

Annual Report



20 19



**STRONGER with EXPERTISE
and INNOVATIONS**

ผนึกกำลังความเชี่ยวชาญ ต่อยอดนวัตกรรมก้าวไกล

ANNUAL REPORT
2019

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and **INNOVATIONS**

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COMPANY BACKGROUND

TEAM Consulting Engineers Company Limited (currently TEAM Consulting Engineering and Management Public Company Limited) was incorporated in 1978 by a small group of engineers with a strong will to deliver the best consulting services.

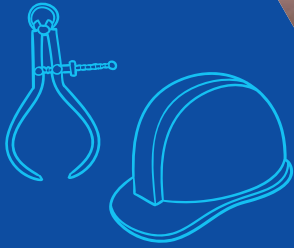
In the first decade, TEAM GROUP provided services in the domains of environmental management, water resource development and irrigation. We engaged in various projects throughout Thailand and subsequently expanded the scope of staff expertise in various disciplines.



Later, we diversified into architecture, urban and regional development, community development, energy production, transportation and traffic management, building and infrastructure, as well as integrated management in the form of one-stop services. This resulted in efficient project achievements at both domestic and regional levels. TEAM GROUP thus became a trusted provider of integrated solutions that was experiencing rapid growth.

In the third decade, TEAM GROUP integrated multidisciplinary expertise to deliver services in neighboring countries, especially in the ASEAN region. Owing to domestic and foreign alliance collaboration, TEAM GROUP became a leading project and related business consultant with project achievements not only in Thailand but also in Cambodia, Lao PDR, Myanmar, Vietnam, Nepal, Sri Lanka, Timor-Leste, and the Republic of Yemen. In conjunction, we extended our services to cover the purviews of transportation and logistics, infrastructure development, energy production, corporate management, and public relations.





On 12 July 2018, the Group was converted to a public company. From that day on, our ordinary shares have become listed securities on the Stock Exchange of Thailand (SET). The aim was to increase our potential to raise funds for business operations and investment in advanced technologies. This helped to promote innovation development and enhance service capacity.



With this solid foundation, TEAM GROUP has grown into Thailand's premier consulting group with the notable accomplishment of more than 2,500 projects. With strong synergy among our subsidiaries in both Thailand and abroad and over 1,500 professional personnel, our mandate is committed to delivering optimum services to clients.



For over 40 years, TEAM GROUP has been dedicated to developing services and overcoming obstacles through experience, which has resulted in multidisciplinary corporate expertise. We are determined to promote teamwork further with the goal of sustaining our vision and service excellence while looking for more opportunities for growth at the regional level.



TEAM GROUP'S STRENGTHS

After four decades of growth, TEAM GROUP is now spearheading Thailand's consulting domain and aims to become a leader in consultancy services in the ASEAN region. We are pursuing this goal with determination and through new alliances in order to enhance knowledge and capacity, develop professional personnel, cultivate experience, and apply new innovations for the betterment of our services.

Knowledge and Experience

Consultancy experience, our stock of knowledge, and information exchange have been passed on from generation to generation. This has contributed to the development of innovations. In addition, constant knowledge enhancement and training events help to consolidate our academic strength and experience in terms of both theory and practice among personnel. They are thus able to deliver optimal services in harmony with clients' demands. For over 40 years, TEAM GROUP has been trusted by public and private organizations in both Thailand and the ASEAN region.



Innovation and Technology

TEAM GROUP is focusing on innovation development and selection for service enhancement on an ongoing basis. For instance, the development of the River Network Model is making TEAM GROUP a leader in water management expertise. We have introduced Unmanned Aerial Vehicle (UAV) or drone technology for area surveys and the Building Information Modeling (BIM) and Construction Information Modeling (CIM) to collect data and develop three-dimensional building models. These tools facilitate data analysis and transpose urban development and management plans into smart city development plans. Moreover, such innovations greatly reduce project implementation costs and length. The integration of knowledge, technologies, and innovations promotes efficient operations and services.



One-stop Services

One-stop services are one of TEAM GROUP's strengths. With multidisciplinary experts, these services can accommodate clients' demands in various sectors including transportation and logistics, water resources, environmental management, building and infrastructure, energy production, and other related domains. They provide total solutions for master plan studies, feasibility studies, surveys, design, environmental research and analysis, project management, construction supervision, and other related sciences.



Alliance

Local and international alliances are another TEAM GROUP strengths. We believe that strong alliances are instrumental in enhancing corporate capacity and potency.

TEAM GROUP has entered into technical cooperation agreements with many organizations, state enterprises, and institutes that have similar values. The aims are to enhance academic capacity and boost human resource expertise. This helps to promote service efficiency and outreach in the ASEAN market. We have forged business ties with various organizations in consulting and related businesses in Myanmar, Lao PDR, Vietnam, Malaysia, Singapore, Indonesia, the Philippines, the United States of America (USA), and Japan. These multinational alliances help to enhance human resource capacity and extend our scope of services efficiently.



Unity, Determination, and Teamwork

With more than 1,500 professionals both domestically and internationally, TEAM GROUP is determined to integrate all branches of knowledge and expertise as well as develop innovations to create optimum quality and services for our clients.





MESSAGE FROM CHAIRMAN

“Throughout the past four decades, TEAM Consulting Engineering and Management Public Company Limited has operated with pride, as we are the largest consulting company in Thailand. We have the opportunity to promote national economy through various mega projects in both public and private sectors.”

The year 2019 witnessed the ongoing development of a fully digitized world economy. However, this was offset by the trade war between China and USA. This impacted the Thai economy which is currently slowing down. TEAM GROUP had to confront this challenge and move forward nonetheless.

TEAM GROUP always faces challenges that must be overcome. We also must have to search for new opportunities. Economy digitization through new advances in cellular communications has led to advances in transportation and logistics, services via infrastructure networks, smart city planning, and environmental conservation at both domestic and regional levels and is therefore of significant importance.

TEAM GROUP believes in the skills of its personnel as well as the power that lies in their knowledge and experience, passed on from generation to generation. We are continuously searching for and developing new

innovations in a bid to enhance service efficiency for optimum client satisfaction. Corporate growth will be sustained by new opportunities and the trust of clients both domestically and internationally.

The year 2019 marked the second year of our entry into the stock market and ongoing expansion. We are determined to continue human resource development, investment in technology and innovation generation, and the pursuit of new alliances for delivering excellent services through our professional expertise and solidarity. Our vision remains to promote goal achievement and accommodation of clients' demands. These are the standards of our unfaltering march towards sustainable development.

On behalf of the Board, I would like to express thanks to all parties including shareholders, business partners, and stakeholders. I also appreciate the determination, effort, and professionalism of the Board of Directors, executives, and all staffs that promote accomplishment, upgrade service standards through service mind and advanced technologies, as well as increase added value in line with the corporate social responsibility (CSR) and good governance principles. This helps to promote our sustainable prosperity and success.

Mr. Sanit Rangnoi
Chairman of the Board



MESSAGE FROM CHIEF EXECUTIVE OFFICER

“In recent years, the global mode of business operations has changed dramatically due to reliance on knowledge, technologies, and advanced innovations. This has led to new economic structures that have affected international economies, including that of Thailand, as well as lifestyle changes worldwide.”

TEAM GROUP has been interested in and aware of this shift in corporate behavior. We have promoted human resource development in terms of enhancing general skills as well as academic and technological knowledge. Many training programs have been arranged to transfer work experience from generation to generation among our personnel in a bid to promote more efficient teamwork. Multidisciplinary panel discussions, field tours, and internships have also enriched staff capacity, knowledge, and the working atmosphere.

TEAM GROUP has also upgraded work processes by using state-of-the-art technologies to increase efficiency and accuracy. For example, Unmanned Aerial Vehicles (UAV) or drones help to deliver high resolution aerial maps

and photographs, which in turn facilitate planning and clear decision-making on areal development. These maps can serve as information in terms of architecture, engineering, and construction. The Building Information Modeling (BIM) has been adopted to create high resolution building models and provides clear information in terms of construction and other structural components that enables smooth management and maintenance of the completed building by the clients. TEAM GROUP has improved innovation efficiency to cover and accommodate all needs in every business sector.

The year 2019 marked the second year of our entry into the Stock Exchange of Thailand (SET) on behalf of TEAMG. We have combated the slowdown in the Thai economy by employing international standards, good governance, and transparency. In addition, we have cooperated with our affiliates and clients in both the public and private sectors in developing excellent services in line with standards. We remain determined to expand service opportunities to foreign countries, especially in the ASEAN region to keep pace with the new economic structure and accommodate the high growth of the ASEAN Economic Community. Our vision is to become a Regional Leader in the integrated consulting and related businesses.

Dr. Aphichat Sramoon
Chief Executive Officer

BOARD OF DIRECTORS



1 2 3 4
5 6 7 8 9

1 **Mr. Sanit Rangnoi**
Chairman of the Board

2 **Dr. Prasert Patramai**
Deputy Chairman

3 **Gen. Wichien Sirisoonthorn**
Director

4 **Mrs. Suvimol Chrityakierne**
Director

5 **Mr. Wera Sutesopon**
Director

6 **Dr. Thanasarn Khuayjarernpanishk**
Director

7 **Mr. Chawalit Chantararat**
Director

8 **Mr. Issarin Patramai**
Director

9 **Dr. Aphichat Sramoon***
Director

*No.9 (Dr. Aphichat Sramoon) was appointed as the Director of the Company by the Board of Directors Meeting No. 1/2020 on 19 February 2020, effective from 19 February 2020.

AUDIT COMMITTEE



1 2 3

1 Mr. Sanit Rangnoi
Chairman of the
Audit Committee

2 Gen. Wichien Sirisoonthorn
Member of the Audit
Committee

3 Mrs. Suvimol Chrityakierne
Member of the Audit Committee

NOMINATION AND COMPENSATION COMMITTEE



1 2 3

1 Dr. Prasert Patramai
Chairman of the Nomination
and Compensation
Committee

2 Gen. Wichien Sirisoonthorn
Member of the Nomination
and Compensation
Committee

3 Mr. Wera Sutesopon
Member of the Nomination
and Compensation Committee

*Dr. Prasert Patramai was appointed as the Chairman of the Nomination and Compensation Committee by the Board of Directors Meeting No. 1/2020 on 19 February 2020, effective from 19 February 2020.

EXECUTIVE COMMITTEE



- | | | |
|---|---|--|
| 1 Dr. Prasert Patramai
Chairman of Senior Advisors | 2 Mr. Peerawat Premchun
Senior Advisor | 3 Dr. Thanasarn Khuayjarempanishk
Senior Advisor |
| 4 Mr. Chawalit Chantararat
Chairman of the Executive Committee | 5 Dr. Aphichat Sramoon
Member of the Executive Committee | 6 Prof. Dr. Worsak Kanok-Nukulchai
Member of the Executive Committee |
| 7 Mr. Pradap Pibulsonggram
Member of the Executive Committee | 8 Mr. Chaiyuth Sudthitanakorn
Member of the Executive Committee | 9 Mr. Kittipol Bunnim
Member of the Executive Committee |
| 10 Mrs. Penpilai Phonchaipanich
Member of the Executive Committee | | |

*No.7-8 were appointed as the members of the Executive Committee by the Board of Directors Meeting No. 1/2020 on 19 February 2020, effective from 19 February 2020.

RISK MANAGEMENT COMMITTEE



1 2 3 4 5
6 7 8 9 10
11 12 13 14 15

- | | | |
|---|---|--|
| 1 Dr. Aphichat Sramoon
Chairman of the Risk Management Committee | 2 Mr. Nakorn Sanyasiri
Member of the Risk Management Committee | 3 Mr. Kaiwut Simtarakao
Member of the Risk Management Committee |
| 4 Dr. Teerawut Juirnarongrit
Member of the Risk Management Committee | 5 Mr. Sompat Suwapit
Member of the Risk Management Committee | 6 Mr. Meererk Passara
Member of the Risk Management Committee |
| 7 Mr. Polrach Khongchum
Member of the Risk Management Committee | 8 Mr. Watana Limdaengsa-Nguan
Member of the Risk Management Committee | 9 Dr. Pimpida Chanyarakskul
Member of the Risk Management Committee |
| 10 Mrs. Netchanok Tapinta
Member of the Risk Management Committee | 11 Mr. Naris Denpaiboon
Member of the Risk Management Committee | 12 Mr. Salyawate Prasertwitayakarn
Member of the Risk Management Committee |
| 13 Mrs. Penpilai Phonchaipanich
Member of the Risk Management Committee | 14 Ms. Mayuree Khuayjarernpanishk
Member of the Risk Management Committee | 15 Ms. Nuanprae Patramai
Member of the Risk Management Committee |

*No.1-6 and 10 were appointed as the members of the Risk Management Committee by the Board of Directors Meeting No. 1/2020 on 19 February 2020, effective from 19 February 2020.



Vision

“ To be a **Regional Leader**
in the integrated consulting and
related businesses ”



Mission

To provide customers with services of
highest quality by a competent team



Value

SQT (Service, Quality, Teamwork)

S-Service:

- Customer Centricity
- Accountability
- Ethics

Q-Quality:

- Knowledge-based
- Professional Standard
- On-time Delivery

T-Teamwork:

- Synchronization
- Unity
- Borderless

FINANCIAL INFORMATION

Financial Highlights	2019	2018	2017	2016	2015
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Income Statement (Million Baht)

Service Income	1,836.0	1,654.2	1,590.2	1,648.2	1,485.2
Cost of Service*	1,291.8	1,107.1	1,034.0	1,026.2	955.1
Administrative Expenses*	408.8	418.0	447.5	517.7	480.2
Profit for the Year	115.5	113.6	98.7	96.2	51.3

Statement of Financial Position (Million Baht)

Current Assets	1,346.8	1,328.8	831.1	928.2	826.0
Non-current Assets	539.5	499.2	474.0	487.7	438.6
Total Assets	1,886.3	1,828.0	1,305.1	1,415.9	1,264.6
Current Liabilities	663.2	693.0	619.5	930.7	769.6
Non-current Liabilities	295.2	207.7	213.6	195.6	182.4
Total Liabilities	958.4	900.7	833.1	1,126.3	951.9
Shareholders' Equity	927.9	927.3	472.0	289.6	312.7

Financial Ratio

Number of Shares (Million Shares)	680.00	680.00	2.50	1.66	1.50
Par Value (Baht/Share)	0.50	0.50	100.00	100.00	100.00
Book Value (Baht/Share)	1.36	1.36	188.81	174.42	208.47
Earnings Per Share** (Baht/Share)	0.17	0.19	0.23	0.28	0.16
Return on Asset Ratio (%)	6.2%	7.3%	7.3%	7.2%	4.3%
Return on Equity Ratio (%)	12.4%	16.2%	25.9%	32.0%	16.9%
Debt-to-Equity Ratio (Time)	1.0	1.0	1.8	3.9	3.0

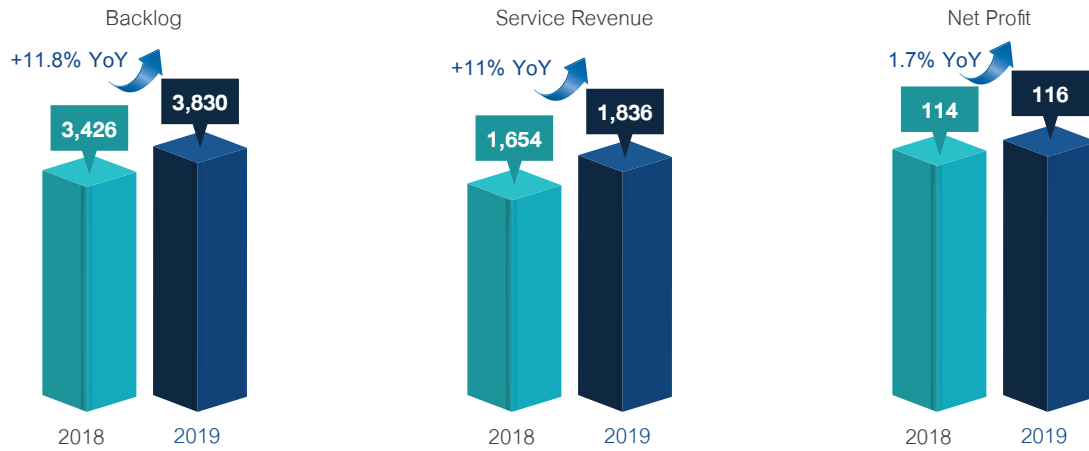
*Included depreciation and amortization

**Calculated by weighted average number of ordinary shares

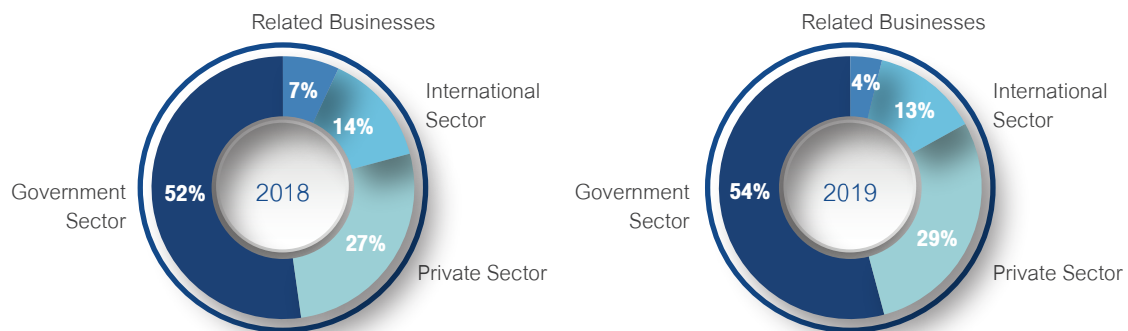
FINANCIAL INFORMATION

Operation Results

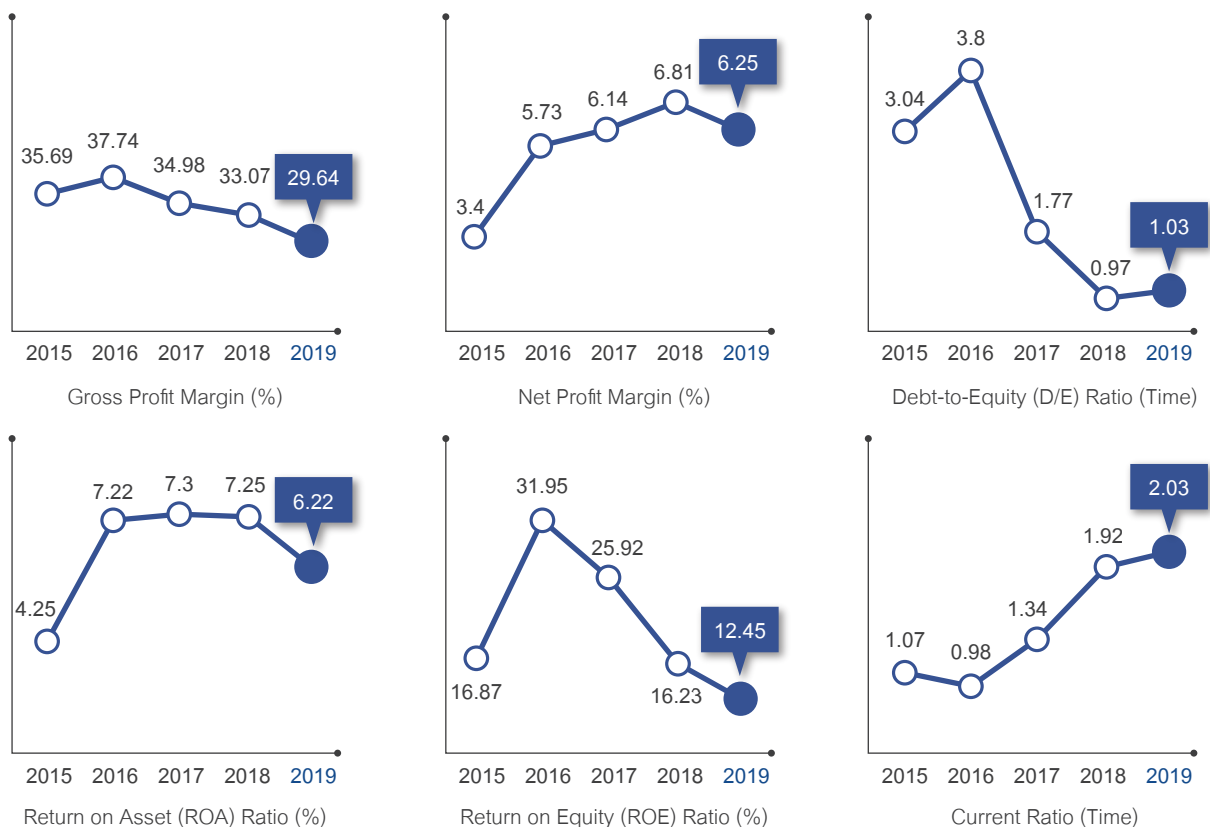
(Unit: Million Baht)



Revenue Structure by Segments



Financial Ratios





GENERAL INFORMATION

Name of Company: TEAM Consulting Engineering and Management Public Company Limited

Head Office Address: 151 Nuan Chan Road, Nuan Chan, Bueng Kum, Bangkok 10230

Type of Business: The Integrated engineering, environment, management consultancy services

Registration Number: 0107561000030

Telephone: 0 2509 9000

Facsimile: 0 2509 9090

Website: www.teamgroup.co.th

Investor Relations: ir@team.co.th or 06 3187 6444

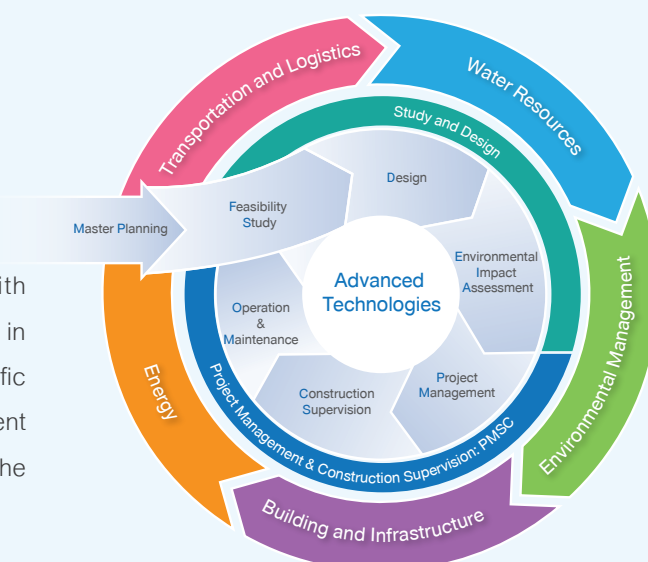
Company Secretary: cs@team.co.th

Registered Capital: 340,000,000 Baht
680,000,000 of ordinary shares with a par value of 0.50 Baht per share

Paid-up Capital: 340,000,000 Baht
680,000,000 of ordinary shares with a par value of 0.50 Baht per share

FIVE EXCELLENT SERVICES OF WHICH WE ARE PROUD

TEAM GROUP is ready to join forces with organizations and our affiliates to become a leader in the integrated consulting service domain, with specific focus on engineering and environmental management in the ASEAN region. Currently, our services cover the following five major areas:



Transportation and Logistics

Roads, bridges, intercity motorways, public transportation systems, rail-based systems, double-track railways, high-speed railways, airports, seaports, traffic engineering, traffic management, and logistics management



Water Engineering

Water resources management/development, irrigation, hydropower project development, flood prevention systems, drainage systems, coastal engineering, and available water status forecasting



Environmental Management

Strategic environmental assessment, initial environmental analysis, environmental impact assessment, social impact assessment, health impact assessment, environmental management planning, resettlement action plans, and social development plans



Building and Infrastructure

All types of building and infrastructure systems including condominiums, hotels, retail and mixed-use complexes, factories, industrial estates, green building, urban planning, land-use planning, and Transit Oriented Development (TOD)

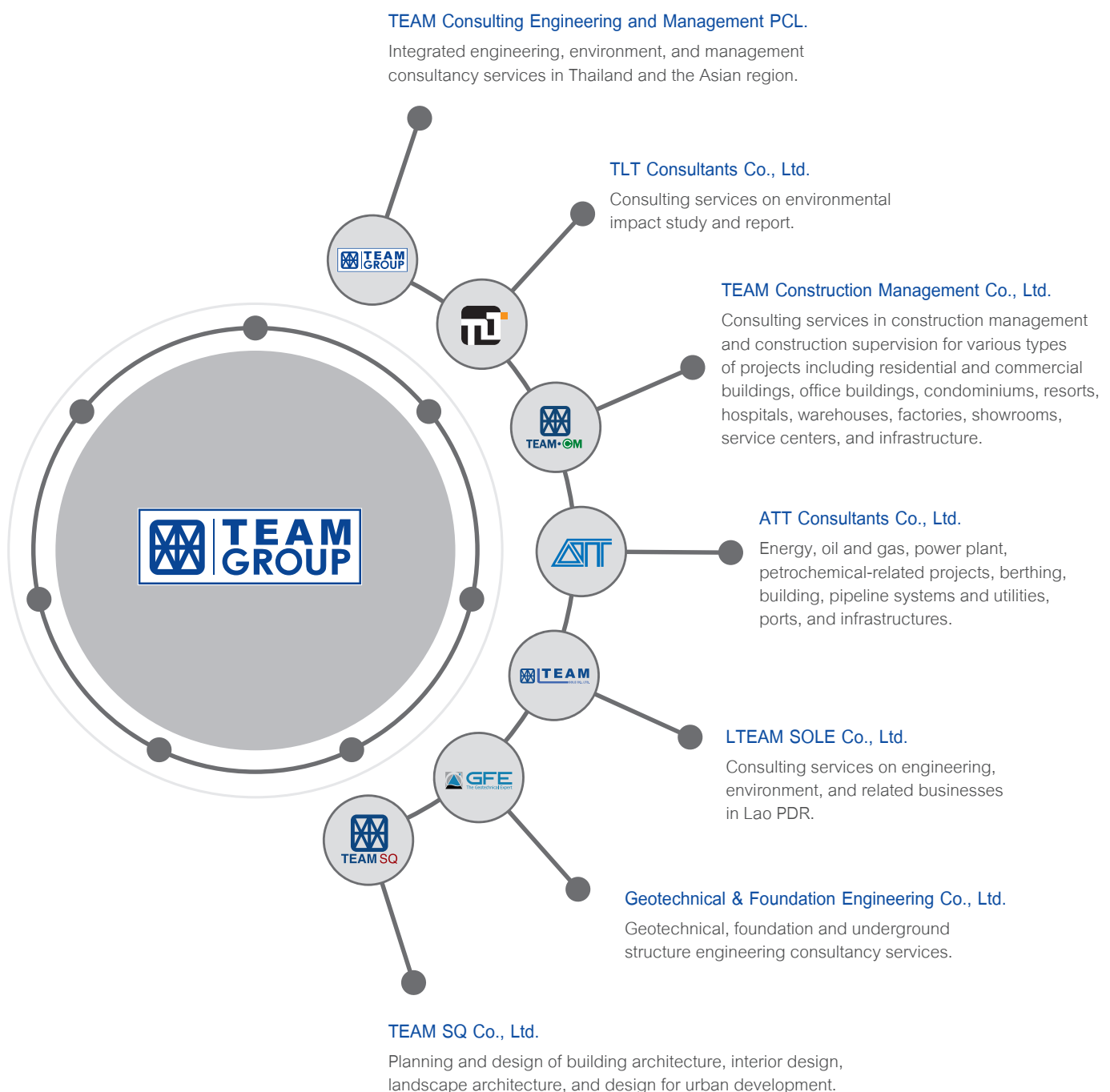


Energy

Fossil fuel power generation, all types of alternatives covering natural gas, coal, hydropower, wind, solar, biomass, biogas, waste, and nuclear energy to save cost; construction of underground cable systems to accommodate the ASEAN Community; development of energy-related infrastructures; energy conservation and management; independent engineering and due diligence services for energy saving thrusts

STRONG SYNERGY FOR CONSTANT AND SUSTAINABLE GROWTH

For over four decades, TEAM GROUP has provided consulting services to government agencies and leading organizations both domestically and internationally. Our academic expertise is accepted and well trusted. Our experienced and highly skilled personnel and foreign experts collaborate to drive the following seven affiliates:



Passing on Expertise and Experience from Generation to Generation

In order to progress successfully, an organization must start with internal strengths. In this context, TEAM GROUP has organized training programs to enhance human resource knowledge and skills on a regular basis. This helps to specify directions and goals as well as for conducting periodic review of operational guidelines. We aim to develop professionals and corporate cooperation in order to drive organizational success. This is key to our unfaltering delivery of excellent services.



Personnel Capacity Enhancement

TEAM GROUP focuses on development of human resources, as they are main forces in driving the organization on a stable basis. The aim is to prepare them for future opportunities and challenges. We have organized training events and special lectures covering academic topics, safety issues, and so forth. These mechanisms increase working efficiency and knowledge as well as promote experience sharing and efficient teamwork. Among the many training sessions conducted in 2019, “Techniques for Construction Supervision and Management of Mega Projects for New Civil Engineers, Class 4”, “Design and Construction Supervision of Mega Projects for New M&E









































Engineers, Class 3”, “Moving towards Excellence with Service, Quality and Teamwork 2019”, “Introduction to BIM: Consulting Business and New Opportunities”, the “**TEAM Mentoring Program**”, as well as the “Coaching and Mentoring Program” featured prominently. In addition, panel discussions were organized to discuss work experience, perspectives, and work-related issues. They are instrumental in generating confidence and knowledge on how to overcome constraints in the future. “**BIM – Revolutionary Technology for Construction Industry**” was one of these instructive seminars.

EXCELLENT TOTAL SOLUTIONS

Four decades ago, TEAM GROUP began to win clients' trust by delivering outstanding results through professionalism. Its original mandate was and remains to respond to all clients' needs to ensure maximum satisfaction based on Service, Quality, Teamwork (SQT) principles. Today, more than 100 leading companies and organizations in government and private sectors, in Thailand and beyond, have put their faith in TEAM GROUP's expertise.

International Organizations & Private Enterprises

 Asian Development Bank	 Cargill Meats (Thailand) Ltd.	 Imperial Land Group
 Japan Bank for International Cooperation	 Central Pattana PCL.	 Italian-Thai Development PCL.
 Mekong River Commission	 CH. Karnchang PCL.	 King Power International Co., Ltd.
 Overseas Cambodian Investment Corporation	 Chevron Thailand Exploration and Production, Ltd.	 Land and Houses PCL.
 Petroleum Trading Lao Public Company	 CIMB-Principal Asset Management Co., Ltd.	 L.P.N. Development PCL.
 Souvanny Home Center Public Company	 Community Pharmacy PCL.	 LOXLEY PCL.
 Timor GAP, E.P. (TG)	 CP All PCL.	 Magnolia Quality Development Corp., Ltd.
 Tokyo Electric Power Company	 CTI Engineering International Co., Ltd.	 Map Ta Phut Tank Terminal Co., Ltd.
 Torishima (Hong Kong) Ltd.	 Dhammakaya Foundation	 Mason Acoustics Co., Ltd.
 Advance Agro PCL.	 District Cooling System and Power Plant Co., Ltd.	 MBK Real Estate Co., Ltd.
 All Inspire Development PCL.	 Druk Green Power Corp., Ltd. (DGPC)	 Minor Food Group PCL.
 Amata Corp. PCL.	 Eastern Star Real Estate PCL.	 MWH Global, Inc.
 Ananda Development PCL.	 Eastern Water Resources Development and Management PCL.	 National Power Supply Co., Ltd.
 AP (Thailand) PCL.	 EDF Group	 Nava Nakorn PCL.
 Atlantic Pharmaceutical Co., Ltd.	 EGCO Group	 Nawarat Patanakarn PCL.
 B.Grimm Power PCL.	 EK-Chai Distribution System Co., Ltd.	 N.C.C. Management & Development Co., Ltd.
 Bangchak Biofuel Co., Ltd.	 Esso (Thailand) PCL.	 Nestlé (Thai) Ltd.
 Bangkok Glass PCL.	 Fraser's Property (Thailand) PCL.	 Noble Development PCL.
 Bangkok Life Assurance PCL.	 Grand Home Mart Co., Ltd.	 Ocean Property Co., Ltd.
 Bangkok Mass Transit System PCL.	 Grohe Siam Ltd.	 Power Line Engineering PCL.
 Bangkok Metal Works Co., Ltd.	 Gulf Electric PCL.	 Pruksa Real Estate PCL.
 Bangkok Expressway and Metro PCL.	 Gulf JP Co., Ltd.	 PMT Property Co., Ltd.
 Bangpa-In Land Development Co., Ltd.	 Gunkul Engineering PCL.	 PTT Exploration and Production PCL.
 Better Pharma Co., Ltd.	 Halcrow Group	 PTT Global Chemical PCL.
 BigC Supercenter PCL.	 Home Product Center PCL.	 PTT PCL.
 Boon Rawd Brewery Co., Ltd.	 IRPC PCL.	 Punj Lloyd Group JV.
 Boonthavorn Ceramic Co., Ltd.		 Ratchaphruek Hospital
 C&G Environmental Protection Holdings Ltd.		

	Radicon Transmission (Thailand) Ltd.		Siam Piwat Co., Ltd.		THE BANGCHAK PETROLEUM PCL.
	Rangsit Plaza Co., Ltd.		Siamese Asset PCL.		The Choice Property Development Co., Ltd.
	Ratchaburi Electricity Generating Holding PCL.		Singha Corporation Co., Ltd.		The Church of Christ in Thailand
	Ratch-Lao Services Co., Ltd.		Singha Estate PCL.		The Linde Group
	River Kwai Village		Sino-Thai Engineering & Construction PCL.		TPC Power Holding PCL.
	S. Charoen Bhaesaj Trading Co., Ltd.		Surapon Foods PCL.		TTW PCL.
	Saraff Energies Ltd.		TCC Capital Land Ltd.		Ubon Bio Ethanol Co., Ltd.
	SC ASSET CORPORATION PCL.		TCC Land Co., Ltd.		Union Property Co., Ltd.
	SCG Logistics Management Co., Ltd.		Thai Public Port Co., Ltd.		Unique Engineering and Construction PCL.
	SEAFCO PCL.		Thai Oil PCL.		Vandapac Co., Ltd.
	SENA Development PCL.		Thai Petroleum Pipeline Co., Ltd.		Verasu Group Co., Ltd.
	Serene Property Co., Ltd.		Thai Pigeon Co., Ltd.		Volvo Group (Thailand) Co., Ltd.
	SF Development Co., Ltd.		Thai Polo Club Pattaya		
	Siam Kraft Industry Co., Ltd.		Thantawan Indusdy PLC.		

Government & State Enterprises

	Airports of Thailand PCL.		Marine Department		Pollution Control Department
	Bangkok Metropolitan Administration		Mass Rapid Transit Authority of Thailand		Port Authority of Thailand
	CAT Telecom PCL.		MCOT PCL.		Provincial Electricity Authority
	Department of Highways		Metropolitan Electricity Authority		Provincial Waterworks Authority
	Department of Industrial Promotion		Metropolitan Waterworks Authority		Royal Irrigation Department
	Department of Industrial Works		Ministry of Commerce		State Railway of Thailand
	Department of Mineral Resources		Ministry of Energy		Thai Airways International PCL.
	Department of Public Works and Town & Country Planning		Ministry of Finance		Thailand Institute of Nuclear Technology
	Department of Rural Roads		Ministry of Industry		Thailand Institute of Scientific and Technological Research (TISTR)
	Department of Water Resources		Ministry of Information and Communication Technology		Thailand Tobacco Monopoly
	Designated Areas for Sustainable Tourism Administration		Ministry of Interior		The Excise Department
	Dhanarak Asset Development Co., Ltd.		Ministry of Public Works and Transport, Kingdom of Cambodia		The Government Lottery Office
	Electricity Generating Authority of Thailand		Ministry of Transport		The Liquor Distillery Organization
	Expressway Authority of Thailand		National Institute of Metrology (Thailand)		The Secretariat of the House of Representatives
	Geo-Informatics and Space Technology Development Agency (Public Organization)		National Telecommunications Commission		The Treasury Department
	Hua Hin Municipality		Neighbouring Countries Economic Development Cooperation Agency (Public Organization)		Tourism Authority of Thailand
	Hydro and Agro Informatics Institute		Office of Small and Medium Enterprises Promotion		Wastewater Management Authority
	Industrial Estate Authority of Thailand		Office of Transport and Traffic Policy and Planning		and many more...
	Laem Chabang Port				



REPORT OF THE AUDIT COMMITTEE

Dear Shareholders,

The Audit Committee of TEAM Consulting Engineering and Management Public Company Limited (the "Company") comprises three independent directors with diverse knowledge, expertise and experience in management, accounting and finance as well as independence and suitable qualifications for performing duties in reviewing the financial statements to assure accountability in compliance with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. The Committee is chaired by Mr. Sanit Rangnoi, with Gen. Wichien Sirisoonthorn and Mrs. Suvimol Chrityakierne

as members, and Ms. Pommara Patthanabhumthanint, the Company Secretary, as the Secretary of the Audit Committee.

The Audit Committee has fully performed its duties and responsibilities as assigned by the Board of Directors in accordance with the Audit Committee Charter of TEAM Consulting Engineering and Management Public Company Limited in conformity with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. The Committee puts emphasis on compliance with the Corporate Governance Code, laws,

and rules relating to business operations in Thailand and abroad, aiming to add value to the Company. The Committee efficiently and effectively reviewed financial statements, connected transactions, risk management, internal control system, and internal audit system.

In 2019, the Audit Committee held five meetings, with 100% attendance of all members. The Company's Management, external auditor, and internal auditor were invited to participate in the meetings as appropriate so as to present information, exchange opinions, and provide recommendations for the benefit of the operations management. A summary of each meeting of the Audit Committee is always presented to the Board of Directors Meeting.

Furthermore, the Audit Committee had a meeting exclusively with the external auditors without the presence of the Management to consult them about audit plans, internal control system, complaints and corruption, auditor independence to perform audit activities, and the presentation of additional information on the Key Audit Matters (KAM).

In the previous year, the Audit Committee's key performance is summarized as follows:

1. Review of Financial Statements for 2019

The Audit Committee reviewed the quarterly and annual financial statements of the Company and its subsidiaries to ensure that they were accurate, complete, and adequately disclosed. The Committee discussed with the external auditor and the Management regarding accuracy, reliability, and conformity with the generally accepted accounting standard, with sufficient and timely disclosure before proposing the financial statements to the Board of Directors for approval.

2. Review of the Internal Control System

The Audit Committee reviewed the sufficiency, suitability and effectiveness of the internal control system in 2019 based on the reports on internal control audit together with the reports of the external auditor and the internal auditor every two quarters to reasonably assure that the Company's operations are efficient and effective and the Company can meet the specified objectives and

targets. The Committee expressed the opinion that the Company's internal control system is appropriate and adequate for business operations and the Company can perform efficiently and effectively.

3. Review of Risk Management

The Audit Committee reviewed the risk management system to ensure its adequacy and efficiency. The Company emphasized and improved risk management system by assessing internal and external risks as well as potential impacts and likelihood. The Committee also prepared the Risk Management Plan to prevent or mitigate potential impacts that may occur to the business operations to be within acceptable levels. The Board of Directors appointed the Risk Management Committee to determine the scope of the Risk Management Policy and oversee the corporate risk management as well as regularly report on the progress of risk management to the Board of Directors on a quarterly basis. The Audit Committee reviewed the effectiveness of the risk management performance based on the report on internal control review conducted by the internal auditor and the external auditor. The Audit Committee had an opinion that the Company's risk management practices ensure the risks are maintained at acceptable levels.

4. Review and Oversight of the Internal Audit

The Audit Committee resolved the appointment of IVL Auditing Company Limited as the internal auditor of the Company and its subsidiaries. In 2019, the internal auditor reviewed and audited the Company's key work procedures in conformity with the approved 2019 Internal Audit Plan. The internal auditor assessed the sufficiency of the internal control system of the Company and its subsidiaries. The internal control review reports were prepared and proposed to the Audit Committee and the Board of Directors for acknowledgment every two quarters. Additionally, the Committee reviewed the Annual Internal Audit Plan to ensure the plan will enhance the detection of deficiencies in internal control system and improvement can be effectively and efficiently made in a timely manner in response to the changing circumstances. The Committee also revised

and approved the Audit Committee Charter in line with the Corporate Governance Code and proposed to the Board of Directors for approval.

5. Review of Connected Transactions or Transactions that May Have Conflicts of Interest

The Audit Committee monitored and reviewed the connected transactions or transactions that may have a conflict of interest in compliance with the laws and regulations of the Stock Exchange of Thailand. The connected transactions or transactions that may have a conflict of interest conducted during the year 2019 are necessary to business operations, with transparency, maximum benefit to the Company and justification for entering into such transactions which were executed in the ordinary course of business under fair trade conditions. The Company applied the same to individuals or other irrelevant entities. Meanwhile, prices and other conditions shall be as if the transactions are at an arm's length and in compliance with the Company's Connected Transaction Policy.

6. Review of Legal Compliance

The Audit Committee reviewed and supervised the Company's business operations to ensure compliance with the Securities and Stock Exchange laws, and regulations of the Stock Exchange of Thailand, including policies, regulations, rules and other laws relating to the Company's operations. The Committee agreed that the Company has an effective internal control process in place which could ensure compliance with the aforementioned laws and regulations.

7. Review of Good Corporate Governance

The Audit Committee and the Company recognize the importance of management practices in adherence to the Corporate Governance Code to promote confidence and assure accountability to all shareholders and stakeholders. The Company reviewed and implemented the corporate governance principles with prudence, fairness, and transparency. The Committee also reviewed



complaint and whistleblowing procedures in conformity with the Corporate Governance Code. All information was fully disclosed in compliance with the regulations of the Stock Exchange of Thailand.

8. Selection and Appointment of Auditors and Proposal of Audit Fees for the Year 2019

The Audit Committee selected and appointed the auditors and proposed audit fees for the year 2019 to the Board of Directors for approval and to seek approval from the Annual General Meeting of Shareholders. The following selection criteria are set forth. The auditors must have qualifications as required by the Office of Securities and Exchange Commission and the Stock Exchange of Thailand and must possess knowledge and expertise in auditing and be independent as stipulated by relevant laws. The 2019 Annual General Meeting of Shareholders passed a resolution to approve the auditors of EY Office Limited, comprising Mr. Chatchai Kasemsrithanawat, a certified public accountant (CPA), license No. 5813, Ms. Siraporn Ouuanunkun, a certified public accountant (CPA), license No. 3844 or Mrs. Chonlaros Suntiasvaraporn, a certified public accountant (CPA), license No. 4523 or another certified



public accountant (CPA) in the same company as the Company's auditors for the accounting year 2019 ending on 31 December 2019. The remuneration for the annual audit and quarterly audits amounts to 2,800,000 Baht (two million eight hundred thousand Baht only).

9. Review and Approval of the Company's Audit Committee Charter

The Audit Committee considered and approved the revision of the Company's Audit Committee Charter and proposed to the Board of Directors for approval in accordance with the Corporate Governance Code.

In summary, the Audit Committee performed its duties and responsibilities as specified in the Audit Committee Charter approved by the Board of Directors, with knowledge, skills, prudence, dedication and independence. The Committee provided independent and candid opinions and recommendations for the maximum benefit of all shareholders and stakeholders in an equitable manner, without restrictions on obtaining information. In addition, the President and the Management provided appropriate and sufficient collaboration. The Company's financial reports are accurate and reliable in conformity with the

generally accepted accounting standard. Its internal audit system is efficient and effective, with adequacy of internal control system and risk management system. The corporate governance has been implemented, adhering to transparency, integrity, and full compliance with relevant laws and regulations. Moreover, the Board of Directors, the President and the Management dedicatedly and professionally executed their duties to achieve the corporate goal.

On behalf of the Audit Committee

(Mr. Sanit Rangnoi)

Chairman of the Audit Committee



REPORT OF THE NOMINATION AND COMPENSATION COMMITTEE

Dear Shareholders,

The Nomination and Compensation Committee of TEAM Consulting Engineering and Management Public Company Limited (the "Company") has the duties and responsibilities as specified in the Nomination and Compensation Committee Charter. The Committee set forth policies and criteria for nomination of the directors, and selected qualified candidates as required by relevant laws, regulations and procedures for nomination to the Board of Directors for consideration and appointment as the directors to replace those directors whose terms of office expired in accordance with the Company's Articles of Association. Additionally, its duties and responsibilities include other activities as delegated by the Board of Directors, and report on the Committee's performance to the Board of Directors Meeting and subsequently to the shareholders in annual reports and annual registration statements.

As of 31 December 2019, the Nomination and Compensation Committee consisted of three directors, chaired by Mr. Peerawat Premchun (Director), with

Gen. Wichien Sirisoonthorn (Independent Director) and Mr. Wera Sutesopon (Director) as members, and Ms. Pommara Patthanabhumthanint, the Company Secretary, as the Secretary of the Committee.

In 2019, the Nomination and Compensation Committee held a total of three meetings, with 100% attendance. A summary of each meeting was submitted to the Board of Directors Meeting for acknowledgment. The summary of the Committee's performance are as follows:

1. Considered the re-election of the directors who were due to retire by rotation and proposed them to the Board of Directors for approval before proposing to the 2019 Annual General Meeting of Shareholders for approval of their reappointment as the directors.

2. Considered and proposed the remuneration for the directors which includes monthly remuneration, meeting allowances and annual rewards for the year 2019

based on the Company's operating results and business size as well as the directors' responsibilities to the Board of Directors for approval before proposing to the 2019 Annual General Meeting of Shareholders for approval.

3. Reviewed and approved of the Nomination and Compensation Committee Charter and proposed to the Board of Directors for approval to conform to the good corporate governance.

4. Reviewed the criteria and procedure for the nomination of the directors and proposed to the Board of Directors for approval to ensure the nomination of the directors and members of specific committees with comprehensive and transparent process for considering nominees with qualifications valuable and suitable for the Company's business operations.

5. Reviewed the criteria and procedure for considering the directors' remuneration and proposed to the Board of Directors for approval to ensure the Company has guidelines for the directors' remuneration, types of remuneration, as well as an appropriate, fair and transparent payment procedure.

6. Reviewed the criteria and procedure for nomination of the President and proposed to the Board of Directors for approval to ensure the efficient recruitment and development of high-level executives, and personnel management are in place. Guidelines were established for nomination of a suitably qualified person for the position of President.

7. Reviewed the criteria and procedure for considering the remuneration for the President and proposed to the Board of Directors for approval to ensure the Company's remuneration structure incentivizes the President to meet the corporate objectives and main targets and to perform his duties in alignment with the long-term benefits of the Company.

8. Reviewed the criteria and form for assessing the President's performance and proposed to the Board

of Directors for approval. The assessment criteria were established to incentivize the President to manage the business operations in accordance with the corporate objectives, main targets, and strategies as well as in line with the long-term benefits of the Company. The President was informed of the assessment criteria in advance. This also conforms to the Nomination and Compensation Committee Charter which specifies that the Committee has duties and responsibilities to consider criteria for assessment of the President's performance as assigned by the Board of Directors.

9. Determined the assessment criteria for the successor nomination and appointed a working group for nominating a successor to the President.

In addition to its main duties, the Nomination and Compensation Committee was assigned in this year by the Board of Directors to oversee the succession planning for high-level executives such as the President. The Nomination and Compensation Committee has exercised prudence in carrying out this task, with reference information to support the decision-making, and the Board of Directors gave approval in accordance with the recommendation of the Nomination and Compensation Committee.

In summary, the Nomination and Compensation Committee has fulfilled their duties, using best endeavors with prudence, transparency, fairness, and independence. The Committee also expressed its opinions in a straightforward manner in accordance with the Corporate Governance Code set forth by the Securities and Exchange Commission and the Stock Exchange of Thailand, giving due consideration to the maximum benefit of all shareholders and stakeholders.

On behalf of the Nomination
and Compensation Committee



(Mr. Peerawat Premchun)
Chairman of the Nomination
and Compensation Committee



REPORT OF THE RISK MANAGEMENT COMMITTEE

Dear Shareholders,

The Board of Directors of TEAM Consulting Engineering and Management Public Company Limited (“the Company”) places great importance on good corporate governance. The Risk Management Committee has been appointed to function as a key governance support mechanism to oversee the Company’s risk management strategies, policies and processes. As of 31 December 2019, the Risk Management Committee consists of 17 members who were appointed by the Board of Directors as below.

- | | |
|-------------------------------------|--|
| 1. Dr. Thanasarn Khuayjarempanishk | Chairman of the Risk Management Committee |
| 2. Mr. Amnat Prommasutra | Member of the Risk Management Committee |
| 3. Mr. Chawalit Chantararat | Member of the Risk Management Committee |
| 4. Mrs. Penpilai Phonchaipanich | Member of the Risk Management Committee |
| 5. Ms. Mayuree Khuayjarempanishk | Member of the Risk Management Committee |
| 6. Mr. Polrach Khongchum | Member of the Risk Management Committee |
| 7. Mr. Prasit Akkakraisee | Member of the Risk Management Committee |
| 8. Ms. Yaowapa Chuwong | Member of the Risk Management Committee |
| 9. Dr. Pimpida Chanyarakskul | Member of the Risk Management Committee |
| 10. Mr. Watana Limdaengsa-Nguan | Member of the Risk Management Committee |
| 11. Mr. Danaisak Panyawai | Member of the Risk Management Committee |
| 12. Dr. Montree Budsabathon | Member of the Risk Management Committee |
| 13. Mr. Naris Denpaiboon | Member of the Risk Management Committee |
| 14. Mr. Teeranai Piyawong | Member of the Risk Management Committee |
| 15. Mr. Worapong Preecha | Member of the Risk Management Committee |
| 16. Mr. Salyawate Prasertwitayakarn | Member of the Risk Management Committee |
| 17. Ms. Nuanprae Patramai | Member of the Risk Management Committee and Secretary of the Risk Management Committee |

The Risk Management Committee has performed its duties according to the scope and responsibilities assigned by the Board of Directors as specified in the Risk Management Committee Charter of TEAM Consulting Engineering and Management Public Company Limited. The policies and structure of risk management are outlined in a systematic approach to cover the entire organization. The Risk Management Committee oversees risks caused by external factors and internal management and operation, determines management direction and maintains risks within acceptable ranges. The Risk Management Committee also communicates with employees at all levels to raise awareness of the importance of risk management and to conform with the risk management direction of the Stock Exchange of Thailand and the Institute of Internal Auditors of Thailand.

In 2019, the Audit Committee held a total of six meetings. The summary of each meeting of the Audit Committee was proposed to the Board of Directors for acknowledgement every quarter. The results of the Audit Committee's significant performance can be summarized as follows:

1. Oversaw and managed the Company's risk management in compliance with the COSO (The Committee of Sponsoring Organizations of the Treadway Commission)'s Enterprise Risk Management Framework which consists of setting the objective, identifying the risks, and conducting risk assessment, risk response and two-month risk monitoring. Such monitored risks included strategic/marketing, operation, financial, compliance, human resource, and corporate image risks. The purpose of risk management was to maintain risks within an acceptable level and to achieve the corporate target set forth.

2. Monitored and considered risk management at both the organizational and project levels in various areas such as

Operational risk management including internal process, information technology, work quality and other risks which may occur with associated companies

Financial risk management (cash collection and liquidity risks)

Human resources risk management (The Committee provided recommendations on the risks associated with the recruitment of qualified staffs to ensure the availability of qualified personnel for ongoing and potential projects).

3. Organized a workshop to formulate the 2020 Risk Management Plan with representatives from each department of the organization.

4. Determined and provided recommendations with regard to the 2020 Risk Management Plan to ensure that the risk management activities are in accordance with the Company's policies, objectives, and current situation before proposing the plan to the Executive Committee, the Audit Committee and the Board of Directors for consideration.

5. Reviewed the Risk Management Committee Charter in accordance with the current state of the organization.

6. Reported the performance of the Risk Management Committee to the Executive Committee, the Audit Committee and the Board of Directors on a quarterly basis.

The Risk Management Committee has performed its duties and responsibilities, using the best of their knowledge, skills, prudence, and dedication under the scope and duties assigned by the Board of Directors in order to effectively manage the Company's risks resulting in the achievement of the set objectives and goals and value creation to the stakeholders in long run.

On behalf of the Risk Management Committee



(Dr. Thanasarn Khuayjarernpanishk)
Chairman of the Risk Management Committee



NATURE OF BUSINESS

1. Nature of Products and Services

1.1 Nature of Business of the Company and Its Subsidiaries

The Company and its subsidiaries provide integrated consulting services for planning, construction, development and improvement of various engineering projects under the concept "One-stop Services" that can serve the clients completely and in a timely manner. The scope of works range from the initiation of the project ideas, project master planning, feasibility studies, surveys, detailed design and environmental studies. The Company also provides consultation services in

construction supervision and project management including operation and maintenance of equipment and measuring system after the delivering of projects, as well as engineering services in related businesses which include installation of instrumentation equipment, aerial photography service and mapping, Building Information Modeling (BIM) process for architecture, engineering and construction and also engineering education and training services. Our engineering consulting services cover transportation and logistics, water resources, building and infrastructure, environment, energy, and non-engineering consulting services such as strategic

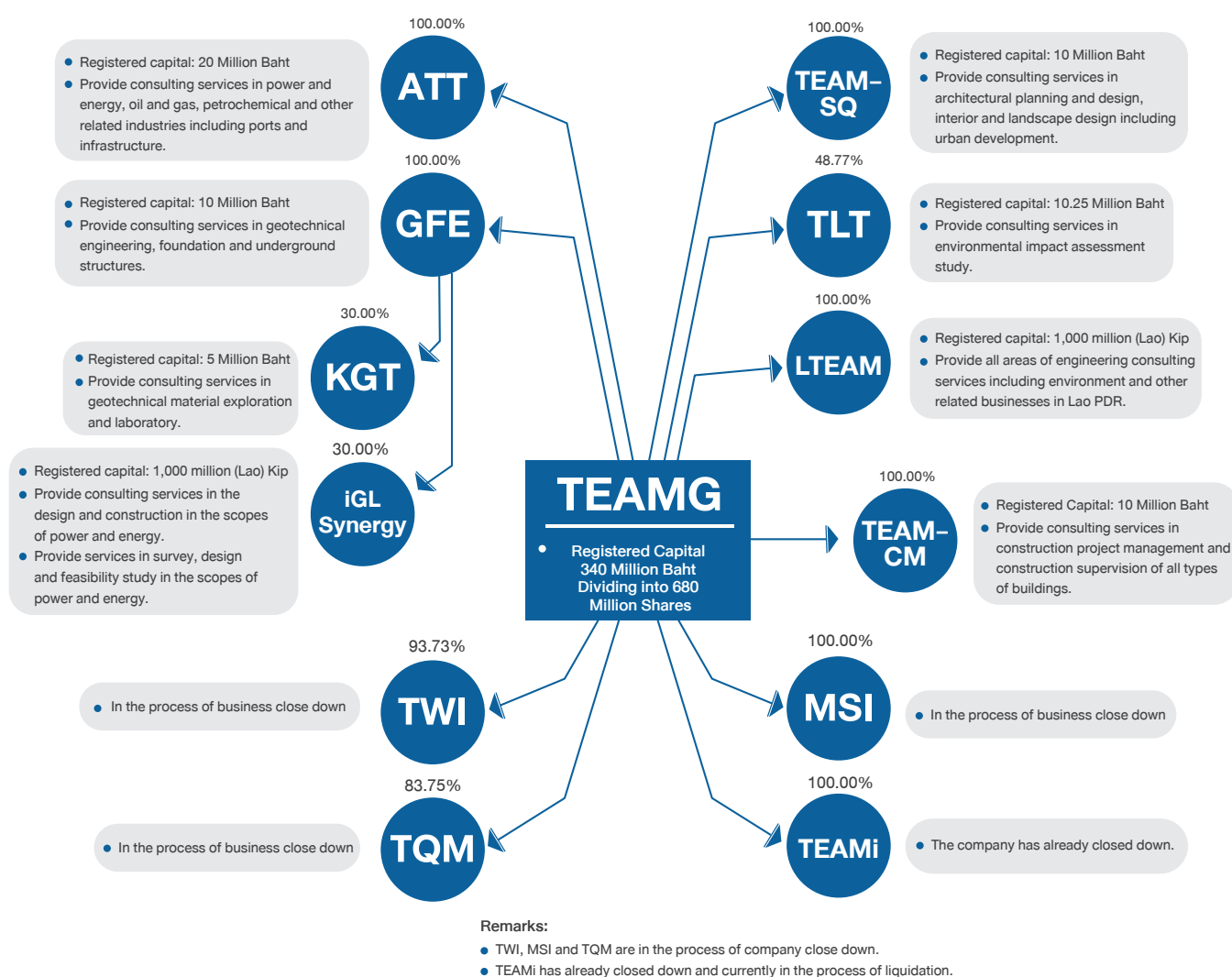
Building Information Modeling (BIM) is a process of project modeling showing the image in the form of digital representations of physical and functional characteristics of places. The Company applies BIM for design tasks and construction project management leading to higher efficiency and reduction of risks from human errors.

organization management, finance, investment, and marketing. The clients of the Company and subsidiaries are government and private sectors in Thailand and overseas, in particular, developers in the CLMV countries (Cambodia, Lao PDR, Myanmar and Vietnam).

Besides, the Company also plans to invest in related business projects so that the Company can generate continuous recurring income. In 2019, the Company has invested in the Water Treatment and Water Recycling Project for the Suan Luang-Sam Yan

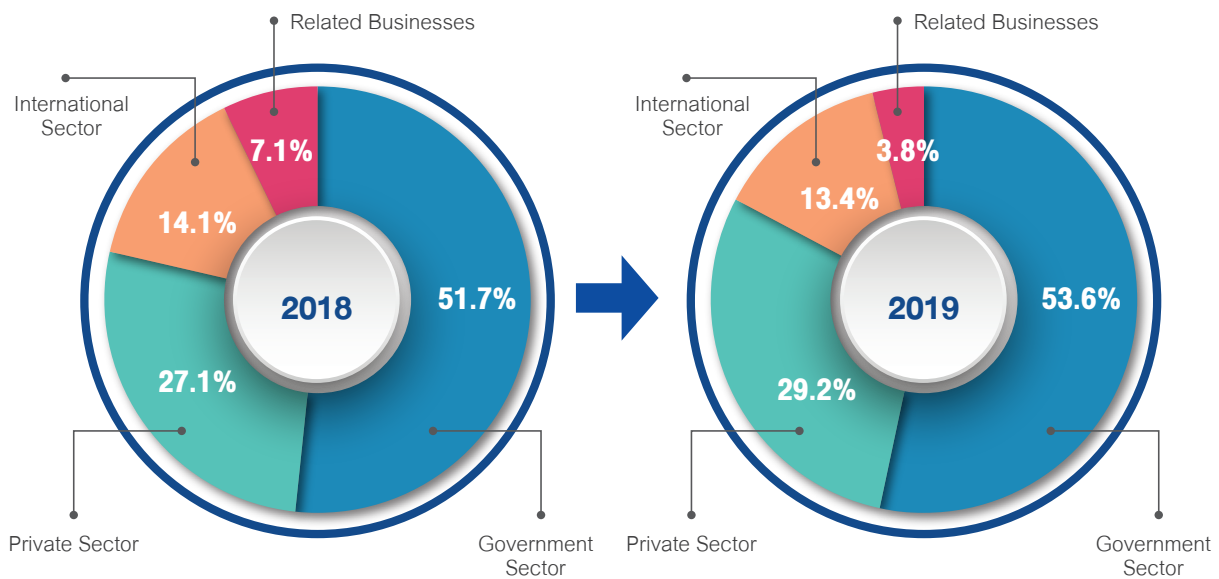
Area of Chulalongkorn University. The capacity of waste water treatment system is 240 cu.m per day. The waste water discharged from CU-Terrace and CU iHouse will be treated and used to water the plants within the CU Centenary Park and nearby area.

At present, the Company Group consists of 12 entities (eight of which are its subsidiaries and four of which are currently liquidated). Each entity has different business operation as shown below:



The Company and its subsidiaries have acquired clients from various segments which are from the government, private and international sectors as well as related businesses. In 2018-2019, the segment portions are administrated as follows:

Revenue Portion by Business Sectors

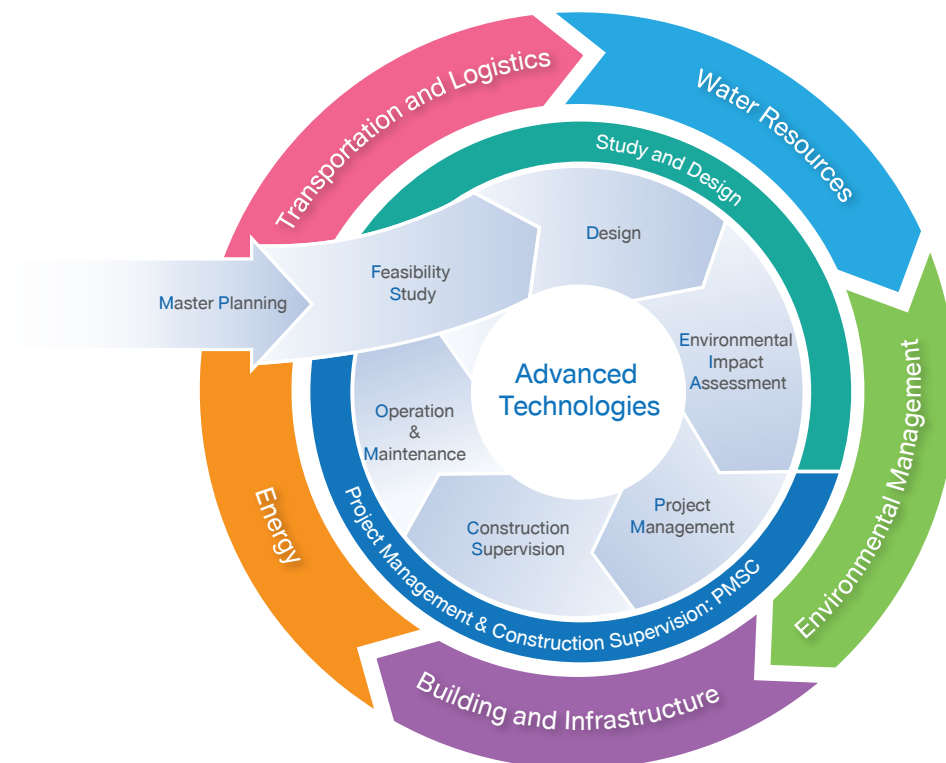


1.2 Service Characteristics

(1) Types of Services according to the Nature of Business

The Company and its subsidiaries conduct integrated engineering and environmental consultancy services with the concept of one-stop services that cover

the entire project development cycle in various aspects from preparation of a master plan, project feasibility studies, detailed design, environmental impact studies, project management, construction supervision and operation, and maintenance.



Our services are divided by types of services into three categories as follows:

1) Study, Design and Report Preparation (Study & Design)

The Company and its subsidiaries provide services on the study, design and preparation of reports related to various project developments, including engineering, architecture, and environmental studies. The significant procedures of the study, design, and preparation services are as follows:

(1.1) Master Plan

Master planning is the determination of direction and types of operation and/or holistic project development, in other word, a master plan. The procedure includes determining precise strategies as a framework to determine the course of a long-term process which are consistent and responsive to the change of internal and external environment.

(1.2) Feasibility Study

The Company provides consultancy services on the feasibility study in various fields such as engineering, marketing, finance and economics, business and management, society and environment. This study aims to ensure that the prospective project is feasible, the benefits worth the investment, and the resources required will be effectively utilized. It also ensures that the environmental and social impact will be managed after the project development and the target will be achieved under limits of budget and time.

(1.3) Survey and Detailed Design

The Company and its subsidiaries provide services on survey and detailed design required by the clients. The scopes of work covers survey format, project location map, general information, engineering system work within the project area and nearby, related infrastructure design, building plan, properties and facilities and construction plan in order to prepare the tender document and/or to implement construction.

(1.4) Survey, Study, and Conduct Environmental Impact Assessment (EIA)

Environmental impact assessment is the study to anticipate both positive and negative effects from the development of significant projects or businesses that will affect the environment including natural resource and economic and social aspects. This is to determine the most effective preventive measures to be used in making the decision to develop such projects or businesses.

2) Project Management and Construction Supervision (PMSC)

The project management and construction supervision services are for entrepreneurs or project owners who lack the specialists in this particular area. Hence, they need to hire an engineering consulting company that has experience and expertise on project management and supervision to manage and control all working processes of construction components beginning with the pre-construction period until project completion such as work plan, specification preparation, contractor recruitment, personnel training, project commissioning and systematically inspecting and accepting the project during guarantee period.

3) Related Businesses

In addition to the consultancy services mentioned above, the Company also provides services in the related businesses to fulfill broader client's demand. These services cover the installation of equipment and supporting devices (instrumentation), aerial photograph and mapping (drone-based survey), Building Information Modeling (BIM) for architecture, engineering and construction as well as engineering education and training.

Apart from that, in 2019, the Company has invested in the Water Treatment and Water Recycling Project for the Suan Luang-Sam Yan Area of Chulalongkorn University. The capacity of wastewater treatment system is 240 cu.m per day. The wastewater discharged from

CU-Terrace and CU iHouse will be treated and used to water the plants in the CU Centenary Park and nearby area. The project period is 10 years and can generate recurring income.



Accelerometer



Observation Wall



Water Level Indicator



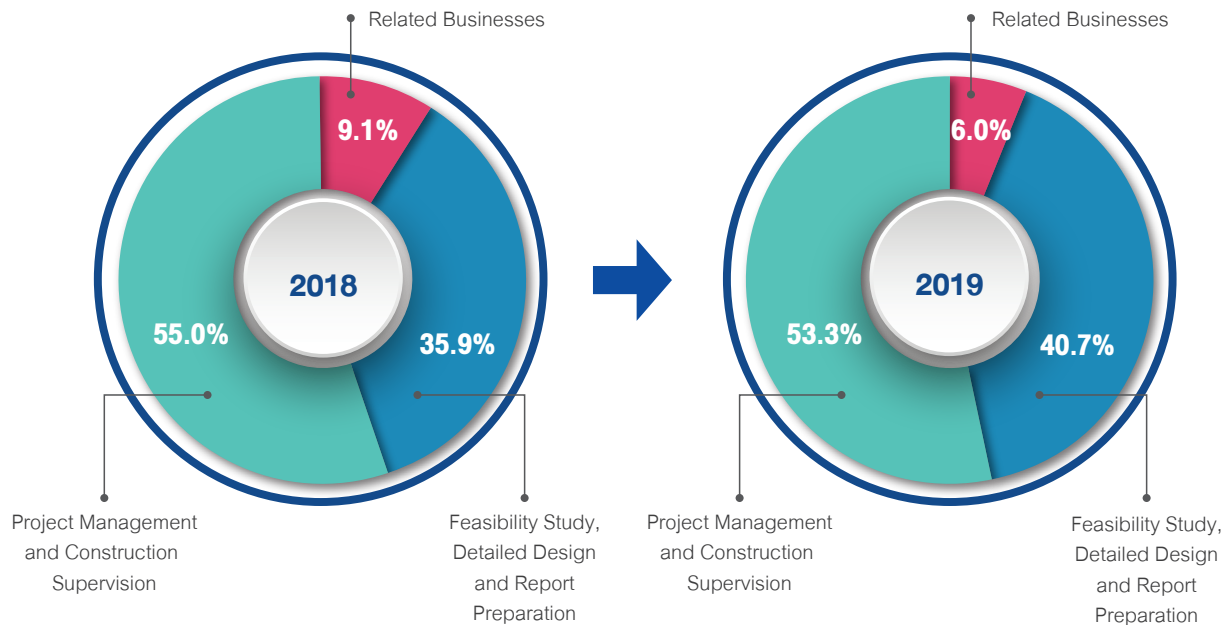
Drone



Application of BIM in Design Work

In 2018-2019, the Company and its subsidiaries could generate revenue from study and design services, project management and construction supervision (PMSC), and related businesses as follows:

Revenue Portion by Types of Services



(2) Types of Services Based on Specialization

The Company provides integrated engineering consulting services and its subsidiaries divided into five categories as below:

1) Transportation and Logistics (TR): roads, bridges, motorways, mass transit systems, double-track railways and high-speed railways, airports, ports, traffic engineering, traffic management and logistics management.

2) Water Resources (WE): water resource management and development for consumption and irrigation, hydroelectric power, flood prevention and drainage, coastal engineering including forecasting water situation.

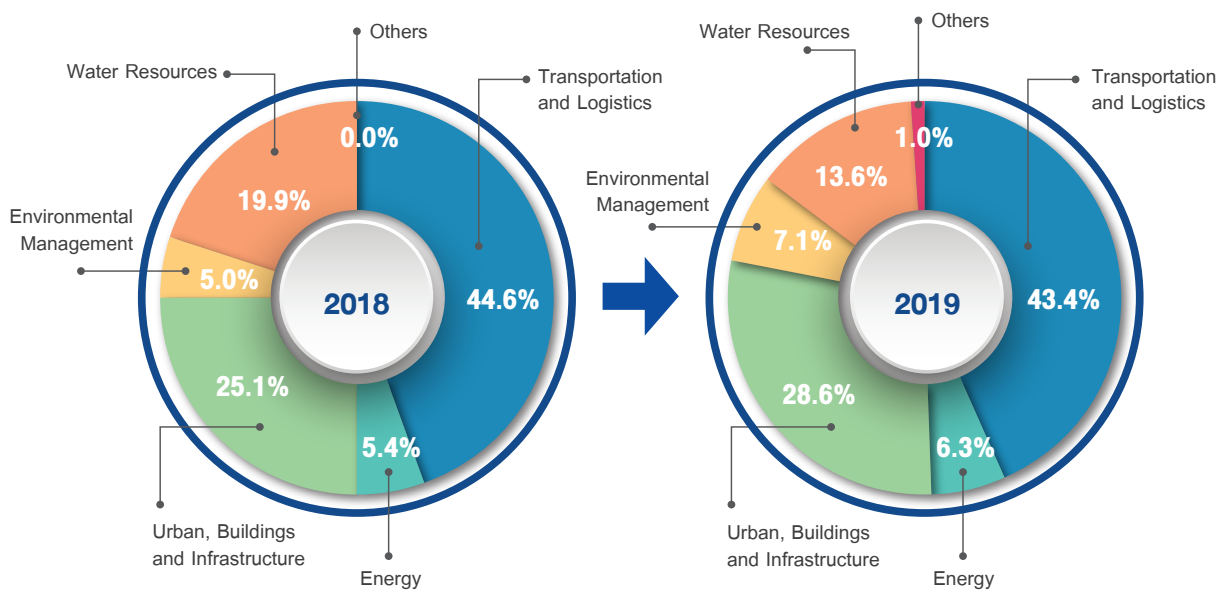
3) Urban, Buildings and Infrastructure (UBI): all types of buildings and infrastructure, various real estate development projects such as condominiums, hotels, shopping centers and mixed-use complexes, industrial estates, industrial factories, green buildings,

city planning and regional planning, land, buildings and industrial estates development planning, as well as Transit Oriented Development (TOD).

4) Environmental Management (ENV): strategic environmental assessment, preliminary environmental impact study and analysis, environmental impact assessment, social impact assessment, health impact assessment, environmental management planning, migration plan, and social development plan.

5) Energy (POW): power plants generating from fossil fuel and all types of renewable energy sources which include natural gas, hydroelectric power, wind, solar, biomass, biogas, nuclear, waste, overhead to underground cable conversion for the preparation of being a metropolis of ASEAN, energy infrastructure development, energy conservation, energy management including independent engineer services and due diligence for the energy costs reduction.

Revenue Portion by Specialization



The outstanding experience of the Company and its subsidiaries are as follows:



Project Management of the Second Runway and Taxiway Construction Project at U-Tapao International Airport: Royal Thai Navy



Feasibility Study, Preliminary Design and Public Participation Study on the High-speed Rail Linking 3 Airports, Phase 2 in Rayong, Chanthaburi and Trat Provinces: State Railway of Thailand



Feasibility Study on Public-Private Partnership of the Motorway, Extension Phase of Utraphimuk Tollway (Rangsit - Bang Pa In Section): Department of Highways



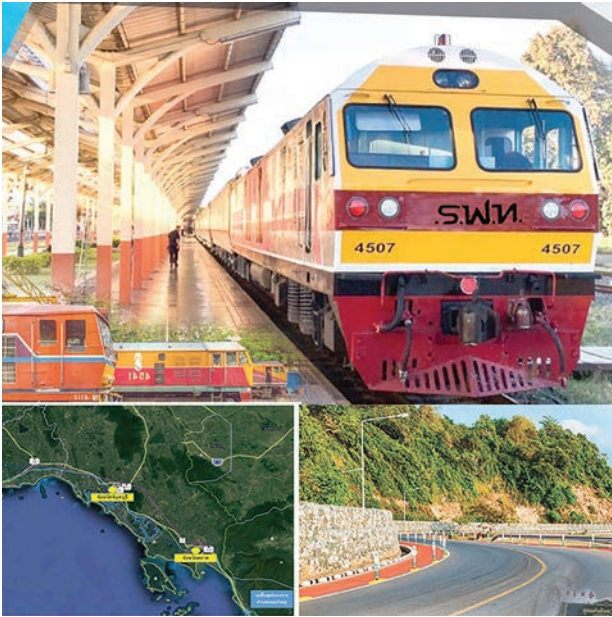
Project Management and Construction Supervision of the Pink Line Mass Transit System (Khae Rai - Min Buri Section): Mass Rapid Transit Authority of Thailand



Laem Chabang Port, Phase 3: To accommodate container transport by railway and increase the capacity of container automation. The Project is developed through Public-Private Partnership including the revised feasibility study which covers engineering, economic, financial and environment aspects: Port Authority of Thailand



Revised Detailed Design, Tender Document Preparation, Feasibility Study and Environmental Impact Assessment Study on the Increase of Route Capacity of the Railway (Hua Mak - Chachoengsao - Si Racha Section) and the Double-track Railway (Si Racha - Map Ta Phut Section): State Railway of Thailand



Feasibility Study of the Double-track Railway (Sri Racha Junction - Rayong and Map Ta Phut - Khlong Yai Sections): State Railway of Thailand



Feasibility Study and Detailed Design of Improvement of the Motorway for the Fiscal Year 2019: Department of Highways



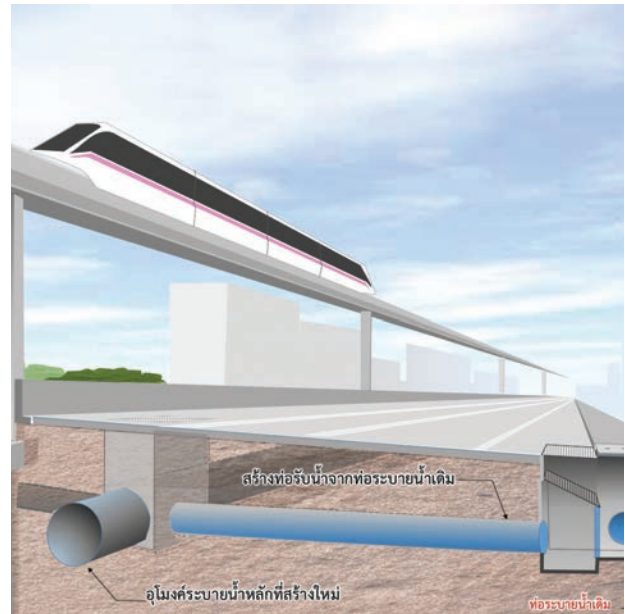
Detailed Design of the Expressway in Vientiane, Lao PDR: Asia Investment, Development & Construction Sole Co., Ltd., Lao PDR



Development of U-Tapao International Airport and Eastern Airport City for the Fiscal Year 2020: Eastern Economic Corridor Office



Independent Engineer for Standard Design of Railway Crossing the Road Including the Arrangement of Training Program of Construction Plan and Safety for the Project of the Circle Line Development in Yangon, Myanmar: Shwe Taung Development Co., Ltd.



Feasibility Study on Investment for Flood Protection of Highway No. 304: Department of Highways



Detailed Geotechnical and Concrete Design of Underground Works for Nam Emoun Hydroelectric Power Project, Lao PDR: Chaleun Sekong Energy Co., Ltd., Lao PDR, and Song Da 5 Joint Stock Company, Vietnam



Geotechnical Construction Supervision of Nam Emoun Hydroelectric Power Project, Lao PDR: Chaleun Sekong Energy Co., Ltd., Lao PDR



Preliminary Feasibility Study on the Ground Water Resource Development Project for the Water Supply of Dili Metropolitan: National Directorate of Water Resources Management (DNGRA), Ministry of Public Works, Timor-Leste



Detailed Design and Tender Document Preparation of Xekong 4A and 4B Hydroelectric Power Projects, Lao PDR: RATCH Group PCL., Lao World Engineering & Construction Co., Ltd., and B.Grimm Power PCL.



Feasibility Study on Nakhon Nayok Operation and Maintenance Project, Nakhon Nayok Province: Royal Irrigation Department



Feasibility Study of Kumphawapi Operation and Maintenance Project, Udon Thani Province: Royal Irrigation Department



Water Recycling at Suan Luang-Sam Yan Area for Property Management: Chulalongkorn University



Feasibility Study, Detailed Design, Project Management and Construction Supervision of Water Supply System for Tachileik, Myanmar: Hein Linn San Co., Ltd.



Environmental, Health and Social Impact Assessment Study on Mining Concession Area Expansion for Hongsa Mine Mouth Power Plant Project, Xayabouly Province, Lao PDR: Hongsa Power Co., Ltd.



Environmental and Social Impact Assessment (ESIA) and Two Initial Environmental Examinations (IEEs) for Services Related to Luang Prabang Hydropower Project, Luang Prabang Province, Lao PDR: PT Sole Co., Ltd. and CK Power PCL. (CKP)



BIM Manager and Pre-construction Management for the Quinn Condo Sukhumvit 101: MBK Real Estate Co., Ltd.



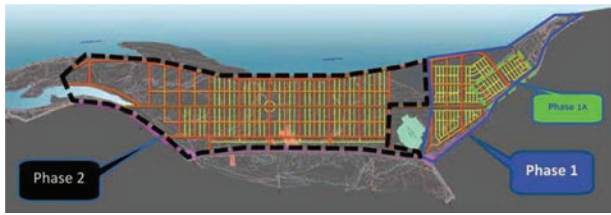
BIM Manager and Pre-construction Management for The Room Phayathai: Land and Houses PLC.



Feasibility Study on Demarcation of the Eastern Economic Corridor, Phase 2: Eastern Economic Corridor Office



Project Management Office and Contract Administration Consultancy Services to Support the EECO in the Development of U-Tapao Airport and Eastern Airport City Project, the Fiscal Year 2020: Eastern Economic Corridor Office



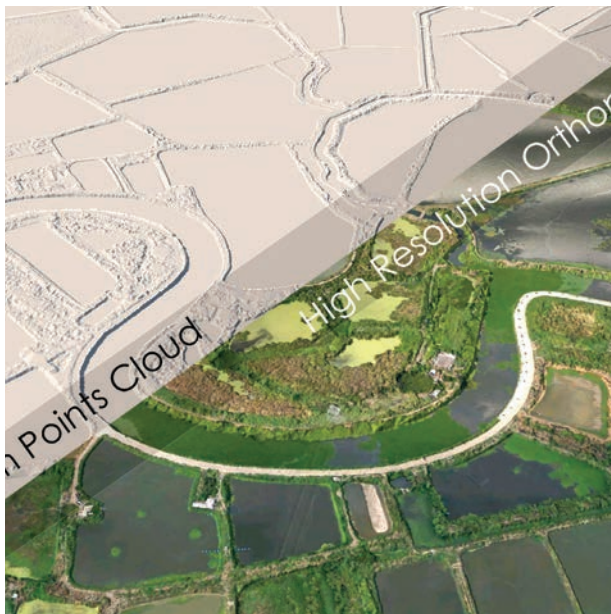
Detailed Design of Infrastructure for the Amarapura Urban Development Project, Myanmar: Mandalay Business Capital City Development Ltd. (MBCCD)



Selection of Public-Private Partnership in Eastern Economic Corridor Zone (Eastern Airport City): Royal Thai Navy



Promotion of Renewable Energy and Improvement of Energy Consumption at the Government Complex Commemorating His Majesty the King's 80th Birthday Anniversary, 5th December, B.E. 2550 (2007): Dhanarak Asset Development Co., Ltd.



Infrastructure Planning and Conceptual Design and Drone-based Survey for the Amata City 2 Project: Amata Corporation PCL.



Study on Urban and Transportation Infrastructure Development: Office of Transport and Traffic Policy and Planning

2. Industry Outlook and Competition

1) Marketing Policy

The Company and its subsidiaries provide integrated engineering and environmental consulting services with engineering team, technical staffs and senior experts. The team consists of personnel with specialized knowledge and experience, as well as a portfolio of more than 2,500 projects at national and regional levels.

1.1) Competition Strategies

- Cost Proposal

As for the bidding process and project acquire, the Company and its subsidiaries prepare proposals by considering the complexity of work, risks, technical aspects and project size as well as potential personnel with relevant experience and expertise in all related fields. The Company and its subsidiaries have policies for preparation of the remuneration budget, and direct cost for each project, and utilize the Cost Plus Method in accordance with the principles of professional service pricing at the competitive rates.

- Advanced Technology Application

The Company employs the Building Information Modeling (BIM) for architectural and engineering design as well as construction of buildings and infrastructure. This technology generates display of animated results which help to analyze the structure, cost estimation, and inspection of design conflicts in the construction, operation and maintenance phases. Moreover, the Unmanned Aerial Vehicle (UAV) or drone and Real Time (Kinematic) are applied for topographic survey, and aerial photographic to deliver high-density photography and high-accuracy 3D models which can significantly reduce cost and time of the study and survey.

- Human Resource Development

The Company gives high importance to human resource development in order to enhance their advanced knowledge and skills in respond to the changing situation. The mentoring system is continuously applied to increase and develop working skills. Moreover, the Company also arrange training courses for large-scale construction project management and supervision for new engineers. Apart from that, the Company also provided training courses of Building Information Modeling (BIM) for architectural and

engineering construction which is one of the most significant parts of the Company's services so that the output will be completed with high accuracy in line with engineering standards.

1.2) Sales Channel

The Company and its subsidiaries acquire and provide services through three channels which are: 1) Introduction from the former clients or our existing alliance network; 2) Proactive marketing with the existing and new clients to understand the needs for business and project development from the clients who enable us to learn details or receive project specification documents and present the preliminary solutions; and 3) Invitations from project owners to participate in the bidding process to propose the technical and cost proposals. The Company and its subsidiaries assign business development personnel to supervise and monitor news to find information and details of the bidding for the upcoming projects from government and private sectors both domestically and internationally. Besides, the previous work of the Company and its subsidiaries which have been positively recognized by impressed clients are one of the channels that all target clients give the Company the trust and opportunities to be their consulting engineers of their projects continuously.

1.3) Target Groups

The target clients are both from the government and private sectors from medium- to large-scale projects both domestically and internationally. The Company aims to expand the business to the ASEAN countries and Timor-Leste. In 2019, the Company revenue comprised of the government sector for 54%, the private sector for 29%, the international sector for 13%, and related businesses for 4%.

2) Competition Outlook of Consulting Business in the Past Year

(1) Industry Outlook





The economic situation in Thailand and the region, the government investment policy and the trends of the construction industry in the government and private sectors are the major factors that affect the engineering and environmental consulting businesses which the Company and its subsidiaries are conducting. In 2019, the Thai economy grew by 2.4%, compared

to that of 4.2% in 2018. The export value decreased by 3.2%. Private consumption and total investment expanded 4.5% and 2.2% respectively, with the average headline inflation of 0.7% and the current account balance at surplus of 6.8% of GDP. (Source: Thai Economic Situation in the Fourth Quarter, Whole Year of 2019, and the Outlook of 2020, NESDB). Although the large-scale projects of EEC are delayed but in the end of 2019, the government has signed the contract with the investor of the High-speed Rail Linking 3 Airports Project on 24 October 2019, and the consulting firms submitted the proposal for construction supervision of the said project in November 2019. Currently, the Company is waiting to sign the contract for the said project.

In 2020, the NESDB estimates that Thai economy is expected to expand by 1.5-2.5%, slowing down from year 2019 due to the limitation from the outbreak of the COVID-19, drought situation and government budget delays. However, there are still

supporting factors from: (1) the gradual improvement of the economy and world trade resulted from the reduced tension over the trade protection measures; (2) satisfactory growth in the household spending and private and public investment; (3) drives from government measures; and (4) low base of economic expansion in the last quarter of 2019. The export value is expected to expand by 1.4%. Private consumption and total investment are expected to expand by 3.5% and 3.6% respectively. The average headline inflation is expected to be in the range of 0.4-1.4% and the current account is expected to be in a surplus of 5.3% of GDP (Source: Thai Economic Situation in the Fourth Quarter, Whole Year of 2019, and the Outlook of 2020, NESDB).

The government drives mentioned above will be enhanced on the investment of large-scale infrastructure projects in EEC. Hence, these projects tend to become more concrete and will help to create confidence among local and international investors. The progress of EEC Projects as of January 2020 is as follows:

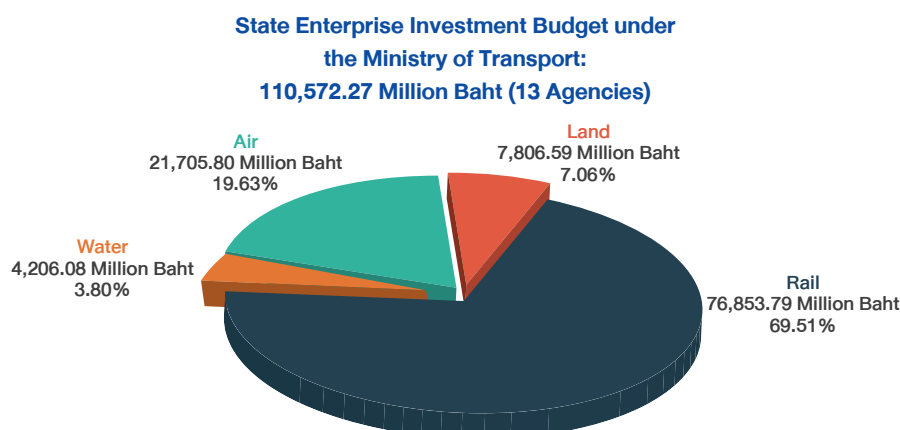
Project	Progress
 1. U-Tapao Airport and Eastern Airport City	Under negotiation process with BBS Joint Venture
 2. High-speed Rail Linking 3 Airports	Contract was signed in October 2019.
 3. Laem Chabang Port, Phase 3	Under the process of private investor selection
 4. Map Ta Phut Industrial Port, Phase 3	Contract was signed in October 2019.

The progress of significant 44 infrastructure projects under the Ministry of Transport with the amount of 1,947,310 Million Baht is shown below:



Source: Ministry of Transport as of 23 January 2020

In 2020, the Ministry of Transport will still continue to drive the abovementioned projects which will result in continuous growth for the engineering consulting business. In this regard, the state enterprise investment budget under the Ministry of Transport in 2020 is 110,573 Million Baht which can be divided into portions as shown below. The investment budget of the said state enterprises mostly comes from the loan and their own revenue that makes less impact from the delayed disbursement of 2020 annual budget.



Source: Ministry of Transport as of 23 January 2020

The investment of infrastructure projects of both government and state-owned enterprises mentioned above will be critical factors to drive the economy and also the engineering and environmental consulting businesses.

(2) Competition of Engineering and Environmental Consultancy Business

Consultant and juristic person and individuals who can submit proposal to work with government agencies must register with the Consultant Database Center of Public Debt Management Office (PDMO), Ministry of Finance or have a certificate from the Consultant Database Center as defined in Government Procurement and Supplies Management Act, B.E. 2560 (2017). According to the Consultant Database of the PDMO, consultants could be categorized into six groups, namely independent consultant, company or partnership consultant, educational institution consultant, foundation consultant, association consultant, and governmental agency consultant. At present, there are 2,164 registered consultants, divided into 314 independent consultants, 1,632 juristic person consultants, 111 educational institution and 107 other consultants (as of 29 January 2020). As for the registration in specific fields of expertise and services, it depends on qualifications and conditions of the individual consultant and/or the objectives of the company whether they are consistent with the field as well as the experience of completed projects in the same area.

However, with regard to the marketing competition, consulting firms can be categorized into three categories as follows:

1) Specialized Consultants

These consultants are specialized in some fields of tasks such as water resources, transportation and construction supervision, thus, the market share will be only in the fields they are specialized.

2) Integrated Consultants

These consultants are specialized in various fields such as water resources, transportation, energy, environment, and infrastructure. These firms can acquire several types of projects and act as one-stop services. Their services rendered can cover up to the large-scale projects with high construction cost of both government and private sectors as well as expand services in foreign countries.

3) Multinational Consultants

These consultants are firms from USA, Europe, Japan and China with high capability, well expertise, and advanced technologies. Some firms have their branch offices in Thailand and are capable of submitting bids by themselves, while some other firms have to associate with local consultants project by project such as AECOM, Tractebel Engie, Surbana Jurong, Nippon Koei, AF Poyry, Nikken Sekkei, PCKK and Oriental Consultants.

In this regard, the competition for bidding in the consulting business will be different from that of the construction business. In general, it focuses on knowledge, ability, and experience of the Company and personnel with technical proposal as a primary factor and price proposal as a secondary factor. As a result, the Company equipped with professionals with knowledge, ability, and experience in mega-projects as well as efficient corporate knowledge management system has more competitiveness compared to general competitors with less experience and inferior personnel in terms of number and quality.



CORPORATE SOCIAL RESPONSIBILITY

TEAM GROUP is conscious of its role in serving as a responsible member of society. To achieve stable and sustainable success, the Company must help to establish society of quality. It is thus committed to creating a happy society via its social role as a good corporate citizen. Starting with happy workplace development, it later extends the results to nearby communities and ultimately to society.

It is TEAM GROUP's policy to operate with responsibility towards society, the environment and all stakeholders. This conforms to the corporate social responsibility (CSR) guidelines issued by the Stock Exchange of Thailand (SET), which specifies eight requirements: (1) fair business conduct; (2) anti-corruption; (3) respect for human rights; (4) equitable treatment of

labor; (5) accountability to customers; (6) environmental stewardship; (7) community and social development activities; and (8) promotion of innovations created with responsibility for society, the environment and stakeholders.

Policy Overview

TEAM GROUP conducts business based on the development of thoughts, decision-making processes, strategies, organization structure and system, procedural practice and performance indicators. Practical instructions have been clearly identified in the Corporate Governance Policy, Internal Audit Policy, Risk Management Policy, business ethics and codes of conduct for executives

and employees, all of which require strict observation. This reflects responsibility of the Board of Directors and the Management towards the organization, shareholders, employees and all stakeholders. These instructions are effective in all business units to ensure efficient and transparent operations. In addition, the Company has set up a policy concerning human resource management to support anti-corruption efforts and a policy on political support to ensure all types of anti-corruption practices. This will help to strengthen the trust from all relevant parties.

TEAM GROUP not only operates for business profits, but it also takes responsibility for the environment and society. The Company is aware of its duties to support sustainable development of society and the country, in accordance with the CSR concept which is globally and widely accepted.

Performance and Report

TEAM GROUP's CSR practices as specified in the corporate policy, announcements and operation handbook are as follows:

1. Fair Business Conduct

TEAM GROUP underscores honesty and justness in business conduct and as such sets up policies, rules and regulations that ensure fair treatment of its management, shareholders, employees at all levels, business partners, clients as well as other people. The Company strives to promote reasonable and fair business conduct to strike the balance between benefits and impacts on each stakeholder. The Company also imposes penalties for any conduct that causes conflicts and critical damage to the business.

2. Anti-corruption Practice

TEAM GROUP embraces the Corporate Governance Code and business ethics to ensure the benefits for shareholders and stakeholders. On 6 October 2016, the Board of Directors reached a resolution at its 10/2016 Meeting to approve the Anti-corruption Policy that requires transparent business conduct and forbids the Company's directors, executives and employees from committing any malfeasance, either within or outside the organization. Several measures were devised to prevent different kinds of corruption. Human development programs have been implemented along with the promotion of

an anti-corruption culture. The Company also sets up an internal audit system and provides communication channels for those who would like to give suggestions or file complaints. All directors, executives and employees are required to watch over and prevent any likely corruptive performance and the Company shall protect goodwill informants of malfeasant conduct.

3. Respect for Human Rights

TEAM GROUP operates with great respect for human rights and as such promotes liberty protection and equitable treatment, which is a foundation for human resource development and management. The Company has no policy of race, gender, age or disability discrimination. On the contrary, the Company's operation handbook contains a chapter concerning "Disability Employment" which encourages the employment of disabled people, enabling them to make a livelihood.

4. Equitable Treatment of Labor

Aware that staffs are the Company's main asset, TEAM GROUP focuses on equitable treatment of all personnel and practices no discrimination. Paying considerable attention to their quality of life, the Company assigns tasks that match staff qualifications, determines a reasonable remuneration structure, and provides appropriate welfare and health care. The Company strives to develop a pleasant working environment and encourages staffs to work together happily and with unity. Self-development programs, including work skill training, are also promoted to develop capacity and inspire employees to regularly build on their knowledge and expertise as well as to adopt a proper attitude towards their tasks. In this context, examples of activities include a field trip study on alternative energy, a training program on Building Information Modeling (BIM) for all engineers under 40 years of age, the TEAM mentoring program (called Wild Boar Activity), study tours at project sites (such as the Red Line Commuter Rail Project), and special lectures by experts who have a social focus.

In addition, the Company hosts lectures by outside experts to provide employees with knowledge about physical and mental health care. Dhamma talks have been regularly held to heighten their spirit and develop good attitude towards life and work. This includes the TEAM Power for CSR Activities project.

5. Accountability to Customers

TEAM GROUP has been continuously active in quality system management. The Company has a policy concerning quality control which ensures customers' optimal satisfaction, quality services according to professional standards within due time, efficient team operation, good relations with clients, and a strong business network.

6. Environmental Stewardship

Realizing the importance of the environment, TEAM GROUP defines the responsibility for communities and society as its core mission. The Board of Directors, executives and employees are required to take good care of the environment and natural resources and strictly implement in accordance with environmental laws. Their operations should cause zero or minimum environmental impacts. The Company has continuously held public-benefit and social service activities and also supports any such activities held by stakeholders.

7. Community and Social Development Activities

TEAM GROUP nurtures its social role as a good corporate citizen and as such has a policy to support activities for community and social development that help to promote better living conditions in nearby and other communities. For example, scholarships were granted to police officers' children at Khok Kham Metropolitan Police Station on Children's Day. Other undertakings have included:

8. Promotion of Innovations Created with Responsibility for Society, the Environment and Stakeholders

TEAM GROUP encourages development of innovations in different fields, especially those that support its operations and inter-agency cooperation. The Company values creative innovations that make a difference by increasing productivity, creating added value and maximizing social benefits. Promotion of such innovations is also part of the Corporate Social Responsibility Policy and as such provides various communication channels for publicizing and promoting information about these innovations among all groups of stakeholders.

Activities for Public and Environmental Benefits

TEAM GROUP is committed to developing as a good corporate citizen which generates benefits to society. The Company thus established TEAM GROUP Foundation on 27 August 2007, which was the 729th on the Ministry of Finance's list of public-benefit organizations. The Company and the Foundation share a common goal of holding public-benefit activities on a continuous basis. The Foundation's policy comprises: (1) providing youth and the underprivileged with scholarships; (2) offering lunch funds to schools in need; (3) supporting public library and sporting activities; (4) holding or cooperating with other organizations to hold activities for public benefits; and (5) not getting involved in political activities. The following are some of the public-benefit projects and activities held by the Company in cooperation with alliances in 2019.

- **Scholarship presentation.** The Company has given 330 scholarships to students from families with financial difficulties who have good conduct for 14 consecutive years.



Scholarship Presentation in Nakhon Nayok Province



Scholarship Presentation in Nakhon Sawan Province

- **“On the Path to Engineering Profession” Project, Year 7.** The goal is to promote educational development and provide students with a clear understanding of what they can expect from a career in engineering. This activity was attended by Grade 11 students at Nakhon Sawan School in Nakhon Sawan Province and students from Suwon Information Science High School in South Korea. A lecture was delivered on “Innovation and Technology for Consulting Business” and a site visit was conducted to the True Branding Shop @ICONSIAM Project.



“On the Path to Engineering Profession” Project

- **Painting class.** TEAM GROUP collaborated with the Phukan Sanjon Group to hold a painting class at Wat Tha Dan School, Nakhon Nayok Province to stimulate students' imagination and creativity via the painting medium.



Painting Class

- **Share Love for Children.** The Company donated necessities and funding for Ban Dek Ramindra School (Home for the Blind with Multiple Disabilities) and provided moral support to teachers and students.



- **Sharing knowledge to the public.** TEAM GROUP was invited to many public seminars on topics of its expertise and in the public focus to provide knowledge, encourage exchange of experience, and seek solutions to the issues. The Company's experts also join the seminars held by other organizations to contribute their knowledge and expertise for the sustainability of the society.



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- The collage displays six open booklets from the TEAM GROUP, each with a distinct theme and design:
- Top Left:** A booklet titled "เข้าใจ CSR" (Understanding CSR) with a green cover and a city skyline illustration.
 - Top Right:** A booklet titled "ทางเลือก คือวิกฤตโลกร้อน" (The Choice is Climate Change Crisis) with a green cover and a globe illustration.
 - Middle Left:** A booklet titled "เคล็ด(ไม่)ลับ ฉบับ TEAM GROUP" (Secrets (Not) Secret, TEAM GROUP Edition) featuring a man in a suit and a tree illustration.
 - Middle Right:** A booklet titled "ทำไมไทยจึงไม่แพ้" (Why Thailand Doesn't Lose) with a white cover and a Thai flag illustration.
 - Bottom Left:** A booklet titled "รู้... รู้จักน้ำ" (Know... Know Water) with a blue cover and a cartoon character illustration.
 - Bottom Right:** A booklet titled "Hydropower" with a blue cover and a dam illustration.

- **Other charitable activities.** TEAM GROUP provided assistance and relief for flood and natural disaster victims. Included funding for flood victims in Ubon Ratchathani Province via the Thai Red Cross Society.

- **Environmental conservation.** Concerned about the serious problem of ocean garbage dumping that impacts on marine ecosystems and the animal life that they support, TEAM GROUP encourages its personnel to take part in natural resource and environmental conservation. These activities also help to forge ties with local communities. In line with this strategy, the Company organized a waste collection campaign at Bang Saen Beach in Saen Suk Subdistrict, Mueang Chon Buri District, Chon Buri Province.



- **Occupational promotion for youth.** To encourage students to earn income for their families, TEAM GROUP has held different occupational training programs and invited experienced key speakers to share their knowledge and experience. A pertinent case is the provision of the necessary components for growing hydroponic vegetables and Jerusalem artichokes to interested members of the younger generation.



INFORMATION ON SECURITIES AND SHAREHOLDERS

Registered and Paid-up Capital

As of 31 December 2019, the Company had registered and paid-up capital of 340 Million Baht, divided into 680 million ordinary shares with a par value of 0.50 Baht.

The Company has only one type of share which is an ordinary share.

The Company has no plan to issue and offer its shares or convertible bonds to the Thai Trust Fund including the non-voting depositary receipts (NVDR).

Major Shareholders

Top Twenty Major Shareholders as of 6 February 2020

No	Shareholder Name	Number of Shares	Shareholding Percentage
1	Mr. Prasert Patramai	66,919,200	9.84%
2	Mr. Peerawat Premchun	40,616,200	5.97%
3	Mr. Amnat Prommasutra	38,430,200	5.65%
4	Mr. Chawalit Chantararat	38,278,400	5.63%
5	Mr. Kittipol Bunnim	26,543,200	3.90%
6	Mr. Thanasam Khuayjarempanishk	23,587,000	3.47%
7	Mrs. Sirinimit Boonyuen	23,122,200	3.40%
8	Mrs. Penpilai Phonchaipanich	20,275,000	2.98%
9	Mr. Issarin Patramai	20,084,600	2.95%
10	Mr. Yossapon Sutharattanachaiyom	19,800,000	2.91%
11	Mr. Prasong Wangrattananpranee	17,007,600	2.50%
12	Mr. Wera Sutesophon	16,162,600	2.38%
13	Ms. Nuanprae Patramai	13,978,400	2.06%
14	Mr. Thongchai Montapaneewat	12,182,800	1.79%
15	Mr. Suksavasdi Srisuphonvanij	10,935,500	1.61%
16	Ms. Kanyapom Khuayjarempanishk	9,070,100	1.33%
17	Ms. Mayuree Khuayjarempanishk	8,763,100	1.29%
18	Mr. Chai Manophars	8,280,000	1.18%
19	Mrs. Thanyanit Montapaneewat	8,000,000	1.18%
20	Mr. Werapol Thonguthai	6,720,200	1.01%

Dividend Payment Policy

The Company has a policy to pay dividends annually at a rate of not less than 40% of the net profit as per the Company's separate financial statement, after deduction of corporate income tax and all legal reserves as stipulated by law. However, the dividend payment may change depending on the operating results, financial status, liquidity, investment plan, legal conditions and other factors related to management, necessity, and other reasons in the future. Besides, the dividend payment will not significantly impact on the usual business operations of the Company.

In this regard, the Board of Directors' resolution approving the dividend payment must be presented to the Shareholder Meeting for approval. However, the Board has the authority to consider and approve the interim dividend payment if it is deemed appropriate without impact on the Company's operations. This must be reported to the next Shareholder Meeting.

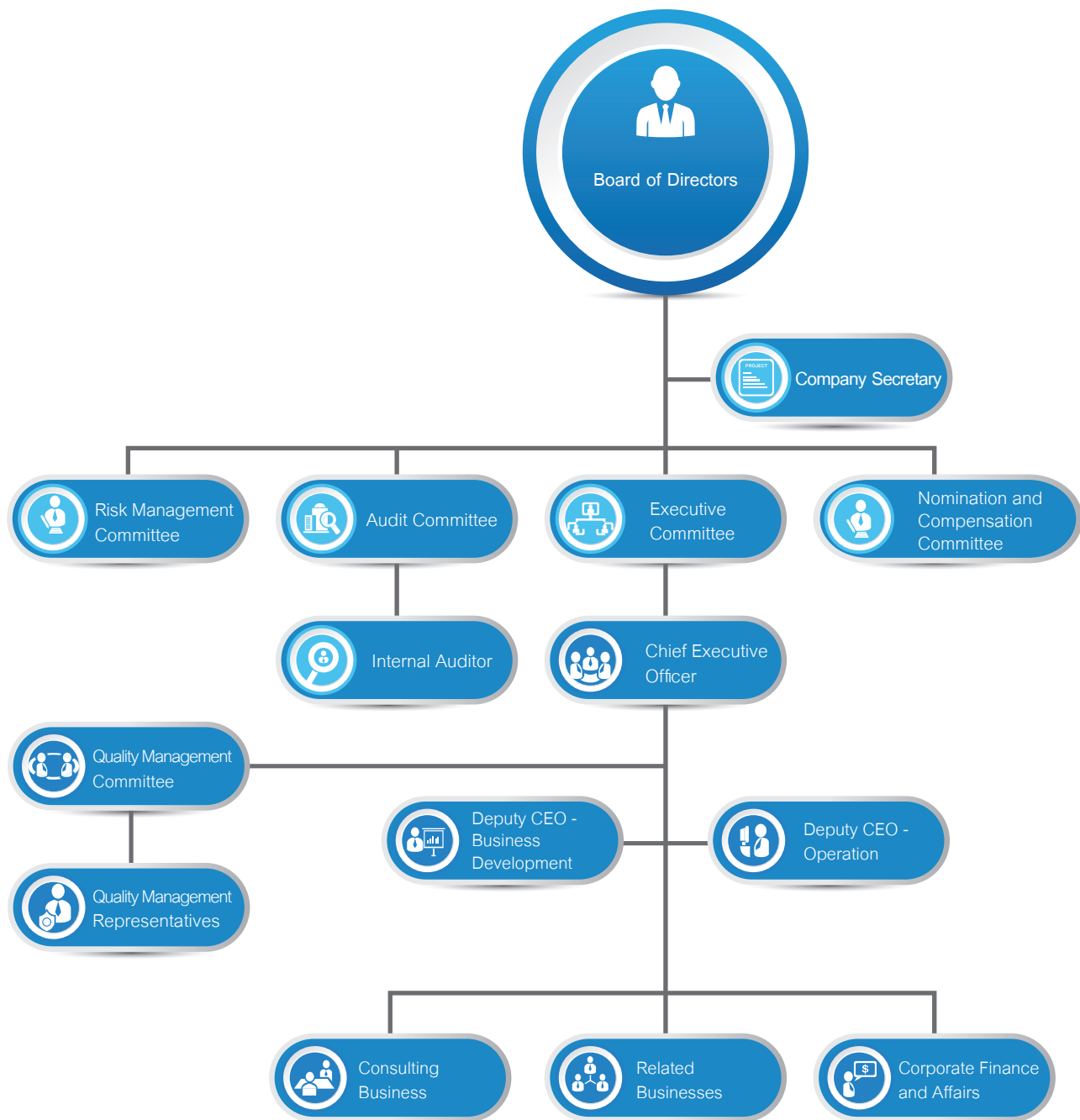
In 2019, the Company paid out dividends twice, namely the 2018 annual dividend payment of 51 Million Baht or 0.075 Baht per share and the 2019 interim dividend payment of 34 Million Baht or 0.05 Baht per share. As a result, the total dividend payment is 85 Million Baht.

The details of dividend payments of the Company since its listing on the Stock Exchange of Thailand are as follows:

Dividend	Approved by the Board of Directors	Dividend/ Share (Baht/Share)	Dividend Payment (Million Baht)
2018 Interim dividend	9 August 2018	0.075	51.0
2018 Annual dividend	20 February 2019	0.075	51.0
2019 Interim dividend	7 August 2019	0.050	34.0
2019 Annual dividend	19 February 2020*	0.060	40.8

Remarks: *They will be proposed to the Shareholder Meeting on 20 April 2020.

MANAGEMENT STRUCTURE



BOARD OF DIRECTORS

Directors

As of 31 December 2019, the Board of Directors comprises nine members as follows:

Name	Position
1. Mr. Sanit Rangnoi	Independent Director Chairman of the Board Chairman of the Audit Committee
2. Dr. Prasert Patramai	Deputy Chairman of the Board Chairman of the Executive Committee
3. Gen. Wichien Sirisoonthorn	Independent Director Director Member of the Audit Committee Member of the Nomination and Compensation Committee
4. Mrs. Suvimol Chrityakierne	Independent Director Director Member of the Audit Committee
5. Mr. Peerawat Premchun	Director Chairman of the Nomination and Compensation Committee Member of the Executive Committee
6. Dr. Thanasarn Khuayjarernpanishk	Director Chairman of the Risk Management Committee Member of the Executive Committee
7. Mr. Wera Sutesopon	Director Member of the Nomination and Compensation Committee
8. Mr. Chawalit Chantararat	Director Deputy Chairman of the Executive Committee Member of the Risk Management Committee President
9. Mr. Issarin Patramai	Director

The Board of Directors Meeting

The Board of Directors Meeting schedule is set on a yearly basis in advance in order to comply with Corporate Governance Code so that the directors can plan and allocate their time to attend the meeting regularly. The Company Secretary will send the invitation letter including related document to all board members at least seven days before the meeting in order that the board members can have sufficient time to study the document and request for additional information from the Company Secretary. Moreover, the Board of Directors also cautiously emphasizes on the conflict of interests. In case that any director has conflict of interest on the

agenda discussed, the director shall not participate in that agenda. Generally, the board members are welcomed to comment and make resolutions before the end of the meeting. The resolutions are recorded in the minutes of the meeting and proposed for certifying in the next meeting. Afterwards, the Chairman of the Board will endorse the certified minutes of meeting before filing for further reference.

In 2019, there were totally five meetings of the Board of Directors and all directors completely attended, accounting for 100%. Moreover, there was one annual meeting of the non-executive directors.

Meeting Attendance of the Board of Directors and the Sub-committees

Name	Board of Directors	Audit Committee	Nomination and Compensation Committee	Executive Committee	Risk Management Committee
1. Mr. Sanit Rangnoi ⁽¹⁾	5/5	5/5	1/3 ⁽⁴⁾	-	-
2. Dr. Prasert Patramai	5/5	-	-	19/22 ⁽⁴⁾	-
3. Gen. Wichien Sirisoonthorn	5/5	5/5	3/3	-	-
4. Mrs. Suvimol Chrityakierne	5/5	5/5	-	-	-
5. Mr. Peerawat Premchun	5/5	-	-	14/22 ⁽⁴⁾	-
6. Dr. Thanasarn Khuayjarernpanishk	5/5	-	-	20/22 ⁽⁴⁾	5/6 ⁽⁴⁾
7. Mr. Wera Sutesopon ⁽²⁾	5/5	-	2/3 ⁽⁴⁾	-	-
8. Mr. Chawalit Chantararat	5/5	-	-	22/22	2/6 ⁽⁴⁾
9. Mr. Issarin Patramai	5/5	-	-	-	-

Remarks:

⁽¹⁾ Mr. Sanit Rangnoi was appointed as the Chairman of the Board in the Board of Directors Meeting No. 2/2019 held on 7 May 2019 resulting in the termination from the member of Nomination and Compensation Committee.

⁽²⁾ Mr. Wera Sutesopon was appointed as a member of the Nomination and Compensation Committee in the Board of Directors Meeting No. 2/2019 held on 7 May 2019.

⁽⁴⁾ The major reason of the absence of some directors from the meetings was due to the important mission prior scheduled.

Authorized Directors to Sign on Behalf and Bind the Company

The Company's authorized signatory directors are two of the following six directors, namely Mr. Prasert Patramai, Mr. Peerawat Premchun, Mr. Wera Sutesopon, Mr. Thanasarn Khuayjarernpanishk, Mr. Chawalit Chantararat, and Mr. Issarin Patramai. Those two directors will jointly sign and affix the company's seal.

Scope of Duties and Responsibilities of the Board of Directors

1. To perform its duties with responsibilities, caution, honesty and to comply with the laws, corporate objectives, articles of association, and resolution of shareholders.

2. In performing duty with responsibility and due care, a director and an executive shall act in the similar manner as an ordinary person undertaking the like business under the similar circumstance. Any matter proven by the director or executive that, at the time of considering such matter, his decision has met the following requirements shall be deemed that the said director or executive has performed his duties with responsibility and due care under the first paragraph:

(1) Decision has been made with honest belief and reasonable ground that it is for the best interest of the Company.

(2) Decision has been made in reliance of information honestly believed that it is sufficient.

(3) Decision has been made without his interest, whether directly or indirectly, in such matter.

3. To appoint a qualified person(s) who is not prohibited under the Public Company Limited Act, B.E. 2535 (1992) and the Securities and Stock Exchange Law including notifications and/or regulations related to the director position in case the director position becomes vacant due to a reason other than retirement by rotation.

4. To appoint the sub-committees by selecting from the member of directors and/or executives of the Company and to determine the scope of duties and responsibilities of the said directors.

5. To appoint the Audit Committee based on the qualifications and prohibited characters of the independent directors and the Audit Committee under the Securities and Stock Exchange Law including notification, regulations and/or relevant rules of the Stock Exchange of Thailand or propose to the Shareholder Meeting for consideration to appoint independent directors and member of the Audit Committee.

6. To consider the determination, amendment of directors who authorized to bind the Company.

7. To appoint any other person to operate the Company's business under the supervision of the Board of Directors or to authorize to such person and/or within the period as considered reasonable by the Board of Directors and the Board may revoke, cancel, amend or modify such authorization.

8. To approve the acquisition or disposal of the Company's assets except when such transaction requires approval from the Shareholder Meeting. The consideration should proceed in line with the notifications, regulations and/or relevant rules of the Stock Exchange of Thailand.

9. To consider and approve connected transactions except when such transaction requires approval from the Shareholder Meeting. The consideration should proceed in line with the notifications, regulations and/or relevant rules of the Stock Exchange of Thailand.

10. To approve the interim dividend payment when the Company has been considered to have sufficient profits to do so and to report such dividend payment to the shareholders at a subsequent meeting of shareholders.

11. To determine vision, policy, and direction of business operation, business strategy, annual budget and to oversee to ensure that the Management proceeds in line with the policy set forth efficiently and effectively to add highest economic value to shareholders and sustainable growth.

12. To assess the operating performance and determine the remuneration for directors and the President of the Company.

13. To be responsible for the Company operating results and to perform the duties of the Management with intention and prudence.

14. To oversee the Management to create an adequate and effective risk management system.

15. To oversee in determining the explicit and accountable business target in order to deploy to operational target, taking into account the possibility and reasonableness.

16. To be responsible to shareholders regularly, to perform work by maintaining benefits of shareholders as well as accurately disclose information which is crucial to investors with standard and transparency.

17. To make decision on important issues such as business policy and business plan of large projects, the management authority, acquisition or disposal of assets and other transactions as stipulated by law.

18. To determine authority and levels of approval on transactions and procedures related to the business operation of the Company to any committee or an individual as proper and to ensure the compliance with relevant laws, by preparing a guideline for the authority procedures and conduct a review at least once a year.

19. To provide a reliable accounting system, financial report, and auditing and to oversee the arrangement of evaluation procedure with regard to the adequacy of the internal control system.

20. To approve the appointment of the auditors and to consider the audit fees in order to propose to shareholders for approval on the said appointment.

21. To report responsibilities of the Board of Directors in the preparation of the financial reports and present together with the auditor's report in the annual report. The report should also cover important matters as specified in the Best Practices of Directors of Listed Companies.

22. To oversee the performance of the sub-committees to ensure compliance with the charters set forth.

23. The Board of Directors must conduct self-assessment and overall performance assessment.

The director who has or may have a conflict or any other conflict of interest with the Company shall have no right to vote on such matter.

Apart from that, the following cases must be approved by the Board of Directors Meeting and the Shareholder Meeting with the vote of at least three-fourths (3/4) of total votes from the shareholders attending the meeting and have right to vote.

(a) The disposal or transfer of the whole or substantial part of the Company's business to another person.

(b) To acquire or receive the transfer of private business or other public company for the Company.

(c) To draw up, amend or terminate a contract related to leasing the whole or substantial part of the Company's business, the assignment of any other person to manage the business of the Company or to merge business with another person with an objective to share profit/loss.

(d) The amendment of the Memorandum of Associations or Articles of Association of the Company.

(e) Increase or decrease the registered capital of the Company.

(f) Dissolution of the Company

(g) Issuing debentures stock of the Company

(h) Merger with other company/companies

(i) Any other matters set forth under the Securities and Stock Exchange Law and/or regulations of the Stock Exchange of Thailand must receive approval from the Shareholder Meeting with the number of votes mentioned above, for example, the acquisition or disposal of assets and connected transaction.

Term of Office of Directors

The term of office of the Board of Directors shall be as specified in the Articles of Association. At each Annual General Meeting of Shareholders, one-third (1/3) of the positions on the Board becomes vacant. If the number of directors cannot divide into three parts, the number of vacating directors should be the number closest to the one-third (1/3). The vacating directors may be re-elected for another term of office.

The sub-committees namely the Audit Committee, the Executive Committee, the Risk Management Committee, as well as the Nomination and Compensation Committee shall have three-year term of office. One year herein means the period between the dates of the Annual General Meeting of the Shareholders in which such director was appointed until the Annual General Meeting of Shareholders of the next year. The vacating directors by rotation is eligible for re-election.

The delegation of authorization and/or sub-authorization of duties and responsibilities of the Board of Directors excludes the case that allows the Board of Directors or the assignee to approve transaction that he/she may have conflict of interest (according to the notification of the Capital Market Supervisory Board) or a conflict of any kinds with the Company or subsidiaries.

EXECUTIVES

List of 7 executives of the Company according to the definition of the Office of Securities and Exchange Commission as of 31 December 2019 is as follows:

Name	
1. Mr. Chawalit Chantararat	President
2. Mr. Chanchai Gawgirdwiboon	Managing Director - Transportation and Logistics
3. Dr. Sirinimit Boonyuen	Managing Director - Environmental Science
4. Ms. Datchanee Kongsiriwattana	Managing Director - Urban, Building & Infrastructure
5. Mr. Watana Limdaengsa-Nguan	Managing Director - Project Management & Construction Supervision
6. Mr. Sompat Suwapit	Managing Director - Related Businesses
7. Mrs. Penpilai Phonchaipanich	Chief Financial Officer

Remarks:

⁽¹⁾ The person assigned to the highest responsibility in Accounting and Finance is Mrs. Penpilai Phonchaipanich. She graduated with the Master of Accountancy, Faculty of Agribusiness and Commerce, Lincoln University, New Zealand and the Bachelor of Accountancy, Faculty of Business Administration, Kasetsart University.

⁽²⁾ The person assigned to be responsible for the supervision of accounting is Ms. Napat Prinyanusorn. She graduated with the Master of Finance, Faculty of Business Administration, National Institute of Development Administration and the Bachelor of Accountancy (First Class Honors), Faculty of Commerce and Accountancy, Thammasat University.

Scope of Duties and Responsibilities of the President

1. To supervise the business operation, strategy planning and daily management of the Company.

2. To decide on essential matters of the Company, determine missions, objectives, directions, and policies of the Company as well as regulate the management of various work lines.

3. To have an authority to command, contact, direct instruction and sign in the juristic act, directive document or any notifications as outlined in the authority manual.

4. To have an authority to employ, appoint, relocate a person as appropriate, determine the reasonable scope of duties and appropriate remuneration, and to have the power to dismiss, and cancel employees from each level as considered appropriate as per authority manual.

5. To have an authority to determine trading conditions for the benefit of the Company.

6. To consider investment on new businesses or cease business, and propose such matter to the Executive Committee and/or the Board of Directors.

7. To approve and appoint consultants from various fields as necessary for the Company's business operation.

8. To perform any works assigned by the Executive Committee and/or the Board of Directors.

However, the assignment of duties and responsibilities of the President must comply with

regulations and agenda approved by the Board of Directors. This excludes the delegation of authorization and/or sub-authorization that allows the President or the assignee or substitute or person who may have a conflict of interest (according to the notification of the Capital Market Supervisory Board) or a conflict of any kinds with the Company to approve such transaction. In this case, the transaction shall be proposed to the Board of Directors Meeting and/or the Shareholder Meeting (as the case may be) for approval as prescribed by the Company's Articles of Association or related laws.

COMPANY SECRETARY

In conformity with the provision of Section 89/15 of the Public Limited Companies Act, B.E. 2535 (1992), the Board of Directors must assign the Company Secretary to be responsible on behalf of the Company or the Board of Directors. The Board of Directors Meeting No. 4/2019 resolved the appointment of Ms. Pommara Patthanubhumthanint as the Company Secretary in replacement of Ms. Supaporn Rojana-amornchai, the previous Company Secretary who resigned from the Company on 5 November 2019. Ms. Pommara has knowledge, skills, and experience that are useful for the duties of the Company Secretary. She passed the Corporate Secretary Program held by the Thai Institute of Directors (IOD) as well as other courses necessary in performing company secretary's duties and supporting of the Board of Directors.

The scope of duties and responsibilities of the Company Secretary are as follows:

1. Prepare and keep the following documents:
 - (1) Directors' register
 - (2) Notice to the Board of Directors Meeting, minutes of the Board of Directors Meeting and Annual Report of the Company.
 - (3) Invitation letter to the Shareholder Meeting and minutes of the Shareholder Meeting
2. Keep a report on interest filed by a director and executive, and shall submit such report to the Chairman of the Board and the Chairman of the Audit Committee within seven business days from the date on which the Company has received the report.
3. Prepare system for storage of documents and evidence related to the presentation of the following information. Supervise to ensure such material or evidence are stored accurately and with traceability for at least five years from the date of preparing document

or information. The storage of documents and evidence as mentioned above shall include the storage in a computer system or other systems that the user can view the original data without any information changed.

(1) Provision of information to support the seeking of resolution of the Shareholder Meeting.

(2) Provision of financial statement and reports related to financial status and operating result of the Company or any other reports the Company must disclose as per sections 56, 57, 58 or 199 of the Securities and Exchange Act.

(3) The Company's opinion on a case when a shareholder makes a general tender to purchase the shares from the shareholders.

(4) Provision of information or any reports related to the business operation that the Company prepares for disclosure to shareholders or the public as specified by the Capital Market Supervisory Board.

4. Perform any other tasks as to be announced by the Capital Market Supervisory Board.

5. Perform duties with responsibility, prudence, and honesty, in compliance with the law, objectives, articles of association, resolution of the Board of Directors, resolution of shareholders, and prohibit from conducting any action that has conflict of interests with the Company.

6. In performing duty with responsibility and due care, the Company secretary shall act in the similar manner as an ordinary person undertaking the like business under similar circumstances as follows:

(1) Decision has been made with honest belief and reasonable ground that it is for the best interest of the Company.

(2) Decision has been made in reliance of information honestly believed that it is sufficient.

(3) Decision has been made without his/her interest, whether directly or indirectly, in such matter.

In a case the Company Secretary vacates the position or is unable to perform her duties, the Board of Directors shall appoint a new company secretary within 90 days from the date when the previous secretary vacates the position or is unable to perform the duties.

REMUNERATION OF THE DIRECTORS AND EXECUTIVES

1. Monetary Remuneration

1.1 Directors' Remuneration

The Company has determined in written form of the criteria and procedures for consideration of the directors' remuneration to motivate and retain directors qualified with knowledge, skills, and experience suitable and useful to the success of the Company's business operation. The Nomination and Compensation Committee is responsible for considering and proposing the directors' remuneration to the Board of Directors and shareholders for approval. The consideration of the directors' remuneration must be reasonable in accordance with the existing criteria and within the standard or level comparable to the companies of the same industry and organization size.

Criteria and Methodology for Determining Remuneration for the Directors

To determine remuneration for the directors, the Nomination and Compensation Committee shall consider the following criteria and methods.

1. Guideline for Considering the Directors' Remuneration

1.1 The remuneration of the directors is based on their duties, responsibilities, and performance.

1.2 The Nomination and Compensation Committee shall consider types of remuneration, payment methods and amount of remuneration for directors.

1.3 The Nomination and Compensation Committee must consider the remuneration in accordance with duties, responsibilities, and endeavor of the directors, types and size of the Company's business, markets and competitors. The remuneration must be proper and adequate to motivate and retain qualified directors with the Company.

1.4 The Nomination and Compensation Committee shall consider and determine the remuneration of the President as an executive officer of the Company as well.

2. The directors' remuneration comprises of three types as follows:

2.1 Monthly remuneration - to reflect the duties and responsibilities of the Board of Directors.

2.2 Meeting allowance - to reflect the performance of directors and to motivate directors to attend the meeting regularly.

2.3 Other remuneration – i.e. annual rewards

The director who carries out the duties as an executive officer of the Company is not entitled to receive the remuneration defined in 2.1 and 2.2.

3. Payment Method

3.1 The monthly remuneration is paid monthly for independent directors and non-executive directors. The executive directors are not entitled to receive monthly remuneration.

3.2 Meeting allowance is paid to the directors and members of the sub-committees who attended the meeting (including independent directors, non-executive directors and members of the sub-committees). The directors who carry out the duties as the executive officers of the Company are not entitled to receive meeting allowance.

The 2019 Annual General Meeting of Shareholders held on 3 April 2019 passed a resolution on the determination of remuneration for the Board of Directors, the Audit Committee, and the Nomination and Compensation Committee for the fiscal year 2019 within total balance not exceeding 7,000,000 Baht and the annual rewards of 2,000,000 Baht. Details are as follows:

Position	Monthly Remuneration and Meeting Allowance in 2019
1. Board of Directors 1.1 Monthly Remuneration (Baht/Month) Chairman of the Board Deputy Chairman Director 1.2 Meeting Allowance (Baht/Meeting) Chairman of the Board Deputy Chairman Director 1.3 Rewards Remarks: The Directors who engage in business administration and operations of the Company and receive fixed salary will not receive remuneration in 1.1 and 1.2.	 37,500 Baht/Month 32,500 Baht/Month 25,000 Baht/Month 7,500 Baht/Meeting 6,500 Baht/Meeting 5,000 Baht/Meeting
2. Audit Committee 2.1 Monthly Remuneration (Baht/Month) Chairman of the Audit Committee Member of the Audit Committee 2.2 Meeting Allowance (Baht/Meeting) Chairman of the Audit Committee Member of the Audit Committee	 30,000 Baht/Month 20,000 Baht/Month 7,500 Baht/Meeting 5,000 Baht/Meeting
3. Nomination and Compensation Committee 3.1 Monthly Remuneration 3.2 Meeting Allowance (Baht/Meeting) Chairman of the Nomination and Compensation Committee Member of the Nomination and Compensation Committee	 - None- 7,500 Baht/Meeting 5,000 Baht/Meeting

Summary of Remuneration of the Board of Directors in 2019

Unit : Baht

Name	Position	Remuneration in 2019		
		Board of Directors	Audit Committee	Nomination and Compensation Committee
1. Mr. Sanit Rangnoi	Independent Director Chairman of the Board Chairman of the Audit Committee	730,832	397,500	5,000
2. Dr. Prasert Patramai	Deputy Chairman of the Board Chairman of the Executive Committee	667,681	-	-
3. Gen. Wichien Sirisoonthorn	Independent Director Member of the Audit Committee Member of the Nomination and Compensation Committee	502,641	265,000	15,000
4. Mrs. Suvimol Chrityakierne	Independent Director Member of the Audit Committee	502,641	265,000	-
5. Mr. Peerawat Premchun	Director Chairman of the Nomination and Compensation Committee Member of the Executive Committee	502,641	-	22,500
6. Dr. Thanasarn Khuayjajernpanich	Director Chairman of the Risk Management Committee Member of the Executive Committee	502,641	-	-
7. Mr. Wera Sutesopon	Director Member of the Nomination and Compensation Committee	502,641	-	10,000
8. Mr. Chawalit Chantararat	Director Deputy Chairman of the Executive Committee Member of the Risk Management Committee President	177,641	-	-
9. Mr. Issarin Patramai	Director	280,141	-	-

(1.2) Remuneration of the Executives

The Company has set the criteria and methods for considering remuneration of the President in written form with a review on the suitability of existing criteria and comparison with remuneration rates of other companies of the same industry. Then the Company set the suitable criteria to achieve expected business result and fairness and to reward those who are a part of the Company's success.

To consider remuneration for the President, the Nomination and Compensation Committee shall consider the following criteria and methods.

1. Guidelines for Consideration of the Remuneration of the President

1.1 The remuneration of the President is based on duties and responsibilities, knowledge, skills, and experience of the President, as well as the President's performance and the Company's operating performance in accordance with the remuneration rate of the same industry.

1.2 The Nomination and Compensation Committee shall consider reasonable remuneration of the President by revising the suitability of existing criteria, comparing with remuneration rates of other companies in the same

industry. The Committee then set suitable criteria to achieve expected business result and fairness, and to reward those who are a part of the Company's success.

2. Types of Remuneration of the President

2.1 Remuneration in the form of fixed salary

2.2 Other remuneration, i.e. annual rewards

3. Payment Method for the President

3.1 The Nomination and Compensation Committee shall consider and determine remuneration for the President in accordance with the payment criteria and propose to the Board of Directors for approval.

3.2 The President, as an executive of the Company, is not entitled to receive monthly remuneration for directors.

3.3 The President, as an executive of the Company, is not entitled to receive meeting allowance.

In 2019, the Company paid the remuneration for nine executives including the executives who resigned or changed position during the year and one executive who also held a director position. The payment for remuneration for executives are as follows:

Remuneration Type	Number of Person	Amount (Million Baht)
Salary	9	18.07
Others ⁽¹⁾	9	12.07
Total	9	30.14

Remarks:

(1) Others mean bonus, the contribution for social security and provident fund, post employment benefit and other welfares.

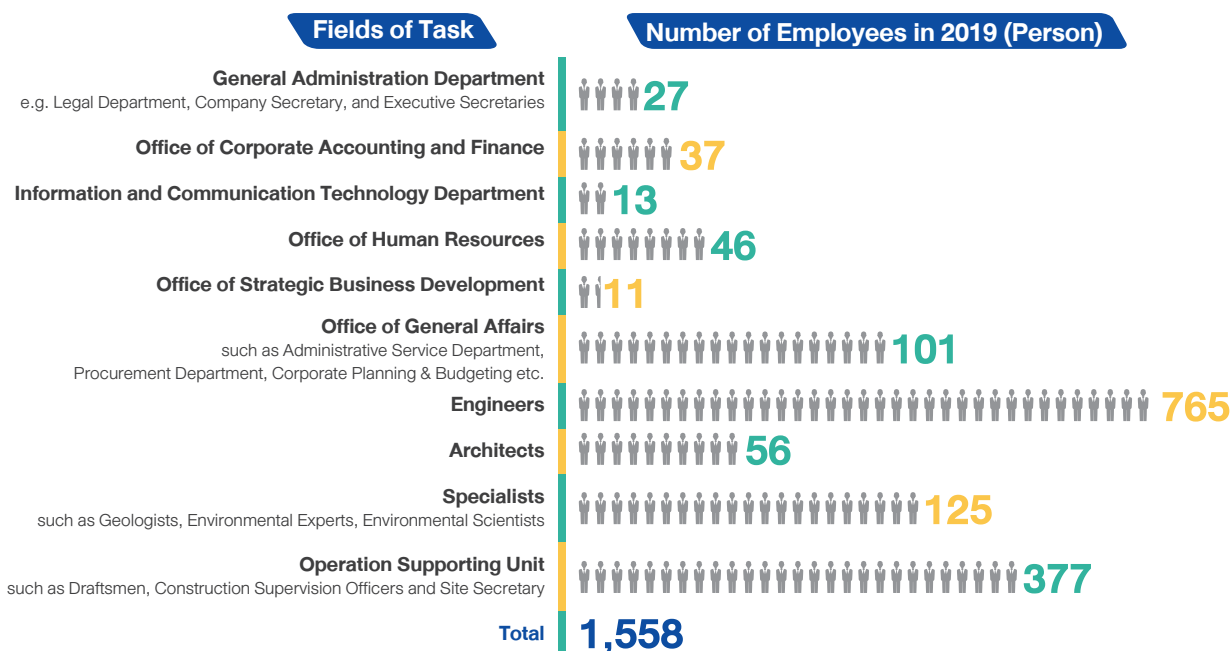
2. Other Remuneration

-None-

PERSONNEL

1 Number of Employees (Excluding Executives)

The total number of employees of the Company and its affiliates as of 31 December 2019, classified by fields of task, are as follows:



2. Human Resource Development Policy

The Company highly emphasizes on human resource development and imprints the importance of corporate culture and morality to the Company's personnel in all levels. This development will continuously improve staffs' capabilities and skills in accordance with the Company's management policies and strategies for the business expansion in both Thailand and foreign countries. Examples of human resource development tools are as follows:

- **In-House Training:** To support and develop the Company personnel's capability in all levels to work efficiently and effectively in accordance with the Company's strategies and targets.
- **Mentoring System:** To pass on the Company's culture and technical knowledge from seniors to juniors aiming to create good relationship among staffs and career successors by an appropriate training.

- **On the Job Training:** To practice in real operation in order to establish a good understanding on the working methodology and apply the practices by themselves as well as exchange working experience.

- **Site Visit:** To help staffs learn new knowledge and experience from concrete practices by visiting project site so that the staffs could learn and apply the ideas to improve their working skills.

- **Self-Learning:** Staffs who station outside the headquarters throughout Thailand and abroad can learn and develop their knowledge as well as career path by themselves at any time by accessing through the channel and learning media provided.



CORPORATE GOVERNANCE

1. Good Corporate Governance and Code of Business Ethics Policy

The Board of Directors realizes the significance of operating its business with the Corporate Governance Code and strictly adheres to it as a guideline and mechanism of internal management, aiming at strengthening the relationship between the Board of Directors, executives, employees and shareholders, and achieving the essential objectives in creating adequate benefits to shareholders and all stakeholders. The structure and mechanism of the said management must reflect the following essential principles.

1. **Accountability** - responsible for their own decision and action, and capacity to clarify and describe such decision.

2. **Responsibility** - responsible for performing duties with sufficient capacity and efficiency.

3. **Equitable Treatment** - treating all stakeholders with equality and fairness.

4. **Transparency** - transparency in work which can be traced and truly disclose information to stakeholders.

5. **Vision to Create Long-term Value** - having a vision to add value to the organization in the long term

6. **Ethics** - adhering to morality and ethics in business operations.

The Board of Directors of TEAM Consulting Engineering and Management Public Company Limited ("the Company") is intent on conducting its business under the Corporate Governance Code (CG Code), as the Stock Exchange of Thailand promotes all listed companies to follow, aiming at fortifying the efficiency of corporate management system and serving as the basis for sustainable growth, eventually bringing about maximum benefits to all related parties. Consequently, the Board of Directors has in place the Corporate Governance Policy and the Code of Business Ethics to be a business operation framework. The Company also emphasizes the importance of fair and equal treatment of all shareholders, and presents adequate information to ensure transparency in the business operations of all levels covering the Board of Directors, executives, employees, and stakeholders for the long-term benefits of shareholders, clients, investors, and the public. The Company applies the Code of Business Ethics and the Code of Conduct as the practice guidelines for directors and executives to conform to the Code of Best Practice in alignment with the Corporate Governance Code as set forth by the Office of Securities and Exchange Commission, Thailand. The essence of Corporate Governance Code consists of eight sections as follows:

Section 1: Rights of Shareholders

Being aware of the importance of fundamental rights of shareholders, the Board of Directors has in place the principles of fair treatment of shareholders and compliance with the law, e.g. the right to acquire and dispose shares, the right to receive dividend payment, the right to receive news and information of the Company, the right to attend the Shareholder Meeting, the right to cast the vote on each agenda item, the right to appoint a proxy to attend the meeting, the right to appoint directors and auditors, the right to express opinions and raise questions to directors in the Shareholder Meeting and the right to propose meeting agenda items and to nominate names of directors in advance. The Board of Directors strictly supervises to ensure all shareholders receive such rights and does not undertake any actions that violate or infringe the rights of shareholders.

1. Holding the Shareholder Meeting

The Company holds the Annual General Meeting of Shareholders as per the regulations of the Stock Exchange of Thailand and complies with the meeting procedures set forth by the Office of Securities and Exchange Commission (SEC Office).

1.1 The Company discloses the policy to support or promote all groups of shareholders to attend the Shareholder Meeting.

1.2 The Company provides information on the meeting date, time, venue, and agenda together with explanations and rationales for agenda items or resolutions as specified in the letter of invitation to the general meeting and extraordinary meeting of shareholders, or in the attachment to the meeting agenda.

1.3 The Company facilitates shareholders to exercise their rights in attending the meetings and casting their votes, and refrains from any actions that limit the opportunity of shareholders to participate in the meetings. For example, the procedures for attending the meetings to cast the vote should not be too complicated or too costly, and the places of the meetings should be a convenient location that is easy to reach.

1.4 The Company allows shareholders to send their questions prior to the meeting date by specifying clear criteria for raising questions in advance, and informs shareholders together with sending invitation letters to shareholders. The criteria for submission of questions in advance are published on the Company's website as well.

1.5 The Company supports shareholders to use the suitable proxy form by which shareholders can define a voting direction, and proposes at least one independent director as a proxy holder.

2. Procedures on the Shareholder Meeting Date

2.1 The Company promotes the use of technologies in the Shareholder Meeting, covering the registration of shareholders, vote counting and displaying of voting results to enable the fast, accurate and precise meeting procedures.

2.2 All directors should attend the Shareholder Meeting, and shareholders can inquire the chairmen of the sub-committees regarding relevant matters.

2.3 The resolution for each agenda item in the Shareholder Meeting is reached by voting.

2.4 The Board of Directors should promote or assign an independent person to count or check the votes in the general meeting and extraordinary meeting of shareholders and disclose the results in the Shareholder Meeting, as well as record them in the meeting minutes.

2.5 The Board of Directors should support the ballot casting in important agenda items, e.g. connected transactions, acquisition or disposal of assets, etc., to assure the transparency and traceability in case of any dispute arising afterward.

2.6 The Chairman of the Meeting should allocate proper time and support shareholders in expressing their opinions and raise questions in the meeting regarding the matters concerning the Company.

3. Preparing Minutes of the Meeting and Disclosing the Resolutions of the Shareholder Meeting

3.1 Minutes of the Shareholder Meeting should contain an explanation of voting procedures and method of presenting the voting results to the meeting before the start of the session. Shareholders are allowed to raise the topics of discussion or questions. All questions, answers and voting result of each agenda must be recorded, e.g. approving, dissenting, and abstaining votes, including the list of directors attending the meeting and the absent directors.

3.2 The Company discloses to the public the voting result of each agenda item of the general meeting and extraordinary meeting of shareholders on the Company's website.

In 2019, the Company organized the Annual General Meeting of Shareholders on 3 April 2019 at the Company's conference room, and arranged for all shareholders to obtain the rights with regard to the Shareholder Meeting in accordance with the relevant laws and the Corporate Governance Code as follows:

1) Treatment of Shareholders Prior to the Date of Annual General Meeting of Shareholders

- The Company provided the shareholders with the opportunities to propose additional agenda items, to nominate the competent and suitably qualified candidates for directorship, or to send their questions prior to the date of the 2019 Annual General Meeting of Shareholders from 12 November 2018 to 31 December 2018 as announced on the Company's website: www.teamgroup.co.th, under the tab "Investor Relations" → "Shareholder Information" → "Shareholder's Meeting". However, during such period, no agenda item, question, or nominated director was proposed.

- The Company publicized the meeting notice, meeting agenda, the Board of Directors' opinions, Proxy Forms A, B and C, and other documents for consideration in Thai and in English on the Company's website. The Company also notified the shareholders via the Electronic Listed Company Information Disclosure System of the Stock Exchange of Thailand that the invitation letter was disseminated on the Company's website on 12 March 2019, which was not less than 21 days prior to the meeting date, so as to provide the

shareholders sufficient time to consider the agenda and supplementary documents in advance for decision-making. Moreover, the invitation letter, containing the date, time and venue of the Shareholder Meeting and meeting agenda, was publicized in a newspaper for three consecutive days prior to the meeting date to allow shareholders enough time to prepare themselves for the meeting.

- The Company supported or promoted all groups of shareholders to attend the Shareholder Meeting by allowing the shareholders who could not attend the meeting in person to appoint proxies or delegate any independent director to attend and vote on their behalf at the meeting by using the provided three types of proxy forms as stipulated by laws. The Company's Board of Directors proposed three independent directors for shareholders to appoint as their proxies to attend and vote on their behalf at the Shareholder Meeting. In the 2019 Annual General Meeting of Shareholders, there were totally 157 shareholders registered, consisting of 85 shareholders by self-attendance and 72 shareholders by proxy.

2) Treatment of Shareholders on the Date of Annual General Meeting of Shareholders

- The Company held the 2019 Annual General Meeting of Shareholders on 3 April 2019 at 14.00 hrs., which was not a holiday or fell on any day of three or more consecutive holidays, at the Company's conference room. The meeting venue was a convenient location for traveling of shareholders, and the map was enclosed with the invitation letter.

- The Company completely and accurately followed the meeting procedures as stipulated by relevant laws, taking into consideration the convenience, rights, and equal treatment of shareholders. The Company provided officers to welcome and give information to shareholders, as well as to verify their documents for registration to attend the meeting. Shareholders could register to attend the meeting early two hours before the commencement of the meeting. The Company did not perform any action to limit the shareholders' rights to attend the meeting. Every shareholder was eligible to register to attend the meeting anytime during the course of the meeting. The duty stamps were also provided for those who wanted to appoint proxies.

- The Company applied technologies, including barcode system, to the Shareholder Meeting, covering the registration of shareholders, counting of votes and displaying of the result to enable the efficient, fast, accurate and precise meeting procedures.

- At the commencement of the meeting, the Chairman of the Board who acted as the Chairman of the Meeting introduced the Company's directors, the executives, the external auditor, and the financial advisor who attended the meeting. The Chairman then informed the meeting of the total number of shareholders attending the meeting in person and by proxy, and their shareholdings. The Chairman assigned the Corporate Legal Director to explain the criteria and procedures for voting in compliance with the related laws and the Company's Articles of Association.

- The Company delegated the Corporate Legal Advisor to act as the Voting Inspector who oversaw the procedures of registration, the Shareholder Meeting, and vote counting to ensure every step was transparent and in compliance with the related laws and the Company's Articles of Association. Shareholders could volunteer to witness the vote counting.

- The Chairman of the Meeting allocated sufficient time for the meeting and ensured the meeting proceeded in a proper and transparent manner based on the order of the meeting agenda without adding any agenda items which were not included in the invitation letter.

- During the meeting, the Chairman of the Meeting allowed all shareholders to inquire or express their opinions in the meeting. Then, the related directors answered the questions and gave information to the shareholders until they had no doubt. All questions, explanations and recommendations were recorded in the minutes of the meeting to further inform the shareholders who did not attend the meeting.

- The Company stipulated that the voting right in the meeting shall be based on the number of shares held by shareholders, whereby one share shall equal one vote. With respect to voting on each agenda item, ballots shall be used. For the agenda item regarding the appointment of directors, the separate ballots were prepared for each shareholder to vote as he/she deemed appropriate. The voting results were announced in the meeting, including the number of approving votes, disapproving votes, abstentions and voided ballots. The resolutions of the meeting were also clearly recorded in the minutes of the meeting.

- The Company allowed shareholders to attend the meeting after the commencement of the meeting and they had the rights to vote on the agenda items which were in the process of consideration and resolution was not made yet.

3) Treatment of Shareholders after the Date of Annual General Meeting of Shareholders

- The Company publicized via the Electronic Listed Company Information Disclosure System of the Stock Exchange of Thailand within the meeting date

the resolutions of the Shareholder Meeting, including the total number of votes, number of approving votes, disapproving votes, abstentions and voided ballots for each agenda item.

- The Company submitted to the Stock Exchange of Thailand the meeting minutes completely recorded in Thai and in English as required by the bourse and published via the Company's website within 14 days from the meeting date.

Section 2: Equal Treatment of Shareholders

Building confidence among shareholders that the Board of Directors and the Management will oversee the expending of shareholders' fund based on the reasonable ground is an essential factor that boosts the investment confidence in the Company. Hence, the Board of Directors should ensure that all shareholders are treated and their basic rights below are protected with equality.

1. Right to Assign a Proxy to Attend the Shareholder Meeting and to Cast a Vote

In case a shareholder cannot attend the meeting in person, he/she may exercise his/her right to assign another person or an independent director nominated by the Company to attend the meeting and to cast a vote. To appoint a proxy, the shareholder must send to the Company a proxy form completely filled together with a copy of identification card or passport or other identification documents as specified by the Company, prior to the date of the Shareholder Meeting.

2. Right to Propose Additional Agenda Items

The Company allows all shareholders to propose the agenda items in addition to those specified in the agenda of the Annual General Meeting of Shareholders. The procedures for proposing additional agenda items are as follows:

2.1 Submit additional agenda items together with supporting reasons, facts, and necessary information in the agenda proposal form for the General Meeting of Shareholders.

2.2 The Company will check the status of shareholders who propose additional meeting agenda items with the shareholders' register as of the closing date of shareholder's register. The proposed matters to be included in the meeting agenda must relate to the business operations or may significantly affect the business operations of the Company. Upon approval of the Board of Directors, such matters will be added to the meeting agenda of the Shareholder Meeting and specified as the items proposed by shareholders.

3. Right to Nominate a Person to Be a Director of the Company

Shareholders can nominate a person to be a director of the Company. The Company reserves the right to consider only a person who possesses the following qualifications:

3.1 Having due qualifications and not having prohibited characteristics as prescribed in the Public Company Act, the Securities and Exchange Law and the Corporate Governance Code of the Company.

3.2 Having educational degrees, work experience or other qualifications as specified by the Company.

3.3 Dedicate his/her time sufficiently and devote his/her ability for the utmost benefits of the Company, regard it as the duty and is willing to regularly attend the meetings of the Company.

3.4 Not holding a directorship in more than five listed companies.

The Independent Directors will consider the qualified candidates to propose to the Shareholder Meeting to vote for a resolution. However, if the Independent Directors Meeting decides not to propose any candidate to the Shareholder Meeting, the nominated candidates will be brought forward to the Shareholder Meeting for consideration with no opinion of the Board of Directors and the Shareholder Meeting will reach the final resolution. The documents that shareholders must attach when nominating a person are: (1) nomination form for directorship; and (2) information of the nominated person, together with the share certificate or shareholding confirmation letter issued by the securities company/agent, signed by the owner of the information for approval and confirmation. Then the documents must be sent via the registered mail to the Company within the time as specified by the Company.

The Company realizes the importance of equal and fair treatment of all shareholders and the promotion of the Corporate Governance Code regarding protection of shareholders' rights. In 2019, the Company has complied with the Corporate Governance Code by allowing one or more shareholders who hold total shares of not less than 5% of the voting shares of the Company to propose additional agenda items in advance; to nominate candidates for directorship in advance; and to submit questions in advance for the 2020 Annual General Meeting of Shareholders from 1 November 2019 to 31 December 2019. The criteria and forms for the relevant matters are determined clearly for shareholders. The Company publishes news through the Electronic Listed Company Information Disclosure System of the Stock Exchange of Thailand and discloses the information on its website at www.teamgroup.co.th under the tab "Investor Relations" → "Shareholders Information" → "Shareholder's Meeting".

To treat all shareholders with equality, the Company has established the policy on the use of inside information to prevent directors, executives, and employees from misuse of information to seek benefits for themselves and other persons and take advantages of other shareholders, for example, insider trading, disclosure of inside information to relevant persons which may cause damage to the overall shareholders, etc.

4. Protection of Inside Information

The Company has a policy to restrict the use of inside information to only the medium to high level executives within the related departments or the Company. The financial statements audited or reviewed are retained by the Senior Executive Vice President – Finance, and other confidential financial information is used for discussion or consultation with the personnel at the senior managerial level upwards only. The Company sets penalties for relevant persons in case of misuse of inside information which leads to damage. The Company also requires the directors and executives to disclose their shareholdings of the Company to the Office of Securities and Exchange Commission.

In 2019, the Company put in place the measures to prevent and oversee the use of inside information following the Corporate Governance Code. The measures cover issuance of the policy on supervision of the use of inside information to prevent misuse of inside information which has not been disclosed to the public for one's benefits or others'. The said policy was announced and communicated to directors, executives, employees and staffs of the Company for acknowledgment and strict compliance. The essential aspects of the policy are as follows:

- Keep confidentiality and/or inside information of the Company.
- Must not disclose confidential information and/or inside information of the Company, or not use it to seek benefits for oneself or others whether directly or indirectly, and whether with or without compensation.
- Must not trade, transfer or receive the Company's securities by using the confidential information and/or inside information of the Company, and/or not enter into any legal transaction by using the confidential information and/or inside information of the Company which may cause damage to the Company directly or indirectly.

5. Control of Insider Trading

The Company has no policy for employees, executives and persons who are aware of inside information relating to the Company's operating results to trade the Company's securities, starting from the date of access to such information until the information is disclosed to the public. The Company also prohibits them from disclosing inside information to increase the share price, especially during one month before the disclosure of the financial statements to the public.

Furthermore, the directors and executives of the Company must report the changes in their holding of the Company's securities, as well as the shareholding changes of their spouses and children (not yet of legal age) to the Office of Securities and Exchange Commission pursuant to Section 59 of the Securities and Stock Exchange Act, B.E. 2535 (1992), and acknowledge the penalties thereunder. The directors and executives must submit a copy of the said report to the Company on the same day as the report is submitted to the Office of Securities and Exchange Commission, which is within three working days.

To comply with the Corporate Governance Code, in 2019 the Company set out the policy on information disclosure to prevent the insider trading of the related persons, including executives, employees, auditors and departments with privilege of inside information and those related to the said parties. The policy was announced and communicated to directors, executives, employees and staffs of the Company for acknowledgment and strict compliance. The essential aspects of the policy are as follows:

- Do not trade the Company's securities for the period of one month prior to the disclosure of the quarterly financial statements and annual financial statements and for 24 hours after disclosure of the said financial statements (blackout period).

- After being aware of or having access to any information which has not been disclosed to the public and may affect the securities price of the Company, such persons must not purchase or sell securities of the Company for 45 days prior to disclosure of information and 24 hours after disclosure to the public. Do not disclose inside information to any third party or an irrelevant person in order to prevent insider trading.

- In case executives, auditors or relevant persons change the amount of securities holding, such changes must be reported to the Office of Securities and Exchange Commission and the Company Secretary within three working days from the date of acquisition, disposal, transfer or receipt of the transfer thereof.

- For other person who does not hold an executive position, but has opportunity to access to inside information of the Company, such as the executive who has duty to report the securities holding pursuant to Section 59, the said person must prepare and disclose the report of securities holdings of oneself and related persons, including the changes of their securities holdings, to the Company Secretary within three working days from the date of the acquisition, disposal, transfer or receipt of transfer thereof.

Furthermore, the Company Secretary notified in writing the directors and executives of the blackout period for trading of the Company's securities and the report of changes in securities holding to the Office of Securities and Exchange Commission and the Company Secretary within three working days from the date of acquisition, disposal, transfer or receipt of the transfer thereof.

Section 3: Role of Stakeholders

The Company underscores the importance of overseeing all groups of stakeholders such as employees, clients, trading partners, shareholders, investors, debtors and the communities where the Company is located. The Company will take care of stakeholders as per the rights stipulated by relevant laws. The Company will not undertake any act that infringes the right of stakeholders pursuant to the laws or existing agreement. The Company sets out procedures that encourage the stakeholders' participation based on their roles and duties to support the operating results of the Company, to assure smooth business operations, to build sustainability of the organization and to create fair interest to all parties. The Company also provides a contact channel through which stakeholders can communicate, suggest or provide information to the Board of Directors via independent directors or members of the Audit Committee.

The Company supports coordination between the Company and stakeholders in building financial security and sustainability of business operations as follows:

- Pay attention to employees of all levels. Treat them with equality and fairness. Provide reasonable remuneration that suits the knowledge and skills of each employee, and focus on continual development of employees' skills and knowledge. Stress the importance of maintaining a good working environment by taking into account safety at work and life quality of employees.

- Be responsible for and take care of clients in terms of product quality and service quality of high

standards. Keep clients' confidential information and place importance on setting a fair price under the existing pricing policy.

- Purchase products and services from trading partners in accordance with the agreed trading conditions. Strictly comply with the contract made with trading partners to build a relationship that generates long-term benefits for both parties.
- Comply with loan agreements.
- Comply with the rules of good competition and avoid dishonest methods that damage competitors.
- Place importance on and take responsibility for nearby communities and societies in relation to the environment. Support the communities' public interest activities. Improve the environmental conditions for communities and societies for a better living as appropriate.

Section 4: Information Disclosure and Transparency

Realizing the importance of information disclosure, the Board of Directors will ensure the disclosure of important information related to the Company, both financial and non-financial information, will be made in an accurate, adequate, timely and transparent manner through various channels which are easily and equally accessible and reliable as stipulated by laws. The important information to be disclosed comprises financial reports and non-financial information that may influence the Company's share price. The disclosure shall be in compliance with the regulations of the Office of Securities and Exchange Commission and the Stock Exchange of Thailand.

The Company will ensure the financial reports are accurate in compliance with the generally accepted accounting standard and audited by the Independent Auditor certified by the Office of Securities and Exchange Commission. To reflect the transparency of business operations, the information of directors is also disclosed, including the performance of the Board of Directors and the Audit Committee, e.g. number of meetings and number of each director/committee member's attendance in the meetings in the previous year, policy on remuneration for directors and senior executives, including types and forms of remuneration, and report on the Corporate Governance Policy and policy compliance. The aforementioned information is disclosed through the channel provided by the Office of Securities and Exchange Commission or the Stock Exchange of Thailand and also through the Company's website.

The Company has fully complied with the Corporate Governance Code in 2019 without late submission of financial reports. Moreover, the Company provides information, publicity, and interviews without distortion to the mass media accurately and clearly as well as regularly presents its performance to analysts, investors, and employees. Emphasis is placed on the communication that creates correct understanding of its business operations and nature of the business to investors and all stakeholders, with complete details in a timely and impartial manner. Moreover, interested persons can make appointments for company visits and meet the executives for additional business information.

In 2019, the Company held seven investor relations activities to meet with analysts and investors so as to update them on the Company's operating results. The Company has also set up the Investor Relations Unit to be responsible for disclosure of information and news of the Company to shareholders, investors, analysts, and the public. The contact information of the Investor Relations is as follows:

Mailing Address: Investor Relations

TEAM Consulting Engineering and
Management Public Company Limited
151 TEAM Building, Nuan Chan
Subdistrict, Bueng Kum District,
Bangkok 10230

Email: ir@team.co.th, nuanprae_p@team.co.th

Telephone: 0 2509 9000 ext. 2019 or 06 3187 6444

Facsimile: 0 2509 9090

Investor Relations Activities in 2019	Number of Times
Analyst Meeting	2
Joint Activities with the SET to Meet Investors (Opportunity Day)	2
Company Visit	1
2019 Analyst & Fund Site Visit	2

Section 5: Responsibilities of the Board of Directors

The Board of Directors consists of qualified and competent members with diversity of skills and experience that are beneficial to the development and establishment of a policy that enhances the business operations of the Company. The Board of Directors is independent in making decisions, taking into account maximum benefits of the business and shareholders as a whole. Its significant duty is to determine the corporate policies, to oversee and review the performance of the executives, and to assess operating results of the Company in comparison with the target set forth. The Board of Directors consists of nine members, including four executive directors, two non-executive directors, and three independent directors representing one-third (1/3) of the entire Board. Such proportion will provide an appropriate balance of power of the executive directors. The Company also appointed the Audit Committee which comprises three independent directors, and the term of office of each director is three years. The scope and authority of the Committee are clearly stated in the Audit Committee Charter.

The Company has clearly and transparently set the remuneration for directors for presenting to the Shareholder Meeting for approval. The Shareholder Meeting will consider the appropriateness of director remuneration based on the scope of duties and responsibilities of each director to ensure that the remuneration is attractive to retain the proficient directors, and that the provided remuneration rate is comparable to that of directors in the same or similar industry.

Every director is aware of his duties and responsibilities as a director of the Company and ready to express opinions independently, as well as to develop oneself at all time, and to perform tasks with honesty and prudence, taking into account the maximum benefits of the Company and fairness to all shareholders. Every director dedicatedly devotes time to perform duties in alignment with his/her responsibilities, including the meeting attendance except in case of necessity.

The Board of Directors underscores the importance of disclosure of sufficient information to shareholders, investors, and all related parties. The disclosed information must be accurate, complete, transparent and timely. This includes financial reports, operating results, other relevant information, and the information that influences the price of the Company's securities as stipulated in the

Corporate Governance Code. The information and news are distributed to shareholders, investors and related persons for their investment decision through various channels, e.g. mailing, communication channels of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission, as well as the Company's website after the listing of the Company's ordinary shares on the stock exchange.

Structure of the Board of Directors

The Board of Directors consists of nine directors, and three of them are independent directors, representing one-third (1/3) of the entire board to achieve a balance of power. The qualifications of the independent directors meet the criteria set forth by the Securities and Exchange Commission. List of the Board of Directors and its scope of duties and responsibilities are presented in the "Management Structure".

The Company has the policy to limit a maximum of five directorships in SET-listed companies for each director. However, the Company has not yet determined the term of office for a director but will mainly consider the knowledge and skills that are suitable for the directorship.

The Independent Directors shall serve no more than nine consecutive years from the date of the first appointment as an independent director. In case it is necessary to appoint an independent director for another term, the Board of Directors shall reasonably consider the appropriateness and necessity.

The Company has the policy that the positions of the Chairman of the Board and the President of the Company should be held by different individuals in order to ensure clarity and transparency in management. The scope of duties and responsibilities of the Chairman of the Board and the President are distinctly specified, and the qualifications and term of office of each director are disclosed in the Annual Registration Statement (Form 56-1).

In addition, to comply with the Corporate Governance Code for Listed Companies 2017 of the Office of Securities and Exchange Commission and to enable the exercise of discretion in independent decision-making, the Board of Directors appointed Mr. Sanit Rangnoi, Independent Director, as the Chairman of the Board.

Ethics in Business Operations

The Board of Directors encourages the establishment of business ethics for directors, executives and employees to adhere to and comply with as the mutual duties and responsibilities for the utmost benefits of stakeholders, as well as to build reliability in the business operations which will lead to sustainable business growth.

Risk Management Policy

The Board of Directors has determined the Risk Management Policy that covers the entire organization, starting from risk identification, risk assessment, risk monitoring and control, to creation of risk standards to ensure the continual and effective risk management system.

Guidelines for Determining Remuneration for Directors and Executives

When considering remuneration for directors and executives, the Board of Directors will consider the duties and scope of responsibilities of directors or executives, previous performance of each person, and operating results of the Company to be consistent with the remuneration rate in the market or the industry. The remuneration of the Board of Directors shall be approved by the Shareholder Meeting.

Term of Office

The directors shall hold the office for the term as stated in the Company's Articles of Association. In the Annual General Meeting of Shareholders, one-third (1/3) of the number of directors at that time shall vacate the office. If the number of directors cannot be divided into three parts, the number closest to one-third shall be applied.

The directors who vacate the position may be re-elected for another term.

For the directors who shall retire from office in the first year and in the second year after the registration of the Company, it shall be decided by drawing lots. For the following years, the directors who serve the longest term shall retire next.

Self-assessment of Directors

The Company's Board of Directors shall assess the performance of the entire board and individual directors at least once a year. By this way, the Board of Directors will mutually consider the previous performance and problems for further improvement and to enhance the efficiency in operation of the Board of Directors.

In 2019, the Board of Directors conducted the assessment of the Board's performance (the entire board) for the year 2019 and assessment of individual directors (self-assessment) for the year 2019 including the assessment of the President of the Company for the year 2019. The Board applied and adjusted the guideline from the Stock Exchange of Thailand to suit the Company's nature of businesses and organizational structure for considering the Board's performance and other matters related to the Company's business operations.

1. Performance Assessment of the Board of Directors (the Entire Board) for the Year 2019

1.1 There are six main topics for assessment.

(1) Structure and qualifications of the Board of Directors

(2) Roles, duties, and responsibilities of the Board of Directors

(3) The Board of Directors Meeting

(4) Performance of the directors

(5) Relationship with the Management

(6) Self-development of the directors and the development of the executives

1.2 Assessment criteria are calculated in percentage from the full score of each topic as follows:

- More than 90% equals to Excellent
- More than 80% equals to Very good
- More than 70% equals to Good
- More than 60% equals to Fair
- Less than 60% equals to Need improvement

1.3 Result of the performance assessment of the Board of Directors (the entire board) for the year 2019 was "Excellent" with a score of 99.29%.

2. Performance Assessment of Individual Directors (Self-assessment) for the Year 2019

2.1 There are four main topics for assessment.

(1) Structure and qualifications of the Board of Directors

(2) Performance of the directors

(3) The Board of Directors Meeting

(4) Independence of the directors

2.2 Assessment criteria are calculated in percentage from the full score of each topic as follows:

- More than 90% equals to Excellent
- More than 80% equals to Very good
- More than 70% equals to Good
- More than 60% equals to Fair
- Less than 60% equals to Need improvement

2.3 Result of the performance assessment of individual directors (self-assessment) for the year 2019 was "Excellent" with a score of 99%.

3. Performance Assessment of the Sub-committees, Including the Audit Committee (as a Group) and the Nomination and Compensation Committee (as a Group) for the Year 2019

3.1 There are three main topics for assessment.

(1) Structure and qualifications of the sub-committees

(2) Meetings of the sub-committees

(3) Roles, duties, and responsibilities of the sub-committees

3.2 Assessment criteria are calculated in percentage from the full score of each topic as follows:

- More than 90% equals to Excellent
- More than 80% equals to Very good
- More than 70% equals to Good
- More than 60% equals to Fair
- Less than 60% equals to Need improvement

3.3 Results of the Performance Assessment of the sub-committees for the Year 2019

3.3.1 Result of the performance assessment of the Audit Committee (as a group) for the year 2019 was "Excellent" with a score of 98.33%.

3.3.2 Result of the performance assessment of the Nomination and Compensation Committee (as a group) for the year 2019 was "Excellent" with a score of 98.68%.

4. Assessment of the President's Performance for the Year 2019

Furthermore, the Board of Directors resolved to conduct the annual performance assessment of the President. The assessment criteria were established to guide the President to manage work in line with the Company's objectives, main targets, and strategies for the long-term benefits of the Company. The President was notified in advance of the assessment criteria consisting of the following four main parts.

Part 1 Corporate key performance indicators

Part 2 Competency-based

Part 3 Management skills-based

Part 4 Summary of overall assessment results

Development of Directors and Executives

The Board of Directors resolved to arrange an orientation for the new directors to pass on knowledge and understanding of the Company's business and related rules and regulations. The Board of Directors also has the policy to promote all directors, senior executives and the Company Secretary to regularly attend training courses on corporate governance organized by internal departments and external organizations, such as the Stock Exchange of Thailand, Office of the Securities and Exchange Commission, the Thai Listed Companies Association (Thai LCA), or the Thai Institute of Directors (IOD).

All directors passed the basic training courses for directors and other useful programs provided by IOD. Details of the training courses taken by individual directors are shown in their profiles. The Company updates all directors on information, notifications, rules and new regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand on a regular basis.

The Company Secretary had undergone the Company Secretary Program arranged by the IOD, including other courses necessary for the Company Secretary to perform her tasks.

In 2019, the Company established the guidelines for executive and employee development which are suitable and consistent with specific capabilities as follows:

1. The Company arranged an orientation for new executives and employees on a quarterly basis to create understanding of the Company's vision, values, nature of business and direction of business operations, as well as the Corporate Governance Policy, ethics and code of conduct, and significant policies and practices relating to the Corporate Governance Code.

2. The Company provided the executives and employees with training courses and seminars with focus on major topics and/or programs which are beneficial for performance of duties, including management, engineering, industry, information technology, and development of leadership skills and teamwork.

3. Executives and employees of the Company and its subsidiaries shall attend training courses for an average of 20 hours.

Succession Plan

The Board of Directors established the policy and criteria for the selection of executives and prepared the Succession Plan in case of emergency or retirement of executive, with transparent procedures. The criteria include knowledge, skills, experience, and ethics of the candidates.

Orientation of New Directors

The Company has prepared for the new directors the fundamental corporate information which comprises organizational structure and management structure, nature of business, main products and services, articles of association, relevant laws, and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand to ensure they correctly understand the Company's business operations and are aware of the duties and responsibilities of a director or an independent director.

The Company prepared for all directors the "Director's Handbook" which contains the Corporate Governance Policy, business ethics, significant policies of the Company, charters of the Board of Directors and the sub-committees. The significant corporate documents, such as company certificate, articles of association, and memorandum of association, are also included in the Director's Handbook. Additionally, in the Board of Directors Meeting, the Chairman of the

Board will explain the Company's background, business operations and types of businesses to the new directors.

Meeting of Non-Executive Directors

The Company shall organize the Non-Executive Director Meeting as appropriate to provide an opportunity for discussion of problems in the Company and giving suggestions for improvement of the Company's business operations.

In 2019, the Company set the dates and times for the Board meetings in advance for the entire year and gave prior notice to the directors to enable them to allocate time for the meetings. The agenda for each meeting was clearly prepared, and extraordinary meetings may be convened as deemed appropriate and necessary.

In 2019, the Board of Directors held five meetings, with 100 percent attendance. The Non-Executive Director Meeting was held once in 2019 to provide an opportunity for discussion of problems in the Company and giving suggestions for improvement of the Company's business operations.

Section 6: Business Ethics

The Company shall ensure that officers related to the business operations comply with and adhere to the business ethics as follows:

1. Conduct business with honesty, integrity, and responsibility toward society, and adhere to the laws, morality and good practice toward people, communities, society, and the environment.

2. Treat clients with fairness regarding products and services without discrimination.

3. Conduct business under the standard of business operations with adequate control. Use one's knowledge and ability to the utmost, with prudence, sufficient information and evidence. Strictly comply with relevant requirements.

4. Keep confidentiality of the client's data known or acquired in the course of business operations whereas such data should be normally kept confidential according to the law.

5. Allow clients to make a complaint about the imperfection of products and services.

6. Disclose the information on products and services completely and accurately.

7. Strictly comply with agreement and conditions made with clients. In case of inability to comply with such conditions, clients shall be notified in advance in order to mutually seek a solution.

Ethics and Code of Best Practice for Executives and Employees

The Company sets forth the Ethics and Code of Best Practice for the executives and employees as follows:

1. Code of Best Practice for Executives

Executive refers to the President of the Company or the first four top-ranking executives after the President as well as the equivalents to the first four top-ranking executives after the President. In addition to the compliance with all ethics as an employee of the Company, the executive shall have the practical guideline for being a good executive. As a supervisor, he/she shall be a role model for employees. The Company sets out the Best Practice for the executives as follows:

1.1 Treatment of Shareholders

Executives shall perform their duties with honesty, integrity, prudence, and attention. They shall possess a broad vision and not seek their personal benefits and gains for their friends from the undisclosed corporate information. They shall not disclose the confidential corporate information to any third party and refrain from taking any actions that may create a conflict of interest.

1.2 Treatment of Employees

Executives shall treat employees fairly without bias, support employees to develop their potential and improve their working efficiency, educate them about business ethics to be complied with, provide proper welfare for employees, treat them with sincerity, and listen to their opinions and suggestions.

1.3 Treatment of Clients

Executives shall treat clients in strict compliance with the business ethics set forth.

1.4 Treatment of Trading Partners

Executives shall treat the trading partners with fairness, and shall not improperly demand or receive any benefits from them. If unable to comply with the conditions, the executives shall notify the trading partners in advance to mutually seek a solution.

1.5 Treatment of Competitors

Executives shall treat the competitors under the rules of fair competition and not seek confidential information of competitors in a dishonest way.

1.6 Treatment of Society and the Environment

Executives shall comply with or ensure the compliance with relevant laws and regulations; and shall have social responsibility and provide collaboration, support and assistance. They shall carry out voluntary activities which benefit the communities and society.

2. Code of Best Practice for Employees

To support excellent and efficient business operations, employees should follow the practices below.

2.1 Employees shall perform their work with honesty, perseverance and diligence, and continually improve their performance for their own benefits and for the interests of the Company.

2.2 Employees shall strictly comply with the Company's rules and regulations.

2.3 Employees shall respect and obey their superiors who duly give orders in accordance with the Company's policies and rules.

2.4 Employees shall work in harmony and support one another. They shall refrain from creating any conflict which will cause damage to other persons and the Company.

2.5 Employees shall honor one another and respect the others' rights. Avoid disclosing other persons' information or criticizing other persons in respect of their work performance or personal affairs in a manner that may cause damage to such employees and the Company.

2.6 Employees shall avoid receiving any gifts that may subsequently make them feel uncomfortable in performing their duties. In case it is unavoidable, the employees shall notify their superiors immediately.

2.7 Employees shall treat clients and trading partners with integrity and equality.

2.8 Employees shall strictly keep confidential information of clients, trading partners, and the organization.

2.9 Employees shall report to their superiors without delay the matters that may affect the business operations or reputation of the Company.

2.10 Employees shall maintain the rights, benefits and properties of the Company in good condition, and use them in the most efficient and cost-effective manner without causing wastefulness or loss or damage or premature deterioration.

Penalties

In case any executive or employee behaves in a manner that causes a conflict of interest to the Company, consideration shall be made based on the organizational structure and the relevant work regulations. Initially, the department where the executive or the employee works shall consider and summarize the case for further reporting to the higher superiors and related departments in order to make a final decision on the

penalty. In case of serious conflict of interest resulting in severe damage beyond the scope of authority of departmental heads, the matter must be referred to the Management to reach a conclusion and determine the imposition of penalty.

Disciplinary Actions

1. Verbal warning
2. Written warning
3. Unpaid suspension for the maximum of five working days
4. Termination

Section 7: Important Policies and Compliance Monitoring

1. Internal Control and Internal Audit Policy

The Company has the policy to establish the efficient and effective internal control system. The Board of Directors and executives are directly responsible for maintaining the internal control system, and regularly reviewing the efficiency of the internal control system to protect the investments of the shareholders and the assets of the Company. The internal control system covers the financial control, oversight of compliance with relevant laws and regulations, and risk management. With the implementation of internal control system, the Company is reasonably confident that the Company will achieve the established objectives and targets regarding the accuracy of data system and financial reports as follows:

1. Compliance with rules, regulations, policies, work procedures of the Company and relevant laws.
2. The Company's assets actually exist and are well maintained, kept, and stored.
3. The Company's operations are conducted in an efficient manner, and the resources are used in a cost-effective manner.
4. The Company's objectives and strategies are achieved and implemented effectively.

Internal Audit

The Company shall ensure the internal audit is undertaken systematically and independently to oversee the operations in different aspects and the audit result will be reported to the Audit Committee which have the duties to provide consultation, review and assess the internal control and the risk management system to ensure that the internal control system, the risk management system, and the corporate governance

procedures of the Company are sufficient and efficient in accordance with the objectives set forth.

2. Risk Management Policy

The Company has established the Risk Management Policy for systematic implementation across the organization. The Risk Management Committee was appointed to manage all aspects of risks caused by external factors and by internal management and operations. The suitable risk management directions are set to control the risks to be at acceptable levels. The Risk Management Committee also communicates the matter to the employees and arranges workshops to raise their awareness of the importance of risk management. The Company's risk management procedures are as follows:

2.1 Determination of Policy and Criteria for Risk Management

The Risk Management Policy, objectives, scope of responsibilities, criteria and procedures were formulated in conformity with the Company's strategies, targets, business plans, and directions. The Company reviews the policy and criteria for risk management annually and prepares them together with the business plan to ensure consistency.

2.2 Risk Identification

This step involves identification of the risks that may affect the achievement of targets and objectives. The risks generated by internal and external factors are considered, e.g. environment, law, finance, decision-support information technology system, satisfaction of investors, fund management, human resources, reputation and image of the Company, security system, etc. The Company prioritizes the risks before considering a suitable control system. If the risk level is high or very high, the Company will analyze such risk first so that risk management can be implemented.

2.3 Risk Analysis

Risk analysis is conducted to assess the residual risk level after the evaluation of the existing control system and prioritization of the risks. If the residual risk is still at high or very high level, the high-level executive in charge must define measures to manage such risk immediately. If the residual risk is at medium or low level, the responsible department must handle such risk or improve the work procedures to eliminate the risks.

2.4 Risk Management

The Risk Management Plan is prepared based on the risk priorities obtained from the risk analysis step. There are several methods to manage the risks, e.g. control, transfer, avoidance, utilization, or acceptance of risks.

2.5 Monitoring and Review

This step involves monitoring and assessment of risk management result by the Risk Management Committee that will further report the result to the high-level executives and the Audit Committee.

3. Information Disclosure Policy

The Company requires the Board of Directors to be responsible for disclosing information including financial information and other information with accuracy, sufficiency, and reliability and in a timely manner to ensure the shareholders will equally receive the disclosed information. The Company shall ensure the information which is carefully prepared, clear, concise, easy to understand and transparent is regularly disclosed whether it will cause negative or positive effects as it is important not to confuse the facts. The unit responsible for providing information that is useful for shareholders, investors and related persons shall be set up.

4. Accounting and Finance Policy

The Company places importance on preparation of accounting and financial reports which must be accurate, timely and reasonable to propose to executives, shareholders, government offices and related parties. Hence, the personnel of all levels shall strictly comply with procedures of the accounting, finance, and internal control systems, as well as the Company's accounting and financial requirements and the generally accepted accounting principles, as follows:

4.1 Accuracy of Transaction Recording

Recording of all business transactions must be accurate, complete and can be verified without limitations or exemption. Each transaction must be actually recorded based on the fact, the generally accepted accounting standards, and relevant laws, together with supporting documents and evidences as appropriate.

4.2 Accounting and Financial Transactions

All accounting and financial transactions of the Company must be accurate with sufficient material information. Disclosure of the transactions must be conducted in a suitable manner in accordance with

the generally accepted standards and the Company's financial and accounting regulations. All employees must give importance to the accuracy of the accounting and financial transactions of the Company, bearing in mind it is the mutual responsibility of the Board of Directors, executives and employees involving in the business transaction procedures.

5. Legal Compliance Policy

Personnel of all levels must comply with the rules, regulations and relevant laws in Thailand and/or abroad. Prior to performing any task that may be under any legal requirements, employees must carefully check the work, and ensure it is performed in compliance with the applicable laws.

6. Information Technology Policy

The Company has a policy to enable its employees and related persons to efficiently use the information technology system, including data networks, software for operating and data processing, computers, peripheral devices, and data files which are not contrary to related laws or Acts to ensure sufficient safety standard and for the benefits and effectiveness of the business operations of the Company.

6.1 Apply the information technology system to all aspects of work, and develop the Company's personnel to keep their skills and knowledge up-to-date.

6.2 Employees must apply the information technology system to support business operations of the Company, and refrain from seeking personal benefits, or violation of good morals or ethics.

6.3 The information recorded and disclosed through the information technology system is under the responsibility of the information owner who must ensure no legal violation or infringement of the rights of the third party.

6.4 Use only legal and standard software applications.

6.5 Application of the information technology system to any work procedures must receive approval and be in compliance with the regulations set forth.

6.6 Owner of the information must protect the information technology system and significant business information under his/her responsibility against unauthorized access or cyber-attack and threat to ensure the regular business operations of the Company.

6.7 Those responsible for the overall information technology system as assigned by the Company have duties to ensure all personnel strictly comply with the regulations.

7. Compliance Monitoring

The Company has determined that it is the duties and responsibilities of the Board of Directors, executives and all employees to acknowledge, understand and strictly comply with the policy and requirements under this policy.

Executives of all levels must be responsible for monitoring and consider as a serious matter that any director, executive, or employee who violates the corporate governance set forth is subject to disciplinary action. If there is action believed to be against the laws, regulations, and provisions of the state, the Company will forward the matter to the government officials for further proceedings.

If any employee witnesses any action that violates the laws and/or the corporate governance set forth herein, he or she should lodge a complaint to the Chairman of the Board, the Chairman of the Audit Committee, the President, or executive directors. The Company will proceed with an investigation without disclosing the name of the whistleblower to protect against impacts that may occur.

The Company has determined the policy on whistleblowing and complaint-making to ensure all stakeholders that the Company has in place channels and procedures for lodging complaints and whistleblowing which are transparent, safe and fair to the whistleblowers. Stakeholders are allowed to take part in improvement and development of these procedures. The Company has set the scope of whistleblowing, appointment of the Investigation Committee, work procedures, penalties for the complaints made in bad faith, mechanism to protect whistleblowers, and keeping of complaints as confidentiality to create confidence among whistleblowers or those who wish to make a complaint. The Company clearly provides the channels for whistleblowing which are under the supervision of the Company Secretary who will receive and collect all complaints on fraudulent activities for further proceedings. The interested parties can read the policy on whistle-blowing and complaint on the Company's website: www.teamgroup.co.th under the tab "Sustainable Development" → "Policy on Whistle-blowing and Complaint".

Section 8: Anti-corruption Policy

Being committed to becoming an organization that conducts business following the Corporate Governance Code and business ethics for the benefits

of shareholders and all stakeholders, the Company has determined the anti-corruption policies for all directors, executives and employees to adhere to and comply with as follows:

1. Must not offer compensation or bribes, or request, agree or take bribes from other persons or agencies in all manners whether directly or indirectly in return for any interest or expected benefits in relation to the business of the Company.
2. Must not conduct any wrongful transaction with government officials, other persons or organizations whether directly or indirectly.
3. Must not donate money or make a payment to support any other persons or organizations as a way to commit bribery.
4. Must not support any money or benefits whether directly or indirectly to the political parties, political groups or any persons related to the politics in order to gain benefits in business operations or to gain benefits for oneself and associates.

2. The Sub-committees

The Board of Directors approved the appointment of four sub-committees, namely the Audit Committee, the Executive Committee, the Risk Management Committee, and the Nomination and Compensation Committee, to closely monitor and oversee the business operations and regularly report to the Board of Directors. The members and the scope of duties and responsibilities of the four sub-committees are clearly set out as follows:

1. The Audit Committee

As of 31 December 2019, the Audit Committee consists of three members with a three-year term of office as follows.

Name - Surname	Position
1. Mr. Sanit Rangnoi	Chairman of the Audit Committee
2. Gen. Wichien Sirisoonthorn	Member of the Audit Committee
3. Mrs. Suvimol Chrityakierne	Member of the Audit Committee

Remarks: The member of the Audit Committee who has knowledge and experience in reviewing the credibility of the financial statements is Mrs. Suvimol Chrityakierne. She graduated with the master degree from the Faculty of Commerce and Accountancy, Chulalongkorn University and a bachelor's degree from the Faculty of Commerce and Accountancy, Chulalongkorn University. She then worked as the Managing Director of DIA International Audit Company Limited, the company providing the auditing services, and as the Executive Director of DIA Audit Company Limited, the company providing the auditing services.

Ms. Pommara Patthanabhumthanint, the Company Secretary, serves as the Secretary of the Audit Committee to assist the Audit Committee concerning meeting appointment, preparation of meeting agenda, preparation of meeting minutes, and arrangement for the activities of the Audit Committee to conform to the Company's Articles of Association, and relevant laws and regulations.

Scope of Duties and Responsibilities of the Audit Committee

1. To review the financial statements to ensure their accuracy and reliability as well as their adequacy of disclosure by coordinating with external auditors and executives who are responsible for preparing quarterly and annual financial statements.

2. To review the Company's internal control system and internal audit system to ensure their appropriateness and effectiveness, as well as to consider the independency of the internal audit unit, and to provide opinions on consideration of appointment, transfer and dismissal of the head of the internal audit unit or other units which are responsible for matters relating to internal audits. It may provide suggestions for reviewing or examining any transaction which may be deemed necessary and important, and suggest major improvement of the internal control system to the Board of Directors by reviewing with the external auditors and the internal audit manager.

3. To review the compliance with the Securities and Exchange, the Stock Exchange of Thailand's regulations, rules, regulations and other laws relating to the Company's business.

4. To consider the selection and nomination of an independent person to be the Company's auditor and to propose such person's remuneration to the Board of Directors, as well as to attend a non-management meeting with the auditor at least once a year.

5. To review the Internal Audit Plan of the Company in accordance with the generally accepted procedures and standard.

6. To consider connected transactions or transactions with possible conflicts of interest to ensure their compliance with the laws and the regulations of the Stock Exchange of Thailand, as well as the accuracy and the completeness of the disclosure of the Company's information in such matter. The transactions must be reasonable and provide the utmost benefit to the Company.

7. To review the appropriateness and efficiency of the Company's risk management system.

8. To report the performance of the Audit Committee to the Board of Directors at least four times a year.

9. To prepare and to disclose the Report of the Audit Committee in the Company's Annual Report, which must be signed by the Audit Committee's Chairman and the report shall consist of at least the following information:

(a) An opinion on the accuracy, completeness, and reliability of the Company's financial reports.

(b) An opinion on the adequacy of the Company's internal control system.

(c) An opinion on compliance to the Securities and Stock Exchange law, regulations of the Stock Exchange of Thailand and related agencies, or applicable law relating to the business of the Company.

(d) An opinion on the suitability of the auditor.

(e) An opinion on connected transactions or transactions that may have a conflict of interest.

(f) The number of the Audit Committee meetings and the attendance of such meetings by each member of the Audit Committee.

(g) An opinion or overall comment received by the Audit Committee from the performance of duties under the Charter.

(h) Other transactions, according to the Audit Committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's Board of Directors.

10. To jointly give opinions on the consideration of appointment, removal, and performance evaluation of the internal audit unit's staffs.

11. According to the scope of duties, the Audit Committee has the power to invite the relevant Company's management/executives/employees to provide comments, attend a meeting, or submit relevant or necessary documents.

12. The Audit Committee has authority to hire consultants or a third party in accordance with the Company's regulations to provide comments or advice if necessary.

13. The Audit Committee shall evaluate the performance by self-assessment and report the results of the evaluation, together with problems and obstacles, that may prevent the operation from achieving the purpose of setting up the Audit Committee, to the Board of Directors of the Company for acknowledgement every year.

14. To review and improve the Audit Committee Charter.

15. To perform other tasks as assigned by the Board of Directors within the scope of duties and responsibilities of the Audit Committee.

2. The Executive Committee

As of 31 December 2019, the Executive Committee consisted of 13 members with a three-year term of office as follows:

Name - Surname	Position
1. Mr. Prasert Patramai	Chairman of the Executive Committee
2. Mr. Chawalit Chantararat	Deputy Chairman of the Executive Committee
3. Mr. Peerawat Premchun	Member of the Executive Committee
4. Dr. Thanasarn Khuayjarernpanishk	Member of the Executive Committee
5. Prof. Dr. Worsak Kanok-Nukulchai	Member of the Executive Committee
6. Mr. Amnat Prommasutra	Member of the Executive Committee
7. Mr. Damrong Wittayasiri	Member of the Executive Committee
8. Mr. Kittipol Bunnim	Member of the Executive Committee
9. Dr. Werapol Thonguthai	Member of the Executive Committee
10. Mr. Prasong Wangrattanapranee	Member of the Executive Committee
11. Dr. Sirinimit Boonyuen	Member of the Executive Committee
12. Dr. Aphichat Sramoon	Member of the Executive Committee
13. Mrs. Penpilai Phonchaipanich	Member of the Executive Committee

Ms. Kitiya Napangrat serves as the Secretary of the Executive Committee.

Scope of Duties and Responsibilities of the Executive Committee

1. To control the management of the Company to ensure their compliance with the policy stipulated by the Board of Directors and to report the operating results to the Board of Directors. At the Executive Committee Meeting, there must be the directors attending the meeting no less than half of the members of the Executive Committee. The resolution of the Executive Committee must receive a majority of votes from the meeting and at least half of the votes from all members of the Executive Committee.

2. To determine the stipulation of authority and level of approval of each person appropriately and segregation of duties which may lead to fraud, and to specify the appropriate procedures for transactions with major shareholders, directors, executives or related persons in order to prevent any transfer of benefits. These shall be proposed to the Board of Directors for approval in principle. The committee also controls the compliance with the approved principles and regulations.

3. To consider the annual budget and budget expenditure process to be proposed to the Board of Directors and supervise the budget expenditure approved by the Board of Directors.

4. To consider and improve the business plan of the Company to ensure its appropriateness for the benefit of the Company.

5. To consider the approval of the investment and determine investment budget as stipulated in the Operation Authority Handbook.

6. To consider execution of contracts which are binding on the Company as stipulated in the Operation Authority Handbook.

7. To be responsible for providing sufficiency important information of the Company for the decision making of the Board of Directors and shareholders, as well as to provide reliable financial reports with transparency and good standards.

8. To consider the profit and loss of the Company, and propose the annual dividend payment to the Board of Directors.

9. To consider the establishment of a new business or termination of the business and propose to the Board of Directors.

10. To supervise the operation process for the operator to immediately report any unusual or abnormal activity or illegal action to the Executive Committee. Upon the occurrence of the event that has a significant impact, report to the Board of Directors for further consideration of correction within a reasonable period of time.

11. To perform any action to support the above operations or the opinions of the Board of Directors or as delegated by the Board of Directors.

12. To propose any matter resolved and/or approved by the Executive Committee Meeting and such matter shall be reported to the Board of Directors for acknowledgement at the next Board of Directors Meeting.

13. To consider the appointment or nomination of a person to be a director or executive in a subsidiary or associated company.

14. To perform other tasks as assigned by the Board of Directors.

The aforementioned delegation of authority and responsibility of the Executive Committee does not include authority and/or delegation of authority to approve any transaction of one or other with possible conflict of interest (as defined in the Notification of the Capital Market Supervisory Board), or any other benefits that may be in conflict with the Company. The approval of such transaction must be proposed to the Board of Directors Meeting and/or the Shareholder Meeting (as the case may be) to consider the approval of the transaction pursuant to the Company's Articles of Association or as required by other related government offices.

3. The Risk Management Committee

As of 31 December 2019, the Risk Management Committee consisted of 17 members with a three-year term of office as follows:

Name - Surname	Position
1. Dr. Thanasarn Khuayjarernpanishk	Chairman of the Risk Management Committee
2. Mr. Chawalit Chantararat	Member of the Risk Management Committee
3. Mr. Amnat Prommasutra	Member of the Risk Management Committee
4. Mrs. Penpilai Phonchaipanich	Member of the Risk Management Committee
5. Ms. Mayuree Khuayjarernpanishk	Member of the Risk Management Committee
6. Mr. Polrach Khongchum	Member of the Risk Management Committee
7. Mr. Prasit Akkakraisee	Member of the Risk Management Committee
8. Ms. Yaowapa Chuwong	Member of the Risk Management Committee
9. Dr. Pimpida Chanyarakskul	Member of the Risk Management Committee
10. Mr. Watana Limdaengsa-Nguan	Member of the Risk Management Committee
11. Mr. Danaisak Panyawai	Member of the Risk Management Committee
12. Dr. Montree Budsabathon	Member of the Risk Management Committee
13. Mr. Naris Denpaiboon	Member of the Risk Management Committee
14. Mr. Teeranai Piyawong	Member of the Risk Management Committee
15. Mr. Worapong Preecha	Member of the Risk Management Committee
16. Mr. Salyawate Prasertwitayakarn	Member of the Risk Management Committee
17. Ms. Nuanprae Patramai	Member of the Risk Management Committee

Ms. Nuanprae Patramai, Member of the Risk Management Committee and Head of the Corporate Business Development, New Market & Strategic Planning, serves as the Secretary of the Risk Management Committee.

Scope of Duties and Responsibilities of the Risk Management Committee

1. To define policies and structures for risk management in order to propose to the Board of Directors pursuant to the risk management guidelines of the Stock Exchange of Thailand and the Association of Internal Auditors of Thailand.

2. To establish strategies following the Risk Management Policy to ensure the monitoring and control of each type of risks to be at an acceptable level with the participation of risk management and control of other units.

3. To evaluate corporate risk and determine risk management approach to be at an acceptable level as well as to ensure that the risk management is in accordance with the established procedures.

4. To review the Risk Management Policy and improve its efficiency and effectiveness to ensure the sufficiency of risk control.

5. To have the authority to call upon related persons for clarification or to appoint and assign roles to risk management officers at all levels with appropriateness who will report to the Risk Management Committee to ensure the achievement of the risk management's objectives.

6. To report the result of risk management to the Executive Committee and the Audit Committee for further proposing to the Board of Directors on a quarterly basis

7. To prepare the risk management manual.

8. To identify all aspects of risks and analyze and evaluate possible risks which may occur, including the trends of risks which may affect the Company.

9. To prepare the work plan to prevent or reduce risks.

10. To conduct a risk assessment and prepare the Risk Management Report.

11. To organize the integrated risk management system by linking to the information technology system.

12. To perform other duties as assigned by the Board of Directors.

4. The Nomination and Compensation Committee

As of 31 December 2019, the Nomination and Compensation Committee consisted of three members with a three-year term of office as follows:

Name - Surname	Position
1. Mr. Peerawat Premchun	Chairman of the Nomination and Compensation Committee
2. Gen. Wichien Sirisoonthorn	Member of the Nomination and Compensation Committee
3. Mr. Wera Sutesopon	Member of the Nomination and Compensation Committee

Ms. Pommara Patthanabhumthanint, Company Secretary, performs as the Secretary of the Nomination and Compensation Committee.

Scope of Duties and Responsibilities of the Nomination and Compensation Committee

Nomination

1. To determine the appropriate nomination methods for the position of director to suit the nature and business of the organization by stipulating qualifications, knowledge, and expertise of each needed aspect.

2. To nominate candidates to fill vacancies to the Board of Directors for consideration. The Board of Directors may consider renewal of the term of the existing directors, or allow nomination by the shareholders, or use the recruitment company's service, or consider candidates from the List of Chartered Directors, or qualified candidates nominated by each director, etc.

3. To consider the list of nominated candidates and select the qualified candidates whose qualifications meet the stipulated qualifications.

4. To check if the nominated person's qualifications meet the legal requirements or regulations of the related organizations.

5. To approach the individuals whose qualifications meet the requirements to ensure that they are willing to accept the position of the directors of the Company, if appointed by the shareholders.

6. To nominate the list of candidates to the Board of Directors for consideration and attach the list to the notice of the Shareholder Meeting for appointment in the Shareholder Meeting or the Board of Directors Meeting, as the case may be.

7. To nominate the candidate for the position of the President of the Company as assigned by the Board of Directors.

8. To nominate a person to serve as a consultant to provide opinions or consultation in case of necessity.

Compensation

1. To consider the criteria of the remuneration of directors and the President to ensure its appropriateness by reviewing the appropriateness of the present criteria in comparison with the remuneration information of other companies in the same industry as the Company. The criteria shall be appropriate in order to achieve the expected results, fairness and to reward the persons who are a part of the company's success.

2. To review all types of remuneration, e.g. fixed remuneration, performance-based remuneration, meeting allowance, taking into account the practice of companies in the same industry, the Company's business performance and size, as well as responsibility, knowledge, ability, and experience of the directors and senior executives required by the Company.

3. To consider the performance evaluation criteria of the President as assigned by the Board of Directors.

4. To determine the annual remuneration of directors and the President according to the compensation criteria set forth, and propose it to the Board of Directors for approval of remuneration of the President. Meanwhile, the remuneration of Directors will be proposed to the Shareholder Meeting by the Board of Directors for approval.

5. To consider the appropriateness and provide approval upon the issuance of the new shares to the directors and employees of the Company by focusing on the principles of fairness to shareholders, and providing work motivation to the directors and employees which leads to the creation of long-term value added to the shareholders as well as retention of quality personnel.

3. Nomination and Appointment of Directors and Top Executives

As for the selection of persons to be appointed as the directors or the executives of the Company, the appointed persons to serve as the directors and executives of the Company must be qualified persons under Section 68 of the Public Limited Company Act,

B.E. 2535 (1992) and the Notification of the Capital Market Supervisory Board No. Thor Jor. 39/2559 on Application for and Approval of Issuance of New Shares. The composition and nomination criteria are as follows:

1. Composition and Nomination of the Board of Directors

(1) The Company's Board of Directors has a responsibility to operate the Company, consisting of at least five (5) members, and no less than half of the members must have residences within the Kingdom of Thailand, and the directors of the Company must possess the qualifications as stated by law, and the Directors can either be the Company's shareholders or not.

(2) The Shareholder Meeting shall pass a resolution to appoint the directors in accordance with the following criteria and procedures.

2.1 A shareholder's one (1) share is one (1) vote.

2.2 Each shareholder shall exercise all available votes stated in 2.1 to elect one person or several persons as directors. In case of multiple persons, the number of votes for each director cannot be divided.

2.3 The persons with the highest number of votes in descending order shall be elected as directors, with the number equivalent to the number of directors required or elected at such time. In the case when the persons who are elected in the next order have equal votes, exceeding the required number or elected number of directors at that time, the Chairman of the Meeting shall cast the final vote.

(3) At every Annual General Meeting of Shareholders, one-third (1/3) of the number of directors at that time shall leave the position. If the number of directors cannot be divided into three parts, the nearest number to one-third (1/3) shall leave the position, and may be re-elected to the position. The directors to vacate office in the first year and the second year after registration of the company shall draw lots. In subsequent years, the directors who remained in office for the longest time shall vacate office.

(4) Any director who wishes to resign from office shall tender a letter of resignation to the Company, and the resignation shall take effect on the date on which the letter of resignation reaches the Company.

(5) The Shareholder Meeting may pass a resolution to remove any director prior to the expiration of his term of office with votes not less than three-fourths (3/4) of the number of shareholders attending the meeting and having the right to vote and the total number of shares being of not less than one half of the number of shares held by shareholders attending the meeting and having the right to vote.

(6) In the case of a vacancy of directorship for reason other than expiration of term of office, the Board of Directors shall elect a person who possesses the qualifications and does not possess the disqualifications as stipulated by the Public Limited Company Act or the Securities and Exchange Commission Act as the replacement director in the next Board of Directors Meeting, unless the remaining term of office of the director is less than two (2) months. The replacement director will hold only for the remainder of term of office of the director whom he replaces. The resolution of the Board of Directors under the above paragraph must be supported by votes not less than three-fourths (3/4) of the number of the remaining directors.

(7) The Board of Directors shall elect one of the directors to be the Chairman of the Board. The Board of Directors, upon contemplation, may elect one or more directors as Deputy Chairman. The Deputy Chairman shall have duties to follow the Articles of Association in the business assigned by the Chairman of the Board.

2. Composition and Nomination of the Audit Committee

The Audit Committee of the Company must be appointed by the Board of Directors and approved by the shareholders of the Company. They must have qualifications as stipulated in the Securities and Exchange Act, as well as the SET's notifications and/or regulations. The total numbers of the members of the Committee shall not be less than three members and at least one member of the Audit Committee must have knowledge in accounting and finance. The term of office of the Audit Committee shall be three years from the date of the resolution. Upon the completion of the term, if the Board of Directors or the Shareholder Meeting have no resolution to appoint a new team of the Audit Committee, the existing Audit Committee shall continue to perform the duties until the Board of Directors or the Shareholder Meeting will appoint a new team of the Audit Committee to replace the existing Audit Committee of which the term of office is completed, and / or the term of office of the position of the director is completed. The Board of Directors shall elect one member of the Audit Committee as the Chairman of the Audit Committee. The nominated Audit Committee members must be independent directors and possess the qualifications of the Audit Committee in accordance with the criteria and notifications prescribed by the SEC, and the Stock Exchange of Thailand as follows:

Qualifications of Independent Directors

(1) Holding shares of no more than 1% of the total number of shares with voting rights of the Company, its parent company, subsidiary, associated company, major

shareholder, or controlling person, including shares held by related persons of such independent director.

(2) Neither being nor used to be a member of the Management, employee, staff, advisor with regular salary, or controlling person of the Company, its parent company, subsidiary, associated company, same-level subsidiary, major shareholder, or controlling person, unless the foregoing status has ended not less than two years prior to the filing of the application date with the Office of the Securities and Exchange Commission. Such prohibited characteristic shall not include the case where the independent director used to be a government official or consultant of a government agency which is a major shareholder or controlling person of the Company.

(3) Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or its subsidiary.

(4) Neither having nor used to have a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the filing of the application date with the Office of the Securities and Exchange Commission.

(5) Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associated company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the filing of the application date with the Office of the Securities and Exchange Commission.

(6) Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two Million Baht per year from the Company, its parent company, subsidiary company, associated company, major shareholder or controlling person, and not being a significant shareholder, controlling person or

partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the filing of the application date with the Office of the Securities and Exchange Commission.

(7) Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to a major shareholder.

(8) Not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1% of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company.

(9) The independent director shall have a consecutive term of office not exceeding nine years from the date of the first appointment as an independent director. In case it is necessary to appoint the independent director for another term, the Board of Directors shall reasonably consider the necessity thereof.

(10) Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

(11) An independent director possessing the above qualifications may be assigned by the Board of Directors to make decisions relating the operations of the Company, parent company, subsidiary company, joint venture company, same-level subsidiary, of a major shareholder or a person with a controlling power over the Company; whereby the decision will be made as a collective decision.

Qualifications of the Audit Committee Members

The Audit Committee members must possess the same qualifications as the independent directors, and additional ones as follows:

(1) Not being a director assigned by the Board of Directors to decide on matters relating to conduct of business and operations of the Company, parent company, subsidiary company, same-level subsidiary company, joint venture company, as well as of the major shareholder or of a person with a controlling power over the Company.

(2) Not being a director of the parent company, subsidiary company or same-level subsidiary company, whereby this is applicable only to listed companies.

(3) Having sufficient knowledge and experience to perform duties as the Audit Committee member. However, at least one member of the Audit Committee must have sufficient knowledge and experience to review the credibility of the financial statements.

(4) Having the same duties as prescribed in the notification of the Stock Exchange of Thailand regarding the Qualifications and Scope of Work of the Audit Committee.

3. Composition and Nomination of the Executive Committee

The Executive Committee members must be directors and/or executives of the Company, and/or employees of the Company and/or persons with appropriate qualifications appointed by the Board of Directors. The Board of Directors will appoint the number of the Executive Committee members as considered appropriate, and shall not be less than three members. One of the members will be appointed by the Board of Directors as the Chairman of the Executive Committee.

4. Composition and Nomination of the Nomination and Compensation Committee

The Nomination and Compensation Committee must be appointed by the Board of Directors. The Committee shall consist of at least three members, and the majority of the members must be independent directors and non-executive directors. The Board of Directors will appoint one member as the Chairman of the Nomination and Compensation Committee.

5. Composition and Nomination of the Risk Management Committee

The Risk Management Committee members must be directors and/or executives of the Company, and/or employees of the Company and/or persons with appropriate qualifications appointed by the Board of Directors. The Board of Directors will appoint the number of the Risk Management Committee members as considered appropriate, and will appoint one member as the Chairman of the Risk Management Committee.

6. Composition and Nomination of the President

The President is nominated by the Executive Committee by selecting from the members of the Executive Committee at that time or the person considered appropriate by the Executive Committee. The nominated person is proposed to the Nomination and Compensation Committee for consideration and further forwarding to the Board of Directors who will grant approval and appoint such person as the President of the Company.

7. Criteria and Procedures for Nominating the Directors

1. Qualifications of Directors

In recruiting the members for the Board of Directors and sub-committees, the Nomination and Compensation Committee shall consider the persons whose qualifications are beneficial and suitable to the business operations of the Company in all aspects and transparent as follows:

1.1 Consider the persons with qualifications as stipulated in relevant laws and regulations, i.e. Public Company Act, B.E. 2535 (1992), the Securities and Stock Exchange Act, B.E. 2535 (1992), the Articles of Association, and the Corporate Governance Code and the business ethics of the Company.

1.2 Consider the criteria for nomination of directors prescribed by the Stock Exchange of Thailand, and the Corporate Governance Code for listed companies in 2017 by the Office of the Securities and Exchange Commission.

1.3 Give priority to the persons with skills, experience, profession, specific competencies in the fields that the Board of Directors is lack of, and considered extremely necessary to the Company's nature of business without discrimination of genders, races or distinctions in order to complement the composition of the Board of Directors for the utmost benefits of the Company.

1.4 Consider the appropriateness of knowledge, experience, specific competencies that are useful to the Company; experience in the main business or service that the Company operates; knowledge and experience in one of the following fields, i.e. services, commerce, industry, construction, engineering, architecture, environmental science, law, accounting, finance, public relations or public administration.

1.5 Devotion of time: In case of the existing director to be re-elected for another term, consideration is made on his/her performance during the term of office, the number of companies that he/she will be a director which should suit the nature or conditions of business of the Company and should not exceed five listed companies. This is to ensure that his/her performance and suggestion of useful opinions will not be affected.

1.6 To appoint independent directors, consider the independence of the nominated person under the criteria set forth by the Securities and Exchange Commission, and the definition of the Company's independent directors, the characteristics of independence as set forth in the Corporate Governance Policy and business ethics published on the Company's website.

1.7 Consider the performance of the previous year (if any).

2. Nomination of Directors

To nominate directors and sub-committee members, the Nomination and Compensation Committee shall consider the following.

2.1 To nominate candidates to fill vacancies to the Board of Directors for consideration, the Board of Directors may consider renewal of the term of the existing directors, or allow nomination by the shareholders, or

use the recruitment company's service, or consider candidates from the List of Chartered Directors, or qualified candidates nominated by each director, etc.

2.2 Consider the list of nominated candidates and select the qualified candidates whose qualifications meet the stipulated qualifications.

2.3 Check if the nominated person's qualifications meet the legal requirements or regulations of the related organizations.

2.4 Approach the individuals whose qualifications meet the requirements to ensure that they are willing to accept the position of the directors of the Company, if appointed by the shareholders.

2.5 Nominate the list of candidates to the Board of Directors for consideration and attach the list to the notice of the Shareholder Meeting for appointment in the Shareholder Meeting or the Board of Directors Meeting, as the case may be.

3. Term of Office of the Directors

The term of office of the directors of the Company is set as follows:

3.1 The directors shall hold the office for the term as stated in the Company's Articles of Association. In the Annual General Meeting of Shareholders, one-third (1/3) of the number of directors at that time shall vacate the office. If the number of directors cannot be divided into three parts, the number closest to one-third (1/3) shall be applied.

3.2 The independent director shall have a consecutive term of office not exceeding nine years from the date of the first appointment as an independent director. In case it is necessary to appoint the independent director for another term, the Board of Directors shall reasonably consider the necessity thereof.

8. Criteria and Procedures for Nominating the President

1. Qualifications of the President

In recruiting the President of the Company, the Nomination and Compensation Committee shall consider the person whose qualifications are beneficial and suitable to the business operations of the Company in all aspects and transparent as follows:

1.1 Education degree and field of study

- Bachelor's degree/master's degree/doctor's degree in engineering, business administration or other related fields

1.2 Experience related to the position

- Have experience in engineering or related businesses for at least 20 years.

- Have experience in engineering management or related businesses for at least 10 years.

- Have experience in overseeing and managing client relationships for at least 10 years.

1.3 Knowledge, ability, and skills required to achieve the success of work

- Leadership
- Strategic thinking
- Resources management: work/personnel/finance
- Coaching skills
- Business development

1.4 Other skills

- Good human relations
- Integrity, caution, carefulness
- Quality of work
- Good understanding about the nature of teamwork

2. Nomination of the President

To nominate the President of the Company, the Nomination and Compensation Committee shall proceed as follows:

2.1 The President is nominated by the Executive Committee by selecting from the members of the Executive Committee at that time or other persons considered appropriate by the Executive Committee.

2.2 The Nomination and Compensation Committee has duties to consider and recruit the qualified persons for the position of President.

2.3 The Nomination and Compensation Committee nominate the persons for the position of Chairman of the Board for consideration and appointment.

4. Governance of Subsidiaries and Associated Companies

To oversee the business operations of the subsidiaries and associated companies, the Company shall assign its representatives to be directors in the subsidiaries and associated companies. The representatives of the Company may be the Chairman of the Board, Directors, President, Managing Directors, high-level executives or any person with appropriate qualifications and experience in such businesses and without a conflict of interest with the businesses of those subsidiaries and associated companies. In addition, the representatives of the Company who become directors in the subsidiaries must perform the management and administration for the businesses of the subsidiaries according to the rules and regulations as prescribed by the Company, including delegation of authority and related laws of the subsidiaries.

To maintain the benefits in the Company's investment and to ensure the Company's ability to control the management and operations of the subsidiaries as the integral departments of the Company, the Board of Directors Meeting No. 1/2018 (the first meeting after the conversion of the Company) on 29 March 2018 resolved to approve the policy on supervision of the subsidiaries and associated companies with the essential aspects as presented below.

1. Management Control Policy for Subsidiaries and Associated Companies

The Company has determined the guidelines for exercising voting rights by the representatives of the Company in the Shareholder Meetings of the subsidiaries and the associated companies on various matters, such as election of directors and determination of remuneration, appointment of auditors, profit allocation, other matters that are not specified in advance in the agenda, and other situations that require approval of the Board of Directors Meeting or the Shareholder Meeting of the Company (as the case may be). Also determined are monitoring of performance of the subsidiaries and the associated companies to conform to the work plan, disclosure of connected transactions of the subsidiaries, provision of the suitable and sufficient internal control system for the subsidiaries, disclosure and delivery of the information of the directors and executives in the subsidiaries, including related persons, and supervision of the use of inside information.

Moreover, the Company has determined the circumstances/subjects/agenda items that require approval of the Board of Directors Meeting or the Shareholder Meeting of the Company based on their importance.

2. Financial Control Policy for Subsidiaries and Associated Companies

The Company requires that its subsidiaries and associated companies shall submit their operating results and the quarterly financial statements, as well as supporting information of such financial statements, to the Company for preparation of the consolidated financial statements or the quarterly operating result report of the Company. Furthermore, the subsidiaries and the associated companies shall report their significant financial problems to the Company upon being detected or when receiving a request from the Company for review and report.

The Company requires that its subsidiaries and associated companies shall submit their operating results and the quarterly financial statements, as well as supporting information of such financial statements, to the Company for preparation of the consolidated financial statements or the quarterly operating result report of the Company. Furthermore, the subsidiaries and the associated companies shall report their significant financial problems to the Company upon being detected or when receiving a request from the Company for review and report.

5. Supervision of the Use of Inside Information

The Board of Directors recognizes the importance of supervision of using inside information which is a key to successful enhancement of the good corporate governance, and therefore has established the policy on the use of inside information to prevent misuse of information which has not been disclosed to the public for seeking benefits for oneself or others as follows:

1. Directors, executives, employees, and staffs of the company must comply with the following.

a) Keep confidentiality and/or inside information of the Company.

b) Must not disclose confidential information and/or inside information of the Company, or not use it to seek benefits for oneself or others whether directly or indirectly, and whether with or without compensation.

c) Must not trade, transfer or receive the Company's securities by using the confidential information and/or inside information of the Company, and/or not enter into any legal transaction by using the confidential information and/or inside information of the Company which may cause damage to the Company directly or indirectly.

The Company's directors, executives, employees and staffs in the departments with privilege of inside information shall avoid or refrain from trading

the Company's securities for one month before the disclosure of the financial statements to the public and 24 hours after disclosure of the financial statements or significant information to the public. Such requirement shall apply to spouses and children (not yet of legal age) of the Company's directors, executives, employees, and staffs as well. Violation of such regulation shall be treated as a severe offense.

2. The Company's directors and executives, including the auditors, must report the changes in their holding of the Company's securities, as well as the shareholding changes of their spouses and children (not yet of legal age) to the Office of Securities and Exchange Commission pursuant to Section 59 of the Securities and Stock Exchange Act, B.E. 2535 (1992), and acknowledge the penalties stipulated in the Securities and Exchange Act, B.E. 2535 (1992). The directors and executives must submit a copy of the said report to the Company on the same date that the report is submitted to the Office of Securities and Exchange Commission which is within three working days from the date of purchasing, selling, transferring or receiving securities.

3. The Company has announced such regulations to all directors, executives, employees, and staffs for acknowledgement and practice.

6. Auditor's Remuneration

The Company paid the audit fee and the review fee of the financial statements for the accounting year 2019 to EY Office Limited, the audit firm approved by the Office of Securities and Exchange Commission. Details of the auditor's remuneration are as follows:

1. Audit Fee

Unit: Baht	
Audit Fee	Year 2019
1. Annual audit fee	1,855,000
2. Review fee for quarterly financial statements	945,000
Total	2,800,000

Remarks: The Auditor's remuneration for the year 2019 was approved by the 2019 Annual General Meeting of Shareholders on 3 April 2019.

2. Other Fees (Non-Audit Fee)

-None-



INTERNAL CONTROL AND RISK MANAGEMENT

1. Summary of the Board of Directors' Opinion towards the Company's Internal Control System

The Board of Directors realizes the importance of the efficiency of the internal control system. To ensure that the management system and its operations are transparent in accordance with the Company's objectives and to minimize any risks that may occur, the Board of Directors assigned three independent directors to be members of the Audit Committee with the authority and duty to evaluate the sufficiency and appropriateness of the Internal Audit system of the Company, to review

and ensure the correctness of the financial reports, to operate in compliance with the Securities and Exchange Act as well as the regulations of Stock Exchange of Thailand and other relevant business laws. The Audit Committee was also responsible for appointing the Internal Auditor to inspect the Company, considering the audit fee, examining the connected transactions or transactions that could possibly lead to conflict of interest and then proposing to the Board of Directors for consideration.

In 2019, the Audit Committee conducted a total of four meetings together with the Company's Management, the auditor of EY Office Limited (attended every meeting), and the internal auditor of IVL Auditing Company Limited (attended two meetings). The Audit Committee also conducted a meeting with the auditor without the presence of the Management. The Audit Committee prepared the Report of the Audit Committee and submitted it to the Board of Directors for consideration and disclosure in the Company's Annual Report.

The Board of Directors also highly emphasized on the importance of the corporate risk management which covers all major risks both in the managerial and operational levels. The Board of Directors appointed the Risk Management Committee responsible for setting up the corporate risk management guidelines and structure. In addition, the Management also formulated an annual risk management handbook which comprises of risk identification, risk assessment, risk management, and risk monitoring, in order to control risk in an appropriate and acceptable level. The Management also communicated with the head of each department to enhance the importance of the risk management. The results of the risk management were reported to the Risk Management Committee every quarter for consideration with regard to the adequacy and appropriateness of the risk management measures. The Risk Management Committee then reported to the Board of Directors and revised the Risk Management Plan on a yearly basis. In addition, the Business Continuity Plan was also prepared to ensure that in any event of emergency, the Company will be able to continue its business operations as usual.

In the Board of Directors Meeting No.1/2020 held on 19 February 2020, with three independent directors attending in the meeting, the Board of Directors evaluated the adequacy and suitability of the Company's internal control as per the Management's documentation, the report from the Audit Committee as well as the Risk Management Report by the Risk Management Committee. It can be concluded that the Company's internal control system comprising of five areas namely

corporate internal control, risk assessment, operational control, information technology and communication system, and monitoring system is adequate and suitable to the business operation without significant material fault. The system can prevent the Company's assets from misuse or unauthorized use by the executives or staffs. In addition, the Board of Directors, the Audit Committee, and the auditor agreed that the financial statements were correct, reliable, and fairly prepared in accordance with the Thai Financial Reporting Standards.

2. The Company's Internal Auditor

Since 2016, the Company has hired IVL Auditing Company Limited as the independent internal auditor. IVL Auditing Company Limited appointed Ms. Valdee Sibunruang, Audit Partner, to be the main person responsible for the internal auditing of the Company in order to inspect and evaluate the Company's internal control system for the adequacy of the system at corporate and operational levels of each department in accordance with the COSO (The Committee of Sponsoring Organization of the Treadway Commission), prepare the audit report, and propose to the audit committee as well as provide recommendations to improve the internal control system in the case of any weakness found.

The Audit Committee had considered the qualifications of IVL Auditing Company Limited and Ms. Valdee Sibunruang and agreed that both IVL Auditing Company Limited and Ms. Valdee are qualified to be the auditor for the Company as evidenced by more than 20 years of professional experience of Ms. Valdee Sibunruang and their independence from the Company.



RISK FACTORS

The Company recognizes the importance of risk management that may adversely affect its business operation. Significant risks are classified as follows:

1. Human Resource Risk

The Company and its subsidiaries conduct integrated engineering and environmental consulting services using their full knowledge and expertise from various fields. The competitiveness of the Company and subsidiaries depend on recruiting qualified personnel in order to retain and sustain business growth. Human resource is one of the essential factors in the organization which the Company is aware of and prioritizes. The Company and its subsidiaries continuously review the organizational structures and has assigned the People Management Committee (PMC) to determine policies and measurements with regard to human resource management, set personnel performance targets, conduct annual workforce plans, yearly staff training plans, and successor selection procedures. In addition, with an aim to improve knowledge and skills among employees, the Company and subsidiaries also address the importance of internal knowledge management, the development of a database system to store and search for personnel information. Furthermore, the Company organizes training classes on a regular basis to improve their work skills, knowledge competency, and enhance specific skills such as design, construction supervision and management

of mega projects for young engineers, construction supervision and management of mega projects, strategic thinking courses, etc. The Company also has a network of partners from leading universities such as Chulalongkorn University, Asian Institute of Technology (AIT) and King Mongkut's Institute of Technology to collaborate on the experts for project implementation.

2. External Factors Risks during Project Implementation

Operating as a consultant in various engineering projects where the duration of each project varies depending on nature of project and scope of work assigned, many variables or unexpected events such as natural disasters, financial liquidity of project owners/ construction contractors or changes of construction plan/scope of work may directly or indirectly affect the project operations. With good awareness of the risks that may occur, the Company and its subsidiaries have determined procedures for undertaking the works. The responsible department will review and understand project description, nature, and scope of work, study the project details, conduct feasibility studies, analyze the reputation and financial status of a project owner/ employer as well as coordinate with the owner/employer throughout the duration of the projects in order to resolve problems, to be updated with any situation and complete the services on time. This helps the Company and its subsidiaries manage risks at project and portfolio risk management levels.

3. Risk from Changes of Government Policies

Given the fact that the Company group's revenue structure of 54% involves projects from the government sector, the government's infrastructure driving policy is therefore an important part of the company's operations. This includes the political stability, the changes in the government policies as well as delays in investment. The Company is aware of the said risk, therefore increased the proportion of income generation from both the private sector, locally and internationally in order to reduce such risks. The Company has also expanded the channel of revenue which would derive more stable revenue by expanding investment to related business sectors, such as investments in waste water treatment projects and in smart city system development etc.

4. Risk from the Increased Level of Competition in Thailand and Overseas

Currently, there are many forms of project development. More complex infrastructure development projects have emerged. Various types of projects are likely to increase within Thailand and internationally, especially in the neighboring countries which are under economic and social development. Due to the vast infrastructure developments, a number of engineering consulting companies have emerged resulting in intense competition.

However, the Company and its subsidiaries are considered to have competitive advantage as a result of diverse expertise and ability to provide services covering all types of works. Most company's clients are medium and large project developers that highly emphasize on the quality of work and engineering experience. Thus, the Company and its subsidiaries are regarded as one of the reputable engineering consulting group of companies which are trusted by the clients. This is because the Company and its subsidiaries have the highly qualified Management and engineers with more than 40 years of experience and more than 900 experts in the fields of engineering, architecture, environmental aspects and academics. In addition, the Company also collaborate with other qualified consulting firms in Thailand and internationally, enhancing the ability and chances to

acquire more projects and in the meantime, reduce competition.

5. Risk from Investments in Subsidiaries and Associated Companies

The Company has invested in several subsidiaries and associated companies. Risks that might be caused by investments in subsidiaries and associated companies would be limited to the investment in each respective organization. In each investment, the Company carefully conducts a feasibility study of each project or company and analyze each partners' business profile and creditability including their reliability and core values before proposing such matter to the Executive Committee and the Board of Directors for consideration.

6. Risk from Changes in Engineering Technologies

Currently, the Company is managing and developing the use of advanced technologies to the work procedures in the fields of engineering design, feasibility study of the project, construction management and supervision, and work inspection to enhance efficiency, leverage quality of work and to meet demands of different project owners. Understanding changes of engineering technologies, the Company and its subsidiaries have determined measures to prepare for the changes in the industry. Advance technologies such as drones have been used to perform topographic surveys with aerial photography in which uses less resources, but increases work efficiency. The Company also collaborate with domestic and international innovation companies in the development of "Smart Cities". Other than the use of drone, the Company frequently arranges training course on the advanced technologies for the company's staffs and also announces a policy that all engineers under 40 years of age must be trained and have the capability to use the Building Information Modeling (BIM), an intelligent 3D model-based process that gives architecture, engineering, and construction professionals the insight and tools to more efficiently plan, design, construct, and manage buildings and infrastructure.



CONNECTED TRANSACTIONS

The connected transactions between the Company and its subsidiaries with other related companies/persons which may have conflict of interests in 2019 can be summarized as follows:

Related Company	Relationship with the Group	Nature of the Connected Transactions	Transaction Value for the Year 2019 (Million Baht)	Necessity and Rationale
iGL Synergy Company Limited	An associated company of Geotechnical & Foundation Engineering Company Limited (GFE) and common director	Service income	1.44	The subsidiary subcontracts feasibility study services of iGL Synergy Company Limited and its customers under general commercial price and conditions.
Verasu Group Company Limited	Common director and shareholder	Service income	1.20	The subsidiary provides construction supervision services under general commercial price and conditions.
World Corporation Public Company Limited	Common director with a subsidiary	Service income	4.15	The Company provides landscape survey service for use in preliminary feasibility study of projects and the subsidiary provides building architecture and interior design services. These transactions are under general commercial prices and conditions.
Krungthep Geotechnique Company Limited	An associated company of Geotechnical & Foundation Engineering Company Limited (GFE) and common director	Cost of service	5.30	Krungthep Geotechnique Company Limited provides geological, prospecting and instrument services for projects under the service agreements with general commercial price and conditions.
Daoruek Communications Company Limited	Common shareholders	Other income	0.08	The Company provides printing and publication services under general commercial prices and conditions.
		Cost of service	5.77	Daoruek Communications Company Limited provides the services of advertisements, project seminars and media creation including dissemination of information to support the operation of the Company and its subsidiaries.
		Other expenses	1.09	These transactions are under general commercial prices and conditions.
Vista Cafe Company Limited	Common director and shareholder	Other expenses	0.02	The Company purchases coffee beans under general commercial price and conditions.

1. Opinion of the Audit Committee

The Audit Committee and the Management of the Company has reviewed and considered that the connected transactions carried out with the person(s) or juristic person(s) that may have a conflict of interest during the fiscal year 2019 were undertaken under general commercial price, at reasonable prices and conditions, therefore deemed appropriate.

2. Measures and Procedures for Approval of Connected Transactions

In case that the connected transactions between the Company and its subsidiaries and related persons are under normal business conducts and within general trading conditions or based on market prices in the ordinary course of business which can be verified and do not cause transfer of benefits, the executives of the Company may proceed under the principles approved by the Board of Directors and with a submittal of a summary report to the Audit Committee every quarter for their review.

In case that the connected transactions are not under normal business course, the Company will arrange a meeting with the Audit Committee regarding the necessity and reasonableness of the transaction for approval.

To approve the transaction, it must comply with the Securities and Exchange Act, regulations, notifications, orders or requirement of the Stock Exchange of Thailand and in this case the stakeholders in such transaction(s) will not be entitled to cast a vote on the matter.

3. Policy or Trend of Connected Transactions in the Future

In the future, if it is necessary to proceed the connected transactions with the person who has a conflict of interest with the Company, the Company will determine conditions to be in accordance with a normal business course and based on market prices which can be referred to the conditions or prices of the same transactions made with other external parties. The Audit Committee will provide comments, opinions on the prices, compensation rate, necessity and the reasonableness of the connected transactions.

For connected transactions that may occur in the future, the directors shall comply with the criteria set forth by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. The directors shall not approve any transaction(s) that he or the person who may have a conflict of interest in any other manner with the Company. These transactions must be disclosed to the Board of Directors for consideration while the Company shall comply with the Securities and Exchange Act and regulations, notifications, orders or requirement of the Stock Exchange of Thailand including the requirement related to the disclosure of connected transactions and the acquisition or disposal of the Company's assets. Furthermore, the Company will not proceed with any connected transactions with the related company which is not under normal business course.



REPORT ON THE BOARD OF DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL REPORT

The Board of Directors is responsible for the financial statements of TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries, and financial information presented in this Annual Report. The aforementioned financial statements are prepared in accordance with generally accepted accounting principles. The financial statements are prepared under appropriate accounting policies and applied consistently by using careful judgment and reasonable estimation. Significant information is adequately disclosed in the notes to financial statements.

The Board of Directors has provided and maintained good corporate governance and the effectiveness of risk management, internal control, internal audit, and supervision, to be assured that the financial records are accurate, complete and adequate to protect the Company's assets and to prevent any significant operational risk.

The Board of Directors has appointed the Audit Committee comprising independent directors who have

knowledge and expertise in finance and accounting. They are responsible for the revision of accounting policies and the quality of the Company's financial statements, internal control, and internal audit, as well as the disclosure of related party transactions. The Committee's comments on these issues are included in the Report of the Audit Committee in this Annual Report

The Company and its subsidiaries' separated and consolidated financial statements were audited by the certified public accountant of EY Office Limited. The auditor's opinion is included in the Report of Independent Auditor in this Annual Report.

The Board of Directors is of the opinion that the Company's overall internal control is at a satisfying level and provides reliability on the Company and its subsidiaries' financial statements for the year ended 31 December 2019 which is in compliance with the Financial Reporting Standards are relevant rules and regulations.

Mr. Sanit Rangnoi
Chairman of the Board

Mr. Chawalit Chantararat
President

MANAGEMENT DISCUSSION AND ANALYSIS

1. Overview and Important Changes

In 2019, the Company and its subsidiaries continuously monitored projects in the government, private and international sectors to add in the backlog. The Company signed contracts of new projects and expansion of the ongoing projects, and was awarded projects of which contracts are expected to be signed in early 2020, for example,

- Project Management of the Second Runway and Taxiway Construction Project at U-Tapao International Airport, 2019-2023

- Project Management Service for the Expansion Phase of the Government Complex Commemorating His Majesty the King's 80th Birthday Anniversary, 5th December, B.E. 2550 (2007), Zone C

- Project Management Office and Contract Administration Consultancy Services to Support the Eastern Economic Corridor Office in the Development of U-Tapao Airport and Eastern Airport City Project 2020

- Basic Design for Xekong 4A and 4B Hydroelectric Power Projects

- Project Management and Construction Supervision for New Tobacco Factory, Phase 2 (Contract 1)

- Construction Supervision for the Xe Pian-Xe Namnoy Hydroelectric Power Project, Lao PDR (Additional Scope)

- Property Survey for the Den Chai - Chiang Rai - Chiang Khong Double-track Railway Project - *expected to sign contract in early 2020*

- Construction and Supervision Consultant of the High-speed Rail Linking 3 Airports - *expected to sign contract in early 2020*

The Company and its subsidiaries had backlogs as of 31 December 2019 with the total value 3,830.39 Million Baht, increasing by 11.79% from the end of 2019 at 3,426.35 Million Baht. Overall, the largest proportion of the Company's backlog was still the government sector with the amount of 2,805.25 Million Baht, representing 73.23% of the total backlog. The amount of backlog to deliver to the private sector was second largest proportion with the amount of 698.87 Million Baht, followed by international projects with the amount of 266.87 Million Baht and related businesses with the amount of 59.41 Million Baht, representing 18.25%, 6.97%, and 1.55% respectively. Considering the backlog by types of services, it can be seen that the project management and construction supervision consultant continuously grown from the previous year and amounted to 2,836.76 Million Baht, representing 74.06% of the backlog. This was because the Company acquired large-scale infrastructure projects, in particular, The Construction and Supervision Consultant of the High-speed Rail Linking 3 Airports, in which the selection process completed at the end of 2019. The Company also continuously acquired the construction supervision consultant of the real estate projects from the private sector. Meanwhile the services in study, design, and preparation report amounted to 935.19 Million Baht, representing 24.41% of the total backlog, decreased slightly from the previous year. The backlog of the related businesses amounted to 58.44 Million Baht and accounted for 1.53% of the backlog, decreasing from the previous year because of the postponement of the government instrumentation projects. Considering by the specialization, the transportation and logistics sector accounted for the largest backlog proportion at 63.51%, followed by the building and infrastructure sector accounted for 21.52%, and other sectors with the proportion less than 15% of the total backlog.

Backlog	2019		2018		Increase (Decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Classified by Sectors	3,830.39	100.00	3,426.35	100.00	404.04	11.79
Government Sector	2,805.25	73.23	2,148.35	62.70	656.90	30.57
Private Sector	698.87	18.25	825.92	24.11	(127.05)	(15.38)
International Sector	266.86	6.97	341.26	9.96	(74.40)	(21.80)
Related Businesses	59.41	1.55	110.82	3.23	(51.41)	(46.39)
Classified by Types of Services	3,830.39	100.00	3,426.35	100.00	404.04	11.79
Project Management and Construction Supervision	2,836.76	74.06	2,309.26	67.40	527.50	22.84
Study, Design, and Report Preparation	935.19	24.41	1,009.57	29.46	(74.38)	(7.37)
Related Businesses	58.44	1.53	107.52	3.14	(49.08)	(45.65)
Classified by Specialization	3,830.39	100.00	3,426.35	100.00	404.04	11.79
Transportation and Logistics	2,432.85	63.51	1,917.89	55.98	514.96	26.85
Building and Infrastructure	824.38	21.52	806.25	23.53	18.13	2.25
Water Resources	242.17	6.32	285.62	8.34	(43.45)	(15.21)
Environment	112.12	2.93	159.43	4.65	(47.31)	(29.67)
Power & Energy	218.16	5.70	257.12	7.50	(38.96)	(15.15)
Others	0.71	0.02	0.04	0.00	0.67	16.75

Change of Investment Proportion in 2019

On 31 May 2019, Geotechnical & Foundation Engineering Company Limited (“GFE”), a subsidiary of TEAM Consulting Engineering and Management Public Company Limited joined with partners and established a company in Lao PDR, namely iGL Synergy Company Limited. GFE invested in 300,000 shares with the amount of 300 million Kip or 1.06 Million Baht , representing 30% of its share capital.

2. Analysis of Operating Results

Service Revenue

In 2019, the Company and its subsidiaries generated service revenue of 1,836.01 Million Baht comprising of revenue from the government sector amounted to 982.76 Million Baht, the private sector amounted to 536.26 Million Baht, the international sector amounted to 246.78 Million Baht, and related businesses amounted to 70.21 Million Baht, increased from 1,654.24 Million Baht in 2018 with the growth rate of 10.99%.

The largest proportion of the service revenue was the government sector which was 53.53% of the service revenue, followed by 29.21% from the private sector, 13.44% from the international sector, and 3.82% from related businesses, respectively. Considering types of services, the largest proportion of income was generated from transportation and logistics service amounted to 796.46 Million Baht or 43.38% of the service revenue, followed by building and infrastructure amounted to 523.94 Million Baht or 28.54%, water resources, environment, power and energy, and others amounted to 257.78 Million Baht, 131.38 Million Baht, 116.88 Million Baht, and 9.57 Million Baht or 14.04%, 7.15%, 6.37%, 0.52% of the service revenue, respectively.

The service revenue from the government sector increased from 855.85 Million Baht in 2018 to 982.76 Million Baht in 2019 or 14.82% growth rate. The largest part of the government service revenue was project management and construction supervision services in the areas of transportation and logistics and building and infrastructure. The Company continuously

recognized its revenue from large-scale projects which continuously recognized from the previous year such as the Construction Supervision of the Red Line Commuter Rail, Bang Sue - Rangsit Section and the Construction Supervision of the MRT Pink Line, Khae Rai - Min Buri Section. The Company also recognized the revenue of the additional scope from some projects throughout the year such as the Project Management and Supervision of the Installation and Testing of Production Machinery and Information Technology System for the New Tobacco Factory, Phase 2 (Contract 1), the Study on Urban and Transport Infrastructure Development, and the Supervision of Underground Cable Installation, Ratchada - Rama 9 Section in Zone A and Ratchada - Asoke Section in Zone B, as well as the revenue from new projects in 2019 such as the Project Management Service for the Expansion Phase of the Government Complex, Zone C, the Study on Master Planning for the Chao Phraya River Basin, and the Mae Moh Power Plant, Units 8-9 Replacement Project.

The service revenue from the private sector increased from 448.60 Million Baht in 2018 to 536.26 Million Baht in 2019 or 19.54% growth rate. This was due to the revenue from construction supervision of building and infrastructure projects, in particular, the condominium developed by large-scale property developers and the design services of transportation

and logistics project hired by a large private contractor to develop a mass transit system, which was the detailed design work of the MRT Orange Line Project.

The service revenue from the international sector for 2019 increased by 15.25 Million Baht or 6.59% compared to 2018. This was due to the revenue from several medium-scale projects acquired in 2019 in substitute of a large-scale project which was about to end. The new projects were mainly involve with the study, design and conduct of environmental report of the hydropower, industrial estate design, the study on groundwater resource development as well as supervision and monitoring of underground works of a hydropower project

The service revenue from related businesses declined from 118.27 Million Baht in 2018 to 70.21 Million Baht in 2019 or a decrease by 40.64%. This was due to the postponement of the bidding process of several hydropower instrumentation projects from 2019 to the first half of 2020.

Other Revenue

In 2019, the Company had other revenue in the amount of 10.11 Million Baht, representing 0.55% of the total revenue. This comprises of interest income of 3.01 Million Baht, sales of software of 1.97 Million Baht, and printing service and others of 5.19 Million Baht.

Service Revenue	2019		2018		Increase (Decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenue by Sectors	1,836.01	100.00	1,654.24	100.00	181.77	10.99
Government Sector	982.76	53.53	855.85	51.74	126.91	14.83
Private Sector	536.26	29.21	448.60	27.12	87.66	19.54
International Sector	246.78	13.44	231.52	14.00	15.26	6.59
Related Businesses	70.21	3.82	118.27	7.15	(48.06)	(40.64)
Revenue by Specialization	1,836.01	100.00	1,654.24	100.00	181.77	10.99
Transportation and Logistics	796.46	43.38	737.52	44.58	58.94	7.99
Building and Infrastructure	523.94	28.54	416.00	25.15	107.94	25.95
Water Resources	257.78	14.04	328.56	19.86	(70.78)	(21.54)
Environment	131.38	7.15	82.80	5.01	48.58	58.67
Power & Energy	116.88	6.37	88.63	5.36	28.25	31.87
Others	9.57	0.52	0.73	0.04	8.84	12.11

Cost of Services and Administrative Expenses

Overall in 2019, the Company and its subsidiaries had higher cost of services and administrative expenses compared to the previous year. This was resulted from the impact of the labour law amendment, in particular, the announcement of the Labor Protection Act (No. 7), B.E. 2562 (2019). This Act has an effect on the additional compensation benefits for employees who have worked for an uninterrupted period of 20 years or more, from the original 300 days compensation to a 400 days compensation. This change resulted in the significant increase in the cost of services and administrative expenses in the amount of 48.28 Million Baht because employee-related costs are the main proportion of the cost of the Company and its subsidiaries (this is a non-cash and one-time effect). The effect of the change comprised of cost of services in the amount of 37.77 Million Baht and administrative expenses of 10.52 Million Baht.

The cost of services of the Company and its subsidiaries in 2019 was 1,291.80 Million Baht, representing 70.36% of the service revenue compared to that of 2018 which was 1,107.11 Million Baht or 66.92% of the service revenue. The cost of service increased by 16.68%, mainly due to the recognition of provision for employee benefits mentioned earlier. In the case of excluding the impact of the mentioned labor law amendment, the cost of services of the Company and

its subsidiaries will be equal to 1,254.03 Million Baht, representing 68.30% of the service revenue, an increase of 146.92 Million Baht from 2018 or 13.27% growth rate. This increase was resulted from the increase in the number of employee and the subcontract expenses in respond to the higher number of projects. The cost structure of the Company and its subsidiaries in summary comprised of employee-related expenses, subcontract expenses, other direct expenses such as field work expenses , report printing, equipment expenses, etc. in the amount of 1,011.14 Million Baht, 158.96 Million Baht and 121.70 Million Baht, accounted for 78.27%, 12.31% and 9.42% respectively.

Administrative expenses of the Company and its subsidiaries in 2019 were 408.85 Million Baht or 22.15% of total revenue, compared to 418.03 Million Baht in 2018, a decrease by 9.18 Million Baht or 2.2%. Although the Company and its subsidiaries were affected by the change in the labor law resulting in the increase in employee-related expenses as mentioned above, the Company and its subsidiaries could better manage the administrative expenses, especially the more efficient staffs workload in the project. Important components of administrative expenses were employee-related expenses, depreciation and amortization, office expenses, rental and service expenses, and other administrative expenses, etc.

Cost of Service Structure	2019		2018		Increase (Decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Cost of Services	1,291.80	100.00	1,107.11	100.00	184.69	16.68
Employee-related Expenses	1,011.14	78.27	859.38	77.62	151.76	17.66
Subcontract Expenses	158.96	12.31	129.33	11.68	29.63	22.91
Other Direct Expenses	121.70	9.42	118.40	10.70	3.30	2.79
In the case of excluding the impact of the mentioned labor law amendment						
Cost of Services	1,254.03	100.00	1,107.11	100.00	146.92	13.27
Employee-related Expenses	973.37	77.62	859.38	77.62	113.99	13.26
Subcontract Expenses	158.96	12.68	129.33	11.68	29.63	22.91
Other Direct Expenses	121.70	9.70	118.40	10.70	3.30	2.79

Administrative Expense Structure	2019		2018		Increase (Decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Administrative Expenses	408.85	100.00	418.03	100.00	(9.18)	(2.20)
Employee-related Expenses	289.75	70.87	275.87	65.99	13.88	5.03
Depreciation and Amortization	38.44	9.40	39.64	9.48	(1.20)	(3.03)
Office Expenses	29.84	7.30	38.44	9.20	(8.60)	(22.37)
Rental and Service Expenses	31.14	7.61	27.06	6.47	4.08	15.08
Other Administrative Expenses*	19.68	4.82	37.02	8.86	(17.34)	(46.84)
In the case of excluding the impact of the mentioned labor law amendment						
Administrative Expenses	398.34	100.00	418.03	100.00	(19.69)	(4.71)
Employee-related Expenses	279.24	70.10	275.87	65.99	3.37	1.22
Depreciation and Amortization	38.44	9.65	39.64	9.48	(1.20)	(3.03)
Office Expenses	29.84	7.49	38.44	9.20	(8.60)	(22.37)
Rental and Service Expenses	31.14	7.82	27.06	6.47	4.08	15.08
Other Administrative Expenses*	19.68	4.94	37.02	8.86	(17.34)	(46.84)

Remarks: *Other administrative expenses such as various fees, entertainment expenses, professional insurance premiums, etc.

Gross Profit and Net Profit

Gross profit of the Company and its subsidiaries in 2019 was 544.21 Million Baht or 29.64% of the service revenue, declining by 2.92 Million Baht or 0.53% from 2018. In case of excluding the impact of the labor law amendment, gross profit of 2019 will be 581.99 Million Baht, representing 31.70% of the service revenue, slightly lower than that of 2018 due to the increase in service costs as mentioned earlier.

For the net profit of 2019, the Company and its subsidiaries could generate net profit margin at the rate of 6.25% of the total revenue, slightly lower than that of 2018 which was 6.81% of the total revenue or at a decline rate of 1.66% despite the 48.28 Million Baht affected by the amendment of the labor law. Net profit of the Company and its subsidiaries was 115.47 Million Baht, slightly higher by 1.91 Million Baht from the net profit of 113.56 Million Baht in 2018. However, in the case of excluding the effect of the provision for employee benefits as mentioned above, the Company and its subsidiaries could generate a net profit of 154.07 Million Baht, accounted for 8.35% of the total revenue.

Item	2019		2018		Increase (Decrease)	
	Million Baht	%**	Million Baht	%**	Million Baht	%
Gross Profit	544.21	29.64	547.13	33.07	(2.92)	(0.53)
Net Profit	115.45	6.25	113.56	6.81	1.89	1.66
In the case of excluding the impact of the mentioned labour law amendment						
Gross Profit	581.99	31.70	547.13	33.07	34.86	6.37
Net Profit	154.07	8.35	113.56	6.81	40.51	35.67

Remarks: **% Gross profit is a percentage of service revenue, and % Net profit is a percentage of total revenue.

3. Financial Position

Statement of the Financial Position	2019		2018		Increase (Decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Total Assets	1,886.24	100.00	1,827.97	100.00	58.27	3.19
Cash or Cash Equivalents	350.88	18.60	246.03	13.46	104.85	42.62
Trade and Other Receivables	472.71	25.06	473.20	25.89	(0.49)	(0.10)
Unbilled Receivables	473.26	25.09	555.35	30.38	(82.09)	(14.78)
Other Current Assets	49.94	2.65	54.19	2.96	(4.25)	(7.84)
Total Current Assets	1,346.79	71.40	1,328.77	72.69	18.02	1.36
Property, Plant and Equipment	182.55	9.68	195.08	10.67	(12.53)	(6.42)
Retention Receivables	134.59	7.13	113.92	6.23	20.67	18.14
Other Non-current Assets	222.31	11.79	190.20	10.40	32.11	16.88
Total Non-current Assets	539.45	28.60	499.20	27.30	40.25	8.06

Statement of the Financial Position	2019		2018		Increase (Decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Liabilities and Shareholder's Equity	1,886.24	100.00	1,827.97	100.00	58.27	3.19
Trade and Other Payables	212.36	11.26	212.80	11.64	(0.44)	(0.21)
Service Income Received in Advance and Advances Received from Employers	361.33	19.16	403.25	22.06	(41.92)	(10.40)
Other Current Liabilities	89.48	4.74	76.94	4.21	12.54	16.30
Total Current Liabilities	663.17	35.16	692.99	37.91	(29.82)	(4.30)
Provision for Long-term Employee Benefits	284.79	15.10	187.77	10.27	97.02	51.67
Other Non-current Liabilities	10.40	0.55	19.96	1.09	(9.56)	(47.85)
Total Non-current Liabilities	295.19	15.65	207.73	11.36	87.46	42.11
Total Liabilities	958.36	50.81	900.72	49.27	57.64	6.40
Total Shareholders' Equity	927.88	49.19	927.25	50.73	0.63	0.07

Assets

At the end of December 2019, the Company and its subsidiaries had total assets at the amount of 1,876.24 Million Baht, comprising of current assets of 1,346.79 Million Baht and non-current assets of 539.45 Million Baht, compared to the total assets of 1,827.97 Million Baht in 2018, which comprises of current assets of 1,328.77 Million Baht and non-current assets in the amount of 499.20 Million Baht, representing an increase of 3.19%. Main components of the total assets are as follows:

Cash and Cash Equivalents increased from 246.03 Million Baht at the end of 2018 to 350.88 Million Baht at the end of 2019 or increased by 42.62%, mainly due to an increase in cash from operating activities. This was because the Company and its subsidiaries can expedite collection of past due accounts receivable and solve the problem of delay of the invoice issuance with government agencies more efficiently.

Trade and Other Receivables slightly declined from 473.20 Million Baht at the end of 2018 to 472.71 Million Baht at the end of the year 2019. Most of them were trade receivables with the proportion of 99.40% and 99.66% respectively and more than 70% of the trade receivables aging were less than three months.

Unbilled Receivables declined by 82.09 Million Baht from 555.35 Million Baht at the end of 2018 to 473.26 Million Baht at the end of the year 2019 or at a decline rate of 14.78%. This was because the

Company and its subsidiaries put intensive effort to solve the problem of the delayed invoice issuance and accomplished at a satisfactory level. The said delay was resulted from to the condition of invoice issuance of the government projects that were based on the progress of the contractors and were inconsistent with the completion of the consultant works. Moreover, the delays incurred from the Company's transformation from a limited company to a public company were solved through the successful amendment of the contracts with the government and state enterprises clients.

Liabilities

As of 31 December 2019, the Company and its subsidiaries had total liabilities of 958.36 Million Baht, an increase by 6.40% or 57.64 Million Baht, compared to the previous year at 900.72 Million Baht. The liabilities comprised of current liabilities in the amount of 663.17 Million Baht and non-current liabilities in the amount of 295.19 Million Baht. Major components of the liabilities of the company and its subsidiaries are as follows:

Trade and Other Payables was 212.36 Million Baht, close to the amount at the end of 2018 which was 212.80 Million Baht. Most of accounts payables were services providers in the projects of the Company and its subsidiaries such as survey work service providers, tools and equipment, field work expenses etc. The Company and its subsidiaries have a payment period of 48 days.

Service Income Received in Advance and Advances Received from Employers were in the amount of 361.33 Million Baht, decreased from 403.25 Million Baht in the previous year, or a decline by 10.40%. The advances received from employers occurred from the payment that the Company and its subsidiaries received in advance as project service fees at the beginning of the contract. The Company still had an obligation to repay in proportion to the work completed. This is also similar to the service income received in advance which is the difference between the revenue recognition based on the percentage of completion method and invoice issued as per the contract.

Provision for Long-term Employee benefits increased 97.02 Million Baht or at a growth rate of 51.67% from 187.77 Million Baht in 2018 to 284.79 Million Baht in 2019. This was resulted from the amendment of the Labour Protection Act which was effective in May 2019.

Shareholders' Equity

As of 31 December 2019, the shareholders' equity of the Company and its subsidiaries was not different from the balance as of 31 December 2018,

which amounted to 927.88 Million Baht and 927.25 Million Baht respectively. Additional legal reserves were set in accordance with the law and dividends were paid from the net profit of the Company in 2019.

Cash Flow, Liquidity and Significant Financial Ratio

Net cash flow from operating activities of the Company and its subsidiaries increased from negative 64.89 Million Baht in 2018 to positive 234.53 Million Baht at the year ended 31 December 2018. This resulted in the increase of current ratio from 1.92 times at the end of 2018 to 2.03 times in 2019 and the quick ratio increased from 1.04 times at the end 2018 to 1.24 times at the end of 2019 which is considered to be quite high.

The Debt to Equity Ratio (D/E Ratio) of the Company and its subsidiaries increased slightly at 1.03 times as of 31 December 2019 compared to 0.97 times at the end of year 2018. This was due to the significant increase of the provision for long-term employee benefits. However, the Interest Coverage Ratio (EBIT/Interest Paid) of the Company and its subsidiaries was as high as 74.30 times compared to 32.32 times in the end of 2018, with 41.98 times increase.

Cash Flow and Significant Financial Ratios	2019	2018	Increase (Decrease)
Net Cash (Million Baht)			
Cash and Cash Equivalents at the Beginning of the Year	246.03	99.66	146.37
Cash Flow from Operating Activities***	234.53	(64.89)	299.42
Cash Flow from Investing Activities	(31.34)	(22.13)	(9.21)
Cash Flow from Financing Activities	(98.34)	233.39	(331.73)
Cash and Cash Equivalents at the End of the Year	350.88	246.03	104.85
Liquidity (Time)			
Current Ratio	2.03	1.92	0.11
Quick Ratio	1.24	1.04	0.20
Leverage Ratio (Time)			
Debt to Equity Ratio (D/E Ratio)	1.03	0.97	0.06
Gearing Ratio	0.03	0.04	(0.01)
Interest Coverage Ratio (EBIT/Interest Paid)	74.30	32.32	41.98

Remarks: ***Cash flows from operating activities included the effects from exchange rate in cash and cash equivalents.

TEAM Consulting Engineering and
Management Public Company Limited and its subsidiaries

Report and consolidated financial statements

31 December 2019

Independent Auditor's Report

To the Shareholders of TEAM Consulting Engineering and Management Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2019, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of TEAM Consulting Engineering and Management Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries and of TEAM Consulting Engineering and Management Public Company Limited as at 31 December 2019, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

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

Key audit matter and how audit procedures respond for the matter are described below.

Recognition of revenue from service income

The Group disclosed its policies on recognition of revenue from service income, estimation of project costs and provision for losses on projects in Note 4 and Note 5 to the financial statements. I identified the recognition of revenue from service income and the estimates of possible losses from service contracts to be areas of significant risk in audit. This is because the amount of revenue from service income that the Group recognizes in each period forms a significant portion of the Group's total revenue. In addition, the process of measurement, the determination of appropriate timing of recognition and the estimates of possible losses are areas requiring management to exercise significant judgement to assess the percentage of completion of project, the probability of loss, and the measurement of possible losses. There are therefore risks with respect to the amount and timing of the recognition of revenue from service income and the estimates of possible losses from service contracts.

I examined the recognition of revenue from service income and the provision for losses on projects by assessing and testing the effectiveness of the internal controls put in place by the Group over the procurement process, the estimation of project costs and revisions thereto, the recognition of revenue and the estimation of percentage of work completion and possible losses from projects 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 also read the service contracts to consider the conditions relating to revenue recognition, made enquiry of responsible executives, gained an understanding of the Group process to assess the percentage of completion and cost estimates for projects, checked estimates of project costs to the project budgets. I checked actual costs against supporting documents, tested the calculation of the percentage of completion based on actual projects costs incurred, performed analytical procedures on gross margins of projects and compared the percentage of completion as evaluated by the project engineer to the percentage of completion based on actual projects costs incurred. In addition, I evaluated the possible losses on projects assessed by the management through an analysis of the ratio of actual cost incurred against cost estimates for projects for each significant cost component.

Other Information

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

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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

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



Chatchai Kasemsrithanawat

Certified Public Accountant (Thailand) No. 5813

EY Office Limited

Bangkok: 19 February 2020

Statement of financial position

As at 31 December 2019

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
Assets					
Current assets					
Cash and cash equivalents	7	350,878,453	246,026,076	176,371,580	109,991,073
Current investments		1,151,409	943,189	915,638	709,509
Trade and other receivables	8	472,714,497	473,203,307	390,909,544	361,823,412
Unbilled receivables	9	473,257,513	555,345,258	299,931,352	403,264,595
Short-term loans to related parties	6	-	-	34,700,000	47,900,000
Other current assets	10	48,786,213	53,252,667	26,257,605	28,060,926
Total current assets		1,346,788,085	1,328,770,497	929,085,719	951,749,515
Non-current assets					
Restricted bank deposits	11	63,230,000	60,230,000	49,160,000	46,160,000
Long-term loan to related party	6	-	-	2,070,000	-
Investments in subsidiaries	12	-	-	115,644,840	113,704,940
Investment in associated companies	13	4,134,835	3,276,006	-	-
Investment properties	14	1,258,637	1,260,023	9,766,353	5,672,081
Property, plant and equipment	15	182,554,979	195,078,818	154,422,417	170,760,420
Intangible assets - computer software	16	61,338,525	66,783,393	52,045,634	57,020,848
Deferred tax assets	25	60,192,057	40,126,884	43,949,779	28,069,436
Retention receivables	9	134,587,084	113,923,370	85,466,049	67,716,377
Other non-current assets		32,159,174	18,519,568	25,083,720	12,933,551
Total non-current assets		539,455,291	499,198,062	537,608,792	502,037,653
Total assets		1,886,243,376	1,827,968,559	1,466,694,511	1,453,787,168

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

Statement of financial position (continued)

As at 31 December 2019

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts	17	6,744,939	4,623,582	-	-
Trade and other payables	18	212,363,200	212,803,296	187,064,197	164,502,711
Current portion of liabilities under hire purchase and finance lease agreements	20	9,974,668	14,755,403	7,050,629	11,564,887
Service income received in advance and advances received from customers	9	361,330,376	403,245,864	197,485,102	252,033,936
Income tax payable		4,411,676	6,382,572	-	-
Other current liabilities	19	68,342,452	51,174,815	46,301,231	31,766,632
Total current liabilities		663,167,311	692,985,532	437,901,159	459,868,166
Non-current liabilities					
Liabilities under hire purchase and finance lease agreements - net of current portion	20	10,405,180	19,958,495	6,639,317	13,769,234
Provision for long-term employee benefits	21	284,786,695	187,773,639	204,987,996	139,084,242
Total non-current liabilities		295,191,875	207,732,134	211,627,313	152,853,476
Total liabilities		958,359,186	900,717,666	649,528,472	612,721,642

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

Statement of financial position (continued)

As at 31 December 2019

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2019	2018	2019	2018
Shareholders' equity					
Share capital					
Registered					
680,000,000 ordinary shares of Baht 0.5 each	22	340,000,000	340,000,000	340,000,000	340,000,000
Issued and fully paid					
680,000,000 ordinary shares of Baht 0.5 each		340,000,000	340,000,000	340,000,000	340,000,000
Share premium	22	424,317,995	424,317,995	424,317,995	424,317,995
Capital reserve for share-based payment transactions		-	14,927,869	-	5,067,714
Deficit from the change in the ownership					
interests in subsidiaries		(22,215,349)	(22,215,349)	-	-
Deficit from the reorganisation of business of group					
under common control		(22,547,939)	(22,547,939)	-	-
Retained earnings					
Appropriated - statutory reserve	23	10,000,000	5,800,000	10,000,000	5,800,000
Unappropriated		192,914,350	181,004,702	42,848,044	65,879,817
Other components of shareholders' equity					
Exchange differences on translation of					
financial statements in foreign currencies		(46,244)	-	-	-
Equity attributable to owners of the Company		922,422,813	921,287,278	817,166,039	841,065,526
Non-controlling interests of the subsidiaries		5,461,377	5,963,615	-	-
Total shareholders' equity		927,884,190	927,250,893	817,166,039	841,065,526
Total liabilities and shareholders' equity		1,886,243,376	1,827,968,559	1,466,694,511	1,453,787,168
		-	-	-	-

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



(Mr. Chawalit Chantararat)

Director



(Mr. Prasert Patramai)

Director

Statement of comprehensive income

For the year ended 31 December 2019

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
Profit or loss:					
Revenues					
Service income		1,836,016,570	1,654,244,231	1,183,613,446	1,060,320,328
Other income					
Interest income		3,012,114	1,550,708	4,681,510	2,425,674
Dividend income	12	-	-	38,498,835	57,998,390
Others		7,100,440	10,716,818	54,306,572	44,356,502
Total revenues		1,846,129,124	1,666,511,757	1,281,100,363	1,165,100,894
Expenses					
Cost of service		1,291,804,548	1,107,114,802	862,533,406	717,408,837
Administrative expenses		408,849,453	418,032,849	325,519,427	343,759,928
Total expenses		1,700,654,001	1,525,147,651	1,188,052,833	1,061,168,765
Profit before share of profit from investment					
in associated companies, finance cost and income tax expenses		145,475,123	141,364,106	93,047,530	103,932,129
Share of profit from investment in associated companies	13	140,953	1,161,353	-	-
Profit before finance cost and income tax expenses		145,616,076	142,525,459	93,047,530	103,932,129
Finance cost		(1,956,464)	(4,409,361)	(1,003,387)	(4,434,515)
Profit before income tax expenses		143,659,612	138,116,098	92,044,143	99,497,614
Income tax expenses	25	(28,209,036)	(24,557,669)	(9,454,669)	(8,365,855)
Profit for the year		115,450,576	113,558,429	82,589,474	91,131,759
Other comprehensive income:					
<i>Other comprehensive income to be reclassified</i>					
<i>to profit or loss in subsequent periods:</i>					
Exchange differences on translation of					
financial statements in foreign currencies	13	(46,244)	-	-	-
<i>Other comprehensive income not to be reclassified</i>					
<i>to profit or loss in subsequent periods</i>					
Actuarial gain (loss) - net of income tax		(29,507,370)	10,859,402	(21,488,961)	10,631,448
Other comprehensive income for the year		(29,553,614)	10,859,402	(21,488,961)	10,631,448
Total comprehensive income for the year		85,896,962	124,417,831	61,100,513	101,763,207

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

Statement of comprehensive income (continued)

For the year ended 31 December 2019

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
Profit attributable to:					
Equity holders of the Company		115,689,149	113,533,831	82,589,474	91,131,759
Non-controlling interests of the subsidiaries		(238,573)	24,598		
		115,450,576	113,558,429		
Total comprehensive income attributable to:					
Equity holders of the Company		86,135,535	124,393,233	61,100,513	101,763,207
Non-controlling interests of the subsidiaries		(238,573)	24,598		
		85,896,962	124,417,831		
Basic earnings per share	26				
Basic earnings per share					
Profit attributable to equity holders of the Company		0.17	0.19	0.12	0.16
Weighted average number of ordinary shares (shares)		680,000,000	586,794,521	680,000,000	586,794,521

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

Statement of changes in shareholders' equity

For the year ended 31 December 2019

(Unit: Baht)

Consolidated financial statements										
Equity attributable to owners of the Company										
			Capital reserve for	Deficit from	Deficit from the	Retained earnings		Total equity	Equity attributable	
	Issued and		share-based	the change in	reorganisation of	business of	Appropriated -	attributable	to non-controlling	
	fully paid		payment	the ownership	interests	group under	statutory reserve	to owners	interests of	
Note	share capital	Share premium	transactions	in subsidiaries	common control	Unappropriated	of the Company	shareholders'		
								equity		
Balance as at 1 January 2018	250,000,000	94,735,200	14,927,869	(22,215,349)	(22,547,939)	1,200,000	149,711,469	465,811,250	6,203,127	472,014,377
Profit for the year	-	-	-	-	-	-	113,533,831	113,533,831	24,598	113,558,429
Other comprehensive income for the year	-	-	-	-	-	-	10,859,402	10,859,402	-	10,859,402
Total comprehensive income for the year	-	-	-	-	-	-	124,393,233	124,393,233	24,598	124,417,831
Increase in share capital	90,000,000	329,582,795	-	-	-	-	-	419,582,795	-	419,582,795
Transfer unappropriated retained earnings to										
statutory reserve	-	-	-	-	-	4,600,000	(4,600,000)	-	-	-
Dividend paid	-	-	-	-	-	-	(88,500,000)	(88,500,000)	-	(88,500,000)
Dividend paid to non-controlling interests										
of the subsidiaries	-	-	-	-	-	-	-	-	(264,110)	(264,110)
Balance as at 31 December 2018	340,000,000	424,317,995	14,927,869	(22,215,349)	(22,547,939)	5,800,000	181,004,702	921,287,278	5,963,615	927,250,893

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

Statement of changes in shareholders' equity (continued)

(Unit: Baht)

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

Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2019

(Unit: Baht)

Separate financial statements						
	Note	Capital reserve for			Retained earnings	
		Issued and fully paid	Share premium	share-based payment transactions	Appropriated - statutory reserve	Total shareholders' equity
		share capital				
Balance as at 1 January 2018		250,000,000	94,735,200	5,067,714	1,200,000	408,219,524
Profit for the year		-	-	-	-	91,131,759
Other comprehensive income for the year		-	-	-	-	10,631,448
Total comprehensive income for the year		-	-	-	-	101,763,207
Increase in share capital	22	90,000,000	329,582,795	-	-	419,582,795
Transfer unappropriated retained earnings to statutory reserve	23	-	-	-	4,600,000	-
Dividend paid	29	-	-	-	(88,500,000)	(88,500,000)
Balance as at 31 December 2018		340,000,000	424,317,995	5,067,714	5,800,000	841,065,526
Balance as at 1 January 2019		340,000,000	424,317,995	5,067,714	5,800,000	841,065,526
Profit for the year		-	-	-	-	82,589,474
Other comprehensive income for the year		-	-	-	-	(21,488,961)
Total comprehensive income for the year		-	-	-	-	61,100,513
Share premium from share-based payment to unappropriated retained earnings		-	-	(5,067,714)	-	5,067,714
Transfer unappropriated retained earnings to statutory reserve	23	-	-	-	4,200,000	-
Dividend paid	29	-	-	-	(85,000,000)	(85,000,000)
Balance as at 31 December 2019		340,000,000	424,317,995	-	10,000,000	817,166,039

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

Cash flow statement

For the year ended 31 December 2019

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Cash flows from operating activities				
Profit before income tax	143,659,612	138,116,098	92,044,143	99,497,614
Adjustments to reconcile profit before income tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	38,438,461	39,640,726	30,951,145	31,948,331
Allowance for doubtful accounts (reversal)	(6,660,899)	2,842,774	(6,667,201)	4,145,051
Share of profit from investments in associated companies	(140,953)	(1,161,353)	-	-
Allowance for impairment of investment in subsidiary	-	-	3,060,100	-
Gain on sales of other long-term investments	-	(23,692)	-	(23,692)
(Gain) loss on disposal/written-off of equipment	478,790	(63,517)	135,553	(108,430)
Unrealised exchange (gains) losses	313,837	(120,416)	341,071	(249,066)
Allowance for project losses (reversal)	30,023	(183,088)	2,394,218	366,763
Provision for long-term employee benefits	93,055,231	30,865,053	68,033,434	22,054,291
Dividend income	-	-	(38,498,835)	(57,998,390)
Written-off withholding tax deducted at source	946,758	197,279	946,758	197,279
Interest income	(3,012,114)	(1,550,708)	(4,681,510)	(2,425,674)
Interest expenses	1,956,464	4,409,361	1,003,387	4,434,515
Profit from operating activities before changes in operating assets and liabilities	269,065,210	212,968,517	149,062,263	101,838,592
Operating assets (increase) decrease				
Trade and other receivables	6,309,824	(146,084,978)	(22,585,833)	(123,080,789)
Unbilled receivables	82,087,745	(209,628,893)	103,333,243	(163,447,505)
Other current assets	(1,309,067)	1,442,387	(4,312,886)	(1,076,150)
Retention receivables	(20,497,864)	(12,675,317)	(17,583,822)	(11,828,089)
Other non-current assets	(1,085,724)	(1,186,735)	(2,260,647)	(213,089)
Operating liabilities increase (decrease)				
Trade and other payables	6,545,583	(25,294,406)	25,910,406	(29,087,723)
Services income received in advance and advances received from customers	(41,434,304)	156,813,761	(54,548,834)	99,092,650
Other current liabilities	4,307,711	9,672,260	3,302,403	8,179,038
Cash paid for provision for long-term employee benefits	(19,824,804)	(9,316,120)	(17,887,137)	(7,872,420)
Cash flows from (used in) operating activities	284,164,310	(23,289,524)	162,429,156	(127,495,485)
Cash received from interest income	3,060,453	1,496,769	4,678,125	2,414,928
Cash paid for interest expenses	(1,956,464)	(4,409,361)	(1,003,387)	(4,434,515)
Cash received from income tax	2,518	-	-	-
Cash paid for income tax	(50,719,691)	(38,685,838)	(24,682,844)	(17,358,081)
Net cash flows from (used in) operating activities	234,551,126	(64,887,954)	141,421,050	(146,873,153)

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

Cash flow statement (continued)

For the year ended 31 December 2019

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Cash flows from investing activities				
Increase in current investments	(208,220)	(167,474)	(206,129)	(165,399)
Increase in restricted bank deposits	(3,000,000)	(6,792,454)	(3,000,000)	(4,500,000)
(Increase) decrease in short-term loans to related parties	-	-	13,200,000	(38,900,000)
Increase in long-term loan to related party	-	-	(2,070,000)	-
Cash paid for additional of investment in subsidiary	-	-	(5,000,000)	-
Dividend income from subsidiaries	-	-	38,498,835	57,998,390
Cash paid for additional of investment in associated company	(1,064,100)	-	-	-
Dividend received from investment in associated company	299,980	899,940	-	-
Cash received from sales of other long-term investments	-	142,152	-	142,152
Cash paid for acquisitions of building improvement and equipment	(20,489,645)	(11,779,648)	(14,206,640)	(8,517,923)
Cash paid for acquisitions of intangible assets-computer software	(7,400,720)	(5,178,808)	(5,683,607)	(1,822,260)
Cash received from disposal of equipment	523,941	749,199	153,919	689,399
Net cash flows from (used in) investing activities	(31,338,764)	(22,127,093)	21,686,378	4,924,359
Cash flows from financing activities				
Increase (decrease) in bank overdrafts	2,121,357	(75,840,350)	-	(61,903,788)
Decrease in short-term loans from related parties	-	-	-	(25,000,000)
Cash paid under hire purchase and finance lease agreements	(14,953,146)	(17,846,229)	(11,644,175)	(13,472,910)
Dividend paid	(84,995,338)	(88,498,282)	(84,995,338)	(88,498,282)
Dividend paid to non-controlling interests of the subsidiaries	(509,984)	(1,609)	-	-
Cash paid for direct cost related to the share offering	-	(20,021,506)	-	(20,021,506)
Cash received from issuance ordinary shares	-	435,600,000	-	435,600,000
Net cash flows from (used in) financing activities	(98,337,111)	233,392,024	(96,639,513)	226,703,514
Effect of exchange rate on cash and cash equivalents	(22,874)	(7,199)	(87,408)	(11,086)
Net increase in cash and cash equivalents	104,852,377	146,369,778	66,380,507	84,743,634
Cash and cash equivalents at the beginning of year	246,026,076	99,656,298	109,991,073	25,247,439
Cash and cash equivalents at the end of year	350,878,453	246,026,076	176,371,580	109,991,073
	-		-	

Supplemental cash flow information:

Non-cash transactions

Accounts payable from purchase of building improvements,

equipment and intangible assets

2,476,790

9,823,658

2,084,950

8,262,031

Purchases of equipment under finance lease agreements

619,096

1,031,608

-

-

Transfer of land and buildings to investment properties

14,906

-

4,290,352

-

Dividend payables

137,630

379,287

6,380

1,718

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

Notes to consolidated financial statements

For the year ended 31 December 2019

1. General information

TEAM Consulting Engineering and Management Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. Five major shareholders are as follows: Dr. Prasert Patramai, Mr. Peerawat Premchun, Dr. Thanasarn Khuayjarernpanishk, Mr. Amnat Prommasutra and Mr. Chawalit Chantararat. The Company is principally engaged in the integrated engineering, environment and management consultancy services. The registered office of the Company is at No. 151, TEAM Building, Nuan Chan Road, Nuan Chan, Bueng Kum, Bangkok.

2. Basis of preparation

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 11 October 2016, issued under the Accounting Act B.E. 2543.

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

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

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of TEAM Consulting Engineering and Management Public Company Limited ("the Company") and its subsidiaries ("the subsidiaries") as follows:

Company	Nature of business	Country of incorporation	Percentage of shareholding	
			2019 Percent	2018 Percent
ATT Consultants Company Limited	Consulting services in the fields of energy, power, oil, gas and petroleum as well as related industries including port and utilities	Thailand	100.00	100.00
Geotechnical & Foundation Engineering Company Limited	Consulting services in the fields of geotechnical, foundation, and underground structure engineering	Thailand	100.00	100.00
Management Solutions International Ltd.	Consulting services in the areas of strategic management, finance and investment, accounting, marketing, project management and project development	Thailand	100.00	100.00
TEAM SQ Company Limited (Formerly known as "SQ Architects and Planners Company Limited")	Architectural planning and design, interior design, landscape architecture, and design for urban development	Thailand	100.00	100.00
TEAM Construction Management Company Limited	Consulting services in construction management and supervision for various types of buildings and infrastructure	Thailand	100.00	100.00
TEAM Consulting International Company Limited	Consulting services in various fields of engineering, environmental management, and related businesses internationally	Thailand	100.00	100.00
TLT Consultants Company Limited	Environmental management services including Environmental Impact Assessment (EIA)	Thailand	48.77	48.77
TEAM Quality Management Company Limited	Consulting services in energy engineering including energy conservation, energy management system, energy measurement, energy utilisation inspection and analysis	Thailand	83.75	83.75
TWI Consultants Company Limited	Consulting services in the areas of water resources and utility system	Thailand	93.73	93.73
LTEAM Sole CO., LTD.	Consulting services in the fields of engineering, environment, and related businesses in Lao PDR	The Lao People's Democratic Republic	100.00	100.00

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated as from being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) The financial statements of TLT Consultants Company Limited is included in the consolidated financial statements even though the Company's shareholding is 48.77 percent. This is because the Company has voting rights that is more than half of shares and voting rights over of such company, and the Company has the ability to direct the significant activities, while other shareholders are only minor shareholders, therefore regarded as subsidiary.
- f) Material balances and transactions between the Group have been eliminated from the consolidated financial statements.
- g) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.
- h) The difference between the net proceeds paid or received from the change in the percentage of shareholding in the Company's subsidiaries and the interest of the non-controlling interests of the subsidiaries in the net book value of the subsidiaries as of the date of such change it is included in the consolidated statement of changes in shareholders' equity under caption of "Deficit from the change in the ownership interests in subsidiaries".

2.3 The separate financial statements present investments in subsidiaries and associates under the cost method.

3. **New financial reporting standards**

(a) Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised (revised 2018) and new financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2019. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards. The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements. However, the new standard involves changes to key principles, which are summarised below:

TFRS 15 Revenue from Contracts with Customers

TFRS 15 supersedes the following accounting standards together with related interpretations.

TAS 11 (revised 2017)	Construction Contracts
TAS 18 (revised 2017)	Revenue
TSIC 31 (revised 2017)	Revenue - Barter Transactions Involving Advertising Services
TFRIC 13 (revised 2017)	Customer Loyalty Programmes
TFRIC 15 (revised 2017)	Agreements for the Construction of Real Estate
TFRIC 18 (revised 2017)	Transfers of Assets from Customers

Entities are to apply this standard to all contracts with customers unless those contracts fall within the scope of other standards. The standard establishes a five-step model to account for revenue arising from contracts with customers, with revenue being recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model.

The Group adopted TFRS 15 using the modified retrospective method of adoption of which the cumulative effect is recognised as an adjustment to the retained earnings as at 1 January 2019, and the comparative information was not restated. This standard does not have any significant impact on the Group's financial statements, except for the disclosures of revenue from contracts with customers in notes to the financial statements.

(b) Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2020

The Federation of Accounting Professions issued a number of new and revised financial reporting standards and interpretations, which are effective for fiscal years beginning on or after 1 January 2020. 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 except the following new standards which involve changes to key principles, which are summarised below.

Financial reporting standards related to financial instruments

A set of TFRSs related to financial instruments consists of five accounting standards and interpretations, as follows:

Financial reporting standards:

TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments

Accounting standard:

TAS 32	Financial Instruments: Presentation
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Financial Reporting Standard Interpretations:

TFRIC 16	Hedges of a Net Investment in a Foreign Operation
TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortised cost (taking into account the type of instrument, the characteristics of the contractual cash flows and the Company's business model), calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments. When the TFRSs related to financial instruments are effective, some accounting standards, interpretations and guidance which are currently effective will be cancelled.

The management of the Group expects the adoption of these accounting standards to result

- Recognition of credit losses - The Group is to recognise an allowance for expected credit losses on its financial assets, and it is no longer necessary for a credit-impaired event to have occurred. The Group applies the simplified approach to consider impairment of trade receivables.

The management of the Group is currently evaluating the impact of these standards on the financial statements in the year when they are adopted.

TFRS 16 Leases

TFRS 16 supersedes TAS 17 Leases together with related Interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases, and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is low value.

Accounting by lessors under TFRS 16 is substantially unchanged from TAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles to those used under TAS 17.

The Group plans to adopt TFRS 16 using the modified retrospective method of adoption of which the cumulative effect is recognised as an adjustment to the retained earnings as at 1 January 2020, and the comparative information was not restated.

The management of the Group expects the effect of the adoption of this accounting standard to the statement of financial position as at 1 January 2020 to be to increase the Group's assets by approximately Baht 26 million (the Company only: approximately Baht 19 million) and the Group's liabilities by approximately Baht 26 million (the Company only: approximately Baht 19 million).

4. Significant accounting policies

4.1 Revenues and expenses recognition

Service income

The Group determines that its service contracts generally have one performance obligation. The Group recognises service revenue over time where the stage of completion is measured using an input method, which is based on comparison of actual service costs incurred up to the end of the period and total anticipated cost of service at completion.

The likelihood of contract variations, claims and liquidated damages, delays in delivery or contractual penalties is taken into account in determining revenue to be recognised, such that revenue is only recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

When the value and stage of completion of the contract cannot be reasonably measured, revenue is recognised only to the extent of contract costs incurred that are expected to be recovered.

Interest income

Interest income is recognised on an accrual basis based on the effective interest rate.

Dividends

Dividends are recognised when the right to receive the dividends is established.

Other revenues and expenses

Other revenues and expenses are recognised on an accrual basis.

4.2 Cash and cash equivalents

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

4.3 Trade accounts receivable

Trade accounts receivable are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

4.4 Unbilled receivables / Retention receivables

An unbilled receivable is the excess of cumulative revenue earned over the billings to date. Allowance for impairment loss is provide for the estimated losses that may be incurred in customer collection. Unbilled receivables are transferred to receivables when the rights become unconditional (i.e. services are completed and delivered to customer).

Retention receivables are non-interest bearing, unsecured and relate to service contracts and classified as non-current asset based on the contractual terms of respective contract. Retention receivables were derived from the amount deducted at the agreed rate from the service fees paid to the Group by its customers for each payment. These retention receivables shall be returned when the Group meets obligations and conditions stipulated in service contracts.

4.5 Service income received in advance and advances received from customers

A service income received in advance is the excess of the billings to date over the cumulative revenue earned and the Group has the obligation to transfer goods or services to a customer. Service income received in advance is recognised as revenue when the Group fulfils its performance obligations under the contracts.

Advances received from customers are advance payment specified in the contracts. This advance will be gradually deducted with invoice billed in each installment at the agreed rate.

4.6 Investments

- a) Investments in associates are accounted for in the consolidated financial statements using the equity method.
- b) Investments in subsidiaries and associates are accounted for in the separate financial statements using the cost method.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

4.7 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of investment properties is calculated by reference to their costs on the straight-line basis over estimated useful lives of 20 years and 40 years. Depreciation of the investment properties is included in determining income. No depreciation is provided on land classified as investment properties.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the year when the asset is derecognised.

4.8 Property, plant and equipment/Depreciation

Land is stated at cost. Building and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

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

Buildings	20 - 40	years
Buildings improvement	5 - 20	years
Furniture, fixtures and office equipment	5 - 10	years
Motor vehicles	5 - 10	years

Depreciation is included in determining income.

No depreciation is provided on land and 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.

4.9 Intangible assets

The intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible assets 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.

Intangible assets of the Group with finite useful lives are computer software, and have useful lives of 5 - 10 years.

4.10 Related party transactions

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

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

4.11 Long-term leases

Leases of property, plant and equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets or the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in other long-term payables, while the interest element is charged to profit or loss over the lease period. The assets acquired under finance leases is depreciated over the useful life of the asset.

Leases of property, plant and equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight line basis over the lease term.

4.12 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

4.13 Impairment of assets

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

An impairment loss is recognised in profit or loss.

4.14 Employee benefits

Short-term employee benefits

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

Post-employment benefits

Defined contribution plans

The Group and their employees have jointly established provident funds. The funds are monthly contributed by employees and by the Group. The fund's assets are held in separate trust funds and the Group's contributions are recognised as expenses when incurred.

Defined benefit plans

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

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

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

4.15 Equity-settled share-based payment transactions

The Group recognises the share-based payment transactions at the date on which the options are granted, based on the fair value of the share options. They are recorded as expenses over the expected life of the share options, and a capital reserve for share-based payment transactions is presented in shareholders' equity. The Group will transfer the capital reserve to retained earnings after the vesting period of the share options expires.

4.16 Provisions

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

Provision for losses on projects is made in the accounts in full when the possibility of loss is ascertained.

4.17 Income tax

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

Current tax

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

Deferred tax

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

The Group recognises deferred tax liabilities for all taxable temporary differences while 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 Group reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

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

4.18 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group applies a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measures fair value using valuation 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 Group determines whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

5. Significant accounting judgements and estimates

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

Allowance for doubtful accounts

In determining an allowance for doubtful accounts, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the prevailing economic condition.

Service contracts

The Group recognises revenue from service contracts over time. To the satisfaction of the performance obligation, the management determines the stage of completion by using an input method based on comparison of actual service costs incurred up to the end of the period and total anticipated service costs at completion of the service. The significant judgements are required in determining the extent of the contract costs incurred for work performed to the end of period, the estimated total contract revenue and service cost, the recoverability of the contract costs to complete as well as assessing potential deduction to revenue due to delay in delivery or contractual penalties. In making these judgements, the Group evaluates based on past experience, historical information and information from the project engineers or relying on the work of specialists (if any).

Estimated project costs

The Group estimates costs of service projects based on details of the service, taking into account the labour costs and other miscellaneous costs to be incurred to completion of service, taking into account the direction of the movement in these costs. Estimates are reviewed regularly or whenever actual costs differ significantly from the figures used in the original estimates.

Provision for losses on projects

Management applied judgement in estimating the loss they expect to be realised on each project, based on estimates of anticipated costs, taking into account the progress of the project and actual costs incurred to date, together with fluctuations in cost of labour and the current situation.

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

During the years, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company and those related parties.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements		Transfer pricing policy
	2019	2018	2019	2018	
<u>Transactions with subsidiaries</u>					
(eliminated from the consolidated financial statements)					
Service income	-	-	52.9	27.3	Contract price or cost plus margin
Dividend income	-	-	38.5	58.0	As declared
Management fee income	-	-	40.6	31.4	Contract price or cost plus margin
Building rental income	-	-	2.4	2.0	Contract price
Interest income	-	-	3.0	1.5	Interest rates of 4.56 to 6.65 per annum (2018: Interest rates of 6.65 to 6.67 per annum)
Other income	-	-	4.6	2.4	Cost plus margin or as agreed
Cost of service	-	-	84.4	58.7	Contract price or cost plus margin
Interest expense	-	-	-	1.3	Interest rates of 6.65 to 6.67 per annum
Other expenses	-	-	0.1	0.1	Cost plus margin or as agreed
<u>Transactions with associated companies</u>					
Service income	1.4	-	-	-	Contract price
Cost of service	5.3	6.5	0.1	1.1	Contract price
Dividend income	0.3	0.9	-	-	As declared
<u>Transactions with related parties</u>					
Service income	5.4	0.1	0.2	0.1	Contract price
Other income	0.1	0.1	0.1	0.1	Contract price or cost plus margin
Cost of service	5.8	5.7	5.3	5.6	Contract price
Other expenses	1.1	2.7	1.1	2.7	Contract price or market price

The balances of the accounts as at 31 December 2019 and 2018 between the Company and those related parties are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
<u>Trade and other receivables - related parties</u>				
<u>Service contract receivables (Note 8)</u>				
Subsidiaries	-	-	44,894	41,908
Related companies (common shareholders and director)	1,222	71	-	71
Total service contract receivables	1,222	71	44,894	41,979
<u>Other receivables (Note 8)</u>				
Subsidiaries	-	-	24,743	17,086
Related companies (common shareholders and directors)	33	8	33	8
Total other receivables	33	8	24,776	17,094
Total trade and other receivables - related parties	1,255	79	69,670	59,073
<u>Retention receivables</u>				
Subsidiaries	-	-	1,398	1,183
Total retention receivables - related parties	-	-	1,398	1,183

Short-term loans to related parties

As at 31 December 2019 and 2018, the balances of short-term loans to related parties between the Group and the movement of those loans to are as follows:

		(Unit: Thousand Baht)			
		Separate financial statements			
Short-term loan	Related by	Balance as at			Balance as at
		31 December	Increase	Decrease	31 December
		2018	during the year	during the year	2019
ATT Consultants Company Limited	subsidiary	42,900	9,000	(17,200)	34,700
TEAM SQ Company Limited (Formerly known as "SQ Architects and Planners Company Limited")	subsidiary	5,000	-	(5,000)	-
Total		47,900	9,000	(22,200)	34,700

These short-term loans are repayable on demand and unsecured, and carry interest at the rate of 6.56 percent per annum (2018: 6.65 percent per annum).

Long-term loan to related party

As at 31 December 2019 and 2018, the balance of long-term loan to related party between the Group and the movement of that loan to is as follows:

(Unit: Thousand Baht)

Long-term loan	Related by	Separate financial statements			Balance as at 31 December 2019
		Balance as at 31 December 2018	Increase during the year	Decrease during the year	
ATT Consultants Company Limited	subsidiary	-	2,070	-	2,070

This loan contract grants a credit facility of Baht 2.3 million and as at 31 December 2019, the subsidiary had drawn down Baht 2.1 million. This long-term loan is repayable in monthly installments and is to be fully repaid within 15 years from the contract date. The loan carries interest at the rate announced by the Company minus 2 percent, with the rate referenced to MLR. The loan is unsecured.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
<u>Trade and other payables - related parties</u>				
<u>Trade payables - related parties (Note 18)</u>				
Subsidiaries	-	-	43,082	41,620
Associated company	-	1,889	-	221
Related companies (common shareholder and directors)	1,845	1,321	1,397	1,180
Total trade payables - related parties	1,845	3,210	44,479	43,021
<u>Other payables - related parties (Note 18)</u>				
Subsidiaries	-	-	88	43
Related companies (common shareholder and directors)	4	429	4	429
Total other payables - related parties	4	429	92	472
<u>Retention payable - related parties</u>				
Subsidiary	-	-	90	90
Related companies (common shareholder and directors)	329	163	329	163
Total retention payable - related parties	329	163	419	253

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
<u>Accrued expenses - related party</u>				
Related company (common shareholder and directors)	401	377	401	277
Total accrued expenses - related party	401	377	401	277
Total trade and other payables - related party	2,579	4,179	45,391	44,023
<u>Advances received from customer - related party</u>				
Subsidiary	-	-	3,340	3,340
Total Advances received from customer - related party	-	-	3,340	3,340

Directors and management's remuneration

During the years ended 31 December 2019 and 2018, the Group had employee benefit expenses payable to their directors and management as below.

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Short-term employee benefits	71	60	39	37
Post-employment benefits	8	1	5	1
Total	79	61	44	38

Guarantee obligations with related parties

The Company has outstanding guarantee obligations with its subsidiaries, as described in Note 30.4 to the financial statements.

7. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Cash	343	361	263	288
Bank deposits	350,535	245,665	176,109	109,703
Total	<u>350,878</u>	<u>246,026</u>	<u>176,372</u>	<u>109,991</u>

As at 31 December 2019, bank deposits in saving accounts and fixed accounts carried interests between 0.05 and 1.10 percent per annum (the Company only: between 0.05 and 1.00 percent per annum) (2018: between 0.05 and 1.10 percent per annum, the Company only: between 0.05 and 1.10 percent per annum).

8. Trade and other receivables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
<u>Trade receivables - related parties</u>				
Aged on the basis of due dates				
Not yet due	1,222	71	2,420	1,724
Past due				
Up to 3 months	-	-	5,848	18,892
3 - 6 months	-	-	16,707	1,253
6 - 12 months	-	-	9,866	57
Over 12 months	-	-	10,053	20,053
Total trade receivables - related parties	<u>1,222</u>	<u>71</u>	<u>44,894</u>	<u>41,979</u>
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	172,288	251,137	112,727	166,488
Past due				
Up to 3 months	147,638	92,571	113,004	47,799
3 - 6 months	18,370	28,180	13,964	21,633
6 - 12 months	40,159	74,326	29,998	57,058
Over 12 months	100,816	48,030	58,216	27,362
Total	<u>479,271</u>	<u>494,244</u>	<u>327,909</u>	<u>320,340</u>
Less: Allowance for doubtful debts	<u>(10,602)</u>	<u>(22,717)</u>	<u>(8,749)</u>	<u>(18,875)</u>

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Total trade receivables - unrelated parties, net	468,669	471,527	319,160	301,465
Total trade receivables - net	469,891	471,598	364,054	343,444
Other receivables				
Other receivables - related parties	33	8	24,776	17,094
Other receivables - unrelated parties	2,587	1,341	1,921	1,124
Accrued income - unrelated parties	-	4	-	4
Accrued interest income	203	252	159	157
Total other receivables	2,823	1,605	26,856	18,379
Total trade and other receivables - net	472,714	473,203	390,910	361,823

During the current year, the Group wrote off bad debt and reversed the related allowance for doubtful accounts amounting to Baht 6 million (the Company only: Baht 4 million).

9. Unbilled receivables / Retention receivables / Service income received in advance and advances received from customers

9.1 Contract balances

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Unbilled receivables	473,258	555,345	299,931	403,265
Retention receivables	134,587	114,089	85,466	67,882
Less: Allowance for doubtful debts	-	(166)	-	(166)
Total retention receivables - net	134,587	113,923	85,466	67,716
Service income received in advance and advances received from customers				
Service income received in advance	206,573	199,312	78,237	86,784
Advances received from customers	154,757	203,934	119,248	165,250
Total	361,330	403,246	197,485	252,034

9.2 Revenue recognised in relation to contract

Revenue recognised in relation to contract balances as at 31 December 2019 are as follows;

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
Revenue recognised that was included in service income received in advance at the beginning of the year	176,788	81,318
Revenue recognised from changes in variable considerations of performance obligations satisfied in previous years	33,444	33,076

9.3 Revenue to be recognised for the remaining performance obligations

As at 31 December 2019, revenue aggregating to Baht 2,759 million (the Company only: Baht 1,643) is expected to be recognised in the future relating to performance obligations that are unsatisfied (or partially unsatisfied) of contracts with customers. The Group expects to satisfy the performance obligations within 5 years (the Company only: 5 years).

10. Other current assets

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Prepaid expenses	18,677	14,293	16,516	11,583
Value added tax refundable	11,545	14,313	157	197
Purchase vat awaiting tax invoices	9,339	8,795	3,812	3,635
Withholding tax at deducted source	8,063	13,714	4,720	10,836
Others	1,162	2,138	1,053	1,810
Total other current assets	48,786	53,253	26,258	28,061

11. Restricted bank deposits

The outstanding balances represent bank deposit accounts which have been pledged with banks to secure the issuance of bank guarantees for electricity utilisation, other guarantee from banks and credit facilities of the Group.

12. Investments in subsidiaries

Details of investments in subsidiaries as presented in separate financial statements are as follows:

Company	Paid-up capital		Shareholding percentage		Cost		Allowance for impairment loss on investments		Carrying amount based on cost method - net		Dividend received during the years	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
			(Percent)	(Percent)								
ATT Consultants Company Limited	20	20	100.00	100.00	46	46	-	-	46	46	9	5
Geotechnical & Foundation Engineering Company Limited	10	10	100.00	100.00	12	12	-	-	12	12	12	32
Management Solutions International Ltd.	10	10	100.00	100.00	15	15	(5)	(5)	10	10	-	-
TEAM SQ Company Limited (Formerly known as "SQ Architects and Planners Company Limited")	10	5	100.00	100.00	12	7	-	-	12	7	6	9
TEAM Construction Management Company Limited	10	10	100.00	100.00	15	15	-	-	15	15	9	12
TEAM Consulting International Company Limited	10	10	100.00	100.00	10	10	(3)	(3)	7	7	-	-
TILT Consultants Company Limited	10.25	10.25	48.77	48.77	6	6	-	-	6	6	2	-
TEAM Quality Management Company Limited	10	10	83.75	83.75	6	6	(3)	(3)	3	3	-	-
TWI Consultants Company Limited	15	15	93.73	93.73	14	14	(14)	(11)	-	3	-	-
LTEAM Sole CO., LTD. (paid-in capital LAK 1,000 million)	5	5	100.00	100.00	5	5	-	-	5	5	-	-
Total investments in subsidiaries					141	136	(25)	(22)	116	114	38	58

(Unit: Million Baht)

Movements of the investment in subsidiary for the year ended 31 December 2019 were summarised below.

Investment in TEAM SQ Company Limited (Formerly known as “SQ Architects and Planners Company Limited”)

On 25 March 2019, the Annual General Meeting of the shareholders of TEAM SQ Company Limited, a subsidiary, passed a resolution to approve an increase in its share capital from Baht 5 million to Baht 10 million by issuing 50,000 ordinary shares with a par value of Baht 100 each to the subsidiary’s existing shareholders. The subsidiary received the share subscriptions in full and registered the increase in its share capital with the Ministry of Commerce on 22 April 2019.

On 20 September 2019, the Extraordinary General Meeting of the shareholders of the subsidiary passed a resolution to approve the change of its name from SQ Architects and Planners Company Limited to TEAM SQ Company Limited and registered with the Ministry of Commerce on 3 October 2019.

13. Investments in associated companies

- 13.1 Details of associates held through Geotechnical & Foundation Engineering Company Limited which is the Company’s subsidiary.

(Unit: Thousand Baht)

Company’s name	Nature of business	Country of incorporation	Consolidated financial statements					
			Shareholding		Cost		Carrying amounts based on equity method	
			percentage					
			2019	2018	2019	2018	2019	2018
			(percent)	(percent)				
Krungthep Geotechnique Company Limited	Providing services in exploration and testing of geotechnical materials	Thailand	30	30	1,500	1,500	3,103	3,276
iGL Synergy Co., Ltd.	Providing services in engineering consultancy and project management	The Lao People’s Democratic Republic	30	-	1,064	-	1,032	-
Total investments in associates					2,564	1,500	4,135	3,276

During the current year, Geotechnical & Foundation Engineering Company Limited invested in ordinary shares of a new associated company, iGL Synergy Co., Ltd., which has a registered share capital of LAK 1,000 million. The subsidiary acquired 30% of its share capital for a total investment of LAK 300 million and paid up the shares in full. The associated company registered its incorporation with the government agency of the Lao People’s Democratic Republic on 31 May 2019.

13.2 Share of comprehensive income

During the years, the Group has recognised its share of comprehensive income from investments in associated companies in the consolidated financial statements as follows:

(Unit: Thousand Baht)

Company's name	Consolidated financial statements			
	Share of profit from		Share of other comprehensive income	
	investments in associated companies		from investments in associated	
	during the years		companies during the years	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Krungthep Geotechnique				
Company Limited	127	1,161	-	-
iGL Synergy Co., Ltd.	14	-	(46)	-
Total	141	1,161	(46)	-

13.3 Summarised financial information of associated companies

Summarised information about financial position

(Unit: Thousand Baht)

	Krungthep Geotechnique		
	Company Limited		iGL Synergy Co., Ltd.
	<u>2019</u>	<u>2018</u>	<u>2019</u>
Current assets	8,118	9,359	7,705
Non-current assets	3,118	3,166	-
Current liabilities	407	1,059	4,267
Non-current liabilities	483	545	-

Summarised information about comprehensive income

(Unit: Thousand Baht)

	Krunghthep Geotechnique		
	Company Limited		iGL Synergy Co., Ltd.
	For the years ended 31 December		For the period as from 31 May to 31 December
	<u>2019</u>	<u>2018</u>	<u>2019</u>
Revenue	15,957	21,256	6,825
Profit	425	3,871	45
Other comprehensive income	-	-	(154)
Total comprehensive income	425	3,871	(109)

14. Investment properties

The net book value of investment properties as at 31 December 2019 and 2018 is presented below.

	Consolidated financial statements			Separate financial statements		
	Land and office buildings for rent	Others	Total	Land and office buildings for rent	Others	Total
As at 31 December 2019:						
Cost	169	3,880	4,049	35,513	3,880	39,393
<u>Less: Accumulated depreciation</u>	(129)	(2,661)	(2,790)	(26,966)	(2,661)	(29,627)
Net book value	40	1,219	1,259	8,547	1,219	9,766
As at 31 December 2018:						
Cost	133	3,880	4,013	22,737	3,880	26,617
<u>Less: Accumulated depreciation</u>	(107)	(2,646)	(2,753)	(18,299)	(2,646)	(20,945)
Net book value	26	1,234	1,260	4,438	1,234	5,672

(Unit: Thousand Baht)

A reconciliation of the net book value of investment properties for the years 2019 and 2018 is presented below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Net book value at beginning of year	1,260	1,276	5,672	5,843
Transfers from property, plant and equipment	15	-	4,290	-
Depreciation for the year	(16)	(16)	(196)	(171)
Net book value at end of year	<u>1,259</u>	<u>1,260</u>	<u>9,766</u>	<u>5,672</u>

The fair value of the investment properties as at 31 December 2019 and 2018 stated below:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Land and office buildings for rent	119	119	25,285	20,226
Others	5,480	5,480	5,480	5,480

The fair value of the above investment properties has been determined based on valuation performed by an accredited independent valuer. The fair value of the land and others investment properties have been determined based on market prices, while that of land and the office buildings for rent has been determined using the replacement cost approach.

The Company has pledged investment properties amounting to approximately Baht 9 million (2018: Baht 4 million) as collateral against credit facilities received from financial institutions, as described in Note 17 to the financial statements.

15. **Property, plant and equipment**

	Consolidated financial statements						(Unit: Thousand Baht)
	Land	Buildings and building improvements	Solar cell equipment	Furniture, fixtures and office equipment	Motor vehicles	Assets under installation	Total
Cost							
As at 1 January 2018	73,626	193,538	-	108,572	76,797	961	453,494
Additions	-	2,873	-	11,958	428	1,408	16,667
Disposals/write off	-	(46)	-	(1,663)	(6,958)	-	(8,667)
Transfer in (out)	-	526	-	799	-	(1,325)	-
As at 31 December 2018	73,626	196,891	-	119,666	70,267	1,044	461,494
Additions	-	317	281	11,790	827	4,200	17,415
Disposals/write off	-	(57)	-	(3,277)	(24,968)	(232)	(28,534)
Transfer to investment properties	-	(36)	-	-	-	-	(36)
Transfer in (out)	-	1,214	2,178	1,620	-	(5,012)	-
As at 31 December 2019	73,626	198,329	2,459	129,799	46,126	-	450,339
Accumulated depreciation							
As at 1 January 2018	-	149,838	-	55,435	38,349	-	243,622
Depreciation for the year	-	2,063	-	15,394	13,186	-	30,643
Depreciation on disposals/write off	-	(10)	-	(1,312)	(6,528)	-	(7,850)
As at 31 December 2018	-	151,891	-	69,517	45,007	-	266,415
Depreciation for the year	-	2,292	91	16,442	9,864	-	28,689
Depreciation on disposals/write off	-	(42)	-	(2,945)	(24,312)	-	(27,299)
Transfer to investment properties	-	(21)	-	-	-	-	(21)
As at 31 December 2019	-	154,120	91	83,014	30,559	-	267,784
Net book value							
31 December 2018	73,626	45,000	-	50,149	25,260	1,044	195,079
31 December 2019	73,626	44,209	2,368	46,785	15,567	-	182,555
Depreciation for the year							
2018 (Baht 4 million included in cost of services and the balance in administrative expenses)							30,643
2019 (Baht 4 million included in cost of services and the balance in administrative expenses)							28,689

(Unit: Thousand Baht)

Separate financial statements

	Land	Buildings and building improvements	Furniture, fixtures and office equipment	Motor vehicles	Assets under installation	Total
Cost						
As at 1 January 2018	72,217	169,212	83,637	53,507	961	379,534
Additions	-	2,695	8,163	356	981	12,195
Disposals/write off	-	(46)	(994)	(1,153)	-	(2,193)
Transfer in (out)	-	526	799	-	(1,325)	-
As at 31 December 2018	72,217	172,387	91,605	52,710	617	389,536
Additions	-	240	8,532	627	2,022	11,421
Disposals/write off	-	(18)	(1,152)	(17,472)	(232)	(18,874)
Transfer to investment properties	(453)	(12,322)	-	-	-	(12,775)
Transfer in (out)	-	787	1,620	-	(2,407)	-
As at 31 December 2019	71,764	161,074	100,605	35,865	-	369,308
Accumulated depreciation						
As at 1 January 2018	-	129,726	40,711	25,330	-	195,767
Depreciation for the year	-	1,749	12,442	10,298	-	24,489
Depreciation on disposals/write off	-	(10)	(749)	(721)	-	(1,480)
As at 31 December 2018	-	131,465	52,404	34,907	-	218,776
Depreciation for the year	-	1,895	12,967	8,085	-	22,947
Depreciation on disposals/write off	-	(3)	(879)	(17,470)	-	(18,352)
Transfer to investment properties	-	(8,485)	-	-	-	(8,485)
As at 31 December 2019	-	124,872	64,492	25,522	-	214,886
Net book value						
31 December 2018	72,217	40,922	39,201	17,803	617	170,760
31 December 2019	71,764	36,202	36,113	10,343	-	154,422
Depreciation for the year						
2018 (Baht 3 million included in cost of services and the balance in administrative expenses)						24,489
2019 (Baht 3 million included in cost of services and the balance in administrative expenses)						22,947

As at 31 December 2019, the Group had vehicles under hire purchase and finance lease agreements with net book values amounting to Baht 14 million (the Company only: Baht 9 million) (2018: Baht 24 million, the Company only: Baht 17 million).

As at 31 December 2019, the Group had equipment under hire purchase and finance lease agreements with net book values amounting to Baht 7 million (the Company only: Baht 5 million) (2018: Baht 10 million, the Company only: Baht 8 million).

As at 31 December 2019, certain plant, equipment and vehicle items have been fully depreciated but are still in use. The gross carrying amount (before deducting accumulated depreciation) of those assets amounted to approximately Baht 33 million (the Company only: Baht 25 million) (2018: Baht 40 million, the Company only: Baht 27 million).

The Company has pledged land together with buildings constructed thereon amounting to approximately Baht 108 million (2018: Baht 113 million) as collateral against credit facilities received from financial institutions, as described in Note 17 to the financial statements.

16. Intangible assets

Details of intangible assets which are computer software are as follows:

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2019	2018	2019	2018
Cost	116,965	112,676	90,527	87,694
Accumulated amortisation	(55,626)	(45,893)	(38,481)	(30,673)
Net book value	<u>61,339</u>	<u>66,783</u>	<u>52,046</u>	<u>57,021</u>
Amortisation expenses included in the profit or loss for the year	<u>9,733</u>	<u>8,982</u>	<u>7,808</u>	<u>7,288</u>

A reconciliation of the net book value of intangible assets for the years 2019 and 2018 is presented below.

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2019	2018	2019	2018
Net book value at beginning of year	66,783	66,128	57,021	58,387
Acquisitions of computer software	4,289	9,637	2,833	5,922
Amortisation	(9,733)	(8,982)	(7,808)	(7,288)
Net book value at end of year	<u>61,339</u>	<u>66,783</u>	<u>52,046</u>	<u>57,021</u>

17. Bank overdrafts

As at 31 December 2019, bank overdrafts of a subsidiary carries interest at the rate of fixed deposits 3 months plus 1%, rate of fixed deposits 12 months plus 1.5%, rate of fixed deposits 24 months plus 2%, and MOR - 1 (2018: the rate of saving deposits plus 1%, rate of fixed deposits 12 months plus 1.75%, rate of fixed deposits 24 months plus 2%, and MOR).

Credit facilities from financial institutions of the Group are secured by certain saving deposits and fixed deposits of the Group, certain mortgaged land with constructions thereon and investment properties of the Company, and include transfer of rights over receipt of payment under certain contracts of the Group.

18. Trade and other payables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Trade payables - related parties	1,845	3,210	44,479	43,021
Trade payables - unrelated parties	48,098	49,386	29,439	26,745
Other payables - related parties	4	429	92	472
Other payables - unrelated parties	16,870	30,721	14,362	24,646
Retention payables	13,711	17,589	12,222	15,212
Accrued expenses	131,835	111,468	86,470	54,407
Total trade and other payables	<u>212,363</u>	<u>212,803</u>	<u>187,064</u>	<u>164,503</u>

19. Other current liabilities

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Deferred output tax	34,953	31,853	23,589	19,659
Withholding tax payable	7,092	8,356	4,270	5,612
Value added tax payable	10,660	7,060	5,923	3,959
Others	15,637	3,906	12,519	2,537
Total other current liabilities	<u>68,342</u>	<u>51,175</u>	<u>46,301</u>	<u>31,767</u>

20. Liabilities under hire purchase and finance lease agreements

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Liabilities under hire purchase and				
finance lease agreements	21,847	37,598	14,453	27,100
Less: Deferred interest expenses	(1,467)	(2,884)	(763)	(1,766)
Total	20,380	34,714	13,690	25,334
Less: Portion due within one year	(9,975)	(14,755)	(7,051)	(11,565)
Liabilities under hire purchase and finance				
lease agreements - net of current portion	10,405	19,959	6,639	13,769

Liabilities under hire purchase agreements

Hire purchase payable consists of amounts payable under vehicles and office equipment agreements, with payments to be made in 24 - 60 monthly installments.

Liabilities under finance lease agreements

The Group has entered into various finance lease agreements with various leasing companies for rental of vehicles and office equipment for use in its operations. Installments are paid on a monthly basis over 24 - 60 periods and at the end of the agreements, the Group has the option to purchase the vehicles and equipment at prices specified in the agreements.

As at 31 December 2019 and 2018, future minimum lease payments required under the hire purchase and finance lease agreements of the Group were as follows:

	(Unit: Thousand Baht)					
	Consolidated financial statements					
	As at 31 December					
	Less than 1 year		1 - 5 years		Total	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Future minimum lease payments	10,873	16,244	10,974	21,354	21,847	37,598
Deferred interest expenses	(898)	(1,489)	(569)	(1,395)	(1,467)	(2,884)
Present value of future minimum						
lease payments	9,975	14,755	10,405	19,959	20,380	34,714

(Unit: Thousand Baht)

	Separate financial statements					
	As at 31 December					
	Less than 1 year		1 - 5 years		Total	
	2019	2018	2019	2018	2019	2018
Future minimum lease payments	7,562	12,569	6,891	14,531	14,453	27,100
Deferred interest expenses	(511)	(1,004)	(252)	(762)	(763)	(1,766)
Present value of future minimum lease payments	<u>7,051</u>	<u>11,565</u>	<u>6,639</u>	<u>13,769</u>	<u>13,690</u>	<u>25,334</u>

21. Provision for long-term employee benefits

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

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Defined benefit obligation at beginning of year	187,774	179,799	139,084	138,192
Included in profit or loss:				
Past service cost	48,277	-	34,410	-
Current service cost	33,364	25,978	23,984	18,908
Interest cost	5,677	3,826	4,169	2,851
Settlement loss	5,737	1,061	5,471	295
Included in other comprehensive income:				
Actuarial (gain) loss arising from				
Demographic assumptions changes	7,233	(9,330)	15,432	(5,514)
Financial assumptions changes	31,862	(7,938)	18,031	(5,355)
Experience adjustments	(2,211)	3,694	(6,602)	(2,421)
Benefits paid during the year	(19,825)	(9,316)	(17,887)	(7,872)
Transfer to current liabilities	(13,101)	-	(11,104)	-
Provisions for long-term employee benefits at end of year	<u>284,787</u>	<u>187,774</u>	<u>204,988</u>	<u>139,084</u>

On 5 April 2019, The Labor Protection Act (No. 7) B.E. 2562 was announced in the Royal Gazette. This stipulates additional legal severance pay rates for employees who have worked for an uninterrupted period of twenty years or more, with such employees entitled to receive not less than 400 days' compensation at the latest wage rate. The law was effective from 5 May 2019. This change is considered a post-employment benefits plan amendment and the Group has additional long-term employee benefit liabilities of Baht 48 million (the Company only: Baht 34 million) as a result. The Group reflects the effect of the change by recognising past service costs as expenses in the income statement of the current year.

The Group expects to pay Baht 52 million of long-term employee benefits during the next year (the Company only: Baht 44 million) (2018: Baht 21 million, the Company only: Baht 20 million).

As at 31 December 2019, the weighted average duration of the liabilities for long-term employee benefits is 14 - 17 years (the Company only: 15 years) (2018: 8 - 15 years, the Company only: 8 years).

Significant actuarial assumptions are summarised below.

	(Unit: % per annum)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Discount rate	1.71 - 1.90	2.43 - 2.93	1.71	2.43
Salary increase rate	6.00	5.25	6.00	5.25

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2019 and 2018 are summarised below:

	(Unit: Million Baht)			
	As at 31 December 2019			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>Increase 1%</u>	<u>Decrease 1%</u>	<u>Increase 1%</u>	<u>Decrease 1%</u>
Discount rate	(25)	30	(17)	20
Salary increase rate	28	(24)	19	(16)

	(Unit: Million Baht)			
	As at 31 December 2018			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>Increase 1%</u>	<u>Decrease 1%</u>	<u>Increase 1%</u>	<u>Decrease 1%</u>
Discount rate	(14)	16	(9)	10
Salary increase rate	15	(13)	10	(9)

22. Share capital and share premium

Movements of share capital and share premium for the year ended 31 December 2018 are summarised below.

On 12 March 2018, the Annual General Meeting of the shareholders of the Company passed the following resolutions:

- a) Approved the change of the par value of the Company's ordinary shares from Baht 100 per share to Baht 0.5 per share, the new ordinary shares will be increased from 2.5 million shares to 500 million shares after the change. The change in the par value was registered with the Ministry of Commerce on 20 March 2018.
- b) Approved an increase of the Company's registered share capital from the amount of Baht 250 million (500 million ordinary shares of Baht 0.5 each) after the change in the par value mentioned above to Baht 340 million (680 million ordinary shares of Baht 0.5 each) by issuing 180 million new ordinary shares with a par value of Baht 0.5 per share order to accommodate a public offering of the Company's share. The Company registered the increase in its registered share capital with the Ministry of Commerce on 20 March 2018.

During 4 - 6 July 2018, the Company made Initial Public Offering of 180 million ordinary shares, with a par value of Baht 0.50 each, at a price of Baht 2.42 per share, or for Baht 436 million. The Company received payment of this share capital increment and registered the increase of its issued and paid-up share capital from Baht 250 million (500 million ordinary shares with a par value of Baht 0.50 per each) to Baht 340 million (680 million ordinary shares with a par value of Baht 0.50 per each) with the Ministry of Commerce on 9 July 2018. The Stock Exchange of Thailand approved the 680 million ordinary shares with a par value of Baht 0.50 each as listed securities to be traded, effective from 12 July 2018.

Direct costs attributable to the share offering net of income tax, amounting to Baht 16 million and the Company recorded this as a deduction from share premium.

23. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve equal to 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 share capital. The statutory reserve is not available for dividend payment.

According to Section 1202 of the Thai Civil and Commercial Code, the subsidiaries (incorporated under Thai Laws) are required to set aside a statutory reserve equal to at least 5 percent of its net profit each time the company pays out a dividend, until such reserve reaches 10 percent of its registered share capital. The statutory reserve is not available for dividend payment.

24. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Salaries and wages and other employee benefits	1,188,835	1,032,722	737,363	685,151
Survey expenses and subcontractors costs	158,962	128,792	187,494	123,813
Depreciation and amortisation	38,438	39,641	30,951	31,948

25. Income tax

Income tax expenses for the years ended 31 December 2019 and 2018 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Current income tax:				
Current income tax charge	40,897	27,751	19,963	7,271
Deferred tax relating to origination and reversal of temporary differences	(12,688)	(3,193)	(10,508)	1,095
Income tax expense reported in the statement of comprehensive income	<u>28,209</u>	<u>24,558</u>	<u>9,455</u>	<u>8,366</u>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2019 and 2018 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Deferred tax relating to actuarial gain (loss)	<u>(7,377)</u>	<u>2,715</u>	<u>(5,372)</u>	<u>2,658</u>

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

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Accounting profit before tax	143,660	138,116	92,044	99,498
Income tax at the Company's corporate income tax rate of 20%	28,732	27,623	18,409	19,900
Difference in tax rate in group companies	(140)	(32)	-	-
Effects of:				
Non-deductible expenses	1,634	1,723	1,267	1,289
Exemption of income	(1,677)	-	(9,359)	(11,600)
Additional expense deductions allowed	(998)	(4,467)	(862)	(1,223)
Unused tax loss in the current year	705	5	-	-
Utilisation of previously unrecognised tax losses	(19)	(332)	-	-
Share of profit from investment in associated company	(28)	(232)	-	-
Other	-	270	-	-
Total	(383)	(3,033)	(8,954)	(11,534)
Income tax expenses reported in the statement of comprehensive income	28,209	24,558	9,455	8,366

The components of deferred tax assets and deferred tax liabilities are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Deferred tax assets (liabilities)				
Provision for long-term employee benefits	56,958	37,555	40,998	27,817
Short-term provision	2,620	-	2,221	-
Unused tax losses	451	1,512	-	-
Effect on elimination of intercompany transactions	(573)	807	-	-
Others	736	253	731	252
Total	60,192	40,127	43,950	28,069

As at 31 December 2019, the subsidiaries have unused tax losses totaling Baht 19 million (2018: Baht 15 million), on which deferred tax assets have not been recognised as the subsidiaries believe that future taxable profits may not be sufficient to allow utilisation of the unused tax losses.

Details of expiry date of unused tax losses are summarised as below:

	(Unit: Thousand Baht)	
	Consolidated	
	financial statements	
	<u>2019</u>	<u>2018</u>
31 December 2020	12,399	12,495
31 December 2021	2,229	2,229
31 December 2022	40	40
31 December 2023	29	29
31 December 2024	3,898	-
	<u>18,595</u>	<u>14,793</u>

26. 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.

	For the year ended 31 December			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Profit attributable to equity holders of				
the Company (Thousand Baht)	115,689	113,534	82,589	91,132
Weighted average number of ordinary shares				
(Thousand shares)	680,000	586,795	680,000	586,795
Earnings per share (Baht per share)	0.17	0.19	0.12	0.16

27. Operating 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. The chief operating decision maker has been identified as the Executive Committee.

During the current year, the Board of Directors of the Group passed a resolution to approve an organisational restructuring from structuring business units based on type of customer and geography to structuring them based on type of service and specialisation for management purposes. The Group has changed the reported operating segment information in a manner consistent with the internal reports under this organisational structure.

The Group has eight reportable segments as follows:

- (1) Transportation and logistics project segment
- (2) Water resources project segment
- (3) Urban, building and infrastructure project segment
- (4) Project management and construction supervision segment
- (5) Construction management and supervision for various types of buildings and infrastructure segment
- (6) Energy, power, oil and gas, petrochemical and related industry, including port and infrastructure project segment
- (7) Geotechnical engineering and underground structure project segment
- (8) Other segment, which consists of environment science project work, international business project work, related business project work and architectural planning and design, interior design, landscape architecture and design work for urban development project

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 basis of pricing policies for the inter-segment transfer are at the prices as described in Note 6 to the financial statements.

The following tables present revenue and profit information regarding the Group's operating segments for the years ended 31 December 2019 and 2018, respectively.

(Unit: Million Baht)

	For the year ended 31 December 2019								Consolidated financial statement
	Transportation and logistics project segment	Water resources project segment	Urban, building and infrastructure project segment	Project management and construction supervision segment	Construction management and supervision for various types of buildings and infrastructure segment	Energy, power, oil and gas, petrochemical and related industry, including port and infrastructure project segment	Geotechnical engineering and underground structure project segment	Other segment	
Revenues from external customers	416	154	275	270	212	162	182	165	1,836
Segment profit	135	30	84	86	57	57	41	54	544
Other income									10
Administrative expenses									(409)
Finance cost									(2)
Profit before income tax expenses									143
Income tax expenses									(28)
Profit for the year									115

(Unit: Million Baht)

For the year ended 31 December 2018									
	Transportation and logistics project segment	Water resources project segment	Urban, building and infrastructure project segment	Project management and construction supervision segment	Construction management and supervision for various types of buildings and infrastructure project segment	Energy, power, oil and gas, petrochemical and related industry, including port and infrastructure project segment	Geotechnical engineering and underground structure project segment	Other segment	Total
Revenues from external customers	287	196	192	305	164	178	223	109	1,654
Segment profit	96	69	64	108	44	82	49	35	547
Other income									12
Share of profit from investment in associated company									1
Administrative expenses									(418)
Finance cost									(4)
Profit before income tax expenses									138
Income tax expenses									(24)
Profit for the year									114
									Consolidated financial statement

Geographic information

Revenues from external customers set up by customer location.

		(Unit: Million Baht)	
		Consolidated	
		financial statements	
		2019	2018
Revenues from external customers			
Project domestic segment		1,589	1,423
Project international segment		247	231
Total		1,836	1,654

Major customers

In 2019, the Group had service revenues from major customers, which consisted of a group of government and state enterprise, amounting to Baht 1,014 million (For the year 2018, the Group had service revenues from customers services included a group of government and state enterprise and a private customer, amounting to Baht 875 million and Baht 178 million, respectively).

28. Provident funds

The Company and some subsidiaries and their employees have jointly established provident funds in accordance with the Provident Fund Act B.E. 2530. The Group and their employees contribute to the funds monthly at the rate of 3 to 5 percent of basic salary. The funds, which are managed by Krungsri Asset Management Company Limited will be paid to employees upon termination in accordance with the fund rules. The contribution for the years 2019 were recognised as expenses amounting to Baht 26 million (the Company only: Baht 18 million) (2018: Baht 24 million, the Company only: Baht 17 million).

29. Dividends

<u>Dividend</u>	<u>Approved by</u>	<u>Total dividend</u>	<u>Number of</u>	<u>Dividend</u>
		(Million Baht)	ordinary shares	per share
			(Million shares)	(Baht per share)
Dividend for year 2017	Annual General Meeting of the			
	shareholders on 12 March 2018	37.5	2.5	15.000
Interim dividend	Board of Directors Meeting of the			
for year 2018	Company on 9 August 2018	51.0	680	0.075
Total dividend for year 2018		88.5		

<u>Dividend</u>	<u>Approved by</u>	<u>Total dividend</u> (Million Baht)	<u>Number of</u> <u>ordinary shares</u> (Million shares)	<u>Dividend</u> <u>per share</u> (Baht per share)
Dividend for year 2018	Annual General Meeting of the shareholders on 3 April 2019	51.0	680	0.075
Interim dividend for year 2019	Board of Directors Meeting of the Company on 7 August 2019	34.0	680	0.050
Total dividend for year 2019		85.0		

30. Commitments and contingent liabilities

30.1 Capital commitments

As at 31 December 2019, the Group had capital commitment of approximately Baht 1 million (the Company only: Baht 1 million) (2018: Baht 2 million, the Company only: Baht 1 million) relating to the acquisition of equipment and computer software.

30.2 Operating lease commitments

The Group has entered into several lease agreements in respect of the lease of land, office building spaces, equipment and motor vehicles. The terms of the agreements are generally between one to five years.

As at 31 December 2019 and 2018, future minimum lease payments required under these operating lease contracts were as follows:

	(Unit: Million Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Payable within:				
In up to 1 year	11	9	8	7
In over 1 and up to 5 years	17	13	11	10

30.3 Service commitments

As at 31 December 2019, the Group has the following service commitments:

- The Group has commitments totaling Baht 48 million (the Company only: Baht 32 million) (2018: Baht 51 million, the Company only: Baht 27 million) in respect of cost of service, for which the Group had already entered into agreements.
- The Group has commitments totaling Baht 3 million (the Company only: Baht 3 million) (2018: Baht 8 million, the Company only: Baht 8 million) in respect of other service commitments, for which the Group had already entered into agreements.

30.4 Related party guarantees

As at 31 December 2019, the Company had provided guarantees totaling Baht 698 million (2018: Baht 648 million) for bank credit facilities on behalf of its subsidiaries.

30.5 Bank guarantees

As at 31 December 2019 and 2018, there were outstanding bank guarantees issued by banks on behalf of the Group in respect of certain performance bonds as required in the normal course of business of the Group. The details of bank guarantees are as follows:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Guarantee of service contracts,				
advance payment and bidding	637	644	461	479
Guarantee of retention	41	42	27	24
Other guarantees	2	2	2	2
	<u>680</u>	<u>688</u>	<u>490</u>	<u>505</u>

30.6 Litigation

The Company

In 2013, an employer was filed a lawsuit against the Company with the Central Administrative Court for its breach of a hire of work contract, seeking damages totaling approximately Baht 8 million. On 21 August 2017, the Central Administrative Court ordered the Company to pay damages, together with interest in total amount of approximately Baht 0.7 million. The Company recorded the whole amount as an expense in the statement of comprehensive income for the year 2017.

Subsequently, on 19 September 2017, the plaintiff and the Company appealed to the Supreme Administrative Court, and the Company requested an amendment to its appeal on 8 December 2017. Currently, the Company is awaiting a judgment from the Supreme Administrative Court. However, the management of the Company expects no material losses to be incurred as a result of the case.

Subsidiaries

On 23 February 2016, a lawsuit was filed against TEAM Construction Management Company Limited, a subsidiary, with the Civil Court on the grounds related to breach of a hire of work contract with the plaintiff, who sought damages of Baht 31 million from the subsidiary. The contract value was Baht 0.9 million, with a maximum fine of 10 percent of the contract value specified in the contract. On 17 April 2019, the Civil Court ordered the subsidiary to pay damages, together with interest and other fees in total amount of approximately Baht 1.2 million. The subsidiary recorded the whole amount as an expense in the statement of comprehensive income

for the first quarter of 2019. Subsequently, on 6 September 2019 and 8 October 2019, the subsidiary and the plaintiff, respectively, lodged appeals with the Appeal Court. Currently, the subsidiary is awaiting a judgment from the Appeal Court. However, the management of the Group expects no additional material losses to be incurred as a result of the case.

On 18 March 2017, ATT Consultants Company Limited, a subsidiary, was sued as a defendant. The petitioner filed the complaint with the Civil Court against three defendants, namely the contractor group (Defendant 1 and 2) and the employer (Defendant 3), demanding the three defendants jointly pay, or pay on behalf of each other, damages arising from the performance of work amounting to approximately Baht 1.6 million. Defendant 3 filed a petition with the Court to include the subsidiary as a co-defendant in this case because the subsidiary was in charge of work performance on behalf of the employer. Subsequently, on 31 January 2018, the Civil Court dismissed the case on the grounds that the defendants did not commit a violation. On 20 September 2018, the plaintiff filed an appeal with the Appeal Court. On 25 July 2019, the Court of Appeal affirmed the judgement of the Civil Court and the plaintiff did not file an appeal with the Supreme Court within the deadline. As a result, the case was final.

31. Fair value hierarchy

As at 31 December 2019 and 2018, the Group had the assets that were disclosed the fair value using different levels of inputs as follows:

(Unit: Million Baht)

		Consolidated financial statements							
		As at 31 December							
		Level 1		Level 2		Level 3		Total	
		2019	2018	2019	2018	2019	2018	2019	2018
Assets for which fair value are disclosed									
Investment properties		-	-	-	-	6	6	6	6

(Unit: Million Baht)

		Separate financial statements							
		As at 31 December							
		Level 1		Level 2		Level 3		Total	
		2019	2018	2019	2018	2019	2018	2019	2018
Assets for which fair value are disclosed									
Investment properties		-	-	-	-	31	26	31	26

32. Financial instruments

32.1 Financial risk management

The Group's financial instruments, as defined under Thai Accounting Standard No.107 "Financial Instruments: Disclosure and Presentations", principally comprise the following:

<u>Financial assets</u>	<u>Financial liabilities</u>
<ul style="list-style-type: none">- Cash and cash equivalents- Current investments- Trade and other receivables- Loans to related parties- Restricted bank deposits- Retention receivables	<ul style="list-style-type: none">- Bank overdrafts- Trade and other payables- Liabilities under hire purchase and finance lease agreements

The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Group is exposed to credit risk primarily with respect to trade and other receivables, loans to related parties and retention receivables. The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. In addition, the Group does not have high concentrations of credit risk since it has a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of trade and other receivables, loans to related parties and retention receivables as stated in the statement of financial position.

Interest rate risk

The Group's exposure to interest rate risk relates primarily to its cash at banks, current investments, loans to related parties, restricted bank deposits, bank overdrafts and liabilities under hire purchase and finance lease agreements. Most of these financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

(Unit: Thousand Baht)

As at 31 December

(Unit: Thousand Baht)

Separate financial statements											
As at 31 December											
Fixed interest rates											
Within 1 year		1 - 5 years		Floating interest rate		Non-interest bearing		Total		Effective interest rate	
<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
										(% p.a.)	(% p.a.)
Financial assets											
Cash and cash equivalents	-	-	-	123,275	79,491	53,097	30,500	176,372	109,991	0.05 - 1.00	0.05 - 1.10
Current investments	916	710	-	-	-	-	-	916	710	0.55 - 1.30	0.55 - 1.30
Trade and other receivables	-	-	-	-	-	390,910	361,823	390,910	361,823	-	-
Short-term loans to related parties	34,700	47,900	-	-	-	-	-	34,700	47,900	6.56	6.65
Long-term loan to related party	-	-	2,070	-	-	-	-	2,070	-	4.56	-
Restricted bank deposits	49,160	46,160	-	-	-	-	-	49,190	46,160	0.38 - 1.30	0.38 - 1.30
Retention receivables	-	-	-	-	-	85,466	67,716	85,466	67,716	-	-
	84,776	94,770	2,070	123,275	79,491	529,473	460,039	739,594	634,300		
Financial liabilities											
Trade and other payables	-	-	-	-	-	187,064	164,503	187,064	164,503	-	-
Liabilities under hire purchase and finance lease agreements	7,051	11,565	6,639	13,769	-	-	-	13,690	25,334	0 - 24.39	0 - 24.39
	7,051	11,565	6,639	13,769	-	-	187,064	200,754	189,837		

Foreign currency risk

The Group's exposure to foreign currency risk arises mainly from consulting contracts and advances received from employers that are denominated in foreign currencies.

The balances of financial assets and liabilities of the Group denominated in foreign currencies are summarised below.

Foreign currency	Consolidated financial statements					
	Financial assets		Financial liabilities		Average exchange rate	
	as at 31 December		as at 31 December		as at 31 December	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
USD	0.9	0.9	0.1	0.2	30.1540	32.4498
LAK	21.2	107.2	-	-	0.0034	0.0038
MMK	-	-	4.0	4.0	0.0203	0.0209

Foreign currency	Separate financial statements					
	Financial assets		Financial liabilities		Average exchange rate	
	as at 31 December		as at 31 December		as at 31 December	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
USD	0.5	0.3	0.1	0.1	30.1540	32.4498

32.2 Fair values of financial instruments

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

33. Capital management

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value.

As at 31 December 2019 and 2018, the Group's debt-to-equity ratio is summarised below:

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Debt-to-equity ratio	1.03	0.97	0.79	0.73

34. **Event after the reporting period**

On 19 February 2020, the meeting of the Company's Board of Directors No. 1/2020 passed a resolution to propose to the 2020 Annual General Meeting of the Company's shareholders a dividend of Baht 0.06 in respect of the Company's net profit in addition to the interim dividend to be paid to the Company's shareholders who hold 680 million shares, or a total of Baht 40.8 million, for approval.

35. **Approval of financial statements**

These financial statements were authorised for issue by the Company's Board of Directors on 19 February 2020.

ADDENDUM: DETAILS OF THE COMPANY'S BOARD OF DIRECTORS

DETAILS OF THE COMPANY'S BOARD OF DIRECTORS

Name - Surname	Mr. Sanit Rangnoi
Position in the Company	Independent Director, Chairman of the Board of Directors, and Chairman of the Audit Committee
Date of Directorship	27 April 2017
Current Age	72 years

Education

Institution	Degree
Pennsylvania State University, USA	Master of Engineering in Industrial Engineering
Chulalongkorn University	Bachelor of Engineering in Industrial Engineering with Second Class Honors
Sukhothai Thammathirat University	Bachelor of Economics

Training Record with the Thai Institute of Directors (IOD)

Course	Class/Year
Financial Institutions Governance Program (FGP)	FGP 4/2012
Role of the Compensation Committee Program (RCC)	RCC 3/2007
Directors Certification Program (DCP)	DCP 72/2006
Finance for Non-finance Directors Program (FND)	FND 27/2006
Directors Accreditation Program (DAP)	DAP 45/2005

Board/Management Member in Other Listed Company in the Stock Exchange of Thailand

Company/Organization	Position
- None -	- None -

Board/Management Member in Other Non-listed Company in the Stock Exchange of Thailand

Company/Organization	Position
2016 – April, 2019 Social Security Fund, Ministry of Labour	Member of the Audit Committee
2010 – Present MSIG Insurance (Thailand) Public Company Limited	Director, Chairman of the Audit Committee and Member of the Nomination and Compensation Committee

Shareholding in the Company as of 6 February 2020

- 375,000 shares or representing 0.06%

Relationship with Other Management Member and Director

- None

Name - Surname	Dr. Prasert Patramai
Position in the Company	Deputy Chairman and Chairman of the Executive Committee
Date of Directorship	10 January 1979
Current Age	73 year

Education

Institution	Degree
Asian Institute of Technology	Doctor of Civil Engineering in Water Resources Engineering
Asian Institute of Technology	Master of Civil Engineering in Water Resources Engineering
Chulalongkorn University	Bachelor of Civil Engineering with Second Class Honors

Training Record with the Thai Institute of Directors (IOD)

Courses	Class/Year
Role of the Chairman Program (RCP)	RCM 41/2017
Director Accreditation Program (DAP)	DAP 18/2004

Board/Management Member in Other Listed Company in the Stock Exchange of Thailand

Company/Organization	Position
- None -	- None -

Board/Management Member in Other Non-listed Company in the Stock Exchange of Thailand

Company/Organization	Position
1992 – Present TGC Holdings Company Limited	Director
1995 – September 2018 Daoreuk Communications Company Limited	Director
1992 – October 2018 TEAM Management Group Company Limited*	Director

*Proceeded the completeness of liquidation with the Department of Business Development, Ministry of Commerce on 11 October 2018.

Shareholding in the Company as of 6 February 2020

- 66,919,200 shares or representing 9.84%

Relationship with Other Management Member and Director

- None

Name - Surname

Gen. Wichien Sirisoonthorn

Position in the Company

Independent Director, Member of the Audit Committee, and
Member of the Nomination and Compensation Committee

Date of Directorship

27 April 2017

Age

64 years

Education

Institution	Degree
National Institute of Development Administration	Master of Public Administration
Capital Market Academy	Top Management Course, Class No. 22/2016
King Prajadhipok's Institute, the Government Complex Commemorating His Majesty the King's 80 th Birthday Anniversary	Politics and Governance in Democratic Systems Course, Executives Class No.17/2014
Thailand National Defence College	The National Defense Course for the Joint State-Private Sector, Class No. 20/2008
Command and General Staff College	Command and General Staff Course Class No. 66/1988
Chulachomklao Royal Military Academy	Bachelor of Science, Class No. 26/1974
Armed Forces Academies Preparatory School	Armed Forces Preparatory Course Class No. 15/1972

Training Record with the Thai Institute of Directors (IOD)

Course	Class/Year
Directors Accreditation Program (DAP)	DAP 141/2017

Board/Management Member in Other Listed Company in the Stock Exchange of Thailand

Company/Organization	Position
- None -	- None -

Board/Management Member in Other Non-listed Company in the Stock Exchange of Thailand

Company/Organization	Position
- None -	- None -

Shareholding in the Company as of 6 February 2020

- 300,000 shares or representing 0.04%

Relationship with Other Management Member and Director

- None

Name - Surname	Mrs. Suvimol Chrityakierne
Position in the Company	Independent Director and Member of the Audit Committee
Date of Directorship	7 July 2017
Age	68 years

Education

Institution	Degree
Chulalongkorn University	Master of Accountancy
Chulalongkorn University	Bachelor of Accountancy

Training Record with the Thai Institute of Directors (IOD)

Course	Class/Year
Ethical Leadership Program (ELP)	ELP 10/2017
Advanced Audit Committee Program (AACP)	AACP 7/2560
Audit Committee Program (ACP)	ACP 36/2011
R - DF - Director Forum (R – DF)	R - DF 1/2010
Director Certification Program (DCP)	DCP 92/2007

Other Training Course

Course	Institution
New Paradigm Leader, Transparency & Anti-Corruption, Class 1/2018	Rangsit University
Academic Seminar: “Money Laundering – It has to do with you”	Department of Accountancy, Chulalongkorn University Alumni Association
Tax Law Training Course, Class No. 1	Institute of Judicial Officer Development
Certified Professional Internal Auditor of Thailand (CPIAT), Class No. 1	Institute of Internal Auditor of Thailand
Balanced Scorecard	Faculty of Commerce and Accountancy, Chulalongkorn University

Board/Management Member in Other Listed Company in the Stock Exchange of Thailand

Company/Organization	Position
2015 – Present Khonburi Sugar Public Company Limited	Independent Director and Chairman of the Audit Committee
April 2018 – 2019 Global Power Synergy Public Company Limited	Independent Director and Member of the Audit Committee
2016 – April 2018 Thai Oil Public Company Limited	Director and Member of the Audit Committee

Board/Management Member in Other Non-listed Company in the Stock Exchange of Thailand

	Company/Organization	Position
2019 – Present	NSL Foods Company Limited	Chairman of the Board of Directors
2017 – Present	Thai Investors Association	Director and Chairman of the Audit Committee
2017 – Present	The Federation of Accounting Professions Under the Royal Patronage of His Majesty the King	Committee and Accounting Standard Committee
2014 – 2017	The Federation of Accounting Professions Under the Royal Patronage of His Majesty the King	Auditing Standards Committee
2012 – Present	Yong Som Jai Santiwattana Foundation	Director and Treasurer
2012 – Present	Foundation to Support the Development of Academic Law - Faculty of Law, Chulalongkorn University	Director
2010 – Present	DIA International Audit Company Limited	Managing Director
2004 – Present	Department of Accountancy, Chulalongkorn University Alumni Association	Professional Committee
2002 – Present	Seventy-Five CPE Limited	Director
1990 – Present	DIA Audit Company Limited	Member of the Executive Director
1988 – Present	Yong Somjai Company Limited	Director

Shareholding in the Company as of 6 February 2020

- 300,000 shares or representing 0.04%

Relationship with Other Management Member and Director

- None

Name - Surname	Dr. Thanasarn Khuayjarernpanishk
Position in the Company	Director, Chairman of the Risk Management Committee, and Member of the Executive Committee
Date of Directorship	3 November 1992
Age	74 years

Education

Institution	Degree
Oregon State University, USA	Doctor of Civil Engineering
Oregon State University, USA	Master of Civil Engineering
Chulalongkorn University	Bachelor of Civil Engineering

Training Record with the Thai Institute of Directors (IOD)

Course	Class/Year
Directors Accreditation Program (DAP)	DAP 18/2004

Board/Management Member in Other Listed Company in the Stock Exchange of Thailand

Company/Organization	Position
- None -	- None -

Board/Management Member in Other Non-listed Company in the Stock Exchange of Thailand

Company/Organization	Position
2019 – Present ATT Consultants Company Limited	Director
2000 – Present Management Solutions International Company Limited	Director
1992 – Present TGC Holdings Company Limited	Director
1992 – October 2018 TEAM Management Group Company Limited*	Director

*Proceeded the completeness of liquidation with the Department of Business Development, Ministry of Commerce on 11 October 2018.

Shareholding in the Company 6 February 2020

- 23,587,000 shares or representing 3.47%

Relationship with Other Management Member and Director

- None

Name - Surname	Mr. Wera Sutesopon
Position in the company	Director and Member of the Nomination and Compensation Committee
Date of Directorship	26 June 1982
Age	74 years

Education

Institution	Degree
University of Illinois at Urbana-Champaign, USA	Master of Science
Chulalongkorn University	Bachelor of Civil Engineering with Second Class Honors

Training Record with the Thai Institute of Directors (IOD)

Course	Class/Year
Directors Accreditation Program (DAP)	DAP 141/2017

Board/Management Member in Other Listed Company in the Stock Exchange of Thailand

Company/Organization	Position
- None -	- None -

Board/Management Member in Other Non-listed Company in the Stock Exchange of Thailand

	Company/Organization	Position
2007 – Present	Verasu Retail Company Limited	Chairman of the Board of Directors
2002 – Present	Vista Cafe Company Limited	Chairman of the Board of Directors
2000 – Present	Circuit Center Company Limited	Chairman of the Board of Directors
1993 – Present	Verasu Group Company Limited	Chairman of the Board of Directors
1992 – Present	TGC Holdings Company Limited	Director
1989 – Present	South Sea Development Company Limited	Chairman of the Board of Directors
1977 – Present	Verasu Limited Partnership	Chairman of the Board of Directors

Shareholding in the Company as of 6 February 2020

- 16,162,600 shares or representing 2.38%

Relationship with Other Management Member and Director

- None

Name - Surname	Mr. Chawalit Chantararat
Position in the company	Director, Deputy Chairman of the Executive Committee, Member of the Risk Management Committee, President, Managing Director - Water Resources Business Unit, and Managing Director - International Business Unit
Date of Directorship	27 April 2010
Age	63 years

Education

Institution	Degree
Asian Institute of Technology	Master of Civil Engineering in Water Resources Engineering
Khon Kaen University	Bachelor of Civil Engineering in Chemical Engineering

Training Record with the Thai Institute of Directors (IOD)

Course	Class/Year
Directors Certification Program (DCP)	DCP 122/2009

Board/Management Member in Other Listed Company in the Stock Exchange of Thailand

Company/Organization	Position
- None -	- None -

Board/Management Member in Other Non-listed Company in the Stock Exchange of Thailand

Company/Organization	Position
2016 – Present TEAM Construction Management Company Limited	Director
2014 – Present Geotechnical & Foundation Engineering Company Limited	Director
2014 – Present Modern Management and Technology Company Limited	Director
2014 – Present TEAM Consulting International Company Limited*	Director
2017 – March 2019 ATT Consultants Company Limited	Director
1992 – October 2018 TEAM Management Group Company Limited**	Director

*Submitted the registration of liquidation with the Department of Business Development, Ministry of Commerce on 30 November 2016 and currently under the liquidation processes.

**Proceeded the completeness of liquidation with the Department of Business Development, Ministry of Commerce on 11 October 2018.

Shareholding in the Company as of 6 February 2020	Relationship with Other Management Member and Director
• 38,278,400 shares or representing 5.63%	• None

Name - Surname	Mr. Issarin Patramai
Position in the company	Director
Date of Directorship	27 April 2017
Age	46 years

Education

Institution	Degree
University of Wisconsin-Madison, USA	Master of Business Administration in Finance, Investment & Banking and International Business
Chulalongkorn University	Bachelor of Engineering in Chemical Engineering with First Class Honors

Training Record with the Thai Institute of Directors (IOD)

Course	Class/Year
Capital Market Academy Programs (CMA)	CMA 28/2019
Board Nomination and Compensation Program (BNCP)	BNCP 1/2017
Directors Certification Program (DCP)	DCP 155/2012
Successful Formulation & Execution of Strategy (SFE)	SFE 11/2010

Other Training Course

Course	Institution
Orientation Course – CFO Focus on Financial Reporting, Class No. 2/2017	Federation of Accounting
Chartered Financial Analyst	Professions CFA Institute, USA

Board/Management Member in Other Listed Company in the Stock Exchange of Thailand

Company/Organization	Position
April 2518 – Present Surapon Foods Public Company Limited	Independent Director and Member of the Audit Committee

Board/Management Member in Other Non-listed Company in the Stock Exchange of Thailand

Company/Organization		Position
September 2019 – Present	Kerry Express (Thailand) Company Limited	Chief Investment Officer
2014 – Present	ICN System Company Limited	Director
2014 – Present	TEAM Consulting International Company Limited*	Director
2010 – Present	HB 9 Company Limited	Director
2017 – October 2019	ATT Consultants Company Limited	Director
2017 – October 2019	TEAM SQ Company Limited	Director
2014 – October 2019	Geotechnical & Foundation Engineering Company Limited	Director
2014 – October 2019	TEAM Construction Management Company Limited	Director
2014 – 2017	Modern Management and Technology Company	Director

*Submitted the registration of liquidation with the Department of Business Development, Ministry of Commerce on 30 November 2016 and currently under the liquidation processes.

Shareholding in the Company as of 6 February 2020

- 20,084,600 shares or representing 2.95%

Relationship with Other Management Member and Director

- None

Name - Surname	Dr. Aphichat Sramoon
Position in the Company	Director, Member of the Executive Committee, Chairman of the Risk Management Committee and Chief Executive Officer
Date of Directorship	19 February 2020
Age	49 years

Education

Institution	Degree
Nagaoka University of Technology (NUT), Japan	Doctor of Engineering in Civil Engineering and Energy
Asian Institute of Technology (AIT), Thailand	Master of Engineering in Soil Engineering
King Mongkut's University of Technology Thonburi (KMUTT), Thailand	Bachelor of Engineering in Civil Engineering with first class honors

Training Record with the Thai Institute of Directors (IOD)

Course	Class/Year
Directors Accreditation Program (DAP)	DAP 169/2020
Financial Statements for Directors	FSD 19/2013

Board/Management Member in Other Listed Company in the Stock Exchange of Thailand

Company/Organization	Position
2017 – Present World Corporation Public Company Limited	Director

Board/Management Member in Other Non-listed Company in the Stock Exchange of Thailand

Company/Organization	Position
2019 – Present TEAM SQ Company Limited	Chairman of the Board
2019 – Present World Credit Foncier Company Limited	Chairman of the Board
2019 – Present NauticAWT Limited (Singapore)	Director
2018 – Present TEAM Construction Management Company Limited	Director
2006 – Present Geotechnical and Foundation Engineering Company Limited	Director and Chairman of the Executive Committee

Shareholding in the Company as of 6 February 2020

- 1,050,000 shares or representing 0.15%

Relationship with Other Management Member and Director

- None



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