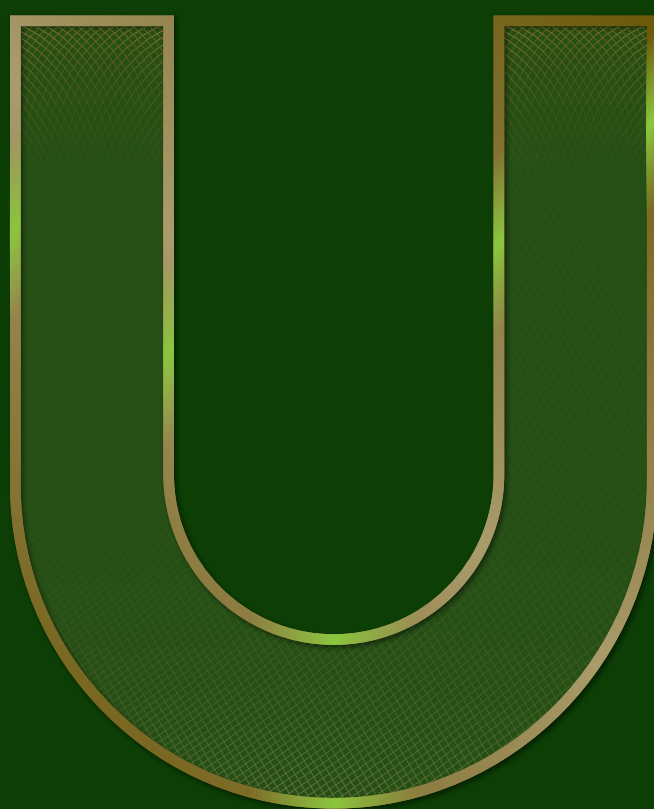


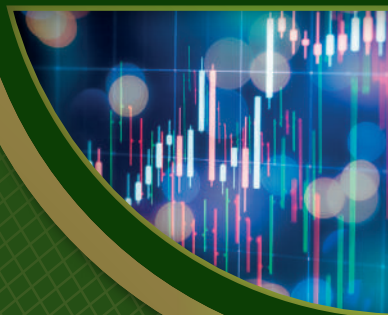
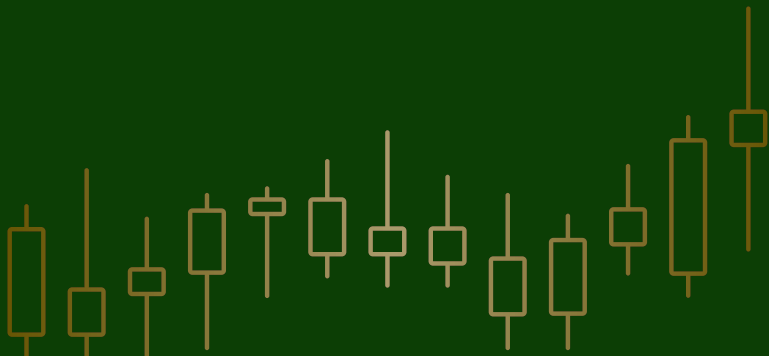


Form 56-1 One Report

2021



U-TRANSFORMATION



# U-TRANSFORMATION



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## 1.1

# OUR AMBITION AND STRATEGY



Vision



Mission



Core Values

### Vision

“Invent, invest, and develop products in the insurance business, financial services, and enhance real estate properties with quality, creativity, and sustainability.”

### Mission

“Committed to becoming a leader in the insurance business, financial services, and developing real estate properties while also adhering to the good governance in a creative and sustainable way to resonate the needs of customers and the rapid global changes, alongside stable and sustainable growth, taking into account the benefits of the community, society, environment, and all groups of stakeholders and shareholders”

### Core Values



United



Accountability



Good to Great



Innovation



Long Term



Ethics

## STRATEGY AND TARGET OVERVIEW

1.2



The Company has consecutively built and expanded its businesses. Last year, the Company has reviewed its long-term business strategies and direction, deciding to cease the real estate business to focus on the financial service industry, which has high potential of growing, in order to achieve its goal to generate higher investment return. Furthermore, the company will carry out business with sustainability good faith and transparency, and focusing on the life insurance business, financial services, development and investment in property and those related businesses. The company has set out 5 approaches to strengthen its business as follows:

### 1. Investment

- Invest in life insurance businesses, financial services, or other income-generating businesses.
- Minimize investment risks by investing in various assets and diverse level of customers.
- Increase the potential and value of assets by improving, developing, and finding management methods to heighten competitiveness out of business synergy.

### 2. Efficient use of funds

- Fund turnover by raising funds from businesses and assets such as asset conversion into cash flow by selling properties that require a lengthy period or a large amount of fund for development.

### 3. Building long-term sustainability

- Initiating and developing financial products and services to respond to changes in consumers lifestyles and the needs of customers which step into a digitalized and an aging community. The business has to be adjusted to meet consumers demand in long term.
- Raising environmental awareness by focusing on operating the business while caring for and protecting the environment.
- Recognizing the importance of human rights by operating the business on the basis of respect for human rights.
- Growing with community, society and environment by way of helps and supports one another.
- Creating added value for the Company and generating continuous and sustainable returns for shareholders.

### 4. Walk with Partners

- Having business partners equipped with expertise will bring an opportunity to learn, expand, and access to new business opportunities to the company and also reducing development risks and long-term investment in conventional business models.
- Having business partners in various industries will minimize risk of a single business. Diversity in business will strengthen and add values to the Company and stabilize it in the long run.

### 5. Growing along mass transit routes

In addition, the Company has been committed to developing personnel at all levels in preparation for the shifting trends of business to ensure stable and sustainable operations, and those that can generate consistent returns in the long run, by using areas and/or routes of certain mass transit system as a communication center to facilitate while also providing life insurance and financial services to consumers and customers.





1.6342

4.211





## MESSAGE FROM THE CHAIRMAN



**Keeree Kanajanapas**  
**Chairman of the Board of Directors**  
U City Public Company Limited

## Dear Shareholders and all stakeholders,

The coronavirus (COVID-19) outbreak has affected businesses in all sectors. This is inevitable, and everyone must adapt to the situation and move forward. Entrusted and with the full support from our shareholders, Board of Directors and Executives were able to make quick decisions and take actions to turn around the business situation. In 2021, the Company divested some of its assets, domestically and internationally, increasing the capital to strengthen its financial position. It also executed organisational and investment restructuring and revisited its business strategies. We believe that this is the right way to lead U City towards more sustainable growth.

We have made the decision to change our business strategy. U City will fully exit the real estate business and move towards the financial services business, with a focus on providing new financial services (non-traditional banking services). With available capital and resources, we are ready to seek opportunities, business cooperation, and synergy with BTS Group Holdings Public Company Limited, our major shareholder,

and partners of BTS Group under the “3M strategy” (Move Mix and Match). I am confident that we are fully equipped and can proceed as planned. Last year’s investments in Advance Life Assurance Public Company Limited (A LIFE), Jay Mart Public Company Limited (JMART), and Singer Thailand Public Company Limited (SINGER) were instrumental in bringing profit back to U City, proving that this strategic shift was the right move.

This year and in the future, the Company will still face challenges. So, it requires determination, being adaptive, and courage to move forward. For example, in the past, with an indomitable spirit to make U City grow exponentially, the Board of Directors and Executives aggressively expanded the hotel business in Europe. We will use this approach to grow the financial services business as well.

Finally, I would like to thank the shareholders, stakeholders, and employees for the confidence, patience, and continued support provided to the Company.



## MESSAGE FROM THE ACTING CHIEF EXECUTIVE OFFICER



**Miss Soraya Satiangoset**

**Acting CEO and CFO**

U City Public Company Limited

## Dear Shareholders and all stakeholders,

Continuing from 2020 throughout 2021, the Coronavirus (COVID-19) drastically affected and had adverse impacts on the hospitality business, the main business of U City. At the peak of the crisis, almost all of U City's 75 hotels were closed. Revenues fell by 90% from their pre-COVID peak, while the Company still had to carry a cost burden which consequently a net loss of THB 6.6 bn in 2020. Magnifying the difficulties was the uncertainty as to when the recovery would happen, the Company needed to act decisively.

With the necessity and the responsibility to sustain the shareholder value, the Company perceived the utmost importance of revisiting its business strategy. The strategic shift under which U City will fully exit from the real estate business and move into financial services will enable the Company to generate a higher return and be more resilient than doing the hospitality and real estate business.

With great support from the board of directors and the shareholders, the Company will allocate real estate divestment and the capital increase proceeds to expand the financial business with more potential. We believe this turning point will make the Company step towards sustainable growth. The initial financial services

investments, which include (1) Life insurance business for retail customers (micro-insurances) under A LIFE and (2) Investments in SINGER and JMART, have proven that the Company is on the right track. Combined, the swift response and the strategic shift have enabled U City to achieve a remarkable turnaround to a net profit of THB 92 mn for the year.

Within the financial business, the Company is now exploring "unconventional and innovative" products and services to adapt itself to the change of today's people lifestyle and the rise of disruptive technology. U City will focus on building a non-bank, non-traditional consumer-facing financial services company, where we can create synergy with our major shareholder BTS Group Holdings PCL, and its "3M strategy" (MOVE, MIX and MATCH). The Company expects to find further opportunities within this sector soon.

Finally, I would like to say thank you to each and every shareholder for your continued support and your confidence in U City. The management and employees of U City are working together to ensure that the Company will strive to overcome the challenges to further enhance shareholder return.

## 1.5 OUR HISTORY



**In 2021, the Company has invested in the insurance business and other businesses related to financial services.**

A LIFE	SINGER	JMART
<b>75%</b>	<b>24.64%</b>	<b>9.85%</b>

U City Public Company Limited (formerly Natural Park Public Company Limited) (“**Company**”) was incorporated on June 23, 1988, to operate in the business of full-scale real estate development for rent, service, sale, and administration. The Company was listed in the Stock Exchange of Thailand on February 15, 1993.

Since the establishment until today, the Company has experienced both cyclical ups and downs of the economy. At present, the Company has established concrete confidence among shareholders and investors, which can be confirmed by the success of additional fundraising throughout the years.

A milestone change took place in 2015 when BTS Group Holdings Public Company Limited (“**BTSG**”) acquired 35.64% of the Company’s total issued shares, as a result of the Company successfully acquiring all ordinary shares of BTS Assets Company Limited (“**BTSA**”) and Kamkoong Property Company Limited (“**Kamkoong**”), which are subsidiaries of BTSG on April 20, 2015. The Company has issued ordinary shares, representing 35.64% of the total issued shares of the Company and warrants to the BTSG as the consideration required for the acquisition of the businesses. Moreover, the Company has filed name and seal amendment to the Department of Business Development, the Ministry of Commerce, changing from Natural Park Public Company Limited to U City Public Company Limited, and requested a change on its abbreviated name in the security market, from originally “**NPARK**” to “**U**” in correspondence with the change of its name.





In 2017, the Company has acquired 24 hotels in Vienna Houses in 4 countries in Eastern Europe, including hotel management business, resulting in the Company owning both the hotels and the management brand of Vienna House Hotel.

Later in 2018, the Company received the entire business transfer (Entire Business Transfer: EBT) of Unicorn Enterprise Company Limited (“UE”), which is a wholly-owned subsidiary of BTS Group Holdings Company Limited (“BTSG”). The Company has been transferred 36 subsidiaries under UE, classified into 5 main business groups by type of business and nature of assets as follows: (1) hotel business under branded U (2) office building for rent; (3) management business; (4) joint venture with Sansiri Public Company Limited (“Sansiri”) to develop condominium projects; and (5) land banks

**Also, in 2021, the Company has invested in the insurance business and other businesses related to financial services.**

The Company acquired 75% shares of Advance Life Insurance Public Company Limited (“A LIFE”) through U Global Hospitality Co., Ltd., (“UGH”), which is a subsidiary of which 100% shares are held by the Company. A LIFE operates an insurance business, asset management, and commercial real estate brokerage according to its securities business licenses.

The Company acquired 24.64% shares of total voting rights of SINGER Thailand Public Company Limited (“SINGER”). SINGER is a distributor of electrical appliances, which offers sales on a hire-purchase basis, the business of giving consumer credit using vehicle ownership licenses as collateral as well as being an authorized broker for life and general insurance.

The Company acquired 9.85% shares of total voting rights of Jay Mart Public Company Limited (“JMART”). JMART operates by investing in other businesses with a core business of mobile phone, accessories and gadget distribution, on both retail and wholesale basis, and also invests in a wide range of businesses.

## 1.6

## SIGNIFICANT DEVELOPMENTS DURING THE PAST THREE YEARS



2019

2020

2021



### 2019

#### January

- On January 7, 2019, Vienna International Hotelmanagement AG (“**VHHM**”) (which is a subsidiary of the Company in Austria where the Company holds 100% of shares through Lombard Estate Holdings Limited, a subsidiary that the Company owns 100% of the paid-up capital) acquired a total of 100 ordinary shares or 100% of the paid-up capital of Glamford Investments sp. z o.o. (“Glamford”) from the Vistra Shelf Companies Sp. z o.o. at the total purchase price of 2,795.73 euro (or approximately 102,938.78 baht).

#### April

- On April 10, 2019, the Company entered into a purchase and sale agreement for all shares of Mo Chit Land Co., Ltd. (formerly BTS Assets Co., Ltd., which registered its name change to Mo Chit Land Co., Ltd. on November 20, 2018, and is a subsidiary, 100% shares of which are held by the Company), (“Mo Chit Land”) with Sino-Thai Engineering and Construction Public Company Limited (“STEC”) at the total purchase price of 4,320,000,000 baht.
- On April 30, 2019, Vienna House Germany II GmbH (“**VHG II**”) (a subsidiary in Germany, 100% shares of which are held by the Company through Lombard Estate Holdings Limited, a subsidiary that the Company owns 100% of its paid-up capital), signed a purchase and sale of common shares of 12 companies in Germany and in Switzerland (“Share Purchase Agreements”) with arcona Management GmbH (“arcona”) at the total purchase price of 24.7 million euro (or approximately 890,489,340 baht).



## May

- On May 23, 2019, the Company established a new subsidiary in Romania, which has a registered capital of 45,000 Romanian leu (or approximately 336,600 baht) to restructure the shareholding of the Company's subsidiaries according to the shareholding restructuring plan of the Company's subsidiaries that operate hotel business in Europe.
- On May 24, 2019, the Joint Venture of U City Public Company Limited, Amanresorts Services Limited and Silverlink Resorts Limited (the "Joint Venture"), and the Ministry of Finance have entered into (a) the Amendment to the Agreement in relation to the Joint Investment on Construction and Operation of Rong Pasee Roi Chak Sam Royal Land Development Project, Bangrak District, Bangkok dated May 10, 2005; and (b) the Memorandum to the Agreement in relation to the Joint Investment on Construction and Operation of Rong Pasee Roi Chak Sam Royal Land Development Project and the Lease Agreement for Royal Land located in Rong Pasee Roi Chak Sam, Bangrak District, Bangkok dated May 10, 2005 (the "Amendment Agreements"). The value of the built-transfer-lease building and the renovation of the historic building is not less than 1,040.57 million baht and the total consideration for land use and lease is in the amount of 1,659.34 million baht.

## June

- On June 4, 2019, VHG II received transfer of ordinary shares in 12 companies in Germany and Switzerland, as well as receiving rights of operating lease of 15 existing hotels (total number of rooms is 1,609 keys) consisting of hotels under (1) arcona brand, (2) arcona living brand and (3) Steigenberger brand, which are located in Germany and Switzerland from Arcona Management GmbH.





## July

- On July 31, 2019, VHG II received transfer of ordinary shares in 2 companies in Germany from Arcona Management GmbH, the detail of which are as set out in the Shares Purchase Agreement date 30 April 2019. In this regard, VHG II received rights of operating lease of 2 existing hotels (total number of rooms is 183 room keys) consisting of hotels under (1) arcona brand and (2) arcona Living brand, which are located in Germany. VHG II paid the share purchase price in the amount of 4,213,788 euro (or approximately 146,134,167.84 baht) to arcona.

## September

- On September 20, 2019, VHHM acquired 100 ordinary shares or equivalent to 100% of paid-up capital of Trebren Investments Sp.z.o.o. ("Trebren Investments") from Vistra Shelf Companies Sp.z o.o. at a total purchase price of 2,637.84 euro (or equivalent to 89,838.50 baht). In this regard, the purpose is for Trebren Investments to invest in leasehold rights to carry on hotel business in overseas.

## November

- On November 11, 2019 the Company has registered the change of the paid-up capital which increased from the last exercise of the warrants No.1 (U-W1) on November 6, 2019, in the amount of 1,932.80 baht to the Public Company Limited Registrar, Department of Business Development, Ministry of Commerce, resulting in the Company having paid-up capital changed from 29,933,734,790.40 baht to 29,933,736,723.20 baht. Total issued share is 9,354,292,726 shares with par value of 3.20 baht per share and the total registered capital of 44,900,151,132.80 baht.

## 2020

### March

- On March 31, 2020, the Company entered into a purchase and sale transaction of ordinary shares in 4 joint ventures between the Company and Sansiri Public Company Limited ("Sansiri"), which operates real estate development business, namely: (1) BTS Sansiri Holding Fifteen Co., Ltd.; (2) BTS Sansiri Holding Twenty Co., Ltd.; (3) BTS Sansiri Holding Twenty Four Co., Ltd.; and (4) BTS Sansiri Holding Twenty Five Co., Ltd., collectively referred to as ("Joint Venture"), at the total purchase and sale price of ordinary shares and the claim rights for loan receivables of 1,072,658,142.29 baht.

### May

- On May 14, 2020, OOO Employ Management Company, a subsidiary in Russia 100% shares of which are indirectly held by the Company through Lombard Estate Holdings Limited, with a registered and paid-up capital of 231,948 Russian ruble, has completed the registration of dissolution and liquidation in accordance with Russian laws.

### September

- On September 29, 2020, the Company established a new subsidiary under the name Prime Area Retail Co., Ltd. to operate a real estate business with a registered capital of 10,000,000 baht at a par value of 100 baht per share.

### October

- On October 22, 2020, the Company signed a sale and purchase agreement to sell ordinary shares of Nation Multimedia Group Public Company Limited ("**NMG**"), amounting to 406,390,000 shares, or equivalent to 9.99% , of the total voting shares of NMG, to the purchaser at the purchase price of 69,086,300 baht, or equivalent to the purchase price of 0.17 baht per share (which is the last trading price of NMG shares before posting the suspend (SP) sign). It is expected that the transfer of all shares to the purchaser shall be completed within the date December 4, 2020.

### November

- On November 30, 2020, the Company entered into a purchase and sale transaction of ordinary shares in a total of 11 joint venture companies between the Company and Sansiri Public Company Limited ("Sansiri"), which operates real estate development businesses, namely (1) BTS Sansiri Holding Two Co., Ltd.; (2) BTS Sansiri Holding Three Co., Ltd. (3) BTS Sansiri Holding Five Co., Ltd. (4) BTS Sansiri Holding Six Co., Ltd. (5) BTS Sansiri Holding Eleven Co., Ltd. (6) BTS Company Sansiri Holding Twelve Co., Ltd. (7) BTS Sansiri Holding Thirteen Co., Ltd. (8) BTS Sansiri Holding Fourteen Co., Ltd. (9) BTS Sansiri Holding Seventeen Co., Ltd. (10) BTS Sansiri Holding Twenty One Co., Ltd. and (11) BTS Sansiri Holding Twenty Three Co., Ltd., collectively referred to as (the "Joint Venture"), at the total purchase and sale price of ordinary shares and the claim rights for loan receivables of 2,735,386,293.52 baht.

### December

- On December 14, 2020, the Board of Directors has resolved to propose to the shareholders' meeting to consider and approve the disposal of the Company's assets and its 39 subsidiaries' assets at the total selling price of not less than 3,827,345,756.80 baht ("Assets Disposal Transaction").



2021

January

- On January 13, 2021, the Board of Directors' meeting resolved to propose to the shareholders' meeting for approval as follows:
  - (1) Disposal of shares in Ratburana Property Co., Ltd. ("**RBP**"), which shall be owned by the Company or a subsidiary of the Company that acquires shares of RBP ("**RBP shareholder**"), amounting to 50,000 shares with a par value of 100 baht per share, equivalent to 50% of the total number of shares and the debt burden that RBP is liable to RBP shareholders in the proportion of 50% of the total loan debt, at the total selling price of not less than 439,130,753.34 baht. Currently, the company has negotiated and agreed with Noble Development Public Company Limited ("**Noble**") about this transaction.
  - (2) Disposal of 7 land banks which are currently owned by the Company in Rat Burana Subdistrict, Bang Chaeng Ron Nai Subdistrict, Rat Burana District, Bangkok, at the total area of 16 rai, 2 ngan, 38.8 square wa, to a company that is to be established with the joint venture at the selling price of not less than 463,376,673.86 baht, whereby the Company shall hold 50% of the total shares of such company. Currently, the company has negotiated and agreed with Noble about this transaction.
  - (3) Disposal of shares in Project Green Co., Ltd. ("**PG**"), which is owned by the Company, amounting to 500,000 shares with a par value of 100 baht per share, representing 50% of the total number of shares and the debt burden that PG is liable to the Company in the proportion of 50% of the total loan receivables, at the total selling price of not less than 577,865,360.16 baht; Currently, the company has negotiated and agreed with Noble about this transaction, in order to jointly developing projects on PG'S Land, and
  - (4) Disposal of shares in Prime Area 9 Co., Ltd. (formerly BTS Sansiri Holding Twenty One Co., Ltd.) ("**PA9**"), which is owned by the Company, amounting to 500,000 shares with a par value of 100 baht per share, representing 50% of the total number of shares and the loan receivables that PA9 has to the Company in the proportion of 50% of the total loan receivables, at the total selling price of not less than 206,901,978.47 baht. Currently, the company has negotiated and agreed with Noble about this transaction, in order to jointly developing projects on PA9's Land.
- On January 13, 2021, the Board of Directors' meeting resolved the entering into the asset disposal transaction in Europe before being proposed to the shareholders' meeting for further consideration and approval due to the urgent need to preserve the benefits of the Company. If the shareholders' meeting resolves not to approve the transaction of asset disposal in Europe, the Company shall exercise the right to revoke the disposal of assets in Europe, whereby the Company must refund all money received from the buyers and pay the contract penalty. The details are as follows.
  - (1) Disposition of the following assets, which are the property of Vienna House Hotelmanagement GmbH ("**VHHM**"), whereby VHHM shall enter into a share sale and purchase agreement with K5 Beteiligungs GmbH ("**K5**"), which is not a related person to the Company, or a person designated by K5, who shall not be a person related to the company, at the total selling price of 28,065.77 euro (or approximately 1,038,714.14 baht).

### 1.1 “REVO” Trademark

- 1.2 Shares in VH Dresden Hotelbetriebs GmbH (“**VH Dresden**”), amounting to 25,000 shares, with a par value of 1 euro per share, representing 100% of the total number of shares under a condition that the Company or its subsidiaries shall need to end any obligations or guarantee obligations under the contract related to VH Dresden. VH Dresden has a significant asset including leasehold over Vienna House QF Dresden located at Neumarkt 1. 01067 Dresden, Germany at the total area of 6,073 square meters for a period of 20 years. In this regard, the remaining contract period is approximately 17 years.
- 1.3 Shares in Vienna House Leipzig GmbH (“**VH Leipzig**”), amounting to 1 share, with a par value of 25,000 euro per share, representing 100% of the total number of shares subject to the condition that the Company or its subsidiaries are obligated to terminate any obligations or guarantee obligations under the contract related to VH Leipzig. VH Leipzig has a significant asset including leasehold over Vienna Townhouse Bach Leipzig located at thomaskirchhof 13/14. 04109 Leipzig, Germany at the total area of 2,752 square meters for a period of 20 years. In this regard, the remaining contract period is approximately 8 years.
- 1.4 Shares in REVO München Hotelbetriebs GmbH (“**REVO München**”), amounting to 25,000 shares, with a par value of 1 euro per share, equivalent to 100% of the total number of shares under a condition that the Company or its subsidiaries shall be obligated to terminate any obligations or guarantee obligations under the contract related to REVO München. REVO München owns a significant asset as follows: Leasehold over REVO Munich hotel located in Germany (under construction) for a period of 20 years (starting from the date of operation).
- 1.5 Shares in Heptus 365. GmbH (in the process of changing its name to Townhouse Wismar GmbH) (“**Townhouse Wismar**”), amounting to 25,000 shares, with a par value of 1 euro per share, equivalent to 100% of the total number of shares under a condition that the Company or its subsidiaries are obligated to terminate any obligation or guarantee obligation under contracts related to Townhouse Wismar. Townhouse Wismar has a significant asset as follows: Leasehold over Vienna House Stadt Hamburg Wismar located at Am Markt 24. 23966 Wismar, Germany, total area of which is 5,789 square meters, for a period of 20 years. The remaining contract period is approximately 9 years.
- 1.6 Shares in Heptus 366. GmbH (in the process of changing its name to Townhouse Berlin GmbH) (“**Townhouse Berlin**”), amounting to 25,000 shares with a par value of 1 euro per share, representing 100% of the total number of shares under a condition that the Company or its subsidiaries are obligated to terminate any obligation or guarantee obligation under contracts related to Townhouse Berlin. Townhouse Berlin has a significant asset as follows: Leasehold over Vienna Townhouse Goethe Berlin located at Goethestraße 87. 10623 Berlin, Germany, total area of which is 2,021 square meters for a period of 20 years. The remaining contract period is approximately 4 years.

- On January 13, 2021, the Board of Directors' meeting resolved to propose to the shareholders' meeting for further consideration and approval on the disposal of shares in the following companies, which are the property of VHHM, and all loan obligations that Vienna House Germany II GmbH (“**VHG II**”) has to Vienna House Capital GmbH (indirect shareholder in VHG II) (“**VHC**”). VHHM and VHC shall enter into sales and purchase agreements with HRG Sechste Hotel Management GmbH (“**HRG**”), which is not a related person of the Company and/or a person designated by HRG, who shall not be a related

person with the Company, at a total selling price of 3,600,019 euro (or approximately 133,236,703.19 baht).

- (1) 25,000 shares in Andel's Berlin Hotelbetriebs GmbH ("**Andel's Berlin**"), with a par value of 1 euro per share, equivalent to 100% of the total number of shares under a condition that the Company or its subsidiary shall cease any obligations or guarantee obligations under the contract related to Andel's Berlin. Andel's Berlin has significant assets including Leasehold for Vienna House Andel's Berlin, located at Landsberger Allee 106, 10369 Berlin, Germany, of which the total area is 90,000 square meters, for a period of 20 years. The remaining contract period is approximately 14 years.
- (2) 25,000 shares in VHE Berlin Hotelbetriebs GmbH ("**VHE Berlin**"), with a par value of 1 euro per share, equivalent to 100% of the total number of shares under a condition that the Company or its subsidiaries are obligated to terminate any obligations or guarantee obligations under the contract related to VHE Berlin. VHE Berlin has a significant asset as follows: Leasehold for Vienna House Easy Berlin, located at Storkower Str. 162. 10407 Berlin, Germany, of which the total area is 5,852 square meters, for a period of 20 years. The remaining contract period is approximately 15 years.
- (3) 50 shares in Vienna House Andel's Cracow Sp. z o.o (formerly UBX Krakow Sp. z o.o)) ("**VH Andel's Cracow**"), with a par value of 1,000 Polish zlotys, equivalent to 100% of the total number of shares under a condition that the Company or its subsidiaries are obligated to terminate any obligations or guarantee obligations under the contract related to VH Andel's Cracow. VH Andel's Cracow has a significant asset as follows: Leasehold for Vienna House Andel's Cracow located at ul Pawia 3 PL - 31154 Cracow, Poland, of which the total area is 10,986 square meters, for a period of 39 years. The remaining contract period is approximately 27 years.
- (4) 100 shares in VH Warsaw Hotel Sp. z o.o. ("**VH Warsaw**"), with a par value of 50 Polish zlotys, representing 100% of the total shares, under a condition that the Company or its subsidiaries are obligated to terminate any obligations or guarantee obligations under a contract related to VH Warsaw. VH Warsaw has a significant asset as follows: Leasehold for Vienna House Mokotow Warsaw, located at ul. Postepu 4, 02-676 Warsaw, Poland, of which the total area is 8,194 square meters for a period of 20 years. The remaining contract period is approximately 18 years.
- (5) 25,000 shares in VH Kronberg Hotelbetriebs GmbH ("**VH Kronberg**"), with a par value of 1 euro per share, representing 100% of the total shares under a condition that the Company or its subsidiaries are obligated to terminate any obligations or guarantee obligations under the contract related to VH Kronberg. VH Kronberg has a significant asset as follows: Leasehold for Vienna House MQ Kronberg im Taunus located at Bahnhofstrasse 38. 61476 Kronberg, Germany, of which the total area is 4,832 square meters, for a period of 20 years. The remaining contract period is approximately 19 years.
- (6) 25,000 shares in VHE Leipzig Hotelbetriebs GmbH ("**VHE Leipzig**"), with a par value of 1 euro per share, equivalent to 100% of the total number of shares, under a condition that the Company or its subsidiaries are obligated to terminate any obligations or guarantee obligations under the contract related to VHE Leipzig. VHE Leipzig has a significant asset as follows: Leasehold for Vienna House Easy Leipzig located at Goethestr. 11, 04109 Leipzig, Germany, of which the total area is 9,071 square meters for a period of 20 years. The remaining contract period is approximately 17 years.

- (7) 100 shares in Vienna House REVO Katowice Sp. z o.o. (**"VH REVO"**), with a par value of 50 Polish Zloty, representing 100% of the total number of shares under a condition that the Company or its subsidiaries are obligated to terminate any obligations or guarantee obligations under the contract related to VH REVO. VH REVO has a significant asset as follows: Leasehold for Revo Katowice Hotel located in Poland (under construction) for a period of 20 years (starting from the date the hotel was open for operation).
- (8) 25,000 shares in VHG II with a par value of 1 euro per share, equivalent to 100% of the total number of shares under a condition that the Company or its subsidiaries are obligated to terminate any obligations or guarantee obligations under Agreements relating to VHG II and VHG II's subsidiaries. VHG II has significant assets as follows:
- (a) Leasehold for Vienna House Easy Greifswald hotel located in Germany (under construction) for a period of approximately 20 years (starting from the date the hotel was open for operation);
  - (b) 3 shares in Vienna House Rostock GmbH (**"VHR"**) without par value, representing 100% of the total shares. VHR has significant assets as follows: 1) Leasehold rights for Vienna House Sonne Rostock, located at Neuer Markt 2. 18055 Rostock, Germany, of which the total area is 5,117 square meters, for a period of 20 years. The remaining contract period is approximately 7 years; and 2) Leasehold for Vienna House Easy Rostock hotel located at Steinstraße 7. 18055 Rostock, Germany, of which the total area is 2,064 square meters, for a period of 20 years. The remaining contract period is approximately 7 years.
  - (c) 2 shares in Vienna House Stralsund GmbH (**"VH Stralsund"**), without par value, representing 100% of the total shares. VH Stralsund has a significant asset as follows: Leasehold for Vienna House Baltic Stralsund located at Frankendamm 22. 18439 Stralsund, Germany, of which the total area is 5,504 square meters, for a period of 20 years. The remaining contract period is approximately 7 years.
  - (d) 2 shares in Vienna House Eisenach GmbH (**"VH Eisenach"**) without par value, representing 100% of the total number of shares. VH Eisenach has a significant asset as follows: Leasehold for Vienna House Thüringer Hof Eisenach located at Karlsplatz 11. 99817 Eisenach, Germany, of which the total area is 5,461 square meters, for a period of 20 years. The remaining contract period is approximately 7 years.
  - (e) 1 share in Vienna House Germany III GmbH (**"VHG III"**), with a par value of 25,000 euro per share, representing 100% of the total number of shares. VHG III has a significant asset as follows: Leasehold for Vienna House Remarque Osnabrück located at Natruper-Tor-Wall 1. 49076 Osnabrück, Germany, of which the total area is 6,708 square meters, for a period of 29 years. The remaining contract period is approximately 13 years.
  - (f) 1 share in Vienna House Parkhotel Braunschweig GmbH (**"VH Parkhotel"**), with a par value of 25,000 euro per share, representing 100% of the total number of shares. VH Parkhotel has a significant asset as follows: Leasehold right for Steigenberger Parkhotel Braunschweig hotel located at Nimes-Straße 2, 38100 Braunschweig, Germany, of which the total area is 7,009 square meters, for a period of 25 years. The remaining contract period is approximately 17 years.

- (g) 1 share in Vienna House Easy Potsdam GmbH ("**VH Easy Potsdam**"), with a par value of 25,000 euro per share, representing 100% of the total number of shares. VH Easy Potsdam has a significant asset as follows: Leasehold for Vienna House Easy Potsdam located at Zeppelinstraße 136. 14471 Potsdam, Germany, of which the total area is 5,289 square meters for a period of 20 years. The remaining contract period is approximately 9 years.
- (h) 1 share in Vienna House Easy Bremen GmbH ("**VH Easy Bremen**"), with a par value of 25,000 euro per share, representing 100% of the total number of shares. VH Easy Bremen has significant assets as follows: 1) Leasehold for Vienna House Easy Bremen located at Breitenweg 28. 28195 Bremen, Germany, of which the total area is 1,892 square meters for a period of 20 years. The remaining contract period is approximately 17 years; and 2) Leasehold for Vienna House Easy Mannheim hotel located in Germany (under construction) for a period of 25 years (starting from the date the hotel was open for operation).
- (i) 1 share in Vienna House Easy München GmbH ("**VH Easy München**"), with a par value of 25,000 euro per share, representing 100% of the total shares. VH Easy München has a significant asset as follows: Leasehold for Vienna House Easy München, located at Nymphenburger Straße 136. 80636 Munich, Germany, of which the total area of 3,523 square meters for a period of 10 years. The remaining contract period is approximately 3 years.
- (j) 4 shares in Vienna House Baden-Baden GmbH ("**VH Baden-Baden**"), with a par value of 6,250 euro per share, representing 100% of the total number of shares. VH Baden-Baden has a significant asset as follows: Leasehold for Vienna Townhouse Batschari Baden-Baden located at Mozartstraße 8. 76530 Baden-Baden, Germany, of which the total area is 3,019 square meters for a period of 10 years. The remaining contract period is approximately 1 year.
- (k) 50 shares in Vienna House Schaffhausen GmbH ("**VH Schaffhausen**"), with a par value of Swiss Francs 1,000, representing 100% of the total number of shares. VH Schaffhausen has a significant asset as follows: Leasehold for Vienna House zur Bleiche Schaffhausen located at Bleicheplatz 1, 8200 Schaffhausen, Switzerland, of which the total area is 7,504 square meters for a period of 20 years. The remaining contract period is approximately 14 years.
- (l) 11 share in Vienna House Germany IV GmbH ("**VHG IV**"), with a par value of 25,000 euro per share, representing 100% of the total number of shares. Material assets are: 1) Leasehold for Vienna House Easy Mo. Stuttgart located at Hauptstraße 26. 70563 Stuttgart with total area of 6,868 square meters for a period of 20 years. The remaining contract period is approximately 10 years; 2) Leasehold for Vienna House Easy Osnabrück located at Neuer Graben 39. 49074 Osnabrück, Germany, of which the total area is 4,644 square meters for a period of 15 years. The remaining contract period is approximately 9 years; and 3) Leasehold for Vienna House Ernst Leitz Wetzlar located at Am Leitz-Park 8. 35578 Wetzlar, Germany, of which the total area of 5,547 square meters, for a period of approximately 20 years. The remaining contract period is approximately 17 years.



- On January 13, 2021, the meeting of the Board of Directors passed a resolution approving the termination of the lease agreement with the leasehold lessor of Vienna House Easy Raunheim held by VHE Raunheim Hotelbetriebs GmbH and the termination of the lease agreement with the leasehold lessor of Vienna House Easy Wroclaw Hotel held by VHE Wroclaw Hotel Sp. z o.o. ("Hotel Lease Termination Transaction") without presenting the hotel lease agreement termination transaction to the shareholders' meeting for approval due to an urgent need to maintain interests of the Company.

## February

- On February 16, 2021, the Board of Directors' meeting resolved to propose to the shareholders' meeting for consideration and approval of (1) disposal of Company's and its subsidiaries' assets to jointly invest with Noble Development Public Company Limited; (2) disposal of some assets of the Company and its subsidiaries; and (3) disposal of some assets of subsidiaries in Europe.
- On February 16, 2021, the Board of Directors' meeting resolved to propose to the shareholders' meeting to consider and approve the reduction of the Company's registered capital by the amount of 8,981,494,150.40 baht, from the original registered capital of 44,900,151,132.80 baht to the registered capital of 35,918,656,982.40 baht, by eliminating the unissued ordinary shares of totaling 2,806,716,922 shares with a par value of 3.20 baht per share, remaining from the allotment to support the exercise of rights to purchase the Company's ordinary shares based on the expired U-W1 and U-W2.
- On February 16, 2021, the Board of Directors' meeting resolved to propose to the shareholders' meeting to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of registered capital.
- On February 16, 2021, the Board of Directors' meeting resolved to propose to the shareholders' meeting to consider and approve the increase of the Company's registered capital by the amount of 97,293,667,097.60 baht from the original registered capital amount of 35,918,656,982.40 baht to the registered capital of 133,212,324,080.00 baht.
- On February 16, 2021, the Board of Directors' meeting resolved to propose to the shareholders' meeting to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of registered capital.
- On February 16, 2021, the Board of Directors' meeting resolved to propose to the shareholders' meeting to consider and approve the amendment of the Company's Articles of Association to comply with the issuance of preferred shares for capital increase.
- On February 16, 2021, the Board of Directors' meeting resolved to propose to the shareholders' meeting to consider and approve the issuance and allocation of newly issued shares as follows:
  - (1) The allocation of 28,062,878,178 newly issued preferred shares with a par value of 3.20 baht per share to increase the capital to all existing ordinary shareholders and existing preferred shareholders in the proportion of their respective shareholdings (Rights Offering) at the same allocation rate, which is 1 existing ordinary share or existing preferred shares per 3 newly issued preferred shares, at the offering price of 0.70 baht per share, representing the total value of 19,644,014,724.60 baht. Fractions from the calculation of such allocation shall be discarded.

In this regard, each existing shareholder may subscribe for newly issued preferred shares in excess of his or her right at the rate specified above. However, the oversubscription shall be allocated only

when there are remaining shares after the allocation to the existing shareholders of the Company based on their shareholding proportion in the first round.

- (2) The allocation of capital-increasing preferred shares in the amount of not more than 935,429,272 shares at a par value of 3.20 baht per share for private placement under a general mandate.
- (3) The allocation of newly issued ordinary shares in the amount not exceeding 1,405,963,518 shares with a par value of 3.20 baht per share to support the adjustment of U-W3 and U-W4.

## April

- On April 1, 2021, the Company registered to reduce its registered capital by the amount of 8,981,494,150.40 baht, from the original registered capital of 44,900,151,132.80 baht to the registered capital of 35,918,656,982.40 baht by eliminating unissued ordinary shares of totaling 2,806,716,922 with a par value of 3.20 baht per share.
- On April 1, 2021, the Company registered the amendment of the Memorandum of Association Clause 4 to comply with the reduction of the registered capital of the Company with the Department of Business Development, Ministry of Commerce.
- On April 2, 2021, the Company has registered to increase the registered capital of the company by the amount of 97,293,667,097.60 baht from the original registered capital of 35,918,656,982.40 baht to the registered capital of 133,212,324,080.00 baht by issuing preferred shares in the amount of 28,998,307,450 shares with a par value of 3.20 baht per share and newly issued ordinary shares of 1,405,963,518 with a par value of 3.20 baht per share.
- On April 2, 2021, the Company registered the amendment of Clause 4 of the Company's Memorandum of Association to comply with the Company's registered capital increase with the Department of Business Development Ministry of Commerce.
- On April 7, 2021, the Board of Directors' meeting resolved to approve the date of preferred share offering for capital increase to all existing ordinary shareholders and existing preferred shareholders in the proportion of their shareholding on May 12 - 21, 2021 and determined the details of the allocation of additional preferred shares for capital increase.

## May

- On May 6, 2021, VHHM (a 100% owned subsidiary in Germany of the Company through VHC a subsidiary of which 100% of its paid-up capital is held by the Company) disposed all shares and debts in the subsidiaries to HRG Sechste Hotel Management GmbH at a total selling price of 3,600,019 euro (or approximately 133,236,703.19 baht) according to the resolution of the 2021 Annual General Meeting of Shareholders.
- On May 25, 2021, the Company has registered to increase the paid-up capital of the Company from 29,933,736,723.20 baht to 101,821,343,532.80 baht with the Department of Business Development, Ministry of Commerce according to the resolution of the 2021 Annual General Meeting of Shareholders.

## June

- On June 8, 2021, Lombard Estate Holdings Limited (“LEH”) proceeded to sell 3,300,001 shares of Underwood Street Limited (“Underwood”) at a par value of £1 per share, representing 100% of the total shares and the debt burden that Underwood has to LEH to WRE Underwood Limited at a total

selling price of £8,000,000 (or approximately 356,713,600 baht) according to the resolution of the 2021 Annual General Meeting of Shareholders.

- On 28 June 2021, the Company sold its ordinary shares in Vienna International Asset GmbH (“**VIA**”) (which is a subsidiary of which 94.9% shares are held by the Company) to Asia Hong Kong Engineering Limited (“**ASHK**”), amounting to 1,275 shares, or 5.1% of the total paid-up capital in VIA, at a total purchase price of 2,937,600 euro (or approximately 112,862,592 baht) according to the resolution of the Board of Directors Meeting No. 5/2021 on June 23, 2021.
- On June 29, 2021, the Company purchased 500,000 ordinary shares in Future Domain Company Limited (“**FTD**”) (equivalent to 50% of the total paid-up capital of FTD) and accepted the transfer of promissory notes issued by FTD in the amount of 1,058,208,589.06 baht (accounting for 50% of all promissory notes issued by FTD) through the exercise of rights under the Option Agreement between the Company and Noble Development Public Company Limited dated November 20, 2020 at the total purchase price of 1,154,843,000 baht according to the resolution of the Board of Directors Meeting No. 5/2021 dated June 23, 2021.

## August

- On August 16, 2021, the Board of Directors' meeting resolved to approve the establishment of a new subsidiary in Thailand under the name U Remix Co., Ltd. to operate real estate business with a registered capital of 10,000,000 baht, divided into 100,000 shares with a par value of 100 baht per share.
- On August 26, 2021, the Board of Directors' meeting resolved to approve the disposal of ordinary shares in Absolute Hotel Service Company Limited (which is its joint venture company that operates hotel management business) of 1,000,000 shares, or 40% of the total registered capital in AHS, and Absolute Hotel Services Hong Kong Limited (“**AHSHK**”) (which is its joint venture company that operates hotel management business) of 680,000 shares, or 9.81% , of the total paid-up capital in AHSHK to HRG München Holdings GmbH (“**HRG**”), or a person appointed by HRG at a total selling price of 6,000,000 euro ( or approximately 233,580,000 baht).
- On August 26, 2021, the Board of Directors' meeting resolved to approve the subscription for newly issued ordinary shares of Jay Mart Public Company Limited (“**JMART**”) in the amount of 136,119,587 shares with a par value of 1.00 baht per share at the subscription price of 30.3370 baht per share, representing a total value of 4,129,459,910.82 baht, resulting in the Company holding shares in JMART equal to 9.90% of the total voting shares of JMART and the acquisition of warrants to purchase newly issued ordinary shares of Jay Mart Public Company Limited No. 6, which were allocated to investors who subscribed and received the allotment of newly issued ordinary shares issued and offered to specific investors (Private Placement) (“**JMART-W6**”). The allocation amounts to 16,723,002 units without considering the offering price (at 0.00 baht per unit) with an exercise ratio of 1 unit per 1 ordinary share of JMART at an exercise price of 30.3370 baht per share. If the Company exercises its rights under the warrants in full, the investment value shall be equivalent to 507,325,711.67 baht. However, when counting the number of newly issued ordinary shares of JMART to be allocated to the Company this time, together with ordinary shares obtained by exercising the warrants of JMART-W6 in full, the Company shall hold shares in JMART at the proportion equivalent to 9.90% of the total number of shares with voting rights of JMART.

- On August 26, 2021, the Board of Directors' meeting resolved to approve the subscription for the newly issued ordinary shares of the Singer Thailand Public Company Limited ("**SINGER**") in the amount of not exceeding 197,108,696 shares with a par value of 1.00 baht per share, at the subscription price of 36.3005 baht per share, totaling not more than 7,155,144,219.15 baht, resulting in the Company holding shares in SINGER equal to 24.90% of the total number of shares with voting rights of SINGER and acquiring warrants to purchase newly issue shares of Singer Thailand Public Company Limited, which was allocated to investors who subscribe and receive allotment of newly issued ordinary shares issued and offered to private placement ("**SINGER-W3**") in the amount of 11,557,681 units without considering the offering price (at 0.00 baht per unit) with an exercise ratio of 1 unit per 1 ordinary share of SINGER, at the exercise price of 36.3005 baht per share. If the Company exercises its rights under the warrants in full, the investment value shall be equivalent to 419,549,599.14 baht. However, when counting the number of newly issued ordinary shares of SINGER to be allocated to the Company this time, together with ordinary shares obtained by exercising the warrants of SINGER-W3 in full, the Company shall hold shares in SINGER at the proportion equivalent to 24.90% of the total number of shares with voting rights of SINGER.
- On August 26, 2021, the Board of Directors' meeting resolved to approve U Global Hospitality Company Limited ("**UGH**") to purchase the existing ordinary shares of Advance Life Insurance Public Company Limited ("**A LIFE**") from the existing shareholders of A LIFE, totaling 6 companies, namely (1) Asian Venture Development Company Limited; (2) Imperial Venture Cap Company Limited; (3) Hong Gao Limited (4) Quality Synergy Limited; (5) Kitti Wana Wood Tech Company Limited; and (6) Mrs. Ladda Mongkolphet (collectively the "Sellers"), amounting to 148,035,897 shares, representing 75.00% of the total number of sold shares of A LIFE at the total purchase price of 1,500,000,000 baht (except in the event stipulated in the share purchase agreement) and purchase 100,000 shares of A LIFE's subordinated debentures from Asian Venture Development Company Limited and purchases additional shares of A LIFE in the original shareholding proportion (Rights Offering), amounting to 61,964,103 shares, at a par value of 10 baht per share, totaling 619,641,030 baht (the stake of UGH and UGH's representatives after the completion of the transaction accounted for 75.00% of the issued and sold shares of A LIFE).

## October

- On October 1, 2021, the Company sold 500,000 shares in Phraram 9 Alliance Company Limited (formerly Prime Area 9 Company Limited) ("**PA9**"), at a par value of 100 baht or 50% of the total shares and the loan debt that PA9 has to the Company in the proportion of 50% of the total loan debt for joint investment with Noble Development Public Company Limited at a total selling price of 209,094,520 baht, based on the resolution of the 2021 Annual General Meeting of Shareholders.

## December

- On December 13, 2021, VHHM has disposed all ordinary shares in KDAG Data GmbH ("**KDAG**") (a dormant joint venture company in Austria) in proportion of 33.33% of all shares to Amber Privatstiftung ("**Amber**") and Bocca Privatstiftung ("**Bocca**") collectively be referred to as "AmberBocca" with total purchase price of EUR 2 (or equivalent to Baht 76.3468) pursuant to the resolution of the Executive Committee's Meeting No. 13/2021 held on 1 December 2021.

- The Company, VHC and Lombard Estate Holdings Limited (“**LEH**”) (which are subsidiaries of the Company) collectively referred to as “Sellers”, have entered into Sale and Purchase Agreement in relation to the ordinary shares in Vienna House Group hotel business (“SPA”) with HR Neunte Hotel Estate Holdings GmbH, HRG Hotels Sechste Management GmbH, HR Zehnte Hotel Estate Holdings GmbH and ALL Beteiligungsgesellschaft mbH (who are not a related person of the Company pursuant to the relevant notification concerning connected transactions) (collectively referred to as “Buyers”) to dispose all ordinary shares in (1) Vienna International Asset GmbH (“VIA”) holds by the Company in proportion of 89.8% of all shares (2) VHHM holds by VHC in proportion of 100% of all shares (3) Vienna House Real Estate GmbH (“VHRE”) holds by LEH in proportion of 100% of all shares (4) VHE Bratislava s.r.o. holds by VHC in proportion of 11.3 per cent of all shares (5) Vienna House Easy Bucharest S.R.L. holds by VHC in proportion of 1% of all shares and (6) VHE Cracow Sp. z o.o. holds by VHC in proportion of 100% of all shares (collectively referred to as the “Disposed Subsidiaries”) and liabilities under shareholder loan owed to the Company and/or the Sellers by the Disposed Subsidiaries and the subsidiaries thereof, to the Buyers and/or any other appointed juristic person with total purchase price of approximately EUR 137,577,436.24 (or equivalent to Baht 5,229,524,717.64) pursuant to the resolution of the Executive Committee’s Meeting No. 13/2021 held on 1 December 2021.



## 1.7 FINANCIAL HIGHLIGHTS



### 1.7.1 Independent Auditor's Report Summary

#### (A) Summary of Independent auditor's report for the period ended 31 December 2021

Ms. Sirirat Sricharoensup, Certified Public Accountant (Thailand) No. 5419, EY Office Limited has audited the consolidated financial statements of U City Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2021, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and has also audited the separate financial statements of U City Public Company Limited for the same period. In the auditor's opinion, the financial statements present fairly, in all material respects, the financial position of U City Public Company Limited and its subsidiaries and of U City Public Company Limited as at 31 December 2021, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards. The auditor draw attention to the following matters:

#### Emphasis of matter

- (1) As discussed in Note 23 and Note 16 to the consolidated financial statements. The Group has assessed the impairment on goodwill and investments in subsidiaries and recognised the resulting losses, totaling Baht 678 million and Baht 1,708 million, in the consolidated and separate statements of comprehensive income for the year ended 31 December 2021, respectively.
- (2) As discussed in Note 8.1 to the consolidated financial statements regarding the gain from initial recognition of investment in a listed company totaling Baht 2,219 million in the consolidated and separate statements of comprehensive income for the year ended 31 December 2021.
- (3) As discussed in Note 16.2.1 to the consolidated financial statements regarding the disposal of subsidiaries in Europe.
- (4) As discussed in Note 16.2.3 and Note 17.3 to the consolidated financial statements regarding the acquisition of a subsidiary and an associate company, respectively, the fair value measurement of the identifiable assets acquired and the liabilities assumed at the acquisition date have not yet been completed.

The auditor's opinion is not modified in respect of these matters.

## **(B) Summary of Independent auditor's report for the period ended 31 December 2020**

Ms. Siraporn Ouaanunkun, Certified Public Accountant (Thailand) No. 3844, EY Office Limited has audited the consolidated financial statements of U City Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2020, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and has also audited the separate financial statements of U City Public Company Limited for the same period. In the auditor's opinion, the financial statements present fairly, in all material respects, the financial position of U City Public Company Limited and its subsidiaries and of U City Public Company Limited as at 31 December 2020, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards. The auditor draw attention to the following matters:

### **Emphasis of matter**

- (1) As discussed in Note 1 to the consolidated financial statements, a second wave of the Coronavirus disease 2019 pandemic has slowed down the economic recovery and has adversely impacted most businesses and industries.

This situation has significantly affected the Group business activities in terms of the suspension of overseas hotel operations in response to the pandemic situation in each country. This is significantly impacting the Group's financial position, operating results, and cash flows at present, and is expected to continue in the future. However, the impact cannot be reasonably estimated at this stage. The Group's management has continuously monitored ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and will record the impact when it is possible to do so.

- (2) I draw attention to Note 3 to the consolidated financial statements. In the fourth quarter of 2020, the Company has assessed the financial impacts of the uncertainties of the COVID-19 Pandemic on the valuation of assets. As a result, in preparing the consolidated and separate financial statements for the year ended 31 December 2020, the Company has decided to discontinue application of all relief measures which the Company elected to apply under the Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the COVID-19 Pandemic issued by the Federation of Accounting Professions. The Company recognised the resulting losses, totaling Baht 4,118 million and Baht 3,271 million, in the consolidated and separate statement of comprehensive income for the year ended 31 December 2020, respectively.
- (3) As discussed in Note 5 to the consolidated financial statements regarding the restatement of investment in joint operation, the Company previously recorded investments in Rong Pasee Roi Chak Sam Joint Venture Limited ("Rong Pasee JV") (formerly known as "The Joint Venture of U City Public Company Limited, Amanresorts Services Limited and Silverlink Resorts Limited") as investments in subsidiaries based on its control over Rong Pasee JV. However, in the current year, the Company reviewed the conditions and documents of Rong Pasee JV and found that it was not established as a separate legal entity and meet the definition of joint arrangement as a joint operation. Therefore, the Company has restated the financial statements, presented herein as comparative information. The cumulative effect of the adjustment of investment in joint operation has been separately presented in the statements of changes in shareholders' equity. The Company also restated related transactions in the statements of financial position as at 31 December 2019 and 1 January 2019, statement of comprehensive income and statement of cash flows for the year ended 31 December 2019.
- (4) As discussed in Note 15.2.1 to the consolidated financial statements regarding the asset disposal transactions in Europe.



(5) As discussed in Note 15.2.2 to the consolidated financial statements regarding the acquisition of 12 companies in Germany and Switzerland, the fair value measurement of the identifiable assets acquired and the liabilities assumed at the acquisition date, and the measurement of goodwill were completed during the first quarter of 2020.

The auditor's opinion is not qualified in respect of these matters.

### **(C) Summary of Independent auditor's report for the period ended 31 December 2019**

Ms. Siraporn Ouannunkun, Certified Public Accountant (Thailand) No. 3844, EY Office Limited has audited the consolidated financial statements of U City Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2019, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and has also audited the separate financial statements of U City Public Company Limited for the same period. In the auditor's opinion, the financial

statements present fairly, in all material respects, the financial position of U City Public Company Limited and its subsidiaries and of U City Public Company Limited as at 31 December 2019, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards. The auditor draw attention to the following matters:

### **Emphasis of matter**

- (1) As discussed in Note 14.1.1 and Note 16.1.1 to the financial statements regarding the entire business transfer of Unicorn Enterprise Company Limited and the acquisition of a joint venture, of which the fair value measurements of the identifiable assets acquired and the liabilities assumed at the acquisition dates, and the measurements of goodwill were completed during the first quarter and third quarter of 2019, respectively.
- (2) As discussed in Note 14.2.3 to the financial statements regarding the acquisition of 12 companies in Germany and Switzerland, the fair value measurement of the identifiable assets acquired and the liabilities assumed at the acquisition date, and the measurement of goodwill have not yet been completed.

## 1.7.2 Financial statements of U City Public Company Limited and its subsidiaries for the period ended 31 December 2019 - 2021

### U City Public Company Limited and its subsidiaries Statement of financial position

(Unit: Baht)

	Consolidated financial statements		
	2021	2020	2019
			(Restated)
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	2,739,673,061	3,520,596,851	2,767,041,167
Current investments	-	-	102,090,432
Investments in short-term financial assets	1,381,180,486	306,451,016	-
Trade and other receivables	387,819,762	461,640,029	760,741,238
Premium receivables	13,038,397	-	-
Reinsurance receivables	1,909,438	-	-
Current portion of loans and interest receivables	212,863,346	-	-
Inventories	14,307,009	45,118,139	61,332,475
Real estate projects under development	2,730,284,698	4,859,172,632	991,679,500
Other current assets	403,145,043	467,195,529	421,334,412
	7,884,221,240	9,762,174,196	6,181,913,674
Assets held for sale	13,720,078,762	7,294,496,319	1,639,068,902
<b>Total current assets</b>	21,604,300,002	17,056,670,515	7,820,982,576
<b>Non-current assets</b>			
Restricted bank deposits	138,009,554	180,688,007	263,628,829
Loans and interest receivables - net of current portion	1,041,007,822	-	-
Long-term loans to related parties and interest receivables	2,822,688,732	2,348,548,078	6,524,360,615
Receivable from sales of investments in subsidiaries - net of current portion	-	-	1,812,576,791
Investments in subsidiaries	-	-	-
Investments in associates	7,155,144,219	53,684,462	60,680,903

**U City Public Company Limited and its subsidiaries**  
**Statement of financial position (Next)**

(Unit: Baht)

	Consolidated financial statements		
	2021	2020	2019
			(Restated)
Investments in joint ventures	1,293,544,615	1,484,981,944	2,690,113,312
Other long-term investments	-	-	81,033,800
Investments in long-term financial assets	12,019,122,177	145,914,842	-
Land and project awaiting development	5,078,131,772	5,096,066,141	3,969,759,644
Investment properties	13,351,763,525	10,623,869,595	7,023,628,619
Property, plant and equipment	7,388,818,449	15,962,943,104	16,832,532,275
Right-of-use assets	2,881,007,796	6,842,665,486	-
Leasehold rights	-	-	2,145,586,534
Intangible assets	280,025,108	563,278,273	1,316,122,558
Deposits	50,000,000	50,000,000	50,000,000
Estimated amount by which the purchase cost exceeds interest in net asset value	1,069,736,670	-	-
Goodwill	787,293,248	2,273,385,310	2,861,022,898
Deferred tax assets	77,611,861	160,066,512	64,183,593
Other non-current assets	30,272,613	1,697,585	14,993,011
<b>Total non-current assets</b>	<b>55,464,178,161</b>	<b>45,787,789,339</b>	<b>45,710,223,382</b>
<b>Total assets</b>	<b>77,068,478,163</b>	<b>62,844,459,854</b>	<b>53,531,205,958</b>
<b>Liabilities and shareholders' equity</b>			
<b>Current liabilities</b>			
Bank overdrafts from financial institution	-	65,864,704	33,731,050
Trade and other payables	347,484,995	985,500,603	1,231,918,487
Amount due to reinsurers	2,031,858	-	-
Current portions of the long-term liabilities			
Long-term loan from related parties and interest payables	-	72,000,000	-
Insurance contract liabilities	747,288,961	-	-



**U City Public Company Limited and its subsidiaries**  
**Statement of financial position (Next)**

(Unit: Baht)

	Consolidated financial statements		
	2021	2020	2019
			(Restated)
Investment contract liabilities	232,038,523	-	-
Long-term loans from financial institutions	493,953,467	2,400,813,924	1,144,418,905
Liabilities under finance lease agreements	-	-	74,017,348
Lease liabilities	1,560,734,836	750,304,677	-
Deposits and advances received	104,674,592	251,303,772	258,851,847
Income tax payable	37,882,736	24,977,854	68,768,425
Other current liabilities	45,901,356	50,666,537	95,656,387
	3,571,991,324	4,601,432,071	2,907,362,449
Liabilities directly associated with assets held for sale	9,583,448,212	7,496,887,616	1,410,165,857
<b>Total current liabilities</b>	<b>13,155,439,536</b>	<b>12,098,319,687</b>	<b>4,317,528,306</b>
<b>Non-current liabilities</b>			
Long-term liabilities - net of current portions			
Long-term loan from related parties and interest payables	-	5,115,586,258	5,025,376,438
Insurance contract liabilities	3,284,479,671	-	-
Investment contract liabilities	1,219,777,673	-	-
Liabilities under debt restructuring agreements	-	1,152,466,933	-
Long-term loans from financial institutions	15,231,839,082	12,212,130,085	9,684,950,775
Liabilities under finance lease agreements	-	-	1,632,758,614
Lease liabilities	876,677,839	6,016,930,542	-
Provision for transaction under equity method of investments in joint ventures	465,973,318	218,033,517	83,192,804
Provision for long-term employee benefits	110,315,883	98,599,741	125,947,369
Deferred tax liabilities	1,198,970,978	1,704,924,438	1,900,995,499
Other non-current liabilities	297,183,260	210,027,754	217,707,102
<b>Total non-current liabilities</b>	<b>22,685,217,704</b>	<b>26,728,699,268</b>	<b>18,670,928,601</b>
<b>Total liabilities</b>	<b>35,840,657,240</b>	<b>38,827,018,955</b>	<b>22,988,456,907</b>

**U City Public Company Limited and its subsidiaries**  
**Statement of financial position (Next)**

(Unit: Baht)

	Consolidated financial statements		
	2021	2020	2019
			(Restated)
<b>Shareholders' equity</b>			
Share capital			
Registered			
32,738,882,612 preference shares of Baht 3.20 each			
(2020: 3,740,575,162 preference shares			
of Baht 3.20 each)	104,764,424,358	11,969,840,518	11,969,840,518
8,889,968,663 ordinary shares of Baht 3.20 each			
(2020: 10,290,722,067 ordinary shares			
of Baht 3.20 each)	28,447,899,722	32,930,310,615	32,930,310,615
	133,212,324,080	44,900,151,133	44,900,151,133
Issued and fully paid-up			
26,205,452,290 preference shares of Baht 3.20 each			
(2020: 3,740,575,162 preference shares			
of Baht 3.20 each)	83,857,447,328	11,969,840,518	11,969,840,518
5,613,717,564 ordinary shares of Baht 3.20 each	17,963,896,205	17,963,896,205	17,963,896,205
Share discount on preferred share	(56,162,192,820)	-	-
Share premium on ordinary shares	1,691	1,691	1,691
Retained earnings			
Appropriated - statutory reserve	125,021,039	125,021,039	-
Unappropriated (deficit)	(5,723,522,650)	(5,797,625,498)	1,314,666,096
Other components of shareholders' equity	701,376,640	(358,030,892)	(823,264,224)
Equity attributable to owners of the Company	40,762,027,433	23,903,103,063	30,425,140,286
Non-controlling interests of the subsidiaries	465,793,490	114,337,836	117,608,765
<b>Total shareholders' equity</b>	<b>41,227,820,923</b>	<b>24,017,440,899</b>	<b>30,542,749,051</b>
<b>Total liabilities and shareholders' equity</b>	<b>77,068,478,163</b>	<b>62,844,459,854</b>	<b>53,531,205,958</b>

**U City Public Company Limited and its subsidiaries**  
**Statement of financial position (Next)**

(Unit: Baht)

	Consolidated financial statements		
	2021	2020	2019
			(Restated)
<b>Profit or loss:</b>			
<b>Revenues</b>			
Revenue from hotel operation	1,905,428,077	3,051,299,626	7,611,699,393
Management income	182,926,248	233,894,678	192,402,563
Rental income	433,664,016	289,711,821	324,105,373
Revenue from sale of real estate	51,298,350	-	-
Insurance income	170,756,353	-	-
Interest income	190,136,271	491,004,885	357,779,539
Dividend income	1,183,030	726,869	452,400
Other income			
Gain on sales of assets	21,138,683	8,302,369	25,105,113
Gain on sales of investments in subsidiaries and joint ventures	404,147,939	822,232,714	1,559,040,209
Gain on exchange	208,581,869	-	51,883,393
Revenue from termination of contracts	-	199,824,831	-
Fair value gains on investments	2,342,495,418	-	-
Others	660,186,139	554,230,314	370,919,436
<b>Total revenues</b>	<b>6,571,942,393</b>	<b>5,651,228,107</b>	<b>10,493,387,419</b>
<b>Expenses</b>			
Cost of hotel operation	839,068,364	1,511,170,241	3,081,847,380
Cost of services	134,658,622	178,757,558	217,732,324
Cost of real estate	38,763,870	-	-
Insurance expenses	163,697,444	-	-
Selling and servicing expenses	151,992,372	305,979,176	528,550,978
Administrative expenses	1,689,356,200	1,835,464,714	3,362,012,847
Depreciation and amortisation	913,787,149	1,697,590,838	730,853,533
Loss on exchange	-	418,104,647	-

**U City Public Company Limited and its subsidiaries**  
**Statement of financial position (Next)**

(Unit: Baht)

	Consolidated financial statements		
	2021	2020	2019
			(Restated)
Loss on impairment of investments in subsidiaries, associate and joint ventures	51,971,482	-	-
Loss on impairment and expected credit loss of assets	1,028,297,661	4,117,652,909	-
Loss on disposal and write-off of assets	268,504,642	172,508,284	-
<b>Total expenses</b>	<b>5,280,097,806</b>	<b>10,237,228,367</b>	<b>7,920,997,062</b>
<b>Profit (loss) from operating activities</b>	<b>1,291,844,587</b>	<b>(4,586,000,260)</b>	<b>2,572,390,357</b>
Share of loss from investments in associates	(1,261,215)	(4,811,483)	(3,419,043)
Share of loss from investments in joint ventures	(350,352,687)	(1,134,420,169)	295,412,637
Finance cost	(670,118,287)	(1,306,872,628)	(871,117,636)
<b>Profit (loss) before income tax</b>	<b>270,112,398</b>	<b>(7,032,104,540)</b>	<b>1,993,266,315</b>
<b>Income tax</b>	<b>(178,412,086)</b>	<b>418,081,951</b>	<b>(126,326,111)</b>
<b>Profit (loss) for the year</b>	<b>91,700,312</b>	<b>(6,614,022,589)</b>	<b>1,866,940,204</b>
<b>Other comprehensive income:</b>			
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods</i>			
Exchange differences on translation of financial statements in foreign currency	165,569,751	387,423,490	(401,571,025)
Loss on changes in value of available-for-sale investments, net of income tax	-	-	(82,460,092)
Other comprehensive income to be reclassified to profit or loss in subsequent periods	165,569,751	387,423,490	(484,031,117)
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>			
Gain (loss) on changes in value of equity investments designated at fair value through other comprehensive income, net of income tax	891,782,973	(1,660,150)	-

**U City Public Company Limited and its subsidiaries**  
**Statement of financial position (Next)**

(Unit: Baht)

	Consolidated financial statements		
	2021	2020	2019
			(Restated)
Actuarial gain (loss), net of income tax	(14,054,632)	33,579,571	(1,028,607)
Other comprehensive income not to be reclassified to profit or loss in subsequent periods, net of income tax	877,728,341	31,919,421	(1,028,607)
<b>Other comprehensive income for the year</b>	1,043,298,092	419,342,911	(485,059,724)
<b>Total comprehensive income for the year</b>	1,134,998,404	(6,194,679,678)	1,381,880,480
<b>Profit attributable to</b>			
Equity holders of the Company	88,157,480	(6,610,751,660)	1,867,354,046
Non-controlling interests of the subsidiaries	3,542,832	(3,270,929)	(413,842)
	91,700,312	(6,614,022,589)	1,866,940,204
<b>Total comprehensive income attributable to</b>			
Equity holders of the Company	1,133,510,380	(6,191,408,749)	1,382,294,322
Non-controlling interests of the subsidiaries	1,488,024	(3,270,929)	(413,842)
	1,134,998,404	(6,194,679,678)	1,381,880,480
<b>Earnings per share</b>			
Basic earnings per share			
Profit (Loss) attributable to equity holders of the Company	(3.6525)	(1.3242)	0.1860



**U City Public Company Limited and its subsidiaries**  
**Cash flow statements**

(Unit: Baht)

	Consolidated financial statements		
	2021	2020	2019
			(Restated)
<b>Cash flows from operating activities</b>			
Profit (loss) before tax	270,112,398	(7,032,104,540)	1,993,266,315
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities			
Share of loss from investments in associates	1,261,215	4,811,483	3,419,043
Share of loss (Profit) from investments in joint ventures	350,352,687	1,134,420,169	(295,412,637)
Depreciation and amortisation	913,787,149	1,697,590,838	730,853,533
Unrealised loss (gain) on exchange	(241,464,804)	639,399,834	10,586,672
Expected credit loss of account receivables (reversal)	(47,493,209)	2,379,247	(6,086,202)
Loss on impairment of investments in subsidiaries, associate and joint ventures	51,971,482	-	-
Loss on impairment and expected credit loss of assets	1,028,297,661	4,117,652,909	-
Gain on sales of assets	(21,138,683)	(8,302,369)	(267,748)
Fair value gains on investments	(2,342,495,418)	(3,758,075)	(28,690,945)
Loss on disposal and write-off of assets	268,504,642	172,508,284	7,145,285
Gain on sales of investments in subsidiaries and joint ventures	(404,147,939)	(822,232,714)	(1,559,040,209)
Provision for long-term employee benefits	12,429,502	18,532,142	24,454,218
Allowance for long-term provision	-	-	500,000
Dividend income	(1,183,030)	(726,869)	(452,400)
Interest income	(190,136,271)	(491,004,885)	(357,779,390)
Finance cost	670,118,287	1,306,872,628	843,291,184
Profit from operating activities before changes in operating assets and liabilities	318,775,669	736,038,082	1,365,786,719

**U City Public Company Limited and its subsidiaries**  
**Cash flow statements**

(Unit: Baht)

	Consolidated financial statements		
	2021	2020	2019
			(Restated)
Decrease (increase) in operating assets			
Trade and other receivables	(315,711,834)	313,062,726	443,414,121
Premium receivables	(3,389,093)	-	-
Reinsurance receivables	(103,195)	-	-
Inventories	997,713	24,146,946	(2,317,341)
Real estate projects under development	(192,984,687)	(4,238,671)	-
Loans to customers	1,139,827	-	-
Other current assets	51,262,656	(24,290,803)	(79,253,160)
Other non-current assets	(47,562,444)	13,899,436	1,596,965
Increase (decrease) in operating liabilities			
Trade and other payables	511,958,244	(270,574,644)	(486,468,088)
Amount due to reinsurers	(353,983)	-	-
Insurance contract liabilities	(41,412,579)	-	-
Investment contract liabilities	143,064,304	-	-
Deposits and advances received	(59,753,640)	(17,919,642)	(23,393,253)
Other current liabilities	912,857	(75,451,794)	(16,738,135)
Provision for long-term employee benefits	(4,375,094)	(14,333,550)	(5,471,523)
Other non-current liabilities	118,085,006	39,848,214	10,708,021
Cash from operating activities	480,549,727	720,186,300	1,207,864,326
Cash received from interest income	54,390,299	-	-
Cash paid for interest expenses	(797,006,457)	(1,008,649,818)	(873,060,184)
Cash paid for income tax	(52,610,474)	(48,133,907)	(130,895,923)
<b>Net cash from (used in) operating activities</b>	<b>(314,676,905)</b>	<b>336,597,425</b>	<b>203,908,219</b>

**U City Public Company Limited and its subsidiaries**  
**Cash flow statements**

(Unit: Baht)

	Consolidated financial statements		
	2021	2020	2019
			(Restated)
<b>Cash flows from investing activities</b>			
Decrease (Increase) in current investments	(384,812,486)	(199,665,211)	1,482,982,603
Decrease (Increase) in restricted bank deposits	17,043,957	85,955,665	(72,714,604)
Decrease (increase) in long-term loans to related parties	(267,944,316)	1,208,537,438	(571,475,218)
Cash paid for the receipt of transfer of right to claim loans in joint ventures from unrelated party	-	(1,734,597,775)	-
Cash received from transfer of loans in subsidiary and joint ventures to unrelated parties	207,345,171	1,075,485,593	-
Cash received from interest	128,530,686	383,807,449	289,072,265
Cash paid for purchases and capital increase of investments in subsidiaries	(1,500,000,000)	(2,000,000)	(835,445,163)
Cash received from sales of investments in subsidiaries and associate and receivable from sales of investments in subsidiaries	631,521,399	3,037,360,382	1,300,000,000
Cash paid for compensation to purchaser of investments in subsidiaries	(199,057,169)	-	-
Cash received from liquidation of subsidiaries	1,261,821	-	-
Deposits received from sales of investment in subsidiary	28,976,780	-	66,000,000
Cash paid for purchases of investments in associate	(7,155,144,219)	-	-
Cash received from decrease of capital of subsidiary and return of capital of joint ventures	30,000,000	1,290,536,186	180,000,000
Cash paid for capital increase of investments in joint ventures	(146,634,411)	(500,000,000)	(495,813)
Cash received from sales of investments in long-term financial assets	24,528,953	69,086,300	-
Cash paid for purchases of investments in long-term financial assets	(4,707,297,121)	(138,954,163)	(4,491,317)
Deposits received from disposal of land and project awaiting development	11,617,900	-	-
Cash paid for purchases of land and project awaiting development	(146,804)	-	(50,000,000)
Cash received from sales of land and project awaiting development	18,009,121	-	-

**U City Public Company Limited and its subsidiaries**  
**Cash flow statements**

(Unit: Baht)

	Consolidated financial statements		
	2021	2020	2019
			(Restated)
Cash paid for purchases of investment properties	(2,259,966,282)	(1,923,433,662)	(1,331,457,939)
Cash received from sales of investment properties	10,000,000	-	-
Cash paid for purchases of property, plant and equipment	(240,315,823)	(529,667,631)	(382,767,778)
Cash received from sales of property, plant and equipment	27,174,683	79,851,840	24,198,539
Cash paid for purchases of intangible assets	(6,434,989)	(11,127,713)	(19,419,748)
Cash received from sales of intangible assets	1,246,972	-	-
Dividend received	1,183,030	165,726,868	413,934,811
Cash paid for purchases of subordinated debenture	(100,000,000)	-	-
<b>Net cash flows from (used in) investing activities</b>	<b>(15,829,313,147)</b>	<b>2,356,901,566</b>	<b>487,920,638</b>
<b>Cash flows from financing activities</b>			
Increase (decrease) in bank overdrafts	(67,536,356)	28,045,458	482,261
Repayment of long-term loans from related parties	(5,024,000,000)	-	-
Repayment of liabilities under debt restructuring agreements	-	(32,040,000)	(29,027,776)
Cash received from long-term loans from financial institutions	12,462,004,637	979,983,345	1,043,594,650
Repayment of long-term loans from financial institutions	(7,068,654,887)	(1,746,486,454)	(1,734,843,510)
Repayment of liabilities under lease agreements	(190,162,236)	(671,109,827)	(87,267,984)
Cash received from issuance of ordinary shares and preferred shares	15,931,961,000	-	3,624
<b>Net cash flows from (used in) financing activities</b>	<b>16,043,612,158</b>	<b>(1,441,607,478)</b>	<b>(807,058,735)</b>
Increase (decrease) in translation adjustment	(55,186,524)	199,162,463	313,846,871
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(155,564,418)</b>	<b>777,859,126</b>	<b>198,616,993</b>
Cash and cash equivalents - beginning of the year	3,633,444,320	2,767,041,167	2,796,805,073
Cash and cash equivalents of subsidiaries at acquisition date	54,536,604	13,716,093	50,372,315
Cash and cash equivalents of subsidiaries at selling date	(166,775,441)	-	(203,925,280)
Cash and cash equivalents of subsidiaries which classified as assets held for sale - end of the year	(625,968,004)	(112,847,469)	(74,827,934)

**U City Public Company Limited and its subsidiaries**  
**Cash flow statements(Next)**

(Unit: Baht)

	Consolidated financial statements		
	2021	2020	2019
			(Restated)
Cash and cash equivalents of subsidiary which ceases to classify as assets held for sale - beginning of the year	-	74,827,934	-
<b>Cash and cash equivalents - end of the year</b>	<b>2,739,673,061</b>	<b>3,520,596,851</b>	<b>2,767,041,167</b>
<b>Supplemental disclosures of cash flows information</b>			
Non-cash items			
Transfer land and project awaiting development to investment properties	661,700,000	-	-
Transfer property, plant and equipment to intangible assets	101,000	-	883,185
Transfer property, plant and equipment to right-of-use assets	297,560,923	-	-
Transfer property, plant and equipment to investment properties	-	-	196,808
Equipment acquired under finance lease agreements	-	-	82,742,061
Right-of-use assets under long-term lease liabilities	11,568,795	29,972,493	
Payable of purchases of investment properties	415,063	2,469,512	15,435,921
Transfer leasehold rights to accrued rental	-	-	66,509,993
Receivable from sales of investment in subsidiary	-	-	3,020,000,000

## Financial ratios

Liquidity Ratios			2019	2020	2021
Current Ratio	Current assets/current liabilities	Times	1.81	1.41	1.64
Quick Ratio	(Cash and cash equivalents + Short-term financial assets + Account receivables)/current liabilities	Times	0.84	0.35	0.34
CFO/Average current liabilities	Cash flow from operating activities/Average current liabilities	Times	0.06	(0.04)	(0.02)
Account Receivable Turnover	Operating revenues/Average account receivables	Times	15.14	9.84	18.91
Average Collection Period	365 days/Account receivables turnover	Days	24.11	37.09	19.30
Inventory Turnover	Cost of goods sold/Average inventories	Times	n.a.	n.a.	n.a.
Average Sale (Inventory) Period	365 days/Inventory turnover	Days	n.a.	n.a.	n.a.
Account Payable Turnover	Operating costs/Average account payables	Times	9.98	3.53	2.90
Average Payment Period	365 days/Account payable turnover	Days	36.59	103.29	125.69
Cash Cycle	Average Collection Period - Average Payment Period	Days	(12.48)	(66.20)	(106.38)
Profitability Ratios			2019	2020	2021
Gross Profit Margin	Operating gross profit/Operating revenue	%	59.41%	52.73%	57.14%
Operating Profit Margin	Operating profit/Operating revenue	%	2.55%	(54.66%)	(43.27%)
Other revenue	Other revenue/Total revenue	%	22.54%	36.74%	58.25%
EBITDA Margin (%)	Profit (Loss) before depreciation and amortisation, finance costs, and income tax/Total revenue	%	31.48%	(51.11%)	33.56%
EBIT Margin (%)	Profit (Loss) before finance costs, and income tax/Total revenue	%	27.30%	(101.31%)	14.31%
Net Profit Margin	Net profit/Total revenue	%	17.79%	(117.04%)	1.40%
Return On Equity	Profit attributable to equity holders/Average equity attributable to owners	%	6.28%	(24.34%)	0.27%
Asset Management Ratios			2019	2020	2021
Return On Asset	Profit (Loss) before finance cost and income tax/Average total assets	%	5.33%	(9.84%)	1.34%
Return On Fixed Asset	(Net profit + Depreciation and Amortisation)/Average fixed assets	%	8.90%	(16.04%)	3.47%
Total Asset Turnover	Total revenue/Average total assets	Times	0.20	0.10	0.09
Leverage Ratios			2019	2020	2021
D/E Ratio	Total liabilities/Equity attributable to owners of the Company	Times	0.76	1.62	0.88
Interest Coverage Ratio	Profit (Loss) before finance cost and income tax/Finance costs	Times	3.29	(4.38)	1.40
Dividend Payout Ratio	Dividend/Net profit	Times	0.00	0.00	0.00



# 2

## NATURE OF BUSINESS OPERATION AND PERFORMANCE

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## GROUP'S BUSINESS OVERVIEW

2.1



U City Public Company Limited ("the Company") engages in the business of investing in and developing real estate in Thailand and overseas, insurance business, and financial services, which can be divided into 4 categories as follows:

- (1) Real Estate Development for Sale, Rent, Service and Hotel (domestic and overseas), consisting of overseas hotel business, hotel management business, office rental business (domestic and overseas), commercial rental business, golf course and sports club management business, property management business, mixed-use development business and hotel;
- (2) Insurance business;
- (3) Investment in other financial businesses such as Jaymart and Singer;
- (4) Other real estate, i.e., International School.

### Real Estate Investment and Development for Sale, Rent, Service and Hotel (Domestic and Overseas)

#### ● Hotel Business (Domestic)

As of December 31, 2021, the Company has 7 operating hotels and 1,040 keys in Thailand. The current hotel portfolio consists of:

- Avani Khon Kaen Hotel and Convention Center<sup>1</sup>

Location	999 Moo 4 Prachasamosorn Road, (Route 209), Nai Muang, Muang, Khon Kaen 40000
Project Area	12-1-36.9 rai

<sup>1</sup> The Extraordinary General Meeting of Shareholders No. 1/2018 held on January 4, 2018, approved the disposal of 8 assets of the Company, including this asset. The Company is currently in process of disposing the asset.

Hotel Details	A 4-star hotel with large meeting rooms that can accommodate up to 4,000 seats, located in downtown Khon Kaen.
Management	Minor Hotel Group
No. of Keys	195 keys
Ownership	Khon Kaen Buri Company Limited

- Anantara Chiang Mai Resort and Spa<sup>2</sup>

Location	123, 123/1 Charoen Prathet Road, Chang Khlan, Muang Chiang Mai, Chiang Mai 50100
Project Area	7-1-53.5 rai
Hotel Details	A resort and spa style hotel surrounded by a lawn and garden facing the Ping River
Management	Minor Hotel Group
No. of Keys	84 keys
Ownership	Pacific Hotel Chiang Mai Company Limited and Pacific Chiang Mai Company Limited

- Eastin Grand Sathorn Bangkok

Location	33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120
Project Area	2-1-57 rai
Hotel Details	A 5-star business hotel with 33-storey building
Management	Absolute Hotel Services
No. of Keys	390 keys
Ownership	EGS Assets Company Limited

- Eastin Thana City Golf Resort

Location	Thana City, Bangna Trad KM14, Bangchalong, Bangpli, Samutprakarn 10540
Project Area	8-0-18 rai
Hotel Details	4-star resort conveniently located near Thana City Golf and Sports Club
Management	Absolute Hotel Services
No. of Keys	194 keys
Ownership	Mak8 Company Limited Nine Square Company Limited BTS Land Company Limited

<sup>2</sup> The Extraordinary General Meeting of Shareholders No. 1/2021 held on January 31, 2021, approved the disposal of 8 assets of the Company, including this asset. The Company is currently in process of disposing the asset.

- U Inchantree Kanchanaburi

Location	443 Mae Nam Kwai Road, Thamakham, Muang Kanchanaburi, Kanchanaburi 71000
Project Area	5-1-30 rai
Hotel Details	A riverfront 4-star resort on the Khwae Yai River
Management	Absolute Hotel Services
No. of Keys	50 keys
Ownership	Muangthong Assets Company Limited

- U Chiang Mai Hotel

Location	70 Ratchadamnoen Road, Sri-Poom, Muang, Chiang Mai 50200
Project Area	1-1-38 rai
Hotel Details	A boutique 5-star hotel located within the 'Old City' of Chiang Mai
Management	Absolute Hotel Services
No. of Keys	41 keys
Type	Leasehold
Ownership	Muangthong Assets Company Limited

- U Sathorn Bangkok

Location	105, 105/1 Soi Ngam Duphli, Thung Maha Mek, Sathorn, Bangkok 10120
Project Area	9-3-12 rai
Hotel Details	A 5-star resort located in the heart of Bangkok
Management	Absolute Hotel Services
No. of Keys	86 keys
Type	Leasehold
Ownership	Muangthong Assets Company Limited

## ● Hotel Business in Oversea

The Company operates overseas hotel businesses through several subsidiaries, which are owned by subsidiaries/ associate companies of Vienna House Capital GmbH, a wholly-owned subsidiary of the Company. As of December 31, 2021, the Company operates hotel business in several countries located in Europe, including Germany, Czech Republic, Romania and Poland, Slovak Republic and Switzerland consisting of hotels that are owned by the Company, under financial leases, and under operating leases, totaling 20 hotels and 3,611 keys. The details are as follows:

No.	Hotel Name	Location	Brand	No. of Keys	Type
1	Vienna House Diplomat Prague	Prague Czech Republic	Vienna House	400	Freehold
2	Vienna House Easy Pilsen	Pilsen Czech Republic	Vienna House Easy	144	Freehold
3	Vienna House Easy Katowice	Katowice Poland	Vienna House Easy	203	Freehold
4	Vienna House Easy Cracow	Cracow Poland	Vienna House Easy	220	Freehold
5	Vienna House Easy Airport Bucharest	Bucharest Romania	Vienna House Easy	177	Freehold
6	Vienna House Easy Amberg	Amberg Germany	Vienna House Easy	110	Freehold
7	Vienna House Easy Bad Oeynhausen	Bad Oeynhausen Germany	Vienna House Easy	146	Freehold
8	Vienna House Easy Braunschweig	Braunschweig Germany	Vienna House Easy	176	Freehold
9	Vienna House Easy Castrop-Rauxel	Castrop-Rauxel Germany	Vienna House Easy	84	Freehold
10	Vienna House Easy Coburg	Coburg Germany	Vienna House Easy	123	Freehold
11	Vienna House Easy Günzburg	Günzburg Germany	Vienna House Easy	100	Freehold
12	Vienna House Easy Bratislava	Bratislava Slovak Republic	Vienna House Easy	170	Freehold
13	Vienna House Amber Baltic Miedzyzdroje	Miedzyzdroje Poland	Vienna House	192	Financial Lease
14	Vienna House Andel's Lodz	Lodz Poland	Vienna House	277	Financial Lease
15	Vienna House Easy Landsberg	Landsberg Germany	Vienna House Easy	103	Financial Lease

No.	Hotel Name	Location	Brand	No. of Keys	Type
16	Vienna House Easy Limburg	Limburg Germany	Vienna House Easy	99	Financial Lease
17	Vienna House Easy Neckarsulm	Neckarsulm Germany	Vienna House Easy	95	Financial Lease
18	Vienna House Easy Trier	Trier Germany	Vienna House Easy	105	Financial Lease
19	Vienna House Easy Wuppertal	Wuppertal Germany	Vienna House Easy	130	Financial Lease
20	Vienna House Andel's Berlin	Berlin Germany	Vienna House	557	Operating Lease

### ● Hotel Management Services

Hotel management services are another significant business that expands the brand of the Company without requiring its owned investment. The Company can generate higher profitability and create brand growth in the international market.

As of December 31, 2021, the Company operates the overseas hotel management business through its subsidiaries and associate companies as follows:

Management of hotels in Europe - the Company operates hotels under the Vienna House brand and Liner through Vienna International Hotel Management GmbH, a wholly-owned subsidiary of the Company, and under the Holiday Inn brand through UBM + VH Hotels GmbH, a joint venture of the Company. The current managed hotel portfolio consists of 6 hotels and 1,237 keys as follows:

No.	Hotel Name	Location	Brand	No. of Keys	Type
1	Vienna House Martinspark Dornbirn	Dornbirn Austria	Vienna House	98	Managed
2	Vienna House Andel's Prague	Prague, Czech Republic	Vienna House	290	Managed
3	Holiday Inn Munich Leuchtenbergring Hotel	Munich, Germany	Holiday Inn	279	Managed under JV
4	Holiday Inn Munich Westpark Hotel	Munich, Germany	Holiday Inn	207	Managed under JV
5	Angelo by Vienna House Ekaterinburg	Ekaterinburg, Russia	Vienna House	211	Managed
6	Liner Airport hotel Ekaterinburg	Ekaterinburg, Russia	Liner (white label)	152	Managed



## ● Office Rental Business (Domestic)

As of December 31, 2021, the Company has 1 office building namely TST Tower. Details are as follows:

- TST Tower

Location	21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Bangkok, Thailand
Total Floor Area	Net floor area is 16,074 sqm
Building Details	A 24-storey building with multi-floor parking
Ownership	Unison One Company Limited

## ● Office Rental Business (Overseas)

As of December 31, 2021, the Company has 1 rental office building in London to diversify the risk of income as follows:

- Office Building on 33 Gracechurch

Location	33 Gracechurch Street, City of London, the United Kingdom
Total Floor Area	Net floor area is 8,747 sqm
Building Details	A 6-storey office building with 1 basement
Ownership	Thirty Three Gracechurch 1 Limited through Lombard Estate Holdings Limited
Lease Term	Operating Lease expiring on January 18, 2162

## ● Commercial Space

As of December 31, 2021, the Company has commercial space for rent as follows:

- Commercial space in Noble Ploenchit (Building D)

Location	Units No. 1035,1035/1446,1035/1447, 1035/1448,1035/1449,1035/1450,1035/1451, 1035/1452,1035/1453,1035/1454, 1035/1456 and 1035/1457 Phloen Chit Road, Lumpini, Pathum Wan, Bangkok 10330
Total Floor Area	Net floor area is 4,446.72 sqm (including parking). The ownership ratio of the common property is 4,446.72:90,136.83.
Building Details	A 12-unit commercial space with 125-lot parking space
Ownership	U City Public Company Limited

- Commercial space for rent in Ideo Q Chula-Samyan

Location	Units No. 660/1599, 660/1600, 660/1601, 660/1602, 660/1603 and 660/1604 in Ideo Q Chula-Samyan Rama 4 Road, Maha Phruettharam, Bang Rak, Bangkok 10500
Total Floor Area	Net floor area is 924.05 sqm. The ownership ratio of the common property is 924.05:48,805.06.
Building Details	6-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Ashton Chula-Silom

Location	Units No. 800/1181,800/1182,800/1183,800/1184 and 800/1185 in Ashton Chula-Silom RAMA 4 Road, Si Phraya, Bang Rak, Bangkok 10500
Total Floor Area	Net floor area is 186.98 sqm. The ownership ratio of the common property is 186.98:41,461.64.
Building Details	5-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Ideo Mobi Sukhumvit A

Location	Units No. 2097/1,2097/2 and 2097/3 in Ideo Mobi Sukhumvit A Sukhumvit Road, Bang Chak, Phra Khanong, Bangkok 10260
Total Floor Area	Net floor area is 291.81 sqm. The ownership ratio of the common property is 291.81:15,333.57.
Building Details	3-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Ideo Mobi Sukhumvit B

Location	Units No. 2099/1 and 2099/2 in Ideo Mobi Sukhumvit B Sukhumvit Road, Bang Chak, Phra Khanong, Bangkok 10260
Total Floor Area	Net floor area is 198.63 sqm. The ownership ratio of the common property is 198.63:15,159.97.
Building Details	2-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Ideo Sukhumvit 93

Location	Units No. 93/1 and 93/2 in Ideo Sukhumvit 93 Sukhumvit Road, Bang Chak, Phra Khanong, Bangkok 10260
Total Floor Area	Net floor area is 442.90 sqm. The ownership ratio of the common property is 442.90:50,250.31.
Building Details	2-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Elio Del Ray

Location	Units No. 95/1, 95/2, 95/3 and 95/4 in Elio Del Ray Sukhumvit 64 Soi, Bang Chak, Phra Khanong, Bangkok 10260
Total Floor Area	Net floor area is 414.11 sqm. The ownership ratio of the common property is 414.11:47,678.60.
Building Details	4-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Ideo Mix Sukhumvit 103

Location	Units No. 9/1, 9/2, 9/3, 9/4, 9/5, 9/6, 9/7, 9/8, 9/9, 9/10, 9/11, 9/12, 9/13, 9/14 and 9/15 in Ideo Mix Sukhumvit 103 Soi Udomsuk 3, Bangna, Bangna, Bangkok 10260
Total Floor Area	Net floor area is 1,076.94 sqm. The ownership ratio of the common property is 1,076.94:37,039.88.
Building Details	15-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Ideo Mobi Sukhumvit Eastgate

Location	Units No. 4371/1, 4371/2, 4371/3, 4371/4 and 4371/5 in Ideo Mobi Sukhumvit Eastgate Sukhumvit Road, Bang Na, Bang Na, Bangkok 10260
Total Floor Area	Net floor area is 389.79 sqm. The ownership ratio of the common property is 389.79:21,729.70.
Building Details	5-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Ideo Sukhumvit 115

Location	Units No. 234/1, 234/2, 234/3, 234/4, 234/5, 234/6 and 234/7 in Ideo Sukhumvit 115 Moo 4, Thepharak, Muang Samut Prakan, Samut Prakan Province 10270
Total Floor Area	Net floor area is 368.28 sqm. The ownership ratio of the common property is 368.28:36,045.29.
Building Details	7-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Ideo Q Phayathai

Location	Units No. 138/477 in Ideo Q Phayathai Road, Thung Phayathai, Ratchathewi, Bangkok 10400
Total Floor Area	Net floor area is 141.89 sqm. The ownership ratio of the common property is 141.89:23,818.25.
Building Details	1-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Ideo Q Ratchathewi

Location	Units No. 515/1 in Ideo Q Ratchathewi, Phetchaburi Road, Thanon Phayathai, Ratchathewi, Bangkok 10400
Total Floor Area	Net floor area is 140.62 sqm. The ownership ratio of the common property is 140.62:13,074.83.
Building Details	1-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Ideo Mobi Sathorn

Location	Units No. 134/1 in Ideo Mobi Sathorn Krung Thonburi Road, Banglamphulung, Khlong San, Bangkok 10600
Total Floor Area	Net floor area is 194.67 sqm. The ownership ratio of the common property is 194.67:17,270.31.
Building Details	1-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Ideo Sathorn Thaphra

Location	Units No. 221/1, 221/2, 221/3, 221/4 and 221/5 in Ideo Sathon Thaphra Taksin-Phetkasem Road, Bukkhalo, Thonburi, Bangkok 10600
Total Floor Area	Net floor area is 543.53 sqm. The ownership ratio of the common property is 543.53:36,441.07.
Building Details	5-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in front of Ideo Wutthakat

Location	A 2-storey commercial building with a total area of 460 sqm. No. 53 Trok Wingwaw, Bang Kho, Chomthong, Bangkok on Title Deed No. 20722 Land No. 628 Bang Kho, Chomthong, Bangkok
Total Floor Area	0-1-26.5 rai or equivalent to 506 sqm
Building Details	1 plot of commercial land and building
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in front of Ideo Thaphra Interchange

Location	Three 3-storey commercial buildings with a total area of 432 sqm. No. 129/25, 129/26, and 129/27 Petchkasem Road, Wat Tha Phra, Bangkok Yai, Bangkok 10600, which are located on Title Deed No. 32552, 32553, 32554, Land No. 674, 675, 676 Wat Tha Phra, Bangkok Yai, Bangkok
Total Floor Area	0-0-36.2 rai or equivalent to 144.8 sqm
Building Details	3 plots of commercial land and building
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Ideo Mobi Wongsawang Interchange

Location	Units No. 789/560, 789/561, 789/562 and 789/563 in Ideo Mobi Wongsawang Interchange Bangkok-Nonthaburi Road, Bang Sue, Bang Sue, Bangkok 10800
Total Floor Area	Net floor area is 193.72 sqm. The ownership ratio of the common property is 193.72:15,229.18.
Building Details	4-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Ideo Mobi Phayathai

Location	Units No. 505/1 in Ideo Mobi Phayathai Sri Ayudhaya Road, Thung Phayathai, Ratchathewi, Bangkok 10400
Total Floor Area	Net floor area is 237.42 sqm. The ownership ratio of the common property is 237.42:10,935.70.
Building Details	1-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Ideo Verve Ratchaprarop

Location	Units No. 403/1, 403/2, 403/3,4 and 403/5,6 in Ideo Verve Ratchaprarop, Ratchaprarop Road, Makkasan, Ratchathewi, Bangkok 10400
Total Floor Area	Net floor area is 314.86 sqm. The ownership ratio of the common property is 314.86:22,294.09.
Building Details	4-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Ideo Mobi RAMA 9

Location	Units No. 90/1, 90/2, 90/3, 90/4 and 90/5 in Ideo Mobi RAMA 9, Rama 9 Road, Huai Khwang, Huai Khwang, Bangkok 10310
Total Floor Area	Net floor area is 466.51 sqm. The ownership ratio of the common property is 466.51:24,099.67.
Building Details	5-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Ideo Ratchada-Huaykwang

Location	Units No. 62/1, 62/2, 62/3, 62/4 and 62/5 in Ideo Ratchada-Huaykwang, Pracharat Bampnen Road, Huai Khwang, Huai Khwang, Bangkok 10310
Total Floor Area	Net floor area is 249.35 sqm. The ownership ratio of the common property is 249.35:14,761.11.
Building Details	5-unit commercial space
Ownership	Prime Area Retail Company Limited



- Commercial space for rent in Ideo Mix Phaholyothin

Location	Units No. 698/1, 698/2, 698/3, 698/4, 698/5, 698/6, 698/7, 698/8, 698/9, 698/10 and 698/11 in Ideo Mix Phaholyothin, Phahonyothin Road, Samsen Nai, Phayathai, Bangkok 10400
Total Floor Area	Net floor area is 647.47 sqm. The ownership ratio of the common property is 647.47:17,859.49.
Building Details	11-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Unio Charan 3

Location	Units No. 901/1933, 901/1934, 901/1935 and 901/1936 in Unio Charan 3, Soi Charan Sanit Wong 3, Tha Phra, Bangkok Yai, Bangkok 10600
Total Floor Area	Net floor area is 112.98 sqm. The ownership ratio of the common property is 112.98:54,650.68.
Building Details	4-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Unio Rama 2 - Thakham

Location	Units No. 15/727 in Unio Rama 2 – Thakham, Soi Thakham, Samae Dam, Bang Khun Thian, Bangkok 10150
Total Floor Area	Net floor area is 125.04 sqm. The ownership ratio of the common property is 125.04:18,485.03.
Building Details	1-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Unio Serithai

Location	Units No. 570/701 and 570/702 in Unio Serithai, Serithai, Khlong Kum, Bueng Kum, Bangkok 10240
Total Floor Area	Net floor area is 163.85 sqm. The ownership ratio of the common property is 163.85:17,838.07.
Building Details	2-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Unio Sukhumvit 72 (Phase 1)

Location	Units No. 285/204, 285/205 and 285/206 in Unio Sukhumvit 72 (Phase 1) Soi Sirikham, Sam Rong Nua, Muang Samut Prakan, Samut Prakan 10270
Total Floor Area	Net floor area is 167.89 sqm. The ownership ratio of the common property is 167.89:26,889.33.
Building Details	3-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Unio Sukhumvit 72 (Phase 2)

Location	Units No. 277/1, 277/2 and 277/3 in Unio Sukhumvit 72 (Phase 2) Soi Sirikham, Sam Rong Nua, Muang Samut Prakan, Samut Prakan 10270
Total Floor Area	Net floor area is 165.60 sqm. The ownership ratio of the common property is 165.60:26,872.56.
Building Details	3-unit commercial space
Ownership	Prime Area Retail Company Limited

- Commercial space for rent in Noble Remix

Location	Units No. 772/657, 772/658, 772/659, 772/660, 772/661, 772/662, 772/663, 772/664 and 772/665 in Noble Remix, Sukhumvit 36, Sukhumvit Road, Khlong Ton, Klong Toei, Bangkok 10110
Total Floor Area	Net floor area is 6,726.83 sqm. The ownership ratio of the common property is 6,726.83:46,025.81.
Building Details	9-unit commercial space
Ownership	U Remix Company Limited

## ● Management and Operation of Golf Club and Sports Club Services

As of December 31, 2021, the Company operates the business of managing golf and sports club services through Thana City Golf and Sports Club ("TGC"), a subsidiary under the EBT of Unicorn Enterprise Co., Ltd. ("UE"). Currently, TGC manages Thana City Golf and Country Club, an 18-hole golf course designed by Greg Norman, a renowned golf pro, and a fully serviced sports club located at Km 14, Bangna-Trad Road, Bang Phli, Samut Prakan.



### ● Property Management Service (Domestic)

As of December 31, 2021, the Company operates a property management business through Tanayong Property Management Company Limited (“**TPM**”), a subsidiary under the EBT of UE transaction. Currently, TPM manages TST, The Royal Place 1, The Royal Place 2, The Grand, land banks, as well as roads and public utilities in Thana City project.

### ● Real Estate Development

As of December 31, 2021, the Company has developed the projects as follows:

- “The Unicorn” at Phayathai project

Project Location	At the intersection of three currently operating mass transit lines, namely BTS Skytrain (Green Line), Airport Link, and future Red Line station on Phayathai road. The project is located in Bangkok’s business center, a few minutes away from Siam Square, major shopping centers, and Chulalongkorn University.
Project Area	7-1-37.4 rai
Project Details	<p>The project will be a 51-storey mixed-use complex building with over 53,000 sqm of total usable area, which shall include:</p> <ul style="list-style-type: none"> <li>• Retail space for rent</li> <li>• Grade A office space for rent</li> <li>• A 5-star hotel</li> <li>• Parking space</li> </ul>
Construction Area	Approximately 120,000 sqm
Project Value	Approximately 9,300 million baht
Project Status	The project is currently under construction (Currently at the 51st floor)
Project Schedule	The project is expected to complete in 2023
Project Owner	Kamkoong Property Company Limited

- Roi Chak Sam project

Project Location	Located along the Chao Phraya River (Opposite to IconSiam), Soi Charoen Krung 36, Bang Rak, Bangkok.
Project Area	5-0-60 rai
Project Details	The project will be a 5-star boutique hotel designed under the Heritage Restoration concept focusing on the harmony between the ancient building, a Neo-Classical Style, which had a long history of over 130 years with new buildings to be constructed. The design approach is to create additional usable space and to enhance the magnificence of the ancient site without destroying their elegance.
Construction Area	Approximately 16,000 sqm
Project Value	Approximately 4,600 million baht
Project Status	It is in the process of restoration of heritage buildings and bidding for new construction works.
Project Schedule	The project is expected to complete in 2025.

- Real Estate Development for Sale

- Joint venture companies with Sansiri PCL (“Sansiri”)

The Company has invested in real estate development for sale through the joint venture project (50:50) with Sansiri to develop condominium projects in close proximity to mass transit stations. The Sansiri JV contributes equity income or a share of profit/loss to the Company. Currently, The Sansiri JV consists of a total of 10 projects of which 5 have been completely transferred, 2 are currently being transferred, 2 are under construction, and 1 is awaiting development. Details are as follows:

No.	Company Name	Ownership	Status
1	BTS-Sansiri Holding One Company Limited	50%	Completely Transferred
2	BTS-Sansiri Holding Four Company Limited	50%	Completely Transferred
3	BTS-Sansiri Holding Seven Company Limited	50%	Completely Transferred
4	BTS-Sansiri Holding Eight Company Limited	50%	Completely Transferred
5	BTS-Sansiri Holding Nine Company Limited	50%	Completely Transferred
6	Nuvo Line Agency Company Limited	50%	Under Construction
7	BTS-Sansiri Holding Sixteen Company Limited	50%	Being transferred
8	BTS-Sansiri Holding Nineteen Company Limited	50%	Under Construction
9	BTS-Sansiri Holding Twenty Two Company Limited	50%	Being transferred
10	Siripat Three Company Limited	50%	Awaiting Development

- Joint venture companies with Noble Development PCL (“**Noble**”)

The Company has invested in real estate development for sale through the joint venture project (50:50) with Noble. The Noble JV contributes equity income or a share of profit/loss to the Company. Currently, the Noble JV consists of a total of 3 projects. Details are as follows:

No.	Company Name	Ownership	Status
1	Ratchada Alliance Company Limited	50%	Awaiting Development
2	Phraram 9 Alliance Company Limited	50%	Awaiting Development
3	Future Domain Company Limited	50%	Awaiting Development

- PARK Ramindra Project

Project Location	Ramindra Road, Soi 47, Tha Raeng, Bang Khen, Bangkok 10220
Project Area	2-1-14.2 rai
Project Type	A low-rise 8-storey condominium with 206 units and parking space for 72 vehicles, accounting for 34.95 percent of the total units.
Room Type	1-bedroom and 1-bathroom studios of which the usable area is around 29.45-36.50 sqm per unit.

- Sukhumvit 38 Project<sup>2</sup>

Project Location	Soi Sukhumvit 38, Phra Khanong, Khlong Toei, Bangkok 10110
Project Area	2-0-36 rai
Project Type	A high-rise 37-storey condominium with 216 units and parking space for 216 vehicles, accounting for 100 percent of the total units.
Room Type	137 one-bedroom units with a usable area of around 39.31-60.38 sqm per unit. 78 two-bedroom units with a usable area of around 70.69-172.35 sqm per unit. One penthouse with the usable area of around 345.37 sqm

<sup>2</sup> The Extraordinary General Meeting of Shareholders No. 1/2021 held on January 31, 2021, approved the disposal of 8 assets of the Company, including this asset. The Company is currently in process of disposing the asset.

## Life Insurance

As of December 31, 2021, the Company has invested in life insurance business through Advance Life Insurance Public Company Limited (“A LIFE”), a subsidiary in which 75 percent of its total paid-up capital is held by the Company, with its office located in 175 Sathorn City Tower, 1/1 and 2/1 Floors, South Sathon Road, Thungmahamek, Sathon, Bangkok.

In this regard, A LIFE operates (1) life insurance under a license to operate life insurance business by offering life insurance policies to customers through life insurance agents and brokers, asset management, teleselling and online sales of life insurance policies; and (2) securities brokerage business under a securities business license.

The major products of A LIFE are divided into 2 types: life insurance products that focus on savings for good returns on investment and products that emphasize protection with additional contracts. Based on the nature of products, they can be classified by either type or standard insurance, such as Whole Life Insurance, Term Insurance, Endowment Insurance, Income Insurance, Annuity Insurance. In addition, there are additional contracts that allow the insured to purchase additional life insurance in order to expand the coverage in various aspects to cover the risks of several kinds of events. Additional contracts are such as additional accident insurance, additional critical illness insurance, additional daily compensation, and additional contracts for health insurance, etc. Moreover, it serves as Limited Broker Dealer Underwriter (LBDU) in order to provide personal financial planning services that cover investments for customers.

The main services of A LIFE are (1) Life Insurance – general type; and (2) Personal Accident Insurance.

In addition, A LIFE also serves as a Limited Broker Dealer Underwriter (LBDU) through the process of personal financial planning under the A Life Plan project, which is a comprehensive wealth management service.

- Wealth Creation
- Wealth Protection
- Cashflow Management

The sale/distribution channels of A LIFE are:

### General agent

There are full-time employees offering insurances as a general agent under the wealth management policy with the concept of providing financial advisory services that are rich in product knowledge of life insurance and financial services, in order to be distinguished from other life insurance companies in Thailand. In this regard, it emphasises life insurance products that focus on investment and are short- to medium-term coverage.

### Teleselling

This channel of A LIFE has been operated by life insurance agents by offering life insurance over the phone. Company's life insurance agents do possess experience in offering the products over the phone for more than 10 years. The products offered through this channel focus on coverage and those providing protection in the medium and long term.

### Electronic channels

The electronic sales channel for insurance policies is a new sales tactic that A LIFE has added in 2020. This channel has been developed to reach the target groups that require convenience in purchasing. It is faster in responding to questions of the new generation.

## Investment in other finance-related businesses

The Company has invested in Jay Mart Public Company Limited ("JMART"), in which, as of December 31, 2021, the Company holds 9.85 percent of the total voting shares. JMART operates its business with an investment strategy of being technology Investment Holding Company (T-IHC), focusing on investments in retail, finance and technology businesses under the aspiration of operating under the concept of "The Power of Synergy", a key strategy to create an ecosystem The businesses in the JMART group are as follows:

- (1) Distribution of Mobile phones and accessories under the operation of Jaymart Mobile Company Limited ("Jay Mart Mobile");
- (2) Non-performing debt management business under the operation of JMT Network Services Public Company Limited ("JMT");
- (3) Personal Loan business under the operation of KB J Capital Company Limited
- (4) Financial Technology business (Fintech) under the operation of J ventures company Limited
- (5) Product Distribution business with Hire Purchase under the operation of Singer Thailand Company Limited

- (6) Property Development business and Retail Space under the operation of Jas Asset Public Company Limited

As of December 31, 2021, the Company acquired 24.64 percent voting shares of SINGER Thailand Public Company Limited ("SINGER"). SINGER is a distributor of electrical appliances, sewing machines, commercial products, mobile phones, among others, under the trademark of "SINGER". The business under SINGER are as follows:

- (1) Hire purchase of Electrical and Home appliances under the operation of SG Capital Public Company Limited;
- (2) Loans with vehicle registration certificate as the security "car for cash" both transfer book and non transfer book, under the operation of SG Capital Public Company Limited;
- (3) Captive finance business under the operation of SG Capital Public Company Limited;
- (4) After-sales service, maintenance, and repair of electrical appliances under the operation of SG Service Plus Company Limited;
- (5) Life insurance and non-life insurance brokerage business under the operation of SG Broker Company Limited.

## Other real estate businesses

The Company has invested in an international school under the name Verso International School through Keystone Management Company Limited, a 50:50 joint venture company with American International School Management Group in Hong Kong. This business aims at developing a new international school that offers Pre-kindergarten to grade 12 under a unique curriculum and encourages development of children in order to achieve their own goals (Personal Mastery Learning).

Project Location	Located close to Thana City, Suvarnabhumi International Airport, Central Village.
Project Area	79 -1- 66.35 rai
Project Details	An international school, from Pre-kindergarten to 12th grade.
Construction Area	40,000 sqm
Project Value	4,800 million baht
Project Schedule	Opened in 2020.





### Teaching and learning management during the COVID-19

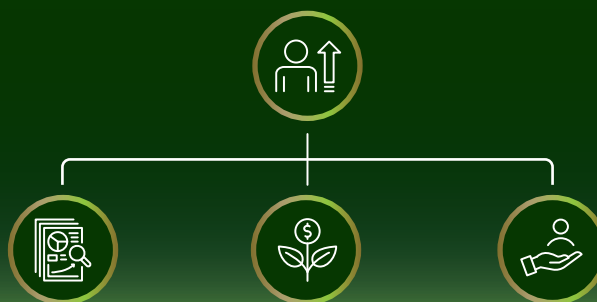
The school provides online teaching and learning approaches to increase the participation of students and parents in activities or projects by delivering a learning box to each student at home every two weeks.



### Design Awards, World Design Awards 2021, from The Architecture Community (TAC)

In October 2021, VERSO School received the first prize in Architecture & Design in the category of Institutional Building Built from The Architecture Community (TAC).

## 2.2 REVENUE STRUCTURE



### Revenue Structure

Business Segment	Operate Entity	2021		2020		2019	
		Revenue (THB million)	%	Revenue (THB million)	%	Revenue (THB million)	%
<b>Rental and Service Business</b>		<b>384.38</b>	<b>5.85%</b>	<b>320.05</b>	<b>5.66%</b>	<b>314.65</b>	<b>3.00%</b>
33 Gracechurch	Thirty Three Gracechurch 1 Limited	107.68	1.64%	120.42	2.13%	159.43	1.52%
6-14 Underwood Street <sup>(1)</sup>	Underwood Street Limited	9.88	0.15%	14.26	0.25%	1.09	0.01%
TST Tower	Unison One Co.,Ltd.	124.20	1.89%	110.93	1.96%	121.73	1.16%
Noble Ploenchit Commercial building	U City PCL.	57.45	0.87%	59.21	1.05%	32.40	0.31%
Morph 38 <sup>(1)</sup>	U City PCL.	0.33	0.01%	0.15	0.00%	0.00	0.00%
Commercial unit buildings	Prime Area Retail Co.,Ltd.	58.41	0.89%	15.09	0.27%	0.00	0.00%
Commercial unit buildings	U Remix Co.,Ltd.	14.43	0.22%	0.00	0.00%	0.00	0.00%
Land in Nakorn Ratchasima	N Park Global Holding Co.,Ltd.	12.00	0.18%	0.00	0.00%	0.00	0.00%
<b>Property Management Business</b>		<b>182.93</b>	<b>2.78%</b>	<b>233.89</b>	<b>4.14%</b>	<b>192.40</b>	<b>1.83%</b>
Property management	Thana City Golf & Sports Club Co.,Ltd.	88.40	1.35%	143.99	2.55%	110.10	1.05%
Property management	Tanayong Property Management Co.,Ltd.	40.31	0.61%	46.11	0.82%	50.87	0.48%
Property management	U City PCL.	53.81	0.82%	43.39	0.77%	31.30	0.30%
Property management	Lombard Estate Holdings Co.,Ltd.	0.42	0.01%	0.41	0.01%	0.13	0.00%

Business Segment	Operate Entity	2021		2020		2019	
		Revenue (THB million)	%	Revenue (THB million)	%	Revenue (THB million)	%
<b>Hospitality Business</b>		<b>1,954.71</b>	<b>29.74%</b>	<b>3,020.96</b>	<b>53.46%</b>	<b>7,621.16</b>	<b>72.63%</b>
Avani Khon Kaen Hotel & Convention Centre	Khon Kaen Buri Co.,Ltd.	79.01	1.20%	122.17	2.16%	192.05	1.83%
Anantara Chiang Mai Resort <sup>(2)</sup>	Pacific Hotel Chiangmai Co.,Ltd.	73.32	1.12%	144.45	2.56%	347.68	3.31%
Eastin Grand Hotel Sathorn	EGS Assets Co.,Ltd.	102.01	1.55%	195.23	3.45%	618.37	5.89%
Vienna House Hotels <sup>(3) / (4)</sup>	Vienna House Capital GmbH	1,590.13	24.20%	2,379.15	42.10%	6,078.74	57.93%
U Inchantree Kanchanaburi	Muangthong Assets Co.,Ltd.	23.10	0.35%	33.16	0.59%	47.40	0.45%
U Sathorn Bangkok	Muangthong Assets Co.,Ltd.	67.67	1.03%	97.30	1.72%	197.09	1.88%
U Chiang Mai	Muangthong Assets Co.,Ltd.	6.06	0.09%	19.06	0.34%	56.17	0.54%
Eastin Thana City Golf Resort Bangkok	BTS Land Co.,Ltd, Mak8 Co.,Ltd, Nine Square Property Co.,Ltd.	13.41	0.20%	30.43	0.54%	83.66	0.80%
<b>Insurance Business</b>		<b>170.76</b>	<b>2.60%</b>	<b>0.00</b>	<b>0.00%</b>	<b>0.00</b>	<b>0.00%</b>
Insurance income	Advance Life Assurance PCL. <sup>(5)</sup>	170.76	2.60%	0.00	0.00%	0.00	0.00%
<b>Real Estate For Sale Business</b>		<b>51.30</b>	<b>0.78%</b>	<b>0.00</b>	<b>0.00%</b>	<b>0.00</b>	<b>0.00%</b>
Park Ramindra	U City PCL.	51.30	0.78%	0.00	0.00%	0.00	0.00%
<b>Other</b>		<b>3,827.87</b>	<b>58.25%</b>	<b>2,076.32</b>	<b>36.74%</b>	<b>2,365.18</b>	<b>22.54%</b>
Dividend income		1.18	0.02%	0.73	0.01%	0.45	0.00%
Interest income		190.14	2.89%	491.00	8.69%	357.78	3.41%
Gain on exchange rates		208.58	3.17%	0.00	0.00%	51.88	0.49%
Gain on sale of assets		21.14	0.32%	8.30	0.15%	25.11	0.24%
Gain on sales of investment in subsidiaries and joint ventures		404.15	6.15%	822.23	14.55%	1,559.04	14.86%
Revenue from termination of contracts		0.00	0.00%	199.82	3.54%	0.00	0.00%
Fair value gains on investments		2,342.50	35.64%	0.00	0.00%	0.00	0.00%
Others		660.19	10.05%	554.23	9.81%	370.92	3.53%
<b>Total Revenues</b>		<b>6,571.94</b>	<b>100.00%</b>	<b>5,651.23</b>	<b>100.00%</b>	<b>10,493.39</b>	<b>100.00%</b>

<sup>(1)</sup> Divested in 2021

<sup>(2)</sup> Divested in January 2022

<sup>(3)</sup> Partially divested in 2021

<sup>(4)</sup> Including revenue from rental and services

<sup>(5)</sup> Newly acquired subsidiary, start revenue recognition in October 2021

## Capital restructuring

During FY 2021 U City announced its intention to orchestrate a rapid turnaround strategy by making a strategic pivot towards financial services. Transitioning away from real estate / hospitality sectors with their uncertain post COVID recovery period into financial services with higher growth potential, higher return on equity, and more cyclical resilient nature. As can be seen from the above revenue structure, for FY2021 the contribution from financial services sector remains insignificant, hence the following revenue structure discussion remains focused on the real estate business. However, in future years, we expect the contribution from financial services to gradually increase.

### 2.2.1 Hospitality Business

#### Key Development in 2021:

Due to the pandemic situation of COVID-19 which negatively and significantly affected the current and future financial position, operations, and cash flow of the Company. It is difficult for the Company to predict when or how the situation will be over. Therefore, in order to enhance the financial liquidity of the Company's current and future operations, reduce financial costs and expenses, and prepare the Company to invest in any potential projects or assets with an appropriate price in the future, the Board of Directors' Meeting No. 2/2021 held on 15 February 2021, and the Annual General Meeting of Shareholders for the Year 2021 held on 31 March 2021, resolved to approve the disposal transaction of the Company and its subsidiaries' asset, at a total sale price of not less than THB 4,415,528,256.74

During the year, U City disposed of the majority of its European hotels, the management platforms of Vienna House and Absolute Hotel Services (AHS) as well as its subsidiaries' assets for the joint venture with Noble Development Public Company Limited ("Noble"), vacant lands and buildings. U City aims to fully divest the entire Hotel and Real Estate portfolio within the year 2025.

Regarding ongoing work in progress, as of 31 December 2021, the construction of our remaining hotels, The Unicorn and Rong Pasee Roi Chak Sam were underway with approximately 62% and 7% completed respectively. These developments will continue as scheduled until completion, or transferred if a buyer is successfully found beforehand. We are seeking for potential buyers with skill and experience to continue our projects but in case that the Company is unable to do so within the expected time

frame, the Company may consider establishing a Real Estate Investment Trust (REIT) and offer it to potential prospects or affiliates of the Company. Eventually, the Company will fully exit from the hotel business.

#### Target Customers:

U City's hospitality segment includes a geographically diversified portfolio of owned, leased and managed hotels in Europe and Asia, under the brand Vienna House, Travelodge, U and Eastin. Most hotels in Europe are located in the rural areas, mostly targeting European tourists travelling within the European union. Therefore, the Vienna House brand does not solely rely on foreign tourists which has been restricted from COVID-19 border restriction. On the other hand, U and Eastin brands are located in urban areas, while targeting travellers at major cities and top-rated tourist attractions. U City's hotel have a wide range of segment from mid-price segments up to 5 stars hotels.

#### Growth Opportunities:

With the outbreak of the COVID-19 pandemic, many independent hotels are struggling to survive. The Company's hospitality business is active in several countries in Europe and Asia, which is an appropriate diversification. Our hotels and companies can benefit when they synergise with one another, transferring resources, employees, and capital in order to withstand the crisis. U City can leverage on our diverse customer's profile to target various segmentation by not solely relying on business travelers, group tours, or on specific tourist attractions. By doing so, allow our hotels to shift gears and grow toward a particular group of customers that recovers from COVID-19 the earliest. Both our dynamic hotel management platforms, that are mutually

complementing, are offering strategic flexibility and a springboard for global expansion. Further, for any unsold hotels left after our hotel divestment, 'return to normal' business and leisure travel following the containment of the COVID 19 pandemic offers the fastest route back to higher occupancy.

## 2.2.2 Office Business

### Key Development in 2021:

In 2Q 2021, the Net Floor Area (NFA) decreased from the disposal of the Underwood Street building which has been completed on 7 June 2021. The remaining office and commercial units segment has lettable space comprising of 1 office building in London, UK, 1 office building and multiple commercial units in Thailand. In 33 Gracechurch office building in London, UK, we were able to rent out additional areas on the basement floor to generate further revenues. Noble commercial building and the TST Tower remained fully occupied for the entire year. U City invested in various commercial unit buildings in Bangkok to increase recurring revenue. The commercial unit buildings have a total net rental area of 9,173 sqm, are fully occupied and generate steady revenue per annum. The overall occupancy rate for commercial unit building remained the same at 100%. The overall occupancy rate for the office segment this year was 92.9%.

### Target Customers:

Our office buildings are located near the mass transit station and have enjoyed exceptionally strong leasing demand from companies whose workplace strategy focuses on their employees' convenience.

In this regard, 33 Gracechurch office building, London is situated within the heart of the City of London, fronting the western side of Gracechurch Street, one of the City's main thoroughfares, and benefits from close walking distances to several underground stations, including Bank and Monument. The location is attractive for service companies such as financial services, human resources who have a high concentration of clients in the City of London.

TST Tower, Bangkok: Situated in a peripheral business district en-route to Don Muang International Airport and 15 minutes from Mochit BTS Station, the area is close to a number of major Thai corporate headquarters and foreign office. The building is the head office for several companies under the BTS Group.

Noble Ploenchit Commercial Building, Bangkok: Situated in the center of Bangkok Central Business District with direct access from BTS Ploenchit. The commercial building serves as a premium and convenience means for the ultra-luxurious lifestyle of the 1,400 living units of Noble Ploenchit housing residences.

### Growth Opportunities:

U City has pivoted from being a diversified real estate investment and development company to a financial services company. As such, it expects to divest its real estate holdings within the year 2025. Within that period, however, it still expects to enjoy rental increase as well as profit on sale (from cap rate contraction). U City's offices are located in the Central Business District of major economical cities, London and Bangkok. The location of the buildings were craftly selected by experience real estate investors that look for both functionality and value. Since these offices are along the mass transit line, the price of the land is increasing as time passes by. Moreover, companies are willing to pay premiums for their employees' convenience. According to JLL, office space near mass transit commands nearly 20% higher rents than market average<sup>1</sup>. These buildings are expected to enjoy much higher premiums than the market average, as well as, higher occupancy rate.

## 2.2.3 Condominium Business

### Key Development in 2021:

U City engages in both greenfield development, as well as investments in local commercial units. Our greenfield developments are structured through 50% joint ventures ("JV") with Sansiri and Noble and recognise equity income or a share of profit from the JV.

JV Projects with Sansiri: There were 3 condominium projects on sale. KHUN By Yoo and the BASE Saphanmai are ready-to-move-in condominium projects. The LINE Phahonyothin Park is under construction and is began to transfer in December 2021.

JV Projects with Noble: There is 1 condominium project on sale. Nue Noble Ratchada – Lat Phrao project is under construction and the presales backlog was progressing as planned.

#### **Target Customers:**

Our assets are anchored on being proximally located along current and future mass transit lines, in order to benefit from the “mass transit premium”. Our varied portfolio and nature of investment, facilitates our strategy of sustainable growth through business cycle risk mitigation and flexibly converting opportunity into value for our shareholders. U City also takes a partnership approach in its business to gain access to real estate opportunities that were unavailable on a standalone basis. Bangkok in particular, is currently undergoing a multi-decade infrastructure shift from “roads-to-rails” transportation. The expansion of Bangkok’s immature rail mass transit network uncovers investment and development opportunities, enhances the value of land and stimulates demand for property in general. Properties that are close proximity to mass transit line enjoy generally higher occupancy or take-up rates, higher rate of value uplift over time and are less sensitive to economic downturns.

#### **Growth Opportunities:**

U City has pivoted from being a diversified real estate investment and development company to a financial services company. As such, it expects to divest its real estate holdings within the next years 2025. For the properties yet to be divested, it aims to sell them at profitable prices, generating profit from the development.

### **2.2.4 Life Insurance Business**

#### **Key Development in 2021:**

U City completed the acquisition of 75% of Advance Life Assurance Company Limited (A LIFE) on 4 October 2021. A LIFE is a fundamentally strong company in growing and under-served segment. A LIFE has a strong and experienced management team. It ranks 17th in term of market share and ranks 2nd in term of Return on Equity.

#### **Target Customers:**

A LIFE plans to issue microinsurance products that offer coverage to low-income households. The plan provide protection to individuals who have little savings and is tailored specifically for lower valued compensation for death. This gives the insured person access to the formal insurance market by creating unique products and distribution systems to address their needs. As the Company operate and collects more customers’ data, we will be able to offer more innovative life insurance products that satisfy the desire of the policyholders and meet the needs of the insurer.

#### **Growth Opportunities:**

A LIFE aims to expand its market share through various strategies consisting of the introduction of easy-to-access micro life insurance products, cross-selling of life insurance products under BTS Group partner companies, as well as expanding our distribution channels together with new alliance under the BTS Group’s MOVE, MIX and MATCH (“3M”) networks. In addition, the Company has increased capital into A LIFE to build a stronger capital base and be able to expand its product sales in the future.

Insurance market size in Thailand has room to double from 5% to 10% in term of premium underwritten in a particular year to the GDP (market penetration). As of 31 December 2021, life insurance market size is at THB 614 bn. A LIFE market share premiums is at THB 1.2 bn

<sup>1</sup> Jones Lang LaSalle; ค่าเช่าออฟฟิศใกล้รถไฟฟ้าแพงกว่าค่าเช่าเฉลี่ยทั่วกรุงเทพฯ เกือบ 20%; <https://www.jll.co.th/th/newsroom/office-space-near-mass-transit-commands-nearly-20-percent-higher-rents-than-market-average>



or equivalent to only 0.2% market share. U City should enjoy the benefit of enhanced sales of Life Insurance from both the strategic relationship with BTS Group as well as the maturation of the Life Insurance market.

### 2.2.5 Investment in other finance-related businesses

#### Key Development in 2021:

U City made investments in other financial business include the investments in JMART and SINGER. U City subscribed for 136,119,587 newly issued ordinary shares in JMART, at the subscription price of THB 30.3370 per share, totaling THB 4,129,459,910.82, representing 9.90% of JMART, which was completed on 13 December 2021. Meanwhile, U City also subscribed for 197,108,696 newly issued ordinary shares in SINGER, at the subscription price of THB 36.3005 per share, totaling THB 7,155,144,219.15, representing 24.90% of SINGER, which was completed on 20 December 2021.

JMART is a holding company that invests in a variety of business, together with SINGER's future growth prospects from products and services such as electric appliances, hire purchase service, car for cash, other financial services, and life insurance and insurance brokerage business. In addition, SINGER's branches and personnel can also help distribute A LIFE's insurance sales to wider coverage. These will supplement the Company's financial performance and fortify the Companies business to withstand down cycles.

#### Target Customers:

Together with our strategic partnership under BTS 3M Network, the Company can unlock customer reach within the BTS ecosystem. This includes the BTS Skytrain passengers, Rabbit Line Pay users, and U City's hotel guests. In the meantime, we are expanding to reach out for potential customers from our new partners under the JMART Group of companies, including JMART, JMT, SINGER, and J Asset.







### Growth Opportunities:

U City injected new capital to support growth for the financial services companies we invested in. Moreover, the target companies would have enhanced reach by using the 3M network from BTS Group. By combining our customer database within the Rabbit ecosystem, there is more room to grow and become a major player in the financial services sector. Moreover, we are implementing our leading blockchain technology partner, to be used in our ecosystem. This leads to numerous opportunity for us to play in the decentralised finance space, while capturing the offline presence of our current customer base. Last but not least, the Company expects to find further opportunities within the financial sector and make strategic investments that could lead the Company to a step towards sustainable growth.

### 2.2.6 Business Plan and Outlook

As discussed earlier, the Company made a strategic decision to exit the real estate business, with a significant portion of divestment already made in 2021. This will shift the reliance of income away from real estate, and more towards financial services. For the remaining real estate portfolio, it will be divested within the year 2025.

In Europe and the UK, the COVID-19 situation has gradually been improved due to the rapid vaccine distribution and the Government subsidy measures provided to the private sectors. On the other hand, Thailand has started to accept travel into the country without quarantine for those who have completed the full dose of vaccination since 1 November 2021. This relaxation has been merited due to the nationwide vaccination rate reaching 67% and the Bangkok

metropolitan double vaccination rate surpassing 80% (as of 11 November 2021) after Thailand was able to accelerate more to than 700,000 vaccinations per day. Moreover, on 1 December 2021, Thailand permitted the consumption of alcoholic beverages and recreational activities in restaurants and allowed entertainment venues to be open for service under appropriate public health measures. This relaxation will support and stimulate the tourism sector, leisure, and entertainment, during the New Years' celebration. The Company believes that this will significantly benefit our remaining hospitality portfolio in Thailand.

COVID-19 has catalysed changes in consumer behaviour, and the Company has had to respond accordingly. For U City, this has resulted in the Company changing its long-term business direction. It has refocused its capital and resources on the financial services industry

with a higher return and resilience than the hospitality and real estate business. Additionally, it is driven by the continued deep losses and the lack of clarity of the hospitality recovery profile from the COVID-19 pandemic. As a result, the Company will allocate real estate divestment capital increase proceeds to expand the financial business with more potential and benefit more from new alliances under BTS Group's 3M (MOVE, MIX, and MATCH) strategy. The initial financial services investments include (1) Life insurance business for retail customers (micro-insurances) and (2) Investments in SINGER and JMART, had been completed in December 2021. The Company expects to find further opportunities within this sector soon, and we believe that this turning point will make the Company take a step towards sustainable growth.

## 2.3

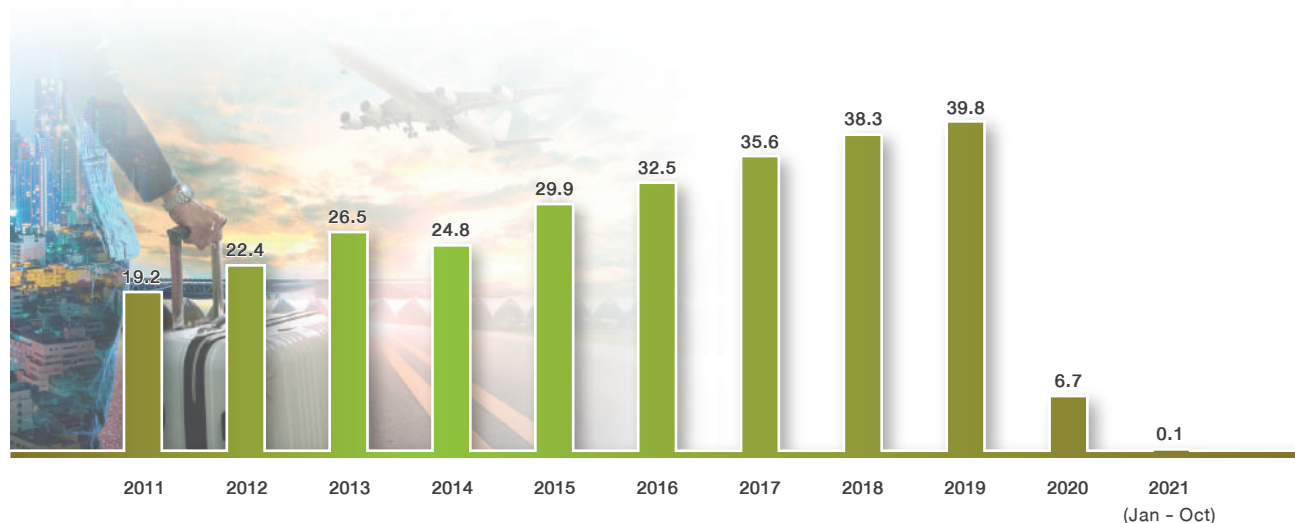
## THE ANALYSIS OF THE INDUSTRY AND COMPETITION



### Business and Industry Overview: Hotel business

International Tourist Arrivals in Thailand

(Millions of persons)



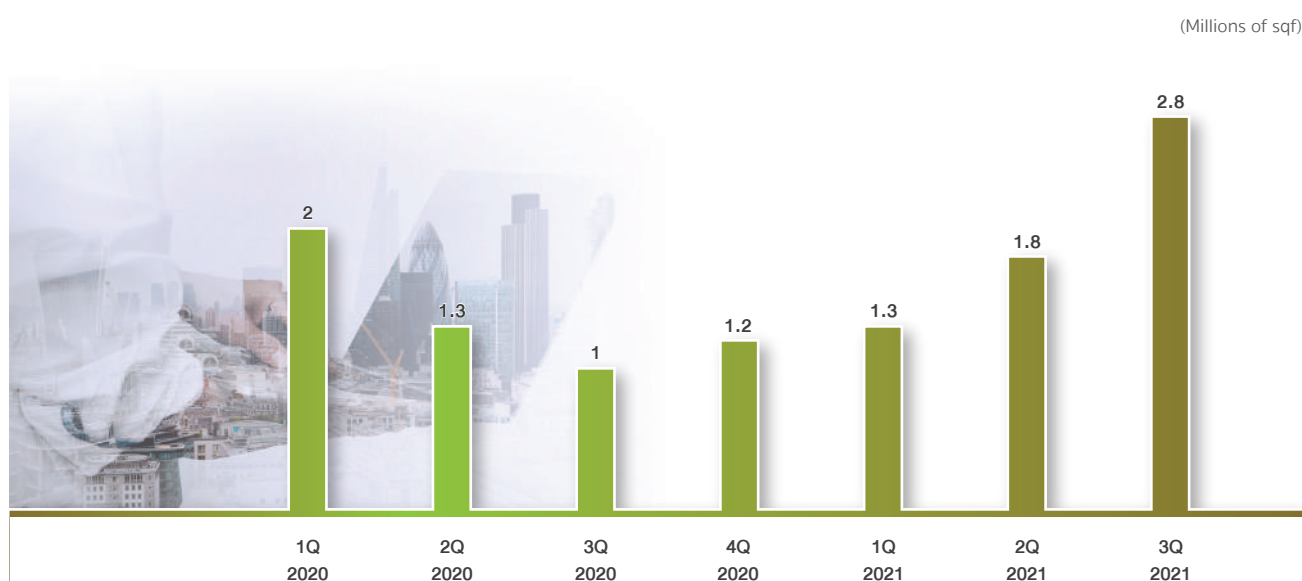
Source: Department of Tourism, Ministry Sports and Tourism

According to the statistics from the Ministry of Tourism and Sports<sup>1</sup>, during the first 10 months of 2021, there were only 106,117 international arrivals (contrasting to 2019 and 2020 which were 39.8 and 6.7 millions for the full year). This represents a fall in excess of 98% from 6.7 million in 2020. The largest nationality of arrivals (in thousand arrivals) were from, USA (13.3), UK (9.8), Germany (9.4), France (6.5), China (6.2), Israel (5.2), Russia (3.7), Japan (3.6), Korea (3.3). There was a significant drop of Chinese tourists entering Thailand from over 1.25 million person in 2020, to only 6,200 in 2021. Meanwhile, the “Confidence survey results of Thai tourists towards tourism industry”<sup>2</sup>, conducted by the Ministry of Tourism and Sports, showed that Thai people took less domestic travels due to COVID-19. However, It is expected that overall consumer confidence will rise as COVID-19 is being controlled and the vaccination rate is

higher (67% nationwide as of 11 November 2021). After months of strict travel restrictions due to the COVID-19 pandemic, from 1 November 2021 onwards, the Thai government eased some travel and social restrictions. Throughout 2021, Thailand welcomed overseas visitors through various entry schemes, including the Phuket Sandbox Programme (A tourism-promotion scheme that allows fully vaccinated travellers to enter Phuket, Thailand, without quarantine), Special Tourist Visa (STV), Thailand Privilege Card, and Medical Tourism. As Thailand opened its border and eased in quarantine requirements, the Tourism Authority of Thailand (TAT) expects at least 700,000 visitors to Thailand<sup>3</sup> in 2022, while generating THB 1.59 trillion, which includes THB 818 billion from international tourists and THB 771 billion from domestic tourists.

## Business and Industry Overview: Office business

Office Take-up in London (UK)



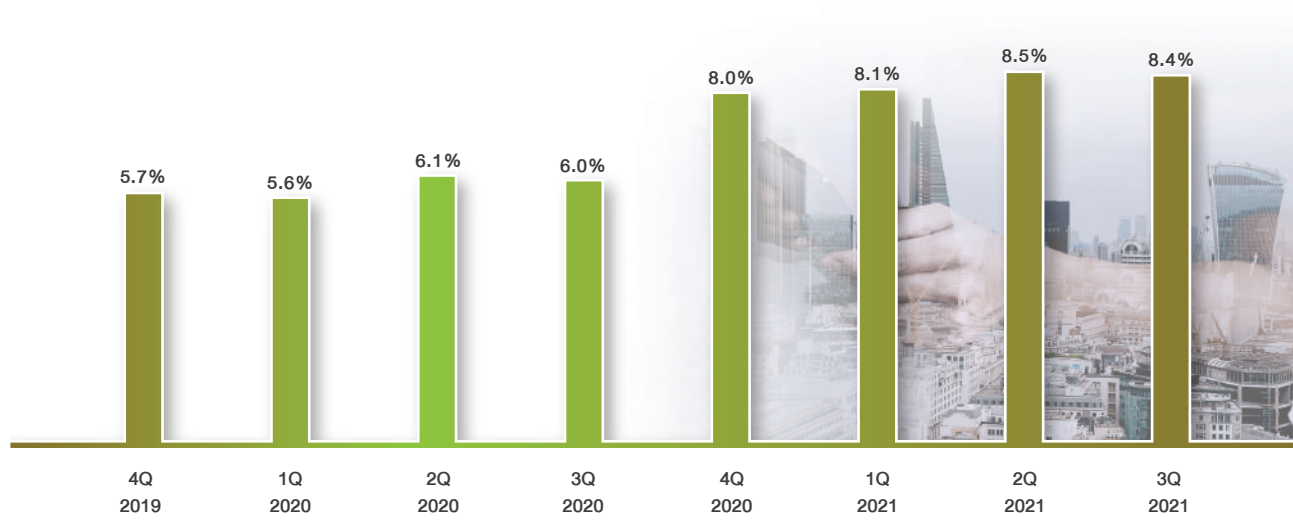
Source: Knight Frank Research

<sup>1</sup> Ministry of Tourism and Sports; Tourism Statistics;

<sup>2</sup> Ministry of Tourism and Sports; Confidence survey results of Thai tourists towards tourism industry (1st Online Questionnaire) [https://www.mots.go.th/download/article/article\\_20211115153223.pdf](https://www.mots.go.th/download/article/article_20211115153223.pdf)

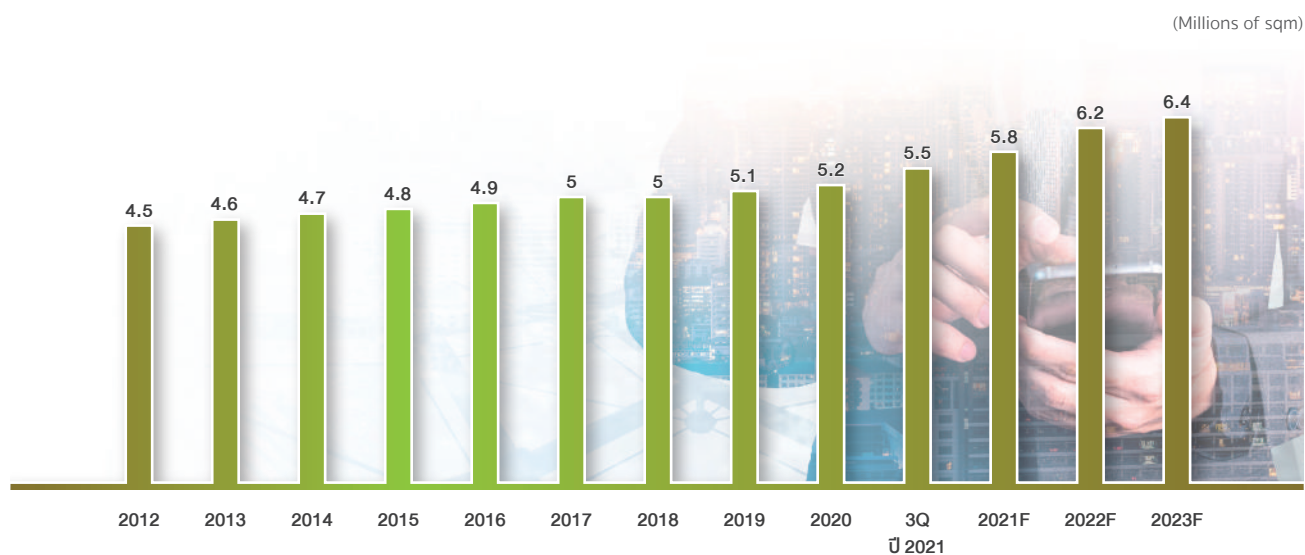
<sup>3</sup> Tourism Authority of Thailand; TAT Introduces 'Visit Thailand Year 2022' at WTM 2021; <https://www.tatnews.org/2021/11/tat-introduces-visit-thailand-year-2022-at-wtm-2021/>

## Office Properties Vacancy Rate in London



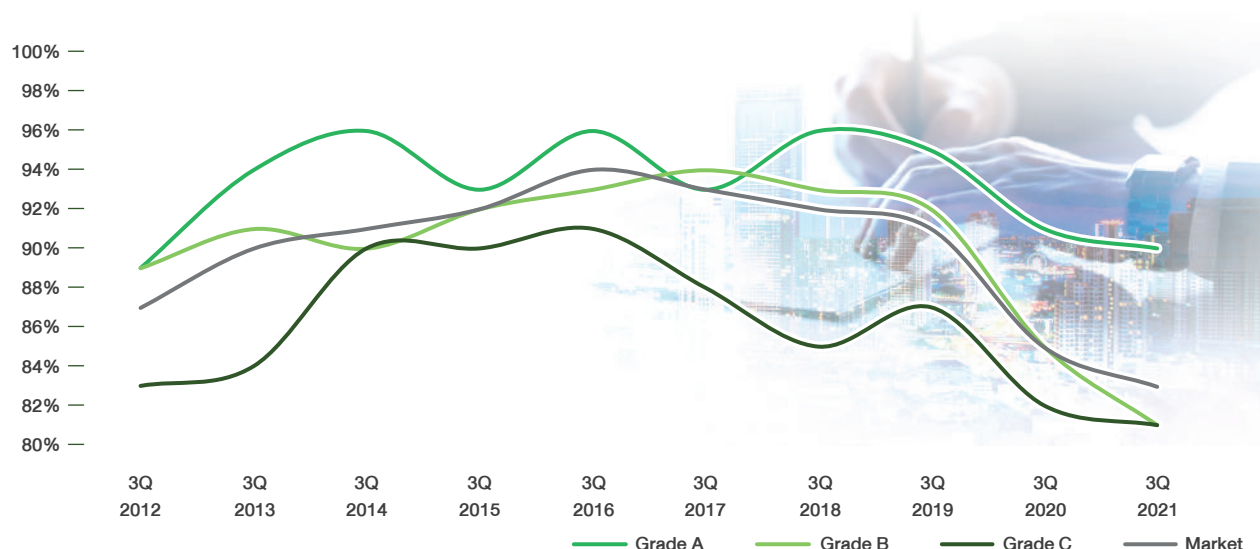
Source: Knight Frank Research

## Bangkok Office Supply



Source: Knight Frank Research

## Bangkok Office Occupancy Rate by Grade



Source: Knight Frank Research

According to Knight Frank Research<sup>4</sup>, the overall UK Office business in 2021 rebounded from the lowest quarter on record of office take-up in 3Q 2020. London office take-up in 3Q 2020 was only 1 million sq.ft, but 3Q 2021 show a significant increase to 2.8 million sq.ft. This fourth successive quarter of rising take-up represented the highest quarterly change since 3Q 2009. The leasing activities are starting to return to the pre-Covid situation as businesses move back to working at the office. The high levels of vaccinations and rollout of the booster shot should mitigate the burden of the public health system. Knight Frank Research also stated that “London has become the European hub for the tech sector attracting record levels of venture capital

investment to drive future growth”. Furthermore, Oxford Economics<sup>5</sup> expects London to be the best performing major European city in the near-term and outperforming many leading city economies in the US.

As of 3Q 2021 Bangkok office supply has increased to 5.53 million sq.m According to Knight Frank Research<sup>5</sup>, there are other 7 projects with a combined lettable area of around 160,300 sq.m remaining in the pipeline for 2021. Around 60% of the anticipated Q4 supply will be in the CBD. It is expected that Bangkok office market supply will grow by 1.83 million sq.m in total or approximately 350,000 sq.m per year from 2021 to 2025.

<sup>4</sup> Knight Frank; The London office market report Q3 2021; <https://www.knightfrank.com.hk/research/the-london-office-market-report-q3-2021-8587.aspx?search-id=80e5b54f-3347-4ab3-a23c-9cace7baa34e&report-id=104&rank=6>

<sup>5</sup> Oxford Economics; Europe | London is Europe's top Tech City. But few things last forever; <http://blog.oxfordeconomics.com/content/london-is-europes-top-tech-city-but-few-things-last-forever>

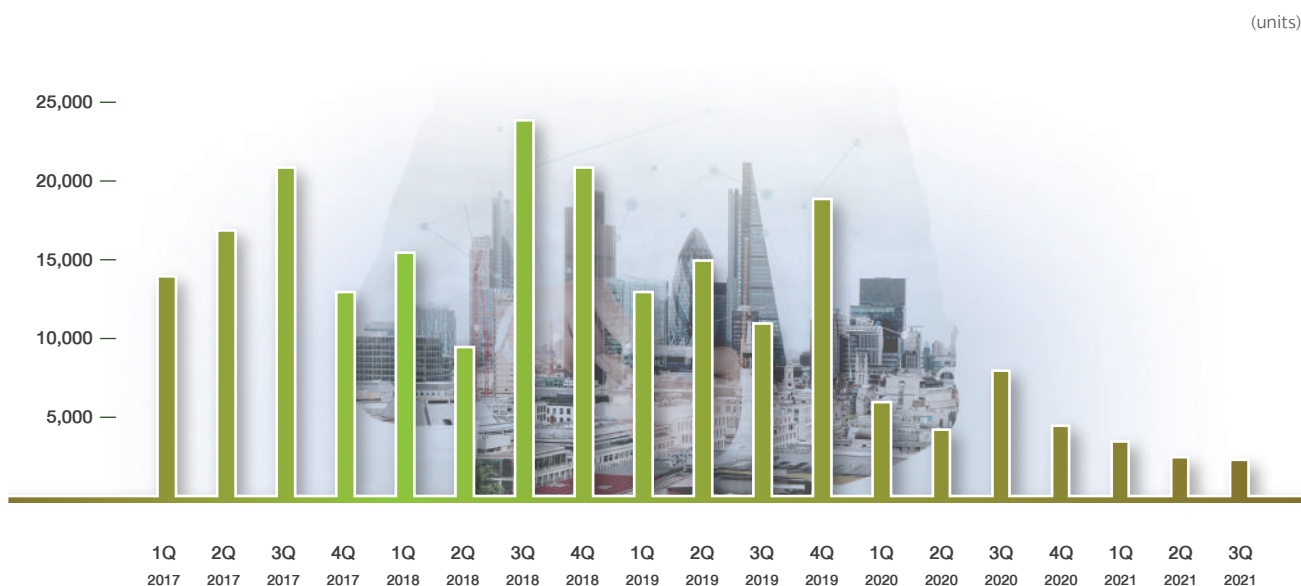


COVID-19 and the economic downturn affected businesses across Thailand. The overall Bangkok office occupancy rate and asking rent declined in 2021 as compared to 2020. According to Knight Frank Research<sup>6</sup>, there is a considerable shift in strategy for several grade A properties, which have discounted their

asking rents to attract new tenants. The average asking rent fell by 0.9% Q-o-Q to THB 889 per sq.m per month for CBD properties. For non-CBD properties (grade B and C), the average rate dropped by 0.3% to THB 649 per sq.m per month.

## Business and Industry Overview: Condominium business

New condominium supply launched in greater Bangkok



Source: Knight Frank Research

New condominium unit supply in Bangkok has increased rapidly alongside with the extension of the sky train and subway to suburban areas in growing locations. The launch locations are along the newly operating train lines such as the Blue Line from Bang Sue - Tha Phra, East Orange Line, Red Line in the Rangsit - Thammasat area, and the airport link area of Phayathai - Suvarnabhumi; this is the same case for projects currently under construction. The projects that are open for sale will have higher number of rooms, with a more accessible price point, while targeting middle-lower market. According to

Knight Frank Research<sup>7</sup>, the supply of new condominium project launches during 3Q 2021 totalled 2,312 units, a decrease of 70.8% compared to the same period last year. It also decreased by 13.1% compared to the previous quarter. The economic slowdown coupled with COVID-19 pandemic set 2021 as the the lowest record of new condo supply since 2017. Moreover, the selling price of new project launches by large public companies were sold at THB 34,000 to THB 120,000 per sqm, and on average THB 75,000 per sqm or at a package price not exceeding THB 2.5 mn per unit.

<sup>6</sup> Knight Frank; Bangkok Office Market Overview Q3 2021; <https://www.knightfrank.co.th/research/bangkok-office-market-2021-q3-2021-8654.aspx?search-id=f2af88ad-1d14-4e2c-bb0b-67ad11be1c1e&report-id=2242&rank=2>

<sup>7</sup> Knight Frank; Bangkok Condominium Market Overview Q3 2021; <https://www.knightfrank.co.th/research/bangkok-condominium-market-q3-2021-8653.aspx?search-id=f2af88ad-1d14-4e2c-bb0b-67ad11be1c1e&report-id=2265&rank=1>

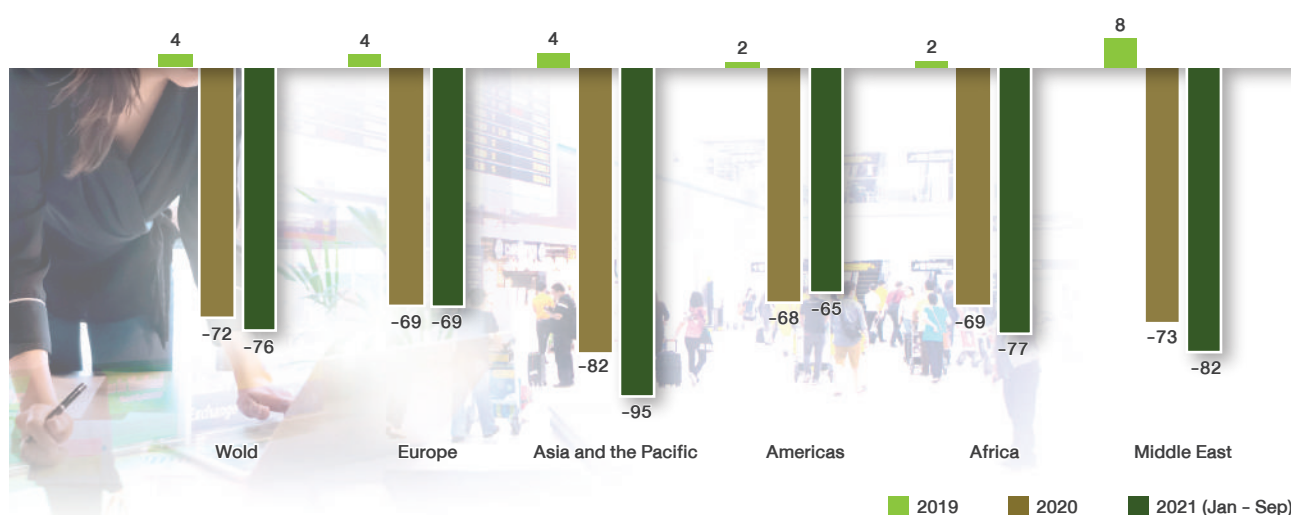
It is expected that the condominium market will see better demand from foreigners. The widespread vaccination rates has allowed the governments to open the country to tourists without quarantine on 1 November 2021. This allowed foreigners, who are due to transfer their condos but have been unable to travel, to conduct their unit inspections. Moreover, the

government's temporary relaxing of the LTV ratio, or the ceiling of credit provided based on the total value of a home, is also good news for domestic buyers. Lastly, the household debt level in 3Q 2021 dropped to 83.9% per GDP, showing a good sign and less worrying level of default risks.

## Business and Industry Overview: Hotel Management business

### Global International Tourist Arrivals

(% change over same period of the previous year) (\*2021 data are changes over 2019)



Source: The United Nations World Tourism Organisation (UNWTO)

The United Nations World Tourism Organisation (UNWTO)<sup>8</sup> reported that the number of global international tourist arrivals worldwide declined by 76% in January-September 2021 compared to the same period of 2019 (the pre-pandemic levels). The result varies across the different global regions. In Europe, the EU Digital COVID Certificate has increased traveler confidence and movement within the European Union. The progress on vaccinations in Europe helped easing of entry restrictions in many destinations. Arrivals in January-September 2021 were only 8% below the same

period of 2020, yet still 69% below 2019. However, a recovery at this pace is considered quite slow, and hotels cannot expect revenues from international tourism to recover back to the pre-pandemic value. Hotel management businesses responded to this extraordinary situation by attempting to boost up their food and beverage sales, trying to assure guests that their hotels are safe to enjoy a stay, alongside with various promotional campaigns to attract wider range of customers. This reshaped the new trends such as staycations, digitalised experiences, automation

<sup>8</sup> The United Nations World Tourism Organization (UNWTO); International tourist arrivals; <https://www.unwto.org/taxonomy/term/347>

check-in, and personalise customisation. Meanwhile, most hotels were able to reduce fixed cost as well as the number of staff, and compete in price war in order to attract tourists<sup>9</sup>. The resumption of international tourism

will largely depend on the countries' travel restrictions, COVID-19 vaccination rate, and effective communication to help restore consumer confidence.

## Business and Industry Overview: Life Insurance business

### 2022 Insurance Industry Outlook

(Growth in premiums written)



Source: Swiss Re Institute, In 5 charts: World insurance outlook post-COVID-19

From 2010 to 2019, the growth in premiums written worldwide<sup>10</sup> is on average 3.0%. China is expected to maintain as the leader in term of growth and would likely to continue in 2021 and 2022. Thailand, as an emerging market country, would also likely experience an above average growth. As of 3Q 2021 the total collected premiums in Thailand for the 9 months period is THB 4.4 billion according to the Thai Life Assurance Association<sup>11</sup>. The COVID-19 pandemic has forced life insurance insurers to invest and expand into online distribution while also maintaining traditional channels for long-standing clients. This raised the competitive

landscape in the Thai insurance industry. Some other factors include low interest rates, changes in consumer behaviour, an economic slowdown, political uncertainty, and the new regulations. The low interest rates has pushed insurers into adopting more aggressive investment strategies in the search for better returns. People around the world are more concern on their personal data protection, so insurers have to comply to the Personal Data Protection Act (PDPA). Life insurers have rolled out customised and innovative products to meet customer demands and boost sales.

<sup>9</sup> Bloomberg; Thai Hotels Set for Price War as Limited Border Reopening Looms; <https://www.bloomberg.com/news/articles/2021-10-15/thai-hotels-set-for-price-war-as-limited-border-reopening-looms>

<sup>10</sup> Deloitte Insights; 2022 insurance industry outlook; <https://www2.deloitte.com/us/en/insights/industry/financial-services/financial-services-industry-outlooks/insurance-industry-outlook.html>

<sup>11</sup> The Thai Life Assurance Association; New life insurance business statistics report 2021; [https://www.tlaa.org/page\\_statistics\\_new.php](https://www.tlaa.org/page_statistics_new.php)

Life insurers are moving towards the digital insurance trend. As a result, some regulations should be relaxed in order to facilitate business competition and expansion within the ecosystem. Technology and online channels have grown in significance, where companies have to adapt and perform digital transformation. The Office of the Insurance Commission (OIC)<sup>12</sup> has plans to issue visual licences for new entrants wishing to sell insurance digitally without intermediary, and digital licences for existing insurers wishing to switch to digital sales only.

## Business and Industry Overview: Financial Services business

In December 2021, U City has successfully purchased 9.85% in JMART and 24.64% in SINGER through a private placement. The categorisation of accounting for each of these companies is different, JMART performance is recorded as a dividend income, while SINGER performance is recorded under the equity method. However, the two companies' revenue recognition will contribute only half a month of December and so would not have a significant impact on U City Full Year 2021 financial performances. SINGER and JMART focus on auto leasing and hire purchase, Asset Management Companies (AMC) and debt collection, and insurance brokerage. In the future, the Company aims to expand further into other financial services sectors.

**Auto leasing and hire purchase:** The auto hire purchase industry has been affected by the COVID-19 pandemic. The outstanding balance slowdown from a decrease in newly approved credit and a decline in domestic sales of new cars<sup>13</sup>. However, the government stimulus packages can boost partial domestic spending and restore confidence. The purchasing power has yet return to the pre-COVID-19 level, but it is expected to experience growth in the near future.

**AMC and debt collection:** The Bank of Thailand (BOT) announced in November 2021 for the plans to amend governing laws of AMC licence which would allow AMCs to engage in debt collection business with public agencies selected by the Ministry of Finance. This brings positive impact on the AMC sector

**Insurance brokerage:** Thailand's life insurance industry shrunk in total collected premiums. The contraction was mainly caused by external factors such as low interest rates, changes in consumer behaviour, an economic slowdown; political uncertainty; and the new market conduct requirements. Most insurance sales are still conducted by agents and through bancassurance. However, technologies and online channels are growing and will play a major role in the life insurance industry.

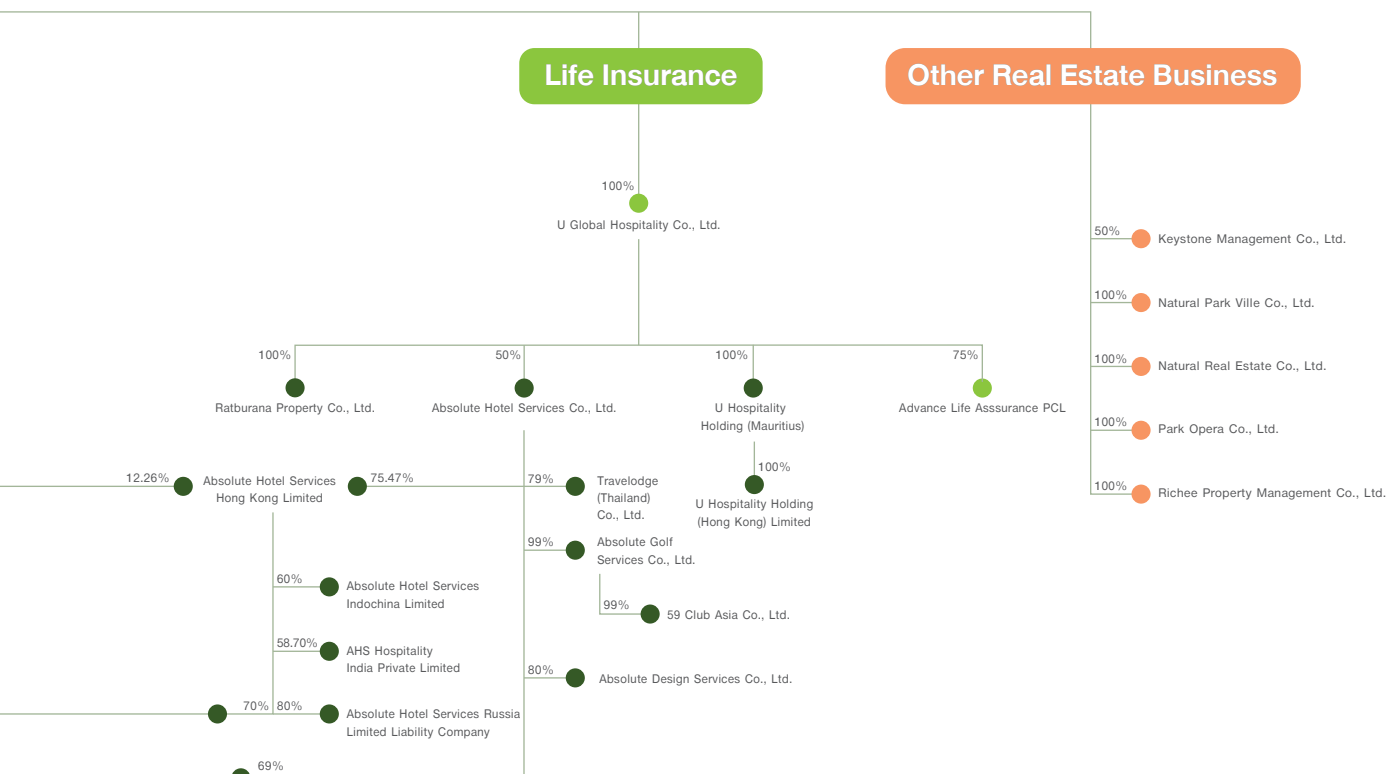
<sup>12</sup> The Office of the Insurance Commission; Articles; <https://www.oic.or.th/th/consumer/education-resources/article>

<sup>13</sup> Kasikorn Research; Auto hire purchase loans in 2021 are expected to recover in line with new car sales; <https://kasikornresearch.com/en/analysis/k-social-media/Pages/Leasing-FB-06-01-21.aspx>

## 2.4 CORPORATE STRUCTURE

As of December 31, 2021, the Company's shareholding structure is as follows:





**Notes:**

<sup>(1)</sup> On July 13, 2021, Prime Area 9 Co., Ltd. changed its name to Phraram 9 Alliance Co., Ltd.

<sup>(2)</sup> On September 20, 2021, Project Green Co., Ltd. changed its name to Khu Khot Station Alliance Co., Ltd.

LP = Limited Partner

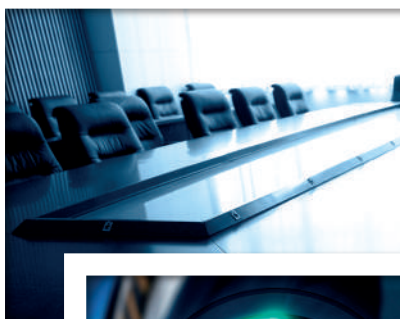






# ORGANIZATION AND SHAREHOLDING STRUCTURE

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## 3.1

## BOARD OF DIRECTORS

### Mr. Keeree Kanjanapas

Chairman of the Board of Directors

#### Date of appointment as a director of the company

7 July, 2017

#### Length position of director (Year)

4 years 5 months

### Mr. Rungson Sriworasat

Independent Director

Chairman of Audit Committee

Nomination and Remuneration Committee

#### Date of appointment as a director of the company

19 December, 2017

#### Length position of director (Year)

4 years



### Mr. Chaiwat Atsawintarakun

Independent Director

Audit Committee

The Chairman of the Nomination  
and Remuneration Committee

#### Date of appointment as a director of the company

28 April, 2005

#### Length position of director (Year)

16 years 8 months

### Mr. Plakorn Wanglee

Independent Director

Audit Committee

Nomination and Remuneration  
Committee

#### Date of appointment as a director of the company

7 July, 2017

#### Length position of director (Year)

4 years 5 months

### Mr. Surajit Gongvatana

Director

Chairman of Executive Director  
Committee

#### Date of appointment as a director of the company

7 July, 2017

#### Length position of director (Year)

4 years 5 months





# BOARD OF DIRECTORS (CONTINUE)

## Mr. Kavin Kanjanapas

Director

**Date of appointment as a director of the company**

7 July, 2017

**Length position of director (Year)**

4 years 5 months

## Mr. Kong Chi Keung

Director

**Date of appointment as a director of the company**

7 July, 2017

**Length position of director (Year)**

4 years 5 months

## Ms. Soraya Satiangoset

Director

Executive Director

Acting Chief Executive Officer

Chief Financial Officer

**Date of appointment as a director of the company**

15 December, 2020

**Length position of director (Year)**

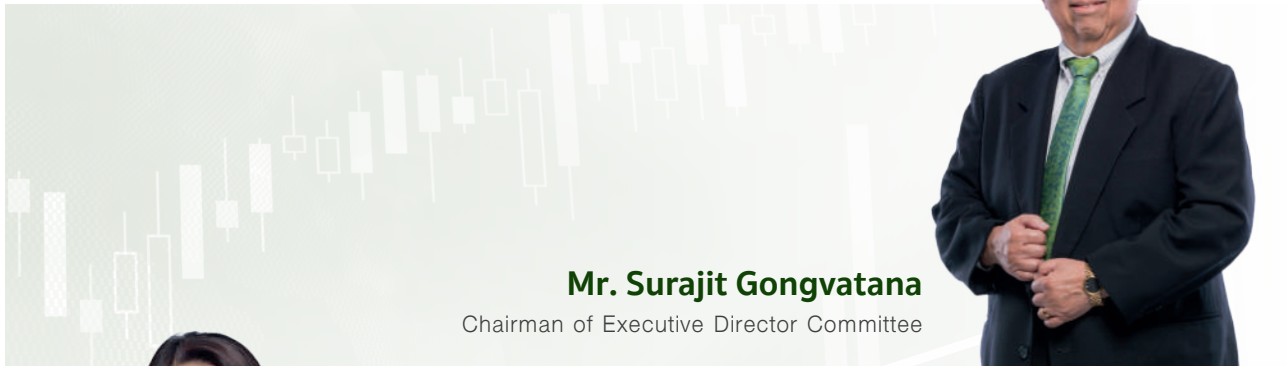
1 year



## 3.2

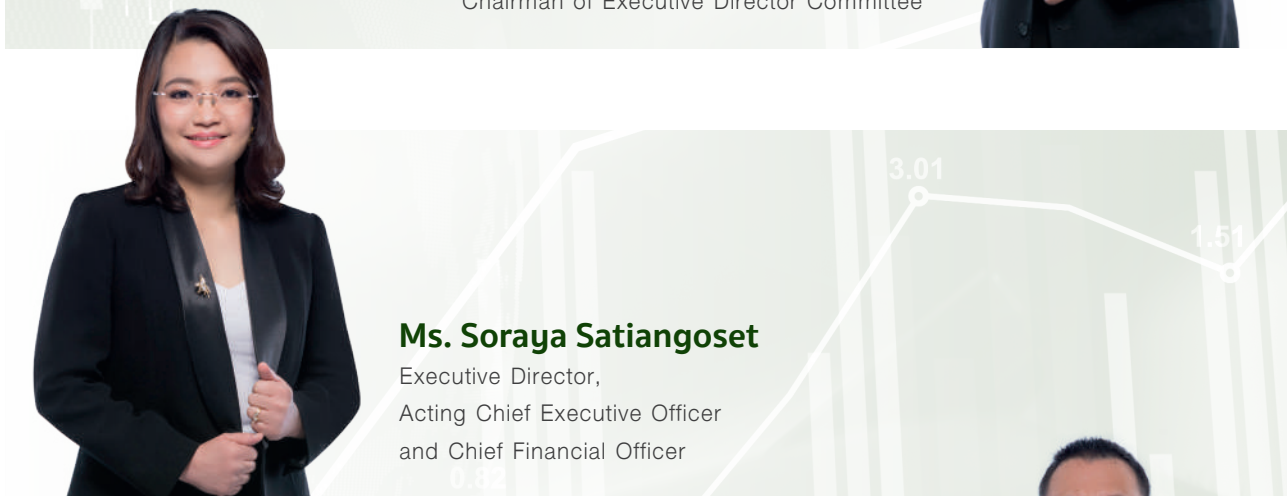
## MANAGEMENT

As of 31 December 2021, the executives of the Company are as follows:



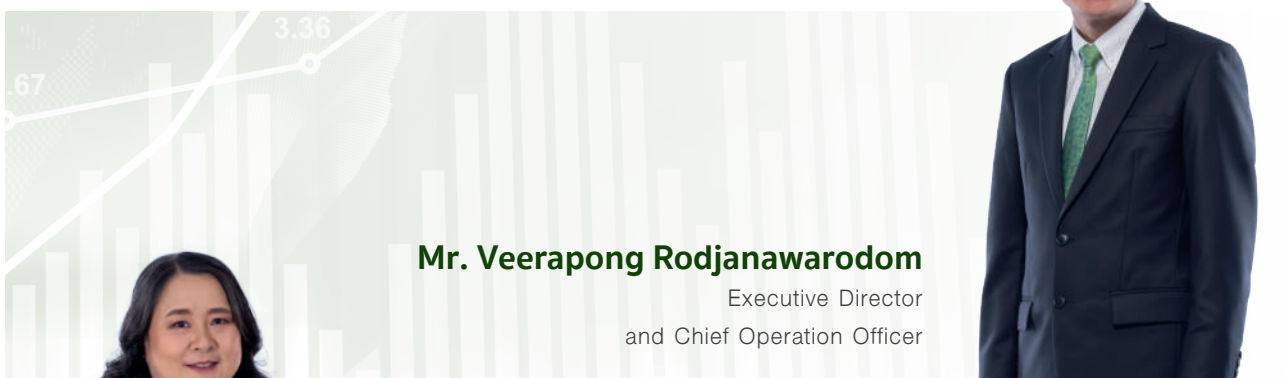
**Mr. Surajit Gongvatana**

Chairman of Executive Director Committee



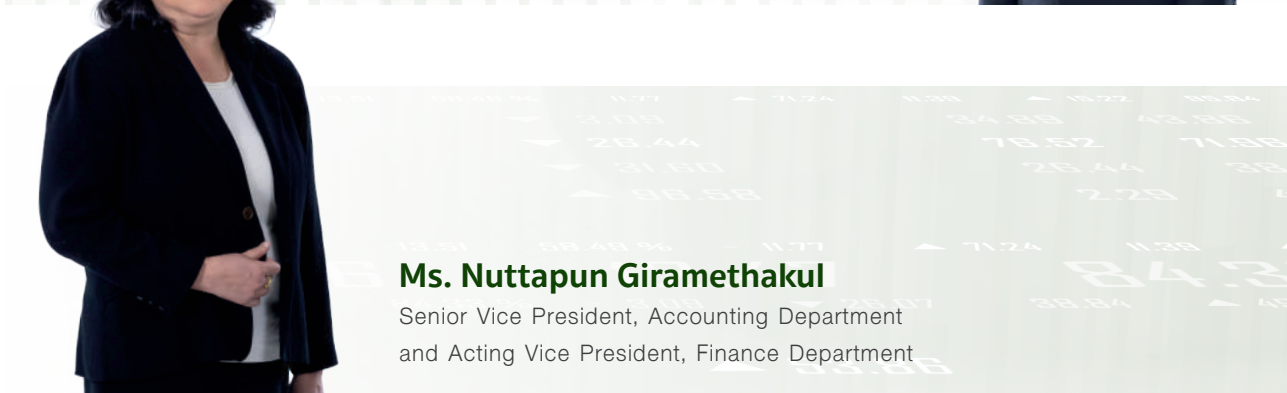
**Ms. Soraya Satiangoset**

Executive Director,  
Acting Chief Executive Officer  
and Chief Financial Officer



**Mr. Veerapong Rodjanawarodom**

Executive Director  
and Chief Operation Officer



**Ms. Nuttapun Giramethakul**

Senior Vice President, Accounting Department  
and Acting Vice President, Finance Department



### 3.3

## SECURITIES AND SHAREHOLDERS INFORMATION



As of December 31, 2021

Registered Capital

**133,212,324,080** Baht

Par Value

**3.20** Baht per Share

### Company's securities

As of December 31, 2021, the Company's registered capital details are as follows:

Registered Capital	133,212,324,080.00	Baht
Paid-Up Registered Capital	101,821,343,532.80	Baht
Number of Issued Shares	31,819,169,854	Shares
Number of Issued Ordinary Shares	5,613,717,564	Shares
Number of Issued Preferred Shares	26,205,452,290	Shares
Par Value	3.20	Baht per Share

### Shareholders

Top 10 major common shareholders as of December 31, 2021, are as follows:

Name of Shareholders	Number of Shares	Proportion to the total number of ordinary shares (percent)
1. BTS Group Holdings Public Company Limited	2,033,425,452	36.222
2. Thai NVDR Co., Ltd.	391,077,903	6.966
3. SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	124,272,824	2.214
4. Mr. Chatchai Keerativorasakul	60,000,000	1.069
5. Mr. Chaiyan Chakarakul	51,004,896	0.909
6. Ms. Supatra Paengkariya	50,000,097	0.891
7. Mr. Nam Chonsaiphon	40,546,239	0.722
8. Mr. Netthiratch Phongnareusorn	38,000,000	0.677
9. Mr. Sinchoke Piriyothisakul	30,228,000	0.538
10. Mr. Phamorn Pholdhep	30,000,000	0.534
Mr. Pichit Chinvittayakul	30,000,000	0.534

Top 10 major preferred shareholders as of December 31, 2021, are as follows:

Name of Shareholders	Number of Shares	Proportion to the total number of preferred shares (percent)
1. BTS Group Holdings Public Company Limited	12,582,752,829	48.016
2. CGS-CIMB Securities (Hong Kong) Limited	5,000,000,000	19.080
3. Bangkok Bank Public Company Limited	3,053,841,912	11.653
4. PHILLIP SECURITIES (Hong Kong) Limited	931,048,006	3.553
5. Bualuang Long-Term Equity Fund	514,478,100	1.963
6. Thai NVDR Co., Ltd.	489,847,647	1.869
7. Saha Pathana Inter-Holding Public Company Limited	375,000,000	1.431
8. Mr. Sakorn Suksriwong	215,732,700	0.823
9. Bualuang Flexible RMF	162,923,100	0.622
10. Mr. Sinchoke Piriyothaisakul	156,669,700	0.598

In this regard, in 2021, the Company has issued and offered 28,062,878,178 newly issued preferred shares to all existing common shareholders and preferred shareholders of the Company on a pro rata basis (Rights Offering), with a par value of Baht 3.20 per share, at the same allocation ratio of 1 existing ordinary or preferred share to 3 newly issued preferred shares, at the offering price of THB 0.70 per share, during May 12 – 21, 2021. The total fund raised via issuance and offering of newly issued preferred shares is amounted to Baht 15,725,413,989.60. The objectives of issuance and offering newly issued preferred shares to the existing common shareholders and preferred shareholders of the Company on a pro rata basis (Rights Offering) are:

1. Partial loan repayment
2. To support the normal business operation of the Company in the from of working capital; and
3. To invest in the Company's projects both in the present and the future.

### Restrictions on securities holding of foreign shareholders

The Company has restricted securities holding of foreigners (Foreign Limit) at 49 percent of the paid-up capital. As of the book closing date on December 30, 2021, 19.82 percent of the Company's paid-up capital were held by foreigners.

## Issuance of Other Securities

### Warrants to purchase the ordinary shares of U City Public Company Limited No. 3 (U-W3)

---

Category of Warrants	: Warrants to purchase the ordinary shares of U City Public Company Limited No. 3 (U-W3).
Type of Warrants	: Transferable named certificate under transfer restriction which restricted any transfer unless the warrants are transferred by inheritance.
Number of Warrants Issued and Offered	: Not exceeding 45,133,272,059 units
Number of Ordinary Shares Reserved for the Exercise of Warrants	: Not exceeding 722,132,352 shares, at the par value of Baht 3.20 per share, representing 50.00 percent of the total issued shares of the Company.
Allocation Method	: The Company shall allocate the warrants to Bangkok Bank Public Company Limited not exceeding 13,192,095,588 units and Unicorn Enterprise Co., Ltd. not exceeding 31,941,176,471 units for subscribing for the newly issued preferred shares via a private placement, at the allocation ratio of 2 newly issued preferred shares to 1 unit of the warrant U-W3. Any fractions derived from the calculation based on the allocation ratio set forth shall be rounded down.
Issued Date	: March 16, 2018
Offering Price Per Unit	: Baht 0 per unit (Zero Baht)
Tenor	: 5 years from the issuance date. The Company shall not extend the term of the warrants after the issuance. The maturity date of the warrants shall be on 16 March 2023.
Exercise Ratio	: 1 unit of the warrants to 0.016 newly issued ordinary share (unless it is adjusted otherwise according to the conditions concerning the rights adjustment under Item 4 of the Regulations on Rights and Responsibilities of the Issuers of Warrants and the Warrant Holders for U-W3).

Exercise Price	<p>: The exercise price of the warrant is Baht 3.151 per share at the par value of Baht 3.20 (unless it is adjusted otherwise according to the conditions concerning the rights adjustment under Item 4 of the Regulations on Rights and Responsibilities of the Issuers of Warrants and the Warrant Holders for U-W3) which is lower than the par value of the Company, but not lower than 90 percent of the market price, whereby the Company must comply with and obtain approval from a shareholders' meeting pursuant to Section 52 of the Public Limited Companies Act, B.E. 2535 (A.D. 1992) (as amended).</p> <p>The "market price" means the average weighted trading price of the ordinary shares of the Company on the Stock Exchange of Thailand for 7 consecutive business days before the date on which the Board of Directors resolved to propose the offering of the newly issued shares for approval at Extraordinary General Meeting of Shareholders No. 1/2018, being the period from October 17 to October 27, 2017, which is Baht 0.03 (Information from SETSMART in <a href="http://www.setsmart.com">www.setsmart.com</a> of the Stock Exchange of Thailand).</p>
Exercise Period	<p>: The holders of the warrants are entitled to exercise the rights to purchase the Company's ordinary shares according to the warrants on the last business day of each quarter of each calendar year (i.e., on the last business date of March, June, September, and December) after the first anniversary from the issuance date ("<b>Exercise Date</b>"). The first Exercise Date for these warrants is on March 29, 2019 ("<b>First Exercise Date</b>") while the last Exercise Date of the warrants shall be on the fifth anniversary from the issuance, which is March 16, 2023 ("<b>Last Exercise Date</b>"). In the event that the Last Exercise Date is not a business day, the Last Exercise Date shall be postponed to the next business day.</p>
Secondary Market	<p>: The Company shall not submit an application to list U-W3 as listed securities on the Stock Exchange of Thailand.</p>
Secondary Market for the Ordinary Shares Issued Pursuant to the Exercise of the Right	<p>: The Company shall list the ordinary shares issued, pursuant to its exercising of the right, as listed securities on the Stock Exchange of Thailand.</p>
Warrant Registrar	<p>: Thailand Securities Depository Company Limited.</p>

## Warrants to purchase the ordinary shares of U City Public Company Limited No.4 (U-W4)

Category of Warrants	:	Warrants to purchase the ordinary shares of U City Public Company Limited No. 4 (U-W4)
Type of Warrants	:	Transferable named certificate under transfer restriction which restricted any transfer unless the warrants are transferred by inheritance.
Number of Warrants Issued and Offered	:	Not exceeding 141,895,485,954 units
Number of Ordinary Shares Reserved for the Exercise of Warrants	:	Not exceeding 1,702,745,831 shares, at the par value of Baht 3.20 per share, representing 50 percent of the total issued shares of the Company.
Allocation Method	:	<p>The Warrants shall be allocated to the existing shareholders who have subscribed for the newly issued preferred shares at no cost, at the allocation ratio of 2 newly issued preferred shares to 1 unit of the warrant U-W4. Any fractions derived from the calculation based on the allocation ratio set forth shall be rounded down.</p> <p>In the event that there are warrants remaining from the allocation at the rates mentioned above, the Company shall cancel the remaining warrants from such allocation in full.</p>
Issued Date	:	March 16, 2018
Offering Price Per Unit	:	Baht 0 per unit (Zero Baht)
Tenor	:	5 years from the issuance date (from March 16, 2018, to March 15, 2023). The Company shall not extend the term of the warrants after the issuance. After the last exercise date on March 15, 2023, the warrants shall be de-listed from listed securities on the Stock Exchange of Thailand.
Exercise Ratio	:	1 unit of the warrant to 0.012 newly issued ordinary share (unless it is adjusted otherwise according to the conditions concerning the rights adjustment under Item 5 of the Regulations on Rights and Responsibilities of the Issuers of Warrants and the Warrant Holders for U-W4).

Exercise Price	: The exercise price of the warrant is Baht 5.067 per share (unless it is adjusted otherwise according to the conditions concerning the rights adjustment under Item 5 of the Regulations on Rights and Responsibilities of the Issuers of Warrants and the Warrant Holders for U-W4), which is lower than the par value of the Company. Provided that the Company incurred accumulated loss, such exercise price can be lower than the par value of the Company, but not lower than 90 percent of the market price, whereby the Company must obtain approval from the meeting of shareholders according to Section 52 of the Public Limited Companies Act, B.E. 2535 (A.D. 1992) (as amended). The “market price” means the average weighted trading price of the shares of the Company on the Stock Exchange of Thailand for 7 consecutive business days before the date on which the Board of Directors resolved to propose the offering of the newly issued shares for approval at Extraordinary General Meeting of Shareholders No. 1/2018, being the period from October 17 to October 27, 2017, which is Baht 0.03 (Information from SETSMART in <a href="http://www.setsmart.com">www.setsmart.com</a> of the Stock Exchange of Thailand).
Exercise Period	: The holders of the warrants are entitled to exercise the rights to purchase the Company's ordinary shares according to the warrants on the last business day of each quarter of each calendar year (i.e., on the last business date of March, June, September, and December) after the first anniversary from the issuance date (“ <b>Exercise Date</b> ”). The first Exercise Date for these warrants is on March 29, 2019 (“ <b>First Exercise Date</b> ”) while the last exercise date of the warrants shall be on the fifth anniversary from the issuance date, which is March 15, 2023 (“ <b>Last Exercise Date</b> ”). In the event that the Last Exercise Date is not a business day, the Last Exercise Date shall be postponed to the next business day. In this regard, the Company shall not call the warrant holders to exercise their right before the specified period.
Secondary Market	: The Stock Exchange of Thailand
Secondary Market for the Ordinary Shares Issued Pursuant to the Exercise of the Right	: The Stock Exchange of Thailand
Warrant Registrar	: Thailand Securities Depository Company Limited



## 3.4 DIVIDEND POLICY



The Company's dividend policy is to pay the shareholders not less

than **30** percent of net profit as stated in the separate financial statements of the Company



### Dividend Policy of the Company

The Company's dividend policy is to pay the shareholders not less than 30 percent of net profit as stated in the separate financial statements of the Company after deduction of corporate income tax, legal reserves, and other reserves, as determined in the Memorandum of Association of the Company and relevant laws. Nonetheless, the dividend payment may be subjected to changes and will incorporate the following factors such as the performance and financial position of the Company, liquidity, business expansion and other factors related to managing the Company. The dividend payment is subject to approval by the Board of Directors and shareholders' meeting.

However, from January 1, 2018 to December 31, 2022 if the Company has decided to pay dividends, the Company must pay dividends to preferred shareholders before common shareholders. The details are as follows.

(1) Between January 1, 2018 and December 31, 2022 the rights of preferred shares shall be as follows:

(a) Rights to receive dividends

(a.1) For preferred shares issued between January 1, 2018, to December 31, 2018, when the Company pays dividends, holders of the preferred shares shall be entitled to receive dividends in each calendar year before holders of the ordinary shares at the rate of 0.22 baht per preferred share and per calendar year.

(a.2) For preferred shares issued between January 1, 2021, to December 31, 2021, when the Company pays dividends, holders of the preferred shares shall be entitled to receive dividends of the 2021 cycle at the rate of 0.88 baht per preferred share, and of the 2022 cycle at the rate of 0.22 baht per preferred share.

In distributing dividends, in case the total amount of dividends entitled to receive by any shareholder is less than 1 Satang (0.01 baht), such amount shall be discarded.

(b) Rights to receive cumulative dividends

(b.1) For preferred shares issued between January 1, 2018 to December 31, 2018, in case, during any calendar year between January 1, 2018, and December 31, 2022, the Company pays no dividends or pays dividends less than the rate specified in (a.1), the holders of the preferred shares shall be entitled to cumulative dividends during such calendar year at the following rates:

1. At the rate of 0.22 baht per preferred share and per calendar year in the event that the Company pays no dividends in such calendar year; or
2. At the rate equal to the difference between the actual dividends received per preferred share in that calendar year and the rate specified in (a.1) in case the Company pays dividends to the holders of the preferred shares at a rate lower than the rate specified in (a.1).

(b.2) For the preferred shares issued between January 1, 2021, and December 31, 2021, in case, during any calendar year between January 1, 2021, and December 31, 2022, the Company pays no dividends or pays dividends less than the rate specified in (a.2), the holders of the preferred shares shall be entitled to cumulative dividends during such calendar year at the following rates:

1. At the rate of 0.88 baht per preferred share for the calendar year 2021 and at the rate of 0.22 baht per preferred share for the calendar year 2022 in the event that the Company pays no dividends in such calendar year; or
2. At the rate equal to the difference between the actual dividends received per preferred share in that calendar year and the rate specified in (a.2) in case the Company pays dividends to the holders of the preferred shares at a rate lower than the rate specified in (a.2).

In this regard, the preferred shares' right to cumulative dividends during the calendar years between January 1, 2018, and December 31, 2022, as specified in (b.1) and the preferred shares' right to cumulative dividends during the calendar years between January 1, 2021, and December 31, 2022, as specified in (b.2) shall remain in full force until the cumulative dividends are paid to all holders of the preferred shares in full even though such payment is made after December 31, 2022.

- (c) In case during any calendar year the Company pays dividends more than the rate specified in (a) and cumulative dividends as specified in (b) (if any), the holders of the preferred shares and the holders of the ordinary shares shall be entitled to receive such excess dividends per share at the same rate.
- (d) In making each payment of dividends, the Company shall pay cumulative dividends as specified in (b) to the holders of the preferred shares in full first then pay dividends as specified in (a) to the holders of the preferred shares.
- In case the Company has fully paid dividends as specified in (a), then the Company can pay dividends to the holders of preferred shares and the holders of ordinary shares as specified in (c).
- (e) Preferred shares and ordinary shares have equal voting rights in all matters.
- (2) After December 31, 2022, the rights attached to the preferred shares shall be as follows:
- (a) The holders of preferred shares shall have the right to receive dividends at the same rate as the holders of ordinary shares, except the Company has not fully paid the cumulative dividends as specified in (1)(b) where the preferred shares shall be entitled to receive the cumulative dividends as specified in (1)(b) in full.
- (b) In the event that the Company has not paid the cumulative dividends as specified in (1)(b) in full, the voting rights attached to preferred shares shall be one share for one vote.
- (c) In case the Company has fully paid the cumulative dividends as specified in (1)(b), the voting rights attached to the preferred shares shall be 10 shares for 1 vote, with any fractions of shares would be discarded.
- (d) After December 31, 2027, regardless of whether the Company has paid the cumulative dividends as specified in (1)(b) in full, the voting rights attached to the preferred shares shall be 10 shares for 1 vote, with any fraction of shares would be discarded.
- (3) In case of any change in the par value from a share split or a reverse share split, the preferred shares' rights shall be adjusted according to the applicable share split or reverse share split (as the case may be).
- (4) After December 31, 2022, the holders of preferred shares shall be eligible to convert such preferred shares into ordinary shares at a conversion ratio of 1 preferred share into 1 ordinary share. In this regard, the holder of preferred shares shall submit a notice of conversion in the form specified by the Company and return a share certificate to the Company within 7 business days before the last day of March, June, September and December of each year.
- (5) In case of conversion of the preferred shares into the ordinary shares, the rights to receive the accumulated dividends as specified in (1)(b) of the preferred shares which have been converted into the ordinary shares shall be terminated.

### **Dividend Policy of Subsidiaries**

Subsidiaries have a policy to pay dividends by considering the potential for growth of operating results, investment plans, loan agreement terms, including the necessity and suitability in the future with a dividend payment policy of not less than 50 percent of net profit after tax and legal reserve if there is no other necessary reason and the dividend payment does not affect the normal operation of the said subsidiary.

## RELATIONSHIP WITH THE MAJOR SHAREHOLDERS

3.5



BTS Group Holdings Public Company Limited (“**BTSG**”) has become the major shareholder of the Company since April 2015. Similar to the Company, BTSG operates a property business and also directly or indirectly engages in the property business through its subsidiaries.

To eliminate the current business conflict of interest or overlap between the Company and BTSG, the Extraordinary General Meeting of Shareholders No. 1/2018 held on January 4, 2018, has approved the Entire Business Transfer (EBT) of Unicorn Enterprise Company Limited (“UE”) on March 16, 2018, a subsidiary in which BTS Group Holdings Public Company Limited (“BTSG”) holds 100 percent of its total shares where UE engages in business through holding shares in 36 companies (Holding Company) which engage in the property business.

After entry into the Entire Business Transfer Transaction, BTSG still holds some of the remaining property entities used in the property business directly or through its subsidiaries. Therefore, BTSG agreed to issue the letter of undertaking to the Company on the date of business transfer to manage conflicts of interest in the property development business between BTSG and the Company, so long as BTSG is a shareholder of the Company, directly or indirectly holding not less than 10 percent of the total issued shares of the Company in aggregate. BTSG agrees to grant the Company the following three rights:

- a. Right of first refusal to purchase or to take on lease of land and/or buildings used in the property business of BTSG and/or its subsidiaries and to purchase shares in BTSG's subsidiaries holding land and/or buildings used in the property business before-outsider (**"ROFR"**).

In the event that BTSG or any of its subsidiaries wishes to (a) sell or lease out any land and/or buildings used in the property business, or (b) sell shares in any subsidiary holding land and/or buildings used in the property business which are currently held by or will be acquired in the future, to a third party, BTSG shall first offer, or shall cause its respective subsidiary to agree to first offer the right to purchase or to take on lease of the respective land and/or buildings, or to purchase shares in such subsidiary (as the case may be), to the Company and/or its subsidiaries subject to the conditions and at the price not less favorable than those offered by BTSG or its respective subsidiary to the third party.

ROFR is granted for (a) the land and/or buildings used in the property business, or (b) the purchase of shares in BTSG's subsidiaries holding land and/or buildings used in the property business that BTSG or its subsidiaries currently hold (which shall not be transferred to the Company in the Entire Business Transfer Transaction).

- b. Call option to purchase or to take on lease of land and/or buildings and to purchase shares in any subsidiary holding land and/or buildings (**the "Call Option"**).

In the event that the Company and/or any of its subsidiaries wishes to (a) purchase or take on lease of land and/or buildings used in the property business, or (b) purchase shares in any subsidiary holding land and/or buildings used in the property business which are currently held by or will be acquired in the future by BTSG or its subsidiaries, BTSG undertakes to sell or lease, or to cause its respective subsidiary to sell or lease, such land and/or buildings or shares in such subsidiary (as the case may be) to the Company and/or its subsidiaries, at a fair value appraised by an independent appraiser, whose name appears on

the SEC's list, and whom the Company and BTSG jointly appoint. Provided that the Company and BTSG cannot jointly agree on the appointment of an independent appraiser within 7 days from the date the Company exercises its Call Option, each of the Company and BTSG shall appoint one independent appraiser, whose name appears on the SEC's list to be responsible for appraising a fair value. Such fair value shall be equivalent to the average fair value appraised by the two independent appraisers. In this regard, the Company must exercise the Call Option before BTSG or its respective subsidiary obtains an offer to purchase land and/or buildings or an offer to purchase shares in the subsidiary holding land and/or buildings from a third party. For example, if BTSG obtains an offer to purchase a land from a third party at a price higher than the appraised value, and has issued a letter to the Company inquiring whether the Company wishes to exercise ROFR as set out on clause a above, in such case, the Company shall only be able to exercise ROFR to purchase the land and shall not be able to exercise the Call Option to purchase the land at the appraised value.

The Call Option is granted for (a) the land and/or buildings used in the property business, or (b) the purchase of shares in BTSG's subsidiaries holding land and/or buildings used in the property business that BTSG or its subsidiaries currently hold (which shall not be transferred to the Company in the Entire Business Transfer Transaction).

- (C) Right to be appointed as a property manager under a property management agreement and right to be appointed as a real estate agent under a real estate agency agreement.

- (1) For the property projects which are currently owned by BTSG or its subsidiaries (which will not be transferred to the Company in the Entire Business Transfer Transaction), BTSG shall appoint, or shall cause its respective subsidiary to appoint, the Company and/or its subsidiaries as a property manager of the relevant projects where BTSG or its respective subsidiary shall enter into a property management agreement, whose terms

and conditions will be agreed on an arm's length basis, with the Company and/or its subsidiaries.

- (2) In addition, for the land and/or buildings which are currently owned or will be acquired in the future by BTSG or its subsidiaries, including property projects which are currently for sale or lease and are owned by BTSG or its subsidiary (which shall not be transferred to the Company in the Entire Business Transfer Transaction), BTSG shall appoint, or shall cause its respective subsidiary to appoint, the Company and/or its subsidiaries as a real estate agent to sell or lease such property where BTSG or its respective subsidiary shall enter into a real estate agency agreement, whose terms and conditions will be agreed on an arm's length basis, with the Company and/or its subsidiaries.

However, in the case that (a) the Company refuses the aforementioned appointment as the property manager or real estate agent to sell or lease such property, or (b) the Company and/or its subsidiaries do not comply with the property management agreement, or the real estate agency agreement (as the case may be), giving rise to BTSG and/or its respective subsidiary to terminate such agreement, BTSG shall have the right to manage and/or sell or lease such property on its own and/or to appoint a third party as a property manager or a real estate agent to sell or lease such property (as the case may be).

In addition to the foregoing, BTSG has set a policy on its property business that throughout the period BTSG is holding shares at a proportion of not less than 10 percent of the

issued shares of the Company, either directly or indirectly. BTSG and/or its subsidiaries shall not engage in the property development business that competes with or overlaps, or may compete with or overlap the property development business of the Company. However, BTSG and/or its subsidiaries shall still be able to engage in the following businesses:

- (a) Land trade business and investment in properties so long as the foregoing is not for the development of property projects; and
- (b) Investment in securities of any entities engaging in the property business in the proportion of not more than 10 percent of the total issued shares of such entity and BTSG must not have control in such entity, excluding BTSG's shareholdings in entities, which engage in the property business, acquired prior to the entire business transfer date.

In addition, in the event that, during the same period, BTSG and the Company are interested in purchasing or investing in the same land or real estate, the representative of BTSG who is a director of the Company shall not attend and vote on such matter at the Board of Directors' meeting of the Company. In consideration for the purchase or investment in the land or property, the management of the Company will preliminarily consider the appropriateness of the land or property in which the Company will purchase or invest before proposing the same to the Board of Directors for consideration and approval. In the invitation letter to the Board of Directors' meeting, the company secretary of the Company will specify the names of the directors having conflict of interest in each agenda where such directors shall not attend or vote.



## 3.6

## LEGAL DISPUTES



As of December 31, 2021, the Company and its subsidiaries have not engaged in any litigation that may affect assets of the Company and its subsidiaries at the amount higher than 5% of the portion held by the shareholders.

# 4

## BUSINESS OVERVIEW

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## 4.1 CAPITAL MARKETS REVIEW AND IR ACTIVITIES



The Company has 2 types of shares comprise of (1) ordinary shares ("U") and (2) preferred shares ("U-P"). Both type of shares have equal par value of THB 3.20 per share and have to be entered in named certificate. However, the preferred shares have a higher priority of claim over the Company's cumulative dividend. In the case that the Company pays a dividend to the shareholders, the Company must allocate the dividend to the existing preferred shareholders before holders of the ordinary shares. As of 31 December 2021, the holders of preferred shares shall be entitled to receive dividends in the calendar year 2021 at the rate of THB 0.88 per preferred share and shall be entitled to receive dividends in the calendar year 2022 at the rate of THB 0.22 per preferred share.

Share	Number of shares outstanding at year-end (mn)	number of shares from the total (percentage )	Rights to receive dividends	Voting rights
U-P	26,205.5	82.4%	Preferred (U-P) shareholders have the right to receive the cumulative dividend of THB 0.88 per 1 preferred share for the calendar year 2021 and another THB 0.22 per 1 preferred share for the calendar year 2022	One share per one vote, In the case that, after December 31, 2022, the Company had paid the entire cumulative dividends, the voting rights attached to the preferred shares shall be ten shares per one vote
U	5,613.7	17.6%	In the case that the Company had paid the entire cumulative dividends. The holders of the preferred shares and the holders of the ordinary shares shall be entitled to receive such excess dividends per share at the same rate.	One shares per one vote

## Historial Share Price Analysis and summary of U-P and U trading in the past year

In 2021, the global equity markets were gradually increasing despite being affected by the outbreak and repercussions of the COVID-19 pandemic, global economic slowdown and shortage of shipping containers. The number of new cases continued to drop as the percentage of people who were fully vaccinated (two doses) were fairly increasing worldwide. Like many equity markets around the world, the Stock Exchange of Thailand Index (SET Index) was also affected by the ongoing pandemic. During the 1Q 2021, the number of new COVID-19 cases in Thailand were at a managerial level for the public health system. However, the number of new COVID-19 cases were soaring in July 2021 and outpaced the number of recoveries, causing the cumulative number of COVID-19 patients to exceed the capacity of the public health system. The COVID-19 outbreak in Thailand became more severe and widespread in the beginning of the 3Q 2021 mainly due to the Delta variant.

However, the progress in vaccination allowed the government to gradually relax containment measures and announced the reopening of Thailand in 1 November 2021. The improvement of COVID-19 situation during the 4Q 2021, in addition to the domestic fiscal stimulus packages “We Travel Together”, led to a rebound of the Thai tourism sector. Although in November 2021, Omicron (the new variant) cases were found in many countries and Thailand is likely to see a surge of local transmissions at the beginning of the year 2022 onwards, we believe that there should not be a significant impact on the overall economy in the long term due to the milder impact of the illness compared to previous strains and the government already relaxed disease controls while trade investment and tourism are recovering.

## Historial Share Price Analysis and summary of U-P trading in the past year

U-P share price dropped by 20.5 percentage during the year, to close at THB 1.28 on 31 December 2021 (from THB 1.61 on 31 December 2020). U-P share price underperformed when compared to the SET Index, which increased from 1,449.35 to 1,657.62 points (up 14.4 percentage YoY) and also SETPROPS (up 16.2

percentage YoY).

During 1Q 2021, global capital markets rebounded rapidly from the end of last year. The SET Index set off the quarter at 1,468.24 points and hit its year low at 1,466.98 points on 29 January 2021. U-P share price also kicked-off at THB 1.60 before gradually decreasing and ended 1Q 2021 at THB 0.79. The downwards movement following concerns over the Company’s capital raising scheme. While in the same period, other companies in the hospitality sector enjoyed the tourism recovery and the lower new COVID-19 cases in compared with the previous year.

During 2Q 2021, the SET Index showed positive momentum reaching its quarter peak of 1,636.56 points on 11 June 2021 which was consistent with the movement of global indices. U City held an Annual Genreal Meeting of Shareholders for the year 2021 on 31 March 2021. All resolutions were passed and approved the Company to dispose assets and proceed with the capital raising scheme. As a result, U-P share price was dropped to the lowest at THB 0.71 on April 9, 2021 and fluctuate between THB 0.71-THB 1.09. On 25 May 2021, U City reported on the result of sale of preferred shares offered to existing common shareholders and existing preferred shareholders, the Company received a total proceeds from the subscription of THB 15.7 bn.

The sideways trend persisted into 3Q 2021 with U-P share price trading between THB 0.77 – THB 0.98 during July to August 2021. However, on 13 September 2021, U-P share price spiked up to THB 1.35. The major positive catalyst was the announcement of the strategic pivot from the real estate and hospitality sector into the financial services sector. The transition will expose U City with higher growth potential, higher return on equity, and is more resilient to the changing economy. Meanwhile, U City agreed to divest its real estate and hotel assets. The Company aims to fully divest its entire portfolio in year 2025 U-P turnover volume also surged as this announcement gave investors a clearer view of the Company’s direction.

Despite the Omicron variant spread in late 2021, U-P share price traded in the upward trend during 4Q 2021 predominately influenced by government relaxation and stimulus policies as well as the global optimism over the

high percentage of vaccination rate. U-P share began the last quarter at THB 1.16 and moved in sideways in a range of THB 1.12 – THB 1.24 before rallied back to its quarter peak at THB 1.45 on 17 December 2021 and closed at THB 1.28 at the end of the fiscal year.

## Historical Share Price Analysis and summary of U trading

U share price grew by 40.8 percentage during the year, to close at THB 2.00 on 31 December 2021 (from THB 1.42 on 31 December 2020). U share price outperformed when compared to the SET Index, which increased from 1,449.35 to 1,657.62 points (up 14.4 percentage YoY) and also SETPROPS (up 16.2 percentage YoY). As of 30 December 2021, the Company's market capitalisation was THB 11.2 bn (USD 0.3 bn), rising 40.8 percentage YoY.

During 1Q 2021, global capital markets rebounded rapidly from the end of last year. The SET Index set off the quarter at 1,468.24 points and hit its year low at 1,466.98 points on 29 January 2021. U share price also kicked-off at THB 1.44 before hitting its year low at THB 0.74 on 1 March 2021. The sudden downwards movement following concerns over the Company's capital raising scheme. While in the same period, other companies in the hospitality sector enjoyed the tourism recovery from the lower new COVID-19 cases. However, a month later, U share price gradually surged throughout March 2021, reaching its monthly high at THB 1.01 on 24 March 2021, outperforming versus the SET Index. From then till the end of the quarter, U share price moved sideways in a narrow range of THB 0.97 – THB 1.01.

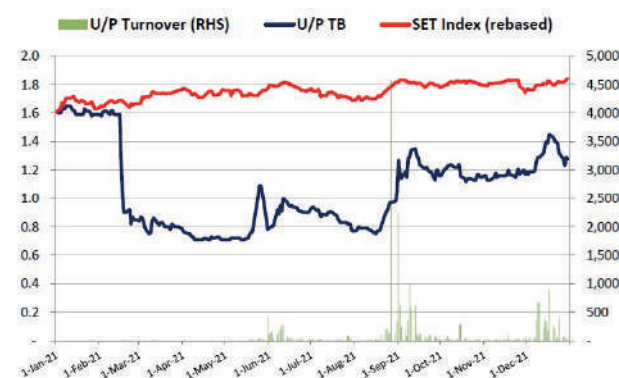
During 2Q 2021, the SET Index showed positive momentum reaching its quarter peak of 1,636.56 points on 11 June 2021 which was consistent with the movement of global indices. U City held an Annual Genreal Meeting of Shareholders for the year 2021 on 31 March 2021. All resolutions were passed and approved the Company to dispose assets and proceed with the capital raising scheme. As a result, U share price moved sideways in a range of THB 0.77 – THB 1.10 despite the global recover trend. This was potentially due to the uncertainty of the capital raising scheme results. On 25 May 2021, U City reported on the result of sale of preferred shares offered to

existing common shareholders and existing preferred shareholders, the Company received a total proceeds from the subscription of THB 15.7 bn.

The sideways trend persisted into 3Q 2021 with U share price trading between THB 0.85 – THB 1.10 during July to August 2021. However, on 1 September 2021, U share price spiked up to THB 1.43 and eventually reached its quarter high at THB 2.10 on 9 September 2021. The major positive catalyst was the announcement of the strategic pivot from the real estate and hospitality sector into the financial services sector. The transition will expose U City with higher growth potential, higher return on equity, and is more resilient to the changing economy. Meanwhile, U City agreed to divest its real estate and hotel assets. The Company aims to fully divest its entire portfolio in year 2025. U-P turnover volume also surged as this announcement gave investors a clearer view of the Company's direction.

U share price continued to perform well over the 4Q 2021, starting at THB 1.74 on 1 October 2021 and reaching its year high of THB 2.28 on 14 and 16 December 2021 thanks to the rising global vaccination rates and the government's announcement regarding the reopening of Thailand since 1 November 2021 (for fully vaccinated foreign tourists from low-risk countries without quarantine requirements). However, amid the Omicron concern since November 2021, U share price dropped slightly and moved in a narrow range of THB 1.92 to THB 2.24 in the second half of December 2021 and closed at THB 2.00 at the end of the fiscal year.

## U-P Annual Stock Performance

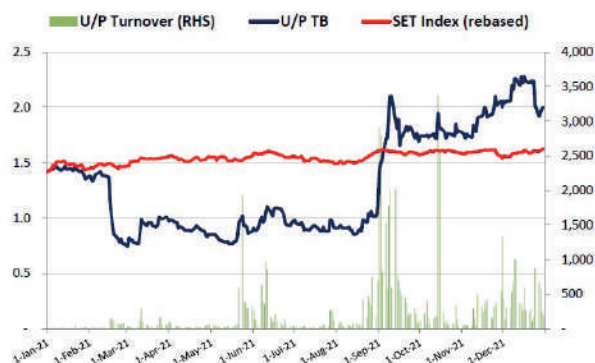


Source: [www.setsmart.com](http://www.setsmart.com)

Note: SET Index have been rebased in order to compare performance with U-P share price



## U Annual Stock Performance



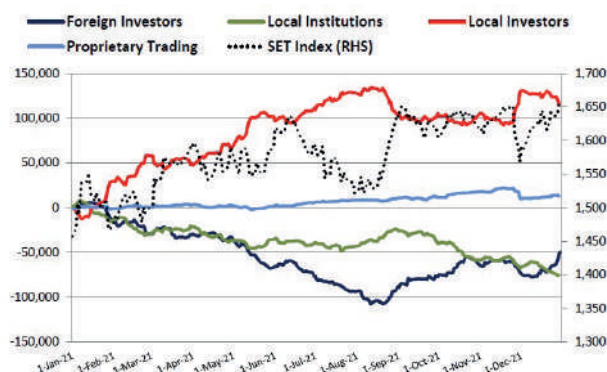
Source : [www.setsmart.com](http://www.setsmart.com)

**Note:** SET Index have been rebased in order to compare performance with U share price

## SET INDEX Performance

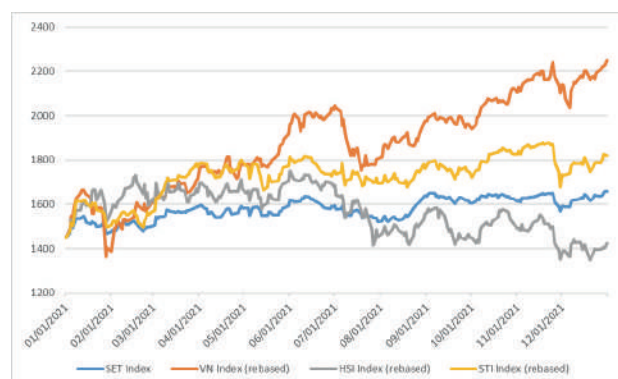
The SET Index increased by 14.4 percentage from the previous year, largely driven by the buying activity from local investors and proprietary traders who were net buyers of THB 125.8 bn worth of equities. On the contrary, across the 12-month period, local institutions and foreign investors continued to leave the Thai market as net sellers of THB 77.3bn and THB 48.5 bn, respectively. Global stock markets generally outperformed compared to the previous year due to its low base on the back of a significant COVID-19 impact on the global economy last year. The SET Index increased alongside with other regional peers, for instance, Vietnam Index (+35.4 percentage), and Singapore Index (+9.0 percentage). However, the Hong Kong Hang Seng Index (-14.9 percentage) declined significantly over the same period due to the Chinese government interventions with the companies listed in the Hang Seng market. The appreciation in Thai Baht which affect our price competitiveness, as evidenced by the contraction of Thailand's Gross Domestic Product (GDP) by -2.6 percentage, 7.5 percentage, -0.7 percentage in 1Q, 2Q, and 3Q 2021 respectively.

## Cumulative Investor Flow Chart



Source: [www.setsmart.com](http://www.setsmart.com)

## SET Index versus Regional Peers



Source: [www.setsmart.com](http://www.setsmart.com), [www.hsi.com.hk](http://www.hsi.com.hk), [indexes.nikkei.co.jp](http://indexes.nikkei.co.jp), [www.straitstimes.com/stindex](http://www.straitstimes.com/stindex), [www.pse.com.ph](http://www.pse.com.ph) and Bloomberg

**Note:** Regional indices have been rebased for performance comparison to the SET index.



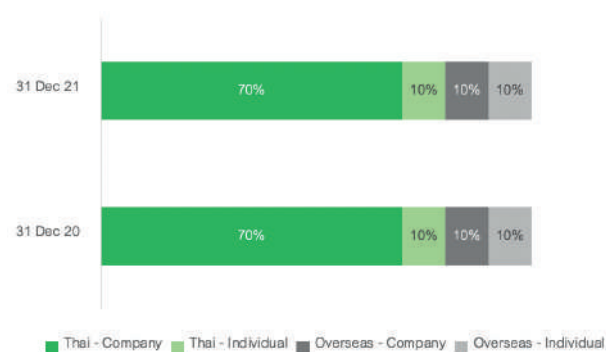
## Summary of U Stock performance and regional indices

Key Share Data	2021	2020	2019	2018
<b>U-P Share price (THB)</b>				
Year-end	2.00	1.61	2.9	3.22
Year-high	2.28	2.92	3.26	4.00
Year-low	0.74	0.99	2.56	2.00
Average daily traded value (THB mn)	245.1	0.9	0.5	6.80
Average daily traded volume (mn shares)	167.2	0.5	0.2	2.10
Number of shares outstanding at year-end (mn)	26,025	3,740.6	3,740.6	3,740.6
Market capitalisation at year-end (THB mn)	11,227.4	6,022.4	1,0847.7	12,044.7
<b>U Share price (THB)</b>				
Year-end	1.28	1.42	1.71	2.56
Year-high	1.65	1.81	2.58	4.00
Year-low	0.71	0.69	1.55	2.00
Average daily traded value (THB mn)	90.0	21.5	8.3	14.40
Average daily traded volume (mn shares)	68.2	15.2	4.7	4.50
Number of shares outstanding at year-end (mn)	5,613.5	5,613.7	5613.7	5,613.7
Market capitalisation at year-end (THB mn)	30,524.8	7,971.5	9599.4	14,371.1
<b>Change (YoY) (Percentage)</b>				
U-P TB	40.8	-44.5	-9.9	7.3
U TB	-20.5	-17.0	-33.2	-14.7
SET Index	14.4	-8.3	1.0	-10.8
SET Property Index	16.2	-18.1	-9.8	-15.6
Hang Seng Index (Hong Kong)	-14.9	-3.4	9.1	-13.6
Nikkei 225 Index (Japan)	4.9	16.0	18.2	-12.1
Straits Times Index (Singapore)	9.0	-11.8	5.0	-9.8
Jakarta Composite Index (Indonesia)	10.1	-5.1	1.7	-2.5
Vietnam Index (Vietnam)	35.4	14.9	7.7	-9.3

## Shareholding Structure

As of 31 December 2021, the Company had 35,559 shareholders. The major shareholder is BTS Group Holdings Public Company Limited, which owns 45.935 percent of the total issued U shares. For more details of major shareholders, please see the Top 10 Major Shareholders table. Non-Thai shareholding represented 19.82 percent of total shares (15.34 percent in 2020). The Company's free float shareholding stood at 34.245 percent of total paid-up capital. The Company has always given importance to both local investors and foreign investors. Additional details can be found under the sub-headings "Investor Relations"

## Shareholding by Shareholder type



Source: Stock Exchange of Thailand (SET) as of 31 December 2021

## Company's first 10 ordinary and preferred shareholders (as of December 31, 2021)

List of the first 10 major ordinary shareholders (from 33,069 ordinary shareholders) is as provided below:

Shareholder	Number of Shares	% Shareholding
1. BTS Group Holdings Public Company Limited	2,033,425,452	36.222
2. Thai NVDR Company Limited	391,077,903	6.966
3. SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	124,272,824	2.214
4. Mr. Chatchai Keerativorasakul	60,000,000	1.069
5. Mr. Chaiyan Chakarakul	51,004,896	0.909
6. Ms. Supatra Paengkariya	50,000,097	0.891
7. Mr. Nam Cholsaiphon	40,546,239	0.722
8. Mr. Nettirach Phongnaruesorn	38,000,000	0.677
9. Mr. Sinchoke Piriyothaisakul	30,228,000	0.538
10. Mr. Phamorn Pholdheva	30,000,000	0.534
Mr. Pichit Chinwittayakul	30,000,000	0.534

List of the first 10 major preferred shareholders (from 4,931 preferred shareholders) is as provided below:

Shareholder	Number of Shares	% Shareholding
1. BTS Group Holdings Public Company Limited	12,582,752,829	48.016
2. CGS-CIMB Securities (Hong Kong) Limited	5,000,000,000	19.080
3. Bangkok Bank Public Company Limited	3,053,841,912	11.653
4. PHILLIP SECURITIES (Hong Kong) Limited	931,048,006	3.553
5. Bualuang Long Term Equity Fund	514,478,100	1.963
6. Thai NVDR Company Limited	489,847,647	1.869
7. Saha Pathana Inter-Holding Public Company Limited	375,000,000	1.431
8. Mr. Sakorn Suksriwong	215,732,700	0.823
9. Bualuang Flexible RMF	162,923,100	0.622
10. Mr. Sinchoke Piriyothaisakul	156,669,700	0.598

**Note:**

(1) As of the book closure date on December 31, 2021, the Company has 31,819,169,854 issued shares.

**Ordinary shareholders and preferred shareholders classified by number of shares held (as of December 31, 2021) are as follows:**

Number of Shares (Shares)	Number of Shareholders (Persons)	% of All Issued Shares
> 100,000,001	14	83.12
50,000,001 - 100,000,000	6	1.37
1,000,001 - 50,000,000	766	10.16
100,001 - 1,000,000	3,993	3.86
10,001 - 100,000	10,801	1.32
1,001 - 10,000	10,220	0.16
1 - 1,000	9,759	0.01
<b>Total</b>	<b>35,559</b>	<b>100.00</b>

## Other capital markets activity

### New Equity Issuance

As of 31 May 2021, the Company allocated a total of 22.5mn new preferred shares as a result of the capital raising scheme. No shares have been exercise from U-W3 and U-W4 Warrants.

### U-W3 Warrants (U-W3):

45,133,272,059 units of U-W3 were issued to the private placement for Bangkok Bank Public Company Limited and Unicorn Enterprise Limited that have subscribed and was allocated shares from the capital increase scheme. The exercise ratio of U-W3 is 1 unit of warrant for 0.016 ordinary share of the Company with the exercise price of THB 3.151 per share. U-W3 has a term of 5 years from the issue date (16 March 2018) and can be exercised quarterly on the last business day. The first exercise date was on 29 March 2019 and the last exercise date will be on 16 March 2023. At present, the balance of outstanding U-W3 is 45,133,272,059 units and the balance of ordinary shares reserved to accommodate the exercise of U-W3 is 722,132,352 shares.

### U-W4 Warrants (U-W4):

141,895,485,954 units of U-W4 were issued to the rights offering that have subscribed and was allocated shares from the capital increase scheme. The exercise ratio of U-W4 is 1 unit of warrant for 0.012 ordinary share of the Company with the exercise price of THB 5.067 per share. U-W4 has a term of 5 years from the issue date (16 March 2018) and can be exercised quarterly on the last business day. The first exercise date was on 29 March 2019 and the last exercise date will be on 15 March 2023. At present, the balance of outstanding U-W4 is 141,895,485,954 units and the balance of ordinary shares reserved to accommodate the exercise of U-W4 is 1,702,745,831 shares.

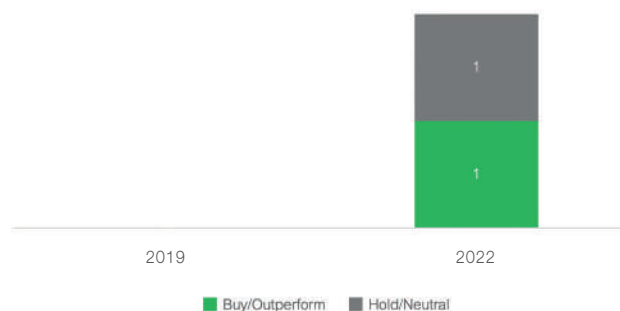
## Investor Relations

The Company places high importance on the Investor Relations (IR) Department. The duty of the IR Department is to establish and maintain complete, transparent, reliable, and timely communications with the existing and potential investors of the Company in various forms, including Management Discussion and Analysis (MD&A) as well as the Company's presentation documents via the website of the Stock Exchange of Thailand and the Company's website.

### Investor Relations Key Statistics

Over the past few years, the Company has remained active in its investor facing activities with existing and potential shareholders as well as the brokerage community. In 2021, the Company arranged 4 analyst meetings with analysts from security brokerages (4 in 2020). Additionally, the Company has been active on its marketing efforts by attending 10 roadshows in 2021. Top Management were in attendance at 100 percent of all these meetings.

### Analyst Recommendation summary (Jan – Dec 2021)



As of 31 December 2021, consensus target price on average during the past 12 months was THB 1.30 per share which was calculated from 2 brokers; Bualuang Securities and Yuanta Securities. Out of 2 brokers, 1 placed a buy or outperform recommendation on U, 1 placed a Neutral recommendation on U.

## Investor Relations Contact Details

For enquiries by shareholders and investors, please contact our Investor Relations Department

<b>Head of Investor Relations:</b>	Ms. Soraya Satiangoset (Director, Executive Director, Acting Chief Executive Officer and Chief Financial Officer)
<b>Contact Telephone:</b>	+66 (0) 2 273 8838
<b>Fax:</b>	+66 (0) 2 273 8858
<b>Email:</b>	ir@ucity.co.th
<b>Website:</b>	<a href="http://www.ucity.co.th">http://www.ucity.co.th</a>
<b>SET share symbol:</b>	U and U-P
<b>SET warrant symbol</b>	U-W3 and U-W4
<b>Shareholder registrar:</b>	Thailand Securities Depository Co., Ltd. 93 Ratchadaphisek Road, Dindaeng, Bangkok 10400, Thailand Tel: +66 (0) 2009 9000 Fax: +66 (0) 2009 9991 SET Contact Center: +66 (0) 2009 9999 Website: <a href="http://www.set.or.th/tsd">http://www.set.or.th/tsd</a> E-mail: SETContactCenter@set.or.th

## RESPONSIBILITY TOWARDS THE SOCIETY, COMMUNITY AND THE ENVIRONMENT IN ACHIEVEMENT OF CORPORATE SUSTAINABILITY

4.2



### Sustainability Policy and Objectives

The Company has been committed to operating its business on the basis of sustainability and responsibility towards the society, community, and the environment, and on the basis of Company's Ethics, Good Corporate Governance and Codes of Conduct. The Company establishes vision, mission, and strategies that adopt sustainable development practices with the realisation that sustainable growth of a business must consist of visionary business operations, ability to manage the business to achieve the success of the mission, morals ethics, as well as responsibility towards the society and the environment. The Company has set up a corporate social responsibility policy for sustainable business development in accordance with the guidelines of the Social Responsibility Center, the Securities and Exchange Commission and the Stock Exchange of Thailand.

The Company encourages employees to have a sense of ethical and moral duty, thus setting forth a policy as a guideline for social and environmental responsibility and part of business process management to lead to sustainable development. In addition, the Company also focuses on transparent business practices, disclosing sensitive information in accordance with applicable laws, regulations and ensures its business is auditable in accordance with the Good Corporate Governance Policy and Business Ethics and takes into account the benefits that will occur to all stakeholders. Appropriate priorities are placed so that all parties achieve the

maximum mutual satisfaction for sustainable mutual success.

In addition, in 2021, the Company has formulated and announced new sustainability policies, namely (1) Environmental Management Policy, to determine the direction of Company's environmental performance to ensure it is in line with the standards on international environmental data disclosure; and (2) human rights policy, to represent the focus on doing business with responsibility and based on sustainable development. This includes fairly treating our customers, partners,



business partners, employees and communities and respect for human rights. The Company conducts an investigation and analysis of human rights in the value chain of the Group within a reasonable period of time as stated in the Good Corporate Governance and Code of Business Conduct of the Company and adopted the principles of respect for human rights according to the international standards as a guideline for the development of various policies in order to be consistent. Moreover, it communicates its commitments to conducting business with responsibility and transparency.

For more information, please refer to the Environmental Management Policy and Human Rights Policy of the company on Company's website at [www.ucity.co.th](http://www.ucity.co.th).

### **Managing the Impact on Stakeholders in the Value Chain**

The Company has placed importance on the balance of benefits, accessing and respecting rights, including creating an understanding of stakeholders' expectations and operating in response to the expectations of stakeholders with fairness and transparency. The Company has defined, identified, and analysed stakeholders into categories, covering both individuals and other forms of establishments. In this regard,

the Company has provided various channels for stakeholders to participate in the investigation of each topic's information and enhance understanding of all parties

### **Managing Impacts on Stakeholders in the Business Value Chain**

#### **Value Chain**

The Company is aware of the transformation, creation and promotion of innovations, which contribute to benefits and cost efficiency, creating values for the society and the Company to ensure it can keep up with the pace of today's world. By integrating those, the Company becomes contemporary and easily accessible, as well as sustainably thriving its business. There is a policy to operate the business in order to lead the Company towards sustainable development in line with international standards, including the determination to operate the business in accordance with the sustainability strategy and that extends to cover all 3 dimensions of business operations, namely economy, society and environment. The Company has carried out missions under each dimension under the good corporate governance principles alongside building good relationships with stakeholders to create a balance for all groups.



For the economic dimension, the Company is determined to develop the business to be stable and ready for movement and changes that potentially occur on the basis of good corporate governance in accordance with the good governance principles, taking into account proper supply chain management, developing infrastructures that facilitate economic activities at the community and national levels in order to make sure they grow together with the Company. Moreover, it has formed a sustainable economic network. In the social dimension, the Company complies with and respects all legal provisions and related agreements. It respects individual rights and human rights while providing equitable employment and employee treatment, constructing a quality society and improving the quality of life for society through focus and attention. The Company affirms good employment and social participation to thrive and ensure mutual and sustainable growth of all groups of stakeholders. It pays attention to the environment and takes into account the negative environmental impacts of business operations of terrestrial, water and air activities, as well as the efficient and effective use of resources.

### Guidelines and Activities for CSR Activities

The Company is aware of operating its business under social responsibility which shall make the business sustainable by focusing on taking care of stakeholders, economy, society and environment in a virtuous and ethical manner under codes of conduct and good governance. It conducts business with integrity, transparency, and fairness, formulating social responsibility policies for sustainable business development in order to be adhered to by directors, executives and employees at all levels as follows:

### Business Responsibility

The Company is committed to social responsibility, taking into account the impact on stakeholders of the Company, whether investors, employees, customers, suppliers, communities, business partners, government officials, or other parties related to the Company as follows:

- Creation of ethical values of conducting business with fairness in accordance with the Company's business ethics.

- Considering safety and good health of employees, integrity, trust, and working in harmony with efficiency.
- Honest disclosure of information by providing information in a transparent, reliable and verifiable way, as well as adhering to providing maximum benefits to stakeholders or those related to the Company.

### Targets and Performance

- Build a positive attitude, confidence, and credibility towards the reputation and good image of the Company within the society.
- Able to build a good relationship with the Company's stakeholders in the long run.
- Operations for good and efficient performance, creating continual benefits for the Company's stakeholders.

### Environmental Care

The Company raise awareness of employees towards wise and efficient use of resources, materials, and office supplies in the workplace taking into account the reuse or expansion of product useful life with minimum impacts on the environment, both directly and indirectly, as follows:

- Using resources economically; using resources as needed in order to attain the highest benefit.
- Reusing items such as paper or plastics; reducing the use of resources and environmental destruction; segregating plastic waste in the office, etc.
- Repairing damaged items to extend their useful life and saving costs from purchasing new equipment.
- Monitoring and prevention are a way to ensure natural resources shall not be spoiled, e.g., waste disposal monitoring, limiting electricity and water consumption.

### Targets and Performance

- Encourage employees to be aware of and care for the society, the Company, and the environment.
- Cultivate sufficiency economy mind among employees to ensure they optimise and adequately use resources only as needed.
- Achieve reduced paper purchasing due to paper recycling campaigns

## Community and Society Treatment

The Company encourages and supports employees to have volunteerism, raising awareness of the development of communities and society by organizing activities to help develop various communities and encourage employees to participate therein through volunteering, donating items to aid the community and society

## Sustainability Management in Environmental Dimensions

### Environmental Policies and Practices

The Company has established an environmental management policy, which is applicable to the Company itself and its subsidiaries. The objective is to drive the concrete implementation of environmental management system and to achieve environmental goals through strict supervision and consideration. The environmental management policy has established guidelines for conducting business with environmental responsibility by reducing adverse impacts and creating positive impacts on the environment in order to be in line with Company's vision and mission.

The environmental management policy covers the performance of employees, suppliers and contractors, including related stakeholders. Its subject matters are as follows:

- Complying with environmental laws, requirements, and conditions related to business and administrative activities.
- Taking environmental disputes into consideration for the selection of suppliers of goods and services as well as considering the selection of suppliers.
- Setting corporate environmental performance expectations and ensuring continual improvement in performance.
- Conducting business activities in a way that minimises direct and indirect environmental impacts through Company's business cycle and subsidiaries.
- Promoting environmental awareness among the Company's employees and subsidiaries through training, knowledge sharing, and the development of environmental innovation practice projects.

- Operating sustainable business activities as well as being environmentally friendly, both in terms of the positives and negatives of the products and services.

Further information can be found from the Company's environmental management policy available on the Company's website at [www.ucity.co.th](http://www.ucity.co.th).

### Environmental Performance

The Company is aware of environmental impacts that are currently affecting society in a wider range. It thus encourages employees to understand and realise the importance of and take part in environmental conservation, suitably deploying the risk and environmental impact and security analysis in business processes, as well as optimising resources and energy saving in accordance with international principles such as the use of water resources, energy, and the use of materials and office supplies to achieve the maximum benefits. Moreover, it provides measures to adequately manage waste and pollution during project development and encourages employees to be aware of the use of resources in everyday life. In this regard, the Company organises activities to restore natural resources and the environment, both directly and indirectly, in many forms.

In addition, U City has set forth a policy to collect data, measure, report environmental performance results, including requiring confirmation of data accuracy by a third party in accordance with the Measurable Reportable and Verifiable (MRV) guidelines by collecting and measuring data. This covers various environmental indicators, including setting quantitative goals in accordance with the quantitative data of the given base value. In 2022, the Company shall proceed with the said policy by collecting data, measuring and reporting environmental performance results as follows:

- Sustainable Sites: SS
- Water Efficiency (WE)
- Waste Management
- Energy Efficiency
- Materials and Resources (MR)
- Indoor Environmental Quality (IEQ)
- Innovation and Design Process (IN)

In addition, the Company is also aware of the impacts on the community and the environment, implementing management measures to achieve sustainability for the areas the Company has located its construction and project development as follows:

- Construction Activity Pollution Prevention: Before starting the construction, the respective contractor shall be awarded a LEED TOR with measures to prevent impacts of construction on the surrounding environment, especially preventing sediments from flowing with rainwater that occurs during the construction, which causes those sediments to enter the public drainage system.
- Development Density and Community Connectivity: Project areas are located in the city area and have access to public facilities that promote quality and living such as parks, department stores, restaurants, convenience stores, banks, etc., thereby reducing unnecessary construction and development. There shall be no expansion of the city, with reduced encroachment on natural areas, reduced use of vehicles in travelling to various public utilities, including alternative transport policies.
- Alternative Transportation – Public Transportation Access: Project areas must facilitate walks to public transport system, both bus stops and large rail mass transit systems, such as BTS, so that access to the project areas can play part in reducing the use of personal vehicles in traveling.

In addition to the sustainability of the project areas in which construction and development are conducted, the Company shall also attach great importance to water efficiency (Water Efficiency) within the entire project by reducing the amount of water in the building (Water Use Reduction) at every project of the Company by choosing water-saving equipment or sanitaryware to help minimize water consumption in comparison to the LEED benchmark.

The Company also takes into account the optimization of energy performance within projects that are under construction and under supervision of the Company by using construction materials and building system equipment that are aligned with the ASHRAE90.1 standards, which are considered as the basic materials

and systems for energy-saving buildings in the United States. Furthermore, the Company provides measures to manage refrigerants within the project. The types and quantities of refrigerants used in different projects have been set to be below the LEED threshold in order to reduce the impact on the atmosphere and reduce global warming. The Company has a policy to install and use a system that saves energy in the building, such as the use of 3- layer Low-E glass walls, which helps reduce heat radiation into the building while the glass windows still allow natural light into the building to provide adequate light. Installing LED lighting is also another approach for energy saving in a building. LED bulbs do not emit UV light and emit less heat compared to traditional light bulbs, reducing the building's electrical energy loss.

The Company also takes into account the use of materials and resources in decorating and constructing buildings that are environmentally friendly by having construction waste management in place, which shall be attached to each project's TOR, in order for contractors to manage the waste generated by the construction for further use, such as handling construction waste, grinding it into materials and donating it for public interest or selling scrap steel for further recycling. Moreover, the Company has a policy for contractors to purchase materials that are guaranteed by their manufacturing plants and use locally-sourced raw materials.

Indoor Environmental Quality (IEQ) is another element to which the Company has given importance by determining measures to increase the efficiency of the ventilation system (Increased Ventilation), which is a design element of modern buildings in order to avoid Sick Building Syndrome and to boost the internal environment for productivity to the greatest extent possible by ventilating air into the building. This is to allow better quality air to flow into the building and remove polluted air and odors from the area. Therefore, it is a prerequisite for environmentally sustainable projects. All projects are based on the ASHRAE 62.1 standards when coming to the design of exhaust ventilation and discharge, including the use of substances with low VOCs, primers, and coatings (Low-Emitting Materials – Paints and Coatings).

The selection and installation of all indoor equipment is a factor that does not only improves the quality of the

indoor environment, but also improves the well-being and hygiene of the building occupants. The equipment includes Variable Air Volume (VAV), air conditioning system that adjusts the air volume at the cold air nozzle to adequately control the temperature inside the building for users' comfort and to reduce unnecessary energy usage. Highly efficient air filtration system can reduce the amount of as small as PM2.5 dust to make the indoor air clean and fresh while the UV sterilisation system (Ultraviolet-C) can reduce germs and fungi, thus minimising risks of illnesses caused by microorganisms. Also, throughout the entire project, there shall also be an installation of a CO2 sensor to measure the level of carbon dioxide to maintain it at a safe, appropriate level and to have good indoor air quality for healthiness of people within the building.

The Company has provided measures to prevent and solve PM2.5 problems for the projects that are under construction as follows:

- Wash the wheels of all vehicles before driving out of the construction site onto public roads.
- Put canvas around the building to prevent dust caused by the construction.
- Install water spray pipes above the fence around the project and turn them on 4 times/day for 1 hour each time.

The Innovation and Design Process (IN) that the Company has deployed in the project is also another factor that helps prevent construction impacts on the surrounding environment whereby the Company shall not use a light source that contains mercury while also adhering to the No Mercury in Lamp policy, requiring all designers to choose LED light bulbs for all lighting within the project, which also need to be guaranteed by the RoSH only. There is a policy to install a sub-metering in cooling towers to measure the amount of water added to the cooling towers. The water meter shall be connected to the Building Automation System (BAS), allowing the project to be tracked and monitored while preventing unnecessary water loss in the project.

The Company has given importance to the use of energy for maximum efficiency. To reduce the impact on the environment and help alleviate the overall climate issue to a good condition, the Company is determined to

develop and operate business in a sustainable way and is aware of impacts on the environment to achieve short-term and long-term goals, as well as to reduce risks and increase physical and legal, as well as regulations that may affect the organisation in the future. The Company shall also continually lay the foundation and manage the operational structure in practice and start to consider setting guidelines and targets to reduce greenhouse gas emissions in other long-term strategies. In this regard, the Company has taken several environmental actions in 2021 as follows:

- Joining the Vibhavadi No Waste Project with the Securities and Exchange Commission (SEC) by segregating types of waste within the office such as plastic bottles, plastic bottle caps, glass and aluminum bottles, paper, food waste and hazardous waste, etc., in order to recover reusable waste back into the recycling cycle. This reduces the amount of waste entering the landfill and reduces chances of waste leakage to the environment.
- Participating in the Low Emission Support Scheme (LESS) project with the Thailand Greenhouse Gas Management Organization (Public Organisation) under the Ministry of Natural Resources and Environment. This is considered a cooperation to drive towards a low carbon economy society. As a result, on January 12, 2021, the Company received a certificate of segregation of waste within the company as it can reduce greenhouse gas emissions by 538 kg of carbon dioxide equivalent.

In addition, the Company has organised training which includes public relations to educate and provide understanding about environmental conservation within the organisation, specifically regarding the integration of green energy, environmental protection, waste reduction, by requiring all employees to segregate waste and paper within the organisation before the disposal.

## **Sustainability Management in Social Dimensions**

### **Social Policy and Practice**

The Company has set a policy on human rights, which is to be used as a guideline for Company's and subsidiaries' business operations, including those of related stakeholders. The policy has been developed in accordance with international human rights frameworks

such as the Universal Declaration of Human Rights, International Covenant on Economic, Social and Cultural Rights (ICESCR), and International Covenant on Civil and Political Rights (ICCPR). Guidelines for respect of human rights, risk reduction, and remedies in the event of human rights violations have been outlined, which are indication obtained by conducting a comprehensive human rights audit (Human Rights Due Diligence).

In this regard, a social policy that represents the awareness of the Company in social dimensions towards sustainable development such as safety, occupational health and environment policies including commitment to the relevant actions with human resource management. More details can be found on the Company's website at [www.ucity.co.th](http://www.ucity.co.th)

The Principles and Rights at Work provides guidelines for respect, risk reduction, and remedies for violations, which are indication obtained from the Human Rights Due Diligence. The Company discloses the results of comprehensive human rights audit every three years on the Company's website.

The Company has a systematic process for reviewing human rights status, which is in line with the United Nations Guiding Principles on Business and Human Rights, including the process of due diligence on human rights, whereby the Company considers stakeholders and risk groups affected by its value chain operations and new business relationships. This may include employees, women, children, migrant workers, third parties, contract labor, local community, people with mobility impairments, and the elderly. Examples of human rights issues addressed in the due diligence process include forced labor, child labor, discrimination, equal compensation, freedom of association, and the right to collective bargaining.

In addition, the Company has taken into account human rights issues before launching any new business activities, especially as a guideline for managing all human rights issues in the Group's value chain.

### Employees

Human Resource Management of the Company is in accordance with international labor and human rights standards. The Company has provided fair employment conditions with required systems installed and the

safest working environment ensured for all employees. It promotes differences and coexistence of diverse cultures to prevent discrimination and also provides channels of expression to reassure the right to free association and/or the right to collective bargaining.

In addition, the Company has provided channels for employees to lodge complaints and submit suggestions. The Company shall promptly and appropriately deal with complaints and provide remedies in the event of human rights violations.

### Community and the Environment

The Company conducts business with respect to the community and the surrounding environment of various projects at every step. The Company communicates with the local community on a regular basis and takes necessary actions to ensure that its business operations have the least impact on the well-being and quality of life of people in the community. In addition to complying with relevant country regulations, Company's operations also include, but not limited to, waste, noise, and air pollution management.

In addition, the Company has provided channels for employees to lodge complaints and submit suggestions. The Company shall promptly and appropriately deal with complaints and provide remedies in the event of human rights violations.

### Business Partners

The Company supports all business partners, including manufacturers and subcontractors. It complies with the principles of human rights by incorporating it into the processes related to supply chains. From the screening and selection of partners through to the termination and renewal of contracts, the Company has a process for selecting partners through regular evaluation, as well as holding an annual supplier meeting to ensure that procurement and subcontracting are transparent, equitable, and auditable, in order to evaluate partners and subcontractors, including, but not limited to, having fair employment conditions, non-discrimination, and safety and hygiene in the workplace. These human rights assessments ensure that the Company shall operate its business with equitability and equality of all parties while also preventing the use of illegal labor such as child labor, slave labor, migrant labor, forced labor, etc.



The Company regularly audit its business partners to assess potential human rights impacts and to formulate mitigation measures when human rights are violated in the supply chain, as well as imposing penalties for business partners who fail to comply with established guidelines and manuals, or regulations related to human rights principles in the supply chain.

### Customers

The Company is committed to protecting the rights of customers, especially in the field of health, and securing personal access and privacy. The Company, as an investor, real estate developer, and hotel business management, realises that the operations of the Group can have a significant impact on access to wellbeing standards and comfort of an individual.

The Company provides its customers with convenience, comfort, and safety which are in line with international standards. The Company has trained all relevant officers and monitored potential impacts on customers through annual customer satisfaction surveys and activities that are aimed to build relationships with customers. The surveys are considered a channel for customers to lodge complaints and give suggestions in a systematic way. Complaints shall be resolved promptly and appropriately while specific remedial action shall be taken. Further information can be found from the Company's Human Rights Policy on [www.ucity.co.th](http://www.ucity.co.th).

### Social Performance

The Company realises the importance of employees, communities, customers, society, and all stakeholders so as to improve people's quality of life. This has always been considered a fundamental element of the Company's operating culture while the Company also continues to strive for social responsibility through various operations including indicators and disclosures. In 2021, the Company has established a Human Rights Policy, including conducting a Human Rights Due Diligence audit in accordance with the United Nations Guiding Principles on Business and Human Rights by taking into account human rights issues from international regulations such as Universal Declaration of Human Rights, International Covenant on Economic, Social and Cultural Rights (ICESCR), and International

Covenant on Civil and Political Rights (ICCPR). Also, it formulates relevant measures to reduce risks and take remedial actions in the event of human rights violations.

The Company has provided appropriate support to the society or communities surrounding business facilities such as:

- Providing scholarships to students in the community.
- COVID-19 insurance support for medical personnel.
- Medical supply, medicine support for youths in Children's Day activities organised at Wat Muang Khae community - Haroon Mosque.
- Equipment support for use in Buddhism activities.
- Opportunity for students interested in the preservation of ancient buildings and archaeological excavations. Attend a study visit at Rong Pasee Roi Chak Sam building, for example, a group of students from the Faculty of Archaeology Silpakorn University came to study the actual process of archaeological excavation operations in the area.
- Opportunities for teachers and students from Assumption School to participate in the study and to visit the area of the Rong Pasee Roi Chak Sam project, which is open for students and those interested in history to learn about art, culture, way of life, racial and cultural diversities to understand the foundations of Thai history and gain insights from various important events in the past.

In addition, the Company is also aware of the safety of employees at work. The Company places importance on the safety and occupational health of employees and all related parties. Therefore, U City has formulated a Safety and Occupational Health policy to strengthen confidence and trustworthiness among employees in the safety and health of their work within the workplace, and to ensure confidence of customers, employees and all stakeholders according to international quality and safety standards and in accordance with the safety, occupational health and working environment laws. The Company realises that safety and occupational health is a fundamental responsibility of employees and all relevant parties. The Company has taken various



measures to control and prevent various types of losses caused by accidents, negligence, fire, work-related injuries as well as maintaining a safe working environment for employees. Also, there are a regular review and security drills to keep up with the situation, such as simulating and practicing emergency plans, fire evacuation drills, training on how to use safety equipment, as well as providing public relations, and dissemination of information, by communicating the guidelines throughout the organization and requesting strict compliance.

## **Procurement of Products and Services**

### **Key raw material sourcing**

Key raw materials of Company's real estate development business are land and construction materials. U City gives priority to the location of the project, considering lands that feature potential for business and convenience for travel. For contacting the purchase of land, it is either purchased directly from the landowner or through an agent by taking into account the best interests of the Company as a priority.

For procurement of construction materials used in the Company's projects, for the most part, the Company has them procured by the project contractors, except for certain materials that are expensive or need to be used in large quantities, or in the event where it requires to control quality and form to meet the standards required by the Company. In such case, the Company shall procure the materials by itself through the Procurement Department. This also allows the Company to enjoy benefits in managing costs of construction materials due to the large amount of purchase. In addition, the Company has implemented a policy to reduce the risk of fluctuating construction material prices by entering into a contract with the project contractor in respect of reinforced concrete materials used for the high-rise building category, as the price of this material is relative fluctuating. The contract is to ensure that the Company shall get a fixed rate throughout the entire project, which allows the Company to control prices and reduce risks from fluctuating material prices. In addition, as the procurement volume is large, it enables the Company to negotiate and obtain a competitive price, thus reducing costs of construction to be lower than the estimate.

In the final process, all parties involved must present information to the Board of Directors for further consideration and approval of the purchase prices prior to further operations.

### **Construction Procedures and Technology**

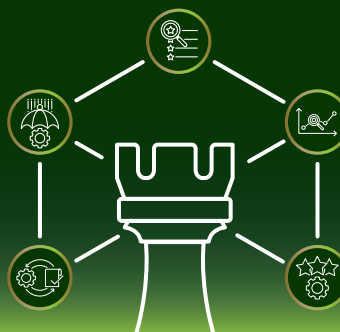
The Company has placed importance on the consideration of choosing an appropriate production system in each project according to the project nature to ensure expedient process and to increase the efficiency of production competition.

In hiring contractors, the Company shall outsource contractors for all construction projects. Most of contractors are medium-sized and large-sized enterprises, depending on the size of the project. In order to get quality work that meets the standards set by the Company, the Company has rules and procedures for selecting contractors by considering their expertise, experiences, financial readiness, and responsibilities.

In this regard, the Company attaches importance to every step of the construction process, starting from the selection of experienced contractors with financial readiness and efficient teams. The Company's construction supervision team shall coordinate with the designers, consulting engineers, and contractors in a close manner. A well-known construction company shall be selected based on company profiles and compliance with required standards. During the construction of a project, the Company shall have a team of engineers and consultants to supervise the construction process to ensure compliance with all standards. There is a central regulatory body and consulting engineer to maintain the construction standards of every project and construction inspection shall be conducted by Company's designated teams throughout the entire project.

## 4.3

# RISK MANAGEMENT POLICY AND PLAN



### Risk Management Policy

As Company's businesses have inevitably faced various risks and uncertainties, which potentially lead to fluctuations in revenue, profits, asset values, liquidity, share prices and may affect the Company's reputation, proper risk management is important for the Company to thrive on and establish long-term sustainability. The Company has realized and attached importance to Enterprise Risk Management based on the principles of good corporate governance. The Company believes that risk management is one of the key strategies that help enable the Company to achieve its business goals and sustainable growth. The current business operations are subject to changes based on business environments and new risk factors that tend to be intensified. Thus, effective risk management shall enhance the organization's capacities to cope with such changes and reduce chances of risks or impacts that may occur to the Company's business.

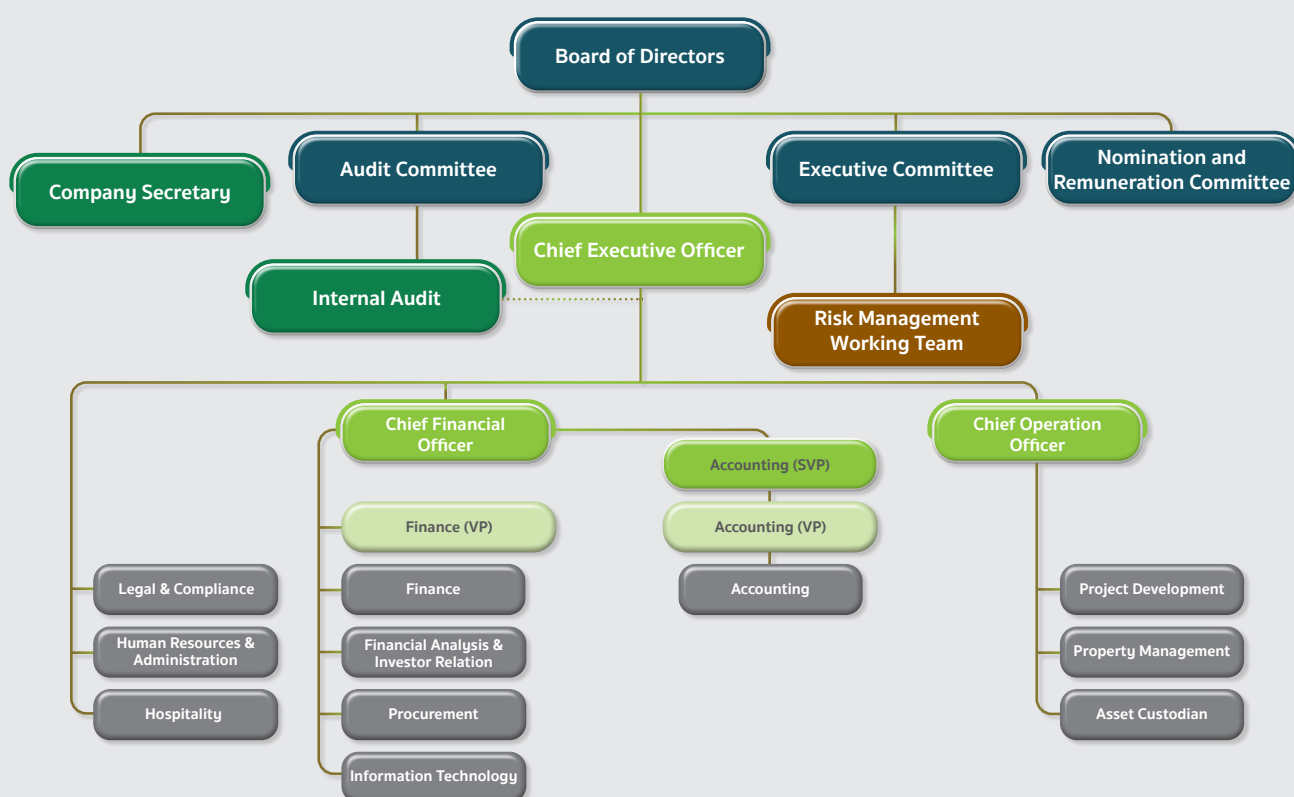
### Risk Management Structure

The Company's organizational risk management structure defines roles and responsibilities, as well as accountability of those involved in the risk management process. It also designates an authorized decision-maker for risk management within the Company. In this regard, the structure of risk information management and Company's risk reporting is as follows:

- The Board of Directors is responsible for formulating policies and risk management frameworks, reviewing and assessing the appropriateness of the policy and risk management framework on a regular basis, as well as monitoring and supervising the implementation of risk management policies and internal controls.
- The Executive Committee is responsible for managing Company's and its subsidiaries' risks, establishing risk management plans for the organization, supervising the effectiveness of the Company's risk management and that of its subsidiaries to cover all aspects of the Company's main operations, following up on the progress of mitigation plans and key risk indicators, which are precaution tools in order to formulate additional risk management measures in a timely manner and appropriately to the overall image of the organization, assess risks, lay out the Company's risk management structure as well as considering and reviewing, evaluating the appropriateness of the policy and risk management framework, and presenting them to the Board of Directors on a regular basis.

- The Audit Committee is responsible for assessing the adequacy and appropriateness of the corruption risk management policies and systems used to manage fraud risks. Its main duty is to review the internal audit plan to cover the review of the internal control of the anti-corruption measures and related policies as well as the risk of corruption in other operating processes. It is also responsible to acknowledge reports regarding corruption, such as a report in each accounting period, details of fraud risk management, urgent report on serious corruption, report on investigation results and penalties, etc.

- The Group Risk Management Working Team is responsible for reviewing the risk profile of the organization to ensure that the risk information is updated and is appropriate if significant changes occur, or if there is a significant risk occurring during the year. Moreover, it shall monitor the progress of risk mitigation plans and present a report on corporate risk management to the Executive Committee, the Audit Committee, and the Board of Directors, respectively.



## Risk Management Culture

The Company focuses on building a strong risk culture at all levels of the organization, starting from the Board of Directors so that they can lead the teams. It also promotes the effective risk management process and provides support through training and activities to encourage personnel to apply risk management in their operations to an extent that it becomes a corporate culture. There was an appointment of a risk management coordinator of each department to coordinate and report on risk management between the risk owner and the risk management unit.

Risk management in this way promotes a risk culture at all levels of the organization, as well as providing a channel to report risks to the Group. This shall ensure systematic and effective risk management.

## Risk Factors for the Company's Business Operations

Business operations are faced with various risks and uncertainties, all of which can lead to fluctuations in revenues, profits, asset values, liquidity, share prices and may affect the Company's reputation. Appropriate risk management is thus important in driving the Company to achieve success and long-term sustainability. Therefore, the Company recognizes and places importance on corporate risk management in managing risks in accordance with the principles of good corporate governance.

The risk factors listed below explain the risks that may arise and may occur to the Company. Stakeholders should be aware of the implications and possibilities of this potential risk and all relevant factors should be carefully considered. This, shown as follows, is not limited to only general and specific risks

### (1) Strategic Risks

#### ● Risk from business strategy adjustment

The Company has announced a review of the long-term business direction and has expressed its intention to stop the real estate business and move towards the financial services business in order to generate a higher return on investment in a business that is potential for growth. In addition, by investing

in this new business, the Company shall be able to take advantage of collaborating with partners under the strategy of the MATCH business unit (from the MOVE, MIX, and MATCH network, or "3M Strategy" of the BTS Group). In 2021, the Company made initial investments in financial services businesses, namely (1) retail life insurance business (Micro Insurance), and (2) investment in JMART and SINGER, which is the beginning of other business opportunities in the future that the Company believed it shall lead to a long-term sustainable growth.

In addition, this business strategy adjustment may cause additional risks to the Company, or cannot meet what has been planned, if there is no good management at least on the following issues:

- 1) Continuous and connected planning, creating a culture and values of participation of everyone at all levels within the organization.
- 2) Communication and sharing of information for management and follow-up.
- 3) Having human resources or business partners with expertise in the business that it operates.
- 4) Awareness of risks of investing in new businesses that the Company has no experience of.

In addition, the Company has short-term, medium-term and long-term business plans, focusing on building business growth. In this regard, in order for the Company to be able to achieve the planned operations, it has conducted an analysis of future industry trends, economic conditions, political situations, and possibilities of investing in various projects, fundamentally taking into account risks, availability of investment, and human resources.

The Company continues to closely monitor the market movements, study, and analyze environmental factors in each region for business opportunities. One of the Company's strategies is to find market-leading partners as a means of accessing expertise, new business opportunities within the framework of reasonable risks and adding value to the business. In this regard, It is one of the factors that will help strengthen the Company in the long run.

### ● Risk from economic volatility

The global economy as a whole has been affected by the prolonged COVID-19 epidemic situation. Although it is likely to gradually recover thanks to the progress in vaccine distribution, easing epidemic control measures, and the gradual opening of the country, the recovery is still fragile due to the high uncertainty and financial position of some businesses and households that have been bombarded by the pandemic. This is especially for the tourism sector, as almost all of the Group's hotels are required to periodically closed for service from March 2020, which is the period of the beginning of the epidemic. Even now, almost all hotels are back open for business, the tourism situation has not returned to normal. As a result, the main income generated by the hotel business of the Company has significantly decreased.

In terms of residential real estate, it has been affected by the stagnation caused by weak demand and declining consumer purchasing power. In late 2021, the Bank of Thailand has implemented measures to stimulate economic activities and support employment, temporarily easing home loan and other mortgage loan regulations (LTV measure). Moreover, the government has issued tax measures by reducing the transfer fees and registration of real estate mortgages. This is expected to have a positive effect on the performance of companies in the industry.

The Company continues to monitor and surveil events or situations that may occur consistently in order to be able to adjust its business plan in a timely manner to reduce the impact that may occur to the business. In addition, during the year, the Company considered selling some assets to obtain a reserve fund for further investment in businesses that can generate immediate cashflow, such as investing in commercial condominiums for rent, office buildings for rent, etc.

## (2) Operational risks

### ● Risk from business interruption

During the COVID-19 crisis, various government policies, both local and international, required hotel business to be temporarily closed in order to control the epidemic situation. If there are any similar incidents occurring in the future,

subsidiaries' business operations, both domestic and international, shall be interrupted or limited. Such events may affect the business performance and business opportunities of the Company and its subsidiaries.

In this regard, the subsidiaries that operate hotel business in Thailand have their business covered by insurance in case of business interruption and property damage from various causes, including terrorism, political rallies, and natural disasters to prevent damage that may occur from unexpected events.

### ● Risk from the spread of COVID-19

COVID-19 situations and government policies to tackle the spread of the COVID-19 epidemic, such as limiting the number of activities in hotels and closing the national boundary, as well as prohibiting cross-country travel, requesting for corporation to not travel across provinces, have had resulted in the slowdown of the tourism sector.

The Company expects that the COVID-19 epidemic situation shall begin to unfold. The government shall proceed to allocate vaccines to people throughout the country. However, the Company expects that the situation shall not return to normal in the near future and there may be a new outbreak, which may lead to a protracted situation. In this regard, the event has had a negative impact on the business, including reducing the company's business opportunities and those of its subsidiaries.

### ● The risk of recruiting competent personnel in line with the Company's strategy

Company's business operations must rely mainly on personnel. Having personnel with sufficient talents and expertise to support short- and long-term business growth is one of the strategies that shall help the Company to achieve the set goals. However, in a highly competitive business environment, there are limited personnel who have experience and expertise in such business, which may cause business interruption.

In this regard, the Company has provided staff training to promote adaptation and openness to diverse cultures, knowledge sharing, skill development, and operational improvements to attract and retain employee skills to ensure that the Company shall have human resources necessary to promote

business expansion. After each business acquisition, the management shall restructure such organization and the management therewithin in order to support the Company's business expansion plans, both at present and in the future. The Company offers remuneration and benefits in both monetary and non-monetary form based on the performance and ability of the employees in a motivating amount and in accordance with the standards based on market conditions. This is to create security and stability in the work of employees while also reducing the risk of losing teams and personnel.

### ● Insurance Risk

It is an insurance risk where the actual damage or liability under the insurance contract deviates from what the Company anticipates, including the risk of carrying too many obligations or there is an unbalanced underwriting with too much concentration in certain product groups. All these factors result in the determination of insurance premium rates, insurance reserve calculation, and consideration of the insurance inaccurate from what it should be and may have a negative impact on the income, costs and expenses of the insurance business.

In addition, life insurance business also has operational risk that if there is not enough internal control process, it shall result in fraud, illegal activity, financial effects that can lead to fines, compensation, and a negative impact on Company's reputation and ability to acquire future customers.

In this regard, the Company has established policies, plans and risk management structures in accordance with the risks involved, taking into account the product design and development, insurance premium rate determination, compensation management, and reinsurance in accordance with the Company's risk appetite, as well as considering underwriting with due diligent and care. There is always a follow up on the news in order to adjust the insurance premium according to the risk. There is risk diversification by not insuring too much of any product, and risks are transferred to reinsurance companies that have a stable position.

### ● Project management risk

The COVID-19 crisis since the beginning of 2020 has affected the Company's construction projects in many ways and may delay the Company's projects and cause higher project costs. The circumstance has accelerated the Company to adapt itself by integrating Building Information Modeling (BIM) technology in construction Work, together with contractors. It also seeks new partners and alternative labor sources, which reduces the potential impact and manages projects more efficiently.

The Company is also aware of changes in commodity prices such as oil prices, or other external factors such as large government projects or ongoing construction projects by other developers. These all have affected the price of raw materials and construction materials and/or resulted in the lack of construction labor. This shall directly affect the cost and duration of real estate development projects, cash flow and profitability of the Company. The Company has a thorough risk assessment and management process to select contractors with good prices and conditions, who are best for each project, in order to obtain a competitive price and quality under the most suitable conditions.

### ● Compliance and legal risk

The Company is obliged to comply with laws such as the Urban Planning Law and Environmental Impact Assessment (EIA), the Personal Data Act, as well as the laws and regulations of government agencies and regulators, e.g., the Securities and Exchange Commission, Stock Exchange of Thailand, Office of Insurance Commission (OIC), and Office of Anti-Money Laundering, etc.

In addition, the Company has a Compliance Department to render advice, recommendations and opinions on various issues related to laws and regulations of government agencies and regulatory bodies to ensure that the operations of the Company do not violate and complies with laws and regulations.



### (3) Reputational risks

Company's performance depends on its good reputation as well. Therefore, the Company is exposed to reputational risk from customer dissatisfaction.

The Company has provided customer satisfaction assessments and accept customer feedback as this practice is one of the fundamental processes in doing business. If there are any important issues, they will be reported to management for further action.

### (4) Financial risks

#### ● Funding, liquidity and cost of capital risks

To support business growth and continually moving towards new business as planned, the Company needs to rely on funding from various sources, both from financial institutions and the capital market. The Company needs to access capital sources and acquires sufficient funding at reasonable costs. The Company will be affected by factors such as interest rate fluctuations, capital market conditions, financial institution stability, investors and stakeholders of the Company. In addition, the operation abroad causes the Company to be affected by foreign exchange rates, which inevitably result in cash flow risks. If the Company has a fundraising channel with high costs, or if borrowing exceeds the industry average, it will ultimately affect the confidence of financial institutions and shareholders.

In this regard, the Company manages the debt-to-equity ratio to be at an appropriate level in order for the Company to be able to maintain liquidity to support business expansion. There is effective debt management, using appropriate fundraising financial tools, and monitoring the economic situation, both domestically and internationally. This also includes forecasting future trends and direction of interest rates. These factors shall increase the Company's flexibility for expansion and reduce risk.

#### ● Risk from fluctuations in foreign currency exchange rates

The Company still has business and investments abroad. Therefore, any change in exchange rate may cause foreign exchange losses that result in financial problems of the business.

The Company has monitored the movements of exchange rates and applied policies and guidelines for managing exchange rate risks by Natural Hedge, which is to create a «balance» between income and expenses or assets and liabilities that are in foreign currency to ensure a similar proportion and appropriate use of various financial instruments such as futures contracts, forwards, futures, swaps and options etc.

#### ● Interest rate risk

The Company has liabilities that carry interest expenses from borrowing money from financial institutions, which has to do with interest rates, that is, if interest rates rise, interest burden of the company shall increase as well.

The Company has managed interest rate risk by managing the proportion of the loan to be at a fixed interest rate. In addition, the Company has continuously monitored the global economic situation and domestic and international economic conditions in order to manage debts and investments efficiently and appropriately.

#### ● Market/investment risks

It is the risk that the actual return on investment differs from the expected return, which is caused by changes in the market price of the invested assets, interest rate, foreign exchange rate, investment instrument price, and commodity prices, etc.

The Company manages its investment risks by diversifying its investments in various asset classes to diversify the risks, keeps updated on the news in the money market and the capital market to consider adjusting the investment portfolio appropriately and in a timely manner.

#### ● Risk of investing in foreign securities

The Company has no policy to invest in foreign securities. However, it has invested in subsidiaries overseas to operate hotel business, in which the Company has supervised in accordance with the investment policy of the subsidiaries and associates of the Company.

## (5) Investment risk of securities holders

### ● Risk from the issuance of newly issued ordinary shares to support the exercise of the Company's warrants may affect the shareholding proportion of investors (Control Dilution)

As of December 31, 2021, there were not more than 45,133,272,059 units of U-W3 allocated to Bangkok Bank Public Company Limited at not exceeding 13,192,095,588 units and Unicorn Enterprise Company Limited at not exceeding 31,941,176,471 units. The Company has ordinary shares allocated to support the exercise of warrants in the amount not exceeding 722,132,352 shares with a par value of 3.20 baht per share. The exercise ratio of 1 unit of warrants can purchase 0.016 newly issued ordinary shares. The Company shall not submit an application for listing U-W3 warrants as listed securities on the SET; and

Warrants to purchase ordinary shares of U City Public Company Limited, No. 4 (“U-W4”), not exceeding 141,895,485,954 units, which are allocated to existing shareholders who have subscribed and allocated newly issued preferred shares of the Company without compensation. The Company has ordinary shares allocated to support the exercise of warrants in the amount not exceeding 1,702,745,831 shares with a par value of 3.20 baht per share at the exercise ratio of 1 warrant per 0.012 new ordinary shares.

### ● Risk from having a major shareholder >25%

As of the book closing date on December 31, 2021, BTS Group Holdings Public Company Limited (“BTSG”) holds 14,616,178,281 shares in the Company, representing 45.935 percent of the total number of all voting rights of the Company. Thus, this enables BTSG to exercise the right to object or disapprove of resolutions in the shareholders' meeting on matters that the regulations or related

laws require a vote of not less than three-fourths of the total votes of shareholders who attend the meeting and have the right to vote.

## (6) Other risks

### ● Risks from shifting in technology and customer demands that affect strategies and business operations

The leap in technology has resulted in significant changes in consumer behavior and customer needs. Products and services that were in demand in the past may not be needed today or in the future and may be replaced by new products and services. Therefore, the Company cannot stop developing and it is imperative to adjust its strategy and business operations in line with the changing trend.

However, the Company has followed up and learned new technologies and applied them to create products that meet the needs of customers, enhance work efficiency and reduce costs.

### ● Cyber Threats

The Company has to rely on technology to collect data both internally and externally. Information security is therefore important. If the company is technologically threatened, or if any information is lost, it may affect the business operations and reputation of the Company, and may result in legal implications, or potentially incur legal liabilities.

The Company has measures to maintain and supply modern hardware equipment and software control, it also has policies, assessments, and tests in place on a regular basis to mitigate these risks. For example, the use of computer security (Firewall), periodic authorization reviews, data encryption, anti-virus software installation, and a guide manual, as well as hardware and software updates and regular checks to keep up with technological advancements.

## ● Environmental risks

The Company concerns on environmental management and is committed to sustainable business operations on the basis of environmental responsibility. The Company recognises and concerns on minimising environmental impacts from its operations, project development, energy reduction, waste reduction, pollution emission reduction, reduction of water discharge, and reduction of carbon dioxide emissions and various greenhouse gases, both directly and indirectly.

The Company operates and provides services under the framework of sustainable development and environmental friendliness. This includes minimizing both direct and indirect environmental impacts throughout the business cycle, as well as complying with environmental laws under the relevant regulations and requirements.

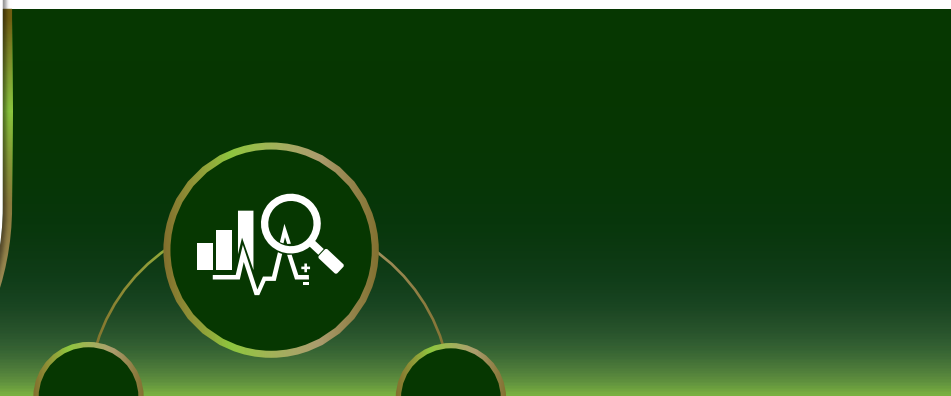
In addition, the Company has selected and procured manufacturers, suppliers, and external services including business alliances that take into account environmental factors, as well as promoting environmental awareness among employees through training, knowledge sharing, and exploring new innovations, which are to be used as guidelines for environmental operations.

## ● Social and community risks

The Company has given importance to respecting human rights and is committed to conducting business with responsibility and bases itself on sustainable development. Therefore, the Company requires fair treatment of customers, business partners, business alliances, employees and communities, and respect for human rights with a focus on promoting well-being and creating value for those people. The Company conducts human rights audits and analyzes the same within the value chain of the Group for a reasonable period of time as stated in the Company's business ethics and adopts the principles of respect for human rights according to international standards as a guideline for the development of various policies. This is to be consistent throughout and to communicate the commitment of the Company to conducting business with responsibility and transparency.

In addition, the Company has prevented situations related to human rights violations such as human trafficking, forced labor, child labor, discrimination and harassment. The Company is also committed to respecting human rights related to these situations, such as the right to collective bargaining and freedom of association as well as ensuring that there is a system of fair treatment and equality on compensation.

## 4.4 MANAGEMENT DISCUSSION AND ANALYSIS



### 2021 KEY FINANCIAL HIGHLIGHTS

- **Total revenue recorded wa THB 6,572 mn., increasing by 16.3% YoY** predominantly due to an unrealised gain from the recognition of the investment in JMART and the rebound of the hotel and office businesses, partly offset by a decrease in revenue following the disposal of overseas hotels.
- **EBITDA stood at THB 2,206 mn., compared to THB (2,888)mn in 2020. EBITDA margin was 33.6%, rising from (51.1%) in 2020.** The increase in EBITDA and EBITDA Margin was mainly driven by narrower loss on impairment, the increase in revenue and supported by lower operating costs, selling and servicing expenses, and administrative expenses.
- **Reported net profit of THB 92 mn., improving substantially from a net loss of THB 6,614 mn. in 2020.** The reduced loss was driven predominantly by the improving EBITDA, reduction in depreciation and financial costs resulting from the investment restructuring by the disposal of the European asset portfolio, capital increase, partial loan repayment, and a lower share of loss from joint ventures.
- **Total assets as of 31 December 2021 stood at THB 77,068 mn., increasing by 22.6% or THB 14,224 mn. from 31 December 2020.** The increase was chiefly supported by the investment in A LIFE, JMART and SINGER.
- **The Net Interest-Bearing Debt to equity ratio in 2021 stood at 0.37x, a decrease from 1.00x on 31 December 2020.**

## 2021 SIGNIFICANT EVENTS

### Agm & Capital Strengthening

On 31 March 2021, the Company held the Annual General Meeting of Shareholders (AGM). Aside from the statutory agendas, the key agendas of the AGM related to asset disposals and capital increase. The Company believes that the consequence of such actions will be significantly advantageous and remunerative; specifically, the income statement will benefit from the shedding of significant loss-making assets, and the consequential debt payment will reduce interest costs. The capital increases will also strengthen the Company's capital base, allowing it to take advantage of potential growth opportunities when they occur. All resolutions proposed were approved.

### Capital Structuring

**16 February 2021**, the Board of Directors' Meeting No. 2/2021 held on 15 February 2021 has resolved to propose that the shareholders' meeting consider and approve as follows:

- i. The reduction of the Company's registered capital allocated to accommodate the exercise of the warrants to purchase the Company's ordinary shares No. 1 (U-W1) and the warrants to purchase the Company's ordinary shares No. 2 (U-W2), of which have been expired.
- ii. The increase of the Company's registered capital by issuing newly issued preferred shares and newly issued ordinary shares.
- iii. The issuance and allocation of newly issued shares as follows:
  - a. Newly issued preferred shares to the existing ordinary shareholders and existing preferred shareholders on a pro-rata basis (Rights Offering) at the same ratio of 1 existing ordinary shares or existing preferred shares to 3 newly issued preferred shares.
  - b. Newly issued preferred shares to the specific investor through the general mandate.
  - c. Newly issued ordinary shares to accommodate the rights adjustment of the U-W3 Warrants and the U-W4 Warrants.

(More details, please see the news in the SET [U.SET 002/2021](#))

**31 March 2021**, the AGM for the year 2021 resolved to approve (i) the reduction of the Company's registered capital, (ii) the increase of the Company's registered capital by issuing newly issued preferred shares, and newly issued ordinary shares and (iii) the issuance and allocation of the Company's newly issued shares

(More details, please see the news in the SET [U.SET 005/2021](#))

**7 April 2021**, the Executive Committee's Meeting of the Company No. 3/2021 has resolved to approve the offering date for the subscription of the Rights Offering from 12 to 21 May 2021.

(More details, please see the news in the SET [U.SET 009/2021](#))

**25 May 2021**, The Company has issued and offered the Rights Offering from 12 - 21 May 2021, for a total of 22,464,877,128 newly issued preferred shares and received a net amount of THB 15,725,163,629.60. The Company has duly registered the increase of paid-up capital from THB 29,933,736,723.20 to THB 101,821,343,532.80. Thus, the Company currently has a paid-up capital of THB 101,821,343,532.80, divided into 5,613,717,564 ordinary shares with a par value of THB 3.20 per share and 26,205,452,290 preferred shares with a par value of THB 3.20 per share.

**31 May 2021**, The Stock Exchange of Thailand has approved the date to start trading U-P newly issued preferred shares from 31 May 2021. During the period from 25 May 2021 to 30 June 2021, the Company utilised proceeds received from the capital increase for the repayment of loans of the Company and associated companies of THB 10,198 mn., and the investment in development of projects for another THB 1,155 mn. As of 30 June 2021, the remaining amount of proceeds that the Company received from the capital increase of THB 4,373 mn.

(For more details, please see the news in the SET [U.SET 012/2021](#) and [U.SET 017/2021](#))

## Acquisition and Disposal of Assets

**13 January 2021**, the Board of Directors' Meeting No. 1/2021 resolved to change and add details of the disposal of the Company's assets. The amendment to the prices and the details of the transactions with Noble Development Plc. ("Noble") and the approval to enter into the Europe asset disposal transactions before proposing the matters to the Shareholder's meeting for consideration and approval due to the urgency to protect the interests of the Company.

(More details, please see the news in the SET [U.SET 022/2020](#) and [U.SET 001/2021](#))

**16 February 2021**, the Board of Directors' Meeting No. 2/2021 held on 15 February 2021 has resolved to propose that the shareholders' meeting consider approving the additional disposal of the Company's and subsidiaries' assets, which is land plots located in Amphoe Pak Chong, Nakorn Ratchasima, Thailand.

(More details, please see the news in the SET [U.SET 002/2021](#))

**10 March 2021**, the Opinion report of the Independent Financial Advisor regarding the 27 disposal transactions has been published.

(More details, please see the news in the SET [Independent Financial Advisor report \(1/2\)](#) and [Independent Financial Advisor report \(2/2\)](#))

**22 April 2021**, the Company entered into additional agreements to purchase commercial unit buildings in Bangkok to increase recurring revenues. The commercial unit buildings in the portfolio have a total lettable area of 9,173 square meters and are fully occupied. The current total investment value is approximately THB 937 mn.

**6 May 2021**, Vienna House Hotelmanagement GmbH ("VHHM") (a German subsidiary in which the Company held 100 percent of total shares via Vienna House Capital GmbH, a subsidiary in which the Company indirectly held 100 of the total paid-up capital) has entered into and partially completed the Europe Asset Disposal to HRG Transaction under the conditions determined by the AGM for the year 2021. Hence, after the Europe Asset Disposal to HRG Transaction (for each subsidiary which is disposed) is completed, such subsidiaries shall cease to be a subsidiary of the Company.

(More details, please see the news in the SET [U.SET 011/2021](#))

**8 June 2021**, Lombard Estate Holding Limited ("LEH") (a subsidiary which the Company owns 100% of the total shares) has disposed of its shares in Underwood Street Limited ("Underwood") to WRE Underwood Limited ("WRE") under the conditions approved in the AGM for the year 2021. The material asset of Underwood comprises a leasehold over an office building in the United Kingdom. After the Underwood shares disposal transaction is completed, the subsidiary ceased to be a subsidiary of the Company.

(For more details, please see the news in the SET [U.SET 014/2021](#))

**29 June 2021**, the Board of Directors' Meeting No. 5/2021 held on 23 June 2021, resolved to approve:

- I. a disposal of 5.1% of the shares in Vienna International Asset GmbH ("VIA") (a subsidiary that the Company holds shares in the proportion of 94.9%) to Asia Hong Kong Engineering Limited ("ASHK"). VIA is a holding company invested in companies that directly owns the finance lease rights of 5 hotels in Germany.

(For more details, please see the news in the SET [U.SET 015/2021](#))

- II. the acquisition of ordinary shares in Future Domain Company Limited ("FTD") and accepted the transfer of promissory notes issued by FTD as an exercise of right under the option agreement between the Company and Noble. The purpose of the ordinary shares sale and purchase transaction is to jointly carry out a property development for sale project. Hence, after the transactions are completed, FTD will become a joint venture of the Company.

(For more details, please see the news in the SET [U.SET 016/2021](#))

**18 August 2021**, the Company sold 2 plots of land in Pak Chong District, Nakhon Ratchasima Province, a total area of 38 rai 2 ngan 78 square wah, for THB 36,760,250.



**20 August 2021**, Vienna House Capital GmbH (“VHC”) (a subsidiary of the Company) and LEH entered Heads of Terms for the sale of Vienna House group hotel business.

**26 August 2021**, the Board of Directors’ Meeting No. 7/2021 approved the disposal of ordinary shares in associated companies which carries out hotel management business to HRG München Holdings GmbH (“HRG”) or any authorised person of HRG (“HRG Group”) for a total purchase price of EUR 6,000,000 (or equivalent to Baht 233,580,000). The disposal comprised 40% of the total registered capital of Absolute Hotel Services Company Limited (“AHS”) and 9.81% of the total paid-up capital of Absolute Hotel Services Hong Kong Limited (“AHSHK”). After completing the ordinary shares disposal transaction, the Company’s shareholding proportion in AHS shall be equivalent to 10%, and the shareholding proportion in AHSHK shall be equivalent to 2.45%. AHS and AHSHK then cease to be associated companies of the Company.

(For more details, please see the news in the SET [U.SET 019/2021](#))

**1 October 2021**, the Company successfully disposed 500,000 shares in Phraram 9 Alliance Company Limited (formerly names as “Prime Area 9” or “PA9”) to Noble for the purchase price of THB 209,094,520 under the terms and conditions approved by the Annual General Meeting of Shareholders for the year 2021. PA9 held a land plot located at Huaykwang District, Bangkok. After the disposal, PA9 shall become an associated company of the Company.

(For more details, please see the news in the SET [U.SET 023/2021](#))

**13 December 2021**, VHHM has disposed all ordinary shares in KDAG Data GmbH (“KDAG”) (a dormant joint venture company in Austria) in proportion of 33.33% of all shares to Amber Privatstiftung and Bocca Privatstiftung at a total purchase price of EUR 2 (or equivalent to THB 76.3468). After the disposal, KDAG shall cease to be a subsidiary of the Company.

(For more details, please see the news in the SET [U.SET 027/2021](#))

**15 December 2021**, the Company, VHC and LEH have entered into Sale and Purchase Agreement with HR Neunte Hotel Estate Holdings GmbH, HRG Hotels Sechste Management GmbH, HR Zehnte Hotel Estate Holdings GmbH and ALL Beteiligungsgesellschaft mbH, to dispose ordinary shares in Vienna House Group hotel business (“SPA”). The disposal of SPA consisted of all ordinary shares in VIA, VHHM, Vienna House Real Estate GmbH (“VHRE”), VHE Bratislava s.r.o., Vienna House Easy Bucharest s.r.l. and VHE Cracow Sp. Z o.o. as well as the liabilities under shareholder loan for a total purchase price of approximately EUR 137,577,436.24 (or equivalent to THB 5,229,524,717.64).

(For more details, please see the news in the SET [U.SET 027/2021](#))

**28 January 2022**, the Company has disposed all shares in Boonbarammee Metta Property Company Limited (“BMP”) and 50% shares in MHG NPARK Development Co., Ltd. (“MHG”) together with the outstanding loans payable by BMP and MHG to the Company, to T.A.S. Assets Company Limited (“TAS”) for a total purchase price of THB 30,000,000, pursuant to the conditions as approved by the AGM for the year 2021. The material assets of BMP and MHG comprised of land plots and buildings under Anantara Chiang Mai Resort and Spa as well as residential condominium under Anantara Chiang Mai Serviced Suites. After the disposal, BMP shall cease to be a subsidiary of the Company while MHG shall cease to be an associated company of the Company.

(For more detail, please see the news in the SET [U.SET 002/2022](#))

## Business Restructuring

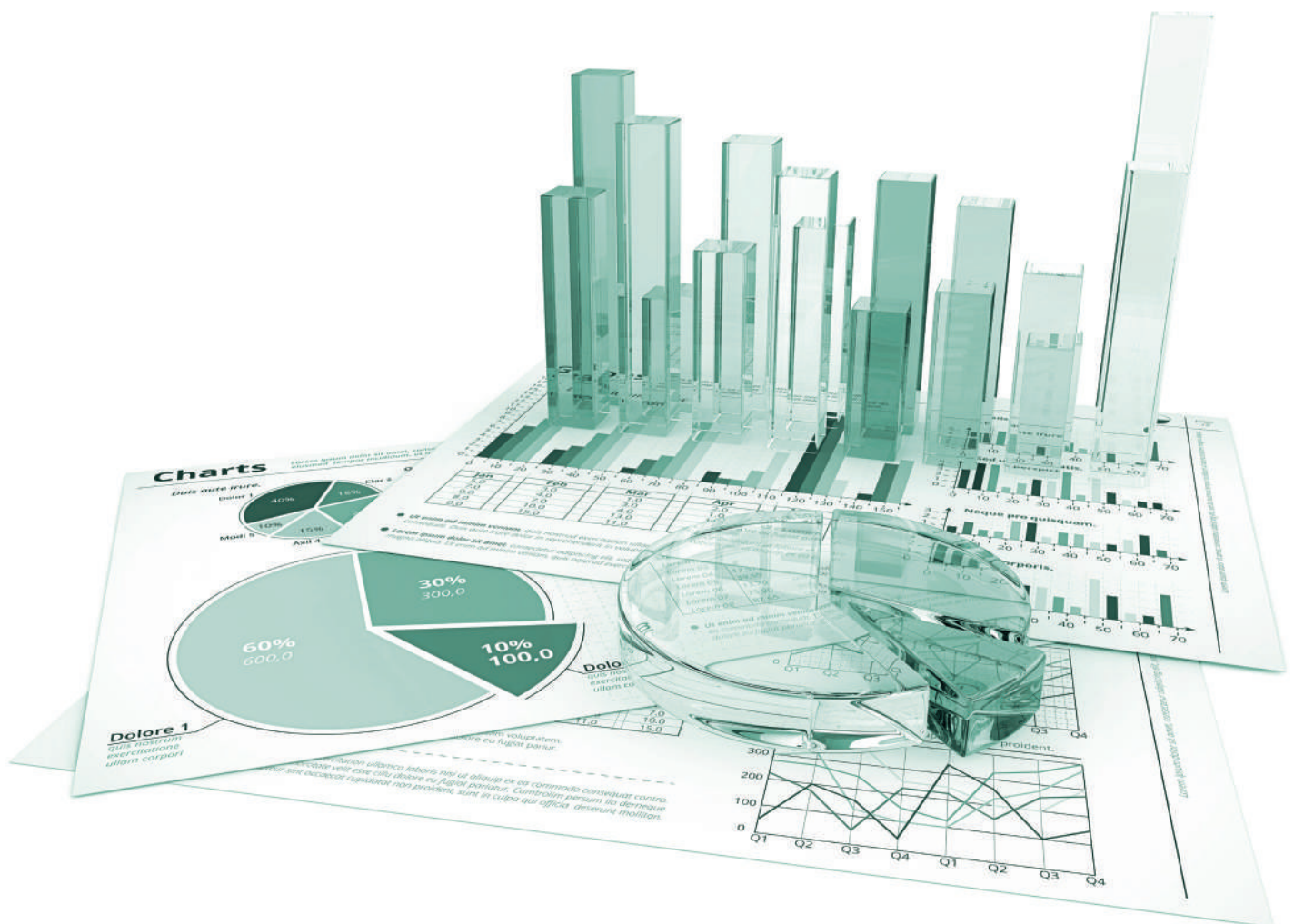
**26 August 2021**, the Board of Directors' Meeting No. 7/2021 approved:

- I. The investments in Jay Mart Public Company Limited ("JMART") by subscribing for the newly issued ordinary shares of JMART and the acquisition of warrants to purchase the newly issued ordinary shares of JMART, representing the total value of THB 4,129,459,910.82, or 9.90% of total voting rights in JMART.
- II. The investments in Singer Thailand Public Company Limited ("SINGER") by subscribing for the newly issued ordinary shares of SINGER and the acquisition of warrants to purchase the newly issued ordinary shares of SINGER, representing the total value of THB 7,155,144,219.15, or 24.90% of total voting rights in SINGER.

III. The investment in Advance Life Assurance Public Company Limited ("A LIFE") by purchasing ordinary shares, subordinated debentures, and newly issued capital increase shares, representing the total value of THB 2,222,295,139.59, or 75.00% of the total issued shares in A LIFE.

(For more details, please see the news in the SET [U.SET 020/2021](#))

**27 August 2021**, the Board of Directors of the Company, represented by Mr. Kavin Kanjanapas, and the Chief Executive Officer of BTS Group Holdings Public Company Limited, announced the revision of the Company's long-term business direction to move into the financial services sector and to exit the hospitality and real estate business. This is intended to steer the Company towards higher return on equity businesses with a better and more predictable growth outlook. A key part of this strategy will see the Company benefit from new alliances under BTS Group's 3M (MOVE, MIX, and MATCH) strategy.



## 2021 PERFORMANCE

### 2021 P&L SNAPSHOT AND ANALYSIS

(THB mn.)	2021	2020 <sup>2</sup> (Restated)	% YoY	4Q 2021	3Q 2021	% QoQ
Operating revenues	2,744.0	3,574.9	(23.2%)	1,141.1	824.8	38.3%
Other revenues	3,827.9	2,076.3	84.4%	2,592.6	368.7	603.2%
<b>Total Revenue</b>	<b>6,571.9</b>	<b>5,651.2</b>	<b>16.3%</b>	3,733.7	<b>1,193.5</b>	<b>212.8%</b>
Operating expenses	(1,176.2)	(1,689.9)	(30.4)%	(551.0)	(305.9)	80.1%
Selling and administrative expenses <sup>1</sup>	(1,841.3)	(2,141.4)	(14.0)%	(617.5)	(432.1)	42.7%
Asset's write-off and Impairments	(1,348.8)	(4,290.2)	(68.6)%	(1,303.4)	(45.3)	2,816.6%
<b>EBITDA</b>	<b>2,205.6</b>	<b>(2,888.4)</b>	<b>n.a.</b>	1,261.8	<b>410.2</b>	<b>207.6%</b>
Finance costs	(670.1)	(1,306.9)	(48.7)%	(125.2)	(112.3)	11.5%
Share of profit/(loss) from JVs/associates (equity income)	(351.6)	(1,139.2)	69.1%	(27.6)	(122.5)	77.5%
<b>Reported Net Profit/(Loss)</b>	<b>91.7</b>	<b>(6,614.0)</b>	<b>n.a.</b>	903.1	<b>(363.6)</b>	<b>n.a.</b>
<b>GOP margin (%)</b>	<b>57.1%</b>	<b>52.7%</b>		51.7%	<b>62.9%</b>	
<b>EBITDA margin (%)</b>	<b>33.6%</b>	<b>(51.1)%</b>		33.8%	<b>34.4%</b>	
<b>Operating EBITDA margin (%) <sup>1</sup></b>	<b>21.8%</b>	<b>46.9%</b>		33.1%	<b>22.0%</b>	
<b>Reported Net profit margin (%)</b>	<b>1.4%</b>	<b>(117.0)%</b>		24.2%	<b>(30.5)%</b>	

<sup>1</sup> Exclude FX gain/(loss), impairments, and profit from disposal of investment in subsidiary and difference on initial recognition of the investment.

The Company reported total consolidated revenue of THB 6,572 mn. in 2021, representing an increase of THB 921 mn. (or 16.3%) YoY from THB 5,651 mn. in the previous year. The increase in total revenue was chiefly attributed to (i) higher other revenues of THB 1,752 mn. (or 84.4%) YoY to THB 3,828 mn. (ii) increased rental

revenue of THB 144 mn. (49.7%) to THB 434 mn., and (iii) the addition of revenue from the life insurance business of THB 171 mn. from the consolidation of A LIFE since October 2021. However, the increase was partially offset with the reduction of hotel revenue following the disposal of the European hotel portfolio.

**Total consolidated expenses were** THB 5,280 mn. in 2021, decreasing by THB 4,957 mn. (or 48.4%) compared with last year. The decrease was contributed mainly by (i) narrower loss on impairment of THB 2,941 mn. (or 69%) YoY, (ii) decreased depreciation of THB 784 mn. (or 46.2%) YoY, mainly driven by the disposal of the European assets portfolio, (iii) lower cost of hotel operation of THB 672 mn. (or 44.5%) YoY and (iv) lower loss from the exchange rate of THB 418 mn. The decrease was partially offset by the initial recognition of insurance cost of THB 164 mn. from the consolidation of A LIFE since October 2021.

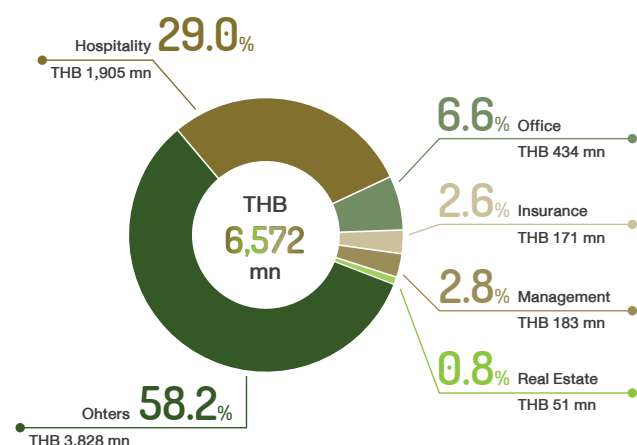
**The reported share of loss** from associates/JVs was THB 352 mn., compared with the share of loss THB 1,139 mn. in 2020. The improvement was mainly from the recovery of the condominium sector.

Finance costs were THB 670 mn., decreasing by THB 637 mn., or 48.7% YoY. The decrease stemmed from the capital increase and loan repayments, a part of the capital restructuring plan, which significantly benefited the Company by reducing interest costs.

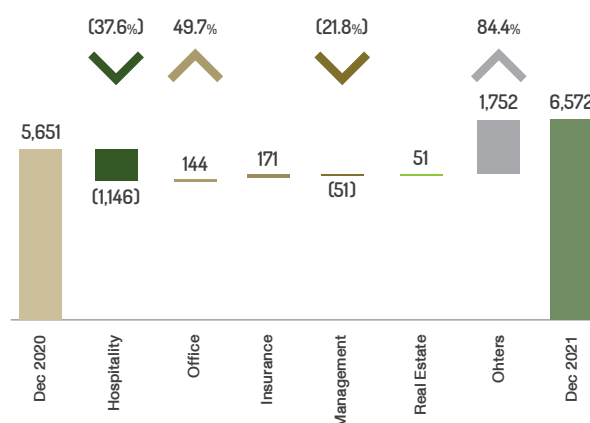
Net profit was THB 92 mn. and the net margin was 1.4%, improving compared to 2020 which had a net loss (restated) of THB 6,614 mn.

## SEGMENTAL PERFORMANCE

2021 REVENUE CONTRIBUTION BY SEGMENT



2021 REVENUE GROWTH CONTRIBUTION



\* Includes Interest income, FX gain, and others

In 2021, the hospitality segment contributed 29.0% of revenue, the office segment 6.6%, management income at 2.8%, the life insurance business at 2.6%, and other revenues at 58.2% of the total revenue.

Within the **hospitality segment**, revenue decreased by THB 1,146 mn. or 37.6% YoY to THB 1,905 mn. The decrease was predominantly from (i) the absence of revenue of the European hotels following the disposal of the European asset portfolio.

Within **the office and commercial unit buildings segment**, revenue grew considerably by THB 144 mn. or 49.7% YoY to THB 434 mn. This is due to the recovery within the rental business and return to normalcy in 2021, as opposed to the exemption and/(or) reduction of the rental fee in 2020.

**Management income** dropped by THB 51 mn. or 21.8% YoY to THB 183 mn.

The company began to recognise revenue from its life **insurance business** of THB 171 mn., after the consolidation of A LIFE since October 2021.

**Other income increased** by 84.4% YoY or THB 1,752 mn. to THB 3,828 mn. The increase was chiefly

attributed to (i) an unrealised gain from the recognition of the investment in JMART of THB 2,339 mn., (ii) gain on sales in subsidiaries company of THB 404 mn., and (iii) gain from the exchange rate of THB 209 mn. The increase was partly offset with no repeat recognition of (iv) gain on sales in joint venture company of THB 822 mn., (v) revenue from the termination of hotel management contracts of THB 200 mn. recorded in 2020, and lower interest income of THB 301 mn.

## HOSPITALITY SEGMENT

### HOSPITALITY SEGMENT

	No. of Keys			ADR (THB/night) *			Occupancy (%) *			RevPAR (THB/night) *		
	2021	2020	+/-	2021	2020	+/-	2021	2020	+/-	2021	2020	+/-
Owned	3,983	3,967	16	1,419	2,352	(933)	29.3%	30.3%	(3.3)%	416	713	(297)
Leased	684	3,347	(2,663)	1,299	2,264	(965)	49.6%	43.9%	13.0%	644	994	(350)
Managed	4,929	3,257	1,672	3,760	2,418	1,342	36.1%	34.9%	3.4%	1,359	845	514
Total Operational	9,596	10,571	(975)	2,718	2,659	59	31.3%	31.6%	(0.9)%	851	840	11
Hotels in Pipeline	14,798	15,898	(1,100)									
Grand Total	24,394	28,469	(4,075)									

\* Excludes ADR, Occupancy, and RevPAR of AHS managed hotels

In 2021, **total net operational keys** were 9,596 keys, a net decrease of 975 keys from 2020, mainly from (i) the reduction of 2,663 keys relating to the disposal of operating leased hotels in Europe, which was offset by (ii) 1,672 keys increase from new management contracts and (iii) an increase of 16 keys from owned hotels, Eastin Grand Hotel Sathorn and Eastin Thana City Golf Resort.

**The Average Daily Rate (ADR)** was THB 2,718 per night in 2021, increasing by THB 59 per night as hotel operations nearly returned to pre-pandemic level, and (ii) the THB depreciation against EUR (THB depreciated from 35.68 THB/EUR in 2020 to 37.65 THB/EUR in 2021) since the majority of the Company's hotel revenues are still in Euros.



The overall **Occupancy Rate (OCC)** was 31.3% (declining by 0.9% from the previous year), largely driven by the Delta Variant impact during the first half of the year.

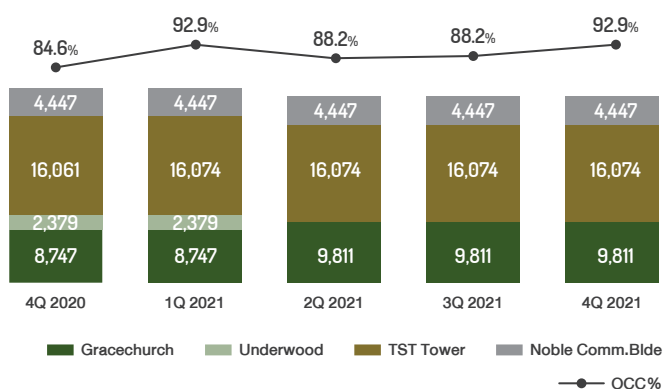
As a result, the Revenue per Available Room (RevPAR) in 2021 was at THB 851 per night, increasing by THB 11 from 2020.

The overall number of hotel keys in the pipeline stood at 14,798 keys, a net decrease of 1,100 keys from 2020. The decrease was predominantly due to (i) the net decrease of 1,114 keys from managed hotels, partially offset with (ii) an increase of 13 keys from a leased hotel.

## OFFICE SEGMENT

### BLENDED OFFICE PERFORMANCE METRICS NET FLOOR AREA (NFA) & OCCUPANCY RATE

Unit: sq m



The overall **Net Floor Area (NFA)** in 2021 increased from additional areas on the basement floor of the Gracechurch Street office building to generate further revenues, resulting in an increase in the overall occupancy rate to 92.9%. The occupancy rate of the Gracechurch Street office building rose to 77.9%, while the other office buildings, including the Noble commercial building and the TST Tower, remained fully occupied.

### OFFICE BUILDINGS



## COMMERCIAL UNIT BUILDINGS

The Group invests in various commercial units in buildings in Bangkok to increase its recurring revenue. The total net rental area was 15,824 sqm, growing from 3Q 2021 following the acquisition of Noble Remix, offset with the disposal of the Ideo Morph 38. However, the overall occupancy rate for the Commercial units remained at 100% and generated revenue of approximately THB 70.9 mn. per annum.



## LIFE INSURANCE BUSINESS

U Global Hospitality Company Limited (UGH), U City's subsidiaries, made a THB 2,200 mn. (or 75%) investment in A LIFE which became effective on 4 October 2021. A LIFE is a life insurance company that offers life insurance products to consumers through traditional agents and brokers, wealth management, telemarketing and online channels. A LIFE also engages in other permissible businesses aside from life insurance, such as (i) offering investment units to customers through the wealth management channel under the Limited Broker Dealer Underwriter (LBDU) License and (ii) providing housing loans, policy loans, and mortgage loans to customers.

In terms of financial recognition, the Company commenced to consolidate A LIFE's financial statements from 4 October – 31 December 2021. As a consequence, A LIFE delivered total revenue of THB 228 mn. and net profit of THB 17 mn. to the Group in 2021. The majority of its revenue is generated from premiums earned and investment income.

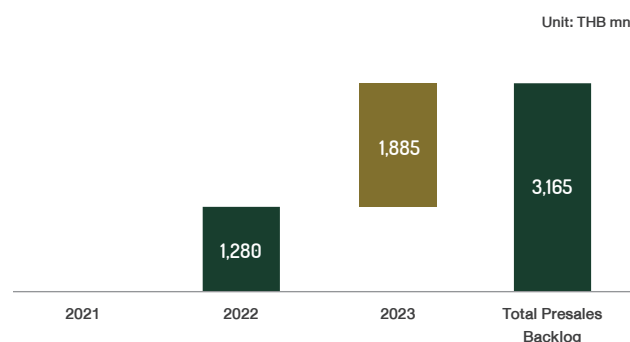
As of 31 December 2021, A LIFE contributed total assets of THB 7,046 mn., mostly from investment in financial assets and long-term loan to customers, and total liabilities of THB 5,536 mn., primarily from net long-term insurance and investment contract liabilities. Capital Adequacy Ratio (CAR ratio) was at 325%, which was higher than the minimum threshold of 140% set by the Office of Insurance Commission (OIC).

## RESIDENTIAL SEGMENT

### JV WITH SANSIRI: PROJECTS EXPECTED TO TRANSFER IN 2022

Project	Presales Backlog (THB mn.)
KHUN By Yoo	273
THE BASE Saphanmai	32
THE LINE Phahonyothin Park	976
<b>Total</b>	<b>1,280</b>

### JV WITH SANSIRI AND NOBLE: TOTAL PRESALES BACKLOG

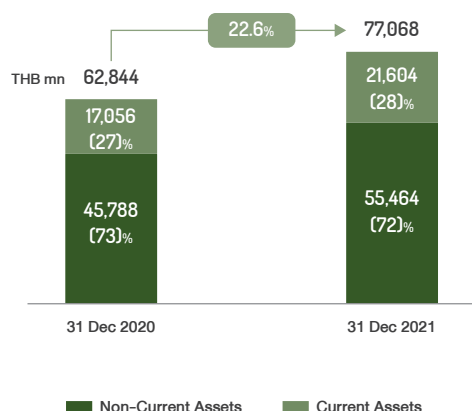


**JV Projects with Sansiri:** in 2021, there are 3 condominium projects on sale. KHUN By Yoo and The BASE Saphanmai are ready-to-move-in condominium projects while The LINE Phahonyothin Park began transferring in 4Q 2021. During 2021 – 2023, the presales backlog of the 3 condominium projects was THB 4,066 mn.

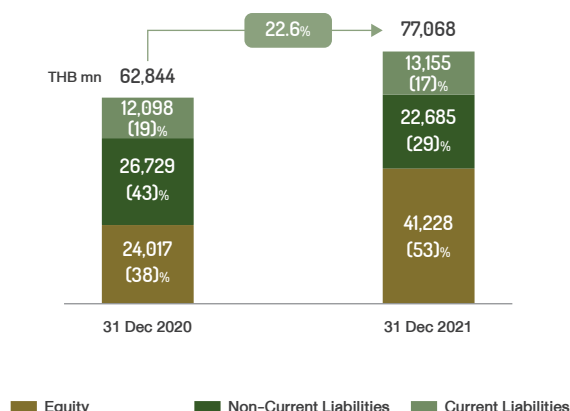
**JV Projects with Noble:** presales backlog was THB 1,136 mn. from Nue Noble Ratchada – Lat Phrao project, which the transfer is expected to begin in 2023.

## FINANCIAL POSITION

### ASSETS



### LIABILITIES AND SHAREHOLDERS' EQUITY



**Total Assets** as of 31 December 2021 were THB 77,068 mn., increasing THB 14,224 mn., or 22.6% from 31 December 2020. The increase was chiefly due to an increase in (i) investments in long-term financial assets, (ii) investments in associates, following the investment in SINGER, and (iii) assets held for sales. The increase was partially offset by a decrease in (iv) property, plant and equipment, and (v) right-of-use assets of hotels under the operating lease agreement in Europe.

**Total Liabilities** as of 31 December 2021 was THB 35,841 mn., decreasing 7.7% or THB 2,986 mn. from THB 38,827 mn. at the end of 2020. The decrease was attributed chiefly to (i) a net decrease in liabilities directly associated with assets held for sale due to the disposal of European hotel assets and Underwood Street building, and (ii) a decrease in long-term loans from financial institutions from the early loan repayments.

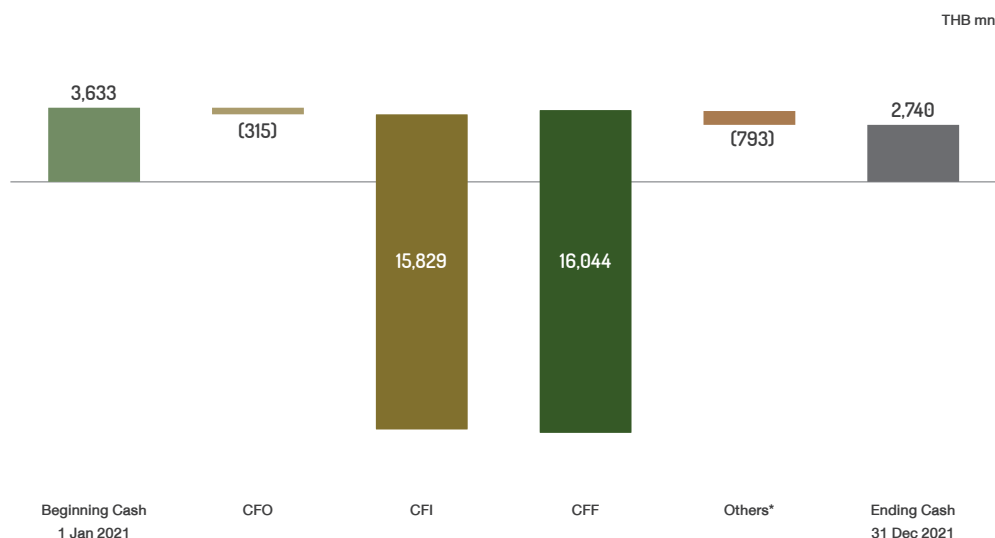
**Total Equity** stood at THB 41,228 mn. at the end of 2021, increasing THB 17,210 mn., or 71.7%, from THB 24,017 mn. at the end of 2020. The increase was predominantly from the capital increase; sales of newly issued preferred shares.

### CAPITAL STRUCTURE

As of 31 December 2021, U City's total interest-bearing debt was THB 18,163 mn., decreasing THB 9,623 mn. from THB 27,786 mn. at the end of 2020. The decrease resulted from the net repayment of long-term loans from financial institutions. The net interest-bearing debt to equity ratio was 0.37x, significantly decreasing from last year at 1.00x.

In 2021, the Company spent THB 16,109 mn. on capital expenditures and investments, primarily for purchases of investments in associate company, long-term financial assets, investment properties as well as an investment in subsidiaries of the Company.

## CASH FLOW



\* Others includes translation adjustment & cash & cash equivalents of subsidiaries which classified as assets held for sale

As of 31 December 2021, cash and cash equivalents were THB 2,740 mn., decreasing from THB 3,633 mn. at the beginning of the year.

Cash from operating activities was THB 481 mn. This was derived from profit before tax THB 270 mn., being compensated by non-cash reconciling items THB 49 mn. and changes in net working capital THB 162 mn. After deducting cash paid for interest expenses THB 743 mn. and cash paid for income tax THB 53 mn., **net cash used in operating activities** was THB 315 mn.

**Net cash used in investing activities** was THB 15,829 mn. The key activities were: (i) cash paid for purchases of investments in associate company of THB 7,155 mn. from an investment in SINGER, (ii) cash paid for purchases of investments in long-term financial assets of THB 4,707 mn. from an investment in JMART, (iii) cash paid for investment properties THB 2,260 mn., mainly from an investment in The Unicorn project and (iv) cash paid for purchases of investment in subsidiaries of THB 1,500 mn. from an investment in A LIFE.

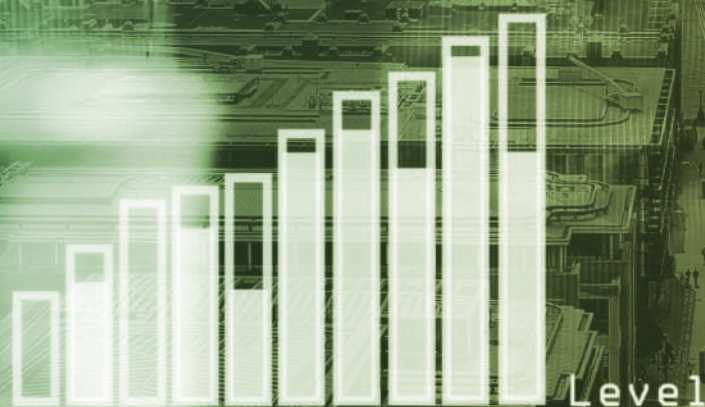
**Net cash from financing activities** was THB 16,044 mn. The key components were: (i) cash proceeds from the capital increase in preferred shares for a total of THB 15,932 mn. The increase was partially offset by (ii) the net repayment of loans from financial institutions of THB 7,069 mn. and (iii) the net repayment of loans from related parties of THB 5,024 mn.

## BUSINESS PLAN AND OUTLOOK

Although the rise of Omicron variant since late 2021 might signal a negative sentiment to the improving economic activities across the continent, we believe that it would not severely impact the overall economy in the longer term due to the milder impact of the illness compared to previous strains. In addition, with the rising global vaccination rates, some experts view that the Covid-19 pandemic will likely end sometime in next 1-2 years and that the COVID will potentially become endemic. As such, "normal" post-pandemic life could arrive soon. We believe that people will gradually become used to how things have changed and begin to accept and adapt to the new normal.

## INCOME STATEMENT

REVENUES	6,554,224.00
NOT SALES	3,420,563.00
Investment	6,764,984.00
EXPENSES	6,550,452.00
Research-Development	1,337,886.00
Operating expenses	2,899,500.00
Marketing	500,799.00
NET INCOME	59,877,892.00



As a Company, we must continue to adapt to the changing world. U City was formerly positioned itself as a diversified real estate player (covering hospitality, commercial and residential property businesses). The Company revisited its strategy and is currently transforming its long-term business direction and refocusing its capital and resources into “the Financial Services” industry which could possibly generate higher return. The Company initially invested in (1) life insurance business for retail customers (micro-insurances) through an investment in A Life and (2) SINGER and JMART, and we would expect to consummate further transactions within the year ahead.

Moreover, the Company is in the process of divesting its real estate portfolio with completion of the sale of the Vienna House Hotel Group business expected in the 1st quarter of 2022 and its remaining real estate assets targeted before 2025. The total expected proceeds of THB 26bn will be re-invested in the higher growth, higher return aforesaid financial services business which has also proven to be more resilient. Within this financial business, the Company is now exploring “unconventional and innovative” products and services to adapt itself along with the change of today’s people lifestyle and the rise of disruptive technology. Furthermore, U City is also leveraging the readiness of BTS Group’s

3M (MOVE, MIX and MATCH) platforms to generate the optimal sustainable return to its shareholders.

As for our Projects in Development, as of 31 December 2021, the construction of The Unicorn was 62% completed. The restoration of the Customs House or the Roi Chak Sam was 7% completed.

### Factors or events that may significantly affect the financial position or operations in the future

#### Business restructuring

The Company has announced to review the long-term business direction and expressed its intention to cease the real estate business and move towards the financial service industry in order to generate a higher return on investment in a business that projects growth potential. By investing in the aforementioned new business, the Company expects to be able to take advantage of collaborating with partners under the MATCH strategy (based on the MOVE, MIX, and MATCH networks, or the “3M strategy” of the BTS Group) to enhance growth.

Initially, the Company has invested in financial services businesses, namely (1) life insurance business for retailers (micro Insurance) through investments in A LIFE; and, (2) investments in JMART and SINGER. Also, more





other transactions are expected to follow in the future. Within this financial services business, the Company is in the process of studying products and services that are “innovative and creative” to resonate with the changes in people's lifestyles and new technologies today.

Restructuring in this business shall make the income structure, cost structure, investment plan, and future capital requirements of the Company changed. At present, the Company is in the process of business restructuring and planning to comply with such changes.

#### Disposal of the Company's and subsidiaries' Assets

Disposal of the Company's and its subsidiaries' assets are part of the review of the long-term business direction and strategy to cease the real estate business and move towards the financial service industry. The goal is to gradually and completely sell the remaining assets by 2024. In this regard, the Company shall invest the income expected to earn from the sale of assets totaling 26 billion baht in the financial services business, which is flexible and generates strong returns.

Disposal of the Company's and its subsidiaries' assets approved by the shareholders and the Board of Directors has been operating continuously since 2020. In addition, the disposal of the Company's and subsidiaries' assets that are delayed or behind the plan may affect the

restructuring of business operations. Therefore, the Company has established measures to continuously assess and monitor progress to ensure that the disposal of the Company's and subsidiaries' assets are aligned with the plan set out by the Company.

#### New business performance

For the business restructuring towards financial services, at the beginning, the Company has invested in A LIFE, JMART and SINGER, as this business is new to U City, and the Company does not have any expertise or has never engaged in this business before. As a result, the performance of the business shall be the first step to measure whether the business restructuring is successful.

In 2021, the Company was able to take advantage of the availability of BTS Group's 3M platform (MOVE, MIX and MATCH) to create synergy. The Company was able to recognize profits from A LIFE in the consolidated financial statements, including the recognition of profit from investment in JMART, which shows that the restructuring of the business operation has been in the right direction.

#### 4.4.1 Other Business In Related

# 5

## CORPORATE GOVERNANCE

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## POLICIES AND CORPORATE GOVERNANCE

5.1



The Company recognises and values the importance of good corporate governance since it helps support and promote sustainable development, thereby establishing written Corporate Governance Policy and Codes of Conduct to be observed as guidelines for directors, executives, and employees at every level. These all have been announced and cascaded to the management and all employees throughout the organisation for acknowledgement and compliance to ensure preferable work practices. In this regard, Company's Corporate Governance Policy covers the following key aspects:

- All shareholders and stakeholders shall be treated equally and with fairness.
- The Board of Directors has commitments to providing value-added contributions to the Company in the long run, managing the business prudently and carefully, having fiduciary for the utmost benefits of shareholders, managing conflict of interests and responsible for their own decisions and actions.
- To conduct business ethically with integrity, transparency, and adequately disclose information to all related parties.
- To conduct business prudently, especially in terms of risk management, by assessing and establishing strategies and appropriately and consistently monitor potential risks.
- The Board of Directors has stipulated the Business Code of Conduct for all directors, executives, and employees to follow while also complying with the guidelines of the Stock Exchange of Thailand. Therefore, it has determined policies and direction to achieve good corporate governance, with a focus on internal control, internal audit, and supervision of the management to ensure efficient policy implementation for the utmost benefit of shareholders in the long run and conformity to applicable laws and business ethics.

The Company requires review and improvements of the Corporate Governance and Business Code of Conduct, as well as policies related to corporate governance on an annual basis in order to raise the standard and be suitable for ongoing situations and the business of the Company, as well as its subsidiaries. In this regard, the Company also encourages joint venture companies to comply with relevant laws and regulations.

Additionally, the Company established the Enterprise Risk Management Policy to efficiently limit and manage risks within the organization, and Anti-Corruption Measures to corroborate the Company's intention to operate the business with honesty, transparency, and fairness as a result of the Company's commitment and the consistent incorporation of the Good Corporate Governance principles.

### **Corporate Governance Policy**

Corporate Governance Policy of the Company conforms to the principles of good corporate governance for listed companies of the Stock Exchange of Thailand, the Securities and Exchange Commission, and recommendations of the Thai Association of Directors (IOD). The policy is divided into 5 chapters as follows:

Chapter 1 Rights of Shareholders

Chapter 2 Equitable Treatment of Shareholders

Chapter 3 Role of Stakeholders

Chapter 4 Disclosure and Transparency

Chapter 5 Board Responsibilities

### **Rights of Shareholders**

The Company places emphasis on the rights of shareholders as the owners of the Company. All shareholders, whether retail or institutional investors, are encouraged to exercise their fundamental rights, e.g., trading or transferring of shares, sharing of profits, receiving adequate information, whether via the SET's website, the Company's website or through other channels, attending shareholders' meetings to acknowledge Company's annual performance, and casting votes at shareholders' meetings to approve significant matters as specified by laws, e.g., the appointment or removal of directors, the determination of directors' remuneration, the appointment of auditor and the determination of audit fee, the dividend payment or suspension of dividend payment, and the capital increase and the issuance of new securities, including making inquiries or comments on matters that the Board of Directors presents to or requests for approval at the shareholders' meetings.

### **Equitable Treatment of Shareholders**

The Company is aware of the rights of shareholders and attaches great importance to treating all shareholders fairly and equitably, no matter such shareholder is a minority shareholder, a major shareholder, or an institutional investor. For example:

- The Company provides the shareholders with an opportunity to exercise their rights to propose agenda items and/or nominate candidates for directors at least one month prior to the Annual General Shareholders' Meeting in order to promote equitable treatment of shareholders. The shareholders are entitled to propose agenda items and/or nominate candidates for directors at the Annual General Shareholders' Meeting in accordance with the criteria publicised on the Company's website.
- Disclosure to shareholders and the public in a complete, adequate, timely, and equitable manner through the channels of the Stock Exchange of Thailand including the Company's website at [www.ucity.co.th](http://www.ucity.co.th). Alternatively, one can contact the Company's Investor Relations Department at Tel: 02-273-8838 or email: [ir@ucity.co.th](mailto:ir@ucity.co.th).

In this regard, the Company has established a policy on the use of internal information. The directors, executives, and employees of the Company, as well as related persons who are in a position or an area of work that has access to the Company's information, are prohibited from using internal information for the benefit of trading securities of the Company, its subsidiaries, and associate companies. Moreover, they are prohibited from disclosing internal information to third or unrelated parties if such information has not yet been disclosed to the public through the Stock Exchange of Thailand according to the rules and procedures specified in the Insider Trading Policy.

### **Roles of Stakeholders**

The Company is aware of and values the rights of all groups of stakeholders and believes that good relationships with all stakeholders are important for the Company to achieve sustainable development and long-term success. Therefore, the Company focuses on fair, equitable, and proper treatment of all stakeholders. The Company has set forth Corporate Governance

and Code of Business Conduct in writing to be used as a guideline for the Company's personnel, including directors, executives, and all employees to ensure strict adherence and rigorous compliance. In this regard, details of communication channels and whistleblowing mechanisms can be learned more in the Business Code of Conduct section under this report.

## Disclosure and Transparency

The Company attaches great importance to the disclosure of its significant data and information which affect the decision of investors to all groups of shareholders and stakeholders for their acknowledgment in an accurate, complete, credible, and consistent manner, in both Thai and English. Those data include financial information and non-financial information that is crucial and related to Company's business and its performance and is in accordance with the criteria set out by the Stock Exchange of Thailand and the Securities and Exchange Commission, as well as the principles of good corporate governance. For example, financial and non-financial reports that are complete, adequate, reliable, and timely prepared for the shareholders and stakeholders of the Company to ensure equity in receiving information and disclosure of important information in order to enable investors and related parties, both existing shareholders and those who are potential, to refer to when making investment decisions. Such information shall be provided through various channels and communication media of the Stock Exchange of Thailand, as well as through the Company's website while an investor relations department shall also be established. In this regard, this is to create and maintain accurate, complete, transparent, reliable, thorough, and timely communication with shareholders and those interested in investing in the Company, with Discussion and Analysis (MD&A) published on the website of the Stock Exchange of Thailand and the Company's website. Further details can be found in the Corporate Governance Policy and Business Code of Conduct on the Company's website at [www.ucity.co.th](http://www.ucity.co.th).

## Board Responsibilities

Policies and guidelines concerning the Board of Directors are summarised as follows:

## Duties and responsibilities of the Board of Directors

The Board of Directors is responsible for formulating policies, visions, missions, values, strategies, and operational goals, both in monetary and non-monetary terms, for the Company. Moreover, its duties include supervising and monitoring the management to effectively implement and comply with the policies, visions, missions, values, strategies, and goals, as well as leading risk management and internal control system of the Company with an aim to add long-term value to shareholders. In this regard, the Board of Directors must ensure that its duties are carried out in accordance with laws, objectives, and the Company's Articles of Association. Importantly, it is required to be aware of corporate governance, conflict of interest, business ethics and codes of conduct.

More details of duties and responsibilities of the Board of Directors are available in Company's Corporate Governance Policy and Business Code of Conduct on the Company's website at [www.ucity.co.th](http://www.ucity.co.th).

## Structure of the Board of Directors and Sub-Committees

The Board of Directors shall consist of qualified directors with various experience backgrounds from different professional fields of expertise, who possess no disqualifications as prohibited by relevant laws. The structure of the Board of Directors shall be in a scale that is appropriate to the size of the business and the Company's business strategies. The Board of Directors shall consist of not less than 5 members and at least one-third (1/3), but not less than 3, of which must be independent directors, who can independently determine Company's policies, visions, missions, values, strategies, and goals by collaborating with executives and the management to formulate short-term and long-term plans, facilitate operations, as well as setting monetary policies, overseeing, monitoring, and evaluating the performance of the Company and that of the senior management, ensuring its conformity to the plans. In addition, the Board of Directors shall supervise and monitor the management for effective and efficient policy implementation under legal frameworks, Company's objectives, regulations, and resolutions of shareholders' meetings with responsibility, integrity, and mindfulness, promoting good practices for the utmost benefit of the Company and strengthening confidence of all shareholders.

In addition, the Company has given importance to and established an internal control system, internal audits, assessments, and management in a continuous and efficient manner, as well as following up on such matters regularly through the Company's internal auditors and present each to Audit Committee's meetings for acknowledgment.

### **Separation of Roles and Responsibilities between the Board of Directors and the Management**

The Company established a management structure in written with clear authority, duties, and responsibilities allocated between the Board of Directors and the management. The Board of Directors, as a policy supervisor, is responsible for determining the vision, missions, values, strategies, and long-term goals of the Company, as well as supervising, monitoring, and evaluating the performance of the management. The management, as an executive, is responsible for routine tasks to achieve effectiveness, aimed results, and conformity to the policies, visions, missions, values, strategies, and goals set. Moreover, it shall regularly update the performance to the Board of Directors.

### **Nomination and Remuneration for Directors and Executives**

The Board of Directors supervises the nomination and remuneration of directors and senior management by assigning the Nomination and Remuneration Committee to render advice to the Board of Directors regarding the structure of the Board of Directors, nomination of director and senior management candidates, and the remuneration structure for directors, executives, and employees.

The Nomination and Remuneration Committee shall select candidates for the position of director(s) based on recommendations of other directors, nomination by Company's shareholders, services provided by external professional search firms, or from the directors' pools provided by external agencies, or other nomination procedures as the Nomination and Remuneration Committee considers appropriate.

### **Nomination and Remuneration of Directors**

The Board of Directors supervises the nomination and remuneration of directors, the Nomination and Remuneration Committee determines methods and criteria

for director nomination, and is responsible for recruiting qualified individuals based on the specified qualifications to hold the position of the Company's directors. In this regard, Company's independent directors shall possess qualifications as set forth in the Company's definition of independent directors, which is "more stringent" than the minimum requirement of the notifications of the Capital Market Supervisory Board.

Appointment and removal of Company's directors shall be in accordance with the rules and procedures prescribed by laws and the Company's Articles of Association. This must be approved by the Board of Directors, or first approved by the Board of Directors and endorsed to shareholders' meeting for further approval, as the case may be.

The Nomination and Remuneration Committee shall consider the structure, amount, form, and criteria for all types of remuneration payment, both monetary and non-monetary, to ensure they are appropriate for the Board of Directors and members of sub-committees in order to motivate and retain the directors who are beneficial to the Company. Consideration of remuneration shall be based on Company's operating result, business size, and responsibilities of the Board of Directors while also being compared to other companies listed on the Stock Exchange of Thailand of the similar market capitalization scale, as well as other listed companies in the same industry. The result shall be proposed to the Board of Directors' meeting for further approval of the shareholders' meeting.

### **Executive Nomination and Remuneration**

The Nomination and Remuneration Committee shall consider nominating persons to serve as high-ranking executives, such as Chairman of the Executive Committee and the Chief Executive Officer, who are qualified and have no legal restrictions, with suitable qualifications that are in line with Company's business strategies.

In addition, the Nomination and Remuneration Committee shall determine the criteria for evaluating the performance of the Chairman of the Executive Committee and Chief Executive Officer and raise the assessment results to the Board of Directors for approval. Moreover, it shall present the structure, amount, and form of remuneration of the Chairman of the Executive Committee and Chief Executive Officer,

both short term and long term, that are consistent with the results of the performance appraisal, to the Board of Directors for further approval.

### Balance of Non-executive Directors

The Company has determined that the ratio of non-executive directors to executive directors shall be more than half of the number of the Board of Directors as this shall create a balance between governance and administration. In addition, there shall be independent directors of at least one-third, (1/3) or of not less than 3, whereby 3 of them shall be in the position of Audit Committee if fully qualified according to the notification of the Stock Exchange of Thailand on qualifications and scope of work of the Audit Committee to perform audit activities and balance business administration to ensure accuracy and fairness. As of December 31, 2021, the Board of Directors consisted of 8 directors, comprising 6 non-executive directors (3 independent directors) and 2 executive directors.

### Director Development

The Board of Directors supervises knowledge development of the directors on a regular basis by assigning the Nomination and Remuneration Committee to consider and prepare a director development plan to enhance knowledge of the current and new directors to ensure they understand Company's nature of business, roles and duties of directors, and important developments, as well as determining guidelines for the orientation of new directors.

### Director Performance Evaluation

The Company requires a performance appraisal of the Board of Directors, both individual and as a committee, including performance evaluation of sub-committees once a year. This shall be a framework in reviewing their performance, investigating into issues and obstacles at work during the past year for further improvements and to achieve work efficiency.

### Supervision of Subsidiaries and Associate Companies

The Board of Directors supervises the business of the Company, its subsidiaries, and associate companies. It has established policies and standards for corporate governance, determining the direction and goals of operations within the group, as well as following up

on such matters regularly. Investment policies to be observed by its subsidiaries and associate companies were formulated in writing as shown in the Company's Corporate Governance Policy and Business Code of Conduct. More details can be found in the Company's Corporate Governance Policy and Business Code of Conduct available on the Company's website at [www.ucity.co.th](http://www.ucity.co.th).

### Business Ethics

The Company operates its business by adhering to the rule of law, integrity, and fairness according to good ethics. The Board of Directors therefore determines codes of conduct or business ethics that are consistent with the core principles of good corporate governance as a guideline for its personnel, directors, executives, and employees, as well as its subsidiaries, for strict adherence and compliance as follows:

- (1) Respect for human rights
- (2) Treatment of shareholders
- (3) Treatment of customers
- (4) Treatment of partners
- (5) Treatment of management
- (6) Treatment of employees
- (7) Treatment of business partners
- (8) Treatment of competitors
- (9) Treatment of creditors
- (10) Social responsibility
- (11) Environment
- (12) Occupational safety and health
- (13) Anti-corruption
- (14) Anti-money laundering
- (15) Respect for human rights and non-violation of human rights
- (16) Use of information and communication technology
- (17) Government agencies and other relevant regulatory bodies
- (18) Political activities
- (19) Non-infringement of intellectual property
- (20) Confidentiality





- (21) Protection of personal data
- (22) Securities trading
- (23) Conflicts of interest
- (24) Whistleblowing
- (25) Disciplinary actions

The Company reviews the Corporate Governance Policy and Business Code of Conduct annually and has regularly followed up on the implementation of the aforementioned guidelines. Moreover, it has prepared and cascaded the Corporate Governance Policy and Business Code of Conduct to Company's executives, employees at all levels, and its subsidiaries, for acknowledgement and understanding, and further practices. This is to raise the standard of corporate governance of the organisation to be in line with international standards and appropriate to the circumstances and business operations of the Company.

In this regard, if any personnel of the Company have any questions or require specific advice in any case, they can seek assistance from their supervisors directly.

In addition, the Company has provided channels for whistleblowing or complaint lodgment against wrongful actions. Stakeholders wishing to lodge complaints, suggestions or becoming aware of suspicious activities that are illegal or against Company's codes of conduct, involving inaccurate financial reports, or defective internal control systems, can contact or complain about such matters with the Audit Committee through its secretary using the following channels:

<b>Company's Website</b>	www.ucity.co.th
<b>Comment Box</b>	Internal of the Company
<b>Audit Committee</b>	Auditcommittee@ucity.co.th
<b>Internal Audit Department</b>	InternalAudit@ucity.co.th
<b>By Mail</b>	Audit Committee U City Public Company Limited 21, TST Tower, Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok 10900

In this regard, such concerns shall be sent directly to the responsible person in this matter, which is the Chairman of the Audit Committee and the head of the internal audit department to take an appropriate action. As such, informants can rest assured that the information and concerns shall be monitored and protected directly by a dedicated person. In addition, the Company has set up a mechanism to protect whistle-blowers who monitor the interests of the Company by not degrading, punishing, or giving negative effects to the employees who reject corruption although such action may result in the Company losing its business opportunities.

Company personnel that violate Company's policies and business ethics, as well as terms and other practices,



causing or potentially causing damage to or impact on the Company or its subsidiaries, apart from legal punishments for such matter, may also be subjected to a disciplinary procedure as he/she engages in a wrongful activity against Company's work regulations. In this regard, possible penalties can be divided into 5 types as follows:

- (1) Verbal admonition;
- (2) Written warnings;
- (3) Work suspension;
- (4) Termination of employment with severance payment; and/or,
- (5) Termination of employment without severance payment.

Company personnel may be subjected to disciplinary procedures if they ask a party to engage in a wrongful activity, or fail to report a violation incident at prompt, fail to cooperate in an investigation of a suspicious activity, fail to inform or lodge a false complaint, or engage in bullying, or retaliating against informants who have lodged complaints in good faith. In this regard, further details can be found in Company's Corporate Governance Policy and Business Code of Conduct available on the Company's website at [www.ucity.co.th](http://www.ucity.co.th).

## Major Changes and Developments in Corporate Governance Policies and Practices

### Governance Development

The Company has been invariably committed and attached importance to the development of the Company's operating guidelines in accordance with the principles of good corporate governance by adhering to the principles of good corporate governance for listed companies in 2017 of the Securities and Exchange Commission through the management system and the good corporate governance system, Good Corporate Governance Principles of the Corporate Governance Survey (CGR) of the Thai Institute of Directors (IOD), and Thai Investors Association's Assessment of Shareholders' Meeting Quality Assessment Program.

In 2021, the Company has taken important corporate governance actions as follows:

- The Board of Directors has reviewed and amended the Company's Corporate Governance Policy and Business Code of Conduct to comply with the Securities and Exchange Commission Principles of Good Corporate Governance for Listed Companies 2017 and the context of the Company's business operations.
- The Board of Directors has reviewed and amended the Charter of the Nomination and Remuneration Committee to comply with the Securities and Exchange Commission Principles of Good Corporate Governance for Listed Companies 2017 and the context of the Company's business operations.
- The Board of Directors has reviewed and amended the Charter of the Audit Committee to comply with the Securities and Exchange Commission Principles of Good Corporate Governance for Listed Companies 2017 and the context of the Company's business operations.
- The Board of Directors has reviewed and amended the scope of powers and duties of the Liquidity Management Committee (formerly known as the Investment Committee) by assigning the duty of liquidity and excess cash management for the Company. The investment period shall be as necessary and appropriate in order to obtain suitable returns according to Company's risk appetite.
- The Board of Directors has considered and formulated an environmental management policy to promote environmental awareness among employees through knowledge sharing, as well as exploring new innovations, in order to be used as guidelines for environmental actions. Moreover, this shall be used as a guideline for employees' environmental practices and those of partners, with aims to mitigate negative impacts and contribute to positive outcomes for the environment. In addition, it is to ensure that business operations shall be in a direction that is environmentally sustainable in order to be in line with the Company's visions and missions.
- The Board of Directors has considered and formulated a human rights policy to manage human right concerns and to prevent incidents related to human rights. As such, the Company has provided

channels for the community to lodge complaints and render advice whereby the Company shall provide remedies in the event of human rights violations. This is to confirm that the Company has attached great importance to business operations based on equality and equity for all parties and that the Company does not tolerate illegal labor such as child labor, migrant labor, forced labor, etc.

### **Comply with the Principles of Good Corporate Governance for 2017 Listed Companies and Other Good Corporate Governance Principles**

The Company has realised and recognised the importance of good corporate governance as a factor that helps support and promote sustainable development of the Company. Therefore, the Board of Directors has reviewed and amended the Company's Corporate Governance Policy and Business Code of Conduct to comply with the Securities and Exchange Commission Principles of Good Corporate Governance for Listed Companies 2017, as well as the Stock Exchange of Thailand Principles of Good Corporate Governance for Listed Companies 2012, Good Corporate Governance Principles of the Corporate Governance Survey (CGR) of the Thai Institute of Directors (IOD), and Thai Investors Association's Assessment of Shareholders' Meeting Quality Assessment Program, and applied them in accordance with the Company's business operations, as well as approving Company's business approaches to ensure conformity to such principles.

In 2021, the Company has complied with the principles of good corporate governance for listed companies 2017 and the principle of good corporate governance as follows:

- Result of the Annual General Meeting of Shareholders (AGM) Quality Assessment conducted by Thai Investors Association (TIA): This assessment aims to evaluate the quality of the annual general meeting of shareholders held by listed companies based on what the listed companies should do before the meeting, on the day of the meeting, and after the meeting. As the Company has given importance and has striven to improve the quality of the organisation of the annual general meeting of shareholders continuously and

regularly, the Company received 100 scores for three consecutive years since 2019.

- Result of the Corporate Governance Report of Thai Listed Companies conducted by Thai Institute of Directors (IOD): The Company ranked in the 5-star group (assessment scores of 90%-100%) out of 716 companies for the 3<sup>rd</sup> consecutive year since 2019, which is an affirmation that the Company has stood by its principles of good corporate governance for consistent and sustainable development.
- Extension of Thai Private Section Collection Action Against Corruption: The Company has received the extension of the first of Thai Private Section Collection Action Against Corruption which reflects the fullest degree of determination of the Company to continually fight against corruption. Besides, the Company has established guidelines for Anti-Corruption Policy in order to comply with good corporate governance guidelines or other relevant regulations set by the Stock Exchange of Thailand (SET).
- Minimum Quorum of the Board of Directors: The Company determines the minimum quorum of the Board of Directors, stipulating that at the time of voting in a meeting, there must be no less than two-thirds (2/3) of the total number of directors present. Further information can be found in the Board of Directors' Charter available on the Company's website at [www.ucity.co.th](http://www.ucity.co.th).

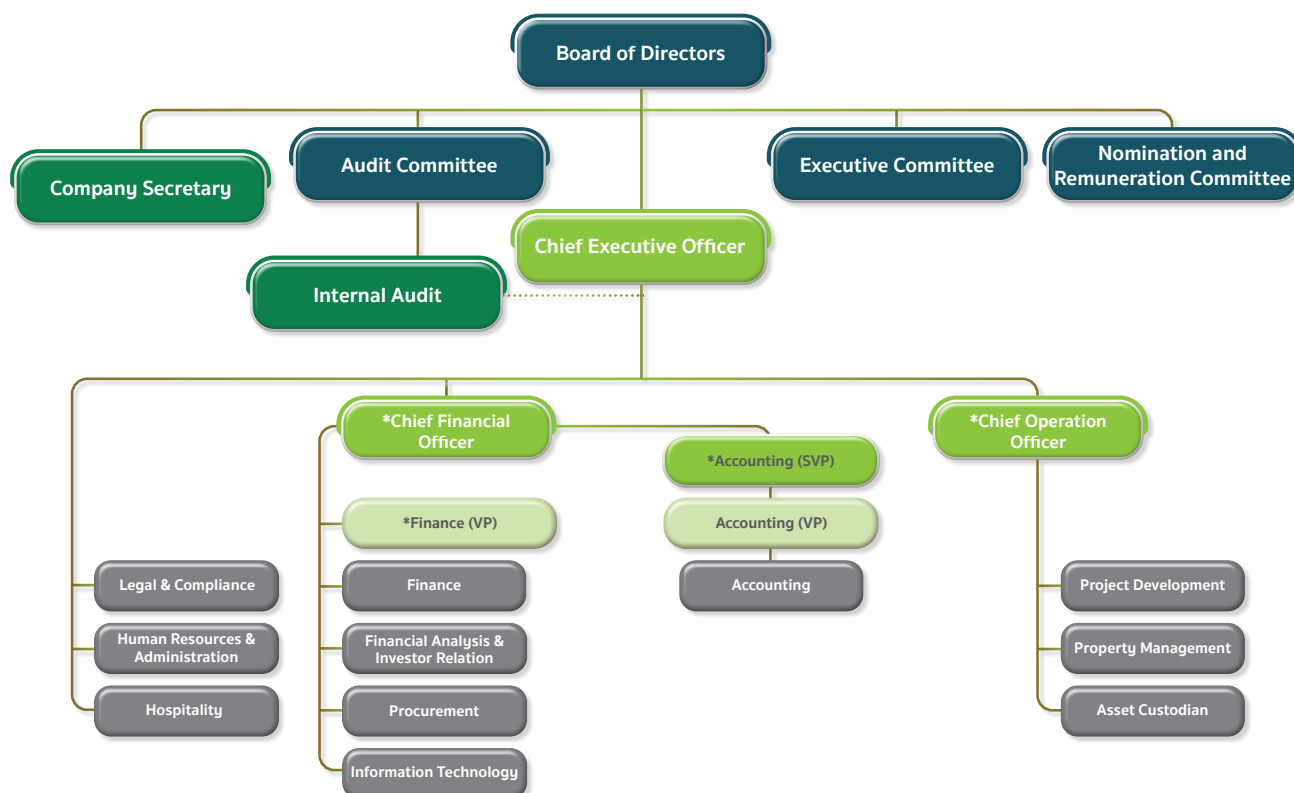
However, although the Chairman of the Board of Directors is not an independent director as the Company's and its subsidiaries' businesses are complex and diverse, it is necessary to have a leader with practical experience and expertise in the business. The Company has a mechanism for its operations to balance powers, ensuring transparency and accountability. All directors rigorously discharge their duties and perform responsibilities with integrity, being able to independently exercise their discretion to secure the interests of the Company and its shareholders.

## 5.2 CORPORATE GOVERNANCE STRUCTURE



### Company's Management Structure

As of December 31, 2021, the management structure of the Company clearly delegates the roles, duties, and responsibilities of the Board of Directors, sub-committees, and the management to ensure a balance of power and verifiability as follows:



#### Notes:

\* Executive, as defined in the Notification of the Capital Market Supervisory Board, refers to the manager or the first four top-ranking executives after the manager level as well as all other 4<sup>th</sup> ranking equivalent and accounting or finance executives of department head level and up.

\*\* The management structure has been approved by the Board of Directors Meeting No. 8/2020 on November 11, 2020

## The Board of Directors

The structure of the Board of Directors consists of qualified members who have diversified experience in several fields with no disqualifications according to applicable laws. The composition of Company's Board of Directors shall be in the number that is appropriate to the size and business strategy of the Company. The Board of Directors shall not have less than 5 members and at least half of the members shall have their residence in the Kingdom of Thailand. In addition, according to the Good Governance Principles and as required by applicable laws, the Board of Directors shall consist of independent directors at least one-third (1/3) of the total number of directors, which must not be less than three. The Board of Directors will have more than 6 meetings in each fiscal year.

As of 31 December 2021, the Board of Directors consisted of 8 members, one of which is female (or equivalent to 12.50% of total directors) divided into:

- 2 members as executive directors (or equivalent to 25.00% of total directors); and
- 6 members as non-executive directors (or equivalent to 75.00% of total directors), 3 of which were independent directors which is greater than one-thirds (1/3) of the members.

No.	Name of Directors	Position	Date of Registration as Company's Directors	Number of Years in Office (Years)
1	Mr. Keeree Kanjanapas	Chairman of the Board of Directors	July 7, 2017	4 years 5 months
2	Mr. Rungson Sriworasat	Independent Director, Chairman of the Audit Committee and Nomination and Remuneration Committee	December 19, 2017	4 years
3	Mr. Chaiwat Atsawintarakun	Independent Director, Audit Committee and Chairman of the Nomination and Remuneration Committee	April 28, 2005	16 years 8 months
4	Mr. Plakorn Wanglee	Independent Director, Audit Committee and Nomination and Remuneration Committee	July 7, 2017	4 years 5 months
5	Mr. Surajit Gongvatana	Director and Chairman of Executive Director Committee	July 7, 2017	4 years 5 months
6	Mr. Kavin Kanjanapas	Director	July 7, 2017	4 years 5 months
7	Mr. Kong Chi Keung	Director	July 7, 2017	4 years 5 months
8	Ms. Soraya Satiangoset	Director, Executive Director, Acting Chief Executive Officer and Chief Financial Officer	December 15, 2020	1 year
Average years of office of all directors				5 years 5 months

## Authorised Signatory Directors

The authorised directors to sign on behalf of the Company is any one of “Mr. Surajit Gongvatana or Ms. Soraya Satiangoset to be signing jointly with Mr. Keeree Kanjanapas or Mr. Kavin Kanjanapas or Mr. Kong Chi Keung, totaling two directors, with the Company’s seal affixed.”

## Duties and Authorities of the Board of Directors

- (1) Perform duties in accordance with the law, objectives and regulations of the Company, as well as the resolutions of the shareholders' meeting with integrity, responsibility, and due care for the maximum benefit of the Company and shareholders.
- (2) Not engage in a business, be a partner or director in a juristic person of the same nature as and in competition with the Company’s businesses, except the shareholders’ meeting is advised before a resolution is passed to elect such person
- (3) To consider all the Company’s affairs by taking account the benefits of the shareholders and all groups of stakeholders equitably. The director shall report to the Company, without delay, if he has any conflict of interests in a contract to be entered into with the Company or an increase or decrease of his shareholding in the Company or its subsidiaries. Hence, for any transaction with the director or a person having a conflict of interests or a conflict of any kinds with the Company or its subsidiaries, the director in conflict shall have no right to vote to approve such transaction;
- (4) To appoint the Chairman and sub-committees to assist and monitor the management system and the internal control system to ensure the compliance with the Company’s policies, such as the Executive Committee, the Audit Committee, the Nomination and Remuneration Committee, and to assign the annual performance evaluation and review the duties and responsibilities in the charter of all sub-committees;
- (5) To designate the name of authorised persons to sign on behalf of the Company with the Company’s seal affixed;
- (6) To determine the Company’s policy, vision, mission, values, strategy, and goals, both in terms of monetary and non-monetary as well as supervising and monitoring the Management to ensure the implementation of those policies efficiently and effectively in order to create value and maximise value for the Company and shareholders sustainably. The Board of Directors also has the duties to yearly review the policy, vision, mission, values, strategy, and goals of the Company in the past fiscal year both (1) short-term for 1 year and (2) medium-to-long-term goals for 3-5 years to set the business strategy for the next fiscal year;
- (7) To conduct, monitor, and supervise the risk management and the internal control system of the Company by defining and clearly delegating the roles and duties between the Board of Directors, the management, and the shareholders;
- (8) To determine the compensation and welfare structure for employees at all levels, as well as conducting and supervising to have an appropriate compensation mechanism that aligns with the performance of the Company both in short-term and long-term which are effectively managed by the Nomination and Remuneration Committee;
- (9) To determine the proportion of non-executive directors to executive directors more than half of the total number of members of the Board of Directors, which will create a balance between conducting and managing business;
- (10) To govern the business operations with business ethics and conducts as well as promoting the creation of a corporate culture for all employees to adhere and perform their duties with ethics and integrity, and to regularly review the corporate governance policy and code of business conduct on an annual basis as well as evaluating the implementation of such policies at least once a year;
- (11) To determine the Company’s business plan and annual budget, as well as considering and reviewing the progress of the monthly and quarterly performance of the Company, in comparison with the business plan and budget, and to consider the trends for the next periods;
- (12) To monitor and prevent a conflict of interests among the stakeholders of the Company;

- (13) To consider and approve the acquisition and disposal of assets, investment in new businesses, and any matters as required by the laws, save for the matters that the resolutions of the shareholders' meeting are required under the laws;
- (14) To consider and/or provide an opinion on the connected transactions of the Company and its subsidiaries and to ensure compliance with the laws, notifications, regulations, and relevant rules;
- (15) To supervise the Management to ensure that the accounting system, financial reports, and accounting audit system are accountable, and to monitor the sufficient of cash flow liquidity, as well as ensuring that the Company has a good internal control system that is sufficient and appropriate;
- (16) To determine policies and risk management frameworks. To regularly review and assess the appropriateness of the policy and risk management framework, monitor, and supervise the practical implementation of risk management policies and internal controls;
- (17) To establish a corporate social responsibility (CSR) policy and to monitor the implementation of such CSR policy;
- (18) To determine and review the business organization chart;
- (19) To report their responsibility in the preparation of the financial report by presenting together with the auditor's report in the annual report and ensure the report includes the significant matters under the policy of the good practice for directors of the registered Company in the SET, as well as disclosing important information accurately, sufficiently, and timely in accordance with the relevant rules, standards, and practices;
- (20) To delegate one or more directors or other persons to perform any task on behalf of the Board of Directors. However, such delegation shall not be the authorization or sub-authorization that allows the director or any designated person, who has a conflict of interests or a conflict of any kinds with the Company or its subsidiaries, to approve such transaction;
- (21) To review the succession plan to determine the succession process for the position of the Chairman of the Executive Committee, Chief Executive Officer, and other senior executive positions;
- (22) To consider assigning authority and responsibility of management to the management to separate the roles and responsibilities between the Board of Directors and the management clearly; as well as to supervise and monitor the management to operate and perform the assigned duties, and review the aforementioned separation of roles and duties including the evaluation of the management on regular basis to balance the management and strengthen the independency in performance, along with increasing the operational efficiency;
- (23) To evaluate the performance of the Board of Directors on an annual basis, both group evaluation and individual evaluation, in order to use as a guideline for the review of the Board of Directors' performance, as well as reviewing their duties and responsibilities in the Board of Directors' Charter on an annual basis; and
- (24) To appoint the Company Secretary to ensure that the Board of Directors and the Company comply with the laws and relevant regulations.

#### **Roles and Duties of the Chairman of the Board of Directors**

- (1) The Chairman has the duties and responsibilities to supervise and monitor the due performance of the Board of Directors and other sub-committees to efficiently achieve the business objectives and plans, as well as to ensure that all directors contribute to the promotion of ethical culture and good corporate governance;
- (2) The Chairman is the person who calls the meetings of the Board of Directors. In calling a meeting, the Chairman or a person assigned by him shall send out the meeting invitation to all directors at least 7 days before the meeting date. However, in necessary and emergency cases and to preserve the rights or benefits of the Company, the meeting invitation may be sent by other means within a shorter timeframe. Such an invitation may be served by hand to each director or transmitted by email to



every director specifying the place, date, and time of the meeting and the nature of the businesses to be transacted. Moreover, the Chairman of the Board of Directors must allocate sufficient time for the meeting so that the management can explain the details completely and to allow directors to be able to discuss important issues carefully as well as using discretion in making decisions independently;

- (3) To act as the chairman at the meetings of the Board of Directors and to cast the casting vote in case of an equality of votes;
- (4) To act as the chairman at the shareholders' meetings of the Company and to conduct the meeting in compliance with the Company's Articles of Association and the meeting agenda and to cast the casting vote in case of an equality of votes;
- (5) To perform other duties as specified by laws particularly as the duties of the Chairman.

## Sub-Committee

### Audit Committee

The structure of the Audit Committee consists of all the independent directors that are qualified according to the description of the Independent Director of the Company, which has "more stringent" criteria than the minimum requirement as announced by the Thai Capital Market Supervisory Board. The committee must be composed of at least 3 members and at least one Independent Directors that has knowledge and experience in accounting to perform the duty of reviewing the reliability of the financial statement. The Audit Committee shall organise meetings quarterly additional meetings shall be arranged as necessary and appropriate.

As of December 31, 2021, the Audit Committee consisted of 3 members as follows:

- |                                  |                                 |
|----------------------------------|---------------------------------|
| (1) Mr. Rungson Sriworasat       | Chairman of the Audit Committee |
| (2) Mr. Chaiwat Atsawintarangkun | Audit Committee                 |
| (3) Mr. Plakorn Wanglee          | Audit Committee                 |

### Duties and Authorities of Audit Committee

The Audit Committee shall report directly to the Board of Directors. The scope of duties and responsibilities of the Audit Committee shall be:

- (1) To review the Company's financial reporting process to ensure that it is accurate and sufficient.
- (2) To review the Company's internal control system, internal audit system to ensure their appropriateness and efficiency, and to review the independence of the Internal Audit Office or other units in charge of internal audit;
- (3) To approve, the appointment, transfer, and dismissal of the head of the Internal Audit Office or the head of any other units in charge of internal audit;
- (4) To review to ensure that the Company complies with the securities and exchange laws, the regulations of the SET, and the laws relevant to the Company's businesses;
- (5) To consider, select, and nominate independent person(s) to be elected as the Company's external auditor(s), to terminate the Company's external auditor(s), to propose their remuneration, and to attend a meeting with the external auditor(s) without the Management at least once a year, and the external auditor(s) will be discharged in the following events:
  - (a) The external auditor(s) violates and/or fails to comply with Section 89/25 of the Securities and Exchange Act B.E. 2535 (1992) (as amended);
  - (b) The license of the external auditor(s) is not valid under the professional accounting laws;
  - (c) The external auditor(s) commits misconduct, violates or fails to comply with the rules and ethics of professional auditors in a material manner and is suspended from practicing or de-licensed under the professional accounting laws;
  - (d) The Federation of Accounting Professions Committee considers the behavior of the external auditor(s) to be damaging to the honor of the accounting profession.

- (6) To consider connected transactions or transactions that may lead to a conflict of interest to ensure that those transactions are in compliance with the laws and regulations of the SET, are justifiable, and are transacted in the best interest of the Company;
- (7) To prepare the Audit Committee's report and disclose the same in the Company's annual report where the Audit Committee's report must be signed by the Chairman of the Audit Committee and must consist of at least the following information:
  - (a) An opinion on the accuracy, the completeness, and the creditability of the Company's financial report;
  - (b) An opinion on the adequacy of the Company's internal control system;
  - (c) An opinion on the compliance with the laws on securities and SET;
  - (d) The regulations of the SET, or the laws relevant to the Company's businesses;
  - (e) An opinion on the suitability of the external auditor(s);
  - (f) An opinion on the transactions that may lead to a conflict of interest;
  - (g) The number of the Audit Committee's meetings, and the meeting attendance by each member;
  - (h) An opinion or overview observation the Audit Committee has obtained from performing duties under the scope of the Audit Committee Charter;
  - (i) Other transactions which, according to the Audit Committee's opinion, should be made known to the shareholders and general investors, and are in the scope of the duties and responsibilities assigned by the Board of Directors.
- (8) To perform any other duties as assigned by the Board of Directors as the Audit Committee may agree.
- (9) For the purpose of considering and advising on the various operations of the Company, the Audit Committee may seek independent opinions from other professional consultants and the Company is responsible for the expenses incurred, if any;
- (10) The Audit Committee is responsible for assessing the adequacy and effectiveness of the anti-fraudulent

risk policy and the risk management measures in countering fraud. The main functions of risk management are as follows:

- a) Review the internal audit plan of the Internal Audit Office to determine if the internal controls cover the implementation of Anti-Fraud & Corruption Policy and other related policies that may be exposed to fraudulent business practices;
  - b) Acknowledge reports of fraudulent incidents such as reports on regular scheduled periods, detailed information on fraudulent risk management, urgent serious fraudulent incidents, results of the investigations, measures taken and penalties, etc.;
  - c) Consult with the external auditor in the event of a significant fraud.
- (11) In the case where the auditor reports a reasonable suspicion of corruption or violation of laws related to the performance of duties of directors and executives to the Audit Committee, The Audit Committee shall be responsible for investigating the facts and report the results of the preliminary audit to the SEC and external auditors within 30 days after being notified.
  - (12) To review and provide an opinion on the internal audit plan and the performance of the Internal Audit Office;
  - (13) The Audit Committee has the authority to invite the relevant Management, executives, or employees to provide their opinions, attend meetings, or submit any relevant and necessary documents; and
  - (14) To review and update the Audit Committee Charter and present the same to the Board of Directors for consideration and approval.
  - (15) To review and approve the charter of the Internal Audit Office.
  - (16) To provide and propose an operational report to the Board of Directors at least on a yearly basis.

The Audit Committee is responsible for reporting directly to the Board of Directors according to the scope of duties and responsibilities assigned in this Charter, as well as being responsible for the effect of business operations to the stakeholders outside the Company.

## The Nomination and Remuneration Committee

The structure of the Nomination and Remuneration Committee shall comprise at least 3 Company's directors that are not in the position of Chief Executive Officer of the Company, and at least 2 Independent Directors. The Nomination and Remuneration Committee shall organise meetings at least 2 time a year.

As of December 31, 2021, the Nomination and Remuneration Committee consists of 3 independent directors as follows:

- |                                |   |
|--------------------------------|---|
| (1) Mr. Chaiwat Atsawintarakun | Chairman of the Nomination and Remuneration Committee |
| (2) Mr. Rungson Sriworasat     | Nomination and Remuneration Committee                 |
| (3) Mr. Plakorn Wanglee        | Nomination and Remuneration Committee                 |

## Duties and Authorities of the Nomination and Remuneration Committee

- (1) To consider and provide an opinion on the Board of Directors' structure, such as the appropriate size and composition of the Board of Directors, taking into consideration the Company's size and business strategy in comparison with the current size and composition of the Board of Directors as well as to review the independency of each independent director, for the adjustment of the Board of Directors' structure to correspond with the Company's strategy;
- (2) To determine the criteria and process in selecting a person for the position of director, by considering:
  - a) The appropriateness of their knowledge, capability, experience, expertise, and time availability as well as other requirements as stipulated by the laws or regulations of the government authorities;
  - b) Qualifications of a director which correspond with the Company's business strategy, structure, size and composition of the Board of Directors as determined by the Board of Directors, including the diversity in the structure (Board Diversity) and other qualifications being required and inadequate in the Board of Directors (Board Skill Matrix);
- (3) To select candidates for the position of director(s) of the Company from the recommendation of other directors, the service of external professional search firms, or the directors' pools of various agencies, or other nomination procedures as the Nomination and Remuneration Committee considers appropriate. This includes vacant or expired terms of office for the positions of Chairman of Nomination and Remuneration Committee, Chairman of Executive Committee, and Chief Executive Officer.

In cash of appointment of new director to be in accordance with the Board of Director's structure, the Nomination and Remuneration Committee has to propose to the Board of Directors in order to propose such person to the shareholder's meeting of the Company to consider and appoint thereafter.

- (4) Recruiting persons to be directors with qualifications that are in accordance with the criteria and qualifications specified.
  - a) In the circumstance that the appointment comes to an end on the Termination Date, the Nomination and Remuneration Committee shall recruit candidates to propose to the Board of Directors and present to the shareholders' meeting to consider the approval of the appointment.
  - b) In the circumstances that the Board of Directors' term ended due to other reasons (other than the expiration of the term of the appointment), the Nomination and Remuneration Committee shall recruit candidates to propose to the Board of Directors to approve the appointment of the new Board of Director in replacement of the former one.
  - c) In the circumstances that the additional appointment of Board of Director is required to align with the structure of the Board of Director of the Company, the Nomination and Remuneration Committee shall recruit candidates to propose to the Board of Directors to consider and present to the shareholders' meeting to consider the approval of the appointment.

- (5) To select the senior executives (i.e., Chairman of the Executive Committee, Chief Executive Officer) who shall have at least the following qualifications:
  - a) Possessing all qualifications without prohibited characteristics under the securities and exchange law, rules and regulations of the Company and relevant supervisory agencies and the good corporate governance of the Company; and
  - b) Possessing the qualifications which are appropriate and in accordance with the business strategy of the Company, as well as having a vision for managing big-size organisation, leadership skill, appropriate knowledge, experience, expertise, and ability to contribute and dedicate time for the Company's business affairs both in the domestic and international levels as the senior executives of the Company;
- (6) To consider the structure, amount, form, and criteria for all types of appropriate remuneration, both monetary and non-monetary, for the Chairman of the Board of Directors, directors, and members of the sub-committees, taking into account the remuneration of other companies in the same industry and other listed companies on the SET in the same range of market capitalisation. This is in order to motivate and maintain the valuable directors with the Company and to propose to the Board of Directors for approval and to further propose to the shareholders' meeting for consideration and approval;
- (7) To consider the performance evaluation criteria of the Chairman of the Executive Committee and the Chief Executive Officer and propose the result of such evaluation to the Board of Directors for approval, to propose the structure, amount and form of remuneration of the Chairman of the Executive Committee and the Chief Executive Officer in correspondence with the result of the performance evaluation to the Board of Directors for approval, as well as determining and governing the performance evaluation, remuneration mechanism and welfare for all employees according to the remuneration structure as determined by the Board of Directors;
- (8) To prepare the director development plan to develop the knowledge of the existing directors and the new directors to understand the business of the Company, the roles and duties of the directors, and other significant developments, including determining a guideline for new director orientations;
- (9) To prepare and review the succession plan to determine the succession procedure for the positions of Chairman of the Executive Committee, Chief Executive Officer, and other senior executive positions in the organisation and present to the Board of Directors every year;
- (10) To consider the appropriateness and conditions for offering new shares, warrants, or other securities to the directors and employees as motivation for the directors and employees to perform their duties and build long-term shareholder value, as well as retaining qualified personnel with the Company, whereas such conditions must be fair to the shareholders;
- (11) To perform any other acts in relation to the nomination and determination of remuneration as assigned by the Board of Directors and to perform any other acts as stipulated by the laws or regulations of the government authorities;
- (12) To conduct an evaluation of the performance of the Nomination and Remuneration Committee on an annual basis and report the evaluation results to the Board of Directors;
- (13) To report its performance of duties to the Board of Directors and/or shareholders' meetings, and to disclose the report of the Nomination and Remuneration Committee in Company's annual report;
- (14) To review and update the Nomination and Remuneration Committee Charter and present it to the Board of Directors on a yearly basis.

### Executive Committee

The structure of the Executive Committee consisted of 3 members. In this regard, the Executive Committee shall hold a meeting on a monthly basis and may be subjected to an additional meeting as deemed necessary and appropriate.

As of 31 December 2021, the Executive Committee consisted of 3 members as follows:

- (1) Mr. Surajit Gongvatana Chairman of Executive Director Committee
- (2) Ms. Soraya Satiangoset Executive Director
- (3) Mr. Veerapong Rodjanawarodom Executive Director

#### **Duties and Authorities of the Executive Committee**

- (1) To determine business policy, direction, strategy, and key management structure to correspond with the economy and competitive environment.
- (2) To prepare a business plan, budget, set the management authorities of the Company and to propose the same for consideration and approval by the Board of Directors;
- (3) To govern, review, and monitor the Company's implementation of policies and management approaches, which have been determined to be effective and facilitate business operations.
- (4) To monitor the performance and routine business operations of the Company's and subsidiaries' projects to be in accordance with the approved business plan;
- (5) To manage risks in business and the overall image of the organisation and lay out the organisation's risk management structure, follow up on risk assessment and control the main risks including various factors that may have a significant impact on the Company and report to the Board of Directors.
- (6) To have the power to authorise the Company and/or its subsidiaries to enter into and terminate contracts and/or transactions (other than those specified in the annual budget approved by the Board of Directors) in connection with Company's routine business operations or normal business support and/or those of its subsidiaries both, domestically and abroad, within the limit of not more than 100 million baht per transaction or a total of not more than 500 million baht per year.
- (7) To have the authority to approve investments and transactions related to acquisitions or leasing of assets overseas in accordance with the scope approved by the Board of Directors. This includes entering into and termination of the relevant contracts and the establishment of a subsidiary

(only with a registered capital of not more than 5 million baht) in order to successfully complete the investment and transactions.

- (8) To have authority to approve transactions between the Company and/or its subsidiaries with Directors, Executives or related party which is a normal trade transaction agreement with a general contractor in the same situation that a sensible person would do with the bargaining power of trade without influence in the status of being a Director, an Executive or a related party. In this regard, only those that are related transactions, type (a) normal business transactions and general commercial conditions or (b) normal business support transactions with general commercial conditions;
- (9) To approve opening or closing deposit accounts and financial services including determining the authority to pay for the company's bank account and/or subsidiaries with financial institutions;
- (10) To have the authority to approve communication, coordination, and registration with government agencies such as land allocation, land surveying, land consolidation and separation, requesting construction permission etc.
- (11) To appoint a working group to assist the Executive Committee in performing their duties as well as to appoint independent expert consultants for providing advice, suggestion, and assistance for the performance of duties by the Executive Committee;
- (12) Having the power to authorise one or more other persons to perform any act under the control of the Executive Committee or delegate powers to such person to have powers as the Executive Committee deems appropriate. The Executive Board may revoke, withdraw, change or amend the person authorised or delegated as it deems appropriate.
- (13) Having the power to take any action as required by shareholders' and/or the Board of Directors' meetings assigns and perform any acts as required by law.
- (14) Evaluate the performance of the Executive Committee annually and report the assessment results to the Board of Directors.

- (15) Report the performance to the Board of Directors and/or the shareholders' meetings.

The Board of Directors has delegated the authority to the Executive Committee to whatever operations fall within the duties and authorities of the Executive Committee. This said delegation is not in form of the delegation or sub-delegation, which involves cases when the Executive Committee or persons assigned by the Executive Committee can approve transactions with interest in or a conflict of interest (as defined by a notification of the Office of the Securities and Exchange Commission and/or the Stock Exchange of Thailand) with the Company or its subsidiaries.

### Treasury Committee

Treasury Committee (formerly known as the Investment Committee) is responsible for liquidity management and excess cash of the Company with the investment period as necessary and appropriate in order to obtain an appropriate return according to the risk appetite. The structure of the Committee is as follows:

- (1) Chief Executive Officer
- (2) Chief Operating Officer
- (3) Chief Financial Officer
- (4) Head of Accounting Department
- (5) Head of Finance Department

### Duties and Responsibilities of Treasury Committee

- (1) Consider investment decisions as well as specifying the details of the investment period under the framework of investment policies and principles approved by the Board of Directors' meeting, taking into account risk management and prevention of conflicts of interest, announcements, and related regulations.
- (2) Convene meetings as necessary, but at least once a quarter, with more than half of the directors attending the meeting in order to form a quorum; to determine investment management, examine, and review investments to keep up with current situations.

- (3) Having the power to manage and approve investments to be in accordance with the investment policy but the power of signing documents and ordering payment shall be in accordance with the power of attorney and/or the Chart of Delegation of Authority of the Company.
- (4) Report the investment summary to the Board of Directors from time to time as it deems appropriate.

In the event that the Treasury Committee and/or those related to investment including the spouse of such person who has invested or will invest in the same equity securities that the Company has invested or will invest, the Treasury Committee and/or those involved in such investment shall immediately report to the Treasury Committee even if such equity instruments might have been bought or sold. The report of conflicts of interest (if any) shall be submitted to the Treasury Committee every month and further reported to the Board of Directors every quarter.

### Duties and Responsibilities of Chief Executive Officer

- (1) To be in charge of the day-to-day business operations of the Company, supervise and manage the works and operations of the Company to comply with the policy, vision, mission, values, strategy, objectives, Company's Article of Association, laws, good corporate governance, as well as regulations, resolutions, policies, plans, and operation targets, both in terms of monetary and non-monetary, as well as the business plan and financial budget as determined by the Board of Directors' and/or the Executive Committee's meetings under the related laws and regulation and the scope of the authority given by the Board of Directors;
- (2) To issue orders, regulations, announcement and memo of the Company to ensure that the operations of the Company comply with the policy and the interest of the Company, including to maintain the organisational disciplinary;
- (3) To perform other tasks as assigned by the Board of Directors and/or the Executive Committee and to perform any other acts as stipulated by laws or regulations of the authorities;



- (4) To delegate one or more persons to perform any task on his behalf. However, such delegation shall not be the authorisation that allow any designated person, who has a conflict of interests or a conflict of any kinds with the Company or its subsidiaries, to approve such transaction; and
- (5) Other approval. Nonetheless, the power of the Chief Executive Officer shall not allow him to approve a transaction that he or his related person(s) is in conflict of interests or conflict of any kind with the Company or its subsidiaries.

## The Executive Management

As of December 31, 2021, the structure of the Executive Management consisted of 4 members as follows:

- |                                  |   |
|----------------------------------|---|
| (1) Mr. Surajit Gongvatana       | Chairman of Executive Director Committee  |
| (2) Ms. Soraya Satiangoset       | Executive Committee, Acting Chief Executive Officer and Chief Financial Officer |
| (3) Mr. Veerapong Rodjanawarodom | Executive Committee and Chief Operating Officer                                 |
| (4) Ms. Nuttapun Giramethakul    | Senior Vice President of Accounting and Acting Vice President of Finance        |

## Duties and Responsibilities of the Executive Management

- (1) Implement the policies, directions, strategies and management structures in the Company's business operations.
- (2) Prepare business plans, budgets, and various executive powers of the Company for further submission to the Executive Committee and/or the Board of Directors' approval.
- (3) Effectively manage the Company work according to work plans or budget approved by the Executive Committee and/or the Board of Directors and shareholders.

- (4) Report Company's operating results to the Executive Committee's and/or the Board of Directors' meetings on an ongoing basis.
- (5) Conduct general administration in accordance with the Company's Articles of Association.
- (6) To consider and approve the Company and/or subsidiaries of the Company on any transaction at an amount not exceeding 10 million baht per transaction or not exceeding 100 million baht per year;
- (7) To consider and jointly approve with Chief Financial Officer and at least 1 of Chief Officer of the Company to do any transaction of the Company and/or the subsidiary of the Company at an amount not exceeding 50 million baht per transaction or not exceeding 200 million baht in total per year;
- (8) To perform other tasks as assigned by the Executive Committee and/or the Board of Directors.

## Executive's Remuneration

The Nomination and Remuneration Committee considers the remuneration amount and the form of payment of the Chairman of the Executive Committee (if any) as the Chairman of the Executive Committee is not currently receiving remuneration for his position and Chief Executive Officer, both short-term and long-term, with various indicators as criteria for evaluating the performance of the Chief Executive Officer and Chief Executive Officer, business success, as well as comparing them with the listed companies on the Stock Exchange of Thailand with market capitalisation in a size similar to that of the Company and other listed companies in the same industry in order to be presented to the Board of Directors' meeting for consideration and approval. This includes but is not limited to the following indicators:

Position	Indicators
Chairman of the Executive Committee	<ul style="list-style-type: none"> <li>● Duties, responsibilities business success and the results of the annual performance appraisal</li> <li>● Good Corporate Governance</li> <li>● Responsibility to society, community and environment.</li> <li>● The image of the organisation to outsiders.</li> </ul>
Chief Executive Officer	<ul style="list-style-type: none"> <li>● Duties, responsibilities, business success and the results of the annual performance appraisal.</li> <li>● Good Corporate Governance</li> <li>● Financial planning, budgeting and operations to achieve the specified financial goals</li> <li>● Responsibility to society, community and environment.</li> <li>● The image of the organisation to outsiders.</li> </ul>

For senior management, the Chief Executive Officer shall determine the appropriateness of remuneration based on the Company's key performance indicators (KPI) and the performance of each executive. Short-term remuneration is subject to regular salary and annual bonus adjustments, which will be in line with the economic situation and the Company's performance.

### Monetary Remuneration

The monetary remuneration of the management consists of salaries, bonuses and contributions to the provident fund. The board of directors who also act as member of the Executive committee will receive remuneration only as the director of the Company and the management of the Company who holds the position of Executive Director shall only receive remuneration as executives as the Company has no policy to pay remuneration for holding the position of Executive Director of the Company.

### Executives' remuneration for the year 2019 – 2021 with details as follows:

Year	Number (Persons)	Remuneration (million baht)
2021*	4	19.86
2020	6	33.16
2019	6	37.46

**Note:**

\* Ms. Pakamas Sirianuwat resigned from the position of Vice President of Finances with effective from November 1, 2021, onwards.

### Non-monetary compensation and other benefits

The Company has provided social security, life insurance, annual group health insurance and group accident insurance for executives and employees of the Company.

## Personnel

### Number of Employees and remuneration

As of December 31, 2021, the Company and its subsidiaries have a total of 153 permanent employees, divided into 67 males and 86 females. The Company and its subsidiaries reward the employees according to the Company's performance both in short and long term, totaling 136,554,244.89 baht with details as follows:

	Employees in 2021 (Person)	Remuneration in 2021 (Million Baht)	Employees in 2020 (Person)	Remuneration in 2020 (Million Baht)	Employees in 2019 (Person)	Remuneration in 2019 (Million Baht)
<b>Company</b>	91	109.57	99	171.44	128	178.00
<b>Subsidiaries</b>	62	26.98	66	33.92	72	32.49

### Employee Welfare

In addition to remuneration in the form of salary and bonuses, the Company provides benefits and compensation to its personnel in other forms as follows:

- Provide life insurance policy, group health insurance, and group accident insurance to facilitate medical treatment and to create stability for personnel and their families.
- Provide a health insurance policy for the treatment of COVID-19 because in 2021, Thailand has been experiencing severe COVID-19 epidemic. Therefore, in order to facilitate medical treatment for Company's employees and subsidiaries, the Company has prepared health insurance policies for the treatment of COVID-19 for employees.
- Provide a provident fund as a security for employees and their families, whereby the Company and its subsidiary will pay contributions to the provident fund of each employee.
- Establishes the BTS Group Limited Savings Cooperative, a cooperative registered under the Cooperatives Act B.E. 2542 as an alternative for savings, investment and credit assistance for employees who have been assigned as permanent employees of the Company and voluntarily to join as a member of the cooperative. As of December 31, 2021, BTS Group Savings Cooperative Limited has 87 members who are employees of the Company.
- Provide welfare for housing loans to support employees in having their own house, which strengthens the stability and promotes the morale of the employees and create long-term loyalty to the organisation. The Company has provided welfare for housing loans with the Government Housing Bank, etc., to facilitate employees who wish to apply for housing loans at a reasonable interest rate and convenience, as the loan can be repaid directly from the payroll balance.
- Provide benefits in the form of assistance in various agendas such as marriage assistance, funeral allowance for employees, parents, children and spouses, maternity allowance, etc.
- Provide measures and budgets for providing emergency assistance to disaster-affected employees, or those experiencing any emergency situation such as support in the event of a house fire and those affected by floods, etc.

## Human Resources Management Policy

The Company believes that the operation of the Company will be carried out and accomplished well; one crucial part is the driving force of employees. Therefore, the Company supports the employees to gain knowledge, ability, as well as excellent skills and flair, coupled with good health. In addition, the Company also instills the employees to be responsible for both personal and public including moral principles, discipline, and unity.

To operate according to the goal set, the Company, therefore, focuses on training for the employees to promote knowledge and skills for all in the organization and organize activities to strengthen good relationships within the organization. To provide communication of the policies for employees at all levels to understand and thoroughly acknowledged, especially the policy on anti-corruption and different practices according to the Good corporate governance.

Meanwhile, to support the growth, the Company recruiting manpower by considering the necessity and appropriateness according to the organisational structure as well as considering the person who possess skills that match the position and meet the needs of the organisation.

### Recruitment and career advancement of employees

The Company places importance on human resource development from the recruitment process. By adhering to the principle in which the recruitment and selection process must be transparent and is operated with equality and fairness (Merit System). Qualifications along with educational certifications, experience, expertise and other requirements of each position shall be clearly specified in order to obtain employees who are qualified and suitable for their position. When there are vacancies or new positions arise, the Company shall be biased to insource first so as to promote the advancement in career path of the existing employees. Only if no one is suitable, non-employee candidates shall be taken into consideration.

In addition, all new employees shall attend an orientation to unlock their knowledge and awareness regarding their own work processes and procedures, as well as those

of other departments within the organisation, which shall help employees understand their roles and duties and can perform tasks according to the objectives. In addition, the Company also focuses on providing career growth opportunities for employees along the career path to retain talented and good people with the organisation

### Talent development

The Company has a policy to support staff training and development to develop employees' working skills regularly and continuously. Training is provided both within and outside the organisation. The Company will consider training courses as appropriate according to the position of each employee and in accordance with their knowledge, abilities and job nature to ensure that the training shall be effective and appropriate as much as possible.

#### Internal Training

The Company provides various training courses that are beneficial to employees by providing internal training for employees in order to obtain content that meets their needs as follows:

- Anti-Corruption Training

#### External Training

The Company provides various training courses that are beneficial to employees by sending employees to external training to increase learning opportunities and build a wider network. There are approximately 7 training courses which can be mainly summarized as follows:

- Summary of important points to know about TFRS for PAEs
- Financial Reporting Trends 2021
- Safety, Occupational Health, and Work Environment Committee
- Safety officer in management level
- Supervising Safety Officers
- Technical Safety Officers
- Advanced Technical Safety Officers

In addition, the number of hours of training for employees of the Company and subsidiaries, both for internal and external courses as of 2021, can be summarised as follows:

Company/Segment	Number of Employees (Persons)	Number of training hours for employees throughout the year	Average number of employee training hours per person per year
Company	91	242.5	2.66
Subsidiaries	62	454	7.32

### Equal and fair performance appraisals

The company has required performance evaluations of employees by clearly and fairly defining the criteria for assessing employees at all levels. The rating system is two-way, i.e., employees and supervisors shall have the opportunity to discuss scoring on topical assessment to obtain an agreement of both parties and reflect actual performance based on competence, potential and competency of employees in 4 parts: skills, knowledge, attributes, and performance. Moreover, the assessment criteria have been communicated to employees thoroughly in advance.

In this regard, the Company shall consider setting the remuneration for employees equally and fairly without discrimination. The evaluation results are an important part in determining the remuneration of individual employees. In addition to the operating results of the Company and the economic situation each year, establishing a system for assessing employees' performance and stipulating fair compensation based on the assessment results in the employees' dedication to their work abilities and commitment to self-improvement.

### Fair treatment of employees

The Company recognises the importance of treating all employees equally in the organisation, starting from the recruitment process through to promotion to suit the duties and responsibilities according to knowledge, performance, and potential of employees, without bias or kinship ties in performance measurement.

### Communicating employee comments

The Company arranges a meeting of employees every quarter. Moreover, in order to know the satisfaction in the performance of each employee's duties, the Company has provided a channel for employees at all levels to communicate their opinions and suggestions. All the information received shall be used to improve weaknesses and help boost efficiency in managing the organisation and human resources both in short and long terms. In addition, the Company has provided a comment box for employees to help solve grievances at work in an equal and fair manner. There shall be a representative of the employees to open the comment box. The questions from the comment box will be taken into consideration and communicated to the employees via appropriate channels. This will lead to a good relationship between employees at all levels.

In addition, the Company also provides an opportunity for all employees to lodge complaints, offense, breaching of rights, and/or issues that may be a problem through various channels as the case may be. This includes the Internal Audit Department or comment box, which has the process of receiving the matter, managing matters that have been notified, and reporting the results as specified in the Company's Corporate Governance and Code of Business Conduct.

### Creating a good quality of life in the workplace

The Company is aware of the good quality of life of its employees. This will help encourage employees to work fully and efficiently. The company therefore takes care to maintain the workplace to be safe and hygienic,

whether in terms of supplying materials, equipment or standard office equipment, including creating a suitable workplace atmosphere and maintaining cleanliness in the workplace on a regular basis. For the well-being and healthiness of employees, the company is also aware of the determination of the amount of work in the unit in accordance with the number of employees available. This is to create a good quality of life at work for employees.

The leave rate of the company's employees and its subsidiaries for the year 2021 can be summarised as follows:

Company/ Subsidiaries	Number of employees (person)	Average Annual Leave Rate			
		Sick Leave <sup>1)</sup> (Day)	Business Leave (Day)	Annual Leave (Day)	Other Leaves <sup>2)</sup> (Times)
Company	91	3	0.59	5.14	0
Subsidiaries	62	5	1	6	0.5

**Notes:**

- 1) The annual average of sick leave rate due to illnesses or accident at work is equivalent to 0 day. At present, the Company **does not** have employees that have been in accidents, injured, or seriously or severely ill due to work.
- 2) Other types of leave such as maternity leave, ordination leave, sterilisation leave, etc

### Building a good relationship between the management and employees

The Company realises and places importance on building good relationships in working together. Therefore, the Company organises joint activities among employees such as Townhall Events where executives meet employees every quarter, annual parties, etc., which are considered the main factors to develop good relationships between employees. This will result in employees being happy at work, as well as being more efficient at work, which will lead the organisation to achieve the goals set.

### Labor disputes during the past year

The Company has no labor disputes that are significant to its business operations during the past 3 years.

### Other important information

#### Persons assigned to be directly responsible for Supervision of Accounting

Ms. Nuttapun Giramethakul, Senior Vice President of Accounting, was assigned directly to be responsible for the supervision of accounting. Profiles of Senior Vice President of Accounting can be in Attachment 7.5 Profiles of the Board of Directors, Executive, and Company Secretary.

### Company Secretary

Ms. Hassaya Nunchang has served as the Company Secretary from December 15, 2020, until now. The Company Secretary has passed the training course provided by the Thai Institute of Directors Association and attended trainings and seminars organised by the Stock Exchange of Thailand and the SEC on a regular and consistent basis. Details of the Company Secretary's profile can be found in Attachment 7.5 Profiles of the Board of Directors, Executives, and Company Secretary.

The Board of Directors has determined the qualifications of the person performing the duties of the Company Secretary. The person is required to possess a degree in law or accounting, and/or have undergone training in courses related to the duties of a company secretary.

The Company Secretary is responsible for taking care of the Company, complying with the laws and regulations related thereto in order to conform to the good corporate governance principles of listed companies as follows:

- Perform duties with responsibilities, precautions, and integrity, in compliance with legal provisions and other applicable regulations.
- Organise Board of Directors' meetings and shareholders' meetings to be in accordance with the law and terms related to the Company as well as following up to ensure compliance with meeting's resolutions.



- Render advice to the directors on various laws and regulations related to good corporate governance; maintain the status of a listed company on the stock exchange and various laws and regulations related to the Company's business operations; organise meetings of the Board of Directors' subcommittee and shareholder meetings, including supervising and coordinating the implementation of the objectives, Articles of Association, Board of Directors' resolutions, or those of shareholders, as well as other relevant legal and regulatory requirements.
- Prepare and maintain the Company's various documents such as director registration, invitation letter to the Board of Directors' meetings, minutes of the Board of Directors' meetings, invitation letter to the shareholders' meetings, and minutes of the shareholders' meetings.
- Oversee activities of the Board of Directors.
- Maintain stakeholder reports submitted by the Company's directors or executives and send a copy of the stakeholder reports to the Chairman of the Board of Directors and the Chairman of the Audit Committee.
- Maintain a copy of the report on changes in securities holdings of directors or executives.
- Supervise the disclosure of information in accordance with the regulations of the Stock Exchange of Thailand, Securities and Exchange Commission, and other relevant regulators, as well as the principles of good corporate governance.
- Take other actions as announced by the Capital Market Supervisory Board or assigned by the Board of Directors.

### Head of Internal Audit

Mr. Prapat Manorat is the Head of Internal Audit Department. He has been assigned to supervise the internal audit of the Company since August 2, 2021, onwards. Background details of the Head of Internal Audit can be found in Attachment 7.6 Profiles of Head of Internal Audit and Head of Compliance Department.

### Head of Investor Relations

Ms. Soraya Satiangoset, Acting Chief Executive Officer and Chief Financial Officer, has served as the Head of Investor Relations. Details of investor relations activities and contact channels can be found in 4.1 Capital Market Review and IR Activities.

## Auditor's Remuneration

### Audit Fee

In the previous accounting period, the Company paid audit fees to the auditor of the Company in the amount of THB 3,400,000 and the audit fee of its subsidiaries in Thailand and overseas in the amount not exceeding 34,000,000 baht.

### Non-Audit Fee

The Company hired EY Corporate Services Company Limited as an advisor for adoption of accounting standards related to business mergers, totaling 19,000,000 baht.



## CORPORATE GOVERNANCE PERFORMANCE REPORT



**In 2021, the Company has invested in the insurance business and other businesses related to financial services.**

A LIFE	SINGER	JMART
<b>75 %</b>	<b>24.64 %</b>	<b>9.85 %</b>

### Summary of BOD's Performance

The Company operates its business in compliance with the Good Corporate Governance Principles for Listed Companies 2017 of the Securities and Exchange Commission and the Good Corporate Governance Principles for Listed Companies 2012 of the Stock Exchange of Thailand, as well as the principles of good corporate governance of the Thai Institute of Directors Association (IOD) survey on principles of good corporate governance (CGR) and the evaluation principles of the shareholder meeting quality assessment project of the Thai Institute of Directors Association (IOD).

The Board of Directors is responsible for formulating policies, visions, missions, values, strategies, and operational goals of the Company by supervising the operation under the law, objectives, and regulations of the Company and aware of Good Corporate Governance, Business Ethics and Codes of Conduct, as well as continuously evaluating the management's administration. The objective is to make the business attain good performance in the long run, and to be reliable to investors, shareholders, and all stakeholders. This includes creating sustainable value for the Company.

The Board of Directors is committed to making the Company to be a leading organisation that is recognised internationally. It operates a variety of businesses that are managed efficiently with knowledgeable and competent personnel. In 2021, the Company has invested in (1) Advance Life Insurance Public Company Limited ("**A LIFE**") in the proportion of 75% of the total paid-up capital of A LIFE; (2) Jay Mart Public Company Limited ("**JMART**") in the proportion equal to 9.85% of the total voting shares of JMART; and (3) Singer Thailand Public Company Limited ("**SINGER**") in the proportion equal to 24.64% of the total number of shares with voting rights of SINGER. The Board of Directors and the management of the Company have confidence that the strategy and Company's business investment goals shall be able to promote and support the development and sustainable growth of the Company and its subsidiaries. More details regarding the vision, mission, values, and strategies of the Company can be found under Section 1.1 of this report.

In addition, the Company has always complied with the principles of good corporate governance, which covers the shareholders' meeting, disclosure of information, nomination, development and assessment of the Board of

Directors' performance, attendance to meetings, and payment of remuneration for the Board of Directors, supervision of subsidiaries and associate companies, as well as compliance with the corporate governance policies and business ethics. This includes preventing conflicts of interest, the use of inside information and anti-corruption, etc., which can be summarised as follows:

## **Rights of Shareholders**

The Board of Directors recognises and values the rights of shareholders by encouraging shareholders to exercise their legal rights and participate in decision making in important matters of the Company, as well as obtaining sufficient information

### **Invitations and Facilities for Shareholders**

To protect rights of all shareholders equally and do not restrict rights to access to shareholders' information and, either Thai shareholders or foreign shareholders, the Company prepare and provides the invitation to shareholders' meeting and supporting documents, both Thai and English version, and engages Thailand Securities Depository Co., Ltd., its securities registrar, to undertake the delivery of the invitation thereof to all shareholders. The invitation will provide adequate information regarding the place, date and time of the meeting, meeting agenda, objectives, and rationale of each agenda item together with the opinion of the Board of Directors, number of votes required for each agenda item, and other supporting information. This is to allow the shareholders to have sufficient time to study the documents beforehand. There will be no hidden agenda items or addition of other agenda items that are not stated in the invitation, except for urgent matters. Besides, the Company will also publicise the invitation together with the supporting documents on the Company's website at [www.ucity.co.th](http://www.ucity.co.th) and allow the shareholders to submit their inquiries at least 30 days in advance and make an announcement of the same in the newspaper for 3 consecutive days, at least 3 days prior to the meeting date.

Moreover, the Company will arrange the shareholders' meeting at the appropriate venue that can accommodate all shareholders, having a good security system and being conveniently accessible for shareholders. The Company uses the barcode system for the registration and vote count to enhance transparency and provide convenience to the shareholders. The registration opens at least two hours prior to the meeting. In addition, the Company arranges for its officers to welcome and

provide convenience and also sets up an Investor Relations desk where investor relations officers who have the knowledge and expertise in giving information will answer shareholders' questions in relation to the Company's businesses. The Company also provides stamp duties for attendees by proxy. To provide convenience to the shareholders who are institutional investors and the shareholders who hold shares through custodians, the Company gives an opportunity to such shareholders to verify their names, information, and supporting documents before the meeting date to reduce the time and procedures for verifying information and documents on the meeting date.

### **Shareholders' Meetings**

The Company must hold an annual general meeting of shareholders within 4 months from the end of the Company's fiscal year. Other shareholders' meetings, i.e., extraordinary general meetings of shareholders, are to be called when it is deemed necessary and appropriate. The Company has set up a Governance and Company Secretary Office to ensure that the shareholders' meetings are held as required by law and in accordance with the principles of good corporate governance. In the shareholders' meetings, the Company will arrange for a legal advisor to attend the meeting to provide legal advice and witness the vote count throughout the meeting and give the minority shareholders an opportunity to nominate a representative to witness the vote count. In the case where an agenda item of the meeting concerns a transaction that is complicated and significant to the decision making of the shareholders' meetings, the Company will also arrange for a financial advisor as well as a legal advisor to provide answers and explanations at the meeting. As for the annual general meeting of shareholders where financial statements will be considered for approval, the Company will arrange for its auditor to be present at such meeting every time. In addition, the Company encourages all directors, members of the sub-committees, senior executives, and company secretary to attend every shareholder's meeting, except in case of necessity or emergency.

The Company actively promotes the compliance with the principles of good corporate governance on the rights of shareholders and equitable treatment of shareholders. The Company received 100 scores for the quality of the 2021 Annual General Meeting of Shareholders evaluated by the Thai Investors Association, which is 3<sup>rd</sup> consecutive year since 2019. The information of the Annual General Shareholders' Meeting for year 2021 are as follows:

	Annual General Meeting of shareholders 2021
<b>Date of Meeting</b>	Wednesday, March 31, 2021
<b>Venue</b>	Surasak Ballroom, 11 <sup>th</sup> floor, Eastin Grand Hotel Sathorn 33/1 South Sathorn Rd., Yannawa, Sathon, Bangkok 10120
<b>Period for proposing meeting agendas and/or nominating the persons for the election as directors</b>	Between December 4, 2020, and January 3, 2021
<b>Date of publication of the meeting invitation on the Company's website</b>	From February 28, 2021, onwards.
<b>Date of sending the meeting invitation letter by registered mail</b>	March 11, 2021
<b>Registration date - time</b>	Wednesday, March 31, 2021, from 12.00 pm onwards.
<b>Meeting starts at</b>	02.00 pm
<b>Number of shareholders attended the meeting in person and by proxy at the opening of the meeting. (Quorum: There must be no less than 25 shareholders and proxies, and not less than 1/3 of the total number of issued shares.)</b>	Totaling 177 shareholders attended the meeting in person and by proxy or 6,103,778,073 totaling shares, representing 65.2510 percent of the issued shares
<b>Directors attended the meeting</b>	8 persons
<b>Witness for the vote counting</b>	Ms. Natchanok Chaiyata, representative from Capital Law Office Company Limited, the legal advisor of the Company. There was no shareholder expressed any intention to be a witness in the vote counting.
<b>Date of reporting the resolutions of the Annual General Meeting of shareholders via the Stock Exchange of Thailand.</b>	Wednesday, March 31, 2021, at 08.17 pm.
<b>Date of sending a copy of the minutes of the meeting to the Stock Exchange of Thailand (14 days from the date of the meeting)</b>	Monday, April 12, 2021.

## Procedures of the Shareholders' Meetings

The Company has adopted the following procedures as its practices of good corporate governance. Prior to the commencement of the shareholders' meeting, the secretary to the meeting will introduce to the shareholder's meeting the members of the Board of Directors, the executives, and the Company's auditor and legal advisor, who present. The secretary to the meeting will also inform the shareholders' meeting about the voting procedures and the vote count method in the meeting. After providing information in each agenda item, the chairman of the meeting will grant equal opportunities to all attendees to make their comments or enquiries relevant to the agenda item. The enquiries will be answered, and adequate time will be given for discussion as appropriate. As for the agenda item on the appointment of directors, the shareholders will cast their votes to appoint each director individually. In addition, in order to promote compliance with the principles of good corporate governance, a director who is due to retire by rotation and is nominated for election as director of the Company for another term will leave the meeting room temporarily during the consideration of such agenda item.

The Company arranges for minutes of meetings to be recorded correctly and completely so that the shareholders can inspect the same. Resolutions of the meeting are to be clearly recorded with details of the quorum; the list of present directors, executives, and advisors; the vote count method; the witness(es) to the vote count; the voting results, i.e., approvals, disapprovals, and abstentions. Furthermore, comments, suggestions, questions, and answers which are significant and relevant to each agenda item will be recorded in the minutes. The Company will report a summary on significant meeting resolutions through the SET's website within the meeting date or no later than 9.00 am of the following business day. The minutes of the shareholders' meeting will be submitted to the SET within 14 days from the meeting date and publicised on the Company's website.

## Equitable Treatment of Shareholders

The Company does not discriminate against any particular group of shareholders. The shareholders have the right to access the Company's information, which is disclosed to shareholders and the public in a complete, adequate, timely and equitable manner, whether they are minority shareholders, major shareholders, or institutional investors.

## Proposing Agenda Items and Nominating Director Candidates

The Company provides the shareholders an opportunity to exercise their rights to propose agenda items and/or nominate candidates to be elected as directors at least one month prior to the Annual General Shareholders' Meeting in order to promote equitable treatment of shareholders. The shareholders are entitled to propose agenda items and/or nominate candidates to be elected as directors at the annual general meeting of shareholders in accordance with the criteria publicised on the Company's website. The Company will make an announcement of the same through the SET's website. In this regard, the shareholders who have the following qualifications are entitled to nominate candidates to be elected as directors at the annual general meeting of shareholders: (1) being the shareholder(s) of the Company, individually or collectively, holding shares not less than 5% of the total voting rights of the Company; or (2) being the shareholder(s) of the Company, individually or collectively, holding shares not less than 3% of the total voting rights of the Company; whereby the shareholders shall continuously hold such shares for at least 6 months from the date of acquisition to the date.

For the 2021 Annual General Meeting of Shareholders, the Company has informed the shareholders to exercise their rights to propose meeting agendas and nominate a person to be considered for election as a director at the Company's annual general meeting of shareholders in advance, from December 4, 2020, until January 3, 2021.

## Rights to study the Company's information

The Company never deprive the shareholders' rights to access to all disclosed information of the Company according to requirements and attending shareholders' meetings, such as no sudden distribution of documents that contain additional important information at the shareholders' meeting, not adding agenda or change important information without notifying the shareholders or restrict the right to attend meetings of shareholders who come late, etc.

The Company disclosed all information of business transactions correspond to relevant laws and disclose to the shareholders and the public equally, sufficiently, and in a timely manner, through different disclosure channels and medium of the SET, as well as the Company's website.

## Access to Company Information

The Company does not discriminate against any particular group of shareholders. The shareholders have the right to access the Company's information, which is equally disclosed to shareholders and the public through the Company's website. Moreover, the shareholders can contact the Company's Investor Relations Department directly for information.

In addition, the Company prohibits directors, executives and employees of the Company, as well as subsidiaries and related persons who are in position or a line of work that has access to the Company's information from gaining benefits from internal information for the purpose of trading securities of the Company, its subsidiaries and associate companies while also prohibiting the disclosure of internal information to outsiders or those who are not involved before it is disclosed to the general public through the Stock Exchange's website in accordance with the rules and procedures specified in the Insider Trading Prevention Policy.

## Appointment of Proxies

The Company truly recognises the rights of shareholders. Therefore, in order to maintain the right for shareholders who are unable to attend the meeting in person, the Company facilitates their attendance by delivering a proxy form (Form B.), which is a form in which shareholders can specify their opinions on voting. The shareholders may delegate representatives of shareholders, or independent directors of the Company, to attend the meeting and vote on his/her behalf at the shareholders' meeting. The Company shall inform the names of at least one independent director whom can be appointed by the shareholders in the invitation letter. In addition, the Company shall publish the meeting invitation letter and various authorisation forms (Form A, Form B and Form C) along with details and procedures for appointing proxies on the Company's website. The Company also provides stamp duties for those attending by proxies to the shareholders.

## Voting rights

The Company determines shareholders of the Company to have the right to vote to express opinions equally as specified in the Company regulations. At the present, ordinary shareholders and preferred shareholders has the right to vote 1 share per 1 vote.

## Roles of Stakeholders

The company is aware and values the rights of all groups of stakeholders. Therefore, the Company focuses on fairly, equitably, and properly treatment of all stakeholders, and also provides sufficient communication channels.

## Shareholders

Shareholders, as the owner of the Company, has the rights to be treated fairly and equally according to the rights of the shareholders as specified by related laws and regulations. This includes the rights to attend shareholders' meetings and the voting rights, the rights to freely express opinions and the rights to receive fair returns, etc.

The Company is determined to create sustainable value-added for shareholders through revenue growth and operational efficiency improvements to achieve the goal of providing better long-term returns than other investments with similar risks to the shareholders of the Company. The Company's personnel must promote and support the shareholders to exercise their rights according to the rights of shareholders, treat shareholders with respect, listen to comments or complaints, disclosing the accurate, complete, and timely information, as well as to conduct business for the best benefit of the Company and shareholders.

## Employees

The Company recognises the importance of the employees as the valuable resources for conducting business. The company respects the rights of employees in accordance with basic human rights according to international principles and laws and regulations by fairness to employees at all levels without discrimination, as well as giving importance to health, occupational health, safety in life and property, and pleasant work environment, also strengthen the culture, working atmosphere and promote teamwork. In addition, the Company offers equal opportunities for career advancement for all employees. Therefore, the Company continuously focus on human resource development by providing both in-house and outside training programs to employees. The Company also organises activities to strengthen a good relation in the organisation, both between employees themselves and between employees and executives, as well as to



acknowledge and understand the expectations of the employees in the company. All the information received will be used to improve the efficiency of the organisation and human resource management both in the short and long term.

### Executives

The Company recognises the importance of executives as the key players in formulating strategies and action plans as well as controlling the Company's business operations. To be in accordance with the framework, direction and business goals set by the Board of Directors, the Company proposes reasonable and fair remuneration for the executives as a reward and an incentive for the executives to have the intention and devotion to the management and achieve the aimed business goals.

### Business Partners

The Company is well aware of the importance of its business partners that help support and drive the Company's business operations, achieving progress and attaining the business goals set. The Company thus treats its business partners by taking into account the fair interests of both parties and strictly complying with the terms and conditions of trade agreements.

### Creditors

The Company concentrates on building trust with the creditors of the Company by focusing on honesty and strictly abiding by the conditions and agreements made with creditors.

The Company has always made loans repayment and interest payment correctly, and completely. Also, the loan is not used in a way that is against the objectives of the loan. In addition, the Company does not conceal information or facts that will cause damage to the creditors of the Company.

### Customers

The Company recognises the importance of customers in giving assistance to the business of the Company, which the Company has treated and responsible to all customers fairly and equally. Together with the company's focus on transparency and openness in conducting business, fair partner selection and negotiation with trade partners in order to provide a fair

return to both parties. The Company always recognises that the success of the Company depends on the ability to develop and maintain good long-term relationships with customers.

The Company's personnel must communicate with customers with respect and listen to comments or complaints with care, understand and anticipate customer needs and offer products and services that meet these needs by continuously providing the correct and sufficient information for decision making to maintain good and sustainable relations with customers.

### Partners

The Company takes into account the importance of business partners in rendering assistance to the Company's business operations. The Company treats and takes responsibility for all partners fairly and equally. Also, the Company has focused on transparency and straightforwardness in business operations, fair selection of business partners and agreement negotiation that contribute to a fair return to both parties.

### Society, Community, and the Environment

The Company operates its business with conscience towards society, community, and environment by focusing on maintaining a balance in economic exploitation, in parallel with business operations, development and improvement of operations to ensure its environmental friendliness and minimum environmental impacts in accordance with nationally and internationally recognised environmental laws and standards. Moreover, it instills a culture of environmental stewardship in the organisation continuously to enhance the quality of life and well-being of the society and community, as well as to focus on doing business with a balance of economic exploitation along with being conscious of society, community, and the environment.

In addition, the Company has supported activities that promote social and community development as well as promoting environmental awareness among employees at all levels. It engages employees in training, knowledge sharing, innovation exploration within the organisation to minimise negative impacts and contribute to positive impacts on the environment. Further details can be found in the Company's environmental management policy available on the Company's website at [www.ucity.co.th](http://www.ucity.co.th).

## Human Rights Policy and Practices

The Company has given importance to respecting human rights, taking into account fairness and equality. The Company recognises and places importance on respecting human rights, taking into account fairness and equality, non-discrimination of sex, skin color, age, nationality, religion, marital status, physical status, sexual orientation, educational institution, financial status, political opinion, or any other status that is not directly related to the operation, as well as respecting the individuality and human dignity. The Company realises that respect and non-violence of human rights are two of those elements that enhance growth of the business. In this regard, the Company has kept all employees informed to strictly adhere to the principles of human rights practices. In this regard, the Company provides employees with an understanding of human rights principles to implement and be part of the operation as well as to ensure that they shall not advocate any activity that violates human rights principles.

The Company and its subsidiaries have complied with laws and regulations related to human rights throughout the past operations. It treats employees equally and resists all forms of harassment, whether hiring child labor or using forced labor. Moreover, it complies with the law on the employment of people with disabilities and provides services to customers regardless of physical status. More details can be found in the Company's human rights policy available on the Company's website at [www.ucity.co.th](http://www.ucity.co.th).

## Policies and Practices on Intellectual Property

The Company and its subsidiaries are aware of the importance of intellectual property and respect the intellectual property of others by setting a policy prohibiting intellectual property infringement or copyright in the Company's employee handbook, as well as prohibiting directors, executives, and all employees from installing and using programs that infringe copyright with systems that facilitate checking to prevent computer software piracy.

In addition, directors, executives, and employees of the Company are required to maintain trade secrets and know-how used in the Company's business operations, as well as supervising and protecting Company's intellectual property from unauthorised access, forwarding, and unlawful use.

## Information and Communications Security Policies and Practices

The Company has realised and given importance to information and communication technology management effectively, as well as protection of personal information. The Company has established measures for information security to prevent and reduce possibilities of leakage of sensitive or confidential information and to avoid any third party or unaffiliated person to misuse or unlawfully disseminate such information.

## Policies and Practices of Government Agencies and Other Relevant Regulators

The Company is well aware of the role, duties, and responsibilities of government agencies and regulatory bodies towards the Company's operations, with which the Company is determined to cooperate in order to alleviate the burden of those agencies. The Company also assigns the Company's secretary to review compliance with rules, regulations, and other laws related to the Company's operations and the internal auditors to review work performance to ensure that it is in accordance with various relevant standards and report the results of such review to the Audit Committee annually.

## Disclosure and Transparency

The Company attaches great importance to the disclosure of important data and information of the Company that affect the decision of investors to shareholders and all groups of stakeholders to ensure that they are informed accurately, completely, and consistently. The disclosed information must contain material, accurate, complete, and timely information in both Thai and English languages, such as financial information and non-financial information which is important and related to business and its performance, all of which are in line with the criteria set by the Stock Exchange of Thailand and the Securities and Exchange Commission, as well as the principles of good corporate governance. The Company has disclosed both financial and non-financial information that is complete, sufficient, reliable, and timely so that the shareholders and stakeholders receive information equally. This includes preparing

and updating information on the Company's website to present the complete and up to date information. The Company's information must be prepared carefully, clearly, correctly, and transparently in a concise and understandable language.

The Company has a policy to disclose significant information to the public, namely the Company's objectives; the financial position and business performance; the organisation structure; the business organisation and shareholding structure of the Company; name list, background, and shareholding information of Company's Board of Directors and executives; the Corporate Governance Policy and Code of Business Conduct; Risk Management Policy and anti-corruption policies, as well as duties and responsibilities of the Board of Directors and sub-committees; responsibilities of the Board of Directors for Financial Reporting and reports of sub-committees, meeting attendance of board of directors and sub-committees, criteria for remuneration of the Board of Directors and high-level executives, including individual directors' remuneration, information that affects the trading price of the Company's securities or beneficial for investment decisions or to the rights of shareholders according to the announcement of the Stock Exchange and other relevant laws. It also includes the disclosure of the Company's Articles of Association, minutes of shareholders' meetings, annual registration statement (One Report), and anti-corruption measures of the Company for investors and related parties, both shareholders and those interested in holding shares in the future, to use in making investment decisions through various channels and media of the Stock Exchange of Thailand, as well as through the Company's website.

The Company attaches great importance to the Investor Relations Department. The duty of the Investor Relations Department is to create and maintain accurate, complete, transparent, reliable, thorough, and timely communication with shareholders and those interested in investing in the Company in various forms, whether in Discussion and Analysis (MD&A) or Company's presentations, all of which are provided on the website of the Stock Exchange of Thailand and the Company's website.

The Company organises various investor activities, including a meeting to clarify the Company's operating results. Details of the activities of the Investor Relations Department can be found in the Section 4.1 Capital Market Overview and Investor Relations of this report.

In addition, the Company's website is another channel to communicate with investors. The website is an important resource and is designed based on the principles of good corporate governance. The website content contains the latest stock prices, publications to download which consists of the annual registration statement (Form 56-1 One Report), financial statements, discussion, and analysis, etc. The shareholders and those interested in investing in the Company or having questions and requiring further information can contact the Investor Relations Department.

<b>Investor Relations Department</b>	Tel:	+66 (0) 2 273 8838
	Fax:	+66 (0) 2 273 8858
	Email:	ir@ucity.co.th
	Website:	www.ucity.co.th

## Board Responsibilities

The Board of Directors consists of qualified individuals with various experiences in each professional field and without prohibited qualifications as required by relevant laws. The composition of the Board of Directors shall be in a number appropriate to the size of the business and the Company's business strategy. Moreover, there must be at least 5 directors and at least one third of the total number, but not less than 3, shall be independent directors, all of which must be elected by the meeting. Directors are required to be equipped with knowledge and capability that are recognisable, with key roles in guiding and defining the policies, visions, strategies, goals, and directions of the Company's operations by collaborating with senior management to plan both short-term and long-term operations, as well as formulating monetary policies and overview of the organisation. It plays an important role in independently overseeing, auditing, and evaluating the Company's performance and that of the senior management to be in

accordance with the plan. At the same time, the Board of Directors shall supervise the management to operate in accordance with the established policies with efficiency and effectiveness within legal frameworks, objectives, articles of association of the Company, and resolutions of the shareholders' meeting in a responsible, honest, and prudent manner, in accordance with the principles of good practice for the utmost benefit of the Company while also building confidence for shareholders.

In addition, the Company has a management structure that separates powers, duties and responsibilities between the Board of Directors and the management clearly in writing by the Board of Directors, as the policy supervisor. It is responsible for defining vision, mission, values, strategies, and short-term and long-term goals of the company as well as supervising, monitoring, and evaluating the performance of the management. The Company has a management structure that separates powers, duties and responsibilities between the Board of Directors and the management clearly in writing.

### Nomination Committee

The Nomination and Remuneration Committee shall be responsible for the nomination of new directors for further consideration of the Board of Directors and proposal to a shareholders' meeting for consideration and appointment (as the case may be). The selection criteria shall involve the structure of the Board of Directors, which shall consist of members in the number that is suitable for the size of the Company, the diversity in the structure of the Board of Directors (Board Diversity), including but not limited to, race, religion, national origin, and gender, etc. The appropriateness of the qualifications and skills of the director(s) that are necessary but lacking in the Board of Directors. The Board Skill Matrix will be used to identify the required qualifications.

**Qualifications of Directors** Company's directors shall possess the following qualifications.

- (1) Being a qualified person with knowledge, ability, experience, and a variety of expertise that are beneficial to the Company's operations; honest with integrity and ethics in conducting business. This includes statutory qualifications or requirements of relevant authorities. Moreover, such person shall have enough time to devote knowledge, ability, and serving as a director for the Company.
- (2) Qualifications of directors that are appropriate and consistent with the Company's business strategies and according to the size, structure, and

composition of the Board of Directors including the diversity of the internal structure of the Board of Directors as well as the necessary qualifications of directors that are still lacking within the Board of Directors.

- (3) Possess appropriate qualifications with no prohibited characteristics under the Public Company Act, Securities and Exchange Law, Rules and Regulations of the Company and related regulatory agencies and good corporate governance of the Company. Also, in the case of nomination of persons to hold the position of independent director of the Company, such person must possess qualifications according to the definition of independent directors of the Company. For the Audit Committee, additional qualifications shall be as required by law.
- (4) To be independent, perform duties as directors with due care, being honest, physically, and mentally healthy, and able to dedicate to working for the Company to the fullest extent.
- (5) Possess positive professional background; is not operating a business or becoming a partner in an ordinary partnership or being a partner with unlimited liability in a limited partnership; or becoming a director of a private company or other public companies that operate businesses of the same nature and are in competition with the Company's business, unless notified to the shareholders' meeting prior to the resolution of appointment and compliance with the related laws.

### Additional Qualifications of Independent Directors

In case of nomination of an independent director, such nominated person shall possess the qualifications under the Definition of Independent Director of the Company, which is "more stringent" than the minimum requirement of the notifications of the Capital Market Supervisory Board as follows:

- (1) Must not hold more than 0.75% of the total number of shares having voting rights of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, and, for the purpose of calculation, the number of shares held by a related person of such independent director shall also be included (Remark: The Company's criterion on this matter is more stringent than the minimum requirement of the notifications of the Capital Market Supervisory Board, which limits a holding of not more than 1%.);

- (2) Must not be or have been an executive director, an employee, a member of staff, an advisor who receives a regular salary, or a controlling person of the Company, its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder, or controlling person, unless such status has ceased for at least 2 years; However, such prohibited characteristics do not include the case where the independent director used to be a government official, or an advisor of a government agency which is a major shareholder or the person who has the power to control the company
  - (3) Must not be a person who is related by blood or law as the father, mother, spouse, sibling, and child, including being the spouse of a child, of any other director, executive, major shareholder, controlling person, or any person who is to be nominated as a director, an executive, or a controlling person of the Company or its subsidiary;
  - (4) Must not have or have had any business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person in the manner that may obstruct the exercise of his/her independent judgment, and must not be or have been a key shareholder or a controlling person of any entity having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, unless such status has ceased for at least 2 years;
- The “business relationship” as stated in the first paragraph shall include conducting ordinary business transactions, offering or taking on leases of any immovable properties, conducting transactions relating to assets or services, or granting or accepting any financial supports by way of offering or taking on loans, guarantees, asset-based collaterals, including any other similar actions, which result in the Company or the counterparty being indebted to the other party in the amount of 3% or more of the net tangible assets of the Company or 20 million baht or more, whichever is lesser, where the consideration of such indebtedness shall include any indebtedness taking place during a period of 1 year prior to the commencement date of the business relationship with such person;
- (5) Must not be or have been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, and must not be a key shareholder, a controlling person, or a partner of any audit firm of which the auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, is a member, unless such status has ceased for at least 2 years;
  - (6) Must not be or have been a provider of any professional services, including a legal advisor or a financial advisor who receives or has received service fees in the amount of more than 2 million baht per year from the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, and must not be a key shareholder, a controlling person, or a partner of such professional services provider, unless such status has ceased for at least 2 years;
  - (7) Must not be a director who has been appointed as a representative of a director of the Company, a major shareholder, or a shareholder who is a related person of the major shareholder;
  - (8) Must not engage in the business of the same nature as and in significant competition with the business of the Company or its subsidiaries, and must not be a key partner in a partnership, an executive director, an employee, a member of staff, or an advisor who receives a regular salary, or hold more than 1% of the total number of shares having voting rights of a company that engages in the business of the same nature as and in significant competition with the business of the Company or its subsidiaries; and
  - (9) Must not have any other characteristics that may obstruct his/her ability to give independent opinion on the Company’s operation.
- After being appointed as an independent director, such independent director may be assigned by the Board of Directors to make a decision with regard to the business operations of the Company, its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder or controlling person, provided that such decision shall be a Collective Decision.

#### Terms of the Appointment of Independent Directors

The independent directors should not be in office exceed for a maximum term of 9 consecutive years, commencing from the date of appointment. However, after completing the 9-year term, the independent directors may be eligible for reappointment once the Board of Director reasonably determine the independency of the independent directors.



**Additional Qualifications of Members of the Audit Committee** Apart from possessing the qualifications of independent directors, the members of the Audit Committee shall possess the following additional qualifications:

- (1) Must be appointed by the Board of Directors to be a member of the Audit Committee;
- (2) Must not be a director who has been assigned by the Board of Directors to make decisions in the business operations of the Company, the parent company, the subsidiaries, the associated companies, the subsidiaries of the same level, the major shareholders, or the controlling person of the Company and must not be a director of the parent company, the subsidiaries, or the subsidiaries of the same level that are listed companies;
- (3) Must be knowledgeable and experienced in performing his/her duty as a member of the Audit Committee where at least one member must be knowledgeable and experienced in reviewing the accountability of financial statements; and
- (4) Must have full and proper qualifications in accordance with the laws and regulations of the government authorities.
- (5) In order to promote compliance with the principles of good corporate governance, the Company provides the shareholders an opportunity to nominate candidates to be elected as directors to be elected as directors at the annual general meeting of shareholders in accordance with the criteria publicised on the Company's website.

### Diversity, Knowledge, and Expertise of the Board of Directors

The Board of Directors has appropriate qualifications and is in line with the Company's business strategy, as well as having diversities of knowledge, abilities, skills, experiences, and expertise that are beneficial to the Company's operations as follows:

Name of the Management	Related Experience with Company's Business				Education and Expertise							
	Insurance Business	Financial Business	Real Estate for Sales, Lease, Service, and Hotels	Investment in other businesses	Law/Political Science/ Public Administration	Accounting / Finance / Mathematics	Business Administration / Marketing / International Business	Engineering	Medical / Public Health	Science / Environment / Natural Resources	Information Technology	Risk Management
1. Mr. Keeree Kanjanapas		●	●	●			●					●
2. Mr. Rungson Sriworasat	●	●		●	●	●	●		●	●		●
3. Mr. Chaiwat Atsawintarakun		●	●	●	●	●	●					
4. Mr. Plakorn Wanglee	●	●	●	●		●	●			●		
5. Mr. Surajit Gongvatana			●				●					
6. Mr. Kavin Kanjanapas		●	●	●		●	●	●			●	●
7. Mr. Kong Chi Keung	●	●	●	●		●	●					
8. Ms. Soraya Satiangoset			●	●		●	●					



In this regard, the Company has directors with educational backgrounds and a wide range of work experiences as well as specialised knowledge and training in different fields. The Company has 6 non-executive directors out of 8 directors, namely: (1) Mr. Keeree Kanjanapas; (2) Mr. Kavin Kanjanapas; (3) Mr. Kong Chi Keung; (4) Mr. Rungson Sriworasat; (5) Mr. Chaiwat Atsawintarakun; and (6) Mr. Plakorn Wanglee, who have experiences and knowledge in other businesses that can support the insurance business, financial-related businesses, and the Company's real estate. Learn more in Section 7.3 Profile of the Board of Directors, Executives and Company Secretary of this report.

In addition, three independent directors of the Company also have knowledge and experience in reviewing the Company's financial statements as follows:

- (1) Mr. Rungson Sriworasat, Chairman of the Audit Committee, is a director with knowledge and experience in reviewing financial statements. His experience includes holding the positions of Permanent Secretary of the Ministry of Finance, Deputy Permanent Secretary for Finance and Director General of the Comptroller General's Department. He also holds the position of Audit Committee member the following listed companies: Charoen Pokphand Foods Public Company Limited and Internal Audit Committee of the Bar Association.
- (2) Mr. Chaiwat Atsawintarakun is a director with knowledge and experience in reviewing financial statements. He also holds a member of the Audit Committee in the following listed companies: Krunghthai Car Rent and Leasing Public Company Limited, Eastern Printing Company Limited, Merchant Partners Securities Public Company Limited, AQ Estate Public Company Limited, and Eastern Polymer Group Public Company Limited.
- (3) Mr. Plakorn Wanglee is a director with knowledge and experience in reviewing financial statements of listed companies with various nature of business and has reviewed financial statements of such listed companies. He graduated with a bachelor's degree in Accounting from Chulalongkorn University and previously served as an independent director and audit committee of the Expressway Authority of Thailand.

In addition, the Company is confident that the diversity of the Board structure will enhance the perspective and performance of the Board of Directors. The Company also places great importance on the important role and participation of women in the Board of Directors and encourages nomination of female candidates to take the position of Company's directors. In this regard, the selection of new directors must take into account individual qualifications and the suitability of the person nominated.

### Nomination Process

The Nomination and Remuneration Committee will select candidates for the position of director(s) of the Company from the recommendation of other directors, the nomination by the shareholders of the Company, the service of external professional search firms, or the directors' pools of various agencies, or other nomination procedures as the Nomination and Remuneration Committee considers appropriate.

### APPOINTMENT AND REMOVAL OF DIRECTORS

The appointment and removal of directors of the Company are in accordance with the criteria and procedures as stipulated in the laws and the Company's Articles of Association. In every Annual General Meeting of Shareholders, at least one-third (1/3) of the directors shall retire by rotation. If the number of the directors who must retire by rotation is not divisible by 3, the number of directors closest to one-third (1/3) all directors shall retire. The directors who retire by rotation are eligible for re-election.

The election of the directors at the shareholders' meeting shall be in accordance with the following rules and procedures:

- Each shareholder shall have one vote for one share;
- Each shareholder shall use all of his or her votes to elect one or several persons as the director(s). However, he or she may not divide his or her votes among the candidates.

- The candidates who receive the highest votes in descending order will be elected as the director(s) up to the number of the directors required to be elected at such meeting. In the event that the candidates have equal votes and their election would exceed the number of directors required to be elected at such meeting, the Chairman of the meeting shall have a casting vote;

Apart from retirement by rotation, the directors shall cease to hold office upon death, resignation, lack of qualifications or possession of prohibited characteristics according to the Public Limited Companies Act, B.E. 2535 (A.D. 1992) (as amended), removal by a resolution of the shareholders' meeting, or removal by a court's order;

In case of a vacancy in the membership of the Board of Directors for reasons other than retirement by rotation, the Board of Directors shall pass a resolution by affirmative votes of not less than three-quarters (3/4) of the number of the directors remaining in office to elect a person who has the qualifications and possesses no prohibited characteristics under the Public Limited Companies Act, B.E. 2535 (A.D. 1992) (as amended) as a substitute director at the next meeting of the Board of Directors, unless the remaining term of office of the said director is less than two months. The shareholders' meeting may pass a resolution to remove any director from office prior to the expiration of his/her term with a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote, and holding shares in aggregate of not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote

In this regard, at the 2021 Annual General Meeting of Shareholders, there were 3 directors retired by rotation, namely: (1) Mr. Rungson Sriworasat; (2) Mr. Surajit Gongvatana; and (3) Ms. Soraya Satiangoset. In order to promote compliance with the good corporate governance principles, the Company allowed shareholder to nominate persons to be elected as directors at the 2021 Annual General Meeting of Shareholders during December 4, 2020 to January 3, 2021, details as published through the website of the Stock Exchange of Thailand and Company's website on December 3, 2020. However, shareholders did not nominate any person for the position of directors.

In addition, the Annual General Meeting of Shareholders for 2021 has resolved to appoint these 3 people, who will retire by rotation, to serve as the Directors of the Company for another term of office, of which Mr. Rungson Sriworasat shall serve as an Independent Director of the Company.

### Knowledge and Skill Development of Board of Directors

The Company has a policy to encourage the directors to develop knowledge and understanding of the principles of Good Corporate Governance, roles, duties and responsibilities of directors of the Company by recommending and supporting all directors to attend training courses arranged by the Thai Institute of Directors Association (IOD), the Capital Market Academy, and/or other relevant bodies to enhance knowledge regarding practices as a director of listed companies, including but not limited to Strategic and Business Management, Financial and Investment, Corporate Governance, Nomination and Remuneration, Enterprise Risk Management, Anti-Corruption, and Sustainable development, etc.

In addition, the Company provides a guidebook for directors, which collects useful information for being a director of listed company e.g. listed company manual, reminder and handbook on the roles of the director in listed company, independent director, audit committee and the nomination and remuneration committee, guidelines on the remuneration consideration, guidelines for orientation for new directors, good corporate governance principles for listed companies, the observation for the corporate governance of the listed company by the Thai Institute of Director (IOD), rules of the acquisition and disposal of assets, rules of connected transactions, relevant laws and regulations etc. It also includes reports and other documents for directors such as Form to report the interest of directors and executives, form to report names and scope of work of the Audit Committee (F 24-1), Certificate and biography of the directors/audit committee (F 24-2), securities and derivatives holding change report form (Form 59), form for informing the testimonials and consent of the directors and executives of the Company (Form 35-E1) etc. by revising and updating the information and providing orientation for new directors.

In 2021, the Directors attended the training courses as follows:

Name	Course
Mr. Chaiwat Atsawintarangkun	<ul style="list-style-type: none"> <li>Advanced Audit Committee Program (AACP) Class 42/2021 of the Thai Institute of Directors Association</li> </ul>
Ms. Soraya Satiangoset	<ul style="list-style-type: none"> <li>Successful Formulation &amp; Execution of Strategy (SFE 34/2021) course, Thai Institute of Directors Association.</li> <li>Boardroom success through Financing &amp; Investment (BFI 10/2021), Thai Institute of Directors Association.</li> <li>Safety Board of Occupational Health and Working Environment of the Association for the Promotion of Safety and Health at Work (Thailand)</li> <li>Safety officers for work at the management level of the Association for the Promotion of Safety and Health at Work (Thailand)</li> <li>CFO Refresher Course, Class 2/2021 of the Stock Exchange of Thailand.</li> <li>Mini-MBA in Taxation - Major in General Business at the School of Tax.</li> </ul>

## Directors Orientation

For new directors based on the stipulated director development plan, the Company has orientation program set by the Nomination and Remuneration Committee and encourages the new directors to acknowledge the Company's business background, group structure, shareholding, organisation structure, nature of business, business policies, financial performance, operation results as well as roles and responsibilities of the Board of Directors and subcommittees. The Company will provide the relevant information such as Annual report (Form 56-1 One Report) Good Corporate Governance policy and Code of Business Conduct, and Anti-Corruption policy, etc.

## Assessment of the Performance of the Board of Directors

The Board of Directors conducts an assessment of its annual performance through both group evaluation and individual. After each director completes the Self-Assessment Form of the Board of Directors, the Company Secretary Office will calculate the scores and provide a summary of the scores to the Board of Directors' meeting in order for them to review the performance, detect problems and obstacles in the business operation in the past year in order to correct and improve the efficiency in working.

## Assessment of the Annual Performance of the Board of Directors (Group Evaluation)

The Board of Directors uses an assessment criterion, which covers 6 assessment subjects: 1) Structure and Characteristics of the Board of Directors, 2) Roles, Duties and Responsibilities of the Board of Directors, 3) Board of Directors' Meetings, 4) Performance of the Board of Directors' Duties, 5) Relationship with the Management, and 6) Personal Development of Directors and Executives. After each director completes the Self-Assessment Form of the Board of Directors (Group Evaluation), the Company Secretary Office will calculate the scores and provide a summary of the scores of the group assessment of the Board of Directors to the Board of Directors' meeting in order for them to jointly consider, find a solution to improve unsatisfactory scores, use as a guideline for their performance in the following year, including considering and reviewing the comments and suggestions raised by each director in the past year and whether such comments and suggestions have been applied or taken onboard.

The overall score processing and the meaning of each score are as follows: 90–100 percent means excellent, 76–89 percent means very good, 66–75 percent means good, 50–65 percent means fair, and below 50 percent means improvement needed.

In 2021, the average score was 97.54 percent, an increase from 97.02 percent in 2020

### **Assessment of the Annual Performance of the Board of Directors (Individual Evaluation)**

The Board of Directors uses several of assessment criteria grading the individual performance of directors in carrying out their fiduciary duty to manage the Company's business operations in the best interest of the shareholders, attendance and preparedness at the Board of Directors' meetings and the Shareholders' Meetings, their contribution through opinions, suggestions, or other guidelines to Management, the independence of opinions, compliance with the principles of good corporate governance of listed companies, and attendance of training and personal development programs necessary for performing their functions as directors of listed companies. In this regard, after each director has completed their Self-Assessment Form of the Board of Directors (Individual Evaluation), the Company Secretary Office would calculate the scores and provide a summary of the scores of each director to the Board of Directors' meeting for further consideration.

The overall score processing and the meaning of each score are as follows: 90–100 percent means excellent, 76–89 percent means very good, 66–75 percent means good, 50–65 percent means fair, and below 50 percent means improvement needed.

In 2021, the average score was 99.20, an increase from 97.94 in 2020.

### **Assessment of Sub-committee Performance**

The Board of Directors prescribes that every sub-committee, including the Audit Committee, the Nomination and Remuneration Committee, and the Treasury Management Committee, shall conduct self-assessment of their own performance and report the assessment results to the Board of Directors on an annual basis

### **Assessment of Audit Committee Annual Performance**

The assessment criteria used covered 6 assessment subjects: 1) component of the Audit Committee; 2) independence of Audit Committee Members; 3) training, news sources, 4) meetings of the Audit Committee; 5) activities of the Audit Committee; and, 6) relationships with Head of Internal Control, auditors, and executives. After the Self-Assessment Forms of the Audit Committee are completed, the Internal Audit shall calculate the

scores and provide a summary of the scores to the Audit Committee in order for them to jointly consider, find a solution to improve unsatisfactory scores, use as a guideline for their performance in the following year, considering and reviewing the comments and suggestions raised by each member of the subcommittee in the past year whether such comments and suggestions have been taken onboard. Thereafter, the result of the assessment would be proposed for consideration at the Board of Directors' meeting where the Board of Directors may provide comments or request relevant subcommittees to improve in certain areas as appropriate.

The overall score processing and the meaning of each score are as follows: 90–100 percent means excellent, 76–89 percent means very good, 66–75 percent means good, 50–65 percent means fair, and below 50 percent means improvement needed.

In 2021, the average score was at 98.09 percent which reduced from 2020 when the average score is 98.73 percent.

**The Nomination and Remuneration Committee has assessed the performance of the Executive Committee and the Treasury Committee** (formerly known as the Investment Committee), Chairman of the Executive Committee using assessment criteria which cover 5 assessment subjects: 1) structure and qualifications 2) performance of board members 3) training/information resources 4) meetings and 5) authority and responsibilities. After the Self-Assessment Forms of each subcommittee are completed, the Company secretary will calculate the scores and provide a summary of the scores to the Audit Committee in order for them to jointly consider, find a solution to improve unsatisfactory scores, use as a guideline for their performance in the following year, considering and reviewing the comments and suggestions raised by each member of the subcommittee in the past year whether such comments and suggestions have been taken onboard. Thereafter, the result of the assessment would be proposed for consideration at the Board of Directors' meeting where the Board of Directors may provide comments or request relevant subcommittees to improve in certain areas as appropriate.

The overall score processing and the meaning of each score are as follows: 90–100 percent means excellent, 76–89 percent means very good, 66–75 percent means good, 50–65 percent means fair, and below 50 percent means improvement needed

In 2021, the Nomination and Remuneration Committee's average score was 96.29 percent, a drop from 98.15 percent in 2020. The Executive Committee's average score was 94.44 percent, an increase from 92.22 percent in 2020; and the Treasury Management Committee's average score was 91.37 percent, an increase from 86.47 percent in 2020.

### Assessment of the Annual Performance of the Chairman of the Executive Committee

The Nomination and Remuneration Committee has assessed the performance of the Chairman of the Executive Committee using assessment criteria which cover 3 assessment subjects: 1) business success, which is determined by the success of businesses and projects during the previous fiscal year; 2) performance measurement; and 3) Chairman of the Executive Committee development.

The overall score processing and the meaning of each score are as follows: 90–100 percent means excellent, 76–89 percent means very good, 66–75 percent means good, 50–65 percent means fair, and below 50 percent means improvement needed.

In 2021, the Chairman of Executive Committee's average score was 95.67 percent, an increase from 92.09 percent in 2020.

### Annual Performance Assessment of the Acting Chief Executive Officer

The Nomination and Remuneration Committee has assessed the performance of the Acting Chief Executive Officer using the assessment criteria which cover 3 assessment subjects: 1) business success, which is determined by the success of businesses and projects during the previous fiscal year; 2) performance measurement; and 3) Acting Chief Executive Officer development.

The overall score processing and the meaning of each score are as follows: 90–100 percent means excellent, 76–89 percent means very good, 66–75 percent means good, 50–65 percent means fair, and below 50 percent means improvement needed.

In 2021, the average score of the Acting Chief Executive Officer was 97.28 percent, which is an increase from 94.32 percent in 2020.

### Board of Directors' Tenure Audit Committee Nomination and Remuneration Committee and Executive Committee as of December 31, 2021

Name	Board of Directors	Independent Directors	Audit Committee	Nomination and Remuneration Committee	Executive Committee	Authorized Director
1. Mr. Keeree Kanjanapas	✓					✓
2. Mr. Rungson Sriworasat	✓	✓	✓	✓		
3. Mr. Chaiwat Atsawintarakun	✓	✓	✓	✓		
4. Mr. Plakorn Wanglee	✓	✓	✓	✓		
5. Mr. Surajit Gongvatana	✓				✓	✓
6. Mr. Kavin Kanjanapas	✓					✓
7. Mr. Kong Chi Keung	✓					✓
8. Ms. Soraya Satiangoset	✓				✓	✓
9. Mr. Veerapong Rodjanawarodom					✓	

## Meeting attendance of the Board of Directors and Sub-committees

The Board of Directors has scheduled meetings more than 6 times in a year according to the pre-determined schedule of meetings throughout the year. In addition, the Company also encourages each director to attend at least 75% of the Board of Directors' meetings in the year unless there is a necessity or appropriateness which makes it impossible to attend the meeting. The Company encourages the delivery of meeting documents to the directors at least 5 business days in advance of the meeting so that the directors have time to study the information. For sub-committees, meetings are scheduled in advance throughout the year. The Audit Committee shall schedule quarterly meetings and additional meetings as deemed appropriate. For the Nomination and Remuneration Committee, meetings shall

be held at least twice a year, the Executive Committee meetings at least once a month, and the Treasury Management Committee meeting at least once a quarter.

The reason that the directors were unable to attend the meeting was due to the requirement to perform other duties, including the duties that needed to be performed overseas. However, the directors that were unable to attend the meeting had already informed the Chairman of the Board of directors in advance. As for the Treasury Management Committee, it was approved by the Board of Directors Meeting No. 5/2021 on June 23, 2021, resulting in 2 meetings in 2021.

In addition, the Company held the Annual General Meeting of Shareholders for the year 2021 on March 31, 2021, with 8 directors attending the meeting, which was considered a quorum, or accounting for 100% of all directors of the Company.

### Summary of meeting attendance of the Board of Directors and Sub-committees in 2021 as follows:

Name	Attendance				
	The Board of Directors Meeting (8 Times)	Audit Committee (5 Times)	Nomination and Remuneration Committee (2 Times)	Executive Committee (13 Times)	Treasury Committee ( 2 Times)*
1. Mr. Keeree Kanjanapas	8/8	-	-	-	
2. Mr. Rungson Sriworasat	8/8	5/5	2/2	-	
3. Mr. Chaiwat Atsawintarangkun	8/8	5/5	2/2	-	
4. Mr. Plakorn Wanglee	8/8	5/5	2/2	-	
5. Mr. Surajit Gongvatana	7/8	-	-	13/13	
6. Mr. Kavin Kanjanapas	8/8	-	-	-	
7. Mr. Kong Chi Keung	8/8	-	-	-	
8. Ms. Soraya Satiangoset	8/8	-	-	13/13	2/2
9. Mr. Veerapong Rodjanawarodom	-	-	-	13/13	2/2
10. Ms. Nuttapun Giramethakul	-	-	-	-	2/2
<b>Attending rate of the whole Board (percent)</b>	<b>98.43</b>	<b>100.00</b>	<b>100.00</b>	<b>100.00</b>	

\* The Treasury Committee formerly known as Investment Committee





In 2021, the Company organised 8 Board of Directors' meetings, with the attending rate of over 75 percent. The average attending rate of the whole Board of Directors accounted for 98.43 percent of the entire number of directors.

### Monetary Remuneration

The Nomination and Remuneration Committee considers the Director's remuneration from Company performance, size of business and Director's responsibility and comparing with the remuneration of other companies

in the same industry and other listed companies on the SET in the same range of market capitalisation, and to propose to the Board of Directors for approval and to further propose to the shareholders' meeting for consideration and approval annually.

At the 2021 Annual General Meeting of Shareholder of the Company held on March 31, 2021, the shareholders considered and approved the monthly remuneration and meeting allowance remain stable as prior year with details as follows:

Monthly Remuneration	2021	2020
Chairman of the Board of Directors	50,000 Baht/month	50,000 Baht/month
Directors	30,000 Baht/month	30,000 Baht/month
Meeting Allowance	2021	2020
Board of Directors	20,000 Baht/time	20,000 Baht/time
Audit Committee	10,000 Baht/time	10,000 Baht/time
Nomination and Remuneration Committee Member	10,000 Baht/time	10,000 Baht/time
Other Sub-Committees	None	None

In 2021, the Company paid remuneration to all directors totaling of 4,590,000 baht with details as follows:

Name and Position of Directors		Annual Remuneration (Baht)	Meeting Allowance (Baht)	Total (Baht)
1. Mr. Keeree Kanjanapas	Chairman of the Board of Directors	600,000	160,000	760,000
2. Mr. Rungson Sriworasat	Independent Director, Chairman of the Audit Committee, and Nomination and Remuneration Committee	360,000	230,000	590,000
3. Mr. Chaiwat Atsawintarakun	Independent Director, Audit Committee and Chairman of the Nomination and Remuneration Committee	360,000	230,000	590,000
4. Mr. Plakorn Wanglee	Independent Director, Audit Committee and Nomination and Remuneration Committee	360,000	230,000	590,000
5. Mr. Surajit Gongvatana	Director and Chairman of Executive Committee	360,000	140,000	500,000
6. Mr. Kavin Kanjanapas	Director	360,000	160,000	520,000
7. Mr. Kong Chi Keung	Director	360,000	160,000	520,000
8. Ms. Soraya Satiangoset	Director, Executive Director, Acting Chief Executive Officer and Chief Financial Officer	360,000	160,000	520,000
<b>Total</b>		<b>3,120,000</b>	<b>1,470,000</b>	<b>4,590,000</b>

All independent directors do not hold any independent director position in the subsidiaries or other subsidiary equivalents. Therefore, independent directors do not receive any remuneration from the subsidiaries, or other subsidiary equivalents.

#### Non-Monetary Remuneration and Other Benefits

- None -

#### Remuneration of Directors or Executives that Hold a Position of Director in Subsidiaries

- None -

#### Remuneration of Executive Committee

- None -

#### Nomination of Chief Executive Officer

The Nomination and Remuneration Committee shall consider the person possessing all the qualifications determined by the Company of which the company's current personnel will be initially considered. In case no person possesses the determined qualifications, the Company shall consider the persons outside the Company and propose to the Board of Directors.

### Directorship of Senior Executive in Non-Group Companies

The Company has determined a policy on the number of directorship positions that a member of the Board of Directors of the Company may hold in non-group companies to not exceed 4 companies to ensure that directors can devote their time and perform their duties as directors of the Company effectively.

The Chief Executive Officer should not hold any directorship position in non-group companies, save for the exceptions stipulated by the Board of Directors. Furthermore, the Company has determined a policy on the number of directorship positions that a senior executive of the Company may hold in non-group companies to not exceed 5 companies, unless a consent has been obtained from the Chief Executive Officer.

### Succession Plan

The Board of Directors has realised and given importance to the management of the Company, thus having a policy to manage the Company's operations to achieve continuous growth and development. Therefore, a succession plan policy has been established with procedures and processes for succession of executive directors, Chief Executive Officer, and other high-ranking executives in the organisation. Moreover, there shall be reviews of the suitability to ensure that the Company has high-level executives who have the knowledge and ability to succeed important positions in the organisation.

### Governing Relationship with Subsidiaries and Associated Companies

The Company, as the source of fund or the parent company, is responsible for governing and overseeing the business operations of the companies within the Group, sets out governing policies and standards, defines directions and business goals for the Group, as well as follow up on the implementation and compliance thereof on a regular basis. In this regard, the Board of Directors has the authority to define the overall directions, business model, strategies, business plans, and financial budgets, as well as resources allocation, which are applied to the Group on a consolidated basis.

The Board of Directors also makes decisions on matters which are of major significance to the Group, for example, investment or divestment, asset acquisition or disposal, business joint venture or termination thereof, etc.

In addition, the Company has the policy to nominate the Company's representatives who are designated by the Board of Directors to take the positions in the subsidiaries and associated companies' board of directors in accordance with the shareholding proportion. The Company's representative shall maximise the subsidiaries and associated companies' operational efficiency as well as oversee and monitor the subsidiaries and associated companies to be in compliance with the relevant laws and regulations of the listed company such as related transactions, asset acquisition, and disposal along with preparing the information for the company's consolidated financial statements for the significant matters considerations which shall be in line with the company's direction.

The persons appointed as directors of such company shall regularly report the performance to the Board of Directors in order that the Board of Directors is able to continuously recognise such companies' situation and make a decision on a timely basis.

### Investment Policies in the Company's Subsidiaries and Associated Companies

Company has a policy to invest in businesses that support or align with the core businesses of the Company, as well as maximising operational efficiency and increase flexibility for growth.

The Company shall define business policies, directions and business goals that the Company considers to be conducive to the achievement of the Group's corporate objectives and long-term goals for the subsidiaries through (i) the subsidiaries' general meeting of shareholders, where the Chief Executive Officer or any person authorised by the Company to attend such general meeting of shareholders shall vote in accordance with the instructions of the Company; and (ii) the subsidiaries' board of directors, by nominating the Company's executive directors or senior executives

or any persons designated by the Board of Directors as the Company's representatives to take the positions in the subsidiaries' board of directors (or management), in order to set the strategies, business plans, and financial budgets, as well as follow up on the subsidiaries' performance. The Company's representatives shall be appointed by the Board of Directors or the Executive Committee (as the case maybe).

The Company's representative shall perform his or her duties in the capacity as the subsidiaries' director (or executive) in a responsible manner. The Company's representative shall oversee and monitor the subsidiaries' business operations to be in compliance with the relevant laws and regulations, as well as this Corporate Governance Policy and Code of Business Conduct and the Chart of Delegation of Authority and exercise his or her discretion in decision-making of any matters for the interest of the subsidiaries and in line with the Company's policies. The Company's representative shall report the subsidiaries' financial status and performance and propose any matters which are of major significance to the subsidiaries, to the Board of Directors or the Executive Committee (as the case may be).

### **Investment Policy in Associated Companies**

The Company's policy is to invest not less than 25 percent in associated companies with business partners and/or companies having expertise in a particular area in order to supplement the core businesses of the Company unless there are appropriate or reasonable grounds to invest less than 25 percent.

The Company shall review and monitor the associated companies' performance, as well as actively pursue the associated companies to comply with the principles of good corporate governance and business ethics that are in line with the Company or the international recognised standards. In this regard, the Company shall nominate the Company's executive directors or senior executives, or any persons designated by the Board of Directors

as the Company's representatives to take the positions in the associated companies' board of directors. The Company's representatives shall be appointed by the Chief Executive Officer, except in the case of associated companies in which the Company has a significant but non-controlling shareholding, the Board of Directors or the Executive Committee (as the case may be) shall appoint the Company's representatives to take the positions in such associated companies' board of directors. In addition, the Company may enter into a shareholders' agreement or any other agreements in order to define the management framework and the participation in the decision-making of any matters that are of major significance to the associated companies, as well as to ensure that the investments in such associated companies will generate returns and are for the best interest of the Company.

The Company's representative shall perform his or her duties in the capacity as the associated companies' director in a responsible manner for the interest of the associated companies and in line with the Group's policies. The Company's representative shall report the associated companies' financial status and performance, and propose any matters which are of major significance to the associated companies, to the Board of Directors or the Executive Committee (as the case may be) for consideration. The Company's representative shall manage any potential conflict of interest between the Company and the associated companies in an appropriate manner (at arm's length basis), and ensure that the resolutions of the board of directors' meetings are complete and duly documented, including any minority dissents or considerations.

As of December 31, 2021, the Company has net investments in subsidiaries, associate companies and joint ventures of 21,070.33 million baht, or equivalent 36.34 percent of total assets (according to the Company's separate financial statements) with details as provided in Part 2 Clause 2.4 Shareholding Structure of Subsidiaries.

## **Agreement Between the Company and Other Shareholders in Management of Subsidiaries and Joint Venture (Shareholders' Agreement)**

The Company has joint investment with Huahin Resort Limited, a subsidiary of Minor International Public Company Limited, for management and development of Anantara Services Suite Project. Presently, the joint venture company named "MHG NPARK Development Company Limited" has been established for developing and operating this project.

In addition, the Company has entered into an agreement with Fortune Hand Ventures Limited to jointly invest in the management and development of international schools through Keystone Management Company Limited and has an agreement with Gold Diamond Holding Limited to jointly invest in land holdings on Bangna-Trad Road (Some parts of the said land used as the location of the international school project) through Key Stone Estate Company Limited.

## **Compliance with Corporate Governance Policies and Practices**

The Company has reviewed and followed up on compliance with the Code of Conduct or business ethics on a regular basis as well as creating an electronic teaching media project (E-learning) such as treating stakeholders, preventing the use of inside information, anti-corruption measures, for employees and executives.

In addition, the Company has prepared an action plan to improve training and teaching materials, as well as communication channels with employees to enhance their knowledge and understanding in compliance with corporate governance policies and practices.

## **Prevention of Conflicts of Interest**

The Board of Directors has set a written policy on related party transactions and transactions that may pose conflicts of interest. The Company has a policy to comply with the guidelines of the Stock Exchange of Thailand and the Securities and Exchange Act for the best interests of the Company. It is a duty of personnel at all levels to

carefully consider and solve conflicts of interest, upholding the principles of honesty, integrity, reasonableness and independence within the framework of good ethics, as well as disclosing information in its entirety for the overall benefit of the Company. In this regard, further information regarding the policy on related party transactions and transactions that may lead to conflicts of interest can be found in Section 5.4 Internal Control and Related Transactions of this report.

In addition, in order to prevent transactions that may cause conflicts of interest with the Company and in order to comply with the relevant rules and regulations, the Company requires directors and executives of the Company to submit a report on the interests of one's own and related persons to the Company in the following cases:

- Submit the first report when taking the position of a new director or executive of the Company;
- Submit a report for information updates at the beginning of each fiscal year (1 January each year).
- Submit a report when there is a significant change in information that results in a conflict of interest, or a conflict of interest during the fiscal year.

The Company Secretary maintains the stakeholder report submitted by the directors or executives and send a copy of the conflict of interest report to the Chairman of the Board of Directors and the Chairman of the Audit Committee for acknowledgment within 7 working days from the date the Company receives the report for use in the investigation and supervision of conflicts of interest.

## **Oversight the Use of Inside Information**

The Company has established a policy to prevent the use of inside information. Directors, executives and employees of the Company, as well as related persons are prohibited from using inside information for the benefit of trading in the Company's shares, subsidiaries and associated companies, and prohibited from disclosing inside information to outsiders or those who are not involved before it is disclosed to the public through the Stock Exchange of Thailand.

## Guidelines for Preventing the Use of Inside Information

For clarity in practice and in accordance with the spirit of the Securities and Exchange Act B.E. 2535 (A.D. 1992), (as amended), the Board of Directors has established

additional practices for preventing the wrongful use of inside information of the Company which are applicable to the Company, its subsidiaries and all associated companies under the Company with details as follows:

Persons who are prohibited from trading	Trading prohibited securities	Blackout Period	
		Disclosing financial statements	If the disclosure potentially affects securities prices
<ul style="list-style-type: none"> <li>● The Company, Subsidiaries and Associated Companies</li> <li>● Directors, executives, employees and/or related persons of the Company, subsidiaries and associated companies in a position or line of work that has access to internal information.</li> </ul>	Securities of the Company, Subsidiaries and Associated Companies.	1 month prior to the date of the Board of Directors' meeting with the agenda to approve a financial statements until 1 business day after the disclosure of financial statements through information dissemination channels of the Stock Exchange of Thailand.	14 days prior to the date of the Board of Directors' meeting with an agenda to approve matters that may consolidate the stock price until 1 business day after the disclosure such information through the information dissemination channel of the Stock Exchange of Thailand.

In addition, the Board of Directors has assigned the Audit Committee to oversee the preparation process and disclose information of financial reports, internal control system, and internal audit to consider adequacy and the suitability of the internal control system and the preparation of financial statements, ensuring that they are accurate, complete, adequate, accountable, and efficient. In this regard, the Company Secretary shall keep the minutes of the Board of Directors' meetings.

## The Securities Holding of Directors and Executives

Directors and executives of the Company shall report their changes in securities holdings (including changes in securities holdings of spouses and minor children) to the SEC Office in accordance with Section 59 of the Securities and Exchange Act, B.E. 2535 (A.D. 1992), (as amended), within 3 business days from the date of the changes in securities holdings.

In this regard, the Company has a policy for directors and the management of the Company to report their changes in securities holdings of "U", "U-P" shares and "U-W4" warrants to the Board of Directors meeting quarterly by submitting a copy of the Securities Holding Change Report Form (Form 59-2) to the Company Secretary on the same day that the directors and executives have submitted Form 59-2 to the SEC. The Company Secretary shall collect and summarise the information for further submission to the Board of Directors' meeting every quarter. As of December 31, 2021, securities holding of directors and executives of the Company is as follows:



Name	Position	Number of Securities Holding (Share/Unit)			
		Ordinary Share (U) (Shares)	Preferred Share (U-P) (Shares)	Shareholding Proportion of Ordinary Shares ( percent)	Warrant (U-W4) (Units)
Ms. Nuttapun Giramethakul	Senior Vice President of Accounting and Acting Vice President of Finance	20	-	0.000	-

## Anti-corruption

The Company realises and attaches importance to honesty in business operations, thus anti-corruption training on a yearly basis. It instills and emphasises that employees shall work with transparency and be auditable at every step. The Company has constantly launched activities to promote awareness regarding anti corruption.

In addition, the Company has also shown its stance against corruption by announcing its intention to join the Collective Action Coalition of the Private Sector Against Corruption (CAC) in 2015, which demonstrates the commitment to combat corruption and bribery in all forms, type including having a policy to conduct business with integrity, honesty, and transparency under relevant laws and standards. U City adheres to responsibility towards society and all groups of stakeholders in accordance with the principles of good corporate governance as well as supporting and requiring the Company, its subsidiaries, and persons related to the Company's business operations to comply with the anti-corruption policy, as well as following up with all relevant departments, taking any action, or acting with an emphasis on transparency and honesty in dealing with or transacting with officials, or agencies, to avoid actions that may result in being improper and contradict the principles of good management.

Therefore, to ensure that any performance of the Board of Directors, executives and employees at all levels of the Company and its subsidiaries are in accordance with the anti-corruption policy framework, Company's Corporate Governance, and Business Code of Conduct Handbook expressing it shall not to be involved in corruption, both directly and indirectly, the Company has established anti-corruption measures of the Company in 2016 and continually revised them accordingly. The measures consist of:

- Anti-corruption policy, including guidelines and procedures, covering financial support, charitable donation, political assistance, anti-bribery, no-gift policy, entertainment, reception, and other expenses.
- Whistleblowing policy or complaints, and protection of informants and complainants.

The Company has determined that directors, executives and employees of the Company shall comply with the anti-corruption measures of the Company strictly without being involved in corruption of any form, whether directly or indirectly. Moreover, they shall not neglect or tolerate any corruption within the Company, such as receiving items, gifts, reception, fundraising, donations and any other benefits from persons engaging in a business with the Company. This shall cover employees, suppliers, customers and all groups of stakeholders, both in

Thailand and overseas. Moreover, the Company requires that compliance with anti-corruption policy be reviewed regularly at least once a year. Therefore, it believes that the anti-corruption policy and other relevant policies of the Company shall help promote the values as well as serving as a clearer and more concrete operational guideline within the organisation. In this regard, this is to ensure that Company can achieve business objectives with transparency, efficiency, while also sustainably thriving together with others in the fair competition and corruption-free business environment.

### Key Development on Anti-Corruption Practices

Since 2016, the company has announced the “No Gift Policy”, which is applicable to all business related parties, third parties and government officials during every festival so that the Company's personnel can perform duties with honesty and shall not solicit or expect any benefits from those involved, as well as treating those involved with fairness and equality. The said policy has been communicated to related parties both inside and outside the Company, for example, a notification letter to all suppliers of the Company, publication of the policy on the Company's website, and communications through internal media, etc.

In addition, on August 18, 2017, the Company was certified to become a member of the first Thai Private Sector Collective Action Against Corruption (CAC)

On June 30, 2020, the Company was certified for the renewal of membership of the Thai Private Sector Collective Action Coalition Against Corruption No. 1, reflecting its clear intention to continue to fight against corruption in its entirety. The Company has also set guidelines for anti-corruption policies in the Company's Anti-Corruption Policy to cover and comply with good corporate governance guidelines, or other regulations stipulated by the Stock Exchange of Thailand. More information can be found in the Anti-corruption

Policy of the Company on the Company's website at [www.ucity.co.th](http://www.ucity.co.th).

### Channels for Reporting Misconduct or Complaints

The Company has a policy for whistleblowing, misconduct, or complaints in place and provides protection for whistleblowers or complainants to ensure that supervisors and departments related to the supervision and internal audit of the Company has provided care and rendered advice as well as monitoring the behaviors and actions of employees or officers to be correct. Moreover, informants of all clues shall be protected if the matters submitted are an act in good faith. Any person witnessing a corruption-related suspicious activity that involves the Company, either directly or indirectly, can inform the Company about such incident, clues, or lodge a complaint regarding the corruption-related suspicious activity that involves the Company by reporting such matter to the Audit Committee through the secretary of the Audit Committee using the following channels.

<b>Company's Website</b>	<a href="http://www.ucity.co.th">www.ucity.co.th</a>
<b>Comment Box</b>	Internall of the Company
<b>Audit Committee</b>	<a href="mailto:Auditcommittee@ucity.co.th">Auditcommittee@ucity.co.th</a>
<b>Internal Audit</b>	<a href="mailto:InternalAudit@ucity.co.th">InternalAudit@ucity.co.th</a>
<b>By Mail</b>	Audit Committee U City Public Company Limited 21 TST tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900.

The Company has established a mechanism to protect whistleblowers who take care of the interests of the Company by ensuring that they shall not be demoted, punished or negatively affected due to being intolerant to corrupted practices even such action may lead to Company's loss of business opportunities.

### Fraud Risk Management

The Company realises that risk management, including fraud and corruption risk management, is an important component that enables the Company to identify risks that may arise from business operations and to appropriately, adequately, and timely act in response to such risks for further management of the corruption risks. The Company has conducted an assessment on corruption risks in both the Company and its subsidiaries by organising a workshop to assess and manage corruption risks (Corruption Risk Management) for various departments. Also, there are representatives assigned by the Company to contact with government officials, government bodies, or any organisation for the management and related staff, in order to determine measures or internal control guidelines that are appropriate and sufficient. In this regard, the results of the aforementioned risk assessment have been reported to the Board of Directors for further acknowledgement and consideration.

### Anti-Corruption Policy Training and Communication

The Company has communicated and disseminated anti-corruption measures to create knowledge and understanding for those involved, both inside and outside the organisation, on an annual basis. In 2021, the Company has taken the following actions:

- Review and improve anti-corruption measures, the corruption risk management handbook, relevant procedures and guidelines, including annual corruption-related risk, for further consideration and approval by the Sustainability Development Committee and the Board of Directors to ensure that

the existing measures or internal control guidelines are sufficient and appropriate;

- Organise training on the topic "Anti-Corruption Training" to raise awareness of corruption as well as creating an understanding of the Company's fraud and anti-corruption policy to executives and employees of the Company;
- Organise training for suppliers to ensure they acknowledge and understand the clear anti-corruption measures and policies of the Company and to expand the Coalition against Corruption on January 30, 2020;
- Organise an orientation for new employees of the Company on the topic of "anti-corruption policy and related practices";
- Disseminate and communicate with the Company's personnel to create an understanding of correct anti-correction practices.
- Disseminate anti-corruption measures and related issues on the Company's website for acknowledgement of all groups of stakeholders;
- Notify the Company's suppliers in writing of anti-corruption measures and policies including channels for whistleblowing or complaints of wrongful actions;
- Ensure that the management and employees of the Company have attended training and seminars under courses organised by external organisations in order for them to develop the knowledge gained and achieve further improvement that is sufficient for concise and efficient management of corruption risks;
- Disseminate and communicate with the Company's personnel in order to create an understanding of correct conducts in relation to anti-corruption and fraud through various public relations media within the Company such as e-mail, posters, and display screens.

### **Follow-up and Evaluation of Performance according to Anti-corruption Policy**

To ensure the Company has an anti-corruption operation that is appropriate and sufficient, it requires audit on operations annually by the Internal Audit, which is independent and regulated by the Audit Committee. It covers reviewing policies, guidelines and procedures, as required by relevant measures and policies, including risk management and internal control corruption. This is to ensure that every process will have been carried out completely, sufficiently, appropriately, and efficiently. Guidelines for Review and Preparation of Working Paper of the Thai Private Sector Collective Action Against Corruption are referred to in evaluating and validating suggestions in order for the results to be submitted to the Audit Committee for consideration and further discussion with the management, or related bodies, to develop and improve operations to be concise and more efficient.

### **Clue and Complaint Lodgment**

Any person witnessing a corruption-related suspicious activity that involves the Company, either directly or indirectly, can inform the Company about such incident,

clues, or lodge a complaint regarding the corruption-related suspicious activity that involves the Company by reporting such matter to the Audit Committee through the secretary of the Audit Committee. In this regard, the whistleblowing information shall be sent directly to the person who is specifically responsible for such matter, which is the Chairman of the Audit Committee and Head of Internal Audit, to take an appropriate action and to reassure the whistleblowers that the information and incidents reported shall be investigated by those responsible and the whistleblowers shall be protected.

In this regard, in 2021, the Company has no complaints related to policies and business codes of conduct.

### **Report on the Performance of the Sub-Committees**

The Audit Committee, the Nomination and Remuneration Committee, the Executive Committee have conducted an assessment and reported the performance results to the Board of Directors annually, which covers meetings and a summary of the performance of each sub-committee during the past year. More details about the performance of the sub-committee on Company's website at [www.ucity.co.th](http://www.ucity.co.th).

## INTERNAL CONTROL AND RELATED PARTY TRANSACTIONS

5.4



The Board of Directors has prioritized risk management and adequacy of good internal control system in all key business activities in order to obtain the business objectives and sustainable growth. The Board of Directors and management carried out good governance and transparency in their activities according to Corporate Governance and Code of Business Conduct Policy, clearly written policies, charter and significant procedures, an efficient risk management system, adequate internal control system, certainly efficient communication and information system and appropriate monitoring system.

The Audit Committee has independently conducted on internal control adequacy and appropriateness review, which was prepared by management, before submission to The Board of Directors for consideration. Besides, The Audit Committee supervised the adequacy and appropriateness of internal control system through the performance of Internal Audit Department to ensure the key business activities are strictly complied with relevant Policies, Procedures, laws and regulations. The company also ensure the financial reporting and related reports are accurately reviewed and reliable including the transparency of all related party transactions.

In the Board of Directors' Meeting No.1/2022 on 14 February 2022, three members of the Audit Committee were also present. The Audit Committee members having knowledge in accounting and finance. The Board of Directors has assessed the internal control system base on the Office of the Security Exchange Commission's Internal Control Adequacy Form, which is aligned with the COSO integrated framework (The internal control standards of the Committee of Sponsoring Organization of the Treadway Commission) in all 5 areas, namely Control Environment, Risk Assessment, Control Activities, Information and Communication, and Monitoring Activities. The Board of Directors' opinions are, the adequacy and appropriateness of the Company's internal control system, which helps and oversees the key business operations achieve the Company's objectives and goals, the risk management is standardized, accurate and reliable financial reporting process and also comply with policies, procedures, relevant laws and regulations. The assessment results of the Company's Internal Control Adequacy in each aspect are summarized below;

## CONTROL ENVIRONMENT

The Company has clearly established the Company's vision, mission and core value which were announced company-wide as an operational framework for all employees. The established Corporate Governance and Code of Business Conduct and Anti Corruption policy were embedded for the Board of Directors, managements and all employees awareness of integrity and compliance with the policies

For business operations, the Company is committed the effective and efficient internal control environment for obtaining the business goals, the organization structure has been properly established with clear line of command, authorization level and well-defined responsibilities. Moreover, the organization structure has been regularly reviewed to align with the business operation.

Furthermore, the Company focus on human resources. Therefore, the human resources policy and procedures have been established. The Company emphasizes achieving standards on recruitment and human resources management which is compatible with the corporate culture and providing reasonable and appropriate compensation. For human resources development, the training courses have been provided to strengthen their capability, knowledge, and skills for the Company's competitive advantage. Moreover, the succession plan has been established.

Besides, the Internal Audit Department of the Company is independence and directly reports to the Audit Committee, who be assigned by the Board of Directors, for their review and assessment the Company's internal control system. Therefore, the monitoring process has been strengthened and The internal control system has been regularly improved for ensuring the achievement of business operations' objectives and goals.

## RISK ASSESSMENT

The Company set a high priority on risk management regarding situation changes caused by external and internal factors which affect its business operations from department level, business unit and company level. The Risk Management Policy has been established for a guidance of risk management planning and evaluation. All employee is responsible for managing risk. The Risk Management Working Team has been established which is comprised Chief Executive Officer, management

and employees' representative of all department. The risk management result has been reported to Audit Committee and the Board of Directors respectively.

## CONTROL ACTIVITIES

The Company has conducted the business activities under the efficient and effective internal control system. The control has been implemented to mitigate risk to be an acceptable level. The policies and procedrues have been clearly written. It supervises and monitors the business operations are compliance with plan, laws and regulations. Chart of company's delegation of authority has been established which is comprised finance, procurement, general administrative matters. There is a clear segregation of duties with an effectvitve system of checks and balances. The Company's assets are safeguarded to prevent them from personal abuse. The Company also has an efficient IT control system.

Furthermore, the Related Party Transaction Policy has been prescribed in order to prevent conflict of interest which is according to the requirements of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

## INFORMATION AND COMMUNICATION

Information, which is acceptable quality and relevant to business operations, has been gathered both of internal and external sources for the adequately important information of Board of Directors' decision-making process.

The invitation Letter and supporting documents have been submitted by 7 days average prior to the meeting date for Board of Directors' consideration, In addition, the minutes of each meeting has been prepared and completely contained the Board of Directors' opinions and resolutions. Key information has been regularly reported and the Board of Directors is able to access informantion sources which is necessary for operation.

The important information for business activities have been securely and efficiently retained, especially the significant documents for financial reporting preparation.

For an organization's internal communication, the Company offers an efficient communication channels e.g. Email, placing an announcement including an organizing the meeting for coordination and obtaining its objective. For an external communication, the Financial Analyst and Investors Relation Department is responsible



for information disclosure and communication with all stakeholders via provided company's channels.

Moreover, the Company offers a special communication's channel via the website to all persons for the whistleblowing regarding fraudulent or corruption of the Company.

## MONITORING ACTIVITIES

The monitoring system of business operations by managements have been regularly monitored through monthly executive committee meeting, to ensure that business operations have been executed in accordance with business plan, budget, and the Company's business goals. The business operations have been continuously improved to reflect the key changes from internal and external factors in timely manner.

In addition, Internal Audit Department is responsible for assurance and evaluation the efficient, effective and adequate internal control systems by focusing the

significant risks of the Company and include providing recommendations on the operational processes improvement and monitoring the results to ensure that all problems or issues have been appropriately mitigated. Besides, The Internal Audit Reports have been submitted to the managements and the Audit Committee regularly.

## RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries with natural / juristic persons that may have conflicts of interest for the year ended 31 December 2020 are as follows;

### 1) U City Public Company Limited

**Description of the relation:** U City Public Company Limited have related parties transaction with its subsidiaries of BTS Group Holdings Public Company Limited, the major shareholder of the Company.

Item	Description of Transaction	Transaction Type	Transaction Value (THB)			Rationale of the Transaction
			Outstanding Balance as of 31 Dec 20 (Included VAT)	Transaction Value in 2021	Outstanding Balance as of 31 Dec 21 (Included VAT)	
1	U City Public Company Limited is provided a management service with Mo Chit Land Company Limited, its subsidiary of BTS Group Holding Public Company Limited, which is the major shareholder of the Company.	Management service provider	0.00	10,800,000.00	1,251,900.00	This service is according to terms and conditions of the agreement which is beneficial to the business operation of the Company.
2	U City Public Company Limited entered into a service agreement of hardware & software maintenance with Yongsu Company Limited, its subsidiaries of BTS Group Holding Public Company Limited, the major shareholder of the Company.	Hardware & Software Maintenance Service	0.00	2,049,916.59	0.00	This service is according to terms and conditions of the agreement which is beneficial to the business operation of the Company

## 2) Unison One Company Limited (Its subsidiary of U City Public Company Limited)

**Description of the relation:** Unison One Company Limited have related parties transaction with BTS Group Holdings Public Company Limited and its subsidiaries, the major shareholder of the Company.

Item	Description of Transaction	Transaction Type	Transaction Value (THB)			Rationale of the Transaction
			Outstanding Balance as of 31 Dec 20 (Included VAT)	Transaction Value in 2021	Outstanding Balance as of 31 Dec 21 (Included VAT)	
1	Unison One Company Limited which is a subsidiary of the company entered into a service providing agreement of TST office renting (Floors 5 <sup>th</sup> & 6 <sup>th</sup> Zone C, 11 <sup>th</sup> & 12 <sup>th</sup> Zone B1, 14 <sup>th</sup> and 15 <sup>th</sup> ) with BTS Group Holdings Public Company Limited which is the major shareholder of the company.	Real estate rental transactions for a period not longer than 3 years	246,023.73	23,262,927.71	211,985.15	This service providing transaction is according to terms and conditions of the agreement that is the normal business transaction with a general commercial conditions of the company.
2	Unison One Company Limited which is a subsidiary of the company entered into a service providing agreement of TST office renting (Floors 6 <sup>th</sup> Zone A, Floors 19 <sup>th</sup> Zone B2 and Floors 24 <sup>th</sup> Zone B2) with Bangkok Smartcard System Company Limited, the subsidiary of BTS Group Holdings Public Company Limited which is the major shareholder of the company.	Real estate rental transactions for a period not longer than 3 years	148,631.56	10,010,502.50	117,408.96	This service providing transaction is according to terms and conditions of the agreement that is the normal business transaction with a general commercial conditions of the company.

Item	Description of Transaction	Transaction Type	Transaction Value (THB)			Rationale of the Transaction
			Outstanding Balance as of 31 Dec 20 (Included VAT)	Transaction Value in 2021	Outstanding Balance as of 31 Dec 21 (Included VAT)	
3	Unison One Company Limited which is a subsidiary of the company entered into a service providing agreement of TST office renting (Floors 4 <sup>th</sup> Zone A, Floors 9 <sup>th</sup> , 10 <sup>th</sup> , 11 <sup>th</sup> Zone A and Floors 12 <sup>th</sup> Zone A1) with VGI Public Company Limited, the subsidiary of BTS Group Holdings Public Company Limited which is the major shareholder of the company.	Real estate rental transactions for a period not longer than 3 years	681,794.62	17,514,911.40	1,887,340.81	This service providing transaction is according to terms and conditions of the agreement that is the normal business transaction with a general commercial conditions of the company.
4	Unison One Company Limited which is a subsidiary of the company entered into a service providing agreement of TST office renting (Floors 11 <sup>th</sup> Zone B) with HHT Construction Company Limited, the subsidiary of BTS Group Holdings Public Company Limited which is the major shareholder of the company.	Real estate rental transactions for a period not longer than 3 years	24,861.75	2,240,005.12	19,380.95	This service providing transaction is according to terms and conditions of the agreement that is the normal business transaction with a general commercial conditions of the company.

### 3) Tanayong Property Management Company Limited (Its subsidiary of U City Public Company Limited)

**Description of the relation:** Tanayong Property Management Company Limited have related parties transaction with BTS Group Holdings Public Company Limited, the major shareholder of the Company.

Item	Description of Transaction	Transaction Type	Transaction Value (THB)			Rationale of the Transaction
			Outstanding Balance as of 31 Dec 20 (Included VAT)	Transaction Value in 2021	Outstanding Balance as of 31 Dec 21 (Included VAT)	
1	Tanayong Property Management Company Limited which is a subsidiary of the company entered into a service providing agreement (sale agent, rental including property management for the Royal Place 1, the Royal Place 2 and the Grand) with BTS Group Holdings Public Company Limited, which is the major shareholder of the company.	Services providing transaction	3,715,308.00	38,208,750.00	11,796,750.00	This service providing transactions are according to terms and conditions of the agreement that is the normal business transactions of the company.

### 4) BTS Land Company Limited (Its subsidiary of U City Public Company Limited)

**Description of the relation:** BTS Land Company Limited have related parties transaction with BTS Group Holdings Public Company Limited, the major shareholder of the Company.

Item	Description of Transaction	Transaction Type	Transaction Value (THB)			Rationale of the Transaction
			Outstanding Balance as of 31 Dec 20 (Included VAT)	Transaction Value in 2021	Outstanding Balance as of 31 Dec 21 (Included VAT)	
1	BTS Land Company Limited, which is a subsidiary of the company entered into a service agreement of Facility and common fee with BTS Group Holdings Public Company Limited, which is the major shareholder of the company.	Facility and common fee	195,234.91	1,060,111.67	268,423.08	This transaction is according to a general commercial conditions.

**5) EGS Assets Company Limited** (Its subsidiary of U City Public Company Limited)

**Description of the relation:** EGS Assets Company Limited have related parties transaction with BTS Group Holdings Public Company Limited, the major shareholder of the Company.

Item	Description of Transaction	Transaction Type	Transaction Value (THB)			Rationale of the Transaction
			Outstanding Balance as of 31 Dec 20 (Included VAT)	Transaction Value in 2021	Outstanding Balance as of 31 Dec 21 (Included VAT)	
1	EGS Assets Company Limited which is a subsidiary of the company entered into a service providing agreement (hotel room & other services of Eastin Grand Hotel Sathorn) with BTS Group Holdings Public Company Limited, which is the major shareholder of the company	Services providing transaction	0.00	46,325,149.51	4,230,100.92	This transaction is according to a general commercial conditions.

**6) Mak 8 Company Limited** (Its subsidiary of U City Public Company Limited)

**Description of the relation:** Mak 8 Company Limited have related parties transaction with BTS Group Holdings Public Company Limited, the major shareholder of the Company.

Item	Description of Transaction	Transaction Type	Transaction Value (THB)			Rationale of the Transaction
			Outstanding Balance as of 31 Dec 20 (Included VAT)	Transaction Value in 2021	Outstanding Balance as of 31 Dec 21 (Included VAT)	
1	Mak 8 Company Limited, which is a subsidiary of the company entered into a service agreement of Facility and common fee with BTS Group Holdings Public Company Limited, which is the major shareholder of the company.	Facility and common fee	931,191.64	1,640,337.37	566,402.98	This transaction is according to a general commercial conditions.

**7) Nine Square Property Company Limited** (Its subsidiary of U City Public Company Limited)

**Description of the relation:** Nine Square Property Company Limited have related parties transaction with BTS Group Holdings Public Company Limited, the major shareholder of the Company

Item	Description of Transaction	Transaction Type	Transaction Value (THB)			Rationale of the Transaction
			Outstanding Balance as of 31 Dec 20 (Included VAT)	Transaction Value in 2021	Outstanding Balance as of 31 Dec 21 (Included VAT)	
1	Nine Square Property Company Limited, which is a subsidiary of the company entered into a service agreement of Facility and common fee with BTS Group Holdings Public Company Limited, which is the major shareholder of the company.	Facility and common fee	538,036.96	2,482,366.97	330,924.71	This transaction is according to a general commercial conditions.

**8) Kamkoong Property Company Limited** (Its subsidiary of U City Public Company Limited)

**Description of the relation:** Kamkoong Property Company Limited have related parties transaction with its subsidiary of BTS Group Holdings Public Company Limited, the major shareholder of the Company.

Item	Description of Transaction	Transaction Type	Transaction Value (THB)			Rationale of the Transaction
			Outstanding Balance as of 31 Dec 20 (Included VAT)	Transaction Value in 2021	Outstanding Balance as of 31 Dec 21 (Included VAT)	
1	Kamkoong Property Company Limited which is a subsidiary of the company entered into a construction agreement of The Unicorn Project with HHT Construction Company Limited, the subsidiary of BTS Group Holdings Public Company Limited which is the major shareholder of the company.	Services purchase transaction	28,215,542.80	377,957,022.31	28,095,605.99	This transaction is according to terms and conditions of the agreement with a general commercial conditions of the company.



**9) Muangthong Assets Company Limited** (Its subsidiary of U City Public Company Limited)

**Description of the relation:** Muangthong Assets Company Limited have related parties transaction with BTS Group Holdings Public Company Limited, the major shareholder of the Company.

Item	Description of Transaction	Transaction Type	Transaction Value (THB)			Rationale of the Transaction
			Outstanding Balance as of 31 Dec 20 (Included VAT)	Transaction Value in 2021	Outstanding Balance as of 31 Dec 21 (Included VAT)	
1	Muangthong Assets Company Limited which is a subsidiary of the company entered into a service providing agreement (hotel room & other services of U Sathorn Bangkok Hotel) with BTS Group Holdings Public Company Limited, which is the major shareholder of the company.	Services providing transaction	0.00	90,328,047.14	0.00	This transaction is according to a general commercial conditions.

**10) Thana City Golf & Sports Club Company Limited** (Its subsidiary of U City Public Company Limited)

**Description of the relation:** Thana City Golf & Sports Club Company Limited have related parties transaction with BTS Group Holdings Public Company Limited, the major shareholder of the Company.

Item	Description of Transaction	Transaction Type	Transaction Value (THB)			Rationale of the Transaction
			Outstanding Balance as of 31 Dec 20 (Included VAT)	Transaction Value in 2021	Outstanding Balance as of 31 Dec 21 (Included VAT)	
1	Thana City Golf & Sport Club Company Limited which is a subsidiary of the company entered into a service providing agreement of property management regarding Thana City Golf & Country Club with BTS Group Holdings Public Company Limited, which is the major shareholder of the company.	Property management service provider	13,737,730.00	88,395,000.00	11,859,880.00	This service providing transaction is according to terms and conditions of the agreement that is the normal business transactions of the company.

In addition, the Company also has transactions with related parties as stated in the notes to the consolidated financial statements of the Company.

### **Measure or process in approving related party transactions**

Whereas the Securities and Exchange Act (No.4) B.E.2551, which came into force on 31 August 2008, adds provisions under Chapter 3/1, Re: Governance of Publicly Traded Company. Section 89/12(1) provides that a director, an executive, or a related person may enter into any transaction with the company or the subsidiary only after obtaining approval from the shareholders' meeting, unless such transaction is with the same commercial terms as those an ordinary person would agree with any counterparty under the similar circumstances, on the basis of commercial negotiation and without any influence resulting from the status of the director, executive or related person, as the case may be, provided further that the said commercial terms have been approved by the board of directors or in compliance with the principle approved by the board of directors.

For the benefit and appropriateness of the Company's operation, the Board's Meeting No.6/2551 on 14 August 2008 (Amended in the Board of Directors Meeting No.5/2561 on 14 August 2018) passed an approval for an executive director to execute a transaction between the Company and its subsidiary, and a director, an executive or a related person, if such transaction is with

the same commercial terms as those an ordinary person would agree with any counterparty under the similar circumstances, on the basis of commercial negotiation and without any influence resulted from the status of the director, executive or related person. However, only those that are related party transactions, type (a) normal business transactions and general commercial conditions or (b) normal business support transactions with general commercial conditions. For related party transactions in another manner, the Company shall abide by the Securities and Exchange Act (No.4) B.E.2551 and the notifications of the Capital Market Supervisory Board, provided that the Company shall present the same to the Board's meeting for joint consideration with the Audit Committee for approval or propose the same to the shareholders' meeting for consideration and approval, as the case may be.

The Company gives importance to consideration of related party transactions, thereby prescribing transaction approval measures in strict compliance with the criteria and notification requirements of the Stock Exchange of Thailand. Such transactions must be considered and approved by the Board and the Audit Committee. For the Board's meeting in the agenda in which a director has any interest, such director shall not attend the meeting so that the meeting can be freely discussed.

In the execution of related party transactions, the Company gives importance to the rationale of the transactions and the utmost benefit to the Company.



#### **Policy and trend of related party transactions in the future**

The Company has a policy to execute related party transactions in the future in accordance with the Company's normal operations and with key attention to the Company's utmost benefits, provided that the prices and conditions are fair. However, in the case where the Company or subsidiary (the company in which the Company holds shares either directly or indirectly, over 50 percent of its paid-up capital) has related party transactions, the Company must comply with the Securities and Exchange Act (No.4) B.E.2551 together with its amendments and relevant notifications of the Capital Market Supervisory Board.

# 6

## FINANCIAL REPORT

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## REPORT OF THE BOARD OF DIRECTOR'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

6.1

The Board of Directors of U City Public Company Limited is responsible for the consolidated financial statements of the Company and its subsidiaries, which have been prepared in accordance with financial reporting standards and generally accepted accounting standards of Thailand. The report is presented in the consolidated financial statements in accordance with the provisions of the Accounting Act, B.E. 2543 (A.D. 2000), in which the Board of Directors has taken into account the accounting policies and believed that such policies are appropriate, thereby practicing continuously. In addition, the notes to the financial statements disclose useful and important financial information, using rational information for consideration and careful estimates to support. The external auditor of the Company has audited the financial statements and made an unqualified opinion in the independent auditor's report.

In addition, the Board of Directors has given importance to the presentation of information to make it easier to understand the overview of the Company's financial statements. Therefore, an explanation and analysis of the management's performance has been prepared and presented in this report for the benefit of the shareholders and all related parties.

The Board of Directors is responsible for controlling and supervising the Company. There is an effective corporate governance system, including internal

controls, compliance with rules and regulations, as well as risk management.

In this regard, the Board of Directors has assigned the Audit Committee, which consists of the entire independent directors, to be responsible for the accuracy, completeness and reliability of financial reporting, including assessing the suitability and the efficiency of the internal control system and the independence of the internal audit system. The Audit Committee's opinion appears in the Audit Committee's report presented in this report.

The Board of Directors is of the opinion that financial statement report and notes to the Company's financial statements and its subsidiaries as of December 31, 2021 have shown their financial position performance and the Company's cash flows that are accurate, complete, adequate, and reliable in accordance with Thailand's generally accepted financial reporting and accounting standards, as well as explanation and analysis of the management's operating results. The management presents a reasonable, relevant view of the Company's operating results. In addition, the Company has established an efficient and effective corporate governance system and internal control system, believing that the financial statement of the Company is accurate, complete and reliable.



**Mr. Keeree Kanjanapas**

Chairman of the Board of Directors



**Mr. Surajit Gongvatana**

Executive Director



## REPORT OF THE AUDIT COMMITTEE

To The Shareholders of U City Public Company Limited

The Audit Committee of U City Public Company Limited comprises 3 independent directors who have great qualified and experiences in accounting and jurisprudence, namely: Mr. Rungson Sriworasat as Chairman of the Audit Committee, Mr. Chaiwat Atsawintarakun and Mr. Plakorn Wanglee. The secretary of Audit Committee is Mr. Prapat Manorat, Head of Internal Audit.

The Audit Committee has independently performed its work under the scope of duties and responsibilities entrusted by the Company's Board of Directors and in compliance with Audit Committee Charter, best practices and the requirements stipulated by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. In 2021, the Audit Committee held 5 meetings with management, external and internal auditors, including a meeting with external auditors without management presence, which can be summarized as follow:

### **1. Review the Company's financial statements:**

The Audit Committee reviewed U City Public Company Limited's quarterly and annual financial statements as well as the consolidated financial statements in 2021, for consideration the accuracy and completeness of financial statement and notes to financial statement disclosure, accounting policies & significant accounting estimates including external audit's observation. The Audit Committee inquires to management and the external auditor for ensuring and agreeing with the external auditor that the financial statements were in accordance with all legally defined accounting principles and were adequately and promptly disclosed for the benefit of shareholders, investors and users of such statements for the investment decision making.

### **2. Review the adequacy of internal control systems:**

The Audit Committee reviewed the internal control systems which have been quarterly reported by Internal Audit Department regarding the audit result and follow-up audit of each departments. The reporting is covered the operational processes, compliance with laws and regulations, finance, assets safeguarding, Anti-Corruption and internal control system assessment base on the Office of the Security Exchange Commission's Internal Control Adequacy Form, including a meeting with external auditors without management presence at least once a year which were ensure the adequacy of internal control systems of the Company.

### **3. Overseeing the Internal Audit Department:**

The Audit Committee has reviewed and approved the annual audit plan, follow-up audit plan, reviewed the audit report, giving the good recommendation and monitoring the management action for key concerns. The Audit Committee concluded that the Company has good governance and adequacy of internal control system. In addition, internal audit performances have been continuously improved with acceptable qualities according to the international internal audit standards.

**4. Adherence to legal and regulations:** The Audit Committee determined that the Company's operations were compliance with regulations of The Securities and Exchange Commission, The Stock Exchange of Thailand and other laws that were relevant to the Company's business. Moreover, there was no key concern regarding non-compliance with laws, terms and obligations that the Company conducted with external parties.

**5. The related Party transactions or conflict of interest transactions review:** The Audit Committee reviewed the related party transactions or conflict of interest between the Company and subsidiaries vs connect persons. The Audit Committee opined that the related party transactions or conflict of interest have been



reasonably operated under general commercial conditions and the sake of the company's benefits. Including the completeness and accuracy of the information disclosures which were compliance with laws and regulations of The Stock Exchange of Thailand and The Securities and Exchange Commission.

#### 6. Appointment of External Auditors and Audit Fee in 2022:

The Audit Committee considered audit performance, independence, qualities and standards of auditing, the qualification of auditors were complied with the regulations of The Stock Exchange of Thailand and appropriateness of audit fee in 2022. The Audit Committee has proposed to the Company's Board of Directors the appointment of External Auditors and Audit Fee in 2022 then shall be proposed for approval at the Annual General Meeting of Shareholders in 2022. The External Auditors are,

- |                                  |  |
|----------------------------------|--|
| 1. Ms. Sirirat Sricharoensup     | Certified Public Accountant License Number 5419 and/or |
| 2. Ms. Isaraporn Wisutthiyan     | Certified Public Accountant License Number 7480 and/or |
| 3. Mr. Chatchai Kasemsrithanawat | Certified Public Accountant License Number 5813.       |

of EY Office Limited, which is the external auditors of U City Public Company Limited for 2022

The Audit Committee has independently performed its work under the scope of duties and responsibilities according to The Audit Committee Charter, which was approved by the Company's Board of Directors. In addition, The Audit Committee has conducted the engagements by their acknowledgement, diligence without limitation of information gain from management, employees and relevant person. The Audit Committee has given opinions and recommendations for the benefit of all stakeholders equally.

The Audit Committee opined that the Company has accuracy of financial reporting and operations, good internal control systems and internal audit, to continuously monitor the operation's performance, effectiveness and adequacy of risk management, compliance with laws, regulation and obligations, the accuracy of related party transaction disclosures. In overview, all business's operations were complied with good corporate governance, transparency and reliability.

On behalf of Audit Committee



**(MR. RUNGSON SRIWORASAT)**

Chairman of the Audit Committee  
14 February 2022



## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of U City Public Company Limited

### Opinion

I have audited the accompanying consolidated financial statements of U City Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2021, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of U City Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of U City Public Company Limited and its subsidiaries and of U City Public Company Limited as at 31 December 2021, their 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 Group in accordance with the Code of Ethics for Professional Accountants as issued by the Federation of Accounting Professions as relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

## Emphasis of matters

I draw attention to the following notes to the consolidated financial statements:

- a) As discussed in Note 23 and Note 16 to the consolidated financial statements. The Group has assessed the impairment on goodwill and investments in subsidiaries and recognised the resulting losses, totaling Baht 678 million and Baht 1,708 million, in the consolidated and separate statements of comprehensive income for the year ended 31 December 2021, respectively.
- b) As discussed in Note 8.1 to the consolidated financial statements regarding the gain from initial recognition of investment in a listed company totaling Baht 2,219 million in the consolidated and separate statements of comprehensive income for the year ended 31 December 2021.
- c) As discussed in Note 16.2.1 to the consolidated financial statements regarding the disposal of subsidiaries in Europe.
- d) As discussed in Note 16.2.3 and Note 17.3 to the consolidated financial statements regarding the acquisition of a subsidiary and an associate company, respectively, the fair value measurement of the identifiable assets acquired and the liabilities assumed at the acquisition date have not yet been completed.

My opinion is not modified in respect of these matters.

## Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were 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 these matters.

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 these matters. 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 matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond for each matter are described below.

### **Impairment of goodwill**

As discussed in Note 23 to the consolidated financial statements, the impairment assessment on goodwill is a significant accounting estimate requiring management to exercise a high degree of judgement in identifying the cash generating units, estimating the cash inflows that are expected to be generated from that group of assets in the future, and setting an appropriate discount rate and long-term growth rate. There are thus risks with respect to the amount of goodwill.

I assessed the identification of cash generating units and the financial models selected by the Group's management by gaining an understanding of management's decision-making process and assessing whether the decisions made were consistent with how assets are utilised. In addition, I tested the significant assumptions applied by management in preparing estimates of the cash flows expected to be realised from the assets, by comparing those assumptions with information from both internal and external sources and comparing past cash flow projections to actual operating results in order to evaluate the exercise of management judgement in estimating the cash flow projections. I also evaluated the discount rate applied by management through analysis of the average finance costs of the Group and of the industry, tested the calculation of the realisable values of the assets using the selected financial model and considered the impact of changes in key assumptions on those realisable values, especially changes in the discount rate and long-term revenue growth rates. In addition, I reviewed the disclosures made with respect to the impairment assessment on goodwill in the notes to the consolidated financial statements.

### **Impairment of investments in subsidiaries**

As discussed in Note 16 to the consolidated financial statements, the balance of investments in subsidiaries representing 21 percent of total assets, which is significant to the statement of financial position. In considering the impairment loss, the management had to exercise significant judgement with respect to the subsidiaries' projections of future operating performance and the determination of an appropriate discount rate and key assumptions. There is thus a risk with respect to the amount of provision for impairment of investments in subsidiaries.

I assessed the subsidiaries' projections of future operating performance and the financial model prepared by the management and evaluated whether they were consistent with the nature of business operations of the subsidiaries. In addition, I gained an understanding of and assessed the following matters.

- The assumptions applied in preparing 5-year plans and cash flow projections for the subsidiaries, based on the understanding I gained of the process by which the figures were arrived at; comparison of the assumptions with external and internal sources of information and comparison of past cash flow projections with actual operating results in order to assess the exercise of management judgement in estimating cash flow projections, and comparison of the long-term growth rate of subsidiaries with economic and industry forecasts.
- The discount rate, based on comparison of the average cost of capital and other data with those used by comparable organisations.
- The assumptions and approaches used by the independent valuer or management in calculating the fair value of investments.

I considered the scope and probability of potential changes in the key assumptions (both individually and collectively as a group) and in particular the growth rates applied in preparing the cash flow projections, by comparing them to economic and industry forecasts. In addition, I reviewed the disclosure of information with respect to the estimation of impairment of the investments in subsidiaries in the notes to the consolidated financial statements.

### **Impairment of investment properties and property, plant and equipment**

As discussed in Note 20 and Note 21 to the consolidated financial statements, the balances of the investment properties and the property, plant and equipment used in the business operations are material to the financial statements of the Group. I therefore focused on auditing and considering the impairment of such assets to ensure that the book values of the assets do not exceed their recoverable amounts. The determination of the provision for impairment of assets requires management to exercise significant judgement with respect to the projections of future operating performance and the assessment of future plans, including the determination of an appropriate discount rate and key assumptions. There is thus a risk with respect to the amount of impairment loss recorded on the assets.

I assessed the management's identification of cash generating units and selection of a financial model, according to the type of asset, by gaining an understanding of management's decision-making process and evaluating whether the decisions were consistent with how assets are utilised. In addition, I gained an understanding of and assessed the following items.

- The assumptions applied in preparing 5-year plans and cash flow projections of the Group, based on the understanding I gained of the process by which the figures were arrived at, comparison of the assumptions with external and internal sources of information and comparison of past cash flow projections with actual operating results in order to assess the exercise of management judgement in estimating cash flow projections, and comparison of the long-term growth rate of the Group with economic and industry forecasts.
- The discount rate, based on comparison of the average cost of capital and other data with those used by comparable organisations.
- The assumptions and approaches used by the independent valuer or the Group's management in calculating the fair value of assets.

I considered the scope and probability of potential changes in the key assumptions (both individually and collectively as a group) and in particular the growth rates applied in preparing the cash flow projections, by comparing them to economic and industry forecasts. In addition, I reviewed the disclosure of information with respect to the estimation of impairment of the assets in the notes to the consolidated financial statements.

### **Other Information**

Management is responsible for the other information. The other information comprise the information included in annual report of the Group, but does not include the financial statements and my auditor's report thereon. The annual report of the Group 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 Group, 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 Group'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 Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group'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 Group'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 Group'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 Group 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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 those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters 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.

Sirirat Sricharoensup

Certified Public Accountant (Thailand) No. 5419

EY Office Limited

Bangkok: 14 February 2022

## 6.4 FINANCIAL STATEMENTS

### U City Public Company Limited and its subsidiaries

#### Statement of financial position

As at 31 December 2021

(Unit: Baht)

	<u>Note</u>	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
		<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	7	2,739,673,061	3,520,596,851	2,144,736,901	2,489,184,139
Investments in short-term financial assets	8	1,381,180,486	306,451,016	204,655,679	203,340,359
Trade and other receivables	9	387,819,762	461,640,029	9,428,281	36,449,197
Premium receivables	10	13,038,397	-	-	-
Reinsurance receivables	11	1,909,438	-	-	-
Receivable from sales of investments in subsidiaries	12	-	102,000,000	-	102,000,000
Current portion of loans and interest receivables	13	212,863,346	-	-	-
Inventories		14,307,009	45,118,139	-	-
Real estate projects under development	14	2,730,284,698	4,859,172,632	222,284,698	224,197,065
Other current assets		<u>403,145,043</u>	<u>467,195,529</u>	<u>47,961,582</u>	<u>58,053,328</u>
		7,884,221,240	9,762,174,196	2,629,067,141	3,113,224,088
Assets held for sale	16.1.1, 16.2.1, 18.6	<u>13,720,078,762</u>	<u>7,294,496,319</u>	<u>2,029,295,576</u>	<u>-</u>
<b>Total current assets</b>		<u>21,604,300,002</u>	<u>17,056,670,515</u>	<u>4,658,362,717</u>	<u>3,113,224,088</u>
<b>Non-current assets</b>					
Restricted bank deposits	15	138,009,554	180,688,007	49,053,619	67,738,341
Loans and interest receivables - net of current portion	13	1,041,007,822	-	-	-
Long-term loans to related parties and interest receivables	6	2,822,688,732	2,348,548,078	21,899,506,532	17,045,386,694
Investments in subsidiaries	16	-	-	12,379,216,778	15,288,199,803
Investments in associates	17	7,155,144,219	53,684,462	7,155,144,219	49,999,970
Investments in joint ventures	18	1,293,544,615	1,484,981,944	1,535,971,759	1,470,995,000
Investments in long-term financial assets	8	12,019,122,177	145,914,842	7,735,645,574	145,914,842
Land and project awaiting development	19	5,078,131,772	5,096,066,141	494,609,650	505,156,150
Investment properties	20	13,351,763,525	10,623,869,595	876,238,193	901,990,798
Property, plant and equipment	21	7,388,818,449	15,962,943,104	226,861,932	430,500,762
Right-of-use assets	30	2,881,007,796	6,842,665,486	897,079,920	630,293,562
Intangible assets	22	280,025,108	563,278,273	13,952,633	13,151,486
Deposits		50,000,000	50,000,000	50,000,000	50,000,000
Estimated amount by which the purchase cost exceeds interest in net asset value	16.2.3	1,069,736,670	-	-	-
Goodwill	23	787,293,248	2,273,385,310	-	-
Deferred tax assets	40	77,611,861	160,066,512	-	-
Other non-current assets		<u>30,272,613</u>	<u>1,697,585</u>	<u>3,482,634</u>	<u>4,780,541</u>
<b>Total non-current assets</b>		<u>55,464,178,161</u>	<u>45,787,789,339</u>	<u>53,316,763,443</u>	<u>36,604,107,949</u>
<b>Total assets</b>		<u>77,068,478,163</u>	<u>62,844,459,854</u>	<u>57,975,126,160</u>	<u>39,717,332,037</u>

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

## U City Public Company Limited and its subsidiaries

### Statement of financial position (continue)

As at 31 December 2021

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2021	2020	2021	2020
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts from financial institution	24	-	65,864,704	-	-
Trade and other payables	25	347,484,995	985,500,603	69,313,916	32,711,384
Amount due to reinsurers		2,031,858	-	-	-
Current portions of the long-term liabilities					
Long-term loan from related parties and interest payables	6	-	72,000,000	-	72,000,000
Insurance contract liabilities	26	747,288,961	-	-	-
Investment contract liabilities	27	232,038,523	-	-	-
Long-term loans from financial institutions	29	493,953,467	2,400,813,924	445,953,387	747,216,653
Lease liabilities	30	1,560,734,836	750,304,677	9,763,638	9,972,785
Deposits and advances received		104,674,592	251,303,772	2,471,901	3,899,538
Income tax payable		37,882,736	24,977,854	3,032,928	-
Other current liabilities		45,901,356	50,666,537	18,796,724	20,089,159
		3,571,991,324	4,601,432,071	549,332,494	885,889,519
Liabilities directly associated with assets held for sale	16.1.1, 16.2.1	9,583,448,212	7,496,887,616	-	-
Total current liabilities		13,155,439,536	12,098,319,687	549,332,494	885,889,519
Non-current liabilities					
Long-term liabilities - net of current portions					
Long-term loan from related parties and interest payables	6	-	5,115,586,258	-	5,115,586,258
Insurance contract liabilities	26	3,284,479,671	-	-	-
Investment contract liabilities	27	1,219,777,673	-	-	-
Liabilities under debt restructuring agreements	28	-	1,152,466,933	-	-
Long-term loans from financial institutions	29	15,231,839,082	12,212,130,085	10,735,374,142	4,150,234,653
Lease liabilities	30	876,677,839	6,016,930,542	633,238,879	632,160,486
Provision for transaction under equity method of investments					
in joint ventures	18	465,973,318	218,033,517	-	-
Provision for long-term employee benefits	31	110,315,883	98,599,741	39,309,210	34,859,283
Deferred tax liabilities	40	1,198,970,978	1,704,924,438	348,629,527	484,329
Other non-current liabilities		297,183,260	210,027,754	65,025,642	16,794,150
Total non-current liabilities		22,685,217,704	26,728,699,268	11,821,577,400	9,950,119,159
Total liabilities		35,840,657,240	38,827,018,955	12,370,909,894	10,836,008,678

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

## U City Public Company Limited and its subsidiaries

### Statement of financial position (continue)

As at 31 December 2021

		(Unit: Baht)			
		<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<u>Note</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
<b>Shareholders' equity</b>					
Share capital	32				
Registered					
32,738,882,612 preference shares of Baht 3.20 each					
(2020: 3,740,575,162 preference shares of Baht 3.20 each)		104,764,424,358	11,969,840,518	104,764,424,358	11,969,840,518
8,889,968,663 ordinary shares of Baht 3.20 each					
(2020: 10,290,722,067 ordinary shares of Baht 3.20 each)		<u>28,447,899,722</u>	<u>32,930,310,615</u>	<u>28,447,899,722</u>	<u>32,930,310,615</u>
		<u>133,212,324,080</u>	<u>44,900,151,133</u>	<u>133,212,324,080</u>	<u>44,900,151,133</u>
Issued and fully paid-up					
26,205,452,290 preference shares of Baht 3.20 each					
(2020: 3,740,575,162 preference shares of Baht 3.20 each)	33	83,857,447,328	11,969,840,518	83,857,447,328	11,969,840,518
5,613,717,564 ordinary shares of Baht 3.20 each		17,963,896,205	17,963,896,205	17,963,896,205	17,963,896,205
Share discount on preferred share		(56,162,192,820)	-	(56,162,192,820)	-
Share premium on ordinary shares		1,691	1,691	1,691	1,691
Deficit on business combination under common control		-	-	(741,162,013)	(741,162,013)
Retained earnings					
Appropriated - statutory reserve	35	125,021,039	125,021,039	125,021,039	125,021,039
Unappropriated (deficit)		(5,723,522,650)	(5,797,625,498)	(337,473,446)	(436,074,630)
Other components of shareholders' equity		<u>701,376,640</u>	<u>(358,030,892)</u>	<u>898,678,282</u>	<u>(199,451)</u>
Equity attributable to owners of the Company		<u>40,762,027,433</u>	<u>23,903,103,063</u>	<u>45,604,216,266</u>	<u>28,881,323,359</u>
Non-controlling interests of the subsidiaries		<u>465,793,490</u>	<u>114,337,836</u>	<u>-</u>	<u>-</u>
<b>Total shareholders' equity</b>		<u>41,227,820,923</u>	<u>24,017,440,899</u>	<u>45,604,216,266</u>	<u>28,881,323,359</u>
<b>Total liabilities and shareholders' equity</b>		<u>77,068,478,163</u>	<u>62,844,459,854</u>	<u>57,975,126,160</u>	<u>39,717,332,037</u>
		-	-	-	-

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



## U City Public Company Limited and its subsidiaries

### Statement of comprehensive income

For the year ended 31 December 2021

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2021	2020	2021	2020
Profit or loss:					
Revenues					
Revenue from hotel operation		1,905,428,077	3,051,299,626	-	-
Management income		182,926,248	233,894,678	288,648,000	287,217,710
Rental income		433,664,016	289,711,821	57,783,631	59,354,218
Revenue from sale of real estate		51,298,350	-	51,298,350	-
Insurance income	36	170,756,353	-	-	-
Interest income		190,136,271	491,004,885	849,313,348	1,061,667,861
Dividend income		1,183,030	726,869	10,622,760	222,326,868
Other income					
Gain on sales of assets		21,138,683	8,302,369	2,429,082	912,045
Gain on sales of investments in subsidiaries and joint ventures		404,147,939	822,232,714	-	250,015,740
Gain on exchange		208,581,869	-	10,717,397	14,023,072
Revenue from termination of contracts		-	199,824,831	-	-
Fair value gains on investments	8.1	2,342,495,418	-	2,341,588,991	-
Others		660,186,139	554,230,314	858,185	69,913,445
Total revenues		6,571,942,393	5,651,228,107	3,613,259,744	1,965,430,959
Expenses					
Cost of hotel operation		839,068,364	1,511,170,241	-	-
Cost of services		134,658,622	178,757,558	1,429,298	3,245,070
Cost of real estate		38,763,870	-	38,763,870	-
Insurance expenses	37	163,697,444	-	-	-
Selling and servicing expenses		151,992,372	305,979,176	23,712,556	-
Administrative expenses		1,689,356,200	1,835,464,714	290,271,862	297,353,891
Depreciation and amortisation		913,787,149	1,697,590,838	56,681,794	41,920,083
Loss on exchange		-	418,104,647	-	-
Loss on impairment of investments in subsidiaries, associate and joint ventures		51,971,482	-	1,811,385,190	1,006,443,869
Loss on impairment and expected credit loss of assets		1,028,297,661	4,117,652,909	673,574,689	2,264,471,954
Loss on disposal and write-off of assets		268,504,642	172,508,284	197,533,615	19,539,221
Total expenses		5,280,097,806	10,237,228,367	3,093,352,874	3,632,974,088
Profit (loss) from operating activities		1,291,844,587	(4,586,000,260)	519,906,870	(1,667,543,129)
Share of loss from investments in associates	17	(1,261,215)	(4,811,483)	-	-
Share of loss from investments in joint ventures	18	(350,352,687)	(1,134,420,169)	-	-
Finance cost	38	(670,118,287)	(1,306,872,628)	(263,927,304)	(559,113,457)
Profit (loss) before income tax		270,112,398	(7,032,104,540)	255,979,566	(2,226,656,586)
Income tax	40	(178,412,086)	418,081,951	(157,378,382)	(484,329)
Profit (loss) for the year		91,700,312	(6,614,022,589)	98,601,184	(2,227,140,915)
Other comprehensive income:					
Other comprehensive income to be reclassified to profit or loss in subsequent periods					
Exchange differences on translation of financial statements in foreign currency		165,569,751	387,423,490	-	-
Other comprehensive income to be reclassified to profit or loss in subsequent periods		165,569,751	387,423,490	-	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods					
Gain (loss) on changes in value of equity investments designated at fair value through					
other comprehensive income, net of income tax		891,782,973	(1,660,150)	898,877,733	(1,660,150)
Actuarial gain (loss), net of income tax		(14,054,632)	33,579,571	-	8,597,373
Other comprehensive income not to be reclassified to profit or loss					
in subsequent periods, net of income tax		877,728,341	31,919,421	898,877,733	6,937,223
Other comprehensive income for the year		1,043,298,092	419,342,911	898,877,733	6,937,223
Total comprehensive income for the year		1,134,998,404	(6,194,679,678)	997,478,917	(2,220,203,692)

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

## U City Public Company Limited and its subsidiaries

### Statement of comprehensive income

For the year ended 31 December 2021

		(Unit: Baht)			
		<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<u>Note</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
<b>Profit attributable to</b>					
Equity holders of the Company		88,157,480	(6,610,751,660)	<u>98,601,184</u>	<u>(2,227,140,915)</u>
Non-controlling interests of the subsidiaries		<u>3,542,832</u>	<u>(3,270,929)</u>		
		<u>91,700,312</u>	<u>(6,614,022,589)</u>		
<b>Total comprehensive income attributable to</b>					
Equity holders of the Company		1,133,510,380	(6,191,408,749)	<u>997,478,917</u>	<u>(2,220,203,692)</u>
Non-controlling interests of the subsidiaries		<u>1,488,024</u>	<u>(3,270,929)</u>		
		<u>1,134,998,404</u>	<u>(6,194,679,678)</u>		
<b>Earnings per share</b>					
Basic earnings per share	41				
Loss attributable to equity holders of the Company		<u>(3.6525)</u>	<u>(1.3242)</u>	<u>(3.6506)</u>	<u>(0.5433)</u>

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

(Unit: Baht)

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

## Statement of changes in shareholders' equity (continue)

For the year ended 31 December 2021

	Separate financial statements										(Unit: Baht)
	Other components of equity										
	Other comprehensive income										
	Surplus (deficit) on										
	Deficit on business combination under common control				Retained earnings (deficit)		other components of shareholders' equity		Total shareholders' equity		
	Issued and fully paid-up	Share premium (discount) on				Appropriated	Unappropriated				
	Preference shares	Ordinary shares	Preference shares	Ordinary shares				Investments	changes in value		
Balance as at 1 January 2020	11,969,840,518	17,963,896,205	-	1,691	(741,162,013)	-	1,983,536,768	(74,586,118)	-	(74,586,118)	31,101,527,051
Loss for the year	-	-	-	-	-	-	(2,227,140,915)	-	-	-	(2,227,140,915)
Other comprehensive income for the year	-	-	-	-	-	-	8,597,373	(1,660,150)	-	(1,660,150)	6,937,223
Total comprehensive income for the year	-	-	-	-	-	-	(2,218,543,542)	(1,660,150)	-	(1,660,150)	(2,220,203,692)
Disposal of investment in equity instruments	-	-	-	-	-	-	(76,046,817)	76,046,817	-	76,046,817	-
Retained earnings transferred to statutory reserve (Note 35)	-	-	-	-	-	125,021,039	(125,021,039)	-	-	-	-
Balance as at 31 December 2020	11,969,840,518	17,963,896,205	-	1,691	(741,162,013)	125,021,039	(436,074,630)	(199,451)	-	(199,451)	28,881,323,359
Balance as at 1 January 2021											-
Profit for the year	11,969,840,518	17,963,896,205	-	1,691	(741,162,013)	125,021,039	(436,074,630)	(199,451)	-	(199,451)	28,881,323,359
Other comprehensive income for the year	-	-	-	-	-	-	98,601,184	-	-	-	98,601,184
Total comprehensive income for the year	-	-	-	-	-	-	-	898,877,733	-	898,877,733	898,877,733
Issuance of preference shares (Note 32)	71,887,606,810	-	(56,162,192,820)	-	-	-	98,601,184	898,877,733	-	898,877,733	997,478,917
Balance as at 31 December 2021	83,857,447,328	17,963,896,205	(56,162,192,820)	1,691	(741,162,013)	125,021,039	(337,473,446)	898,878,282	-	898,878,282	45,604,216,266

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

## U City Public Company Limited and its subsidiaries

### Cash flow statements

For the year ended 31 December 2021

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
<b>Cash flows from operating activities</b>				
Profit (loss) before tax	270,112,398	(7,032,104,540)	255,979,566	(2,226,656,586)
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from)				
operating activities				
Share of loss from investments in associates	1,261,215	4,811,483	-	-
Share of loss from investments in joint ventures	350,352,687	1,134,420,169	-	-
Depreciation and amortisation	913,787,149	1,697,590,838	56,681,794	41,920,083
Unrealised loss (gain) on exchange	(241,464,804)	639,399,834	(21,766,367)	58,007,071
Expected credit loss of account receivables (reversal)	(47,493,209)	2,379,247	-	-
Loss on impairment of investments in subsidiaries, associate and joint ventures	51,971,482	-	1,811,385,190	1,006,443,869
Loss on impairment and expected credit loss of assets	1,028,297,661	4,117,652,909	673,574,689	2,264,471,954
Gain on sales of assets	(21,138,683)	(8,302,369)	(2,429,082)	(912,045)
Fair value gains on investments	(2,342,495,418)	(3,758,075)	(2,341,588,991)	(2,421,647)
Loss on disposal and write-off of assets	268,504,642	172,508,284	197,533,615	19,539,221
Gain on sales of investments in subsidiaries and joint ventures	(404,147,939)	(822,232,714)	-	(250,015,740)
Provision for long-term employee benefits	12,429,502	18,532,142	4,382,133	6,744,901
Dividend income	(1,183,030)	(726,869)	(10,622,760)	(222,326,868)
Interest income	(190,136,271)	(491,004,885)	(849,313,348)	(1,061,667,861)
Finance cost	670,118,287	1,306,872,628	263,927,304	559,113,456
Profit from operating activities before changes in operating assets and liabilities	318,775,669	736,038,082	37,743,743	192,239,808
Decrease (increase) in operating assets				
Trade and other receivables	(315,711,834)	313,062,726	26,970,681	24,398,838
Premium receivables	(3,389,093)	-	-	-
Reinsurance receivables	(103,195)	-	-	-
Inventories	997,713	24,146,946	-	-
Real estate projects under development	(192,984,687)	(4,238,671)	(7,879,151)	-
Loans to customers	1,139,827	-	-	-
Other current assets	51,262,656	(24,290,803)	8,828,699	945,737
Other non-current assets	(47,562,444)	13,899,436	1,297,907	(1,580,371)
Increase (decrease) in operating liabilities				
Trade and other payables	511,958,244	(270,574,644)	12,704,112	(48,747,222)
Amount due to reinsurers	(353,983)	-	-	-
Insurance contract liabilities	(41,412,579)	-	-	-
Investment contract liabilities	143,064,304	-	-	-
Deposits and advances received	(59,753,640)	(17,919,642)	(427,637)	(66,959,782)
Other current liabilities	912,857	(75,451,794)	(1,292,435)	(111,706,272)
Provision for long-term employee benefits	(4,375,094)	(14,333,550)	67,794	(1,492,113)
Other non-current liabilities	118,085,006	39,848,214	7,630,498	1,937,888
Cash from (used in) operating activities	480,549,727	720,186,300	85,644,211	(10,963,489)
Cash received from interest income	54,390,299	-	-	-
Cash paid for interest expenses	(797,006,457)	(1,008,649,818)	(403,615,210)	(331,129,510)
Cash paid for income tax	(52,610,474)	(48,133,907)	(30,869,826)	(13,197,979)
<b>Net cash used in operating activities</b>	<b>(314,676,905)</b>	<b>(336,597,425)</b>	<b>(348,840,825)</b>	<b>(355,290,978)</b>

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

## U City Public Company Limited and its subsidiaries

### Cash flow statements

For the year ended 31 December 2021

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
<b>Cash flows from investing activities</b>				
Increase in current investments	(384,812,486)	(199,665,211)	-	(200,000,000)
Decrease in restricted bank deposits	17,043,957	85,955,665	18,679,355	96,169,992
Decrease (increase) in long-term loans to related parties	(267,944,316)	1,208,537,438	(5,192,889,001)	163,454,776
Cash paid for the receipt of transfer of right to claim loans in joint ventures from unrelated party	-	(1,734,597,775)	-	(1,734,597,775)
Cash received from transfer of loans in subsidiary and joint ventures to unrelated parties	207,345,171	1,075,485,593	207,345,171	1,075,485,593
Cash received from interest	128,530,686	383,807,449	637,893,895	467,706,517
Cash paid for purchases and capital increase of investments in subsidiaries	(1,500,000,000)	(2,000,000)	(1,128,000,000)	(474,000,000)
Cash received from sales of investments in subsidiaries and associate and receivable from sales of investments in subsidiaries	631,521,399	3,037,360,382	1,749,349	3,035,000,000
Cash paid for compensation to purchaser of investments in subsidiaries	(199,057,169)	-	-	-
Cash received from liquidation of subsidiaries	1,261,821	-	1,261,821	-
Deposits received from sales of investment in subsidiary	28,976,780	-	28,976,780	-
Cash paid for purchases of investments in associate	(7,155,144,219)	-	(7,155,144,219)	-
Cash received from decrease of capital of subsidiary and return of capital of joint ventures	30,000,000	1,290,536,186	30,000,000	1,290,536,186
Cash paid for capital increase of investments in joint ventures	(146,634,411)	(500,000,000)	(146,634,411)	(500,000,000)
Cash received from sales of investments in long-term financial assets	24,528,953	69,086,300	-	69,086,300
Cash paid for purchases of investments in long-term financial assets	(4,707,297,121)	(138,954,163)	(4,129,459,910)	(138,954,163)
Deposits received from disposal of land and project awaiting development	11,617,900	-	11,617,900	-
Cash paid for purchases of land and project awaiting development	(146,804)	-	-	-
Cash received from sales of land and project awaiting development	18,009,121	-	9,000,000	-
Cash paid for purchases of investment properties	(2,259,966,282)	(1,923,433,662)	-	(9,129,300)
Cash received from sales of investment properties	10,000,000	-	10,000,000	-
Cash paid for purchases of property, plant and equipment	(240,315,823)	(529,667,631)	(186,511,886)	(291,904,330)
Cash received from sales of property, plant and equipment	27,174,683	79,851,840	-	126,716
Cash paid for purchases of intangible assets	(6,434,989)	(11,127,713)	(5,851,197)	(4,906,979)
Cash received from sales of intangible assets	1,246,972	-	-	-
Dividend received	1,183,030	165,726,868	10,622,760	222,326,868
Cash paid for purchases of subordinated debenture	(100,000,000)	-	-	-
<b>Net cash flows from (used in) investing activities</b>	<b>(15,829,313,147)</b>	<b>2,356,901,566</b>	<b>(16,977,343,593)</b>	<b>3,066,400,401</b>
<b>Cash flows from financing activities</b>				
Increase (decrease) in bank overdrafts	(67,536,356)	28,045,458	-	-
Repayment of long-term loans from related parties	(5,024,000,000)	-	(5,024,000,000)	-
Repayment of liabilities under debt restructuring agreements	-	(32,040,000)	-	-
Cash received from long-term loans from financial institutions	12,462,004,637	979,983,345	11,176,604,130	-
Repayment of long-term loans from financial institutions	(7,068,654,887)	(1,746,486,454)	(4,892,727,907)	(1,655,197,984)
Repayment of liabilities under lease agreements	(190,162,236)	(671,109,827)	(3,553,033)	(8,447,838)
Cash received from issuance of ordinary shares and preferred shares	15,931,961,000	-	15,725,413,990	-
<b>Net cash flows from (used in) financing activities</b>	<b>16,043,612,158</b>	<b>(1,441,607,478)</b>	<b>16,981,737,180</b>	<b>(1,663,645,822)</b>
Increase (decrease) in translation adjustment	(55,186,524)	199,162,463	-	-
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(155,564,418)</b>	<b>777,859,126</b>	<b>(344,447,238)</b>	<b>1,047,463,601</b>
Cash and cash equivalents - beginning of the year	3,633,444,320	2,767,041,167	2,489,184,139	1,441,720,538
Cash and cash equivalents of subsidiaries at acquisition date	54,536,604	13,716,093	-	-
Cash and cash equivalents of subsidiaries at selling date	(166,775,441)	-	-	-
Cash and cash equivalents of subsidiaries which classified as assets held for sale - end of the year	(625,968,004)	(112,847,469)	-	-
Cash and cash equivalents of subsidiary which ceases to classify as assets held for sale - beginning of the year	-	74,827,934	-	-
<b>Cash and cash equivalents - end of the year</b>	<b>2,739,673,061</b>	<b>3,520,596,851</b>	<b>2,144,736,901</b>	<b>2,489,184,139</b>
	-	-	-	-

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



## U City Public Company Limited and its subsidiaries

### Cash flow statements

For the year ended 31 December 2021

(Unit: Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
<b>Supplemental disclosures of cash flows information</b>				
Non-cash items				
Transfer land and project awaiting development to investment properties	661,700,000	-	-	-
Transfer property, plant and equipment to intangible assests	101,000	-	-	-
Transfer property, plant and equipment to right-of-use assets	297,560,923	-	297,560,923	-
Right-of-use assets under long-term lease liabilities	11,568,795	29,972,493	5,291,621	2,729,148
Payable of purchases of investment properties	415,063	2,469,512	-	-
Settlement of long-term loans between the Company and subsidiaries	-	-	-	2,656,033,145

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



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### U City Public Company Limited and its subsidiaries

#### Notes to consolidated financial statements

For the year ended 31 December 2021

#### 1. General information

U City Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is principally engaged in real estate development business. The registered office of the Company is at 21, TST Tower, Soi Choei Phuang, Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok.

The COVID-19 pandemic is continuing to evolve, resulting in an economic slowdown and adversely impacting most businesses and industries, including the business activities of the Company and its subsidiaries (“the Group”). This situation is impacting the Group’s operating results at present and is expected to do so in the future. The Group’s management has continuously monitored ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and has used estimates and judgment in respect of various issues as the situation has evolved.

#### 2. Basis of preparation

- 2.1 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.

## 2.2 Basis of consolidation

a) The consolidated financial statements include the financial statements of the Company and the following subsidiaries:

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2021 Percent	2020 Percent
<b><u>Subsidiaries directly owned by the Company</u></b>				
Park Opera Company Limited	Dormancy	Thailand	100.0	100.0
Natural Real Estate Company Limited	Dormancy	Thailand	100.0	100.0
Natural Park Ville Company Limited	Dormancy	Thailand	100.0	100.0
Richee Property Management Company Limited	Dormancy	Thailand	100.0	100.0
Khon Kaen Buri Company Limited	Hotel operation	Thailand	100.0	100.0
N Park Global Holding Company Limited	Property development	Thailand	100.0	100.0
Boonbaramee Metta Property Company Limited	Securities investment	Thailand	100.0	100.0
Kamkoong Property Company Limited	Property development	Thailand	100.0	100.0
Khu Khot Station Alliance Company Limited (formerly known as “Project Green Company Limited”)	Property development	Thailand	100.0	100.0
Lombard Estate Holdings Limited	Securities investment/Property management/Consulting services	Hong Kong	100.0	100.0
Muangthong Assets Company Limited	Hotel operation	Thailand	100.0	100.0
UNISON One Company Limited	Office rental	Thailand	100.0	100.0
Thana City Golf & Sports Club Company Limited	Property management	Thailand	100.0	100.0
Tanayong Property Management Company Limited	Property management	Thailand	100.0	100.0
PrannaKiri Assets Company Limited	Property development	Thailand	100.0	100.0
Siam Paging and Communication Company Limited	Property development	Thailand	100.0	100.0
Tanayong Food and Beverage Company Limited	Property development	Thailand	100.0	100.0
BTS Land Company Limited	Hotel operation	Thailand	100.0	100.0
Nine Square Property Company Limited	Hotel operation	Thailand	100.0	100.0
Mak8 Company Limited	Hotel operation	Thailand	100.0	100.0
Tanayong Hong Kong Limited (HKD 10,000 paid-up capital)	Securities investment	Hong Kong	100.0	100.0

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2021 Percent	2020 Percent
EGS Assets Company Limited	Hotel operation	Thailand	100.0	100.0
U Global Hospitality Company Limited	Hotel operation/Securities investment	Thailand	100.0	100.0
Prime Area Retail Company Limited	Property development	Thailand	100.0	100.0
Phraram 9 Alliance Company Limited (formerly known as "Prime Area 9 Company Limited")	Property development	Thailand	-	100.0
Prime Area 12 Company Limited	Property development	Thailand	100.0	100.0
Prime Area 38 Company Limited	Property development	Thailand	100.0	100.0
Vienna International Asset GmbH	Securities investment/Property owner/Hotel operation	Germany	94.9	94.9
U Global Hospitality Holding (Hong Kong) Limited	Securities investment	Hong Kong	100.0	100.0
U Remix Company Limited	Property development	Thailand	100.0	-
<b><u>Subsidiaries indirectly owned by the Company</u></b>				
<b>Held by Boonbarammee Metta Property Company Limited</b>				
Pacific Chiangmai Company Limited	Leasing land and structures	Thailand	100.0	100.0
Pacific Hotel Chiangmai Company Limited	Hotel operation	Thailand	100.0	100.0
<b>Held by PrannaKiri Assets Company Limited</b>				
Ratburana Property Company Limited (*)	Property development	Thailand	-	100.0
<b>Held by Lombard Estate Holdings Limited</b>				
Thirty Three Gracechurch 1 Limited	Property development/ Property owner	Jersey	100.0	100.0
Underwood Street Limited	Property development	Jersey	-	100.0
Vienna House Capital GmbH	Securities investment	Austria	100.0	100.0
Vienna House Real Estate GmbH	Securities investment	Austria	100.0	100.0
<b>Held by Vienna House Capital GmbH</b>				
Vienna House Hotelmanagement GmbH	Hotel management services	Austria	100.0	100.0
Vienna House Easy Cracow RE Sp. z o.o.	Hotel operation	Poland	100.0	100.0

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			<u>2021</u> Percent	<u>2020</u> Percent
VH Andel's Lodz Sp. z o.o.	Property owner/Hotel operation	Poland	100.0	100.0
VHE Cracow Sp. z.o.o.	Dormancy	Poland	100.0	100.0
<b>Held by Vienna House Hotelmanagement GmbH</b>				
Vienna House Cluster Deutschland GmbH	Hotel management services	Germany	100.0	100.0
Andel's Berlin Hotelbetriebs GmbH	Hotel operation	Germany	100.0	100.0
VHE Berlin Hotelbetriebs GmbH	Hotel operation	Germany	-	100.0
VH Dresden Hotelbetriebs GmbH	Hotel operation	Germany	-	100.0
VHE Leipzig Hotelbetriebs GmbH	Hotel operation	Germany	-	100.0
VH Kronberg Hotelbetriebs GmbH	Hotel operation	Germany	-	100.0
VHE Raunheim Hotelbetriebs GmbH	Hotel operation	Germany	100.0	100.0
VHE Bratislava s.r.o.	Hotel operation	Slovakia	100.0	100.0
Vienna House Cluster Tschechien s.r.o.	Hotel management services	Czech Republic	100.0	100.0
REVO Munchen Hotelbetriebs GmbH	Hotel operation	Germany	-	100.0
VHE Wroclaw Hotel Sp.z.o.o.	Hotel operation	Poland	100.0	100.0
Vienna House Germany II GmbH	Securities investment/Hotel management services/Hotel operation	Germany	-	100.0
Vienna House Easy Bucharest S.R.L	Dormancy	Romania	100.0	100.0
Vienna House REVO Katowice Sp.z.o.o.	Hotel operation	Poland	-	100.0
Vienna House Cluster Polen Sp. z.o.o.	Hotel management services	Poland	100.0	100.0
Vienna House Easy Pilsen s.r.o.	Hotel operation	Czech Republic	100.0	100.0
Vienna House Andel's Cracow Sp.z.o.o.	Hotel operation	Poland	-	100.0
Vienna House Easy Katowice Sp.z.o.o.	Hotel operation	Poland	100.0	100.0
VH Warsaw Hotel Sp. z o.o.	Hotel operation	Poland	-	100.0
Vienna House Diplomat Prague a.s.	Hotel operation	Czech Republic	100.0	100.0

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			<u>2021</u> Percent	<u>2020</u> Percent
<b>Held by Vienna House Germany II GmbH</b>				
Vienna House Germany III GmbH	Hotel operation	Germany	-	100.0
Vienna House Stralsund GmbH	Hotel operation	Germany	-	100.0
Vienna House Rostock GmbH	Hotel operation	Germany	-	100.0
Vienna House Eisenach GmbH	Hotel operation	Germany	-	100.0
Vienna House Leipzig GmbH	Hotel operation	Germany	-	100.0
Vienna House Easy München GmbH	Hotel operation	Germany	-	100.0
Vienna House Parkhotel Braunschweig GmbH	Hotel operation	Germany	-	100.0
Vienna House Easy Potsdam GmbH	Hotel operation	Germany	-	100.0
Vienna House Baden-Baden GmbH	Hotel operation	Germany	-	100.0
Vienna House Schaffhausen GmbH	Hotel operation	Switzerland	-	100.0
Vienna House Easy Bremen GmbH	Hotel operation	Germany	-	100.0
Vienna House Germany IV GmbH	Hotel operation	Germany	-	100.0
<b>Held by Vienna House Real Estate GmbH</b>				
VHE Bratislava Real Estate s.r.o	Property owner	Slovakia	100.0	100.0
Vienna House Diplomat Prague RE s.r.o.	Property owner	Czech Republic	100.0	100.0
Vienna House Amber Baltic Sp. z o.o.	Dormancy	Poland	100.0	100.0
Vienna House Andel's Lodz Sp. z o.o	Dormancy	Poland	100.0	100.0
Vienna House Easy Cracow Sp. z o.o.	Dormancy	Poland	100.0	100.0
UBX Plzen Real Estate s.r.o.	Property owner	Czech Republic	100.0	100.0
VH Amber Baltic Sp.z o.o.	Hotel operation	Poland	100.0	100.0
UBX Katowice Sp. z.o.o.	Property owner	Poland	100.0	100.0
Comtel Focus S.A.	Property owner/Hotel operation	Romania	99.9	99.9



Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			<u>2021</u> Percent	<u>2020</u> Percent
<b>Held by U Global Hospitality Company Limited</b>				
U Hospitality Holding (Mauritius)	Securities investment	Republic of Mauritius	100.0	100.0
Ratburana Property Company Limited (*)	Property development	Thailand	100.0	-
Advance Life Assurance Public Company Limited	Life insurance	Thailand	75.0	-
<b>Held by U Hospitality Holding (Mauritius)</b>				
U Hospitality Holding (Hong Kong) Limited	Securities investment/Property management/Consulting services	Hong Kong	100.0	100.0
<b>Held by Vienna International Asset GmbH</b>				
Calvus GmbH & Co. Vermietungs KG	Property owner	Germany	94.0	94.0
Enigma GmbH & Co. Objekt Wuppertal KG	Property owner	Germany	94.0	94.0
Fabella GmbH & Co. Vermietungs KG	Property owner	Germany	94.0	94.0
Fabio GmbH & Co. Vermietungs KG	Property owner	Germany	94.0	94.0
Fiora GmbH & Co. Vermietungs KG	Property owner	Germany	94.0	94.0

(\*) U Global Hospitality Company Limited acquired all ordinary shares of Ratburana Property Company Limited from PrannaKiri Assets Company Limited during the year

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.

- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) The assets and liabilities in the financial statements of overseas subsidiaries are translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the caption of “Exchange differences on translation of financial statements in foreign currency” in the statements of changes in shareholders’ equity.
- f) Material balances and transactions between the Company and its subsidiaries (“the Group”) have been eliminated from the consolidated financial statements.
- g) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

2.3 The separate financial statements present investments in subsidiaries, joint ventures and associates under the cost method.

2.4 The Company has a joint arrangement which assessed as joint operation between the Company and other joint operators which is Rong Pasee Roi Chak Sam Joint Venture (“Rong Pasee JV”). Rong Pasee JV is incorporated and domiciled in Thailand and engaged in hotel business. The Company recognises its shares of assets, liabilities, revenue and expenses of Rong Pasee JV, in proportion to its interest, to the separate financial statements.

### **3. New financial reporting standards**

#### **3.1 Financial reporting standards that became effective in the current year**

During the year, the Group has adopted the revised financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2021. 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 Group’s financial statements.

### **3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2022**

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 2022. 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, for some standards, providing temporary reliefs or temporary exemptions for users.

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

## **4. Significant accounting policies**

### **4.1 Revenue and expense recognition**

#### **Revenue from hotel operation**

Revenues from hotel operations mainly comprise of room sales, food and beverage sales, hotel management income and revenues from auxiliary activities and represent the invoiced value (excluding value added tax) of goods delivered and services rendered after deducting service charges and discount.

#### **Management income**

Management income is recognised when services have been rendered, with reference to the term of the contract, excluding value added tax.

#### **Rental income**

Rental income is recognised on a straight-line basis over the lease term. The rental charge depends on the area rented, the rental rate charged, and the rental period stipulated in the contract.

#### **Insurance premium income**

Premium income, net of reinsurance premium, is recognised on the date the insurance policy comes into effect for insurance policies with coverage periods no longer than 1 year. For long-term insurance policies with coverage periods of longer than 1 year, related premium and expense are recorded as premium received and accrued expense and recognised as income and expense over the coverage period each year.

Reinsurance premium is recognised as income when the reinsurer places the reinsurance application or the statement of accounts with the subsidiary.

### **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).

### **Dividends**

Dividends are recognised when the right to receive the dividends is established.

### **Other service income**

Service revenue is recognised when services have been rendered taking into account the stage of completion, excluding value added tax.

Revenues from utility services are recognised when services have been rendered and represent the invoiced value (excluding value added tax) of services rendered after deducting discounts and service charges reference to the term of the contract.

### **Benefit payments under life policies and gross claims**

Benefit payments under life policies are recorded when notices of claims have been received or when they are due according to the policies. Claims expenses are recognised upon the receipt of the claims advice from the insured.

### **Finance cost**

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and are 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 Inventories**

Inventories are valued at the lower of weighted average cost and net realisable value.

## **4.4 Real estate projects under development**

Real estate projects under development are stated at the lower of cost and estimated net realisable value. The cost of real estate projects under development consists of the costs of land, land development, design and construction cost.

#### **4.5 Cost to obtain a contract**

The Group recognises commission paid to obtain a customer contract as an asset and amortised to expenses on a systematic basis that is consistent with the pattern of revenue recognition. An impairment loss is recognised to the extent that the carrying amount of an asset recognised exceeds the remaining amount of consideration that the entity expects to receive less direct costs.

#### **4.6 Product classification**

The subsidiary classifies insurance contracts based on the nature of the contract. An insurance contract is one under which the insurer has accepted significant insurance risk from another party (the policyholders) by agreeing to compensate the policyholder if a specified uncertain future event (the insured event) adversely affects the policyholder. Determination of whether a significant insurance risk has been accepted is based on comparison of the amount of benefits payable under the contract if an insured event occurs with the amount of payment obligation if the insured event does not occur. If a contract does not pass the test as mentioned above, the subsidiary classifies it as an investment contract. An investment contract is an insurance contract in legal form that transfers financial risk but not significant insurance risk. Financial risk is interest rate risk, foreign exchange risk, or price risk.

Assessment of significant insurance risk is done on a contract-by-contract basis on the inception date of a contract. Once a contract has been classified as an insurance contract, it remains an insurance contract for the remainder of its lifetime, unless all rights and obligations are extinguished or expire. An investment contract can, however, be reclassified as an insurance contract after inception if insurance risk becomes significant.

Insurance and investment contracts may have two types of features: one with or one without discretionary participating features (“DPF”). A DPF is a contractual right to receive, as a supplement to guaranteed benefits, an additional benefit that is likely to be a significant portion of the total contractual benefits, whose amount or timing is contractually at the discretion of the issuer and that is contractually based on the performance of a specified pool of contracts, or realised and/or unrealised investment returns of a specified pool of assets held by the issuer or performance of a company, a fund or other entities issuing this contract.

#### **4.7 Investments in subsidiaries, joint ventures and associates**

Investments in joint ventures and associates are accounted for in the consolidated financial statements using the equity method.

Investments in subsidiaries, joint ventures and associates are accounted for in the separate financial statements using the cost method.

#### **4.8 Land and project awaiting development**

Land held for future development is stated at the lower of cost and estimated net realisable value. The cost of land and project awaiting development consists of the cost of land and other related acquisition costs incurred.

#### **4.9 Investment properties**

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of investment properties are calculated by reference to their costs or the revalued amounts on the straight-line basis over the following estimated useful lives:

Buildings and building improvement	20 - 51 years
Furniture, fixture and equipment	16 years

Depreciation of the investment properties is included in determining income.

No depreciation is provided on land and construction in process.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

#### **4.10 Property, plant and equipment/Depreciation**

Land is stated at cost. Buildings and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Buildings are initially recorded at cost on the acquisition date.

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



Buildings, land and building improvement	5 - 50 years
Furniture, fixture and equipment	1 - 20 years
Hotel operating equipment	2 - 10 years
Vehicles	3 - 8 years

Depreciation is included in determining income.

No depreciation is provided on land and construction in progress.

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.

#### **4.11 Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

#### **4.12 Intangible assets**

Intangible assets acquired through business combination are initially recognised at their fair value on the date of business acquisition while intangible assets acquired in other cases are recognised at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on a systematic 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>
Intangible assets acquired through business combination	10 - 32 years
Heritable building rights	38 - 78 years
Computer software	2 - 20 years
Copyright	10 years

#### 4.13 Goodwill

Goodwill is initially recorded at cost, which equals to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognised as gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Group's cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Group estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

#### 4.14 Leases

At inception of contract, the Group 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 Group as a lessee**

The Group 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 Group 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 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 improvement	1 - 36	years
Buildings and building improvement	2 - 143	years
Furniture fixture and equipment	1 - 15	years
Vehicles	2 - 8	years

If ownership of the leased asset is transferred to the Group 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.

Right-of-use assets which are classified as investment properties are presented as part of investment properties in the statement of financial position.

### ***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 Group and payments of penalties for terminating the lease, if the lease term reflects the Group 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 Group discounted the present value of the lease payments by the interest rate implicit in the lease or the Group'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.

## **The Group as a lessor**

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee. Lease receivables from operating leases is recognised as income in profit or loss on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying assets and recognised as an expense over the lease term on the same basis as the lease income.

### **4.15 Related party transactions**

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

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

### **4.16 Foreign currencies**

The consolidated and separate financial statements are presented in Baht, which is also the Group's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

### **4.17 Impairment of non-financial assets**

At the end of each reporting period, the Group performs impairment reviews in respect of the property, plant and equipment, right-of-use assets, investment properties or other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Group also carries out annual impairment reviews in respect of goodwill. 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. In determining value in use, the estimated future cash flows are

discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

In the assessment of asset impairment (except for goodwill), if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Group estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss.

#### **4.18 Insurance contract liabilities**

##### **Insurance reserve for long-term insurance contracts**

Subsidiary determines insurance reserve for long-term insurance contracts using the Gross Premium Valuation (GPV) method based on current assumptions and discount rates calculated at the risk-free rate plus an illiquidity premium (which is 52% of the difference from the reference interest rate derived from A-rated corporate bonds). The main assumptions include those relating to policy lapse or surrender rates, mortality and morbidity rates and discount rates.

##### ***Payments under life insurance policies***

Payments under life insurance policies are recorded when notification is received or when the policy expires.

##### ***Unearned premium reserve***

The unearned premium reserve for short-term additional contracts is calculated in proportion to the premium over the coverage period.

### ***Loss reserves and unpaid loss***

The subsidiary records a claim as an expense when the claim is received from the insured. It is recorded at the estimated value of the loss assessed by an independent appraiser or an officer of the subsidiary, as the case may be, net of the portion recoverable from reinsurance, provided that the estimated maximum indemnity value will not exceed the benefits and conditions of the insurance policy. In addition, the subsidiary sets aside additional provisions for losses incurred but not yet reported (IBNR). The IBNR claims estimate is made using an actuarial method.

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

#### ***Defined benefit plans***

The Group has obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Group 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 defined benefit plans are recognised immediately in other comprehensive income.

Past service costs are recognised in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Group recognises restructuring-related costs.



#### **4.20 Assets held for sale and discontinued operations**

The Group classifies disposal assets as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. The criteria for held for sale classification is regarded as met only when the sale is highly probable and the disposal assets are available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Disposal assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

#### **4.21 Provisions**

Provisions are recognised when the Group 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.

#### **4.22 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 Group recognises deferred tax liabilities for all taxable temporary differences while they recognise 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 Group 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 Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

#### **4.23 Financial instruments**

The Group 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 Group's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

##### ***Financial assets at amortised cost***

The Group measures financial assets at amortised cost less expected credit loss (if any) 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.

##### ***Financial assets at FVOCI (debt instruments)***

The Group measures financial assets at FVOCI if the financial asset is held to collect contractual cash flows and selling 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.

Interest income, foreign exchange revaluation and impairment losses or reversals are recognised in profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to profit or loss.

### ***Financial assets designated at FVOCI (equity instruments)***

Upon initial recognition, the Group can elect to irrevocably classify its equity investments which are not held for trading as equity instruments designated at FVOCI. The classification is determined on an instrument-by-instrument basis.

Gains and losses recognised in other comprehensive income on these financial assets are never recycled to profit or loss.

Dividends are recognised as other income in profit or loss, except when the dividends clearly represent a recovery of part of the cost of the financial asset, in which case, the gains are recognised in other comprehensive income.

Equity instruments designated at FVOCI are not subject to impairment assessment.

### ***Financial assets at FVTPL***

Financial assets measured at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

These financial assets include derivatives, security investments held for trading, equity investments which the Group has not irrevocably elected to classify at FVOCI and financial assets with cash flows that are not solely payments of principal and interest.

Dividends on listed equity investments are recognised as other income in profit or loss.

### **Classification and measurement of financial liabilities**

Except for derivative liabilities, at initial recognition the Group'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 Group takes into account any discounts or premiums on acquisition and 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 Group has transferred substantially all the risks and rewards of the asset, or the Group 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 Group 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 Group 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 Group 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 Group 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 Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. For loans, the Group applies a general approach in calculating ECLs, taking into account changes in credit risk stage of the financial asset and applying different methods to determine allowance for expected credit losses and the effective interest rate at each stage.

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.

#### **4.24 Derivatives**

The Group uses derivative financial instruments, such as interest rate swaps contracts, to hedge its interest rate risks.

Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. The subsequent changes are recognised in profit or loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not due to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

#### **4.25 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 Group applies a quoted market price in an active market to measure their 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 Group measures fair value using valuation technique 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 observable 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 Group 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 from these estimates. Significant judgements and estimates are as follows:

### **5.1 Leases**

#### **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 Group 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 Group to exercise either the extension or termination option.

#### **Estimating the incremental borrowing rate**

The Group 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 incremental borrowing rate is the rate of interest that the Group 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.

### **5.2 Allowance for expected credit losses**

In determining an allowance for expected credit losses of financial assets, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts, the criteria used for assessment of a significant increase in credit risk, and probability of debt collection, including selection of the forecasted macroeconomic data inputs used in the model. The use of different estimates and assumptions could affect the amount of the allowance for credit losses and, therefore, the allowance may need to be adjusted in the future.



### **5.3 Property plant and equipment/Depreciation**

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and residual values of the plant and equipment and to review estimate useful lives and residual values when there are any changes.

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

### **5.4 Goodwill**

The initial recognition and measurement of goodwill, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

### **5.5 Allowance for impairment of non-financial assets**

In determining allowance for impairment of a non-financial asset, the management is required to exercise judgements regarding determination of the recoverable amount of the asset, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next 5 years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the performance of the assets of the cash-generating unit being tested. The recoverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to property, plant and equipment, goodwill and investment properties recognised by the Group. The key assumptions used to determine the recoverable amount for the different cash-generating units, including a sensitivity analysis, are disclosed and further explained in Note 21 and 23.

## **5.6 Insurance reserve for long-term insurance contracts**

The insurance reserve for long-term insurance contracts is a life insurance reserve calculated using the actuarial method. The reserve is estimated based on current assumptions or assumptions determined at the inception of the insurance coverage unless a decision is made to amend these assumptions and reflects the best estimate for the time period at that time. The main assumptions relate to the lapse or surrender rate, mortality rate, sickness rate, age and discount rate. However, these estimates are forecasts of future events therefore may differ from actual results.

## **5.7 Loss reserves**

At the end of each reporting period, the Company has to estimate loss reserves taking into account two parts. These are the loss incurred and reported, and the loss incurred but not yet reported (IBNR). The key assumptions used in this actuarial method are historical data, including the development of loss estimates, paid and incurred losses, average loss per claim and number of loss, etc. Nevertheless, such estimates are forecasts of future outcomes, and actual results could differ.

## **5.8 Unexpired risk reserves**

Unexpired risk reserves are calculated using an actuarial method, based on a best estimate of the claims expected to be paid over the remaining term of the insurance. Estimating the reserve requires the management to exercise judgment, with reference to historical data and the best estimates available at the time.

## **5.9 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.

## **5.10 Litigation**

The Group has contingent liabilities as a result of litigation. The Group's management has used judgement to assess of the results of the litigation and believes that no loss will result. Therefore, no contingent liabilities are recorded as at the end of reporting period.

## 6. Related party transactions

During the year, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Group and those related parties.

					(Unit: Million Baht)
	Consolidated financial statements		Separate financial statements		
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	Pricing policy
<u>Transactions with subsidiaries</u>					
(Eliminated from the consolidated financial statements)					
Management income	-	-	244	246	Contract price
Dividend income	-	-	10	57	As announcement
Interest income	-	-	724	577	0.58 to 6.25 percent per annum
Rental and service expenses	-	-	9	8	Contract price
Other expenses	-	-	1	1	With reference to market price
Interest expenses	-	-	-	47	6-month EURIBOR plus 4.41 percent per annum
<u>Transactions with associate</u>					
Interest income	1	1	1	1	MLR minus 1.25 percent per annum
Cost of hotel operation	1	2	-	-	With reference to market price and contract price
<u>Transactions with joint ventures</u>					
Revenue from hotel operation	5	9	-	-	With reference to market price and contract price
Management income	33	41	33	41	Contract price
Dividend income	-	-	-	165	As announcement
Interest income	118	231	118	231	3.75 to 5.30 percent per annum
Management fee	12	20	-	-	Contract price

(Unit: Million Baht)

Consolidated financial statements		Separate financial statements		Pricing policy	
<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>		
Other expenses		15	14	12	14 With reference to market price
<u>Transactions with related parties</u>					
Revenue from hotel operation		138	39	-	- With reference to market price and contract price
Rental income		53	51	-	- Contract price
Management income		140	190	11	2 Contract price
Other income		2	3	-	- Contract price
Cost of hotel operation		3	13	-	- With reference to market price
Other expenses		6	6	3	2 With reference to market price
Interest expenses		90	225	90	225 MLR minus 1.00 percent per annum
Construction cost		377	420	-	- Contract price

As at 31 December 2021 and 2020, the balances of the accounts between the Group and related parties are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
<u>Trade and other receivables - related parties (Note 9)</u>				
Subsidiaries	-	-	-	33,170
Associate	-	408	-	-
Joint ventures	9,828	3,931	7,860	1,113
Related companies	31,706	22,677	1,252	1,800
Total trade and other receivables - related parties	<u>41,534</u>	<u>27,016</u>	<u>9,112</u>	<u>36,083</u>
<u>Investments in debt securities - related parties</u>				
Related company	<u>78,917</u>	<u>-</u>	<u>-</u>	<u>-</u>

Total investments in debt securities - related parties	78,917	-	-	-
<u>Prepaid expenses - related parties</u>				
Joint ventures	269	279	-	-
Total prepaid expenses - related parties	269	279	-	-
<u>Rental deposit - related parties</u>				
Subsidiary	-	-	1,995	1,995
Related company	256	230	-	-
Total rental deposit - related parties	256	230	1,995	1,995
<u>Advance payment for construction - related party</u>				
Related company	6,784	21,363	-	-
Total advance payment for construction - related party	6,784	21,363	-	-
<u>Trade and other payables - related parties (Note 25)</u>				
Subsidiaries	-	-	736	817
Associate	-	15,580	-	-
Joint ventures	1,846	1,084	-	-
Related companies	30,878	31,418	1,044	197
Total trade and other payables - related parties	32,724	48,082	1,780	1,014
<u>Rental deposit payables - related party</u>				
Related company	11,298	11,745	-	-
Total rental deposit payables - related party	11,298	11,745	-	-
<u>Retention payables - related parties</u>				
Related companies	88,427	86,750	-	-
Total retention payables - related parties	88,427	86,750	-	-
<u>Loans to related parties and interest receivables and loans from related parties and interest payables</u>				

As at 31 December 2021 and 2020, the balances of loans to and interest receivables and loans from and interest payables between the Group and those related parties and the movement are as follows:

		(Unit: Thousand Baht)			
		Consolidated financial statements			
Long-term loans to related parties and interest receivables	Related by	Balance as at 31 December 2020	Increase during the year	Decrease during the year	Balance as at 31 December 2021
MHG NPark Development Company Limited <sup>(*)</sup>	Associate	20,135	592	(20,727)	-
Nuvo Line Agency Company Limited	Joint venture	917,062	460,802	(447,551)	930,313
BTS Sansiri Holding Sixteen Limited	Joint venture	367,089	135,517	(67,480)	435,126
BTS Sansiri Holding Nineteen Limited	Joint venture	339,084	14,506	(14,491)	339,099
BTS Sansiri Holding Twenty Two Limited	Joint venture	249,562	49,437	(229,478)	69,521
Siripat Three Company Limited	Joint venture	172,541	22,720	(7,607)	187,654
Keystone Management Company Limited	Joint venture	184,434	8,267	-	192,701
Keystone Estate Company Limited	Joint venture	17,368	671	-	18,039
Ratchada Alliance Company Limited	Joint venture	81,273	3,840	(4,145)	80,968
Future Domain Company Limited	Joint venture	-	1,085,769	(736,905)	348,864
Phraram 9 Alliance Company Limited (formerly known as "Prime Area 9 Company Limited") <sup>(**)</sup>	Joint venture	-	220,404	-	220,404
<b>Total</b>		<b>2,348,548</b>	<b>2,002,525</b>	<b>(1,528,384)</b>	<b>2,822,689</b>

<sup>(\*)</sup> Classified as assets held for sale (Note 16.1.1)

<sup>(\*\*)</sup> Changed status from investment in subsidiary to investment in joint venture during the year



(Unit: Thousand Baht)

		Separate financial statements				
Long-term loans to related parties and interest receivables	Related by	Balance as at 31 December 2020	Increase during the year	Decrease during the year	Unrealised gain on exchange rate	Balance as at 31 December 2021
Park Opera Company Limited	Subsidiary	233,303	-	-	-	233,303
Natural Real Estate Company Limited	Subsidiary	4,157	-	-	-	4,157
Natural Park Ville Company Limited	Subsidiary	79,000	-	-	-	79,000
Richee Property Management Company Limited	Subsidiary	16,435	-	-	-	16,435
Khon Kaen Buri Company Limited	Subsidiary	1,485,081	31,416	(25,608)	-	1,490,889
Boonbarammee Metta Property Company Limited (*)	Subsidiary	64,555	3,111	(67,666)	-	-
N Park Global Holding Company Limited	Subsidiary	787,052	15,502	(10,250)	-	792,304
Kamkoong Property Company Limited	Subsidiary	1,559,425	75,206	-	-	1,634,631

(Unit: Thousand Baht)

Long-term loans to related parties and interest receivables	Related by	Separate financial statements				Balance as at 31 December 2021
		Balance as at 31 December 2020	Increase during the year	Decrease during the year	Unrealised gain on exchange rate	
Khu Khot Station Alliance Company Limited (formerly known as "Project Green Company Limited")	Subsidiary	1,137,238	25,388	-	-	1,162,626
Muangthong Assets Company Limited	Subsidiary	864,738	71,026	-	-	935,764
Thana City Golf & Sports Club Company Limited	Subsidiary	25,283	861	(26,144)	-	-
Nine Square Property Company Limited	Subsidiary	371,326	41,666	-	-	412,992
BTS Land Company Limited	Subsidiary	226,480	26,025	-	-	252,505
Mak8 Company Limited	Subsidiary	366,590	49,005	-	-	415,595

(Unit: Thousand Baht)

Long-term loans to related parties and interest receivables	Related by	Separate financial statements				Unrealised gain on exchange rate	Balance as at 31 December 2021
		Balance as at 31 December 2020	Increase during the year	Decrease during the year			
Siam Paging and Communicati on Company Limited	Subsidiary	49,829	2,366	(9,132)	-	-	43,063
Tanayong Hong Kong Limited	Subsidiary	5,335	285	-	-	-	5,620
PrannaKiri Assets Company Limited	Subsidiary	1,564,502	50,632	(895,681)	-	-	719,453
Prime Area Retail Company Limited	Subsidiary	914,588	39,995	(54,054)	-	-	900,529
Phraram 9 Alliance Company Limited (formerly known as "Prime Area 9 Company Limited") (**)	Subsidiary	1,023,407	26,100	(1,049,507)	-	-	-
Prime Area 12 Company Limited	Subsidiary	1,156,059	1,328,994	-	-	-	2,485,053
Prime Area 38 Company Limited	Subsidiary	1,456,011	236,139	-	-	-	1,692,150

(Unit: Thousand Baht)

Long-term loans to related parties and interest receivables	Related by	Separate financial statements				Balance as at 31 December 2021
		Balance as at 31 December 2020	Increase during the year	Decrease during the year	Unrealised gain on exchange rate	
Lombard Estate Holdings Limited	Subsidiary	2,753,808	2,579,280	(329,971)	12,623	5,015,740
Vienna House Capital GmbH	Subsidiary	1,139,383	1,128,096	(2,267,479)	-	-
Vienna International Asset GmbH (*)	Subsidiary	314,085	32,872	(356,106)	9,149	-
Vienna House Real Estate GmbH	Subsidiary	-	106,951	(106,951)	-	-
U Global Hospitality Company Limited	Subsidiary	-	2,662,510	-	-	2,662,510
U Remix Company Limited	Subsidiary	-	1,029,025	(38,135)	-	990,890
MHG NPark Development Company Limited (*)	Associate	20,135	592	(20,727)	-	-
Nuvo Line Agency Company Limited	Joint venture	917,062	460,802	(447,551)	-	930,313

(Unit: Thousand Baht)

Long-term loans to related parties and interest receivables	Related by	Separate financial statements				Unrealised gain on exchange rate	Balance as at 31 December 2021
		Balance as at 31 December 2020	Increase during the year	Decrease during the year			
BTS Sansiri Holding Sixteen Limited	Joint venture	367,089	135,517	(67,480)	-	-	435,126
BTS Sansiri Holding Nineteen Limited	Joint venture	339,084	14,506	(14,491)	-	-	339,099
BTS Sansiri Holding Twenty Two Limited	Joint venture	249,562	49,437	(229,478)	-	-	69,521
Siripat Three Company Limited	Joint venture	172,541	22,720	(7,607)	-	-	187,654
Keystone Management Company Limited	Joint venture	184,434	8,267	-	-	-	192,701
Keystone Estate Company Limited	Joint venture	17,368	671	-	-	-	18,039
Ratchada Alliance Company Limited	Joint venture	81,273	3,840	(4,145)	-	-	80,968
Future Domain Company Limited	Joint venture	-	1,085,769	(736,905)	-	-	348,864

(Unit: Thousand Baht)

		Separate financial statements				
Long-term loans to related parties and interest receivables	Related by	Balance as at 31 December 2020	Increase during the year	Decrease during the year	Unrealised gain on exchange rate	Balance as at 31 December 2021
Phraram 9 Alliance Company Limited (formerly known as "Prime Area 9 Company Limited") <sup>(*)</sup>	Joint venture	-	220,404	-	-	220,404
		19,946,218	11,564,976	(6,765,068)	21,772	24,767,898
Less: allowance for expected credit losses		(2,900,831)	(673,616)	706,056	-	(2,868,391)
Total		17,045,387	10,891,360	(6,059,012)	21,772	21,899,507

(\*) Classified as held for sale (Note 16.1.1 and 16.2.1)

(\*\*) Changed status from investment in subsidiary to investment in joint venture during the year

Set out below is the movement in the allowance for expected credit losses of loans to related parties and accrued interest receivables:

		(Unit: Thousand baht)			
		Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Balance at beginning of year		-	170,062	2,900,831	1,463,396
Provision for expected credit losses		-	2,133	673,616	1,777,306
Reversal of allowance for expected credit losses		-	(172,195)	(9,190)	(339,871)
Decrease from sales of subsidiaries		-	-	(631,318)	-
Classified as assets held for sale		-	-	(65,548)	-
Balance at end of year		-	-	2,868,391	2,900,831



There was a significant increase of Baht 673 million in the expected credit loss allowance for loans to related parties and accrued interest receivable in the separate financial statements in 2021, attributable to Prime Area 38 Company Limited, Nine Square Property Company Limited, BTS Land Company Limited, Mak 8 Company Limited, Boonbarammee Metta Property Company Limited, Npark Global Holding Company Limited, Prankiri Assets Company Limited and Prime Area 12 Company Limited. (2020: Baht 1,777 million, mainly due to Prime Area 9 Company Limited, Prime Area 12 Company Limited, Prime Area 38 Company Limited and Prankiri Assets Company Limited)

(Unit: Thousand Baht)

		Consolidated and separate financial statements			
Long-term loans from related party and interest payables	Related by	Balance as at 31 December 2020	Increase during the year	Decrease during the year	Balance as at 31 December 2021
BTS Group Holdings Public Company Limited	Related company	5,187,586	90,088	(5,277,674)	-
Less: Current portion		(72,000)			-
Long-term loans from related party and interest payables - net of current portion		5,115,586			-

The Company repaid all loans from BTS Group Holdings Public Company Limited during the current year.

#### Directors' and managements' benefits

During the years ended 31 December 2021 and 2020, the Group had employee benefit expenses payable to their directors and managements as below.

(Unit: Thousand Baht)

	Consolidated and separate financial statements	
	2021	2020
Short-term employee benefits	23,565	43,870
Post-employment benefits	1,862	2,793
Total	25,427	46,663

### Guarantee obligations and commitments with related parties

The Company has outstanding guarantee obligations and long-term service commitments with its related parties, as described in Note 44.3 to the consolidated financial statements.

## **7. Cash and cash equivalents**

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Cash	7,181	4,216	188	206
Bank deposits	2,732,492	3,516,381	2,144,549	2,488,978
Total	<u>2,739,673</u>	<u>3,520,597</u>	<u>2,144,737</u>	<u>2,489,184</u>

As at 31 December 2021, bank deposits in saving accounts carried interests between 0.00 and 0.50 percent per annum (2020: 0.00 and 0.25 percent per annum) (The Company only: 0.125 and 0.50 percent per annum (2020: 0.125 and 0.625 percent per annum)).

## **8. Investments in financial assets**

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
<u>Debt instruments at amortised cost</u>				
Fixed deposits with maturity				
date due more than 3 months	35,189	4	-	-
Government bonds	828,621	135,628	132,077	135,628
Quoted corporate bonds	563,957	-	-	-
Total	1,427,767	135,632	132,077	135,628
Less: Allowance for expected credit losses	(43,385)	-	-	-
Total debt instruments at amortised cost - net	<u>1,384,382</u>	<u>135,632</u>	<u>132,077</u>	<u>135,628</u>
<u>Debt instruments at FVOCI</u>				
Government bonds	674,642	-	-	-
Quoted corporate bonds	2,391,719	-	-	-
Total debt instruments at FVOCI	<u>3,066,361</u>	<u>-</u>	<u>-</u>	<u>-</u>

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
<u>Equity instruments designated at FVOCI</u>				
Listed equity investments	7,166,229	10,287	7,166,229	10,287
Total equity instruments designated at FVOCI	7,166,229	10,287	7,166,229	10,287
<u>Financial assets at FVTPL</u>				
Mutual funds - debt instruments	1,308,138	306,447	204,656	203,340
Mutual funds - equity instruments	37,853	-	-	-
Derivative warrants	437,339	-	437,339	-
Total financial assets at FVTPL	1,783,330	306,447	641,995	203,340
Total investments in financial assets	13,400,302	452,366	7,940,301	349,255
Investments in short-term financial assets	1,381,180	306,451	204,656	203,340
Investments in long-term financial assets	12,019,122	145,915	7,735,645	145,915
	13,400,302	452,366	7,940,301	349,255

As at 31 December 2021, fixed deposits carried interests between 0.01 and 0.50 percent per annum (2020: 0.01 percent per annum)

Equity instruments designated at FVOCI include listed equity investments which the Group considers these investments to be strategic in nature.

In 2021, the Group received dividends from equity instruments designated at FVOCI, which still existed at the reporting date, in the amount of Baht 0.9 million (2020: THB 0.7 million) (the Company only: THB 0.9 million, 2020: THB 0.7 million).

As at 31 December 2021, allowance for expected credit losses on debt instruments measured at amortised cost amounting to Baht 43 million was attributable to a subsidiary added during the year. This subsidiary has investments in debentures of Energy Earth Public Company Limited. In addition, debt instruments measured at fair value through other comprehensive income include an investment of Baht 469 million in bonds of Thai Airways International Public Company Limited ("Thai Airways"), which has entered the rehabilitation process. The subsidiary has therefore recognised a cumulative allowance for expected credit losses of Baht 245 million.

The Company has pledged equity instruments designated at FVOCI and derivative warrants measured at fair value through profit and loss amounting to Baht 7,589 million to secure long-term loans from financial institutions, as discussed in Note 29 to the consolidated financial statements.

As at 31 December 2021, a subsidiary has pledged debt instruments amounting to Baht 1,378 million with the Registrar as security in compliance with Section 20 and Section 24 of the Life Insurance Act B.E. 2535.

## 8.1 Jay Mart Public Company Limited (“JMART”)

On 26 August 2021, the Board of Directors Meeting of the Company passed a resolution to approve subscription to 136,119,587 newly issued ordinary shares of JMART, with a par value of Baht 1.00 per share, at a subscription price of Baht 30.337 per share, totaling Baht 4,129,459,910.82. In addition, the Company will receive 16,723,002 units of the warrants to purchase newly issued ordinary shares of Jay Mart Public Company Limited No. 6 allocated to investors who subscribe to and are allocated the newly issued ordinary shares offered to specific investors (Private Placement) (the “JMART-W6 Warrants”) with no offering price (offering price of Baht 0.00 per unit), an exercise ratio of 1 unit to 1 ordinary share in JMART, and an exercise price of Baht 30.337 per share.

Subsequently, on 7 December 2021, the Company purchased 136,119,587 newly issued ordinary shares of JMART for which full payment has already been made, and received 16,723,002 JMART-W6 Warrants. As a result, the Company holds 9.85% of the issued and paid-up shares of JMART. The management of the Company considers the investment to be strategic in nature and classified it as equity instruments designated at FVOCI.

As of the transaction date, the purchase price of JMART shares differs from its quoted price, this transaction, therefore, resulted in a difference on initial recognition of the investment, as follows:

	(Unit: Thousand Baht)
Fair value of equity instruments and warrants as at the transaction date	6,348,849
Transaction price (purchase price)	(4,129,460)
Difference on initial recognition	<u>2,219,389</u>

Since these additional shares are subject to a sales restriction (silent period) for a one-year period from the date on which the shares began trading on the Stock Exchange of Thailand ("SET"), in accordance with the Notification of SET, in calculating the difference on initial recognition the Company had to discount the fair value of the JMART shares based on the latest bid price as of the purchase date to reflect the difference from the value of shares traded on the SET. The Company realised a gain on the difference between the fair value and purchase price upon initial recognition of Baht 2,219 million in the profit or loss for the year 2021.

## 9. Trade and other receivables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
<b><u>Trade receivables - related parties (Note 6)</u></b>				
Aged on the basis of due dates				
Not yet due	14,712	21,016	-	-
Past due				
Up to 3 months	13,011	524	-	-
3 - 6 month	3,380	2	-	-
6 - 12 month	-	1	-	-
Over 12 months	210	210	-	-
Total	31,313	21,753	-	-
Less: Allowance for expected credit losses	(210)	(210)	-	-
Total trade receivables - related parties, net	31,103	21,543	-	-

## **Trade receivables - unrelated parties**

Aged on the basis of due dates				
Not yet due	44,710	37,418	-	-
Past due				
Up to 3 months	19,124	61,282	-	-
3 - 6 months	269	3,930	-	-
6 - 12 months	778	153,886	-	-
Over 12 months	10,725	36,284	-	-
Total	75,606	292,800	-	-

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Less: Allowance for expected credit losses	(8,658)	(122,136)	-	-
Total trade receivables - unrelated parties, net	66,948	170,664	-	-
Total trade receivables - net	98,051	192,207	-	-
<b><u>Other receivables</u></b>				
Other receivables - related parties (Note 6)	10,431	5,473	9,112	36,083
Other receivables - unrelated parties	247,768	263,580	-	-
Interest receivables	41,700	380	316	366
Unbilled receivables	28	-	-	-
Total	299,927	269,433	9,428	36,449
Less: Allowance for expected credit losses	(10,158)	-	-	-
Total other receivables - net	289,769	269,433	9,428	36,449
Total trade and other receivables - net	387,820	461,640	9,428	36,449

The normal credit term is 30 to 60 days.

#### 10. Premium receivables

As of 31 December 2021, the outstanding balance of premium receivables from insurance is overdue for not more than 3 months since the due date under the law governing collection of insurance premiums.

When insurance receivables are outstanding for longer than the period of the extension that the subsidiary has granted to the customer, they are automatically paid upon the approval of the policy loan, subject to the cash value of the policy.

For insurance premiums receivables from insurance agents and brokers, the subsidiary has set debt collection procedures based on the credit period. If a receivable is past due, the subsidiary will take legal action against the insurance agent or broker on a case-by-case basis.

#### 11. Reinsurance receivables

As of 31 December 2021, receivables under insurance contracts are receivables related to reinsurance that are not more than 3 months past due.



## 12. Receivable from sales of investments in subsidiaries

In 2021, the Company recorded allowance for expected credit losses for all receivables from sales of investments in subsidiaries since the debtor had defaulted on payment.

## 13. Loans and interest receivables

### 13.1 Loans and interest receivables classified by staging of credit risk

The balances of loans and interest receivables, classified by staging of credit risk, were as follows:

(Unit: Thousand Baht)				
Consolidated financial statements				
31 December 2021				
Staging	Policy loans	Mortgage loans - residential	Mortgage loans - business	Total
Loans without a significant increase in credit risk (Stage 1)	344,983	845	908,043	1,253,871
Total	344,983	845	908,043	1,253,871
Less: Current portion	(22,126)	(333)	(190,404)	(212,863)
Loans and interest receivables – net of current portion	322,857	512	717,639	1,041,008

### 13.2 Loans and interest receivables classified according to overdue periods

As at 31 December 2021, the balances of loans and interest receivables, classified according to overdue periods of principal and interest receivables, were as follows:

(Unit: Thousand Baht)

Consolidated financial statements									
31 December 2021									
Overdue period	Policy loans		Mortgage loans - residential		Mortgage loans - business		Total		
	Interest		Interest		Interest		Interest		
	Principal	receivables	Principal	receivables	Principal	receivables	Principal	receivables	Total
Not yet due	334,737	10,246	646	45	907,647	396	1,243,030	10,687	1,253,717
Overdue less than 3 months	-	-	154	-	-	-	154	-	154
Loans and interest receivables	334,737	10,246	800	45	907,647	396	1,243,184	10,687	1,253,871

As of 31 December 2021, “mortgaged loans - for residential” and “mortgaged loans - for business” are loans to third parties, on which interest is charged at rates of 5.25 percent per annum and 5.25 - 6.25 percent per annum, respectively. The collateral for the loans consists of land and buildings.

#### 14. Real estate projects under development

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Land	1,523,823	3,905,468	100,000	100,000
Less: Allowance for impairment of land	(714,893)	(1,100,783)	(71,969)	(62,823)
	808,930	2,804,685	28,031	37,177
Land development cost	1,169	1,169	1,169	1,169
Construction cost	1,909,875	2,043,008	182,774	175,540
Others	10,311	10,311	10,311	10,311
Real estate projects under development - net	2,730,285	4,859,173	222,285	224,197

During the current year, the Group recorded allowance for impairment of land by Baht 161 million (2020: Baht 1,101 million) (the Company only: Baht 9 million and 2020: Baht 63 million), in profit or loss. In addition, there were reductions in allowance for impairment of land amounting to Baht 547 million due to sales of projects and transfers of land to investment properties.

Subsidiaries have mortgaged land and constructions thereon amounting to Baht 2,508 million (2020: Baht 4,635 million) as collateral against long-term loans from financial institutions as discussed in Note 29 to the consolidated financial statements.

#### 15. Restricted bank deposits

As at 31 December 2021, bank deposits in restricted bank deposits accounts carried interests between 0.50 and 1.25 percent per annum (2020: 0.00 and 1.70 percent per annum).

The Group has pledged some of its deposits at financial institutions to secure long-term loans from financial institutions and the issue of bank guarantees, as discussed in Note 29 and Note 44.3 to the consolidated financial statements, respectively.

#### 16. Investments in subsidiaries

Details of investments in subsidiaries as presented in separate financial statements are as follows:

Company's name	Paid-up capital		Shareholding percentage		(Unit: Thousand Baht)	
	Cost method					
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
			(Percent)	(Percent)		
Park Opera Company Limited	22,555	22,555	100.0	100.0	22,555	22,555
Natural Real Estate Company Limited	33,000	33,000	100.0	100.0	33,000	33,000
Natural Park Ville Company Limited	43,000	43,000	100.0	100.0	243,340	243,340
Richee Property Management Company Limited	1,000	1,000	99.9	99.9	999	999
Khon Kaen Buri Company Limited	960,000	960,000	100.0	100.0	960,000	960,000

(Unit: Thousand Baht)

Company's name	Paid-up capital		Shareholding percentage		Cost method	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
			(Percent)	(Percent)		
N Park Global Holding Company Limited	1,000	1,000	100.0	100.0	1,000	1,000
Boonbarammee Metta Property Company Limited (*)	700,000	700,000	100.0	100.0	-	290,000
Kamkoong Property Company Limited	1,100,000	1,100,000	100.0	100.0	2,705,848	2,705,848
Khu Khot Station Alliance Company Limited (formerly known as "Project Green Company Limited")	100,000	100,000	100.0	100.0	100,000	100,000
Lombard Estate Holdings Limited (GBP 77 million and EUR 27 million paid-up capital)	4,567,149	4,567,149	100.0	100.0	4,567,470	4,567,470
Muangthong Assets Company Limited	125,000	125,000	100.0	100.0	84,816	84,816
UNISON One Company Limited	340,000	340,000	100.0	100.0	843,600	843,600
Thana City Golf & Sports Club Company Limited	20,000	20,000	100.0	100.0	-	-
Tanayong Property Management Company Limited	1,000	1,000	100.0	100.0	-	-
PrannaKiri Assets Company Limited	311,000	311,000	100.0	100.0	481,149	481,149
Siam Paging and Communication Company Limited	5,000	5,000	100.0	100.0	6,744	6,744
Tanayong Food and Beverage Company Limited	201,000	201,000	100.0	100.0	200,000	200,000
BTS Land Company Limited	110,000	110,000	100.0	100.0	100,000	100,000
Nine Square Property Company Limited	10,000	10,000	100.0	100.0	30,425	30,425

(Unit: Thousand Baht)

Company's name	Paid-up capital		Shareholding percentage		Cost method	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
			(Percent)	(Percent)		
Mak8 Company Limited	151,000	151,000	100.0	100.0	166,073	166,073
Tanayong Hong Kong Limited (HKD 10,000 paid-up capital)	40	40	100.0	100.0	40	40
EGS Assets Company Limited	2,200,000	2,200,000	100.0	100.0	4,535,707	4,535,707
U Global Hospitality Company Limited	750,000	300,000	100.0	100.0	750,000	300,000
Prime Area Retail Company Limited	10,000	10,000	100.0	100.0	10,000	10,000
Phraram 9 Alliance Company Limited (formerly known as "Prime Area 9 Company Limited") <sup>(**)</sup>	100,000	100,000	100.0	100.0	-	54,094
Prime Area 12 Company Limited	100,000	100,000	100.0	100.0	57,692	57,692
Prime Area 38 Company Limited	50,000	50,000	100.0	100.0	25,500	25,500
Vienna International Asset GmbH (EUR 25,000 paid-up capital) <sup>(*)</sup>	884	884	94.9	94.9	-	1,661,005
U Global Hospitality Holding (Hong Kong) Limited (HKD 2 million paid-up capital)	6,242	6,242	100.0	100.0	6,242	6,242
U Remix Company Limited	10,000	-	100.0	-	10,000	-
Total					15,942,200	17,487,299
Less: Provision for loss on diminution in value					(3,562,983)	(2,199,099)
Net					12,379,217	15,288,200

<sup>(\*)</sup> Classified as assets held for sale (Note 16.1.1 and 16.2.1)

<sup>(\*\*)</sup> Changed status from investment in subsidiary to investment in joint venture during the year

During 2021, the Company's management evaluated the impairment of its investments in subsidiaries by comparing the carrying amount of the investments to its recoverable amount. The recoverable amount with the value in use, were determined using cash flow projections from financial estimation by management and discounted to its present value using a discount rate that reflects the subsidiaries' risk exposure. As a result, the Company recognised loss for impairment of these investments at Baht 1,708 million (2020: Baht 960 million) in profit or loss.

Key assumptions used in recoverable amount calculations are comprised of pre-tax discount rate between 5 - 10 percent per annum and growth rate between 2 - 3 percent per annum.

Dividends received from subsidiaries were as follows:

Company's name	(Unit: Thousand Baht)	
	Separate financial statements	
	2021	2020
UNISON One Company Limited	4,760	30,600
Tanayong Property Management Company Limited	5,000	4,000
EGS Assets Company Limited	-	22,000
Total	9,760	56,600

## 16.1 Subsidiaries directly owned by the Company

### 16.1.1 Boonbarammee Metta Property Company Limited ("Boonbarammee")

On 18 January 2022, the Company entered into an agreement to buy and to sell its investment in Boonbarammee and its subsidiaries and MHG NPark Development Company Limited ("MHG") with an unrelated company.

Subsequently, on 28 January 2022, the Company has disposed shares in Boonbarammee and its subsidiaries and MHG together with the outstanding loans payable by Boonbarammee and MHG to the Company, with total purchase price in the amount of Baht 30 million, pursuant to the conditions as approved by the Annual General Meeting of Shareholders for the year 2021, on 31 March 2021. As at the transaction date, the total asset values of Pacific Chiang Mai Company Limited, Pacific Hotel Chiangmai Company Limited (Boonbarammee's subsidiaries) and MHG as mutually determined by both parties is in the amount of Baht 1,221 million and the outstanding loans payable by Boonbarammee to financial institution is in the amount of Baht 1,191 million.



To comply with the requirements of TFRS 5 Non-current Assets Held for Sale and Discontinued Operations, the Company separately presented the assets and liabilities relating to Boonbaram and its subsidiaries and MHG under the caption of “Assets held for sale” and “Liabilities directly associated with assets held for sale” in the statement of financial position as at 31 December 2021.

Details of assets and liabilities relating to Boonbaram and its subsidiaries as at 31 December 2021 are as follows:

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
<b>Assets</b>		
Cash and cash equivalents	42,510	-
Trade and other receivables	7,457	-
Inventories	4,463	-
Other current assets	3,127	-
Restricted bank deposits	1,004	-
Long-term loans to related parties and interest receivables	-	2,118
Property, plant and equipment	1,083,623	-
Intangible assets	1,381	-
Other non-current assets	774	-
<b>Assets held for sale</b>	<b>1,144,339</b>	<b>2,118</b>
<b>Liabilities</b>		
Trade and other payables	61,005	-
Liabilities under debt restructuring agreements	1,209,609	-
Liabilities under lease agreements	57	-
Deposits and advances received	13,307	-
Other current liabilities	8,618	-
Provision for long-term employee benefits	3,557	-
Deferred tax liabilities	111,800	-
<b>Liabilities directly associated with assets held for sale</b>	<b>1,407,953</b>	<b>-</b>

Details of assets relating to MHG as at 31 December 2021 are as follows:

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
<b>Assets</b>		
Long-term loans to related parties and interest receivables - net	10,068	10,068
<b>Assets held for sale</b>	10,068	10,068

Some of the ordinary shares of Boonbarammee and its subsidiaries have been pledged with a financial institution to secure liabilities under debt restructuring agreements.

Boonbarammee's subsidiaries have mortgaged land and constructions thereon amounting to 1,053 Baht million (2020: Baht 1,087 million) as collateral to secure liabilities under debt restructuring agreements.

#### 16.1.2 Approval for the dissolution of subsidiaries

On 1 July 2020, the Executive Committee Meeting of the Company passed a resolution to approve the liquidation of 7 subsidiaries those are Park Opera Company Limited, Natural Real Estate Company Limited, Natural Park Ville Company Limited, Richee Property Management Company Limited, Natural Hotel Sukhumvit Company Limited, Park Gourmet Company Limited and Natural Hotel Panwa Company Limited.

On 1 October 2020, the Extraordinary General Meeting of Shareholders of Park Gourmet Company Limited ("PGM") passed a resolution to approve the dissolution. The dissolution was registered with Ministry of Commerce on 9 October 2020 and liquidation was completed on 14 September 2021.

On 17 December 2020, the Extraordinary General Meetings of Shareholders of Natural Hotel Panwa Company Limited ("NHP") and Natural Hotel Sukhumvit Company Limited ("NHS") passed resolutions to approve the dissolutions. NHP completed its the liquidation on 12 March 2021 and NHS completed its liquidation on 2 June 2021.

Currently, Park Opera Company Limited, Natural Real Estate Company Limited, Natural Park Ville Company Limited and Richie Property Management Company Limited are in the process of liquidation.

### 16.1.3 Transactions with Noble Development Public Company Limited (“Noble”)

On 14 December 2020, the Board of Directors Meeting of the Company passed a resolution to propose to the Annual General Shareholders’ Meeting for the year 2021 to consider and approve the disposal of the Company’s and subsidiaries’ 39 items of assets. Subsequently on 13 January 2021, the Board of Directors Meeting of the Company resolved an additional material matter regarding the entering into asset disposal transactions which was approved by the Annual General Meeting of Shareholders for the year 2021, on 31 March 2021. Details of the entering into transactions of disposal of some assets for joint venture with Noble are as follows:

1. The disposal of 50 percent of the total ordinary shares of Ratburana Property Company Limited (“RBP”), and 50 percent of the liabilities to repay loan to the RBP’s shareholders, at a total selling price of not less than Baht 439 million.
2. The disposal of 7 plots of freehold vacant land currently owned by the Company, totalling 16 rai, 2 ngan, and 38.8 square wa, to a joint venture company to be jointly set up with Noble, of which the Company will be holding 50 percent of the shares, at a total selling price of not less than Baht 463 million.
3. The disposal of 50 percent of the total ordinary shares of Khu Khot Station Alliance Company Limited (formerly known as “Project Green Company Limited”) (“KSA”), and 50 percent of the liabilities to repay loan to the KSA’s Shareholder, at a total selling price of not less than Baht 578 million.
4. The disposal of 50 percent of the total ordinary shares of Phraram 9 Alliance Company Limited (formerly known as “Prime Area 9 Company Limited”) (“PA9”), and 50 percent of the liabilities to repay loan to the Company, at a total selling price of not less than Baht 207 million.

The Company entered into Sale and Purchase Agreement with Noble on 21 December 2020. The disposal transactions will be valid between 1 July 2021 and 1 December 2023.

On 14 September 2021, the Extraordinary General Meeting of Shareholders of PA9 passed a resolution to approve an increase of Baht 668 million in PA9’s registered share capital, from Baht 100 million (1,000,000 ordinary shares with a par value of Baht 100 per share) to Baht 768 million (7,680,000 ordinary shares with a par value of Baht 100 per share). PA9 registered the capital increase with the Ministry of Commerce on 15 September 2021. The Company acquired all of PA9’s newly issued ordinary shares.

Subsequently, on 1 October 2021, the Company sold 3,840,000 ordinary shares with a par value of Baht 100 per share, or 50 percent of all shares of PA9, and 50 percent of PA9's loan liabilities to the Company, at a total selling price of Baht 209 million.

#### **16.1.4 U Global Hospitality Company Limited (“UGH”)**

On 22 June 2021, UGH received payment for additional shares of Baht 450 million (4,500,000 ordinary shares with a par value of Baht 100 per share). The Company acquired all of UGH's newly issued ordinary shares. On 23 June 2021, UGH registered the capital increase with Ministry of Commerce.

Subsequently, on 29 June 2021, UGH entered into a transaction to purchase ordinary shares of Ratburana Property Company Limited (“RBP”) with PrannaKiri Assets Company Limited, a subsidiary of the Company, for an aggregate amount of Baht 125.38 million. As a result, UGH holds all interest in RBP.

#### **16.1.5 U Remix Company Limited (“URM”)**

On 16 August 2021, a Board of Directors' meeting of the Company passed a resolution to establish URM, a new subsidiary in Thailand, to engage in property development business, with a registered capital of Baht 10 million (100,000 ordinary shares with a par value of Baht 100 per share), and paid-up capital of Baht 10 million.

### **16.2 Subsidiaries indirectly owned by the Company**

#### **16.2.1 Vienna House Capital GmbH (“VHC”) ( indirectly held through Lombard Estate Holdings Limited (“LEH”))**

a) On 14 December 2020, the Board of Directors Meeting of the Company passed a resolution to propose that the Annual General Meeting of Shareholders for the year 2021 consider and approve the disposal of 39 items of assets belonging to the Company and subsidiaries. Subsequently, on 13 January 2021, a Board of Directors Meeting of the Company resolved to approve transactions to dispose of some assets in Europe, and these were approved by the Annual General Meeting of Shareholders for the year 2021, held on 31 March 2021. Details are as follows:

1. The disposal of the following assets owned by Vienna House Hotelmanagement GmbH (“VHHM”), a subsidiary of VHC, for which VHHM entered into a share sale and purchase agreement with Townhouse Club GmbH (“THC”), an unrelated company that is a subsidiary of K5 Beteiligungs GmbH, on 19 January 2021, at a total selling price of EUR 28,066, with the disposal of the assets effective on

1 February 2021. As a result, the Company has excluded the financial statements of these subsidiaries from the consolidated financial statements since 1 February 2021.

1.1 The “REVO” trademark

1.2 All shares of VH Dresden Hotelbetriebs GmbH

1.3 All shares of Vienna House Leipzig GmbH

1.4 All shares of REVO München Hotelbetriebs GmbH

1.5 All shares of Townhouse Wismar GmbH (formerly known as “heptus 365. GmbH”)

1.6 All shares of Townhouse Berlin GmbH (formerly known as “heptus 366. GmbH”)

Details of sales of assets to THC are as follows:

	(Unit: Thousand EUR) Consolidated financial statements
Selling price	28
Cash paid to compensate for negative working capital	(2,424)
Add: Net liabilities	4,466
Gain on sales	2,070

Details of assets and liabilities relating to such transactions as at 1 February 2021 are as follows:

	(Unit: Thousand EUR) Consolidated financial statements
Cash and cash equivalents	1,581
Trade and other receivables	305
Inventories	40
Property, plant and equipment	346
Right-of-use assets	14,855
Intangible assets	5
Deferred tax assets	115
<b>Total assets</b>	<b>17,247</b>

	(Unit: Thousand EUR)
	Consolidated
	financial statements
Trade and other payables	4,976
Liabilities under lease agreements	15,735
Deposits and advances received	105
Other current liabilities	472
Other non-current liabilities	425
<b>Total liabilities</b>	<b>21,713</b>
<b>Net liabilities</b>	<b>(4,466)</b>

2. The disposal of shares owned by VHHM in the following companies and the liabilities of Vienna House Germany II GmbH ("VHG II"), a subsidiary of VHHM, to VHC. On 15 January 2021, VHHM and VHC entered into an agreement with HRG Sechste Hotel Management GmbH ("HRG"), an unrelated company, to sell and to purchase the shares and liabilities at a total selling price of EUR 3,600,017, with the disposal of the assets and the liabilities effective on 31 January 2021. As a result, the Company has excluded the financial statements of these subsidiaries from the consolidated financial statements since 31 January 2021. Details of assets and liabilities are as follows:

2.1 Liabilities of VHG II to VHC

2.2 All shares of VHE Berlin Hotelbetriebs GmbH

2.3 All shares of VH Warsaw Hotel Sp. z o.o.

2.4 All shares of VH Kronberg Hotelbetriebs GmbH

2.5 All shares of VHE Leipzig Hotelbetriebs GmbH

2.6 All shares of Vienna House REVO Katowice Sp. z.o.o.

2.7 All shares of VHG II, which has material assets as follow

- a) The leasehold to Vienna House Easy Greifswald hotel, located in Germany
- b) All shares of Vienna House Rostock GmbH
- c) All shares of Vienna House Stralsund GmbH
- d) All shares of Vienna House Eisenach GmbH
- e) All shares of Vienna House Germany III GmbH
- f) All shares of Vienna House Parkhotel Braunschweig GmbH
- g) All shares of Vienna House Easy Potsdam GmbH

- h) All shares of Vienna House Easy Bremen GmbH
- i) All shares of Vienna House Easy München GmbH
- j) All shares of Vienna House Baden-Baden GmbH
- k) All shares of Vienna House Schaffhausen GmbH
- l) All shares of Vienna House Germany IV GmbH

Details of sales of assets to HRG are as follows:

	(Unit: Thousand EUR) Consolidated financial statements
Selling price	3,600
Cash paid to compensate for negative working capital	(726)
Add: Net liabilities	1,262
Translation adjustment	63
Gain on sales	4,199

Details of assets and liabilities relating to such transactions as at 31 January 2021 are as follows:

	(Unit: Thousand EUR) Consolidated financial statements
Cash and cash equivalents	2,585
Trade and other receivables	3,967
Inventories	33
Property, plant and equipment	5,041
Right-of-use assets	162,691
Intangible assets	9,141
Deferred tax assets	107
<b>Total assets</b>	<b>183,565</b>
Trade and other payables	11,438
Liabilities under lease agreements	170,625
Deposits and advances received	462
Income tax payable	122



(Unit: Thousand EUR)

	Consolidated financial statements
Other current liabilities	1,033
Other non-current liabilities	1,147
<b>Total liabilities</b>	<b>184,827</b>
<b>Net liabilities</b>	<b>(1,262)</b>

3. The disposal of investment in Vienna House Andel's Cracow Sp. z o.o ("VH Andel's Cracow"), a subsidiary of VHHM, to HRG. VHHM entered into a share purchase agreement with HRG on 5 May 2021, to sell the investment at a price of EUR 1,080,383, with the disposal effective on 1 May 2021. As a result, the Company has excluded the financial statements of this subsidiary from the consolidated financial statements since 1 May 2021.

Details of sales of assets to VH Andel's Cracow are as follows:

(Unit: Thousand EUR)

	Consolidated financial statements
Cash received	1,080
Add: Net liabilities	2,310
Translation adjustment	82
Gain on sales	<b>3,472</b>

Details of assets and liabilities relating to such transaction as at 1 May 2021 are as follows:

(Unit: Thousand EUR)

	Consolidated financial statements
Cash and cash equivalents	107
Trade and other receivables	866
Inventories	29
Property, plant and equipment	1,187
Right-of-use assets	34,415
Deferred tax assets	256

(Unit: Thousand EUR)

	Consolidated financial statements
<b>Total assets</b>	36,860
Trade and other payables	3,175
Liabilities under lease agreements	35,746
Deposits and advances received	186
Other current liabilities	63
<b>Total liabilities</b>	39,170
<b>Net liabilities</b>	(2,310)

VHMM has received full payment.

- b) On 16 August 2021, the Board of Directors Meeting of the Company passed a resolution to approve, in principle, the disposal of ordinary shares in European subsidiaries transaction. Subsequently on 1 December 2021, the Executive Committee Meeting of the Company passed a resolution to approve the Disposal. On 15 December 2021, the Company, Vienna House Capital GmbH ("VHC") and Lombard Estate Holdings Limited ("LEH"), together hereinafter referred to as "the Sellers" entered into a purchase contract regarding shares in companies of Vienna House Group ("the Purchase Contract") with HR Neunte Hotel Estate Holdings GmbH, HRG Hotels Sechste Management GmbH, HR Zehnte Hotel Estate Holdings GmbH and ALL Beteiligungsgesellschaft mbH, which are unrelated parties, together hereinafter referred to as "the Purchasers", to dispose of:

1. Target 1: all ordinary shares in Vienna International Asset GmbH ("VIA") held by the Company.
2. Target 2: all ordinary shares in Vienna House Hotelmanagement GmbH ("VHHM") held by VHC
3. Target 3: all ordinary shares in Vienna House Real Estate GmbH ("VHRE") held by LEH.
4. Target 4: 11.3% of ordinary shares in VHE Bratislava s.r.o. held by VHC
5. Target 5: 1% of ordinary shares in Vienna House Easy Bucharest s.r.l. held by VHC
6. Target 6: all ordinary shares in VHE Cracow Sp. z o.o. held by VHC

together hereinafter referred to as the "Disposed Companies". In addition, the total amount of outstanding debt, under the shareholder loan, payable by the Disposed Companies and subsidiaries of the Disposed Companies will be sold to the Purchasers and/or any entity authorised by the Purchasers, with the preliminary purchase price set at approximately EUR 137,577,436. The significant assets of the Disposed Companies are as follows:

1. 17 hotels owned by the Disposed Companies (Owned Hotels)
2. 1 hotel under an operating lease (Operating Lease Hotel), namely Vienna House Andel's Berlin
3. 2 hotels that are joint ventures with UBM+VH Hotels GmbH
4. 6 hotels that are managed (Hotel Management Agreement), including the leases of the Vienna House Andel's Lodz and the Vienna House Diplomat Prague) and
5. The "Vienna House" trademark and the hotel management platform

In accordance with the contract between the Sellers and the Purchasers, the economic effective date of the transaction was 30 September 2021. The closing date is subject to completion of conditions precedent and is expected to be 28 February 2022. Both parties have to fulfill the conditions, transfer all control and rights of claim specified in the contract, and receive partial settlement according to the terms agreed in the contract.

As at 31 December 2021, both parties are in the process of fulfilling the conditions precedent before the closing date.

To comply with the requirements of TFRS 5 Non-current Assets Held for Sale and Discontinued Operations, the Company separately presented the assets and liabilities relating to the transaction under the caption of "Assets held for sale" and "Liabilities directly associated with assets held for sale" in the statement of financial position as at 31 December 2021.

Details of assets and liabilities relating to such transaction as at 31 December 2021 are as follows:

	(Unit: Thousand EUR)
	Consolidated
	<u>financial statements</u>
<b>Assets</b>	
Cash and cash equivalents	15,397
Trade and other receivables	11,679
Inventories	664
Restricted bank deposits	667
Investment in associates	12
Investment in joint ventures	530
Property, plant and equipment	187,647

	(Unit: Thousand EUR)
	Consolidated
	financial statements
Right-of-use assets	77,225
Intangible assets	10,116
Goodwill	22,483
Deferred tax assets	177
<b>Assets held for sale</b>	<b>326,597</b>
<b>Liabilities</b>	
Trade and other payables	26,661
Long-term loans from financial institutions	87,492
Liabilities under lease agreements	78,295
Deposits and advances received	1,820
Income tax payable	44
Provision for long-term employee benefits	765
Deferred tax assets	19,454
Other non-current liabilities	1,211
<b>Liabilities directly associated with assets held for sale</b>	<b>215,742</b>
	(Unit: Thousand Baht)
	Separate
	financial statements
<b>Assets</b>	
Long-term loans to related parties and interest receivables	356,105
Investment in subsidiary	1,661,005
<b>Assets held for sale</b>	<b>2,017,110</b>

### 16.2.2 Underwood Street Limited (“USL”) (indirectly held through LEH)

On 31 March 2021, the Annual General Meeting of Shareholders for the year 2021 passed a resolution to dispose of the Company’s assets including shares of USL which were indirectly held through LEH. Subsequently, LEH entered into a share purchase agreement for all shares of USL with an unrelated company.

On 7 June 2021, LEH transferred all of the ordinary shares it held in USL to that unrelated company and received full payment. Based on assessment made by the management of LEH, the assets and liabilities of USL as at 31 May 2021 and 7 June 2021 were not materially different. The Company has, therefore, excluded the financial statements of USL from the consolidated financial statements since 31 May 2021.

Details of sales of investments in USL are as follows:

	(Unit: Thousand GBP)
	Consolidated financial statements
Cash received	8,086
Less: Net assets	(7,154)
Gain on sales of a subsidiary	932

Details of assets and liabilities relating to such transactions as at 31 May 2021 are as follows:

	(Unit: Thousand GBP)
	Consolidated financial statements
Cash and cash equivalents	252
Trade and other receivables	80
Other current assets	520
Investment properties	8,585
Other non-current assets	376
<b>Total assets</b>	<b>9,813</b>
Trade and other payables	233
Liabilities under lease agreements	2,139
Deposits and advances received	2
Other non-current liabilities	285
<b>Total liabilities</b>	<b>2,659</b>
<b>Net assets</b>	<b>7,154</b>

### 16.2.3 Advance Life Assurance Public Company Limited (“A LIFE”) (The Company holds shares indirectly through U Global Hospitality Company Limited (“UGH”))

On 26 August 2021, the Board of Directors Meeting of the Company passed a resolution to approve UGH, a subsidiary, to acquire ordinary shares of A LIFE. On 4 October 2021, UGH acquired 148,035,897 ordinary shares, with a par value of Baht 10 each, of A LIFE from existing shareholders of A LIFE for a total consideration of Baht 1,500 million. This is equivalent to 75 percent of the total issued shares of A LIFE. UGH also acquired 100,000 subordinated debentures of A LIFE from Asian Venture Development Company Limited at the price of Baht 1,000 per unit, totalling Baht 100 million.

In addition, the Share Purchase Agreement between UGH and the seller includes a provision whereby the share purchase price is to be adjusted 3 6 months after the completion date of the transaction (“Share Price Adjustment Date”), with the parties agreeing, subject to the conditions stipulated in the contract, to adjust the price according to the difference between (1) the principal amount of the bonds of Thai Airways received by A LIFE during the period from the completion date of the transaction to the date of the share purchase price adjustment and the fair value of the bonds of Thai Airways on the date of the share purchase price adjustment; (2) the principal amount of the bonds of Thai Airways held by A LIFE on the completion date.

Based on their assessment, the management of UGH believes that the business acquisition was a business combination because the assets acquired and liabilities assumed constitute a business as defined in TFRS3 Business Combinations.

UGH has control over A LIFE and has included A LIFE in the consolidated financial statements since 4 October 2021. Details of the acquisition are as follows:

	(Unit: Thousand Baht)
Cash paid for purchases of investment in subsidiary	1,500,000
Less: Proportionate share of identifiable net assets of the acquiree	<u>(430,263)</u>
Estimated amount by which purchase costs exceeds interest in net assets value	<u><u>1,069,737</u></u>

The estimated carrying amounts of net assets acquired from A LIFE as at 4 October 2021 are as follows:

(Unit: Thousand Baht)

**Assets**

Cash and cash equivalents	54,537
Investment in financial assets	4,426,732
Trade and other receivables	31,271
Premium receivables	9,649
Reinsurance receivables	1,806
Loans and interest receivables	1,255,011
Building and equipment	133,183
Right-of-use assets	1,802
Intangible assets	112,404
Deferred tax assets	71,866
Other non-current assets	16,333
Total assets	6,114,594

**Liabilities**

Trade and other payables	37,561
Reinsurance liabilities	2,386
Insurance contract liabilities	4,073,181
Investment contract liabilities	1,308,752
Liabilities under lease agreements	1,833
Bonds	100,000
Provision for long-term employee benefits	17,197
Total liabilities	5,540,910
Estimated carrying amounts of net assets acquired	573,684
Less: Non-controlling interests' proportionate share of identifiable net assets of the acquiree	(143,421)
Proportionate share of identifiable net assets of the acquiree	430,263

Subsequently, on 19 October 2021, UGH acquired 60,000,000 newly issued shares of A LIFE, with a par value of Baht 10 each, totalling Baht 600 million in proportion to its existing shareholding.

At present, the Group is in the process of completing the measurement of fair value of the identifiable assets acquired and liabilities assumed as at the acquisition date, mainly with respect to the identification and measurement of intangible assets and certain tangible assets. The management of the Group has engaged an independent valuer to assess such fair value.



The measurement is to be completed within a period of 1 year from the acquisition date in accordance with the Thai Financial Reporting Standard No. 3 Business Combinations. However, the Group has used its best estimates to perform a valuation of assets and liabilities based on the facts and circumstances as at the acquisition date in order to initially allocate costs of the business acquisition to such identifiable items and recorded the excess of the acquisition cost of A LIFE over their book value as a separate item in the consolidated statement of financial position under the caption of “Estimated amount by which the purchase cost exceeds interest in net asset value”. Nevertheless, this assessment may be significantly different from the final outcome, and the Group may need to retrospectively adjust the provisional amounts previously recognised as at the acquisition date.

The Company has pledged all shares of in A LIFE to secure long-term loans from financial institutions, as discussed in Note 29 to the consolidated financial statements.

## 17. Investments in associates

### 17.1 Detail of associates:

					(Unit: Thousand Baht)			
Company's name	Nature of business	Country of incorporation	Shareholding percentage		Consolidated financial statements		Separate financial statements	
					Equity method		Cost method	
			<u>2021</u> (Percent)	<u>2020</u> (Percent)	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
MHG NPark								
Development	Property							
Company Limited <sup>(*)</sup>	development	Thailand	50.0	50.0	-	53,233	-	50,000
KDAG Data GmbH	Dormancy	Austria	-	33.3	-	-	-	-
Vienna House Asia	Hotel							
Limited <sup>(*)</sup>	management	Hong						
	services	Kong	30.0	30.0	-	270	-	-
Vienna House	Hotel							
(Thailand)	management							
Company Limited <sup>(*)</sup>	services	Thailand	30.0	30.0	-	181	-	-
Singer Thailand Public	Sale of							
Company Limited	goods and							
	leasing	Thailand	24.3	-	7,155,144	-	7,155,144	-
Total					7,155,144	53,684	7,155,144	50,000

<sup>(\*)</sup> Classified as assets held for sale (Note 16.1.1 and 16.2.1)

## 17.2 Share of comprehensive income

During the year, the Group recognised its share of profit (loss) from investment in associates in the consolidated financial statements as follows:

Associates	(Unit: Thousand Baht)	
	Consolidated financial statements	
	2021	2020
MHG NPark Development Company Limited	(1,261)	(4,930)
Vienna House Asia Limited	-	120
Vienna House (Thailand) Company Limited	-	(1)
Share of loss from investment in associates	(1,261)	(4,811)
Translation adjustment	12	30
Total	(1,249)	(4,781)

## 17.3 Singer Thailand Public Company Limited (“SINGER”)

On 26 August 2021, the Board of Directors Meeting of the Company passed a resolution to approve subscription to 197,108,696 newly issued ordinary shares of SINGER, with a par value of Baht 1.00 per share, at the subscription price of Baht 36.3005 per share, totaling Baht 7,155,144,219.15. In addition, the Company will receive 11,557,681 units of the warrants to purchase newly issued ordinary shares in Singer Thailand Public Company Limited No. 3 allocated to the investors who subscribe to and are allocated the newly issued ordinary shares offered to specific investors (Private Placement) (the “SINGER-W3 Warrants”) without an offering price (offering price of Baht 0.00 per unit), an exercise ratio of 1 unit to 1 ordinary share in SINGER, and an exercise price of Baht 36.3005 per share.

Subsequently on 17 December 2021, the Company purchased 197,108,696 newly issued ordinary shares of SINGER and made full payment. In addition, the Company received 11,557,681 units of SINGER-W3 Warrants. As a result, the Company holds 24.64% of the issued and paid-up shares of SINGER and classifies the investment as investment in associate. However, the shares are subject to a trading restriction (silent period) for a one-year period from the date on which the shares were first traded on the Stock Exchange of Thailand (“SET”) according to a Notification of the SET.

The Company's management estimated that the values of SINGER's assets and liabilities as at 31 December 2021 and at the purchase date were not significantly different. Therefore, 31 December 2021 is treated as the date of acquisition of SINGER's shares. At present, the Company's management is measuring the identifiable assets acquired and liabilities assumed based on the fair value at the acquisition date and the measurement of goodwill.

However, due to some limitations, the Company's management decided to use the book value of SINGER's assets and liabilities as of 30 November 2021 plus cash from the capital increase as the preliminary information for disclosure of estimation of the difference between the cost of acquisition in the associate and the acquiree's net assets. The Company's management believes that this book value is not significantly different from the book value as at 31 December 2021. Details of the acquisition are as follows:

	(Unit: Thousand Baht)
Current assets	6,118,038
Non-current assets	6,859,975
Current liabilities	(2,353,625)
Non-current liabilities	(6,705,753)
Net assets	3,918,635
Add: Cash from capital increase	10,652,388
Total	14,571,023
Investment Proportion (%)	24.64
Proportion to the Company's interest in net assets	3,590,300
Estimated amount by which costs of the acquisition of investment in associate exceed identifiable net assets of the acquiree	3,564,844
Cash paid for purchases of investment in associate	7,155,144

The Company has pledged all shares of SINGER to secure long-term loans from financial institutions, as discussed in Note 29 to the consolidated financial statements.

#### 17.4 Fair value of the investment in the associate listed in the Stock Exchange of Thailand

Fair value based on the latest bid price of the investment in the associate, which is listed on the Stock Exchange of Thailand was as follows:

	(Unit: Thousand Baht)	
	Fair value as at 31 December	
Company's name	2021	2020
Singer Thailand Public Company Limited	10,397,484	-
Total	10,397,484	-

## 18. Investments in joint ventures

### 18.1 Details of investments in joint ventures:

Details of investments in joint ventures that the Company and other subsidiaries have joint control are as follows:

(Unit: Thousand Baht)								
Joint venture	Nature of business	Country of incorporation	Shareholding percentage		Consolidated financial statements		Separate financial statements	
			Equity method		Cost method			
			2021 (Percent)	2020 (Percent)	2021	2020	2021	2020
Absolute Hotel Services Company Limited (**)	Hotel management	Thailand	50.0	50.0	46,420	220,280	-	-
Absolute Hotel Services Hong Kong Limited (**)	Hotel management	Hong Kong	12.3	12.3	915	4,573	-	-
Keystone Estate Company Limited	Property development	Thailand	50.0	50.0	964,759	958,338	937,000	937,000
Keystone Management Company Limited	International school	Thailand	50.0	50.0	-	85,995	252,096	252,096
BTS Sansiri Holding One Limited	Property development	Thailand	50.0	50.0	18,215	18,651	274,075	274,075
BTS Sansiri Holding Four Limited	Property development	Thailand	50.0	50.0	71,371	102,308	33,053	63,053
BTS Sansiri Holding Seven Limited	Property development	Thailand	50.0	50.0	28,742	29,043	72,249	72,249

(Unit: Thousand Baht)

Joint venture	Nature of business	Country of incorporation	Shareholding percentage		Consolidated financial statements		Separate financial statements	
			Equity method		Cost method			
			<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
			(Percent)	(Percent)				
BTS Sansiri Holding Eight Limited	Property development	Thailand	50.0	50.0	4,234	4,357	62,922	62,922
BTS Sansiri Holding Nine Limited	Property development	Thailand	50.0	50.0	26,757	27,098	64,531	64,531
Nuvo Line Agency Company Limited	Property development	Thailand	50.0	50.0	-	-	6,936	6,936
BTS Sansiri Holding Sixteen Limited	Property development	Thailand	50.0	50.0	-	-	46,219	46,219
Ratchada Alliance Company Limited	Property development	Thailand	50.0	50.0	-	-	19,100	19,100
BTS Sansiri Holding Nineteen Limited	Property development	Thailand	50.0	50.0	-	-	53,626	53,626
BTS Sansiri Holding Twenty Two Limited	Property development	Thailand	50.0	50.0	-	34,339	53,407	53,407
Siripat Three Company Limited	Property development	Thailand	50.0	50.0	-	-	25,000	25,000
Future Domain Company Limited	Property development	Thailand	50.0	-	132,132	-	146,634	-

(Unit: Thousand Baht)

Joint venture	Nature of business	Country of incorporation	Shareholding percentage		Consolidated financial statements		Separate financial statements	
					Equity method		Cost method	
					<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
					(Percent)	(Percent)		
Phraram 9 Alliance Company Limited (formerly known as “Prime Area 9 Company Limited”)(*)	Property development	Thailand	50.0	-	-	-	1,749	-
UBM+VH Hotels GmbH(**)	Hotel management	Germany	50.0	50.0	-	-	-	-
					1,293,545	1,484,982	2,048,597	1,930,214
Less: Allowance for impairment					-	-	(512,625)	(413,000)
Total					1,293,545	1,484,982	1,535,972	1,470,995

<sup>(\*)</sup> Changed status from investment in subsidiary to investment in joint venture during the year

<sup>(\*\*)</sup> Classified as assets held for sale (Note 16.2.1 and 18.6)

Investments under equity method presented under “Provision for transaction under equity method of investments in joint ventures” were detailed as follows:

(Unit: Thousand Baht)

Joint venture	Consolidated financial statements	
	2021	2020
Keystone Management Company Limited	115,139	-
Nuvo Line Agency Company Limited	41,789	85,070
BTS Sansiri Holding Sixteen Limited	100,945	44,760
Ratchada Alliance Company Limited	35,528	15,479
BTS Sansiri Holding Nineteen Limited	118,455	63,461
BTS Sansiri Holding Twenty Two Limited	30,777	-
Siripat Three Company Limited	19,950	8,268
Phraram 9 Alliance Company Limited (formerly known as “Prime Area 9 Company Limited”)	3,390	-
UBM+VH Hotels GmbH	-	996
Total	465,973	218,034

## 18.2 Share of comprehensive income

During the year, the Group recognised its share of profit (loss) from investments in joint ventures in the consolidated financial statements as follows:

(Unit: Thousand Baht)

Joint venture	Consolidated financial statements	
	2021	2020
Absolute Hotel Services Company Limited	11,820	(9,565)
Keystone Estate Company Limited	6,421	8,322
Keystone Management Company Limited	(201,134)	(113,215)
BTS Sansiri Holding One Limited	(436)	(753)
BTS Sansiri Holding Two Limited	-	(16,467)
BTS Sansiri Holding Three Limited	-	(9,852)
BTS Sansiri Holding Four Limited	(937)	(44,169)
BTS Sansiri Holding Five Limited	-	(5,443)
BTS Sansiri Holding Six Limited	-	(176,983)
BTS Sansiri Holding Seven Limited	(301)	(7,262)
BTS Sansiri Holding Eight Limited	(123)	(11,306)
BTS Sansiri Holding Nine Limited	(341)	(8,384)
Nuvo Line Agency Company Limited	43,281	(36,135)
BTS Sansiri Holding Eleven Limited	-	(194,824)
BTS Sansiri Holding Twelve Limited	-	(56,564)



Joint venture	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2021</u>	<u>2020</u>
Prime Area 38 Company Limited	-	(21,347)
BTS Sansiri Holding Fourteen Limited	-	(30,859)
Prime Area 12 Company Limited	-	(28,722)
BTS Sansiri Holding Sixteen Limited	(56,185)	(68,335)
BTS Sansiri Holding Seventeen Limited	-	(5,094)
Ratchada Alliance Company Limited	(20,050)	(28,104)
BTS Sansiri Holding Nineteen Limited	(54,994)	(92,207)
BTS Sansiri Holding Twenty Limited	-	(3,986)
Phraram 9 Alliance Company Limited (formerly known as "Prime Area 9 Company Limited")	(5,139)	(31,051)
BTS Sansiri Holding Twenty Two Limited	(65,117)	5,036
BTS Sansiri Holding Twenty Three Limited	-	(8,536)
BTS Sansiri Holding Twenty Four Limited	-	(5,196)
BTS Sansiri Holding Twenty Five Limited	-	(2,506)
Siripat Three Company Limited	(11,682)	(12,290)
Future Domain Company Limited	(14,502)	-
UBM + VH Hotels GmbH	19,066	(118,623)
Share of loss from investments in joint ventures	(350,353)	(1,134,420)
Translation adjustments	2,014	6,822
Total	<u>(348,339)</u>	<u>(1,127,598)</u>

### 18.3 Dividends received and return of capital

Dividends received from the joint ventures are as follows:

Joint venture	(Unit: Thousand Baht)			
	Consolidated financial		Separate financial statements	
	statements			
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
BTS Sansiri Holding Four Limited	-	35,000	-	35,000
BTS Sansiri Holding Twelve Limited	-	110,000	-	110,000
BTS Sansiri Holding Fourteen Limited	-	20,000	-	20,000
Total	<u>-</u>	<u>165,000</u>	<u>-</u>	<u>165,000</u>

Return of capital from joint ventures are as follows:

(Unit: Thousand Baht)

Joint venture	Consolidated and separate financial statements	
	2021	2020
BTS Sansiri Holding Four Limited	30,000	-
BTS Sansiri Holding Six Limited	-	150,000
BTS Sansiri Holding Eleven Limited	-	70,000
BTS Sansiri Holding Twelve Limited	-	37,500
BTS Sansiri Holding Fourteen Limited	-	37,500
Total	30,000	295,000

On 5 January 2021, the Extraordinary General Meeting of Shareholders of BTS Sansiri Holding Four Limited (“BSH4”) passed a resolution to approve a reduction in registered share capital of Baht 60 million from Baht 100 million (1,000,000 ordinary shares with a par value of Baht 100 per share) to Baht 40 million (400,000 ordinary shares with a par value of Baht 100 per share). BSH4 registered the capital reduction with the Ministry of Commerce on 24 February 2021.

#### 18.4 Summarised financial information about material joint ventures

Summarised information about financial position

(Unit: Million Baht)

	Jointly controlled entities between SANSIRI and the Company		Absolute Hotel Services Company Limited		Keystone Estate Company Limited		Keystone Management Company Limited	
	2021	2020	2021	2020	2021	2020	2021	2020
Cash and cash equivalents	1,483	857	2	1	4	25	20	35
Current assets	149	199	85	37	92	65	12	6
Land and projects under development	6,494	8,870	-	-	-	-	-	-
Non-current assets	325	338	35	35	1,822	1,816	2,761	2,810
Current liabilities	(8,403)	(8,902)	(26)	(15)	(3)	(4)	(200)	(588)
Long-term loans	(420)	(1,388)	-	-	(36)	(35)	(2,110)	(1,726)
Other non-current liabilities	-	-	(18)	(13)	-	-	(721)	(373)
<b>Net assets</b>	<b>(372)</b>	<b>(26)</b>	<b>78</b>	<b>45</b>	<b>1,879</b>	<b>1,867</b>	<b>(238)</b>	<b>164</b>

(Unit: Million Baht)

	Jointly controlled entities between SANSIRI and the Company		Absolute Hotel Services Company Limited		Keystone Estate Company Limited		Keystone Management Company Limited	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Shareholding percentage (%)	50	50	50	50	50	50	50	50
<b>Share of net assets</b>	(186)	(13)	39	23	940	934	(119)	82
Elimination of inter-transactions under equity method	(3)	(4)	-	-	-	-	-	-
Intangible assets acquired through purchase of investment in joint venture	-	-	69	73	-	-	-	-
Fair value adjustment of assets acquired assumed	26	31	-	-	24	24	4	4
Goodwill	-	-	124	124	-	-	-	-
Assets held for sale	-	-	(186)	-	-	-	-	-
<b>Carrying amounts of joint ventures based on equity method</b>	<u>(163)</u>	<u>14</u>	<u>46</u>	<u>220</u>	<u>964</u>	<u>958</u>	<u>(115)</u>	<u>86</u>

#### Summarised information about comprehensive income

(Unit: Million Baht)

	Jointly controlled entities between SANSIRI and the Company		Absolute Hotel Services Company Limited		Keystone Estate Company Limited		Keystone Management Company Limited	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Revenue	3,828	2,720	48	69	21	24	51	10
Profit (loss)	(286)	(453)	(40)	(12)	(13)	17	(402)	(226)

As at 31 December 2021, the Company has commitment and contingent liabilities relating to its interests in associates, as described in Note 44.3 to the financial statements.

- 18.5** On 29 June 2021, the Company exercised its right under the Option Agreement with Noble Development Public Company Limited ("Noble") to purchase 500,000 ordinary shares, totalling Baht 97 million, in Future Domain Company Limited ("FTD"), representing 50% of FTD's total paid-up capital, and accepted the transfer of Baht 1,058 million in promissory notes issued by FTD, representing 50% of the total value of the promissory notes issued by FTD, from a related party, in order to jointly engage in property development business with Noble. The entire cost of the acquisition is Baht 1,155 million.

On 17 August 2021, the Extraordinary General Meeting of Shareholders of FTD passed a resolution to approve an increase in registered share capital of Baht 100 million from Baht 100 million (1,000,000 ordinary shares with a par value of Baht 100 per share) to Baht 200 million (2,000,000 ordinary shares with a par value of Baht 100 per share). FTD registered the capital increase with the Ministry of Commerce on 27 August 2021. The Company acquired Baht 50 million of the newly issued ordinary shares (500,000 ordinary shares with a par value of Baht 100 per share), in proportion to its existing shareholding. As a result, the Company continues to hold a 50 percent interest in FTD.

- 18.6** On 26 August 2021, the Board of Directors Meeting of the Company passed a resolution to approve the disposal of 1,000,000 ordinary shares in Absolute Hotel Services Company Limited ("AHS"), equivalent to 40 percent of the registered capital of AHS, and 680,000 ordinary shares in Absolute Hotel Services Hong Kong Limited ("AHSHK"), which is equivalent to 9.81 percent of the paid-up capital of AHSHK, to HRG München Holdings GmbH ("HRG") or any authorised person of HRG ("HRG Group") at a total purchase price of EUR 6,000,000. The management of the Company expects that the transactions will be completed within one year.

To comply with the requirements of TFRS 5 Non-current Assets Held for Sale and Discontinued Operations, the Company separately presented the assets relating to AHS and AHSHK, that are approved for sale, under the caption of "Assets held for sale" in the statement of financial position as at 31 December 2021.

	(Unit: Thousand Baht)
	Consolidated
	financial statements
<b>Assets</b>	
Investments in joint ventures	189,338
<b>Assets held for sale</b>	189,338

## 19. Land and project awaiting development

Movements of the land and project awaiting development account during the year ended 31 December 2021 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Net book value at beginning of year	5,096,066	505,156
Increase during the year	147	-
Less Disposal during the year	(18,081)	(10,546)
Net book value at end of year	5,078,132	494,610

As at 31 December 2021, the Group has no mortgaged land and constructions thereon (2020: Baht 4,721 million (The Company only: Baht 492 million)) as collateral against long-term loans from financial institutions as discussed in Note 29 to the consolidated financial statements.

## 20. Investment properties

The net book value of investment properties as at 31 December 2021 and 2020 are presented below.

	(Unit: Thousand Baht)				
	Consolidated financial statements				
	Land	Buildings and building improvement	Right-of-use assets for rent	Construction in progress	Total
As at 31 December 2021:					
Cost	4,098,839	4,702,667	1,605,543	3,234,998	13,642,047
<u>Less</u> Accumulated amortisation	-	(404,226)	(24,100)	-	(428,326)
<u>Less</u> Allowance for impairment	(107,590)	-	-	-	(107,590)
Translation adjustment	-	21,316	224,317	-	245,633
Net book value - net	3,991,249	4,319,757	1,805,760	3,234,998	13,351,764

(Unit: Thousand Baht)

Consolidated financial statements					
	Land	Buildings and building improvement	Right-of-use assets for rent	Construction in progress	Total
As at 31 December 2020:					
Cost	3,487,413	3,749,113	1,956,527	2,034,772	11,227,825
<u>Less</u> Accumulated amortisation	-	(279,191)	(21,493)	-	(300,684)
<u>Less</u> Allowance for impairment	(107,963)	(41,300)	(89,345)	-	(238,608)
Translation adjustment	-	(119,360)	54,697	-	(64,663)
Net book value - net	3,379,450	3,309,262	1,900,386	2,034,772	10,623,870

(Unit: Thousand Baht)

Separate financial statements			
	Land	Buildings and building improvement	Total
As at 31 December 2021:			
Cost	157,282	819,693	976,975
<u>Less</u> Accumulated amortisation	-	(42,944)	(42,944)
<u>Less</u> Allowance for impairment loss	(57,793)	-	(57,793)
Net book value - net	99,489	776,749	876,238

(Unit: Thousand Baht)

	Separate financial statements		
	Buildings and building improvement		Total
	Land		
As at 31 December 2020:			
Cost	157,282	828,822	986,104
<u>Less</u> Accumulated amortisation	-	(26,320)	(26,320)
<u>Less</u> Allowance for impairment loss	(57,793)	-	(57,793)
Net book value - net	99,489	802,502	901,991

Movements of the investment properties account during the year ended 31 December 2021 are summarised below.

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Balance at beginning of year	10,623,870	7,023,629	901,991	967,715
Adjustments of right-of-use assets due to TFRS 16 adoption	-	1,956,526	-	-
Addition during the year	2,260,381	1,919,418	-	9,129
Costs of asset improvement	-	1,546	-	-
Disposal	(8,421)	-	(8,421)	-
Decrease from sales on investment in subsidiary	(378,948)	-	-	-
Transfer in (out)	661,700	(1,295)	-	-
Amortisation for the year	(149,688)	(130,075)	(17,332)	(17,060)
Allowance for impairment loss	-	(238,609)	-	(57,793)
Translation adjustment	342,870	92,730	-	-
Balance at end of year	13,351,764	10,623,870	876,238	901,991



The additional information of the investment properties as at 31 December 2021 and 2020 is stated below.

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
The fair value	16,371,137	11,513,007	954,488	1,618,166

The fair values of the above investment properties have been determined based on valuations performed by an accredited independent valuer. The fair value of the land has been determined based on market prices, while that of the buildings and building improvements has been determined using the income approach and market prices. The main assumptions used in the valuation of buildings and building improvement are rental periods, rental profit, and rate of returns.

The Group have mortgaged land and constructions thereon amounting to Baht 7,479 million (2020: Baht 6,327 million) (The Company only: Baht 777 million, 2020: Baht 794 million) as collateral against long-term loans from financial institutions as discussed in Note 29 to the consolidated financial statements.

## 21. Property, plant and equipment

	(Unit: Thousand Baht)						
	Consolidated financial statements						
	Land	Buildings and land and building improvement	Furniture fixture and equipment	Hotel operating equipment	Vehicles	Construction in progress	Total
Cost amount:							
1 January 2020	3,601,471	14,488,399	1,174,558	149,605	33,115	241,812	19,688,960
Adjustments of right-of- use assets due to							
TFRS 16 adoption	(127,348)	(2,033,468)	(58,167)	-	(15,370)	-	(2,234,353)
Additions	-	7,892	50,218	8,760	1,743	461,055	529,668
Disposals	-	(42,536)	(131,638)	-	(2,858)	(64,204)	(241,236)

(Unit: Thousand Baht)

Consolidated financial statements

	Land	Buildings and land improvement	Furniture and fixture equipment	Hotel operating equipment	Vehicles	Construction in progress	Total
Write-off	-	(584)	(51,307)	(2,157)	(19)	(50)	(54,117)
Transfer in (out)	-	42,098	12,406	2,327	-	(55,536)	1,295
Assets classified as held for sale	-	(132,144)	(183,043)	-	(1,206)	(71,650)	(388,043)
Ceases to classify as assets held for sale	769,440	1,280,406	146,689	5,024	2,504	8,904	2,212,967
Translation adjustment	92,336	606,310	957,588	2,504	531	6,817	1,666,086
31 December 2020	4,335,899	14,216,373	1,917,304	166,063	18,440	527,148	21,181,227
Increase from acquisition of subsidiary	-	198,599	98,527	-	5,650	-	302,776
Additions	-	3,587	10,533	1,529	426	224,241	240,316
Disposals	(19,447)	-	(13,696)	6	(2,124)	(585)	(35,846)
Write-off	-	(9,630)	(1,136)	(230)	(3,820)	(89,265)	(104,081)
Transfer in (out)	19,447	16,781	10,947	583	-	(345,421)	(297,663)
Assets classified as held for sale	(1,983,264)	(7,709,180)	(841,678)	(34,723)	(6,591)	(13,213)	(10,588,649)
Decrease from sales of subsidiaries	-	(41,608)	(15,105)	-	(514)	-	(57,227)
Translation adjustment	59,214	269,365	138,181	41,357	451	(65,942)	442,626
31 December 2021	2,411,849	6,944,287	1,303,877	174,585	11,918	236,963	11,083,479

(Unit: Thousand Baht)

Consolidated financial statements							
	Land	Buildings and land improvement	Furniture and fixture equipment	Hotel operating equipment	Vehicles	Construction in progress	Total
<b>Accumulated depreciation:</b>							
1 January 2020	-	1,358,572	298,073	130,561	19,508	-	1,806,714
Adjustments of right-of-use assets due to TFRS 16 adoption	-	(125,462)	(3,814)	-	(6,002)	-	(135,278)
Depreciation for the year	-	406,605	173,852	14,281	2,282	-	597,020
Depreciation on disposals	-	(42,391)	(124,762)	-	(2,235)	-	(169,388)
Depreciation on write-off	-	(584)	(50,203)	(1,369)	(15)	-	(52,171)
Transfer out	-	-	2,068	(2,068)	-	-	-
Assets classified as held for sale	-	(100,587)	(143,612)	-	(709)	-	(244,908)
Ceases to classify as assets held for sale	-	813,442	121,315	-	443	-	935,200
Translation adjustment	-	128,663	876,482	98	1,896	-	1,007,139
31 December 2020	-	2,438,258	1,149,399	141,503	15,168	-	3,744,328
Increase from acquisition of subsidiary	-	76,092	89,217	-	4,284	-	169,593
Depreciation for the year	-	308,557	139,410	21,770	1,550	-	471,287

(Unit: Thousand Baht)

Consolidated financial statements

	Land	Buildings and land improvement	Furniture and fixture equipment	Hotel operating equipment	Vehicles	Construction in progress	Total
Depreciation on disposals	-	-	(13,614)	-	(1,754)	-	(15,368)
Depreciation on write-off	-	(3,939)	(1,008)	-	(2,422)	-	(7,369)
Transfer in (out)	-	852	(852)	-	-	-	-
Assets classified as held for sale	-	(1,583,350)	(446,264)	(12,508)	(5,507)	-	(2,047,629)
Ceases to classify as assets held for sale	-	(1,267)	(6,901)	-	(514)	-	(8,682)
Translation adjustment	-	62,193	116,339	16,027	393	-	194,952
31 December 2021	-	1,297,396	1,025,726	166,792	11,198	-	2,501,112

**Allowance for impairment**

**loss:**

1 January 2020	69,596	980,118	-	-	-	-	1,049,714
Increase during the year	46,036	285,274	8,205	-	-	74,297	413,812
Translation adjustment	13	8,066	205	-	-	2,146	10,430
31 December 2020	115,645	1,273,458	8,410	-	-	76,443	1,473,956
Increase during the year	33,186	110,896	-	-	-	-	144,082
Impairment on disposal	(10,539)	-	-	-	-	-	(10,539)
Transfer in (out)	10,539	-	-	-	-	(10,539)	-

(Unit: Thousand Baht)

Consolidated financial statements

	Land	Buildings and land improvement	Furniture and fixture equipment	Hotel operating equipment	Vehicles	Construction in progress	Total
Impairment on assets classified as held for sale	(46,052)	(298,386)	(2,105)	-	-	-	(346,543)
Translation adjustment	(185)	4,987	(6,305)	-	-	(65,904)	(67,407)
31 December 2021	102,594	1,090,955	-	-	-	-	1,193,549
<b>Net book value:</b>							
31 December 2020	4,220,254	10,504,657	759,495	24,560	3,272	450,705	15,962,943
31 December 2021	2,309,255	4,555,936	278,151	7,793	720	236,963	7,388,818
<b>Depreciation for the year</b>							
2020							597,020
2021							471,287

(Unit: Thousand Baht)

Separate financial statements

	Buildings and land and building improvement	Furniture, fixtures and equipment	Vehicles	Construction in progress	Total
<b>Cost amount:</b>					
1 January 2020	480	42,827	11,766	137,430	192,503
Adjustments of right-of-use assets due to TFRS 16 adoption	-	(599)	(11,766)	-	(12,365)
Additions	-	5,859	-	286,045	291,904

(Unit: Thousand Baht)

	Separate financial statements				
	Buildings and land and building improvement	Furniture, fixtures and equipment	Vehicles	Construction in progress	Total
Disposals	-	(2,129)	-	-	(2,129)
Write-off	-	(26,491)	-	-	(26,491)
31 December 2020	480	19,467	-	423,475	443,422
Additions	-	425	-	186,087	186,512
Write-off	-	(148)	-	(89,265)	(89,413)
Transfer out	-	-	-	(297,561)	(297,561)
31 December 2021	480	19,744	-	222,736	242,960
<b>Accumulated depreciation:</b>					
1 January 2020	304	36,256	4,694	-	41,254
Adjustments of right-of-use assets due to TFRS 16 adoption	-	(377)	(4,694)	-	(5,071)
Depreciation for the year	176	3,956	-	-	4,132
Depreciation on disposals	-	(1,996)	-	-	(1,996)
Depreciation on write-off	-	(25,398)	-	-	(25,398)
31 December 2020	480	12,442	-	-	12,922
Depreciation for the year	-	3,325	-	-	3,325
Depreciation on write-off	-	(148)	-	-	(148)
31 December 2021	480	15,619	-	-	16,099
<b>Net book value:</b>					
31 December 2020	-	7,026	-	423,475	430,501
31 December 2021	-	4,125	-	222,736	226,861
<b>Depreciation for the year</b>					
2020					4,132
2021					3,325

As at 31 December 2021, the Group had certain items of buildings and equipment fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation and allowance for impairment loss of those assets amounted to approximately Baht 1,060 million (2020: Baht 990 million) (The Company only: Baht 7 million, 2020: Baht 6 million).

Subsidiaries have mortgaged land and constructions thereon amounting to Baht 13,990 million (2020: Baht 13,876 million) as collateral against liabilities under debt restructuring and long-term loans from financial institutions as discussed in Note 28 and 29 to the consolidated financial statements, respectively.

Subsequently, on 28 January 2022, the Company released the collateral for liabilities under the debt restructuring agreement, as discussed in Note 28 to the consolidated financial statements.

During the year 2021, the Group recognises an impairment loss for land, buildings and equipment amounting to Baht 144 million (2020: Baht 414 million) to reduce the carrying amount of the assets to their recoverable amounts.

Key assumptions used in recoverable amount calculations are comprised of pre-tax discount rate between 8 - 10 percent per annum.



## 22. Intangible assets

(Unit: Thousand Baht)

	Consolidated financial statements					Separate financial statements		
	Intangible assets acquired through business combination	Heritable building rights	Computer software	Copyright	Work in progress	Total	Computer software	Work in progress
<b>Cost amount:</b>								
1 January 2020	1,110,031	261,138	70,684	7	4,678	1,446,538	10,165	3,500
Additions	-	-	6,110	-	5,018	11,128	906	4,000
Disposal	-	-	(6,547)	-	(291)	(6,838)	(1,047)	-
Write-off	(178,685)	-	(1,768)	-	-	(180,453)	(1,760)	-
Transfer in (out)	-	-	1,059	-	(1,059)	-	-	-
Assets classified as held for sale	(691,673)	-	(12,552)	-	-	(704,225)	-	-
Ceases to classify as assets held for sale	-	-	6,322	-	-	6,322	-	-
Translation adjustment	97,008	10,411	9,382	-	148	116,949	-	-
31 December 2020	336,681	271,549	72,690	7	8,494	689,421	8,264	7,500
Increase from acquisition of subsidiary	-	-	227,582	-	1,648	229,230	-	-
Additions	-	-	2,135	-	4,300	6,435	1,851	4,000
Disposal	-	-	(2,379)	-	(983)	(3,362)	-	-
Write-off	-	-	(6,867)	-	-	(6,867)	(6,527)	-
Transfer in	-	-	101	-	-	101	-	-
Assets classified as held for sale	(374,259)	(107,852)	(34,228)	-	(2,090)	(518,429)	-	-
Translation adjustment	37,578	8,084	79	-	2,079	47,820	-	-

(Unit: Thousand Baht)

	Consolidated financial statements					Separate financial statements		
Intangible assets acquired through business combination	Heritable building rights	Computer software	Copyright	Work in progress	Total	Computer software	Work in progress	Total
-	171,781	259,113	7	13,448	444,349	3,588	11,500	15,088
31 December 2021								
Accumulated amortisation:								
1 January 2020	14,057	37,900	-	-	130,415	4,643	-	4,643
Amortisation for the year	3,807	15,914	1	-	63,742	734	-	734
Disposals	-	(6,197)	-	-	(6,197)	(1,047)	-	(1,047)
Write-off	-	(1,722)	-	-	(28,305)	(1,717)	-	(1,717)
Assets classified as held for sale	-	(8,093)	-	-	(52,773)	-	-	-
Ceases to classify as assets held for sale	-	4,145	-	-	4,145	-	-	-
Translation adjustment	250	6,771	-	-	15,116	-	-	-
31 December 2020								
Increase from acquisition of subsidiary	-	116,825	-	-	116,825	-	-	-
Amortisation for the year	3,405	13,811	1	-	29,502	823	-	823
Disposals	-	(2,115)	-	-	(2,115)	-	-	-
Write-off	-	(2,630)	-	-	(2,630)	(2,301)	-	(2,301)
Assets classified as held for sale	(4,154)	(27,987)	-	-	(133,708)	-	-	-
Translation adjustment	596	(261)	-	-	30,307	-	-	-

	Consolidated financial statements					Separate financial statements			(Unit: Thousand Baht)
	Intangible assets acquired through business combination	Heritable building rights	Computer software	Copyright	Work in progress	Total	Computer software	Work in progress	Total
31 December 2021	-	17,961	146,361	2	-	164,324	1,135	-	1,135
<b>Allowance for impairment loss</b>									
1 January 2020	-	-	-	-	-	-	-	-	-
Increase during the year	310,709	-	-	-	-	310,709	-	-	-
Assets classified as held for sale	(314,153)	-	-	-	-	(314,153)	-	-	-
Translation adjustment	3,444	-	-	-	-	3,444	-	-	-
31 December 2020	-	-	-	-	-	-	-	-	-
31 December 2021	-	-	-	-	-	-	-	-	-
<b>Net book value:</b>									
31 December 2020	277,371	253,435	23,972	6	8,494	563,278	5,651	7,500	13,151
31 December 2021	-	153,820	112,752	5	13,448	280,025	2,453	11,500	13,953
<b>Amortisation for the year:</b>									
2020						63,742			734
2021						29,502			823

The Group has mortgaged intangible assets amounting to Baht 103 million (2020: Baht 102 million) as collateral against long-term loans from financial institutions as discussed in Note 29 to the consolidated financial statements.

## 23. Goodwill

The Group allocated goodwill acquired through business combinations to the cash generating units (CGUs) for annual impairment testing as follows:

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2021</u>	<u>2020</u>
Boonbarammee Metta Property Company Limited Group	-	174,024
Unison One Company Limited	45,972	45,972
Thana City Golf & Sports Club Company Limited	813	813
EGS Assets Company Limited	984,168	984,168
Thirty Three Gracechurch 1 Limited	131,765	118,739
Vienna House Capital GmbH Group	302,721	1,874,479
Total	1,465,439	3,198,195
Allowance for impairment loss	(678,146)	(924,810)
Goodwill - Net	<u>787,293</u>	<u>2,273,385</u>

The reconciliation of the net book value of goodwill for the years ended 31 December 2021 and 2020 are presented below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2021</u>	<u>2020</u>
Net book value at beginning of year	2,273,385	2,861,023
Less: Assets classified as held for sale	(852,006)	-
Add: Ceases to classified as assets held for sale	-	174,024
Less: Allowance for impairment loss	(678,447)	(900,390)
Translation adjustment	44,361	138,728
Net book value at end of year	<u>787,293</u>	<u>2,273,385</u>

The Group determined the recoverable amounts of the CGUs based on fair value less cost to sell or value-in-use by preparing projections of the cash flows that are expected to be generated from that group of assets in the future, with reference to financial projections approved by the management. These cash flow projections cover a period of 5 years.

Key assumptions used in value-in-use calculations are comprised of pre-tax discount rate between 5 - 10 percent per annum (2020: 6 - 10 percent per annum) and growth rate between 2 - 3 percent per annum (2020: 2 - 3 percent per annum).

Management has considered growth rate from past performance, market growth forecast, GDP growth, inflation rate and discount rate as a pre-tax rate to reflect the risks specific to each cash-generating unit.

#### 24. Bank overdrafts from financial institution

Bank overdraft of Andel's Berlin HotelBetriel, a subsidiary, is secured by Vienna House Hotelmanagement GmbH ("VHHM"), a subsidiary, and bank overdraft of VHHM is secured by receivables of VHHM.

As at 31 December 2021, bank overdrafts carried interests 2.1 percent per annum (2020: 2.1 percent per annum)

#### 25. Trade and other payables

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Trade payables - related parties (Note 6)	30,841	2,429	1,747	1,014
Trade payables - unrelated parties	176,159	600,613	38,073	23,096
Other payables - related parties (Note 6)	933	43,794	-	-
Other payables - unrelated parties	49,207	277,078	1,252	2,397
Accrued expenses - related parties (Note 6)	950	1,859	33	-
Accrued expenses - unrelated parties	89,395	59,728	28,209	6,204
Total trade and other payables	<u>347,485</u>	<u>985,501</u>	<u>69,314</u>	<u>32,711</u>

## 26. Insurance contract liabilities

(Unit: Thousand Baht)

	Consolidated financial statements		
	31 December 2021		
	Insurance contract liabilities	Reinsurance liabilities	Net
Insurance reserve for long-term insurance contracts	4,011,703	-	4,011,703
Loss reserves			
Losses incurred and reported	-	-	-
Losses incurred but not reported	209	-	209
Premium reserve			
Unearned premium reserve	828	-	828
Accrued insurance policy benefits	19,029	-	19,029
Total insurance contract liabilities	4,031,769	-	4,031,769
Less: Insurance contract liabilities due within one year	(747,289)	-	(747,289)
Insurance contract liabilities - net of current portion	3,284,480	-	3,284,480

### 26.1 Insurance reserve for long-term insurance contracts

(Unit: Thousand Baht)

	Consolidated financial statements
	31 December 2021
Net book value at beginning of year	-
Increase from acquisition of subsidiaries	4,050,854
Insurance reserves for monthly premiums and additional reserves for policies that are still in force	94,502
Reduction in reserve during the period due to payment of lapsed insurance policy benefits and insurance policy cancellations	(133,001)
Other changes	(652)
Net book value at ending of year	4,011,703

## 26.2 Insurance reserve for short-term insurance contracts

### 26.2.1 Loss reserves - Losses incurred but not reported

	(Unit: Thousand Baht)
	Consolidated
	financial statements
	31 December 2021
Net book value at beginning of year	-
Increase from acquisition of subsidiary	141
Claims incurred during the year	3,947
Claims paid during in the year	(3,879)
Net book value at ending of year	209

### 26.2.2 Unearned premium reserve

	(Unit: Thousand Baht)
	Consolidated
	financial statements
	31 December 2021
Net book value at beginning of year	-
Increase from acquisition of subsidiary	744
Premium receipts for the year	9,292
Premiums recognised as income during the year	(9,208)
Net book value at ending of year	828

## 26.3 Accrued policy benefits

	(Unit: Thousand Baht)
	Consolidated
	financial statements
	31 December 2021
Death benefits	1,849
Maturity benefits	15,551
Policy surrender fees	1,450
Others	179
Total accrued policy benefits	19,029



## **26.4 Important assumptions**

Best estimate assumptions used in assessing future policy obligations will be considered using the past experience of the subsidiary. However, the chosen assumptions will result in the obligation of the insurance policy not being overstated or understated.

### **26.4.1 Assumptions used in measuring insurance reserves for long-term insurance contracts**

- 1) For the basic insurance contracts reserves are calculated using the gross premium (GPV) basis. Best estimate assumptions for individual general contracts are determined on the basis of actual historical information and used to calculate the obligations under current basic insurance contracts.
- 2) For long-term riders, gross premium reserve (GPV) is calculated using best estimate assumptions determined on the basis of actual experience and analysis with the business sector since the subsidiary still has a limited amount of data.
- 3) For credit protection, the present value of the guaranteed benefit and total premium insurance reserve at the 75<sup>th</sup> percentile confidence level is calculated using the net premium reserve (NPV) method, giving a value higher than that calculated using the gross premium reserve (GPV).

### **26.4.2 Assumptions used in measuring insurance reserves for short-term insurance contracts**

Appraisal method for short-term general insurance riders

The best estimate of claims is calculated using the Chain Ladder method with development factor assumptions as follows:

- a) Quarterly data is used to calculate the development factor
- b) The average loss development factor is determined using the historical average method, with the development factor adjusted in quarters in which larger-than-average losses occur.
- c) Loss reserves determined from the claims development schedule and loss development tables will fluctuate because the subsidiary provides loss age data quarterly. Subsidiary selects loss development factors in order to estimate the complete loss. If sufficient information becomes available later, the loss development period will be longer.

## Assessment methods for group insurance riders

For group insurance loss reserves, the best estimate of the loss is calculated using the Expected Loss Ratio Method based on the following assumptions:

1. Premium income is calculated using the 1/24<sup>th</sup> method, on a monthly basis.
2. The best estimate of the complete loss is made using the Expected Loss Ratio method.

## 27. Investment contract liabilities

	(Unit: Thousand Baht)
	Consolidated financial statements
	31 December 2021
Net book value at beginning of year	-
Increase from acquisition of subsidiary	1,308,752
Changes in financial liabilities reserve during the year	143,407
Change in payments under financial liabilities during the year	(9,880)
Cost of changes in investment contract liabilities during the year	9,538
Net book value at ending of year	1,451,817
Less: Current portion of investment contract liabilities	(232,039)
Investment contract liabilities - net of current portion	1,219,778

## 28. Liabilities under debt restructuring agreements

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	2021	2020
Liabilities under debt restructuring agreements	-	1,152,467
Less: Current portion	-	-
Liabilities under debt restructuring agreements - net of current portion	-	1,152,467

Movements in liabilities under debt restructuring agreements account during the year ended 31 December 2021 are summarised below.

	(Unit: Thousand Baht)
	Consolidated financial statements
Balance at beginning of year	1,152,467
Classified as a liability that is directly related to an asset held for sale (Note 16.1.1)	(1,209,609)
Add: Interest	57,142
Balance at end of year	-

In 2014, Boonbarammee Metta Property Company Limited (“Boonbarammee”) entered into debt restructuring agreements with a financial institution. Under the conditions of such agreements, creditor has extended the repayment schedule for Boonbarammee within 31 July 2026. However, on 19 November 2021, Boonbarammee has received loan relief from the financial institutions to mitigate the effects of the COVID-19 pandemic as follows:

1. Two tranches of principal totalling Baht 1,027.38 million, carrying interest at a rate of SPRL per annum, are repayable as follows:
  - July - December 2021: payment of interest in an amount not exceeding Baht 300,000 per month
  - January - June 2022: payment of actual interest
  - July - November 2022: payment of principal and interest in an amount not exceeding Baht 10 million per month
  - December 2022: payment of the remaining balance
2. Current outstanding interest of Baht 64.78 million will be forgiven by the financial institutions in full when Boonbarammee is able to fulfil the conditions of the agreements.

Liabilities under debt restructuring agreements are guaranteed by the pledge of three subsidiaries’ ordinary shares in proportion of each company not less than 76 percent of the total shares, the mortgage of land and constructions thereon of subsidiaries, as described in Note 16.1.1 and Note 21 to the consolidated financial statements, and two subsidiaries, as the co-debtors to the financial institution.

The debt restructuring agreements contain covenants pertaining, among other things, prohibit of share capital reduction, merger with other entity and dividend payment.

Subsequently, on 28 January 2022, the Company sold all ordinary shares of Boonbaram and the above loan liabilities to an unrelated company, as discussed in Note 16.1.1 to the consolidated financial statements.

## 29. Long-term loans from financial institutions

(Unit: Thousand Baht)						
Loan	Interest rate	Repayment schedule	Consolidated financial statements		Separate financial statements	
			<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
1	EURIBOR plus a certain margin specified in the agreement	Quarterly installments, completed within May 2022	-	2,354,658	-	2,354,659
2	MLR minus a certain rate specified in the agreement	Quarterly installments, completed within November 2022	-	2,124,428	-	2,124,428
3	MLR minus a certain rate specified in the agreement	Quarterly installments, completed within December 2024	11,181,327	-	11,181,327	-
4	EURIBOR plus a certain margin specified in the agreement	Quarterly installments, completed within March 2026	-	418,365	-	418,365
5	MLR minus a certain rate specified in the agreement	Monthly installments, completed within December 2032	1,956,711	739,162	-	-
6	MLR minus a certain rate specified in the agreement	Monthly installments, completed within March 2021	-	1,224,036	-	-
7	MLR minus a certain rate specified in the agreement	Monthly installments, completed within March 2023	-	1,085,097	-	-
8	MLR minus a certain rate specified in the agreement	Monthly installments, completed within June 2024	1,599,142	1,599,142	-	-
9	Fixed rate	Monthly installments, completed within July 2022	-	31,201	-	-
10	Fixed rate	Monthly installments, completed within December 2025	-	9,202	-	-

(Unit: Thousand Baht)						
Loan	Interest rate	Repayment schedule	Consolidated		Separate	
			financial statements		financial statements	
			<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
11	Fixed rate	Quarterly installments, completed within July 2028	-	193,406	-	-
12	Fixed rate	Quarterly installments, completed within December 2025	-	307,220	-	-
13	EURIBOR plus a certain margin specified in the agreement	Quarterly installments, completed within December 2025	-	164,605	-	-
14	Fixed rate	Monthly installments, completed within December 2029	-	114,230	-	-
15	EURIBOR plus a certain margin specified in the agreement	Monthly installments, completed within August 2023	-	24,658	-	-
16	Fixed rate	Monthly installments, completed within January 2024	-	153,459	-	-
17	Fixed rate	Monthly installments, completed within April 2025	-	67,403	-	-
18	Fixed rate	Quarterly installments, completed within July 2029	-	132,780	-	-
19	Fixed rate	Monthly installments, completed within December 2023	-	54,181	-	-
20	Fixed rate	Monthly installments, completed within December 2024	-	194,170	-	-
21	Fixed rate	Monthly installments, completed within November 2025	-	33,369	-	-
22	Fixed rate	Monthly installments, completed within December 2025	-	38,428	-	-

(Unit: Thousand Baht)						
Loan	Interest rate	Repayment schedule	Consolidated		Separate	
			financial statements		financial statements	
			2021	2020	2021	2020
23	Fixed rate	Monthly installments, completed within December 2025	-	100,694	-	-
24	Fixed rate	Quarterly installments, completed within September 2024	-	9,394	-	-
25	Fixed rate	Quarterly installments, completed within September 2024	-	52,829	-	-
26	Fixed rate	Quarterly installments, completed within January 2031	-	116,481	-	-
27	EURIBOR plus a certain margin specified in the agreement	Quarterly installments, completed within December 2027	988,612	962,042	-	-
28	Fixed rate	Quarterly installments, completed within June 2030	-	29,501	-	-
29	Fixed rate	Monthly installments, completed within December 2035	-	151,510	-	-
30	Fixed rate	Semi-annual installments, completed within June 2028	-	331,915	-	-
31	Refer to derivatives plus a certain margin specified in the agreement	Quarterly installments, completed within December 2024	-	396,909	-	-
32	EURIBOR plus a certain margin specified in the agreement	Quarterly installments, completed within December 2024	-	495,618	-	-
33	Fixed rate	Quarterly installments, completed within December 2037	-	243,224	-	-

(Unit: Thousand Baht)						
Loan	Interest rate	Repayment schedule	Consolidated		Separate	
			financial statements		financial statements	
			<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
34	LIBOR plus a certain margin specified in the agreement	Quarterly installments, completed within December 2024	-	132,081	-	-
35	EURIBOR plus a certain margin specified in the agreement	Quarterly installments, completed within June 2026	-	481,007	-	-
36	Fixed rate	Quarterly installments, completed within March 2025	-	17,038	-	-
37	Fixed rate	Quarterly installments, completed within September 2030	-	29,501	-	-
Total			15,725,792	14,612,944	11,181,327	4,897,452
Less: Current portion			(493,953)	(2,400,814)	(445,953)	(747,217)
Long-term loans - net of current portion			<u>15,231,839</u>	<u>12,212,130</u>	<u>10,735,374</u>	<u>4,150,235</u>

Movements in the long-term loan account for the year ended 31 December 2021 are as follows:

(Unit: Thousand Baht)		
	Consolidated	Separate
	financial statements	financial statements
Beginning balance	14,612,944	4,897,452
Additional	12,462,005	11,176,604
Payment	(7,068,655)	(4,892,729)
Classified as a liability that is directly related to an asset held for sale (Note 16.2.1)	(3,315,496)	-
Decrease from sales of subsidiaries	(1,085,097)	-
Translation adjustment	120,091	-
Ending balance	15,725,792	11,181,327
Less: current portion	(493,953)	(445,953)
Long-term loans - net from current portion	<u>15,231,839</u>	<u>10,735,374</u>



During the year, an overseas subsidiary entered into an unsecured long-term loan agreement with an overseas financial institution totalling to EUR 1.8 million which carry interest rates at 3 percent per annum.

On 26 November 2021, the Company entered into a long-term loan agreement with a local financial institution amounting to Baht 12,000 million. The interest rate is MLR minus a certain rate specified in the agreement. The loan is repayable within December 2024.

The loan agreements contain several covenants which, among other things, require the Company to maintain a certain debt service coverage ratio, debt-to-equity ratio and security cover ratio at the rates prescribed in the agreements, and to maintain its shareholdings in subsidiaries. The agreements also stipulate conditions relating to capital increases, dividend payment and disposal of the subsidiaries' assets. These loans are secured by the pledge of right to receive loans payment from related parties, right in deposit accounts of the Company, investment in financial assets and ordinary shares of subsidiaries and an associate, as stipulated in the agreements and discussed in Note 6, 8, 15, 16 and 17 to the consolidated financial statements, the mortgage of land and constructions thereon and intangible assets of the Group, as discussed in Note 14, 19, 20, 21 and 22 to the consolidated financial statements, and the endorsement of the beneficiary rights under the insurance policies for the mortgaged land to the lenders.

Loan of Kamkoong Property Company Limited is secured by the Company. Loans of overseas subsidiaries are secured by the Company and subsidiaries (VHHM and VHC) and the mortgage of land and constructions thereon of those subsidiaries, as discussed in Note 21 and Note 44.3 to the consolidated financial statements.

### 30. Leases

#### 30.1 The Group as a lessee

The Group has lease contracts for various items of property, plant, and equipment used in its operations. Leases generally have lease terms between 1 - 143 years.

##### a) Right-of-use assets

Movement of right-of-use assets for the year ended 31 December 2021 and 2020 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements				
	Land and land improvement	Buildings and building improvement	Furniture fixture and equipment	Vehicles	Total
1 January 2020	1,236,842	12,058,073	117,641	23,400	13,435,956
Additions	-	19,678	593	9,702	29,973
Decrease from change in contract term	(1,823)	-	-	-	(1,823)
Depreciation for the year	(34,460)	(842,482)	(13,987)	(13,167)	(904,096)
Assets classified as held for sale	-	(6,574,253)	(26,929)	(1,784)	(6,602,966)
Translation adjustment	1,125	937,291	(53,473)	678	885,621
31 December 2020	1,201,684	5,598,307	23,845	18,829	6,842,665
Additions	664	5,613	991	4,301	11,569
Increase from acquisition of subsidiary (Note 16.2.3)	-	-	-	1,802	1,802
Transfer in	-	297,561	-	-	297,561
Write-off	-	-	(106)	(2,448)	(2,554)
Depreciation for the year	(41,337)	(205,217)	(7,289)	(7,960)	(261,803)
Assets classified as held for sale (Note 16.2.1)	(132,472)	(2,769,285)	(17,493)	(7,183)	(2,926,433)
Decrease from sales of subsidiaries (Note 16.2.1)	-	(1,297,722)	-	-	(1,297,722)
Translation adjustment	3,999	210,687	925	312	215,923
31 December 2021	1,032,538	1,839,944	873	7,653	2,881,008

(Unit: Thousand Baht)

	Separate financial statements				
	Land and land improvement t	Buildings and building improvement t	Furniture fixture and equipment	Vehicles	Total
1 January 2020	618,410	20,484	567	8,152	647,613
Additions	-	2,729	-	-	2,729
Depreciation for the year	(10,306)	(6,512)	(322)	(2,908)	(20,048)
31 December 2020	608,104	16,701	245	5,244	630,294
Additions	-	-	991	4,301	5,292
Transfer in	-	297,561	-	-	297,561
Write-off	-	-	(106)	(758)	(864)
Depreciation for the year	(17,669)	(14,405)	(257)	(2,872)	(35,203)
31 December 2021	590,435	299,857	873	5,915	897,080

The movements of right-of-use assets exclude the right-of-use assets which are classified as investment property which is presented in Note 20.

#### b) Lease liabilities

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Lease payments	4,424,227	10,610,435	1,564,773	1,595,605
Less: Deferred interest expenses	(1,986,814)	(3,843,199)	(921,770)	(953,472)
Total	2,437,413	6,767,236	643,003	642,133
Less: Portion due within one year	(1,560,735)	(750,305)	(9,764)	(9,973)
Lease liabilities - net of current portion	876,678	6,016,931	633,239	632,160

Movement of right-of-use assets for the year ended 31 December 2021 are summarised below:

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Net book value at beginning year	6,767,236	642,133
Additions during the year	11,569	5,292
Accretion of interest	152,879	32,155
Acquisition of subsidiary (Note 16.2.3)	1,833	-
Write off	(2,602)	(869)
Lease liabilities repayment	(343,041)	(35,708)
Decrease from sales of subsidiaries (Note 16.2.1 and 16.2.2)	(1,460,426)	-
Assets classified as held for sale (Note 16.2.1)	(2,967,045)	-
Translation adjustment	277,010	-
Net book value at end of year	2,437,413	643,003

A maturity analysis of lease payments is disclosed in Note 46.1 under the liquidity risk.

**c) Expenses relating to leases that are recognised in profit or loss**

	(Unit: Thousand Baht)			
	Consolidated		Separated	
	financial statements		financial statement	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Depreciation expense of right-of-use assets	261,803	904,096	35,203	20,048
Interest expense on lease liabilities	152,879	488,124	32,155	19,390
Expense relating to short-term leases	786	1,007	133	198
Expense relating to leases of low-value assets	1,041	17,358	-	218

#### d) Others

The Group had total cash outflows for leases for the year ended 31 December 2021 of Baht 192 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 rate.

### 30.2 Group as a lessor

The Group has entered into operating leases for its investment property portfolio consisting of office and retail area of the lease terms are between 1 and 15 years.

The Group has future minimum rentals receivable under non-cancellable operating leases as at 31 December 2021 and 2020 as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2564</u>	<u>2563</u>	<u>2564</u>	<u>2563</u>
Within 1 year	331,119	262,005	56,004	59,644
Over 1 and up to 5 years	907,291	787,191	224,016	237,552
Over 5 years	1,298,278	647,229	429,364	513,116
Total	<u>2,536,688</u>	<u>1,696,425</u>	<u>709,384</u>	<u>810,312</u>

During 2021, the Group has sub-lease income amounting to Baht 118 Million (2020: Baht 134 million).

### 31. 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: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
<b>Provision for long-term employee benefits at beginning of year</b>	98,600	125,947	34,859	38,204
Increase from ceases of classify as liabilities directly associated with assets held for sale	-	7,541	-	-
Increase from acquisition of subsidiary (Note 16.2.3)	17,197	-	-	-

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Increase from employees transferred from related companies	2,639	-	2,639	1,644
Increase from employees transferred to related companies	(2,134)	(1,025)	(2,134)	(947)
Included in profit or loss:				
Current service cost	11,161	21,066	3,833	6,170
Interest cost	1,269	1,833	549	575
Past service cost	-	(4,367)	-	-
Included in other comprehensive income:				
Actuarial (gain) loss arising from				
Demographic assumptions changes	981	(11,891)	-	(5,941)
Financial assumptions changes	(1,131)	(5,827)	-	-
Experience adjustments	18,740	(22,777)	-	(2,656)
Benefits paid during the year	(4,880)	(13,308)	(437)	(2,190)
Translation adjustment	403	1,408	-	-
Less: Liabilities directly associated with assets				
classified as held for sale (Note 16.1.1 and 16.2.1)	(32,529)	-	-	-
<b>Provision for long-term employee benefits at end of year</b>	<b>110,316</b>	<b>98,600</b>	<b>39,309</b>	<b>34,859</b>

The Group expects to pay of long-term employee benefits within the next year Baht 7 million (2020: Baht 4 million) (The Company only: Baht 1 million, 2020: Baht 1 million).

As at 31 December 2021, the weighted average duration of the liabilities for long-term employee benefit of the Group is 6 to 16 years (2020: 6 to 16 years) (The Company only: 11 years, 2020: 11 years).

Significant actuarial assumptions are summarised below:

	(Unit: percent per annum)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Discount rate	0.8 - 2.3	0.8 - 1.6	1.6	1.6
Salary increase rate (depend on age)	3.0 - 6.0	1.1 - 6.0	6.0	6.0
Turnover rate (depend on age)	0.0 - 50.0	0.0 - 50.0	0.0 - 30.0	0.0 - 30.0

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2021 and 2020 are summarised below:

	(Unit: Thousand Baht)			
	2021			
	Consolidated		Separate	
	financial statements		financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(8,912)	10,054	(3,270)	3,751
Salary increase rate	10,749	(9,569)	3,950	(3,509)
Turnover rate	(8,755)	10,576	(3,043)	3,659

	(Unit: Thousand Baht)			
	2020			
	Consolidated		Separate	
	financial statements		financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(7,468)	8,343	(3,047)	3,499
Salary increase rate	8,153	(7,325)	3,310	(2,954)
Turnover rate	(6,451)	7,902	(2,511)	3,011



## 32. Share capital

On 31 March 2021, the Annual General Meeting of Shareholders for the year 2021 has passed resolutions to approve the material matters as follows:

- 1) Approval of the reduction of the Company's registered capital by Baht 8,981,494,150.40 from the existing registered capital of Baht 44,900,151,132.80 to Baht 35,918,656,982.40. Subsequently, the Company registered the capital reduction with the Ministry of Commerce on 1 April 2021.
- 2) Approval of the increase of the Company's registered capital by Baht 97,293,667,097.60 from the existing registered capital of Baht 35,918,656,982.40 to Baht 133,212,324,080.00, by issuing 28,998,307,450 newly issued preferred shares, with a par value of Baht 3.20 per share and 1,405,963,518 newly issued ordinary shares, with a par value of Baht 3.20 per share. Subsequently, the Company registered the capital increase with the Ministry of Commerce on 2 April 2021.
- 3) Approval of the issuance and allocation of newly issued shares as follows:
  - 3.1 The issuance and allocation of the Company's 28,062,878,178 newly issued preferred shares, with a par value of Baht 3.20 per share, to the existing common shareholders and existing preferred shareholders on a pro rata basis (Rights Offering).
  - 3.2 The issuance and offering of the Company's 935,429,272 newly issued preferred shares, with a par value of Baht 3.20 per share, for the offering to specific investors by means of the general mandate.
  - 3.3 The issuance and offering of the Company's 1,405,963,518 newly issued ordinary shares, with a par value of Baht 3.20 per share, to accommodate the rights adjustment of the U-W3 Warrants and the U-W4 Warrants.

In May 2021, the Company offered the newly issued preferred shares discussed in 3.1 and received payment of Baht 15,725 million from the existing common shareholders and existing preferred shareholders (22,464,877,128 preferred shares, a par value of Baht 3.20 per share, an offering price of Baht 0.70 per share). As a result, the Company had paid-up share capital of Baht 101,821 million (26,205,452,290 preference shares and 5,613,717,564 ordinary shares with a par value of Baht 3.20 each) and a share discount amount of Baht 56,162 million as at 31 December 2021.

### 33. Preference shares

The rights attached to the preferred shares shall be as follows:

(1) Between 1 January 2018 and 31 December 2022, the preferred shares' rights shall be as follows:

(a) Right to receive dividend

(a.1) For the preferred shares issued between 1 January 2018 and 31 December 2018, when the Company pays dividends, holders of such preferred shares shall be entitled to receive dividends in each calendar year before holders of the ordinary shares at the rate of Baht 0.22 per preferred share and per calendar year.

(a.2) For the preferred shares issued between 1 January 2021 and 31 December 2021, when the Company pays dividends, holders of such preferred shares shall be entitled to receive dividends in the calendar year 2021 at the rate of Baht 0.88 per preferred share and shall be entitled to receive dividends in the calendar year 2022 at the rate of Baht 0.22 per preferred share.

In distributing dividends, in case the total amount of dividends entitled to receive by any shareholder is less than 1 Satang, such amount shall be discarded.

(b) Right to receive cumulative dividends

(b.1) For the preferred shares issued between 1 January 2018 and 31 December 2018, in case, during any calendar year between 1 January 2018 and 31 December 2022, the Company pays no dividends or pays dividends less than the rate specified in (a.1), the holders of the preferred shares shall be entitled to cumulative dividends during such calendar year at the following rates:

1. At the rate of Baht 0.22 per preferred share and per calendar year in the event that the Company pays no dividends in such calendar year; or
2. At the rate equal to the difference between the actual dividends received per preferred share in that calendar year and the rate specified in (a.1) in case the Company pays dividends to the holders of the preferred shares at a rate lower than the rate specified in (a.1).

(b.2) For the preferred shares issued between 1 January 2021 and 31 December 2021, in case, during any calendar year between 1 January 2021 and 31 December 2022, the Company pays no dividends or pays dividends less than the rate specified in (a.2), the holders of the preferred shares

shall be entitled to cumulative dividends during such calendar year at the following rates:

1. At the rate of Baht 0.88 per preferred share for the calendar year 2021 and at the rate of Baht 0.22 per preferred share for the calendar year 2022 in the event that the Company pays no dividends in such calendar year; or
2. At the rate equal to the difference between the actual dividends received per preferred share in that calendar year and the rate specified in (a.2) in case the Company pays dividends to the holders of the preferred shares at a rate lower than the rate specified in (a.2).

In this regard, the preferred shares' right to cumulative dividends during the calendar years between 1 January 2018 and 31 December 2022 as specified in (b.1) and the preferred shares' right to cumulative dividends during the calendar years between 1 January 2021 and 31 December 2022 as specified in (b.2) shall remain in full force until the cumulative dividends are paid to all holders of the preferred shares in full even though such payment is made after 31 December 2022.

- (c) In case during any calendar year, the Company pays dividends more than the rate specified in (a) and cumulative dividends as specified in (b) (if any), the holders of the preferred shares and the holders of the ordinary shares shall be entitled to receive such excess dividends per share at the same rate.
- (d) In making each payment of dividends, the Company shall pay cumulative dividends as specified in (b) to the holders of the preferred shares in full first then pay dividends as specified in (a) to the holders of the preferred shares.

In case the Company has fully paid dividends as specified in (a), then the Company can pay dividends to the holders of the preferred shares and the holders of the ordinary shares as specified in (c).

- (e) The voting rights attached to the preferred shares shall be equal to the voting rights attached to the ordinary shares.

- (2) After 31 December 2022, the rights attached to the preferred shares shall be as follows:
- (a) The preferred shares' right to dividends shall be the same as that of the ordinary shares except in the event that the Company has not paid the cumulative dividends as specified in (1)(b) where the preferred shares shall be entitled to receive the cumulative dividends as specified in (1)(b) in full.
  - (b) In the event that the Company has not paid the cumulative dividends as specified in (1)(b) in full, the voting rights attached to the preferred shares shall be one share per one vote.
  - (c) After the Company has paid the cumulative dividends as specified in (1)(b) in full, the voting rights attached to the preferred shares shall be ten shares per one vote where any fraction of shares shall be discarded.
  - (d) After 31 December 2027, even though the Company may not have paid the cumulative dividends as specified in (1)(b) in full, the voting rights attached to the preferred shares shall be ten shares per one vote where any fraction of shares shall be discarded.
- (3) In case of any change in par value from a share split or a reverse share split, the preferred shares' rights shall be adjusted according to the applicable share split rate or reverse share split rate (as the case may be).
- (4) After 31 December 2022, the holders of the preferred shares may convert such preferred shares into ordinary shares at a ratio of one preferred share to one ordinary share. In this regard, the holders of the preferred shares must submit a notice of conversion according to the form specified by the Company together with a share certificate to the Company within 7 business days before the last day of March, June, September, and December of each year.
- (5) In case of conversion of a preferred share into an ordinary share, the right to receive the cumulative dividends as specified in (1)(b) of the preferred shares that have been converted into ordinary shares shall end.

### 34. Warrants

The warrants are detailed as follows:

	U-W3	U-W4
	Units	Units
Outstanding as at 1 January 2021	45,133,272,059	141,895,485,954
Exercised during the year	-	-
Outstanding as at 31 December 2021	45,133,272,059	141,895,485,954
Exercise price per share	5.00 Baht	5.067 Baht
Exercise ratio per warrant	1:0.01 Share	1:0.012 Share
Maturity date	16 March 2023	15 March 2023

### 35. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside 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.

### 36. Insurance premium income

Insurance premium income for year ended 31 December 2021 including

	(Unit: Thousand Baht)
	Consolidated financial statements
	<u>2564</u>
Insurance premium income	171,772
Less: Reinsurance premiums paid	(1,261)
Insurance premium income - net	170,511
Less: Increase in unearned premium reserve from prior year	(85)
Insurance premium income - net of reinsurance premiums	170,426
Service and commission income	330
Total insurance premium	<u>170,756</u>

### 37. Insurance expenses

Insurance expenses for year ended 31 December 2021 including

(Unit: Thousand Baht)

	Consolidated financial statements
	<u>2564</u>
Decrease in insurance reserves for long-term insurance contracts	(39,151)
Payments of policy benefits and claims	175,165
Less: Payments of policy benefits and claims refunded from reinsurance	(928)
Service and commission costs	9,504
Other insurance costs	9,569
Costs of changes in liabilities under investment contracts	<u>9,538</u>
Total insurance expenses	<u>163,697</u>

### 38. Finance cost

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Interest expenses on borrowings	517,239	819,212	231,772	539,723
Interest expenses on lease liabilities	<u>152,879</u>	<u>487,661</u>	<u>32,155</u>	<u>19,390</u>
<b>Total</b>	<u>670,118</u>	<u>1,306,873</u>	<u>263,927</u>	<u>559,113</u>

### 39. Expenses by nature

Significant expenses classified by nature are as follows:

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Salary, wages and other employee benefits	1,080,931	1,915,893	109,571	171,443
Depreciation and amortisation	913,787	1,697,591	56,682	41,920
Consultation and professional fee	417,284	439,630	84,055	38,916
Loss on impairment of investments in subsidiaries, associate and joint ventures	51,971	-	1,811,385	1,006,444
Loss on impairment and expected credit loss of assets	1,028,298	4,117,653	673,575	2,264,472
Loss on disposal and write-off of assets	268,505	172,508	197,534	19,539
Insurance expenses	163,697	-	-	-
Commission and operating expenses	82,324	164,509	-	-
Management fee	48,089	73,309	-	-
Utility expenses	200,296	298,130	825	2,039
Rental expenses	28,599	18,365	1,429	416
Cost of food and beverage	184,648	298,782	-	-
Marketing and sale expenses	42,420	76,771	-	-
Contracted services and laundry	19,683	86,494	-	-
Property operations and maintenance cost	172,772	146,562	-	-
Cleaning, operating and supplies	38,816	43,069	-	-

### 40. Income tax

Income tax for the years ended 31 December 2021 and 2020 are made up as follows:

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
<b>Current income tax:</b>				
Current income tax charge	(76,745)	(2,848)	(33,903)	-
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	(101,667)	420,930	(123,475)	(484)
<b>Income tax reported in the profit or loss</b>	<u>(178,412)</u>	<u>418,082</u>	<u>(157,378)</u>	<u>(484)</u>



The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2021 and 2020 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Deferred tax on gain from change in value of financial assets measured at FVOCL	(222,896)	-	(224,670)	-
Deferred tax on actuarial gain (loss)	4,591	(334)	-	-
	<u>(218,305)</u>	<u>(334)</u>	<u>(224,670)</u>	<u>-</u>

The reconciliation between accounting profit (loss) and income tax is shown below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Profit (Loss) before corporate income tax	270,112	(7,032,105)	255,980	(2,226,657)
Applicable tax rate	0 - 25			
	Percent	0 - 25 Percent	20 Percent	20 Percent
Accounting profit (loss) before tax multiplied by income tax rate	34,865	(1,546,144)	51,196	(445,331)
Effects of:				
Unrecognised deferred tax assets on temporary differences	99,678	510,834	479,965	684,582
Utilisation of previously unrecognised deferred tax assets on temporary differences	(120,659)	(179,673)	(120,659)	(183,203)
Unrecognised deferred tax assets on tax losses	643,088	793,090	80,426	67,367
Utilisation of previously unrecognised tax losses	(417,886)	(327,451)	(56,921)	(70,578)
Deferred tax assets adjustments	(258,984)	10,531	(282,034)	484
Taxable income	1,952	17,523	-	8,104
Non-deductible expenses	299,365	294,975	19,854	1,494
Non-taxable income	(187,811)	(124,557)	(2,124)	(44,950)
Deductible expenses	(1,909)	(10,524)	(42)	(387)
Effect from related parties elimination	(716)	16,879	(12,283)	(17,098)
Others	87,429	126,435	-	-
Total	<u>143,547</u>	<u>1,128,062</u>	<u>106,182</u>	<u>445,815</u>
Income tax	<u>178,412</u>	<u>(418,082)</u>	<u>157,378</u>	<u>484</u>

The components of deferred tax assets and deferred tax liabilities are as follows:

(Unit: Thousand Baht)

	Statements of financial position			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
<b>Deferred tax assets</b>				
Fair value adjustment of assets and liabilities as				
at business combination date	-	1,065	-	-
Unused tax loss	52,955	54,316	-	-
Allowance for impairment of assets	345,792	-	336,980	-
Tax deductible goodwill	-	20,291	-	-
Interest expenses capitalised as costs of project	-	97,025	-	-
Provision for long-term employee benefits	15,917	5,241	7,862	-
Others	432	81,099	-	-
Total	<u>415,096</u>	<u>259,037</u>	<u>344,842</u>	<u>-</u>
<b>Deferred tax liabilities</b>				
Unrealised gain from fair value adjustment of	725,095	1,106	693,472	484
investments				
Fair value adjustment of assets and liabilities as				
at business combination date	708,622	1,680,669	-	-
Others	102,738	122,119	-	-
Total	<u>1,536,455</u>	<u>1,803,894</u>	<u>693,472</u>	<u>484</u>
Net amount	<u>(1,121,359)</u>	<u>(1,544,857)</u>	<u>(348,630)</u>	<u>(484)</u>
Presented as				
Deferred tax assets - net	77,612	160,067	-	-
Deferred tax liabilities - net	<u>(1,198,971)</u>	<u>(1,704,924)</u>	<u>(348,630)</u>	<u>(484)</u>
Total	<u>(1,121,359)</u>	<u>(1,544,857)</u>	<u>(348,630)</u>	<u>(484)</u>

As at 31 December 2021, the Group has deductible temporary differences and unused tax losses totalling Baht 3,714 million (2020: Baht 6,520 million) (the Company only: Baht 2,802 million, 2020: Baht 3,760 million), on which deferred tax assets have not been recognised, as the Group believes future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses.

The unused tax losses amounting to Baht 3,215 million (2020: Baht 3,965 million (the Company only: Baht 402 million, 2020: Baht 337 million) will expire by 2026.

#### 41. Earnings per share

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

Diluted earnings per share is calculated by dividing profit (loss) for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year plus the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place either at the beginning of the year or on the date of the potential ordinary shares were issued.

Details of calculation of earnings per share for the years ended 31 December 2021 and 2020 are as below.

Consolidated financial statements					
		Weighted average number		Earnings per share	
Profit (loss)		of ordinary shares			
<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
(Thousa nd Baht)	(Thousa nd Baht)	(Thousan d shares)	(Thous and shares)	(Baht)	(Baht)

#### Earnings per share

##### Basic earnings per share

Profit (loss) attributable to equity holders of the Company	88,157	(6,610,752)	5,613,718	5,613,718		
Less: Cumulative dividend payment preference shares	(20,592,018)	(822,927)	-	-		
Loss used in calculations of basic earnings per share	<u>(20,503,861)</u>	<u>(7,433,679)</u>	<u>5,613,718</u>	<u>5,613,718</u>	<u>(3.6525)</u>	<u>(1.3242)</u>

Separate financial statements					
Profit (loss)		Weighted average number of ordinary shares		Earnings per share	
<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
(Thousan d Baht)	(Thousan d Baht)	(Thousan d shares)	(Thousan d shares)	(Baht)	(Baht)
<b>Earnings per share</b>					
<b>Basic earnings per share</b>					
Profit (loss) attributable to equity holders of the Company	98,601	(2,227,141)	5,613,718	5,613,718	
Less: Cumulative dividend payment preference shares	(20,592,018)	(822,927)	-	-	
Loss used in calculations of basic earnings per share	(20,493,417)	(3,050,068)	5,613,718	5,613,718	(3.6506) (0.5433)

Exercise prices of the Warrants U-W3 and the Warrants U-W4 were higher than the average market price of the Company's shares for the year ended 31 December 2021 and 2020. Therefore, the Company has not assumed conversion of these warrants in the calculation of diluted earnings per share.

No calculation of diluted earnings per share for the years ended 31 December 2021 and 2020 was required for preference shares since the effect of diluted per share is antidilutive.

## 42. Segment information

Operating segment information is reported in a manner consistent with the internal reports of the Company 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 Group is organised into business units based on its products and services and have five reportable segments as follows:

- Hotel business segment
- Rental business segment
- Management business segment
- Real estate for sale business segment
- Insurance business segment

No operating segments have been aggregated to form the above reportable operating segments.

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 total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements.

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

The following table present revenue and profit information regarding the Group's operating segments for the years ended 31 December 2021 and 2020.

	(Unit: Million Baht)																											
	Hotel business				Rental business				Management business				Insurance business				Real Estate for sale business				Elimination				Consolidated financial statement			
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020				
Revenues from external customers	1,905	3,051	434	290	183	234	171	-	51	-	51	-	-	-	-	-	-	-	2,744	3,575	-	-	-	-				
Inter-segment revenues	2	2	8	8	276	302	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-				
Total revenues	1,907	3,053	442	298	459	536	171	-	51	-	51	-	-	-	-	-	-	-	2,744	3,575	-	-	-	-				
Segment profit	1,066	1,541	378	246	105	99	7	-	12	-	12	-	-	-	-	-	-	-	1,568	1,886	-	-	-	-				
Unallocated revenues and expenses:																												
Interest income																			190	491								
Dividend income																			1	1								
Gain (Loss) on exchange																			209	(418)								
Gain on sales of assets																			21	8								
Gain on sales of investments in subsidiary and joint ventures																			404	822								
Revenue from termination of contracts																			-	200								
Fair value gain on investments																			2,342	-								
Other income																			660	554								
Selling and servicing expenses																			(152)	(306)								
Administrative expenses																			(1,689)	(1,835)								
Depreciation and amortisation																			(914)	(1,698)								
Loss on impairment of investments in associate																			(52)	-								
Loss on allowance for impairment and expected credit loss of assets																			(1,028)	(4,118)								
Loss on disposal and write-off of assets																			(269)	(173)								
Share of loss from investments in associates																			(1)	(5)								
Share of loss from investments in joint ventures																			(350)	(1,134)								
Finance cost																			(670)	(1,307)								
Income tax																			(178)	418								
Profit (loss) for the year																			92	(6,614)								
Non-controlling interest of the subsidiaries																			(4)	3								
Profit (loss) attributable to equity holders of the Company																			88	(6,611)								

## Geographic information

Revenue from external customers is based on locations of the Group.

	(Unit: Million Baht)	
	<u>2021</u>	<u>2020</u>
Revenue from external customers		
Thailand	1,036	1,061
Overseas	1,708	2,514
Total	<u>2,744</u>	<u>3,575</u>

## Major customers

For the year 2021 and 2020, the Group has no major customer with revenue of 10 percent or more of an entity's revenues.

### 43. Provident fund

The Group and its employees in Thailand have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The Group and employees contribute to the fund monthly at the rate of 3 - 5 percent and 5 -15 percent of basic salary, respectively. The fund, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2021 amounting to approximately Baht 6 million (2020: Baht 9 million) were recognised as expenses (The Company only: Baht 3 million, 2020: Baht 4 million).

### 44. Commitments and contingent liabilities

#### 44.1 Capital commitments

The Group had outstanding commitments amounting to Baht 2,110 million (2020: Baht 2,137 million and EUR 1 million) (The Company only: Baht 496 million, 2020: Baht 261 million) in respect of agreements of design, construction cost, consultation projects and acquisition of land.

#### 44.2 Lease and service commitments

- a) The Group has entered into lease agreements in respect of the lease of property, plant and equipment and several service agreements in respect of operating business. The terms of the agreements are between 1 to 5 years.



Future minimum rentals and service fees payable as at 31 December 2021 and 2020 are as follows:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Payable within:				
Less than 1 year	70	100	33	58
1 to 5 years	22	60	3	32

- b) During the year ended 31 December 2021, the Group had loyalty fees and service fees relating to management of hotels, and golf and sports clubs under hotel management agreements and golf and sports club management agreements amounted to approximately Baht 19 million (2020: Baht 33 million).

Type of agreement	Counter parties	Fee rate
1) Hotel management agreement	Khon Kaen Buri Company Limited and an unrelated party	The rates stipulated in the agreements
2) Hotel management agreement	Pacific Hotel Chiangmai Company Limited and an unrelated party	The rates stipulated in the agreements
3) Hotel management agreement	EGS Assets Company Limited and a related party	The rates stipulated in the agreements
4) Hotel management agreement	Muangthong Assets Company Limited and a related party	The rates stipulated in the agreements
5) Golf and sport club management agreement	Thana City Golf & Sports Club Company Limited and a related party	The rates stipulated in the agreements
6) Hotel management agreement	BTS Land Company Limited and a related party	The rates stipulated in the agreements
7) Hotel management agreement	Nine Square Property Company Limited and a related party	The rates stipulated in the agreements
8) Hotel management agreement	Mak8 Company Limited and a related party	The rates stipulated in the agreements

- c) Rong Pasee Roi Chak Sam Joint Venture (“RP JV”) has a commitment to construct a hotel and other structures and to subsequently transfer ownership of the hotel and its structures to the Treasury Department within 6 years. In return, RP JV has the right to manage the constructed hotel for 30 years commencing from the date of the transfer of ownership, with RP JV to pay the Treasury Department an arrangement fee of Baht 400 million, divided into 8 instalments of Baht 50 million each payable in the first year and from the 21st to the 27th years, as well as compensation for land use during project construction and annual rental fees totalling Baht 1,259 million which has been recorded as a lease liability in the statement of financial position.

The Company has pledged investments in government bonds amounting to Baht 120 million with the Treasury Department as collateral for construction of a conveyancing building and renovation of antique building.

#### **44.3 Guarantees**

- a) The Group had outstanding bank guarantees issued amounting to Baht 132 million and EUR 9 million (2020: Baht 132 million and EUR 19 million). The Group has pledged some of financial institution deposits as collateral against bank guarantees as discussed in Note 15 to the consolidated financial statements.
- b) The Company provided security for loan facilities totalling Baht 4,000 million (2020: Baht 4,000 million) of Kamkoong Property Company Limited, a subsidiary.
- c) The Company provided security for loan facilities totalling Baht 2,590 million (2020: Baht 2,590 million) of Keystone Management Company Limited and Keystone Estate Company Limited, joint ventures.
- d) The Company provided security for loan facilities totalling Baht 1,541 million (2020: Baht 410 million) of Ratchada Alliance Company Limited and Future Domain Company Limited, joint ventures.
- e) VHHM had guaranteed bank overdraft of an overseas subsidiary amounting to EUR 2 million (2020: EUR 2 million) and had guaranteed to an overseas subsidiary amounting to EUR 2,000 (2020: EUR 4 million) as discussed in Note 24 to the consolidated financial statements.
- f) VHHM had guaranteed building lease agreement of an overseas joint venture amounting to EUR 3 million (2020: EUR 4 million).

#### **44.4 Litigation**

During 2018, BTS Sansiri Holding Nineteen Limited (“the joint venture”), the developer of the Line Sathorn project (“the Project”), has been filed by the neighboring condominium juristic person to revoke the Environmental Impact Assessment (EIA) report and hold a public hearing of the neighboring communities and stakeholders of the Project by the independent professional agency or organization as the court deems appropriate. Then, on 18 March 2019, the joint venture, as the third defendant, has submitted a statement with the Central Administrative Court. On 28 August 2019, the Central Administrative Court has issued the preliminary injunction to temporary restrain the Project construction. On 11 October 2019, the joint venture has appealed such injunction and requested the Supreme Administrative Court to issue an order to temporary restrain the preliminary injunction before trial. On 30 June 2021, the Supreme Administrative Court reversed the Central Administrative Court’s preliminary injunction dated 28 August 2019 and cancelled such injunction which the plaintiff has requested thereof. Therefore, the joint venture can consequently continue the construction works.

Base on details and progress of the case up to the present, the management of the joint venture opined that the Supreme Administrative Court will not decide or order to revoke the Environmental Impact Assessment report and Acknowledgement Letter to the Notice of Construction, Modification or Demolition, which was issued for BTS Sansiri Holding Nineteen Limited, as the plaintiff has requested to the court.

#### **45. Fair value hierarchy**

As at 31 December 2021 and 2020, the Group had the assets and liabilities that were measured and disclosed at fair value using different levels of inputs as follows:

(Unit: Thousand Baht)

Consolidated financial statements				
As at 31 December 2021				
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Financial assets measured at FVOCI				
Equity investments	14,421	7,151,808	-	7,166,229
Debt investments	-	2,842,903	223,458	3,066,361
Financial assets measured at FVTPL				
Equity investments	-	37,853	-	37,853
Debt investments	-	1,308,138	-	1,308,138
Derivative Warrants	-	437,339	-	437,339

**Assets for which fair value are disclosed**

Investment properties	-	-	16,371,137	16,371,137
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(Unit: Thousand Baht)

Consolidated financial statements				
As at 31 December 2020				
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Financial assets measured at FVOCI				
Equity investments	10,287	-	-	10,287
Financial assets measured at FVTPL				
Debt investments	-	306,447	-	306,447

**Assets for which fair value are disclosed**

Investment properties	-	-	11,513,007	11,513,007
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(Unit: Thousand Baht)

	Separate financial statements			
	As at 31 December 2021			
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Financial assets measured at FVOCI				
Equity investments	14,421	7,151,808	-	7,166,229
Financial assets measured at FVTPL				
Debt investments	-	204,656	-	204,656
Derivative Warrants	-	437,339	-	437,339

**Assets for which fair value are disclosed**

Investment properties	-	-	954,488	954,488
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(Unit: Thousand Baht)

	Separate financial statements			
	As at 31 December 2020			
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Financial assets measured at FVOCI				
Equity investments	10,287	-	-	10,287
Financial assets measured at FVTPL				
Debt investments	-	203,340	-	203,340

**Assets for which fair value are disclosed**

Investment properties	-	-	1,618,166	1,618,166
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## **46. Financial instruments**

### **46.1 Financial risk management objectives and policies**

The Group's financial instruments principally comprise cash and cash equivalents, trade accounts receivable, loans, investments, and short-term and long-term loans. The financial risks associated with these financial instruments and how they are managed is described below.

#### **Credit risk**

The Group is exposed to credit risk primarily with respect to trade accounts receivable, loans, 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 and loans***

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade receivables are regularly monitored. In addition, the Group does not have high concentrations of credit risk since it has a large customer base.

Policy loan risk is immaterial because the subsidiary allows the insured to borrow amounts that are less than the cash value of their policy. The maximum risk arising from secured loans is equal to the value of the loan less the value of the collateral recoverable by the subsidiary.

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 Group classifies customer segments by customer type. 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. Generally, trade receivables are written-off if past due for more than one year and not subject to enforcement activity.

### ***Financial instruments and cash deposits***

The Group 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 Group'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 derivatives is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

### **Market risk**

There are two types of Market risk comprises foreign currency risk and interest rate risk.

### ***Foreign currency risk***

The Group's exposure to the foreign currency risk relates primarily to its trading transactions and borrowings that are denominated in foreign currencies.

As at 31 December 2021 and 2020 the balances of significant financial assets and liabilities denominated in foreign currencies are summarised below.

Consolidated financial statements						
Foreign currency	Financial assets		Financial liabilities		Average exchange rate	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
	(Thousand)	(Thousand)	(Thousand)	(Thousand)	(Baht per 1 foreign currency unit)	
Euro	569	598	114,336	147,964	37.8948	36.8764
Pound	397	-				
Sterling			-	-	45.0984	40.6402



Separate financial statements

Foreign currency	Financial assets		Financial liabilities		Average exchange rate	
	2021	2020	2021	2020	2021	2020
	(Thousand)	(Thousand)	(Thousand)	(Thousand)	(Baht per 1 foreign currency unit)	
Euro	138,521	110,648	-	144,329	37.8948	36.8764
Pound	3,952	3,791				
Sterling			-	-	45.0984	40.6402

**Foreign currency sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in Euro and GBP exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities as at 31 December 2021 and 2020. However, The Group's exposure to foreign currency changes for all other currencies is not material.

As at 31 December 2021				
Currency	Consolidated financial statements		Separate financial statements	
	Change in FX rate	Effect on profit before tax	Change in FX rate	Effect on profit before tax
	(%)	(Thousand Baht)	(%)	(Thousand Baht)
Euro	+10	(431,118)	+ 10	524,923
	-10	431,118	- 10	(524,923)
GBP	+10	1,790	+ 10	17,823
	-10	(1,790)	- 10	(17,823)

As at 31 December 2020				
Currency	Consolidated financial statements		Separate financial statements	
	Change in FX rate	Effect on profit before tax	Change in FX rate	Effect on profit before tax
	(%)	(Thousand Baht)	(%)	(Thousand Baht)
Euro	+10	(543,433)	+10	(124,203)
	-10	543,433	-10	124,203
GBP			+10	15,407
			-10	(15,407)

This information is not a forecast of prediction of future market conditions and should be used with care.

### **Interest rate risk**

The Group's exposure to interest rate risk relates primarily to its loan and borrowings. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

The Group manages its interest rate risk by maintain a proper debt to equity ratio. The Group enters into interest rate swaps, in which it agrees to exchange, at specified intervals, between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount.

As at 31 December 2021 and 2020, 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.

(Unit: Million Baht)

Consolidated financial statements		Fixed interest rates										Interest rate (Percent per annum)		
		Within 1 year		1 - 5 years		Over 5 years		Floating interest rate		Non-interest bearing			Total	
		2021	2020	2021	2020	2021	2020	2021	2020	2021	2020		2021	2020
Financial assets														
Cash and cash equivalents														
Investments in financial assets														
Trade and other receivables														
Premium receivable														
Reinsurance receivable														
Loans and interest receivables														
Restricted bank deposits														
Long-term loans to related parties and interest receivables														
Receivable from sales of investments in subsidiaries														
Deposits														
Financial liabilities														
Bank overdrafts														
Trade and other payables														
Reinsurance liabilities														
Long-term loans from related party and interest payables														
Liabilities under debt restructuring agreements														
Long-term loans from financial institutions														
Liabilities under lease agreements														
Deposits and advances received														

(Unit: Million Baht)

Separated financial statements	Fixed interest rates										Interest rate (Percent per annum)		
	Within 1 year		1 - 5 years		Over 5 years		Floating interest rate		Non-interest bearing			Total	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020		2021	2020
Financial assets													
Cash and cash equivalents	-	-	-	-	-	-	2,145	2,489	-	-	2,145	2,489	Note 7
Investments in financial assets	-	-	132	136	-	-	-	-	7,809	213	7,941	349	Note 8
Trade and other receivables	-	-	-	-	-	-	-	-	9	36	9	36	-
Restricted bank deposits	-	-	-	-	-	-	49	68	-	-	49	68	Note 15
Long-term loans to related parties and interest receivables	-	-	21,900	17,045	-	-	-	-	-	-	21,900	17,045	Note 6
Receivable from sales of investments in subsidiary	-	102	-	-	-	-	-	-	-	-	-	102	Note 12
Deposits	-	-	-	-	-	-	-	-	50	50	50	50	-
	-	102	22,032	17,181	-	-	2,194	2,557	7,868	299	32,094	20,139	
Financial liabilities													
Trade and other payables	-	-	-	-	-	-	-	-	69	33	69	33	-
Long-term loans from related party and interest payables	-	72	-	5,116	-	-	-	-	-	-	-	5,188	Note 6
Long-term loans from financial institutions	-	-	-	-	-	-	11,181	4,897	-	-	11,181	4,897	Note 29
Liabilities under lease agreements	10	10	7	70	626	562	-	-	-	-	643	642	4.1 - 5.0
Deposits and advances received	-	-	-	-	-	-	-	-	2	4	2	4	-
	10	82	7	5,186	626	562	11,181	4,897	71	37	11,895	10,764	

### *Interest rate sensitivity*

The following table demonstrates the sensitivity of the Group's profit before tax to a reasonably possible change in interest rates on that portion of floating rate loans to and loans from affected as at 31 December 2021 and 2020.

As at 31 December 2021			
Consolidated financial statements		Separate financial statements	
	Effect on profit		Effect on profit
Increase/decrease	before tax	Increase/decrease	before tax
(%)	(Thousand Baht)	(%)	(Thousand Baht)
+1	(134,930)	+1	(89,970)
- 1	134,930	-1	89,970

As at 31 December 2020			
Consolidated financial statements		Separate financial statements	
	Effect on profit		Effect on profit
Increase/decrease	before tax	Increase/decrease	before tax
(%)	(Thousand Baht)	(%)	(Thousand Baht)
+1	(102,077)	+1	(23,405)
- 1	102,077	-1	23,405

The above analysis has been prepared assuming that the amounts of the floating rate loans to and loans from and all other variables remain constant over one year. Moreover, the floating legs of these loans to and loans from are assumed to not yet have set interest rates. As a result, a change in interest rates affects interest receivable/payable for the full 12-month period of the sensitivity calculation. This information is not a forecast or prediction of future market conditions and should be used with care.

## Liquidity risk

The table below summarises the maturity profile of the Group's financial liabilities as at 31 December 2021 and 2020 based on contractual undiscounted cash flows:

(Unit: Thousand Baht)

	Consolidated financial statements				
	As at 31 December 2021				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Trade and other payables <sup>(*)</sup>	-	408,487	-	-	408,487
Reinsurance liabilities	-	2,032	-	-	2,032
Insurance contract liabilities	-	751,856	2,000,456	3,364,633	6,116,945
Investment contract liabilities	-	235,148	1,622,436	57,083	1,914,667
Deposits and advances received	-	104,675	-	-	104,675
Liabilities under debt restructuring <sup>(*)</sup>	-	1,261,026	-	-	1,261,026
Long-term loans from financial institutions <sup>(*)</sup>	-	2,189,964	18,640,329	3,930,554	24,760,847
Liabilities under lease agreements <sup>(*)</sup>	-	1,903,039	1,524,902	4,763,469	8,191,410
<b>Total</b>	<b>-</b>	<b>6,856,227</b>	<b>23,788,123</b>	<b>12,115,739</b>	<b>42,760,089</b>

<sup>(\*)</sup> Included liabilities directly associated with assets held for sales

(Unit: Thousand Baht)

	Consolidated financial statements				
	As at 31 December 2020				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Bank overdraft from financial institutions	-	65,865	-	-	65,865
Trade and other payables	-	985,500	-	-	985,500
Long-term loans from related party and interest payables	-	72,000	5,115,586	-	5,187,586
Deposits and advances received	-	251,304	-	-	251,304
Liabilities under debt restructuring	-	66,300	1,444,632	-	1,510,932
Long-term loans from financial institutions	-	2,697,802	10,392,825	1,922,445	15,013,072
Liabilities under lease agreements	-	490,033	3,363,358	6,757,044	10,610,435
<b>Total</b>	<b>-</b>	<b>4,628,804</b>	<b>20,316,401</b>	<b>8,679,489</b>	<b>33,624,694</b>

(Unit: Thousand Baht)

Separate financial statements					
As at 31 December 2021					
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Trade and other payables	-	69,314	-	-	69,314
Deposits and advances received	-	2,472	-	-	2,472
Long-term loan from financial institution	-	1,745,626	11,693,573	-	13,439,199
Liabilities under lease agreements	-	33,077	102,556	1,429,140	1,564,773
<b>Total</b>	-	<u>1,850,489</u>	<u>11,796,129</u>	<u>1,429,140</u>	<u>15,075,758</u>

(Unit: Thousand Baht)

Separate financial statements					
As at 31 December 2020					
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Trade and other payables	-	32,711	-	-	32,711
Deposits and advances received	-	3,899	-	-	3,899
Long-term loans from related party and interest payables	-	72,000	5,115,586	-	5,187,586
Long-term loan from financial institution	-	940,886	4,279,361	-	5,220,247
Liabilities under lease agreements	-	35,524	130,941	1,429,140	1,595,605
<b>Total</b>	-	<u>1,085,020</u>	<u>9,525,888</u>	<u>1,429,140</u>	<u>12,040,048</u>

### Insurance risk

Insurance risk is the risk that the mortality rate, sickness rate, persistence rate or actual expense rate will differ from the assumptions used in preparing estimates, with a negative impact on the operating results of the subsidiary. The subsidiary's insurance risk management starts from the development of life insurance products, where a product development working group is responsible for conceptualising and developing products that meet the needs of the target group and are consistent a strategy of operating within the risk policy framework of the subsidiary.



In addition, the subsidiary has clear, standard insurance acceptance guidelines, based on type of insurance, age, and gender, for selecting the risks from the target groups who wish to take out life insurance. Various factors are taken into consideration, such as mortality rate, policy persistence or the ability of the insured to pay premiums. After the insurance has been accepted the subsidiary continues to assess the adequacy of insurance reserves and capital funds according to the risk level, maintaining them at levels that are adequate and exceed the levels prescribed by law to ensure that the subsidiary will be able to cope with any future exposures.

The subsidiary regularly reviews assumptions to ensure that those used in product development, liability adequacy tests and capital fund calculations are current. However, the main insurance-related risks of the subsidiary consist of:

(a) Interest rate risk

Interest rate risk is the risks arising from fluctuations in interest rates. The subsidiary has established risk management guidelines that require the Fund Management Working Group to closely monitor, assess and report risk factors and key risk indicators (KRI), as well as to perform asset and liability management (ALM) through duration matching in order to reduce the impact of changes in interest rates on both assets and liabilities, and performance of regular stress testing under various current and future scenarios (scenario tests) to support the establishment of appropriate asset and liability management plans.

(b) Product design risk

Product design risk is the risks arising from the process of designing and developing a product that is marketable and consistent with the business objectives of the subsidiary, including improvements or changes to existing insurance plans. The subsidiary has established a controlled process that runs through inception, development, testing and submission for approval prior to being offered for sale. There is also a follow-up process after the release of a product to control the risk at an acceptable level.

## ***Insurance risk sensitivity***

### ***Insurance reserve for long-term insurance contracts***

The subsidiary calculates the reserve using the Gross Premium Valuation (GPV) method based on current assumptions and a discount rate calculated based on the risk-free rate plus an illiquidity premium (52% of the difference from an interest rate based on corporate bonds with a credit rating of A and above).

### ***Loss reserves***

The subsidiary records a reserve for short-term insurance contract losses that are incurred but not reported (IBNR) based on assumptions used under actuarial methods. The key assumption that may affect the estimate is the expected future inflation rate of medical expenses, which may cause the reserve estimated to be lower than expected loss. However, since the ratio of loss reserve to the insurance reserves for long-term insurance contracts is less than 1%, a change in this assumption would not have a significant impact on profit or loss. Therefore, the subsidiary did not conduct a sensitivity test on insurance risks related to loss reserves.

### ***Concentration of insurance risk***

Concentration risk is the risk that the subsidiary may be significantly affected by a single event. However, the subsidiary manages concentration risk by distributing its sales of life insurance products across a variety of customer groups throughout the regions in Thailand. Events that may have an impact due to concentration of the subsidiary's products are:

1. Changes in mortality rate trends due to modern medical technology, resulting in a longer average lifespan, may result in increased benefit pay-outs on products such as pension products.
2. Changes in financial market factors such as a significant drop in interest rates may have a negative impact on products, such as those that provide guaranteed benefits under a policy.

## 46.2 Fair values of financial instruments

The Group's methods and assumptions are used to estimate fair value of financial instruments as follows:

- a) Financial assets and liabilities that will mature in the short-term or bear interest at rates close to the market rate, such as cash and bank deposits, receivables, loans, investments, payables, deposits and advances are stated at an estimated fair value, based on their carrying amount in the statement of financial position.
- b) Debt investments are calculated using the yield rates announced by the Thai Bond Market Association.
- c) Equity investments are stated at a fair value based on market prices or fair value based on market price adjusted to reflect appropriate risk factors.
- d) Investments in equity and debt securities funds are stated at a fair value based on the net asset value at the reporting date.
- e) Derivative warrants are stated at a fair value calculated using a theoretical model for the valuation. Most of the inputs used in the model are observable in the relevant market, such as the underlying share price, the strike price and the interest rate.
- f) Long-term loans that pay interest at rates close to market rates are stated at a fair value based on the carrying amount in the statement of financial position.

During the year, there were no transfers between the fair value hierarchy.

## 47. Capital management

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value including compliance with financial covenants stipulated in the loan agreement. The Group was compliant with these financial covenants throughout the reporting period.

As at 31 December 2021, the Group's debt-to-equity ratio was 0.87:1 (2020: 1.62:1) and the Company's was 0.27:1 (2020: 0.38:1).

## 48. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 14 February 2022.



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## GENERAL INFORMATION AND OTHER IMPORTANT INFORMATION

7.1

<b>Company's Name</b>	<b>U City Public Company Limited</b>
<b>Year of Establishment</b>	1988
<b>Asset Name</b>	U
<b>First Trade Date</b>	16 February 1993
<b>Registration No.</b>	0107537000459
	No. 21, TST Tower Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak Bangkok 10900
<b>Tel.</b>	+66(0)2 273 8838
<b>Fax</b>	+66(0)2 273 8858
<b>Website</b>	www.ucity.co.th
<b>Company Secretary</b>	companysecretary@ucity.co.th Tel: +66(0)2 273 8838
<b>Investment Relations Department</b>	Email: IR@ucity.co.th Tel: +66(0)2 273 8838 Fax: +66(0)2 273 8853
<b>Asset Registrar</b>	Thailand Securities Depository Co., Ltd. The Stock Exchange of Thailand Building 93 Ratchadaphisek Road, Din Daeng, Bangkok 10400 Tel.: +66(0) 2 009 9999 Call Center: +66(0) 2009 9999 Email: SETContactCenter@set.or.th Website: http://www.set.or.th/tsd
<b>Auditor</b>	EY Office Co., Ltd. Lake Ratchada Complex No. 193/136-137, 33 <sup>rd</sup> Floor Rachadaphisek Rd, Khlong Toei, Bangkok 10110 Tel.: 0-2264-0777 Fax: 0-2264-0789-90 Ms. Siraporn Ouannunkun Certified Public Account No. 3844 Ms. Sirirat Srichareonsap Certified Public Account No. 5419 Mr. Chatchai Kasemsrithanawat Certified Public Account No. 5813
<b>Legal Advisor</b>	The Capital Law Office Limited 44 Smooth Life Tower 18 <sup>th</sup> Floor, North Sathon Road Silom, Bangrak, Bangkok 10500 Tel.: 0-2633-9088 Fax: 0-2633-9089



## SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINT VENTURES AT LEAST 10 PERCENT SHARES OF WHICH ARE HOLD BY THE COMPANY

### ● Real Estate Development for Rent, Services, and Hotel (Domestic and Overseas)

#### (a) Real Estate Development for Rent, Services, and Hotel (Domestic)

No.	Company	Business Type	Address	Shareholding of the Company (%)	Paid-up Capital (THB)	Registered Capital (THB)	Issued Shares (Shares)	Type of Shares
1	Khon Kean Buri Company Limited <sup>1)</sup>	Hotel business	999 Moo 4 Prachasamosorn Road, Nai Mueang Subdistrict, Mueang Khon Kean District, Khon Kean Tel. 043-209-888 Fax. 043-209-889	100.00	960,000,000	960,000,000	9,600,000	Ordinary shares
2	Boonbaramee Metta Property Company Limited <sup>2)</sup>	Investment in hotel and real estate development business	21, TST Tower, Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00	700,000,000	700,000,000	7,000,000	Ordinary shares
3	Pacific Chiangmai Company Limited <sup>2)</sup>	Landowner and real estate development business	21, TST Tower, Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00% (Held by Boonbaramee Metta Property Company Limited)	200,000,000	200,000,000	2,000,000	Ordinary shares
4	Pacific Hotel Chiangmai Company Limited <sup>2)</sup>	Hotel business	21, TST Tower, Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00% (Held by Boonbaramee Metta Property Company Limited)	600,000,000	600,000,000	6,000,000	Ordinary shares
5	Keystone Estate Company Limited	Landowner and real estate development business	21 Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	50.00% (The other 49.00% held by Gold Diamond Holding Limited and 1.00% held by Mr. Prasert Arayakarnkul)	1,874,000,000	1,874,000,000	18,740,000	Ordinary shares

No.	Company	Business Type	Address	Shareholding of the Company (%)	Paid-up Capital (THB)	Registered Capital (THB)	Issued Shares (Shares)	Type of Shares
6	Kamkoong Property Company Limited	Investment in hotel and real estate development business	21 Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00	1,100,000,000	1,100,000,000	11,000,000	สามัญ
7	Unison One Co., Ltd <sup>2)</sup>	Office building rental	21 Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00	340,000,000	340,000,000	3,400,000	Ordinary shares
8	Tanayong Property Management Co., Ltd	Property management	100-100/1 Moo 4 KM. 14, Bangna-Trad Rd., Bang Chalong, Bang Phli, Samut Prakan Tel. 0-2273-8833 Fax. 0-2273-8832	100.00	1,000,000	1,000,000	10,000	Ordinary shares
9	Thana City Golf and Sports Club Company Limited	Golf course and sports club management	100-100/1 Moo 4 KM. 14, Bangna-Trad Rd., Bang Chalong, Bang Phli, Samut Prakan Tel. 0-2273-8833 Fax. 0-2273-8832	100.00	20,000,000	20,000,000	200,000	Ordinary shares
10	Absolute Hotel Services Company Limited	Hotel management services	1091/343, 4 <sup>th</sup> Floor, New Petchburi Road, Makkasan, Ratchathewi, Bangkok Tel. 0-2255-9247 Fax. 0-2255-9248	50.00% (Held by U Global Hospitality Company Limited) (The other 35.00% held by Mr. Jonathan Maxwell Wigley, and 5.00% held by Mr. John Mark Westoby, and 5.00% held by Mrs. Thitiya Westoby, and 5.00% held by Ms. Nopparat Pongwattanakulsiri)	8,000,000	25,000,000	2,500,000	Ordinary shares
11	Travelodge (Thailand) Company Limited	Hotel Management and Development	1091/343, 4 <sup>th</sup> Floor, New Petchburi Road, Makkasan, Ratchathewi, Bangkok Tel. 0-2255-9247 Fax. 0-2255-9248	79.00% (Held by Absolute Hotel Services Co., Ltd) (The other 20.00% held by Travelodge (Asia) Company Limited, and 1.00% held by Mr. Jonathan Maxwell Wigley)	500,000	2,000,000	400,000	Ordinary shares



No.	Company	Business Type	Address	Shareholding of the Company (%)	Paid-up Capital (THB)	Registered Capital (THB)	Issued Shares (Shares)	Type of Shares
12	Absolute Golf Services Company Limited	Golf course and sport club management service	1091/343, 4 <sup>th</sup> Floor, New Petchburi Road, Makkasan, Ratchathewi, Bangkok Tel. 0-2255-9925 Fax. 0-2255-9929	99.00% (Held by Absolute Hotel Services Co., Ltd) (The other 0.9995% held by Mr. Jonathan Maxwell Wigley, and 0.0005% held by Ms. Nopparat Pongwattanakulsir)	4,000,000	4,000,000	200,000	- 98,800 ordinary shares - 102,000 preferred shares
13	Absolute Design Services Company Limited	Interior design, decorations for hotel, resort, and service apartment businesses	1091/343, 4 <sup>th</sup> Floor, New Petchburi Road, Makkasan, Ratchathewi, Bangkok Tel. 0-2255-9247 Fax. 0-2255-9248	80.00% (Held by Absolute Hotel Services Company Limited) (The other 10.00% held by Mr. Karan Cawl, and 10.00% held by Mr. Jerken Adark Cydel)	100,000	400,000	1,000	Ordinary shares
14	EGS Assets Company Limited	Hotel business	21 Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00	2,200,000,000	2,200,000,000	22,000,000	Ordinary shares
15	U Global Hospitality Company Limited	Securities investment	21 Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00	750,000,000	750,000,000	7,500,000	Ordinary shares
16	Vienna House (Thailand) Company Limited	Hotel management	1091/343, 4 <sup>th</sup> Floor, New Petchburi Road, Makkasan, Ratchathewi, Bangkok Tel. 0-2255-9247 Fax. 0-2255-9248	30.00% (Held by VHHM) (The other 69.00% held by Absolute Hotel Services Company Limited, and 1.00% held by Mr. Jonathan Maxwell Wigley)	500,000	2,000,000	10,000	Ordinary shares
17	59 Club Asia Company Limited	Sports club management	1091/343, 4 <sup>th</sup> Floor, New Petchburi Road, Makkasan, Ratchathewi, Bangkok Tel. 0-2255-9925 Fax. 0-2255-9929	99.00% (Held by Absolute Golf Services Company Limited) (The other 0.5% held by Mr. Jonathan Maxwell Wigley, and 0.5% held by Mr. Robert James Shippey)	2,000,000	2,000,000	20,000	Ordinary shares

No.	Company	Business Type	Address	Shareholding of the Company (%)	Paid-up Capital (THB)	Registered Capital (THB)	Issued Shares (Shares)	Type of Shares
18	Muangthong Assets Company Limited	Hotel business	21 Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00	125,000,000	125,000,000	1,250,000	Ordinary shares
19	Mak 8 Company Limited	Hotel business	21 Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00	151,000,000	151,000,000	1,510,000	Ordinary shares
20	Nine Square Property Company Limited	Hotel business	21 Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00	10,000,000	10,000,000	100,000	Ordinary shares
21	BTS Land Company Limited	Hotel business	21 Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00	110,000,000	110,000,000	1,100,000	Ordinary shares
22	Prime Area Retail Company Limited	Real estate for rent	21 Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00	10,000,000	10,000,000	100,000	Ordinary shares
23	U Remix Company Limited	Real estate for rent	21 Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00	10,000,000	10,000,000	100,000	Ordinary shares

#### Joint Ventures

1	Joint venture between U City PCL, Amanresorts Services Limited, and Silverlink Resorts Limited	Investment and land management for hotel development and other constructions	21, TST Tower, Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	—	—	—	—	—
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#### Notes:

- 1) The Extraordinary General Meeting of Shareholders No. 1/2018 held on January 4, 2018, has approved the disposal of 8 assets, including this asset. In this regard, it is currently in the process of executing the resolution of the Extraordinary General Meeting of Shareholders.
- 2) The 2021 Annual General Meeting of Shareholders held on March 31, 2021, has resolved to approve the disposal of 8 assets, including this asset. In this regard, it is currently in the process of executing the resolution of the Extraordinary General Meeting of Shareholders.

**(b) Real Estate Development for Rent, Services, and Hotel (Overseas)**

No.	Company	Business Type	Address	Shareholding of the Company (%)	Paid-up Capital (THB)	Registered Capital (THB)	Issued Shares (Shares)	Type of Shares
1	Lombard Estate Holdings Limited ( <b>"LEH"</b> )	Securities investment, property management, and consulting services	8 <sup>th</sup> Floor, Chung Nam House, 59 Des Voeux Road Central, Hong Kong	100.00	GBP 76,500,001 and EUR 27,400,000	GBP 76,500,001 and EUR 27,400,000	103,900,001	Ordinary shares
2	U Hospitality Holding (Hong Kong) Limited ( <b>"UHH HK"</b> )	Securities investment, property management, and consulting services	8 <sup>th</sup> Floor, Chung Nam House, 59 Des Voeux Road Central, Hong Kong	1100.00% (Held by UHH MAU)	EUR 100,000 and HKD 2,739,997	EUR 100,000 and HKD 2,739,997	2,839,997	Ordinary shares
3	U Global Hospitality Holding (Hong Kong) Limited ( <b>"UGH HK"</b> )	Securities investment	8 <sup>th</sup> Floor, Chung Nam House, 59 Des Voeux Road Central, Hong Kong	100.00	HKD 1,610,000	HKD 1,610,000	1,610,000	Ordinary shares
4	U Hospitality Holding (Mauritius) ( <b>"UHH MAU"</b> )	Securities investment	c/o Ocorian Corporate Services (Mauritius) Limited, 6 <sup>th</sup> Floor, Tower A, 1 CyberCity, Ebene, Mauritius	100.00% (Held by U Global Hospitality Company Limited)	EUR 390,321	EUR 390,321	390,321	Ordinary shares
5	Thirty Three Gracechurch 1 Limited ( <b>"TTG1"</b> )	Property owner and office rental business	26 New Street, St. Helier, Jersey, JE2 3RA, Jersey Tel. +44 (0)1534 507000 Fax. +44 (0)1534 507001	100.00% (Held by LEH)	GBP 15,140,001	GBP 15,150,000	15,140,001	Ordinary shares
6	Vienna House Capital GmbH ( <b>"VHC"</b> )	Securities investment	Dresdner Straße 87, 1200 Vienna, Austria Tel. +43 1333 73 73-0 Fax. +43 1333 73 73-13	100.00% (Held by LEH)	EUR 35,000	EUR 35,000	—	Ordinary shares
7	Vienna House Real Estate GmbH ( <b>"VHRE"</b> )	Securities investment	Dresdner Straße 87, 1200 Vienna, Austria Tel. +43 1333 73 73-0 Fax. +43 1333 73 73-13	100.00% (Held by LEH)	EUR 651,616	EUR 669,116	—	Ordinary shares
8	Vienna House Hotelmanagement GmbH ( <b>"VHHM"</b> )	Hotel management	Dresdner Straße 87, 1200 Vienna, Austria Tel.+43 1333 73 73-0 Fax. +43 1333 73 73-13	100.00% (Held by VHC)	EUR 4,398,750	EUR 4,398,750	—	Ordinary shares
9	Andel's Berlin Hotelbetriebs GmbH <sup>1)</sup>	Hotel business	Landsberger Allee 106, 10369 Berlin, Germany Tel.+49 30 453 053 2000 Fax. +49 30 453 053 2099	100.00% (Held by VHHM)	EUR 25,000	EUR 25,000	25,000	Ordinary shares

No.	Company	Business Type	Address	Shareholding of the Company (%)	Paid-up Capital (THB)	Registered Capital (THB)	Issued Shares (Shares)	Type of Shares
10	VHE Raunheim Hotelbetriebs GmbH	Hotel business	c/o Hermann & Kollegen Rechtsanwälte PartG mbH-Herr RA Dr. Wolfgang Hermann-Maximilianstraße 2, 80539 Munich, Germany	100.00% (Held by VHHM)	EUR 25,000	EUR 25,000	25,000	Ordinary shares
11	UBM + VH Hotels GmbH <sup>1)</sup>	Hotel management services	Albert-Roßhaupter Straße 43, 81369 Munich, Germany	50.00% (Held by VHHM) (The other 50.00% held by UBM hotels Management GmbH)	EUR 4,700,000	EUR 4,700,000	4,700,000	Ordinary shares
12	MG Sendling Hotelbetriebs-gesellschaft mbH <sup>1)</sup>	Hotel management services	Albert-Roßhaupter-Str. 43, 81369 München, Germany	100.00% (Held by UBM + VH Hotels GmbH)	EUR 500,000	EUR 500,000	2	Ordinary shares
13	Leuchtenbergring Hotelbetriebs-gesellschaft mbH <sup>1)</sup>	Hotel management services	Albert-Roßhaupter-Str. 43, 81369 München, Germany	100.00% (Held by UBM + VH Hotels GmbH)	EUR 25,000	EUR 25,000	2	Ordinary shares
14	Vienna International Asset GmbH ("VI Asset")	Securities investment, property owner, and hotel business	Leuchtenbergring 20 c/o Angelo Designhotel München, 81677 Munich, Germany Tel. +43 1 333 73 73-0 Fax. +43 1 333 73 73-13	89.80 (The other 0.1% held by Asia Hong Kong Engineering Limited and 10.1% held by HRG München Holdings GmbH (in the process of changing its name to HR Neunte Hotel Estate Holdings GmbH))	EUR 25,000	EUR 25,000	25,000	Ordinary shares
15	Calvus Grundstücks-verwaltungs-gesellschaft mbH & Co. Vermietungs KG	Property owner	Emy-Roeder-Straße 2, 55129 Mainz, Germany Tel. +43 1 333 73 73-0 Fax. +43 1 333 73 73-13	94.00% (Held by VI Asset as a limited partner) (The other 6.00% held by Calvus Grundstücksverwaltungs-gesellschaft mbH as a general partner)	EUR 5,000	EUR 5,000	—	Ordinary shares
16	Enigma Grundstücks verwaltungs-gesellschaft mbH & Co. Objekt Wuppertal KG	Property owner	Emy-Roeder-Straße 2, 55129 Mainz, Germany Tel. +43 1 333 73 73-0 Fax. +43 1 333 73 73-13	94.00% (Held by VI Asset as a limited partner) (The other 6.00% Held by Enigma Grundstücksverwaltungs-gesellschaft mbH as a general partner)	EUR 5,000	EUR 5,000	—	Ordinary shares

No.	Company	Business Type	Address	Shareholding of the Company (%)	Paid-up Capital (THB)	Registered Capital (THB)	Issued Shares (Shares)	Type of Shares
17	Fabella Grundstücksverwaltungs-gesellschaft mbH & Co. Vermietungs KG	Property owner	Emy-Roeder-Straße 2, 55129 Mainz, Germany Tel. +43 1 333 73 73-0 Fax. +43 1 333 73 73-13	94.00% (Held by VI Asset as a limited partner) (The other 6.00% held by Fabella Grundstücksverwaltungs-gesellschaft mbH as a general partner)	EUR 5,000	EUR 5,000	—	Ordinary shares
18	Fabio Grundstücksverwaltungs-gesellschaft mbH & Co. Vermietungs KG	Property owner	Emy - Roeder-Straße 2, 55129 Mainz, Germany Tel. +43 1 333 73 73-0 Fax. +43 1 333 73 73-13	94.00% (Held by VI Asset as a limited partner) (The other 6.00% held by Fabio Grundstücksverwaltungs-gesellschaft mbH as a general partner)	EUR 5,000	EUR 5,000	—	Ordinary shares
19	Fiora Grundstücksverwaltungs-gesellschaft mbH & Co. Vermietungs KG	Property owner	Emy-Roeder-Straße 2, 55129 Mainz, Germany Tel. +43 1 333 73 73-0 Fax. +43 1 333 73 73-13	94.00% (Held by VI Asset as a limited partner) (The other 6.00% held by Fiora Grundstücksverwaltungs-gesellschaft mbH as a general partner)	EUR 5,000	EUR 5,000	—	Ordinary shares
20	Vienna House Cluster Deutschland GmbH	Business related to hotel management services	Leuchtenbergring 20, c/o Holiday Inn Munich-Leuchtenbergring, 81677 Munich, Germany Tel. +43 1 333 73 73-0 Fax. +43 1 333 73 73-13	100.00% (Held by VHMH)	EUR 25,000	EUR 25,000	1	Ordinary shares
21	Vienna House Easy Pilsen s.r.o.	Hotel business	U Prazdroje 2720/6, Východní Předměstí, 301 00 Plzeň, Czech Republic Tel. +420 378 016 111 Fax. +420 378 016 016	100.00% (Held by VHMH)	CZK 200,000	CZK 200,000	—	Ordinary shares
22	Vienna House Diplomat Prague a.s.	Hotel business	Evropská 370/15, Dejvice, 160 00 Praha 6, Czech Republic Tel. +420 296 559 111 Fax. +420 296 559 207	100.00% (Held by VHMH)	CZK 2,000,000	CZK 2,000,000	160	Ordinary shares
23	Vienna House Diplomat Prague RE s.r.o.	Property owner	Evropská 370/15, Dejvice, 160 00 Praha 6, Czech Republic Tel. +420 296 559 111 Fax. +420 296 559 207	100.00% (Held by VHRE)	CZK 200,000	CZK 200,000	—	Ordinary shares

No.	Company	Business Type	Address	Shareholding of the Company (%)	Paid-up Capital (THB)	Registered Capital (THB)	Issued Shares (Shares)	Type of Shares
24	UBX Plzen Real Estate s.r.o.	Property owner	U Prazdroje 2720/6, Východní Předměstí, 301 00 Plzen, Czech Republic Tel. +420 378 016 111 Fax. +420 378 016 016	100.00 (Held by VHRE)	CZK 200,000	CZK 200,000	–	Ordinary shares
25	Vienna House Cluster Tschechien s.r.o.	Business related to hotel management services	Praha 6 - Dejvice, Evropská 370/15, PSC 16041, Czech Republic Tel.+420 2963530 Fax. +420 296353488	100.00% (Held by VHRE)	CZK 200,000	CZK 200,000	–	Ordinary shares
26	Vienna House Easy Katowice Sp. z o.o.	Hotel business	ul. Sokolska, nr 24, 40-086, Katowice, Poland Tel. +48 3278 38100 Fax. +48 3278 38103	100.00% (Held by VHMM)	PLN 202,400	PLN 202,400	4,048	Ordinary shares
27	VH Andel's Lodz Sp. z o.o.	Property owner and hotel business	ul. Ogrodowa, nr 17, 91-065, Lodz, Poland Tel. +48 4227 91000 Fax. +48 4227 91001	100.00% (Held by VHC)	PLN 5,208,000	PLN 5,208,000	5,208	Ordinary shares
28	VH Amber Baltic Sp. z o.o.	Property owner and hotel business	ul. Promenada Gwiazd, nr 1, 72-500, Miedzyzdroje, Poland Tel. +48 91 3228 760 Fax. +48 91 328 1022	100.00% (Held by VHRE)	PLN 38,325,000	PLN 38,325,000	76,650	Ordinary shares
29	UBX Katowice Sp. z o.o. ("UBX Katowice")	Property owner	ul. Sokolska, nr 24, 40-086, Katowice, Poland Tel. +48 3278 38100 Fax. +48 3278 38103	100.00% (Held by VHRE)	PLN 7,550,000	PLN 7,550,000	7,550	Ordinary shares
30	Vienna House Easy Cracow RE Sp. z o.o.	Property owner and hotel business	ul. Przy Rondzie, nr 2, 31-547, Krakow, Poland Tel. +48 12299 0000 Fax. +48 12 2990 001	100.00% (Held by VHC)	PLN 11,224,300	PLN 11,224,300	224,486	Ordinary shares
31	VHE Wroclaw Hotel Sp. z o.o.	Hotel business	ul. Grabarska, nr 1, 50-079 Wroclaw, Kod, Warsaw, Poland	100.00% (Held by VHMM)	PLN 5,000	PLN 5,000	100	Ordinary shares
32	Vienna House Cluster Polen Sp. z o.o.	Business related to hotel management services	ul. Aleje jerozolimskie, nr 65/79, lok., 00-697 Warsaw, Poland Tel. +43 1 333 73 73-0 Fax. +43 1 333 73 73-13	100.00% (Held by VHMM)	PLN 40,000	PLN 40,000	400	Ordinary shares

No.	Company	Business Type	Address	Shareholding of the Company (%)	Paid-up Capital (THB)	Registered Capital (THB)	Issued Shares (Shares)	Type of Shares
33	Comtel Focus S.A.	Property owner and hotel business	Calea BUCURESTILOR, nr. 283, 075100 Otopeni city, Ilfov County, Romania Tel. +40 21 2036500 Fax. +40 21 2036510	99.99 (Held by VHRE) (The rest 0.0025% held by SC. Nur Focus Adventing Products Ltd., and 0.000814% held by SC. Com Euro Tel Holding B.V and 0.000058% held by Mr. Benjamin Kirstain)	RON 42,703,016	RON 42,703,016	111,788,000	Ordinary shares
34	VHE Bratislava s.r.o.	Hotel business	Galvaniho 28 821 04, Bratislava, Slovakia Tel.+421 232299100 Fax. +421232299530	100.00% (88.70% held by VHHM and 11.30% held by VHC)	EUR 6,638.78	EUR 6,638.78	—	Ordinary shares
35	VHE Bratislava Real Estate s.r.o.	Property owner	Galvaniho 28 821 04, Bratislava, Slovakia Tel.+421 232299100 Fax. +421 232299530	100.00% (85.00% held by VHRE and 15.00% held by UBX Katowice)	EUR 5,000	EUR 5,000	2	Ordinary shares
36	Tanayong Hong Kong Limited	Securities investment	11 <sup>th</sup> Floor, Malahon Centre, 10-12 Stanley Street Central, Hong Kong	100.00	HKD 10,000	HKD 10,000	10,000	Ordinary shares
37	Absolute Hotel Services Hong Kong Limited	Hotel management	Flat/RM 908 Dominion Centre, 43–59 Queen's Road East, Wanchai, Hong Kong	87.73% (75.47% held by Absolute Hotel Services Company Limited, and 12.26% held by Tanayong Hong Kong Limited) (The other 9.82% held by Mr. Jonathan Maxwell Wigley, and 2.45% held by Mr. John Mark Westoby)	HKD 6,930,687	HKD 6,930,687	6,930,687	Ordinary shares
38	Vienna House Asia Limited	Hotel management	Suite D, 16/F., On Hing Bldg., 1-9 On Hing Terrace, Central, Hong Kong	100.00% (30.00% held by VHHM and 70.00% held by Absolute Hotel Services Hong Kong Limited)	HKD 156,000	HKD 156,000	156,000	Ordinary shares
39	Absolute Hotel Services Indochina Limited	Hotel management	Flat/RM 908 Dominion Centre, 43–59 Queen's Road East, Wanchai, Hong Kong	60.00% (Held by Absolute Hotel Services Hong Kong Limited) (The other 40.00% held by Phany Hotel & Restaurants Service Company Limited)	HKD 780,000	HKD 780,000	780,000	Ordinary shares



No.	Company	Business Type	Address	Shareholding of the Company (%)	Paid-up Capital (THB)	Registered Capital (THB)	Issued Shares (Shares)	Type of Shares
40	AHS Hospitality India Private Limited	Hotel management	309, Atlanta Estate, Dr. Ambedkar Chowk, Off. W.E. Highway, Goregaon (East), Mumbai 400 063 India	58.70% (Held by Absolute Hotel Services Hong Kong Limited) (The other 22.49% held by Mr. Sameer Dharkar & Family, and 17.51% held by Mr. Subodh Dharkar, and 1.30% held by Mr. Jonathan Maxwell Wigley)	INR 43,052,400	INR 45,000,000	4,305,240	Ordinary shares
41	Absolute Hotel Services Russia Limited Liability Company	Hotel consulting, administration, and management	44/1 Building 4, Room 1, Myasnitskaya Street, Moscow, Russian Federation	80.00 (Held by Absolute Hotel Services Hong Kong Limited) (The other 10.00% held by AHP Limited and 10.00% held by Mr. Sorrayut Phormpoj)	RUB 100,000	RUB 100,000	1,000	Ordinary shares

**Note:**

- 1) The 2021 Annual General Meeting of Shareholders held on March 31, 2021, has resolved to approve the disposal of 15 assets of subsidiaries in Europe, including this asset. In this regard, it is currently in the process of executing the resolution of the General Meeting of Shareholders.

**(c) Real Estate Development for Sale**

No.	Company	Business Type	Address	Shareholding of the Company (%)	Paid-up Capital (THB)	Registered Capital (THB)	Issued Shares (Shares)	Type of Shares
1	Khukhot Station Alliance Company Limited <sup>1)</sup>	Property development	21, TST Tower, Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00%	100,000,000	100,000,000	1,000,000	Ordinary shares
2	NPARK Global Holding Company Limited <sup>2)</sup>	Property development	21, TST Tower, Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00%	1,000,000	1,000,000	10,000	Ordinary shares
3	Tanayong Food and Beverage Company Limited	Landowner and real estate development business	100-100/1 Moo 4 KM. 14, Bangna-Trad Rd., Bang Chalong, Bang Phli, Samut Prakan Tel. 0-2273-8838 Fax. 0-2273-8858	100.00%	201,000,000	201,000,000	2,010,000	Ordinary shares

No.	Company	Business Type	Address	Shareholding of the Company (%)	Paid-up Capital (THB)	Registered Capital (THB)	Issued Shares (Shares)	Type of Shares
4	Ratburana Property Company Limited <sup>9)</sup>	Landowner and real estate development business	21 Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00% (Held by U Global Hospitality Company Limited)	10,000,000	10,000,000	100,000	Ordinary shares
5	PrannaKiri Assets Company Limited	Landowner and real estate development business	21 Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00	311,000,000	311,000,000	3,110,000	Ordinary shares
6	Siam Paging and Communication Company Limited	Landowner and real estate development business	21 Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00	5,000,000	5,000,000	50,000	Ordinary shares
7	MHG NPARK Development Company Limited <sup>4)</sup>	Property development	88 The PARQ 12 <sup>th</sup> Floor, Ratchadapisek Road, Khlong Toei, Khlong Toei, Bangkok	50.00% (The other 50.00% held by Huahin Resort Limited)	100,000,000	100,000,000	10,000,000	Ordinary shares
8	Prime Area 38 Company Limited <sup>4)</sup>	Landowner and real estate development business	21 Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00	50,000,000	50,000,000	500,000	Ordinary shares
9	Phraram 9 Alliance Company Limited <sup>5)</sup>	Landowner and real estate development business	21 Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	50.00% (The other 50.00% held by Noble Development PCL)	768,000,000	768,000,000	7,680,000	Ordinary shares
10	Prime Area 12 Company Limited	Landowner and real estate development business	21 Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00%	100,000,000	100,000,000	1,000,000	Ordinary shares
11	BTS Sansiri Holding One Limited	Landowner and real estate development business, Real Estate for Sale	59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok Tel. 0-2027-7888 Fax. 0-2109-5479	50.00% (The other 50.00% held by Sansiri PLC)	10,000,000	10,000,000	100,000	Ordinary shares

No.	Company	Business Type	Address	Shareholding of the Company (%)	Paid-up Capital (THB)	Registered Capital (THB)	Issued Shares (Shares)	Type of Shares
12	BTS Sansiri Holding Four Limited	Landowner and real estate development business, Real Estate for Sale	59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok Tel. 0-2027-7888 Fax. 0-2109-5479	50.00% (The other 50.00% held by Sansiri PLC)	40,000,000	40,000,000	400,000	Ordinary shares
13	BTS Sansiri Holding Seven Limited	Landowner and real estate development business, Real Estate for Sale	59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok Tel. 0-2027-7888 Fax. 0-2109-5479	50.00% (The other 50.00% held by Sansiri PLC)	10,000,000	10,000,000	100,000	Ordinary shares
14	BTS Sansiri Holding Eight Limited	Landowner and real estate development business, Real Estate for Sale	59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok Tel. 0-2027-7888 Fax. 0-2109-5479	50.00% (The other 50.00% held by Sansiri PLC)	10,000,000	10,000,000	100,000	Ordinary shares
15	BTS Sansiri Holding Nine Limited	Landowner and real estate development business, Real Estate for Sale	59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok Tel. 0-2027-7888 Fax. 0-2109-5479	50.00% (The other 50.00% held by Sansiri PLC)	10,000,000	10,000,000	100,000	Ordinary shares
16	Nuvo Line Agency Limited	Landowner and real estate development business, Real Estate for Sale	59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok Tel. 0-2027-7888 Fax. 0-2109-5479	50.00% (The other 50.00% held by Sansiri PLC)	100,000,000	100,000,000	1,000,000	Ordinary shares
17	BTS Sansiri Holding Sixteen Limited	Landowner and real estate development business, Real Estate for Sale	59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok Tel. 0-2027-7888 Fax. 0-2109-5479	50.00% (The other 50.00% held by Sansiri PLC)	100,000,000	100,000,000	1,000,000	Ordinary shares
18	Ratchada Alliance Company Limited	Landowner and real estate development business, Real Estate for Sale	1035 NOBLE Building, Ploenchit Road, Lumpini, Pathumwan, Bangkok Tel. 0-2251-9955	50.00% (The other 50.00% held by Noble Development PCL)	50,000,000	50,000,000	500,000	Ordinary shares
19	BTS Sansiri Holding Nineteen Limited	Landowner and real estate development business, Real Estate for Sale	59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok Tel. 0-2027-7888 Fax. 0-2109-5479	50.00% (The other 50.00% held by Sansiri PLC)	100,000,000	100,000,000	1,000,000	Ordinary shares

No.	Company	Business Type	Address	Shareholding of the Company (%)	Paid-up Capital (THB)	Registered Capital (THB)	Issued Shares (Shares)	Type of Shares
20	BTS Sansiri Holding Twenty Two Limited	Landowner and real estate development business, Real Estate for Sale	59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok Tel. 0-2027-7888 Fax. 0-2109-5479	50.00% (The other 50.00% held by Sansiri PLC)	100,000,000	100,000,000	1,000,000	Ordinary shares
21	Siriphat Three Company Limited	Landowner and real estate development business, Real Estate for Sale	59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok Tel. 0-2027-7888	50.00% (The other 50.00% held by Sansiri PLC)	50,000,000	50,000,000	500,000	Ordinary shares
22	Future Domain Company Limited	Landowner and real estate development business, Real Estate for Sale	1035 NOBLE Building, Ploenchit Road, Lumpini, Pathumwan, Bangkok Tel. 0-2251-9955 Fax. 0-2251-9977	50.00% (The other 50.00% held by Noble Development PCL)	200,000,000	200,000,000	2,000,000	Ordinary shares

#### Notes

- 1) On September 20, 2021, Project Green Company Limited changed its name to Khukhot Station Alliance Company Limited. The 2021 General Meeting of Shareholders held on March 31, 2021 resolved to approve a joint venture transaction with Noble Development PCL, or a total of 4 joint ventures to be jointly established with Noble, including this asset. In this regard, it is currently in the process of executing the resolution of the General Meeting of Shareholders.
- 2) The Extraordinary Annual General Meeting of Shareholders No. 1/2018 held on January 4, 2018, has approved the disposal of 8 assets, including this asset. In this regard, it is currently in the process of executing the resolution of the Extraordinary General Meeting of Shareholders.
- 3) The 2021 Annual General Meeting of Shareholders held on March 31, 2021, has resolved to approve the disposal of 4 assets to engage in joint investment with Noble Development PCL, which also include this asset. In this regard, it is currently in the process of executing the resolution of the Annual General Meeting of Shareholders.
- 4) The 2021 Annual General Meeting of Shareholders held on March 31, 2021, has resolved to approve the disposal of 8 assets, including this asset. In this regard, it is currently in the process of executing the resolution of the Annual General Meeting of Shareholders.
- 5) On July 13, 2021, Prime Area 9 Company Limited changed its name to Phraram 9 Alliance Company Limited

## Insurance

No.	Company	Business Type	Address	Shareholding of the Company (%)	Paid-up Capital (THB)	Registered Capital (THB)	Issued Shares (Shares)	Type of Shares
1	Advance Life Assurance Public Company Limited	Insurance	175 Sathon City Tower Floor 1/1 and 2/1, South Sathon Road, Thung Maha Mek, Sathon, Bangkok Tel. 0-2648-3600 Fax. 0-2648-3920	75.00% (Held by U Global Hospitality Company Limited) (The other 18.50% held by Asian enture Development Company Limited, and 5.00% held by Imperial Venture Cap Company Limited, and 1.50% held by Mrs. Wanlaya Damnernchanwanit)	2,800,000,000	3,000,000,000	280,000,000	Ordinary shares

## Financial service business

No.	Company	Business Type	Address	Shareholding of the Company (%)	Paid-up Capital (THB)	Registered Capital (THB)	Issued Shares (Shares)	Type of Shares
1	Singer Thailand Public Company Limited	Financial services	CAT Tower, 17 <sup>th</sup> Floor, No. 72 Charoen Krung Road, Bang Rak, Bangkok Tel. 0-2352-4777 Fax. 0-2352-4799	24.90%	506,644,628	838,017,578	506,644,628	Ordinary shares
2	Jay Mart Public Company Limited	IT, communications, and financial services	No. 187, 189 Jay Mart Building, Ramkahaeng Road, Rat Phatthana, Saphan Sung, Bangkok Tel. 0-2308-9000 Fax. 0-2308-8001	9.90%	1,039,852,381	1,543,864,540	1,039,852,381	Ordinary shares

## Other property development businesses

No.	Company	Business Type	Address	Shareholding of the Company (%)	Paid-up Capital (THB)	Registered Capital (THB)	Issued Shares (Shares)	Type of Shares
1	Keystone Management Company Limited	International school management	21 Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	50.00% (The other 49.00% held by Fortune Hand Ventures Limited and 1.00% held by Mr. Prasert Arayakarnkul)	500,000,000	500,000,000	5,000,000	Ordinary shares

## ● Inactive companies

No.	Company	Business Type	Address	Shareholding of the Company (%)	Paid-up Capital (THB)	Registered Capital (THB)	Issued Shares (Shares)	Type of Shares
1	Vienna House Amber Baltic Sp. z o.o.	Inactive company	ul. Promenada Gwiazd, nr 1, 72-500, Miedzyzdroje, Poland Tel. +48 91 3228 760 Fax. +48 91 328 1022	100.00% (99.00% held by VHRE and 1.00% held by VHHM)	PLN 5,000	PLN 5,000	100	Ordinary shares
2	Vienna House Andel's Lodz Sp. z o.o.	Inactive company	ul. Ogrodowa, nr 17, 91-065, Lodz, Poland Tel. +48 4227 91000 Fax. +48 4227 91001	100.00% (99.00% held by VHRE and 1.00% held by VHHM)	PLN 5,000	PLN 5,000	100	Ordinary shares
3	VHE Cracow Sp. z o.o. ("VHE Cracow")	Inactive company	ul. Przy Rondzie, kod 31-547, Krakow, Poland Tel. +48 12299 0000 Fax. +48 12 2990 001	100.00% (Held by VHC)	PLN 5,000	PLN 5,000	100	Ordinary shares
4	Vienna House Easy Cracow Sp. z o.o.	Inactive company	ul. Przy rondzie, nr 2, krakow, kod 31-547, krakow, Poland	100.00% (99.00% held by VHRE and 1.00% held by VHHM)	PLN 5,000	PLN 5,000	100	Ordinary shares
5	Vienna House Easy Bucharest S.R.L.	Inactive company	Calea BUCURESTILOR nr.283, camera P-A06 075100 Otopeni Ilfov, Romania	100 (99.00% held by VHHM and 1.00% held by VHC)	RON 45,000	RON 45,000	4,500	Ordinary shares
6	Natural Park Ville Company Limited	Inactive company	21, TST Tower, Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00%	THB 43,000,000	THB 43,000,000	430,000	Ordinary shares
7	Natural Real Estate Company Limited	Inactive company	21, TST Tower, Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00%	THB 33,000,000	THB 33,000,000	330,000	Ordinary shares
8	Park Opera Company Limited	Inactive company	21, TST Tower, Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00	THB 22,555,000	THB 50,000,000	5,000,000	Ordinary shares
9	Richee Property Management Company Limited	Inactive company	21, TST Tower, Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858	100.00%	THB 1,000,000	THB 1,000,000	10,000	Ordinary shares

# PROFILES OF DIRECTORS, EXECUTIVES, AND COMPANY SECRETARY

7.3

## Profiles of Directors and Executives of the Company as of December 31, 2021.

### Mr. Keeree Kanjanapas

Age (Years) 71

#### Position/Date of Appointment

- Chairman of the Board of Directors
- Director (Authorized Director) July 7, 2017

#### Educational Qualifications

- Top Executive Program (CMA 10) 2010, Capital Market Academy
- Director Accreditation Program (DAP) 2011, Thai Institute of Directors

#### Percentage of Shareholding (%) as of 31/12/2021

-

#### Relationship with the Management

-

#### Professional Experience for Last 5 Years

2017 - Present Chairman U City Company Limited

#### Other Listed Companies in Thailand

2012 - Present Chairman of the Sustainable Development Committee BTS Group Holdings Public Company Limited

2012 - Present Chairman VGI Public Company Limited

2010 - Present Executive Chairman BTS Group Holdings Public Company Limited

2006 - Present Chairman BTS Group Holdings Public Company Limited

1993 - Present Director BTS Group Holdings Public Company Limited

#### Other Companies

2020 - Present Director U-Tapao International Aviation Company Limited

2018 - Present Director BTS Infrastructure Services Company Limited

2017 - Present Director BTS Infrastructure Development Company Limited

2017 - Present Director Northern Bangkok Monorail Company Limited

2017 - Present Director Eastern Bangkok Monorail Company Limited

2017 - Present Director RB Services Company Limited

2015 - Present Executive Chairman Bangkok Mass Transit System Public Company Limited

2015 - Present Director Fah Sung Hemodialysis Center Company Limited

2010 - Present Chairman Bangkok Mass Transit System Public Company Limited

1996 - Present Director Bangkok Mass Transit System Public Company Limited

2015 - 2021 Director BSS Holdings Company Limited

2010 - 2021 Director Rabbit Rewards Company Limited

2009 - 2021 Director Bangkok Smart Card System Company Limited

2009 - 2018 Director BTS Land Company Limited

1994 - 2018 Director Thanayong International Limited

1993 - 2018 Director Prankiri Assets Company Limited

1992 - 2018 Director Thanayong Food and Beverage Company Limited

1991 - 2018 Director Thana City Golf and Sports Club Company Limited

1990 - 2018 Director Siam Paging and Communication Company Limited

1990 - 2018 Director Thanayong Property Management Company Limited

1988 - 2018 Director Muangthong Assets Company Limited

1988 - 2018 Director Nuvo Line Agency Company Limited

### Mr. Rungson Sriworasat

Age (Years) 66

#### Position/Date of Appointment

- Chairman of the Audit Committee
- Director of the Nomination and Remuneration Committee
- Independent Director December 19, 2017

#### Educational Qualifications

- Master of Business Administration, Prince of Songkla University, 1994
- Bachelor of Business Administration (Accounting), Ramkhamhaeng University, 1978
- Bachelor of Law, Sukhothai Thammathirat Open University, 1992

- Diploma of National Defense Course, National Defense College, 2006
- Certificate of Good Governance in Medicine For senior executives, Class 7 (Por Thor Phor. 7), 2018
- Diploma of the Board of Executives in Industrial Development and Investment (Wor Thor Aor. 1), 2015
- Certificate of Senior Executives in Energy Science, Class 7 (Wor Por Nor. 7), 2015
- Certificate of Bhumibol Adulyadej for Senior Executives, Class 3, 2014
- Diploma of Top Executives in Trade and Commerce, Class 6 (TEPCOT-6), 2013



- Certificate of Senior Administrative Justice Executive, Class 2 (Bor Yor Por. 2), 2011
- Certificate of Ministerial Inspection General Empowerment, 2010
- Certificate of Senior Executives, Capital Market Academy (CMA 10) 2010
- Higher Diploma in Politics and Governance in Democracy for Senior Executives (Bor Por Ror. 13), King Prajadhipok's Institute, 2010
- Certificate of High Justice Administration, College of Justice, 2006
- Certificate of the Civil Service Executive Development Program (Nor Bor Sor. 1, Class 42), Office of the Civil Service Commission, 2004
- International Financial Fraud Training Program (FFT) Internal Revenue Service (IRS) GEORGIA, USA
- Executive Program for Senior Management 2006 Development Course for Organisation Leaders under Globalisation Current Fiscal Policy Research Institute Foundation, Kingdom of Thailand in cooperation with Kellogg School of Management and the Maxwell School of Syracuse University, Schulich School of Business York University
- Director Certification Program (DCP), 2006 Thai Institute of Directors (IOD)
- Successful Formulation & Execution the Strategy (SFE), 2008 Thai Institute of Directors (IOD)
- Finance for Non-Finance Director (FND), 2008 Thai Institute of Directors (IOD)
- Refresher Course DCP (DCP re), 2008 Thai Institute of Directors (IOD)
- Audit Committee Program (ACP), 2009 Thai Institute of Directors (IOD)
- Director Accreditation Program (DAP), 2010 Thai Institute of Directors (IOD)
- Role of the Chairman Program (RCP), 2012 Thai Institute of Directors (IOD)
- Financial Institutions Governance Program (FGP), 2013 Thai Institute of Directors (IOD)
- Anti-Corruption for Executive Program (ACEP), 2015 Thai Institute of Directors (IOD)
- Advanced Audit Committee Program (AACP), 2020 Thai Institute of Directors (IOD)

#### Percentage of Shareholding (%) as of 31/12/2021

-

#### Relationship with the Management

-

#### Professional Experience for Last 5 Years

- 2017 - Present Independent Director, Chairman of the Audit Committee and Director of the Nomination and Remuneration Committee U City Company Limited

#### Other Listed Companies in Thailand

- 2018 - Present Independent Director Asset World Corp Public Company Limited
- 2018 - Present Chairman of the Nomination and Remuneration Committee Asset World Corp Public Company Limited

- 2017 - Present Independent Director WP Energy Public Company Limited
- 2016 - Present Independent Director Charoen Pokphand Foods Public Company Limited
- 2016 - Present Chairman of the Audit Committee Charoen Pokphand Foods Public Company Limited
- 2016 - Present Corporate Governance Committee Charoen Pokphand Foods Public Company Limited
- 2015 - Present Independent Director Berli Jucker Public Company Limited

#### Other Companies

- 2020 - Present Vice Chairman and Chairman of the Audit Committee Destone Corporation Company Limited
- 2020 - Present Director Foundation for the Development of Thai Medical Devices under the Royal Patronage of His Majesty the King
- 2017 - Present Qualified Committee of the University Council North-Chiang Mai University
- 2017 - Present Advisory Chairman Swimming Association of Thailand
- 2015 - Present Internal Audit Committee The Thai Bar Under the Royal Patronage
- 2015 - Present Director Research and Development Institute Foundation
- 2014 - Present Qualified Committee of the University Council Prince of Songkla University
- 2016 - 2019 Director University Development Committee
- 2015 - 2020 Advisor Foundation for the Development of Thai Medical Devices under the Royal Patronage of His Majesty the King
- 2015 - 2019 Advisor to the Prime Minister Secretariat of the Prime Minister
- 2013 - 2018 Chairman TMB Bank Public Company Limited
- 2015 - 2017 Member of the National Reform Steering Assembly (NRSA) National Reform Steering Assembly (NRSA)
- 2014 - 2015 Director PTT Public Company Limited
- 2014 - 2015 Chairman of the Nomination and Remuneration Committee PTT Public Company Limited
- 2014 - 2015 Director Thai Airways International Public Company Limited
- 2014 - 2015 Chairman of the Nomination and Remuneration Committee Thai Airways International Public Company Limited
- 2013 - 2015 Permanent Secretary Ministry of Finance
- 2013 - 2015 Chairman Government Pension Fund (GPF)
- 2013 - 2015 Chairman Student Loan Fund
- 2013 - 2015 Chairman Office of Insurance Commission (OIC)
- 2013 - 2015 Chairman Non-life Insurance Fund and Life Insurance Fund
- 2013 - 2015 Director Securities and Exchange Commission
- 2013 - 2015 Director Office of the Commission for Judicial Service
- 2013 - 2015 Joint Public and Private Sector Consultative Committee (JPPSCC) Office of the National Economic and Social Development
- 2013 - 2015 National Strategy Steering Committee for Public Sector Anti-Corruption Ministry of Justice
- 2013 - 2015 Chairman of Preparation of the List of Enterprises The Secretariat of the Cabinet

## Mr. Chaiwat Atsawintarakun

Age (Years) 69

### Position/Date of Appointment

- Independent Director April 28, 2005
- Chairman of the Nomination and Remuneration Committee March 20, 2014
- Audit Committee December 19, 2017

### Educational Qualifications

- Master of Education Curriculum and Teaching Methodology (Teaching Chinese as a foreign language), Beijing Languages and Cultural University
- Master of Business Administration, Thammasat University
- Thai Barrister-at-law, Institute of Legal Education of the Thai Bar under Royal Patronage
- Bachelor of Arts in Chinese Languages (Trade & Economics), Beijing Languages and Cultural University
- Bachelor of Law, Ramkhamhaeng University
- Bachelor of Business Administration, Ramkhamhaeng University
- AC Hot Update Program (Get Ready for new era of CG), Federation of Accounting Professions under the Royal Patronage of His Majesty the King
- Audit Committee Seminar Program – Get Ready for the Year End, Federation of Accounting Professions under the Royal Patronage of His Majesty the King
- Director Accreditation Program (DAP) year 2004 Thai Institute of Directors (IOD)
- Director Certification Program (DCP) year 2006 Thai Institute of Directors (IOD)
- Audit Committee and Continuing Development Program (ACP) year 2006 Thai Institute of Directors (IOD)
- Board Nomination and Compensation Program (BNCP) year 2017 Thai Institute of Directors (IOD)
- Advanced Audit Committee Program (AACP) year 2021 Thai Institute of Directors (IOD)
- Academic and Professional News through Media Courses 2021 (Discussion on “ Improve Process Through Digital Technology”)
- Academic and Professional News through Media Courses 2021 (Sustainability, ESG and a company's reporting)
- Academic and Professional News through Media Courses 2021 (“Enabling Culture” in New Normal”)
- Academic and Professional News through Media Courses 2021 (Discussion of Audit Committee and Auditors)
- Academic and Professional News through Media Courses 2021 (Analyze the risk of being investigated regarding “Transfer Pricing”)
- Academic and Professional News through Media Courses 2021 (Trends, directions of making M&A, important issues to consider and M&A strategy for success)
- Attended training or seminars in various fields related to business or profession, 2021
- Academic and Professional News through Media Courses 2021 (Listen to The Arts of “Unlearn and Relearn”)
- Academic and Professional News through Media Courses 2021 (Tax consideration for outbound investment: keeping pace, understanding and adapting to measures of international taxation with BEPS 2.0 for suitable investment structuring in a foreign country)
- Academic and Professional News through Media Courses 2021 (Discussion on the Revised Auditing Standards Code 315)
- Academic and Professional News through Media Courses 2021 (“Bottom up” empowering a sustainable S-curve generator)

- Academic and Professional News through Media Courses 2021 (Independent Director Forum 2021: It's Time for Board Meeting Reformation)
- Academic and Professional News through Media Courses 2021 (Meeting with audit committees of listed companies)
- Academic and Professional News through Media Courses 2021 (Blockchain, the technology that changes the world, the challenges of accountants in the digital era)

### Percentage of Shareholding (%) as of 31/12/2021

-

### Relationship with the Management

-

### Professional Experience for Last 5 Years

2017 - Present	Audit Committee U City Company Limited
2014 - Present	Chairman of the Nomination and Remuneration Committee U City Company Limited
2005 - Present	Independent Director U City Company Limited

### Other Listed Companies in Thailand

2020 - Present	Independent Director and Audit Committee Nation Broad Casting Corporation Public Company Limited
2013 - Present	Independent Director and Chairman of the Audit Committee Eastern Polymer Group Public Company Limited
2005 - Present	Independent Director and Chairman of the Audit Committee Eastern Printing Public Company Limited
2004 - Present	Independent Director and Chairman of the Audit Committee Krungthai Car Rent & Lease Public Company Limited
2003 - Present	Independent Director and Chairman of the Audit Committee Syntec Construction Public Company Limited

### Other Companies

2013 - Present	Director Merchant Partners Asset Management Company Limited
2012 - Present	Director Amata A Destination Spa Company Limited
2007 - Present	Chairman of the Audit Committee Merchant Partners Securities Public Company Limited
2006 - Present	Director Resort Holding Limited
2005 - Present	Director Boathouse Hua Hin Company Limited
2004 - Present	Director Andaman Long Beach Resort Company Limited
2003 - Present	Director Chiang Mai Hot Spring Company Limited
1997 - Present	Executive Partner Prospect Consulting Company Limited
1997 - Present	Director Prospect Consulting Company Limited
2000 - Present	Director Bright Lily (Thailand) Company Limited
1989 - Present	Director MJL Intertrade Company Limited
2017	Chairman U City Company Limited
2013 - 2016	Chairman of the Audit Committee AQ Estate Public Company Limited
2005 - 2017	Chairman of the Audit Committee U City Company Limited

## Mr. Plakorn Wanglee

Age (Years) 55

### Position/Date of Appointment

- Audit Committee
- Nomination and Remuneration Committee
- Independent Director, July 7, 2017

### Educational Qualifications

- Master of Finance Business Administration (MBA), University of San Francisco, USA
- Bachelor of Accounting, Chulalongkorn University
- Senior Executive Program, Thailand Energy Academy Class 8, year 2016
- Corporate Governance for Directors and Senior Executives of State Enterprises and Public Organizations (PDI) Class 14, King Prajadhipok's Institute
- Senior Executive Program, Capital Market Academy Class 10/2010
- Director Certification Program (DCP) Class 229 Thai Institute of Directors (IOD)
- National Defense College Program (Wor. Por. Aor.) Class 62 Year 2019, Thailand National Defense College
- Justice Top Executive Program (Bor. Yor. Sor.) Class 25, Justice College
- Cybersecurity in the Board Room by Mr. Parinya Hom-anek, honorary director of National Cyber Security Agency
- Seminar Program 2021 National Director Conference (Leadership Behind Closed Door) Thai Institute of Directors (IOD)

### Percentage of Shareholding (%) as of 31/12/2021

-

### Relationship with the Management

-

### Professional Experience for Last 5 Years

2017 - Present Independent Director, Audit Committee and Director of the Nomination and Remuneration Committee  
U City Public Company Limited

### Other Listed Companies in Thailand

2020 - Present Independent Director and Audit Committee  
Thai Oil Public Company Limited

2016 - Present President and Chief Executive officer of Thailand and representative offices of Myanmar, Laos and Cambodia Standard Chartered Bank (Thai) Public Company Limited

### Other Companies

2014 - 2016 Independent Director and Audit Committee  
Expressway Authority of Thailand

2012 - 2016 Senior Vice President, Corporate & Institutional Clients Standard Chartered Bank (Thai) Public Company Limited

## Mr. Surajit Gongvatana

Age (Years) 70

### Position/Date of Appointment

- Director (Authorized Director) July 7, 2017
- Executive Chairman June 16, 2018

### Educational Qualifications

- Taylor's School of Commerce, Australia
- Director Accreditation Program (DAP) 2018, Thai Institute of Directors (IOD)

### Percentage of Shareholding (%) as of 31/12/2021

-

### Relationship with the Management

-

### Professional Experience for Last 5 Years

2018 - Present Executive Director and Chairman  
U City Public Company Limited

### Other Listed Companies in Thailand

-None-

### Other Companies

2005 - Present Chairman Thai Organic Food Company Limited  
1986 - Present Director Thai Capital Trading Company Limited  
1985 - Present Chairman Kiatthai Knitting Factory Company Limited  
1969 - Present Chairman Hanfa Company Limited  
2001 - 2021 Federation President Federation of Postcards of Asia  
2017 - 2018 Independent Director U City Public Company Limited  
2017 - 2018 Audit Committee U City Public Company Limited  
2017 - 2018 Director of the Nomination and Remuneration Committee U City Public Company Limited  
2008 - 2018 Chairman MG Distribution 2008 Company Limited  
2010 - 2014 Vice President of the Federation International Federation of Postal Codes

## Mr. Kavin Kanjanapas

Age (Years) 46

### Position/Date of Appointment

- Director (Authorized Director) July 7, 2017

### Educational Qualifications

- Stonyhurst College, United Kingdom
- Director Accreditation Program (DAP) 2007, Thai Institute of Directors (IOD)
- Top Executive Program, Capital Market Academy (CMA 16), 2013

### Percentage of Shareholding (%) as of 31/12/2021

-

### Relationship with the Management

-

### Professional Experience for Last 5 Years

2017 - Present Director U City Public Company Limited

### Other Listed Companies in Thailand

2020 - Present Chief Officer of MATCH Business  
BTS Group Holdings Public Company Limited

2020 - Present Director Kerry Express (Thailand) Public Company Limited

2015 - Present Director BTS Group Holdings Public Company Limited

2012 - Present Executive Chairman VGI Public Company Limited

2010 - Present Executive Director BTS Group Holdings Public Company Limited

2007 - Present Director BTS Group Holdings Public Company Limited

2003 - Present Director VGI Public Company Limited

### Other Companies

2021 - Present Director U Remix Company Limited

2021 - Present Director Prime Area Retail Company Limited

2021 - Present Director Capricorn Hill Company Limited

2020 - Present Director Mochit Land Company Limited

2020 - Present Director Phraram 9 Alliance Company Limited

2020 - Present Director Prime Area 12 Company Limited

2020 - Present Director Prime Area 38 Company Limited

2020 - Present Director U-Tapao International Aviation Company Limited

2020 - Present Director BGSR 6 Company Limited

2020 - Present Director BGSR 81 Company Limited

2019 - Present Director SLV Retail Company Limited

2019 - Present Director Majestic Park Company Limited

2019 - Present Director Future Domain Company Limited

2018 - Present Director U Global Hospitality Company Limited

2018 - Present Director BTS Infrastructure Services Company Limited

2018 - Present Director Turtle Twenty Three Company Limited

2017 - Present Director Absolute Golf Service Company Limited

2017 - Present Director Vienna House (Thailand) Company Limited

2017 - Present Director Northern Bangkok Monorail Company Limited

2017 - Present Director Eastern Bangkok Monorail Company Limited

2017 - Present Director BTS Infrastructure Development Company Limited

2017 - Present Director Man Food Holdings Company Limited

2017 - Present Director Kamkoong Property Company Limited

2017 - Present Director Natural Park Ville Company Limited

2017 - Present Director Natural Real Estate Company Limited

2017 - Present Director Park Opera Company Limited

2017 - Present Director Richee Property Management Company Limited

2017 - Present Director Park Gourmet Company Limited

2017 - Present Director Khukhot Station Alliances Company Limited

2017 - Present Director Unison One Company Limited

2017 - Present Director RB Services Company Limited

2017 - Present Director Keystone Management Company Limited

2016 - Present Director KMJ 2016 Company Limited

2015 - Present Director Trevlodge (Thailand) Company Limited

2015 - Present Director The Community One Company Limited

2015 - Present Director The Community Two Company Limited

2015 - Present Director Kingkaew Assets Company Limited

2015 - Present Director Ratburana Property Company Limited

2015 - Present Director Keystone Estate Company Limited

2014 - Present Director Little Corner Company Limited

2013 - Present Director Man Kitchen Company Limited

2010 - Present Director Thanayong Hong Kong Limited

2010 - Present Director Absolute Hotel Service Hong Kong Limited

2009 - Present Director Bangkok Smart Card System Company Limited

2009 - Present Director Bangkok Mass Transit System Public Company Limited

2009 - Present Director Point of View (POV) Media Group Company Limited

2009 - Present Director VGI Advertising Media Company Limited

2008 - Present Director Thana City Golf and Sports Club Company Limited

2008 - Present Director Tanayong Property Management Company Limited

2008 - Present Director PrannaKiri Assets Company Limited

2008 - Present Director Siam Paging and Communication Company Limited

2008 - Present Director Tanayong Food and Beverage Company Limited

2008 - Present Director Absolute Hotel Service Company Limited

2018 - 2020 Director Kerry Express (Thailand) Company Limited

2018 - 2020 Director EGS Assets Company Limited

2017 - 2019 Director Mochit Land Company Limited

2017 - 2018 Independent Director BEC World Public Company Limited

2021 Director Rabbit Cash Company Limited

2015 - Present Director BSS Holdings Company Limited

2015 - 2021 Executive Director Bangkok Smart Card System Company Limited

2010 - 2021 Director Rabbit Rewards Company Limited

2016 - 2020 Director Nine Square Property Company Limited

2014 - 2020 Director Win Win Kitchen Company Limited

2014 - 2020 Director Mak 8 Company Limited

2010 - 2020 Director BTS Land Company Limited

2008 - 2020 Director Muangthong Assets Company Limited

2015 - 2018 Director Unicorn Enterprise Company Limited

## Mr. Kong Chi Keung

Age (Years) 46

### Position/Date of Appointment

- Director (Authorized Director) July 7, 2017

### Educational Qualifications

- Master of Business Administration (Executive), Sasin Graduate Institute of Business Administration of Chulalongkorn University
- BA (Honorary Degree) Business Administrative, University of Greenwich, United Kingdom
- Director Accreditation Program (DAP) 2007, Thai Institute of Directors (IOD)

### Percentage of Shareholding (%) as of 31/12/2021

-

### Relationship with the Management

-

### Professional Experience for Last 5 Years

2017 - Present Director U City Public Company Limited

### Other Listed Companies in Thailand

2015 - Present Deputy Chief Executive Officer BTS Group Holdings Public Company Limited  
2010 - Present Executive Director BTS Group Holdings Public Company Limited  
2010 - Present Director of the Nomination and Remuneration Committee BTS Group Holdings Public Company Limited  
2007 - Present Director BTS Group Holdings Public Company Limited  
2000 - Present Director VGI Public Company Limited

### Other Companies

2021 - Present Chairman Advance Life Insurance Public Company Limited  
2021 - Present Investment Chairman Advance Life Insurance Public Company Limited  
2021 - Present Director U Remix Company Limited  
2021 - Present Director Bangkok Smart Card System Company Limited  
2021 - Present Director Rabbit Rewards Company Limited  
2021 - Present Director Capricorn Hill Company Limited  
2021 - Present Director Prime Area Retail Company Limited  
2020 - Present Director Mochit Land Company Limited  
2020 - Present Director Phraram 9 Alliance Company Limited  
2020 - Present Director Prime Area 12 Company Limited  
2020 - Present Director Prime Area 38 Company Limited  
2020 - Present Director U-Tapao International Aviation Company Limited  
2020 - Present Director BGSR 6 Company Limited  
2020 - Present Director BGSR 81 Company Limited  
2019 - Present Director U Global Hospitality (Hong Kong) Limited  
2019 - Present Director U Hospitality Holding (Hong Kong) Limited  
2019 - Present Director Majestic Park Company Limited  
2019 - Present Director Future Domain Company Limited  
2018 - Present Director U Global Hospitality Company Limited  
2018 - Present Director EGS Assets Company Limited  
2018 - Present Director Turtle Twenty Three Company Limited  
2018 - Present Director Thana City Golf and Sports Club Company Limited  
2018 - Present Director Unison One Company Limited  
2018 - Present Director Muangthong Assets Company Limited  
2018 - Present Director PrannaKiri Assets Company Limited  
2018 - Present Director Siam Paging and Communication Company Limited  
2018 - Present Director Mak 8 Company Limited  
2018 - Present Director Tanayong Food and Beverage Company Limited

2018 - Present Director Tanayong Property Management Company Limited  
2018 - Present Director BTS Land Company Limited  
2017 - Present Director Northern Bangkok Monorail Company Limited  
2017 - Present Director Eastern Bangkok Monorail Company Limited  
2017 - Present Director Kamkoong Property Company Limited  
2017 - Present Director Natural Park Ville Company Limited  
2017 - Present Director Natural Real Estate Company Limited  
2017 - Present Director Park Opera Company Limited  
2017 - Present Director Richee Property Management Company Limited  
2017 - Present Director Park Gourmet Company Limited  
2017 - Present Director Khukhot Station Alliances Company Limited  
2016 - Present Director Rabbit Insurance Company Broker Company Limited  
2016 - Present Director Rabbit Line Pay Company Limited  
2016 - Present Director Nine Square Property Company Limited  
2016 - Present Director The Community Two Company Limited  
2016 - Present Director The Community One Company Limited  
2016 - Present Director Kingkaew Assets Company Limited  
2016 - Present Director Ratburana Property Company Limited  
2015 - Present Director ASK Direct Group Company Limited  
2015 - Present Director Rabbit Care Company Limited  
2015 - Present Executive Director Bangkok Mass Transit System Public Company Limited  
2015 - Present Director ATS Rabbit Company Limited  
2014 - Present Director Bangkok Payment Solutions Company Limited  
2012 - Present Chief Financial Officer Bangkok Mass Transit System Public Company Limited  
2010 - Present Director Thanayong Hong Kong Limited  
2008 - Present Director Absolute Hotel Service Company Limited  
2021 Director Rabbit Cash Company Limited  
2017 - 2019 Director Mochit Land Company Limited  
2017 - 2018 Director BTS Sansiri Holding Thirteen Company Limited  
2017 - 2018 Director BTS Sansiri Holding Twenty Two Company Limited  
2017 - 2018 Director BTS Sansiri Holding Twenty One Company Limited  
2017 - 2018 Director BTS Sansiri Holding Nineteen Company Limited  
2016 - 2018 Director BTS Sansiri Holding Twenty Company Limited  
2016 - 2018 Director Ratchada Alliance Company Limited  
2016 - 2018 Director BTS Sansiri Holding Seventeen Company Limited  
2016 - 2018 Director BTS Sansiri Holding Sixteen Company Limited  
2016 - 2018 Director BTS Sansiri Holding Fifteen Company Limited  
2016 - 2018 Director Unicorn Enterprise Company Limited  
2016 - 2018 Director BTS Sansiri Holding Fourteen Company Limited  
2016 - 2018 Director BTS Sansiri Holding Twelve Company Limited  
2016 - 2018 Director BTS Sansiri Holding Eleven Company Limited  
2015 - 2018 Director BTS Sansiri Holding Nine Company Limited  
2015 - 2018 Director BTS Sansiri Holding Eight Company Limited  
2015 - 2018 Director BTS Sansiri Holding Seven Company Limited  
2015 - 2018 Director BTS Sansiri Holding Six Company Limited  
2015 - 2018 Director BTS Sansiri Holding Five Company Limited  
2015 - 2018 Director BTS Sansiri Holding Four Company Limited  
2015 - 2018 Director BTS Sansiri Holding Three Company Limited  
2015 - 2018 Director BTS Sansiri Holding Two Company Limited  
2015 - 2018 Director BTS Sansiri Holding One Company Limited  
2015 - 2018 Director Nuvo Line Agency Company Limited  
2016 - 2017 Director Keystone Estate Company Limited



## Ms. Soraya Satiangoset Age (Years) 45

### Position/Date of Appointment

- Chief Financial Officer March 1, 2018
- Executive Director June 16, 2018
- Acting Chief Executive Officer May 16, 2020
- Director (Authorized Director) December 15, 2020

### Educational Qualifications

- Master of Business Administration (MBA), Chulalongkorn University
- Bachelor of Accounting, Thammasat University
- Accreditation Program (DAP) 2018 Thai Institute of Directors (IOD)
- Chief Financial Officer Certification Program, Class 21/2019, Thai Institute of Directors (IOD)
- Certification Program (DCP) 2019, Thai Institute of Directors (IOD)
- CFO in Capital Markets Training, Class 9, Stock Exchange of Thailand
- Deloitte Tax and Legal Symposium Course, Deloitte Touche Tohmatsu Jaiyos Audit Company Limited
- Berkeley Eci Coaching Practicum Session, Thailand Business Management Association
- Tax on Payments from Overseas System and Double Tax Convention, NYC Management Company Limited
- E3: Engage Empower and Execute Course 2019, SAEC Institute
- TFRS15 and TFRS16 Accounting and Auditing Issues to Consider Courses, Federation of Accounting Professions, 2020
- Executive Program (Mini-MBA in Taxation - Major in General) Business), Tax School, 2020 - 2021
- Successful Formulation & Execution of Strategy (SFE 34/2021), Thai Institute of Directors (IOD)
- Safety, Occupational Health and Work Environment Committee, Association for the Promotion of Safety and Health at Work (Thailand)
- Executive Safety Officer Course, Association for the Promotion of Safety and Health at Work (Thailand)
- Boardroom Success through Financing & Investment (BFI 10/2021), Thai Institute of Directors (IOD)
- CFO Refresher, Class 2/2021, Stock Exchange of Thailand

### Percentage of Shareholding (%) as of 31/12/2021

-

### Relationship with the Management

-

### Professional Experience for Last 5 Years

2020 - Present	Acting Chief Executive Officer U City Company Limited
2018 - Present	Executive Director U City Company Limited
2018 - Present	Chief Financial Officer U City Company Limited

### Other Listed Companies in Thailand

-None-

### Other Companies

2021 - Present	Director Advance Life Insurance Public Company Limited
2021 - Present	Executive Chairman Advance Life Insurance Public Company Limited
2021 - Present	Audit Committee Advance Life Insurance Public Company Limited
2021 - Present	Director U Remix Company Limited
2021 - Present	Director Future Domain Company Limited
2020 - Present	Director Prime Area Retail Company Limited
2020 - Present	Director Prime Area 12 Company Limited
2020 - Present	Director Ratchada Alliance Company Limited
2020 - Present	Director U Global Hospitality Company Limited
2020 - Present	Director EGS Assets Company Limited
2020 - Present	Director Unison One Company Limited
2020 - Present	Director Muangthong Assets Company Limited
2020 - Present	Director PrannaKiri Assets Company Limited
2020 - Present	Director Siam Paging and Communication Company Limited
2020 - Present	Director Tanayong Food and Beverage Company Limited
2020 - Present	Director BTS Land Company Limited
2020 - Present	Director Nine Square Property Company Limited
2020 - Present	Director Mak 8 Company Limited
2020 - Present	Director Tanayong Property Management Company Limited
2020 - Present	Director Ratburana Property Company Limited
2020 - Present	Director Thana City Golf and Sports Club Company Limited
2020 - Present	Director Keystone Estate Company Limited
2020 - Present	Director Keystone Management Company Limited
2020 - Present	Director BTS Sansiri Holding One Company Limited
2020 - Present	Director BTS Sansiri Holding Four Company Limited
2020 - Present	Director BTS Sansiri Holding Seven Company Limited
2020 - Present	Director BTS Sansiri Holding Eight Company Limited
2020 - Present	Director BTS Sansiri Holding Nine Company Limited
2020 - Present	Director Nuvo Line Agency Company Limited
2020 - Present	Director Prime Area 38 Company Limited
2020 - Present	Director BTS Sansiri Holding Sixteen Company Limited
2020 - Present	Director BTS Sansiri Holding Nineteen Company Limited
2020 - Present	Director Phraram 9 Alliance Company Limited
2020 - Present	Director BTS Sansiri Holding Twenty Two Company Limited
2020 - Present	Director Siripat Tree Company Limited
2020 - Present	Director Khon Kaen Buri Company Limited
2020 - Present	Director Kamkoong Property Company Limited
2020 - Present	Director Khukhot Station Alliances Company Limited
2020 - Present	Director Natural Park Ville Company Limited
2020 - Present	Director Natural Real Estate Company Limited
2020 - Present	Director Park Opera Company Limited
2020 - Present	Director Richee Property Management Company Limited
2020 - Present	Director Absolute Hotel Service Company Limited
2020 - Present	Director Vienna House Capital GmbH
2020 - Present	Director Vienna House Hotelmanagement GmbH
2020 - Present	Director Andel's Berlin Hotelbetriebs GmbH
2020 - Present	Director VHE Raunheim Hotelbetriebs GmbH
2020 - Present	Director Vienna House Cluster Deutschland GmbH
2020 - Present	Director Vienna House Diplomat Prague as
2020 - Present	Director Vienna House Easy Pilsen s.r.o
2020 - Present	Director Vienna House Cluster Tschechien sro
2020 - Present	Director VH Andel's Lodz Sp. z oo.
2020 - Present	Director Vienna House Easy Katowice Sp. z oo.
2020 - Present	Director Vienna House Cluster Polen Sp. z oo.
2020 - Present	Director VHE Wroclaw Hotel Sp. z oo.

2020 - Present	Director Vienna House Easy Bucharest SRL	2020 - 2021	Director VH Warsaw Hotel Sp. z oo.
2020 - Present	Director Vienna International Asset GmbH	2020 - 2021	Director Vienna House REVO Katowice Sp. z oo.
2020 - Present	Director Vienna House Real Estate GmbH	2020 - 2021	Director Vienna House Schaffhausen GmbH
2020 - Present	Director Vienna House Diplomat Prague RE sro	2020	Director BTS Sansiri Holding Two Company Limited
2020 - Present	Director UBX Plzen Real Estate s.r.o	2020	Director BTS Sansiri Holding Three Company Limited
2020 - Present	Director Vienna House Amber Baltic Sp. z oo.	2020	Director BTS Sansiri Holding Five Company Limited
2020 - Present	Director UBX Katowice Sp. z oo.	2020	Director BTS Sansiri Holding Six Company Limited
2019 - Present	Director U Hospitality Holding (Mauritius)	2020	Director BTS Sansiri Holding Eleven Company Limited
2019 - Present	Director Vienna House Easy Cracow RE Sp. z oo.	2020	Director BTS Sansiri Holding Twelve Company Limited
2020 - 2021	Director Park Gourmet Company Limited	2020	Director BTS Sansiri Holding Fourteen Company Limited
2020 - 2021	Director Natural Hotel Sukhumvit Company Limited	2020	Director BTS Sansiri Holding Seventeen Company Limited
2020 - 2021	Director Natural Hotel Panwa Company Limited	2020	Director BTS Sansiri Holding Twenty Three Company Limited
2020 - 2021	Director VHE Berlin Hotelbetriebs GmbH	2017 - 2018	Senior Director of Finance Fabrinet Company Limited
2020 - 2021	Director VH Dresden Hotelbetriebs GmbH	2005 - 2017	Senior Analyst of Strategy Group and Business Development Cash and Liquidity Manager of Finance and Accounting Group Debt and Capital Markets Manager of Finance and Accounting PTT Exploration and Production Public Company Limited
2020 - 2021	Director VHE Leipzig Hotelbetriebs GmbH		
2020 - 2021	Director VH Kronberg Hotelbetriebs GmbH		
2020 - 2021	Director REVO Munchen Hotelbetriebs GmbH		
2020 - 2021	Director Vienna House Germany II GmbH		
2020 - 2021	Director Vienna House Easy Potsdam GmbH		
2020 - 2021	Director Vienna House Stralsund GmbH		
2020 - 2021	Director Vienna House Leipzig GmbH		
2020 - 2021	Director Vienna House Baden-Baden GmbH		
2020 - 2021	Director Vienna House Parkhotel Braunschweig GmbH		
2020 - 2021	Director Vienna House Easy Munchen GmbH		
2020 - 2021	Director Vienna House Easy Bremen GmbH		
2020 - 2021	Director Vienna House Eisenach GmbH		
2020 - 2021	Director Vienna House Rostock GmbH		
2020 - 2021	Director Vienna House Germany III GmbH		
2020 - 2021	Director Vienna House Germany IV GmbH		
2020 - 2021	Director Vienna House Andel's Cracow Sp. z oo.		

## Mr. Veerapong Rodjanawarodom

Age (Years) 48

### Position/Date of Appointment

- Chief Operating Officer July 1, 2016
- Executive Director June 16, 2018

### Educational Qualifications

- Master of Business Administration (MBA), Thammasat University
- Bachelor of Engineering, King Mongkut's Institute of Technology Ladkrabang
- Directors Accreditation Program (DAP) 2018, Thai Institute of Directors (IOD)
- Director Certification Program (DCP) 2019, Thai Institute of Directors (IOD)
- Strategy, contract and negotiation for merger & acquisition 2019 from OMEGA WORLDCLASS Innovation Institute
- Techsauce Global Summit 2019, Techsauce Tech& Biz Ecosystem Leader
- E3: Engage, Empower and Execute 2019, SAEC Institute

### Percentage of Shareholding (%) as of 31/12/2021

-

### Relationship with the Management

-

### Professional Experience for Last 5 Years

2018 - Present	Executive Director U City Public Company Limited
2016 - Present	Chief Operating Officer U City Public Company Limited

### Other Listed Companies in Thailand

-None-

### Other Companies

2021 - Present	Director U Remix Company Limited
2021 - Present	Director Future Domain Company Limited
2021 - Present	Director Thanayong Property Management Limited
2021 - Present	Director Tanayong Food and Beverage Company Limited
2021 - Present	Director Thana City Golf and Sports Club Company Limited
2021 - Present	Director Prime Area 12 Company Limited
2021 - Present	Director U Global Hospitality Company Limited
2021 - Present	Director Natural Real Estate Company Limited
2021 - Present	Director Richee Property Management Limited
2021 - Present	Director Natural Park Ville Company Limited
2021 - Present	Director Park Opera Company Limited
2021 - Present	Director Kamkoong Property Company Limited
2021 - Present	Director PrannaKiri Assets Company Limited
2021 - Present	Director Ratburana Property Company Limited
2021 - Present	Director Siam Paging and Communication Company Limited
2021 - Present	Director Prime Area Retail Company Limited
2021 - Present	Director Unison One Company Limited
2021 - Present	Director Phraram 9 Alliance Company Limited
2020 - Present	Director Prime Area 38 Company Limited
2020 - Present	Director Khukhot Station Alliances Company Limited
2018 - Present	Director EGS Assets Company Limited
2018 - Present	Director BTS Land Company Limited
2018 - Present	Director Muangthong Assets Company Limited
2018 - Present	Director Mak 8 Company Limited
2018 - 2019	Director Mochit Land Company Limited



## Ms. Nuttapun Giramethakul

Age (Years) 56

### Position/Date of Appointment

- Senior Vice President, Accounting, April 1, 2020
- Acting Vice President, Finance, November 1, 2021 History and Responsibilities of Company Secretary

### Educational Qualifications

- Master of Accounting, Thammasat University
- Bachelor of Accounting, Chulalongkorn University
- The differentiation of accounting & revenue principal related to TFRS, NYC Management Company Limited
- TFRS 2020, NYC Management Company Limited
- E3: Engage, Empower and Execute 2019, SAEC Institute
- Essential TFRS for PAEs and Changes in 2021, The Stock Exchange of Thailand
- Financial Reporting Trends 2021, EY Office Group
- TFRS Training 2022, Class 1 NYC Management Company Limited

### Percentage of Shareholding (%) as of 31/12/2021

Common Stock (U) 20 shares 0.000%

### Relationship with the Management

-

### Professional Experience for Last 5 Years

2021 - Present	Acting Vice President, Finance U City Public Company Limited
2020 - Present	Senior Vice President, Accounting U City Public Company Limited

### Other Listed Companies in Thailand

-None-

### Other Companies

2016 - 2020	Vice President, Accounting U City Public Company Limited
-------------	--

## History and Responsibilities of Company Secretary

Please refer to the duties and responsibilities of the Company Secretary in Section 5.2 Company Secretary.

## Ms. Hassaya Nunchang

Age (Years) 41

### Position/Date of Appointment

- Company Secretary December 15, 2020

### Educational Qualifications

- Master of Laws in International Business Law and Electronic Transactions, Bangkok University
- Bachelor's Degree in Law Bangkok University
- Fundamental Practice for Corporate Secretary (FPCS), Class 22/2010 Thai Listed Companies Association
- Corporate Secretary Program (CSP) Class 74/2016 Thai Company Director Institute Promotion Association
- Board Reporting Program (BRP) Class 21/2016 Thai Company Director Institute Promotion Association
- Advances for Corporate Secretaries Course, Class 2/2017 Thai Listed Companies Association
- Company Reporting Program (CRP) Class 22/2018 Thai Company Director Institute Promotion Association
- How to Develop a Risk Management Plan (HRP) Course, Edition 19/2018 Thai Company Director Institute Promotion Association
- Effective Minutes Taking (EMT) Course, Edition 43/2019 Thai Company Director Institute Promotion Association
- Training Course: Engage Empower and Execute 2019 SAEC Institute

### Percentage of Shareholding (%) as of 31/12/2021

Warrant U-W4 (305 units)

### Relationship with the Management

-

### Professional Experience for Last 5 Years

2021 - Present	Associate Director of Legal and Compliance U City Public Company Limited
2020 - Present	Company Secretary U City Public Company Limited

### Other Listed Companies in Thailand

-None-

### Other Companies

2020	Senior Manager, Compliance U City Public Company Limited
2018 - 2019	Manager, Compliance U City Public Company Limited

7.4

## INFORMATION ABOUT THE POSITION OF DIRECTORS, MANAGEMENT AND AUTHORIZED PERSONS IN SUBSIDIARIES, ASSOCIATE AND RELATED COMPANIES (AS OF DECEMBER 31, 2021)

Company Name List			Company	Subsidiaries																			
				1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20
Name of Executives			U City Pcl.	Khon Kean Buri Co., Ltd.	Boonbaramee Metta Property Co., Ltd.	Pacific Chiangmai Co., Ltd.	Pacific Hotel Chiangmai Co., Ltd. <sup>1</sup>	Kamkoong Property Co., Ltd.	Unison One Co., Ltd.	Tanayong Property Management Co., Ltd.	Thana City Golf and Sports Club Co., Ltd.	EGS Assets Co., Ltd.	U Global Hospitality Co., Ltd.	Muangthong Assets Co., Ltd.	Mak 8 Co., Ltd.	Nine Square Property Co., Ltd.	BTS Land Co., Ltd.	Prime Area Retail Co., Ltd.	Khukhot Station Alliances Co., Ltd. <sup>2,3</sup>	NPARK Global Holding Co., Ltd.	Tanayong Food and Beverage Co., Ltd.	Ratburana Property Co., Ltd.	PrannaKiri Assets Co., Ltd.
1	Mr. Keeree	Kanjanapas	XXXX																				
2	Mr. Rungson	Sriworasat	XXX																				
3	Mr. Chaiwat	Atsawintarakun	XX																				
4	Mr. Plakorn	Wanglee	x																				
5	Mr. Surajit	Gongvatana	VI, /																				
6	Mr. Kavin	Kanjanapas	/					/	/	/	/		/				/	/		/	/	/	/
7	Mr. Kong	Chi Keung	/					/	/	/	/	/	/	/	/	/	/	/	/		/	/	/
8	Ms. Soraya	Satiangoset	/, //	/	/			/	/	/	/	/	/	/	/	/	/	/	/		/	/	/
9	Mr. Veerapong	Rodjanawaradom	//					/	/	/	/	/	/	/	/	/	/	/	/		/	/	/
10	Ms. Nuttapun	Giramethakul																					

[illegible]

Company Name List			Subsidiaries																										
			45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69		
Name of Management			Vienna House Cluster Deutschland GmbH	Vienna House Diplomat Prague RE s.r.o.	Vienna House Easy Katowice Sp. z o.o.	UBX Plzen Real Estate s.r.o.	Vienna House Cluster Tschechien s.r.o.	VH Andel's Lodz Sp. z o.o.	Vienna House Amber Baltic Sp. z o.o.	Vienna House Easy Pilsen s.r.o.	Vienna House Andel's Lodz Sp. z o.o.	Vienna House Diplomat Prague a.s.	UBX Katowice Sp. z o.o.	VH Amber Baltic Sp. z o.o.	VHE Cracow Sp. z o.o.	Vienna House Easy Cracow RE Sp. z o.o.	Vienna House Easy Cracow Sp. z o.o.	VHE Wroclaw Hotel Sp. z o.o.	Andel's Berlin Hotelbetriebs GmbH	Vienna House Cluster Polen Sp. z o.o.	Comtel Focus S.A.	Vienna House Easy Bucharest S.R.L.	VHE Bratislava s.r.o.	VHE Bratislava Real Estate s.r.o.	სადავო ჯორჯია	Vienna House Asia Limited	Vienna House Hotelmanagement GmbH		
1	Mr. Keeree	Kanjanapas																											
2	Mr. Rungson	Sriworasat																											
3	Mr. Chaiwat	Atsawintarakun																											
4	Mr. Plakorn	Wanglee																											
5	Mr. Surajit	Gongvatana																											
6	Mr. Kavin	Kanjanapas																											
7	Mr. Kong	Chi Keung																											
8	Ms. Soraya	Satiangoset		/	/	/	/	/		/		/	/	/		/		/	/	/		/					/		
9	Mr. Veerapong	Rodjanawaradom																											
10	Ms. Nuttapun	Giramethakul																											

Company Name List			Subsidiaries																												
			1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29
Name of Management			Keystone Estate Co., Ltd.	Absolute Hotel Services Co., Ltd.	Travelodge (Thailand) Co., Ltd.	Absolute Golf Services Co., Ltd.	Absolute Design Services Co., Ltd.	59club ASIA Co., Ltd.	Joint Venture	MHG NPARK Development Co., Ltd.	BTS Sansiri Holding One Limited	BTS Sansiri Holding Four Limited	BTS Sansiri Holding Seven Limited	BTS Sansiri Holding Eight Limited	BTS Sansiri Holding Nine Limited	Nuvo Line Agency Limited	Ratchada Alliance Co., Ltd.	BTS Sansiri Holding Sixteen Limited	BTS Sansiri Holding Nineteen Limited	BTS Sansiri Holding Twenty Two Co., Ltd.	Siripat Three Co., Ltd.	Keystone Management Co., Ltd.	Pharam 9 Alliance Co., Ltd <sup>2)</sup>	Future Domain Co., Ltd.	Absolute Hotel Services Hong Kong Limited	Absolute Hotel Services Indochina Limited	AHS Hospitality India Private Limited	Absolute Hotel Services Russia Limited Liability Company	UBM+VH Hotels GmbH	MG Sendling Hotelbetriebsgesellschaft mbH	Leuchtenbergring Hotelbetriebsgesellschaft mbH
1	Mr. Keeree	Kanjanapas																													
2	Mr. Rungson	Sriworasat																													
3	Mr. Chaiwat	Atsawintarakun																													
4	Mr. Plakorn	Wanglee																													
5	Mr. Surajit	Gongvatana																													
6	Mr. Kavin	Kanjanapas	/	/	/	/																			/						
7	Mr. Kong	Chi Keung		/																		/									
8	Ms. Soraya	Satiangoset	/	/						/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/						
9	Mr. Veerapong	Rodjanawaradom																					/	/							
10	Ms. Nuttapun	Giramethakul																													

#### Notes

■ = Subsidiaries ■ = Associate Company

XXXX = Chairman of Board of Directors, XXX = Chairman of The Audit Committee, Member of Nomination and Remuneration Committee, Independent Director,

XX = Chairman of Nomination and Remuneration Committee, Member of the Audit Committee, Independent Director X = Audit Committee, Nomination and Remuneration Committee, Independent Director, VI Chairman of Executive Committee / = Director, // = Executive Director,

V = Supervisory Board

#### Notes

1) On September 16, 2021, Project Green Co., Ltd. changed its name to Khukhot Station Alliances Co., Ltd.

2) On July 13, 2021, Prime Area Co., Ltd. changed its name to Pharam 9 Alliance Co., Ltd.



## 7.5 INFORMATION OF DIRECTORS OF SUBSIDIARIES

Company Name List			Subsidiaries																						
			1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23
			Khon Kaen Burf Co., Ltd.	Boonbaramee Metta Property Co., Ltd.	Pacific Chiang Mai Co., Ltd.	Pacific Hotel Chiang Mai Co., Ltd.	Kamkoong Property Co., Ltd.	Unison One Co., Ltd.	Thanayong Property Management Co., Ltd.	Thana City Golf and Sports Club Co., Ltd.	EGS Assets Co., Ltd.	U Global Hospitality Co., Ltd.	Muangthong Assets Co., Ltd.	Mak 8 Co., Ltd.	Nine Square Property Co., Ltd.	BTS Land Co., Ltd.	Prime Area Retail Co., Ltd.	Khukhot Station Alliances Co., Ltd. <sup>1)</sup>	NPARK Global Holding Co., Ltd.	Tanayong Food and Beverage Co., Ltd.	Ratburana Property Co., Ltd.	Pannakiri Assets Co., Ltd.	Siam Paging And Communication Co., Ltd.	Prime Area 12 Co., Ltd.	Prime Area 38 Co., Ltd.
Executives																									
1	Mr. Kavin	Kanjanapas					/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/
2	Mr. Kong	Chi Keung					/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/
3	Mr. Sayam	Siwarapornskul																							
4	Ms. Soraya	Satiangoset	/	/			/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/
5	Mr. Veerapong	Rodjanawaradom					/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/
6	Mr. Daniel	Ross																							
7	Mrs. Angsana	Mankongcharoen																							
8	Mr. Burin	Pusiri	/	/	/	/												/							
9	Mr. Weerawat	Wattanaajchariya	/	/	/	/												/							
10	Mr. Kom	Panomroengsak								/		/	/	/	/	/									
11	Mrs. Lapika	Sasanavin																							
12	Mr. Leung	Wing Shing Vincent																							
13	Mr. Fayaz	Doobarry																							
14	Mrs. Shahnaz	Doorbiz																							
15	Mr. Lee	Colin Anderson																							
16	Mr. Grant	James Barbour																							
17	Mr. Brendan	Joseph Doeling																							
18	Mr. Simon	Burgess																							
19	Mr. Paul	Michel Butel																							
20	Mr. Nicholas	Blair Cawley																							
21	Mrs. Amy	Claire Collins																							
22	Ms. Emma	Victoria Le Boutillier																							
23	Mrs. Charlotte	Anne Cruickshank																							
24	Mrs. Meianie	Belle Mcenery																							
25	Mr. Nicholas	John Cushion																							

Company Name List			Subsidiaries																						
			1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23
			Khon Kaen Buri Co., Ltd.	Boonbaramee Metta Property Co., Ltd.	Pacific Chiang Mai Co., Ltd.	Pacific Hotel Chiang Mai Co., Ltd.	Kamkoong Property Co., Ltd.	Unison One Co., Ltd.	Thanayong Property Management Co., Ltd.	Thana City Golf and Sports Club Co., Ltd.	EGS Assets Co., Ltd.	U Global Hospitality Co., Ltd.	Muangthong Assets Co., Ltd.	Mak 8 Co., Ltd.	Nine Square Property Co., Ltd.	BTS Land Co., Ltd.	Prime Area Retail Co., Ltd.	Khukhot Station Alliances Co., Ltd. <sup>2)</sup>	NPARK Global Holding Co., Ltd.	Tanayong Food and Beverage Co., Ltd.	Ratburana Property Co., Ltd.	Prannakiri Assets Co., Ltd.	Siam Paging Communication Co., Ltd.	Prime Area 12 Co., Ltd.	Prime Area 38 Co., Ltd.
Executives																									
26	Mrs. Lisa	Mai Hébert																							
27	Mrs. Lisa	Josephine Grant																							
28	Mr. Christian	Guy																							
29	Mr. Nadia	Helene Trehieu																							
30	Mr. Shane	Michael Hollywood																							
31	Mrs. Claire	Louise Le Brocq																							
32	Mrs. Jacqueline	Noble																							
33	Mrs. Prapa	Pearce																							
34	Ms. Sandra	Powell																							
35	Mrs. Catherine	Patricia Prendergast																							
36	Mrs. Lauren	Michelle Salkeld																							
37	Mrs. Samantha	Anne Symons																							
38	Mr. Philip	Lewis Taylor																							
39	Mr. Nicholas	James Terry																							
40	Mr. Rupert	Thomas Simoner																							
41	Mr. Marten	Ijkema																							
42	Ms. Johanna	Weichselbaumer																							
43	Ms. Angelika	Gaudman																							
44	Mr. Ralf	Alsdorf																							
45	Ms. Dorit	Von der Osten																							
46	Mr. Rolf	Hubner																							
47	Mr. Andreas	Mayr																							
48	Mr. Manuel	Simon																							
49	Mr. Birgit	Trapp																							
50	Mr. Heinz	Gunter Hohne																							



Company Name List			Subsidiaries																						
			1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23
Executives			Khon Kaen Buri Co., Ltd.	Boonbaramet Metta Property Co., Ltd.	Pacific Chiang Mai Co., Ltd.	Pacific Hotel Chiang Mai Co., Ltd.	Kamkoong Property Co., Ltd.	Unison One Co., Ltd.	Thanayong Property Management Co., Ltd.	Thana City Golf and Sports Club Co., Ltd.	EGS Assets Co., Ltd.	U Global Hospitality Co., Ltd.	Muangthong Assets Co., Ltd.	Mak 8 Co., Ltd.	Nine Square Property Co., Ltd.	BTS Land Co., Ltd.	Prime Area Retail Co., Ltd.	Khukhot Station Alliances Co., Ltd. <sup>3)</sup>	NPARK Global Holding Co., Ltd.	Tanayong Food and Beverage Co., Ltd.	Ratburana Property Co., Ltd.	Prannakiri Assets Co., Ltd.	Siam Paging Communication Co., Ltd.	Prime Area 12 Co., Ltd.	Prime Area 38 Co., Ltd.
51	Mr. Ralf	Paul Noll																							
52	Mr. Oliver	Rudnik																							
53	Mr. Marek	Palenik																							
54	Mr. Stepan	Sova																							
55	Ms. Monika	Kowalska																							
56	Ms. Anna	Olszynska																							
57	Mr. Tomasz	Piorkowski																							
58	Ms. Ewa	Nowakowska																							
59	Ms. Nicoleta-Ramona	Stefan																							
60	Mr. Ulf	Naumann																							
61	Mr. Paul	Bruck																							
62	Mr. John	Mark Westtoby																							
63	Mr. Oliver	Fudickar																							
64	Ms. Marta	Aneta Karteczka																							
65	Mr. George	Rosu																							
66	Ms. Lucia	Arbetová																							
67	Mr. Jonathan	Maxwell Wigley																							
68	Ms. Nopparat	Pongwattanakulsiri																							
69	Mr. Weerawat	Pantawangkul																							
70	Mrs. Wanlaya	Damnernchanwanich																							
71	Mr. Korn	Chinsawananon																							
72	Mr. Thanachai	Thanachai-aree																							
73	Mr. Worawit	Chailimpamontri																							
74	Mr. Chotechawal	Leetrairong																							

Company Name List			Subsidiaries																									
			24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46			
Executives			Natural Park Ville Co., Ltd.	Natural Real Estate Co., Ltd.	Park Opera Co., Ltd.	Riches Property Management Co., Ltd.	Vienna House (Thailand) Co., Ltd.	U Remix Co., Ltd.	Advance Life Insurance PCL	Lombard Estate Holdings Limited	U Hospitality Holding (Hong Kong) Limited	U Global Hospitality Holding (Hong Kong) Limited	U Hospitality Holding (Mauritius)	Thirty Three Gracechurch 1 Limited	Vienna House Capital GmbH	Vienna House Real Estate GmbH	VHE Raunheim Hotelbetriebs GmbH	Vienna International Asset GmbH	Calvus Grundstücksverwaltungsgesellschaft mbH & Co. Vermietungs KG	Enigma Grundstücksverwaltungsgesellschaft mbH & Co. Objekt Wuppertal	Fabella Grundstücksverwaltungsgesellschaft mbH & Co. Vermietungs KG	Fabio Grundstücksverwaltungsgesellschaft mbH & Co. Vermietungs KG	Flora Grundstücksverwaltungsgesellschaft mbH & Co. Vermietungs KG	Vienna House Cluster Deutschland GmbH	Vienna House Diplomat Prague RE s.r.o.			
1	Mr. Kavin	Kanjanapas	/	/	/	/	/	/																				
2	Mr. Kong	Chi Keung	/	/	/	/		/	/	/	/	/																
3	Mr. Sayam	Siwarapornskul							/				/															
4	Ms. Soraya	Satianoset	/	/	/	/		/	/				/		/	/	/	/								/		
5	Mr. Veerapong	Rodjanawaradom	/	/	/	/		/																				
6	Mr. Daniel	Ross											/	/	/	/	/	/						/	/			
7	Mrs. Angsana	Mankongcharoen																										
8	Mr. Burin	Pusiri																										
9	Mr. Weerawat	Wattanaajchariya																										
10	Mr. Kom	Panomroengsak																										
11	Mrs. Lapika	Sasanavin																										
12	Mr. Leung	Wing Shing Vincent								/	/	/																
13	Mr. Fayaz	Doobarry											/															
14	Mrs. Shahnaz	Doorbiz											/															
15	Mr. Lee	Colin Anderson												/														
16	Mr. Grant	James Barbour												/														
17	Mr. Brendan	Joseph Doeling												/														
18	Mr. Simon	Burgess												/														
19	Mr. Paul	Michel Butel												/														
20	Mr. Nicholas	Blair Cawley												/														
21	Mrs. Amy	Claire Collins												/														
22	Ms. Emma	Victoria Le Boutillier												/														
23	Mrs. Charlotte	Anne Cruickshank												/														
24	Mrs. Meianie	Belle Mcenery												/														
25	Mr. Nicholas	John Cushion												/														

[illegible]

Company Name List			Subsidiaries																											
			24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46					
Executives			Natural Park Ville Co., Ltd.	Natural Real Estate Co., Ltd.	Park Opera Co., Ltd.	Riches Property Management Co., Ltd.	Vienna House (Thailand) Co., Ltd.	U Remix Co., Ltd.	Advance Life Insurance PCL	Lombard Estate Holdings Limited	U Hospitality Holding (Hong Kong) Limited	U Global Hospitality Holding (Hong Kong) Limited	U Hospitality Holding (Mauritius)	Thirty Three Gracechurch 1 Limited	Vienna House Capital GmbH	Vienna House Real Estate GmbH	VHE Raunheim Hotelbetriebs GmbH	Vienna International Asset GmbH	Calvus Grundstücksverwaltungsgesellschaft mbH & Co. Vermietungs KG	Enigma Grundstücksverwaltungsgesellschaft mbH & Co. Objekt Wuppertal	Fabella Grundstücksverwaltungsgesellschaft mbH & Co. Vermietungs KG	Fabio Grundstücksverwaltungsgesellschaft mbH & Co. Vermietungs KG	Flora Grundstücksverwaltungsgesellschaft mbH & Co. Vermietungs KG	Vienna House Cluster Deutschland GmbH	Vienna House Diplomat Prague RE s.r.o.					
51	Mr. Ralf	Paul Noll																	/	/	/	/	/							
52	Mr. Oliver	Rudnik																	/	/	/	/	/							
53	Mr. Marek	Palenik																												
54	Mr. Stepan	Sova																												
55	Ms. Monika	Kowalska																												
56	Ms. Anna	Olszynska																												
57	Mr. Tomasz	Piorkowski																												
58	Ms. Ewa	Nowakowska																												
59	Ms. Nicoleta-Ramona	Stefan																												
60	Mr. Ulf	Naumann																												
61	Mr. Paul	Bruck																												
62	Mr. John	Mark Westtoby																												
63	Mr. Oliver	Fudickar																												
64	Ms. Marta	Aneta Karteczka																												
65	Mr. George	Rosu																												
66	Ms. Lucia	Arbetová																												
67	Mr. Jonathan	Maxwell Wigley					/																							
68	Ms. Nopparat	Pongwattanakulsiri					/																							
69	Mr. Weerawat	Pantawangkul							/																					
70	Mrs. Wanlaya	Damnernchanwanich							/																					
71	Mr. Korn	Chinsawananon							/																					
72	Mr. Thanachai	Thanachai-aree							/																					
73	Mr. Worawit	Chailimpamontri							/																					
74	Mr. Chotechawal	Leetrairong							/																					

Company Name List			Subsidiaries																										
			47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69				
Executives			Vienna House Easy Katowice Sp. z o.o.	UBX Plzen Real Estate s.r.o.	Vienna House Cluster Tšchechien s.r.o.	VH Andel's Lodz Sp. z o.o.	Vienna House Amber Baltic Sp. z o.o.	Vienna House Easy Pilsen s.r.o.	Vienna House Andel's Lodz Sp. z o.o.	Vienna House Diplomat Prague a.s.	UBX Katowice Sp. z o.o.	VH Amber Baltic Sp. z o.o.	VHE Cracow Sp. z o.o.	Vienna House Easy Cracow RE Sp. z o.o.	Vienna House Easy Cracow Sp. z o.o.	VHE Wroclaw Hotel Sp. z o.o.	Andel's Berlin Hotelbetriebs GmbH	Vienna House Cluster Polen Sp. z o.o.	Comtel Focus S.A.	Vienna House Easy Bucharest S.R.L.	VHE Bratislava s.r.o.	VHE Bratislava Real Estate s.r.o.	სადავო ქვემოთაშენი	Vienna House Asia Limited	Vienna House Hotelmanagement GmbH				
1	Mr. Kavin	Kanjanapas																					/						
2	Mr. Kong	Chi Keung																				/							
3	Mr. Sayam	Siwarapornskul								V																			
4	Ms. Soraya	Satiangoset	/	/	/	/		/		/	/	/		/		/	/	/		/					/				
5	Mr. Veerapong	Rodjanawaradom																											
6	Mr. Daniel	Ross	/	/	/	/		/		/	/	/	/	/		/	/	/		/	/	/			/				
7	Mrs. Angsana	Mankongcharoen																											
8	Mr. Burin	Pusiri																											
9	Mr. Weerawat	Wattanajchariya																											
10	Mr. Kom	Panomroengsak																											
11	Mrs. Lapika	Sasanavin								V																			
12	Mr. Leung	Wing Shing Vincent																											
13	Mr. Fayaz	Doobarry																											
14	Mrs. Shahnaz	Doorbiz																											
15	Mr. Lee	Colin Anderson																											
16	Mr. Grant	James Barbour																											
17	Mr. Brendan	Joseph Doeling																											
18	Mr. Simon	Burgess																											
19	Mr. Paul	Michel Butel																											
20	Mr. Nicholas	Blair Cawley																											
21	Mrs. Amy	Claire Collins																											
22	Ms. Emma	Victoria Le Boutillier																											
23	Mrs. Charlotte	Anne Cruickshank																											
24	Mrs. Meianie	Belle Mcenery																											
25	Mr. Nicholas	John Cushion																											

Company Name List			Subsidiaries																										
			47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69				
Executives			Vienna House Easy Katowice Sp. z o.o.	UBX Plzen Real Estate s.r.o.	Vienna House Cluster Tschetchien s.r.o.	VH Andel's Lodz Sp. z o.o.	Vienna House Amber Baltic Sp. z o.o.	Vienna House Easy Pilsen s.r.o.	Vienna House Andel's Lodz Sp. z o.o.	Vienna House Diplomat Prague a.s.	UBX Katowice Sp. z o.o.	VH Amber Baltic Sp. z o.o.	VHE Cracow Sp. z o.o.	Vienna House Easy Cracow RE Sp. z o.o.	Vienna House Easy Cracow Sp. z o.o.	VHE Wroclaw Hotel Sp. z o.o.	Andel's Berlin Hotelbetriebs GmbH	Vienna House Cluster Polen Sp. z o.o.	Contel Focus S.A.	Vienna House Easy Bucharest S.R.L.	VHE Bratislava s.r.o.	VHE Bratislava Real Estate s.r.o.	სადავო აკტივტი	Vienna House Asia Limited	Vienna House Hotelmanagement GmbH				
26	Mrs. Lisa	Mai Hébert																											
27	Mrs. Lisa	Josephine Grant																											
28	Mr. Christian	Guy																											
29	Mr. Nadia	Helene Trehiou																											
30	Mr. Shane	Michael Hollywood																											
31	Mrs. Claire	Louise Le Brocq																											
32	Mrs. Jacqueline	Noble																											
33	Mrs. Prapa	Pearce																											
34	Ms. Sandra	Powell																											
35	Mrs. Catherine	Patricia Prendergast																											
36	Mrs. Lauren	Michelle Salkeld																											
37	Mrs. Samantha	Anne Symons																											
38	Mr. Philip	Lewis Taylor																											
39	Mr. Nicholas	James Terry																											
40	Mr. Rupert	Thomas Simoner	/	/	/	/	/	/	/	/	/	/		/	/	/	/	/		/	/	/		/	/				
41	Mr. Marten	Ijkema	/	/	/	/		/		/	/	/		/		/	/	/		/	/	/			/				
42	Ms. Johanna	Weichselbaumer	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/		/	/	/				/			
43	Ms. Angelika	Gaudman																											
44	Mr. Ralf	Alsdorf															/												
45	Ms. Dorit	Von der Osten																											
46	Mr. Rolf	Hubner																											
47	Mr. Andreas	Mayr																											
48	Mr. Manuel	Simon																											
49	Mr. Birgit	Trapp																											
50	Mr. Heinz	Gunter Hohne																											

Company Name List			Subsidiaries																										
			47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69				
			Vienna House Easy Katowice Sp. z o.o.	UBX Plzen Real Estate s.r.o.	Vienna House Cluster Tschechien s.r.o.	VH Andel's Lodz Sp. z o.o.	Vienna House Amber Baltic Sp. z o.o.	Vienna House Easy Pilsen s.r.o.	Vienna House Andel's Lodz Sp. z o.o.	Vienna House Diplomat Prague a.s.	UBX Katowice Sp. z o.o.	VH Amber Baltic Sp. z o.o.	VHE Cracow Sp. z o.o.	Vienna House Easy Cracow RE Sp. z o.o.	Vienna House Easy Cracow Sp. z o.o.	VHE Wroclaw Hotel Sp. z o.o.	Andel's Berlin Hotelbetriebs GmbH	Vienna House Cluster Polen Sp. z o.o.	Comtel Focus S.A.	Vienna House Easy Bucharest S.R.L.	VHE Bratislava s.r.o.	VHE Bratislava Real Estate s.r.o.	Vienna House Asia Limited	Vienna House Asia Limited	Vienna House Hotelmanagement GmbH				
Executives																													
51	Mr. Ralf	Paul Noll																											
52	Mr. Oliver	Rudnik																											
53	Mr. Marek	Palenik							/																				
54	Mr. Stepan	Sova					/																						
55	Ms. Monika	Kowalska								/																			
56	Ms. Anna	Olszynska			/																								
57	Mr. Tomasz	Piorkowski	/																										
58	Ms. Ewa	Nowakowska										/	/																
59	Ms. Nicoleta-Ramona	Stefan																	/										
60	Mr. Ulf	Naumann																											
61	Mr. Paul	Bruck																											
62	Mr. John	Mark Westtoby							V																				
63	Mr. Oliver	Fudickar																											
64	Ms. Marta	Aneta Karteczka																											
65	Mr. George	Rosu																/	/										
66	Ms. Lucia	Arbetová																		/									
67	Mr. Jonathan	Maxwell Wigley																					/						
68	Ms. Nopparat	Pongwattanakulsiri																					/						
69	Mr. Weerawat	Pantawangkul																											
70	Mrs. Wanlaya	Damnernchanwanich																											
71	Mr. Korn	Chinsawananon																											
72	Mr. Thanachai	Thanachai-aree																											
73	Mr. Worawit	Chailimpamontri																											
74	Mr. Chotechawal	Leetrairong																											

**Notes:**

/ = Director, V = Supervisory Board

**Notes:**

- 1) On September 20, 2021, Project Green Co., Ltd. changed its name to Khukhot Station Alliances Co., Ltd.
- 2) On July 13, 2021, Prime Area 9 Co., Ltd. changed its name to Phraram 9 Alliances Co., Ltd.



# PROFILES OF HEAD OF INTERNAL AUDIT AND HEAD OF COMPLIANCE DEPARTMENT

7.6

## Profiles of Internal Audit Head

Name of the individual delegated by the Company to serve as the Internal Audit Head:

Name-Surname Mr. Prapat Manorat

Position Senior Internal Audit Manager

### Educational Qualification

Educational Level	Educational Institution	Field of Study
Bachelor's Degree	Ramkhamhaeng University	Accounting
Master's Degree	Ramkhamhaeng University	Accounting

### Related Diplomas and Certificates

-

### Related Professional and Training Experience

Duration	Position	Company's Name
2021 - Present	Internal Audit Senior Manager	U City PCL
2018 - 2021	Assistant Director of Internal Audit Department	Bank of Ayudhya PCL
2016 - 2018	Internal Audit Manager	Banpu Power PCL
2015 - 2016	Internal Audit Manager	Thaifoods Group PCL

Duration	Course	Organization's Name
2021	Good Corporate Governance	Bank of Ayudhya PCL
2021	Operational Risk Management	Bank of Ayudhya PCL
2021	Personal Data Protection Act (PDPA)	Bank of Ayudhya PCL
2021	COSO	Bank of Ayudhya PCL

In this regard, the Audit Committee shall opine on the approval of appointment, rotation, dismissal of the person serving as the Internal Audit Head of the Company.

## Profiles of Compliance Supervisor

Name of the individual delegated by the Company to serve as the Compliance Supervisor:

**Name-Surname** Ms. Hassaya Nunchang

**Position** Deputy Director of Legal and Compliance Department

### ● Educational Qualification

Educational Level	Educational Institution	Field of Study
Bachelor's Degree	Bangkok University	Law
Master's Degree	Bangkok University	International Business Law

### ● Related Diplomas and Certificates

Duration	Course	Organization's Name
2010	Fundamental Practice for Corporate Secretary (FPCS), Batch 22/2010	TLCA
2016	Corporate Secretary Program (CSP), Batch 74/2016	Thai Institute of Directors
2016	Board Reporting Program (BRP), Batch 21/2016	Thai Institute of Directors
2017	Advances for Corporate Secretaries, Batch 2/2017	Thai Institute of Directors
2018	Company Reporting Program (CRP), Batch 22/2018	Thai Institute of Directors
2018	How to Develop a Risk Management Plan (HRP), Batch 19/2018	Thai Institute of Directors
2019	Effective Minutes Taking (EMT), Batch 43/2019	Thai Institute of Directors
2019	2019 E3 Training: Engage Empower and Execute	SAEC

### ● Related Professional and Training Experience

More information can be found in Attachment 7.3 Profiles of Executive Directors and Secretary of the Company

## ASSETS USED IN BUSINESS OPERATIONS AND DETAILS OF PROPERTY VALUATIONS



### Assets used in the Company's business and subsidiary

As of December 31, 2021, the Company and its subsidiaries have fixed assets used in business operations, including properties under development, land and projects pending for development, real estate for domestic and international investment, land, building, and equipment, and domestic and overseas right assets, with a total value of 31,430 million baht (according to the statement of financial position). Details are as follows:

Asset Type	Value (Million Baht)
Property under development	2,730
Land and projects pending for development	5,078
Domestic investment property	10,237
Overseas investment property	3,115
Land, buildings and equipment and domestic rights assets	6,758
Land, buildings and equipment and overseas right assets	3,512

### (1) Real Estate Projects Under Development

Property Details	Type of Ownership	Building/ Vacant land	Location	Rights Document	Unit	Area			Book Value as of December 31, 2021 (million baht)	Obligation
						Rai	Ngan	Square wa		

U City Public Company Limited

Park Ramindra Project	Own	Land and buildings	Tha Raeng, Bang Khen, Bangkok.	Title deed	1 plot	2	1	14.2	222.28	-
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Prime Area 38 Company Limited<sup>1)</sup>

Sukhumvit 38 Land Project	Own	Land and buildings	Prakhanhong, Klongtoei, Bangkok	Title deed	7 plots	2	0	36	2,508.00	Collateral <sup>8)</sup>
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## (2) Land and Project Awaiting Development

Property Details	Type of Ownership	Building/ Vacant land	Location	Rights Document	Unit	Area			Book Value as of December 31, 2021 (million baht)	Obligation
						Rai	Ngan	Square wa		

### U City Public Company Limited

Suksawat Project <sup>2)</sup>	Own	Vacant land	Ratburana, Bang Jang Ron Nai, Ratburana, Bangkok	Title deed	7 plots	16	2	38.8	463.38	-
Chonburi Project (Panya Resort) <sup>3)</sup>	Own	Vacant land	Ban Mhung, Bang Phra, Sriracha (Bang Phra) Muang Chonburi, Chonburi	Title deed	2 plots	2	0	18	2.51	-

### Khu khot Station Alliances Company Limited<sup>4)</sup>

Khukhot Project	Own	Vacant land	Khu Khot, Lam Luk Ka, Pathum Thani	Title deed	1 plot	51	2	97.7	1,155.73	-
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### PrannaKiri Assets Company Limited

Nakorn ratchasima Land <sup>2)</sup>	Own	Vacant land	Pong Ta Long, Pak Chong, Nakhon Ratchasima	Nor Sor 3 Kor	13 plots	427	3	34	297.50	-
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### Tanayong Food and Beverage Company Limited

Nakorn ratchasima Land <sup>1)</sup>	Own	Vacant land	Pong Ta Long, Pak Chong, Nakhon Ratchasima	Nor Sor 3 Kor	1 plot	87	3	94	39.16	-
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### Siam Paging and Communication Company Limited

Nakorn ratchasima Land <sup>2)</sup>	Own	Vacant land	Pong Ta Long, Pak Chong, Nakhon Ratchasima	Nor Sor 3 Kor	1 plot	37	2	98	17.60	-
Phaholyothin road Land	Joint own	Vacant land	Ladyao, Bangkhen, Bangkhen (Bangsue), Bangkok	Title deed	5 plots	0	0	10	-	-

Property Details	Type of Ownership	Building/ Vacant land	Location	Rights Document	Unit	Area			Book Value as of December 31, 2021 (million baht)	Obligation
						Rai	Ngan	Square wa		

Ratburana Property Company Limited<sup>2)</sup>

Ratburana Land Project	Own	Vacant land	Ratburana (Bang Jang Ron Nok), Ratburana, Bangkok	Title deed	1 plot	27	2	10	878.26	-
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Prime Area 12 Company Limited

Sukhumvit 12 Land Project	Own	Vacant land	Klongtoei, Klongtoei (11 <sup>th</sup> Prakanhongnua) Klongton (11 <sup>th</sup> Prakanhongnua), Klongtoei, Klongtoei (Prakanhong) Prakanhong, Bangkok	Title deed	4 plots	2	0	89.5	2,224.00	-
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Muangthong Assets Company Limited

Phaholyothin Road Land	Joint own with Contributions	Vacant land	Jomphon, Jatuchuk, Bangkok	Title deed	2 plots	0	0	2	-	-
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**(3) Investment Property (Domestic)**

Property Details	Type of Ownership	Building/ Vacant land	Location	Rights Document	Unit	Area			Book Value as of December 31, 2021 (million baht)	Obligation
						Rai	Ngan	Square wa		

U City Public Company Limited

Bang Krachao Project <sup>1)</sup>	Own	Vacant land	Bang Num Phung, Phrapadaeng, Samutprakarn	Title deed	28 plots	25	1	51.7	99.49	-
Noble Ploenchit Condominium	Own	Condominium	Lumpini, Pathumwan, Bangkok	Document showing condominium ownership	12 rooms	Total area 4,446.72 sqm with the ownership ratio of 4,446.72 parts out of 90,136.83 parts			776.75	Collateral <sup>1)</sup>

Property Details	Type of Ownership	Building/ Vacant land	Location	Rights Document	Unit	Area			Book Value as of December 31, 2021 (million baht)	Obligation
						Rai	Ngan	Square wa		

Kamkoong Property Company Limited

The Unicorn Project Phayathai	Own	Under construction	Thung Phaya Thai (Prachaejeen), Ratchatewee, Bangkok	Title deed	6 plots	7	1	37.4	5,937.84	Collateral <sup>(9)</sup>
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Unison One Company Limited<sup>(1)</sup>

TST Tower	Own	Land and buildings	Lat Yao (Bangseu Nuea), Chomphon Bang Khen (Bangseu), Chatuchak, Bangkok	Title deed	3 plots	1	2	68	764.56	Collateral <sup>(11)</sup>
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Mak 8 Company Limited

Khao Yai Land <sup>(1)</sup>	Own	Land and buildings	Mhoo Si, Pak Chong, Nakhon Ratchasima	Title deed	4 plots	16	1	56	100.34	-
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NPARK Global Holding Company Limited<sup>(3)</sup>

Korat Land	Own	Vacant land	Nong Krathum, Mhun Wai, Jor Hor (Mhun Wai), Muang Nakhon Ratchasima, Nakhon Ratchasima	Title deed	25 plots	137	1	73	661.70	-
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Prime Area Retail Company Limited

Ideo Q Chula-Samyan Condominium	Own	Condominium	Mahaprutaram, Bangrak, Bangkok	Document showing condominium ownership	6 rooms	Total area 924.05 sq.m. with the ratio of ownership 924.05 parts out of 48,805.06 parts			132.20	-
Ashton Chula Silom Condominium	Own	Condominium	Sri Phraya, Bangrak, Bangkok	Document showing condominium ownership	5 rooms	Total area 186.98 sq.m. with the ratio of ownership 186.98 parts out of 41,461.64 parts			29.44	-

Property Details	Type of Ownership	Building/ Vacant land	Location	Rights Document	Unit	Area			Book Value as of December 31, 2021 (million baht)	Obligation
						Rai	Ngan	Square wa		
Ideo Mobi Sukhumvit A Condominium	Own	Condominium	Bangchak, Phra Khanong, Bangkok	Document showing condominium ownership	3 rooms	Total area 291.81 sqm with the ownership ratio of 291.81 parts out of 15,333.57 parts			31.25	-
Ideo Mobi Sukhumvit B Condominium	Own	Condominium	Bangchak, Phra Khanong, Bangkok	Document showing condominium ownership	2 rooms	Total area 198.63 sqm with the ownership ratio of 198.63 parts out of 15,159.97 parts			21.27	-
Ideo Sukhumvit 93 Condominium	Own	Condominium	Bangchak, Phra Khanong, Bangkok	Document showing condominium ownership	2 rooms	Total area 442.90 sqm with the ownership ratio of 442.90 parts out of 50,250.31 parts			37.94	-
Elio Del Ray Condominium	Own	Condominium	Bangchak, Phra Khanong, Bangkok	Document showing condominium ownership	4 rooms	Total area 414.11 sqm with the ownership ratio of 414.11 of out 47,678.60 parts			35.50	-
Ideo Mix Sukhumvit 103 Condominium	Own	Condominium	Bangna, Bangna, Phra Khanong (Pha Khanoong), Bangkok	Document showing condominium ownership	15 rooms	Total area 1,076.94 sqm with the ownership ratio of 1,076.94 of out 37,039.88 parts			122.64	-
Ideo Mobi Sukhumvit Eastgate Condominium	Own	Condominium	Bangna, Bangna, Bangkok	Document showing condominium ownership	5 rooms	Total area 389.79 sqm with the ownership ratio of 389.79 parts out of 21,729.70 parts			39.03	-
Ideo Sukhumvit 115 Condominium	Own	Condominium	Thepharak, Mueang Samut Prakan, Samut Prakan	Document showing condominium ownership	7 rooms	Total area 368.28 sq.m. with the ratio of 368.28 parts out of 36,045.29 parts			34.25	-
Ideo Q Phayathai Condominium	Own	Condominium	Thung Phayathai (Prachaejeen), Ratchahewi (Dusit), Phayathai (Dusit), Banagkok	Document showing condominium ownership	1 room	Total area 141.89 sqm with the ownership ratio of 141.89 parts out of 23,818.25 parts			15.16	-



Property Details	Type of Ownership	Building/ Vacant land	Location	Rights Document	Unit	Area			Book Value as of December 31, 2021 (million baht)	Obligation
						Rai	Ngan	Square wa		
Ideo Q Ratchathewi Condominium	Own	Condominium	Thanon Phayathat, Ratchathewi, Bangkok	Document showing condominium ownership	1 room	Total area 140.62 sqm with the ownership ratio of 140.62 parts out of 13,074.83 parts			15.08	-
Ideo Mobi Sathorn Condominium	Own	Condominium	Klong Thon Sai, Bang Lamphu Lang, Klong San, Bangkok	Document showing condominium ownership	1 room	Total area 194.67 sqm with the ownership ratio of 194.67 parts out of 17,270.31 parts			19.46	-
Ideo Sathorn ThaPhra Condominium	Own	Condominium	Bukkhalo, Thonburi, Bangkok	Document showing condominium ownership	5 rooms	Total area 543.53 sqm with the ownership ratio of 543.53 parts out of 36,441.07 parts			50.48	-
2-Storey commercial building in front of Ideo Wutthakat Condominium	Own	Land and buildings	Bang Kho, Bangkok Yai, Bangkok	Title deed	1 title deed	0	1	26.5	27.65	-
3-Storey commercial buildings in front of Ideo Thapra Interchange Condominium	Own	Land and buildings	Wat Tha Phra, Bangkok Yai, Bangkok	Title deed	3 title deeds	0	0	36.2	22.06	-
Ideo Mobi Wongsawang Interchange Condominium	Own	Condominium	Bang Sue, Bang Sue (Bangson), Bang Sue, Dusit (Bang Sue), Bangkok	Document showing condominium ownership	4 rooms	Total area 193.72 sqm with the ownership ratio of 193.72 parts out of 15,229.18 parts			13.85	-
Ideo Mobi Phayathai Condominium	Own	Condominium	Thung Phayathai, Ratchathewi, Bangkok	Document showing condominium ownership	1 room	Total area 237.42 sqm with the ownership ratio of 237.42 parts out of 10,935.70 parts			23.73	-
Ideo Verve Ratchaprarop Condominium	Own	Condominium	Makkasun, Ratchathewi, Bangkok	Document showing condominium ownership	4 rooms	Total area 314.86 sqm with the ownership ratio of 314.86 parts out of 22,294.09 parts			33.67	-

Property Details	Type of Ownership	Building/ Vacant land	Location	Rights Document	Unit	Area			Book Value as of December 31, 2021 (million baht)	Obligation
						Rai	Ngan	Square wa		
Ideo Mobi Rama9 Condominium	Own	Condominium	Huaykwang, Huaykwang, Bangkok	Document showing condominium ownership	5 rooms	Total area 466.51 sqm with the ownership ratio of 466.51 parts out of 24,099.67 parts			49.96	-
Ideo Ratchada - Huaykwang Condominium	Own	Condominium	Huaykwang (North Samsen Nok), Huaykwang (Bangsue), Bangkok	Document showing condominium ownership	5 rooms	Total area 249.35 sqm with the ownership ratio of 249.35 parts out of 14,761.11 parts			26.62	-
Ideo Mix Phaholyothin Condominium	Own	Condominium	Samsen Nai (South Bangsue), Phayathai (Bangsue), Bangkok	Document showing condominium ownership	11 rooms	Total area 647.47 sqm with the ownership ratio of 647.47 parts out of 17,859.49 parts			68.86	-
Unio Charan 3	Own	Condominium	Wat Tha Phra, Bangkok Yai, Bangkok	Document showing condominium ownership	4 rooms	Total area 112.98 sqm with the ownership ratio of 112.98 parts out of 54,650.68 parts			6.34	-
Unio Rama 2 – Thakham	Own	Condominium	Samaedam, Bangkhuntien, Bangkok	Document showing condominium ownership	1 room	Total area 125.04 sqm with the ownership ratio of 125.04 parts out of 18,485.03 part			8.25	-
Unio Serithai	Own	Condominium	Khlongkum, Beungkum, Bangkok	Document showing condominium ownership	2 rooms	Total area 163.85 sqm with the ownership ratio of 163.85 parts out of 17,838.07 parts			8.88	-
Unio Sukhumvit 72 Phase 1	Own	Condominium	Samrong Nua (Bangna), Samut Prakan (Bangna), Samut Prakan, Bangkok	Document showing condominium ownership	3 rooms	Total area 167.89 sqm with the ownership ratio of 167.89 parts out of 26,889.33 parts			14.52	-

Property Details	Type of Ownership	Building/ Vacant land	Location	Rights Document	Unit	Area			Book Value as of December 31, 2021 (million baht)	Obligation
						Rai	Ngan	Square wa		
Unio Sukhumvit 72 Phase 2	Own	Condominium	Samrong Nua (Bangna), Mueang, Samut Prakan, (Bangna), Samut Prakan, Bangkok	Document showing condominium ownership	3 rooms	Total area 165.6 sqm with the ownership ratio of 165.6 parts out of 26,872.56 parts			14.33	-

U Remix Company Limited

Noble Remix	Own	Condominium	Klongton, Prakhong, (11 <sup>th</sup> Prakhongnua), Klongtei (Prakhong) Bangkok	Document showing condominium ownership	9 rooms	Total area 6,726.83 sqm with the ownership ratio of 6,726.83 parts out of 46,025.81 parts			993.71	Collateral <sup>11)</sup>
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(4) Investment Property (Overseas)

Property Details	Type of Ownership	Building/ Vacant land	Contract Period	Location	Town/ Country	No. of Keys	Area (Sqm)	Book Value as of December 31, 2021 (GBP million)	Obligation
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Thirty Three Gracechurch 1 Limited

Lombard House 33 Gracechurch Street	Operating Lease	Office Building	Contract ended in year 2162	33 Gracechurch Street, London, EC3V 0BT	United Kingdom	-	8,747	69.1	-
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**(5) Land, Building, Equipment and Right of Use (Domestic)**

Property Details	Type of Ownership	Building/ Vacant land	Location	Rights Document	Unit	Area			Book Value as of December 31, 2021 (million baht)		Obligation
						Rai	Ngan	Square wa	Land, Building and Equipment	Right of Use	

Rong Pasee Roi Chak Sam Joint Venture

Roi Chak Sam Project	Leasehold Right	Land and buildings	Bang Rak, Bang Rak, Bangkok	Title deed	3 plots	5	0	60	222.75	880.70	-
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Khonkaen Buri Company Limited<sup>9)</sup>

Avani Khon Kaen Hotel and Convention Centre	Own	Land and buildings	Nai Mueang, Nai Mueang (Phra Lub), Mueang, Khon Kaen, Khon Kaen	Title deed	42 plots (195 rooms)	12	1	36.90	808.93	-	-
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Pacific Hotel Chiangmai Company Limited and Pacific Chiangmai Company Limited<sup>1)</sup>

Anantara Chiang Mai Resort and Spa	Own	Land and buildings	Chang Khlan, Mueang Chiang Mai, Chiang Mai	Title deed	7 plots (84 rooms)	7	1	53.5	1,083.62	-	Collateral (4 Plots) <sup>10)</sup>
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EGS Assets Company Limited

Eastin Grand Sathorn Bangkok	Own	Land and Building	Yannawa (Sathorn), Sathorn (Bang Rak), Bangkok	Title deed	1 plot (390 rooms)	2	1	57	3,482.33	-	Collateral <sup>11)</sup>
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Muangthong Assets Company Limited

U Inchantree Kanchanaburi	Own	Land and Building	Thamakam, Mueang, Kanchanaburi, Kanchanaburi	Nor Sor 3 Kor and Nor Sor 3 Koh	13 plots (50 rooms)	5	1	30	108.43	-	Collateral <sup>11)</sup>
U Sathorn <sup>5)</sup>	Leasehold Right	Land and Building	Thung Maha Mek, Sathorn, Bangkok	Title deed	1 plot (86 rooms)	9	3	12	109.84	409.73	-

Property Details	Type of Ownership	Building/ Vacant land	Location	Rights Document	Unit	Area			Book Value as of December 31, 2021 (million baht)		Obligation
						Rai	Ngan	Square wa	Land, Building and Equipment	Right of Use	
U Chiang Mai <sup>(6)</sup>	Leasehold Right	Land and Building	Sri Phoom, Mueang, Chiangmai, Chiangmai	Title deed	1 plot (41 room)	1	1	38	38.31	32.37	-

BTS Land Company Limited

Eastin Thana City Golf Resort	Own	Land and Building	Bang Chalong, Bang Phli, Samutprakarn	Title deed	1 plot (39 rooms)	2	1	11.4	108.89	0.06	Collateral <sup>(11)</sup>
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Nine Square Property Company Limited

Eastin Thana City Golf Resort 2	Own	Land and Building	Chalong, Bang Phli, Samutprakarn	Title deed	1 plot (77 rooms)	3	1	55.1	202.90	-	Collateral <sup>(11)</sup>
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Mak 8 Company Limited

Eastin Thana City Golf Resort 3	Own	Land and buildings	Bang Chalong, Bang Phee, Samutprakarn	Title deed	1 plot (78 rooms)	2	1	51.5	183.75	-	Collateral <sup>(11)</sup>
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Advance Life Assurance Public Company Limited

Sathorn City Tower	Own	Condominium	Thung Maha Mek (Sathorn), Yannawa (Bang Rak), Bangkok	Document showing condominium ownership	1 room	Total area 3,404.29 sqm with the ownership ratio of 20,893 parts out of 300,000 parts			129.61	1.68	-
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U City Public Company Limited and its subsidiaries

Office, office equipment and vehicles	-	-	-	-	-	-	-	-	4.11	6.97	-
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## (6) Land, Building, Equipment and Right of Use (Overseas)

Property Details	Type of Ownership	Building/ Vacant land	Contract Period	Location	Town/ Country	No. of Keys	Area (Sqm)	Book Value as of December 31, 2021 (EUR)		Obligation
								Land, Building and Equipment	Right of Use	

### Andel's Berlin Hotelbetriebs GmbH<sup>7)</sup>

Vienna House Andel's Berlin	Operating Lease	Hotel Building	Contract ended in year 2035	Landsberger Allee 106, 10369 Berlin	Germany	557	90,000	1.3	60.4	-
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### VHE Raunheim Hotelbetriebs GmbH

Vienna House Easy Raunheim	Operating Lease	Hotel Building	Contract terminated	Construction cancelled	Germany	-	-	-	-	-
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### Vienna International Asset GmbH

Vienna House Easy Amber	Own	Hotel Building	-	Schiessstaetteweg 10. 92224 Amberg	Germany	110	5,805	81.8	0.2	4.1
Vienna House Easy Bad Oeynhausen	Own	Hotel Building	-	Morsbachallee 1. 32545 Bad Oeynhausen	Germany	146	10,144			5.7
Vienna House Easy Braunschweig	Own	Hotel Building	-	Salzdahlumer Str. 137. 38126 Braunschweig	Germany	176	18,522			6.7
Vienna House Easy Castrop-Rauxel	Own	Hotel Building	-	Dortmunder Strasse 55. 44575 Castrop Rauxel	Germany	84	4,955			4.0
Vienna House Easy Coburg	Own	Hotel Building	-	Ketschendorfer Strasse 86. 96450 Coburg - Suedstadt	Germany	123	19,158			4.4
Vienna House Easy Gunzburg	Own	Hotel Building	-	Jahnstrasse 4. 89312 Guenzburg	Germany	100	7,725			3.5
Vienna House Easy Landsberg	Equipment Owner	-	-	Gaf Zeppelin Str 6. 86899 Landsberg am Lech	Germany	-	-			-
Vienna House Easy Limburg	Equipment Owner	-	-	Schiede 10. 65549 Limburg	Germany	-	-			-
Vienna House Easy Neckarsulm	Equipment Owner	-	-	Heiner Fleischmann Str 8. 74172 Neckarsulm	Germany	-	-			-

Property Details	Type of Ownership	Building/ Vacant land	Contract Period	Location	Town/ Country	No. of Keys	Area (Sqm)	Book Value as of December 31, 2021 (EUR)		Obligation
								Land, Building and Equipment	Right of Use	
Vienna House Easy Trier	Equipment Owner	-	-	Metzer Allee 6. 54295 Trier	Germany	-	-			-
Vienna House Easy Wuppertal	Equipment Owner	-	-	Auf dem Johannisberg 1. 42103 Wuppertal	Germany	-	-			-
Calvus Grundstücksverwaltungsgesellschaft mbH & Co. Vermietungs KG										
Vienna House Easy Neckarsulm	Financial Lease	Hotel Building	Contract ended in year 2025	Heiner Fleischmann Str 8. 74172 Neckarsulm	Germany	95	7,390	9.6	-	2.7
Enigma Grundstücksverwaltungsgesellschaft mbH & Co. Objekt Wuppertal KG										
Vienna House Easy Wuppertal	Financial Lease	Hotel Building	Contract ended in year 2028	Auf dem Johannisberg 1. 42103 Wuppertal	Germany	130	7,500	13.9	-	5.1
Fabella Grundstücksverwaltungsgesellschaft mbH & Co. Vermietungs KG										
Vienna House Easy Limburg	Financial Lease	Hotel Building	Contract ended in year 2031	Schiede 10. 65549 Limburg	Germany	99	4,664	-	-	3.1
Fabio Grundstücksverwaltungsgesellschaft mbH & Co. Vermietungs KG										
Vienna House Easy Landsberg	Financial Lease	Hotel Building	Contract ended in year 2024	Graf Zeppelin Str 6. 86899 Landsberg am Lech	Germany	103	4,646	4.4	-	1.7
Fiara Grundstücksverwaltungsgesellschaft mbH & Co. Vermietungs KG										
Vienna House Easy Trier	Financial Lease	Hotel Building	Contract ended in year 2029	Metzer Allee 6. 54295 Trier	Germany	105	6,417	9.1	-	3.5
Vienna House Diplomat Prague RE s.r.o.										
Vienna House Diplomat Prague	Own	Hotel Building	-	Evropska 15. 16041 Prague	Czech Republic	400	27,800	50.5	-	26.1
UBX Plzen Real Estate s.r.o.										
Vienna House Easy Pilsen	Own	Hotel Building	-	U Prazdroje 6 30100 Pilsen	Czech Republic	144	8,382	8.0	-	3.9



Property Details	Type of Ownership	Building/ Vacant land	Contract Period	Location	Town/ Country	No. of Keys	Area (Sqm)	Book Value as of December 31, 2021 (EUR)		Obligation
								Land, Building and Equipment	Right of Use	

VH Amber Baltic Sp. z o.o.

Vienna House Amber Baltic Miedzysdroje	Financial Lease	Hotel Building	Contract ended in year 2024	Promenada Gwiazd 1 PL - 72-500 Miedzysdroje	Poland	192	13,659	1.5	12.0	9.7
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VH Andels Lodz Sp. z o.o.

Vienna House Andel's Lodz	Financial Lease	Hotel Building	Contract ended in year 2022	Ulica Ogrodowa 17. 91065 Lodz	Poland	277	39,240	-	42.1	41.0
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VHE Wroclaw Hotel Sp. z o.o.

Vienna House Easy Wroclaw <sup>2)</sup>	Operating Lease	Hotel Building	Contract terminated	Construction cancelled	Poland	-	-	-	-	-
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UBX Katowice Sp. z o.o.

Vienna House Easy Katowice	Own	Hotel Building	-	Ulica Sokolska 24. 40086 Katowice	Poland	203	16,900	21.8	0.4	9.6
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Vienna House Easy Cracow RE Sp. z o.o.

Vienna House Easy Cracow	Own	Hotel Building	-	Przy Rondzie 2 PL - 31547 Cracow	Poland	220	7,700	19.3	-	12.9
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Vienna House Easy Katowice Sp. z o.o.

Vienna House Easy Katowice	Operating Lease	Hotel Building	Contract ended in year 2024	Ulica Sokolska 24. 40086 Katowice	Poland	203	16,900	0.1	-	-
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Comtel Focus S.A.

Vienna House Easy Airport Bucharest	Own	Hotel Building	-	283 Calea Bucurestilor 75100 Otopeni - Bucharest	Romania	177	10,234	10.7	0.0	6.0
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VHE Bratislava Real Estate s.r.o.

Vienna House Easy Bratislava	Own	Hotel Building	-	Galvaniho ul. 28, 82104 Bratislava	Slovakia	170	8,210	7.5	-	6.7
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Property Details	Type of Ownership	Building/ Vacant land	Contract Period	Location	Town/ Country	No. of Keys	Area (Sqm)	Book Value as of December 31, 2021 (EUR)		Obligation
								Land, Building and Equipment	Right of Use	

Vienna House Easy Pilzen s.r.o.

Vienna House Easy Pilzen	Operating Lease	Hotel Building	Contract ended in year 2028	U Prazdroje 6 30100 Pilsen	Czech Republic	144	8,382	0.1	-	-
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Vienna House Diplomat Prague a.s.

Vienna House Diplomat Prague	Operating Lease	Hotel Building	Contract ended in year 2039	Evropska 15. 16041 Prague	Czech Republic	400	27,800	0.0	-	-
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VHE Bratislava s.r.o.

Vienna House Easy Bratislava	Operating Lease	Hotel Building	Unlimited Contract	Galvaniho ul. 28, 82104 Bratislava	Slovakia	170	8,210	0.0	0.0	-
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Vienna House Hotelmanagement GmbH

Management Platform	Equipment Owner	-	-	Dresdner Straße 87, 1200 Vienna, Austria	Austria	-	-	0.0	2.8	-
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Vienna House Cluster Deutschland GmbH

Cluster Companies in Germany	Equipment Owner	-	-	Leuchtenbergring 20, 81677 München, Germany	Germany	-	-	0.0	0.0	-
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Vienna House Cluster Polen Sp. z.o.o.

Cluster Companies in Poland	Equipment Owner	-	-	ul. ALEJE JEROZOLIMSKIE, nr 65/79, lok., 00-697 Warsaw, Poland	Poland	-	-	0.0	0.0	-
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Vienna House Cluster Tschechien s.r.o.

Cluster Companies in Czech	Equipment Owner	-	-	Praha 6 - Dejvice, Evropská 370/15, PSC 16041, Czech Republic	Czech Republic	-	-	0.0	-	-
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## Notes

- 1) The Annual General Meeting of Shareholders No. 2021 held on March 31, 2021, approved the partial sale of properties, totalling 8 assets, including this. The Company is currently in the process of disposing the asset.
- 2) The Annual General Meeting of Shareholders No. 2021 held on March 31, 2021, approved the sale of 4 properties to jointly invest with Noble Development Public Company Limited, including this asset. The Company is currently in the process of disposing the asset.
- 3) The Extraordinary General Meeting of Shareholders No. 1/2018 held on January 4, 2018, approved the sale of 8 properties, including this asset. The Company is currently in the process of disposing the asset.
- 4) On September 20, 2021, Project Green Co., Ltd., changed its name to Khukhot Station Alliances Co., Ltd. The Annual General Meeting of Shareholders No. 2021 held on March 31, 2021, approved the joint venture transaction with Noble Development Public Company Limited, or 4 companies to be established together with Noble, including this asset. The Company is currently in the process of disposing the asset.
- 5) Sublease agreement from BTS Group Holdings Public Company Limited
- 6) Entered into a lease agreement from Miss Jarunee Maneekul for a period of 21 years from February 1, 2007 to January 31, 2028.
- 7) The Annual General Meeting of Shareholders No. 2021 held on March 31, 2021, approved the partial sale of properties, totalling 15 assets, including this. The Company is currently in the process of disposing the asset.
- 8) Collateral mortgage with financial institution amount to 2,611 million baht.
- 9) Collateral mortgage with financial institution amount to 4,330 million baht.
- 10) Collateral mortgage with financial institution amount to 1,430 million baht.
- 11) Collateral mortgage with financial institution amount to 12,000 million baht.

## Report of Asset Valuation

In 2021, the Company and its subsidiaries conducted a valuation of property plant and equipment and other assets to support financial statements with property details as follows:

Type	Location	Area			Type of Ownership	Obligation (The other party)	Objective of Asset Valuation	Valuation Price (million baht)	Valuation Agent, Key Valuator	Date of Valuation
		Rai	Ngan	Square wa						
U City Public Company Limited										
Chonburi Project (Panya Resort)	Ban Mhung, Bang Phra, Sriracha (Bang Phra) Muang Chonburi, Chonburi	2	0	18	Own	-	Public	7.00	S.L Standard Appraisal Co., Ltd.	1 November 2021
Noble Ploenchit Condominium	Lumpini, Pathumwan, Bangkok	Total area 4,446.72 sqm with the ownership ratio of 4,446.72 parts out of 90,136.83 parts			Own	Collateral	Public	855.00	S.L Standard Appraisal Co., Ltd.	1 October 2021
PrannaKiri Assets Company Limited										
Nakornratchasima Land	Pong Ta Long, Pak Chong, Nakhon Ratchasima	427	3	34	Own	-	Public	298.60	S.L Standard Appraisal Co., Ltd.	16 December 2021
Siam Paging and Communication Company Limited										
Nakornratchasima Land	Pong Ta Long, Pak Chong, Nakhon Ratchasima	37	2	98	Own	-	Public	18.10	S.L Standard Appraisal Co., Ltd.	16 December 2021
Tanayong Food and Beverage Company Limited										
Nakornratchasima Land	Pong Ta Long, Pak Chong, Nakhon Ratchasima	87	3	94	Own	-	Public	40.40	S.L Standard Appraisal Co., Ltd.	16 December 2021
Pacific Hotel Chiangmai Company Limited and Pacific Chiangmai Company Limited										
Anantara Chiang Mai Resort and Spa	Chang Khlan, Mueang Chiang Mai, Chiang Mai	7	1	53.5	Own	Collateral (4 Plots)	Public	1,115.00	S.L Standard Appraisal Co., Ltd.	15 December 2021
Khonkaen Buri Company Limited										
Avani Khon Kaen Hotel and Convention Centre	Nai Mueang, Nai Mueang (Phra Lub), Mueang, Khon Kaen, Khon Kaen	12	1	36.90	Own	-	Public	830.00	S.L Standard Appraisal Co., Ltd.	15 December 2021
BTS Land Company Limited										
Eastin Thana City Golf Resort	Bang Chalong, Bang Phli, Samutprakarn	2	1	11.4	Own	Collateral	Public	95.49	S.L Standard Appraisal Co., Ltd.	30 December 2021

Type	Location	Area			Type of Ownership	Obligation (The other party)	Objective of Asset Valuation	Valuation Price (million baht)	Valuation Agent, Key Valuator	Date of Valuation
		Rai	Ngan	Square wa						
Nine Square Property Company Limited										
Eastin Thana City Golf Resort 2	Bang Chalong, Bang Phli, Samutprakarn	3	1	55.1	Own	Collateral	Public	198.51	S.L Standard Appraisal Co., Ltd.	30 December 2021
Mak 8 Company Limited										
Eastin Thana City Golf Resort 3	Bang Chalong, Bang Phee, Samutprakarn	2	1	51.5	Own	Collateral	Public	196.00	S.L Standard Appraisal Co., Ltd.	30 December 2021
Prime Area 38 Company Limited										
Sukhumvit 38 Land Project	Prakanhong, Klongtoei, Bangkok	2	0	36	Own	Collateral	Public	2,508.00	S.L Standard Appraisal Co., Ltd.	1 October 2021
Prime Area 12 Company Limited										
Sukhumvit 12 Land Project	Klongtoei, Klongtoei (11 <sup>th</sup> Prakanhongnua) Klongton (11 <sup>th</sup> Prakanhongnua), Klongtoei, Klongtoei (Prakanhong) Prakanhong, Bangkok	2	0	89.5	Own	-	Public	2,312.70	S.L Standard Appraisal Co., Ltd.	15 December 2021
NPARK Global Holding Company Limited										
Korat Land	Nong Krathum, Mhun Wai, Jor Hor (Mhun Wai), Muang Nakhon Ratchasima, Nakhon Ratchasima	137	1	73	Own	-	Public	664.30	S.L Standard Appraisal Co., Ltd.	16 December 2021
Prime Area Retail Company Limited										
Unio Charan 3	Wat Tha Phra, Bangkok Yai, Bangkok	Total area 112.98 sqm with the ownership ratio of 112.98 parts out of 54,650.68 parts			Own	-	Public	8.36	SIMS Property Consultants Co., Ltd.	29 March 2021
Unio Rama 2 – Thakham	Samaedam, Bangkhuntien, Bangkok	Total area 125.04 sqm with the ownership ratio of 125.04 parts out of 18,485.03 parts			Own	-	Public	11.88	SIMS Property Consultants Co., Ltd.	29 March 2021
Unio Serithai	Khlongkum, Beungkum, Bangkok	Total area 163.85 sqm with the ownership ratio of 163.85 parts out of 17,838.07 parts			Own	-	Public	12.12	SIMS Property Consultants Co., Ltd.	29 March 2021

Type	Location	Area			Type of Ownership	Obligation (The other party)	Objective of Asset Valuation	Valuation Price (million baht)	Valuation Agent, Key Valuator	Date of Valuation
		Rai	Ngan	Square wa						
Unio Sukhumvit 72 Phase 1	Samrong Nua (Bangna), Samut Prakan (Bangna), Samut Prakan, Bangkok	Total area 167.89 sqm with the ownership ratio of 167.89 parts out of 26,889.33 parts			Own	-	Public	20.15	SIMS Property Consultants Co., Ltd.	29 March 2021
Unio Sukhumvit 72 Phase 2	Samrong Nua (Bangna), Samut Prakan (Bangna), Samut Prakan, Bangkok	Total area 165.6 sqm with the ownership ratio of 165.6 parts out of 26,872.56 parts			Own	-	Public	19.87	SIMS Property Consultants Co., Ltd.	29 March 2021
U Remix Company Limited										
Noble Remix	Klongton, Prakhong, (11 <sup>th</sup> Prakanhongnua), Klongtei (Prakanhong) Bangkok	Total area 6,726.83 sqm with the ownership ratio of 6,726.83 parts out of 46,025.81 parts			Own	Collateral	Public	1,235.90	Powerland Plus Appraisal Co., Ltd.	31 July 2021

## Intangible Assets of the Company and its Subsidiaries

As of December 31, 2021, the Company and its subsidiaries have intangible assets used in business operations, including intangible assets derived from business combination, Heritable building right and computer software which has the net book value of 280 million baht.

## Lease Agreement at the Ratchaphatsadu Land at Rong Pasee Roi Chak Sam Development Project with the Treasury Department, The Ministry of Finance

Rong Pasee Roi Chak Sam Joint Venture ("Joint Venture") (former name "A Joint venture group between U City Public Company Limited, Aman Resort Services Limited and Silver Link Holding Limited") entered into a lease and joint investment agreement dated May 10, 2005 for construction and management with the Treasury Department, the Ministry of Finance by Joint Ventures to invest in land development for the construction of hotels and other buildings and transfer of ownership rights to government agencies. On May 24, 2019, Joint Venture has made an amendment to the above contract dated May 10, 2005 ("Amendment Agreement") with the Treasury Department Ministry of Finance. The Joint Venture will have the right to manage the hotel with a period of 30 years from the date of completion in building construction and renovation and acceptance of work granted from the Inspection Committee. However, Joint Venture have to complete the building construction and renovation which cost not less than 1,040.57 million baht within 6 years from the date of Amendment Agreement. In addition, Joint Venture have to pay for use of land and land rental to the Treasury Department amount to 1,659.34 million baht. Lease amendment and agreement can be summarised as following:

<b>Location</b>	Ratchaphatsadu Land, registration no. KorTor 043314 (Roi Chak Sam Plot) Land Title Deeds No.2317, 3618 and 3257, Silom Sub-district, Bang Rak District, Bangkok	
<b>Rental Period</b>	30 years from the date of completion in building construction and renovation and acceptance of work granted from the Inspection Committee	
<b>Contract Year</b>	May 10, 2005	
<b>Amendment Date</b>	May 24, 2019	
<b>Area</b>	5 Rai 60 Square wa	
<b>Compensation Rate</b>	Start payment from the date of signing the contract (Amendment)	
<b>Usability</b>	Year 1 - Year 3	20.84 Million baht per year
	Year 4 - Year 6	22.72 Million baht per year
<b>Rental Rate</b>	Start from the date of completion in building construction and renovation and acceptance of work granted from the Inspection Committee	
	Year 1 - Year 3	24.76 Million baht per year
	Year 4 - Year 6	26.99 Million baht per year
	Year 7 - Year 9	29.42 Million baht per year
	Year 10 - Year 12	32.07 Million baht per year
	Year 13 - Year 15	34.96 Million baht per year
	Year 16 - Year 18	38.10 Million baht per year
	Year 19 - Year 21	41.53 Million baht per year
	Year 22 - Year 24	45.27 Million baht per year
	Year 25 - Year 27	32.07 Million baht per year
	Year 28 - Year 30	53.78 Million baht per year
<b>Special Compensation Rate</b>	Year 1	Pay 50 million baht
	Year 21	Pay 50 million baht
	Year 22	Pay 50 million baht
	Year 23	Pay 50 million baht
	Year 24	Pay 50 million baht
	Year 25	Pay 50 million baht
	Year 26	Pay 50 million baht
	Year 27	Pay 50 million baht
<b>Usability</b>	Construction as a hotel	
<b>Obligation</b>	-None-	
<b>Copyright</b>	The Company has registered copyright for house designs that will be used in construction as follows:	
<b>Title</b>	Ban Na Kwang Natural Home	
<b>Category</b>	Fine Arts	
<b>Description</b>	Architecture	
<b>Creative Features</b>	Own created	
<b>Creative Year</b>	1996	
<b>Copyright Protection</b>	50 years from the creative year	



7.8

## ATTACHMENTS TO BE DISPLAYED ON COMPANY'S WEBSITE

- ▶ Good Governance Policy and Business Code of Conduct
- ▶ Environmental Policy
- ▶ Human Rights Policy
- ▶ Anti-Corruption Policy
- ▶ Data Protection Policy
- ▶ Enterprise Risk Management Policy
- ▶ Charter of Board of Directors
- ▶ Charter of Executive Directors
- ▶ Charter of Nomination and Remuneration Committee
- ▶ Charter of Audit Committee
- ▶ Definitions of Company's Independent Directors



**U City Public Company Limited**

21, TST Tower, 20<sup>th</sup> Floor, Soi Choei Phuang, Vibhavadi-Rangsit Road,  
Chom Phon, Chatuchak, Bangkok, 10900

Tel +662 273 8838 Fax +662 273 8858

(Registration No.0107537000459)

Email [IR@ucity.co.th](mailto:IR@ucity.co.th) | [www.ucity.co.th](http://www.ucity.co.th)

