



# **Annual Registration Statement / Annual Report**

## **Form 56-1 One Report**

### **(Structured Data Report)**

**UNIVENTURES PUBLIC COMPANY LIMITED**

Fiscal Year End 30 September 2022



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# Group Structure and Operations

## Group Structure and Operations

### Business Overview and Policies (1.1)

#### Company Information (1.1.5)

Company Name : UNIVENTURES PUBLIC COMPANY LIMITED

Symbol : UV

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

Province : Bangkok

Postcode : 10330

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

Registration Number : 0107537001030

Telephone : 0-2643-7100

Fax (if applicable) : 0-2256-0505

Website : [www.univentures.co.th](http://www.univentures.co.th)

Email : [uv-comsec@univentures.co.th](mailto:uv-comsec@univentures.co.th)

Total Shares Sold (shares)

Common Stock : 1,911,926,537

Preferred Stock : 0

## Business Operations (1.2)

### Revenue Structure (1.2.1)

#### By Product Line or Business Grouping

	2020	2021	2022
Total (Thousand baht)	4,370,100.86	3,427,633.22	15,270,035.98
Investment business (Thousand baht)	24,985.98	36,588.50	9,481,254.22
Real estate business and related business (Thousand baht)	3,214,859.17	1,869,749.39	3,969,958.13
Industrial business (Thousand baht)	1,075,125.84	1,406,261.87	1,811,974.92
Other income (Thousand baht)	55,129.87	115,033.46	6,848.71

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Investment business (%)	0.57	1.07	62.09
Real estate business and related business (%)	73.56	54.55	26.00
Industrial business (%)	24.60	41.03	11.87
Other income (%)	1.26	3.36	0.04

#### By Geographical Area or Market

	2020	2021	2022
Total (Thousand baht)	4,370,100.86	3,427,633.22	15,270,035.98
Domestic (Thousand baht)	4,167,779.36	3,148,238.18	14,818,780.31
Japan (Thousand baht)	18,559.33	29,731.13	40,656.06
New Zealand (Thousand baht)	61,390.61	57,886.91	141,398.09
Singapore (Thousand baht)	64,094.89	103,406.46	129,657.79

	2020	2021	2022
Total (%)	100.00	100.00	100.00
Domestic (%)	95.37	91.85	97.04
Japan (%)	0.42	0.87	0.27
New Zealand (%)	1.40	1.69	0.93
Singapore (%)	1.47	3.02	0.85

## Information on Products and Services (1.2.2)

### Product/Service Information and Business Innovation Development (1.2.2.1)

Research and Development (R&D) Policy : Yes

(Unit : Thousand baht)	2020	2021	2022
R&D expenses in the past 3 years	0.00	0.00	0.00

# Risk Management

# Risk Management

## Risk Factors (2.2)

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

### Strategic Risk

Changes that may affect the company's business operations in the next 3-5 years (Emerging risks)	: Yes
Changes in the industry in which the company operates	: No
Changes in behavior or needs of customers / consumers	: No
Changes in government policy and the enforcement of new laws or regulations	: Yes
Changes in policies or international agreements related to business operations	: N/A
Technological advancement	: No
Changes in business operations of partners in the supply chain	: No
Reliance on major shareholders or affiliates of major shareholders or managements	: No
Reliance on large customers or few customers	: Yes
Reliance on large partners/distributors or few partners/distributors	: Yes
Damage to company image and reputation	: No

### Operational Risk

Loss of employees in key positions	: No
Shortage of skilled workers	: No
Shortage of raw materials or productive resources	: No
Error, failure or lack of proper control regarding company's systems or work process	: No
Human error in business operations	: No



Product obsolescence	: No
Information security and cyber-attack	: Yes
Loss or damage from non-compliance of partners or counterparties	: No
Delays in the development of new projects	: No
Business operations that have no commercial results	: No
Lease agreement execution	: No
Safety, occupational health, and working environment	: No
Climate change and disasters	: No
Impact on the environment	: Yes
Impact from population structure	: No
Impact on human rights	: No
Corruption	: No

#### **Compliance Risk**

Change in laws and regulations	: Yes
Outdated laws and regulations	: No
Violations of laws and regulations	: No
Corporate Governance	: No

#### **Financial Risk**

Lack of proper and sufficient sources of funding	: No
Change in financial and investment policies of financial institutions that affect business operations	: Yes
Default on payment or exchange of goods	: No

Fluctuation in exchange rates, interest rates, or the inflation rate	: Yes
Fluctuation in return on assets or investment	: Yes
Unhedged loan and borrowing in a foreign currency	: No

**Risk to Securities Holder (2.2.2)**

Return from investment of securities holder	: Yes
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**Risk to Securities Holder from Investing in Foreign Securities (Applicable to only foreign companies) (2.2.3)**

Investment risk	: No
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# Sustainable Development

## Sustainable Development

### Sustainability Management Policy and Targets (3.1)

## Sustainability Management Policy and Targets

Sustainability management policy and guideline : Yes

Company website on sustainable development : <https://www.univentures.co.th/pdf/%E0%B8%99%E0%B9%82%E0%B8%A2%E0%B8%9A%E0%B8%B2%E0%B8%A2%E0%B8%81%E0%B8%B2%E0>  
(if applicable)

### Environmental Aspect (3.3)

### Policy and Guideline on Environmental Aspect (3.3.1)

Company environmental policy and guideline : Yes

Company website on sustainable development – environmental aspect (if applicable)	: <a href="https://www.univentures.co.th/pdf/sustainable/th/%E0%B8%99%E0%B9%82%E0%B8%A2%E0%B8%9A%E0%B8%B2%E0%B8%A2%E0%B8%81%E0%B8%B2%E0%B8%A3%E0%B8%88%E0%B8%B1%E0%B8%94%E0%B8%">https://www.univentures.co.th/pdf/sustainable/th/%E0%B8%99%E0%B9%82%E0%B8%A2%E0%B8%9A%E0%B8%B2%E0%B8%A2%E0%B8%81%E0%B8%B2%E0%B8%A3%E0%B8%88%E0%B8%B1%E0%B8%94%E0%B8%</a>
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### Results with Respect to the Environmental Aspect (3.3.2)

## 1. Energy management

### 1.1 Fuel consumption

Information on fuel consumption : Yes

	2020	2021	2022
Natural gas (kg)	N/A	N/A	394,517,000.00

## 1.2 Electricity consumption

Information on electricity consumption : Yes

	2020	2021	2022
Amount of electricity purchased (kWh)	N/A	N/A	65,590,273.00

## 2. Water management

### 2.1 Water consumption

Information on water consumption : Yes

	2020	2021	2022
Water consumption (cubic meters)	N/A	N/A	1,384,054.00

## 3. Waste management

### 3.1 Waste from operations

Information on waste from operations : Yes

	2020	2021	2022
Non-hazardous waste (kg)	N/A	N/A	651,100.00
Hazardous waste (kg)	N/A	N/A	84,420.00
<b>Total (kg)</b>	N/A	N/A	735,520.00

## 4. Greenhouse gas management

### 4.1 Greenhouse gas emissions

Information on greenhouse gas emissions : Yes

	2020	2021	2022
Scope 1 (Tons of carbon dioxide equivalents)	N/A	N/A	8,363.67
Scope 2 (Tons of carbon dioxide equivalents)	N/A	N/A	1,139.44
Scope 3 (Tons of carbon dioxide equivalents)	N/A	N/A	65,804.21
<b>Total (Tons of carbon dioxide equivalents)</b>	N/A	N/A	75,307.32

#### **4.2 Verification of greenhouse gas emissions**

Third-party verification : Yes

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

### Social Aspect (3.4)

### Policy and Guideline on Social Aspect (3.4.1)

Human rights policy : Yes

Company website on human rights policy (if applicable) :

### Results with Respect to the Social Aspect (3.4.2)

## 1. Information about employees

### 1.1 Total number of employees

	2020	2021	2022
Number of male employees (persons)	360	339	805
Number of female employees (persons)	314	317	641
<b>Total (persons)</b>	674	656	1,446

## 1.2 Employee remuneration

	2020	2021	2022
Employee remuneration (baht)	405,250,000.00	428,400,000.00	739,160,000.00

### 1.3 Employee development and training

Information on employee development and training : Yes

	2020	2021	2022
Average training hours of employees (hour / person / year)	11.72	32.80	13.41
Employee development and training expenses (baht)	3,850,000.00	3,500,000.00	1,985,151.00

#### 1.4 Health, safety and work environment

Information on Safety : Yes

	2020	2021	2022
Number of employee work injuries leading to employee absence (times)	2.00	0.00	5.00

#### 1.5 Employee retention

Information on employee retention : Yes

	2020	2021	2022
Percentage of employees who voluntarily resigned (%)	16.20	24.49	27.20

#### 2. Information on community and society

Activities or projects organized for the community and society : Community engagement; Education; Quality of life, health, and sport; The disabled and the disadvantaged



# Corporate Governance Policy

## Corporate Governance Policy

### Overview of the Corporate Governance Policy and Guideline (6.1)

#### Corporate Governance Policy

Corporate Governance Policy : -

Company website on corporate governance policy : [https://www.univentures.co.th/myAdmin/upload/\\_corporate/file/img\\_2b2fbde0ac62617902fe83e2ee877941.pdf](https://www.univentures.co.th/myAdmin/upload/_corporate/file/img_2b2fbde0ac62617902fe83e2ee877941.pdf)

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

##### 1. Policy and guideline related to the board of directors

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

## Code of Conduct (6.2)

### Establishing a Code of Conduct

#### 1. Establishing a Code of Conduct

Code of Conduct : Yes

#### 2. Policy and Guideline related to the Code of Conduct

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

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

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

### Board of Directors (7.2)

#### Composition of the board of directors (7.2.1)

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

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

##### 1. List of directors

General information	Position	Date position was assumed	Experience and expertise
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1. Ms. POTJANEE THANAVARANIT	Chairman of the board (Non-executive, Independent director)	18 Jul 2007	Law, Audit, Finance, Sustainability, Banking, Governance/ Compliance, Accounting, Insurance, Corporate Management, Internal Control, Risk Management, Food & Beverage, Property Development, Corporate Social Responsibility, Property Fund & REITs, Strategic Management, Change Management, Human Resource Management, Budgeting, Data Analysis, Commerce, Finance & Securities, Economics, Information & Communication Technology
Gender: Female			
Age: 76 years old			
Highest level of education:			
Master's degree			
Major: Business Administration	Director type:		
Thai nationality: Yes	Original director		
Residing in Thailand: Yes			
2. Mr. THAPANA SIRIVADHANABHAKDI	Vice Chairman (Non-executive)	18 Jul 2007	Strategic Management, Risk Management, Corporate Management, Finance, Sustainability, Corporate Social Responsibility, Governance/ Compliance, Food & Beverage, Economics, Property Development, Change Management, Human Resource Management, IT Management, Marketing, Data Analysis, Negotiation, Transportation & Logistics, Accounting, Leadership, Engineering, Information & Communication Technology
Gender: Male			
Age: 47 years old			
Highest level of education:			
Master's degree	Director type:		
Major: Economics	Original director		
Thai nationality: Yes			
Residing in Thailand: Yes			

<p>3. Mr. PANOTE SIRIVADHANABHAKDI</p> <p>Gender: Male</p> <p>Age: 45 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Science in Analysis, Design and Management of Information System</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Vice Chairman (Non-executive)</p> <p>Director type: Original director</p>	<p>18 Jul 2007</p>	<p>Property Fund &amp; REITs, Strategic Management, Corporate Management, Finance, Sustainability, Governance/ Compliance, Property Development, Risk Management, Information &amp; Communication Technology, Corporate Social Responsibility, Law, Data Management, Change Management, Human Resource Management, IT Management, Brand Management, Project Management, Data Analysis, Transportation &amp; Logistics, Agribusiness, Leadership, Energy &amp; Utilities, Engineering</p>
<p>4. Mr. SUWIT CHINDASANGUAN</p> <p>Gender: Male</p> <p>Age: 69 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Economics</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive, Independent director)</p> <p>Director type: Original director</p>	<p>13 Oct 2003</p>	<p>Risk Management, Audit, Internal Control, Governance/ Compliance, Media &amp; Publishing, Information &amp; Communication Technology, Economics, Data Management, IT Management, Project Management, Data Analysis, Banking</p>
<p>5. Mr. TITHIPHAN CHUERBOONCHAI</p> <p>Gender: Male</p> <p>Age: 70 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Law</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>	<p>Director (Non-executive, Independent director)</p> <p>Director type: Re-elected as director</p>	<p>27 Jun 2016</p>	<p>Law, Risk Management, Audit, Sustainability, Internal Control, Governance/ Compliance, Property Development, Corporate Social Responsibility, Finance, Accounting, Negotiation, Transportation &amp; Logistics, Banking, Insurance, Petrochemicals &amp; Chemicals, Commerce</p>

6. Mr. SITHICHA CHAIKRIANGKRAI Gender: Male Age: 68 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Re-elected as director	18 Jul 2007	Property Fund & REITs, Risk Management, Budgeting, Audit, Finance, Sustainability, Procurement, Governance/ Compliance, Accounting, Property Development, Food & Beverage, Fund Management, Data Analysis, Internal Control, Banking, Agribusiness, Packaging, Insurance, Statistics, Finance & Securities
7. Mr. NARARAT LIMNARARAT Gender: Male Age: 64 years old Highest level of education: Master's degree Major: Finance Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Original director	27 Jun 2016	Strategic Management, Risk Management, Finance, Accounting, Property Development, Media & Publishing, Economics, Finance & Securities, Budgeting, Data Analysis, Negotiation, Corporate Social Responsibility, Banking
8. Mr. WORAWAT SRISA-AN Gender: Male Age: 50 years old Highest level of education: Master's degree Major: Urban Planning Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Re-elected as director	30 Jun 2013	Strategic Management, Risk Management, Corporate Management, Project Management, Sustainability, Corporate Social Responsibility, Governance/ Compliance, Property Development, Architecture, Data Management, Change Management, Human Resource Management, Brand Management, Marketing, Negotiation, Leadership, Data Analysis

9. Mr. KHUMPOL POONSONEE	Director	25 Jan 2021	Strategic Management, Risk
Gender: Male	(Executive)		Management, Corporate
Age: 51 years old			Management, Project
Highest level of education:	Director type:		Management, Finance,
Master's degree	Original director		Sustainability, Corporate
Major: Business Administration			Social Responsibility,
Thai nationality: Yes			Governance/ Compliance,
Residing in Thailand: Yes			Property Development,
			Property Fund & REITs, Fund
			Management, Data Analysis,
			Negotiation, Leadership,
			Finance & Securities,
			Economics

## 2. List of directors who resigned/vacated their position during the year

General information	Position	Tenure	Replacement Director
No information			

## 3. Other Information pertaining to committees

The Chairman is an independent director : Yes

The Chairman and the manager are the same person : No

The Chairman and the manager are members of the same family : No

The company appoints at least one independent director to determine the agenda  
of the Board of Directors' meetings : No



## Sub-committees (7.3)

### Information about sub-committees (7.3.2)

#### 1. Audit Committee

##### 1.1 List of audit committee members

General information	Position	Date position was assumed	Experience and expertise
1. Mr. SUWIT CHINDASANGUAN [1] Gender: Male Age: 69 years old Highest level of education: Master's degree Major: Economics Thai nationality: Yes Residing in Thailand: Yes	Chairman of the audit committee (Non-executive, Independent director) Director type: Original director	9 Dec 2005	Risk Management, Audit, Internal Control, Governance/ Compliance, Media & Publishing, Information & Communication Technology, Economics, Data Management, IT Management, Project Management, Data Analysis, Banking
2. Ms. POTJANEE THANAVARANIT [1] Gender: Female Age: 76 years old Highest level of education: Master's degree Major: Business Administration Thai nationality: Yes Residing in Thailand: Yes	Audit committee (Non-executive, Independent director) Director type: Original director	18 Jul 2007	Law, Audit, Finance, Sustainability, Banking, Governance/ Compliance, Accounting, Insurance, Corporate Management, Internal Control, Risk Management, Food & Beverage, Property Development, Corporate Social Responsibility, Property Fund & REITs, Strategic Management, Change Management, Human Resource Management, Budgeting, Data Analysis, Commerce, Finance & Securities, Economics, Information & Communication Technology

3. Mr. TITHIPHAN CHUERBOONCHAI [1]	Audit committee	27 Jun 2016	Law, Risk Management,
Gender: Male	(Non-executive,		Audit, Sustainability,
Age: 70 years old	Independent		Internal Control,
Highest level of education: Master's degree	director)		Governance/ Compliance,
Major: Law			Property Development,
Thai nationality: Yes	Director type: Re-		Corporate Social
Residing in Thailand: Yes	elected as director		Responsibility, Finance,
			Accounting, Negotiation,
			Transportation &
			Logistics, Banking,
			Insurance, Petrochemicals
			& Chemicals, Commerce

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

## 1.2 List of audit committee who resigned/vacated their position during the year

General information	Position	Tenure	Replacement Director
No information			

## 2. Other sub-committees

### 2.1 Sub-committees information

Name of sub-committees	List of directors	Position
The Executive Committee	Mr. THAPANA SIRIVADHANABHAKDI	Chairman
	Mr. PANOTE SIRIVADHANABHAKDI	Vice chairman
	Mr. SITHICHAI CHAIKRIANGKRAI	Member
	Mr. NARARAT LIMNARARAT	Member
	Mr. WORAWAT SRISA-AN	Member
	Mr. KHUMPOL POONSONEE	Member
The Remuneration and Nomination Committee	Ms. POTJANEE THANAVARANIT	Chairman
	Mr. THAPANA SIRIVADHANABHAKDI	Member
	Mr. PANOTE SIRIVADHANABHAKDI	Member
	Mr. NARARAT LIMNARARAT	Member
The Corporate Governance Committee	Mr. TITHIPHAN CHUERBOONCHAI	Chairman
	Mr. SUWIT CHINDASANGUAN	Member
	Mr. PANOTE SIRIVADHANABHAKDI	Member
	Mr. WORAWAT SRISA-AN	Member

The Sustainability and Risk Management Committee	Mr. KHUMPOL POONSONEE	Chairman
	Mr. Bundit Muangsornkeaw	Member
	Mr. Korntawat Kingngoen	Member
	Mrs. Monta Lekhawattana	Member
	Mr. Panom Pommiratana	Member
	Mrs. Pahfun Chitmittraphap	Member
	Ms. Chanphen Thaworncharoenpon	Member
	Ms. Taddao Chirasawadi	Member
	Mr. Akaparp Suphaklert	Member
	Mr. Ekkapong Tangsirimanakul	Member
	Mr. Nuttachai Veerakul	Member

## 2.2 Roles of Sub-committees

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

## Executives (7.4)

### List and positions of the executive (7.4.1)

#### 1. The four highest-ranking executives

General information	Position	Date position was assumed	Experience and expertise
1. Mr. KHUMPOL POONSONEE Gender: Male Age: 51 years old Highest level of education: Master's degree Major: Business Administration	PRESIDENT	1 Oct 2020	Strategic Management, Risk Management, Corporate Management, Project Management, Finance, Sustainability, Corporate Social Responsibility, Governance/ Compliance, Property Development, Property Fund & REITs, Fund Management, Data Analysis, Negotiation, Leadership, Finance & Securities, Economics
2. Mr. Bundit Muangsonkeaw [1] Gender: Male Age: 53 years old Highest level of education: Master's degree Major: Business Administration	Senior Executive Vice President - Budget, Finance and Accounting	1 Mar 2021	Strategic Management, Risk Management, Corporate Management, Budgeting, Audit, Data Analysis, Finance, Procurement, Accounting, Sustainability, Corporate Social Responsibility, Property Development, Change Management, Human Resource Management, Project Management, Marketing, Negotiation, Health Care Services, Internal Control, Leadership, Commerce, Economics

<p>3. Mr. Korntawat Kingngoen</p> <p>Gender: Male</p> <p>Age: 57 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Finance</p>	<p>Executive Vice President – Industrial Business</p>	<p>14 Mar 2016</p>	<p>Risk Management, Corporate Management, Strategic Management, Industrial Materials &amp; Machinery, Sustainability, Corporate Social Responsibility, Petrochemicals &amp; Chemicals, Finance, Governance/ Compliance, Change Management, Human Resource Management, Budgeting, Marketing, Data Analysis, Negotiation, Personal Products &amp; Pharmaceuticals, Home &amp; Office Products, Procurement, Banking, Leadership, Commerce, Finance &amp; Securities, Economics, Steel</p>
<p>4. Mrs. Monta Lekhawattana</p> <p>Gender: Female</p> <p>Age: 58 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Arts</p>	<p>Executive Vice President – Corporate Services</p>	<p>1 Mar 2021</p>	<p>Human Resource Management, Corporate Management, Home &amp; Office Products, Procurement, Sustainability, Corporate Social Responsibility, Strategic Management, Data Management, Change Management, Budgeting, Audit, Tourism &amp; Leisure, Data Analysis, Negotiation, Transportation &amp; Logistics, Internal Control, Insurance, Food &amp; Beverage, Finance &amp; Securities, Personal Products &amp; Pharmaceuticals</p>
<p>5. Ms. Atchariya Angsutam</p> <p>Gender: Female</p> <p>Age: 46 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p>	<p>Senior Vice President – Corporate Finance Department</p>	<p>1 Jan 2022</p>	<p>Risk Management, Data Analysis, Finance, Sustainability, Corporate Social Responsibility, Finance &amp; Securities, Budgeting, Property Development</p>

6. Ms. Kanokkorn Pornsawat	Senior Vice President	1 Jan 2022	Risk Management,
Gender: Female	- Investment Strategy		Budgeting, Data Analysis,
Age: 39 years old	Department		Finance, Data Management,
Highest level of education: Master's degree			Negotiation
Major: Business Administration			

[1] Highest responsibility in accounting and finance

[2] Directly responsible for financial account supervision

## Executive director and executive remuneration (7.4.2 – 7.4.3)

### 1. Remuneration policy for executive directors and executives

Remuneration policy for executive directors and executives : Yes

### 2. Remuneration

	2020	2021	2022
Total executive director and executive remuneration (baht)	92,020,000.00	76,410,000.00	144,520,000.00

### 3. Other forms of remuneration

Employee Stock Ownership Plan (ESOP) : No

Employee Joint Investment Program (EJIP) : No

## Employees (7.5)

### Information about company employees

#### 1. Employees

Number of male employees (persons)	: 805
Number of female employees (persons)	: 641
Total (persons)	: 1446

#### 2. Employee Remuneration

Total employee remuneration	: 739,160,000.00
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#### 3. Provident fund

Information on employee provident fund	: Yes
Total number of employees (persons)	: 1446
Number of employees contributing to the PVD (persons)	: 487
Percentage of employees who are members (%)	: 33.68

## Other Significant Information (7.6)

### Other significant information

#### 1. Assigned persons

##### 1.1 Person assigned to take direct responsibility for accounting oversight

Person assigned to take direct  
responsibility for accounting oversight : Yes

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

##### 1.2 Company secretary

Company secretary : Yes

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

##### 1.3 Head of internal audit

Head of internal audit : Yes

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



#### 1.4 Head of compliance unit

Head of compliance unit : Yes

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

#### 1.5 Head of investor relations

Head of investor relations : Yes

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

#### 2. Company's auditor

Company	Names and general information of auditors	Audit fee (baht)	Other non-audit fees (baht)
1. KPMG PHOOMCHAI AUDIT COMPANY LIMITED	1. Ms. Nittaya Chetchotiros Email: nittaya@kpmg.co.th Telephone: 02-677-2000	850,000.00	Details: Prepare a report on transfer pricing under the Revenue Code Total service fee (baht): 200,000.00

# Performance Report on Corporate Governance

# Performance Report on Corporate Governance

## Summary of Director Performance (8.1)

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

#### 1. List of new directors appointed in the past year

##### 1.1 Re-elected as director

General information	Position	Date position was assumed	Experience and expertise
<b>1. Mr. TITHIPHAN CHUERBOONCHAI</b> Gender: Male Age: 70 years old Highest level of education: Master's degree Major: Law Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive, Independent director)  Director type: Re-elected as director	Date position was assumed: 27 Jun 2016	Law, Risk Management, Audit, Sustainability, Internal Control, Governance/ Compliance, Property Development, Corporate Social Responsibility, Finance, Accounting, Negotiation, Transportation & Logistics, Banking, Insurance, Petrochemicals & Chemicals, Commerce
<b>2. Mr. SITHICHAJ CHAIKRIANGKRAI</b> Gender: Male Age: 68 years old Highest level of education: Bachelor's degree Major: Accounting Thai nationality: Yes Residing in Thailand: Yes	Director (Non-executive)  Director type: Re-elected as director	Date position was assumed: 18 Jul 2007	Property Fund & REITs, Risk Management, Budgeting, Audit, Finance, Sustainability, Procurement, Governance/ Compliance, Accounting, Property Development, Food & Beverage, Fund Management, Data Analysis, Internal Control, Banking, Agribusiness, Packaging, Insurance, Statistics, Finance & Securities

3. Mr. WORAWAT SRISA-AN	Director	Date position was	Strategic Management, Risk
Gender: Male	(Non-executive)	assumed:	Management, Corporate
Age: 50 years old		30 Jun 2013	Management, Project
Highest level of education: Master's degree	Director type: Re-elected as director		Management,
Major: Urban Planning			Sustainability, Corporate
Thai nationality: Yes			Social Responsibility,
Residing in Thailand: Yes			Governance/ Compliance,
			Property Development,
			Architecture, Data
			Management, Change
			Management, Human Resource
			Management, Brand
			Management, Marketing,
			Negotiation, Leadership,
			Data Analysis

## 1.2 Newly appointed director to replace ex-director

General information	Position	Date position was assumed	Experience and expertise
No information			

## 1.3 Additional and newly-appointed directors

General information	Position	Date position was assumed	Experience and expertise
No information			

## 2. Development of directors over the past year

List of directors	Position	Participated in director development program
Ms. POTJANEE THANAVARANIT	Chairman of the board	/
Mr. THAPANA SIRIVADHANABHAKDI	Vice Chairman	/
Mr. PANOTE SIRIVADHANABHAKDI	Vice Chairman	/
Mr. SUWIT CHINDASANGUAN	Director	/

Mr. TITHIPHAN CHUERBOONCHAI	Director	/
Mr. SITHICHAJ CHAIKRIANGKRAI	Director	/
Mr. NARARAT LIMNARARAT	Director	/
Mr. WORAWAT SRISA-AN	Director	/
Mr. KHUMPOL POONSONEE	Director	/

### 3. Directors' performance assessment

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

## Meeting attendance and remuneration to each Board member (8.1.2)

### 1. Meetings involving company directors

Number of board meetings : 6

Date of AGM Meeting : 14 Jan 2022

Number of EGM meetings : 1

### 2. Attendance of each director

#### 2.1 Meeting information of current directors

List of directors	Position	Board meetings	AGM meetings	EGM meetings
1. Ms. POTJANEE THANAVARANIT	Chairman of the board	6/6	Attended the meeting	1/1
2. Mr. THAPANA SIRIVADHANABHAKDI	Vice Chairman	6/6	Attended the meeting	1/1
3. Mr. PANOTE SIRIVADHANABHAKDI	Vice Chairman	6/6	Attended the meeting	1/1
4. Mr. SUWIT CHINDASANGUAN	Director	6/6	Attended the meeting	1/1
5. Mr. TITHIPHAN CHUERBOONCHAI	Director	6/6	Attended the meeting	1/1
6. Mr. SITHICHA CHAIKRIANGKRAI	Director	6/6	Attended the meeting	1/1
7. Mr. NARARAT LIMNARARAT	Director	6/6	Attended the meeting	1/1
8. Mr. WORAWAT SRISA- AN	Director	6/6	Attended the meeting	1/1
9. Mr. KHUMPOL POONSONEE	Director	6/6	Attended the meeting	1/1

## 2.2 Meeting information of directors who resigned/vacated their position during the year

List of directors	Position	Board meetings	AGM meetings	EGM meetings
No information				

### 3. Remuneration for company directors

#### 3.1 Remuneration information for current directors

List of directors	Meeting allowance (baht)	Salary (baht)	Bonus (baht)	Other (baht)	Total (baht)
1. Ms. POTJANEE THANAVARANIT	194,000.00	780,000.00	1,200,000.00	0.00	2,174,000.00
2. Mr. THAPANA SIRIVADHANABHAKDI	156,000.00	600,000.00	0.00	0.00	756,000.00
3. Mr. PANOTE SIRIVADHANABHAKDI	192,000.00	540,000.00	0.00	0.00	732,000.00
4. Mr. SUWIT CHINDASANGUAN	156,000.00	780,000.00	776,500.00	0.00	1,712,500.00
5. Mr. TITHIPHAN CHUERBOONCHAI	164,000.00	660,000.00	776,500.00	0.00	1,600,500.00
6. Mr. SITHICHAI CHAIKRIANGKRAI	120,000.00	540,000.00	776,500.00	0.00	1,436,500.00
7. Mr. NARARAT LIMNARARAT	156,000.00	540,000.00	776,500.00	0.00	1,472,500.00
8. Mr. WORAWAT SRISAHAN	156,000.00	540,000.00	0.00	0.00	696,000.00
9. Mr. KHUMPOL POONSONEE	120,000.00	300,000.00	0.00	0.00	420,000.00

#### 3.2 Remuneration information for directors who resigned/vacated their positions during the year

List of directors	Meeting allowance (baht)	Salary (baht)	Bonus (baht)	Other (baht)	Total (baht)
No information					



#### 4. Non-monetary remuneration for the board of directors

##### 4.1 Remuneration information for current directors

List of directors	D&O (Directors and Officers' Liability Insurance)	ESOP (Employee Stock Ownership Plan)	EJIP (Employee Joint Investment Program)
1. Ms. POTJANEE THANAVARANIT	/	-	-
2. Mr. THAPANA SIRIVADHANABHAKDI	/	-	-
3. Mr. PANOTE SIRIVADHANABHAKDI	/	-	-
4. Mr. SUWIT CHINDASANGUAN	/	-	-
5. Mr. TITHIPHAN CHUERBOONCHAI	/	-	-
6. Mr. SITHICHAI CHAIKRIANGKRAI	/	-	-
7. Mr. NARARAT LIMNARARAT	/	-	-
8. Mr. WORAWAT SRISA-AN	/	-	-
9. Mr. KHUMPOL POONSONEE	/	-	-

##### 4.2 Remuneration information for directors who resigned/vacated their positions during the year

List of directors	D&O (Directors and Officers' Liability Insurance)	ESOP (Employee Stock Ownership Plan)	EJIP (Employee Joint Investment Program)
No information			

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

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

#### 1. Audit committee meetings

Number of Audit committee meetings (times) : 5

#### 2. Audit committee meeting attendance

##### 2.1 Meeting information of current audit committee members

List of directors	Position	Audit Committee meetings
1. Mr. SUWIT CHINDASANGUAN	Chairman of the audit committee	5/5
2. Ms. POTJANEE THANAVARANIT	Audit committee	5/5
3. Mr. TITHIPHAN CHUERBOONCHAI	Audit committee	5/5

##### 2.2 Meeting information of audit committee members who resigned/vacated their position during the year

List of directors	Position	Audit Committee meetings
No information		

# Statement of Financial Position

## Statement of Financial Position

### Assets

(Unit : Thousand baht)	2020	2021	2022
<b>Current Assets</b>			
Cash And Cash Equivalents	2,854,391.99	2,310,259.94	738,433.05
Short-Term Investments – Net	16,330.00	0.00	2,222,934.70
Trade And Other Receivables – Current – Net	300,105.95	589,257.09	3,199,078.34
Inventories – Net	10,941,801.20	11,537,648.05	11,166,614.36
Other Current Assets	143,296.18	374,802.60	111,740.13
<b>Total Current Assets</b>	<b>14,255,925.32</b>	<b>14,895,967.68</b>	<b>17,438,800.58</b>
<b>Non-Current Assets</b>			
Trade And Other Receivables – Non-Current – Net	0.00	294,439.99	286,044.82
Investment In Subsidiaries, Associates And Joint Ventures Using The Equity Method – Net	447,830.98	401,886.00	429,174.92
Property, Plant And Equipment – Net	981,693.41	457,690.70	13,117,058.45
Other Non-Current Assets	231,037.39	333,810.87	607,059.68
<b>Total Non-Current Assets</b>	<b>5,507,577.28</b>	<b>2,054,276.84</b>	<b>22,193,591.18</b>
<b>Total Assets</b>	<b>19,763,502.60</b>	<b>16,950,244.52</b>	<b>39,632,391.76</b>

## Liabilities

(Unit : Thousand baht)	2020	2021	2022
<b>Current Liabilities</b>			
Bank Overdrafts And Short-Term Borrowings From Financial Institutions	2,150,000.00	1,700,000.00	1,758,000.00
Trade And Other Payables - Current	542,511.84	340,197.32	2,851,600.28
Short-Term Borrowings	0.00	500.00	607,499.99
Current Portion Of Long-Term Debts	317,200.00	2,060,659.40	5,400,282.89
Other Current Liabilities	13,942.64	10,794.41	108,499.30
<b>Total Current Liabilities</b>	<b>3,789,929.47</b>	<b>4,922,251.93</b>	<b>11,133,590.60</b>
<b>Non-Current Liabilities</b>			
Trade And Other Payables - Non-Current	7,175.26	445,668.43	836,494.65
Non-Current Portion Of Long-Term Debts	1,979,547.11	993,848.38	13,372,365.90
Other Non-Current Liabilities	968.05	1,254.07	3,063.35
<b>Total Non-Current Liabilities</b>	<b>5,090,111.02</b>	<b>1,531,913.27</b>	<b>14,998,959.84</b>
<b>Total Liabilities</b>	<b>8,880,040.49</b>	<b>6,454,165.20</b>	<b>26,132,550.44</b>

## Equity

(Unit : Thousand baht)	2020	2021	2022
Issued And Paid-Up Share Capital	1,911,926.54	1,911,926.54	1,911,926.54
Premium (Discount) On Share Capital	5,063,196.15	5,063,196.15	5,063,196.15
Retained Earnings (Deficits)	3,925,208.56	3,566,800.45	3,714,473.83
Other Components Of Equity	(78,262.12)	(75,267.11)	102,608.58
<b>Equity Attributable To Owners Of The Parent</b>	<b>10,822,069.13</b>	<b>10,466,656.02</b>	<b>10,792,205.09</b>
<b>Total Equity</b>	<b>10,883,462.11</b>	<b>10,496,079.32</b>	<b>13,499,841.32</b>

# Statement of Comprehensive Income

## Statement of Comprehensive Income

### Statement of Comprehensive Income

(Unit : Thousand baht)	2020	2021	2022
<b>Revenue</b>			
Revenue From Operations	4,275,725.02	3,111,308.17	15,142,146.66
<b>Total Revenue</b>	4,370,100.86	3,427,633.22	15,270,035.98
<b>Cost And Expenses</b>			
Costs	3,366,987.19	2,727,082.09	13,037,576.11
Selling And Administrative Expenses	808,960.02	652,171.34	1,570,675.65
<b>Total Cost And Expenses</b>	4,175,947.20	3,379,253.43	14,608,251.76
Share Of Profit (Loss) From Investments Accounted For Using The Equity Method	30,167.90	28,496.52	30,355.12
Finance Costs	(74,072.99)	(73,468.05)	(676,004.91)
Income Tax Expense	(44,471.52)	1,985.44	21,075.17
<b>Net Profit (Loss) For The Period</b>	105,777.05	5,393.70	37,209.60
Net Profit (Loss) Attributable To : Owners Of The Parent	129,381.02	30,169.08	167,852.65
<b>Basic Earnings (Loss) Per Share (Baht/Share)</b>	0.06767	0.01578	0.08779
EBITDA	368,622.14	211,195.73	1,468,390.20
Operating Profit	99,777.81	(267,945.27)	533,894,902.00
Normalize Profit	105,777.05	5,393.70	37,209.59



# Statement of Cash Flow

## Statement of Cash Flow

### Statement of Cash Flow

(Unit : Thousand baht)	2020	2021	2022
<b>Net Cash From Operating Activities</b>			
Depreciation And Amortisation	144,300.59	134,319.42	776,250.87
<b>Net Cash From (Used In) Operating Activities</b>	60,372.08	(1,022,912.85)	1,557,747.23
<b>Net Cash From Investing Activities</b>			
Payment For Purchase Of Fixed Assets	(66,944.35)	(119,365.24)	(397,229.49)
<b>Net Cash From (Used In) Investing Activities</b>	62,939.80	23,072.18	(2,299,737.51)
<b>Net Cash From Financing Activities</b>			
Dividend Paid	(1,912,668.28)	(39,038.53)	(30,592.75)
<b>Net Cash From (Used In) Financing Activities</b>	(1,495,349.91)	455,685.28	(922,992.39)

# Financial Ratios

## Financial Ratios

### Liquidity

	2020	2021	2022
Current ratio (times)	3.76	3.03	1.57
Quick ratio (times)	0.83	0.59	0.35
Cash flow liquidity ratio (Average) (times)	0.02	(0.23)	0.19
Average account recievable turnover (times)	13.42	11.39	9.33
Average collection period (days)	27.20	32.04	39.13
Average finish goods turnover (times)	0.00	0.00	0.00
Average finish goods turnover period (days)	0.00	0.00	0.00
Average inventory turnover (times)	0.32	0.26	1.19
Average inventory turnover period (days)	1,138.93	1,425.32	306.90
Average account payable turnover (times)	7.52	8.61	12.89
Average payment period (days)	48.51	42.39	28.32
Average cash cycle (days)	1,117.62	1,414.97	317.71

## Profitability

	2020	2021	2022
EBITDA margin (%)	8.44	6.16	9.62
Gross profit margin (%)	21.25	12.35	13.90
Operating margin (%)	2.33	(8.61)	4.02
Net profit margin (%)	2.42	0.16	0.24
Return on equity (ROE) (Average) (%)	0.90	0.05	0.31
Capacity utilization rate (%)	0.00	0.00	0.00
Fixed asset turnover ratio (times)	0.00	0.00	0.00
Gross profit margin (from project for sale) (%)	0.00	0.00	0.00
Operating margin before fuel expenses (%)	0.00	0.00	0.00
Other income to total income (%)	0.00	0.00	0.00
Cash from operation to operating profit (%)	0.00	0.00	0.00

## Financial Policy

	2020	2021	2022
Interest coverage ratio (times)	2.27	1.38	2.02
Debt service coverage ratio (times)	0.15	0.06	0.19
Total debts to total equity (times)	0.82	0.61	1.94
Interest-bearing debt to equity ratio (times)	0.41	0.45	1.57
Dividend per shares (baht/share)	0.02	0.02	0.05
Dividend payout ratio (%)	61.21	101.40	51.26
Dividend yield (%)	0.81	0.40	1.60
Debt from financial institutions to total liabilities (times)	0.78	0.79	0.92
Interest bearing debt due in 1 year to total interest bearing debt (times)	55.48	79.10	36.74
Interest bearing debt to EBITDA ratio (times)	12.06	22.51	14.40

## Efficiency

	2020	2021	2022
Asset turnover (Average) (times)	0.21	0.19	0.54
Return on asset (ROA) (Average) (%)	0.51	0.03	0.13
Return On Fixed Assets (%)	0.26	0.19	0.12