



Form 56-1

One Report for 2021





Vision

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

Mission

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

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

Value

To provide quality services with emphasis on transparent management and auction. To give correct and honest information at all processes to build satisfaction and achievement to both buyers and purchasers with fairness and conformity with motto of the Company, which is

“YOUR SUCCESS IS OUR PRIDE”





“ with emphasis on diversifying the customer base into retail customers, as well as managing the business to support the growth towards the set goals.”

Message from the Chairman

In 2021, even though Thailand still experienced the COVID-19 pandemic crisis on continued basis, but the overall economy has gradually adjusted in a better direction as a result of the relaxation of government measures at the end of the year, and the accelerating of supply and distribution of vaccination thoroughly, so the economy began to recover. The overall business operations of the Company in 2021 remained satisfactory, despite the announcements of measures to assist the debtors by the Bank of Thailand and the financial institutions from time to time, including the flooding situations in many provinces which delayed the seizure of vehicles to the auction process for some period of time.

In 2021, the Company constantly arranged online auctions together with yard auctions. However, there were periods that yard auction had been closed and 100% of auctions had been arranged online in order to comply with measures to prevent the spread of COVID-19. Therefore, the Company took the opportunity during the closure of the yard auction to develop the areas and adjust the internal processes to be more systematically and efficiently. The Company developed an auction platform in the form of a timed auction or AUCT BID in the middle of the year, which has gained favorable feedback from the customers. In addition, auctions of other properties apart from vehicles and motorcycle had been arranged. Quality partners have been selected to jointly provide the services, with

emphasis on diversifying the customer base into retail customers, as well as managing the business to support the growth towards the set goals.

For 2022, overall economic conditions are expected to gradually improve. The used car markets and the prices of used cars have tendency to be better as the consumers' confidence and purchasing power start to resume. Therefore, the Company will strive to develop and adjust its business strategy in conformity with various situations to regularly generate profits and dividend payments to the shareholders. In addition, the Company will continue to develop services to meet the needs of customers under the economic uncertainty and the competition in the auction businesses which began to get tighter.

On behalf of the Board of Directors, we would like to thank shareholders, executives and employees and all stakeholders for their continued support. The Board of Directors is committed to supervise and support business operations under the good governance principles, for balance in the environment, society and good corporate governance to keep the business growing sustainably.

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

Financial Highlights

(Unit : Million Baht)

Statement of Comprehensive Income	2019	2020	2021
Revenue from services	803.42	864.34	896.83
Other revenues	9.16	4.74	4.86
Total revenues	812.58	869.08	901.69
Cost of services	378.01	411.70	419.70
Gross profit	425.41	452.64	477.13
Sales and service expenses	34.39	32.95	29.57
Administrative expenses	106.80	111.54	107.29
Profit from operating activities	293.38	312.89	345.13
Profit before finance cost and income tax expenses	293.38	312.89	345.13
Finance cost	-	21.66	23.07
Profit before income tax expenses	293.38	291.23	322.06
Income tax expenses	59.14	63.26	65.97
Profit for the year	234.24	227.97	256.09
Other comprehensive income:			
Actuarial profit(loss)-net of income tax	-	(2.51)	(3.05)
Total comprehensive income for the year	234.24	225.46	253.04
Sharing net profit for the year			
Ownership of the parent company	234.24	227.97	256.09
Profit for the year	234.24	227.97	256.09
Basic earnings per share	0.43	0.41	0.46

(Unit : Million Baht)

Statement of financial position	2019	2020	2021
Total assets	845.39	1,778.41	1,825.55
Total liabilities	328.11	1,272.14	1,286.23
Total shareholders' equity	517.28	506.27	539.32
Retained earnings - Unappropriated	182.03	171.02	204.07

Financial Ratio

Financial Ratio	2019	2020	2021
Liquidity Ratio			
Current Ratio (time(s))	2.03	1.39	1.51
Cash Flow Current Ratio (time(s))	1.24	1.49	0.96
Receivable Current Ratio (time(s))	6.55	6.64	7.51
Average Debt Collection Period (day(s))	55.69	54.97	48.59
Payment Period Ratio (time(s))	1.75	1.33	1.11
Average Repayment Period (days)	208.42	274.92	329.30
Profitability Ratio			
Gross Profit Margin (%)	52.95	52.37	53.20
Operating Income Margin (%)	36.14	36.00	38.28
Net Profit (Loss) Ratio (%)	28.85	26.23	28.40
Return on Equity Ratio (%)	47.19	44.54	48.98
Efficiency Ratio			
Return on Asset (%)	37.00	23.85	19.15
Return on Fixed Asset (%)	422.11	486.33	496.07
Asset Turnover (time(s))	1.02	0.66	0.50
Financial Ratio			
Debt to Equity Ratio (time(s))	0.63	2.51	2.38
Commitment Coverage Ratio (time(s))	1.20	1.42	1.25
Payout Ratio (%)	82.16	103.72	85.90
Other Ratios			
Book value per share (Baht)	0.94	0.92	0.98
Earnings per share (Baht)	0.43	0.41	0.47
Dividends per share (Baht)	0.40	0.43	0.40
Par value per share (Baht)	0.25	0.25	0.25
No. of shares (million shares)	550.00	550.00	550.00

Contents

Vision, Mission, Value	3
Message from Chairman	4
Financial Highlights	5
Part 1 : Business Operation and Operating Results	
1. Organizational structure and operation of the group of companies	9
2. Risk management	34
3. Business sustainability development	40
4. Management discussion and analysis	53
5. General information and other material facts	60
Part 2 : Corporate Governance	
6. Corporate governance policy	63
7. Corporate governance structure and material facts related to the board, subcommittees, executives, employees and others	77
8. Report on key operating results related to corporate governance	89
9. Internal control and connected transactions	105
Part 3 : Financial Statements	111
Attachments:	
Attachment 1: Details of directors, executives, controlling persons, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision and the Company's secretary	152
Attachment 2: Details of the directors of subsidiaries	170
Attachment 3: Details of the Heads of the Internal Audit and Heads of the Compliance	171
Attachment 4: Assets for business undertaking and details of asset appraisal	174
Attachment 5: Policy and guidelines on corporate governance and Code of conduct of the Company	182
Attachment 6: Management Responsibility for the Financial Statements and Report of the Audit Committee	183



Part 1

Business Operation and Operating Results



1. Organizational structure and operation of the company

1.1 Policy and business overview

Union Auction Public Company Limited (“The Company”) was registered as Union Auction Company Limited on 2 August 1991 with the start-up registered capital of 3 million Baht. The Company’s business was to conduct an auction of automobiles, under the management of Mr. Thepthai Sila, its promoter and business pioneer.

In the beginning, the key business focused on the used automobiles. In 1991, the owner established a company when seeing the potential of automobile auction services business which has not yet well-known at that time in Thailand. He studied the demand of customers and many car auction businesses in many countries, such as U.S.A., Japan, Australia, New Zealand, etc. with the objective to offer the alternative of automobile buying/ selling services and to create the ultimate satisfaction to customers, both buyers and sellers. The Company was considered the first company in Thailand conducting the automobile auction as an “Open Auction” in which the buyers showed the intention of purchase by offering the price to the public or participated bidders. The winner was the last one who offered the highest price.

The company’s current business has extended to an auction of motorcycles and other types of assets according to customer’s demand, such as land and houses, shares, furniture, electric appliances, and brand-name products, i.e. bags, watches (“brand-name”), etc.

The Company’s head office with the first auction conducting site was firstly established on Ladprao road between soi 85 and 87. In 1992, the head office was moved to 518/28 Soi Ramkhamhaeng 39 (Thepleela 1), Wangthonglang sub-district, Wangthonglang district, Bangkok 10310, which was the good location for convenient transportation and had bigger space for the growing business in the future. It has been the Company’s head office until the present.

With the transparent auction process up to the standard and long term experiences, the Company has gained acceptance and trust from many financial institutions, private sectors and governmental sectors. For example, Financial Sector Restructuring Authority (FRA) has assigned the Company to serve as an intermediary to conduct an auction for all types of property, i.e. cars, properties, and others, for years.

The Company made changes in order to develop the Company's sustainable growth and to put an emphasis on providing quality services by enhancing its operations and management to be professional and reach international levels. This included auctioning all kinds of products, not just cars and motorcycles in order to meet every need of the customer. The Company established quality service policies that focused on management and transparent auctioning. The Company gave accurate, honest and fair information in order to create confidence among buyers and sellers in each step. The Company developed a web based auction system that connected the working systems of different departments, offices and online stock auctions. This helped to inspect the condition of auctioned goods systematically and with real time standards. The Company appropriately assessed mid-priced assets or opening bids and received approval from asset owners. As a result, all bidders were able to purchase assets at an appropriate price according to the asset's condition and quality. This increased the value and success to both business allies and customers and aligned everyone with the company's motto,

“Your Success is our Pride”

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

1. Expand the market for car owners by increasing number of personal cars from direct owners.
2. Expand the customer base, whether small, medium, or large bidders.
3. Increase services and the variety of assets types that can be bid on.
4. Improve online bidding channels to be more convenient and effective.



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

The Board of Directors Meeting No. 5/2021, held on 17 December 2021, reviewed the Company's vision and mission as follows:

- **Vision**

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

- **Mission**

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

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

- **Business strategies**

The Company carries out its business by creating trust and bringing satisfaction to customers through quality, services, loyalty and fairness. The Company has been well received among customers. The Company's competitive strategies are as follows:

1. Price Strategies

The Company determines service charges in accordance with the demand and supply of the market. The executives reviewed the price strategies by primarily considering competition, competitor's prices and the market environment. For the buyer side, the company maintains the service fee for more than 6 years, therefore considering the adjustment of the service fee since August 2020 to be suitable for the market conditions. However, the Company does not have a policy to lower prices in order to compete with other auction operators, the Company emphasizes our main priority on service quality improvement to meet the customers' needs.

2. Product and Service Strategies

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

- Provided more than 38 rais parking lot for auction at the Company's headquarters and a 100 rais parking lot at the Rungsit branch to meet the need. Held Roaming auction at other

provinces in every region at convenient locations for easy travel for bidders that had a maximum capacity of 2,000 cars per auction, to meet the needs of customers.

- Professional staff and teams that have more than 30 years of experience are provided to give efficient, fair price estimate services for both vehicles and auction items for customers.

- A lot of buyers and end users create auction price competition and result in a fair price among customers and property owners.

- Insure property against loss and damages from fire and other contingencies with an insurance company. Provide 24 hour security at the location site and 24 hour monitoring with CCTV and organize maintenance teams to monitor its working system consistently.

- There is a dedicated staff service for advising an online registration including modifying the online application method in order to make it easier and more convenient for customers to apply and support the online auction. In addition, it was added convenience payment by QR payment instead of cash and the auction deposit can be refunded within the business day, resulting in the customers using online services accounted for more than 80%, from the existing 20%.

- The Company has increased an advance registration service for bidding card method for yard (onsite) auction. The customer can register via online channel in advance and pay deposit for bidding card via QR Payment System instead of cash payment for conveniently and speedily operations. This method is also another mean to prevent spread of coronavirus COVID-19 as it can reduce the gathering of crowded customers and cash contact.

3. Sales strategies and distribution channels (Place)

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

4. Sales Promotion Strategies

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

1) Maintaining Existing Customers

The Company has a large base of existing customers because it has been operating its business for over 29 years. This is a specific customer base that the Company is able to offer different services to stimulate trading or demand for the use of other services. The Company emphasizes

marketing by organizing service programs such as giving information via Social media; Lines, SMS, Facebook, Instagram, YouTube, and the Company's website. The customers can check their accumulated purchase points by themselves any time for convenience on redeeming special privileges in addition to sending an email including initial solving for customers and build confidence in the service for customers.

2) Increasing and Looking for New Customers

The Company set up goals to increase the sale volumes which require a larger customer base in regards to both quality and quantity of target customers. These customers come from marketing activities both directly and indirectly by having existing customers refer people. Moreover, The Company has strengthened good relationship with the Association of Used Car and many members of used car clubs, both in Bangkok and in upcountry to expand customer base of the potential car buyers. The Company acquires new customers who contacted the Company directly as a result of media marketing, advertising, and public relations. The Company emphasizes in marketing communication via new social media; Facebook, Lines, Instagram, Websites and YouTube etc. especially the company's Facebook which currently has more than 1,000,000 followers.

5. Strategies for Creating Trust

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

6. Strategies for Building Good Relationships with Business Allies

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

1.1.2 Changing and development of the Company as following;

1991 - 1997

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

1998 - 2002

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

2003 - 2007

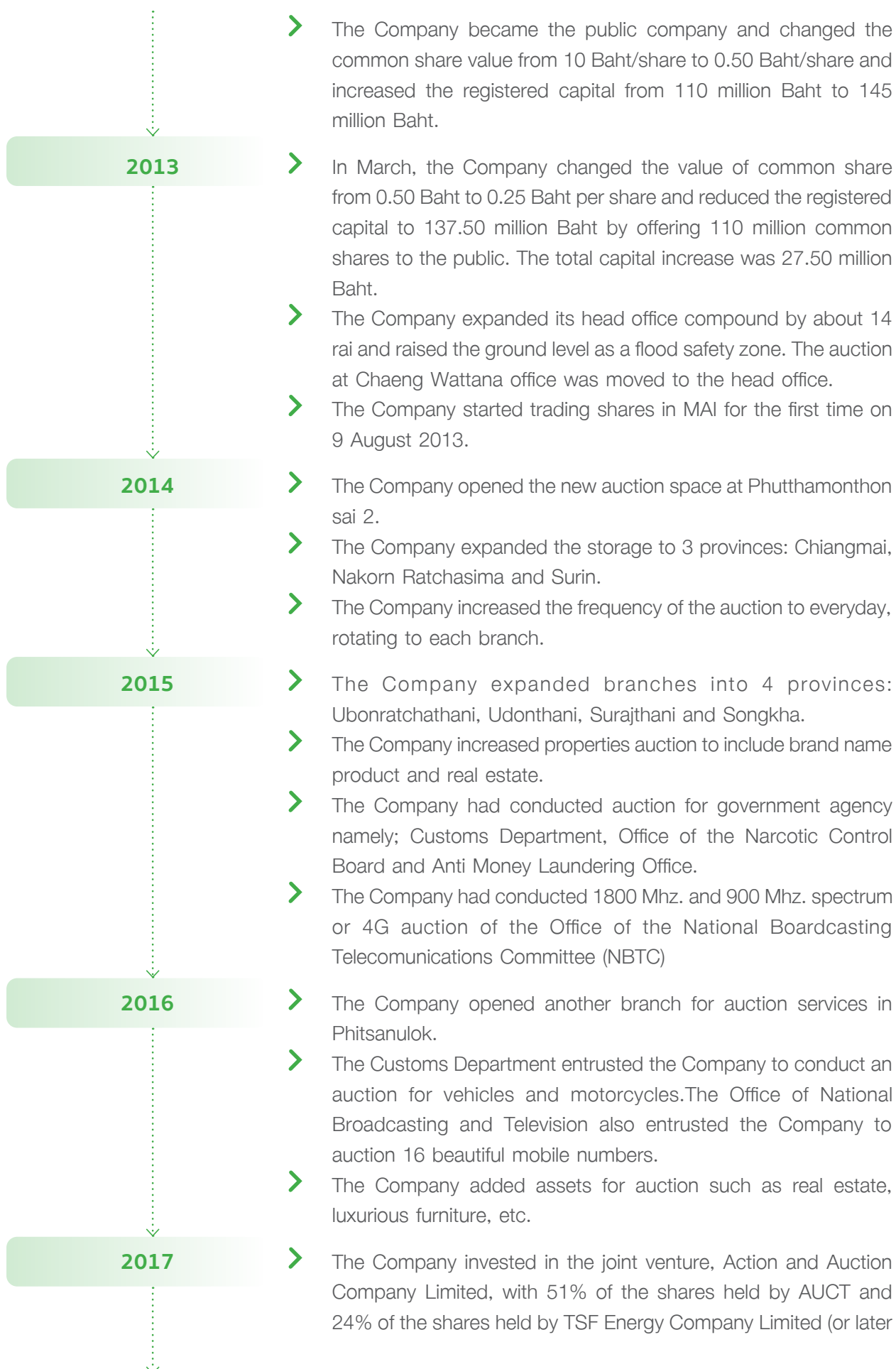
- The Company launched the first mobile auction in the upcountry and set up the automobile storage facilities in 17 provinces: Pitsanulok, Chiangmai, Nakorn Sawan, Sakolnakorn, Roi Ed, Ayutthaya, Chonburi, Nakorn Pathom, Saraburi, Ubonratchathani, Nakorn Ratchasima, Udonthani, Khon Kaen, Songkhla, Suratthani, Trung, and Phuket. This covered all regions in Thailand for the convenience of property's owners. The Company set up the new branch in Rangsit - Klong 8 to cover the customer base in Bangkok's vicinity.

2008 - 2009

- The Company expanded the automobile storage facilities in 3 provinces in the South region: Prachuab-kirikhan, Nakorn Srithamaratch, and Rayong.

2012

- The Company joined with Thailand Post - Chaeng Wattana branch for the auction space to be used for the auctioned cars test drive. This marketing strategy was to strengthen the confidence for customers before the auction started. The Company also extended the types of auction by joining with Toshiba Thailand Company Limited for the electric appliances auction at Rangsit - Klong 8 branch.



changed its name to TSF Extra Company Limited). Action and Auction Company Limited was set up with its registered capital of 10 million Baht to primarily operate a business related to the auction of assets, cars and motorcycles, namely Puean Pramoon Project which offers a full range of services such as vehicle and motorcycle trading advisory services, appraisal services, cleaning services, modification services, moving services, hire and purchase advisory services, compulsory insurance and vehicle registry transactions services.

- The Company was entrusted by the Customs Department to manage vehicle and motorcycle auctions as well as auction central property that was confiscated by the Office of the Narcotics Control Board.
- Close the Phuttamonthon 2 and increase the storage location at Samut Sakorn in order to accommodate the volume of goods in western Bangkok and the neighboring provinces.
- E-Onsite is a developed auction system in the form of an E-Auction at the auction yard in order to facilitate customers who do not wish to show their status at auction point.
- One stop service, adding services and giving advice on auctions, especially to customers who are first time bidders and customers who are interested in auctioning products with Union Auction.
- The Company was entrusted by Thailand's truck market leader to handle truck auctions in order to expand the opportunities of consumers in order to have greater access to such products.
- Rebranding to develop the image and the quality of the Company's services so that they were more up-to-date and more impressive for customers.

2018

- The Company developed the storage in Ratchaburi province to another branch for auction services to support business expansion in the central region.
- Opened a storage in Srakaew province to accommodate with the car volume in the East and connected to the North-east region.
- To terminate the operations and close Action and Auction Company Limited since the operating results did not reach the target.

2019

- The Company opened a warehouse in Chiang Rai to support the business expansion from an increased number of vehicles in the northern region.

2020

- Opened new warehouses in 3 provinces, i.e. Lampang, Sri Saket and Phang-gna to support regional business expansion throughout the country.

2021

- Developed new lease areas in Udon Thani and Khon Kaen to be bigger than the previous areas and they are occupied as the new branch locations in replacement of the existing ones to support for a larger number of vehicles.
- Renewal of head office lease area agreement as a long-term lease agreement for another 25 years to strengthen confidence for business operations in the future.
- Developed and improved head office areas by elevating floor areas, improving drainage system and laying concrete floor all over the areas to prevent flood problem. This development can enhance confidence of the business partners who employ the Company to take care of their properties while pending for sale.
- The Company has been listed as “200 Best Under a Billion” List in 2020 from Forbes.
- Opened the new leased area for the Rayong warehouse which was larger than the previous leased area to support for the seized amount of vehicles in the Eastern Region, and developed such area so that the auction can be arranged here instead of the parking area rented from the department store. Warehouse has been upgraded and registered as the Rayong branch.
- Opened the new leased areas for Khon Kaen branch and Udon Thani branch which were larger than the previous leased areas to support for the seized amount of vehicles in the north-eastern region.
- Developed the new leased area of Pattaya branch, Chonburi Province to replace the previous leased area which was quite small and has risk from being flooded to build confidence to the owners of the properties.

1.2 Nature of Business



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

Property Auction Service

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

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

Buyers : demand a variety of type and quantity of properties to meet their desire and budget.

Property owners : want to sell their properties at desirable prices and choose a broker company that can attract a lot of bidders in order to get the high potential of successful sales. The high competition can influence the property price.

Given the different needs above, to be successful in auction business, the Company must focus on acquiring a great variety type and quantity of properties in order to attract more bidders which will increase the success rate of the auction and the fair price competition. The Company emphasizes in delivering speedy and excellent quality services to buyers and property owners to guarantee customer's ultimate satisfaction.

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

1) Automobiles

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

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

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

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

Sample types of cars in auction



Private Car



Commercial Purpose Vehicle



Multi Purpose Vehicle



Car wreck

2) Motorcycles

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

Sample types of motorcycles in auction



3) Other types of property

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

The Company's other auctions as below:

1. Provide auctions for 5G spectrum or a beautiful phone number auction for mobile phone service of the Office of the National Broadcasting and Telecommunications Commission.
2. The auction for obsolete equipment, damaged in the possession of the State Railway of Thailand
3. Brand-name products auction
4. Provide auctions for Singer electrical appliances
5. A golfer's precious thing auction at the CHARITY NIGHT HONDA LPGA 2019.
6. Real estate auction

Total Revenue Structure of the Company for the year ended 31 December 2019 - 2021 as follows:

	2019		2020		2021	
	Million Baht	%	Million Baht	%	Million Baht	%
Vehicles auction income	703.31	86.55	733.97	84.45	777.31	86.21
Transportation services income	86.24	10.61	99.58	11.46	99.25	11.01
Other assets auction	13.87	1.71	30.79	3.54	20.27	2.25
Total service revenue	803.42	98.87	864.34	99.45	896.83	99.46
Other income	9.16	1.13	4.75	0.55	4.86	0.54
Total revenue	812.58	100.00	869.09	100.00	901.69	100.00

Development of a auction management system

The Company developed software to support new auction patterns and developed a modern information technology system to support data services for both buyers and sellers.

• Bidding with the application system

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

The AUCT Live system was developed, improved and used over the past 6 years to accommodate bidders who want to participate in bidding from any location that has internet access. Online bidders see a live video feed and hear the audio from the auction site via the Application. The Company used to rent software from overseas that was very expensive. In the middle of 2016, the Company



started using the AUCT Live system that the Company developed and it was successful which aims to reverse bidding patterns to a whole digital bidding system. Through the use of the application, the bidder's behavioral data will be collected at every stage and this increases transparency and the ability to monitor at all times. The system has been continually developed until the present.

Since 2018, the Company launched a mobile application under a concept called "AUCT Friend". The Company developed the system to support Thailand 4.0 with the mobile application which allows customers to access cost appraisal information, know the Company's auction schedule across the country, search for cars being auctioned and a notification system that notifies customers when vehicles being auctioned meet certain requirements. This increases customer convenience.

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

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

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

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

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

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

- **“AUCT BID” Countdown Auction System**

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

Auction Related Services

1) Vehicle Transfer Services

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

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

In 2021, the Company increased the after-auction vehicle relocation service to facilitate the customers who win the auction and this service can be provided throughout the country.

2) Price Estimate Services

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

Auction Process

- **Auction venue**

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

The Company has 32 storages for the auctioned properties located in 31 provinces as follows:

Central	North	North East	South	East
1. Bangkok: Head office	1. Chiangmai	1. Nakorn Ratchasima	1. Suratthani	1. Rayong
2. Patumthani: Rangsit	2. Pitsanulok	2. Ubon Ratchathani	2. Songkhla	2. Chonburi: Pattaya
3. Saraburi	3. Nakornsawan	3. Udonthani	3. Prachuab Kirikhan	3. Chonburi: Ban Bueng
4. Ayutthaya	4. Petchabun	4. Khon Kaen	4. Chumporn	4. Srakaeo
5. Samutsakorn	5. Chiangrai	5. Surin	5. Nakorn Srithammarat	
6. Ratchburi	6. Lampang	6. Roy-ed	6. Phuket	
		7. Sakolnakorn	7. Trang	
		8. Lampang	8. Phang-nga	





















The Company's storage sites can store in 31 provinces approximately more than 40,000 units.

Branch expansion to cover important areas throughout the country

The Company has 13 auctions in 13 provinces as follows:

Central	North	North East	South	East
Bangkok (1)	Chiangmai (1)	Nakornratchasima (1)	Suratthani (1)	Rayong (1)
Patumthani (1)	Pitsanulok (1)	Ubonratchathani (1)	Songkhla (1)	Chonburi (1)
Ratchburi (1)		Udonthani (1)		
		Khonkhean (1)		

Auction schedule

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

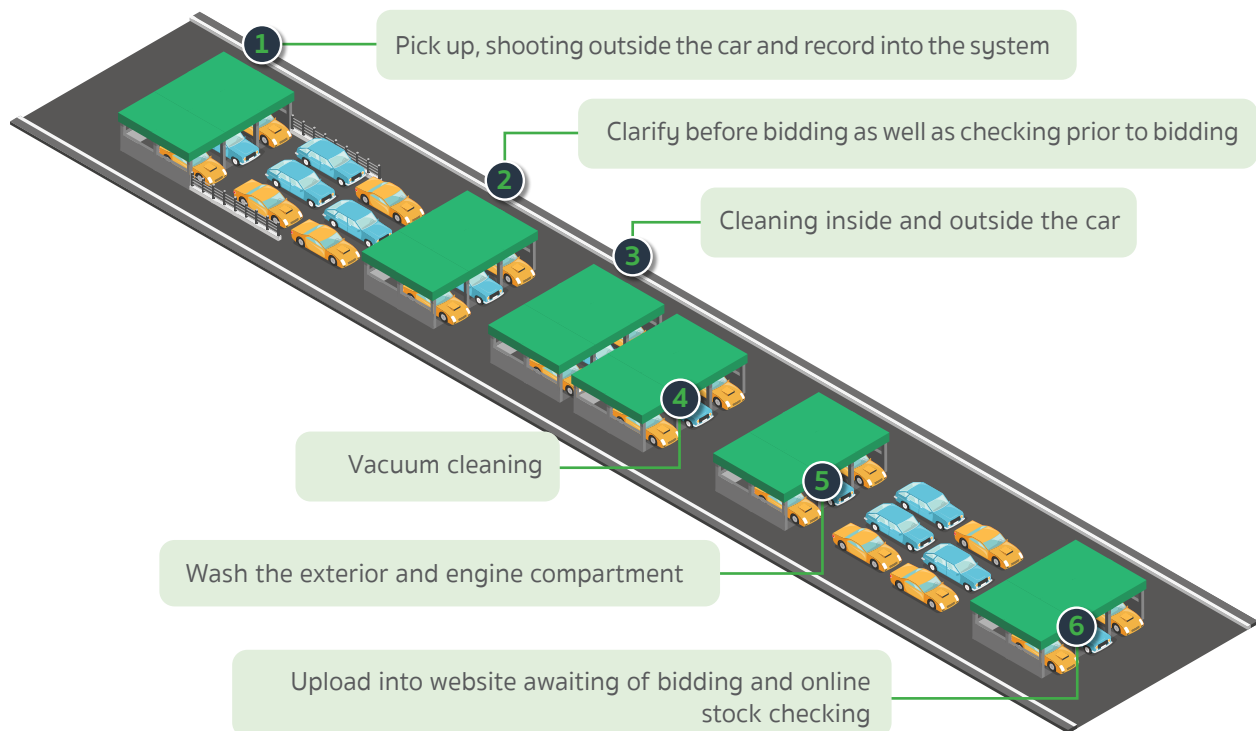
Mobile auction venue

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

In addition, the Company occasionally conducted auctions at places on request of the property owners, such as HINO trucks, property of Thai Airways International PCL. and The Customs Department, etc.

Auction Service System

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



Auction & Operation System

1. Web base connected between office site and online storage sites
2. Real time inspection for automobile pick up, photos and storage sites
3. Real time selling check during an auction with accurate and verifiable data
4. Decentralize branch management
5. Online system to reduce burden of data transfer
6. IT development to support automobile owner

- **Auction Procedures**

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

- 1. Raising a Bidding Card at the Auction Site**

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

- 2. AUCT Live Services**

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

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

- **Registration**

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

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

- **Participating Bidders**

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

- **Customer Relationship Campaign**

In order to maintain the relations with current bidders and encourage them to participate in the Company's auctions regularly, the Company has policy and criteria to provide more privileges to the bidders who are active for a period of long-time. The Company considered by the amount of the asset

and auction accumulated including payment histories that there is no default of payment for the auctioned. The privileges that customers will receive as follows:

1. The privileges regarding place a money deposit and deposit payment at least 10% until no need to place a money deposit and no deposit payment at least 10%.
2. The privileges regarding payment for taking the vehicle out before due date payment or taking the vehicle out before payment or pay in full by cash or cheque before taking the vehicle out which depending on the above criteria.

● Auction Procedure

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

- Automobile:** Opening price at less than 1 Million Baht sees a price increment at 2,000 Baht per call.
Opening price at more than 1 Million Baht sees a price increment at 10,000 Baht per call.
- Motorcycle:** Price increment is 1,000 Baht per call

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

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

● After-bidding Procedures

Payment of Auction Price

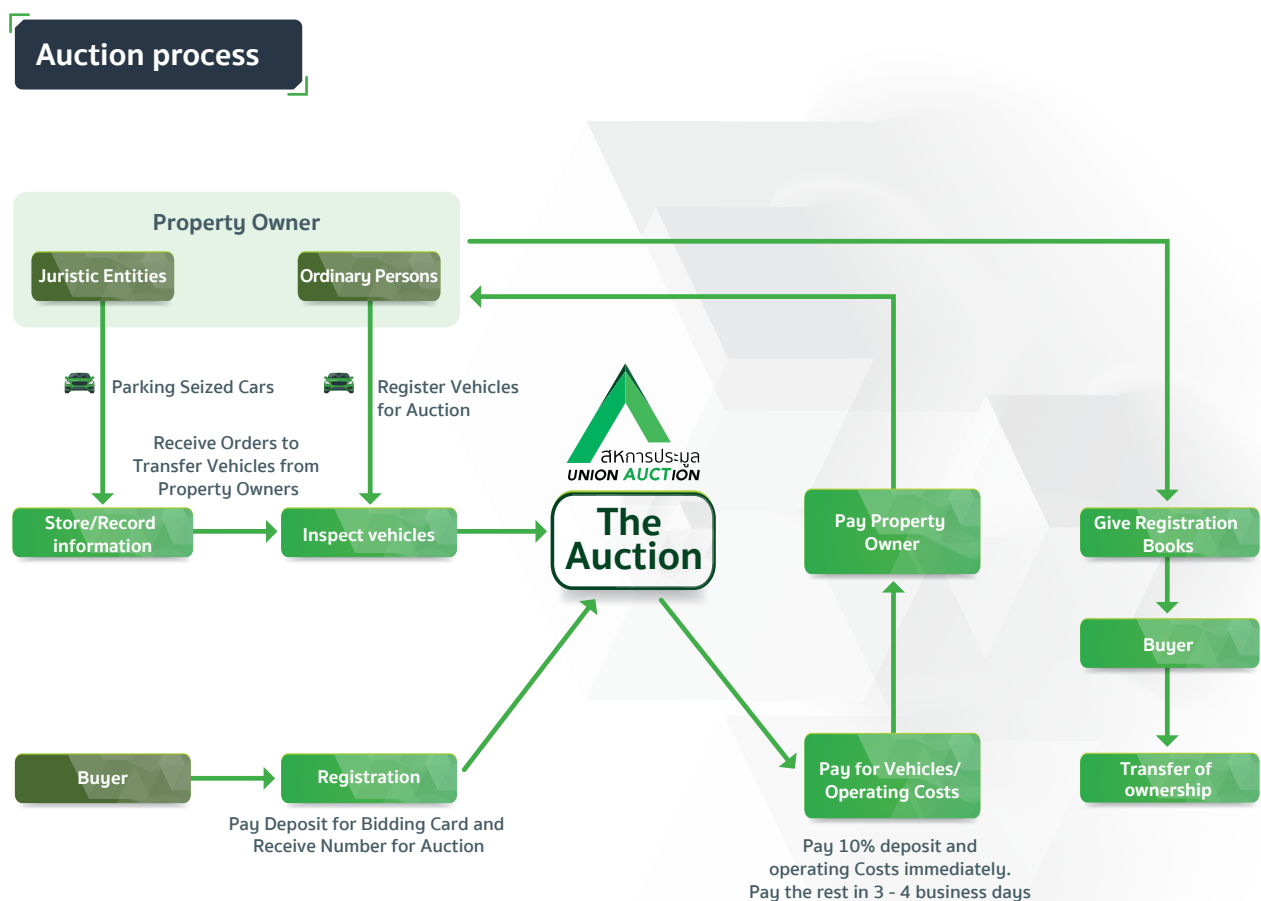
Auction price, in general, is paid in two tranches, the first one on the auction date for 10% of the property value but not less than 5,000 Baht and the other one within 3 - 4 business days (depending on the case according to the auction conditions) except for the privileged customers as specified. The customers who bid via the AUCT Live will pay for the full auction price within 4 days after the auction date According to the conditions of placing the collateral of each customer.

For general customers, the property shall be handed over only when the full payment is made. The Company will deliver the registration book and transfer paperwork within 7 - 30 business days (depending on each property owner). Buyers can check the registration book in the Company's website. In the case of no bidding on any property, the property owner can take the property back at no fees.

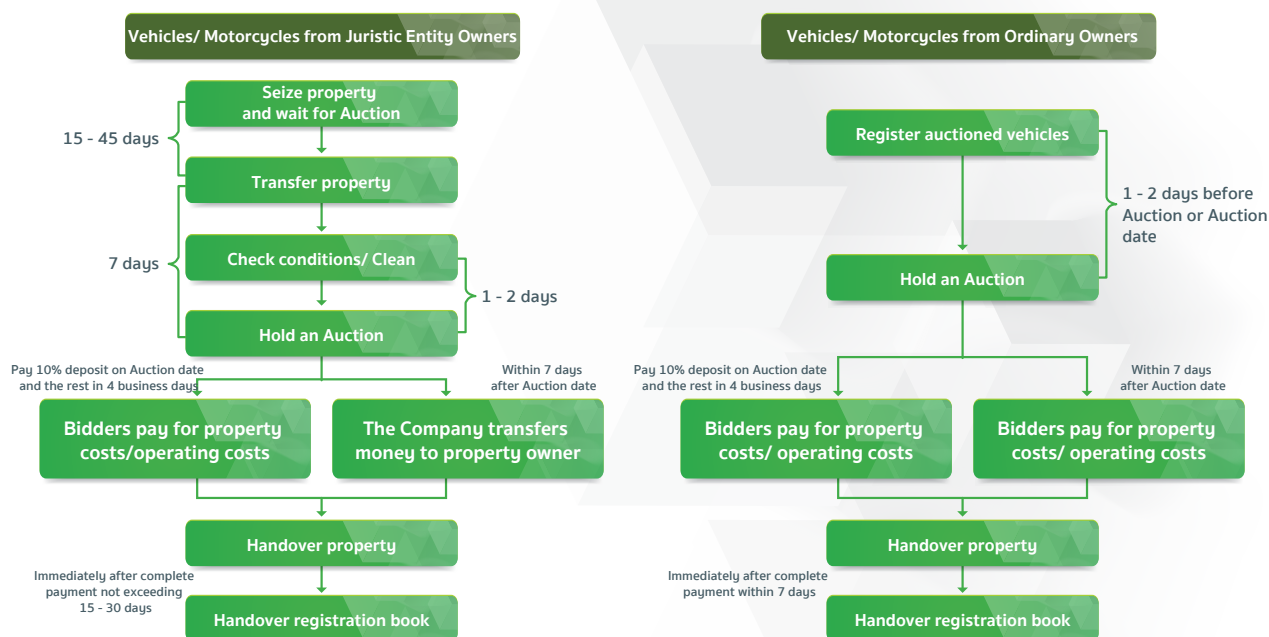
Delivery of Auction Proceeds

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

The process and the length of time involved in the auction service as above can be summarized by diagram as follows:



Timeline



• Marketing and Competition

For 2021 was another year which has been continually impacted by the coronavirus COVID-19 pandemic. Impacts from lockdown measures slowed down the domestic economic activities, and it was regarded as the year that the automobile industry sector has been changed in downward direction. Even though sales of new vehicles during the first half of the year has increased by 13.6 percent compared with the same period of 2020, partly due to the low base of sales volume in 2020, however sales volume of new vehicles began to decrease beginning from June until the accumulated amount of 10 months, which made overall sales volume in 2021 decreased by 2 percent compared with the same period of 2020.

In 2022, it is anticipated that the automotive markets will be gradually recovered to normal level with the support factors from recovery of the domestic economic conditions, and the export sector which was expected to be expanded pursuant to the recovery of the global economy. Higher useful life of vehicles on the road made the users need to change to the new ones, coupled with the new technology, i.e. energy saving system, safety driving system, that the automotive production companies offered to the consumers. Nonetheless, there were still challenging factors which were needed to be closely monitored, for instance, household debt which was higher than 93 percent per gross domestic products (GDP), the stringent measures of the financial institutes on granting the credit facility, and the pandemic from the Omicron variant of COVID-19. If there is severely pandemic situation within the country, lockdown measure might be imposed once again.

With regard to the production in 2022, it was anticipated that the automotive production will have tendency to expand by 6.5 percent, by dividing into production for domestic sales of approximately 800,000 - 850,000 vehicles and 900,000 - 950,000 vehicles will be production for export sales.

Electric vehicle or EV has tendency to be highly expanded pursuant to the increased demands, with the support from the public sectors and as the people pay more attention and place more importance to the environment, so EV can respond to the reduction of global warming situation and fuel-saving. The Company has positive view towards the change from fuel-powered vehicle to electric vehicle, both in terms of the environment and its business opportunity because the more changes of the vehicles, the more vehicles will enter into the auction system. The old fuel-powered vehicles are still necessary and needed by a lot of the people in upcountry.

Competitive in the Automotive Market

Statistics for domestic vehicle sales for 2013 - 2021 are as follows:

ปี	ยอดขาย (คัน)	เพิ่มขึ้น / (ลดลง)	ร้อยละ
2013	1,330,668	(105,667)	(7.3)
2014	881,832	(448,836)	(33.7)
2015	799,594	(82,238)	(9.3)
2016	768,788	(30,806)	(3.9)
2017	871,647	102,859	13.4
2018	1,041,739	170,092	19.5
2019	1,007,552	(34,187)	3.3
2020	792,110	(215,442)	21.4
2021	759,119	(32,991)	(4.2)

In 2021, the total vehicle sales in Thailand was decreased by 4.2% from 2020. The total number of vehicles sold was 759,119 units. Even though the number of vehicles sold in 2021 decreased from 2020, however, in December 2021 the total vehicle sales is still highest for the year due to the relaxation of lockdown measures and the arrange of car fair with more bookings than the target.

The year 2021 was another challenging year for the automotive markets due to continual impacts from COVID-19 pandemic which affected the manufacturing and sales amount of new automobiles and from various factors, such as slow-down economic conditions, stringent measures on provision of credit of the financial institutes, and increased risk factors from household debt. However, when considering from the other side, such impacts made prices of second-hand automobiles increase since the third quarter of 2021, and it also led to the increased development of online channel for the

second-hand automotive markets and the increased of the second-hand automotive trading platform from foreign investments.

The new wave of COVID-19 pandemic which has occurred since early of 2021 had severely and continually impacted the economic conditions, especially the tourism business, despite the negative factor, the vaccination acceleration project to provide to the people with aims at 100 million doses is still the hope and the mean to minimize impacts as it will play an important role to help the tourism sector and it is a positive factor or an important variable to determine recovery direction of the economy in 2021 to 2022.

In addition, the Company conducted the customer satisfaction survey in numerous services and average satisfactory levels obtained from total customers who answered the survey were 60 - 70 percent. Services which have been surveyed in the customer satisfaction survey were lucky draw coupon campaign (Fin Laek Jaek Jing), transportation services, AUCT Bid, AUCT Prestige program, AUCT Friend application, online payment system, vehicle conditions inspection, online sound engine analysis, loan and insurance services, and van or van carnival auction services, etc. Such results demonstrated that the services provided by the Company were interesting and received better feedback from the customers.

- **Assets used in business undertaking**

As of 31 December 2021, all branches of the Company have assets used in business undertaking were leasehold improvement, building, and equipment in the amount of Baht xx million consists of land improvements, buildings, building improvements and utilities, instrument and decorations, office equipment, vehicles, and construction in progress which shown in attachment 4.

1.3 Shareholding Structure

The Company has no subsidiaries or associated companies

1.3.1 Relationship with the business group of the major shareholder

- None -

1.3.2 Shareholders

As of 31 December 2021, the top 10 major shareholders of the Company are as follows:

Shareholder Name	Amount of shares	%
1. Sila Family	288,895,500	52.53
Mrs. Thidarat Sitapawang	92,108,900	16.75
Mr. Varunyoo Sila	89,003,700	16.18

Shareholder Name	Amount of shares	%
Mr. Pakphoom Sila	88,424,700	16.08
Mr. Thepthai Sila	14,108,200	2.57
Mrs. Wipha Sila	5,000,000	0.91
Mrs. Pannee Sila	250,000	0.05
2. BNY MELLON NOMINEES LIMITED	38,056,500	6.92
3. STATE STREET EUROPE LIMITED	28,095,200	5.11
4. Sareewiwatthana Family	26,120,800	4.75
Ms. Pimsiri Sareewiwatthana	13,550,000	2.46
Mrs. Waranee Sareewiwatthana	6,700,000	1.22
Ms. Pitchsinee Sareewiwatthana	5,870,800	1.07
5. Thai NVDR Company Limited	9,762,727	1.78
6. Yoadjarust Family	6,016,200	1.09
Mr. Suvit Yoadjarust	3,616,200	0.66
Ms. Nutthida Yoadjarust	1,500,000	0.27
Mr. Nutthavut Yoadjarust	900,000	0.16
7. Mr. Sinthu Weithwaruth	3,000,000	0.55
8. Ms. Sauwaluk Chaidechsuriya	2,307,400	0.42
9. Mr. Pisitpong Srivipat	2,167,000	0.39
10. Mr. Krit Patrapal	1,900,000	0.35
Other minor shareholders	143,678,673	26.11
Total	550,000,000	100.00

As of 31 December 2021, the Company has shareholders who are directors and executives as follows:

Directors and executives' name	Amount of shares	%
1. Mr. Varunyoo Sila	89,003,700	16.18
2. Mr. Thepthai Sila	14,108,200	2.57
3. Mr. Suvit Yoadjarust	3,616,200	0.66
4. Ms. Poonsilp Kaewchamnong	5,000	0.001
5. Mr. Sutee Samathi	500	0.0001
Total	106,733,600	19.41

1.4 Amounts of registered capital and paid-up capital

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

1.5 Issuance of other securities

-None-

1.6 Dividend policy

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

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

Historical dividend payment

	2018	2019	2020	2021*
Earning per share (Baht)	0.31	0.43	0.41	0.21
Dividend rate per share (Baht)	0.30	0.40	0.41	0.17
Dividend payout ratio per net profit (%)	96.74	93.92	98.92	81.69

* Paid from performance during 1 January 2021 - 30 June 2021

2. Risk management



2.1 Risk management policy and plan

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

Therefore, the Company's structures of risk management are categorized into 3 levels. These levels are corporate level, field level or business unit level and operational level. The Risk Management Committee (RMC) is comprised of directors that have been appointed to define the policies and the scope of operational risk management. This includes follow-ups, scrutinizing, and giving comments and recommendations regarding the tasks of risk management. In 2019, the Risk Management Committee appointed a group for operational risk management which consisted of the Company's high ranking executives from various business units to closely monitor risk management operations.

2.2 Risk factors on business operation

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

2.2.1 Risk factors on business operation

1) Risk of Fire

The Company realized and emphasized the importance of damages caused by fire. As a result, the Company organized preventative measures for the risk of fire by regularly inspecting

buildings, facilities and electrical systems. The Company organized preventative training, classes on extinguishing fires, and fire drills for employees. The Company monitored and maintained the functionality of closed circuit cameras at all times, prepared electrical system assessment plans that included all electrical devices at the main office, inspected fuel storage safety, put materials in place, prepared and installed a sufficient amount of fire equipment which covered every area in order to reduce the risk of a fire occurring. The Company also prepared a plan in case an event beyond one's control occurred by having fire insurance to support the unexpected risks. The amount that customers' assets are insured is higher than the property valuation in order to ensure that the Company had prepared a measure to substantially handle the risk of fire. However, the Company has never experienced any major fire damage in the past.

2) Risk of Flooding

The Company has all-encompassing flood preventative measures because different locations were prepared above flood water levels in order to stock vehicles in 32 different locations all across the country. Other than convenience for property owners, the Company is able to use these locations for storing assets in the case that some locations are affected by floods in the future. At the head office, Safety Zone area is assigned in case of an emergency with continued development of the area as follows:

- In 2011, the Company put up a 2 meters high soil shielding line on a 3 rai plot of land and a 0.5 meter high line on another 6 rai.
- In 2013, the Company expanded the Safety Zone by putting up a 3 meter high soil shielding line on about another 14 rai.
- In 2017, the Company has elevated the floor of car receive area, car cleaner area and car inspection area, a total of 6 areas. Moreover, the inner road was built as a flood protection lines. Large pumps were installed and the drainage way system was improved.
- In 2019 - 2020, the Company has elevated the floor of car receive area in addition and filling a pond with crushed rock to make it a car receive area. Besides, water drainage and concrete floor were made in full area of 12 rai.
- In 2021, the Company raised the garage floor with crushed stone, make a drainage way, and concrete full area of another 10 rais.

The Company has purchased insurance that covered properties, cars, motorcycles and furniture for headquarter sites as well as 32 other storage locations all across the country. The Company also prepared a process for flood preventative measures. This began by inspecting the availability of equipment, personnel and reporting the incidents to authorized person to direct the act.

As a result, the Company concluded that the Company could manage the risk of flooding at a good level.

3) Risk from a Group of Major Shareholders that Influence the Company's Business Operations

As of 31 December 2021, the Sila family were major shareholders that owned 288.91 million shares of the Company's total shares which is equivalent to 52.53% of the 550 million shares of registered capital and paid-up capital (at a par value of 0.25 Baht). This is greater than 50% of the registered and paid-up capital. This group of shareholders could potentially have the power to control and influence the operations as well as the resolutions of the shareholders' meeting for general business activities, except for crucial agenda items where the voting resolution requires three quarters of the shareholders to approve.

However, the Company realized the importance of having a balance of power, the Company has measures that prevent this group of shareholders from exercising unlimited power by appointing 3 independent directors that are not major shareholders or executives. These 3 independent directors equal 33.33% of the total number of directors that serve on the board of directors. To a certain extent, they are able to examine and review operations, balance the power on behalf of minor shareholders and also scrutinize all issues before being proposed to the Meeting of Shareholders.

4) Risk from Reliance on Property Owners as a Source of Auction Items

The main assets that the Company provides in auctions are vehicles and motorcycles which is approximately 98 percent of the total revenue of the Company. In 2021, the Company secured a large number of vehicles and motorcycles through the juristic person owner. Most of the property owners are financial institutions that have released automobile hire-purchase loans and taken seized vehicles from their customers to bid. The number of vehicles that the top 3 operators brought to auction accounted for approximately 60 percent of the assets that the Company's auction deals closed. These 3 operators are considered major operators in the automobile hire-purchase business that the Company relies on. However, the Company may have risk in the case that asset owners conduct their own auction business or bring assets to auction at other companies. This may affect the Company's business.

Nonetheless, the Company's management believes that the above risk is not likely to happen because the major financial institutions who are major customers have policies to focus heavily on their core activities and embrace transparency in auctions. Conducting their own auctions would only turn them into leasers and auctioneers at the same time and could possibly cause disputes with customers who demand transparency in practice. Regarding the risk in using other auction houses, the Company is confident that the competitive edge that the Company has accumulated through more

than 30 years of experience in this business and its good service should provide a solid base for retaining these massive customers who have a long standing trust and business relationship with the Company. This includes a focus on providing quality service and reliability. For instance, the Company provided more than 32 vehicle storage areas across the country and free pre-auction check-up services at headquarters and at the Rangsit Branch, as well as grading vehicles to the standard. This creates trust in the Company's management and certainly makes a barrier for new players and competitors to enter this space.

In addition, the Company has policies to reduce such risk by developing better and more effective information technology system whereby the property owners are able to trace auction results immediately. Information about vehicle stock, the number of vehicles remaining in inventory and period of stock can all be traced. This helps in planning the next auction. The Company also emphasizes providing good quality service by developing E-Auction, Mobile Auction and E-Onsite system to increase customers and property owners' satisfaction. The Company plans to increase procurement from businesses and individuals by enforcing marketing channels and strategies such as providing pre-auction expert consulting for appraisal and looking after properties so they do not incur any damage.

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

Most auction items are cars and motorcycles that are seized from defaulting customers. According to the leasing contract, owners have a certain period of time to redeem their seized items. As a result, such items are unable to be immediately used for auction. According to the contract agreement between the Company and the financial institute, seized cars and motorcycles are under the Company's possession to be auctioned and these automobiles will be stored at the Company's storage facilities under the Company supervision. Before auctions, the seized vehicles will be stored at the Company's storage facilities. Cars are stored for 1 - 45 days and motorcycles for 1 - 15 days. The Company is also responsible for moving those vehicles to the auction venues. This could create a possible risk because the Company would be held liable for any damages or loss to any vehicles under its supervision.

The Company has taken measures against potential damages resulting from accidents or any damages to vehicles under the Company's possession by installing surveillance cameras at storage sites, implementing strict access controls, hiring out-sourced 24 hour security guards at all storage location sites. In the case that damages occur due to an act of the security guards or their negligence, as stated in the contract, the security company is responsible to reimburse damages to the property and the Company. The Company also purchased insurance for the sum insured of 3,313 million Baht which covered the Company's properties and storage location sites all over the country

and 235 million Baht sum insured to cover all properties for a storage site of companies affiliated with a financial institution. To prevent unnecessary damage during transportation, the Company requires that the contractors that are hired to transport the vehicles provide insurance that covers damage to vehicles and covers full liability of the contractors and the sub-contractors. Through these measures, the Company is confident that it is able to reduce the risk of loss or damage to the vehicles to a certain extent.

6) Risk from Credit Terms Granted to Buyers

To promote business with customers, the Company granted privileges to qualified bidders. Since 1 July 2014, VIP Cards have been given to customers who have contact with the Company in order to encourage greater bidding. The Company has revised the privileges every year to reduce the risk of default payment from customers who can take the properties out before making full payment as follows:

Criteria	Card Deposit	10% Minimum Deposit	Payment to take car out
Card No. 8	None	None	None
Card No. 7	None	None	Full payment in cash, transfer, credit card, cashier cheque or bill of exchange
Card No. 6	None	None	Full payment (by paying cheque within 3 days after the auction date or 2 days in case auction from upcountry)
Card No. 3	None	None	None or full payment not exceeding 30 - 90 day as agreed in cash, transfer, credit card, cashier cheque or bill of exchange
Card No. 1 (Former auction customers)	Required	Required	Full payment in cash, transfer, credit card, cashier cheque or bill of exchange
Card No. 9 (First time car auction customers. Able to bid on 1 car per card)	Required	Required	Full payment in cash, transfer, credit card, cashier cheque or bill of exchange

Note :

1. The auctions at the head office and Rangsit locations are subject to payment no later than 4 working days after the auction.
2. Mobile auctions and up-country branch customers are subject to payment no later than 3 working days after the auction.

The Company is fully aware of such risks and made attempts to mitigate it. As a basis for the consideration of granting privileges to bidders, the Company also keeps statistical records of customers to analyze the transaction volume, characteristics, consistent contact with the Company and payment records with no default history. Besides this, the Company withholds the vehicle registration books and does not deliver them to buyers until full payment has been made. This should prevent the risk of undesirable reselling or retransferring of the vehicles. Since some of the bidders also offer their vehicles for auction with the Company, the Company can confiscate those vehicles as a guarantee. The measures and criteria in granting the above privileges are subject to revision and amendment. Customers with non-conforming behaviors shall be withheld.

Currently, the Company reviews credit for bidders every year and bidders' credit is regularly reviewed for revision.

7) Risk from Covid-19 Pandemic

In 2020 - 2021, covid-19 pandemic situation impacted business with regards to number of auctioned vehicles, and number of customers entering into auction areas which were regarded as income and reputation risks. The Company handled such situation by strictly complying with the announcements of the government agencies, for instance, screening body temperature of employees and visitors, specifying for compulsory wearing of face mask before entering into the Company's areas, providing hand washing service points adequately and publicizing for social distancing. Nonetheless, the Company can expand a large amount of customer base from yard auction channel to E-Auction channel. The customers can register and auction via E-Auction system without coming to the auction yard.

2.2.2 Investment risk imposed on the securities holders

-None-

2.2.3 Foreign investment risk

-None-

3. Corporate Social Responsibility

3.1 Policy and objectives of sustainable management

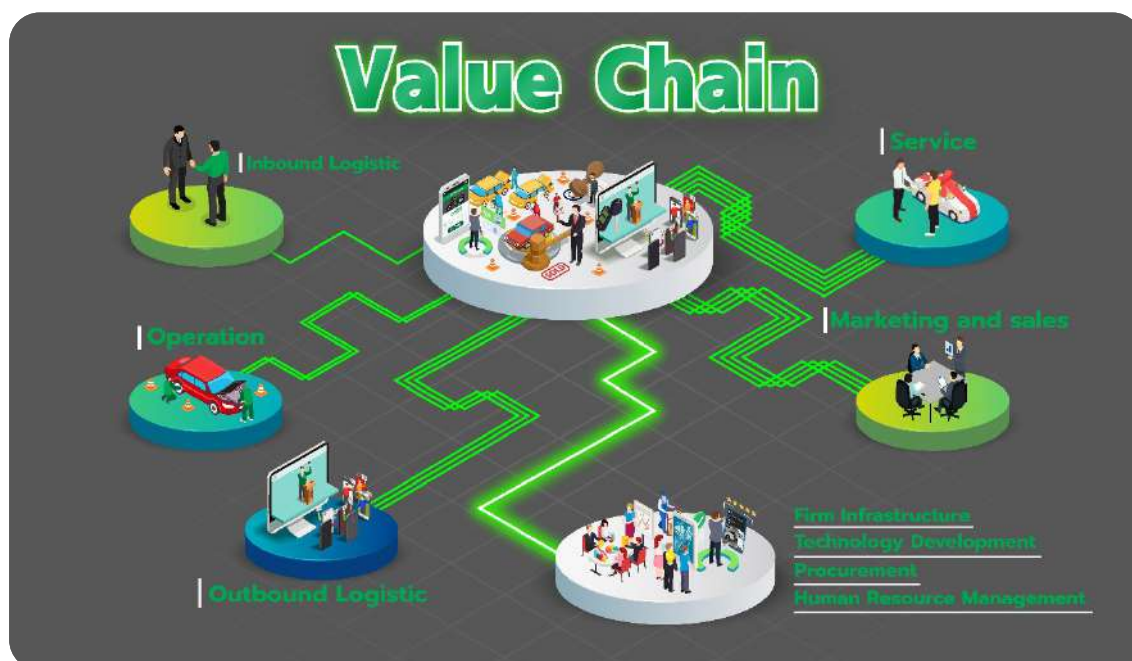
Union Auction Public Company Limited aim to develop sustainability to our business to ensure short and long-term benefit of its stakeholders, mutual and consistent growth of business partners or alliances with the Company, and well-being of the community and society.

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

3.2 Management of impacts on stakeholders in the business value chain

3.2.1 Business value chain

The Company's main business is to act as an intermediary in providing asset auction business, by representing customers, both the buyer's side and the seller's side. Hence, effective value chain management is an important factor to drive the Company's business, and quality of working processes must be developed constantly. The Company's value chain consists of:



- **Main Activities**

- 1) **Inbound Logistics / Asset Procurement Process / Seller Management**

The Company has an internal asset management system to allow the asset owners access, use and manage their assets as needed anytime. The Company continually develops and applies new technologies for asset management to respond to the needs of asset owners, including provides advice and information on asset auction process to the customers professionally.

- 2) **Operation**

The Company has an effective system on management of assets that will be auctioned effectively, by developing and modernizing the asset management system to meet the needs of asset owners, managing internal warehouse, paying attention to products inspection services and reporting information accurately to build trust and confidence to the customers, so that they can make the right decisions for purchasing and selling. In addition, the Company has established operating rules and standards, as well as arranged the trainings for employee development regularly.

- 3) **Outbound Logistics / Product and Service Distribution / Buyer Management**

The Company has scattered branches throughout the country to support services to customers for speedy distribution of products and for more conveniently.

The Company also has online auction service system to facilitate the customers, so that they can bid for products anywhere without having to travel to the auction location.

- 4) **Marketing and sales**

The Company communicates the methods and procedures on using auction services to make the customers able to access to services easily as well as notifies information on lists of products scheduled for sale in each location to the customers in advance in several channels so that customers will have time to study and prepare before the auction date.

- 5) **Service**

The Company has a customer relations department to receive complaints, listen to customer feedback, and coordinate with relevant departments, including conducts customer surveys periodically to consider, correct or improve services and work process for better efficiency.

The Company also arranges for the insurance of products and other add-on services to provide customers with greater satisfaction and convenience.

- **Support Activities**

- 1) **Firm Infrastructure**

The Company places importance on supervising, developing and improving the work systems used in the Company's business operations to be up to date at all times so that they

can provide services to customers quickly, accurately and efficiently, such as auction system, asset management system, product inspection system, service management information system, assets owner information system, and human resource management information system. The storage facilities have also been maintained and improved to always keep them safe.

2) Technology Development

The Company has implemented technologies in the operations and the service provisions to develop the system to be more efficient, fast and standardized. The Company also studies, conducts research, or find partners to jointly develop innovative technologies to respond to the customers' requirements and the changing world.

3) Human Resource Management

Human resources work is the key to operations, thus the Company puts emphasis beginning from the selection of knowledgeable, competent and skilled personnel to perform duty in each function to the arrangement of good coordination within the internal units. Competitive compensation has been managed to motivate the employees, and the employees have been encouraged to attend the training to learn and develop themselves regularly.

4) Procurement / Internal Resource Management

The Company is aware of the quality, transparent, fair and verifiable procurement of equipment, tools, and services to be used, and is committed to finding trade partners who support the anti-corruption and fraud policies.

3.2.2 Analysis of stakeholders in the business value chain

Stakeholder	Expectation of Stakeholder	Response to Meet Expectation of Stakeholder	Participation Channel
Shareholder/ Investor	<ul style="list-style-type: none"> - Pay dividend regularly - Transparent management - Continued growth of operating results - Receive adequate, and correct information and on timely basis 	<ul style="list-style-type: none"> - Management under good corporate governance principle, transparency and verifiability - Allow the shareholders/ investors to express opinion or complaint to the Company through various channels. - Disclose accurate information through the channels specified by the Stock Exchange of Thailand (SET) 	<ul style="list-style-type: none"> - Arrange shareholders' meeting - Company visit activity - Annual Report - The Company's website

Stakeholder	Expectation of Stakeholder	Response to Meet Expectation of Stakeholder	Participation Channel
Employee	<ul style="list-style-type: none"> - Remuneration - Welfares - Stability and career path growth - Occupational safety - Employees' potential development 	<ul style="list-style-type: none"> - Pay remuneration and evaluate performance fairly - Promote training and knowledge development - Listen to the employee's opinion and complaint through various channels. - Improve working environment pursuant to the occupational health and safety principles. 	<ul style="list-style-type: none"> - Town Hall Meeting (All-staff meeting) - Arrange training both inside and outside the organization. - Whistleblowing/ reporting channel.
Competitor	Compete in business with honesty and fairness	Conduct business with transparency and fairness in accordance with good corporate governance principles.	Get together or meeting with the Association of Used Car.
Business Partner	<ul style="list-style-type: none"> - Strictly comply with the agreed conditions. - Maintain trade secret of the business partner. - Do not take advantage of business partner. 	<ul style="list-style-type: none"> - Conduct business under business ethics framework, good corporate governance principles and anti-corruption and fraud policy - There are verifiable processes in place. 	<ul style="list-style-type: none"> - Conduct customer satisfaction survey - Whistleblowing / reporting channels
Customer	<ul style="list-style-type: none"> - Develop quality of services - Develop services to become one stop services. - Receive information adequately for making purchase decision. - Treat customers equally - Keep customers' secret 	<ul style="list-style-type: none"> - Develop quality of service regularly. - Develop and modernize service systems constantly. - Provide thorough information to the employees to support for their provision of information to customer. - Increase additional channels that the customer can be accessible to information - Place importance on personal data protection laws. 	<ul style="list-style-type: none"> - Conduct customer satisfaction survey. - Set up a customer relations department to support after-sales service. - Whistleblowing/ reporting channels

Stakeholder	Expectation of Stakeholder	Response to Meet Expectation of Stakeholder	Participation Channel
Creditor	Strictly comply with conditions specified by creditors.	<ul style="list-style-type: none"> - Repay on time - Accurately report financial position to creditors in accordance with the requirements of the loan agreement. 	<ul style="list-style-type: none"> - Annual Report - Whistleblowing/ reporting channels
Community, Society and Environment	To operate the business without any negative impact on the community, society and environment.	<ul style="list-style-type: none"> - To cooperate and support social and community activities. - Employment of residents in neighboring communities. - Manage the environment effectively, such as eliminating pollution. and drainage. - Management under the principles of good corporate governance. 	<ul style="list-style-type: none"> - Support community activities in the vicinity of all offices across the country - Meet the community leaders on various occasions

3.3 Management of environmental sustainability

3.3.1 Environmental Policy and guidelines

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

1. Strictly comply with the laws, regulations and requirements related to the environment to control negative impact on the environment.
2. Protect the environment and prevent accidents and incidents from business operations which may affect the environment.
3. Improve the management and review the environmental plans regularly every year to develop a sustainable environmental management system.
4. Develop the occupational safety, health and work environment management systems in accordance with the law, international standards and other requirements to ensure occupational

safety for employees, business partners, contractors and persons who visit or operate the works within the Company.

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

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

Activities to achieve the environmental management goals

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

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

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

2. Environmentally friendly (green) business development

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

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

3.3.2 Environmental operating results

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

The Company intends to conserve the environment and prevent the pollution around the company by watering the vehicle storage facilities and the streets in and outside the Company's area to reduce the dust pollution. During the auction, the vehicles shall start the engines and keep them on as necessary only in order to reduce the pollution of exhausted gases and noise within the Company and neighborhood area.

In 2021, the Company collects information on the use of resources within the organization as follows:

Resource use	2020			2021			Consumption difference
	Volume	Volume per person	Amount	Volume	Volume per person	Amount	
Electricity (unit)	1,283,980.15	3,267.13	5,386,992.75	1,317,684.51	3,476.74	5,578,843.34	2.62%
Water (unit)	33,356.00	84.88	675,468.73	28,491.00	75.17	602,381.23	(14.59%)
Paper (unit)	6,860.00	17.46	521,295.00	6,895.00	18.19	462,160.00	0.51%
Total			6,583,756.48			6,643,384.57	0.91%
Expense and revenue ratio comparison			0.76%			0.74%	

From the table above, the Company's employees used three types of resources at an average of 0.25% per person per type in 2020 and it increased to 0.26 percent in 2021. Costs and expenses in 2021 were 0.91 percent higher than in 2020 because the Company leased new areas to replace the existing leased area, so the Company has to pay electricity fees for 2 areas during the relocation of the existing areas to the new areas. However, the Company arranged campaigns to

encourage the employees to reduce consumption of these three resources, including improved work process to reduce operating period and use of resources in some certain extent.

In 2021, there is no carbon footprint data due to the company is studying the information arrangement. However, The Company is committed to reduce resource consumption, thus it set a target that in 2022 the use of three resources above must be lower than amount in 2021, to play a part in conducting the green business operations and to reduce the amount of greenhouse gas emission as much as possible.

3.4 Social sustainability management

3.4.1 Social policy and guidelines

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

- **Business Fairness**

- Fairness in business competition

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

- Fairness to trade counterparts

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

- **Human rights respect**

- Human rights respect for internal corporate

The Company respects the human rights and provides the equal treatment to every person in the corporate according to the working contract, regardless of gender, nationality, religion, or any others that could lead to the lack of unity or inequality. The Company also encourages the promotion for employees according to their individual capability regardless of other factors.

- Human rights respect for external corporate

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

● Fair Treatment to Employees

Equal employment

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

Convenience and safety in the work place

The Company has set the security system in the work place following the international standard and has provided the basic welfare for employees in the Company, such as drinking water, water closet, canteen, relaxing area, etc.

The Company had conducted annual health check up for employees as well as publicized healthy news and activities to all employees. The news were focus on seasonal health protection and illness from the office environment i.e. office syndrome, diabetes, and high blood pressure, etc.

The Company provided welfare on group life and health insurance for the employees and the management of the Company. Group life insurance will provide coverage for loss of life due to injury or accident both within and outside working hours for 24 hours worldwide. Group health insurance will provide coverage for medical expenses as a result of illness or injury which is required to be treated or admitted as in-patient with recommendation of the physician.

During COVID-19 pandemic situations in 2020 - 2021, the Company placed importance and strictly complied with the Public Health Ministry's measures to prevent infection and spread of COVID-19, as well as arranged the campaign for all employees to be vaccinated against COVID-19 and established proactive COVID-19 screening measures has been specified in the workplace, by specifying that ATK must be tested weekly starting from August 2021 to control and stop the spread of the disease to overall society as well as within and outside the organization.

Career Path

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

- **Responsibility for Consumers**

- Safety for trade counterparts**

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

- Product information**

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

- **Community and Social Development**

- Role in Labor Market**

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

- Contribution to the Community**

The Company has arranged to have the police inspection points in the Company's area in order to prevent the potential dangers to the Company and the community in neighborhood area. The main objective is to encourage the well living together and safety of the community.

The Company maintained a clean environment in the Company's alley entrance to ensure cleanliness and safety. The Company worked alongside a Wangthonglang district agency and telecommunications companies to get rid of the vines wrapped around telephone lines and to keep power cables from dangling in order to ensure the safety of car users on roads in these areas.

Contributions to the Society

In 2021, the Company supported social participation activities as follows:

1. Donated consumer goods to Wang Thonglang District Office to help patients and watchdogs from communicable Covid-19 in the community in the Wang Thonglang area.



2. Donated PPE clothes and face masks to Samut Prakan Provincial Field Hospital.



3. Donated 78 sets of mattresses to Wang Thonglang District Office to set up a waiting center for Covid-19 patients in the Wang Thonglang area.



4. Donated food and water to medical personnel at Sanam Busarakham Field Hospital Caring for Covid -19 patients.



5. Donated an Oxygen Concentrator for Covid-19 Patients to Sanam Busarakham Field Hospital.



6. The company together with the Srinakarin beautiful car club Participated in the cooking of packaged meals in the project of Pansuk rice box with drinking water to give encouragement to medical personnel in front of Thai Nakarin Hospital and Covid-19 patients at Bangna Community Waiting Center, Pianpin Memorial School, Southern Community, Bangna Expressway. Which is directly affected by the spread of Covid-19 at AUTO MASTER Bangna Car Center, Srinakarin Beautiful Car Club.



7. Donated consumer goods to help flood victims to the Office of Labour Protection and Welfare Area 4 to be passed on to flood victims.



8. Supported the activities of the Office of the Environment Region 10 (Khon Kaen) in the activity of "Volunteer to collect garbage for a livable city of Khon Kaen" for organizing activities at the Company's Khon Kaen branch.



● Business expertise appliance to the social organizations

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

4. Management Discussion and Analysis



Overview of Performance in 2021

The Company's overall performance in 2021 was higher than the previous year. Even though there still be an epidemic situation of the covid-19 continually in 2021 and there are policies to enhance the support given to debtors of financial institutions periodically. The Company's total revenues were 901.69 million Baht increase by 32.61 million Baht or 3.75%, and operating profit increased by 32.25 million Baht or 10.30%, and net profit increased by 12.34% mainly due to the increase in car operating fees since August 2020 and the success rate of vehicle volume has increased.

The Company's performance in the year 2021 ended 31 December 2021 can be summarized as follows:

(Unit: Million Baht)

	2019	2020	2021	Change	
				% of 2020 / 2019	% of 2021 / 2020
Revenue from services	803.42	864.34	896.83	7.58%	3.76%
Gross profit	425.41	452.64	477.13	6.40%	5.41%
Profit from operating	293.38	312.89	345.14	6.65%	10.30%
EBITDA	341.83	433.26	472.79	26.75%	9.12%
Net profit	234.25	227.97	256.09	(2.68%)	12.34%
EBITDA ratio	42.07	49.85	52.43	7.78	2.58
Net profit margin	28.83	26.23	28.40	(2.60)	2.17

In 2021, the Company recorded net profit margin at 28.40%, increased from 26.23% in 2020, primarily due to the increased of success rate, the adjustment of car operating fees, and the reduction of the Company's various expenses to be according with the current situation.

Revenue from services

The Company's revenue from services in the year 2021 was summarized as follows:

Revenue from services	2019		2020		2021	
	Million Baht	%	Million Baht	%	Million Baht	%
Auction - Cars & Motorcycles	703.31	87.54	733.97	84.91	777.31	86.67
Moving Income	86.24	10.73	99.58	11.52	99.25	11.07
Other Auction Income	13.87	1.73	30.79	3.56	20.27	2.26
Total	803.42	100.00	864.34	100.00	896.83	100.00

In 2021, the Company's revenue from services was 896.83 million Baht (2020: 864.34 million Baht) increased by 32.49 million Baht or 3.76% primarily due to the increase in car operating fees since August 2020 and the increase of auction success rate as the above mentions. In addition, the Company has added service activities such as the auction system via AUCTION BID, real estate auction, van carnival event, and transportation service for customers after the auction, etc.

Other income

Other income is mainly derived from bank deposit interest. In 2021, the average deposit interest rate was between 0.25 - 0.70% per annum and there is profit from right-of-use asset amortization in the amount of 2.5 million Baht.



Cost of Services

Cost of Services	2019		2020		2021	
	Million Baht	% ¹	Million Baht	% ¹	Million Baht	% ¹
Vehicles Expenses ²	112.47	14.00	116.36	13.46	131.69	14.68
Salary and Employee Expenses	76.20	9.48	83.00	9.60	83.98	9.36
Rental of Facilities and Equipment Related to Auctions ³	63.79	7.94	3.77	0.44	0.64	0.07
Depreciation of right-of-use asset ³	-	-	68.77	7.96	75.60	8.43
Depreciation	37.90	4.72	36.70	4.25	36.57	4.08
Cost of Arranging Auctions ⁴	42.07	5.24	41.09	4.75	35.45	3.95
Security Expenses	23.37	2.91	23.94	2.77	25.09	2.80
Others	22.21	2.71	38.07	4.41	30.68	3.42
Total	378.01	47.05	411.70	47.63	419.70	46.80

Note:

1. Percentage of service revenue
2. Vehicle expenses were wages paid to moving companies that transferred vehicles that were up for auction from storage facilities to other locations in order to wait for auction and the expense of transporting after-sales cars to customers who auctions.
3. The rental of facilities and equipment related to auctions was the rental of facilities that were used to store cars and motorcycles, and the rental of auction sites in Bangkok and other provinces. It also included equipment such as photocopiers, audio equipment, tents, etc. In 2020, there is applying Financial Reporting Standard No. 16 on Lease Agreements resulted in a change in accounting method from recognizing rent to recognizing depreciation of right of use asset.
4. The cost of holding auctions was expenses related to the cleaning of cars brought to auction, the filling of cars after they had been auctioned so that an auctioned car can be moved, additional employee wages, decorations for the auction site, etc.

Total cost of services for 2021 was 419.70 million Baht (2020: 411.70 million Baht), and ratio of revenue from services decreased to 46.80% (2020: 47.63%). Cost of services was the cost of the vehicles caused by the increase of transportation costs as more vehicles move into the auction process, in addition, the transportation after-sale costs also have been increased in the year 2021.

The cost of sales and services and administrative expenses

Sales and services and administrative expenses	2019		2020		2021	
	Million Baht	%	Million Baht	%	Million Baht	%
Sales and services expenses	34.39	4.28	32.95	3.81	29.57	3.30
Administrative expense	106.80	13.29	111.54	12.90	107.29	11.96
Total	141.19	17.57	144.49	16.72	136.86	15.26

The cost of sales, services and administrative expenses for 2021 were 136.86 million Baht (2020: 144.49 million Baht), decreased by 7.6 million Baht or 5.28% due to the cost savings were reduced from the online auction arrangement in the part of marketing activities and public relations expenses, focus on public relations through social media, the cash transportation service, including the adjustment othes expensed to be according with the current situation as the above mention.

Profitability

(Unit: Million Baht)

	2019		2020		2021	
	Million Baht	%	Million Baht	%	Million Baht	%
Gross Profit	425.41	52.95	452.64	52.37	477.13	53.20
Profit from Operations	293.38	36.11	312.90	36.00	345.13	38.28
Net Profit	234.25	28.83	227.97	26.23	256.09	28.40
Comprehensive income for the year	234.25	28.83	225.46	25.94	253.04	28.06

In 2021, the Company's gross profit was 477.13 million Baht increased by 24.49 million Baht or 5.41% from the previous year. The operating profit increased by 32.23 million Baht or 10.30% compared with the year 2020. Due to the revenue from services was growth by 3.76% and the net profit increased by 28.12 million Baht or 12.33% compared with the year 2020, caused by the increase of vehicle volume and the increase in car operating fees since August 2020 as the above mention as well as efficient cost management.

Financial Analysis

(Unit: Millions Baht)

Statement of Financial Position	2019	2020	2021
Total Assets	845.40	1,778.41	1,825.55
Right-of-use assets - net	-	829.78	794.76
Total Liability	328.12	1,272.14	1,286.23
Lease Liability	-	799.13	788.83
Owners' Equity	517.28	506.27	539.32
Unappropriated Retained Earnings	182.03	171.02	204.07

Total Assets

In 2021, the Company's total assets equaled 1,825.55 million Baht (2020: 1,778.41 million Baht, increased by 47.14 million Baht or 2.65%. The major changes are as follows:

- Cash and cash equivalents equaled 167.50 million Baht decreased by 25.86 million Baht compared with the year 2020, or 9.18% of total assets.
- Right-of-use assets under lease was 794.76 million Baht decreased by 35.02 million Baht compare with the year 2020 and 43.54% of total assets.
- Trade and other receivables equaled 113.05 million Baht decreased by 12.69 million Baht compared with the year 2020, or 6.19% of total assets.
- Net improvement of property, plant and equipment equaled 282.34 million Baht increased by 2.56 million Baht compared with 2020, or 15.47% of total assets, which were the results of areas development of Head Office, Branches and development of warehouse areas in upcountry.

Total Liabilities

In 2021, the total of liabilities was 1,286.23 million Baht (2020: 1,272.14 million Baht) increased by 14.09 million Baht or 1.11 %. The major changes are as follows:

- Accounts payable and others payables were 378.28 million Baht decreased by 0.73 million Baht or 29.41% of the 2020 total liabilities. Most of these were vehicle payables that needed to be repaid to owners which were due within 4-7 days from the auction date.
- Financial lease liabilities was 788.83 million Baht decreased by 10.30 million Baht or 1.29%, caused by the cancelled of some lease agreement.

- Other non-current liabilities was 69.89 million Baht increased by 12.67 million Baht compared with the year 2020, or 5.43% of the total liabilities. Most of them were deposits from online members since after the development of the online auction and more customers were interested in membership registration in order to use the ACUT Live system.

Owner's Equity

As of the end of the years between 2020 and 2021, the Company's equity equaled 506.27 million Baht and 539.32 million Baht, respectively. In 2020 and 2021, the Company had a total paid-up capital of 137.50 million Baht. The Company has always had profitable results.

Commitments and Contingent Liabilities as of 31 December 2021.

1. The Company had outstanding commitments with respect to service agreements totaling approximately 2 million Baht per month (2020: 2 million Baht per month).

2. The Company has entered into several long-term agreements to lease low-value assets. As at 31 December 2021, the Company had payment commitments under these lease agreements of 3 million Baht (2020: 3 million Baht).

3. The Company had the outstanding bank guarantees issued by domestic banks in the amount of 17 million Baht (2020: 14 million Baht) which is related to the guarantee of electricity use and the operate guarantee according to auction bids contract.

4. The Company had an overdraft facility of Baht 102 million and letter of guarantee facilities totaling 48 million Baht (2020: 92 million Baht and 48 million Baht, respectively) from 6 financial institutions, which were for use in the Company's operations.

5. The Company has commitments to non-related companies and commercial banks under agreements related to its arrangement of auctions covering a period from May 2006 to January 2024. The Company is required to comply with significant terms in related agreements such as commission rates.



Liquidity and Cash Flow Analysis

(Unit: Million Baht)

Statement of cash flows	2019	2020	2021
Profit from Operating Activities before Changes to Assets and Liability Operations	340.03	430.45	471.58
Net Cash Flows (used) in Operating Activities	301.01	534.06	437.95
Net Cash Flows (used) in Investing Activities	(151.01)	(109.35)	(168.17)
Net Cash Flows (used) in Financing Activities	(192.46)	(300.04)	(295.64)
Net Increase (decrease) in Cash and Cash Equivalents	(42.46)	124.67	(25.86)
Cash and Cash Equivalents as of ending period	68.69	193.36	167.50

In 2019 - 2021, the Company's net cash flow is derived from (used in) operating activities in the amount of 301.02 million Baht, 534.06 million Baht, and 437.95 million Baht, respectively. Changes in the Company's operating activities is due to an increase in net profit and is also due to changes in receivables and payables that were not due at the end of the period yet.

The Company has a net cash flow (used in) in investing activities in the year 2021 equal to 168.17 million Baht, most of them is cash for investing in land improvements, buildings, equipment in the amount of 54.86 million Baht according to the plan of business development at the Head Office, branches, and warehouse in the upcountry.

In 2021, the Company had net cash flows used in financing activities that equaled 295.64 million baht, most of them were dividend payment in the amount of 219.99 million Baht and financial lease liabilities payment in the amount of 75.65 million Baht.

Overall, the Company's cash flow mainly comes from operating activities, during 2019 - 2021 has changed due to the Company had a net cash flow decreased by 42.46 million Baht, increased by 124.67 million Baht, and decreased by 25.86 million Baht, respectively. As a result, the Company had cash and cash equivalents at the end of 2021 equaled 167.50 million Baht. The Company has a stable financial position and high liquidity as well as having sufficient access to a variety of funding sources.

5. General Information and References

5.1 General Information:

Name of stock company	:	Union Auction Public Company Limited
Stock Quote	:	AUCT
Company registration Number	:	0107555000341
Type of Business	:	Auction Service
Registered Capital	:	550,000,000 shares
Paid-up Capital	:	137,500,000 Baht
Par Value	:	0.25 Baht
Address of Head Office	:	518/28 Soi Ramkhamhaeng 39 (Thepleela 1), Wangthonglang Subdistrict, Wangthonglang District, Bangkok 10310
Website	:	www.auct.co.th
Telephone	:	0 2033 6555
Fax.	:	0 2935 6202
Investor Relations	:	0 2033 6555 press 4

Branch Information:

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

8. Phitsanulok Branch	No. 788/9, Moo. 7, Samor Khae Subdistrict, Mueang Phitsanulok District, Phitsanulok Province 65000
9. Ratchaburi Branch	No. 41/1, Moo. 5, Nong Or Sub-district, Ban Pong District, Ratchaburi Province 70110
10. Khon Kaen Branch	No. 247, Moo. 10, Samran Sub-district, Mueang Khon Kaen District, Khon Kaen 40000
11. Chonburi Branch	No. 132/2, Moo. 1, Nong Prue Subdistrict, Bang Lamung District, Chonburi Province 20150
12. Rayong Branch	No. 73/12, Moo. 8, Thap Ma Subdistrict, Mueang Rayong District, Rayong Province 21000

References:

Registrar of Securities	:	Thailand Securities Depository Company Limited The Stock Exchange of Thailand Building (near Chinese Embassy), Tower A, 14 th Floor, 93 Rachadapisek Road, Dindaeng, Bangkok 10400, Thailand Tel. 0 2009 9000
Auditor	:	EY Company Limited 193/136-137, Lake Rajada Office Complex 33 rd Floor, Rachadaphisek Road, Khlong Toei, Bangkok 10110 Tel. 0 2264 0777

5.2 Other Important Information:

- None -

5.3 Legal disputes

As of 31 December 2021, the Company has no legal disputes that may have a negative impact on the Company's assets with an amount higher than 5% of the shareholders' equity and there are no other legal disputes that may affect the Company's business operations significantly.

5.4 Secondary market

- None -

5.5 Financial institution with regular contact (only in case of debt securities offeror)

- None -



Part 2

Corporate Governance



6. Corporate Governance Policy

6.1 Overview of the Policy and Guidelines

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

The Board of Directors established a Good Corporate Governance Policy as a part of the Company's business ethics which reviewed by the 5/2021 Board of Directors Meeting held on 17 December 2021, by adhering to the principles according to the good practices of The Organization for Economic Co-Operation and Development (OECD Principles of Corporate Governance). This covers all 5 principles which includes the Rights of Shareholders, Equitable Treatment of Shareholders, Role of Stakeholders, Disclosure and Transparency of Information and the Responsibility of the Board of Directors. The Company also adheres to the principles of good corporate governance for listed companies 2017 (Corporate Governance Code: "CG Code") of the Securities and Exchange Commission based on 8 CG principles, details as follows;

1. Establish a Clear Leadership Role and Responsibilities of the Board: The Company reviewed the duties and responsibilities of the Board and subcommittees which includes the annual evaluation of the Board of Directors and executives; Chief Executive Officer and Managing Director.

2. Define Objectives that Promote Sustainable Value Creation: The Executive Committee set objectives and the main goals of the business which includes a necessary budget which is proposed to the Board of Directors every year.

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

4. Ensure Effective CEO and People Management: The Nomination and Remuneration Committee and Human Resources Department are responsible



for recruiting qualified persons who are knowledgeable and experienced to be senior executives as well as supervising the development and training of personnel which includes the welfare of working properly.

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

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

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

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

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

directors, executives, and all employees to ensure their acknowledgement and strict practices. There are the policy and practical guidelines separated to 5 categories as follows;

1. The Rights of Shareholders

The Company recognizes and gives importance to the fundamental rights of shareholders as the owners of the Company and as securities investors such as the right to trade or transfer the securities that one holds, the right to receive sufficient information of the Company, the right to receive the Company's profit sharing, the right to attend the Shareholders' Meeting, the right to express opinions, the right to participate in making decisions on important matters of the Company such as dividend allocation, appointment or removal of directors, appointment of auditors, approval of important transactions that affect the business direction of the Company, etc.

Shareholders' Meeting

The 2021 Annual General Meeting of Shareholders (AGM) held on 9 April 2021 at 10.00 a.m. at the meeting room of Union Auction Public Company Limited, No. 518/28 Soi Ramkhamhaeng 39 (Thepleela 1), Wangthonglang District, Bangkok, 10310, under the measures and guidelines to prevent the spread of the COVID-19 virus according to the strictly of the policy of the Department of Disease Control, the Ministry of Public Health.

Pre - AGM

The Company had disclosed a letter and invited shareholders to propose the agenda of the AGM including to submit related questions to the Board of Directors in advance during 2 November 2020 until 31 January 2021. Shareholders must submit a written nomination letter to the Board of Directors within a dateline that set by the Company along with the following: relevant documents to his/her shareholding status; nominee's acceptance letter by the nominated individual and qualification documents, in which the nominee must possess qualifications and no legal prohibiting characters in accordance to the Public Company Act. The Board of Directors considered the selection requirements for the meeting's agenda, questions and nominees for the appointment of directors. In case that proposed agendas were selected, the Company would inform in the meeting's invitation as the agenda by shareholders; in case of rejection, the Company would provide explanation to shareholders in the meeting. In the 2021 AGM, there are no any shareholders proposed the agenda, submit related questions and nominate qualified candidates to be elected as directors.

The Company disclosed the invitation of the 2021 AGM through the Company's website and SET's communicating channel prior to 30 days. The Company sent the meeting's invitation specifying place, date, time, rules, procedures, proposed agendas to the meeting along with details and explanations, the Board of Directors' opinion on each agenda, proxies, Annual Report, and other related information to all shareholders as of book closing date, not less than 21 days prior the meeting

(15 March 2021) and announced on newspaper advertisement to invite shareholders for three consecutive business days prior to the meeting.

The Company allowed shareholders who were not available to attend the meeting to authorize proxy to their behalf or to the Independent Director of the Company, in which the Company would inform the name of every eligible Independent Director of the Company for receiving the authorization through Proxy Form A, B, and C along with the meeting invitation and could also be downloaded on the Company's website.

The Day of AGM

The company encouraged to attract shareholders and institutional investors to join the meeting under the measures and guidelines to prevent the spread of the COVID-19 virus with equitable convenience by providing shuttle service from the MRT, the Cultural Center Station, to the meeting venue and provided sufficient service staffs which allowed shareholders to register for two (2) hours prior to the meeting at 8.00 a.m. The Board of Directors for 9 persons, all subcommittees, all executives, the Company's independent auditor, and the legal advisor were altogether presented at the meeting.

For the registration and evaluation of vote-counting, the Company leveraged a barcode system. The Company provides voting ballots were available in each agenda for transparency and auditability. Furthermore, the Company also invited a shareholder to join the meeting as the witness of vote counting including provides video records the meeting.

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

The resolution of each agenda, through voting rights, one (1) share was equal to one (1) vote. Shareholders were allowed to vote for appointment of directors individually for the election of directors to replace the directors who retire by rotation agenda.

In case of additional shareholders joining the meeting, the additional shareholders could vote on only agendas whose resolutions had not been identified. Each of agenda resolutions would be summarized and communicated including voting results by specifying the total shares voted: agree, disagree, abstain and void.

Post - AGM

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

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

In 2021, the Company received project evaluation scores in "Quality Assessment of the of the 2021 Annual General Meeting of Shareholders" from the Thai Investors Association at fully 100 points.

2. The Equitable Treatment of Shareholders

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

The Company treats every shareholder; executive and non-executive, including Thai or foreign, majority or minority, institutional or individual, should receive equitable and fair treatment, which builds the confidence for shareholders that the Board of Directors and the management would appropriately care the monetary usage of leverage shareholders' funds, a critical factor that leads to the confidence to invest in the Company. Therefore, the Company has prescribed the governance of matters as the operational guidelines to ensure that, for shareholders' confidence, the Company operates with equitable treatment, with all shareholders receiving the common rights as a shareholder indifferently.

In 2021, the Company held the Annual General Meeting of Shareholders (AGM) and provided equitable treatment to all shareholders as the following:

1) The Company allowed minor shareholders to propose additional meeting's agenda and nominees for appointment of directors during the 2021 AGM in accordance to recruit procedures three (3) months prior to the AGM, as required by the Company, on the Company's website.

2) In 2021, there is still an epidemic situation of the Covid-19 virus. The Company has notified the Covid-19 preventive and control measures including equitable practices to all shareholders on the meeting date via the Company's website prior 30 days along with the meeting invitation letter to inform shareholders for acknowledge in advance.

3) The Company had informed SET of the meeting's schedule, agenda, and the input of the Board of Directors, including regulations applicable to the meeting, voting procedures, and voting rights and communication through the Company's website, for advanced notification to shareholders at not less than 21 days prior to the meeting. For the 2020 AGM, there is no additional agenda without prior notice.

4) The Company allowed shareholders who were not available to attend the meeting to authorize proxy for independent director or another individual to attend the meeting and vote on their behalf by completing proxy form A, B or C, which was delivered with the meeting's invitation.

5) In order to allow shareholders to their right of appointing new directors individually during the AGM, approval of appointment of directors to replace other directors at end of term, allowed shareholders to their right of appoint new directors individually in which the Company collected voting ballots from all attended shareholders in all voting cases: agree, disagree, abstain and void.

3. The Role of Stakeholders

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

3.1 Shareholders

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

- The Company operates and conducts its business responsibilities by faithfully applying knowledge and management skills to the best of its ability. The Company cautiously makes fair decisions that bring the greatest benefit to each shareholder.
- The financial status, non-financial status and Company trends are reported to shareholders fairly, regularly and with complete honesty.
- The Company does not use any inside information that has not been disclosed to the public for the benefit of the Company or any other relevant parties. The Company protects confidential business information that any unaffiliated person could use to bring damage to the Company.

3.2 Employees

All employees are valuable resources of the company. The Company determined to develop the organization to be a learning center, create a good corporate culture and work atmosphere,

promote team work, give fair remuneration and create a safe workplace and work environment. The Company emphasized employee training and developing employee capabilities. The Company paid attention to employee comments and suggestions from all levels equally. Corporate culture was defined and enhanced with an awareness that every employee is a key component that brings success, advancement, and sustainable growth to the Company. Below are the Company's guidelines.

- The Company complies with laws and regulations regarding employees and carries out universal fundamental human right principles in which there is no discrimination in regards to race, gender, age, skin color, religion, disability, family name, place of education or any status that is not directly related to business operations. The Company pays respect to individuality and human dignity.
- The Company manages human resources in order that they are aligned with the Company's strategies and business goals. A clear, fair and transparent process for human resource management system aligned with the Company's direction is organized. This process is comparable to other leading businesses.
- Every overseer is responsible for managing their own department's human resources. This is done under the system and guidelines of human resource management. Overseers avoid any unfair treatment that could affect the stability of the employee's position.

The Company's human resources development policy as follows:

- 1) The Company will choose and promote people who are good, competent, professional and continually improve their knowledge and skills in order to be more effective in their responsibilities.
- 2) Overseers have the responsibility of planning, following-up, evaluating, giving feedback and promoting personnel development equally.
- 3) Employees have equal opportunities in developing their skills.
- 4) Employees receive fair remuneration through career advancement. Remuneration is based on the quality and success of the employee's performance, attitude and potential.
- 5) The appointing, rewarding or removing of employees must be done honestly and in accordance with the employee's competence, ability, behavior and suitability.
- 6) The Company regularly monitors and maintains a safe working environment to protect the employee's life and property.
- 7) The Company listens to the comments and suggestions of employees in every position equally by providing channels that employees are able to inform the Company regarding actions that are against the Company's work, regulations, orders, announcements or laws.

3.3 Competitor

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

- 1) The Company carries out business under competitive regulations with liberty and fairness.

2) The Company does not seek confidential information of its business competitor in a dishonest or inappropriate manner.

3) The Company does not destroy the reputation of competitors through accusations, slander and attacks without any truth.

3.4 Business Partners

The Company considered carrying out its business fairly and faithfully, protecting the interests of business partners, strictly complying with joint agreements and regulations and adhering to business ethics. The guidelines are stated below.

1) The Company does not take or offer any inappropriate remuneration to its business partners.

2) The Company strictly complies to conditions that it has with business partners. In the case that the Company is unable to comply with the conditions, the Company will rush to inform business partner in advance in order to find a resolution together by using reasonable principles.

3) The Company seriously and regularly keeps the information of its business partners and does not use business partner's information for the benefit of the Company or any other relevant parties.

3.5 Customers

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

1) The Company determines to improve the quality of products and service in order to consistently meet the needs of customers.

2) The Company discloses accurate and up to date news and information regarding its products and services.

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

3.6 Creditors

The Company complied with agreement conditions fairly, treated creditors fairly and made payments on time. These were the guidelines.

1) The Company strictly maintains and complies with agreement conditions regarding payment terms and other conditions with the creditors.

2) The Company accurately reports its complete financial status to creditors in accordance with the loan contract agreement and corporate governance principles.

3.7 Community, Society and the Environment

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

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

4. Disclosure and Transparency

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

4.1 Financial Report

The Board of Directors is responsible for the Company's financial statement and information published in the annual financial statement. Such financial statements are arranged according to the generally accepted standard accounting in Thailand that is suitable and consistent. The information in financial statement shall be disclosed at sufficient level. Audit Committee shall review and audit the

quality of the financial report and internal control system, including the significant information disclosure sufficiently.

4.2 Director's Transaction

1) The Company has the policy that Directors reveal every transaction of share buying and selling and the securities holding of the company and provide a report for publishing through the system of the Securities and Exchange Commission within 3 days.

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

3) The Company has the policy that the report of significant transaction needs to agree by the Audit Committee and approved by the Board of Directors.

4.3 Disclosure Policy

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

1) Authorized Spokespersons

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

2) Dissemination of Information

- The Company information shall be accurate, transparent, equitable, reliable, straightforward, clear, easy and punctual.

- The disclosure of information in any regulatory report requirements shall meet the deadline and frequency as specified by laws or government agencies, classified by types of information.

- Information that influences the price of the Company stock or affects investment decisions or affects shareholders' benefits, shall be disclosed after submission to the Stock Exchange of Thailand (SET)

- The Company would communicate information to investors, analysts, relevant investing parties, and shareholders through communicating agents appointed by the Company with the investor relations acts as the main coordinator.

3) Prohibited Activities and Remedial Actions

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

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

4) Management of Leaks of information or Rumors

In any significant events, when there are news reports deviating from the facts pertaining to the Company or reports with reference to inaccurate information or leaks of significant information to a third party or untimely disclosure of information, which may lead to rumors that affect the stock price and/or performance of the Company, either positively or negatively, Chief Executive Officer, Managing Director and Deputy Managing Director shall report all significant information and facts to the Stock Exchange of Thailand for the correct understanding immediately.

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

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

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

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

4.4 Internal Control of Information

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

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

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

3) The Company has policy that directors, executives and employees in the functions related to the inside information, which can influence the stock price change hold their trade of the Company's shares for at least 30 days prior to the disclosure of financial statements or inside information and should wait for at least 24 hours after the disclosure. The inside information is also prohibited to be disclosed to other persons.

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

4.5 Channels of Communication

The Board of Directors authorizes the Company's Management team to be in charge of the communications and the disclosure of information that is accurate, complete and timely to investors and other relevant groups via various channels, such as brochure, newspaper, radio, television, meeting, press conference, website, email. The investor relations department is responsible for such matter. Investor Relations contact is as follows;

Investor Relations Department

Union Auction Public Company Limited

518/28 Soi Ramkhamhaeng 39 (Thepleela 1),

Wangthonglang sub-district, Wangthonglang district, Bangkok 10310

Website: www.auct.co.th

Email: investor@auct.co.th

Tel.: 0 2033 6555

Fax.: 0 2935 6202

In 2021, the Company disseminates and communicates information to investors, analysts, and shareholders as follows:

1. Arranging the Company Visit for providing information to analysts and fund management companies both domestic and abroad, such as SCB Securities, Yuanta Securities (Thailand), Phillip Securities (Thailand), KGI Securities (Thailand), etc.

2. Participate in "Finansia investment conference 2021 which organized by Finansia Syrus Securities Public Company Limited.

3. Interview various programs via online media: Money Talk and the facebook page of the Association of Used Car Thailand.

5. Responsibilities of the Board of Directors

- **Board of Directors' Structure**

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

Currently, the Company's Board of Directors consists of 9 directors, three of which are independent directors who shall bring balance to the vote on any cases in compliance with the regulations of SEC and SET.

The Company also appointed 4 sub-committees which are Audit committee, Nomination and Remuneration committee, Risk Management Committee and Executive Committee to operate on the specific cases and preliminary review before proposed to the Board of Directors for approval or acknowledgement within the scope of authority and responsibility.

- **The separation of roles and responsibilities**

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

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

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

6.2 Business Ethics

The Company has set up the Code of Business Ethics for Board of Directors, Executives and employees as the guidelines for their practices to accomplish the Company's mission with honesty and ethics. They include the practices towards the Company, all stakeholders, public and society

based on working principles under the law regulations and contracts with partners as well as follow up on the implementation of such guidelines on a regular basis. The Company has established a written code of business ethics, which consists of Corporate Governance Policy, Business Ethics, Operational Requirements, Whistleblowing, complaints or suggestions, and penalty. The Company has disclosed the guidelines on the Company's website under the topic of "Corporate Governance".

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

The Board of Directors specified that the policies must be reviewed at least once a year for efficient operations and in conformity with the governance principles. In December 2021, the policies which have been reviewed by the Board of Directors included corporate governance policy, fraud and anti-corruption policy, business ethics, sustainable business development policy, charter of the Board of Directors and charters of all sub-committees, non-infringement of intelligence property or copyright policy and practice and personal data protection policy and practice.

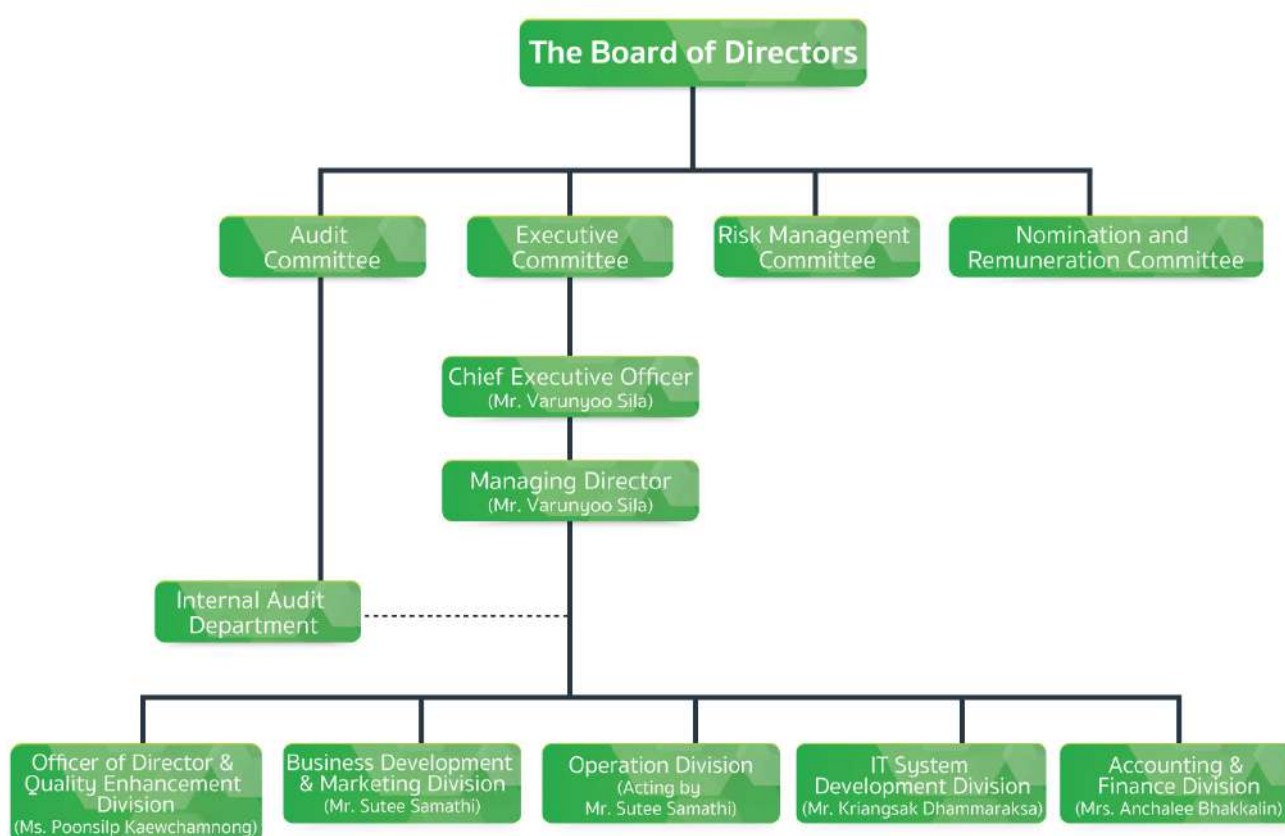
In 2021, the Company has been recognized as 'Excellence' level from assessment under 2021 Corporate Governance Report of Thai Listed Companies (CGR) by the Thai Institute of Directors and has received 100 full scores from assessment of Quality on Arrangement of Annual General Meeting of Shareholders by the Thai Investors Association.

The Company has applied the Corporate Governance Code for Listed Companies 2017 in all aspects, except the conditions that the chairman of the board is not an independent director and proportion of non-executive directors is less than 66 percent of total directors because the Company's business needs to have leaders and executives who are knowledgeable and competence, possess specific experiences and expertise in auction businesses. However, even though, the chairman of the board is not an independent director and proportion of non-executive directors is less than 66 percent of total directors, the Company has defined authority, duties including practical guidelines with objectives to balance power which do not impact the right of the stakeholders under good corporate governance principles.

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

Corporate governance structure

As of 31 December 2021, the Company's management structure is as following;



Information on the Board

The Company has the Board of Directors and subcommittees in amount of 5 committees as follows;

1. The Board of Directors

As of 31 December 2021, the Board of Directors consists of 9 persons as follows:

- | | |
|--|------------------------------------|
| 1) Assoc. Prof. Dr. Pailboon Sareewiwatthana | Chairman of the Board of Directors |
| 2) Assoc. Prof. Dr. Sauwanee Thairungroj | Independent Director |
| 3) Assoc. Prof. Dr. Montree Socratyanurak | Independent Director |

- | | |
|-----------------------------|--------------------------------------|
| 4) Mrs. Wilaiwan Srisamrual | Independent Director |
| 5) Mr. Thepthai Sila | Director |
| 6) Mr. Suvit Yoadjarust | Director |
| 7) Mr. Weidt Nuchjalearn | Director |
| 8) Mr. Sarawut Charuchinda | Director |
| 9) Mr. Varunyoo Sila | Director and Chief Executive Officer |

Ms. Nuntanit Rachakit is the Company Secretary.

Authorized Directors on behalf of the Company

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

Scope of duties and responsibilities of Board of Directors

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

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

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

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

14. Review the scope of authority, duties and responsibilities of the Board of Directors and sub-committees every year.

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

2. Audit Committee

As of 31 December 2021, the Audit Committee consists of 3 persons as follows:

- | | |
|---|-----------------------------|
| 1) Assoc. Prof. Dr. Saowanee Thairungroj | Chairman of Audit Committee |
| 2) Assoc. Prof. Dr. Montree Socratyanurak | Member of Audit Committee |
| 3) Mrs. Wilaiwan Srisamrual | Member of Audit Committee |

Mr. Rungpan Sallee is the Secretary of Audit Committee.

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

Scope of duties and responsibilities of Audit Committee

1. Review the preparation of financial reports of the Company and incorporate with external auditors to obtain the credible financial report with the reliability and adequacy of information disclosure according to the generally accepted accounting standards.

2. Review the process to ensure that the Company conforms to policies, rules, practices, regulations and other laws relevant to the Company's business.

3. Review and propose to appoint and revoke the independent persons to be the Company's accounting auditors, propose for the audit fees and attend the meeting with accounting auditors without the Management's participation for at least once a year.

4. Review the connected transactions or transactions possible to have conflicts of interest to comply with the law and SET's Act to ensure such transactions are reasonable and bring benefits to the Company.

5. Review the internal control system and ensure the process to conform with the Company's risk management and manage relating to anti-corruption including advice the management team to improve the operations to reduce the risks in all aspects.
6. Follow up, evaluate and report the practice of good corporate governance.
7. Review the appropriateness of the assets maintenance and ensure its physical existence.
8. Assess the effectiveness of the Company's resources deployment.
9. Specify the scope of work of the internal audit, provide the comments on the annual audit plan and evaluate the audit result of the internal auditor.
10. Appoint the external advisor for the advice and assistance in the audit process.
11. Approve the designation, relocation, dismissal and set the remuneration of the internal audit directors.
12. Review the scope of authority, duties and responsibilities of the Audit Committee to propose for approval from the Board of Directors every year.
13. Perform any other tasks assigned by the Board of Directors.

3. The Nomination and Remuneration Committee

As of 31 December 2021, the Nomination and Remuneration Committee consists of 4 persons as follows:

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

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

Scope of duties and responsibilities of the Nomination and Remuneration Committee

1. Set the criteria and procedures to nominate the Directors, Chief Executive Officer and Managing Director to propose to the Board of Directors with transparency.
2. Specify the qualification of the directors in order to meet the requirement of related regulations and law and also specify the procedures to propose the qualified candidates with full support to the Board of Directors.
3. Nominate the qualified candidates for the new directors, subcommittees, Chief Executive Officer and Managing Director propose to the Board of Directors meeting.

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

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

4. Risk Management Committee

As of 31 December 2021, the Risk Management Committee consists of 4 persons as follows:

- | | |
|-----------------------------|---------------------------------------|
| 1) Mr. Varunyoo Sila | Chairman of Risk Management Committee |
| 2) Mrs. Wilaiwan Srisamrual | Member of Risk Management Committee |
| 3) Mr. Thepthai Sila | Member of Risk Management Committee |
| 4) Mr. Sarawut Charuchinda | Member of Risk Management Committee |

Scope of duties and responsibilities of the Risk Management Committee

1. Review to approve the policy, framework, strategy, criteria, plan and risk management guideline.
2. Monitor the development of risk management framework.
3. Review the strategy and the overall risk management of the Company to meet the changing situation.
4. Set up the risk alert system for every type of risks and the risk management principles to

reach the acceptable risk level.

5. Assess the risk potential and its impact in order to manage the risk priority.
6. Support to push for cooperation in risk management at all levels in the organization.
7. Monitor the risk indicating and risk assessment process.
8. Assess the risks and approve the risk management plans.
9. Regulate risks and internal controls related to anti-corruption matters.
10. Report the risks and operation to reduce them to the Board of Directors regularly.
11. Review the scope of authority, duties and responsibilities of the Risk Management Committee

to propose for approval from the Board of Directors every year.

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

5. Executive Committee

As of 31 December 2021, the Executive Committee consists of 6 persons as follows:

- | | |
|----------------------------|---------------------------------|
| 1) Mr. Suvit Yoadjarust | Chairman of Executive Committee |
| 2) Mr. Thepthai Sila | Member of Executive Committee |
| 3) Mr. Weidt Nuchjalearn | Member of Executive Committee |
| 4) Mr. Sarawut Charuchinda | Member of Executive Committee |
| 5) Mr. Varunyoo Sila | Member of Executive Committee |
| 6) Mrs. Anchalee Bhakkalin | Member of Executive Committee |

Scope of duties and responsibilities of the Executive Committee

1. Identify the strategy, policy, financial objective, business plan, budget, human resource development and executive power for Board of Directors' approval.
2. Follow up and review the operations, plans, budget, and human resource development to ensure the efficiency and the alignment with the policy and plan.
3. Identify the standard business administration system, human resource development system, financial system, information system and corporate structure.
4. Provide the policy, advice and suggestion to Chief Executive Officer or Managing Director for the important decision making issues.
5. Screen, support and manage the risks of the Company as follows:
 - Support the risk management policy to ensure it is implemented all over the company.
 - Review the policy, framework, strategies, plans and risk management guideline and propose to the Risk Management Committee for approval.
 - Manage the risk according to the policy, framework, strategies, and plans as assigned by Risk Management Committee and review risk management guideline regularly.
 - Manage the significant risks and report to Risk Management Committee.

6. Prioritize the decision making result of the Board of Directors to further implement effectively.
7. Review the meeting agenda before proposing to the Board of Directors.
8. Report the company's performance to the Board of Directors.
9. Assess and approve business transactions in compliance with their limited authority.
10. Study the feasibility of all projects.

11. Have authority to approve the investment in fixed assets, loaning or other investment, borrowing or applying for credits from financial institutions. Have authority to approve the budget as assigned by the Board of Directors. The scope of approval includes the advanced budget or expenses, contingent liabilities/ aval/ guarantee, the working plan/ budgeting/ procurement of products and services for sales promotion, and the procurement and maintenance of assets in the amount as authorized by the Board of Directors.

12. Review the scope of authority, duties and responsibilities of the Executive Committee to propose for approval from the Board of Directors every year.

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

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

Information on executives

As of 31 December 2021, the Executives consists of 9 persons as follows:

- | | |
|------------------------------|---|
| 1) Mr. Suvit Yoadjarust | Chairman of Executive Committee |
| 2) Mr. Thepthai Sila | Member of Executive Committee |
| 3) Mr. Sarawut Charuchinda | Member of Executive Committee |
| 4) Mr. Weidt Nuchjalearn | Member of Executive Committee |
| 5) Mr. Varunyoo Sila | Chief Executive Officer and Managing Director |
| 6) Mrs. Anchalee Bhakkalin | Deputy Managing Director, Accounting & Finance Division |
| 7) Mr. Sutee Samathi | Deputy Managing Director, Business Development & Marketing Division and Acting Deputy Managing Director, Operation Division |
| 8) Ms. Poonsilp Kaewchamnong | Deputy Managing Director, Office of the Directors and Quality Enhancement Division |

- 9) Mr. Kriangsak Dhammaraksa Deputy Managing Director, IT System Development Division

Scope of duties and responsibilities of Chief Executive Officer

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

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

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

Executive remuneration

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

In 2021, the Company has 9 executives. The remuneration for executives are paid in form of salary, bonus and other benefits the same as employees, totaling of 37,331,474.50 Baht including the remuneration of Chief Executive Officer and Managing Director.

In addition, the Company has provided a provident fund for the executives by contributing at the rate of 2 percent of the salary. In 2021, the Company has made contributions to the provident fund for executives in the total amount of 67,101.12 Baht.

Information on employees

As of 31 December 2021, the Company has employees (not including executives) in amount of 379 persons which can be separated as follows;

Division / Department	Amount (persons)	
	31 December 2020	31 December 2021
Office of the Directors & Quality Enhancement Division	44	37
Business Development & Marketing Division	34	33
IT System Development Division	12	11
Operation Division	262	261
Accounting & Finance Division	30	29
Human Resources Department	7	5
Internal Audit Office	4	3
Total	393	379

● Employees remuneration

In 2021, the Company has employees (not including executives) in amount of 129,735,209.87 Baht consist of salary, bonus, social security, provident fund, life insurance, and other benefits. The remuneration was determined according to the economic conditions and the Company's performance both short-term and long-term.

● Labor Legal Dispute during the past 3 years

-None-

● Employees training

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

In 2021, the employees have attended several training courses as following:

Courses	Department	Arranged by
Preparation to the PDPA management	All department	Professional Training and Consultancy Co., Ltd.
Employees orientation and the Company rules review	All department	Internal training by the Human Resources Department
Supervisor skills	All department	JMAC Consultants (Thailand) Co., Ltd.
Advance Excel	All department	Khonkiddee Institute
Career paths	All department	Khonkiddee Institute
Fire training	All department	Bat Fire Training Service Limited Partnership
Property accounting, deduction of wear and tear, and depreciation expenses	Accounting Department	NIDA Professional Training Co., Ltd.
Risk Management of Financial Accounting System	Accounting Department	Dharmniti Seminar and Training Co., Ltd.
Guidelines for accounting-taxation for investment in Cryptocurrency	Accounting Department	Dharmniti Seminar and Training Co., Ltd.
Sustainability, ESG and a company's reporting	Accounting Department and Office of Directors	EY Office Co., Ltd.
The role of secretary in raising the CG level in Anti-Corruption	Office of Directors	Thai Institute of Directors Association
Ensure readiness before PDPA is effective	Legal Department	The Securities and Exchange Commission

In 2021, average training hours of the employees were 10 hours per person per year.



Other significant information

● Head of Internal Audit and Head of Compliance

The company has hired Multiplus Audit and Consulting Company Limited, by Mr. Surapon Thawanyavichajit to be the auditor of the Company's internal control system and to regulate the compliance with the regulations of the Securities and Exchange Commission, the Stock Exchange of Thailand and related agencies. In addition, the Board of Directors' meeting has appointed Mr. Rungpan Sallee as the Secretary of Audit Committee to work overseeing the Company's internal audit operations. Details of the Heads of the Internal Audit and Heads of the Compliance are shown in attachment 3.

● The person taking the highest responsibility in finance and accounting

Since 2015, the Company has appointed Mrs. Anchalee Bhakklin, Deputy Managing Director of Accounting and Finance, to be the person taking the highest responsibility in finance and accounting of the Company. Details of the person taking the highest responsibility in finance and accounting is shown in attachment 1.

● The person supervising accounting

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

● The Company Secretary

The Board of Directors meeting No. 5/2020 held on 11 June 2020 had a resolution to appoint Ms. Nuntanit Rachakit as a Company Secretary. The Company Secretary shall be provided in accordance with the Securities and Exchange Act B.E. 2535, section 89/15 as follows:

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

The biography of the Company Secretary shown as attachment 1.

● **Audit Fees**

At the end of accounting period of 31 December 2021, the Company paid the audit fees to EY Office Company Limited for 2.15 million Baht and no any other service fees.

8. Report on key operating results related to corporate governance



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

The Board of Directors has performed duties pursuant to scope of authority, duties, and responsibilities to ensure that the Company's business operations adhere to the laws and regulations as well as the shareholders' resolutions with primarily awareness of benefits of the Company and all groups of stakeholders. In 2021, the Company's material performance on corporate governance were as follows:

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

● Nomination of Directors, independent directors and Executives

- Nomination of Independent Directors

The Company has the policy to select the independent directors based on the following qualifications according to the criteria of the SEC as follows:

- 1) Holding no more than 1 % of total voting shares including the shareholding of persons related to the independent directors
- 2) Not currently be or never been the company's executive director, worker, employee, salaried consultant, or controlling parties. Exception: It has been at least two years after the person has held the position.
- 3) Not by blood or legally registered with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary.
- 4) Not currently having or never had any relations with the company in the way that such relation may impede the person from having independent views. Also, the person should not currently

be or never be a significant shareholder or controlling person for persons having business relations with the company. Exception: It has been at least two years after the person has held the position. In this regard, the business relationship shall include items under the Notification of the Capital Market Supervisory Board No. Tor Jor. 28/2551: requesting permission and granting permission to offer newly issued shares.

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

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

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

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

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

10) Not being a director assigned by the Board of Directors to make decisions on the operations of the Company, parent company, subsidiary, affiliated company, same-level subsidiary, major shareholder or the controlling persons of the Company.

11) Not being a director of the parent company, subsidiary or same-level subsidiary that is a listed company.

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

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

who is the replacement director will hold the position for the remainder of the term of the Audit Committee member which was replaced only.

- Nomination of Directors

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

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

In 2021, the Company opened the opportunity to the shareholders to nominate the candidate who possesses qualifications suitable to be the director during 2 November 2020 to 31 January 2021 to further propose to the 2021 Annual General Meeting of Shareholders. However, no candidate has been nominated by the shareholders at all. In addition, during the 2021 Annual General Meeting of Shareholders, the meeting resolved to re-elect Assoc. Prof. Dr. Paiboon Sareewiwatthana, Chairman of the Board and Mr. Sarawut Charuchinda, the Director, who retire by rotation, to be the Company's directors for another term and also resolved to appoint Mr. Weidt Nuchalearn to be an additional director as per proposed by the Nomination and Remuneration Committee through the Board of Directors.

- Nomination of member of the Executive Committee

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

In 2021, the Board of Directors Meeting No. 2/2021, held on 14 May 2021, has resolved to appoint Mr. Suvit Yoadjarust as the Chairman of the Executive Committee according to the opinion of the Nomination and Remuneration Committee.

- Nomination of Executives

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

In 2021, the Board of Directors Meeting No. 2/2021, held on 14 May 2021, has resolved to appoint Mr. Varunyoo Sila as Chief Executive Officer.

● Director and Executive Development

The Company has a policy to encourage and support the directors and the executive to attend the seminar and training courses constantly for improvement and for better efficient operations, such as courses arranged by the Thai Institute of Directors (IOD), the Office of the Securities and Exchange Commission (SEC), the Stock Exchange of Thailand (SET), Thai Listed Companies Association, Thai Investors Association, or other independent organizations, etc.

In 2021, the directors and executives attended seminars as follows:

Director

- Assoc. Prof. Dr. Sauwanee Thairungroj, Independent Director and Chairman of Audit Committee join the training with the Thai Institute of Directors Association as follows:

- 1) Risk Management Program for Corporate Leaders (RCL) Class 25/2021
- 2) Director Leadership Certification Program (DLCP) Class 2/2021

- Mrs. Wilaiwan Srisamruan, Independent Director and member of the Audit Committee attend the Audit Committee meeting of listed companies organized by the Securities and Exchange Commission

Executives

Mrs. Anchalee Bhakkalin, Deputy Managing Director, Accounting & Finance Division attend the training course as follows:

- 1) Property accounting, deduction of wear and tear, and depreciation expenses organized by NIDA Professional Training Co., Ltd.
- 2) Risk Management of Financial Accounting System organized by Dharmniti Seminar and Training Co., Ltd.
- 3) Guidelines for accounting-taxation for investment in Cryptocurrency organized by Dharmniti Seminar and Training Co., Ltd.
- 4) Update TFRSs for PAEs and TFRS for NPAEs which required and the change in 2021 organized by the Faculty of Commerce and Accountancy of Chulalongkorn University
- 5) Sustainability, ESG and a company's reporting organized by EY Office Co., Ltd.
- 6) M&A trend direction, important issues to consider, and strategy organized by the Stock Exchange of Thailand
- 7) THE NEW CFO 2021 #The New Technology: Empower CFO with Technology Trend organized by the Stock Exchange of Thailand

● Board self-assessment

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

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

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

The evaluation process is as follows:

1. Each committee evaluates the efficiency of the entire performance of the Board of Directors at least once a year.

2. The Nomination and Remuneration Committee proposes the evaluation results to the Nomination and Remuneration Committee to consider the evaluation results and the development guidelines for the improvements of the operational efficiency of the Board of Directors

3. The Nomination and Remuneration Committee proposes remuneration to the Board of Directors for the Board of Directors' Meeting. This was done by considering the evaluation of the Board of Directors and the Company's overall performance at an appropriate level and in accordance with the duties and responsibilities of the directors.

In addition, the Company has arranged for self-assessment of each director individually, and the assessment results will be used as guidelines for improvement and rectification of duties performed by the directors.

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

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

1. Performance
2. Management skills
3. Executive behavior

The Nomination and Remuneration Committee will propose the assessment results to the Board of Directors' Meeting for further acknowledgment.

● Board Meeting

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

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

● Meeting Attendance Statistics of the Directors

In 2021, the proportion of attendance of the directors as follows;

Name	The Board of Directors	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Executive Committee	The 2021 AGM
1. Assoc. Prof. Dr. Pailoon Sareewiwatthana	5/5	-	3/3	-	-	1/1
2. Assoc. Prof. Dr. Saowanee Thairungroj	5/5	4/4	3/3	-	-	1/1
3. Assoc. Prof. Dr. Montree Socratyanurak	5/5	4/4	3/3	-	-	1/1
4. Mrs. Wilaiwan Srisumrual	5/5	4/4	3/3	2/2	-	1/1
5. Mr. Thepthai Sila	5/5	-	-	2/2	23/23	1/1
6. Mr. Suvit Yoadjarust	5/5	-	-	-	23/23	1/1
7. Mr. Weidt Nuchjalearn*	4/4	-	-	-	23/23	-
8. Mr. Sarawut Charuchinda	5/5	-	-	2/2	22/23	1/1
9. Mr. Varunyoo Sila	5/5	-	-	2/2	23/23	1/1
10. Mrs. Anchalee Bhakkalin	-	-	-	-	23/23	1/1

Note:

* Mr. Weidt Nuchjalearn has appointed as the director on 9 April 2021.

● Remuneration of Directors

The Nomination and Remuneration committee shall set the rate based on the Company's business performance and in line with the same type of business/ industry and suitable for each director/ executive role and responsibility. The Company shall set the rate of remuneration to be competitive in the same industry in order to sustain the quality executives. The remuneration for directors is transparent and approved by the shareholder meeting. The remuneration for executive directors shall be disclosed in compliance with the SEC's regulations.

(A) Remuneration in cash

The 2021 Annual General Meeting of the Shareholders held on 9 April 2021 had a resolution of remuneration for directors as follows:

Position	Monthly remuneration (Baht)
Chairman of the Board	50,000
Chairman of Audit Committee	44,000
Member of Audit Committee	38,000
Director	38,000

Monthly remuneration, annual bonus and other benefits for the directors shall be considered based on the company's performance in 2020, in total of not exceeding 6.0 million Baht. The executive directors shall not receive the remuneration for the director position.

In 2021, the remuneration can be summarized as follows:

(Unit: Baht)			
Name	Remuneration	Bonus	Total
1. Assoc. Prof. Dr. Paiboon Sareewiwatthana	588,000	726,000	1,314,000
2. Assoc. Prof. Dr. Sauwanee Thairungroj	516,750	605,000	1,121,750
3. Assoc. Prof. Dr. Montree Socratianurak	445,500	484,000	929,500
4. Mrs. Wilaiwan Srisamrual	445,500	484,000	929,500
5. Mr. Thepthai Sila	-	-	-
6. Mr. Suvit Yoadjarust	-	-	-
7. Mr. Weidt Nuchjalearn	-	-	-
8. Mr. Sarawut Charuchinda	-	-	-
9. Mr. Varunyoo Sila	-	-	-
Total	1,995,750	2,299,000	4,294,750

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

(B) Remuneration in other than cash

The company has considered obtaining the Directors and Officers Liability Insurance (D&O) which specify the terms/conditions, the amount of insurance and premium and propose it to the Board of Directors for review every year to ensure it is adequate to protect the directors and officers from potential lawsuits and damage/loss claims as they perform their duties on behalf of the Company as assigned.

In addition, the Company offers group life and health insurance together with the insurance to protect against Covid-19 infection to the directors and executives as well.

● Report of Committee

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

● Term in Position

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

● Report

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

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

3) The Board of Directors reflects its responsibility in the financial report disclosure in the annual report, together with financial statement and auditor report include.

3.1) It is an action in compliance with the law that requires the Board of Directors to prepare the true and reasonable financial statement and operation performance for quarterly or yearly in the previous.

3.2) It is responsible to manage to get the accurate and complete accounting data that is sufficient to maintain the company's assets and to reflect the concerned points in order to prevent the corruption or abnormal operation.

3.3) It is the confirmation that the Company follows the generally accepted accounting standards, exercises the proper accounting policy and consistently practices it, and uses its reasonable judgment on the financial statement preparation.

● Succession Plan

The Board of Directors assigned the Nomination & Remuneration Committee to prepare the succession plan and criteria of the director and top-level management positions to prepare readiness of personnel in the organization and to be assured that the Company will have knowledgeable and capable management who can take important position in the future including to prevent emergency which may impact to business operations.

● Orientation for New Director

The Board of Directors provides the orientation to all new directors before acting so that they know the expectation of their roles, duties and responsibilities, the company's policy and operational guideline for the corporate governance. They should understand the business nature and various operational aspects of the company. In 2020, there was no new director. Chief Executive Officer or the person assigned by the Chief Executive Director will provide information on orientation of new director.

● The Board and Executive Positions in other firms

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

● Contact with the Executives

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

Moreover, the Company sets up the meeting of the executive committee twice a month for follow-up and share comments with top executives.

● Producing of Stakeholding Report of Directors and Executives

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

● Producing of Changes in Investment Holdings Report

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

In 2021, the directors and executives of the Company have been changed in share holdings as follows:

Name	The amount of shares				% of the amount of 550 million Baht
	As of 31 Dec 2020	Acquired during the year	Disposed during the year	As of 31 Dec 2021	
1. Assoc. Prof. Dr. Paiboon Sareewiwatthana	500,000	-	(500,000)	-	0.00%
2. Assoc. Prof. Dr. Sauwanee Thairungroj	-	-	-	-	0.00%
3. Assoc. Prof. Dr. Montree Socratyanurak	-	-	-	-	0.00%
4. Mrs. Wilaiwan Srisamruai	-	-	-	-	0.00%
5. Mr. Thepthai Sila	14,108,200	-	-	14,108,200	2.57%
6. Mr. Suwit Yoadjarust	3,616,200	-	-	3,616,200	0.66%
7. Mr. Weidt Nuchjalearn	-	-	-	-	0.00%
8. Mr. Sarawut Charuchinda	-	-	-	-	0.00%
9. Mr. Varunyoo Sila	8,100,000	80,906,900	(3,200)	89,003,700	16.18%
10. Mrs. Anchalee Bhakkalin	-	-	-	-	0.00%

Name	The amount of shares				% of the amount of 550 million Baht
	As of 31 Dec 2020	Acquired during the year	Disposed during the year	As of 31 Dec 2021	
11. Mr. Sutee Samathi	160,100	110,000	(269,600)	500	0.0001%
12. Mr. Kriangsak Dhammaraksa	59,500	-	(59,500)	-	0.00%
13. Ms. Poonsilp Kaewchamnong	5,000	-	-	5,000	0.001%

● Conflict of Interest

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

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

In 2021, the company had no related parties transactions.

● Use of inside information to seek benefits

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

In 2021, no director nor executive was found to trade their securities during the Company's black-out period.

● Privacy policy

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

subject on details about collection, compilation, use, and disclosure of Data of the data subject as per details in the Personal Data Protection Policy publicized on the Company's website.

● Internal Control System

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

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

● Risk Management

The Company has the Risk Working Committee to directly report to the Risk Management Committee to consider and set guidelines to prevent the risks from internal and external factors that can cause the damages to the Company. To ensure that the risk management system is efficient and comprehensive throughout the organization.

● Safety and health at the workplace

The Company foresaw the importance on environment and occupational safety, so the safety officers at professional level have been employed to oversee the works on occupational safety, health and environment within the Company and the Occupational Safety, Health and Environment (OSHE) Committee has also been appointed to manage safety pursuant to the Company's occupational safety, health and environment policy including to monitor on compliance with the ministerial regulation prescribing the management standards on Occupational Safety, Health and Environment of the Workplace, B.E. 2549 (2006). It is specified that the OSHE Committee shall arrange a meeting once a month to find potential occupational risks, preventive methods, and elimination of such problems.

In 2021, the works related to occupational safety, health and environment performed by the Company were as follows:

1. Inspect, measure, and supervise environmental quality (light, sound, heat, and chemicals) to keep them within the standards prescribed by the laws.
2. Inspect and certify electrical system by the expert engineer.
3. Prevent fire incident by placing fire-extinguishers to cover all utilization areas and specify that fire-extinguishers must be inspected once a month to make them available for usage.
4. Arrange basic fire-fighting training and provide knowledge to the employees
5. Provide adequate medical supplies, as needed.
6. Arrange safety areas for disposal of hazardous waste, suggestion signboard must be posted to warn the employees and customer for their acknowledgement.
7. Investigate and compile accident statistics to plan for accident preventive and corrective guidelines as well as cultivate good attitude on safety works to all employees.
8. Submit a performance report of safety officer at professional level to the Office of Labor Protection and Welfare Area 4, Bangkok Metropolis, for acknowledgement every 3 months.

During 2021, average sick leave rate of the employees was 6 working days and there was 3 occupational accident or injury at the head office, but it did not have any impact to business operations of the Company.

● Copyright and intellectual property policy

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

● Anti – Corruption

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

In 2021, the Board of Directors approved the consideration on revision of fraud and anti-corruption policy by improving it to conform to the Self-Evaluation Tool for Countering Bribery, Revision Version 4.0 of Thai Private Sector Collective Action against Corruption (CAC) and communicated to the employees at all levels for acknowledgement and strictly compliance.

● Whistle-blowing

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

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

Website: www.auct.co.th

Email.: audit_com@auct.co.th

Tel.: 0 2033 6555

Fax.: 0 2935 6202

The employee can lodge complaint or propose a recommendation to the Board of Directors and the management directly via the Company's email.

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

In 2021, the Company did not have any dispute with any stakeholder.

8.2 Report on the results of duty performance of the Audit Committee in the past year

In 2021, the Audit Committee held 4 meetings. A summary of the operational work is as follows:

1. Reviewed the important information of the Company's quarterly and annual financial statements including considering impacts from changes in the financial reporting standards and attended the meeting with the external auditor without participation of the management.
2. Reviewed the connected transactions or transactions which may have conflicts of interest of the Company.
3. Reviewed and complied with the risk management policy of the Company.
4. Considered and approved the annual audit plan and considered independence of internal audit operations.
5. Considered and reviewed the management to ensure good corporate governance; considered and reviewed scope, authority, duties and responsibilities of the Audit Committee.

6. Considered the Appointment of Auditors for 2021 to the Board of Directors in order to be approved by the 2021 Annual General Meeting of Shareholders.

The details of the results of duty performance of the Audit Committee was shown in attachment 6.

8.3 Summary of the results of duty performance of subcommittees

● The Nomination and Remuneration Committee

In 2021, the Nomination and Remuneration Committee has arranged 3 meetings to consider, can be summarized as follows:

1. Considered recruiting directors who have appropriate qualifications which are in accordance with the components and the structure of directors based on the Company's business strategy to replace retired directors and appointed the addition director for 1 person to propose it to the Board of Directors and the Shareholders' Meeting to consider and approve, respectively.

2. Considered appointment Vice Chairman of the Board, Chairman of the Executive Committee, and Chief Executive Officer according to the succession plan.

3. Considered the 2021 remuneration and the 2020 bonus for non-executive directors in order to propose it to the Board of Directors and the Shareholders' Meeting for approval. Consideration of remuneration was based on the overall assessment of directors performance, responsibilities and its appropriateness including comparing it to the remuneration of other companies in the same or similar industry.

4. Considered and improved the performance evaluation method of the Executive Committee as a guideline for determining remuneration.

5. Considered the increased salary budget and annual bonus payment for Executive Committee, Chief Executive Officer, and employees.

6. Reviewed the scope of authority, duties and responsibilities of the Nomination and Remuneration Committee for the year in the Meeting No. 3/2021 on 17 December 2021 in order to ensure that the Nomination and Remuneration Committee performed their assigned duties and responsibilities completely in accordance with the principles of good corporate governance code for listed companies.

● The Risk Management Committee

In 2021, the Risk Management Committee has arranged 2 meetings to consider, define and review the Company's risk management framework to make it appropriated and in line with the Company's strategic plans on operations and current environmental conditions, material works performed can be summarized as follows:

1. Revise the risk manuals, assess risks, and monitor risk management occurred in 2021 pursuant to the revised manual.

2. Follow-up progress on operations pursuant to risk assessment and manage risks under operations, such as risks from fire and natural disaster, risks from providing loan/credit to the customers and risk from disclosure of personal data, and etc.

3. Monitor performance pursuant to the Company's business continuity plan or BCP.
4. Consider policy and practices related to anti-corruption and fraud.
5. Review scope, authority, duty, and responsibilities of the Risk Management Committee during the Meeting No. 2/2021 on 23 November 2021.

● The Executive Committee

In 2021, the Executive Committee has arranged 23 meetings to consider, can be summarized as follows:

1. Considered and Established Business Policies and Strategic Plans: The Executive Committee considered and gave initial comments regarding the Company's business management policy and strategies and also considered the appropriateness of the business plan and the annual budget by continually monitoring the operational results on a monthly basis. Suggestions were also given for the benefit of the management of the Company. The Executive Committee operated in accordance with the strategy in order to support growth and develop long-term competitiveness.

2. Monitored and Followed up with the Company's Performance: The Executive Committee monitored and followed up with the Company's performance of every department on a monthly basis so that it was in accordance with the plan assigned by the Board of Directors.

3. Considered and Gave Opinions Regarding Investments in Various Projects of the Company: The Executive Committee considered and gave comments regarding investments for various Company projects by analyzing opportunities, obstacles in making investments, and determining risk management policies for financial activities or making investments in various projects of the Company. This included monitoring and making evaluations before proposing them to the Board of Directors in order to create opportunities for potential investments and provide sustainable returns.

4. Considered the Company's Structure and Authority: The Executive Committee considered the structure and authority of the Company before proposing them to the Board of Directors for further consideration and approval.

5. The Company's Management Governance: The Executive Board supervised the Company's management so that it operated in accordance with the legal requirements and ethics were in accordance with good corporate governance principles to prevent any conflicts of interest and maximize the efficiency and effectiveness of the operations.

6. Reviewed the Scope of Duties and Responsibilities of the Executive Committee: The Executive Committee reviewed the scope of duties and responsibilities of the Executive Committee annually, during the Meeting No. 22/2021, held on 14 December 2021. This was to ensure that the assigned operations were complete and the responsibilities were in accordance with the rules and guidelines of the Office of Securities and Exchange Commission.

9. Internal Control and Connected Transactions

9.1 Internal Control

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

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

The board of the Company stipulated that the internal committee be responsible for the appropriate and effective supervision of the internal control systems, risk management systems and good corporate governance systems. The committee also monitored compliance to relevant laws and regulations, prevention of any conflicts of interest, preparation of connected transactions, care for and efficient use of any property in order to prevent any corruption or misconduct. The Company organized assessment processes and balances by appointing an outsourced independent internal audit and internal audit division to review and examine the efficiency and adequacy of the internal control systems. This included risk management and good corporate governance systems of business operations for every department in the Company. This was done by complying with the international standards of the internal control systems of the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and Enterprise Risk Management along with the regulations and guidelines of the Stock Market of Thailand and the Thai Institute of Directors. These were applied in internal controls, risk management and the

monitoring and supervision in order to be more complete so that the Company is as efficient and effective as possible.

Risk Assessment

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

Control Activities

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

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

Information and Communication

The Company paid attention to information technology and communication systems for the collection of information, evaluation of information and the saving and follow up of information in order to provide significant information, used for business decisions and management, that is accurate,

sufficient, timely for directors, executives, employee, shareholders, customers and stakeholders. The Company also stipulated a safety policy for information technology and using data.

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

Monitoring Activities

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

Internal Audit

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

9.2 Connected Transactions

In 2021, the Company does not have any connected transactions.

Policy and trend of future connected transactions

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

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

Needs and Reasons for connected transactions

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

Procedures of connected transaction approval

The Company has set the procedures to control related party transactions of individuals and corporates that may be stakeholders or have conflicts of interest in the future according to the Act of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). The Audit Committee shall provide opinion on the needs of such transaction and its reasonable price based on the normal condition of trades in the market and price comparison with external cases. In the case that the Audit Committee does not have expertise on such case, the independent expert or the

Company's accounting auditor will be appointed to give opinions to support the decision making of the Board of Directors and/or Audit Committee and/or shareholders. The individual who may have conflicts of interest or be stakeholder of the related party transaction shall not be entitled to vote for the transaction approval. The Company shall also disclose the information of connected transactions, the significant purchase or sales of assets and the related party transactions of related individuals and corporates according to the regulations of SEC, SET and standard accounting principles of The Institute of Certified Accountants and Auditor of Thailand.

Guidelines of connected transaction disclosure audit

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

1) Directors and executives shall inform the Company to acknowledge their shares holding and their executive positions in other companies. Such information is now kept at the Company Secretary. The Company also requested the executives and board of directors, should there be any change in their shares holding or positions in any companies, to inform the Company within 1 month after such change is effective.

2) The connected transactions shall be considered and approved according to the authority table before done.



Part 3

Financial Statements



Independent Auditor's Report

To the Shareholders of Union Auction Public Company Limited

Opinion

I have audited the accompanying financial statements of Union Auction Public Company Limited (the Company), which comprise the statement of financial position as at 31 December 2021, and the related statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Union Auction Public Company Limited as at 31 December 2021, its financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am independent of the Company in accordance with the Code of Ethics for Professional Accountants 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.

Key Audit Matter

Key audit matter is the matter that, in my professional judgement, was of most significance in my audit of the financial statements of the current period. This matter was addressed in the context of my audit of the financial statements as

a whole, and in forming my opinion thereon, and I do not provide a separate opinion on this matter.

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

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

Recognition of revenue from service income

Service income is significant accounting transaction as it represents material amounts in the financial statements and directly affects profit or loss of the Company. The major contribution of the Company's revenue is from the property auction broker service fees. The revenue recognition is in the form of service fees which come the administration fees from the buyers and service fee from property owners. The Company has a large number of service income transactions. In addition, the Company has several auction locations. In this regard, there is a risk related to the completeness and occurrence of recognition of revenue from service income. I therefore gave significant attention to the recognition of revenue from service income of the Company.

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

Other Information

Management is responsible for the other information. The other information comprise the information included in annual report of the Company, but does not include the financial statements and my

auditor's report thereon. The annual report of the Company is expected to be made available to me after the date of this auditor's report.

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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


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

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

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

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

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



Wichart Lokatekrawee

Certified Public Accountant (Thailand) No. 4451

EY Office Limited

Bangkok: 25 February 2022

Statement of financial position

As at 31 December 2021

(Unit: Baht)

	Note	2021	2020
Assets			
Current assets			
Cash and cash equivalents	7	167,500,173	193,359,716
Trade and other receivables	8	113,052,568	125,741,489
Other current financial assets	9	419,089,053	304,272,943
Other current assets		1,237,388	1,473,537
Total current assets		700,879,182	624,847,685
Non-current assets			
Restricted bank deposits	10	16,000,005	16,000,032
Other non-current financial assets		2,270,834	4,124,964
Leasehold improvements, buildings and equipment	11	282,343,553	279,781,494
Right-of-use assets	14.1	794,763,088	829,782,826
Intangible assets	12	4,597,718	5,106,736
Deferred tax assets	19	24,696,852	18,764,973
Total non-current assets		1,124,672,050	1,153,561,025
Total assets		1,825,551,232	1,778,408,710
Liabilities and shareholders' equity			
Current liabilities			
Trade and other payables	13	378,293,068	379,012,573
Current portion of lease liabilities	14.2	56,348,901	48,880,582
Income tax payable		28,790,743	21,545,546
Other current liabilities		423,642	336,611
Total current liabilities		463,856,354	449,775,312

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

Statement of financial position (continued)

As at 31 December 2021

(หน่วย : บาท)

	หมายเหตุ	2564	2563
Non-current liabilities			
Lease liabilities, net of current portion	14.2	732,476,952	750,249,501
Provision for long-term employee benefits	15	20,009,036	14,902,018
Other non-current financial liabilities	16	69,890,837	57,216,506
Total non-current liabilities		822,376,825	822,368,025
Total liabilities		1,286,233,179	1,272,143,337
Shareholders' equity			
Share capital			
Registered			
550,000,000 ordinary shares of Baht 0.25 each		137,500,000	137,500,000
Issued and fully paid-up			
550,000,000 ordinary shares of Baht 0.25 each		137,500,000	137,500,000
Share premium		183,998,784	183,998,784
Retained earnings			
Appropriated - statutory reserve	17	13,750,000	13,750,000
Unappropriated		204,069,269	171,016,589
Total shareholders' equity		539,318,053	506,265,373
Total liabilities and shareholders' equity		1,825,551,232	1,778,408,710
		-	-

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

Statement of comprehensive income

For the year ended 31 December 2021

(Unit: Baht)

	Note	2021	2020
Profit or loss:			
Revenues			
Revenue from services		896,826,542	864,339,671
Other income		4,862,984	4,746,654
Total revenues		<u>901,689,526</u>	<u>869,086,325</u>
Expenses			
Cost of services		419,697,166	411,697,142
Service expenses		29,566,079	32,951,148
Administrative expenses		107,290,802	111,544,184
Total expenses		<u>556,554,047</u>	<u>556,192,474</u>
Operating profit		345,135,479	312,893,851
Finance cost	14.3	(23,071,799)	(21,662,687)
Profit before income tax expenses		322,063,680	291,231,164
Income tax expenses	19	(65,971,792)	(63,262,635)
Profit for the year		<u>256,091,888</u>	<u>227,968,529</u>
Other comprehensive income:			
<i>Item not to be reclassified to profit or loss in subsequent periods</i>			
Actuarial loss - net of income tax		(3,051,378)	(2,508,292)
<i>Item not to be reclassified to profit or loss in subsequent periods - net of income tax</i>		(3,051,378)	(2,508,292)
Other comprehensive loss for the year		<u>(3,051,378)</u>	<u>(2,508,292)</u>
Total comprehensive income for the year		<u>253,040,510</u>	<u>225,460,237</u>
Earnings per share	20		
Basic earnings per share		0.46	0.41

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

Statement of changes in shareholders' equity

For the year ended 31 December 2021

(Unit: Baht)

	Issued and paid-up share capital	Share premium	Retained earnings		Total shareholders' equity
			Appropriated - statutory reserve	Unappropriated	
Balance as at 1 January 2020	137,500,000	183,998,784	13,750,000	182,031,352	517,280,136
Profit for the year	-	-	-	227,968,529	227,968,529
Other comprehensive loss for the year	-	-	-	(2,508,292)	(2,508,292)
Total comprehensive income for the year	-	-	-	225,460,237	225,460,237
Dividend paid (Note 21)	-	-	-	(236,475,000)	(236,475,000)
Balance as at 31 December 2020	<u>137,500,000</u>	<u>183,998,784</u>	<u>13,750,000</u>	<u>171,016,589</u>	<u>506,265,373</u>
Balance as at 1 January 2021	137,500,000	183,998,784	13,750,000	171,016,589	506,265,373
Profit for the year	-	-	-	256,091,888	256,091,888
Other comprehensive loss for the year	-	-	-	(3,051,378)	(3,051,378)
Total comprehensive income for the year	-	-	-	253,040,510	253,040,510
Dividend paid (Note 21)	-	-	-	(219,987,830)	(219,987,830)
Balance as at 31 December 2021	<u>137,500,000</u>	<u>183,998,784</u>	<u>13,750,000</u>	<u>204,069,269</u>	<u>539,318,053</u>

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

Statement of cash flows

For the year ended 31 December 2021

(Unit: Baht)

	2021	2020
Cash flows from operating activities		
Profit before tax	322,063,680	291,231,164
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:		
Depreciation and amortisation	127,653,059	120,361,273
(Gain) loss on disposal of equipment	1,432,277	(559,473)
Gain on write off right-of-use assets	(2,485,071)	(137,554)
Provision for long-term employee benefits	1,292,796	690,025
Interest income	(1,450,777)	(2,799,016)
Finance cost	23,071,799	21,662,687
Profit from operating activities before changes in operating assets and liabilities	471,577,763	430,449,106
Operating assets (increase) decrease		
Trade and other receivables	12,549,568	8,637,726
Other current assets	236,149	(103,850)
Other non-current financial assets	1,854,130	(1,534,821)
Operating liabilities increase		
Trade and other payables	2,864,339	133,494,643
Other current liabilities	87,031	60,508
Other non-current financial liabilities	12,674,331	32,744,156
Cash flows from operating activities	501,843,311	603,747,468
Cash paid for corporate income tax	(63,895,630)	(69,682,849)
Net cash flows from operating activities	437,947,681	534,064,619

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

Statement of cash flows (continued)

For the year ended 31 December 2021

(Unit: Baht)

	2021	2020
Cash flows from investing activities		
Cash paid for other current financial assets	(918,139,050)	(493,001,000)
Cash received from other current financial assets	803,322,940	509,001,156
Decrease in restricted bank deposits	27	99,968
Cash paid for purchases of leasehold improvements, buildings and equipment	(54,861,815)	(76,366,801)
Interest received	1,590,130	3,001,353
Proceeds from sales of equipment	314,074	837,274
Cash paid for acquisition of right-of-use assets	(175,899)	(50,637,193)
Cash paid for intangible assets	(217,500)	(2,285,850)
Net cash flows used in investing activities	(168,167,093)	(109,351,093)
Cash flows from financing activities		
Payment of lease liabilities	(75,652,301)	(63,570,348)
Dividend paid	(219,987,830)	(236,475,000)
Net cash flows used in financing activities	(295,640,131)	(300,045,348)
Net increase (decrease) in cash and cash equivalents	(25,859,543)	124,668,178
Cash and cash equivalents at beginning of the year	193,359,716	68,691,538
Cash and cash equivalents at end of the year	167,500,173	193,359,716
Supplementary disclosures of cash flows information		
Non-cash transactions		
Increase (decrease) in accounts payable for acquisitions of leasehold improvements, buildings and equipment	(3,583,844)	4,332,727
Increase in right-of-use assets	88,037,009	117,078,848

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

Notes to financial statements

For the year ended 31 December 2021

1. General information

1.1 Corporate information

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

The Company has 12 branches which are located as follows:

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

1.2 Coronavirus disease 2019 Pandemic

The Coronavirus disease 2019 pandemic continues to affect most businesses and industries. In the fourth quarter of 2021, the situation improved and various control measures were lifted, business activities have therefore resumed. However, the economic recovery of the country began to slow down in early 2022 amid the outbreak of the Omicron variant due to strict measures to control credit provision by financial institutions. As a result, the number of vehicles entering the auction business have decreased slightly in late 2021. Such a situation may bring uncertainties and affect the environment in which the Company’s business operates. The Company’s

management will closely monitor the ongoing development and regularly assess the financial impact in respect of valuation of assets, provisions and contingent liabilities.

2. Basis of preparation

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

On 18 December 2020, Action and Auction Company Limited, an investment in which was classified by the Company as investment in joint venture, registered the completion of liquidation with the Department of Business Development. Such company discontinued its operation and registered the dissolution in 2018. Therefore, the statements of comprehensive income, changes in shareholders' equity and cash flows for the prior period in which the equity method and cost method were applied had the same balances. In addition, there was no presentation of the statement of financial position under equity method as at 31 December 2020.

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

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

3. New financial reporting standards

3.1 Financial reporting standards that became effective in the current year

During the year, the Company has adopted the revised financial reporting standards 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 Company'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 Company believes that adoption of these amendments will not have any significant impact on the Company's financial statements.

4. Significant accounting policies

4.1 Revenue and expense recognition

Rendering of services

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

Interest income

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

Finance cost

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

4.2 Cash and cash equivalents

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

4.3 Leasehold improvements, buildings and equipment and depreciation

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

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

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

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

Depreciation is included in determining income.

No depreciation is provided on assets under installation.

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

4.4 Intangible assets

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

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

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

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

4.5 Leases

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

The Company as a lessee

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

Right-of-use assets

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

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

Land and land improvements	2 - 46	years
Motor vehicles	2 - 3	years

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

Lease liabilities

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

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

Short-term leases and leases of low-value assets

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

4.6 Related party transactions

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

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

4.7 Impairment of non-financial assets

At the end of reporting period, the Company performs impairment reviews in respect of the leasehold improvements, buildings and equipment and right-of-use assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in profit or loss.

4.8 Employee benefits

Short-term employee benefits

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

Post-employment benefits

Defined contribution plans

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

Defined benefit plans

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

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

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

4.9 Provisions

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

4.10 Income tax

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

Current tax

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

Deferred tax

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

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

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

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

4.11 Financial instruments

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

Classification and measurement of financial assets

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

Financial assets at amortised cost

The Company measures financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

Classification and measurement of financial liabilities

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

Derecognition of financial instruments

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

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

Impairment of financial assets

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

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

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

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

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

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

Offsetting of financial instruments

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

4.12 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company applies a quoted market price in an active market to measure its assets and liabilities

that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company measures fair value using valuation techniques that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

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

- Level 1 - Use of quoted market prices in an active market for such assets or liabilities
- Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly
- Level 3 - Use of unobservable inputs such as estimates of future cash flows

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

5. Significant accounting judgements and estimates

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

Leases - The Company as a lessee

Determining the lease term with extension and termination options

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

Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, the management is required to exercise judgement in estimating its incremental borrowing rate to discount lease liabilities. The IBR is the rate of interest that the Company would have to pay to

borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

Leasehold improvements, buildings and equipment and depreciation

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

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

Deferred tax assets

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

Post-employment benefits under defined benefit plans

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

6. Related party transactions

Directors and management's benefits

During the years ended 31 December 2021 and 2020, the Company had employee benefit expenses payable to its directors and management as below.

	(Unit: Baht)	
	2021	2020
Short-term employee benefits	37,331,474	34,333,825
Post-employment benefits	379,194	341,372
Total	37,710,668	34,675,197

7. Cash and cash equivalents

	(Unit: Baht)	
	2021	2020
Cash	384,000	360,000
Bank deposits in saving accounts	164,054,977	189,781,403
Bank deposits in current accounts	3,061,196	3,218,313
Total cash and cash equivalents	167,500,173	193,359,716

As at 31 December 2021, bank deposits carried interest between 0.05 and 0.35 percent per annum (2020: between 0.05 and 0.35 percent per annum).

8. Trade and other receivables

	(Unit: Baht)	
	2021	2020
Trade receivables - vehicles		
Aged on the basis of due dates		
Not yet due	94,256,112	107,959,552
Past due		
Up to 3 months	6,736,540	1,705,580
Total trade receivables - vehicles	100,992,652	109,665,132
Trade receivables - unrelated parties		
Aged on the basis of due dates		
Not yet due	3,499,403	5,028,105
Past due		
Up to 3 months	1,492,870	172,822
Trade receivables - unrelated parties, net	4,992,273	5,200,927
Total trade receivables, net	105,984,925	114,866,059

	(Unit: Baht)	
	2021	2020
Other receivables		
Other receivables - unrelated parties	880,068	1,290,871
Advance payments	2,407,207	3,959,433
Prepaid expenses	4,083,093	5,788,498
Accrued interest income	280,495	419,848
Total	7,650,863	11,458,650
Less: Allowance for expected credit losses	(583,220)	(583,220)
Total other receivables, net	7,067,643	10,875,430
Total trade and other receivables, net	113,052,568	125,741,489

The normal credit term is 3 to 30 days.

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

	(Unit: Baht)	
	2021	2020
Beginning balance	583,220	583,220
Ending balance	583,220	583,220

9. Other current financial assets

As at 31 December 2021, other current financial assets were fixed deposits due more than 3 months but not later than 12 months amount of Baht 419 million (2020: Baht 304 million), carried interest between 0.15 to 0.38 percent per annum (2020: between 0.25 to 0.70 percent per annum).

10. Restricted bank deposits

As at 31 December 2021, the Company had an outstanding bank deposit of Baht 16 million (2020: Baht 16 million) that has been pledged to secure letters of guarantee issued by a local commercial bank in respect of electricity usage and a performance bond for conducting auctions, and to secure overdraft facilities from financial institutions, as described in Note 24.3 and 24.4, respectively.

11. Leasehold improvements, buildings and equipment

(Unit: Baht)

	Leasehold improvements	Buildings	Building improvements and facilities	Furniture and fixtures	Office equipment	Motor vehicles	Assets under installation	Total
Cost								
1 January 2020	304,650,114	49,744,121	45,053,747	66,436,825	2,528,542	45,405,943	16,092,769	529,912,061
Addition	1,815,580	-	606,395	11,148,980	94,770	4,023,260	63,010,543	80,699,528
Transfer in/(transfer out)	43,196,272	-	1,682,892	768,991	-	-	(45,648,155)	-
Disposals/write-off	(304,266)	(322,524)	(3,851,140)	(918,372)	(25,857)	(4,392,151)	-	(9,814,310)
31 December 2020	349,357,700	49,421,597	43,491,894	77,436,424	2,597,455	45,037,052	33,455,157	600,797,279
Addition	2,811,577	-	111,101	8,207,161	19,025	52,500	40,076,607	51,277,971
Transfer in/(transfer out)	69,530,249	-	2,216,480	613,025	-	-	(72,359,754)	-
Disposals	(6,714,420)	(1,212,670)	(410,192)	(1,312,444)	(4,754)	(25,252)	-	(9,679,732)
31 December 2021	414,985,106	48,208,927	45,409,283	84,944,166	2,611,726	45,064,300	1,172,010	642,395,518
Accumulated depreciation								
1 January 2020	149,280,189	24,070,864	36,270,742	44,194,630	2,129,433	27,765,924	-	283,711,782
Depreciation for the year	26,612,806	3,277,082	3,194,434	8,160,708	168,027	5,427,455	-	46,840,512
Accumulated depreciation on disposals/write-off	(304,265)	(322,521)	(3,844,578)	(715,118)	(25,329)	(4,324,698)	-	(9,536,509)
31 December 2020	175,588,730	27,025,425	35,620,598	51,640,220	2,272,131	28,868,681	-	321,015,785
Depreciation for the year	28,361,428	2,953,688	1,202,713	9,169,113	133,615	5,149,004	-	46,969,561
Accumulated depreciation on disposals	(5,303,357)	(1,093,087)	(382,841)	(1,124,676)	(4,169)	(25,251)	-	(7,933,381)
31 December 2021	198,646,801	28,886,026	36,440,470	59,684,657	2,401,577	33,992,434	-	360,051,965
Net book value								
31 December 2020	173,768,970	22,396,172	7,871,296	25,796,204	325,324	16,168,371	33,455,157	279,781,494
31 December 2021	216,338,305	19,322,901	8,968,813	25,259,509	210,149	11,071,866	1,172,010	282,343,553

Depreciation for the year

2020 (Baht 36.7 million included in cost of services, and the balance in service expenses and administrative expenses)

46,840,512

2021 (Baht 36.6 million included in cost of services, and the balance in service expenses and administrative expenses)

46,969,561

As at 31 December 2021, certain items of leasehold improvements, buildings and equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets to approximately Baht 126.7 million (2020: Baht 114.9 million)

12. Intangible assets

(Unit: Baht)

	Computer software	Intangible assts underinstallation	Total
Cost			
1 January 2020	4,674,577	333,500	5,008,077
Addition	1,494,350	791,500	2,285,850
Transfer in/(transfer out)	645,000	(645,000)	-
31 December 2020	6,813,927	480,000	7,293,927
Addition	217,500	-	217,500
Transfer in/(transfer out)	340,000	(340,000)	-
31 December 2021	7,371,427	140,000	7,511,427
Accumulated amortisation			
1 January 2020	1,552,035	-	1,552,035
Amortisation for the year	635,156	-	635,156
31 December 2020	2,187,191	-	2,187,191
Amortisation for the year	726,518	-	726,518
31 December 2021	2,913,709	-	2,913,709
Net book value			
31 December 2020	4,626,736	480,000	5,106,736
31 December 2021	4,457,718	140,000	4,597,718

As at 31 December 2021, certain items of computer software were fully amortised but are still in use. The gross carrying amount before deducting accumulated amortisation of those assets amounted to approximately Baht 0.3 million (2020: Baht 0.3 million).

13. Trade and other payables

(Unit: Baht)

	2021	2020
Trade payables - vehicles	322,488,698	317,767,486
Other payables - unrelated parties	13,822,794	14,177,293
Accrued expenses	41,981,576	47,067,794
Total trade and other payables	378,293,068	379,012,573

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

14. Lease

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

14.1 Right-of-use assets

Movements in the right-of-use assets account for the years ended 31 December 2021 and 2020 were summarised below.

	(Unit: Baht)		
	Land and land improvements	Motor vehicles	Total
1 January 2020	737,577,218	-	737,577,218
Addition	164,974,628	2,741,413	167,716,041
Write-off - net book value	(2,624,828)	-	(2,624,828)
Depreciation for the year	(71,728,325)	(1,157,280)	(72,885,605)
31 December 2020	828,198,693	1,584,133	829,782,826
Addition	87,149,618	1,063,290	88,212,908
Write-off - net book value	(43,275,666)	-	(43,275,666)
Depreciation for the year	(78,788,918)	(1,168,062)	(79,956,980)
31 December 2021	793,283,727	1,479,361	794,763,088

14.2 Lease liabilities

	(Unit: Baht)	
	2021	2020
Lease payments	1,151,473,363	1,176,701,779
Less: Deferred interest expenses	(362,647,510)	(377,571,696)
Total	788,825,853	799,130,083
Less: Portion due within one year	(56,348,901)	(48,880,582)
Lease liabilities - net of current portion	732,476,952	750,249,501

Movements of the lease liability account during the years ended 31 December 2021 and 2020 were summarised below:

	(Unit: Baht)	
	2021	2020
Balance at beginning of year	799,130,083	726,721,278
Additions	88,037,009	117,078,848
Repayment	(52,580,502)	(41,907,661)
Write-off during the year - net book value	(45,760,737)	(2,762,382)
Balance at end of year	788,825,853	799,130,083

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

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

	(Unit: Baht)	
	2021	2020
Depreciation expense of right-of-use assets	79,956,980	72,885,605
Amortisation of interest expense on lease liabilities	23,071,799	21,662,687
Expense relating to short-term leases and low-value assets	4,003,509	8,170,049

14.4 Others

The Company had total cash outflows for leases for the year ended 31 December 2021 of Baht 79.7 million (2020: Baht 71.7 million), including the cash outflow related to short-term lease, leases of low-value assets and variable lease payments that do not depend on an index or a rate.

15. Provision for long-term employee benefits

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

	(Unit: Baht)	
	2021	2020
Provision for long-term employee benefits at beginning of year	14,902,018	11,076,627
Included in profit or loss:		
Current service cost	1,352,482	1,422,093
Interest cost	220,224	206,782

(Unit: Baht)		
	2021	2020
Included in other comprehensive income:		
Actuarial loss arising from		
Demographic assumptions changes	1,800,359	6
Financial assumptions changes	(2,209,317)	11,190
Experience adjustments	4,223,180	3,124,170
Benefits paid during the year	(279,910)	(938,850)
Provision for long-term employee benefits at end of year	20,009,036	14,902,018

The Company expects to pay Baht 0.3 million of long-term employee benefits during the next year (2020: Baht 0.4 million).

As at 31 December 2021, the weighted average duration of the liabilities for long-term employee benefit is 11 years (2020: 11 years).

Significant actuarial assumptions are summarised below.

(Unit: percent per annum)		
	2021	2020
Discount rate	2.2	1.5
Salary increase rate	5.0	6.0
Turnover rate	10.0 - 22.9	11.5 - 34.4

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 were summarised below.

(Unit: Baht)		
	2021	
	<u>Increase 1%</u>	<u>Decrease 1%</u>
Discount rate	(1,467,664)	1,666,335
Salary increase rate	1,602,754	(1,443,768)
	<u>Increase 20%</u>	<u>Decrease 20%</u>
Turnover rate	(2,218,690)	2,994,019

(Unit: Baht)

	2020	
	<u>Increase 1%</u>	<u>Decrease 1%</u>
Discount rate	(1,062,991)	1,207,661
Salary increase rate	1,141,515	(1,029,538)
	<u>Increase 20%</u>	<u>Decrease 20%</u>
Turnover rate	(2,167,771)	3,074,127

16. Other non-current financial liabilities

(Unit: Baht)

	2021	2020
Deposit for auction plate	68,417,900	55,698,000
Employee insurance contributions	1,472,937	1,518,506
Total other non-current financial liabilities	69,890,837	57,216,506

17. Statutory reserve

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

18. Expenses by nature

Significant expenses classified by nature are as follows:

(Unit: Baht)

	2021	2020
Salaries and wages and other employee benefits	175,364,960	173,573,986
Transportation expense	131,691,928	116,357,631
Commission expense	1,498,359	1,789,932
Land rental expenses	641,800	3,770,639
Other auction expenses	26,029,883	40,622,335
Security expense	25,160,419	23,998,334
Depreciation	126,926,541	119,726,117
Amortisation expenses	726,518	635,156

19. Income tax

Income tax expenses for the years ended 31 December 2021 and 2020 were made up as follows:

	(Unit: Baht)	
	2021	2020
Current tax		
Current income tax charge	71,140,827	64,795,430
Deferred tax		
Relating to origination and reversal of temporary differences	(5,169,035)	(1,532,795)
Income tax expenses reported in profit or loss	<u>65,971,792</u>	<u>63,262,635</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: Baht)	
	2021	2020
Deferred tax relating to actuarial loss	762,844	627,074
Total	<u>762,844</u>	<u>627,074</u>

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

	(Unit: Baht)	
	2021	2020
Accounting profit before tax	322,063,680	291,231,164
Applicable tax rate	20%	20%
Accounting profit before tax multiplied by income tax rate	64,412,736	58,246,233
Adjustment in respect of income tax of previous year	-	(240,159)
Effects of:		
Non-deductible expenses	1,586,077	1,390,274
Reversal of the difference between accounting expenses and taxable expenses related to lease	-	4,934,355
Additional expense deductions allowed	(27,021)	(1,068,068)
Income tax expenses reported in profit or loss	<u>65,971,792</u>	<u>63,262,635</u>

The weighted average applicable tax rate was 20% (2020: 22%).

The components of deferred tax assets are as follows:

(Unit: Baht)

	Statements of financial position	
	2021	2020
Deferred tax assets		
Provision for long-term employee benefits	4,001,807	2,980,404
Accumulated depreciation - leasehold improvements, buildings and equipment	11,336,658	11,020,423
Lease	9,358,387	4,764,146
Total	24,696,852	18,764,973

20. Earnings per share

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

21. Dividends

Dividends declared during the years ended 31 December 2021 and 2020 consist of the following:

Dividends	Approved by	Total dividends	Dividend per share
		(Baht)	(Baht)
<u>For the year 2021</u>			
Final dividends for 2020	Annual General Meeting of the shareholders on 9 April 2021	126,494,020	0.23
Interim dividends for the period as from 1 January 2021 to 30 June 2021	Board of Directors' meeting on 13 August 2021	93,493,810	0.17
Total for 2021		<u>219,987,830</u>	
<u>For the year 2020</u>			
Interim dividends for the period as from 1 July 2019 to 31 December 2019	Board of Directors' meeting on 30 March 2020	137,475,000	0.25
Interim dividends for the period as from 1 January 2020 to 30 June 2020	Board of Directors' meeting on 7 August 2020	99,000,000	0.18
Total for 2020		<u>236,475,000</u>	

22. Provident fund

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Company contribute to the fund monthly at the rate of 2 percent of basic salary. The fund, which is managed by Kasikorn Asset Management Company Limited, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2021 amounting to approximately Baht 2 million (2020: Baht 2 million) were recognised as expenses.

23. Segment information

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

For management purposes, the Company is organised into business units based on their services income and have 4 reportable segments as follows:

1. Vehicle auction
2. Motorcycle auction
3. Transportation
4. Other services

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 on a basis consistent with that used to measure operating profit or loss in the financial statements.

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

The following tables present revenue information regarding the Company's operating segments for the years ended 31 December 2021 and 2020.

(Unit: Baht)

	Vehicle auction		Motorcycle auction		Transportation		Other services		Total	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Revenue from services	704,161,011	656,423,771	73,148,682	77,546,987	99,251,109	99,581,615	20,265,740	30,787,298	896,826,542	864,339,671
Cost of services									(419,697,166)	(411,697,142)
Gross profit									477,129,376	452,642,529
Other income									4,862,984	4,746,654
Service expenses									(29,566,079)	(32,951,148)
Administrative expenses									(107,290,802)	(111,544,184)
Finance cost									(23,071,799)	(21,662,687)
Income tax expenses									(65,971,792)	(63,262,635)
Profit for the year									256,091,888	227,968,529
Timing of revenue recognition:										
When the obligations completed	704,161,011	656,423,771	73,148,682	77,546,987	99,251,109	99,581,615	20,265,740	30,787,298	896,826,542	864,339,671

Geographic information

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

Major customers

For the years 2021 and 2020, the Company has no major customer with revenue of 10 percent or more of an entity's revenues.

24. Commitments and contingent liabilities

As at 31 December 2021, the Company had commitments and contingent liabilities other than those disclosed in other notes as follows:

24.1 The Company had outstanding commitments with respect to service agreements totaling approximately Baht 2 million per month (2020: Baht 2 million per month).

24.2 The Company has entered into several long-term agreements to lease low-value assets. As at 31 December 2021, the Company had payment commitments under these lease agreements of Baht 3 million (2020: Baht 3 million).

24.3 Bank guarantees

As at 31 December 2021, there were outstanding bank guarantees issued by banks of Baht 17 million (2020: Baht 14 million). These included letter of guarantee for electricity use and for contract performance used for auction bids.

24.4 As at 31 December 2021, the Company had an overdraft facility of Baht 102 million and letter of guarantee facilities totaling Baht 48 million (2020: Baht 92 million and Baht 48 million, respectively) from financial institutions, which were for use in the Company's operations.

24.5 Service commitments

The Company has commitments to non-related companies and commercial banks under agreements related to its arrangement of auctions covering a period from May 2006 to January 2024. The Company is required to comply with significant terms in related agreements such as commission rates.

25. Financial instruments

25.1 Financial risk management objectives and policies

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

Credit risk

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

Trade receivables

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

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

Financial instruments and cash deposits

The Company manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Company's Executive Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

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

Market risk

Interest rate risk

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

As at 31 December 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.

	As at 31 December 2021				
	Fixed interest rates within 1 year	Floating interest rate	Non-interest bearing	Total	Effective interest rate
	Million Baht				(% p.a.)
Financial assets					
Cash and cash equivalents	-	168	-	168	0.05 - 0.35
Trade and other receivables	-	-	113	113	-
Other current financial assets	419	-	-	419	0.15 - 0.38
Restricted bank deposits	16	-	-	16	0.10 - 0.38
Other non-current financial assets	-	-	2	2	-
	435	168	115	718	
Financial liabilities					
Trade and other payables	-	-	378	378	-
Other non-current financial liabilities	-	-	70	70	-
	-	-	448	448	-

	As at 31 December 2020				
	Fixed interest rates within 1 year	Floating interest rate	Non-interest bearing	Total	Effective interest rate
	Million Baht				(% p.a.)
Financial assets					
Cash and cash equivalents	-	193	-	193	0.05 - 0.35
Trade and other receivables	-	-	126	126	-
Other current financial assets	304	-	-	304	0.25 - 0.70
Restricted bank deposits	16	-	-	16	0.20 - 0.80
Other non-current financial assets	-	-	4	4	-
	320	193	130	643	
Financial liabilities					
Trade and other payables	-	-	379	379	-
Other non-current financial liabilities	-	-	57	57	-
	-	-	436	436	-

Liquidity risk

Approximately 36 percent of the Company's debt will mature in less than one year at 31 December 2021 (2020: 35 percent) based on the carrying value of borrowings reflected in the financial statements. The Company has assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has cash and cash equivalent including access to a sufficient variety of sources of funding.

The table below summarises the maturity profile of the Company's non-derivative financial liabilities as at 31 December 2021 and 2020 based on contractual undiscounted cash flows:

(Unit: Baht)

	As at 31 December 2021			
	Less than 1 year	1 - 5 years	Over 5 years	Total
Non-derivatives				
Trade and other payables	378,293,068	-	-	378,293,068
Lease liabilities	77,296,315	244,729,822	829,447,226	1,151,473,363
Other non-current financial liabilities	-	69,890,837	-	69,890,837
Total non-derivatives	<u>455,589,383</u>	<u>314,620,659</u>	<u>829,447,226</u>	<u>1,599,657,268</u>

(Unit: Baht)

	As at 31 December 2020			
	Less than 1 year	1 - 5 years	Over 5 years	Total
Non-derivatives				
Trade and other payables	379,012,573	-	-	379,012,573
Lease liabilities	69,991,287	258,414,870	848,295,622	1,176,701,779
Other non-current financial liabilities	-	57,216,506	-	57,216,506
Total non-derivatives	<u>449,003,860</u>	<u>315,631,376</u>	<u>848,295,622</u>	<u>1,612,930,858</u>

25.2 Fair values of financial instruments

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

26. Capital management

The primary objective of the Company's capital management is to ensure that it has an appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2021, the Company's debt-to-equity ratio was 2.38:1 (2020: 2.51:1).

27. Event after reporting period

On 25 February 2022, a meeting of the Company's Board of Directors passed a resolution to propose the payment of a dividend of Baht 0.28 per share or a total of Baht 154 million from the Company's 2021 operating result, in addition to the interim dividend. This will be proposed to the 2022 Annual General Meeting of the Company's shareholders for approval.

28. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 25 February 2022.



Attachments



Attachment 1

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

Attachment 2

Details of the directors of subsidiaries

Attachment 3

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

Attachment 4

Assets for business undertaking and details of asset appraisal

Attachment 5

Policy and guidelines on corporate governance and Code of conduct of the Company

Attachment 6

Management Responsibility for the Financial Statements and Report of the Audit Committee

Attachment 1

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

Directors



Assoc. Prof. Dr. Paiboon Sareewiwatthana
(Age 68 years)
Chairman of the Board / Member of Nomination
and Remuneration Committee

Appointment date as the director : 24 September 2012 (9 years 3 months)

Education :

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

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

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

Work experiences during the past 5 years :

Union Auction Public Company Limited :

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

Board member / Management in other listed company : 2 companies

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

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

2019 - Present Chairman of the Board / Biodegradable Packaging Environment Public Company Limited
2018 - Present Chairman of the Board / Chic Republic Public Company Limited
2005 - Present Arbitrator / The Securities and Exchange Commission, Thailand
1988 - Present Director / BRCS Company Limited
1984 - 2020 Assoc. Prof. Level 9 Faculty of Business Administration / National Institute of Development Administration (NIDA)

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

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

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

Criminal record during the past 10 years :

None

Family relationship of the executive with the Company :

None

Shareholding ratio in the Company (as at 31 December 2021) :

None

The meeting participation during the year 2021 :

- | | | |
|---|---------------------------------------|-----------|
| - | The Board of Directors | 5/5 times |
| - | Nomination and Remuneration Committee | 3/3 times |



Assoc. Prof. Dr. Sauwanee Thairungroj

(Age 63 years)

Independent Director / Vice Chairman /
Chairman of Audit Committee / Vice Chairman of
Nomination and Remuneration Committee

Appointment date as the director : 24 September 2012 (9 years 3 months)

Education :

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

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

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

Work experiences during the past 5 years :

Union Auction Public Company Limited :

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

Board member / Management in other listed company : 2 companies

2021 - Present	Independent Director, Chairman of Audit Committee The One Enterprise Public Company Limited
2020 - Present	Independent Director / Union Plastic Public Company Limited

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

2021 - Present	Director of Higher Education Institutions Screening Committee, Local and community development Ministry of Higher Education, Science, Research and Innovation
2020 - Present	Director / Advance Medical Center Company Limited
2020 - Present	Consultant, University Council of Thai Chamber of Commerce and President of the Harbour, Space@UTCC Project
2020 - Present	Director, National Cyber Security Committee / Ministry of Digital Economy and Society
2018 - Present	Independent Director, Chairman of Audit Committee / Government Savings Bank

2018 - Present	Director (Economic), National Economics and Social Development Board Committee Office of the National Economics and Social Development Council
2012 - 2019	President / University of Thai Chamber of Commerce

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

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

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

Criminal record during the past 10 years : None

Family relationship of the executive with the Company: None

Shareholding ratio in the Company (as at 31 December 2021) : None

The meeting participation during the year 2021:

-	The Board of Directors	5/5 times
-	Audit Committee	4/4 times
-	Nomination and Remuneration Committee	3/3 times



Assoc. Prof. Dr. Montree Socatayanurak
(Age 65 years)
Independent Director /
Member of Audit Committee / Chairman of
Nomination and Remuneration Committee

Appointment date as the director : 24 September 2012 (9 years 3 months)

Education :

- Doctoral Degree in Economics, University of Minnesota U.S.A.
- Master Degree in Economics, University of Minnesota U.S.A.
- Bachelor Degree of Economics, Thammasart University

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

DAP: Director Accreditation Program Class 69/2008

Work experiences during the past 5 years :

Union Auction Public Company Limited :

2011 - Present	Independent Director / Member of Audit Committee / Chairman of Nomination and Remuneration Committee
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Board member / Management in other listed company : 5 companies

2020 - Present	Chairman of Audit Committee, Independent Director / Clover Power Public Company Limited
2016 - Present	Chairman of the Board, Independent Director / Thai Plastic Industry (1994) Public Company Limited
2015 - Present	Chairman of Audit Committee, Independent Director / Megachem Public Company Limited
2014 - Present	Chairman of the Board, Chairman of Audit Committee, Chairman of Nomination and Remuneration Committee, Independent Director / TV Thunder Public Company Limited
2012 - Present	Chairman of Audit Committee, Independent Director / East Coast Furnitech Public Company Limited

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

2020 - 2021	Chairman of Audit Committee, Independent Director / Clover Power Company Limited
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Positions in other companies which may cause the conflict of interest to the Company : None

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

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

Criminal record during the past 10 years : None

Family relationship of the executive with the Company : None

Shareholding ratio in the Company (as at 31 December 2021) : None

The meeting participation during the year 2021 :

-	The Board of Directors	5/5 times
-	Audit Committee	4/4 times
-	Nomination and Remuneration Committee	3/3 times

Mrs. Wilaiwan Srisamrual

(Age 62 years)

Independent Director /
Member of Audit Committee / Member of
Nomination and Remuneration Committee /
Member of Risk Management Committee



Appointment date as the director : 1 January 2018 (4 years)

Education :

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

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

- DAP: Director Accreditation Program Class 145/2018
- RCL: Risk Management Program for Corporate Leaders Class 17/2019
- HRP: How to Develop a Risk Management Plan Class 27/2020

Work experiences during the past 5 years :

Union Auction Public Company Limited :

2018 - Present Independent Director / Member of Audit Committee / Member of Risk Management Committee /
Member of Nomination and Remuneration Committee

Board member / Management in other listed company : None

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

2019 - Present CFO / Executive Director / Biodegradable Packaging for Environment Public Company Limited
2018 - 2019 Member of Audit Committee / Biodegradable Packaging for Environment Public Company Limited

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

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

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

Criminal record during the past 10 years : None

Family relationship of the executive with the Company : None

Shareholding ratio in the Company (as at 31 December 2021) : None

The meeting participation during the year 2021 :

- | | | |
|---|---------------------------------------|-----------|
| - | The Board of Directors | 5/5 times |
| - | Audit Committee | 4/4 times |
| - | Nomination and Remuneration Committee | 3/3 times |
| - | Risk Management Committee | 2/2 times |

Mr. Thepthai Sila (Age 62 years)
 Director/Vice Chairman /
 Member of Executive Committee /
 Member of Risk Management Committee



Appointment date as the director : 24 September 2012 (9 years 3 months)

Education :

Bachelor Degree of Public Administration / Ramkhamhaeng University

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

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

Work experiences during the past 5 years :

Union Auction Public Company Limited :

May 2021 - Present Vice Chairman
 1991 - Present Director / Member of Executive Committee / Member of Risk Management Committee
 1991 - 2020 Managing Director

Board member / Management in other listed company : None

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

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

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

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

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

Criminal record during the past 10 years : None

Family relationship of the executive with the Company : Father of Mr. Varunyoo Sila

Shareholding ratio in the Company (as at 31 December 2021) : 14,108,200 shares (2.57%)

The meeting participation during the year 2021 :

- | | | | |
|---|---------------------------|-------|-------|
| - | The Board of Directors | 5/5 | times |
| - | Executive Committee | 23/23 | times |
| - | Risk Management Committee | 2/2 | times |

Mr. Suvit Yoadjarust
(Age 66 years)
Director / Chairman of Executive Committee



Appointment date as the director : 25 November 2013 (8 years 1 month)

Education :

Master Degree of Marketing Communication, Management, Suan Dusit Rajabhat University

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

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

Work experiences during the past 5 years :

Union Auction Public Company Limited :

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

Board member / Management in other listed company : None

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

2001 - Present	Managing Director / Quality Syndicate Company Limited
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Positions in other companies which may cause the conflict of interest to the Company : None

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

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

Criminal record during the past 10 years : None

Family relationship of the executive with the Company : None

Shareholding ratio in the Company (as at 31 December 2021): 3,616,200 shares (0.66%)

The meeting participation during the year 2021 :

-	The Board of Directors	5/5 times
-	Executive Committee	23/23 times



Mr. Weidt Nuchjalearn (Age 68 years)
Director / Member of Executive Committee

Appointment date as the director : 9 April 2021 (8 months)

Education :

- Master of Business Administration, Thammasat University
- Bachelor of Science (Agricultural Economics), Kasetsart University

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

- Director Accreditation Program (DAP) Class SEC/2015
- Role of Chairman Program (RCP) Class 31/2013
- Top Executive Program in Commerce and Trade: TEPCoT Class 3/2010, Commerce Academy
- Financial Executive Development Program Class 14/2016, Thai Institute of Banking and Finance Association
- Commercial Credit Skills Assessment, Chulalongkorn University
- Security Management and Leadership for Executives Program (SML) Class 9/2017, National Defence College
- Top Executive Program Class 18/2010, Capital Market Academy (CMA)

Work experiences during the past 5 years :

Union Auction Public Company Limited :

Apr 2021 - Present	Director
2020 - Present	Member of Executive Committee

Board member / Management in other listed company : 5 companies

2021 - Present	Independent Director, Member of the Audit Committee, Chairman of the Risk Committee Micro Leasing Public Company Limited
2018 - Present	Chairman of Audit Committee, Independent Director WHA Utilities & Power Public Company Limited
2017 - Present	- Chairman of the Board / Siamrajathanee Public Company Limited - Advisor / Dhipaya Insurance Public Company Limited - Chairman of the Board, Chairman of the Audit Committee, Independent Director Siam Technic Concrete Public Company Limited
2014 - Present	Chairman of Audit Committee / Thaifoods Group Public Company Limited
2018 - 2019	Director / Srisawad Finance Public Company Limited
2017 - 2019	Chairman of Risk Management Committee / Raimon Land Public Company Limited
2015 - 2017	Director / Dhipaya Insurance Public Company Limited

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

2020 - Present	Expert / Financial Advisory Center (TCG F.A. Center)
2018 - Present	Director / Hinsitsu (Thailand) Company Limited
2017 - Present	Chairman / Thaitechnoglass Company Limited
2015 - Present	Expert, Advisor / Small and Medium Enterprise Development Bank of Thailand
2018 - 2021	Director / P-Sup Energy Company Limited
2015 - 2019	Director / Srisawad Power Company Limited
2016 - 2018	- Director / Provincial Waterworks Authority - Expert / The Market for Alternative Investment
2015 - 2018	Director - Zoological Park Organization of Thailand - Forest Industry Organization
2015 - 2017	Director / Right Livelihood Foundation

Positions in other companies which may cause the conflict of interest to the Company : None**Holding the positions of director / management in conflict company at the present or the past 2 years :**

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

Criminal record during the past 10 years : None**Family relationship of the executive with the Company :** None**Shareholding ratio in the Company (as at 31 December 2021) :** None**The meeting participation during the year 2021 :**

-	The Board of Directors	4/4 times
-	Executive Committee	23/23 times

Mr. Sarawut Charchjinda

(Age 63 years)

Director / Member of Executive Committee /
Member of Risk Management Committee



Appointment date as the director : 24 April 2018 (3 years 8 months)

Education :

- MBA, Finance University of Mississippi U.S.A.
- Bachelor Degree of Accounting (2nd Honor), Chulalongkorn University

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

- DCP: Director Certification Program Class 31/2003
- AACP: Advance Audit Committee Program Class 19/2015

Work experiences during the past 5 years :

Union Auction Public Company Limited :

2018 - Present	Director / Member of Executive Committee / Member of Risk Management Committee
2012 - 2017	Independent Director / Member of Audit Committee / Member of Risk Management Committee

Board member / Management in other listed company : 2 companies

2018 - Present	Independent Director, Chairman of the Board, Member of Risk Management Committee Assetwise Public Company Limited
2016 - Present	Independent Director, Chairman of Audit Committee, Member of Nomination and Remuneration Committee / BT Wealth Industries Public Company Limited

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

2016 - Present	Independent Director, Chairman of Audit Committee / Chic Republic Public Company Limited
2012 - 2017	Deputy Managing Director, Chairman of Business Loans / Kiatnakin Bank Public Company Limited

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

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

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

Criminal record during the past 10 years :

None

Family relationship of the executive with the Company:

None

Shareholding ratio in the Company (as at 31 December 2021) :

None

The meeting participation during the year 2021 :

-	The Board of Directors	5/5	times
-	Executive Committee	22/23	times
-	Risk Management Committee	2/2	times

Mr. Varunyoo Sila (Age 38 years)
 Director / Member of Executive Committee /
 Chairman of Risk Management Committee /
 Chief Executive Officer / Managing Director



Appointment date as the director : 24 September 2012 (9 years 3 months)

Education :

- Master of Business Administration, Assumption University
- Bachelor Degree of Communication Arts, Assumption University

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

DCP: Director Certification Program Class 166/2012

Work experiences during the past 5 years :

Union Auction Public Company Limited :

May 2021 - Present	Chief Executive Officer
2020 - Present	Managing Director
2012 - Present	Director / Member of Executive Committee / Chairman of Risk Management Committee
2019 - 2020	Deputy Managing Director, Internal Affair Division
2014 - 2019	Deputy Managing Director, Office of the Directors Department and IT Department

Board member / Management in other listed company : None

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

2009 - Present	Director / Khao Kho Highland Resort Company Limited
2010 - 2018	Director / Sahakarn Holding Company Limited At 800 Company Limited, Bliss Khao Kho Company Limited

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

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

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

Criminal record during the past 10 years :

None

Family relationship of the executive with the Company:

Son of Mr. Thepthai Sila

Shareholding ratio in the Company (as at 31 December 2021) :

89,003,700 shares (16.18%)

The meeting participation during the year 2021 :

-	The Board of Directors	5/5	times
-	Executive Committee	23/23	times
-	Risk Management Committee	2/2	times

Executives

Mr. Sutee Samathi (Age 60 years)
Deputy Managing Director,
Business Development and Marketing Division



Education :

- Master of Business Administration (Finance), Ramkhamhaeng University
- Bachelor Degree in Economics, Ramkhamhaeng University

Work experiences during the past 5 years :

Union Auction Public Company Limited :

2019 - Present	Deputy Managing Director, Business Development and Marketing Division
2018 - 2019	Deputy Managing Director, Business Development and Marketing Department
2015 - 2018	Assistant Managing Director, Business Development and Marketing Department

Board member / Management in other listed company : None

Board member / Management in non-listed company : None

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

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

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

Criminal record during the past 10 years : None

Family relationship of the executive with the Company: None

Shareholding ratio in the Company (as at 31 December 2021) : 500 shares (0.0001%)

Mr. Kriangsak Dhammaraksa

(Age 50 years)

Deputy Managing Director,
IT System Development Division



Education :

- Master of Science (Major in Information Technology Management), Prince of Songkla University
- Bachelor Degree of Science (Statistics), Srinakharinwirot University

Work experiences during the past 5 years :

Union Auction Public Company Limited :

2019 - Present	Deputy Managing Director, IT System Development Division
2015 - 2019	Assistant Managing Director, Information Technology

Board member / Management in other listed company : None

Board member / Management in non-listed company : None

2017 - 2018	Director / Action and Auction Company Limited
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Positions in other companies which may cause the conflict of interest to the Company : None

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

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

Criminal record during the past 10 years : None

Family relationship of the executive with the Company : None

Shareholding ratio in the Company (as at 31 December 2021) : None



Ms. Poonsilp Kaewchumnong

(Age 56 years)

Deputy Managing Director, Office of the Directors and Quality Enhancement Division

Education :

Bachelor of Business Administration, Ramkhamhaeng University

Work experiences during the past 5 years :

Union Auction Public Company Limited :

2019 - Present	Deputy Managing Director, Office of the Directors and / Quality Enhancement Division
2003 - Jan 2021	Secretary of Managing Director
2016 - 2019	Acting Assistant Managing Director, Office of the Directors Department

Board member / Management in other listed company : None

Board member / Management in non-listed company : None

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

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

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

Criminal record during the past 10 years : None

Family relationship of the executive with the Company : None

Shareholding ratio in the Company (as at 31 December 2021) : 5,000 shares (0.001%)

The person assigned to take the highest responsibility in Accounting and Finance

Mrs. Anchalee Bhakkalin

(Age 65 years)

Member of Executive Committee/
Deputy Managing Director, Accounting and
Finance Division



Education :

- Master of Business Administration, Kasetsart University
- Graduate Diploma in Auditing, Chulalongkorn University
- Bachelor of Accountancy, Chulalongkorn University
- Certified Public Accountant (CPA 3256)

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

DAP: Director Accredited Program Class 124/2016

Work experiences during the past 5 years :

Union Auction Public Company Limited :

2020 - Present	Member of Executive Committee
2019 - Present	Deputy Managing Director, Accounting & Finance Division
2017 - 2020	Deputy Managing Director, Accounting & Finance Department

Board member / Management in other listed company : None

Board member / Management in non-listed company : None

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

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

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

Criminal record during the past 10 years : None

Family relationship of the executive with the Company : None

Shareholding ratio in the Company (as at 31 December 2021) : None

The meeting participation during the year 2021 :

-	Executive Committee	23/23 times
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The person assigned to take direct responsibility for accounting supervision

Ms. Oranut Jeeranantasin (Age 45 years)
Vice President of the Accounting Department

Education :

- Master of Accounting Chulalongkorn University
- Bachelor Degree of Accounting Bangkok University

Work experiences during the past 5 years :

Union Auction Public Company Limited :

- | | |
|----------------|---|
| 2020 - Present | Vice President of the Accounting Department |
| 2013 - 2018 | Senior Manager of the Accounting Department |

Board member / Management in other listed company : None

Board member / Management in non-listed company : None

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

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

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

Criminal record during the past 10 years : None

Family relationship of the executive with the Company : None

Shareholding ratio in the Company (as at 31 December 2021) : None

The Company's secretary

Ms. Nuntanit Rachakit (Age 37 years)
Company Secretary

Education :

- Master of Economics, Sukhothai Thammathirat Open University
- Bachelor of Business Administration, Sukhothai Thammathirat Open University
- Bachelor of Law, Ramkhamhaeng University

Training :

- Company Secretary Program (CSP) Class 93/2018, Thai Institute of Directors
- Fundamentals for Corporate Secretaries Class 1/2015, Thai Listed Companies

Work experiences during the past 5 years :

Union Auction Public Company Limited :

2020 - Present Company Secretary / Union Auction Public Company Limited

Board member / Management in other listed company : None

2018 - 2020 Company Secretary / AIRA Factoring Public Company Limited

2014 - 2018 Assistant Company Secretary / TRC Construction Public Company Limited

Board member / Management in non-listed company: None

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

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

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

Criminal record during the past 10 years : None

Family relationship of the executive with the Company : None

Shareholding ratio in the Company (as at 31 December 2021) : None

Attachment 2

Details of the directors of subsidiaries

As of 31 December 2021, the Company has no its subsidiaries.

Attachment 3

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

Heads of the Internal Audit

The company has hired Multiplus Audit and Consulting Company Limited, an external agency, to be the auditor of the Company's internal control system. The head of the Internal Audit has qualifications, educational qualifications and work experience as follows:

Mr. Surapon Thawanyavichajit
Internal Control Auditor,
Multiplus Audit and Consulting Company Limited

Education :

- Master of Business Administration, Thammasat University
- Bachelor of Accounting, Chulalongkorn University
- Certified Public Accountant of Thailand Registration No. 3941
- Certificate of Professional Internal Auditor (CPIAT) of the Association of Internal Auditors of Thailand Registration number 734

Training for the past 5 years :

- Year 2021 :
- Audit working paper, Institute of Internal Auditors of Thailand
 - Quality Assurance and Improvement Program (QAIP), Institute of Internal Auditors of Thailand
 - Compliance Audit, Institute of Internal Auditors of Thailand
 - Internal Audit Comprehensive - Advances in IT, Institute of Internal Auditors of Thailand
 - EQCR and Monitoring 1/2021, TFAC
- Year 2020 :
- Preparation of operational consolidated financial statements, class 1/2020, TFAC
 - Corporate Finance, class 1/2020, TFAC
 - Analytical Thinking in the Internal Audit Process, class 2/2020, TFAC
 - J-SOX: internal control, principle concept, and implementation, TFAC
 - The Role of IT Auditor with PDPA, Institute of Internal Auditors of Thailand
 - Risk Management in Crisis, Institute of Internal Auditors of Thailand

Year 2019 organized by TFAC :

- Issues that accountants must be aware and prepare for today's NPAE standard
- Adjust the accounting system and NPAE standard for a single set of accounts.
- Accounting Revisions and Accounting Errors in accordance with Financial Reporting Standards
- New Standard Revenue Recognition (TFRS 15) and Changes to the Set of Accounting Standards Important and Impactful for PAEs and NPAEs
- Integrated Audit, class 1/2019
- IT Governance and IT Risk Management 4.0, class 1/2019
- Financial instruments: IFRS9

Year 2018 organized by TFAC :

- Accounting for Financial Instruments
- Audits and considerations when entities use computers to Process Information
- Catch key points in the auditor's audit report according to the new standard
- Training program for obtaining a certificate in internal auditing (Course 10)
- Quality assurance of internal audit work
 - o Standard 1300
 - o Methods for building quality in internal audit work
 - o Methods for applying standards to improve quality
 - o Methods for improving the quality of practice
 - o Quality measures as KPIs
- M – Score ...? Financial statements and jurisprudence
- Accounting revisions and accounting errors in accordance with financial reporting standards

Year 2017 :

- Internal Audit in Disruptive Technology
- COSO 2013, Framework for Internal Control System, class 3/2017
- Manage the new revenue recognition criteria based on TFRS15 for General Business, class 2/2017

Work experience in the past 5 years :

2013 - Present Executive Director
Multiplus Audit and Consulting Company Limited
Business type: Providing auditing, internal audit and consulting services

Heads of the Compliance

The Company has set up the Internal Audit Office to work overseeing the Company's internal audit operations. The Compliance Head has qualifications, educational qualifications and work experience as follows:

Mr. Rungpan Sallee

Internal Auditor

Education :

Bachelor of Business Administration, Sukhothai Thammathirat Open University

Training :

Anti-Corruption: The Practical Guide (ACPG) Class 20/2015

Work experiences during the past 5 years :

2020 - Present Company Secretary
Union Auction Public Company Limited

Board member / Management in other listed company : None

Board member / Management in non-listed company : None

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

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

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

Criminal record during the past 10 years : None

Family relationship of the executive with the Company : None

Shareholding ratio in the Company (as at 31 December 2021) : None

Attachment 4

Assets for business undertaking and details of asset appraisal

1. Assets for business undertaking

As of 31 December 2021, the Company has main fixed assets used in business operations as follows:

Leasehold improvements, buildings and equipment

The Company has leasehold improvements, buildings, and equipment in the amount of 282.34 million Baht consist of:

List	Nature	Book value (million Baht)	Obligation
1. Leasehold improvements	Owner	216.34	-None-
2. Buildings	Owner	19.32	
3. Building improvements and facilities	Owner	8.97	
4. Furniture and fixtures	Owner	25.26	
5. Office equipment	Owner	0.21	
6. Motor vehicles	Owner	11.07	
7. Work in progress	Owner	1.17	
Total		282.34	

Leasehold improvement is the leased land improvement that used as the location of the office building and the company's car storage facility in Bangkok and other provinces.

As of 31 December 2021, the Company's intangible assets are computer program. It comprises the various software licenses the company uses in its business, including software licenses for online auctions and installation work. Book value 4.60 million Baht

2. Important contracts

As of 31 December 2021, The Company has important contracts in business operations as follows:

- 2.1 Land lease contract
- 2.2 Auction contract of cars, motorcycles, and other assets
- 2.3 Parking contract of cars and motorcycles
- 2.4 Transport contract of cars and motorcycles
- 2.5 Cleaning contract of cars and motorcycles

the details as following:

2.1 Land lease contract

The Company leased areas both in Bangkok and in many regions across the country as an office, auction site, and warehouse to store assets to be auctioned. All of them are leased from individuals or juristic persons who are not related to the Company. The Company's lease area according to the contracts are as follows:

No.	Address	Area	Objective	Period	
				Beginning Contract	Period (year(s))
1	Head Office, Soi Ramkhamhaeng 39 (Tepleela 1) Wang Thonglang District, Bangkok	approximately 10 rai	Head Office / Warehouse / Auction site	22 Jan 1992	30
				22 Jan 2022	25
		14 rai 1 ngan 12 sq. Wah		1 Mar 2013	10
				1 Mar 2023	10
		3 ngan 50 sq. Wah		1 Sep 2021	3
		3 ngan 99 sq. Wah		1 Sep 2018	3
		3 ngan 99 sq. Wah		1 Jan 2018	3
				1 Jan 2021	26 y. 21 d.
		3 ngan 99 sq. Wah		1 Sep 2021	1
		3 ngan 99 sq. Wah		1 Jun 2012	10
				1 Jun 2022	24 y. 6 m. 21 d.
		3 ngan 65.4 sq. Wah		22 Jan 2012	10
		1 rai 2 ngan		1 Oct 2019	3
		3 ngan		1 Apr 2020	2
		2 ngan 19 sq. Wah		1 Apr 2018	3
				1 Mar 2022	10
		6 rai 2 ngan		1 Nov 2019	3
		and 1,608.4 sq. Meter	Rent to set billboards The Company's entrance-exit Warehouse	5 Aug 2019	3
		3.84 sq. Meter		5 Feb 2022	24 y. 10 m.
		3 ngan 70 sq. Wah			
		8 rai 2 ngan - sq. Wah		1 Jan 2021	12

No.	Address	Area	Objective	Period	
				Beginning Contract	Period (year(s))
2	Rangsit Klong 8 branch Lam Phak Kut Subdistrict, Thanyaburi District, Pathum Thani Province	49 rai 3 ngan 69.3 sq. Wah 46 rai 3 ngan 34.2 sq. Wah	Warehouse / Auction site Warehouse / Auction site	14 Mar 2016 14 Mar 2036 14 Mar 2016 14 Mar 2036	20 30 20 30
3	Chiang Mai Branch Nong Kwai Subdistrict, Hang Dong District, Chiang Mai Province	2 rai 2 ngan 10 sq. Wah 5 rai 1 ngan 44 sq. Wah 1 rai - ngan 46 sq. Wah 4 rai 2 ngan 21 sq. Wah 5 rai 3 ngan 6 sq. Wah	Warehouse / Auction site Warehouse / Auction site Warehouse / Auction site Warehouse / Auction site Warehouse / Auction site	23 Jan 2014 23 Jan 2014 23 Jan 2014 1 Mar 2015 1 Mar 2015	10 10 10 9 9
4	Ban Krot Subdistrict, Bang Pa-in District, Phra Nakhon Si Ayutthaya Province	5 rai - ngan - sq. Wah 3 rai 1 ngan 40 sq. Wah	Warehouse	1 May 2021 1 Jan 2021	3 4 months
5	Klang Daet Subdistrict, Mueang District, Nakhon Sawan Province	2 rai 1 ngan 15 sq. Wah	Warehouse	1 Nov 2021	3
6	Phitsanulok Branch Samor Khae Subdistrict, Mueang Phitsanulok District, Phitsanulok Province	23 rai - ngan 55 sq. Wah	Warehouse / Auction site	28 Apr 2016	15 y. 6 m.
7	Huai Khamin Subdistrict, Nong Khae District, Saraburi Province	5 rai - ngan - sq. Wah	Warehouse	3 Nov 2020	3
8	Nakhon Ratchasima Branch Ban Mai Subdistrict, Mueang Nakhon Ratchasima District, Nakhon Ratchasima Province	5 rai 3 ngan 29 sq. Wah 2 rai - ngan 96 sq. Wah 7 rai 2 ngan 50 sq. Wah 6 rai - ngan 0.30 sq. Wah	Warehouse / Auction site Warehouse / Auction site Warehouse / Auction site Warehouse / Auction site	1 Aug 2014 1 Aug 2014 1 Aug 2014 1 Oct 2019	10 10 10 3

No.	Address	Area	Objective	Period	
				Beginning Contract	Period (year(s))
9	Udon Thani Branch Nong Bua Subdistrict, Mueang District, Udon Thani Province Nadi Subdistrict, Mueang District, Udon Thani Province	- rai 2 ngan 63.2 sq. Wah - rai 2 ngan 57.6 sq. Wah 7 rai - ngan 3.6 sq. Wah 13 rai 2 ngan 40 sq. Wah	Warehouse /Auction site Warehouse /Auction site Warehouse /Auction site Warehouse /Auction site	23 Apr 2015 23 Apr 2015 23 Apr 2015 1 Jan 2020	6 y. 3 m. 6 y. 3 m. 6 y. 3 m. 20 y. 6 m.
10	Mittraphap Road, Mueang Kao District, Khon Kaen Province Sila Subdistrict, Mueang Khon Kaen District, Khon Kaen Province	7 rai - ngan - sq. Wah 19 rai 2 ngan 56 sq. Wah	Warehouse /Auction site Warehouse /Auction site	18 Dec 2020 18 Mar 2020	6 m. 12 d. 15 y. 6 m.
11	Khon Kaen Subdistrict, Mueang Roi Et District, Roi Et Province	5 rai 2 ngan 80 sq. Wah	Warehouse	2 Sep 2019	3
12	Dong Mafai Subdistrict, Mueang District, Sakon Nakhon Province	5 rai - ngan 13 sq. Wah	Warehouse	1 Nov 2021	3
13	Ubon Ratchathani Branch Nong Kin Ple Subdistrict, Warin Chamrap District, Ubon Ratchathani Province	12 rai - ngan 2.10 sq. Wah 5 rai - ngan - sq. Wah	Warehouse / Auction site Warehouse / Auction site	1 Aug 2017 1 Jan 2020	12 3
14	Kho Ko Subdistrict, Mueang Surin District, Surin Province	3 rai - ngan - sq. Wah	Warehouse	1 Aug 2020	3
15	Nong Samsak Subdistrict, Ban Bueng District, Chonburi Province	10 rai 1 ngan 13 sq. Wah	Warehouse	1 Apr 2019	5
16	Nong Prue Subdistrict, Bang Lamung District, Chonburi Province	6 rai 3 ngan 84 sq. Wah 12 rai 2 ngan 29 sq. Wah	Warehouse Warehouse / Auction site	1 Jan 2021 1 Sep 2021 1 Jun 2021	8 months 2 months 5
17	Choeng Noen Subdistrict, Mueang District, Rayong Province Thap Ma Subdistrict, Mueang Rayong District, Rayong Province	5 rai 3 ngan - sq. Wah 15 rai - ngan - sq. Wah	Warehouse Warehouse	9 Jun 2020 1 Apr 2020	3 months 15 y. 3 m.
18	Pak Nam Pran Subdistrict, Pranburi District, Prachuap Khiri Khan Province	9 rai	Warehouse	1 Jan 2020	2

No.	Address	Area	Objective	Period	
				Beginning Contract	Period (year(s))
19	Wang Mai Subdistrict, Mueang Chumphon District, Chumphon Province	3 rai 2 ngan 40 sq. Wah	Warehouse	1 Jan 2021	3
20	Surat Thani Branch Tha Thong Mai Subdistrict, Kanchanadit District, Surat Thani Province	30 rai	Warehouse / Auction site	1 Feb 2015	12 y. 6 m.
21	Pak Nakhon Subdistrict, Mueang District, Nakhon Si Thammarat Province	7 rai - ngan - sq. Wah	Warehouse	1 Aug 2020	10
22	Na Phala Subdistrict, Mueang District, Trang Province	4 rai - ngan - sq. Wah	Warehouse	1 Aug 2020	3
23	Si Sunthon Subdistrict, Thalang District, Phuket Province	9 rai - ngan 96 sq. Wah	Warehouse	1 May 2021	3
24	Hat Yai Branch Tha Chang Subdistrict, Bang Klam District, Songkhla Province	9 rai 1 ngan 85.7 sq. Wah	Warehouse / Auction site	29 Apr 2015	10 y. 3 m.
25	Ban Tok Subdistrict, Mueang Phetchabun District, Phetchabun Province	3 rai - ngan - sq. Wah	Warehouse	1 Apr 2019	3
26	Nadi Subdistrict, Mueang Samut Sakhon District, Samut Sakhon Province	6 rai 2 ngan 57.8 sq. Wah 1 rai 2 ngan	Warehouse Warehouse	10 Sep 2018 10 Sep 2018	9 9
27	Nong Or Subdistrict, Ban Pong District, Ratchaburi Province	11 rai 2 ngan 78 sq. Wah	Warehouse / Auction site	1 Jun 2017	10
28	Sa Kao Subdistrict, Mueang Sa Kao District, Sakaeo Province	2 ngan - sq. Wah 13 rai 3 ngan 3.9 sq. Wah	Warehouse Warehouse	1 May 2018 1 May 2018	10 10
29	Phrabat Subdistrict, Mueang Lampang District, Lampang Province	5 rai 1 ngan 23 sq. Wah	Warehouse	1 Jan 2020	10 y. 6 m.
30	Phonkha Subdistrict, Mueang Sisaket District, Sisaket Province	4 rai - ngan - sq. Wah	Warehouse	1 Jan 2020	10
31	Tham Nam Phut Subdistrict, Mueang Phang Nga District, Phang Nga Province	5 rai 10.2 sq. Wah	Warehouse	1 May 2020	10
32	Tha Sai Subdistrict, Mueang Chiang Rai District, Chiang Rai Province	5 rai - ngan - sq. Wah	Warehouse	1 Apr 2021	3

The Company has an obligation to rent the area of the head office and branches in the amount of 6,328,171.14 Baht per month. The Company has insurance for loss that may occur to the assets in the storage area both Bangkok and Metropolitan including the storage area of assets that will be auctioned in the provinces is in the amount of 3,313,421,000 Baht.

2.2 Auction contract of cars, motorcycles, and other assets

The Company has entered into auction contracts with several employers. As of 31 December 2021, the Company has entered into contracts with 220 employers. The details of the contracts can be summarized as follows:

Contract parties	:	Bank/ Financial institution/ Leasing company / Insurance company / Government agencies and private companies
Period	:	1 - 2 years. If there is no termination of the contract, it will be deemed to be effective for the same period of the original contract.
Termination	:	When either party breaches the contract or wish to terminate the contract, the parties must terminate the contract in writing by giving notice to the contract party 30 days in advance.

Significant details

1. The employer assigns the Company to arrange the auction of cars, motorcycles, and other properties under its ownership. List of cars, motorcycles, and other properties to enter the auction process will be notified by the employer from time to time.

2. The Company will arrange sales by public auction of cars, motorcycles, and other properties in the Company's premises, both at the head office and the branch offices or at the employer's premise in case cars or motorcycles cannot be transported, or other locations as mutually agreed with the employer by using the Company's bidding protocols and procedures.

3. The employer will determine the opening price for auction, while the Company will determine the date and time of each auction, provided that, it must be approved by the employer.

4. The Company will maintain cars and motorcycles delivered by the employer in good condition, and will arrange for an insurance to cover damage, beginning from acceptance of property from the employer to proceed for the auction, until the property has been returned to the employer, or delivered to the successful bidder, except in case the damage is due to normal wear and tear of the car.

5. When the auction of a car or a motorcycle has completed, the Company will immediately notify name of the successful bidder and bidding price to the employer and will request for a deposit from such bidder at the rate of at least 10% of the car price or 5,000 Baht for the motorcycle. The remaining amount will be requested and delivered to the employer within the period specified in the contract, and the Company will deduct auction arrangement fee (if any). After that the employer will submit a motor vehicle registration manual issued by the Department of Land Transport including necessary document required for transfer of car ownership registration to the successful bidder.

6. In case the bidder breaches the contract, and fails to make the remaining payment, the Company will forfeit the deposit and deliver to the employer within the period specified in the contract after deducting the auction arrangement fee.

7. After expiry of the contract, the auctioneer will notify the sellers for their acknowledgement and relocation of all cars from the car parking facility within 30 (thirty) days from the date notified. If

the sellers are unable to relocate the car from the car parking facility within the specified period, the seller has the right to charge parking fees including actual expenses incurred for maintenance of the cars parked there at a rate of 100 (one hundred) Baht per car per day, beginning from the first day of parking or is entitled to take such car for another round of sales by public auction.

2.3 Parking contract of cars and motorcycles

The company has provided space and parking services for customers who hire the company to conduct the auction of cars or motorcycles. As of 31 December 2021, the Company has entered into a contract with 205 employers. The details of the contract can be summarized as follows:

Contract parties	:	Bank/ Financial institution/ Leasing company / Insurance company / Government agencies and private companies
Period	:	1 - 2 years. If there is no termination of the contract, it will be deemed to be effective for the same period of the original contract or until the termination of the auction contract.
Termination	:	When either party breaches the contract or wish to terminate the contract, the parties must terminate the contract in writing by giving notice to the contract party 30 days in advance.

Significant details

1. The Company will provide car parking services free of charge for the car or the motorcycle to be auctioned, except in case they have been parked longer than the period specified in the contract.

2. In case the employer specifies in the contract that upon the car or the motorcycle has been delivered by the employer, a report on such acceptance must be prepared, in such case, the Company will record on acceptance, take pictures and prepare an acceptance report by identifying number of car or motorcycle delivered then report to the employer every month.

3. The Company must provide security guard 24-hours a day and arrange for an insurance covering potential damage throughout the period parking service is provided.

2.4 Transport contracts of cars and motorcycles

The company has entered into a transport hired contract of cars or motorcycles from the parking lot to the auction site in different areas by contracting with 17 transport companies. The details of the contract can be summarized as follows:

Contract parties	:	Transport company
Period	:	1 year. If there is no termination of the contract, it will be deemed that the contract will be effective for 1 year each time.
Termination	:	When either party breaches the contract or terminate the contract in writing not less than 30 days in advance.

Significant details

1. The contractor agrees to relocate a car or a motorcycle as per assigned by the Company on the date and from the location specified in the work order form by the Company. The contractor must provide personnel and vehicle transporters, materials, and tools in good condition to prevent a car or motorcycle from falling from transporter beginning from point of origin to destination, as well as organize cars or motorcycles parked in the Company's area in orderly manner.

2. The contractor will charge the transportation fees based on distance and type of vehicle transporter used in the transportation.

3. The contractor will be responsible for damage incurred during transportation period and will place money as warranty for damage. The contractor must also arrange to have an insurance to cover any damage from accidents or other perils caused by transportation services.

2.5 Cleaning contract of cars and motorcycles

The Company has entered into 8 contracts for cleaning cars or motorcycles to be auctioned at the head office and branch offices. The details of the contract can be summarized as follows:

Contract parties	:	Person or shop
Period	:	1 year. If there is no termination of the contract, it will be deemed that the contract will be effective for 1 year each time.
Termination	:	When either party breaches the contract or terminate the contract in writing not less than 30 days in advance.

Significant details

1. The contractor will clean all cars and motorcycles before they enter sale by public auction process at the head office and the branch offices. The Company will provide the cleaning area and public utility, while the contractor will arrange for equipment, tools, and labor. Service fee will be charged based on type of vehicle for each vehicle and/or as lump sum price.

2. The Company will bring the cars and the motorcycles to the designated cleaning areas, and the contractor will inspect them before cleaning.

3. The contractor will clean, both exterior and interior of the vehicles, as per detail specified in the contract. The contractor will be responsible for damage or loss while cleaning, and in case the cleaning does not meet the required standards, the contractor must make good and complete it before the auction, otherwise the Company will not pay the cleaning fees for such vehicle or motorcycle.

3. Details of asset appraisal

-None-

Attachment 5

Policy and guidelines on corporate governance (Thai only)



or visit the Company's website:

<http://www.auct.co.th/uploadCenter/pdf/ir/8f930ea3d22ed1509f1562015f5b2c1220210203092020.pdf>

Code of conduct (Thai only)



or visit the Company's website:

<http://www.auct.co.th/uploadCenter/pdf/ir/f50e8527789a0fdf7f18dc49ec4d76fa20210203085428.pdf>

Attachment 6

Management Responsibility for the Financial Statements

The Board of Directors of Union Auction Public Company Limited is responsible for the Company's financial statements and the financial information as appeared in 2021 financial report. The financial statements were prepared according to the generally accepted accounting standard in Thailand. The appropriate accounting policy was selected and practiced regularly. The significant information disclosure in the notes of financial statements was sufficient, transparent and beneficial for shareholders and general investors.

The Board of Directors appointed the Audit Committee which comprises of highly qualified independent directors to audit the quality of financial statements and assess the internal control system. The directors' opinion is in the Audit Committee's report which is included in this annual report.

The Board of Directors has opinion that the Company's internal control system can create the confidence that the Company's financial statements correctly reflect the significant financial status and performance.

-Paiboon Sareewiwatthana-

(Assoc. Prof. Dr. Paiboon Sareewiwatthana)

Chairman of the Board

-Suvit Yoadjarust-

(Mr. Suvit Yoadjarust)

Chairman of the Executive Committee

Report of the Audit Committee

The Audit Committee has performed duties independently as per assigned by the Board of Directors and according to scope of duties and responsibilities of the Audit Committee. In 2021, the Audit Committee held 4 meetings. A summary of the operational work is as follows:

1. The Financial Reports: The Audit Committee has reviewed the important information of the Company's quarterly and annual financial statements together with the executives, the internal auditors, and auditors, including to KEY AUDIT MATTERS in the auditor report. By evaluating and testing the Company's information system and internal control system, considering impacts from changes in the financial reporting standards to make sure that the financial reports are correctly and credibly prepared for benefits of the users of the financial statements. In addition, the Audit Committee has attended the meeting with the external auditor without participation of the management to discuss about material information and internal control system relevant to the preparation of accounting and financial report. Results found that the external auditor received good cooperation from the management, has independency on performing the works.

2. Connected Transactions or Conflicts of Interest Transactions: The Audit Committee has reviewed the connected transactions or transactions which may have conflicts of interest of the Company by adhering to the principles of reasonableness, transparency, and adequate disclosure of information in compliance with the laws and regulations of the Stock Exchange of Thailand

3. The Risk Management: The Audit Committee has reviewed and complied with the risk management policy of the Company to ensure that the Company had appropriate and effective risk management procedures which consisted of strategic risk, operational risk, financial risk, any compliance risk, reputation risk, security risk from hazards and disasters, including anti-corruption measures and the receipt of whistle-blowing or complaints of the Company. Internal & external factors, likelihood and impact have been assessed. Risk management plan has been prepared to prevent or mitigate potential impacts to the business operations in the acceptable level.

4. The Internal Control Systems and the Internal Audit: The Audit Committee considered and approved the annual audit plan and considered independence of internal audit operations and reviewed the Company's internal control system pursuant to the practices of the Securities and Exchange Commission. According to the audit findings of the Internal Audit Office and the external auditor, no issue or weakness which may significantly affect the Company was found. The management continually improved and rectified issues as per recommended by the Audit Committee, the external

auditor and the Internal Audit Office which signified that the Company placed importance to its internal control, and it could be confident that the Company has adequate internal control.

5. Good Corporate Governance and Compliance with Relevant Laws and Regulations:

The Audit Committee considered and reviewed the management to ensure good corporate governance; considered and reviewed scope, authority, duties and responsibilities of the Audit Committee, compliance with the laws, including regulations, requirements relevant to the laws on security and exchange of Thailand and other laws relevant to the Company's business operations to ensure that they have been strictly abided by.

6. Considered the Appointment of Auditors for 2021: The Audit Committee selected the auditors of the Company by considering the qualifications, independence of the auditors, expertise, experience, performance, and the scope of the inspection guidelines as well as not conflict to the announcement of the Securities and Exchange Commission. The Audit Committee deemed it appropriate to propose auditors from EY Office Limited to be the Company's auditors for the year 2021 to the Board of directors in order to be approved by the Shareholder's Meeting.

In conclusion, in 2021, the Audit Committee has performed duties completely pursuant to its scope of authority, duty and responsibility as per approved by the Board of Directors. The Company applied knowledge, capability, prudence, carefulness, independence as well as provided constructive comments and recommendations. The Audit Committee is of the opinion that the Company has prepared the financial reports which contained essence and reliable information according to the financial reporting standards; the related transactions which may have conflicts of interest have been adequate disclosed; corporate governance process, risk management process and internal control processes were prudent, adequate, and appropriate and laws and regulations relevant to the business operations have been complied with.

-Sauwanee Thairungroj-
(Assoc. Prof. Dr. Sauwanee Thairungroj)
Chairman of the Audit Committee

Union Auction Public Company Limited
518/28 Soi Ramkhamhaeng 39 (Thepleela 1) Wangthonglang Bangkok 10310
Tel : 02-033-6555 | www.auct.co.th

