept of creating a center of sustainable organization as follows:

● Business Fairness

Fairness in business competition

The Company has policy to operate the business with transparency and open for the audit at all levels. The Company has no policy to take advantages on its competitors by playing unfair games, such as distorting the business information to make customers or trade counterparts misunderstand in order to make use of its advantages on competitors in the same type of business to acquire customers by conducting business that is unfair to competitors.

Fairness to trade counterparts

The Company has a policy to do business honestly and to be responsible for every trade counterpart fairly without discrimination.

● Human rights respect

The Company has the human rights policy and set up the practical guidelines on respect of fundamental human rights concretely. The directors, executives and employees were encouraged to take part in supporting and strengthening the compliance with the Universal Declaration of Human Rights (UDHR) of the United Nations, to prevent violation of human rights which may incur from business activities of the Company, and to focus on promotion of corporate culture which treat others with respect without discrimination, as well as to establish the penalty causes in case of violation of human rights.

Human rights respect for internal corporate

The Company respects the human rights and provides the equal treatment to every person in the corporate according to the working contract, no child labor under the legal age, regardless of gender, nationality, religion, or any others that could lead to the lack of unity or inequality. The Company also encourages the promotion for employees according to their individual capability regardless of other factors.

Human rights respect for external corporate

The Company maintains respect to other parties related to its corporate. The treatment to trade counterparts or business partners shall not take nationality, religion or other factors into consideration.

● Fair Treatment of Employees

Equal employment

The Company has the regulations of the equal and fair employment following the employment contracts and does not discriminate the origin of employees or others, such as educational institution, etc. The Company hires the employees based on their educational degrees, qualifications that meet the requirement of each position. The contracted hiring rate complies with the generally accepted standard.

Convenience and safety in the work place

The Company has set the security system in the work place following the international standard and has provided the basic welfare for employees in the Company and arranged a rest area to reduce fatigue from work.

The Company had conducted annual health check up for employees as well as publicized healthy news and activities to all employees. The news were focus on seasonal health protection and illness from the office environment. The Company provided welfare on group life and health insurance for the employees and the management of the Company. Group life insurance will provide coverage for loss of life due to injury or accident both within and outside working. Group health insurance will provide coverage for medical expenses as a result of illness or injury which is required to be treated or admitted as in-patient with recommendation of the physician.

At the present, the Company still facilitates employees who are at COVID-19 risk, for instance, they can disburse ATK at the Human Resources Department and can work from home.

Career Path

The Company realizes the importance of employee's career path in the Company. The promotion of each employee depends on his/her own potential. The Company encourages the employees to attend the training course to develop their potential and skills which, as a result, will enhance their performance on their duties. The Company shall also consider and support the promotion of their career without discrimination.

- **Responsibility for Consumers**

- Safety for trade counterparts**

The Company has set the auction sites that are clean and safe for customers, both coming to sell and coming to buy the vehicles at the auction. The Company provides the waiting area in the air-conditioned room and the auction sites based on the convenience and safety of customers. The free drinks are of service along the auction process.

- Product information**

The Company prepares the information documents of each auctioned vehicle for the interested bidders. The Company is responsible for every vehicle that the bidder wins from the Company's auction, with the guarantee for the ownership transfer. If the bidder finds any problem on the ownership transfer, the Company shall accept the return of that vehicle.

- **Community and Social Development**

- Role in Labor Market**

The Company has played the important role in the labor market of the country for all the time in the auction business. The Company has strictly complied with the rules and regulations of the Ministry of Labor regarding the labor law in order to continuously support the community's growth and strength.

- Contribution to the Community**

The Company has arranged to have the police inspection points in the Company's area in order to prevent the potential dangers to the Company and the community in neighborhood area. The main objective is to encourage the well living together and safety of the community. In addition, the Company maintained a clean environment in the Company's alley entrance to ensure cleanliness and safety. The Company has intentions to constantly preserve the environment and prevent pollution in the areas surrounding the Company by cleaning the parking areas in the showrooms and the warehouse including the roads within and outside of the Company to reduce accumulation of dust which may cause pollution, as well as reduce period of time and necessity on starting the engines of the auctioned cars to reduce pollution from exhaust pipe and noise pollution within the Company and nearby communities.

- Contributions to the Society**

In 2023, the Company supported social participation activities as follows:

1. The 2nd year to provide teaching materials, scholarships for students, color schools, and school development scholarships for Ban Nong Phluang Noi School, Wang Mai Daeng Subdistrict,

Prathai District, Nakhon Ratchasima Province. To ensure continuity in the sustainable development of the school, personnel, and students.



2. Participate in volunteer activities with Wang Thonglang District Office in the water resource conservation project.



3. Join a million trees planting activity at Pawana at Chan Park with Wang Thonglang District Office during the BMA Governor mobile meeting at Wang Thonglang District as well as visit the waste separation at source at the Company.



4. Donate used calendars to the Educational Technology Center for the Blind, Nonthaburi Province for use on other benefits, such as making Braille books, etc, which is one deed in reducing waste.

● Business expertise appliance to the social organizations

The Company has continuously applied the innovation and business expertise to the social organizations, such as the auction of the vehicles that belonged to the governmental agencies, and providing information and price statistics of various used car models to the Bank of Thailand for reference price which focused on the benefits of the public.

4. Management Discussion and Analysis



Overview of Performance in 2023

The Company's operating results in 2023 increased from the previous year with total revenue of 1,240.61 million Baht, an increase by 287.42 million Baht, or 30.2% owing to the increase in the number of vehicles entering the auction yard and finishing the auction. In addition, the Company has increased the operating fees of vehicles and big bike motorcycles since August and November 2022, respectively. These resulted in the increase in operating profit of 118.82 million Baht, or 34.8% and net profit of 96.68 million Baht, or 38.5% compared to 2022 due to an increase in employee expenses, consultant fees for development of Information Technology System and auction costs which varied according to the number of vehicles entering and finishing the auction, such as auction expenses and transportation costs which fluctuated as per the increase and decrease of oil prices, as well as the renovation of branches and opening of new warehouses to improve service quality and accommodate the increasing volume of vehicles. Overall, in 2024, the direction of vehicles entering the auction business tends to increase continually.

In 2023 overview, the direction of the cars increased that enter the auction business has increased continuously. The proportion of Stage 2 outstanding loans from car hire purchase loans has increased, non-performing loans (NPLs) rate of auto loans also increased, personal loans still expanded continually, and household debt quality tended to deteriorate. These factors have contributed to the increased number of vehicles flowing into the auction business and it is expected that it will continue to be like this in 2024. However, the Company's plans to increase business partners, both financial and non-financial institutions, as well as plans to increase warehouse areas and distribution of auctions to the regions to circulate products for quick sale have been successful. As a result, the managing direction of the auction still accomplished the target.

The Company's performance in the year 2023 ended 31 December 2023 can be summarized as follows:

(Unit: Million Baht)

	2021	2022	2023	Change	
				% of 2022/2021	% of 2023/2022
Revenue from services	896.83	947.08	1,232.29	5.60%	30.11%
Gross profit	477.13	475.07	616.38	(0.43%)	29.75%
Profit from operating	345.14	341.43	460.26	(1.07%)	34.80%
EBITDA	472.79	474.50	602.06	0.36%	26.88%
Net profit	256.09	251.25	347.93	(1.89%)	38.48%
EBITDA ratio	52.43	49.78	48.53	(2.65)	(1.25)
Net profit margin	28.40	26.36	28.04	(2.04)	1.68

In 2023, the Company's net profit margin was 28.04%, decreased by 1.68 from the year 2022 as above mentioned.

Revenue from services

The Company's revenue from services in the year 2023 was summarized as follows:

Revenue from services	2021		2022		2023	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenue from auctions	777.31	86.67	791.94	83.62	1,004.60	81.52
Revenue from transportation and additional services	119.52	13.33	115.14	16.38	227.69	18.48
Total	896.83	100.00	947.08	100.00	1,232.29	100.00

In 2023, the Company's revenue from services was 1,232.29 million Baht (2022: 947.08 million Baht) increased by 285.21 million Baht or 30.11 % compared with the year 2022 due to the increase in both vehicle volume entering the auction house and ending the auction. In addition, the Company raised operating fees for cars to 10,000 Baht in August 2022 and Big Bike to 3,000 Baht in November 2022 including the Company's pre-sales and post-sales transportation revenue increased in line with the increased number of vehicles finishing the auction. The Company also prepared readiness to accommodate the auction of electric vehicles (EV) which will flow into market mechanism, which will help reduce the pollution in the environment in the future.

Other revenues

Other revenues in 2023 are equal to 8.32 million Baht mainly derived from bank deposit interest. The Company obtained the average deposit interest rate between 0.15 – 2.10% per annum (2022: 0.15 – 0.65% per annum) and the profit from amortization of assets in the amount of 1.01 million Baht.

Cost of Services

Cost of Services	2021		2022		2023	
	Million Baht	% ¹	Million Baht	% ¹	Million Baht	% ¹
Vehicles expenses ²	131.69	14.68	150.44	15.88	208.12	16.89
Salary and employee expenses	83.98	9.36	87.43	9.23	100.28	8.14
Rental of facilities and equipment related to auctions	0.64	0.07	7.55	0.80	13.10	1.06
Depreciation of right-of-use asset	75.60	8.43	83.17	8.78	86.10	6.99
Depreciation	36.57	4.08	35.33	3.73	42.37	3.44
Cost of arranging auctions ³	35.45	3.95	35.65	3.76	36.61	2.97
Security expenses	25.09	2.80	25.25	2.67	28.55	2.32
Others	30.68	3.42	47.20	4.98	100.79	8.18
Total	419.70	46.80	472.01	49.84	615.91	49.98

Note:

1. Percentage of service revenue
2. Vehicle expenses were wages paid to moving companies that transferred vehicles that were up for auction from storage facilities to other locations in order to wait for auction and the expense of transporting after-sales cars to customers who auctions.
3. The cost of arranging auctions was expenses related to the cleaning of cars brought to auction, the filling of cars after they had been auctioned so that an auctioned car can be moved, additional employee wages, decorations for the auction site, etc.

Total cost of services for 2023 was 615.91 million Baht (2022: 472.01 million Baht), and the ratio of revenue from services increased by 49.98% (2022: 49.84%). Most of the cost of services is the cost of vehicles caused by increased vehicles according to the volume of cars entering the auction process and ending the auction including the transportation costs fluctuating according to the up and down of fuel prices, increased employee expenses, and other auction costs. In 2023, the Company allocated expenses for personnel development within the Company to enhance quality of life of employees and arranged the employee satisfaction and engagement surveys with target to develop personnel with the organization on sustainable basis in the future.

The cost of services and administrative expenses

	2021		2022		2023	
	Million Baht	%	Million Baht	%	Million Baht	%
Services expenses	29.57	3.30	31.33	3.31	43.46	3.53
Administrative expense	107.29	11.96	108.41	11.45	120.98	9.82
Total	136.86	15.26	139.74	14.75	164.44	13.35

The cost of services and administrative expenses for 2023 were 164.44 million Baht (2022: 139.74 million Baht) increased by 24.70 million Baht or 17.68% which is a result of expenses related to employees and advisor fees for developing information technology systems. However, the rate of Service and administrative expenses to revenue from services (SG&A to Sales) for the whole year is 13.3% which decreased from the previous year by 14.8% according to the company's forecast.

Profitability

	2021		2022		2023	
	Million Baht	%	Million Baht	%	Million Baht	%
Gross Profit	477.13	53.20	475.07	50.16	616.38	50.02
Profit from Operations	345.13	38.28	341.43	35.82	460.26	37.10
Net Profit	256.09	28.40	251.25	26.36	347.93	28.04
Comprehensive income for the year	253.04	28.06	251.26	26.36	347.93	28.04

In 2023, the Company's gross profit was 616.38 million Baht increased by 141.31 million Baht or 29.75%, the operating profit increased by 118.83 million Baht or 34.80%, and the net profit increased by 96.68 million Baht or 38.48% compared with the year 2022 which are results from the increased service costs as above mentioned.

Financial Analysis

(Unit: Millions Baht)

Statement of Financial Position	2021	2022	2023
Total Assets	1,825.55	1,806.48	1,979.28
Right-of-use assets - net	794.76	838.01	795.40
Total Liability	1,286.23	1,252.40	1,388.01
Lease Liability	788.83	854.56	827.11
Owner's Equity	539.32	554.08	591.26
Unappropriated Retained Earnings	204.07	218.83	256.02

Total Assets

In 2023, the Company's total assets equaled 1,979.28 million Baht (2022: 1,806.48 million Baht, increased by 172.80 million Baht or 9.57%. The significant changes from the year 2022 are as follows:

- Cash and cash equivalents equaled 433.09 million Baht increased by 344.72 million Baht or 22.39% of total assets.

- Other current financial assets equaled 260.09 decreased by 159.00 million Baht or 13.14% of total assets.
- Right-of-use assets under lease agreement was 795.40 million Baht decreased by 42.61 million Baht or 40.19% of total assets.
- Net improvement of property, building, and equipment equaled 319.56 million Baht increased by 39.15 million Baht or 16.15% of total assets, which were the results of renovation of branches areas and new opening warehouses to accommodate the increasing number of vehicles in the future and reduction of transportation costs which cause air pollution.

Total Liabilities

In 2023, the total of liabilities was 1,388.01 million Baht (2022: 1,252.40 million Baht) increased by 135.61 million Baht or 10.83%. The significant changes from the year 2022 are as follows:

- Accounts payable and other payables were 426.33 million Baht increased by 146.45 million Baht or 30.72% of the total liabilities. Most of these were vehicle payables that needed to be repaid to owners which were due within 4 - 7 days from the auction date.
- Financial lease agreement liabilities was 768.05 million Baht decreased by 21.46 million Baht or 55.33%, caused by the additional land lease agreement and the cancellation of some lease agreements.
- Other non-current liabilities was 76.01 million Baht increased by 7.33 million Baht or 5.48% of the total liabilities. Most of them are auction deposits.

Owner's Equity

As of the end of the years between 2022 and 2023, the Company's equity equaled 554.08 million Baht and 591.26 million Baht, respectively. In 2022 and 2023, the Company had a total paid-up capital of 137.50 million Baht. The Company has always had profitable results.

Commitments and Contingent Liabilities as of 31 December 2023

1. The Company had outstanding commitments with respect to service agreements totaling approximately 3 million Baht per month (2022: 2 million Baht).
2. The Company has entered into several long-term agreements to lease low-value assets. There are payment commitments under these lease agreements of 4 million Baht (2022: 5 million Baht).
3. The Company had outstanding bank guarantees in the amount of 17 million Baht (2022: 17 million Baht) which is related to the guarantee of electricity use and the operation guarantee according to auction bids agreement.
4. The Company had an overdraft facility of Baht 102 million and letter of guarantee facilities totaling 48 million Baht (2022: 102 million Baht and 48 million Baht, respectively) from financial institutions, which were for use in the Company's operations.

5. The Company has commitments to non-related companies and commercial banks under agreements related to its arrangement of auctions covering a period from May 2006 to December 2026. The Company is required to comply with significant terms in related agreements such as commission rates.

6. The company has a capital expenditure of 49 million Baht (2022: 10 million Baht)

Liquidity and Cash Flow Analysis

(Unit: Million Baht)

Statement of cash flows	2021	2022	2023
Profit from Operating Activities before Changes to Assets and Liability Operations	471.58	471.12	597.41
Net Cash Flows (used) in Operating Activities	437.95	299.98	709.88
Net Cash Flows (used) in Investing Activities	(168.17)	(48.15)	43.14
Net Cash Flows (used) in Financing Activities	(295.64)	(320.97)	(408.30)
Net Increase (decrease) in Cash and Cash Equivalents	(25.86)	(69.13)	344.72
Cash and Cash Equivalents as of ending period	167.50	98.37	433.09

In 2021 - 2023, the Company's net cash flow is derived from operating activities in the amount of 437.95 million Baht, 299.98 million Baht, and 709.88 million Baht, respectively. Changes in revolving money are due to an increase in net profit and are also due to changes in receivables and payables that were not due at the end of the period yet.

The Company has a net cash flow used in investing activities in the year 2023 equal to 43.14 million Baht, due to there were short-term investments in the form of fixed deposits with bank - net amounting to 159 million Baht, net cash from investments in fixed assets amounting to 120 million Baht and cash received from deposit interests amounting to 4 million Baht.

In 2023, the Company had net cash flows used in financing activities that equaled 408.30 million baht, most of them were dividend payments and financial lease agreement liabilities payments.

Overall, the Company's cash flow mainly comes from operating activities, during 2021 - 2023 has changed due to the Company had a net cash flow decreased by 25.86 million Baht, decreased by 69.13 million Baht, and increased by 344.72 million Baht, respectively. Resulting in the Company had cash and cash equivalents at the end of 2023 equaled 433.09 million Baht. The Company has a stable financial position and high liquidity as well as sufficient access to a variety of funding sources.

5. General Information and References

General Information:

Name of stock company	:	Union Auction Public Company Limited
Stock Quote	:	AUCT
Company registration Number	:	0107555000341
Type of Business	:	Auction Services
Registered Capital	:	550,000,000 shares
Paid-up Capital	:	137,500,000 Baht
Par Value	:	0.25 Baht
Address of Head Office	:	518/28 Soi Ramkhamhaeng 39 (Thepleela 1), Wangthonglang Subdistrict, Wangthonglang District, Bangkok 10310
Website	:	www.auct.co.th
Telephone	:	0 2033 6555
Investor Relations	:	0 2033 6555 # 4
Email Address	:	investor@auct.co.th

Branch Information:

1. Rangsit Khlong 8 Branch	No. 49/24, Moo. 2, Lam Phak Kut Subdistrict, Thanyaburi District, Pathum Thani Province 12110
2. Chiang Mai Branch	No. 325/2, Moo. 7, Nong Kwai Subdistrict, Hang Dong District, Chiang Mai Province 50230
3. Nakhon Ratchasima Branch	No. 3320/4, Ban Mai Subdistrict, Mueang Nakhon Ratchasima District, Nakhon Ratchasima Province 30000
4. Surat Thani Branch	No. 33/2, Moo. 1, Tha Thong Mai Subdistrict, Kanchanadit District, Surat Thani Province 84290
5. Ubon Ratchathani Branch	No. 6, Moo. 9, Nong Kinglee Subdistrict, Warin Chamrap District, Ubon Ratchathani Province 34190
6. Songkhla Branch	No. 313, Moo. 5, Tha Chang Subdistrict, Bang Klam District, Songkhla Province 90110
7. Udon Thani Branch	No. 54, Moo. 2, Nadi Subdistrict, Mueang Udon Thani District, Udon Thani Province 41000
8. Phitsanulok Branch	No. 788/9, Moo. 7, Samor Khae Subdistrict, Mueang Phitsanulok District, Phitsanulok Province 65000

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|----------------------|--|
| 9. Ratchaburi Branch | No. 41/1, Moo. 5, Nong Or Sub-district, Ban Pong District, Ratchaburi Province 70110 |
| 10. Khon Kaen Branch | No. 247, Moo. 10, Samran Sub-district, Mueang Khon Kaen District, Khon Kaen 40000 |
| 11. Chonburi Branch | No. 101/20, Moo. 1, Nong Prue Subdistrict, Bang Lamung District, Chonburi Province 20150 |
| 12. Rayong Branch | No. 73/12, Moo. 8, Thap Ma Subdistrict, Mueang Rayong District, Rayong Province 21000 |

References:

- | | | |
|-------------------------|---|---|
| Registrar of Securities | : | Thailand Securities Depository Company Limited
The Stock Exchange of Thailand Building,
No. 93 Rachadapisek Road, Dindaeng,
Bangkok 10400, Thailand.
Tel. 0 2009 9999 |
| Auditor | : | EY Company Limited
193/136-137, Lake Rajada Office Complex 33 rd Floor,
Rachadaphisek Road, Khlong Toei, Bangkok 10110
Tel. 0 2264 0777 |

Legal disputes

As of 31 December 2023, the Company has no legal disputes that may have a negative impact on the Company's assets with an amount higher than 5% of the shareholders' equity and there are no other legal disputes that may affect the Company's business operations significantly.

Secondary market

- None -



Part 2

Corporate Governance

6. Corporate Governance Policy

Overview of the Policy and Guidelines

The Board of Union Auction Public Company Limited recognizes the importance of having an efficient, transparent and verifiable management system. A good management system will help build confidence for shareholders, investors, stakeholders and all related parties.

The Board of Directors established a Good Corporate Governance Policy as a part of the Company's business ethics which reviewed by the 6/2023 Board of Directors Meeting held on 15 December 2023, by adhering to the principles according to the good practices of The Organization for Economic Co-Operation and Development (OECD Principles of Corporate Governance). This covers all 5 principles which includes the Rights of Shareholders, Equitable Treatment of Shareholders, Role of Stakeholders, Disclosure and Transparency of Information and the Responsibility of the Board of Directors. The Company also adheres to the principles of good corporate governance for listed companies 2017 (Corporate Governance Code: "CG Code") of the Securities and Exchange Commission based on 8 CG principles, details as follows;

1. Establish a Clear Leadership Role and Responsibilities of the Board: The Company reviewed the duties and responsibilities of the Board and subcommittees which includes the annual evaluation of the Board of Directors. This includes the Board of Directors' meeting without the management, so that the non-executive directors can independently express their opinions on performance of the management and summarize matters to communicate to the management to apply with the formulation of the strategies and planning for further works.

2. Define Objectives that Promote Sustainable Value Creation: The Executive and Sustainable Development Committee set objectives from the presentation of the 3-year plans and strategies of each department which is proposed to the Board of Directors.

3. Strengthen Board Effectiveness: The Nomination and Remuneration Committee is responsible for recruiting qualified persons with knowledge, abilities, and experience in various fields to be Company directors in order to strengthen the Board of Directors to develop the plan of business and organization so that it is strong and has sustainable growth.

4. Ensure Effective CEO and People Management: The Nomination and Remuneration Committee and Human Resources Department are responsible for recruiting qualified persons who are knowledgeable and experienced to be senior executives as well as supervising the development and training of personnel which includes the welfare of working properly.

5. Nurture Innovation and Responsible Business: The Company has developed a modern online auction system so that the auction is transparent and fair which can create confidence for customers and trade partners as well.

6. Strengthen Effective Risk Management and Internal Control: The Corporate Governance and Risk Management Committee of the Company, considered and evaluated various risks which included finding solution guidelines and preventing potential risk regularly. In addition, the Internal Audit Office and the Internal Auditor of the Company reviewed the internal control system and managed various risk on a quarterly which was reported to the Audit Committee and the Board of Directors, respectively.

7. Ensure Disclosure and Financial Integrity: The Company provided accurate and effective accounting processing programs and was audited by an auditor from a reputable auditing company that has no relationship or interest with the Company, executives, major shareholders or any related person. Therefore, the auditor is independent to the audit and expressed opinions on the Company's financial statements and was able to maintain financial credibility and the disclosure of the Company's information. In this regard, the Company reviews the appointment of auditors to propose to the shareholders' meeting annually.

8. Ensure Engagement and Communication with Shareholders: The Company always provide business information, performance and trends for investors, shareholders and interested parties to acknowledge through various channels such as the online show for investment and organizing company visits for the analyst and institutional investor.

These principles emphasize the role of the Board of Directors and integrates good corporate governance principles, corporate social responsibility and sustainable development for business operations so that all parties can benefit together and use as a practical guideline for the Company's CG Policy. The Company has reviewed every year. The Company has announced and informed to directors, executives, and all employees to ensure their acknowledgement and strict practices.

Policy and Guidelines of the Board Board of Directors' Structure

The Board of Directors consists of persons with knowledge, expertise and experience beneficial to the business and committed to conduct the efficient administration for the quality growth and sustainability of the business. The business administration focuses on ethics and utmost benefits for shareholders. The Board of Directors identifies the policy, vision, mission, objectives and supervises the executive team to align with such policy in compliance with the law, regulations and resolutions of the shareholder meeting with responsibility, caution, honestly, transparency according to the good corporate governance.

Currently, the Company's Board of Directors consists of 9 directors, three of which are independent directors who shall bring balance to the vote on any cases in compliance with the regulations of SEC and SET. The Company also appointed 4 sub-committees which are Audit committee, Nomination and Remuneration committee, Risk Management Committee and Executive Committee to operate on the specific cases and preliminary review before proposed to the Board of Directors for approval or acknowledgement within the charter.

Independence of the Board of Directors from the management

The Company has segregated the roles and responsibilities of the Board of Directors and the Executives. The Board of Directors identifies the policy and supervises the Executives to perform according to the policy while the Executives administrate the Company in all functions to operate according to the policy. So the Chairman of the Board and Chief Executive Officer shall not be the same person. Both of them have to be selected and agreed by the Nomination and Remuneration Committee and approval by the Board of Directors as the most qualified candidates.

The Chairman will perform duty as the chairman of the Board of Directors' meeting, encourage all directors to express their opinion in the meeting and supervise for effective arrangement of the Board of Directors' meeting and the shareholders' meeting.

The Chief Executive Officer will perform duty and manage the works in accordance with objectives, regulations, policies, rules, requirements, orders and resolutions of the meetings of the Board of Directors, the Executive Board, and the shareholders' meeting of the Company, as well as prepare business policy, work plan, target, budget and other management works within the Company.

Board self-assessment

The Board of Directors sets the self-evaluation for the directors once a year which focuses on the performance based on the good corporate governance. The Board of Directors will review the result of director's performance for further improvement and development.

The assessment of the entire Board of Directors' performance is divided into 6 main topics in accordance with the guidelines of the Stock Exchange of Thailand. They consist of:

1. The structure and qualifications of the Board of Directors
2. The roles, duties and responsibilities of the Board of Directors
3. Board meetings
4. The duties of the directors
5. The relationship with the management
6. The self-development and executive development

The evaluation process is as follows:

1. Each committee evaluates the efficiency of the entire performance of the Board of Directors at least once a year.
2. The Nomination and Remuneration Committee proposes the evaluation results to the Nomination and Remuneration Committee to consider the evaluation results and the development guidelines for the improvements of the operational efficiency of the Board of Directors
3. The Nomination and Remuneration Committee proposes remuneration to the Board of Directors for the Board of Directors' Meeting. This was done by considering the evaluation of the Board of Directors and the Company's overall performance at an appropriate level and in accordance with the duties and responsibilities of the directors.

In addition, the Company has arranged for self-assessment of each director individually, and the assessment results will be used as guidelines for improvement and rectification of duties performed by the directors. In 2022, results from the assessment on performing duties of the Board of Directors and the sub-committees were in the efficient level.

Policy and Guidelines of the Shareholders and Stakeholders

The Company recognizes and gives importance to the fundamental rights of shareholders as the owners of the Company and as securities investors such as the right to trade or transfer the securities that one holds, the right to receive sufficient information of the Company, the right to receive the Company's profit sharing, the right to attend the Shareholders' Meeting, the right to express opinions, the right to participate in making decisions on important matters of the Company such as

dividend allocation, appointment or removal of directors, appointment of auditors, approval of important transactions that affect the business direction of the Company, etc.

The 2023 Annual General Meeting of Shareholders (AGM) held on 21 April 2023 at 10.00 a.m. through Electronic Media (E-AGM) under the Emergency Decree on Electronic Meetings B.E. 2563 and other related laws, at the meeting room of the Company.

● Pre - AGM

The Company had disclosed a letter and invited shareholders to propose the agenda of the AGM including to submit related questions to the Board of Directors in advance during 1 November 2022 until 31 January 2023. Shareholders can submit a written nomination letter to the Board of Directors through the Company Secretary/Investor Relations within a dateline that set by the Company along with the following: relevant documents to his/her shareholding status; nominee's acceptance letter by the nominated individual and qualification documents, in which the nominee must possess qualifications and no legal prohibiting characters in accordance to the Public Company Act. The Board of Directors considered the selection requirements for the meeting's agenda, questions and nominees for the appointment of directors. In case that proposed agendas were selected, the Company would inform in the meeting's invitation as the agenda by shareholders; in case of rejection, the Company would provide explanation to shareholders in the meeting. In the 2023 AGM, there are no any shareholders proposed the agenda, submit related questions and nominate qualified candidates to be elected as directors.

The Company disclosed the invitation of the 2023 AGM through the Company's website and SET's communicating channel on 21 March 2023 in the prior to 30 days. The Company sent the meeting's invitation specifying place, date, time, rules, procedures, proposed agendas to the meeting along with details and explanations, the Board of Directors' opinion on each agenda, proxies, form 56-1 one report, and other related information in QR code to all shareholders as of book closing date, not less than 21 days.

The Company allowed shareholders who were not available to attend the meeting to authorize proxy to their behalf or to the Independent Director of the Company, in which the Company would inform the name of every eligible Independent Director of the Company for receiving the authorization through Proxy Form A, B, or C along with the meeting invitation in QR Code or could also be downloaded on the Company's website. The shareholders can submit the document to the Company for advance registration, after that the shareholders or the proxy will receive a link to attend the meeting including the manual on log-in the E-AGM system via email at least 1 day in advance before the meeting date.

● The Day of AGM

The Company allowed shareholders to register for one (1) hour prior to the meeting at 9.00 a.m. The Board of Directors for 9 persons, all subcommittees, all executives, the Company's independent auditor, and the legal advisor were altogether presented at the meeting.

As the shareholders' meeting has been arranged electronically, so voting has been done via electronic system or E-Voting. The shareholder can choose to vote in each agenda either one of "Agree" "Disagree" or "Abstain". In case, any agenda has not been voted, the system will consider that the shareholder has voted in such agenda as "Agree" automatically.

The meeting's Chairman had assigned the legal advisor to inform the total number of attendees, which comprised of attendees both in person and with proxy, and the explanation of the voting procedure with voting ballots. The meeting was conducted in accordance to the agendas stated on the meeting's invitation without changes and did not seek considerations of other non-preapproved agendas. The meeting's Chairman allowed for discussion on each agenda to provide questions, suggestions, and recommendations, in which the Company had noted relevant topics on the meeting's minutes for shareholders' review.

The resolution of each agenda, through voting rights, one (1) share was equal to one (1) vote. Shareholders were allowed to vote for appointment of directors individually for the election of directors to replace the directors who retire by rotation agenda. Each of agenda resolutions would be summarized and communicated including voting results by specifying the total shares voted: agree, disagree, and abstain.

In case of additional shareholders joining the meeting, the additional shareholders could vote on only agendas whose resolutions had not been identified.

● Post - AGM

After the meeting, the Company disclosed the meeting's resolutions through SET's communicating channel which included details of resolutions and voting result of each agenda. The Company performed the minutes of the Shareholders Meeting accurately and thoroughly, especially the voting procedures and method of counting votes, to include the voting results of agree, disagree, and abstain, and the suggestions and questions provided by every shareholder. The record was available, both in Thai and English, on the Company's website on the page of investor relations, www.auct.co.th, within 14 days after the meeting.

The Company realized the importance of disclosing information accurately, completely, and transparently to investors, shareholders, related parties, and general public interest through SET's communicating channel and the Company's website. If there are any questions, suggestions, or recommendations, please contact the Investor Relations by telephone number at 0 2033 6555 press 4 or email to investor@auct.co.th; the Company would be considered and leveraged for the improvement and development of the Company's operations.

The Equitable Treatment of Shareholders

The Company has a policy to treat all shareholders equally by giving priority to maintaining the fundamental rights of shareholders and encouraging shareholders to exercise their rights in accordance with specified laws by providing equal and complete information so that shareholders can have confidence in their investments.

The Company treats every shareholder; majority or minority, institutional or individual, should receive equitable and fair treatment, in order to make all shareholders enjoy their basic rights equally concerning the shareholders' meeting, the prevention on usage of inside information including the protection of the minor shareholders' rights. In addition, it is to ensure that the Board of Directors and the management can supervise and manage various aspects of equitable treatment of shareholders appropriately, according to the corporate governance principles.

Responsibility to stakeholders

The Company emphasized the importance of rights of every stakeholder group. The Company stipulated a stakeholder treatment policy concerning the following needs of the various stakeholder groups.

1. Shareholders

The Company supported shareholders in exercising their fundamental rights and determined to bring utmost satisfaction to its shareholders. This was done with a consideration for sustainable growth, increased product value and giving an appropriate, consistent return of investment. The Company conducted its business in accordance with the following corporate governance principles.

- The Company operates and conducts its business responsibilities by faithfully applying knowledge and management skills to the best of its ability. The Company cautiously makes fair decisions that bring the greatest benefit to each shareholder.
- The financial status, non-financial status and Company trends are reported to shareholders fairly, regularly and with complete honesty.

- The Company does not use any inside information that has not been disclosed to the public for the benefit of the Company or any other relevant parties. The Company protects confidential business information that any unaffiliated person could use to bring damage to the Company.

2. Employees

All employees are valuable resources of the company. The Company determined to develop the organization to be a learning center, create a good corporate culture and work atmosphere, promote team work, give fair remuneration and create a safe workplace and work environment. The Company emphasized employee training and developing employee capabilities. The Company paid attention to employee comments and suggestions from all levels equally. Corporate culture was defined and enhanced with an awareness that every employee is a key component that brings success, advancement, and sustainable growth to the Company. Below are the Company's guidelines.

- The Company complies with laws and regulations regarding employees and carries out universal fundamental human right principles in which there is no discrimination in regards to race, gender, age, skin color, religion, disability, credit, place of education or any status that is not directly related to business operations. The Company pays respect to individuality and human dignity.

- The Company manages human resources in order that they are aligned with the Company's strategies and business goals. A clear, fair and transparent process for human resource management system aligned with the Company's direction is organized. This process is comparable to other leading businesses.

- Every overseer is responsible for managing their own department's human resources. This is done under the system and guidelines of human resource management. Overseers avoid any unfair treatment that could affect the stability of the employee's position.

The Company's human resources development policy as follows:

1) The Company will choose and promote people who are good, competent, professional and continually improve their knowledge and skills in order to be more effective in their responsibilities.

2) Overseers have the responsibility of planning, following-up, evaluating, giving feedback and promoting personnel development equally.

3) Employees have equal opportunities in training and developing their skills.

4) Employees receive fair remuneration through career advancement. Remuneration is based on the quality and success of the employee's performance, attitude and potential.

5) The appointing, rewarding or removing of employees must be done honestly and in accordance with the employee's competence, ability, behavior and suitability.

6) The Company regularly monitors and maintains a safe working environment to protect the employee's life and property.

7) The Company listens to the comments and suggestions of employees in every position equally by providing channels that employees are able to inform the Company regarding actions that are against the Company's work, regulations, orders, announcements or laws.

3. Competitor

The Company treated business competitors in accordance with the law, international competition principles and adhered to fair competition regulations as described below:

- 1) The Company carries out business under competitive regulations with integrity and fairness.
- 2) The Company does not seek confidential information of its business competitor in a dishonest or inappropriate manner.
- 3) The Company does not destroy the reputation of competitors through accusations, slander or attacks without any truth.

4. Business Partners

The Company has policies and procedures regarding procurement by carrying out its business fairly and faithfully, protecting the interests of business partners, strictly complying with joint agreements and regulations, and adhering to business ethics. The general guidelines are stated below:

- 1) The Company does not take or offer any inappropriate remuneration to its business partners.
- 2) The Company strictly complies to conditions that it has with business partners. In the case that the Company is unable to comply with the conditions, the Company will rush to inform business partner in advance in order to find a resolution together by using reasonable principles.
- 3) The Company strictly and regularly keeps the information of its business partners and does not use business partner's information for the benefit of the Company or any other relevant parties.

5. Customers

The Company determined to bring satisfaction and confidence to its customers along with anyone that received products and good service. The Company continued to increase service quality standards and maintained good and sustainable relationships with customers as stated below:

- 1) The Company determines to improve the quality of products and service in order to consistently meet the needs of customers.
- 2) The Company discloses accurate and up to date news and information regarding its products and services.

3) The Company always keeps customer information confidential and does not take advantage of customer information for the benefit of the Company or any other relevant parties.

6. Creditors

The Company complied with agreement conditions to treat creditors fairly and made payments on time. These were the guidelines:

- 1) The Company strictly maintains and complies with agreement conditions regarding payment terms and other conditions with the creditors.
- 2) The Company accurately reports its complete financial status to creditors in accordance with the loan contract agreement and corporate governance principles.

7. Community, Society and the Environment

The Company conducted its business with responsibility towards the community, society and the environment in regards to safety, quality of life, natural resource preservation and efficient energy use promotion. The Company was aware of the quality of life of the community and society around the Company. The Company gave back to the community and society by making contributions out of a portion of its profit. The Company was aware of business operations that might be affected the environment according to the following guidelines:

- 1) The Company considers options regarding the use of natural resources without impacting or having as little impact as possible on the environment, society, and quality of life in the community. In the case of necessity and unavoidable shall be the least minimized negative impacts.
- 2) The Company regularly contributes some profit to build society and the environment.
- 3) The Company earnestly creates a consistent awareness of social and environmental responsibilities among all employee levels.
- 4) The Company places an importance of business activities with business partners whose intentions regarding the environment, community and society are aligned with the Company.
- 5) The Company brings nearby and distant areas benefits to people in every level of society.
- 6) The Company joins and supports any activities that are aligned with the development policies for society and country. This includes campaign policies, prevention policies and promotion policies in various forms.
- 7) The Company gives accurate information that creates understanding and pays attention to the problems that affect the surrounding community in order to be able to immediately solve the problems. This builds a good foundation in which the Company and society can live together without creating any conflicts and bringing mutual benefits.

Disclosure and Transparency

The Company acknowledges that the information disclosure of financial statements and general information need to be accurate, complete, timely and transparent in compliance with the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). The other significant information that may affect the price of the Company's securities which in turn impacts on the decision making of the Company's investors and stakeholders shall be published to and be accessible to by the Company's shareholders, investors and public via channels and media of SEC and SET as well as the Company's website, depend on the case.

● Financial Report

The Board of Directors is responsible for the Company's financial statement and information published in the annual financial statement as Form 56-1 One Report. Such financial statements are arranged according to the generally accepted standard accounting in Thailand that is suitable and consistent. The information in financial statement shall be disclosed at sufficient level. Audit Committee shall review and audit the quality of the financial report and internal control system, including the significant information disclosure sufficiently.

● Directors and Executives Transaction

1) The Company has the policy that directors and executives reveal every transaction of share buying, selling, transferring, and the securities holding of the company and provide a report for publishing through the system of the Securities and provide the List of management who submitted the changes in securities and derivatives holding report (Form 59) to Exchange Commission within 3 days from the transaction date.

2) The Company has the policy that directors and executives have to report their conflict of interest to the Chairman of the Board and Chairman of the Audit Committee.

3) The Company has the policy that the report of significant transaction needs to agree by the Audit Committee and approved by the Board of Directors or the shareholders' meeting depending on the case.

● Disclosure Policy

The Company realizes the significance of management and business undertakings in accordance with the Corporate Governance Principles. The Company would not provide special treatment to any shareholders. All shareholders have equitable right to access the Company's information in accordance to the Equitable Discloser of Information Policy and have sufficient information through the Company's disclosing channel. To promote information disclosure, which is accurate, compete, transparent and equitable, in compliance with the regulatory requirements, the Company deems it

appropriate to formulate the Company Disclosure Policy for pursuance by directors and management as follows;

1. Authorized Spokespersons

Chief Executive Officer, Managing Director, or persons assigned by the Board of Directors have authority to consider and make decisions on the content of significant information for public disclosure. Anyone of them shall be able to disclose information by himself / herself or assign relevant parties to handle this task.

2. Dissemination of Information

- The Company information shall be accurate, transparent, equitable, reliable, straightforward, clear, easy and punctual.
- The disclosure of information in any regulatory report requirements shall meet the deadline and frequency as specified by laws or government agencies, classified by types of information.
- Information that influences the price of the Company stock or affects investment decisions or affects shareholders' benefits, shall be disclosed after submission to the Stock Exchange of Thailand (SET)
- The Company would communicate information to investors, analysts, relevant investing parties, and shareholders through communicating agents appointed by the Company with the investor relations acts as the main coordinator.

3. Prohibited Activities and Remedial Actions

There shall be prohibition of release of confidential business information or information that may lead to loss of benefits and competitiveness or information on pending negotiations or information based on exaggerated projections and/or irrational promotion. Improper wording or styles of presentation that may misdirect the price movement of the Company stock shall be avoided.

In cases where there are disclosures of information which is inaccurate, erroneous, deviated from facts or under misinterpretation or mistranslation in any significant way, Chief Executive Officer, Managing Director, and Chief of Division shall clarify all facts for correct understanding immediately.

4. Management of Leaks of information or Rumors

In any significant events, when there are news reports deviating from the facts pertaining to the Company or reports with reference to inaccurate information or leaks of significant information to a third party or untimely disclosure of information, which may lead to rumors that affect

the stock price and/or performance of the Company, either positively or negatively, Chief Executive Officer, Managing Director, and Chief of Division shall report all significant information and facts to the Stock Exchange of Thailand for the correct understanding immediately.

5. Protection against Abuse of Inside Information Access to Company's Information

- The directors, executives, and employees whose works involved with the inside information which has not yet been disclosed to the public shall have duty to keep confidential of such information.

- Prohibited director, executives, employees, including investor-relation personnel, to use the information for benefit of oneself and/or others, which is equivalent to take advantage of other shareholders, such as insider trading, and to trade within one (1) month prior to disclosing of financial statement or other relevant information until the Company discloses the information to SET.

- Avoid providing information related to operations impacting share price or leading to benefits for specific individual during the Quiet Period, or the preparation period of financial statements to SET which is one (1) month prior to the official disclosure through SET's communicating channel. As an exception, when an issue or situation leads to incorrect financial information on the operating results, leading to misunderstanding of the person who uses the information, the Company would display the information to SET shortly.

● Internal Control of Information

The Company has policy and control on how directors, executives and employees use inside information that is not publicly disclosed and stock trading for their own benefits as follows:

- 1) The Company has provided the information to the directors and executives about their duties to report their own, spouses' and immature children's holding of the Company's securities to the Securities and Exchange Commission according to section 59 and the penalty to section 275 of the Securities and Exchange Act of B.E. 2535.

- 2) The Company requires the directors and executives to report their new holding or their exchanged holding of the Company's stock to SEC according within 3 working days from the transaction day.

- 3) The Company has policy that directors, executives and employees in the functions related to the inside information, which can influence the stock price change hold their trade of the Company's shares for 1 month prior to the disclosure of financial statements or inside information and should stay for at least 24 hours after the disclosure. The inside information is also prohibited to be disclosed to other persons.

Should there be any insider trading breaching the rule, the Company has identified the disciplinary penalty based on the nature of offense, the intention of the act and the critical degree. It starts from the written warning, wage deduction, suspension without pay or expulsion depend on the case.

● Channels of Communication

The Board of Directors authorizes the Company's Management team to be in charge of the communications and the disclosure of information that is accurate, complete and timely to investors and other relevant groups. The investor relations department is responsible for such matter. Analysts, investors, shareholders, or any interested can contact Investor Relations as follows;

Investor Relations Department

Union Auction Public Company Limited

518/28 Soi Ramkhamhaeng 39 (Thepleela 1),

Wangthonglang sub-district, Wangthonglang district, Bangkok 10310

Website: www.auct.co.th

Email: investor@auct.co.th

Tel.: 0 2033 6555

In 2023, the Company disseminates and communicates information to analysts, investors, and shareholders as follows:

1. Arranging the Company Visit for providing performance information to analysts, investors, shareholders, and funds both domestic and abroad through physical meeting and virtual meeting as follows:

- Analyst and customers of Macquarie Securities (Thailand) Company Limited
- Customers of TISCO Securities Company Limited
- Customers of Yuanta Securities (Thailand) Company Limited
- Customers of Credit Suisse Securities (Thailand) Co., Ltd.
- Analysts and customer groups of Krungsri Securities Public Company Limited
- Customer group of CGS-CIMB securities (Thailand) Company Limited
- Customer group of Maybank Securities (Thailand) Public Company Limited
- Customer group of Kasikorn Securities Public Company Limited
- Company Visit activity from the Value Investors Association (Thailand)

2. Interview for various programs:

- Corporate day activity organized by Yuanta Securities (Thailand) Company Limited
- Money Talk program via YouTube: Money Talk Channel
- Other media such as Than Setthakit and TAN newspaper, etc.

Business Ethics

The Company has set up the Code of Business Ethics for Board of Directors, executives and employees as the guidelines for their practices to accomplish the Company's mission with honesty and ethics. They include the practices towards the Company, all stakeholders, public and society based on working principles under the law regulations and contracts with partners as well as follow up on the implementation of such guidelines on a regular basis. The Company has established a written code of business ethics, which consists of Corporate Governance Policy, Business Ethics, Operational Requirements, Whistleblowing, complaints or suggestions, and penalty. The Board of Directors reviews the business ethics annually. The Company has disclosed the guidelines on the Company's website under the topic of "Corporate Governance". It is also specified that the training about business ethic shall be provided to the new employees during the orientation session.

Material changes and developments regarding corporate governance system in the preceding year

The Board of Directors specified that the policies must be reviewed at least once a year for efficient operations and in conformity with the governance principles as follows:

1. In December 2023, the policies which have been reviewed by the Board of Directors included business ethics, corporate governance policy, charter of the Board of Directors and charters of all sub-committees, as well as the vision, mission and core value of the Company.
2. The Company has been recognized as 5 stars or "Excellence" level from assessment under 2023 Corporate Governance Report of Thai Listed Companies (CGR) by the Thai Institute of Directors and has received 96 scores from assessment of Quality on Arrangement of Annual General Meeting of Shareholders by the Thai Investors Association.

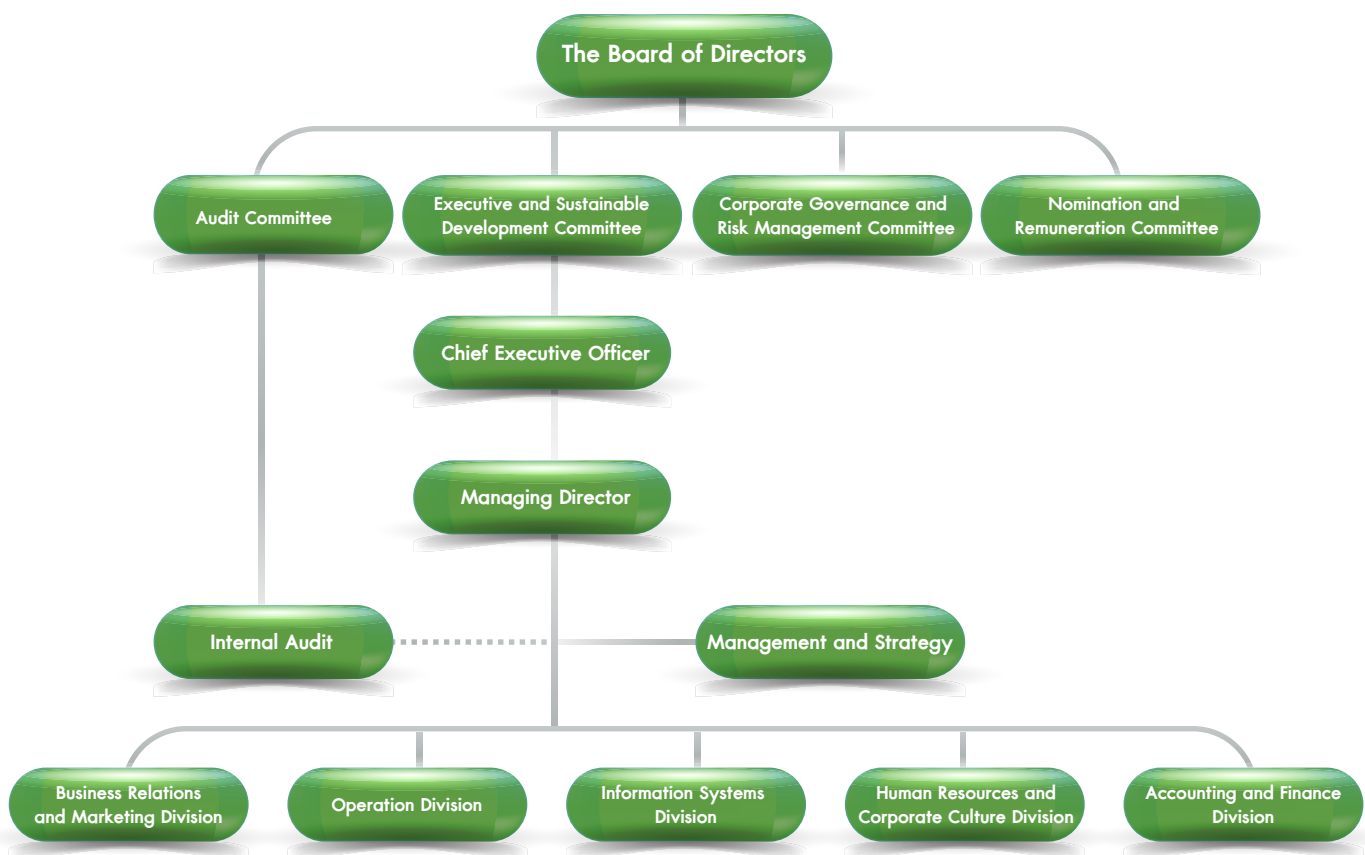
The Company has applied the Corporate Governance Code for Listed Companies 2017 in all aspects. The remaining matters that have not yet been processed are as follows:

1. The chairman of the board is not an independent director: As the Company's business has specific characteristics, so it is needed to have the proficient and experienced leaders who can guide and develop the organization.
2. Holding the independent director position more than 9 years: Due to unique characteristics of the Company's business, so it required specific expertise and experiences of the directors. The Board of Directors considers that such independent director is knowledgeable and competence; possesses expertise and experiences beneficial to the Company, fully qualified pursuant to the criteria and she can express her opinion independently. Therefore, this matter was proposed to the 2023 Annual General Meeting of Shareholders to consider and approve the election of the independent director who holds office more than 9 years to resume position for another term.

7. Corporate governance structure and material facts related to the board, subcommittees, executives, employees and others

Corporate governance structure

The Board of Directors Meeting No. 6/2023 held on 15 December 2023 has resolved to approve the change in the company's organizational structure To increase efficiency in organizational management effective from 1 January 2024 onwards as follows:



Information on the Board

As of 31 December 2023, the Company has the Board of Directors and subcommittees in the amount of 5 committees as follows;

1. The Board of Directors consists of 9 persons as follows:

- | | |
|---|------------------------------------|
| 1) Assoc. Prof. Dr. Paiboon Sareewiwatthana | Chairman of the Board of Directors |
| 2) Assoc. Prof. Dr. Sauwanee Thairungroj | Independent Director |
| 3) Mrs. Wilaiwan Srisamrual | Independent Director |

- | | |
|-----------------------------|--------------------------------------|
| 4) Dr. Theerathon Tharachai | Independent Director |
| 5) Mr. Thepthai Sila | Director |
| 6) Mr. Suvit Yoadjarust | Director |
| 7) Mr. Weidt Nuchjalearn | Director |
| 8) Mr. Sarawut Charuchinda | Director |
| 9) Mr. Varunyoo Sila | Director and Chief Executive Officer |
- Ms. Nuntanit Rachakit is the Company Secretary.

Authorized Directors on behalf of the Company

The authorized Directors who can sign on behalf of the Company are Mr. Thepthai Sila or Mr. Varunyoo Sila co-signing with Mr. Suvit Yoadjarust, total in 2 persons with the Company's seal affixed.

Scope of duties and responsibilities of the Board of Directors

1. Establish business vision, business direction, business administration to align with the law, the objectives, Articles of Association and resolutions of shareholders to bring the best benefits to shareholders and business value.
2. Consider and approve the policy, strategy, financial objective, business plan, budget and human resource development of the Company. Also ensure on the operations efficiency according to the plan, budget and resource deployment of the Company.
3. Set up the accounting system, financial statement report and accounting audit which disclose the correct, transparent and credible information and manage to have the efficient internal control system and internal audit.
4. Ensure the Company's risk management to be in the level that can drive the Company's sustainable growth.
5. Ensure that the Audit Committee, Nomination and Remuneration Committee, Corporate Governance and Risk Management Committee, and Executive and Sustainable Development Committee operate according to the specified policy.
6. Organize the shareholder meeting as the Annual General Meeting within 4 months after the Company's fiscal year end and arrange the Extraordinary General Meeting when necessary.
7. Evaluate the performance of each committee including Chief Executive Officer and Managing Director.
8. Evaluate the performance of the Board of Directors every year in 2 forms: the overall performance of the board and the individual performance, and bring up the result for consideration in the board meeting.
9. Identify the clear roles, duties and responsibilities of the Board of Directors, committees and executives.

10. Select the qualified directors as proposed by Nomination and Remuneration Committee for the approval from the shareholder meeting.

11. Appoint or advise the committees or executive directors to consider or operate on any issues as appropriate.

12. Propose the list of accounting auditor and audit fees to the shareholder meeting for the appointment approval.

13. Arrange the company annual report and disclose the financial statement to declare the financial status and business performance of last year to the shareholders' meeting.

14. Review the scope of authority, duties and responsibilities of the Board of Directors and subcommittees every year.

15. Ensure the company comply with the law of Securities and Exchange, the Stock Exchange of Thailand (SET) Act, such as the connected transactions, the acquisition or disposition of assets according to the regulations of SET or the Securities and Exchange Commission (SEC) Act, the Capital Market Commission or the law related to the Company's business.

Board of Directors Skills

Name	Audit	Finance	Accounting	Management	Engineering	Economics	Technology	Risk	Law	Auction
1. Assoc. Prof. Dr. Paiboon Sareewiwatthana		A	B	B	B	B	C	C	B	B
2. Assoc. Prof. Dr. Sauwanee Thairungroj	B, C	B	B	B		A		C		B
3. Mrs. Wilaiwan Srisamrual	B, C	A, B	A, B	B				B, C		B
4. Dr. Theerathon Tharachai	B, C	B, C	B, C	A, B, C	A	B	B	B		B
5. Mr. Thepthai Sila				B, C	B			B, C		B
6. Mr. Suvit Yoadjarust	B	A, B	A, B	A, B	B	B	A, B, C	B, C	B	B
7. Mr. Weidt Nuchjalearn		B, C	A	B, C		A				B
8. Mr. Sarawut Charuchinda	B, C	A, B	A	B				B	B	B
9. Mr. Varunyoo Sila				A, B	B		B	B		B

Noted: A = Education, B = Experience, C = Training

Proportion of directors
as of 31 December 2023

Female directors
2/9 persons (22.22%)

Independent directors
3/9 persons (33.33%)

Non-Executive Directors
4/9 persons (44.44%)

2. Audit Committee consists of 3 persons as follows:

- | | |
|--|---------------------------------|
| 1) Assoc. Prof. Dr. Saowanee Thairungroj | Chairman of the Audit Committee |
| 2) Mrs. Wilaiwan Srisamrual | Member of the Audit Committee |
| 3) Dr. Theerathon Tharachai | Member of the Audit Committee |
- Mr. Thanee Boonwattanasiri is the Secretary of the Audit Committee.

Mrs. Wilaiwan Srisamrual is the audit director with knowledge and experience in reviewing the financial statement.

Scope of duties and responsibilities of the Audit Committee

1. Review the preparation of financial reports of the Company and incorporate with external auditors to obtain the credible financial report with the reliability and adequacy of information disclosure according to the generally accepted accounting standards.
2. Review the process to ensure that the Company conforms to policies, rules, practices, regulations, and other laws relevant to the Company's business.
3. Review and propose to appoint and revoke the independent persons to be the Company's accounting auditors, propose for the audit fees and attend the meeting with accounting auditors without the Management's participation for at least once a year.
4. Review the connected transactions or transactions possible to have conflicts of interest to comply with the law and SET's Act to ensure such transactions are reasonable and bring the highest benefits to the Company.
5. Review the internal control system and ensure the process to conform with the Company's risk management and manage relating to anti-corruption including advice the management team to improve the operations to reduce the risks in all aspects.
6. Follow up, evaluate and report the practice of good corporate governance.
7. Review the appropriateness of the assets maintenance and ensure its physical existence.
8. Assess the effectiveness of the Company's resources deployment.
9. Specify the scope of work of the internal audit, provide the comments on the annual audit plan and evaluate the audit result of the internal auditor.
10. Appoint the external advisor for the advice and assistance in the audit process.
11. Approve the designation, relocation, dismissal and set the remuneration of the internal audit head.
12. Review the scope of authority, duties and responsibilities of the Audit Committee to propose for approval from the Board of Directors every year.
13. Perform any other tasks assigned by the Board of Directors.

3. Nomination and Remuneration Committee consists of 4 persons as follows:

- | | |
|---|--|
| 1) Mrs. Wilaiwan Srisamrual | Chairman of the Nomination and Remuneration Committee |
| 2) Assoc. Prof. Dr. Sauwanee Thairungroj | Vice Chairman of the Nomination and Remuneration Committee |
| 3) Assoc. Prof. Dr. Paiboon Sareewiwatthana | Member of the Nomination and Remuneration Committee |
| 4) Dr. Theerathon Tharachai | Member of the Nomination and Remuneration Committee |

Note: Directors in item 1, 2 and 4 are independent director.

Scope of duties and responsibilities of the Nomination and Remuneration Committee

1. Set the criteria and procedures to nominate the Directors, Chief Executive Officer and Managing Director to propose to the Board of Directors with transparency.
2. Specify the qualification of the directors in order to meet the requirement of related regulations and law and also specify the procedures to propose the qualified candidates with full support to the Board of Directors.
3. Nominate the qualified candidates for the new directors, subcommittees, Chief Executive Officer and Managing Director propose to the Board of Directors meeting.
4. Propose how to evaluate performance of directors and committees, follow up, finalize and report the final result to the Board of Directors in order to improve their performance efficiency.
5. Review, consider and propose to the Board of Directors the structure, roles, responsibilities, and working instruction of the Board of Directors and subcommittees to keep them updated.
6. Establish succession plan of Chief Executive Officer, Managing Director and top executive directors of the Company and propose to the Board of Directors for consideration.
7. Set the criteria and procedures regarding the remuneration of each committee, Chief Executive Officer, and Managing Director which is fair and based on the Company's performance for proposing to the Board of Directors.
8. Evaluate the yearly performance of the Executive Committee, Chief Executive Officer and Managing Director to identify the remuneration before proposing for the Board of Directors approval.
9. Review the budget of salary increase, change in salary and remuneration of the directors and management team to propose for the Board of Directors' approval.
10. Review, study and catch up with the changing trend of remuneration of the directors and management team by comparing with other businesses in the same industry or nearly.
11. Review the scope of authority, duties and responsibilities of the Nomination and Remuneration Committee to propose for approval from the Board of Directors every year.

12. Perform any other tasks assigned by the Board of Directors.

The Board of Directors defines the Nomination and Remuneration Committee meeting to be 2 times per year.

4. Corporate Governance and Risk Management Committee consists of 4 persons as follows:

- | | |
|-----------------------------|--|
| 1) Mr. Varunyoo Sila | Chairman of the Corporate Governance and Risk Management Committee |
| 2) Mrs. Wilaiwan Srisamruat | Member of the Corporate Governance and Risk Management Committee |
| 3) Mr. Thepthai Sila | Member of the Corporate Governance and Risk Management Committee |
| 4) Mr. Sarawut Charuchinda | Member of the Corporate Governance and Risk Management Committee |

Mr. Navit Nariswaranondha is the Secretary of the Corporate Governance and Risk Management Committee.

Scope of duties and responsibilities of the Corporate Governance and Risk Management Committee

1. Review to approve the policy, framework, strategy, criteria, plan and risk management guideline.
2. Review the business code of conduct and the corporate governance policy pursuant to the corporate governance principle.
3. Propose guidelines relevant to the corporate governance.
4. Monitor the development of risk management framework.
5. Review the strategy and the overall risk management of the Company to meet the changing situation.
6. Set up the risk alert system for every type of risks and the risk management principles to reach the acceptable risk level.
7. Assess the risk potential and its impact in order to manage the risk priority.
8. Support to push for cooperation in risk management at all levels in the organization.
9. Monitor the risk indicating and risk assessment process.
10. Assess the risks and approve the risk management plans.
11. Regulate risks and internal controls related to anti-corruption matters.
12. Follow up and review guidelines and work systems within the organization to ensure that they conform to the corporate governance principle and the anti-corruption policy including encourage to communicate to all groups of stakeholders.

13. Report the risks and operation to reduce them to the Board of Directors regularly.
14. Review the scope of authority, duties and responsibilities of the Risk Management Committee to propose for approval from the Board of Directors every year.
15. Perform any other tasks assigned by the Board of Directors.

5. Executive and Sustainable Development Committee consists of 5 persons as follows:

- | | |
|----------------------------|---|
| 1) Mr. Suvit Yoadjarust | Chairman of the Executive and Sustainable Development Committee |
| 2) Mr. Thepthai Sila | Member of the Executive and Sustainable Development Committee |
| 3) Mr. Weidt Nuchjalearn | Member of the Executive and Sustainable Development Committee |
| 4) Mr. Sarawut Charuchinda | Member of the Executive and Sustainable Development Committee |
| 5) Mr. Varunyoo Sila | Member of the Executive and Sustainable Development Committee |

Scope of duties and responsibilities of the Executive and Sustainable Development Committee

1. Identify the strategy, policy, financial objective, business plan, budget, human resource development and executive power for Board of Directors' approval.
2. Follow up and review the operations, plans, budget, and human resource development to ensure the efficiency and the alignment with the policy and plan.
3. Identify the standard business administration system, human resource development system, financial system, information system and corporate structure.
4. Provide the policy, advice and suggestion to Chief Executive Officer or Managing Director for the important decision making issues.
5. Define the Company's sustainable business development policy including other policies and the relevant management systems to enhance competitiveness and to make sure that the Company's development will grow simultaneously with the corporate social and environmental responsibility.
6. Supervise performance, give advice and suggestion on the operations with regards to economic, social, and environmental dimensions for sustainable business operations in the long term.
7. Consider the sustainable development workplan in accordance with the Company's business strategic plan including drive the operations pursuant to the sustainable development workplan.

8. Screen, support and manage the risks of the Company as follows:
 - Support the risk management policy to ensure it is implemented all over the company.
 - Manage the risk according to the policy, framework, strategies, and plans as assigned by the Corporate Governance and Risk Management Committee.
 - Manage the significant risks and report to the Corporate Governance and Risk Management Committee.
9. Review the meeting agenda before proposing to the Board of Directors.
10. Report the company's performance to the Board of Directors.
11. Assess and approve business transactions in compliance with their limited authority.
12. Study the feasibility of all projects to be applied in sustainable business development.
13. Have authority to approve the investment in fixed assets, loaning or other investment, borrowing or applying for credits from financial institutions. Have authority to approve the budget as assigned by the Board of Directors. The scope of approval includes the advanced budget or expenses, contingent liabilities/ aval/ guarantee, the working plan/ budgeting/ procurement of products and services for sales promotion, and the procurement and maintenance of assets in the amount as authorized by the Board of Directors.
14. Review the scope of authority, duties, and responsibilities of the Executive Committee to propose for approval from the Board of Directors every year.
15. Perform any other tasks assigned by the Board of Directors.

The scope of the Executive and Sustainable Development Committee's approval shall not include any cases in which the Executive Committee or its member may have a conflict of interest, gain or loss of benefits in any aspects with the Company and/or subsidiaries or give authority to other persons to perform on their behalf. It also excludes the cases that need approval from shareholders in the connected transaction and the acquisition and disposition of the Company's and/or subsidiaries significant assets in order to be in compliance with the regulations of the Stock Exchange of Thailand, the Securities and Exchange Commission, or the law related to the Company's business.

Information on executives

The Company has changed its organizational structure. Therefore, the Company's executives as of 1 January 2024 onwards consist of 10 executives as follows:

- | | |
|-------------------------|---|
| 1) Mr. Suvit Yoadjarust | Chairman of the Executive and Sustainable Development Committee |
| 2) Mr. Thepthai Sila | Member of the Executive and Sustainable Development Committee |

- | | | |
|-----|----------------------------|---|
| 3) | Mr. Weidt Nuchjalearn | Member of the Executive and Sustainable Development Committee |
| 4) | Mr. Sarawut Charuchinda | Member of the Executive and Sustainable Development Committee |
| 5) | Mr. Varunyoo Sila | Chief Executive Officer and Managing Director |
| 6) | Mr. Sutee Samathi | Chief of Business Relations and Marketing Division |
| 7) | Mr. Direk Eangtong | Chief of Operation Division |
| 8) | Mr. Siripat Thammanoonkul | Chief of Information System Division |
| 9) | Ms. Parnsheewa Suwannapura | Chief of Human Resources and Corporate Culture Division |
| 10) | Mr. Suchol Ratchaya | Chief Accounting and Finance Officer |

Note: Ms. Poonsilp Kaewchumnong was Deputy Managing Director, Office of the Directors and Quality Enhancement Division until the date of 31 December 2023 and has held the position of Assistant to Chief Executive Officer from 1 January 2024 onward.

Scope of duties and responsibilities of Chief Executive Officer and/or Managing Director

1. Manage the Company's business on the objectives, principles, policy, rules, regulations, orders and resolutions from the meetings of the Board of Directors, Executive Board, and shareholders.
2. Set up the business policy, business plan, objectives and budget to propose for the Board of Directors' approval.
3. Report the operational performance following the approved plan and budget every 3 months.
4. Manage the business in compliance with the approved policy, plan and budget.
5. Put in a position, appoint, dismiss, transfer, promote, demote, reduce salary or wage, disciplinary punish or dismiss employees according to the assigned authority.
6. Have authorization to sign in any juristic contracts and legal documents in contact with external organizations or persons to perform any action deemed necessary on behalf of the Company.
7. Set up the working conditions and operational practices for employees in compliance with the principles, regulations or orders assigned by the Board of Directors.
8. Have authority to authorize or assign others to perform some specific actions as long as such authorization complying with the principles, regulations or orders assigned by the Board of Directors.
9. Have authority to approve the investment in fixed assets, loaning or other investment, borrowing or applying for credits from financial institutions, the advanced budget and expenses, contingent liabilities/ aval/ guarantee, the working plan/ budgeting/ procurement of products and

services for sales promotion, and the procurement and maintenance of assets budget as assigned by the Board of Directors.

10. Perform any other tasks assigned by the Board of Directors and/or the Executive Committee.

Chief Executive Officer or the person authorized by Chief Executive Officer shall not approve or get involved with or join the business that he/she may have conflicts of interest, gain / loss of benefits in any aspects with the Company or its subsidiaries.

Any authority to do the acts that could lead to conflicts of interest between Chief Executive Officer or a stakeholders and the Company as specified in the law and the Securities and Exchange Commission or the Stock Exchange of Thailand Act shall not deem to be under the authority of Chief Executive Officer to judge or vote by himself/herself or his/her authorized person. Such acts shall be proposed for approval from the Audit Committee and Board of Directors and/or shareholder meeting (depend on the case) in compliance with the regulations of the Company and the law.

Executive remuneration

The Company has remuneration policy for executives motivation with the rate based on the Company's business performance and in line with the same type of business/ industry and suitable for each executive role and responsibility. The Company shall set the rate of remuneration to be competitive in the same industry in order to sustain the quality executives. The remuneration of executives including Chief Executive Officer is approved by the Board of Directors and has been considered by the Nomination and Remuneration Committee.

In 2023, the Company has 9 executives. The remuneration for executives are paid in form of salary, bonus and other benefits the same as employees, totaling of 22,008,477.50 Baht including the remuneration of Chief Executive Officer.

In addition, the Company has provided a provident fund for the executives by contributing at the rate of 2 percent of the salary. In 2023, the Company has made contributions to the provident fund for executives in the total amount of 208,142.36 Baht.

Information on employees

As of 31 December 2023, the Company has employees (not including executives) in the amount of 446 persons which can be separated as follows;

Division / Department	Amount (persons)	
	31 December 2022	31 December 2023
Office of the Directors & Quality Enhancement Division	35	24
Business Development & Marketing Division	35	48
Operation Division	268	309
IT System Development Division	10	15
Accounting & Finance Division	27	30
Human Resources Department	6	14
Internal Audit Office	4	6
Total	385	446

Note: From 1 January 2024 onwards, the Company has restructured the organization by transferring the employees in the Office of the Directors and Quality Enhancement Division to be under the line of command of the Human Resources and Corporate Culture Division, the Operations Division and the Office of Management and Strategy.



At present, the Company has employed the disabled or the underprivileged about 3 persons to provide career opportunities to the persons with disabilities. The Company treats the employees who are persons with disabilities equally the same with general employees. However, the Company has remitted money to the fund for empowerment of persons with disabilities of the Department of Empowerment of Persons with Disabilities at the amount of 119,720 Baht to compensate the part that the company has hired for incomplete work, as a part for promotion of quality of life of the disabled pursuant to the Quality of Life Promotion and Development for Persons with Disabilities Act, B.E. 2550 (2007).

In addition, in 2023 the Company arranged for an election of a welfare committee at the place of business in accordance with the Labor Protection Act B.E. 2541 (1998), Section 96: Welfare Committee. This welfare committee comprises of 8 members who represent the employees of each

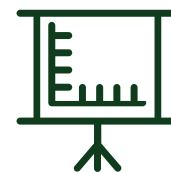
division to express opinion including arrange activities relevant to the employees' welfare, such as public relations of information within the organization, arrangement of activities within the Company for the employees, such as sports day and annual party, etc.

Employees remuneration

In 2023, the Company had employees (not including executives) in the amount of 158,483,415.83 Baht consisting of salary, bonus, social security, provident fund, life insurance, and other benefits. The remuneration was determined according to the economic conditions and the Company's performance both short-term and long-term.

Employee engagement

The Company has conducted the employee engagement survey with objective to encourage the employees to express their opinions beneficial for development of strategy and for usage as guidelines for human resource management. In 2023, average scores on overall results of the employee engagement survey were 76.44% higher than the previous year 4.64%. Results obtained from each topic have been further analyzed by the Human Resource Department to plan for development and improvement of satisfaction level of the employees in 2024.



The Employee Engagement Survey
76.44%
(▲ 4.64%)

Turnover rate of employee

In 2023, the Company's turnover rate accounted for 20.0 percent, decreased by 1.0 percent from 2022. In 2024, the Human Resources Division will set target on turnover rate during the first 120 days to analyze the resignation causes by division to further prepare and improve the development plan.



Turnover rate
20.00%
(▼ 1.0%)

Labor Legal Dispute during the past 3 years

The Company has labor disputes during 2022 – 2023 as follows:

1. The employee was a plaintiff to bring a legal action against the Company with the Labor Court Region V in an offence of unfair termination of employment. On 18 August 2022, the Court dismissed a case because the plaintiff was not entitled to claim for damages from termination of employment.

2. The Company was a plaintiff to claim for damages from 2 employees on offences of corruption acts on 29 December 2022. Summary on progress of these cases are as follows:

2.1 The 1st defendant has obligation to pay to the Company amounting to 815,670.28 Baht. Such amount has been steadily paid installments and up to present, total amount paid was 91,222.71 Baht.

2.2 The 2nd defendant has obligation to pay to the Company amounting to 2,907,493.00 Baht. Such amount has been steadily paid in installments and up to present, total amount paid was 102,810.00 Baht.

3. The employee was a plaintiff to bring a legal action against the Company with the Labor Court Region V in an offence of unfair termination of employment. On 13 June 2023, the Court appointed the date of witness hearing, the Company then mediated with the plaintiff, and later the plaintiff submitted a petition to withdraw a legal charge.

Employees development

The Company constantly has personnel development policy and places importance on personnel, who are the main driving forces for the Company's effective operations. If the personnel in the organization lack knowledge and competency in their own professional branch or lack development, it may cause problem and impact the organization. Therefore, the Company has established the personnel management policy by providing training courses in various aspects to boost up the employee's potential adequately to drive the Company for moving forward.

In 2023, After the Company set KPI that average training hours attended by each employee must be 20 hours, consequently average training hours attended by the employees were 36.0 hours/person. The Company's employees participated in various courses, both inside and outside of the organization, such as, electric vehicle registration and insurance, warehouse administration-management and stock control 5.1, digital marketing strategy and systematic data analysis, business sustainability strategy, paint condition analysis, correct and safety driving and maintenance of electric forklift, adjustment of mindset to enhance work efficiency, etc.



**36.0
hours/
person
average
training**

Other significant information

Head of Internal Audit and Head of Compliance

The company has hired Multiplus Audit and Consulting Company Limited, which the name was changed to Reanda Multiplus (Thailand) Company Limited in 2023, by Mr. Surapon Thawanyavichajit to be the auditor of the Company's internal control system and to regulate the compliance with the regulations of the Securities and Exchange Commission, the Stock Exchange of Thailand and related agencies. In addition, the Audit Committee meeting has appointed the 2 Heads of Internal Audit; Mr. Thanee Boonwattanasiri, Heads of Internal Audit and the Secretary of the Audit Committee, and Mr. Navit Nariswaranondha, Head of Internal Audit and the Secretary of the Corporate Governance and Risk Management Committee, to work overseeing the Company's internal audit operations. Details of the Heads of the Internal Audit are shown in attachment 3.

The person taking the highest responsibility in finance and accounting

On 1 September 2022, the Company has appointed Mr. Suhol Ratchaya as Chief Accounting and Finance Officer to be the person taking the highest responsibility in finance and accounting of the Company. Details of the person taking the highest responsibility in finance and accounting is shown in attachment 1.

The person supervising accounting

The 5/2020 Executive Committee meeting held on 28 April 2020, has appointed Ms. Oranut Jeeranantasin, Vice President of Accounting to be the person supervising accounting, who has the qualifications and conditions in accordance with the rules specified in the Notification of the Business Development Department. Details of the person supervising accounting is shown in attachment 1.

The Company Secretary

The 5/2020 Board of Directors meeting held on 11 June 2020 had a resolution to appoint Ms. Nuntanit Rachakit as a Company Secretary. The Company Secretary shall be provided in accordance with the Securities and Exchange Act B.E. 2535, section 89/15 as follows:

1. To be a center point in making/storing documents as following:
 - (a) Director registration
 - (b) Notice and minutes of the Board meeting and the Company's annual report
 - (c) Notice and minutes of the shareholders meeting
2. Keep record of conflict of interest report of directors and executives and propose copies to Chairman of the Boards and Chairman of the Audit Committee within 7 days after receipt of such reports.
3. Handle any actions required as per the regulation of the Capital Market Supervisory Board.
4. Act as a contact person for completed information disclosure as required by relevant laws.
5. Arranging the Board meeting and shareholders meeting
6. Arranging an orientation to newly appointed directors.

The biography of the Company Secretary shown as attachment 1.

Audit Fees

At the end of accounting period of 31 December 2023, the Company paid the audit fees to EY Office Company Limited for 2.1 million Baht and no any other service fees that are apart from auditing.

8. Report on key operating results related to corporate governance



Summary of duty performance of the Board of Directors in the past year

The Board of Directors has performed duties pursuant to scope of authority, duties, and responsibilities to ensure that the Company's business operations adhere to the laws and regulations as well as the shareholders' resolutions with primarily awareness of benefits of the Company and all groups of stakeholders. In 2023, the Company's material performance on corporate governance was as follows:

Selection, development and evaluation of duty performance of the Board of Directors

● Nomination of Directors, independent directors and Executives

- Nomination of Independent Directors

The Company has the policy to select the independent directors based on the following qualifications according to the criteria of the SEC and the Stock Exchange of Thailand as follows;

- 1) Holding no more than 1% of total voting shares including the shareholding of persons related to the independent directors
- 2) Not currently be or never been the company's executive director, worker, employee, salaried consultant, or controlling parties. Exception: It has been at least two years after the person has held the position.
- 3) Not by blood or legally registered with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary.

4) Not currently having or never had any relations with the company in the way that such relation may impede the person from having independent views. Also, the person should not currently be or never be a significant shareholder or controlling person for persons having business relations with the company. Exception: It has been at least two years after the person has held the position.

5) Not currently being or never been the company's auditor. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current auditor's auditing firm. Exception: It has been at least two years after the person has held the position.

6) Not currently be providing or never provided professional services, legal consulting, nor financial consulting services to the Company with a fee more than 2 million Baht per year. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current service providers. Exception: It has been at least two years after the person has held the position.

7) Not currently a director appointed to represent the company's directors, major shareholders, or the shareholder related to major shareholder.

8) Not currently be operating under similar business nature and significant competition to the company or subsidiary; or not a significant partner of the partnership, executive director, salaried worker, employee, or consultant; or holding more than 1% of voting shares of any other companies operating under similar business nature and significant competition to the company and subsidiary.

9) Not under any conditions that may impede the person from having independent views towards the Company's operations.

In addition, at least 1 independent director who is a member of the Audit Committee must have sufficient knowledge and experience in accounting or finance to be able to perform the duties of reviewing the credibility of the financial statements. The Company shall consider other qualifications including business experience, specialization related to business, and ethics, etc.

The criteria and procedures of the appointment of the Audit Committee is the same as the criteria and procedures for the appointment of the Company's directors. The Audit Committee member who has retired by rotation may be appointed to be re-appointed. In the case that the position of the Audit Committee becomes vacant for any other reason other than the expiration of the term. The Board of Directors shall appoint a qualified person to be on the Audit Committee in order for the Audit Committee to have a complete number of directors as specified by the Board of Directors. The person who is the replacement director will hold the position for the remainder of the term of the Audit Committee member which was replaced only.

- Nomination of Directors

The Nomination and Remuneration Committee shall nominate the candidates of directors who comply with the section 68 of Public Company Limited Act B.E. 2535 and the Securities and Exchange Commission Act or the Capital Market Commission Act relevant to the business. Other qualifications in other aspects shall also be taken into account, such as knowledge, expertise and experience relevant to the business itself and the benefits of the business.

The Nomination and Remuneration is responsible for nominating individuals qualified to be the Company's directors and propose for an appointment to the Board of Directors to fill the vacancy for reasons other than retirement by rotation or propose to the Shareholders' Meeting for further consideration. Shareholders of the Company also have the opportunity to nominate qualified individuals for election as directors in advance according to the rules prescribed by the Company.

In 2023, the Company opened the opportunity to the shareholders to nominate the candidate who possesses qualifications suitable to be the director during 1 November 2022 to 31 January 2023 to further propose to the 2023 Annual General Meeting of Shareholders. However, no candidate has been nominated by the shareholders at all. In addition, during the 2023 Annual General Meeting of Shareholders, the meeting resolved to re-elect Assoc. Prof. Dr. Sauwanee Thairungroj, Mr. Suvit Yoadjarust, and Mr. Varunyoo Sila, who retire by rotation, to be the Company's directors for another term.

- Nomination of member of the Executive Director

The Board of Directors appoints the member of the Executive Director as a member of the Executive Committee and Sustainable Development Committee which is agreed by the Nomination and Remuneration Committee with selecting from directors or top executives of the Company who have capability to administrate the normal business operation and administration of the Company. They shall also be able to set up the policy, business plan, budget, administrative structure and examine and monitor the operations to be in line with the company's policy.

- Nomination of the Executives

The Board of Directors and/or authorized persons from the Board of Directors shall consider and appoint the Executives from the staff who have experience, knowledge and expertise in relevant fields.

● Director and Executive Development

The Company has a policy to encourage and support the directors and the executive to attend the seminar and training courses constantly for improvement and for better efficient operations, such as courses arranged by the Thai Institute of Directors (IOD), the Office of the Securities and

Exchange Commission (SEC), the Stock Exchange of Thailand (SET), Thai Listed Companies Association, Thai Investors Association, the mai Listed Company Association (maiA), or other independent organizations, etc.

In 2023, the directors and executives attended seminars as follows:

Director

- Mrs. Wilaiwan Srisamrual, Independent Director, attended the training course/seminar as follows:

1) “Decorating financial statements to commit corruption in the Thai capital market and sustainability under the economic recession and measures to reduce global warming” organized by EY Office Company Limited.

2) AC Forum 2023: Detection of Accounting Irregularities in Fast Growing Business, the Role of Audit Committee, organized by the Thai Institute of Directors.

- Mr. Varunryoo Sila, Director and Chief Executive Officer, attended the training course of “IR in Action Class 3” organized by the mai Listed Company Association.

Executives

- Mr. Suchol Ratchaya, Chief Accounting and Finance Officer, attend the training course as follows:

1) “Insight in SET: Knowledge for growth and sustainability in the capital market” (Class 2) organized by the Stock Exchange of Thailand.

2) CFO Refresher Course 2023 (Online) organized by the Stock Exchange of Thailand.

● Evaluation of the Performance of Chief Executive Officer and Managing Director

The Board of Directors arranges an evaluation of the performance of Chief Executive Officer and Managing Director on a yearly basis. Each member of the Nomination and Remuneration Committee is an appraiser. The assessments are divided into 3 main topics:

1. Performance
2. Management skills
3. Executive behavior

The Nomination and Remuneration Committee will use the assessment results to consider bonus and salary to the Board of Directors’ Meeting for further acknowledgment of the evaluation and approval of the remuneration.

● Board Meeting

The Company sets a schedule for the board of directors meeting and the sub-committees all year in advance and sets up the regular board meeting every 3 months. The extraordinary meeting shall be called upon if necessary with clear agenda. The relevant documents must be delivered to the board at least 7 days in advance so that the board can have sufficient time to study the information before the meeting, except for any emergency cases.

The Chairman of the Board, Chief Executive Officer and Managing Director shall identify the meeting agenda together and consider the issues to be conducted in the Board meeting. Each director shall have opportunity to propose the issues to be considered for the meeting agenda.

The Chairman of the board who is also a chairman of the meeting shall provide opportunities to directors to express their opinions independently. In some meetings, the top management may attend the meeting as relevant in order to provide the detail information that can be useful and to acknowledge the policy directly in order to cascade to the operations efficiently. The resolutions of the meeting rely on the majority vote. One director has one vote. The directors who are also stakeholders shall not attend the meeting and/or not vote in that matter. If the votes are tied, the chairman of the meeting shall give one more votes as the casting vote. The passing of the Board's resolution for each Board of Directors' meeting requires the presence of at least two-thirds (2/3) of the total number of directors. The Company Secretary takes minutes of the meeting.

In addition, the Company specified that the meeting between the directors without the management shall be arranged at least once a year to discuss about the issues during the past year. After that the results from the meeting shall be informed to the Board of Directors or the Chief Executive Officer for acknowledgement so that the suggestions and guidelines shall be applied and utilized for development of the Company on sustainable basis. In 2023, the Company arranged the directors' meeting without the management for 1 time on 15 December 2023.

● Meeting Attendance Statistics of the Directors

In 2023, the Company arranged all of the director meetings in an online format. The proportion of attendance of the directors is as follows;

Name	The Board of Directors	Audit Committee	Nomination and Remuneration Committee	Corporate Governance and Risk Management Committee	Executive and Sustainable Development Committee	The 2023 AGM	Board meeting without management
1. Assoc. Prof. Dr. Paiboon Sareewiwatthana	6/6	-	2/2	-	-	1/1	1/1
2. Assoc. Prof. Dr. Saowanee Thairungroj	6/6	5/5	2/2	-	-	1/1	1/1
3. Mrs. Wilaiwan Srisumrual	6/6	5/5	2/2	5/5	-	1/1	1/1
4. Dr. Theerathon Tharachai	6/6	5/5	2/2	-	-	1/1	1/1
5. Mr. Thepthai Sila	6/6	-	-	5/5	24/24	1/1	-
6. Mr. Suvit Yoadjarust	6/6	-	-	-	24/24	1/1	-
7. Mr. Weidt Nuchjalearn	6/6	-	-	-	24/24	1/1	-
8. Mr. Sarawut Charuchinda	6/6	-	-	5/5	24/24	1/1	-
9. Mr. Varunyoo Sila	6/6	-	-	5/5	24/24	1/1	-

● Remuneration of Directors

The company has a policy to pay directors' remuneration at an appropriate rank. The Nomination and Remuneration committee shall set the rate based on the Company's business performance and in line with the same type of business/ industry and suitable for each director/ executive role and responsibility. The Company shall set the rate of remuneration to be competitive in the same industry in order to sustain the quality executives. The remuneration for directors has agreed by the Board of Directors and approved by the shareholder meeting. The Remuneration both in cash and non-cash is as follows:

(A) Remuneration in cash

The 2023 Annual General Meeting of the Shareholders held on 21 April 2023 had a resolution of remuneration for directors equal to the year 2022 as follows:

(Unit: Baht)

Position	Monthly remuneration	Bonus
Chairman of the Board	50,000	726,000
Chairman of Audit Committee	44,000	605,000
Member of Audit Committee	38,000	484,000
Director	38,000	484,000

Monthly remuneration, annual bonus and other benefits for the directors shall be considered based on the company's performance in 2022, in total of not exceeding 6.0 million Baht. The executive directors shall not receive the remuneration for the director position.

In 2023, the remuneration can be summarized as follows:

(Unit: Baht)

Name	Remuneration	Bonus	Total
1. Assoc. Prof. Dr. Paiboon Sareewiwatthana	600,000.00	726,000.00	1,326,000.00
2. Assoc. Prof. Dr. Sauwanee Thairungroj	528,000.00	605,000.00	1,133,000.00
3. Mrs. Wilaiwan Srisamrual	456,000.00	484,000.00	940,000.00
4. Dr. Theerathon Tharachai	456,000.00	484,000.00	940,000.00
5. Mr. Thepthai Sila	-	-	-
6. Mr. Suvit Yoadjarust	-	-	-
7. Mr. Weidt Nuchjalearn	-	-	-
8. Mr. Sarawut Charuchinda	-	-	-
9. Mr. Varunyoo Sila	-	-	-
Total	2,040,000.00	2,299,000.00	4,339,000.00

Note: Directors in No. 5 - 9 obtain remuneration as executives.

(B) Non-cash Remuneration consists of;

1. The Directors and Officers Liability Insurance (D&O) in the coverage amount of 150 million Baht at the appropriate premium rate. To ensure it is adequate to protect the directors and officers from potential lawsuits and damage/loss claims as they perform their duties on behalf of the Company as assigned.

2. The insurance of health, life, and accident in the amount of insurance premiums not exceeding 45,000 Baht per person.

● Report of Committee

The Audit Committee shall review the financial statement with the Accounting and Finance department and accounting auditor. The financial statements shall be reported to the Board of Directors on the quarterly basis. The Board of Directors is responsible for the Company's financial statements and information (report the committee's responsibility for financial statements) appearing in the annual report as per attachment 6. Such financial statements are prepared in accordance with generally accepted accounting principles and are audited by the Company's auditors. The disclosure of significant information, both financial and non-financial information, is based on the complete and consistent facts.

● Term in Position

According to the Company's articles of associations in the annual general meeting, one third of the directors shall retire from the committee. If the number of directors cannot be divided in full three parts, it can be the closest rounded number. The list of the one third retired directors in the first and second year after the company registration shall be selected by casting lots. After that, the directors who have held the position for the longest of time shall retire. The directors who retire from office by rotation can be re-elected. Term of office of each director in the sub-committee will be equal to the term of the Board of Directors. In addition, the Company has set the term of independent directors to be not exceeded 9 years. However, the Board of Directors may consider to renew the term of the independent directors if there are necessary reasons beneficial to the Company and the shareholders because the Company's businesses have specific characteristics, so it is necessary to use knowledge and experiences of the independent directors.

● Report

1) The Board of Directors is responsible for financial statement report and general information report to shareholders and other investors and ensures. It is accurate, complete, transparent and has reasonable explanation with supporting figures in the aspect of the operation policy, future potential and the success and challenge of the business.

2) The Board of Directors understands and supports the compliance with the professional standard of auditing practice.

3) The Board of Directors reflects its responsibility in the financial report disclosure in the Form 56-1 One Report, together with financial statement and auditor report include.

- 3.1) It is an action in compliance with the law that requires the Board of Directors to prepare the true and reasonable financial statement and operation performance for quarterly or yearly in the previous.
- 3.2) It is responsible to manage to get the accurate and complete accounting data that is sufficient to maintain the company's assets and to reflect the concerned points in order to prevent the corruption or abnormal operation.
- 3.3) It is the confirmation that the Company follows the generally accepted accounting standards, exercises the proper accounting policy and consistently practices it, and uses its reasonable judgment on the financial statement preparation.

● Succession Plan

The Board of Directors assigned the Nomination & Remuneration Committee to prepare the succession plan and criteria of the director and executive positions to prepare readiness of personnel in the organization especially in executive positions by making a development and training plan including the transfer of knowledge and skills to the people involved. To be assured that the Company will have knowledgeable and capable management who can take important position in the future including to prevent emergency which may impact to business operations.

At present, the Human Resources Division is now improving the succession plan to make it consistent with the sustainable organizational development guidelines in the long term.

● Orientation for New Director

The Board of Directors provides the orientation to all new directors before acting so that they know the expectation of their roles, duties and responsibilities, the company's policy and operational guideline for the corporate governance. They should understand the business nature and various operational aspects of the company. Chief Executive Officer or the person assigned by the Chief Executive Director will provide information on orientation of new director.

● The Board and Executive Positions in other firms

The Board of Directors the passed the resolution regarding the board and executive positions in other companies that they cannot take a position as a director or executive in other companies or businesses which can cause conflict of interests with the company. In case the director or top management has to hold position in other company which conflict of interests, an approval from the Board of Directors must be granted first. In addition, the Company has the policy on restriction on holding of director position where each director can hold director position not more than 5 listed companies.

● Contact with the Executives

The Board of Directors support the top executives to attend the meetings with the board for present the information of their own area to the board meetings. The Board of Directors can get the information and comments directly from the responsible executives while the executives have opportunity to learn and understand the view point of the board.

Moreover, the Company sets up the meeting of the Executive and Sustainable Development Committee at least once a month for follow-up, recommence, and share comments with executives.

● Producing of Stakeholding Report of Directors and Executives

The Company specified that all directors and executives must prepare the report to disclose any interest they have or affect the Company to be used as fundamental information on supervision on interest at the director and top management level. The company secretary will have duty to collect, keep and submit a copy of report to the Chairman of the Board of Directors and the Chairman of Audit Committee pursuant to Section 89/15 and Section 89/16 of the Securities and Exchange Act B.E. 2535 for inspection and supervision on conflict of interest. In addition, the director and the executive are obligated to submit the report every time when there is a change of information.

● Producing of Changes in Investment Holdings Report

For internal control, the Company requires that its directors and executives, including their spouses and children under the legal age, when their investment holdings of Union Auction Public Co. Ltd. change, must inform the Company, report the changes to the Securities Exchange Commission Thailand and the Stock Exchange of Thailand (SET), as required by Clause 59 and of the Securities and Exchange ACT B.E. 2535, within three (3) days starting from the date of buying, selling, or transferring, and be responsible to report buying, selling, and holding of the Company's shares during the following Board Meeting. The Company Secretary would create a letter prohibiting directors or divisions with insider information from disclosing the information to external personnel and inform the period of not trading the Company's shares at least 30 days, prior to financial statements being disclosed to the public, and waiting for 24 hours after that, in order to prevent inappropriate use of insider information.

In 2023, the directors and executives of the Company have been changed in share holdings as follows:

Name	The amount of shares				% of the amount of 550 million shares
	As of 31 Dec 2022	Acquired during the year	Disposed during the year	As of 31 Dec 2023	
1. Assoc. Prof. Dr. Paiboon Sareewiwatthana	-	-	-	-	0.00%
Spouse and minor children	6,700,000	-	-	6,700,000	1.22%
2. Assoc. Prof. Dr. Sauwanee Thairungroj	-	-	-	-	0.00%
Spouse and minor children	-	-	-	-	0.00%
3. Mrs. Wilaiwan Srisamrual	-	-	-	-	0.00%
Spouse and minor children	-	-	-	-	0.00%
4. Dr. Theerathon Tharachai	-	64,000	-	64,000	0.01%
Spouse and minor children	-	-	-	-	0.00%
5. Mr. Thepthai Sila	14,108,200	-	-	14,108,200	2.57%
Spouse and minor children	5,000,000	-	-	5,000,000	0.91%
6. Mr. Suvit Yoadjarust	3,616,200	-	3,616,200	-	0.00%
Spouse and minor children	-	-	-	-	0.00%
7. Mr. Weidt Nuchjalearn	-	-	-	-	0.00%
Spouse and minor children	-	-	-	-	0.00%
8. Mr. Sarawut Charuchinda	-	-	-	-	0.00%
Spouse and minor children	-	-	-	-	0.00%
9. Mr. Varunyoo Sila	89,003,700	-	-	89,003,700	16.18%
Spouse and minor children	-	-	-	-	0.00%
10. Mr. Sutee Samathi	170,500	288,200	300,000	158,700	0.03%
Spouse and minor children	-	-	-	-	0.00%
11. Ms. Poonsilp Kaewchamnong*	5,000	-	-	5,000	0.001%
Spouse and minor children	-	-	-	-	0.00%
12. Mr. Direk Eangtong**	-	-	-	-	0.00%
Spouse and minor children	-	-	-	-	0.00%
13. Mr. Siripat Thammanoonkul**	-	-	-	-	0.00%
Spouse and minor children	-	-	-	-	0.00%

Name	The amount of shares				% of the amount of 550 million shares
	As of 31 Dec 2022	Acquired during the year	Disposed during the year	As of 31 Dec 2023	
14. Ms. Parnsheewa Suwannapura** Spouse and minor children	- -	- -	- -	- -	0.00% 0.00%
15. Mr. Suchol Ratchaya Spouse and minor children	- -	- -	- -	- -	0.00% 0.00%

Note: * Ms. Poonsilp Kaewchumnong was Deputy Managing Director, Office of the Directors and Quality Enhancement Division until the date of 31 December 2023 and has held the position of Assistant to Chief Executive Officer since 1 January 2024 onward.

** Executives No. 12 – 14 are senior executives according to the definition of the SEC, effective 1 January 2024.

● Conflict of Interest

The Board of Directors shall consider the report done between any persons who have conflicts of interest carefully and reasonably. The Board of Directors has set up the policy on the conflicts of interest transactions based on the principle that any decisions on business transactions must be made at the same standard as a person of ordinary prudence, shall do with general partner, with no influence on trading negotiation from the executive director status or any related persons. All transactions shall be conducted with respects to the highest interests of the Company only. Any actions that may lead to conflicts of interest must be avoided. Directors and executives who are relevant to or connected with the case to be considered is obliged to acknowledge the Company on his/her relationship to or connection with such matter. Directors and executives who are relevant have not permitted to join the party which judges the case and does not have the approval authority in such particular transactions.

The Audit Committee shall report to the Board of Directors the connected transactions and/or the transactions containing conflicts of interest that have been carefully considered and been in compliance with the regulations of SET and/or SEC. Such information shall be disclosed in the notes of financial statement and Form 56-1 One Report as well.

In addition, the Company has a policy to prohibit the Company's director or executive to hold director or executive position in other company or business which may cause conflict of interest

with the Company. In case the top management shall hold the position in other company, an approval must be granted from the Board of Directors first.

During 2023, the Company did not have any transaction which may have conflict of interest with the connected person or business at all. The training on business ethics with regard to the prevention of conflict of interest has been arranged to the directors, the executives, and the employees through the orientation session.

● Use of inside information to seek benefits

The Company specified guidelines to prevent abuse usage of inside information for personal gain in the Company's business ethics and such details was disclosed in the Company's website in the 'Corporate Governance' topic.

In 2023, no director nor executive was found to trade their securities during the Company's silent period.

● Privacy policy

The Company recognizes the importance of personal data and other information about individuals (collectively referred to as the "Data") and is committed to securing Data as well as privacy of Data, so that the data subject can be confident that the Company will collect, compile, use, disclose or transfer Data of the data subject transparently and responsibly pursuant to the Personal Data Protection Act, B.E. 2562 (2019) and other relevant laws. Therefore, in order to comply with the applicable law, the Company has prepared a Personal Data Protection Notice to clarify to the data subject on details about collection, compilation, use, and disclosure of Data of the data subject as per details in the Personal Data Protection Policy publicized on the Company's website.

Since 2022, the Company has appointed the Personal Data Supervisory Committee, the Data Controller, the Data Protection Officer, and the Personal Data Working Group to ensure that the operations relevant to personal data protection of the Company shall be efficiently and securely conducted and conformed to the Personal Data Protection Act B.E. 2562 (2019) and the relevant and additional notifications. Moreover, during 2022-2023, the Company applied the t-reg PDPA Platform to facilitate the management of personal data of customers, business partners and persons who are interested in the Company's business by searching information via the Company's website. The Company assigned the Chief of Information System as the Data Protection Officer (DPO) to supervise and maintain all personal data within the organization, whether it is internal or external information of the organization, as well as to give advice, inspect and supervise usage of personal data pursuant to the personal data protection laws.

● Internal Control System

The Company realizes the importance of the internal control system in both executive and operation levels. In order to control the shareholders' capital and the Company's assets, the Company has set up the operational guidelines to increase the efficiency of the internal control system. These guidelines become the operational policy and identify the duties and operational power of the operators and the executives in writing. The duties of operators, supervisors and assessors are segregated. The policy also controls the Company's assets deployment to maximize its benefits.

The Company appointed the Audit Committee to review that the internal control system and the internal audit are appropriate and efficient for the business, and the assets are efficiently deployed. In order to prevent the potential damage or fraud. The Company shall outsource the internal auditor to observe and monitor the internal control system and review the significant matters consistently. They shall coordinate with the Company's internal audit function and report to Audit Committee on the sufficiency and efficiency of the internal control system that covers the operations and compliance control, risk management and the significance given to the abnormal issues. The suggestions to improve the internal control system shall be provided in order to assure that the Company has the efficient system and supports the credibility to the Company's financial statement.

● Risk Management

The Company has the Risk Working Committee to directly report to the Corporate Governance and Risk Management Committee to consider and set guidelines to prevent the risks from internal and external factors that can cause the damages to the Company. In order to ensure that the Company can manage risks in acceptable level (risk appetite) and risk management strategy shall be reviewed and adjusted to make them conform to the constant changing situations for efficient risk management system.

● Safety and health at the workplace

The Company foresaw the importance on environment and occupational safety, so the safety officers at professional level have been employed to oversee the works on occupational safety, health and environment within the Company and the Occupational Safety, Health and Environment (OSHE) Committee has also been appointed to manage safety pursuant to the Company's occupational safety, health and environment policy including to monitor on compliance, arrangement of safety officers, personnel, department, or group of persons to conduct safety operations in the workplace, B.E. 2565 (2022). It is specified that the OSHE Committee shall arrange a meeting once a month to find potential occupational risks, preventive methods, and elimination of such problems.

In 2023, the works related to occupational safety, health and environment performed by the Company were as follows:

1. Inspect, measure, and supervise environmental quality (light, sound, heat, and chemicals) to keep them within the standards prescribed by the laws.
2. Annual inspect and certify electrical system by the expert engineer.
3. Prevent fire incident by placing fire-extinguishers to cover all utilization areas and specify that fire-extinguishers must be inspected once a month both in the head office, branches and warehouses in other provinces across the country to make them available for usage.
4. Basic fire-fighting and fire drill training has been arranged once a year. The officers from the Bureau of Disaster Prevention and Mitigation have been invited to provide knowledge to the employees at the head office and 6 branches offices, such as, Chiang Mai, Nakhon Ratchasima, Rangsit Klong 8, Ubon Ratchathani Branch, and Surat Thani.
5. Provide adequate medical supplies, as needed and covers each area.
6. Investigate and compile accident statistics and illness caused by work to plan for accident preventive and corrective guidelines as well as cultivate good attitude on safety works to all employees.
7. Submit a performance report of safety officer at professional level to the Office of Labor Protection and Welfare Area 4, Bangkok Metropolis, for acknowledgement every 6 months.
8. Follow up and update the laws on safety, occupational health and working environment to ensure that the works are consistent with those laws.
9. Arrange the training courses to provide knowledge to the new employees and the refreshing courses to the existing employees, as well as arrange the specific training courses that the employees need to know, such as, forklift driving course, first aid & CPR (cardiopulmonary resuscitation) course, indoor electrician course, basic fire-fighting, and fire evacuation drill course, etc. to make them well aware of the hazard which may occur at the workplace.
10. Appoint and register the safety officer at all levels as per specified by the law.
11. Inspect safety at the workplace, then report to the Safety Committee meeting every month to find improvement, solution guidelines and follow up.
12. Update safety manual of the Company to make it conform to the relevant laws.
13. Conduct workplace drug testing, both at head office and branch offices.
14. Site visit at branch offices to listen to the problems shared by the employees at the site and the environmental improvement method.
15. Encourage for arrangement of annual medical checkups both head office and branches in accordance with the law and for prevention of the employees within the Company from the occupational diseases.

16. Control noise level during the auction process to ensure that it will be louder than 85 dB(A) to prevent the claim from the surrounding communities and to prevent the employees who are working during the auction process from suffering from the hearing-related diseases

During 2023, there are average sick leave rate of the employees was 3 working days and there were 15 occupational accidents or injuries, but it did not have any impact to business operations of the Company.

● Copyright and intellectual property policy

The Company commits to comply with the copyright and intellectual property laws, for example, Thai Trademark Act, Thai Patent Act, and Thai Copyright Act, including other related laws. The Company shall provide the employees with the training course on intellectual property laws as well as promote their participation. The policy and guidelines details are described in the Company's copyright and intellectual property policy posted in the Company's website including being part of the business ethics.

● Anti – Corruption

The Company placed importance on anti-corruption measures which all sectors expected and determined to comply with these measures for concrete results. The Company specified the written anti-corruption policy, which consisted of duties and responsibilities, practices, risk assessment, communication, supervision, monitoring, review, and penalty clauses. This policy has been publicized in the Company's website and reviewed continually. In addition, the Company also appointed the Risk Working Committee to perform duty on assessment and planning on anti-corruption risk prevention guidelines, so that the directors, management and all employees at all levels realize about importance on business operations with integrity, transparency and verifiability.

At the present, the company implements the 2022 Anti Corruption Policy, which contains contents to conform to the Self-Evaluation Tool for Countering Bribery, Revision Version 4.0 of Thai Private Sector Collective Action against Corruption (CAC) and communicated to the employees at all levels for acknowledgement and strictly compliance. Including being used as part of the orientation of new employees.

● Whistle-blowing

The Company has measures to facilitate all stakeholders to lodge complaint with the Company via various channels to increase efficiency on facilitation of all stakeholders. It was set out as part of the Code of Business Conduct. Complaint can be lodged, and opinion can be expressed to the Company pursuant to the regulation on complaint acceptance and consideration process via the following channels:

Letter to: The Secretary of the Audit Committee
 Union Auction Public Company Limited
 518/28 Soi Ramkhamhaeng 39 (Thepleela 1),
 Wangthonglang sub-district, Wangthonglang district, Bangkok 10310

Website: www.auct.co.th

Email.: audit_com@auct.co.th

Tel.: 0 2033 6555

After the secretary of the Audit Committee received the complaint, he/she will gather fact and report to the Audit Committee for investigation and determination of measure to settle the complaint issue, then report to the Audit Committee and Chairman of the Board of Directors for acknowledgement, respectively. The Company has measure to protect the whistle blower who does not wish to expose him/herself to the public and will keep information received as confidential. The Company also has measure to protect the person who provides cooperation for investigation.

The employee can lodge complaint or propose a recommendation to the Board of Directors and the management directly via the Company's email or through channels designated by the Human Resources Department.

In 2023, the Company did not have any dispute with any stakeholder and no whistleblowers or complaints.

Report on the results of duty performance of the subcommittees in the past year

Report on the results of duty performance of the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance and Risk Management Committee, and the Executive and Sustainable Development Committee are shown as attachment 6.

9. Internal Control and Connected Transactions



Internal Control

The Company placed a continuous emphasis on internal controls, realizing that internal controls are an important key to enabling the Company's business operations to achieve its goals efficiently and effectively. Implementing resource and property protections, reporting financial information and working in compliance with laws and regulations protect and reduce the risk of any acts that bring damage to the Company. The board of directors defined the roles and responsibilities of committee boards and executive management distinctly which included supervising to make sure they operated according to their roles and responsibilities. Corporate structure and line authority was clearly stated in order to have balance of power and have pertinent internal controls. The business goals and the Key Performance Indicators (KPI) were also stipulated in order to examine the effectiveness of the operations and regularly follow-up the business's performance compared to the Company's goals.

This included corporate governance policies, business ethics, the code of conduct for directors, executives and employees, anti-corruption policies, written policy of notification of clues and complainant protection. It included consistent support of employees to work in good conscience by providing annual employee training in order to conduct business with transparency and with fairness to all stakeholders. It monitored a follow up process, stipulated prominent penalties, reviewed and prepared operation manuals for each system in a written form in order to be used for operational guidelines. This enabled the business to be agile and systematic by considering the scope of roles, responsibilities and the appropriate internal control systems.

The Board of Directors stipulated that the internal committee be responsible for the appropriate and effective supervision of the internal control systems and good corporate governance systems. The committee also monitored compliance to relevant laws and regulations, prevention of any conflicts of

interest, preparation of connected transactions, care for and efficient use of any property in order to prevent any corruption or misconduct. The Company organized assessment processes and balances by arranging an internal audit office which is independent and directly reports to the Audit Committee and appointing an outsourced independent internal audit to review and examine the efficiency and adequacy of the internal control systems. This included risk management and good corporate governance systems of business operations for every department in the Company. This was done by complying with the international standards of the internal control systems of the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and Enterprise Risk Management along with the regulations and guidelines of the Stock Market of Thailand and the Thai Institute of Directors. These were applied in internal controls, risk management and the monitoring and supervision in order to be more complete so that the Company is as efficient and effective as possible.

Risk Assessment

The Company realized the importance of risk management which could affect business operations from both external and internal factors. In this regard, the Company appointed a Risk management committee to be responsible to monitor and supervise Company risk in order to be aligned with the Company's acceptable target levels. Risk management policies were defined for everyone to follow. This was done by assessing and managing any risks from both external and internal factors. This covered risk from all areas such as operational strategies, finances, compliance with laws and regulations, reputation, and safety from hazards, and disasters including any situation regarding corruption risk. In 2023, the name of the Committee has been changed to the Corporate Governance and Risk Management Committee for clear scope of power and duties and to conform to actual operations. The operational risk management group is responsible for reporting the results of the risk assessment to the Corporate Governance and Risk Management Committee and the Board of Directors to acknowledge and reviewing any changes to external and internal factors that could affect the corporation every year.

Control Activities

The Company organized internal control measures that complied with the risks and business types by clearly allocating responsibilities for each position and organizing and reviewing manuals and operational procedures regularly to fit with corporate structure and present business operations. Especially in the area of critical risks to prevent and decrease mistakes in areas such as financial transactions, auctions, procurements and property care. The internal audit division reviewed the operational results in order to regularly align them with the rules and regulations and the operational manual. This ensured that the internal control system were sufficient, appropriate and effective. Information technology was also implemented to enable the business operations to be faster and more effective.

Moreover, the Company stipulated policies, rules and regulations concerning connected transactions follow the same direction. For example, major shareholders, directors, executives and relevant people were to be accurate, transparent and fair and consider the Company's greatest benefit in regards to the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.

Information and Communication

The Company paid attention to information technology and communication systems for the collection of information, evaluation of information and the saving and follow up of information in order to provide significant information, used for business decisions and management, that is accurate, sufficient, timely for directors, executives, employee, shareholders, customers and stakeholders. The Company also stipulated a safety policy for information technology and using data.

The Company provided a communication channel so that both external and internal recipients could have access to the information quickly and conveniently. For example, an internet system was used as a communication channel in order to broadcast information, policies, rules and regulations, manual and operational procedures and Company news. It was also used to receive information about corruption (whistle blowing) through various channels provided by the Company.

Monitoring Activities

The board of directors organized a follow up and evaluation system for all aspects of the internal control system and risk management. For example, it was used to immediately solve problems which could significantly affect the Company's status and reputation in areas such as accounting and finance, operations, laws and regulations compliance, property care and fraud. The board of directors assigned an audit committee to monitor and review the internal audit system through an independent internal auditor and an internal audit division. They audited and evaluated the operation results in order to ensure that any information found in an inspection would be examined, reviewed and improved appropriately and immediately. In regards to financial accounting internal controls, certified auditors would make assessments and proposed the assessment results to the audit committee for regular quarterly and annual consideration. In the past year, the assessment results from the certified auditors, internal auditors, and outsourced independent internal auditors found no significant mistakes.

Internal Audit

The Audit Committee supervised an authorized, internal auditor and outsourced independent internal auditor. They performed their duties with confidence and gave a free and fair consultation regarding the assessment and evaluation of the sufficiency of the internal control systems. This covered

the Company's operational processes and a report was given to the audit committee every quarter. They also followed up with the results regarding the improvement of operational processes appropriately and regularly especially in matters of significance and high risk. They acknowledged the report regarding unusual activities such as corruption, operational errors in order to find the causes and establish preventative measures so that no damages would reoccur and to ensure that the business operations of the Company's internal control systems were sufficient, appropriate and effective. Simultaneously, they managed risk so that risk was at an acceptable level for the Company and the risk was in line with good corporate governance of the Company so that the objectives of the Company's operations were achieved and they complied with the audit committee's charter, the internal auditor charter, and the internal auditor's ethical guidelines for business operations. They reviewed the operations to be appropriate every year.

Connected Transactions

In 2023, the Company does not have any connected transactions.

Policy and trend of future connected transactions

The Company, its subsidiaries, its associates and related party transactions of related individuals and corporates may have a chance to conduct related party transactions with individuals who may have conflicts of interest in the future. In the case of normal business transaction and business support transaction under the normal trading condition, the Company states in the policy that such transactions shall comply with the normal conduct in the aspect of market price. The price comparison can be made against the external case that complies with the regulations approved by the Company's BOD and the Securities and Exchange Act. This shall be followed strictly and the price and conditions of the transactions shall be stated clearly, transparently and shall not cause any transfer of benefits.

In the case of new transactions or changes in price and conditions, the internal audit shall audit the information and report to the Audit Committee for the consideration on the reasonableness of price and transaction every quarter. In the case of normal business transaction or business support transaction without any trading condition and other related party transactions, the Company will follow the standard and procedures of related party transactions approval as stated above. The loan issued to related parties, such as major shareholders or the companies of major shareholders will not be granted in the future.

Needs and Reasons for connected transactions

The Company appointed the Audit Committee to provide consideration of related party transactions based on the needs for such transactions and the reasonable rate charged and to disclose the type and value of such transactions of the Company and individuals who may have conflicts of interest under the Act and regulations of the Securities and Exchange Commission and the Securities Exchange of Thailand's Act.

Procedures of connected transaction approval

The Company has set the procedures to control related party transactions of individuals and corporates that may be stakeholders or have conflicts of interest in the future according to the Act of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). The Audit Committee shall provide opinion on the needs of such transaction and its reasonable price based on the normal condition of trades in the market and price comparison with external cases. In the case that the Audit Committee does not have expertise on such case, the independent expert or the Company's accounting auditor will be appointed to give opinions to support the decision making of the Board of Directors and/or Audit Committee and/or shareholders. The individual who may have conflicts of interest or be stakeholder of the related party transaction shall not be entitled to vote for the transaction approval. The Company shall also disclose the information of connected transactions, the significant purchase or sales of assets and the related party transactions of related individuals and corporates according to the regulations of SEC, SET and standard accounting principles of The Institute of Certified Accountants and Auditor of Thailand.

Guidelines of connected transaction disclosure audit

In order for the Company to completely disclose the information of related party transaction which may have conflicts of interest, the Company has set the following guidelines:

- 1) Directors and executives shall inform the Company to acknowledge their shares holding and their executive positions in other companies. Such information is now kept at the Company Secretary. The Company also requested the executives and board of directors, should there be any change in their shares holding or positions in any companies, to inform the Company within 1 month after such change is effective.
- 2) The connected transactions shall be considered and approved according to the authority table before done.
- 3) Comply with the criteria on connected transactions as specified by SEC and SET.



Part 3

Financial Statements

Independent Auditor's Report

To the Shareholders of Union Auction Public Company Limited

Opinion

I have audited the accompanying financial statements of Union Auction Public Company Limited (the Company), which comprise the statement of financial position as at 31 December 2023, and the related statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Union Auction Public Company Limited as at 31 December 2023, its financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am independent of the Company in accordance with the Code of *Ethics for Professional Accountants including Independence Standards* issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matter

Key audit matter is the matter that, in my professional judgement, was of most significance in my audit of the financial statements of the current period. This matter was addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on this matter.

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

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

Recognition of revenue from service income

As discussed in Note 4.1 to the financial statements regarding the accounting policies on revenue recognition from rendering of services, service income is significant accounting transaction as it represents material amounts in the financial statements and directly affects profit or loss of the Company. The major contribution of the Company's revenue is from the property auction broker service fees. The revenue recognition is in the form of service on operating fee. The operating fee is primarily charged to the bidder, and the service fee is charged to the property owner, in accordance with the agreed conditions. The Company has a large number of service income transactions. In addition, the Company has several auction locations. In this regard, there is a risk related to the completeness and occurrence of recognition of revenue from service income. I therefore gave significant attention to the recognition of revenue from service income of the Company.

I have examined the recognition of revenue from service income of the Company by assessing and testing the Company's IT system and its internal controls with respect to revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls. I have applied a sampling method to select service income transactions occurring during the year and near the end of the accounting period, to assess whether the recognition of revenue from service income was in compliance with the Company's policy. I have also reviewed credit notes that the Company issued after the period end and performed analytical procedures on disaggregated data to detect possible irregularities in service income transactions throughout the period, particularly for accounting entries made through journal vouchers.

Other Information

Management is responsible for the other information. The other information comprise the information included in annual report of the Company, but does not include the financial statements and my auditor's report thereon. The annual report of the Company is expected to be made available to me after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the annual report of the Company, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, I determine this matter that was of most significance in the audit of the financial statements of the current period and are therefore the key audit matter. I describe this matter in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

I am responsible for the audit resulting in this independent auditor's report.

Piya Chaipruckmalakarn

Certified Public Accountant (Thailand) No. 7544

EY Office Limited

Bangkok: 16 February 2024

Union Auction Public Company Limited

Statement of financial position

As at 31 December 2023

(Unit: Baht)

	Note	2023	2022
Assets			
Current assets			
Cash and cash equivalents	7	443,086,134	98,369,364
Trade and other receivables	8	62,440,024	105,763,651
Other current financial assets	9	260,086,703	419,090,537
Other current assets		6,721,246	2,208,465
Total current assets		772,334,107	625,432,017
Non-current assets			
Restricted bank deposits	10	16,003,715	16,000,000
Other non-current financial assets		2,950,298	2,679,529
Leasehold improvements, buildings and equipment	11	319,558,231	280,404,601
Right-of-use assets	14.1	795,395,729	838,010,583
Intangible assets	12	39,811,034	14,328,578
Deferred tax assets	19	33,222,291	29,628,985
Total non-current assets		1,206,941,298	1,181,052,276
Total assets		1,979,275,405	1,806,484,293
Liabilities and shareholders' equity			
Current liabilities			
Trade and other payables	13	426,328,134	279,881,512
Current portion of lease liabilities	14.2	59,055,871	65,053,903
Income tax payable		39,908,849	32,066,197
Other current liabilities		669,079	527,814
Total current liabilities		525,961,933	377,529,426

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

Union Auction Public Company Limited

Statement of financial position (continued)

As at 31 December 2023

(Unit: Baht)

	Note	2023	2022
Non-current liabilities			
Lease liabilities, net of current portion	14.2	768,049,794	789,508,472
Provision for long-term employee benefits	15	17,993,113	16,690,151
Other non-current financial liabilities	16	76,005,952	68,674,846
Total non-current liabilities		862,048,859	874,873,469
Total liabilities		1,388,010,792	1,252,402,895
Shareholders' equity			
Share capital			
Registered			
550,000,000 ordinary shares of Baht 0.25 each		137,500,000	137,500,000
Issued and fully paid-up			
550,000,000 ordinary shares of Baht 0.25 each		137,500,000	137,500,000
Share premium		183,998,784	183,998,784
Retained earnings			
Appropriated - statutory reserve	17	13,750,000	13,750,000
Unappropriated		256,015,829	218,832,614
Total shareholders' equity		591,264,613	554,081,398
Total liabilities and shareholders' equity		1,979,275,405	1,806,484,293

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

Union Auction Public Company Limited

Statement of comprehensive income

For the year ended 31 December 2023

(Unit: Baht)

	Note	2023	2022
Profit or loss:			
Revenues			
Revenue from services		1,232,287,116	947,081,249
Other income		8,327,545	6,105,313
Total revenues		<u>1,240,614,661</u>	<u>953,186,562</u>
Expenses			
Cost of services		615,908,602	472,012,222
Service expenses		43,471,918	31,327,839
Administrative expenses		120,985,160	108,413,052
Total expenses		<u>780,365,680</u>	<u>611,753,113</u>
Operating profit		460,248,981	341,433,449
Finance cost	14.3	(24,197,168)	(24,519,029)
Profit before income tax expenses		436,051,813	316,914,420
Income tax expenses	19	(88,125,077)	(65,665,873)
Profit for the year		<u>347,926,736</u>	<u>251,248,547</u>
Other comprehensive income:			
<i>Item not to be reclassified</i>			
<i>to profit or loss in subsequent periods</i>			
Actuarial gain - net of income tax		-	9,193
Item not to be reclassified to profit or loss			
in subsequent periods - net of income tax		-	9,193
Other comprehensive income for the year		<u>-</u>	<u>9,193</u>
Total comprehensive income for the year		<u>347,926,736</u>	<u>251,257,740</u>
Earnings per share	20		
Basic earnings per share		<u>0.63</u>	<u>0.46</u>

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

Union Auction Public Company Limited

Statement of changes in shareholders' equity

For the year ended 31 December 2023

(Unit: Baht)

	Issued and paid-up share capital	Share premium	Retained earnings		Total shareholders' equity
			Appropriated - statutory reserve	Unappropriated	
Balance as at 1 January 2022	137,500,000	183,998,784	13,750,000	204,069,269	539,318,053
Profit for the year	-	-	-	251,248,547	251,248,547
Other comprehensive income for the year	-	-	-	9,193	9,193
Total comprehensive income for the year	-	-	-	251,257,740	251,257,740
Dividend paid (Note 21)	-	-	-	(236,494,395)	(236,494,395)
Balance as at 31 December 2022	<u>137,500,000</u>	<u>183,998,784</u>	<u>13,750,000</u>	<u>218,832,614</u>	<u>554,081,398</u>
Balance as at 1 January 2023	137,500,000	183,998,784	13,750,000	218,832,614	554,081,398
Profit for the year	-	-	-	347,926,736	347,926,736
Total comprehensive income for the year	-	-	-	347,926,736	347,926,736
Dividend paid (Note 21)	-	-	-	(310,743,521)	(310,743,521)
Balance as at 31 December 2023	<u>137,500,000</u>	<u>183,998,784</u>	<u>13,750,000</u>	<u>256,015,829</u>	<u>591,264,613</u>

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

Union Auction Public Company Limited

Statement of cash flows

For the year ended 31 December 2023

(Unit: Baht)

	Note	2023	2022
Cash flows from operating activities			
Profit before tax		436,051,813	316,914,420
Adjustments to reconcile profit before tax to			
net cash provided by (paid from) operating activities:			
Depreciation and amortisation		141,809,276	133,063,321
Increase in allowance for expected credit losses	8	219,562	3,647,724
(Gain) loss on disposal of equipment		(798,725)	968,359
Loss on write off intangible assets		140,000	-
Gain on write off right-of-use assets		(60,143)	(2,856,562)
Gain on compensation receipt from insurance		-	(309,614)
Provision for long-term employee benefits		1,302,962	(3,307,394)
Interest income		(5,455,099)	(1,514,941)
Finance cost		24,197,168	24,519,029
Profit from operating activities before			
changes in operating assets and liabilities		597,406,814	471,124,342
Operating assets (increase) decrease			
Trade and other receivables		44,156,153	4,327,264
Other current assets		(4,512,781)	(971,077)
Other non-current financial assets		(270,769)	(408,695)
Operating liabilities increase (decrease)			
Trade and other payables		149,492,783	(105,651,851)
Other current liabilities		141,265	104,172
Other non-current financial liabilities		7,331,106	(1,215,991)
Cash flows from operating activities		793,744,571	367,308,164
Cash paid for corporate income tax		(83,875,731)	(67,324,850)
Net cash flows from operating activities		709,868,840	299,983,314

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

Union Auction Public Company Limited

Statement of cash flows (continued)

For the year ended 31 December 2023

(Unit: Baht)

	2023	2022
Cash flows from investing activities		
Cash paid for other current financial assets	(926,537,665)	(618,398,726)
Cash received from other current financial assets	1,085,541,499	618,397,242
(Increase) decrease in restricted bank deposits	(3,715)	5
Cash paid for purchases of leasehold improvements, buildings and equipment	(91,689,887)	(40,479,017)
Proceeds from sales of equipment	1,109,504	630,626
Cash paid for acquisition of right-of-use assets	(69,059)	(1,761,441)
Cash paid for intangible assets	(29,610,479)	(7,924,462)
Interest received	4,403,011	1,386,790
Net cash flows from (used in) investing activities	43,143,209	(48,148,983)
Cash flows from financing activities		
Payment of principal portion of lease liabilities	(73,354,590)	(59,951,716)
Interest paid	(24,197,168)	(24,519,029)
Dividend paid (Note 21)	(310,743,521)	(236,494,395)
Net cash flows used in financing activities	(408,295,279)	(320,965,140)
Net increase (decrease) in cash and cash equivalents	344,716,770	(69,130,809)
Cash and cash equivalents at beginning of year	98,369,364	167,500,173
Cash and cash equivalents at end of year	443,086,134	98,369,364
Supplementary disclosures of cash flows information		
Non-cash transactions		
(Decrease) increase in accounts payable for acquisitions of leasehold improvements, buildings and equipment	(354,095)	4,457,225
(Decrease) increase in payables for purchases of intangible assets	(2,692,066)	2,783,070
Increase in right-of-use assets	46,782,580	150,788,041

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

Union Auction Public Company Limited

Notes to financial statements

For the year ended 31 December 2023

1. General information

Union Auction Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is principally engaged in business of providing auction services for assets. The registered office of the Company is at 518/28 Ramkhamhaeng 39 (Thepleela 1), Wangthonglang, Bangkok.

The Company has 12 branches which are located as follows:

- Branch 1 at 49/24 Moo 2, Tumbon Lumpakkood, Amphor Thanyaburi, Pratum Thani.
- Branch 2 at 325/2 Moo 7, Tumbon Nongkway, Amphor Hangdong, Chiangmai.
- Branch 3 at 3320/4 Mitrapap Road, Tumbon Naimaun, Amphor Muang Nakornratchasima, Nakornratchasima.
- Branch 4 at 33/2 Moo 1, Tumbon Thathongmai, Amphor Kanjanadit, Suratthanee.
- Branch 5 at 6 Moo 9, Tumbon Nongkinplain, Amphor Varinshamrap, Ubonratchathanee.
- Branch 6 at 313 Moo 5, Tumbon Thachang, Amphor Bangklaum, Songkla.
- Branch 7 at 54 Moo 2, Tumbon Na Di, Amphor Muang Udonthanee, Udonthanee.
- Branch 8 at 788/9 Moo 7, Tumbon Samo Khae, Amphor Muang Phisanulok, Phisanulok.
- Branch 9 at 41/1 Moo 5, Tumbon Nong-o, Amphor Banpong, Ratchaburi.
- Branch 10 at 247 Moo 10, Tumbon Samran, Amphor Muang Khon Kaen, Khon Kaen.
- Branch 11 at 110/20 Moo 1, Tumbon Nong Prue, Amphor Bang Lamung, Chonburi.
- Branch 12 at 73/12 Moo 8, Tumbon Thapma, Amphor Muang Rayong, Rayong.

2. Basis of preparation

The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development, issued under the Accounting Act B.E. 2543.

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

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

3. New financial reporting standards

3.1 Financial reporting standards that became effective in the current year

During the year, the Company has adopted the revised financial reporting standards which are effective for fiscal years beginning on or after 1 January 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Company's financial statements.

3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2024

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2024. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Company believes that adoption of these amendments will not have any significant impact on the Company's financial statements.

4. Significant accounting policies

4.1 Revenue and expense recognition

Rendering of services

Service revenue is recognised at a point in time upon completion of the service.

Interest income

Interest income is calculated using the effective interest method and recognised on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset, unless the financial assets subsequently become credit-impaired when it is applied to the net carrying amount of the financial asset (net of the expected credit loss allowance).

Finance cost

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

4.2 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

4.3 Leasehold improvements, buildings and equipment and depreciation

Leasehold improvements, buildings and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of leasehold improvements, buildings and equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

Leasehold improvements	-	Lease period
Buildings	-	Lease period
Building improvements and facilities	-	Lease period
Furniture and fixtures	-	5-10 years
Office equipment	-	5 years
Motor vehicles	-	5 years

The average land lease period is between 2 years and 46 years.

Depreciation is included in determining income.

No depreciation is provided on assets under installation.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

4.4 Intangible assets

Intangible assets are initially recognised at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised the straight-line basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

A summary of the intangible assets with finite useful lives is as follows:

	<u>Useful lives</u>
Computer software	2 - 10 years

No amortisation is provided on intangible assets under installation.

4.5 Leases

At inception of contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company as a lessee

The Company applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Company recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

Right-of-use assets

Right-of-use assets are measured at cost, less any accumulated depreciation, any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease less any lease incentives received.

Depreciation of right-of-use assets are calculated by reference to their costs on the straight-line basis over the shorter of their estimated useful lives and the lease term.

Land and land improvements	2 - 46 years
Motor vehicles	2 - 5 years

If ownership of the leased asset is transferred to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease liabilities

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

The Company discounted the present value of the lease payments by the interest rate implicit in the lease or the Company's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

4.6 Related party transactions

Related parties comprise individuals or enterprises that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

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

4.7 Impairment of non-financial assets

At the end of each reporting period, the Company performs impairment reviews in respect of the leasehold improvements, buildings and equipment, right-of-use assets and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher

of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in profit or loss.

4.8 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

Post-employment benefits

Defined contribution plans

The Company and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Company. The fund's assets are held in a separate trust fund and the Company's contributions are recognised as expenses when incurred.

Defined benefit plans

The Company has obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Company treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income.

4.9 Provisions

Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

4.10 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Company recognises deferred tax liabilities for all taxable temporary differences while it recognises deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Company reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Company records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

4.11 Financial instruments

The Company initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component, are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

Classification and measurement of financial assets

Financial assets are classified, at initial recognition, as to be subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI"), or fair value through profit or loss ("FVTPL"). The classification of financial assets at initial recognition is driven by the Company's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

Financial assets at amortised cost

The Company measures financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on

specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate (“EIR”) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Classification and measurement of financial liabilities

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

Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Company has transferred substantially all the risks and rewards of the asset, or the Company has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

Impairment of financial assets

The Company recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

The Company considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due, and considers a financial asset as credit impaired or default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

For trade receivables, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are calculated based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

4.12 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company applies a quoted market price in an active market to measure its assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company measures fair value using valuation techniques that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

- Level 1 - Use of quoted market prices in an active market for such assets or liabilities
- Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

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

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

5. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures and actual results could differ. Significant judgements and estimates are as follows:

Leases - The Company as a lessee

Determining the lease term with extension and termination options

In determining the lease term, the management is required to exercise judgement in assessing whether the Company is reasonably certain to exercise the option to extend or terminate the lease considering all relevant facts and circumstances that create an economic incentive for the Company to exercise either the extension or termination option.

Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, the management is required to exercise judgement in estimating its incremental borrowing rate to discount lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

Leasehold improvements, buildings and equipment and depreciation

In determining depreciation of leasehold improvements, buildings and equipment, the management is required to make estimates of the useful lives and residual values of the Company's leasehold improvements, buildings and equipment and to review estimated useful lives and residual values when there are any changes.

In addition, the management is required to review leasehold improvements, buildings and equipment for impairment on a periodical basis and records impairment losses in the period when it is determined that their recoverable amount is lower than the carrying cost. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

Post-employment benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

6. Related party transactions

Directors and management's benefits

During the years ended 31 December 2023 and 2022, the Company had employee benefit expenses payable to its directors and management as below.

	(Unit: Baht)	
	2023	2022
Short-term employee benefits	28,468,418	29,367,144
Post-employment benefits	416,628	5,784,732
Total	28,885,046	35,151,876

7. Cash and cash equivalents

	(Unit: Baht)	
	2023	2022
Bank deposits in saving accounts	438,704,018	95,780,535
Bank deposits in current accounts	4,382,116	2,588,829
Total cash and cash equivalents	443,086,134	98,369,364

As at 31 December 2023, bank deposits carried interest between 0.15 and 0.55 percent per annum (2022: between 0.15 and 0.45 percent per annum).

8. Trade and other receivables

(Unit: Baht)

	2023	2022
Trade receivables - vehicles		
Aged on the basis of due dates		
Not yet due	42,696,644	84,984,056
Past due		
Up to 3 months	1,227,290	4,010,032
Total trade receivables - vehicles	43,923,934	88,994,088
Trade receivables - unrelated parties		
Aged on the basis of due dates		
Not yet due	4,373,061	4,882,498
Past due		
Up to 3 months	45,686	350,225
Trade receivables - unrelated parties	4,418,747	5,232,723
Total trade receivables	48,342,681	94,226,811
Other receivables		
Accrued income	116,984	101,757
Other receivables - unrelated parties	4,378,569	4,231,451
Advance payments	6,962,281	1,783,942
Prepaid expenses	5,629,281	9,241,988
Accrued interest income	1,460,734	408,646
Total	18,547,849	15,767,784
Less: Allowance for expected credit losses	(4,450,506)	(4,230,944)
Total other receivables, net	14,097,343	11,536,840
Total trade and other receivables, net	62,440,024	105,763,651

The normal credit term is 3 to 30 days.

Set out below is the movement in the allowance for expected credit losses of other receivables:

	(Unit: Baht)	
	2023	2022
Beginning balance	4,230,944	583,220
Provision for expected credit losses	219,562	3,647,724
Ending balance	4,450,506	4,230,944

9. Other current financial assets

As at 31 December 2023, other current financial assets were fixed deposits due more than 3 months but not later than 12 months amount of Baht 260 million (2022: Baht 419 million), carried interest between 0.15 to 2.10 percent per annum (2022: between 0.15 to 0.65 percent per annum).

10. Restricted bank deposits

As at 31 December 2023, the Company had an outstanding bank deposit of Baht 16 million (2022: Baht 16 million) that has been pledged to secure letters of guarantee issued by a local commercial bank in respect of electricity usage and a performance bond for conducting auctions, and to secure overdraft facilities from financial institutions, as described in Note 24.3 and 24.4, respectively.

As at 31 December 2023, certain items of leasehold improvements, buildings and equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets to approximately Baht 167 million (2022: Baht 165 million)

12. Intangible assets

(Unit: Baht)

	Computer software	Intangible assts under installation	Total
Cost			
1 January 2022	7,371,427	140,000	7,511,427
Addition	150,500	10,557,032	10,707,532
Transfer in/(transfer out)	80,000	(80,000)	-
31 December 2022	7,601,927	10,617,032	18,218,959
Addition	9,739,000	17,179,413	26,918,413
Transfer in/(transfer out)	3,609,000	(3,609,000)	-
Write-off	-	(140,000)	(140,000)
31 December 2023	20,949,927	24,047,445	44,997,372
Accumulated amortisation			
1 January 2022	2,913,709	-	2,913,709
Amortisation for the year	976,672	-	976,672
31 December 2022	3,890,381	-	3,890,381
Amortisation for the year	1,295,957	-	1,295,957
31 December 2023	5,186,338	-	5,186,338
Net book value			
31 December 2022	3,711,546	10,617,032	14,328,578
31 December 2023	15,763,589	24,047,445	39,811,034

As at 31 December 2023, certain items of computer software were fully amortised but are still in use. The gross carrying amount before deducting accumulated amortisation of those assets amounted to approximately Baht 0.7 million (2022: Baht 0.7 million).

13. Trade and other payables

(Unit: Baht)

	2023	2022
Trade payables - vehicles	319,401,827	191,773,329
Other payables - unrelated parties	31,156,501	22,116,395
Accrued expenses	75,769,806	65,991,788
Total trade and other payables	426,328,134	279,881,512

Trade payables - vehicles comprise financial institutions, juristic persons and ordinary persons who are owners of vehicles. Normally, credit term of trade payables - vehicles are between 5 - 7 working days from auction date.

14. Lease

The Company has lease contracts for various items of land and vehicles used in its operations. Leases generally have lease terms between 2 - 46 years.

14.1 Right-of-use assets

Movements of the right-of-use assets account for the years ended 31 December 2023 and 2022 were summarised below.

(Unit: Baht)

	Land and land improvements	Motor vehicles	Total
1 January 2022	793,283,727	1,479,361	794,763,088
Addition	151,648,834	900,648	152,549,482
Write-off - net book value at write-off date	(22,243,241)	-	(22,243,241)
Depreciation for the year	(86,144,862)	(913,884)	(87,058,746)
31 December 2022	836,544,458	1,466,125	838,010,583
Addition	46,000,473	851,166	46,851,639
Write-off - net book value at write-off date	(824,557)	-	(824,557)
Depreciation for the year	(87,870,934)	(771,002)	(88,641,936)
31 December 2023	793,849,440	1,546,289	795,395,729

14.2 Lease liabilities

(Unit: Baht)

	2023	2022
Lease payments	1,171,066,011	1,219,143,945
Less: Deferred interest expenses	(343,960,346)	(364,581,570)
Total	827,105,665	854,562,375
Less: Portion due within one year	(59,055,871)	(65,053,903)
Lease liabilities - net of current portion	768,049,794	789,508,472

Movements of the lease liability account during the years ended 31 December 2023 and 2022 were summarised below.

(Unit: Baht)

	2023	2022
Balance at beginning of year	854,562,375	788,825,853
Additions	46,782,580	150,788,041
Accretion of interest	24,197,168	24,519,029
Repayments	(97,551,758)	(84,470,745)
Write-off during the year - net book value at write-off date	(884,700)	(25,099,803)
Balance at end of year	827,105,665	854,562,375

A maturity analysis of lease payments was disclosed in Note 25.1 under the liquidity risk.

14.3 Expenses relating to leases that are recognised in profit or loss

(Unit: Baht)

	2023	2022
Depreciation expense of right-of-use assets	88,641,936	87,058,746
Interest expense on lease liabilities	24,197,168	24,519,029
Expense relating to short-term leases and low-value assets	15,047,594	11,137,200

14.4 Others

The Company had total cash outflows for leases for the year ended 31 December 2023 of Baht 112.6 million (2022: Baht 95.6 million), including the cash outflow related to short-term lease, leases of low-value assets and variable lease payments that do not depend on an index or a rate.

15. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, was as follows:

	(Unit: Baht)	
	2023	2022
Provision for long-term employee benefits at beginning of year	16,690,151	20,009,036
Included in profit or loss:		
Current service cost	4,244,143	3,706,200
Interest cost	503,385	433,388
Included in other comprehensive income:		
Actuarial (gain) loss arising from		
Demographic assumptions changes	-	2,620,573
Financial assumptions changes	-	(1,035,180)
Experience adjustments	-	(1,596,884)
Benefits paid during the year	(3,444,566)	(7,446,982)
Provision for long-term employee benefits at end of year	17,993,113	16,690,151

The Company expects to pay Baht 1.6 million of long-term employee benefits during the next year (2022: Baht 0.4 million).

As at 31 December 2023, the weighted average duration of the liabilities for long-term employee benefit is 12 years (2022: 12 years).

Significant actuarial assumptions are summarised below.

	(Unit: percent per annum)	
	2023	2022
Discount rate	3.1	3.1
Salary increase rate	5.0	5.0
Turnover rate	7.64 - 22.9	7.64 - 22.9

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2023 and 2022 were summarised below.

(Unit: Baht)

	2023	
	<u>Increase 1%</u>	<u>Decrease 1%</u>
Discount rate	(1,463,107)	1,677,479
Salary increase rate	1,824,107	(1,617,858)
	<u>Increase 20%</u>	<u>Decrease 20%</u>
Turnover rate	(2,498,407)	3,236,478

(Unit: Baht)

	2022	
	<u>Increase 1%</u>	<u>Decrease 1%</u>
Discount rate	(1,400,064)	1,610,749
Salary increase rate	1,562,714	(1,388,120)
	<u>Increase 20%</u>	<u>Decrease 20%</u>
Turnover rate	(2,118,240)	2,732,158

16. Other non-current financial liabilities

(Unit: Baht)

	2023	2022
Deposit for auction plate	75,046,900	67,446,901
Employee insurance contributions	959,052	1,227,945
Total other non-current financial liabilities	<u>76,005,952</u>	<u>68,674,846</u>

17. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution. At present, the statutory reserve has fully been set aside.

18. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Baht)	
	2023	2022
Salaries and wages and other employee benefits	198,057,568	175,478,506
Transportation expense	208,683,573	150,440,655
Commission expense	2,216,705	1,745,900
Land rental expenses	11,379,917	7,547,549
Other auction expenses	49,601,355	29,130,568
Security expense	28,643,663	25,319,233
Depreciation	140,513,319	132,086,649
Amortisation expenses	1,295,957	976,672

19. Income tax

Income tax expenses for the years ended 31 December 2023 and 2022 were made up as follows:

	(Unit: Baht)	
	2023	2022
Current tax		
Current income tax charge	91,718,383	70,600,304
Deferred tax		
Relating to origination and reversal of temporary differences	(3,593,306)	(4,934,431)
Income tax expenses reported in profit or loss	88,125,077	65,665,873

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2023 and 2022 are as follows:

	(Unit: Baht)	
	2023	2022
Deferred tax relating to actuarial gain	-	(2,298)
Total	-	(2,298)

The reconciliation between accounting profit and income tax expenses is shown below.

	(Unit: Baht)	
	2023	2022
Accounting profit before tax	436,051,813	316,914,420
Applicable tax rate	20%	20%
Accounting profit before tax multiplied by income tax rate	87,210,362	63,382,884
Adjustment in respect of income tax of previous year	-	263,829
Effects of:		
Non-deductible expenses	1,060,186	2,177,923
Additional expense deductions allowed	(145,471)	(158,763)
Income tax expenses reported in profit or loss	88,125,077	65,665,873

The weighted average applicable tax rate was 20% (2022: 21%).

The components of deferred tax assets are as follows:

	(Unit: Baht)	
	Statements of financial position	
	2023	2022
Deferred tax assets		
Provision for long-term employee benefits	3,598,623	3,338,030
Accumulated depreciation - leasehold improvements, buildings and equipment	12,169,503	11,358,867
Lease	16,720,297	14,202,543
Allowance for expected credit losses	733,868	729,545
Total	33,222,291	29,628,985

20. Earnings per share

Basic earnings per share is calculated by dividing profit for the year (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

21. Dividends

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

Dividends	Approved by	Total dividends	Dividend per share
		(Baht)	(Baht)
For the year 2023			
Final dividends for 2022	Annual General Meeting of the shareholders on 21 April 2023	167,749,998	0.305
Interim dividends for the period as from 1 January 2023 to 30 June 2023	Meeting of the Directors’ Company shareholders on 11 August 2023	142,993,523	0.260
Total for 2023		310,743,521	
For the year 2022			
Final dividends for 2021	Annual General Meeting of the shareholders on 8 April 2022	153,994,397	0.280
Interim dividends for the period as from 1 January 2022 to 30 June 2022	Meeting of the Directors’ Company shareholders on 11 August 2022	82,499,998	0.150
Total for 2022		236,494,395	

22. Provident fund

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Company contribute to the fund monthly at the rate of 2 percent of basic salary. The fund, which is managed by Kasikorn Asset Management Company Limited, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2023 amounting to approximately Baht 2 million (2022: Baht 2 million) were recognised as expenses.

23. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the Company is organised into business units based on their services income and have 2 reportable segments as follows:

1. Auction
2. Transportation and other services

During the current year, the Company has aggregated the operating segments of vehicle auction and motorcycle auction and presented them as the reportable segment of auction, and aggregated the operating segments of transportation and other services and presented them as the reportable segment of transportation and other services. The aggregated operating segments have similar economic characteristics and are similar in the other respects required by the standard.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and on a basis consistent with that used to measure operating profit or loss in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following tables present revenue and profit information regarding the Company's operating segments for the years ended 31 December 2023 and 2022.

(Unit: Baht)

	Auction		Transportation and other services		Total	
	2023	2022	2023	2022	2023	2022
Revenue from services	1,004,600,350	791,938,498	227,686,766	155,142,751	1,232,287,116	947,081,249
Cost of services					(615,908,602)	(472,012,222)
Gross profit					616,378,514	475,069,027
Other income					8,327,545	6,105,313
Service expenses					(43,471,918)	(31,327,839)
Administrative expenses					(120,985,160)	(108,413,052)
Finance cost					(24,197,168)	(24,519,029)
Income tax expenses					(88,125,077)	(65,665,873)
Profit for the period					347,926,736	251,248,547

(Unit: Baht)

	Auction		Transportation and other services		Total	
	2023	2022	2023	2022	2023	2022
Timing of revenue recognition:						
When the obligations completed	1,004,600,350	791,938,498	227,686,766	155,142,751	1,232,287,116	947,081,249

Geographic information

The Company operates in Thailand only. As a result, all the revenues and assets as reflected these financial statements pertain exclusively to the geographical reportable segment.

Major customers

For the years 2023 and 2022, the Company has no major customer with revenue of 10 percent or more of an entity's revenues.

24. Commitments and contingent liabilities

As at 31 December 2023, the Company had commitments and contingent liabilities other than those disclosed in other notes as follows:

24.2 The Company had outstanding commitments with respect to service agreements totaling approximately Baht 3 million per month (2022: Baht 2 million per month).

24.2 The Company has entered into several long-term agreements to lease low-value assets. As at 31 December 2023, the Company had payment commitments under these lease agreements of Baht 4 (2022: Baht 5 million).

24.3 Bank guarantees

As at 31 December 2023, there were outstanding bank guarantees issued by banks of Baht 17 million (2022: Baht 17 million). These included letter of guarantee for electricity use and for contract performance used for auction bids.

24.4 As at 31 December 2023, the Company had an overdraft facility of Baht 102 million and letter of guarantee facilities totaling Baht 48 million (2022: Baht 102 million and Baht 48 million, respectively) from financial institutions, which were for use in the Company's operations.

24.5 Service commitments

The Company has commitments to non-related companies and commercial banks under agreements related to its arrangement of auctions covering a period from May 2006 to March 2026. The Company is required to comply with significant terms in related agreements such as commission rates.

24.6 Capital commitments

As at 31 December 2023, the Company had capital commitments of approximately Baht 49 million (2022: Baht 10 million).

25. Financial instruments

25.1 Financial risk management objectives and policies

The Company's financial instruments-principally comprise cash and cash equivalents, trade receivables, and other current financial assets. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Company is exposed to credit risk primarily with respect to trade receivables, deposits with banks and financial institutions and other financial instruments. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

Trade receivables

The Company has no significant concentrations since the receivables are diversified. The Company has policies in place to ensure that services are provided to customers with an appropriate credit history. Normally, trade receivables as at the end of reporting period are from the recent auction transactions that occurred near the period end. These receivables have potentially fewer collection issues because they settle payments upon the delivery of property sold at auction, and the credit terms, are rather short i.e., between 3 days and 30 days.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Company classifies customer segments by customer type and rating. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Financial instruments and cash deposits

The Company manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on

an annual basis, and may be updated throughout the year subject to approval of the Company's Executive Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

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

Market risk

Interest rate risk

Most of the Company's financial assets and liabilities bear fixed interest rates which are close to the market rate.

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

	As at 31 December 2023				
	Fixed interest rates within 1 year	Floating interest rate	Non-interest bearing	Total	Effective interest rate
	Million Baht				(% p.a.)
Financial assets					
Cash and cash equivalents	-	443	-	443	0.15 - 0.55
Trade and other receivables	-	-	62	62	-
Other current financial assets	260	-	-	260	0.15 - 2.10
Restricted bank deposits	16	-	-	16	0.15 - 0.75
Other non-current financial assets	-	-	3	3	-
	276	443	65	784	
Financial liabilities					
Trade and other payables	-	-	426	426	-
Other non-current financial liabilities	-	-	76	76	-
	-	-	502	502	

	As at 31 December 2022				
	Fixed interest rates within 1 year	Floating interest rate	Non-interest bearing	Total	Effective interest rate
	Million Baht				(% p.a.)
Financial assets					
Cash and cash equivalents	-	98	-	98	0.15 - 0.45
Trade and other receivables	-	-	106	106	-
Other current financial assets	419	-	-	419	0.15 - 0.65
Restricted bank deposits	16	-	-	16	0.10 - 0.38
Other non-current financial assets	-	-	3	3	-
	435	98	109	642	
Financial liabilities					
Trade and other payables	-	-	280	280	-
Other non-current financial liabilities	-	-	69	69	-
	-	-	349	349	

Liquidity risk

Approximately 38 percent of the Company's debt will mature in less than one year at 31 December 2023 (2022: 30 percent) based on the carrying value of borrowings reflected in the financial statements. The Company has assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has cash and cash equivalent including access to a sufficient variety of sources of funding.

The table below summarises the maturity profile of the Company's non-derivative financial liabilities as at 31 December 2023 and 2022 based on contractual undiscounted cash flows:

(Unit: Baht)

	As at 31 December 2023			
	Less than 1 year	1 - 5 years	Over 5 years	Total
Non-derivatives				
Trade and other payables	426,328,134	-	-	426,328,134
Lease liabilities	82,085,795	256,342,362	832,637,854	1,171,066,011
Other non-current financial liabilities	-	76,005,952	-	76,005,952
Total non-derivatives	<u>508,413,929</u>	<u>332,348,314</u>	<u>832,637,854</u>	<u>1,673,400,097</u>

(Unit: Baht)

	As at 31 December 2022			
	Less than 1 year	1 - 5 years	Over 5 years	Total
Non-derivatives				
Trade and other payables	279,881,512	-	-	279,881,512
Lease liabilities	88,582,059	260,983,828	869,578,058	1,219,143,945
Other non-current financial liabilities	-	68,674,846	-	68,674,846
Total non-derivatives	<u>368,463,571</u>	<u>329,658,674</u>	<u>869,578,058</u>	<u>1,567,700,303</u>

25.2 Fair values of financial instruments

Since the majority of the Company's financial instruments are short-term in nature or carrying interest rates are close to the market rates, their fair value is not expected to be materially different from the amounts presented in the statements of financial position.

26. Capital management

The primary objective of the Company's capital management is to ensure that it has an appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2023, the Company's debt-to-equity ratio was 2.35:1 (2022: 2.26:1).

27. Event after reporting period

On 16 February 2024, a meeting of the Company's Board of Directors passed a resolution to propose the payment of a dividend of Baht 0.37 per share or a total of Baht 203.5 million from the Company's 2023 operating result, in addition to the interim dividend. This will be proposed to the 2024 Annual General Meeting of the Company's shareholders for approval.

28. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 16 February 2024.



Attachments

Attachment 1

Details of directors, executives, controlling persons, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision and the Company's secretary

Attachment 2

Details of the directors of subsidiaries

Attachment 3

Details of the Heads of the Internal Audit and Heads of the Compliance

Attachment 4

Assets for business undertaking and details of asset appraisal

Attachment 5

Policy and guidelines on corporate governance

Attachment 6

Management Responsibility for the Financial Statements and Reports of the Subcommittees

Attachment 1

Details of directors, executives, controlling persons, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision and the Company's secretary

Directors



Appointment date as the director: 24 September 2012 (11 years 3 months)

Education:

- Doctoral Degree in Finance University of Mississippi, U.S.A.
- Master of Business Administration (Honor) National Institute of Development Administration (NIDA)
- Bachelor of Engineering Chulalongkorn University

Training programs held by the Thai Institute of Directors Association (IOD):

- DCP: Director Certification Program Class 12/2001
- RMP: Risk Management Committee Program Class 3/2014

Work experiences during the past 5 years:

Union Auction Public Company Limited:

2012 - Present Chairman of the Board / Member of the Nomination and Remuneration Director Committee

Board member / Management in other listed company: 3 companies

2018 - Present Chairman of the Board / Chic Republic Public Company Limited
2014 - Present Chairman of the Board / BT Wealth Industry Public Company Limited
2012 - Present Chairman of the Board / UAC Global Public Company Limited

Board member / Management in non-listed company: 2 companies

2005 - Present Arbitrator / The Securities and Exchange Commission, Thailand
1988 - Present Director / BRCS Company Limited
2019 - May 2023 Chairman of the Board / Biodegradable Packaging Environment Public Company Limited
1984 - 2020 Assoc. Prof. Level 9 Faculty of Business Administration / National Institute of Development Administration (NIDA)

Positions in other companies which may cause the conflict of interest to the Company: None

Holding the positions of director / management in conflict company at the present or the past 2 years:

- | | | |
|----|---|------|
| A. | Being an executive director, employee, staff or advisor who receives a regular salary: | No |
| B. | Being a provider of professional services (e.g. auditor, legal advisor): | No |
| C. | Having a business relationship in the manner which may interfere with his independent discretion (e.g. purchase / sale of raw material / goods / service / borrowing / lending), and to specify the size of the transaction (if any): | None |

Criminal record during the past 10 years:

None

Family relationship of the executive with the Company:

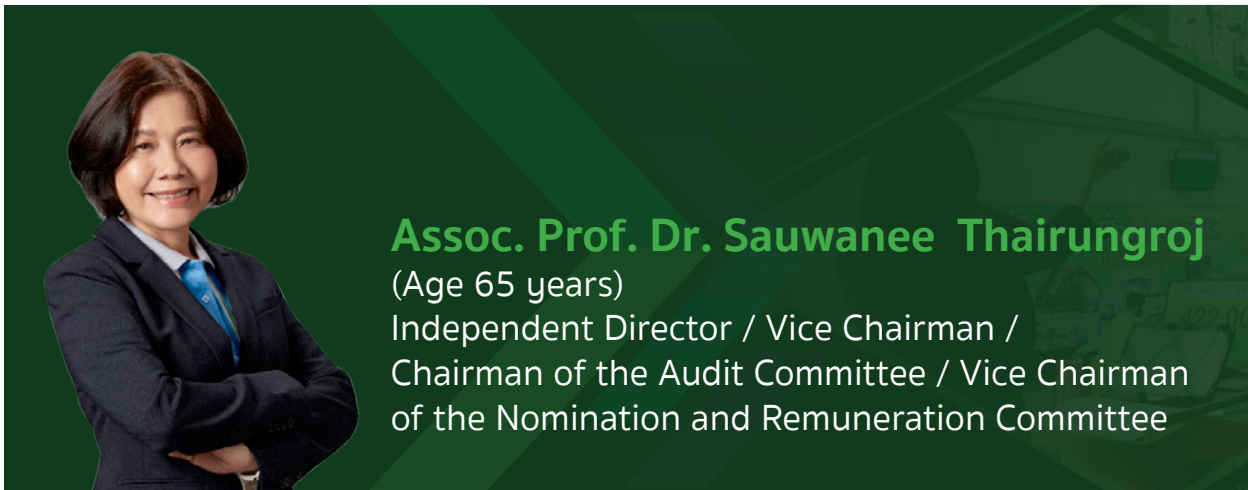
None

Shareholding ratio in the Company (as of 31 December 2023):

None

The meeting participation during the year 2023:

- | | |
|---|-----------|
| - The Board of Directors | 6/6 times |
| - Nomination and Remuneration Committee | 2/2 times |
| - Non-Executive Directors' Meeting | 1/1 times |



Assoc. Prof. Dr. Sauwanee Thairungroj
(Age 65 years)
Independent Director / Vice Chairman /
Chairman of the Audit Committee / Vice Chairman
of the Nomination and Remuneration Committee

Appointment date as the director: 24 September 2012 (11 years 3 months)

Education:

- Doctoral Degree in Economics Washington State University, U.S.A.
- Master in Economics Development National Institute of Development Administration (NIDA)
- Bachelor of Economics Thammasart University

Training programs held by the Thai Institute of Directors Association (IOD):

- RCL: Risk Management Program for Corporate Leaders Class 25/2021
- DLCP: Director Leadership Certification Program Class 2/2021
- AACP: Advanced Audit Committee Program Class 26/2017
- ACP: Audit Committee Program Class 18/2007
- DCP: Director Certification Program Class 80/2007
- DAP: Director Accreditation Program Class 60/2006
- DCP: Director Certification Program Class 21/2002

Work experiences during the past 5 years:

Union Auction Public Company Limited:

2021 - Present	Vice Chairman
2011 - Present	Independent Director / Chairman of the Audit Committee / Vice Chairman of the Nomination and Remuneration Committee

Board member / Management in other listed company: 3 companies

2023 - Present	Director, Member of the Nomination and Remuneration Committee, Member of the Corporate Governance Committee / Knight Club Capital Asset Management Public Company Limited
2021 - Present	Independent Director, Chairman of the Audit Committee / The One Enterprise Public Company Limited
2020 - Present	Independent Director, Chairman of the Audit Committee / Union Plastic Public Company Limited

Board member / Management in non-listed company: 6 companies

2021 - Present	Director of Higher Education Institutions Screening Committee, Local and community development Ministry of Higher Education, Science, Research and Innovation
2020 - Present	- Director / Office of the Higher Education Commission - Director / Advance Medical Center Company Limited / Consultant, University Council of Thai Chamber of Commerce and President of the Harbour, Space@UTCC Project - Director, National Cyber Security Committee / Ministry of Digital Economy and Society
2018 - Present	Director (Economic), National Economics and Social Development Board Committee / Office of the National Economics and Social Development Council

2022 - Sep 2023	Director / Bank for Agriculture and Agricultural Cooperatives
2018 - 2021	Independent Director, Chairman of Audit Committee / Government Savings Bank
2012 - 2019	President / University of Thai Chamber of Commerce

Positions in other companies which may cause the conflict of interest to the Company: None

Holding the positions of director / management in conflict company at the present or the past 2 years:

- | | | |
|----|---|------|
| A. | Being an executive director, employee, staff or advisor who receives a regular salary: | No |
| B. | Being a provider of professional services (e.g. auditor, legal advisor): | No |
| C. | Having a business relationship in the manner which may interfere with his independent discretion (e.g. purchase / sale of raw material / goods / service / borrowing / lending), and to specify the size of the transaction (if any): | None |

Criminal record during the past 10 years: None

Family relationship of the executive with the Company: None

Shareholding ratio in the Company (as of 31 December 2023): None

The meeting participation during the year 2023:

- | | |
|---|-----------|
| - The Board of Directors | 6/6 times |
| - Audit Committee | 5/5 times |
| - Nomination and Remuneration Committee | 2/2 times |
| - Non-Executive Directors' Meeting | 1/1 time |



Mrs. Wilaiwan Srisamrual

(Age 64 years)

Independent Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee / Member of the Corporate Governance and Risk Management Committee

Appointment date as the director: 1 January 2018 (6 years)

Education:

- Master of Business Administration National Institute of Development Administration (NIDA)
- Bachelor of Accounting, Thammasart University

Training programs held by the Thai Institute of Directors Association (IOD):

- DAP: Director Accreditation Program Class 145/2018
- RCL: Risk Management Program for Corporate Leaders Class 17/2019
- HRP: How to Develop a Risk Management Plan Class 27/2020
- AC Forum 2023: Detection of Accounting Irregularities in Fast Growing Business, the Role of Audit Committee

Work experiences during the past 5 years:

Union Auction Public Company Limited:

- | | |
|----------------|---|
| 2022 - Present | Chairman of the Nomination and Remuneration Committee |
| 2018 - Present | Independent Director / Member of the Audit Committee / Member of the Corporate Governance and Risk Management Committee / Member of the Nomination and Remuneration Committee |

Board member / Management in other listed company: None

Board member / Management in non-listed company: None

- | | |
|-----------------|--|
| 2022 - Jun 2023 | Director / Biodegradable Packaging for Environment Public Company Limited |
| 2019 - 2022 | CFO / Executive Director / Biodegradable Packaging for Environment Public Company Limited |
| 2018 - 2019 | Member of the Audit Committee / Biodegradable Packaging for Environment Public Company Limited |

Positions in other companies which may cause the conflict of interest to the Company: None

Holding the positions of director / management in conflict company at the present or the past 2 years:

- | | | |
|----|---|------|
| A. | Being an executive director, employee, staff or advisor who receives a regular salary: | No |
| B. | Being a provider of professional services (e.g. auditor, legal advisor): | No |
| C. | Having a business relationship in the manner which may interfere with his independent discretion (e.g. purchase / sale of raw material / goods / service / borrowing / lending), and to specify the size of the transaction (if any): | None |

Criminal record during the past 10 years: None

Family relationship of the executive with the Company: None

Shareholding ratio in the Company (as of 31 December 2023): None

The meeting participation during the year 2023:

- | | |
|--|-----------|
| - The Board of Directors | 6/6 times |
| - Audit Committee | 5/5 times |
| - Nomination and Remuneration Committee | 2/2 times |
| - Corporate Governance and Risk Management Committee | 5/5 times |
| - Non-Executive Directors' Meeting | 1/1 time |



Dr. Theerathon Tharachai

(Age 47 years)

Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee

Appointment date as the director: 8 April 2022 (1 year 9 months)

Education:

- Ph.D. in Civil Engineer/Construction Engineering and Project Management University of Michigan - Ann Arbor
- Master of Science in Civil Engineering and Project Management University of Michigan - Ann Arbor
- Executive MBA, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Bachelor of Engineering, Major in Civil Engineering, Chulalongkorn University

Training:

- DCP: Director Certification Program Class 101/2008, Thai Institute of Directors Association
- DAP: Director Accreditation Program Class 68/2008, Thai Institute of Directors Association
- Leadership Succession Program (LSP) Class 4, Institute of Research and Development for Public Enterprises
- Executive Development Program (EDP) Class 4/2009, Thai Listed Company Association
- Strategic CFO in Capital Markets Program (2015), The Stock Exchange of Thailand
- Enhancing Thailand Competitiveness (2015), Thai Listed Company Association
- CFO in the new financial world (2015), Securities and Exchange Commission, Thailand
- Top Executive Program in Commerce and Trade (TEPCoT) Class 14, University of the Thai Chamber of Commerce

Work experiences during the past 5 years:

Union Auction Public Company Limited:

2022 - Present	Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee
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Board member / Management in other listed company: 2 companies

2020 - Present	Executive Committee / Project Planning Service Public Company Limited
2016 - Present	Director / Project Planning Service Public Company Limited

Board member / Management in non-listed company: 5 companies

2022 - Present	Independent Director, Member of the Audit Committee / Index Creative Village Public Company Limited
2016 - Present	Director / Ensemble Equity Pte. Ltd.
2014 - Present	Director / PPS Oneworks Company Limited
2010 - Present	Managing Director / Ahead Advisory Company Limited
2003 - Present	Director / Phongtheerathon Company Limited
2017 - 2023	Board of Director, Director, and Public Relations / The Engineering Institute of Thailand under H.M. The King's Patronage (EIT)
2018 - 2019	Chief Executive Officer / Thonburi Wellbeing Company Limited

Positions in other companies which may cause the conflict of interest to the Company: None

Holding the positions of director / management in conflict company at the present or the past 2 years:

- | | | |
|----|---|------|
| A. | Being an executive director, employee, staff or advisor who receives a regular salary: | None |
| B. | Being a provider of professional services (e.g. auditor, legal advisor): | None |
| C. | Having a business relationship in the manner which may interfere with his independent discretion (e.g. purchase / sale of raw material / goods / service / borrowing / lending), and to specify the size of the transaction (if any): | None |

Criminal record during the past 10 years: None

Family relationship of the executive with the Company: None

Shareholding ratio in the Company (as of 31 December 2023): None

The meeting participation during the year 2023:

- | | |
|---|-----------|
| - The Board of Directors | 6/6 times |
| - Audit Committee | 5/5 times |
| - Nomination and Remuneration Committee | 2/2 times |
| - Non-Executive Directors' Meeting | 1/1 time |



Mr. Thepthai Sila (Age 64 years)
Director / Vice Chairman / Member of the Executive
and Sustainable Development Committee /
Member of the Corporate Governance and Risk
Management Committee

Appointment date as the director: 24 September 2012 (11 years 3 months)

Education:

Bachelor of Public Administration Ramkhamhaeng University

Training programs held by the Thai Institute of Directors Association (IOD):

- DAP: Director Accredited Program Class100/2013
- RMP: Risk Management Program Class 3/2014

Work experiences during the past 5 years:

Union Auction Public Company Limited:

2021 - Present	Vice Chairman
1991 - Present	Director / Member of Executive and Sustainable Development Committee / Member of the Corporate Governance and Risk Management Committee
1991 - 2020	Managing Director

Board member / Management in other listed company: None

Board member / Management in non-listed company: 4 companies

2010 - Present	Director / At 800 Company Limited, Bliss Khao Kho Company Limited
1998 - Present	Director / Sahakarn Holding Company Limited
1993 - Present	Director / Khao Kho Highland Resort Company Limited

Positions in other companies which may cause the conflict of interest to the Company: None

Holding the positions of director / management in conflict company at the present or the past 2 years:

A.	Being an executive director, employee, staff or advisor who receives a regular salary:	No
B.	Being a provider of professional services (e.g. auditor, legal advisor):	No
C.	Having a business relationship in the manner which may interfere with his independent discretion (e.g. purchase / sale of raw material / goods / service / borrowing / lending), and to specify the size of the transaction (if any):	None

Criminal record during the past 10 years:

None

Family relationship of the executive with the Company:

Father of Mr. Varunyoo Sila

Shareholding ratio in the Company (as of 31 December 2023):

14,108,200 shares (2.57%)

The meeting participation during the year 2023:

- The Board of Directors	6/6	times
- Executive and Sustainable Development Committee	24/24	times
- Corporate Governance and Risk Management Committee	5/5	times



Appointment date as the director: 25 November 2013 (10 years 1 month)

Education:

Master of Marketing Communication Management Suan Dusit Rajabhat University

Training programs held by the Thai Institute of Directors Association (IOD):

- DCP: Director Certification Program Class 109/2014
- RMP: Risk Management Program Class 3/2014

Work experiences during the past 5 years:

Union Auction Public Company Limited:

2021 - Present	Chairman of Executive and Sustainable Development Committee
2013 - Present	Director / Member of Executive Committee
2020 - 2021	Chief Executive Officer
2020	Managing Director
2013 - 2020	Chairman of Risk Management Committee

Board member / Management in other listed company: None

Board member / Management in non-listed company: 1 company

2001 - Present	Managing Director / Quality Syndicate Company Limited
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Positions in other companies which may cause the conflict of interest to the Company: None

Holding the positions of director / management in conflict company at the present or the past 2 years:

A.	Being an executive director, employee, staff or advisor who receives a regular salary:	No
B.	Being a provider of professional services (e.g. auditor, legal advisor):	No
C.	Having a business relationship in the manner which may interfere with his independent discretion (e.g. purchase / sale of raw material / goods / service / borrowing / lending), and to specify the size of the transaction (if any):	None

Criminal record during the past 10 years: None

Family relationship of the executive with the Company: None

Shareholding ratio in the Company (as of 31 December 2023): None

The meeting participation during the year 2023:

- The Board of Directors	6/6	times
- Executive and Sustainable Development Committee	24/24	times



Mr. Weidt Nuchjalearn (Age 70 years)
Director / Member of the Executive and
Sustainable Development Committee

Appointment date as the director: 9 April 2021 (2 years 9 months)

Education:

- Master of Business Administration Thammasat University
- Bachelor of Science (Agricultural Economics) Kasetsart University

Training:

- DAP: Director Accreditation Program Class SEC/2015, Thai Institute of Directors Association
- RCP: Role of Chairman Program Class 31/2013, Thai Institute of Directors Association
- Top Executive Program in Commerce and Trade: TEPCoT Class 3/2010, Commerce Academy
- Financial Executive Development Program Class 14/2016, Thai Institute of Banking and Finance Association
- Commercial Credit Skills Assessment, Chulalongkorn University
- Security Management and Leadership for Executives Program (SML) Class 9/2017, National Defence College
- Top Executive Program Class 18/2010, Capital Market Academy (CMA)

Work experiences during the past 5 years:

Union Auction Public Company Limited:

- | | |
|----------------|---|
| 2021 - Present | Director |
| 2020 - Present | Member of the Executive and Sustainable Development Committee |

Board member / Management in other listed company: 5 companies

- | | |
|----------------|--|
| 2021 - Present | Vice President, Independent Director, Member of the Audit Committee,
Chairman of the Risk Committee / Micro Leasing Public Company Limited |
| 2018 - Present | Chairman of the Audit Committee, Chairman of the Nomination Committee,
Independent Director / WHA Utilities & Power Public Company Limited |
| 2017 - Present | - Chairman of the Board / Siamrajathane Public Company Limited
- Advisor / Dhipaya Insurance Public Company Limited
- Chairman of the Board, Chairman of the Audit Committee, Independent Director /
Siam Technic Concrete Public Company Limited |
| 2014 - Present | Chairman of Audit Committee / Thaifoods Group Public Company Limited |

Board member / Management in non-listed company: 7 companies

2022 - Present	- Chairman of the Board / Wellness Product Development Center Company Limited
	- Director / Bewealth Consultant Company Limited
	- Director / Erawan Insurance Public Company Limited
	- Director / TIP ISB Company Limited
2020 - Present	Expert / Financial Advisory Center (TCG F.A. Center)
2018 - Present	Director / Hinsitsu (Thailand) Company Limited
2017 - Present	Chairman / Thaitechnoglass Company Limited

Positions in other companies which may cause the conflict of interest to the Company: None**Holding the positions of director / management in conflict company at the present or the past 2 years:**

A.	Being an executive director, employee, staff or advisor who receives a regular salary:	No
B.	Being a provider of professional services (e.g. auditor, legal advisor):	No
C.	Having a business relationship in the manner which may interfere with his independent discretion (e.g. purchase / sale of raw material / goods / service / borrowing / lending), and to specify the size of the transaction (if any):	None

Criminal record during the past 10 years: None**Family relationship of the executive with the Company:** None**Shareholding ratio in the Company (as of 31 December 2023):** None**The meeting participation during the year 2023:**

- The Board of Directors	6/6	times
- Executive and Sustainable Development Committee	24/24	times



Mr. Sarawut Charuchinda

(Age 65 years)

Director / Member of the Executive and Sustainable Development Committee / Member of the Corporate Governance and Risk Management Committee

Appointment date as the director: 24 April 2018 (5 years 8 months)

Education:

- MBA, Finance The University of Mississippi U.S.A.
- Bachelor of Accounting (2nd Honor) Chulalongkorn University

Training programs held by the Thai Institute of Directors Association (IOD):

- DCP: Director Certification Program Class 31/2003
- AACP: Advance Audit Committee Program Class 19/2015

Work experiences during the past 5 years:

Union Auction Public Company Limited:

- | | |
|----------------|---|
| 2018 - Present | Director / Member of the Executive and Sustainable Development Committee / Member of the Corporate Governance and Risk Management Committee |
|----------------|---|

Board member / Management in other listed company: 3 companies

- | | |
|----------------|--|
| 2018 - Present | Independent Director, Chairman of the Board, Member of the Risk Management Committee / Assetwise Public Company Limited |
| 2016 - Present | - Independent Director, Chairman of the Audit Committee, Member of the Nomination and Remuneration Committee / BT Wealth Industries Public Company Limited
- Independent Director, Chairman of Audit Committee / Chic Republic Public Company Limited |

Board member / Management in non-listed company: None

Positions in other companies which may cause the conflict of interest to the Company: None

Holding the positions of director / management in conflict company at the present or the past 2 years:

- | | | |
|----|---|------|
| A. | Being an executive director, employee, staff or advisor who receives a regular salary: | No |
| B. | Being a provider of professional services (e.g. auditor, legal advisor): | No |
| C. | Having a business relationship in the manner which may interfere with his independent discretion (e.g. purchase / sale of raw material / goods / service / borrowing / lending), and to specify the size of the transaction (if any): | None |

Criminal record during the past 10 years: None

Family relationship of the executive with the Company: None

Shareholding ratio in the Company (as of 31 December 2023): None

The meeting participation during the year 2023:

- | | | |
|--|-------|-------|
| - The Board of Directors | 6/6 | times |
| - Executive and Sustainable Development Committee | 24/24 | times |
| - Corporate Governance and Risk Management Committee | 5/5 | times |



Appointment date as the director: 24 September 2012 (11 years 3 months)

Education:

- Master of Business Administration Assumption University
- Bachelor of Communication Arts Assumption University

Training:

- DCP: Director Certification Program Class 166/2012, Thai Institute of Directors Association
- IR in Action Class 3, MAI Listed Companies Association
- The Story 5, Sripatum University

Work experiences during the past 5 years:

Union Auction Public Company Limited:

2021 - Present	Chief Executive Officer
2020 - Present	Managing Director
2012 - Present	Director / Member of the Executive and Sustainable Development Committee / Chairman of the Corporate Governance and Risk Management Committee
2014 - 2020	Deputy Managing Director

Board member / Management in other listed company: None

Board member / Management in non-listed company: 1 company

2009 - Present	Director / Khao Kho Highland Resort Company Limited
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Positions in other companies which may cause the conflict of interest to the Company: None

Holding the positions of director / management in conflict company at the present or the past 2 years:

A.	Being an executive director, employee, staff or advisor who receives a regular salary:	No
B.	Being a provider of professional services (e.g. auditor, legal advisor):	No
C.	Having a business relationship in the manner which may interfere with his independent discretion (e.g. purchase / sale of raw material / goods / service / borrowing / lending), and to specify the size of the transaction (if any):	None

Criminal record during the past 10 years:

None

Family relationship of the executive with the Company:

Son of Mr. Thepthai Sila

Shareholding ratio in the Company (as of 31 December 2023):

89,003,700 shares (16.18%)

The meeting participation during the year 2023:

- The Board of Directors	6/6	times
- Executive and Sustainable Development Committee	24/24	times
- Corporate Governance and Risk Management Committee	5/5	times

Executives



Mr. Sutee Samathi (Age 62 years)
Chief of Business Relations and
Marketing Division

Education:

- Master of Business Administration (Finance) Ramkhamhaeng University
- Bachelor Degree in Economics Ramkhamhaeng University

Work experiences during the past 5 years:

Union Auction Public Company Limited:

- | | |
|----------------|---|
| 2019 - Present | Deputy Managing Director, Business Development and Marketing Division |
| 2018 - 2019 | Deputy Managing Director, Business Development and Marketing Department |

Board member / Management in other listed company: None

Board member / Management in non-listed company: None

Positions in other companies which may cause the conflict of interest to the Company: None

Holding the positions of director / management in conflict company at the present or the past 2 years:

- | | | |
|----|---|------|
| A. | Being an executive director, employee, staff or advisor who receives a regular salary: | No |
| B. | Being a provider of professional services (e.g. auditor, legal advisor): | No |
| C. | Having a business relationship in the manner which may interfere with his independent discretion (e.g. purchase / sale of raw material / goods / service / borrowing / lending), and to specify the size of the transaction (if any): | None |

Criminal record during the past 10 years: None

Family relationship of the executive with the Company: None

Shareholding ratio in the Company (as of 31 December 2023): 158,700 shares (0.03%)



Ms. Poonsilp Kaewchumnong
(Age 58 years)
Assistant to Chief Executive Officer

Education:

Bachelor of Business Administration, Ramkhamhaeng University

Work experiences during the past 5 years:

Union Auction Public Company Limited:

Jan 2024 - Present	Assistant to Chief Executive Officer
2019 – Dec 2023	Deputy Managing Director, Office of the Directors and Quality Enhancement Division
2003 - 2021	Secretary of Managing Director

Board member / Management in other listed company: None

Board member / Management in non-listed company: None

Positions in other companies which may cause the conflict of interest to the Company: None

Holding the positions of director / management in conflict company at the present or the past 2 years:

- | | | |
|----|---|------|
| A. | Being an executive director, employee, staff or advisor who receives a regular salary: | No |
| B. | Being a provider of professional services (e.g. auditor, legal advisor): | No |
| C. | Having a business relationship in the manner which may interfere with his independent discretion (e.g. purchase / sale of raw material / goods / service / borrowing / lending), and to specify the size of the transaction (if any): | None |

Criminal record during the past 10 years: None

Family relationship of the executive with the Company: None

Shareholding ratio in the Company (as of 31 December 2023): 5,000 shares (0.001%)

* Ms. Poonsilp Kaewchumnong was Deputy Managing Director, Office of the Directors and Quality Enhancement Division until the date of 31 December 2023 and has held the position of Assistant to Chief Executive Officer since 1 January 2024 onward.



Mr. Direk Eangtong
(Age 56 years)
Chief of Operation Division

Education:

Bachelor of Business Administration (Industrial Management), Rangsit University

Work experiences during the past 5 years:

Union Auction Public Company Limited:

2022 – Present Vice President, Operation Division

Board member / Management in other listed company: None

Board member / Management in non-listed company: None

Positions in other companies which may cause the conflict of interest to the Company: None

Holding the positions of director / management in conflict company at the present or the past 2 years:

- | | | |
|----|---|------|
| A. | Being an executive director, employee, staff or advisor who receives a regular salary: | No |
| B. | Being a provider of professional services (e.g. auditor, legal advisor): | No |
| C. | Having a business relationship in the manner which may interfere with his independent discretion (e.g. purchase / sale of raw material / goods / service / borrowing / lending), and to specify the size of the transaction (if any): | None |

Criminal record during the past 10 years: None

Family relationship of the executive with the Company: None

Shareholding ratio in the Company (as of 31 December 2023): None

**Education:**

Bachelor of Science Program in Electronics Technology Chandrakasem Rajabhat University

Work experiences during the past 5 years:**Union Auction Public Company Limited:**

Aug 2023 - Present Vice President, Information System Division

Board member / Management in other listed company: None**Board member / Management in non-listed company:** None

2021 – 2023	Asia Regional IT Department Manager / Logisteed (Thailand) Company Limited
2020 – 2021	Operations Director & IT Manager / K Logistics Management Company Limited
2012 – 2019	IT Manager / Havi Logistics (Thailand) Company Limited

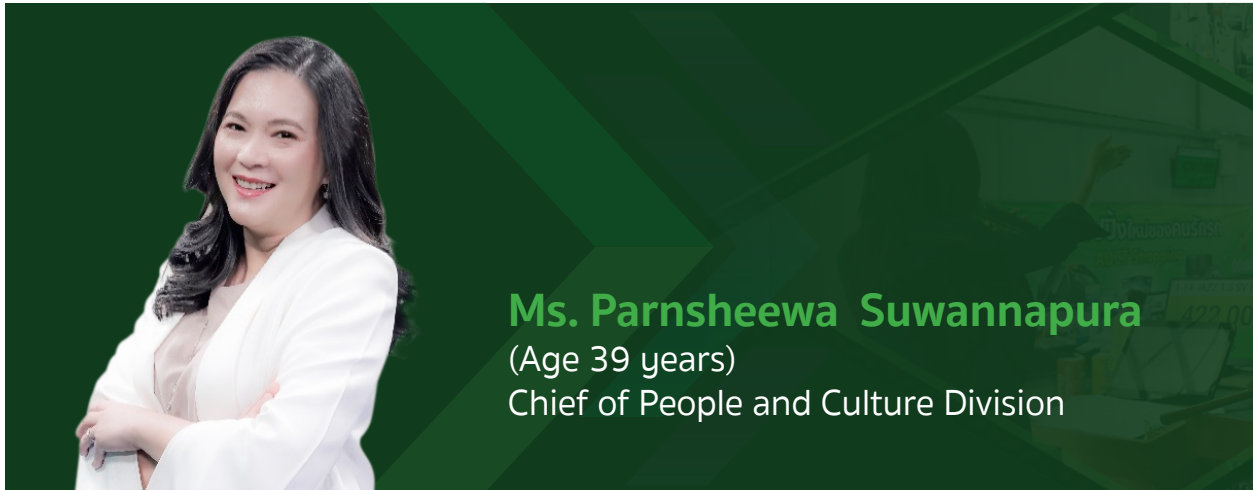
Positions in other companies which may cause the conflict of interest to the Company: None**Holding the positions of director / management in conflict company at the present or the past 2 years:**

- | | | |
|----|---|------|
| A. | Being an executive director, employee, staff or advisor who receives a regular salary: | No |
| B. | Being a provider of professional services (e.g. auditor, legal advisor): | No |
| C. | Having a business relationship in the manner which may interfere with his independent discretion (e.g. purchase / sale of raw material / goods / service / borrowing / lending), and to specify the size of the transaction (if any): | None |

Criminal record during the past 10 years: None

Family relationship of the executive with the Company: None

Shareholding ratio in the Company (as of 31 December 2023): None



Ms. Parnsheewa Suwannapura
(Age 39 years)
Chief of People and Culture Division

Education:

- Master of International Program – Global Business National Institute of Development Administration (NIDA)
- Bachelor of Liberal Arts, Thammasat University

Work experiences during the past 5 years:

Union Auction Public Company Limited:

- Jan 2024 – Present Vice President, People and Culture Division
- 2022 – 2023 Vice President, Human Resources Department

Board member / Management in other listed company: None

Board member / Management in non-listed company: None

- 2018 – 2022 Senior Group Human Resources Manager / BTM (Thailand) Company Limited

Positions in other companies which may cause the conflict of interest to the Company: None

Holding the positions of director / management in conflict company at the present or the past 2 years:

- A. Being an executive director, employee, staff or advisor who receives a regular salary: No
- B. Being a provider of professional services (e.g. auditor, legal advisor): No
- C. Having a business relationship in the manner which may interfere with his independent discretion (e.g. purchase / sale of raw material / goods / service / borrowing / lending), and to specify the size of the transaction (if any): None

Criminal record during the past 10 years: None

Family relationship of the executive with the Company: None

Shareholding ratio in the Company (as of 31 December 2023): None

The person assigned to take the highest responsibility in Accounting and Finance



Mr. Suchol Ratchaya

(Age 37 years)

Chief Accounting and Finance Officer

Education:

- Master of Science (Management Information Systems), Thammasat University
- CFO Refresher (Online) year 2022 and 2023, The Stock Exchange of Thailand

Training:

- Strategic CFO in Capital Markets Program Class 9/2019, The Stock Exchange of Thailand
- CFO Refresher (Online) year 2022 and 2023, The Stock Exchange of Thailand

Work experiences during the past 5 years:

Union Auction Public Company Limited:

2022 - Present Chief Accounting and Finance Officer

Board member / Management in other listed company: None

2021 - 2022 Financial Manager and Investor Relations / Samart Corporation Public Company Limited

Board member / Management in non-listed company: None

May - Nov 2021 Company Secretary / Samart Aviation Solutions Public Company Limited

2019 - 2021 Accounting and Finance Manager / Samart Aviation Solutions Public Company Limited

Positions in other companies which may cause the conflict of interest to the Company: None

Holding the positions of director / management in conflict company at the present or the past 2 years:

- | | | |
|----|---|------|
| A. | Being an executive director, employee, staff or advisor who receives a regular salary: | No |
| B. | Being a provider of professional services (e.g. auditor, legal advisor): | No |
| C. | Having a business relationship in the manner which may interfere with his independent discretion (e.g. purchase / sale of raw material / goods / service / borrowing / lending), and to specify the size of the transaction (if any): | None |

Criminal record during the past 10 years: None

Family relationship of the executive with the Company: None

Shareholding ratio in the Company (as of 31 December 2023): None

The person assigned to take direct responsibility for accounting supervision



Ms. Oranut Jeeranantasin
(Age 47 years)
Vice President of the Accounting Department

Education:

- Master of Accounting, Chulalongkorn University
- Bachelor of Accounting, Bangkok University

Work experiences during the past 5 years:

Union Auction Public Company Limited:

- | | |
|----------------|---|
| 2020 - Present | Vice President of the Accounting Department |
| 2013 - 2018 | Senior Manager of the Accounting Department |

Board member / Management in other listed company: None

Board member / Management in non-listed company: None

Positions in other companies which may cause the conflict of interest to the Company: None

Holding the positions of director / management in conflict company at the present or the past 2 years:

- | | | |
|----|---|------|
| A. | Being an executive director, employee, staff or advisor who receives a regular salary: | No |
| B. | Being a provider of professional services (e.g. auditor, legal advisor): | No |
| C. | Having a business relationship in the manner which may interfere with his independent discretion (e.g. purchase / sale of raw material / goods / service / borrowing / lending), and to specify the size of the transaction (if any): | None |

Criminal record during the past 10 years: None

Family relationship of the executive with the Company: None

Shareholding ratio in the Company (as of 31 December 2023): None

The Company's secretary

Ms. Nuntanit Rachakit
(Age 39 years)
Company Secretary

Education:

- Master of Economics, Sukhothai Thammathirat Open University
- Bachelor of Business Administration, Sukhothai Thammathirat Open University
- Bachelor of Law, Ramkhamhaeng University

Training:

- Company Secretary Program (CSP) Class 93/2018, Thai Institute of Directors
- Fundamentals for Corporate Secretaries Class 1/2015, Thai Listed Companies
- Mini MBA Class 19/2022, National Institute of Development Administration (NIDA)

Work experiences during the past 5 years:

Union Auction Public Company Limited:

2020 - Present Company Secretary

Board member / Management in other listed company: None

2018 - 2020 Company Secretary / AIRA Factoring Public Company Limited

Board member / Management in non-listed company: None

Positions in other companies which may cause the conflict of interest to the Company: None

Holding the positions of director / management in conflict company at the present or the past 2 years:

- | | | |
|----|--|------|
| A. | Being an executive director, employee, staff or advisor who receives a regular salary: | No |
| B. | Being a provider of professional services (e.g., auditor, legal advisor): | No |
| C. | Having a business relationship in the manner which may interfere with his independent discretion (e.g., purchase / sale of raw material / goods / service / borrowing / lending), and to specify the size of the transaction (if any): | None |

Criminal record during the past 10 years: None

Family relationship of the executive with the Company: None

Shareholding ratio in the Company (as of 31 December 2023): None

Attachment 2

Details of the directors of subsidiaries

As of 31 December 2023, the Company has no its subsidiaries.

Attachment 3

Details of the Heads of the Internal Audit and Heads of the Compliance

Heads of the Internal Audit

The company has hired Reanda Multiplus (Thailand) Company Limited (formerly: Multiplus Audit and Consulting Company Limited) to be the auditor of the Company's internal control system. The head of the Internal Audit has qualifications, educational qualifications and work experience as follows:



Mr. Surapon Thawanyavichajit
Internal Control Auditor,
Reanda Multiplus (Thailand) Company Limited

Education:

- Master of Business Administration, Thammasat University
- Bachelor of Accounting, Chulalongkorn University
- Bachelor of Computer Science, Sukhothai Thammathirat Open University
- Certified Public Accountant of Thailand Registration No. 3941
- Certificate of Professional Internal Auditor (CPIAT) of the Association of Internal Auditors of Thailand Registration number 734

Training for the past 5 years:

2023:

Organized by the Institute of Internal Auditors of Thailand:

- Privacy Impact Assessment Course (PIA/DPIA)
- Change management
- Business Continuity
- Ethics Audit

Organized by the Federation of Accounting Professions (TFAC):

- Data Analytics for Internal Auditor
- Overview of financial reporting standards class 1/2023
- Cyber Forensics
- Financial Fraud
- Summary of asset accounting principles for NPAEs, class 1/2023

- Create an understanding of practical issues regarding land, buildings and equipment, and the cost of borrowing class 1/2023

2022: Organized by the Institute of Internal Auditors of Thailand:

- 10 key issues on PDPA according to ISO 27701
- Administrative techniques and dealing with arguments and appeal in the review opinion
- Prepare for ISO27001:2022
- Fraud investigation skills
- Techniques for auditing investment projects according to ISO 21500
- Security audit according to the Cyber Act 2019 for None IT-Auditor (Cyber Security Auditing for None IT-Auditors)

Organized by the Federation of Accounting Professions:

- Business health check through financial statements, class 1/2022
- Basic Employee Benefits, class 1/2022

2021: Organized by the Institute of Internal Auditors of Thailand:

- Audit working paper
- Quality Assurance and Improvement Program (QAIP)
- Compliance Audit
- Internal Audit Comprehensive - Advances in IT

Organized by the Federation of Accounting Professions:

- EQCR and Monitoring 1/2021,

2020: Organized by the Federation of Accounting Professions:

- The Role of IT Auditor with PDPA
- Risk Management in Crisis

Organized by the Federation of Accounting Professions:

- Preparation of operational consolidated financial statements, class 1/2020
- Corporate Finance, class 1/2020
- Analytical Thinking in the Internal Audit Process, class 2/2020
- J-SOX: internal control, principle concept, and implementation

2019: Organized by the Federation of Accounting Professions:

- Issues that accountants must be aware and prepare for today's NPAE standard
- Adjust the accounting system and NPAE standard for a single set of accounts.
- Accounting Revisions and Accounting Errors in accordance with Financial Reporting Standards
- New Standard Revenue Recognition (IFRS 15) and Changes to the Set of Accounting Standards Important and Impactful for PAEs and NPAEs
- Integrated Audit, class 1/2019
- IT Governance and IT Risk Management 4.0, class 1/2019
- Financial instruments: IFRS9

Work experience in the past 5 years:

2013 - Present Executive Director
Reanda Multiplus (Thailand) Company Limited
Business type: Providing auditing, internal audit and consulting services

Heads of the Compliance

The Company has set up the Internal Audit Office to work overseeing the Company's internal audit operations. There are 2 heads of compliance who qualifications, educational qualifications, and work experience as follows:

1. Mr. Thanee Boonwattanasiri Head of Internal Auditor

Education:

- Master of Science Internal audit branch University of the Thai Chamber of Commerce
- Bachelor of Accounting, Bangkok University

Training:

- Internal Auditing Certificate Program (IACP) Class 22
- Prevention and suppression of money laundering
- Modern Financial Executive in The AEC Era
- Tools and Techniques for The Audit Manager

Work experiences during the past 5 years:

Board member / Management in other listed company: 1 company

2023 - Present	Internal Audit Manager / Union Auction Public Company Limited
2022 - 2023	Internal Audit Manager / Seven Utilities and Power Public Company Limited
2019 - 2022	Senior Internal Audit Manager / Thai Setthakit Insurance Public Company Limited
2013 - 2019	Internal Audit Manager / Syn Mun Kong Insurance Public Company Limited

Board member / Management in non-listed company: None

Positions in other companies which may cause the conflict of interest to the Company: None

Holding the positions of director / management in conflict company at the present or the past 2 years:

- | | | |
|----|---|------|
| A. | Being an executive director, employee, staff or advisor who receives a regular salary: | No |
| B. | Being a provider of professional services (e.g. auditor, legal advisor): | No |
| C. | Having a business relationship in the manner which may interfere with his independent discretion (e.g. purchase / sale of raw material / goods / service / borrowing / lending), and to specify the size of the transaction (if any): | None |

Criminal record during the past 10 years: None

Family relationship of the executive with the Company: None

Shareholding ratio in the Company (as of 31 December 2023): None

2. Mr. Navit Nariswaranondha

Head of Internal Auditor

Education:

- Master of Science Program in Applied Statistics, Actuarial Science and Risk Management
National Institute of Development Administration
- Bachelor of Business Administration, Accounting Assumption University

Training:

- The security of the organization's information systems in this era Thailand 4.0
- COBIT 5 Foundation
- Auditor-In-Charge Tool and Techniques
- Fraud Audit
- Audit Program Development
- Creative Problem-Solving for Auditors
- Sampling for Internal Auditors
- Risk Based Audit

Work experiences during the past 5 years:

Board member / Management in other listed company: 1 company

2023 - Present	Internal Audit Manager / Union Auction Public Company Limited
2023	Internal Audit Manager / Kasikorn Bank Public Company Limited
2022 - 2023	Internal Audit Manager / Krungthai Asset Management Public Company Limited
2018 - 2022	Senior Internal Audit Manager / Central Pattana Public Company Limited

Board member / Management in non-listed company: None

Positions in other companies which may cause the conflict of interest to the Company: None

Holding the positions of director / management in conflict company at the present or the past 2 years:

A.	Being an executive director, employee, staff or advisor who receives a regular salary:	No
B.	Being a provider of professional services (e.g. auditor, legal advisor):	No
C.	Having a business relationship in the manner which may interfere with his independent discretion (e.g. purchase / sale of raw material / goods / service / borrowing / lending), and to specify the size of the transaction (if any):	None

Criminal record during the past 10 years: None

Family relationship of the executive with the Company: None

Shareholding ratio in the Company (as of 31 December 2023): None

Attachment 4

Assets for business undertaking and details of asset appraisal

Assets for business undertaking

As of 31 December 2023, the Company has main fixed assets used in business operations as follows:

Leasehold improvements, buildings and equipment

The Company has leasehold improvements, buildings, and equipment in the amount of 319.56 million Baht consisting of:

List	Nature	Book value (million Baht)	Obligation
1. Leasehold improvements	Owner	234.84	-None-
2. Buildings	Owner	14.43	
3. Building improvements and facilities	Owner	14.53	
4. Furniture and fixtures	Owner	30.94	
5. Office equipment	Owner	0.07	
6. Vehicles	Owner	3.83	
7. Work in progress	Owner	20.90	
Total		319.56	

Leasehold improvement is the leased land improvement that used as the location of the office building and the company's car storage facility in Bangkok and other provinces.

As of 31 December 2023, the Company's intangible assets are computer program. It comprises the various software licenses the company uses in its business, including software licenses for online auctions and installation work. Book value 39.81 million Baht.

Important contracts

As of 31 December 2023, the Company has important contracts in business operations as follows:

1. Land lease contract

The Company leased areas both in Bangkok and in many regions across the country as an office, auction site, and warehouse to store assets to be auctioned. All of them are leased from individuals or juristic persons who are not related to the Company. The list of rental spaces with remaining long-term contracts of more than 5 years is as follows:

- 1) **Head Office:** located in Soi Ramkhamhaeng 39 (Tepleela 1) Wang Thonglang District, Bangkok, total area of 78 rai, a lease period of 25 years, ending on 21 January 2047.
- 2) **Rangsit Klong 8 Branch:** located in Lam Phak Kut Subdistrict, Thanyaburi District, Pathum Thani Province, total area of 99 rais, a lease period of 50 years, ending 13 March 2066.
- 3) **Chiang Mai Branch:** located in Nong Kwai Subdistrict, Hang Dong District, Chiang Mai Province, with an area of 23 rais, a lease period of 10 years, ending 23 January 2024. It is in the process of renewal with the contract.
- 4) **Phitsanulok Branch:** located in Samor Khae Subdistrict, Mueang Phitsanulok District, Phitsanulok Province, with an area of 23 rai 55 square wah, a lease period of 15 years 6 months, ending 28 October 2031.
- 5) **Udon Thani Branch:** located in Na Di Subdistrict, Mueang District, Udon Thani Province, with an area of 13 rai 2 ngan 40 square wah, a lease period of 20 years and 6 months, ending 30 June 2040.
- 6) **Khon Kaen Branch:** located in Sila Subdistrict, Mueang Khon Kaen District, Khon Kaen Province, with an area of 19 rai 2 ngan 56 square wah, a lease period of 15 years 6 months, ending on 18 September 2035.
- 7) **Ubon Ratchathani Branch:** located in Nong Kin Phen Subdistrict, Warin Chamrap District, Ubon Ratchathani Province, with an area of 17 rai 2.10 square wah, a lease period of 12 years, ended 1 August 2029.
- 8) **Chonburi Branch (Pattaya):** located in Nong Prue Subdistrict, Bang Lamung District, Chonburi Province, with an area of 12 rai 2 ngan 29 square wah, a lease period of 5 years, ended 1 June 2026.
- 9) **Rayong Branch:** located in Thap Ma Subdistrict, Muang Rayong District, Rayong Province, with an area of 15 rai, a lease period of 15 years 3 months, ending 1 April 2035.
- 10) **Surat Thani Branch:** Located in Tha Thong Mai Subdistrict, Kanchanadit District, Surat Thani Province, with an area of 30 rai, a lease period of 12 years 6 months, ending 1 February 2027.
- 11) **Nakhon Ratchasima Branch:** Located in Pak Nakhon Subdistrict, Mueang District, Nakhon Si Thammarat Province, with an area of 7 rai, a lease period of 10 years, ending 1 August 2030.
- 12) **Hat Yai Branch:** located in Tha Chang Subdistrict, Bang Klam District, Songkhla Province, with an area of 9 rai 1 ngan 85.7 square wah, a lease period of 10 years 3 months, ending 29 July 2025.
- 13) **Ratchaburi Branch:** located in Nong Or Subdistrict, Ban Pong District, Ratchaburi Province, with an area of 11 rai 2 ngan 78 square wah, a lease period of 10 years, ended 1 June 2027.

14) Chonburi warehouse (Ban Bueng): located in Nong Sam Sak Subdistrict, Ban Bueng District, Chonburi Province, with an area of 10 rai 1 ngan 13 square wah, a lease period of 5 years, ended 1 April 2024.

15) Samut Sakhon warehouse: located in Na Di Subdistrict, Mueang Samut Sakhon District, Samut Sakhon Province, total area of 8 rai 57.8 square wah, a lease period of 9 years, ending 10 September 2026.

16) Sa Kaeo warehouse: located in Sa Kaeo Subdistrict, Mueang Sa Kaeo District, Sa Kaeo Province, total area of 14 rai 1 ngan 3.9 square wah, a lease period of 10 years, ended 1 May 2028.

17) Lampang warehouse: located in Phra Bat Subdistrict, Mueang Lampang District, Lampang Province, with an area of 5 rai 1 ngan 23 square wah, a lease period of 10 years 6 months, ended 1 June 2030.

18) Sisaket warehouse: located in Phon Kha Subdistrict, Mueang Sisaket District, Sisaket Province, with an area of 4 rai, a lease period of 10 years, ended 1 January 2030.

19) Phang Nga warehouse: located in Tham Nam Phut Subdistrict Mueang Phang Nga District, Phang Nga Province, with an area of 5 rai 10.2 square wah, a lease period of 10 years, ending 1 May 2030.

20) Krabi Province warehouse: located in Nuea Khlong Subdistrict. Nuea Khlong District, Krabi Province, with an area of 5 rai, a lease period of 5 years, ending 30 April 2026.

21) Surin Province warehouse: located in Kho Kho Subdistrict. Mueang Surin District, Surin Province, with an area of approximately 5 rai a lease period of 5 years, ending 31 July 2028.

The Company has insurance for loss that may occur to the assets in the storage area both Bangkok and Metropolitan including the storage area of assets that will be auctioned in the provinces is in the amount of 4,593,332,000 Baht.

2. Auction of cars, motorcycles, and other assets contract: details in normal conditions are as follows:

Contract parties	:	Bank/ Financial institution/ Leasing company / Insurance company / Government agencies and private companies
Period	:	Average 1 - 3 years. If there is no termination of the contract, it will be deemed to be effective for the same period of the original contract.

Nature of work : The Company to arrange the auction of cars, motorcycles, and other properties under its ownership. List of cars, motorcycles, and other properties to enter the auction process will be notified by the employer from time to time.

3. Parking of cars and motorcycles contract: details in normal conditions are as follows:

Contract parties : Bank/ Financial institution/ Leasing company / Insurance company / Government agencies and private companies

Period : Average 1 - 3 years. If there is no termination of the contract, it will be deemed to be effective for the same period of the original contract or until the termination of the auction contract.

Nature of work : The Company will provide car parking services free of charge for the car or the motorcycle to be auctioned, except in case they have been parked longer than the period specified in the contract.

4. Real Estate Auction Arrangement contract: details in normal conditions are as follows:

Contract parties : Bank/ Financial institution/ Leasing company / Credit foncier company

Period : 1 - 2 years. If there is no termination of the contract, it will be deemed to be effective for the same period of the original contract or until the termination of the auction contract.

Nature of work : The Company accepts to arrange the online real estate auction via the Company's website. The Company has duty to publicize and open the auction via the Company's website.

5. Relevant to the consignment of goods contract (AUCT Shopping): details in normal conditions are as follows:

Contract parties : The Company sell lubricant oil for engine, car and motorcycle.

Period : 1 - 2 years. If there is no termination of the contract, it will be deemed to be effective for the same period of the original contract or until the termination of the auction contract.

Nature of work : The Company engages in selling of lubricant oil for engine, car and motorcycle through the Company's website, whereas the Company has duty to publicise and sell through the Company's website.

6. Transport of cars and motorcycles contract: details in normal conditions are as follows:

Contract parties	:	Transport company
Period	:	1 year. If there is no termination of the contract, it will be deemed that the contract will be effective for 1 year each time.
Nature of work	:	The contractor agrees to relocate a car or a motorcycle as per assigned by the Company on the date and from the location specified in the work order form by the Company. The contractor must provide personnel and vehicle transporters, materials, and tools in good condition to prevent a car or motorcycle from falling from transporter beginning from point of original to destination, as well as organize cars or motorcycles parked in the Company's area in orderly manner.

7. Cleaning of cars and motorcycles contract: details in normal conditions are as follows:

Contract parties	:	Person or shop
Period	:	1 year. If there is no termination of the contract, it will be deemed that the contract will be effective for 1 year each time.
Nature of work	:	The contractor will clean all cars and motorcycles before they enter sale by public auction process at the head office and the branch offices. The Company will provide the cleaning area and public utility, while the contractor will arrange for equipment, tools, and labor. Service fee will be charged based on type of vehicle for each vehicle and/or as lump sum price.

Details of asset appraisal

-None-

Attachment 5

Policy and guidelines on corporate governance

Corporate Governance

The Company placed importance on good corporate governance, thus a written corporate governance policy has been established. Such policy, which had been constantly reviewed and monitored on compliance by the Board of Directors, has been announced for the executives and employees' acknowledgement and observance.



See more details at: <https://me-qr.com/f/cgpolicy> (Thai only)

Code of conduct

The Company has prepared the code of conducts of the Board of Directors, the Executive Committee and the operators of all departments to be observed as guidelines for working with honesty, standardization, quality and fairness to the Company and all stakeholders' group by adhering to business operations pursuant to relevant laws and regulations including contracts made with the trade partners. Such guidelines have been communicated to all directors, management and employees for their acknowledgement and compliance. The Company believes that placing importance to those code of conducts can help the Company to lift up the corporate governance standards as well as to strengthen confidences of the investors, enhance reputation and prestige of the Company.



See more details at: <https://me-qr.com/f/codeofconducts> (Thai only)

Anti-Corruption Policy

The Company determined to conduct business with honesty, transparency and compliance with the good corporate principles, consequently, fraud prevention and anti-corruption practice and policy have been prepared in writing to be used as guidelines for business operations as well as for prevention of potential damages arising from fraud and corruption which may impact to fair and free competition. The directors, executives and employees at all levels are urged to strictly abide by such practice and policy.



See more details at: <https://me-qr.com/f/anticorruption> (Thai only)

Charters of Board of Directors and Subcommittee

The Company's Board consists of 5 committees are the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance and Risk Management Committee, and the Executive and Sustainable Development Committee. They operate within their scope, authority and responsibility as specified by the Board of Directors.

(Thai only)

The Board of Directors Charter



<https://me-qr.com/f/bodcharter>

The Audit Committee Charter



<https://me-qr.com/f/accharter>

The Nomination and Remuneration Committee Charter



<https://me-qr.com/f/nrccharter>

The Corporate Governance and Risk Management Committee Charter



<https://me-qr.com/f/riskcharter>

The Executive and Sustainable Development Committee Charter



<https://me-qr.com/f/excomcharter>

Attachment 6

Management Responsibility for the Financial Statements and Report of the Subcommittee

Management Responsibility for the Financial Statements

The Board of Directors of Union Auction Public Company Limited is responsible for the Company's financial statements and the financial information as appeared in 2023 Annual Registration Statement or Form 56-1 One Report. The financial statements were prepared according to the generally accepted accounting standard in Thailand. The appropriate accounting policy was selected and practiced regularly. The significant information disclosure in the notes of financial statements was sufficient, transparent and beneficial for shareholders and general investors.

The Board of Directors appointed the Audit Committee which comprises of highly qualified independent directors to audit the quality of financial statements and assess the internal control system. The directors' opinion is in the Audit Committee's report which is included in this annual registration statement report.

The Board of Directors has opinion that the Company's internal control system can create the confidence that the Company's financial statements correctly reflect the significant financial status and performance.

-Paiboon Sareewiwatthana-
(Assoc. Prof. Dr. Paiboon Sareewiwatthana)
Chairman of the Board

-Suvit Yoadjarust-
(Mr. Suvit Yoadjarust)
Chairman of the Executive and
Sustainable Development Committee

Report of the Audit Committee

The Audit Committee consists of 3 independent directors who are Assoc. Prof. Dr. Sauwanee Thairungroj as Chairman, Mrs. Wilaiwan Srisamrual, and Dr. Theerathon Tharachai. They have performed duties independently as per assigned by the Board of Directors and according to scope of duties and responsibilities of the Audit Committee. In 2023, the Audit Committee held 5 meetings and directors attended all 5 meetings. A summary of the operational work is as follows:

1. The Financial Reports: The Audit Committee has reviewed the important information of the Company's quarterly and annual financial statements together with the executives, the internal auditors, and auditors, including to KEY AUDIT MATTERS in the auditor report. By evaluating and testing the Company's information system and internal control system, considering impacts from changes in the financial reporting standards to make sure that the financial reports are correctly and credibly prepared for benefits of the users of the financial statements. In addition, the Audit Committee has attended the meeting with the external auditor without participation of the management to discuss about material information and internal control system relevant to the preparation of accounting and financial report. Results found that the external auditor received good cooperation from the management, has independency on performing the works.

2. Connected Transactions or Conflicts of Interest Transactions: The Audit Committee has reviewed the connected transactions or transactions which may have conflicts of interest of the Company by adhering to the principles of reasonableness, transparency, and adequate disclosure of information in compliance with the laws and regulations of the Stock Exchange of Thailand.

3. The Internal Control Systems and the Internal Audit: The Audit Committee considered and approved the annual audit plan and considered independence of internal audit operations and reviewed the Company's internal control system pursuant to the practices of the Securities and Exchange Commission. According to the audit findings of the Internal Audit Office and the external auditor, no issue or weakness which may significantly affect the Company was found. The management continually improved and rectified issues as per recommended by the Audit Committee, the external auditor and the Internal Audit Office which signified that the Company placed importance to its internal control, and it could be confident that the Company has adequate internal control.

4. Good Corporate Governance and Compliance with Relevant Laws and Regulations:

The Audit Committee considered and reviewed the management to ensure good corporate governance; considered and reviewed scope, authority, duties and responsibilities of the Audit Committee, compliance with the laws, including regulations, requirements relevant to the laws on security and exchange of Thailand and other laws relevant to the Company's business operations to ensure that they have been strictly abided by.

5. Considered the Appointment of Auditors for 2023:

The Audit Committee selected the auditors of the Company by considering the qualifications, independence of the auditors, expertise, experience, performance, and the scope of the inspection guidelines as well as not conflict to the announcement of the Securities and Exchange Commission. The Audit Committee deemed it appropriate to propose auditors from EY Office Limited to be the Company's auditors for the year 2023 to the Board of directors in order to be approved by the Shareholder's Meeting.

In conclusion, in 2023, the Audit Committee has performed duties completely pursuant to its scope of authority, duty and responsibility as per approved by the Board of Directors. The Company applied knowledge, capability, prudence, carefulness, independence as well as provided constructive comments and recommendations. The Audit Committee is of the opinion that the Company has prepared the financial reports which contained essence and reliable information according to the financial reporting standards; the related transactions which may have conflicts of interest have been adequate disclosed; corporate governance process, risk management process and internal control processes were prudent, adequate, and appropriate and laws and regulations relevant to the business operations have been complied with.

-Sauwanee Thairungroj-

(Assoc. Prof. Dr. Sauwanee Thairungroj)

Chairman of the Audit Committee

Report of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of 3 independent directors and 1 director who are Mrs. Wilaiwan Srisamrual as Chairman, Assoc. Prof. Dr. Sauwanee Thairungroj as Chairman, Assoc. Prof. Dr. Paiboon Sareewiwatthana, and Dr. Theerathon Tharachai. In 2023, the Nomination and Remuneration Committee has arranged 2 meetings and directors attended all 2 meetings. A summary of the operational work is as follows:

1. Considered the 2023 remuneration and the 2022 bonus for non-executive directors in order to propose it to the Board of Directors and the Shareholders' Meeting for approval. Consideration of remuneration was based on the overall assessment of directors' performance, responsibilities and its appropriateness, and the 2022 performance including comparing it to the remuneration of other companies in the same or similar industry.

2. Considered recruiting directors who have appropriate qualifications which are in accordance with the components and the structure of directors based on the Company's business strategy to replace retired directors. There was proposed to appoint Assoc. Prof. Dr. Sauwanee Thairungroj, Mr. Suvit Yoadjarust and Mr. Varunyoo Sila who retire by rotation to be the directors of the Company for another term to approval by the Board of Directors and the shareholders meeting, respectively.

3. Considered the increase in 2024 salary budget and 2023 annual bonus payment for the Executive and Sustainable Development Committee, Chief Executive Officer, and employees.

4. Evaluated the 2023 performance of the Executive and Sustainable Development Committee and Chief Executive Officer.

5. Reviewed the charter of the Nomination and Remuneration Committee for the year in the Meeting No. 2/2023 on 15 December 2023 in order to ensure that the Nomination and Remuneration Committee performed their assigned duties and responsibilities completely in accordance with the principles of good corporate governance code for listed companies.

The Nomination and Remuneration Committee carefully performed its duties with honesty in accordance with the duties and responsibilities set out in the Charter of the Nomination and Remuneration Committee and adhered to the principles of good corporate governance code. The board operated its business with transparency for the benefit of all stakeholders

-Wilaiwan Srisamrual-

(Mrs. Wilaiwan Srisamrual)

Chairman of the Nomination and Remuneration Committee

Report of the Corporate Governance and Risk Management Committee

The Corporate Governance and Risk Management Committee consists of 1 independent director and 3 executive directors who are Mr. Varunyoo Sila as Chairman, Mrs. Wilaiwan Srisamrual, Mr. Thepthai Sila, and Mr. Sarawut Charuchinda. In 2023, the Risk Management Committee has arranged 5 meetings and directors attended all 5 meetings. A summary of the operational work is as follows:

1. Monitored the progress of operations according to the 2022 risk assessment and risk management: damage from fire and natural disasters, the risk of employees not following the work manual, public utility system risk that may affect the auction, the risk of disclosure of personal information, and the risk of returning the auctioned vehicle in various cases.
2. Supervise and set forth the risk management guidelines in accordance with the corporate governance principles
3. Considered the new risk assessment and risk management for 2023.
4. Considered the setting of plans and guidelines for risk assessment and management in 2023.
5. Considered appointing the secretary of the Risk Management Committee in place of the resigned secretary.
6. Reviewed the Charter of the Executive Committee in the Meeting No. 5/2023 on 15 December 2023.
7. Consider to change name of the Risk Management Committee to the Corporate Governance and Risk Management Committee to expand scope of power and duties for better and efficient operations.

The Corporate Governance and Risk Management Committee was of the opinion that in 2022, the Company had a risk management system that was able to sufficiently oversee the Company's major risk and it was suitable for the business operations. This included continually managing risk in accordance with the changing circumstances. Consequently, the Company's material risks can be effectively controlled to be in acceptable levels, so it can be confident that business operations' target can be achieved for the best interest of the shareholders and all stakeholder groups.

-Varunyoo Sila-

(Mr. Varunyoo Sila)

Chairman of the Corporate Governance and Risk Committee

Report of the Executive and Sustainable Development Committee

The Executive Committee has been changed the name to the Executive and Sustainable Development Committee on 14 November 2023 to conduct duties on sustainable development more clearly conforming to the Company's business directions. The member consists of 5 executive directors who are Mr. Suvit Yoadjarust as Chairman, Mr. Thepthai Sila, Mr. Weidt Nuchjalearn, Mr. Sarawut Charuchinda, and Mr. Varunyoo Sila. In 2023, the Executive Committee has arranged 24 meetings and directors attended all 24 meetings. A summary of the operational work is as follows:

1. Considered and Established Business Policies and Strategic Plans: The Committee considered and gave initial comments regarding the Company's business management policy and strategies and also considered the appropriateness of the business plan and the annual budget by continually monitoring the operational results on a monthly basis. Suggestions were also given for the benefit of the management of the Company. The Executive Committee operated in accordance with the strategy in order to support growth and increase long-term competitiveness.

2. Monitored and Followed up with the Company's Performance: The Committee monitored and followed up with the Company's performance of every department on a monthly basis so that it was in accordance with the plan assigned by the Board of Directors.

3. Considered and Gave Opinions Regarding Investments in Various Projects of the Company: The Committee considered and gave comments regarding investments for various Company projects by analyzing opportunities, obstacles, and determining risk management policies for financial activities or making investments in various projects of the Company. This included monitoring and making evaluations before proposing them to the Board of Directors to create opportunities for potential investments and provide sustainable returns such as the increasing warehouse space in 10 provinces; Suphanburi, Kamphaeng Phet, Nakhon Ratchasima (Pak Chong), Kalasin, Buriram, Nong Khai, Krabi, Prachinburi, Loei, and Chaiyaphum, including developing systems or programs to support auctions, etc.

4. Supervised Company Management: The Committee supervised the Company's management so that it operated in accordance with the legal requirements and ethics were in accordance with good corporate governance principles to prevent any conflicts of interest and maximize the efficiency and effectiveness of the operations.

5. The sustainable development: the Board of Directors assigned the team of employees to attend the Sustainable Development Journey 2023 Program, which is a workshop, comprising S01 - S04 Courses: Corporate Sustainability Strategy, Class 4, arranged by the Stock Exchange of Thailand. Knowledge gained from this workshop has been analyzed and prepared as issues to define strategy and management plan to drive business sustainably in the long-term which can help and create benefits to the stakeholders throughout the value chain sustainably.

6. Reviewed the Charter of the Executive and Sustainable Development Committee: The Committee reviewed the charter of the Executive and Sustainable Development Committee annually, during the Meeting No. 21/2023, held on 14 November 2023. This was to ensure that the assigned operations were complete in accordance with the rules and guidelines of the Office of Securities and Exchange Commission.

The Executive and Sustainable Development Committee performed its duties as assigned by the Board of Directors and used the knowledge and abilities to perform these duties prudently, cautiously, and appropriately in order to manage the business to achieve its vision, mission, and goals as well as the Company's business strategy at full capacity. The Executive Committee took into account the best interests of the Company, shareholders, and every group of stakeholders in order to build confidence in operations and also supervised the management of the Company for effective and sustainable operations.

-Suvit Yoadjarust-
(Mr. Suvit Yoadjarust)
Chairman of the Executive and
Sustainable Development Committee



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