



บริษัท สหการประมูล จำกัด (มหาชน) Union Auction Public Company Limited

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518/28 ซ.รามคำแหง 39 (เทพลีลา 1) แขวงวังทองหลาง เขตวังทองหลาง กรุงเทพฯ 10310 โทร. 02-033-6555

Registration No. 0107555000341

AUCT-OS 015/2024

9 August 2024

Subject: Notification of asset acquisition of the Company

To: The President of the Stock Exchange of Thailand

Enclosure: The information memorandum regarding the Asset Acquisition of the Company

The Board of Directors Meeting of Union Auction Public Company Limited (“the Company”) No. 3/2024 held on 9 August 2024 has resolved to approve the renewal of the land lease for 4 plots to be used as headquarters space with a long-term lease contract.

The above transactions are considered the acquisition of assets according to the Notification of Capital Market Supervisory Board No. Tor Chor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E. 2547 (“Acquisition and Disposal of Assets Notifications”). By entering into such transactions with a size equivalent to 18.02% of the total assets according to the Company’s financial statements for the 6-month period ended 30 June 2024, which is calculated by the total value of the return method. The Company has considered the accumulation of the assets acquired during the previous 6 months with the same transaction, resulting in a total transaction size of 18.08%. The size of the asset acquisition is higher than 15% but less than 50% of total assets. The Company therefore is required to disclose such transactions to the Stock Exchange of Thailand (“SET”) and to provide the information memorandum regarding the acquisition of assets of the Company to the shareholders within 21 days following the date of disclosure of the transaction to the SET.

Such acquisition is not considered an entry into the transaction with the Company’s connected person. Thus, it is not regarded as a connected transaction pursuant to Notification of the Capital Market Advisory Board No. Tor. Chor. 21/2551 Re: Rules on Connected Transactions, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure and Acts of Listed Companies on Connected Transaction B.E. 2546.

Please be informed accordingly.

-Varunyoo Sila-

(Mr. Varunyoo Sila)

Director and Chief Executive Officer

Authorized Signatory

Company Secretary/ Investor Relations

Email: secretary@auct.co.th/ investor@auct.co.th

**Information memorandum regarding the Asset Acquisition
of Union Auction Public Company Limited
Re: The renewal of the land lease**

1. Transaction date

The Board of Directors Meeting approved the transaction on 9 August 2024. The Company expects to complete the transaction within the 4th quarter of 2024.

2. The related parties

Lessee: Union Auction Public Company Limited

Lessors: The original landowners

Relation: The Lessee and the lessors do not have any relationship and are not related persons.

3. General characteristics of the transaction and details of the assets

Extension and renewal of land lease agreement for 4 plots, totaling 47-1-62.4 rais, in Wangthonglang district, Bangkok as follows:

Details	Old contract period	New contract period
1. Plot#1: total area 14-1-12 rais	10 years, ended 28 Feb 2033	Extend for 6 years, ended 28 Feb 2039
2. Plot#2: total area 10-0-9.2 rais	12 years, ended 31 Dec 2032	Extend for 6 years, ended 31 Dec 2038
3. Plot#3: total area 16-2-41.2 rais	11 years, ended 28 Feb 2033	Extend for 6 years, ended 28 Feb 2039
4. Plot#4: total area 6-2-0 rais	6 months, ended 31 Jul 2024	Renewal for 14 years 7 months, ended 28 Feb 2039

4. Size of the transaction / Value of asset acquisition

The Company has renewed the land lease agreement for 4 plots. The contract value including fees was 369,357,219.70 Baht. The accumulation of the assets acquired during the previous 6 months for 1,080,000 Baht, a land lease in Chanthaburi Province to be used as a parking area, will be equaled to 370,437,219.70 Baht or 18.08%. The calculation detail is as follows:

$$\begin{aligned} \text{Calculation based on total value of consideration} &= \frac{\text{Value of transaction} \times 100}{\text{Total assets of the Company}} \\ &= \frac{370,437,219.70 \times 100}{2,049,248,695} \end{aligned}$$

$$\begin{aligned} \text{Size of the transaction} &= 18.08\% \text{ of total assets according to the 2/2024} \\ &\text{financial statements ended 30 June 2024} \end{aligned}$$

5. The Basis used to determine the transaction value

Rental rate as the lease contract after negotiating with the land owner and comparing rental prices with neighboring areas.

6. Expected benefits

The Company uses the leased land as the headquarters, warehouses, and operation work to prepare vehicle auctions.

7. Source of fund

The Company will use cash flow from its operation to be the rental payment.

8. Opinion of the Board of Directors

The Board of Directors considered and agreed that entering into the renewal of the land lease agreement is beneficial to the Company's business operations. The leased land is used as the headquarters and reasonable to the Company and shareholders.

9. Opinion of the Audit Committee and/or the director(s) of the Company which is different from the Board of Directors' opinion

The Audit Committee and/or the Company's Directors did not have any different opinions from the Board of Directors.