

ANNUAL REPORT



2020



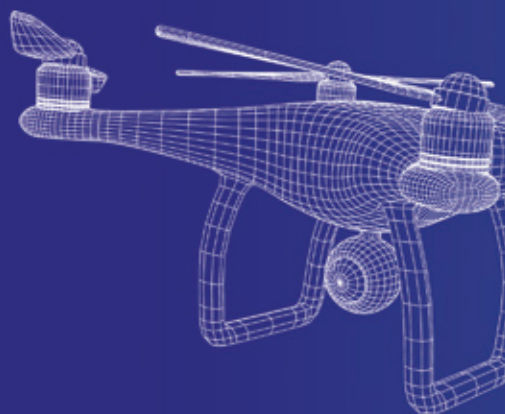
UNITE TO DEVELOP AND EXPAND BUSINESSES
INTO INVESTMENT PROJECTS
AND TO GROW SUSTAINABLY AS A FOREMOST ORGANIZATION

ANNUAL REPORT



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Vision

A regional solution provider and innovative business developer

Mission

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

Values

SQT (Service, Quality, Teamwork)

S-Service:

- Customer Centricity
- Accountability
- Ethics

Q-Quality:

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

T-Teamwork:

- Synchronization
- Unity
- Borderless



INNOVATION

MISSION

PLAN

RESEARCH

STRATEGY

OUR
VISION

VALUES

Company Background

Incorporated in 1978 by a small group of Thai engineers with faith in their own potential and skills, TEAM Consulting Engineers Company Limited (currently TEAM Consulting Engineering and Management Public Company Limited) has become a trusted provider of one-stop engineering consulting services with strong commitment to delivering optimum services to clients.

In the first decade, TEAM GROUP provided services in the domain of environmental management, specifically in terms of environmental survey, study, and analysis for various development projects, as well as water resource and irrigation development. The thrusts were to develop water resources in remote areas as well as to contribute to dam and water supply development projects across the country.

In the second decade, TEAM GROUP maintained its growth curve. More importantly, we continued to expand businesses and services in various projects including urban and regional development, community development, traffic and transportation management, infrastructure development, energy, and integrated management in the form of one-stop services in order to simplify project management processes. Owing to numerous project achievements, we became recognized as one of the largest conglomerates

Business Strategies and Objectives

Long-term Business Goals (2021-2025)

Company Business Goals in 2020

In 2020, the Company has set its vision to be a regional leader in the integrated consulting and related businesses and utilizing the highest competent team committed to providing the best quality of services with the following business goals:

1 To be the leader in providing integrated consulting and related businesses in the region.

2 To offer integrated consulting services in Mega Projects, infrastructure projects, and projects in the EEC area, both in the government sector as well as the private sector.

3 To expand its services in Lao PDR, Vietnam, Myanmar, Cambodia and Timor-Leste by seeking for overseas partners.

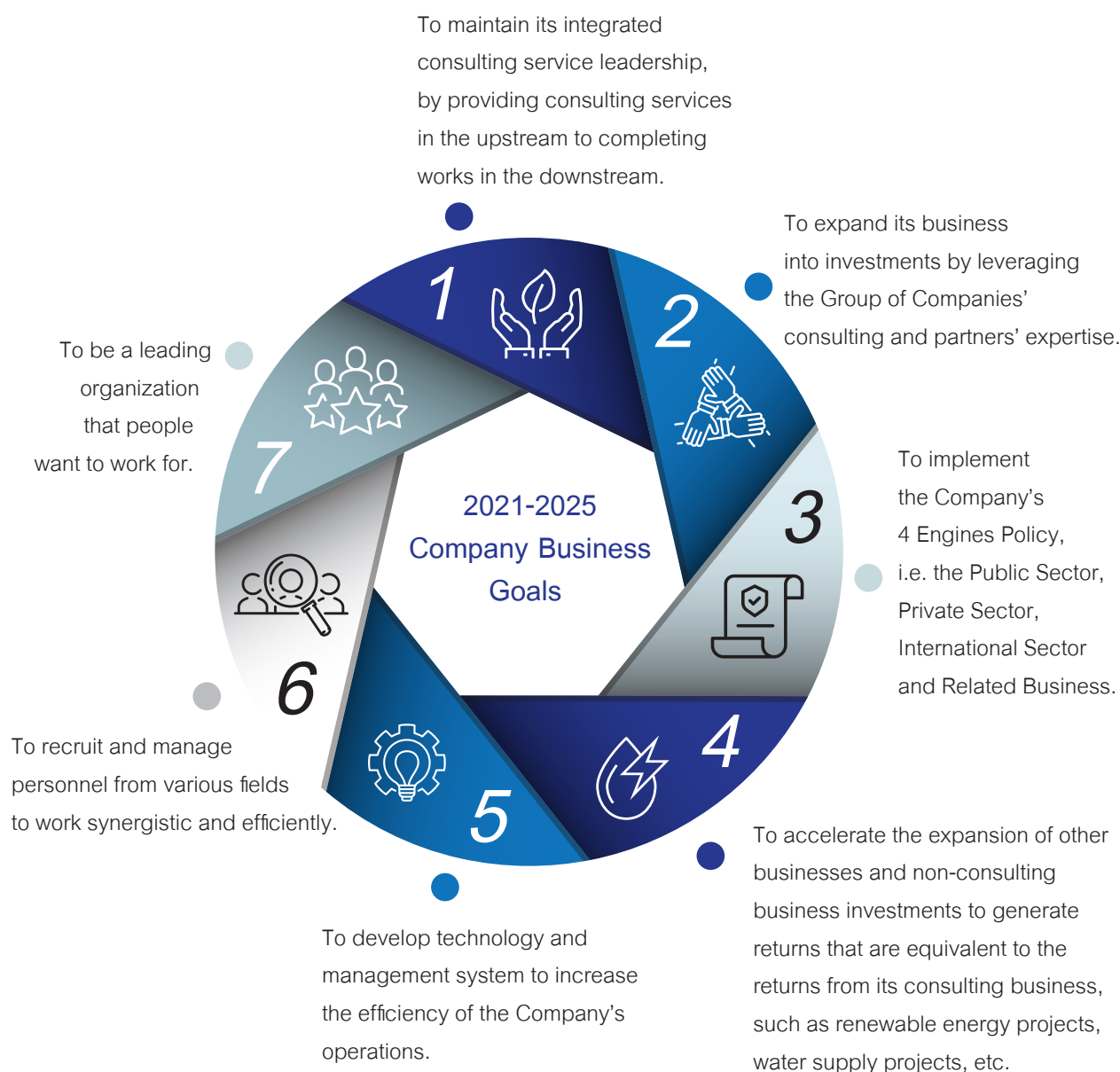
4 To expand related services and investment in projects that the company have expertise such as energy and infrastructure projects, etc.

5 To encourage personnel to adopt innovation and new technology in their operations.



2021-2025 Company Business Goals

In 2021, the Company has set its 2021-2025 vision to be "A regional solution provider and innovative business developer" with the following business goals:



TEAM GROUP

in the Spotlight

With our accumulated experience of over 40 years, TEAM GROUP is now spearheading Thailand's consulting businesses and aims to become a regional leader through our efficient management system. We are striving to improve service quality, enhance professional knowledge and capacity, as well as to continuously develop technology and innovations to deliver quality services to clients.

Ceaseless Pursuit of Knowledge and Experience

Our bank of knowledge accumulated over 40 years of experience is the main pillar of our consultancy capacity. Information exchange has been passed on from generation to generation. In addition, constant knowledge enhancement and training events, both theoretical and practical, help to consolidate academic strength, experience, and expertise among our personnel. They are thus able to deliver premium services and address clients' needs effectively. As a result, TEAM GROUP is a trusted provider of integrated solutions in both Thailand and the ASEAN region.

Advanced Technology and Innovations

TEAM GROUP is focusing on technology and innovation development. For instance, the development of the River Network Model is making us a premier expert in water management. We have also introduced Unmanned Aerial Vehicle (UAV) or drone technology for area survey and the Building Information Modeling (BIM) and Construction Information Modeling (CIM) mechanisms to collect data and develop three-dimensional building models. These tools facilitate data analysis and smart city development planning. 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. Through our body of multidisciplinary experts, these services can accommodate clients' demands in various fields including transportation and logistics, water resources, building and infrastructure development, environmental management, energy, technology application, 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 disciplines. In other words, our integrated services cover the full spectrum of activities from the onset to the completion of a project.

Strong and Sustainable Alliances

Alliances are one of TEAM GROUP's major instruments for enhancing academic capacity and human resource expertise. Our local and international alliances are ready to cooperate in boosting corporate capacity on a stable and sustainable basis.

TEAM GROUP has entered into technical cooperation agreements with many organizations, state enterprises, and educational institutes that have similar values. The aims are to enhance academic capacity and boost human resource capacity. 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, and Japan. These multinational alliances help to extend our scope of services effectively.



TEAM GROUP, Team Work

Teamwork has been one of our most notable keys to success from establishment until now. This is attributable to the dedication, perseverance, and solidarity among our 1,500+ staff in both Thailand and abroad who collaborate for the optimum delivery of services to clients.



TEAMWORK



Major Achievements (Awards)



In 2020, the company received the International Finance Awards 2020 in Best Engineering Consulting Service Company – Thailand category from the International Finance Magazine (IFM), England, an award given to organizations in the consulting engineering business for their outstanding performance and internationally recognized quality. From the Company's more than 40 years of work, together with adhering to the value of **SQT** : **Service** – customer oriented, **Quality** - quality work according to on time and professional engineering standards, **Teamwork** - working as a team, good coordination, trustworthy to their work and committed to the engineering profession.





In 2013, the Company received the International Milestone Project from the International Commission of Large Dams as the designer of the Nam Ngum II Rockfill Dam Project which was nominated by the International Commission on Large Dams.

In 2011, the Company received the “[ASEAN Outstanding Engineering Achievement Award](#)” from the 29th Conference of ASEAN Federation of Engineering Organizations on Outstanding and Largest Consulting Group as an honor to the outstanding contributions to engineering projects, which significantly has contributed to the country’s national development.



Message from the Chairman



The outbreak of the COVID-19 in 2020 had a severe impact on businesses and the economy. Some businesses had to adjust to the situation, some had to be more circumspect while many had to reorganize and rethink, and change their modus operandi to the new normal scenario.

Aware of the potential operational risks, TEAM Consulting Engineering and Management Public Company Limited, or TEAM GROUP, had to ensure that operations could continue uninterrupted and smoothly in the new normal. In this regard, the company adjusted its business strategies and expanded its scope of services in line with the new circumstances while keeping a weather eye on the safety and health of its executives, employees, clients, and business partners. Information technology was upgraded for new connections and safety of data so that employees could efficiently work from home if necessary. Measures were set up for screening of visitors, and disinfection in offices was conducted regularly. Particularly with regard to financial liquidity, cash flow was calculated and closely monitored while costs and expenses were strictly controlled.

With all of these preparations, however, we still retained the organizational value of SQT – Service, Quality and Teamwork to ensure optimum services for clients. With more than 40 years of success, TEAM GROUP is recognized domestically and internationally as a leading consulting firm and has earned support and trust from both clients and partners. This has resulted from sustained operations.

TEAM GROUP's Vision for 2021-2025 is to be "A Regional Solution Provider and Innovative Business Developer". By moving into non-consulting businesses, the company has invested in infrastructure projects in the domains of its expertise – alternative energy and water resource management – for diversification and further development. Despite the current challenges, we remain determined to overcome all obstacles and move forward with confidence owing to the potential and experience of our personnel. Their expertise and professionalism are transferred from generation to generation to create a strong and stable foundation that will drive the company forward with sustainable growth to occupy a stable position in the ASEAN arena.

On behalf of the directors, I would like to extend our thanks to the shareholders, clients, and all parties who have supported us, and to the efforts and endeavors of all the directors, executives, and employees. TEAM GROUP remains determined to deliver optimal services for clients and polish our consultancy standards to achieve enduring success.

Mr. Sanit Rangnoi
Chairman of the Board

Message from the CEO



The onset of the COVID-19 pandemic in 2020 led to a severe global economic crisis. Many businesses had to restructure or reposition in a bid to survive. TEAM GROUP also strived to overcome this challenge in order to move forward resolutely.

With over four decades of experiences, TEAM GROUP is one of the largest integrated consultancy businesses in the region. With an impressive portfolio of over 2,800 successful projects and a strong team of experts, the Group is prompt to provide international standard services and optimal satisfaction for its clients. TEAM GROUP is confident that it can improve its outputs further and move forward with sustainable growth.

Our strength is backstopped by our One-stop Services that encompass many consulting spheres, from study & design, environmental & social impact assessment (ESIA), to project management & construction supervision, as well as related activities. With expertise in our five core areas of transport and logistics, water resources, building and infrastructure development, environmental management, and energy, in conjunction with our investment in infrastructure businesses, TEAM GROUP is able to withstand economic fluctuations and challenges while achieving greater success and sustainable progress.

TEAM GROUP's Vision for 2021-2025 is to be "A Regional Solution Provider and Innovative Business Developer". The focus is on investment in non-consulting business operations that employ innovations and new technologies in the domains of alternative energy, water resources, infrastructure development and so forth. This vision addresses accommodating clients' needs, generating income equal to that of other consulting businesses, as well as coping with future changes and competition. This will drive the organization forward in line with sustainable national growth.

Dr. Aphichat Sramoon
Chief Executive Officer

Board of Directors

Mr. Sanit Rangnoi
Chairman of the
Board of Directors



Dr. Prasert Patramai
Deputy Chairman



General Wichien Sirisoonthorn
Director



Mrs. Suvimol Chrityakerne
Director



Mr. Wera Sutesopon
Director



**Dr. Thanasarn
Khuayjarenpaisit**
Director



**Mr. Chawalit
Chantararat**
Director



Mr. Issarin Patramai
Director



Dr. Aphichat Sramoon
Director

Audit Committee

Mr. Sanit Rangnoi

Chairman of the Audit Committee



General Wichien Sirisoonthorn

Member of the Audit Committee



Mrs. Suvimol Chrityakerne

Member of the Audit Committee



Nomination and Compensation Committee



General Wichien Sirisoonthorn

Chairman of the Nomination and Compensation Committee



Mr. Wera Sutesopon

Member of the Nomination and Compensation Committee



Mr. Chawalit Chantararat

Member of the Nomination and Compensation Committee

E

xecutive Committee

Dr. Prasert Patramai
Chairman of Senior
Advisors



Mr. Peerawat Premchun
Senior Advisor



Dr. Thanasarn Khuayjarempanishk
Senior Advisor



Prof. Dr. Worsak Kanok-Nukulchai
Senior Advisor



Mr. Chaiyuth Sudthitanakorn
Member of the
Executive Committee



Mr. Chawalit Chantararat
Chairman of the
Executive Committee



Mr. Kittipol Bunnim
Member of the
Executive Committee



Mr. Prasong Wangrattanapranee
Member of the
Executive Committee



Dr. Aphichat Sramoon
Member of the
Executive Committee



Mrs. Penpilai Phonchaipanich
Member of
the Executive
Committee

M

anagement Team



Dr. Aphichat Sramoon
Chief Executive Officer



Mr. Kaiwut Simtarakao
Deputy CEO-Business
Development



Mr. Nakorn Sanyasiri
Deputy CEO-Operation



Dr. Teerawut Juirnarongrit
Chief Operating Officer



Mr. Sompat Suwapit
Chief Investment Officer



Mrs. Penpilai Phonchaipanich
Chief Financial Officer

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
- 4 **Dr. Teerawut Juirnarongrit**
Member of the Risk Management Committee
- 7 **Mr. Polrach Khongchum**
Member of the Risk Management Committee
- 10 **Mrs. Netchanok Tapinta**
Member of the Risk Management Committee
- 13 **Mrs. Penpilai Phonchaipanich**
Member of the Risk Management Committee

- 2 **Mr. Nakorn Sanyasiri**
Member of the Risk Management Committee
- 5 **Mr. Sompot Suwavit**
Member of the Risk Management Committee
- 8 **Mr. Watana Limdaengsa-nguan**
Member of the Risk Management Committee
- 11 **Mr. Naris Denpaiboon**
Member of the Risk Management Committee
- 14 **Ms. Mayuree Khuayjarempanishk**
Member of the Risk Management Committee

- 3 **Mr. Kaiwut Simtarakao**
Member of the Risk Management Committee
- 6 **Mr. Meererk Passara**
Member of the Risk Management Committee
- 9 **Dr. Pimpida Chanyarakskul**
Member of the Risk Management Committee
- 12 **Mr. Salyawate Prasertwitayakarn**
Member of the Risk Management Committee
- 15 **Ms. Nuanprae Patramai**
Member and Secretary of the Risk Management Committee

Financial Highlights

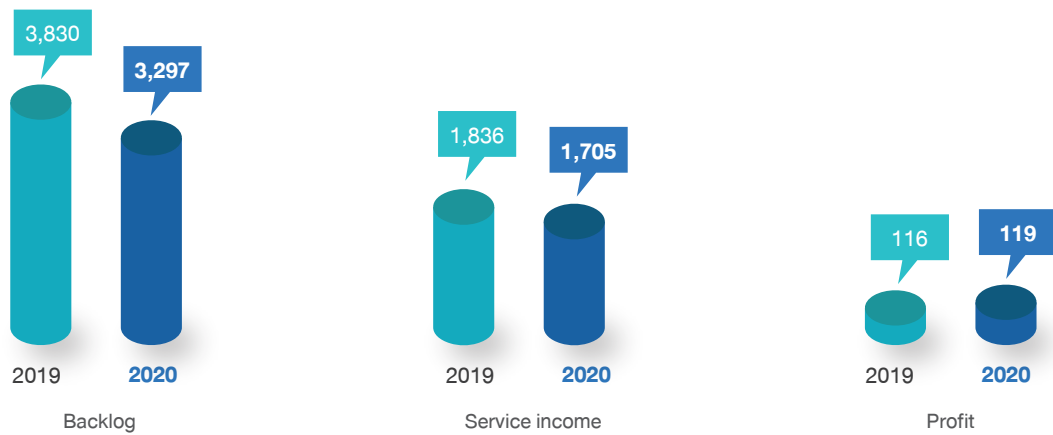
Financial Highlights	2020	2019	2018	2017	2016
Income Statement (Million Baht)					
Service Income	1,705.0	1,836.0	1,654.2	1,590.2	1,648.2
Cost of Service*	1,249.8	1,291.8	1,107.1	1,034.0	1,026.2
Administrative expenses*	320.5	408.8	418.0	447.5	517.7
Profit for the year	119.4	115.5	113.6	98.7	96.2
Statement of Financial Position (Million Baht)					
Current Assets	1,471.7	1,346.8	1,328.8	831.1	928.2
Non-Current Assets	536.7	539.5	499.2	474.0	487.7
Total Assets	2,008.4	1,886.3	1,828.0	1,305.1	1,415.9
Current Liabilities	770.4	663.2	693.0	619.5	930.7
Non-Current Liabilities	323.7	295.2	207.7	213.6	195.6
Total Liabilities	1,094.1	958.4	900.7	833.1	1,126.3
Shareholders' equity	914.3	927.9	927.3	472.0	289.6
Financial Ratio					
Number of shares (Million shares)	680.00	680.00	680.00	2.50	1.66
Par value (Baht/share)	0.50	0.50	0.50	100.00	100.00
Book value (Baht/share)	1.34	1.36	1.36	188.81	174.42
Earnings Per Share** (Baht/share)	0.18	0.17	0.19	0.23	0.28
Return on Asset ratio (%)	6.1%	6.2%	7.3%	7.3%	7.2%
Return on Equity ratio (%)	13.0%	12.4%	16.2%	25.9%	32.0%
Debt-to-Equity ratio (time)	1.2	1.0	1.0	1.8	3.9

*Included depreciation and amortization

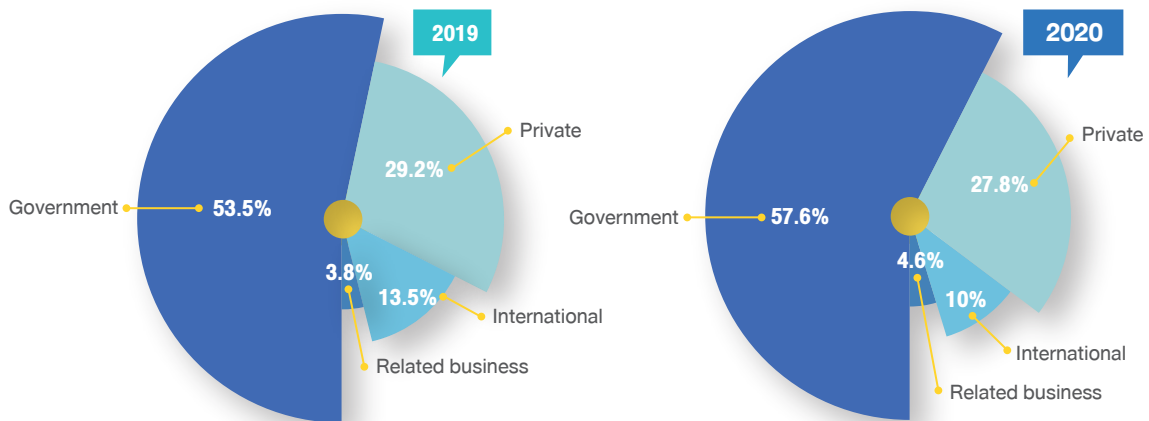
**Calculated by weighted average number of ordinary shares

Operating Results

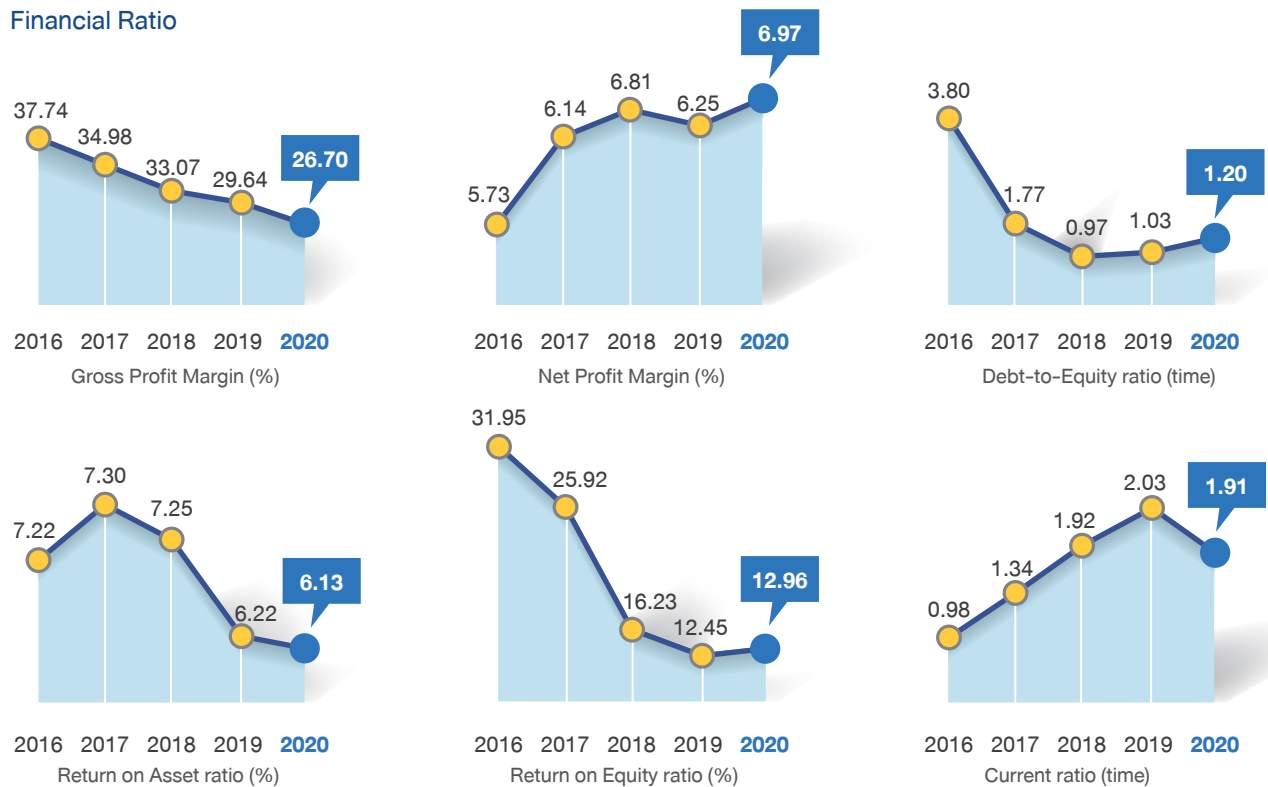
(Unit : Million Baht)



Revenue Structure by Segment



Financial Ratio



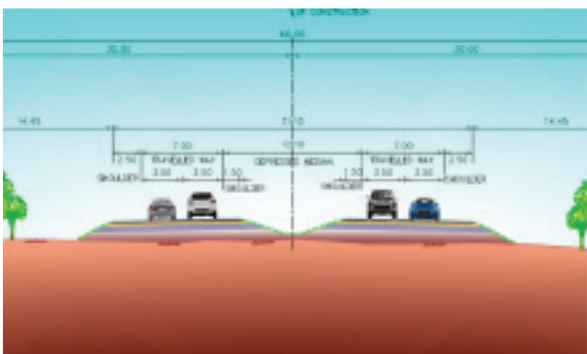
Highlight Projects



Project Management and Construction Supervision of High-Speed Rail Linked 3 Airports Project: Eastern Economic Corridor Office



Survey and Design, Preliminary Study, Analysis, and Assessment for Improvement and Solution on the Intercity Motorway: Department of Highways



Detailed Engineering Design and Feasibility Study of 4-lane highway, the new highway from highway 202 to the 6th Mekong River Bridge (Ubon Ratchathani): Department of Highways



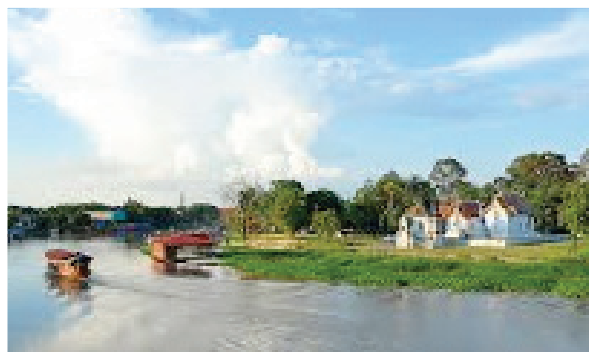
Feasibility Study of Loei Bypass Project, Loei Province: Department of Highways



Technical Inhouse Consultant for Bureau of Location and Design: Department of Highways



Consultancy Services for Study the Development of Transportation Network to Access the Mass Transit System and Airports in Bangkok and Vicinity: Office of Transport and Traffic Policy and Planning



Water Chart for Sakae Krang, Pasak, Chao Phraya, and Tha Chin River Basin: Office of the National Water Resources



The Concession Contract for District Cooling Project of Commercial Area in Suanluang – Samyan: Chulalongkorn University



Feasibility Study, EIA and Detailed Design of Water Supply System for Ko Chang Tourism, Ko Chang District, Trat Province: Provincial Waterworks Authority



Dam Instrumentation for Huai Kho Reservoir, Khwao Rai Sub-district, Na Chueak District, Maha Sarakham Province: Royal Irrigation Department





Dam Instrumentation for Huai Tha Dam, Bak Dong Sub-district, Khun Han District, Si Sa Ket Province: Royal Irrigation Department



Dam Instrumentation for Ban Phet Reservoir, Ban Phet Sub-district, Phu Khiao District, Chaiyaphum Province: Royal Irrigation Department



Kok and North Mekong River Basin Automatic Remote and Water Monitoring System Development Project: SIAM TC Technology Co., Ltd.



Maeklong and Salawin River Basin Automatic Remote and Water Monitoring System Development Project: SIAM TC Technology Co., Ltd.



Feasibility Study and Detailed Design of Water Transmission Pipelines for Enhancing Consumption of Water from Khlong Si Yat Reservoir – Khlong Luang Rachalothorn Reservoir, Tha Takiap Sub-district, Chachoengsao Province: Provincial Waterworks Authority



Feasibility Study for Improvement of Tho Thong Daeng Operation and Maintenance Project, Kamphaeng Phet Province: Royal Irrigation Department



Project Management and Construction Supervision of NICHE MONO Chaengwattana: SENA Development PCL.



Project Emerald: Built-to-Suit Logistics Warehouse: Frasers Property (Thailand) PCL.



Project Management and Construction Supervision of Dynamic Complex Project Phase 2: CP ALL PCL.



Design Review and Construction Supervision Consultant of the Biotherapeutic Research Center: Chulabhorn Research Institute, Chulabhorn Foundation



Project Management and Construction Supervision of NUE Noble Srinakarin-Lasalle: Noble Development PCL.



Construction Supervision for Dynamic Platform, Chachoengsao Province: Thai Industrial Standards Institute



Construction Supervision of Brake Performance System, Chachoengsao Province: Thai Industrial Standards Institute



Survey and Generation of Point Cloud by Handheld 3D Scanner and BIM Modeling Project: Cho Heng Rice Vermicelli Factory Co., Ltd.



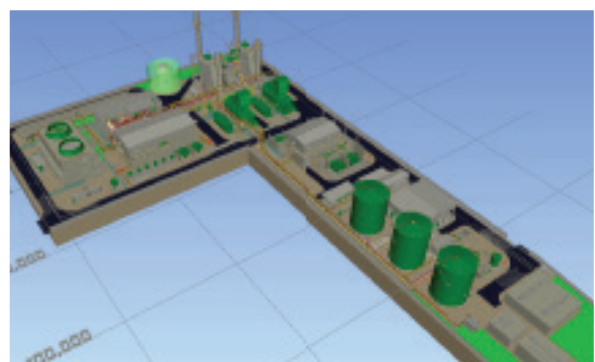
Pedestrian Simulation at Bang Sue Station Project: King Mongkut's Institute of Technology Ladkrabang



Design for Fuel Blending Building Improvement: PTT PCL.



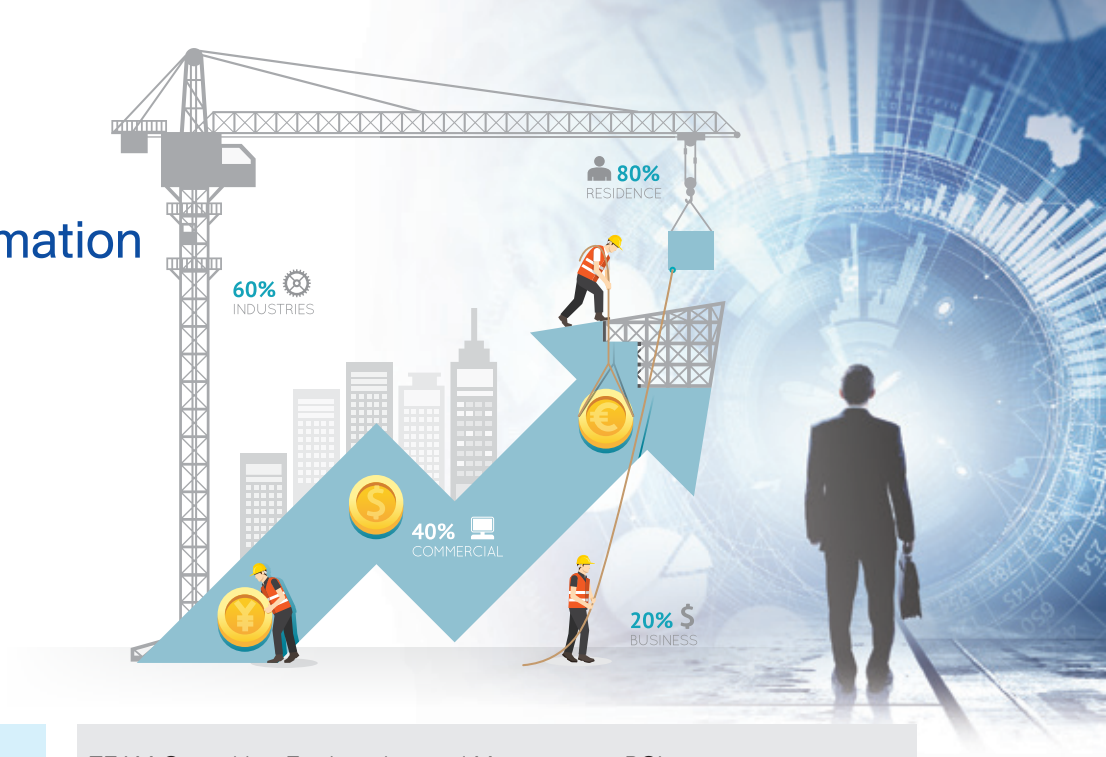
The Solar Power Purchase Agreement Project (Solar Rooftop): Siam Quality Steel Co., Ltd.



Detailed Design of Civil Engineering Work for 6 Units of CCCP: TPSC (THAILAND) Co., Ltd.



General Information



Company name

TEAM Consulting Engineering and Management PCL.

Stock symbol

TEAMG

Company registration number

0107561000030

Type of business

The integrated engineering, environment, management consultancy services

Industry

Property & Construction

Sector

Construction Services

Authorized Capital

Baht 340,000,000.00

(680,000,000 listed Common Stock shares at Baht 0.50 per share)

Issued and Paid-up Capital

Baht 340,000,000.00

(680,000,000 listed Common Stock shares at Baht 0.50 per share)

Address

151 Nuan Chan Road, Nuan Chan, Bueng Kum Bangkok 10230

Website

www.teamgroup.co.th

Telephone

+66 2 509 9000

Fax

+66 2 509 9090

Reference

Securities registration

Thailand Securities Depository Co., Ltd.

93 Ratchadaphisek Road, Din Daeng, Din Daeng, Bangkok 10400

Telephone: +66 2 009 9000, Fax: +66 2 009 9991

Company auditor

1. Mr. Chatchai Kasemsrithanawat

2. Miss Siraporn Ouuanunkun

3. Mrs. Chonlaros Suntiasvaraporn

Auditors from EY Office Limited

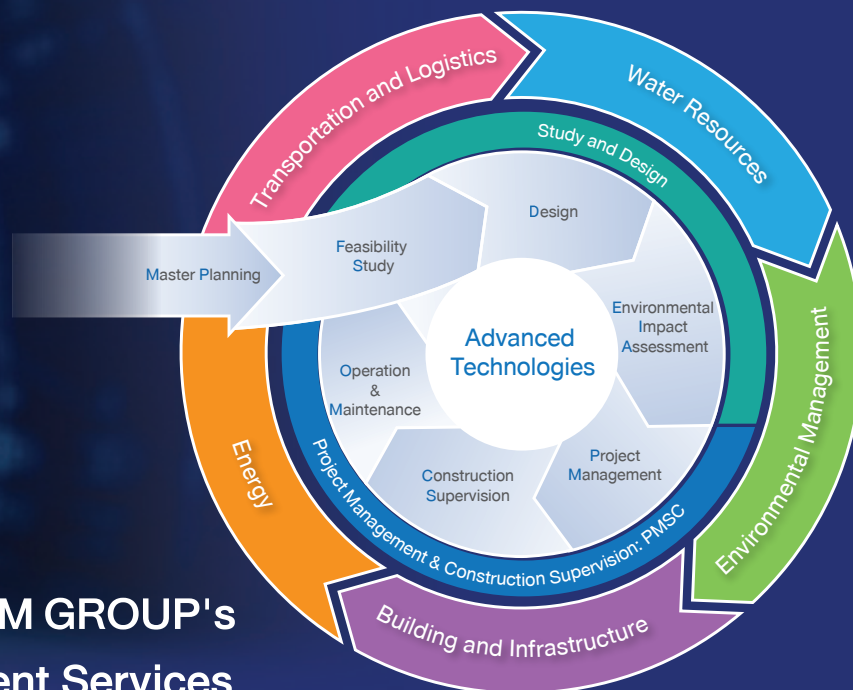
193/136-137 Rajadapisek Road, 33th Floor Lake Rajada Office Complex,

Khlong Tan Nuea, Khlong Toei, Bangkok 10110

Telephone: +66 2264 0777, Fax: +66 2 649 0789

5

Fields of TEAM GROUP's Excellent Services



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:

- 1 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
- 2 Water Engineering**
 Water resources management/development, irrigation, hydropower project development, flood prevention systems, drainage systems, coastal engineering, and available water status forecasting
- 3 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
- 4 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)
- 5 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:

TEAM Consulting Engineering and Management PCL.

Integrated engineering, environment, and management consultancy services in Thailand and the Asian region.

TLT Consultants Co., Ltd.

Consulting services on environmental impact study and report.

TEAM Construction Management Co., Ltd.

Consulting services in construction management and construction supervision for various types of projects including residential and commercial buildings, office buildings, condominiums, resorts, hospitals, warehouses, factories, showrooms, service centers, and infrastructure.

ATT Consultants Co., Ltd.

Energy, oil and gas, power plant, petrochemical-related projects, berthing, building, pipeline systems and utilities, ports, and infrastructures.

LTEAM SOLE Co., Ltd.

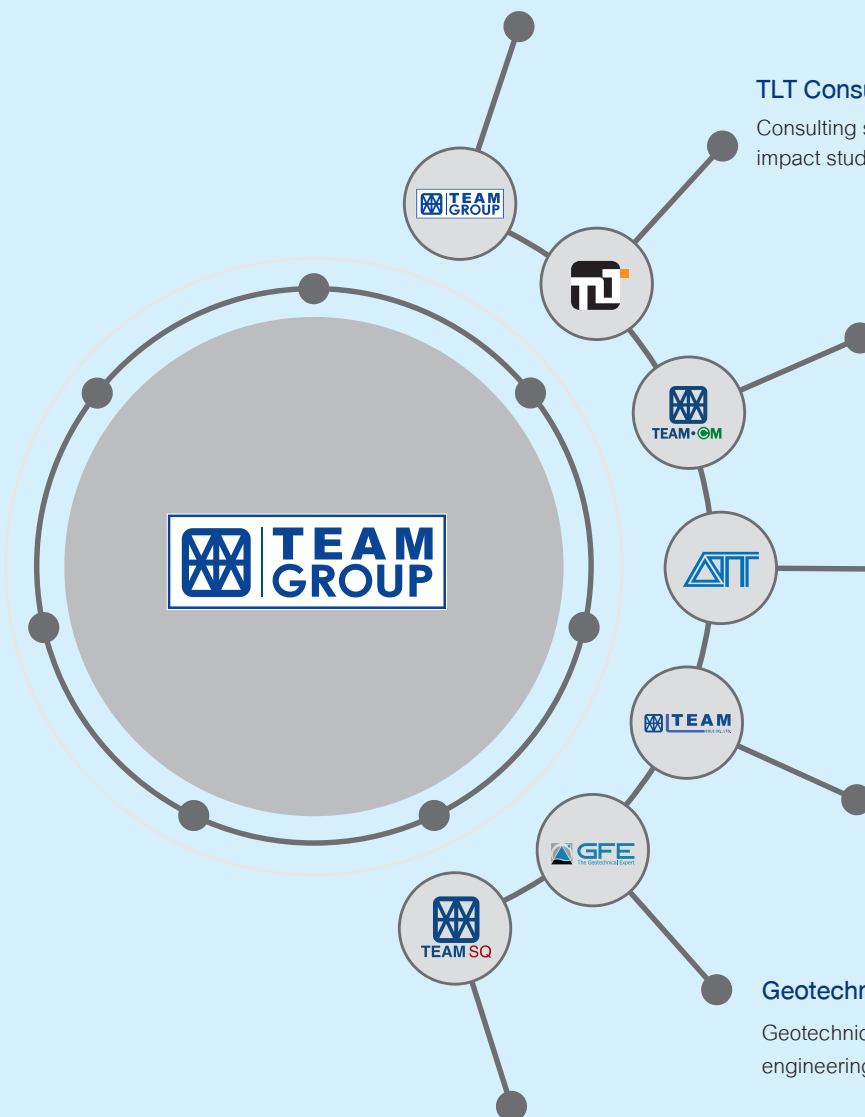
Consulting services on engineering, environment, and related businesses in Lao PDR.

Geotechnical & Foundation Engineering Co., Ltd.

Geotechnical, foundation and underground structure engineering consultancy services.

TEAM SQ Co., Ltd.

Planning and design of building architecture, interior design, landscape architecture, and design for urban development.



Group of Companies Shareholding Structure

At present, the Company Group consists of 13 entities (9 of which are its subsidiaries and 4 of which are currently liquidated). Each entity has different business operation as shown below.

TEAMG

Registered Capital of 340 million Baht Dividing into 680 million shares
at Baht 0.50 per share

ATT	GFE	KGT	iGL	PSDC	TEAM-CM	LTEAM	TLT	TEAM SQ	TWI	TQM	TEAMi	MSI
Registered Capital 20 million Baht Provide Consulting Services in Power and Energy, Oil and Gas, Petrochemical and other related industries including ports and infrastructure Invest in related business in Energy	Registered Capital 10 million Baht Provide consulting services in Geotechnical Engineering, foundation and underground structures	Registered Capital 5 million Baht Provide consulting service in Geotechnical material exploration & laboratory	Registered Capital 1,000 million (Lao) Kip Provide consulting services in the design and construction in the scope of power and energy Provide services in the survey, design and feasibility study in the scope of power and energy	Registered Capital 50 million Baht Install and manage the District Cooling System (DCS) for chilled water distribution.	Registered Capital 10 million Baht Provide consulting service in construction project management and construction supervision of all types of building	Registered Capital 1,000 million (Lao) Kip Provide all areas of engineering consulting services including Environment and other related business in Lao PDR.	Registered Capital 10.25 million Baht Provide consulting services in Environmental impact assessment study	Registered Capital 10 million Baht Provide consulting services in Architectural Planning and Design, Interior and Landscape design including urban development	In the process of business close down	In the process of business close down	The company has already closed down	In the process of business close down

Remarks :

- TWI, MSI and TQM are in the process of company close down.
- TEAMi has already closed down and is currently in the process of liquidation.

Details

of the Subsidiaries

Company Name	Company Details	
ATT Consultants Co., Ltd. (ATT)	Address	151 Nuan Chan Road, Nuan Chan, Bueng Kum, Bangkok 10230
	Nature of business	Consulting services in the fields of energy, power, oil & gas, petrochemical and other related industries including port and utilities.
	Capital/Proportion held by the company	20 Million Baht 100 percent
Geotechnical & Foundation Engineering Co., Ltd. (GFE)	Address	151 Nuan Chan Road, Nuan Chan, Bueng Kum, Bangkok 10230
	Nature of business	Consulting services in the fields of geotechnical engineering, foundation and underground structures.
	Capital/Proportion held by the company	10 Million Baht 100 percent
TEAM Construction Management Co., Ltd. (TEAM-CM)	Address	151 Nuan Chan Road, Nuan Chan, Bueng Kum Bangkok 10230
	Nature of business	Consulting services in the fields of construction project management and construction supervision of all types of building.
	Capital/Proportion held by the company	10 Million Baht 100 percent
TEAM SQ Co., Ltd. (TEAM SQ)	Address	151 Nuan Chan Road, Nuan Chan, Bueng Kum Bangkok 10230
	Nature of business	Consulting services in Architectural Planning and Design, Interior and Landscape design including urban development.
	Capital/Proportion held by the company	10 Million Baht 100 percent
TLT Consultants Co., Ltd. (TLT)	Address	151 Nuan Chan Road, Nuan Chan, Bueng Kum Bangkok 10230
	Nature of business	Consulting services in the Environmental Impact Assessment (EIA) study.
	Capital/Proportion held by the company	10.25 Million Baht 48.77 percent
LTEAM Sole Co., Ltd. (LTEAM)	Address	No.158, Unit 07, Thadua Road, Xaysathan Village, Sisattanak District, Vientiane Capital, Lao PDR
	Nature of business	All areas of engineering consulting services including environment and other related business in Lao PDR.
	Capital/Proportion held by the company	1,000 Million (Lao) Kip (approximately 4 Million Baht) / 100 percent

* Note: The currency exchange rate between "Baht" and "Kip" used above is 250 kip per 1 baht

Subsidiary Companies under the process of business closure / liquidation

Company Name		Company Details
TWI Consultants Co., Ltd. (TWI)	Address	151 Nuan Chan Road, Nuan Chan, Bueng Kum Bangkok 10230
	Nature of business	Consulting engineering services in the fields of water resources and utilities
	Capital/Proportion held by the company	15 Million Baht 93.73 percent
Management Solutions International Co., Ltd. (MSI)	Address	151 Nuan Chan Road, Nuan Chan, Bueng Kum Bangkok 10230
	Nature of business	One stop consulting service in strategic organizational management, finance and investment, accounting, marketing, project management as well as project development.
	Capital/Proportion held by the company	10 Million Baht 100 percent
TEAM Quality Management Co., Ltd. (TQM)	Address	151 Nuan Chan Road, Nuan Chan, Bueng Kum Bangkok 10230
	Nature of business	Power Engineering Consulting services in the fields of power conservation, power consumption, energy management system, energy measurement, energy consumption monitoring and analysis for both the public and private sectors.
	Capital/Proportion held by the company	10 Million Baht 83.75 percent
TEAM Consulting International Co., Ltd. (TEAMi)	Address	151 Nuan Chan Road, Nuan Chan, Bueng Kum Bangkok 10230
	Nature of business	Consulting engineering services, environmental impact assessment and other related businesses in foreign countries especially in the ASEAN region.
	Capital/Proportion held by the company	10 Million Baht 100 percent

Remarks: TWI, MSI and TQM are in the process of business closure. TEAMi has been successfully closed, but under liquidation process.

Associated Companies

Company Name		Company Details
Krungthep Geotechnique Co., Ltd. (KGT)	Address	17/100 Soi Nawamin 111, 11 Intersection, Nawamin Road, Nawamin Subdistrict, Bueng Kum District, Bangkok 10230
	Nature of business	Geotechnical investigations and materials testing
	Capital/Proportion held by the company	5 million Baht 30 percent
iGL Synergy Co., Ltd. (iGL)	Address	CSE Building, Nongbone Road, Unit 8, Nongbone, Saysettha, Vientiane, Lao PDR
	Nature of business	<ul style="list-style-type: none"> • Consulting services in the design and construction in the scope of power and energy • Survey, design and feasibility study in the scope of power and energy
	Capital/Proportion held by the company	1,000 Million (Lao) Kip 30 percent
Pratumwan Smart District Cooling Co., Ltd. (PSDC)	Address	2098, 12 th Fl. M-Tower, Sukhumvit Rd., Phra Khanong, Bangkok 10260
	Nature of business	Install and manage the District Cooling System (DCS) for chilled water distribution.
	Capital/Proportion held by the company	50 million Baht 14 percent





































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

	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.
	S. Khonkaen Foods PCL.		TCC Capital Land Ltd.		Ubon Bio Ethanol Co., Ltd.
	Saraff Energies Ltd.		TCC Land Co., Ltd.		Union Property Co., Ltd.
	SC ASSET CORPORATION PCL.		Thai Maeda Corporation Ltd.		Unique Engineering and Construction PCL.
	SCG Logistics Management Co., Ltd.		Thai Public Port Co., Ltd.		Vandapac Co., Ltd.
	SEAFCO PCL.		Thai Oil PCL.		Verasu Group Co., Ltd.
	SENA Development PCL.		Thai Petroleum Pipeline Co., Ltd.		Volvo Group (Thailand) Co., Ltd.
	Serene Property Co., Ltd.		Thai Pigeon Co., Ltd.		Whizdom Inspire Sukhumvit
	SF Development Co., Ltd.		Thai Polo Club Pattaya		
	Siam Kraft Industry Co., Ltd.		Thantawan Indusry 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 of three independent directors with diverse knowledge, expertise and experience in management, accounting and finance. The three independent directors are independent and have the suitable qualifications to perform their duties in reviewing the financial statements that assures 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 Chriyakerne as members, and Ms. Pommara Patthanabhumthanint, the Company Secretary, as the Secretary of the Audit Committee.

The Audit Committee has independently performed its duties and responsibilities in accordance with the scope of responsibilities assigned by the Board of Directors by reviewing and ensuring the accuracy and reliability of the Company's financial reports, an adequate and appropriate internal control and audit system, reviewing connected transactions, risk management, operating in accordance with the law, related rules and regulations including anti-corruption and good corporate governance. In this regard, the Audit Committee has performed in adherence to the duties as specified in the Audit Committee Charter in conformity with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.

In 2020, the Audit Committee held five meetings, with 100% attendance of all members. In each meeting the Company's Management, external auditor, and internal auditor were present in the meetings to exchange their opinions, and provide recommendations on related issues which benefit the

management of the operations. A summary of each meeting of the Audit Committee was always presented in the Board of Directors Meeting.

In addition, the Audit Committee had also held a meeting exclusively with the external auditors without the presence of the Management to discuss about the 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 can be summarized as follows:

1. Review of Financial Statements for 2020

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 auditors and executives from the accounting and finance department were invited to attend the meeting to clarify and answer questions from the audit committee regarding the accuracy and completeness of the financial statements, adjustments to accounting entries that affect the financial statements, the sufficiency of information disclosed in the financial statements, and auditors observations. It is the opinion of the Audit Committee that the Company's financial statements are correct and in conformity with the generally accepted accounting standards, 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 has reviewed the sufficiency, suitability and effectiveness of the internal control system of year 2020 based on the internal audit control results together with the external auditor and the internal auditor reports every two quarters and has found that no significant weakness or deficiency found. The Committee has expressed its opinion that the Company's internal control system is appropriate and adequate for business operations and the Company can perform efficiently and effectively according to the internal audit control objectives.

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. In addition, regular monitoring of the changes of the impact factors and risk reviews were conducted to ensure up to date risk management and the Company's efficient and response to changes were in a timely manner. 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 are maintained and managed at acceptable levels.

4. Review and Oversight of the Internal Audit

The Audit Committee appointed I VL Auditing Company Limited as the internal auditor of the Company and its subsidiaries. The Audit Committee together with the internal auditor reviewed the adequacy and effectiveness of the Company's internal control system every two quarters. The Audit Committee considers the issues raised from the internal auditor and provided recommendations to enhance the efficiency of the audit system and regularly followed up with the audit results. In 2020, the internal auditor reviewed and audited the Company's key work procedures in conformity with the approved 2020 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 acknowledgement 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 has expressed their opinion that the Company's internal audit is independent, sufficient and in line with the established goals.

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 Audit Committee is of the opinion that the connected transactions or transactions that may have a conflict of interest conducted during the year 2020 are necessary for business operations, are with transparency, fair and contributes 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 a complete and effective internal control process in place which

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. Preparation for the adoption of the Revised Financial Reporting Standards

The audit committee has acknowledged the significant changes to the revised financial reporting standards effective for the accounting period beginning on/after 1 January 2020 and that the Company has prepared to ensure that the standards will be adopted correctly on time.

9. Selection and Appointment of Auditors and Proposal of Audit Fees for the Year 2020

The Audit Committee selected and proposed the auditors and audit fee for the year 2020 to the Board of Directors for their approval. With the approval and appointment by the Board of Directors



it was then proposed to the Annual General Meeting of Shareholders where the following selection criteria were set forth. The auditors were to meet the 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 being independent as stipulated by relevant laws. The 2020 Annual General Meeting of Shareholders passed the resolution and approved EY Office Limited with Mr. Chatchai Kasemsrithanawat, a certified public accountant (CPA), license No. 5813 or Ms. Siraporn Ouuanunkun, a certified public accountant (CPA), license No. 3844 or Mrs. Chonlaros Suntiasvaraporn, a certified public accountant (CPA), license No. 4523 or any another certified public accountant (CPA) from the same company for the accounting year 2020 ending on 31 December 2020 to be the Company's auditor with an annual audit and quarterly audit fees in a total amount of 2,800,000 Baht (Two million eight hundred thousand Baht only).

10. 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 in accordance with the current situation 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 full 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. The Audit Committee's opinion is that the Board of Directors, the Chief Executive Officer as well as the Company's management team and employees are committed to performing their duties in order to achieve the Company's goals with quality work, providing great importance to the operation by considering the principles of good corporate governance, transparency, fairness and honesty and in compliance with all relevant laws and regulations. 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 an adequate internal control system and risk management system.

On behalf of the Audit Committee

A handwritten signature in black ink, appearing to be 'Sanit Rangnoi'.

(Mr. Sanit Rangnoi)

Chairman of the Audit Committee

Report of the Nomination and Compensation Committee

Dear Shareholders,

The Company recognizes the importance of recruitment and selection process of the nomination of Directors and top management, including the determination of the remuneration of such positions. The Board of Directors has appointed the Nomination and Compensation Committee (“Nomination Committee”) in accordance with the good corporate governance practices of listed companies. The Nomination Committee’s duties are to recruit, select, and nominate appropriate persons who are qualified to become directors and senior management, as well as propose the remuneration structure and guidelines for the Board of Directors, sub-committees and senior management to be in line with the Company’s long-term strategy and goals, the Company’s operating results, as well as the experience, duties, roles and responsibilities of the directors and management. The purposes are to retain and motivate the directors and management who have the potential and qualifications to work for the Company. Other duties and responsibilities of the Nomination Committee 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. In addition, The Board of Directors has also approved the Nomination and Compensation Committee Charter to serve as a framework for the duties of the Nomination and Compensation Committee.

At present, the Nomination and Compensation Committee consists of three directors, chaired by Gen. Wichien Sirisoonthorn (Independent Director), with Mr. Wera Sutesopon (Non-Executive Director) and Mr. Chawalit Chantararat (Director) as members of the Nomination and Compensation Committee.

In 2020, the Nomination and Compensation Committee held a total of three meetings, with 100% attendance. A summary of each meeting was reported and submitted to the Board of Directors Meeting for acknowledgement. The summary of the Committee’s performance is as follows:



1. Considered the re-election of the directors retiring by rotation and propose such persons to the Board of Directors for consideration and further submission to the 2020 Annual General Meeting of Shareholders for approval of their reappointment as directors.

2. Considered and proposed the remuneration for the directors and sub-committees which includes monthly remuneration, meeting allowances and annual rewards for the year 2020 based on the Company’s operating results and business size, the directors’ responsibilities as well as referring to the compensation of directors in the same industry to the Board of Directors for consideration before submission to the 2020 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 directors’ nomination criteria and procedure and proposed to the Board of Directors for approval to ensure that the nomination process of the directors and members of specific committees are comprehensive, transparent and clear, the nominees are with the required qualifications, valuable and suitable for the Company’s business operations.

5. Reviewed the criteria and procedure for determining the directors’ remuneration and proposed to the Board of Directors for approval to ensure that 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 Chief Executive Officer 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 the Chief Executive Officer.

7. Reviewed the criteria and procedure for considering the remuneration for the Chief Executive Officer and proposed to the Board of Directors for approval to ensure the Company's remuneration structure incentivizes the Chief Executive Officer 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 Chief Executive Officer's performance and proposed to the Board of Directors for approval. The assessment criteria were established to incentivize the Chief Executive Officer 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 Chief Executive Officer 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 Chief Executive Officer's performance as assigned by the Board of Directors.

9. Considered the implementation of the senior management succession plan to ensure continuity in management.

10. Considered and conducted an assessment of the Nomination and Compensation Committee's performance and reported the assessment results to the Board of Directors for acknowledgement.

It can be concluded that the Nomination and Compensation Committee has performed 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

(General Wichien Sirisoonthorn)
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 (“Company”) places great importance on good corporate governance. A 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. The Risk Management Committee consists of 15 members as follows.

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

management direction, and maintains risks to be within acceptable ranges. The Risk Management Committee also communicates with employees at all levels to raise awareness on 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 2020, the Risk Management Committee held a total of six meetings. The summary of each meeting of the Risk Management Committee was reported to the



Board of Directors for consideration every quarter. The Risk Management Committee's significant performance results in the past year can be summarized as follows:

1. Oversaw the Company's risk management in compliance with the COSO (The Committee of Sponsoring Organizations of the Treadway Commission)'s 2017 Enterprise Risk Management Framework, which consists of setting the objective; identifying the risks; conducting risk assessment and risk response; and monitoring the risks at the organizational and project levels every 2 months. Such monitored risks covered various aspects: strategy/marketing, operations, finance, and rule/legal compliance. The purpose of risk management was to maintain risks within an acceptable level and to achieve the corporate targets set forth.

2. Monitored and considered risk management in 2020 at both the organizational and project levels in various areas, i.e.

- **Strategic/marketing risk management**, including strategic planning and analysis of project risks in all aspects before making offer to undertake any project

- **Operational risk management**, including risks associated with internal process, work quality, associated companies, the inconsistent work with terms of payment, information technology, improper arrangement of personnel in the project, retention of competent personnel, and development of sufficient key personnel

- **Financial risk management**, including risks associated with cash collection and corruption

- **Rule/legal compliance risk management**, including risks associated with execution of mass-related projects, and observance of labor law

3. Determined and provided recommendations with regard to the 2021 risk management plan together with the 2021 business plan to ensure that the risk management activities are in accordance with the Company's policies, objectives, and current situation before submitting the plans to the Executive Committee, the Audit Committee and the Board of Directors for consideration.

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

5. 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 its knowledge, skills, prudence, and dedication, under the scope and duties assigned by the Board of Directors in order to systematically and effectively manage and control the Company's risks to an acceptable level, resulting in the achievement of the set objectives and goals and value creation to all shareholders and stakeholders in the long run.

On behalf of the Risk Management Committee

(Dr. Aphichat Sramoon)

Chairman of the Risk Management Committee

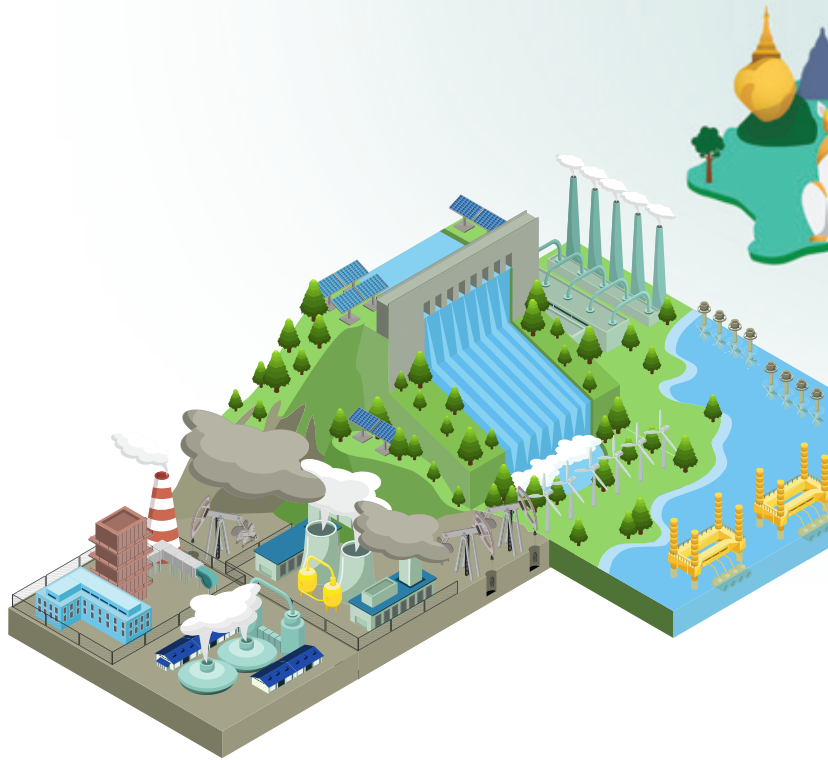


Nature of Business

Nature of Products and Services

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 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 addition, the company also aims to expand the business to invest in related businesses in areas where the company have expertise such as renewable energy, water resources to generate continuous recurring income.

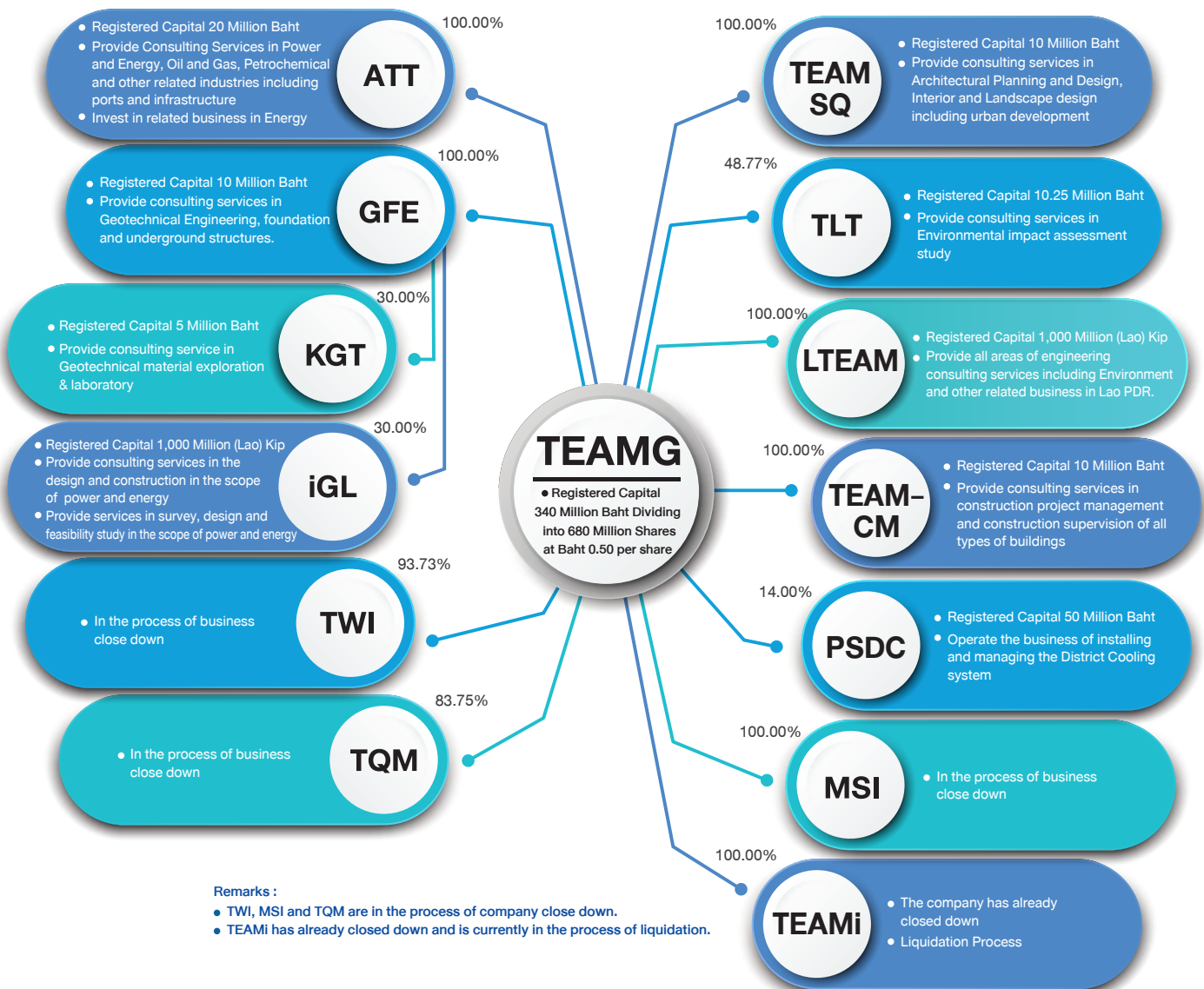
Building Information Modeling (BIM) is a process of project modeling showing the image in the form of digital representations of physical and functional characteristics of places. The Company applies BIM for design tasks and construction project management leading to higher efficiency and reduction of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

BIM



At present, the Company Group consists of the Company, Subsidiaries, Associates, Joint Ventures in total of 13 entities (nine of which are currently in operation

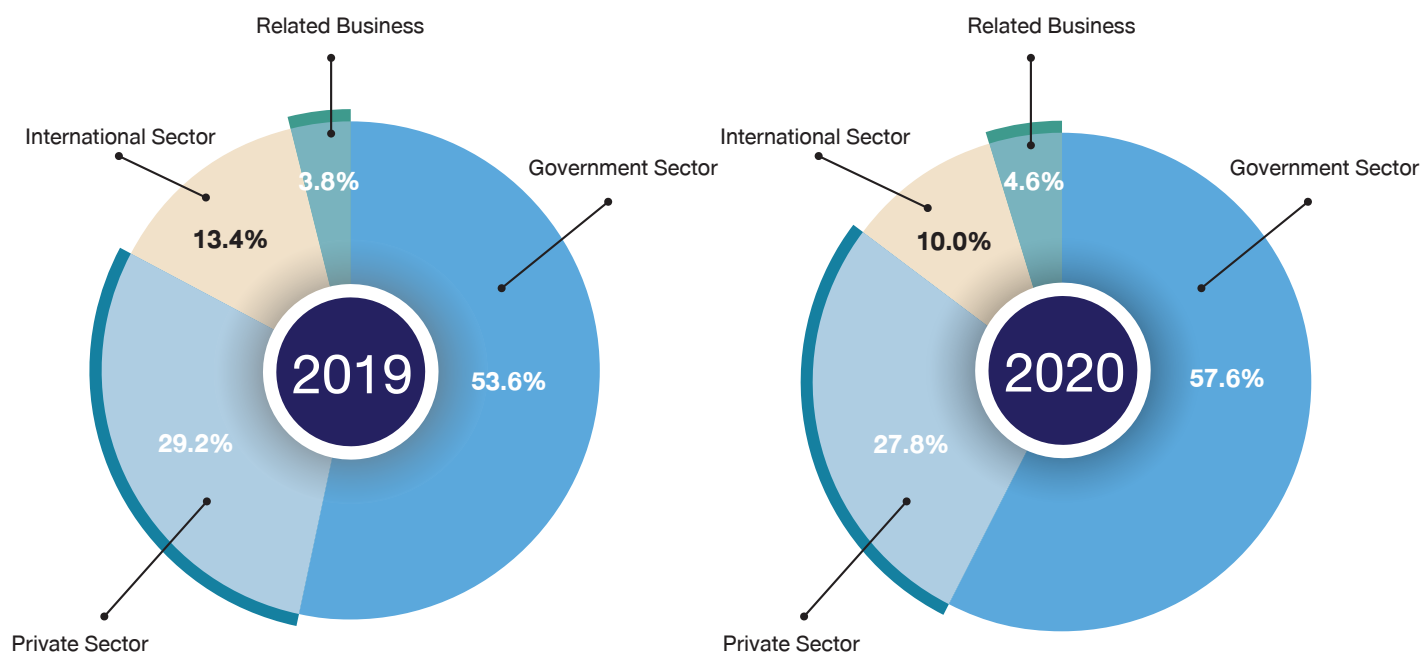
and four of which are currently liquidated). Each entity has different business operation as shown below:



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 2019-2020, the segment portions are administrated as follows:

Revenue Portion by Business Sectors

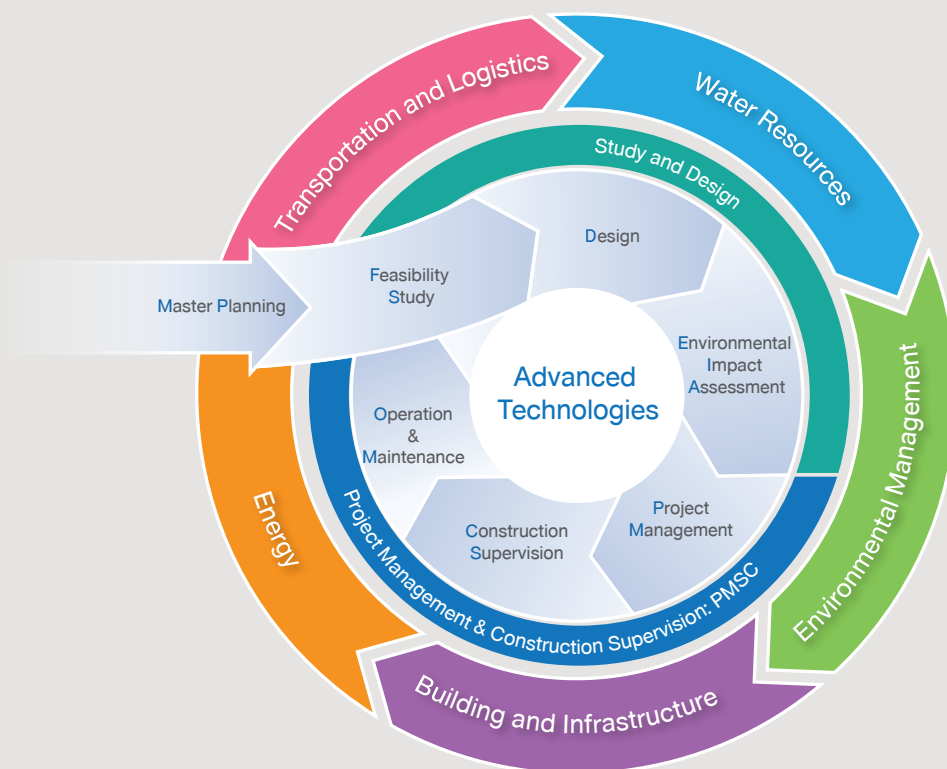


2 Service characteristics

(1) Types of service according to the natures of the 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:

• 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.

• 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.

• Survey and Detailed Design

The Company and its subsidiaries provide services on survey and detailed design required by the clients. The scope 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.

• 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, economic, social and health 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





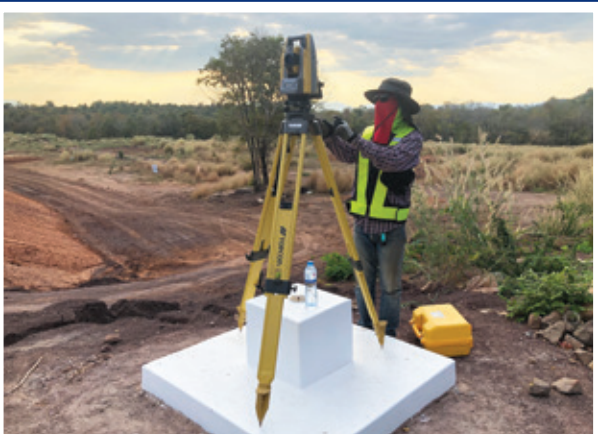
Apart from that, the company has expanded its investments in related businesses as follows:

- The Water Treatment and Water Recycling Project for the Suan Luang-Sam Yan Area of Chulalongkorn University. The Company invested in this project in 2019. 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.

- The Solar Power Purchase Agreement (Solar Rooftop) with Siam Quality Steel Company Limited. In 2020, ATT Consultants Company Limited (ATT), a subsidiary of the Company, invested on the installation of solar panels and other related structures on the roof of Siam Quality Steel Company Limited's factory. The



Deformation Monitoring in Tunnel



Survey for Reference Benchmark



Water Level Indicator



Open and Standpipe Piezometer Installation



Weather Station Installation

project has a capacity of approximately 0.6 MW and will distribute electricity to Siam Quality Steel Company Limited for a period of 10 years.

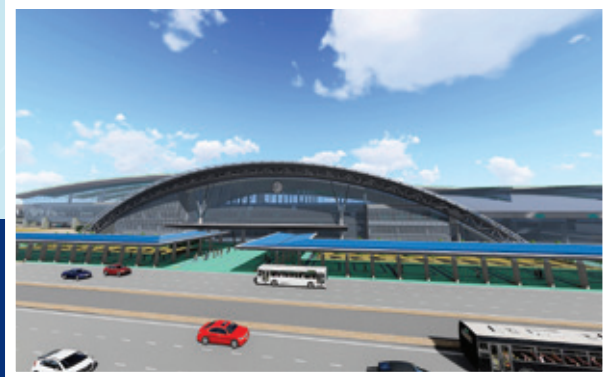
- **The District Cooling system for Chulalongkorn University.** In 2020, the company has established a joint venture company namely, Prathumwan Smart District Cooling Company Limited that has the initial registered capital of 50,000,000 Baht. This company is a joint venture among 3 investors: the Company, BCPG Public Company Limited, and Keppel DHCS Pte. Ltd., which aims to operate the business of installing and managing the District Cooling system for the distribution of chilled water to buildings within “The Chula Smart City Project”, located in the heart of Bangkok city, Suanluang-Samyan, Chulalongkorn University.



Drone



Drone



Application of BIM in Design Work



Application of BIM in Design Work



Water Recycling for Chulalongkorn University



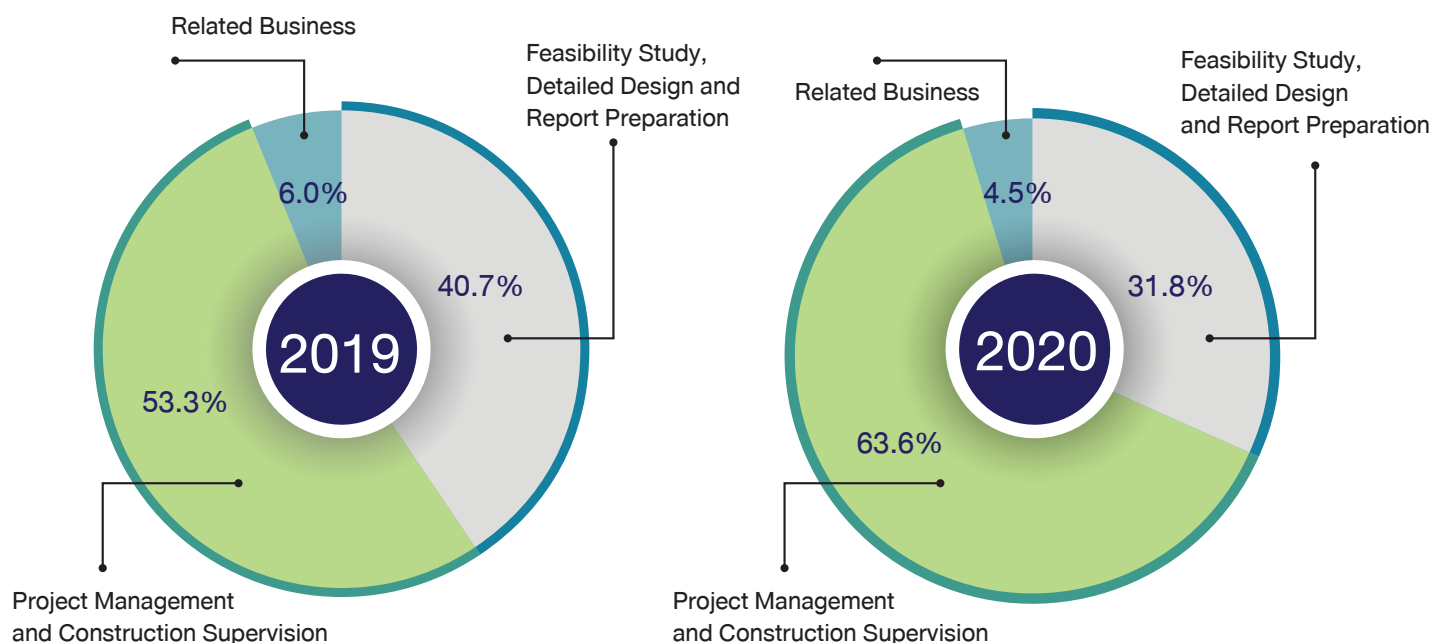
Solar rooftop



District Cooling

In 2019-2020, 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 type 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) Building 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).

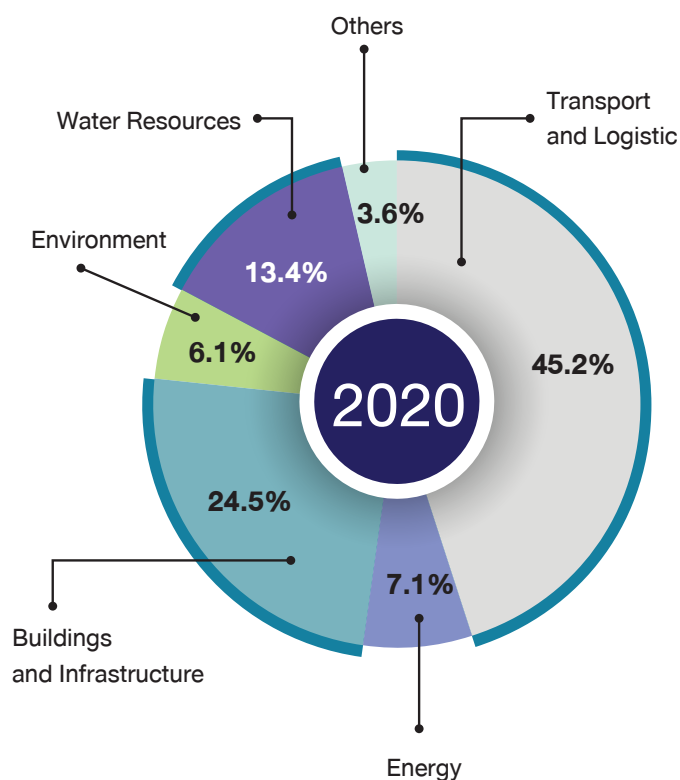
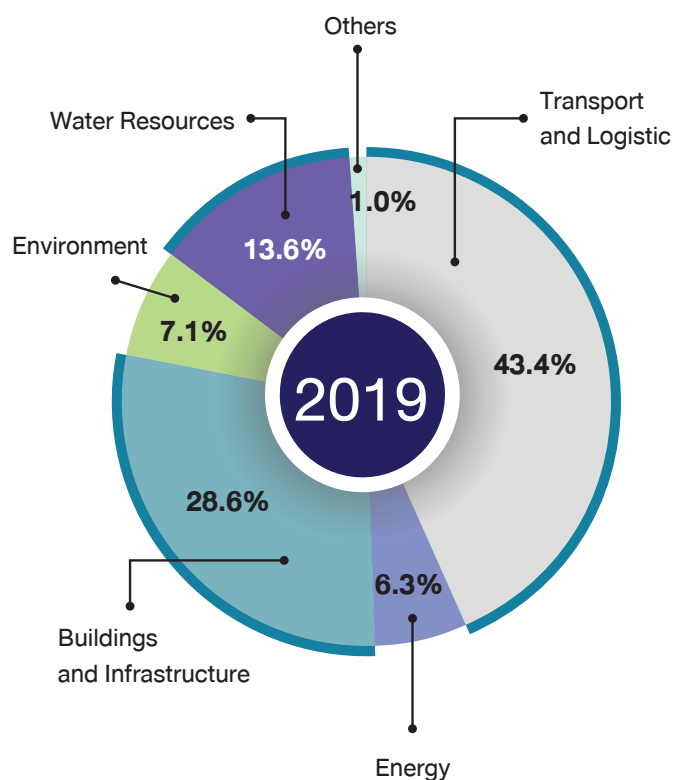
4) Environmental Management (ENV):

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 Expertise



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 2,800 projects at national and regional levels.

(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 arranges training courses for large-scale construction project management and supervision for new engineers. Apart from that, the Company also provides BIM training courses. The purpose is to enhance all engineers, architects and draftsmen the ability to use BIM, one of the most significant services of the Company, in order to provide quality services in line with engineering standards.

(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.

(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 58%, the private sector for 28%, the international sector for 10%, and related businesses for 4%.

2. Competition Outlook of Consulting Business in the Past Year

(1) Industry Outlook

In 2020, Thailand was impacted by the COVID-19 outbreak, as a result, the Thai economy declined by 6.1%, compared to the expansion of 2.4% in 2019. The export of goods, private consumption and total investment contracted by 6.6%, 1.0%, and 4.8% respectively, with the average headline inflation at -0.8% and the current account balance at surplus of 3.3% of GDP. (Source : Thai Economic Performance in Q4 and 2020 and the Outlook for 2021, NESDC) Such economic slowdown affected the engineering consulting business. However, the government tried to expedite

investment on important and urgent projects to stimulate the investment of the country as a whole which will result in the more cash flow in the economy as well as build up investor confidence in infrastructure projects. During the year 2020, the government has signed a contract for the development of the U-Tapao Airport and the Eastern Airport City and the Laem Chabang Port Phase III, which are key infrastructure development projects in the Eastern Special Development Zone (EEC).

For the year 2021, the NESDC reported that the Thai economy is expected to expand by 2.5-3.5%, supported mainly by (i) the recovery of the world economy and global trade volume; (ii) the government stimulus measures; (iii) the rebound of domestic private demand; and (iv) the unusually low base effect in 2020. Accordingly, it is expected that export value in US dollars term will expand by 5.8% while private consumption and total investment are expected to increase by 2.0% and 5.7%, respectively. Headline inflation tends to be in the range of 1.0 – 2.0% and the current account is estimated to register a surplus of 2.0% of GDP. (Source : Thai Economic Performance in Q4 and 2020 and the Outlook for 2021, NESDC)

In addition, the Economic Management for the year 2021 depends on various factors including (1) Containing the outbreak and preventing a new wave of COVID-19 (2) Preserving domestic political environment (3) Supporting affected sectors experiencing limitations on the recovery (4) Maintaining the economic growth momentum with the supporting from public consumption and investments (5) Encouraging export of goods (6) Stimulating private investment (7) Preparations for re-opening to foreign tourists (8) Arranging preemptive measures for risks of drought and the corresponding effects on farmers' income (9) Monitoring and preparing for cushioning the impact of world economic and financial fluctuations (Source : Thai Economic Performance in Q4 and 2020 and the Outlook for 2021, NESDC)

The government's investment drive continues to focus on the important and urgent projects continuing from 2020 in order to stimulate overall national investment, generate more cash flow in the economy, and build confidence among local and international investors. The progress of the EEC projects as of January 2021 is as follows:

Project	Progress
1. The U-Tapao Airport and the Eastern Airport City	The contract was signed in June 2020. The investor is in the process of reviewing the Master Plan and designing the building.
2. High-Speed Railway Connection to 3 major airports	Preparing for construction
3. Laem Chabang Port Phase III	The contract was signed in September 2020. The project is in the process of preparing for construction.
4. Map Ta Phut Industrial Port Phase III	Preparing for construction

As for the development of transportation projects in 2021, the government continues to expedite projects such as the development of the double-track railway system. to increase the efficiency of rail transport, the regional airports, the planning of the motorway development to be in line with the expansion of the double-track

railway and high-speed rail network nationwide This includes the development of a secondary mass transit system (Feeder) to connect the travel from various business districts or communities to the main railway system. The progress of significant infrastructure projects under Ministry of Transport is shown below.

Completed Projects

Motorway – Expressway

- Motorway: Pattaya-Map Ta Phut

Logistics Center

- Intermodal Facility at Chiang Khong, Chiang Rai

Under Construction



MRT

- Commuter Rail Red Line: Bang Sue – Rangsit/ Bang Sue-Taling Chan
- MRT Orange Line: Thai Cultural Center – Minburi
- MRT Pink Line :Khae Rai-Minburi
- MRT Yellow Line: Lat Phrao – Samrong

Motorway – Expressway

- Motorway: Bang Pa In –Nakorn Ratchasima
- Motorway: Bang Yai –Kanchanaburi
- Expressway Rama 3 – Dao Kanong-West Outer Ring Road
- Bang Khun Thian – Ban Phaeo

High Speed Train

- Bangkok – Nakorn Ratchasima
- High-Speed Railway Connection to 3 major airports

DualTrack Rail

- Phase 1: 7 routes

Airport

- The 3rd Runway Suvarnabhumi Airport

Approved by the Cabinet + In the Preparation Stage

MRT

- Commuter Rail Red Line: Rangsit – Thammasat University/ Taling Chan –Salaya/ Taling Chan– Siriraj
- MRT Purple Line: Tao Pun– Rat Burana
- MRT Orange Line: Bang Khun Non–Minburi



Airport

- MRO U – Tapao

Logistics Center

- Cross-border Logistics Center, Nakorn Phanom



Port

- Laemchabang Port Phase 3

Dual Track

- Den Chai – Chiang Rai – Chiang Khong
- Ban Phai – Mukdahan – Nakorn Phanom

PPP Committee Approved + Preparing for the Cabinet Consideration

Preparing for Cabinet Consideration in the next step

Motorway

- Nakorn Phatom –Cha Am

Airport

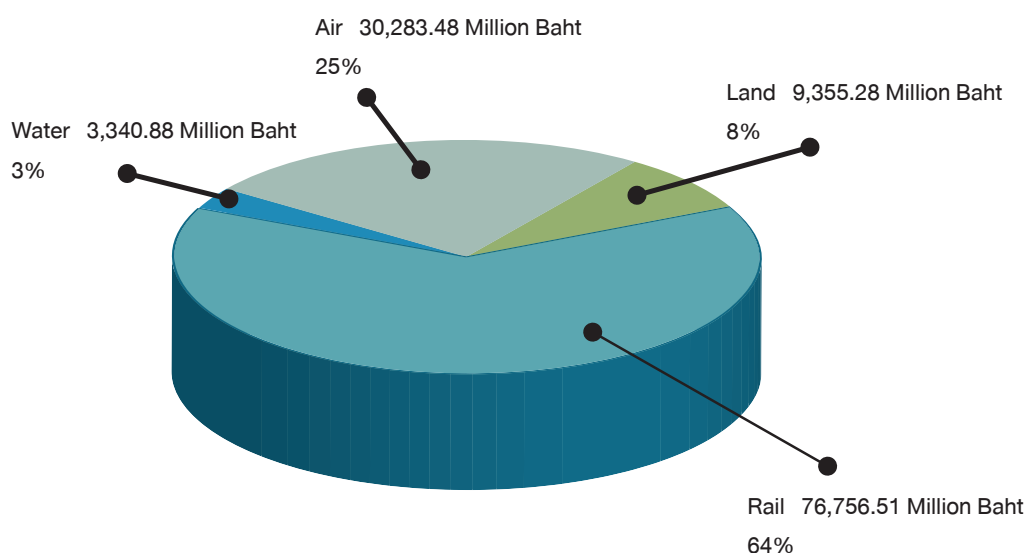
- Don Muang Airport Phase 3
- Chiang Mai Airport Phase 1
- The Aeronautical and Aerospace Training Center at U-Tapao International Airport



Source: Ministry of Transport, January 2021



2021 Investment Budget of State Enterprise under Ministry of Transport: 119,736.15 Million Baht



Source: Cabinet resolution of 29 September 2020 regarding the framework and investment budget of state enterprises for the fiscal year 2021
Budget expenditure documents according to the Annual Budget for the Fiscal Year 2021 Act

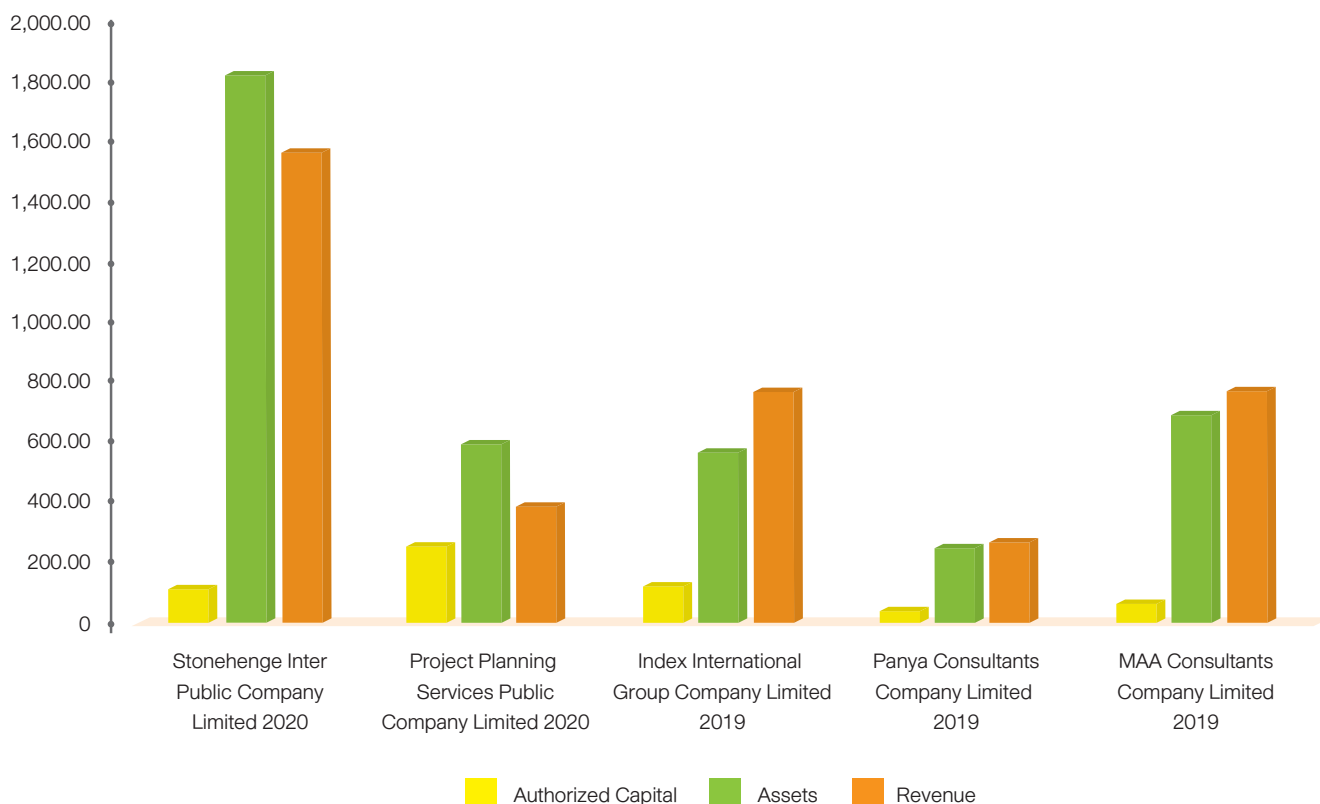
The investment in infrastructure of both public and state-owned enterprises mentioned above will be the critical factor to drive the economy and also the engineering and environmental consulting businesses as well as accelerating the economic recovery from the COVID-19 outbreak.

(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 2,435 registered consultants, divided into 387 independent consultants and 2,048 juristic person consultants (as of 8 January 2021). 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.

Companies in similar business operations



Source: Financial Data from www.set.or.th and datawarehouse.dbd.go.th

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 in.

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.



Recognizing the importance of risk management that may adversely affect its business operations, the Company classified the significant risk factors as follows.

1. Human Resources Management Risk

The Company and its subsidiaries conduct the integrated engineering and environmental consulting businesses, emphasizing provision of services with knowledge, experience, and expertise in multifarious fields. The competitiveness of the Company and its subsidiaries hence depends on recruitment of highly qualified personnel to sufficiently serve the manpower demand of the ongoing and potential projects. Fully aware of the human resources management as one of the essential factors in the organization, the Company has assigned the People Management Committee (PMC) to determine policies and measures with regard to human resource management and development, to set personnel performance targets, and to prepare annual workforce plan, yearly training plan, and successor selection procedures. In addition, with an aim to continually develop knowledge and skills among employees, the Company and its subsidiaries also address the importance of internal knowledge management (KM), and development of a database system to store and search for personnel information. Furthermore, the Company provides training classes on a regular basis to improve and enhance their work skills, knowledge and competency, for example, design and construction supervision of mega projects for young engineers, construction supervision and management techniques for mega projects, strategic thinking courses, etc. The Company also has a network of professional partners which are leading universities, e.g. Chulalongkorn University, Asian Institute of Technology (AIT), and King Mongkut's Institute of Technology Ladkrabang, to collaborate in providing experts/lecturers for project implementation.

2. Risk from Management and Quality Control

Actively committing to delivering the quality services that meet the engineering standards, the Company has adopted the ISO 9001:2015 system in managing and controlling the quality of its consulting engineering and environmental businesses, including study, planning, design, cost estimation, tender document preparation, environmental impact assessment, project management and construction supervision, aerial photography and mapping, and Building Information Modelling (BIM). The overall work quality at the organizational level is under the supervision of the Quality Management Committee (QMC) that has the duties to determine the quality policy, key performance indicators (KPIs) and quality targets; and to review the implementation of the quality management system and continuously improve it to be more efficient. For the work quality at the project level, the Quality Assurance Group (QA Group) was appointed to assure the technical quality of all projects is in consistency with the specified standards; to closely follow up and supervise the operations of major projects which may have quality-related risks; and to thoroughly check the quality of work before delivering it to customers. In implementation of the ISO 9001:2015 system, the Company appointed the Quality Management Representative (QMR) to ensure that the processes needed for the quality management system are implemented and maintained in conformity with the requirements of the international standards; and to monitor and evaluate the performance of the quality management system implemented in the organization. Besides, the customer satisfaction survey is also



conducted to gain the customers' feedback on every project and service.

3. Risk from Investment in Subsidiaries and Associated Companies

The Company has invested in several subsidiaries and associated companies. Risks that might be caused by investment in subsidiaries and associated companies are limited to the amount invested in each subsidiary/ associated company. However, prior to making decision on each investment, the Company carefully analyzes and studies the viability for investment in each business. The business partners' profiles, creditability and core values which are similar to the Company's are also taken account of before proposing to the Executive Committee and the Board of Directors for consideration.

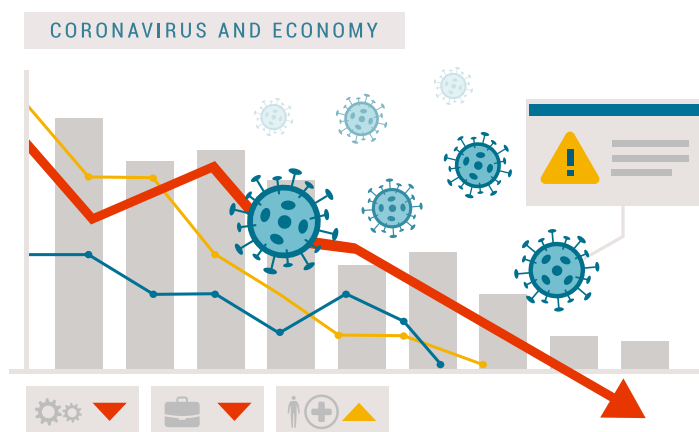
4. Risk from Changes in External Factors during Project Implementation

Operating as a consultant in various engineering projects with different implementation periods, depending on the project nature and scope of work assigned, there are many variables or unexpected events that may directly or indirectly affect the project operations, for example, public protest against projects, financial liquidity of project owners/construction contractors, delay in project process, or changes of construction drawings/scope of work. Well aware of the risks that may occur, the Company and its subsidiaries have determined the guidelines for consideration when undertaking any projects. That is, the responsible department has to study each project's description, nature, and scope of work to clearly understand such

potential project; to study and analyze the project viability, reputation and financial status of the project owner/employer; as well as to coordinate with the owner/employer throughout the project duration in order to solve problems in time and complete the services on schedule. This helps the Company and its subsidiaries smoothly and efficiently achieve the risk management at both project and portfolio levels.

5. Risk from Pandemic and Force Majeure

In 2020, the communicable disease Coronavirus 2019 or COVID-19 affected countries across the globe, leading to escalation in the number of infected persons and deaths. In Thailand, the Government declared an Emergency Situation pursuant to the Emergency Decree on Public Administration in Emergency Situations B.E. 2548 (2005) to control the spread of the pandemic. Fully aware of such risk, the Company determined the measures to minimize the risk exposure by preparation of the business continuity plan (BCP), work from home plan, health screening prior to entry to the building, and

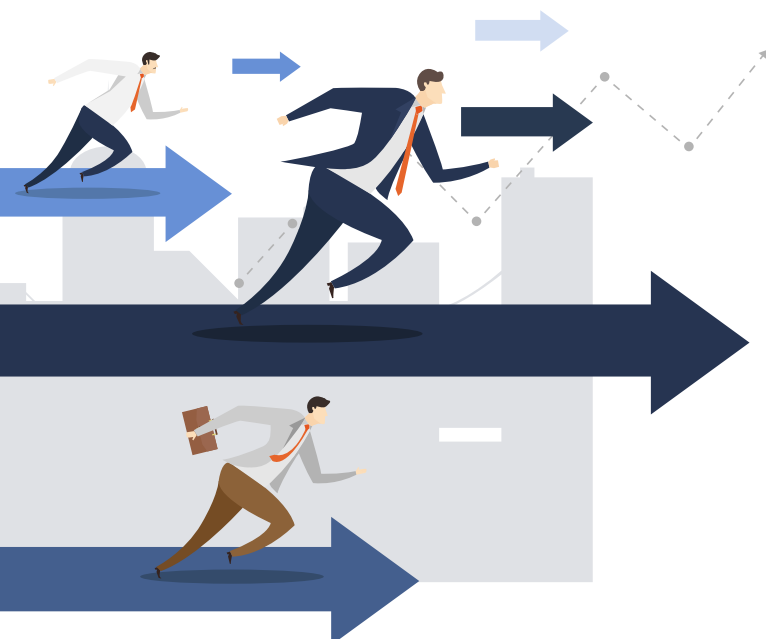




spraying of disinfectants in the office areas to ensure the continuity and efficiency of our business operations.

6. Risk from Changes of Government Policies

Given the fact that more than 50 percent of the Company's revenue structure involves projects from the government sector, the government's infrastructure-driven development policy is, thus, fundamentally important for the Company's business operations. This includes the political stability, changes in the government policies, as well as delay in investment. The Company is aware of the said risks, and has therefore increased the proportion of income generation from the private sector, both locally and internationally, in order to reduce such risks. The Company has also expanded the channels of revenue which will derive more stable revenue by investing in other businesses that the



Company has expertise in, for example, investments in district cooling projects, solar PV rooftop projects (Private Power Purchase Agreement), wastewater treatment projects, etc.

7. Risk from Intensifying Competition in Consulting Industry in Thailand and Other Countries

Currently, there are many forms of project development, and implementation of large-scale infrastructure projects requires more complicated approaches and innovative technologies. Besides, various types of projects are likely to burgeon in Thailand and the neighboring countries which witness the growing trend of economic and social development. The number of engineering consulting companies, in recent years, has surged in response to the growth in project development. Consequently, the Company and its subsidiaries are exposed to the risks of more intense competition which may adversely affect the business operations.

However, the Company and its subsidiaries are considered to have competitive advantage as a result of diverse fields of expertise and ability to provide comprehensive service ranges. The majority of the Company's customers are medium- and large-scale project developers which mainly focus on the quality of work and experience of the engineering team. TEAM GROUP is recognized as one of the well-known engineering consulting companies led by a professional team of the management and engineers with experience of over 40 years, accountability, and good relationship with customers. Furthermore, more than 900 employees of the Company and its subsidiaries with skills of

engineering, architecture, environment and other academic disciplines are managed under the efficient human resources management plan. The Company also creates an extensive network of collaboration with both domestic and foreign consulting firms, enhancing the ability and chances to acquire more projects and, in the meantime, reducing competition among consulting companies.

8. Risk from Changes in Engineering Technologies

At present, the Company has constantly applied the advanced technologies to develop our work procedures for design, feasibility study, project management & construction supervision, and work inspection to enhance efficiency, augment quality of work and respond to demands of different project owners. Fully understanding changes in engineering technologies, the Company and its subsidiaries determined several measures to prepare for the changes in the industry. Modern technologies and innovations, e.g. drones, have been adopted in our working procedures, including topographic surveys, subsequently leading to requirement of less resources and increase in operational efficiency. The Company has also collaborated with domestic and

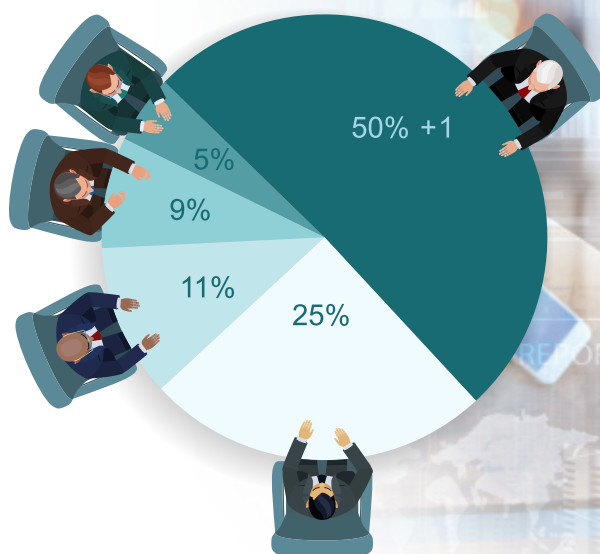
international innovation development companies to employ new technologies in our projects, particularly the development of “Smart Cities”. In addition, training courses on engineering techniques are regularly provided for personnel of the Company and its subsidiaries. All engineers under 40 years of age must be trained and able to use the Building Information Modelling (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.

9. Risk from Cyber Threats

Nowadays, a business increasingly relies on information technology system to boost its operational efficiency, including storage of project data, and internal & external communications. These activities may lead to higher exposure to cyber threats, i.e. theft of data, data loss, or disruption of system. To ensure our continuity of business operations and network security, the cyber threat prevention systems were installed, e.g. authentication for access to the network, firewall, data backup, and periodical testing of recovery plan.



Information on Securities and Shareholders



Registered and Paid-up Capital

As of 31 December 2020, the Company had the 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 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 30 December 2020

NO	Shareholder Name	Number of Shares	Shareholding Percentage
1	Mr. Prasert Patramai	73,098,800	10.75%
2	Mr. Peerawat Premchun	39,580,800	5.82%
3	Mr. Amnat Prommasutra	38,430,200	5.65%
4	Mr. Chawalit Chantararat	28,278,400	4.16%
5	Mr. Thanasarn Khuayjarernpanishk	23,587,000	3.47%
6	Mrs. Sirinimit Boonyuen	23,122,200	3.40%
7	Mr. Issarin Patramai	21,627,900	3.18%
8	Mr. Kittipol Bunnim	20,400,000	3.00%
9	Mrs. Penpilai Phonchaipanich	20,275,000	2.98%
10	Mr. Prasong Wangrattanapranee	17,007,600	2.50%
11	Mr. Wera Sutesophon	16,212,600	2.38%
12	Miss Nuanprae Patramai	14,003,400	2.06%
13	Mr. Suksavasdi Srisuphonvanij	10,870,200	1.60%
14	Thai NVDR Co., Ltd.	10,818,600	1.59%
15	Mr. Thongchai Montapaneewat	10,421,300	1.53%
16	Mr. Chai Manophars	10,000,000	1.47%
17	Miss Kanyapron Khuayjarernpanishk	9,770,100	1.44%
18	Miss Mayuree Khuayjarenpanishk	8,558,100	1.26%
19	Miss Thitiwal Chantararat	7,000,000	1.03%
20	Mr. Werapol Thonguthai	6,720,200	0.99%

Source : Thailand Securities Depository Co., Ltd.

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 statements, after deduction of corporate income tax and all legal reserves as stipulated by law. However, the dividend payment may change depending on the Company's 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 the usual business operations of the Company.

In this regard, the Board of Directors' resolution approving the dividend payment must be presented to the Shareholders' 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 Shareholders' Meeting.

In 2020, the Company paid out dividends twice, namely the second 2019 interim dividend payment of 40.8 Million Baht or 0.06 Baht per share for the period from 1 July 2019 to 31 December 2019; and the 2020 interim dividend payment of 74.8 Million Baht or 0.11 Baht per share. As a result, the total dividend payment was 115.6 Million Baht.

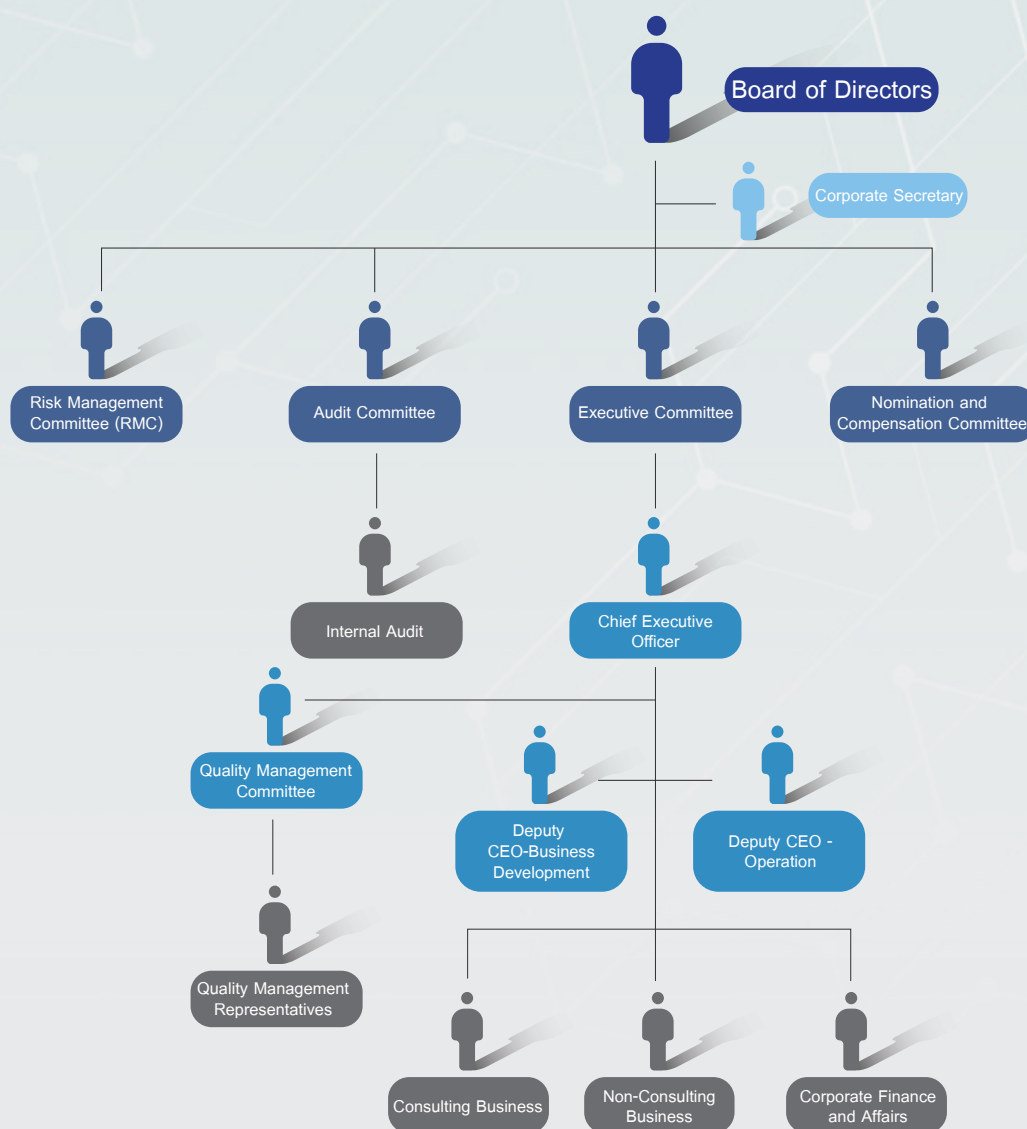
The details of dividend payments of the Company since its listing on the Stock Exchange of Thailand are as follows:

Dividend	Approved by the Board of Directors ⁽¹⁾ / Shareholders' Meeting ⁽²⁾	Dividend/Share (Baht/Share)	Dividend Payment (MB)
2018 Interim Dividend	9 August 2018 ⁽¹⁾	0.075	51.0
2018 Annual Dividend	3 April 2019 ⁽²⁾	0.075	51.0
2019 Interim Dividend	7 August 2019 ⁽¹⁾	0.05	34.0
Second 2019 Interim Dividend	7 April 2020 ⁽¹⁾	0.06	40.8
2020 Interim Dividend	11 August 2020 ⁽¹⁾	0.11	74.8
2020 Annual Dividend*	25 February 2021 ⁽¹⁾	0.05	34.0

*Note : Pending submission to the Shareholders' Meeting on 29 April 2021.

Management Structure

Organization Structure of TEAM Consulting Engineering and Management Public Company Limited



Note: The Company has appointed I VL Auditing Company Limited to perform the duties of the internal auditor of the Company and its subsidiaries.

Organization Management

The Company's management structure consists of the Board of Directors and four sub-committees, which are, the Audit Committee, the Nomination and Compensation Committee, the Executive Committee, the Risk Management Committee, and the Management Team (as defined by the Stock Exchange of Thailand – SET).

Board of Directors

The Board of Directors consists of nine directors who are classified as follows:

- Three independent directors
- Four non-executive directors
- Two executive directors

There are three directors whose qualifications are independent. Besides, there is one female director.

As of 31 December 2020, the List of the Board of Directors is shown in the table below.

Name	Position	Type of Director
1. Mr. Sanit Rangnoi	<ul style="list-style-type: none"> Chairman of the Board Chairman of the Audit Committee 	<ul style="list-style-type: none"> Independent Director
2. Dr. Prasert Patramai ^{/1}	<ul style="list-style-type: none"> Deputy Chairman of the Board 	<ul style="list-style-type: none"> Non-Executive Director Authorized Director
3. General Wichien Sirisoonthorn	<ul style="list-style-type: none"> Director Member of the Audit Committee Chairman of the Nomination and Compensation Committee 	<ul style="list-style-type: none"> Independent Director
4. Mrs. Suvimol Chrityakierne ^{/2}	<ul style="list-style-type: none"> Director Member of the Audit Committee 	<ul style="list-style-type: none"> Independent Director
5. Dr. Thanasarn Khuayjarempanishk ^{/1}	<ul style="list-style-type: none"> Director 	<ul style="list-style-type: none"> Non-Executive Director Authorized Director
6. Mr. Wera Sutesopon	<ul style="list-style-type: none"> Director Member of the Nomination and Compensation Committee 	<ul style="list-style-type: none"> Non-Executive Director Authorized Director
7. Mr. Chawalit Chantararat	<ul style="list-style-type: none"> Director Chairman of the Executive Committee Member of the Nomination and Compensation Committee 	<ul style="list-style-type: none"> Executive Director Authorized Director
8. Mr. Issarin Patramai ^{/1}	<ul style="list-style-type: none"> Director 	<ul style="list-style-type: none"> Non-Executive Director Authorized Director
9. Dr. Aphichat Sramoon	<ul style="list-style-type: none"> Director Chairman of the Risk Management Committee Member of the Executive Committee Chief Executive Officer 	<ul style="list-style-type: none"> Executive Director Authorized Director

With Ms. Pommara Patthanabhumthanint as the Company Secretary

Notes: Details of the Company's directors appear in the attachment.

^{/1} Non-Executive director with working experience related to the Company's and Group of Companies' business

^{/2} Independent directors who graduated in the field of accounting

Company's Authorized Directors

The authorized directors of the Company are Mr. Prasert Patramai, Mr. Wera Sutesopon, Mr. Thanasarn Khuayjarernpanishk, Mr. Chawalit Chantararat, Mr. Issarin Patramai, and Mr. Aphichat Sramoon, whereas two out of the six Directors jointly sign with Company's seal.

Scope of Duties and Responsibilities of the Chairman of the Board of Directors

1. Supervise, monitor and ensure that the directors and other sub-committees' performances are efficient and achieve the objectives and goals of the Company.

2. Encourage and support the directors to perform their duties to the best of their ability and take part in supporting an ethical corporate culture and good corporate governance.

3. Arrange and chair the Board of Directors' and the Shareholders' meetings in compliance with the regulations of the company.

4. To be the casting vote in case of equal distribution of votes in the Board of Directors Meeting.

5. Set the agenda for the Board of Directors Meetings in consultation with the Chief Executive Officer and set measures to ensure that all important issues are included in the agenda.

6. Allocate sufficient time for the management to present matters and encourage the directors to thoroughly discuss the important issues. In addition, the Chairman of the Board of Directors should encourage the directors to exercise prudent discretion and freely provide opinions.

7. Strengthen the relationship among executive directors and non-executive directors and among the Board of Directors and the Management.

Scope of Duties and Responsibilities of the Board of Directors

1. Perform its duties with honesty, integrity and prudence in accordance with the law, regulations and the Company's objectives including the resolutions of shareholders' meetings.

2. Consider and approve the appointment of persons with qualifications and not having prohibited characteristics as specified in the Securities and Exchange Act B.E. 2535 and the law on the securities and exchange including the regulations and/or regulations related to director positions in the event that

the director position is vacant due to reasons other than the termination.

3. Consider the appointment of sub-committees selected from the Directors and/or executives of the Company and/or suitably skilled persons along with defining the scope of powers, duties and responsibilities of the said committee.

4. Consider and appoint the Audit Committee considering the qualifications and prohibited characteristics as defined by the regulation of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) or to propose to the shareholders' meeting for further appointment as independent director and audit committee of the Company.

5. Determine and amend the names of directors who are authorized to bind the company.

6. Appoint any other person to operate the business of the Company within the control of the Board of Directors or may authorize such person to have power and / or within the time as the Board of Directors deem appropriate, where they may cancel, revoke, change or amend such power.

7. To consider and approve the acquisition or disposition of assets of the Company with and exception in the event that such transactions require approval from the Shareholders' meeting, such approval shall be in accordance with the relevant rules, regulations and/or regulations of the Stock Exchange of Thailand (SET).

8. Consider and approve the connected transactions, with the exception in the case where such transactions are subject to approval from the shareholders' meeting, such approval shall be in accordance with the announcements, rules, regulations and/or regulations related to the Stock Exchange of Thailand (SET).

9. To consider and approve the payment of interim dividends to shareholders when the Company has net profit and report to the shareholders' meeting regarding such payment of dividends in the next shareholders' meeting.

10. Establish the vision, policy and provide direction for the Company's business operation, business strategy, annual budget and to oversee that the management performs their duties in line with the policy set forth efficiently and effectively to add highest economic value to shareholders and sustainable growth.

11. Conduct an evaluation of the Board of Directors' performance and determine the remuneration

for the Directors and senior management.

12. To be responsible for the Company operating results and to perform duties with loyalty, diligence and dedication.

13. Ensure that the Management has an adequate and effective risk management system.

14. To oversee the Company's business operations are conducted in line with the strategies and objectives and target as well as that the business affairs are conducted in rational manner.

15. To perform their duties in the best interest of the company and all shareholders as well as accurately and transparently disclose crucial information to the shareholders.

16. To approve policies and business plans of large projects, management authority, the acquisition or disposal of significant assets and other transactions as stipulated by law.

17. Determine the authority and approval levels on transactions and procedures related to the Company's business operation to any committee or individual as proper and ensure that it is within the relevant laws following the Company's Authority Manual which is reviewed at least once a year.

18. Arrange appropriate accounting systems, including the production of financial reports and a reliable auditing system and monitor and evaluate the effectiveness and efficiency of the internal control system.

19. To consider the approval of the appointment of auditors and determine the auditing fee to be further proposed to the Shareholders meeting for approval.

20. Accountability Report for Financial Statements including the report on the Board of Directors' responsibility for financial statements along with the Auditor Report in the Annual Report and cover the important issues in accordance with the Code of Best Practices for Directors of Listed Company of the Stock Exchange of Thailand.

21. Supervise the sub-committees in performing their duties in accordance with the Charter.

22. The Board of Directors are to conduct their own self-assessment as well as their overall performance as the Board.

However, the directors who have or may have a conflict of interest or any other conflict of interest with the company shall have no right to vote on that matter.

Apart from that, the following cases must be approved by the Board of Directors and the Shareholder's Meeting with votes not less than three-fourths of the total

number of votes from the Shareholders who attended and have rights to vote.

(a) The sale or transfer of the business, in whole or a substantial part thereof.

(b) The purchase or acceptance of transfer of the business of another company.

(c) Entering into, amending or terminating a lease of the business in whole or in a essential part. Entrusting another person with the management of the Company or amalgamating the business with another company with a view of sharing profit and losses.

(d) Amendments to the Memorandum of Association or the Articles of Association.

(e) Increase or reduction of capital.

(f) The decision to dissolve the Company.

(g) The issuance of debentures.

(h) The merger with other companies.

(i) Other actions, as specified in the regulations under the Securities Law and/or the Stock Exchange of Thailand must be approved by the Shareholders' meeting with aforementioned votes such as the acquisition or sale of assets, related party transactions, etc.

Board of Directors Meeting

The Board of Directors Meeting schedule is set in advance on a yearly basis in order to comply with Corporate Governance Code so that directors can arrange their schedule to attend the meeting. The Company Secretary will send the meeting's invitation and relevant documents to the directors at least 7 days prior to the meeting date to allow sufficient time for the directors to study the information 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 approval in the next meeting. Afterwards, the Chairman of the Board will endorse the certified minutes of meeting before filing for further reference.

In 2020, there were seven Board of Directors Meetings held, in which 98.40% of Board of Directors attended the meeting. Apart from that, there was one Non-Executive Directors Meeting for the year 2020.

Meeting Attendance of Board of Directors and Sub-Committee

Name	Board of Directors	Audit Committee	Nomination and Compensation Committee	Executive Committee	Risk Management Committee
1. Mr. Sanit Rangnoi	7/7	5/5	-	-	-
2. Dr. Prasert Patramai	7/7	-	-	-	-
3. General Wichien Sirisoonthorn	7/7	5/5	3/3	-	-
4. Mrs. Suvimol Chrityakierne	7/7	5/5	-	-	-
5. Dr.Thanasarn Khuayjarempanishk	7/7	-	-	-	-
6. Mr. Wera Sutesopon	7/7	-	3/3	-	-
7. Mr.Chawalit Chantararat	7/7	-	2/3	19/19	-
8. Mr. Issarin Patramai	6/7	-	-	-	-
9. Dr. Aphichat Sramoon	7/7	-	-	17/19	5/6

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 be divided into three parts, the number nearest to one-third (1/3) of the directors shall retire. The retiring director 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 from the date appointed or by the resolution of the Board of Directors. The vacating directors by rotation are 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 six (6) executives of the Company as defined by the Securities and Exchange Commission (SEC) as of 31 December 2020 is as follows:

Name	Position
1. Dr. Aphichat Sramoon	Chief Executive Officer
2. Mr. Kaiwut Simtarakao	Deputy CEO-Business Development
3. Mr. Nakorn Sanyasiri	Deputy CEO-Operation
4. Dr. Teerawut Juirnarongrit	Chief Operating Officer
5. Mr. Sompat Suwapit	Chief Investment Officer
6. Mrs. Penpilai Phonchaipanich	Chief Financial Officer

Remarks :

- (1) The person assigned to take the highest responsibility in finance and accounting 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 supervising accounting is Miss Napat Prinyanusorn. She graduated with Master of Finance, Faculty of Business Administration, National Institute of Development Administration and Bachelor of Accountancy (First Class Honor), Faculty of Commerce and Accountancy, Thammasat University.

Scope of Duties and Responsibilities of the Chief Executive Officer

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

2. To decide on important 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 the 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 the authority to hire, appoint, relocate a person as found appropriate, determine the reasonable scope of duties and appropriate remuneration, to have the power to dismiss, and terminate employment as considered appropriate as defined in the authority manual.

5. To have the authority to set the terms of trade for the benefit of the Company.

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

7. To approve and appoint advisors 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 Chief Executive Officer 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 Chief Executive Officer 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 Shareholders' Meeting (as the case may be) for approval as prescribed by the Company's Articles of Association or related laws.

Summary of Changes in Securities Holding of Directors

No.	Name	As of 18 November 2019 Proportion/ Number of shares	As of 30 December 2020 Proportion/ Number of shares	Changes during the Year
1	Mr. Sanit Rangnoi Spouse Minor Children	0.06% / 375,000 0.005 % / 34,000 -	0.06% / 375,000 0.005 % / 34,000 -	- - -
2	Dr. Prasert Patramai Spouse Minor Children	9.84% / 66,919,200 - -	10.75% / 73,098,800 - -	0.91% - -
3	General Wichien Sirisoonthorn Spouse Minor Children	0.04% / 300,000 - -	0.04% / 300,000 - -	- - -
4	Mrs. Suvimol Chrityakierne Spouse Minor Children	0.04% / 300,000 - -	0.04% / 300,000 - -	- - -
5	Dr. Thanasarn Khuayjarempanishk Spouse Minor Children	3.47% / 23,587,000 - -	3.47% / 23,587,000 - -	- - -
6	Mr. Wera Sutesopon Spouse Minor Children	2.38% / 16,162,600 - -	2.38% / 16,212,600 - -	- - -
7	Mr. Chawalit Chantararat Spouse Minor Children	5.63% / 38,278,400 - -	4.16% / 28,278,400 - 1.47%/10,000,000	(1.47%) - 1.47%
8	Mr. Issarin Patramai Spouse Minor Children	2.95% / 20,084,600 - -	3.18% / 21,627,900 - -	0.23% - -
9	Dr. Aphichat Sramoon Spouse Minor Children	0.29% / 1,962,000 - -	0.15% / 1,050,000 - -	(0.14%) - -

Summary of Changes in Securities Holding of Executives

No.	Name	As of 18 November 2019 Proportion/ Number of shares	As of 30 December 2020 Proportion/ Number of shares	Changes Dduring the Year
1	Mr. Kaiwut Simtarakao	0.09% / 640,400	0.09% / 640,400	-
	Spouse	-	-	-
	Minor Children	-	-	-
2	Mr. Nakorn Sanyasiri	-	-	-
	Spouse	-	-	-
	Minor Children	-	-	-
3	Dr. Teerawut Juirnarongrit	-	-	-
	Spouse	0.0015% / 10,000	-	(0.0015%)
	Minor Children	-	-	-
4	Mr. Sompat Suwapit	0.0303% / 205,900	0.0328% / 222,900	0.0025%
	Spouse	-	-	-
	Minor Children	-	-	-
5	Mrs. Penpilai Phonchaipanich	2.98% / 20,275,000	2.98% / 20,275,000	-
	Spouse	0.01% / 100,000	0.01% / 100,000	-
	Minor Children	-	-	-

Company Secretary

The Board of Directors has appointed Ms. Pommara Patthanubhumthanint as the Company Secretary whose duties are stipulated in the Securities and Exchange Act, B.E. 2535. Ms. Pommara Patthanubhumthanint passed the Company Secretary Program Class 99/2019 and has the proper knowledge, skills, and experience that are suitable for the duties as the Company's Secretary in support to the Board of Directors in compliance with the laws & regulations and principles of good corporate governance.

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

1. Preparation and maintain books and records including the following:
 - (1) a register of directors;
 - (2) a notice calling a director meeting, minutes of the meetings of the board of directors and an annual report of the company;
 - (3) a notice calling a shareholder meeting and minutes of the shareholders' meeting

2. Keep a report on interests in shares filed by a director or an executive and submit such report to the Chairman of the Board and the Chairman of the Audit Committee within seven (7) business days from the date of receipt of the mentioned report.

3. Establish a documentation and evidence filing system related to the presentation of the following information.

(1) Information needed to support resolution of the Shareholders' Meeting;

(2) Financial statement and reports related to financial status as well as operating result of the Company or any other reports of the Company must be disclosed as per Sections 56, 57, 58 or 199 of the Securities and Exchange Act;

(3) Opinion of the Company when there is a general offer to purchase the Company's shares from shareholders;

(4) 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

In addition, the Company Secretary must ensure that such documents or evidence are kept securely and can be at least five years traceable from the date of the generation of such documents or evidence. The keeping of documents and evidence as mentioned above shall include documents filing system in a computer or other systems that enable the users to view the original information without alteration.

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

5. To perform the duties, with 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 the same circumstances by:

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

(2) Decision has been made in reliance of information honestly believed in good faith to be sufficient.

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

In a case the Company Secretary vacates the office 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 former secretary vacates office or is fails to perform the duties.

Remuneration of the Directors and Executives

1. Monetary Remuneration

1.1 Directors' Remuneration

The Company has set out the criteria and procedures for consideration of the Directors' remuneration in written form to motivate and maintain Directors who are with qualified knowledge, skills, and experience suitable and valuable to the success of the Company's business operations. The Nomination and Compensation Committee is responsible for determining 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 size.

Criteria and Methodology for Determining Remuneration for the Directors and Sub-committees

To determine remuneration for the Directors and Sub-committees, the Nomination and Compensation Committee shall consider the following criteria and methods:

1. Guideline for Considering the Directors' and Sub-Committees' Remuneration

1.1 The remuneration of the Directors and Sub-Committees are considered 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 and Sub-Committees.

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 maintain qualified directors with the Company.

1.4 The Nomination and Compensation Committee shall consider and determine the remuneration of the Chief Executive Officer as an executive of the Company.

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

2.1 Monthly remuneration - to reflect the duties and responsibilities of the Board of Director and Sub-Committees.

2.2 Meeting allowance - to reflect the performance of Directors and Sub-Committees and to motivate Directors to regularly attend the meetings.

2.3 Other remuneration – i.e. annual bonus. The director who carries out the duties as an executive 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 of the Independent Directors and Non-Executive Directors is paid by way of a monthly payment while 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 are present in the meeting(s) which include 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 2020 Annual General Meeting of Shareholders held on 16 July 2020 passed a resolution on the approving the remuneration for the Board of Directors, the Audit Committee, and the Nomination and Compensation Committee for the fiscal year 2020 within the amount not exceeding 7,000,000 Baht and the annual bonus of 1,732,000 Baht. Details are shown in the table below:

Position	Monthly Remuneration and Meeting Allowance in 2020
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 (Bonus) : Remarks: The Directors who take part in the business administration and operations of the Company and receive fixed salary will not receive remuneration in items 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 for Board of Directors in 2020

Name	Position	Remuneration in 2020 (Baht)		
		Board of Directors	Audit Committee	Nomination and Compensation Committee
1. Mr. Sanit Rangnoi	<ul style="list-style-type: none"> Independent Director Chairman of the Board Chairman of the Audit Committee 	796,325	397,500	-
2. Dr. Prasert Patramai	<ul style="list-style-type: none"> Deputy Chairman of the Board 	680,375	-	-
3. General Wichien Sirisoonthorn	<ul style="list-style-type: none"> Independent Director Member of the Audit Committee Member of the Nomination and Compensation Committee 	530,900	265,000	20,000
4. Mrs. Suvimol Chrityakierne	<ul style="list-style-type: none"> Independent Director Member of the Audit Committee 	530,900	265,000	-
5. Dr.Thanasarn Khuayjajernpanich	<ul style="list-style-type: none"> Director 	530,900	-	-
6. Mr. Wera Sutesopon	<ul style="list-style-type: none"> Director Member of the Nomination and Compensation Committee 	530,900	-	15,000
7. Mr.Chawalit Chantararat	<ul style="list-style-type: none"> Director Chairman of the Executive Committee Member of the Nomination and Compensation Committee 	195,900	-	10,000
8. Mr. Issarin Patramai	<ul style="list-style-type: none"> Director 	525,900	-	-
9. Dr. Aphichat Sramoon ⁽¹⁾	<ul style="list-style-type: none"> Director Member of the Executive Committee Chairman of the Risk Management Committee Chief Executive Officer 	195,900	-	-
10. Mr. Peerawat Premchun ⁽²⁾	<ul style="list-style-type: none"> Director Chairman of the Nomination and Compensation Committee 	39,655	-	7,500

Remarks : According to Accrual Basis

⁽¹⁾ Dr. Aphichat Sramoon has been the Director from February 19,2020 to present.

⁽²⁾ In the year 2020, Mr. Peerawat Premchun was the Director and Chairman of the Nomination and Compensation Committee from January 1, 2020 to February 17, 2020.

(1.2) Remuneration of the Executives

The Company has set out a compensation structure in order to motivate the Company's Executives to work towards the achievement of the expected

business objectives and long-term benefits of the Company.

The Company has written criteria and methods for determining the Chief Executive Officer's remuneration by reviewing suitability of the existing criteria compared to other companies in the same industry. Appropriate and fair criteria are also set out to motivate the achievement of expected business results in order to reward those who contributed to the Company's success.

In considering the remuneration for the Chief Executive Officer, the Nomination and Compensation Committee takes into consideration the following criteria and methods.

1. Guidelines for Consideration of the Remuneration of the Chief Executive Officer

1.1 The remuneration of the Chief Executive Officer is based on his/her duties and responsibilities, knowledge, skills, and experience, as well as the Chief Executive Officer's performance and the Company's operating performance in accordance with the remuneration standards in the same industry.

1.2 The Nomination and Compensation Committee shall consider reasonable remuneration of the Chief Executive Officer by revising the suitability of existing criteria, comparing to remuneration standards of other companies in the same industry. The Committee then shall set appropriate and fair criteria to motivate

the achievement of expected business results in order to reward those who contributed to the Company's success.

2. Types of Remuneration of the Chief Executive Officer

- 2.1 Remuneration in the form of fixed salary
- 2.2 Other remuneration, i.e. annual rewards

3. Payment Method for the Chief Executive Officer

3.1 The Nomination and Compensation Committee shall consider and determine remuneration for the Chief Executive Officer in accordance with the payment criteria and further submit to the Board of Directors for approval.

3.2 Chief Executive Officer, as an Executive of the Company, is not entitled to receive monthly Directors' remuneration.

3.3 Chief Executive Officer, as an Executive of the Company, is not entitled to receive meeting allowance.

In 2020, the Company paid the management remuneration to six executives including an executive who holds a position as a Director. The remuneration payment for the executives is as follows:

Remuneration Type	No. of Person	Amount (Million Baht)
Salary	6	17.52
Others ⁽¹⁾	6	10.71
Total	6	28.23

Remark : ⁽¹⁾ Other benefits include bonuses and contributions to social security, provident fund, post-employment benefits and other benefits.

2. Other Remuneration

-None-

Personnel

1. Number of Employees (excluding Executives)

The total number of employees of the Company and its affiliates as of December 31, 2020, classified by line of work, are as follows:

Line of Work	Number of Employee in 2020 (Person)
• General Administration Department, e.g. Corporate Legal Office, Corporate Secretary, and Executive Secretaries & etc.	23
• Office of Corporate Accounting and Finance	40

Line of Work	Number of Employee in 2020 (Person)
• Information and Communication Technology Department	10
• Office of Human Resources	20
• Office of Strategic Business Development	5
• Office of General Affairs such as Administrative Service Department, Procurement Department, Corporate Planning & Budgeting & etc.	67
• Engineers	688
• Architects	63
• Specialist such as Geologist, Environmental Expert, Environmental Scientist	116
• Operation Supporting Unit such as draftsmen, construction supervision officers and site secretary	334
Total	1,366

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 employees at all levels. This development continuously develops the employees capabilities and skills in accordance with the Company's management policies and strategies for the business expansion in both locally and internationally. Examples of human resource development tools are as follows:

- **In-House Training:** To support and develop the employees capability at all levels to work efficiently and effectively in accordance with the Company's strategies and targets.

- **Mentoring System:** Transferring the Company's value and technical knowledge from senior to junior levels with the aim to create good relationship among staffs and successors.

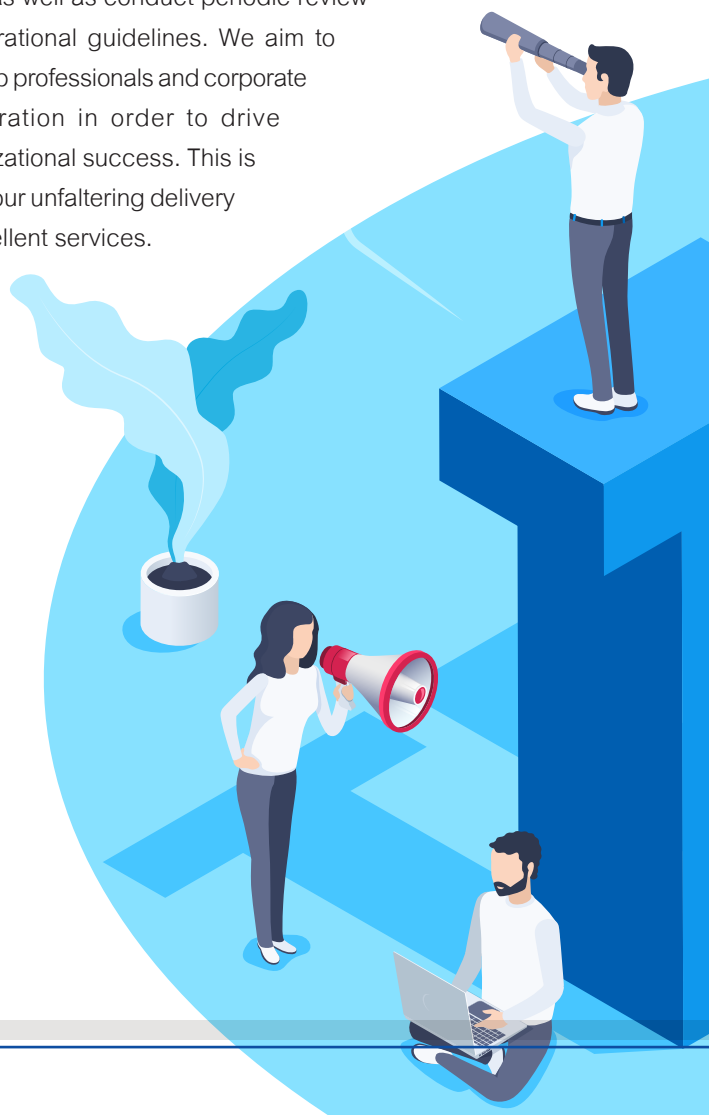
- **On the Job Training:** Practical training to develop basic skills for employees to understand methods and able to apply them to real time operations and knowledge exchange.

- **Site Visit:** To help the employees gain new knowledge and experience from concrete practices by visiting project sites and enable them to apply the ideas for their further improvement.

- **Self-Learning:** Employees who are stationed outside the head office throughout the country and who are located internationally can learn and develop their knowledge as well as career path by themselves at any time by accessing the Company's learning channel.

Passing on Expertise and Experience from Generation to Generation

In order to progress successfully, an organization must start with internal strengths. In this context, the Company 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 conduct 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

The Company 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 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”, “Moving towards Excellence with Service, Quality and Teamwork”,

“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.



Corporate Governance

1. Corporate Governance Code and Business Ethics Policy

The Board of Directors, sub-committees, executives and personnel of TEAM Consulting Engineering and Management Public Company Limited ("the Company") realize the significance of operating the business based on the Corporate Governance Code (CG Code) to enhance the sustainable growth of the organization, and strictly adhere 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 suitable benefits to all shareholders and 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, therefore, has in place the written policy on corporate governance code and business ethics as the framework for business operations to bring about the maximum benefits for all related parties. The Company also emphasizes the importance of fair and equal treatment of all shareholders, and presents adequate and accurate 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 in general. The Company has steadily applied the Code of Business Ethics and the Code of Conduct as the 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 the Securities and Exchange Commission, Thailand.



The Board of Directors has constantly reviewed the policy to be more suitable for the business context and to conform to the Corporate Governance Code for Listed Companies 2017. The Board of Directors' Meeting No. 5/2020 on 12 November 2020, reviewed the sections: Roles of Stakeholders and Responsibilities of the Board of Directors, according to the recommendations provided in the Corporate Governance Report of Thai Listed Companies (CGR).

Unfailingly determined to constantly implement the Corporate Governance Code, in 2020 the Company achieved full scores (100%) in the Annual General Meeting Checklist 2020 (AGM Checklist 2020) of the Thai Investors Association, and attained the CG scores of "very good" level of recognition as published in the Corporate Governance Report of Thai Listed Companies 2020 by the Thai Institute of Directors Association (IOD).

The Company releases the Corporate Governance Code and Business Ethics Policy on the website: www.teamgroup.co.th for the interested persons to study and download. 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 an 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 the Securities and Exchange Commission.

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 place of the meeting 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 raising 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 item must be recorded, e.g. approving, disapproving, and abstained 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 2020, the Company organized the Annual General Meeting of Shareholders on 16 July 2020 at the Company's conference room, at 151 TEAM Building, Nuan Chan sub-district, Bueng Kum district, Bangkok 10230. All members of the Board of Directors and the sub-committees, including the executives and the Company Secretary, attended the meeting. The Company's external auditor and the representative of the Corporate Legal Office also attended the meeting to give explanations on the related agenda items and to answer the questions of the shareholders. The Company 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 2020 Annual General Meeting of Shareholders from 29 October 2019 to 31 December 2019 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 candidate for directorship was proposed.

- The Company assigned the Thailand Securities Depository Co., Ltd. (TSD) which is the Company's registrar to distribute to the shareholders the Invitation to the 2020 Annual General Meeting of Shareholders, the QR Code Form, the meeting agenda, and the Board of Directors' opinions in summary version. The full version of the invitation letter, the meeting agenda, the Board of Directors' opinions, Proxy Forms A, B and C, Annual Report, and other documents for consideration in Thai and in English were publicized on the Company's website for the shareholders to download. 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 publicized on the Company's website on 12 June 2020, which was not less than 34 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.

- In the invitation letter, the Company provided sufficient and complete facts and rationale, as well as the Board of Directors' opinions, for the shareholders' consideration. The agenda of the Annual General Meeting of Shareholders comprised the following items.

- o **Election of Directors:** Profiles of the nominated candidates were provided, including name-surname, age, position in the Company, education, training courses/seminars, directorship, number of years of directorship, nominated type of director, and shareholding in the Company.

- o **Consideration of the Remuneration of the Company's Directors:** Details provided in this agenda item included the Company's policy, the amounts and types of remuneration categorized by position and duties & responsibilities of directors, as well as criteria and procedures for consideration of the remuneration.

- o **Appointment of the Company's Auditor:** Details provided in this agenda item comprised auditor name, audit office, independence of auditor, number of years as the Company's auditor, consideration of the auditing fee (without other service charges).

- o **Dividend Payment:** Details provided in this agenda item included dividend payment policy, proposed amount of dividends for approval, and comparison to the dividends paid in the previous year.

- The Company did not suddenly distribute documents containing significant information in the meeting, and did not add any agenda items or changed any significant information without informing the shareholders in advance.

- 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 two independent directors for shareholders to appoint as their proxies to attend and vote on their behalf at the Shareholder Meeting. In the 2020 Annual General Meeting of Shareholders, there were totally

60 shareholders registered, consisting of 42 shareholders by self-attendance and 18 shareholders by proxy.

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

- The Company held the 2020 Annual General Meeting of Shareholders on 16 July 2020 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.

- The Company provided surgical facemasks and alcohol-based hand sanitizer in key areas for the shareholders to prevent the spread of infection with COVID-19. The shareholders were also introduced to the fire escape route in case of emergency.

- 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.

- At the commencement of the meeting, the Chairman of the Board who acted as the Chairman of the Meeting introduced the Company's executives and the external auditor 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 Company Secretary 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.

- 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. The Company had only one type of share, which was ordinary share.

- With respect to voting on each agenda item, ballots shall be used. For the agenda item regarding the election of directors, the separate ballots were prepared for each shareholder to vote as he/she deemed appropriate.

- During the meeting, the Chairman of the Meeting allowed all shareholders to equally inquire or express their opinions in the meeting. The Chairman of the Board, Chairman of the Audit Committee, Chairman of the Nomination and Compensation Committee, Chief Executive Officer, top management, and external auditor attended the meeting to answer the questions and give 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 Chairman of the Meeting clearly announced the voting results in the meeting, including the number of approving votes, disapproving votes, abstentions and voided ballots, which were also presented on the projector screen. The resolutions of the meeting were also evidently recorded in the minutes of the meeting.

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 meeting resolutions, the total number of votes, number of approving votes, disapproving votes, abstentions and voided ballots for each agenda item so that the shareholders who did not attend the meeting immediately knew the resolutions.

- The Company stressed the importance of the quality of the meeting minutes in accordance with the Corporate Governance Code and the criteria as stipulated by relevant laws. The main elements recorded in the meeting minutes comprised the following;

- o Names and positions of the directors and executives attending the meeting
- o Voting right, voting methods, and ballot casting
- o All questions raised by shareholders and explanations or answers by relevant directors or the Management
- o All resolutions and voting results of each agenda item, including number of approving votes, disapproving votes, abstentions and voided ballots
- The Company submitted to the Stock Exchange of Thailand the meeting minutes completely recorded in Thai and in English as required by the SET and published these contents on the Company's website within 14 days from the meeting date.

Relentless in pursuit of quality in compliance with the Corporate Governance Code, the Company was rewarded with full scores of 100% in the AGM Checklist 2020 program held by the Thai Investors Association.

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 established policies and regulations to 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 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 Limited Company Act, the Securities and Exchange Act, 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 Dedicating 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 in compliance with related laws and the promotion of the Corporate Governance Code regarding protection of shareholders' rights. The Company treats shareholders with fairness and equality as follows.

(1) Shareholders may appoint proxies or delegate any independent director to attend the meeting on their

behalf. The Company promotes shareholders to assign any of the Company's independent directors as their proxy. In 2020, all relevant explanations and profiles of independent directors proposed to be selected as proxies were enclosed with the invitation letter.

(2) The Company distributed the invitation letters and related documents to all shareholders. In 2020, Thailand and other countries around the world were affected by the COVID-19 pandemic, and the Thai government requested for collaboration in complying with social distancing measures. During the outbreak of COVID-19, the Company followed the social distancing measures by promoting shareholders to appoint their proxies to attend the meeting by using the Proxy Form B by which each shareholder can define his/her vote to elect the Company's Directors in place of those retiring by rotation.

(3) In 2020, the Company allowed 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 29 October 2019 to 31 December 2019. The criteria and forms for the relevant matters were determined clearly for shareholders. The Company published news through the Electronic Listed Company Information Disclosure System of the Stock Exchange of Thailand and disclosed the information on its website at www.teamgroup.co.th under the tab "Investor Relations" ⇨ "Shareholders Information" ⇨ "Shareholder's Meeting".

(4) The Company provides channels for all shareholders, both major and minor, institutional investors, and analysts to directly suggest and express their opinions or ask for more information via email: ir@team.co.th or Tel. 0-2509-9000-40 Ext. 2019 and 06-3187-6444.

In addition, to treat all shareholders with equality, the Company 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 Chief Financial Officer, and other confidential

financial information is used for discussion or consultation with the personnel at the senior managerial level upwards only. The Company has 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 the Securities and Exchange Commission.

In 2020, 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 staff of the Company for acknowledgment and strict compliance. The essentials 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 a policy not to let 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 the 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 that the report is submitted to the Office of the Securities and Exchange Commission, which is within three working days.

To comply with the Corporate Governance Code, in 2020 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 staff of the Company for acknowledgment and strict compliance. The essentials 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 the 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 inside information of the Company like 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. The changes in their securities holding, as well as the shareholding changes of their spouses and children (not yet of legal age), were reported to the Office of the 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. On 11 August 2020, the Board of Directors' meeting No. 4/2020 reached the resolution that the Company Secretary report the shareholding changes of the Company's directors and executives, as well as their spouses and children (not yet of legal age) to the Company's Board of Directors on a quarterly basis, and also disclose such changes in the Company's Annual Report.

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 community 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.

To establish corporate and financial security as well as business sustainability, the Company shall advocate collaboration with stakeholders in the following manner.

Shareholders

In addition to the Rights of Shareholders as stipulated in Section 1 herein, the Company is determined to take responsibility and deliver the optimum satisfaction to all shareholders. To achieve this, the Company shall take into account the sustainable growth and shall conduct business with transparency using the reliable accounting system, and internal control & audit system.

Employees

The Company shall act in compliance with the employee-and-staff-related laws and standards. Employees at all levels shall be treated fairly and equitably by offering short-term and long-term remuneration that is commensurate with their knowledge and abilities based on the KPI evaluation system. A range of welfare and fringe benefits is provided to all employees together with consistent implementation of the capacity development programs to ensure their career growth. A pleasant working environment shall be arranged with the emphasis placed on the employees' safety, sanitation and good quality of life.

Clients

The Company shall perform in compliance with the laws and standards relating to clients, and shall treat clients with attention and responsibility. Its mandate should cover product quality, standard services, protection of clients' privacy and confidentiality, and a fair and equitable pricing structure in line with its policy.

Business Partners

The Company shall have the procurement procedures which are fair, transparent, and traceable and shall treat all business partners equitably. The purchase of goods and services from business partners shall comply with existing terms of trade and the Company shall act in strict consistency with mutual agreements to establish a relationship that will benefit both parties in the long term.

Business Competitors

The Company is committed to conducting business based on fair competition by complying with rules and regulations on good practice for business competition and avoiding unethical practices to damage its competitors.

Creditors

The Company shall treat its creditors in accordance with the laws and contracts entered into, and shall stringently observe the conditions of the loan agreements or contracts. In case of a force majeure in which the conditions in the agreements/contracts cannot be observed, and/or in case of any reason that leads to default on payment, the Company shall not conceal the facts and shall immediately inform its creditors to mutually find solutions based on reasonable grounds.

Communities, Society, and Environment

The Company shall take appropriate responsibility for neighboring communities and society in terms of environmental stewardship, support for public benefit activities, and improvement of environmental conditions of nearby communities and society to ensure better quality of life. The Company shall also continuously build awareness of social and environmental responsibilities among personnel at all levels to promote efficient use of resources and to create the ecological balance.

The Company always promotes the treatment of all stakeholders in a manner to build financial security and sustainability of business operations as follows:

(1) The Company is determined to take responsibility and deliver the optimum satisfaction to all shareholders by taking into account the sustainable growth. Hence, the shareholders regularly received the returns at the satisfying rate. From 2019, the Company annually paid the dividend at the rate of over 50% of the net profit on average.

(2) The Company always treats the employees of all levels with equality and fairness together with focus on continual development of employees' skills and knowledge to ensure their career growth. A particular emphasis is also placed on maintaining a good working environment by taking into account safety at work and life quality of employees.

(a) Employee performance evaluation results are considered for payment of fair remunerations to employees of all levels, including monthly salaries and bonuses.

(b) The Company continually prepares the employee development plan to enable them to achieve the targets in their professional fields. In 2020, the Company provided the employees with a total 20,268 training hours or at an average of 14.77 hours/person/year.

(c) The Company offers to employees the provident fund set up for about 30 years since January 1991, including a range of welfare and fringe benefits, i.e. life insurance, health insurance, group accident insurance, annual health checkup, annual vaccination, and social security fund. Other perks comprise per diem allowance, housing allowance, travel expense, mobile phone allowance, etc.

(d) The Company gives importance to occupational health and safety in the workplace by organizing the 6-hour training on firefighting and fire drill for 2020 on 19 November 2020. The lecture on fire prevention was delivered by the Fire Brigade Division 3, Fire and Rescue Department, Bangkok Metropolitan Administration, and Siam Hitachi Elevator Co., Ltd. In 2020, loss time accident or occupational disease was not found.

(3) The Company is ceaselessly determined to develop and maintain the good quality of work and services by being awarded ISO 9001:2015 certification. The customer satisfaction survey was also conducted to evaluate their satisfaction with the Company's operating performance in various aspects. In 2020, the Company obtained the average scores of 94%. The obtained evaluation results were used to improve and develop the Company's services to respond to the customers' demand in the most efficient manner.

(4) The Company has no dispute with any business competitor and creditor.

(5) The Company takes appropriate responsibility for neighboring communities and society in terms of environmental stewardship, support for public benefit activities, and improvement of environmental conditions of nearby communities and society to ensure better quality of life. Our employees were encouraged to participate in various social and environmental activities as presented in the "Corporate Social Responsibility and Sustainable Development".

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 the 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 the 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 the Securities and Exchange Commission or the Stock Exchange of Thailand and also through the Company's website.

In 2020, the Company fully complied with the Corporate Governance Code without late submission of financial reports. Important information related to the Company was disclosed to shareholders and general investors through various channels in an accurate and complete manner. The information disclosed, via the Annual Report and the Company's website, comprised the Company's annual and quarterly operating performance results, contract signing of important projects, preparation of financial reports, Report on the Board of Directors'

Responsibilities for the Financial Report, the Auditor's Report, and other matters in compliance with the Corporate Governance Code.

In addition to disclosure of information in compliance with the regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, the Company provides through different channels 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. The Company also has 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

Moreover, interested persons can make appointments for company visits and meet the executives for additional business information. In 2020, the Company held ten investor relations activities to meet with analysts and investors so as to update them on the Company's operating results as follows:

Investor Relations Activities in 2020	Number of Times
Analyst Meeting	8
Joint Activities with the SET to Meet Investors (Opportunity Day)	2

The Company disclosed information in Thai and English on the website: www.teamgroup.co.th for all groups of stakeholders to further study.

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 duties are 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 two executive directors, four 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 comprising 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/her 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 Office of 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 also has a policy that the Chief Executive Officer shall not be a director or executive of more than five companies, regardless of whether being listed on the SET or not and whether in the country or other countries. The Chief Executive Officer shall report to the Board each time of being a director or executive in other company.

The Company has the policy that the positions of the Chairman of the Board and the Chief Executive Officer 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 Chief Executive Officer 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 the 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.

Duties and Responsibilities of the Board of Directors

The Company's Board of Directors shall have responsibilities to shareholders in regard to business operation and supervision in compliance with the determined targets and directions to ensure the utmost benefits to the shareholders. The Board of Directors shall also follow the good business ethics, taking into consideration the interests of all stakeholders. Particularly, the Board of Directors shall satisfy their fiduciary duties, including discharge of duties to ensure compliance with laws, objectives, articles of association, and resolutions of the Company's annual general meetings of shareholders. The Board of Directors shall perform duties in good faith with due diligence and care, and shall disclose information to the shareholders in a complete, accurate and transparent manner.

Roles and Duties of the Chairman of the Board

1. Supervise and monitor the operations of the Board and other committees to ensure they perform duties in an efficient manner and meet the corporate objectives and main targets.
2. Promote and support the Board to fully perform duties and partake in encouraging creation of the organizational culture which embraces good corporate governance and business ethics.
3. Call and preside over the Board of Directors' meetings and the shareholders' meetings in accordance with the Company's articles of association.
4. Cast a vote in case of a tie of votes in the Board of Director's meeting.
5. Determine, together with the Chief Executive Officer, the Board of Directors' meeting agenda and ensure the important matters are included in the meeting agenda.
6. Allocate sufficient time for the management to propose matters for consideration and for the directors to carefully discuss important issues. Encourage the directors to exercise their discretion to consider the matters and express opinions independently.
7. Promote good relationships between executive directors and non-executive directors and between directors and the management.

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 to enhance the efficiency in operation of the Board of Directors.

In 2020, the Board of Directors conducted the assessment of the Board's performance (the entire board) for the year 2020 and assessment of individual directors (self-assessment) for the year 2020 including the assessment of the Chief Executive Officer of the Company for the year 2020. 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 2020

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 2020 was "Excellent" with a score of 98.66%.

2. Performance Assessment of Individual Directors (Self-assessment) for the Year 2020

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 director (self-assessment) for the year 2020 was "Excellent" with a score of 98.77%.

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 2020

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 2020

3.3.1 Result of the performance assessment of the Audit Committee (as a group) for the year 2020 was "Excellent" with a score of 99.58%.

3.3.2 Result of the performance assessment of the Nomination and Compensation Committee (as a group) for the year 2020 was "Excellent" with a score of 99.56%.

4. Assessment of the Chief Executive Officer's Performance for the Year 2020

Furthermore, the Board of Directors resolved to conduct the annual performance assessment of the Chief Executive Officer. The assessment criteria were established to guide the Chief Executive Officer to manage work in line with the Company's objectives, main targets, and strategies for the long-term benefits of the Company. The Chief Executive Officer 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, the 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. In 2020, Dr. Aphichat Sramoon, the Company's director, attended the Director Accreditation Program. The Company also 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.

IOD Training Courses Taken by Individual Directors



Training Courses

Training Courses	Mr. Sanit Rangnoi	Dr. Prasert Patramai	Gen. Wichien Sirisoonthorn	Mrs. Suvimol Chrityakierne	Dr. Thanasarn Khuayjarernpanishk	Mr. Wera Sutesopon	Mr. Chawalit Chantarat	Mr. Issarin Patramai	Dr. Aphichat Sramoon
Advanced Audit Committee Program (AAP)				●					
Audit Committee Program (ACP)				●					
Board Nomination and Compensation Program (BNCP)								●	
Directors Accreditation Program (DAP)	●	●	●		●	●			●
Directors Certification Program (DCP)	●			●			●	●	
Ethical Leadership Program (ELP)				●					
Finance for Non-Finance Director (FND)	●								
Financial Institutions Governance Program (FGP)	●								
Financial Statements for Directors (FSD)									●
Role of the Chairman Program (RCP)		●							
Role of the Compensation Committee Program (RCC)	●								
Successful Formulation & Execution of Strategy (SFE)								●	

The Company Secretary passed the Company Secretary Program arranged by the IOD, including other courses necessary for the Company Secretary to perform her tasks and to support the Board of Directors that discharged their duties with great emphasis placed on Corporate Governance Code. In 2020, the Company Secretary took additional courses arranged by the Stock Exchange of Thailand, i.e. Introduction to Corporate Sustainability, Sustainability Risk and Materiality Analysis, Sustainability Evaluation and Data Management, and Smart Disclosure Program, as well as the training program: Greenhouse Gas Reduction Policy: Opportunities, Challenges, and Assessment Method, organized by the Securities and Exchange Commission in collaboration with the Thailand Greenhouse Gas Management Organization (Public Organization).

In 2020, the Company established the guidelines for executive and employee development which were suitable and consistent with their specific capabilities as follows:

1. The Company arranged an orientation for new executives and employees on a regular basis as appropriate to create understanding of the Company's vision, values, nature of business and direction of business operations, as well as the corporate governance code and business ethics policy, anti-corruption policy, 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 14.77 hours/person/year.

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 executives, with transparent procedures. The criteria include knowledge, skills, experience, and ethics of the candidates.

Orientation of New Directors

The Company prepared for the new directors the fundamental corporate information, comprising organizational structure and management structure, nature of business, main products and services, the Company's rules and regulations, 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 code and business ethics policy, 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 give suggestions for improvement of the Company's business operations.

In 2020, 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 2020, the Board of Directors held seven meetings, with 98.40 percent attendance. The Non-Executive Director Meeting was held once in 2020 to provide an opportunity for discussion of problems in the Company and give 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 set 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 Chief Executive Officer of the Company or the first four top-ranking executives after the Chief Executive Officer as well as the equivalents to the first four top-ranking executives after the Chief Executive Officer. 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 set 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 shall 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 shall 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 supervisors 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 supervisors 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 supervisors 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 directly 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 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 shall be 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 shall be 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, and shall avoid confusion about the facts. The unit responsible for providing information that is useful for shareholders, investors and related persons shall be set up.

4. Accounting and Financial 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 restrictions or exemption. Each transaction must be accurately recorded based on the facts, the generally

accepted accounting standards, and relevant laws, accompanied by 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

Employees 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 recheck the work, and ensure it is performed in compliance with the applicable laws.

6. Information Technology Policy

The Company has the 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, with sufficient safety standard for the benefits and effectiveness of the Company's business operations.

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 continuity of 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 related regulations.

7. Compliance Monitoring

The Company has determined that it is the duties and responsibilities 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 any 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 Chief Executive Officer, 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 is unquestionably committed to conducting businesses in compliance with the Corporate Governance Code and has the clear and precise policy on anti-corruption. Consequently, the Company determined the policy on whistleblowing and complaint-making by both employees and all groups of stakeholders, as well as mechanism to protect whistleblowers and keeping of complaints as confidentiality to create confidence among whistleblowers. The Company assigned the Chief Executive Officer to appoint the investigation committee to collect evidence; to take actions to find factual information about the lodged complaints; and to suggest the approaches to manage such complaints. The investigation procedures must be fair and transparent.

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. Employees or those who detect or have reasonable grounds for suspecting malpractice or misconduct may file their complaints to one of the following channels:

- 1) Opinion and complaint box placed at Human Resources Department
- 2) Direct filing of complaints to:
 - Their supervisors at all levels
 - Human Resources Department
 - Internal Audit Department
 - Company Secretary
 - Members of Audit Committee
 - Company's directors
- 3) Company's website:
<http://www.teamgroup.co.th>
- 4) Email to the Audit Committee:
whistle-blowing@team.co.th
- 5) Direct mail to the Company's Board of Directors or the Audit Committee at the following address:
TEAM Consulting Engineering and Management PCL.
151 Nuan Chan Road, Nuan Chan Sub-district,
Bueng Kum District, Bangkok 10230

The interested persons can read the policy on whistleblowing and complaint-making on the Company's website: www.teamgroup.co.th under the tab "Sustainable Development" ➡ "Whistleblowing Policy".

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 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.

Conflict of Interest Prevention Policy

The Company is firmly committed to conducting business based on the Corporate Governance Code, and thus issued the conflict of interest prevention policy and guidelines as follows.

1. Independent directors must participate in every meeting that includes in the agenda consideration of any conflict of interest or any transaction which can create possible conflict of interest.
2. Directors and executives must file the reports stating their own and their related persons' interests to the Company's Board of Directors.
3. Directors and executives must not attend the meeting that includes the agenda item they have a vested interest in or must abstain from voting on such agenda item to avoid conflicts of interest.
4. Directors and executives must not take advantage of or use the Company's inside information for their own or other people's benefits, and must refrain from doing business that competes with or resembles the Company' business.

5. Directors and executives as stipulated in Section 89/1 of the Securities and Exchange Act, employees involved in preparation of financial statements, secretary of the Board of Directors, secretary of the Audit Committee, and the third persons being aware of inside information, e.g. auditor, shall not disclose such information for personal benefits and shall not buy or sell the Company's securities during the period of one month before the financial statements are revealed to the public.

6. Consideration and approval of any connected transaction and/or conflict of interest shall be conducted in a strict compliance with the rules and regulations stipulated by the supervisory agency.

The Company publicizes the conflict of interest prevention policy on the Company's website: www.teamgroup.co.th under the tab "Sustainable Development" ➡ "Conflict of Interest Prevention Policy".

The Board of Directors has regularly reviewed the corporate governance code and business ethics policy with reference to the Corporate Governance Code for Listed Companies 2017 of the Office of the Securities and Exchange Commission, especially the implementation of the CG Code in business operations. In 2020, the Company fully complied with the CG Code. For the CG criteria which were not yet included in the Company's policy, or implemented in the organization, the Management and the Company Secretary shall report to the Board of Directors for consideration of improvement guidelines. In 2020, the CG criteria which were not implemented in the Company comprised the following.

CGR Categories that Require Company's Compliance	Company's Explanations
Role of Stakeholders	
The Company should have a corporate social responsibility report included in the annual report or should have a separate sustainable development report according to the Global Reporting Initiative (GRI) standard.	The Company prepared the corporate social responsibility report under the "Corporate Social Responsibility and Sustainable Development" section in the annual report, and is in the process of studying additional information for preparation of the sustainable development report according to the GRI standard.
The Company should have a corruption risk assessment procedures by becoming a certified company under the Thailand's Private Sector Collective Action Against Corruption (CAC).	The Company is in the process of studying and preparing to join the CAC. In 2020, the Company assigned its representatives to attend the Road to Join CAC Program No. 3/2020 on 15 September 2020, and the Road to Certify Program on 4 November 2020. The representatives already submitted the guidelines for membership application to the Board of Directors for consideration.
Disclosure and Transparency	
The Company should establish a policy requiring directors to disclose/report their transactions of Company's shares, and shareholdings.	The Company already stipulated that all directors shall disclose their transactions of the Company's shares to the Stock Exchange of Thailand which shall be also informed to the Company Secretary every time.
Board Responsibilities	
The Board of Directors should clearly specify in the corporate governance policy the term of services which shall not exceed nine years for each independent director without exception.	The Company specified that the term of services of each independent director shall not exceed nine years. In case where the extension of the term of services is necessary, the Board of Directors shall make a rigorous consideration in accordance with the CG Guideline 3.2.5 in the Corporate Governance Code for Listed Companies 2017. However, each independent director of the Company has so far taken the position for three years and not exceeding nine years.
The Company should establish a policy requiring a minimum quorum of at least 2/3 of board members when making a resolution in the Board of Directors' meeting.	Currently, the Company's Articles of Association stipulates that "the Board of Directors' meeting shall consist of one-half of total directors present at the meeting to constitute a quorum." This is in compliance with Section 80 of the Public Limited Company Act. Besides, every Director expressed opinions independently before a resolution was made to ensure the maximum benefits of all groups of stakeholders.

CGR Categories that Require Company's Compliance	Company's Explanations
Board Responsibilities	
<p>The Nomination and Compensation Committee should consist of a majority of independent directors (more than 50%).</p>	<p>Currently, the Nomination and Compensation Committee of the Company consists of 3 members as follows.</p> <ol style="list-style-type: none"> 1. An independent director (33.33%) holds the position of Chairman of the Nomination and Compensation Committee. 2. A non-executive director 3. An executive director <p>This proportion provides an appropriate balance of power. All three members have knowledge, experience, and understanding about the Company's business, as well as the duties and responsibilities of the Nomination and Compensation Committee that will benefit the nomination of the qualified candidates for the positions of directors and the Chief Executive Officer of the Company. They have impartiality and independence from the Management. Besides, each member devotes sufficient time to perform duties. Therefore, the proportion is suitable for the Company although it does not conform to the relevant CG guideline.</p>
<p>The Board of Directors should consist of a majority of independent directors (more than 50%).</p>	<p>The Board of Directors consists of nine members, including three independent directors (representing one-third (1/3) of the entire Board), four non-executive directors, and two executive directors. Although it is not consistent with the relevant CG guideline, such proportion provides an appropriate balance of power. At present, three independent directors comprise 1) Mr. Sanit Rangnoi, 2) Gen. Wichien Sirisoonthorn, and 3) Mrs. Suvimol Chrityakierne. They have knowledge and competency, as well as expertise in the Company's business. These three independent directors have provided useful advice for the Company's business operations and are independent in performing their duties by expressing opinions or opposing views without intervention of the Management. The Company also appointed the Audit Committee which comprises all three independent directors. They are independent in providing visions and opinions on the Company's financial reports, internal control system, and internal audit system in an efficient and transparent manner.</p>
<p>The Board of Directors should appoint a CG Committee (at director level).</p>	<p>The Company is in the process of studying and considering the appointment as appropriate.</p>

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:

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

Notes: 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.

1. The Audit Committee

As of 31 December 2020, the Audit Committee consisted of three members with a three-year term of office as follows.

3. To review the compliance with the Securities and Exchange law, 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 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 with 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 staff.

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 2020, the Executive Committee consisted of five members with a three-year term of office as follows:

Name – Surname	Position
1. Mr. Chawalit Chantararat	Chairman of the Executive Committee
2. Mr. Kittipol Bunnim	Member of the Executive Committee
3. Mr. Prasong Wangrattanapranee	Member of the Executive Committee
4. Dr. Aphichat Sramoon	Member of the Executive Committee
5. 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 frauds, 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 sufficient 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 control and supervise the operations of subsidiaries and associated companies.

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

15. 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 2020, the Risk Management Committee consisted of 15 members with a three-year term of office as follows:

Name – Surname	Position
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. Meererck 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

Ms. Nuanprae Patramai 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 assessment, 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 appropriately appoint and assign roles to risk management officers at all levels 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 consideration and 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 2020, the Nomination and Compensation Committee consisted of 3 members with a three-year term of office as follows:

Name – Surname	Position
1. Gen Wichien Sirisoonthorn	Chairman of the Nomination and Compensation Committee
2. Mr. Wera Sutesopon	Member of the Nomination and Compensation Committee
3. Mr. Chawalit Chantararat	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 candidates for the positions of sub-committee members and the Chief Executive Officer 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, sub-committee members, and the Chief Executive Officer 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, and 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 Chief Executive Officer as assigned by the Board of Directors.

4. To determine the annual remuneration of directors and the Chief Executive Officer according to the compensation criteria set forth, and propose it to the Board of Directors for approval of remuneration of sub-committee members and the Chief Executive Officer. 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's business, 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 case 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 number 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 has 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 qualification 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, 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.

(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 director 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 with 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 with 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, 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 the conduct of businesses of the Company, parent company, subsidiary company, joint venture company, same-level subsidiary, as well as a major shareholder or 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

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. 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. Each member of the Nomination and Compensation Committee shall not hold the position in more than five listed companies.

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 Chief Executive Officer

The Chief Executive Officer 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 Chief Executive Officer 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 Limited 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 business ethics policy 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; and 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 persons under the criteria set forth by the Office of the Securities and Exchange Commission, and the definition of the Company's independent directors, the characteristics of independence as set forth in the Company's corporate governance code and business ethics policy 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 Chief Executive Officer

1. Qualifications of the Chief Executive Officer

In recruiting the Chief Executive Officer 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

- Having experience in engineering or related businesses for at least 20 years.
- Having experience in engineering management or related businesses for at least 10 years.
- Having 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 qualifications

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

2. Nomination of the Chief Executive Officer

To nominate the Chief Executive Officer of the Company, the Nomination and Compensation Committee shall proceed as follows:

2.1 The Chief Executive Officer 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 Chief Executive Officer.

2.3 The Nomination and Compensation Committee nominates the qualified persons for the position of Chief Executive Officer to the Board of Directors 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, Chief Executive Officer, 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 included 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 also requires the Company's directors to monitor the operating results of the subsidiaries and the associated companies to be constantly in line with the work plan and the budget; and to ensure that the subsidiaries shall disclose the information about the connected transactions, and the acquisition or disposal of assets to the Company according to the related notifications of the Capital Market Supervisory Board and the Securities and Exchange Commission.

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 staff 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 staff 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 staff 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 the 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 the 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 staff 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 2020 to EY Office Limited, the audit firm approved by the Office of the Securities and Exchange Commission. Details of the auditor's remuneration are as follows:

1. Audit Fee

Audit Fee	Year 2020 (Baht)
1. Annual audit fee	1,855,000
2. Review fee for quarterly financial statements	945,000
Total	2,800,000

Note: The audit fee for the year 2020 was approved by the 2020 Annual General Meeting of Shareholders on 16 July 2020.

2. Non-Audit Fee

-None-

CSR and Sustainable Development Report

Recognizing its role in society, TEAM Group is aware that its success will remain solid and sustainable only if society is socio-economically well-grounded. It therefore conducts business while enhancing public welfare generally. As a good corporate citizen, it creates a happy workplace and shares the benefits with neighboring communities, promoting sustainable and social development.

A TEAM Group policy is to ensure its business operations show responsibility towards society, the environment, and stakeholders. The policy is in line with the Stock Exchange of Thailand's Corporate Social Responsibility (CSR) principle that prescribes eight elements: 1) Fair business practice; 2) Anti-corruption stewardship; 3) Respect for human rights; 4) Fair labor practice; 5) Responsibility towards consumers; 6) Environmental oversight; 7) Contributions to social/community development; and 8) Innovations and promotion of innovations related to operations that demonstrate responsibility for society, the environment and stakeholders.

Policy Overview

TEAM Group works by developing transparent thinking, decision-making processes, strategic structure, effective operational systems, judicious protocols, procedural guidelines, and indicators for practical implementations in the form of policies on good corporate governance, audit and internal control, risk management, business ethics as well as guidelines for executives and staff to strictly adhere to. All of these components reflect the responsibilities that board members and executives have for TEAM Group, its shareholders, employees and all other stakeholders. These policies and guidelines are applied to all units of TEAM Group, upholding its efficiency, transparency, and accountability. In addition, TEAM Group encourages its human resources to combat corruption and adopt corruption-free political support to generate additional credit among its clients.



TEAM Group is not solely focused on reaping economic profits from its business operations. It also addresses social and environmental responsibility in support of sustainable development. Guided by its commitment to society and the nation and in pursuit of sustainable social and national development, TEAM Group has worked with the “TEAM Group Foundation”, which was established by TEAMG executives on 27 August 2007. The TEAM Group Foundation is registered as a charity organization (No. 729) pursuant to the Finance Ministry's announcement. Both TEAM Group and the TEAM Group Foundation aspire to constantly drive activities for tangible public benefits by (1) Offering scholarships to youth and the underprivileged; (2) Providing lunch grants to schools in need; (3) Promoting libraries for and sporting activities among the public; (4) Working with other charity organizations for public causes; and (5) Avoiding involvement in politics.

Operations and Reporting

TEAM Group pursues CSR policies through the following mechanisms:

1. Fair Business Practice

TEAM Group accords importance to conducting fair and honest business. It therefore has policies, rules, and internal regulations that apply to its executives, shareholders, staff at all levels, clients, business partners, and all other persons for equitable treatment. Interests and impacts are taken into account for all actors to prepare well-balanced, reasonable, and fair guidelines. Events that create serious conflicts and damage are heavily penalized.



2. Anti-Corruption

TEAM Group focuses on good corporate governance and business ethics for the welfare of its shareholders and stakeholders. At its board meeting on 6 October 2016 (No. 10/2016), the Board of Directors approved the anti-corruption policy. Under this policy, business operations must be transparent. Board members, executives, and staff must not engage in graft either inside or outside the Company. There is a guideline on how to prevent all forms of corruption, with human resources being inculcated with anti-corruption values and supported by corporate culture against corruption. TEAM Group has prepared an internal control system and communication channels through which recommendations/complaints can be submitted. Its Risk Management Committee also assesses corruption risks on a regular basis. Furthermore, TEAM Group requires its board members, executives, and staff to watch out for and prevent any corrupt activity that may arise. Virtuous Company informants are protected.

3. Respect for Human Rights

TEAM Group respects human rights and advocates for both rights and freedom of expression. At TEAM Group, equitable treatment is the norm and basis of human resource management/development. There is no discrimination against foreigners, women, children, and the physically challenged. TEAM Group has included “the employment of persons with physical disabilities” in its operational guidelines.

4. Fair Labor Practice

Employees are valuable resources for TEAM Group, which in turn treats them fairly and equally as well as addressing their quality of life. TEAM Group assigns its employees to jobs that suit their qualifications. It also provides them with welfare, including healthcare. The remuneration structure at TEAM Group is appropriately set. A happy working atmosphere is encouraged. In addition, TEAM Group motivates its employees to develop themselves at all times. Training has been provided to every employee for skills enhancement, competency development, and to boost morale and good working attitudes as detailed hereunder:

Training & Special Lectures

- Training on Peace Leaders Year 2020
- Training on "Team Leading for TEAM Leadership"
- Training on “Effective Business Presentation Skills”
- Training on “Infraworks and Navisworks Manage”
- Educational trips to sites of alternative-energy projects (The projects are under TEAM Group’s supervision.)
- Educational trips to the Bang Sue Grand Station, the SRT Red Line (Bang Sue – Rangsit)



In addition, TEAM Group backstops its employees in receiving external training, examples of which are provided below.

Environment

- Organic farming : food and healthy security for sustainability, EEC Case Study
- Green Bond Boot Camp
- IFC Biodiversity Offset Training/Webinar
- What are SEA-EIA-CIA-TBIA?
- EIA Monitoring Report
- Usage of measuring devices for environmental agencies' field trips, usage of provincial EIA database, and delegation of EIA review tasks
 - 5th Meeting on Biodiversity Status
 - ONEP Academic Meeting Year 2020
 - Seminar on understanding of electronic EIA/ Monitor reporting and review of requests for reporting licences and control/supervision of licensees
- Public Participation and Health Impact Assessment for building projects requiring EIA
- EIA on aquatic ecosystem and fisheries resources
- EIA on government projects near historical sites
- Public forum on Pöyry-version ESIA (with amendments) for the Luang Prabang Dam
 - Minimization of industrial water pollution in the EEC for EIA-requiring projects
 - Seminar on EIA condition guidelines
 - Training on green building construction designs for building projects' EIAs

- Workshop on public participation in the EIA process: Guidelines for professionalism and good governance

- Progress on system reform and EIA projects
- EIA guidelines for mining projects
- EHIA review guidelines
- TREES-EB for green building specialists
- EIA system
- Draft guidelines on EHIA for specialists reviewing EIAs
 - Environmental impacts on fine arts for projects requiring EIAs
 - Training to boost knowledge/understanding and to empower personnel involved in EIA: Assessment of noise and air quality impacts for EIA of land-based infrastructure projects
 - Preparation of a noise contour map guideline for airport capacity maximization
 - 2nd public forum on noise contour map guideline for airport capacity maximization

Energy

- Ventilation strategy to improve indoor air quality and energy saving
- Training on power plants and smart grids
- Energy Regulatory Commission's draft regulation on the streamlined process for energy-business licensing
- Training for energy auditors

Transport

- Training/seminars for officials of the Office of Transport Policy and Planning (OTP) and authorities involved in the project to study urban development and the transport infrastructure system

- Project to relocate Northern and Northeastern Bus Terminals to the Ratchaphatsadu land plot of the Treasury Department and the 16-rai land plot of the Rail Transport Center

Water Resources

- Database and indicators of water management for sustainable water resource management

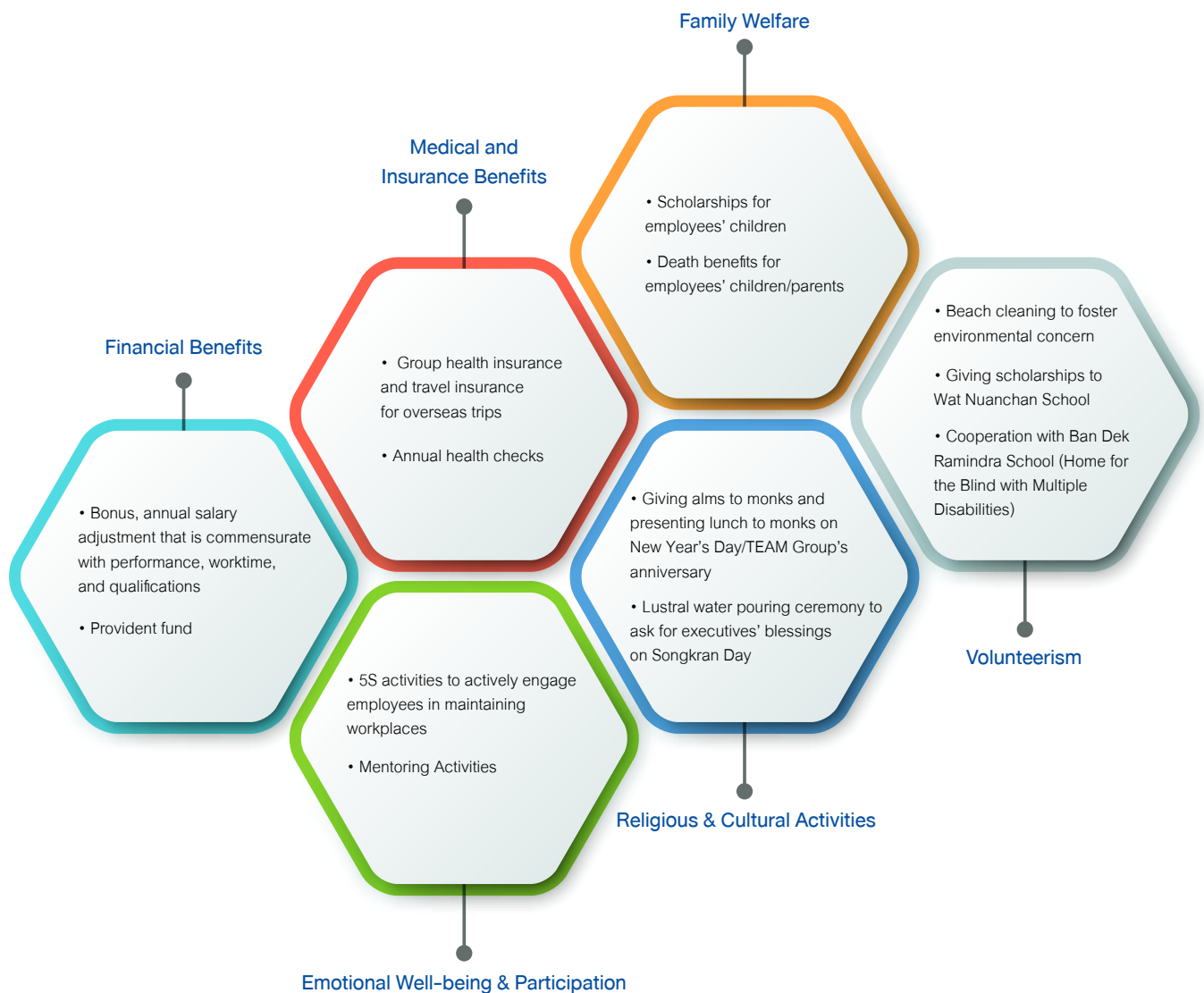
- Water management indicators for sustainable water resource management

- Natural disasters related to rainstorms and engineers' preparedness

TEAM Group, moreover, has invited qualified outsiders to educate its staff about good physical and emotional health. Dhamma talks have also been held on a regular basis to spiritually enrich TEAM Group staff and promote positive attitudes towards work and life.

TEAM Group is committed to its personnel as it recognizes that employees' quality of life and happiness foster their love for the firm and deepen the bond between them and executives. At TEAM Group, its members are treated like family members through the following welfare benefits:

Employee Engagement and Welfare for Employees/Family Members





- Presenting scholarships to 35 children of TEAM GROUP's employees to boost Thai youth's educational opportunities as well as employee morale

5. Responsibility towards consumers (clients)

TEAM Group has made strenuous efforts to maintain service quality on a continuous basis. Its quality policy aims at creating client satisfaction and delivering quality work, which is conducted in line with professional standards and submitted punctually. TEAM Group's quality control system accords with the ISO 9001:2015 standard. At TEAM Group, the Quality Management Committee (QMC) is in charge of formulating quality policy, indicators, and goals. The QMC is also tasked with monitoring the quality management system and constantly improving its efficiency.

To monitor customer satisfaction, TEAM Group implements a customer satisfaction survey for every project. The survey addresses four topics, namely (1) Quality; (2) Speed; (3) Service; and (4) Overall performance. The survey asks respondents to give scores based on the following scale: 1 (very dissatisfied) to 4 (very satisfied). TEAM Group's requirement is that its projects must rank at least 3 in all topics. If a score from customers is below 3 in any topic, a project fails and the manager of that said project must draw up a plan to improve quality in a timely manner. In 2020, TEAM Group conducted customer satisfaction surveys in 190 projects. Of them, 178 or 94 percent passed TEAM Group's requirements. Their average scores were:

Topic	Average score out of 4
1. Quality	3.5
2. Speed	3.6
3. Service	3.7
4. Overall	3.6

6. Environmental stewardship

Recognizing the importance of environmental welfare, TEAM Group has a key mission to ensure its board members, executives, and staff strictly comply with guidelines on natural resource conservation and environmental stewardship. Also, TEAM Group requires that its board members, executives, and staff fully adhere to environmental laws, with actions taken causing no or minimal environmental impacts on local communities and activities held for public/community benefits. Details are summarized as follows:

- **Environmental training for employees:** For environmental conservation, the training covers:

- **Reduction of plastic/styrofoam usage & waste separation:** Reduce, Reuse, Recycle PR is conducted to educate staff about these green issues.

- **Garbage collection on Bangsaen Beach:** Recognizing the severity of marine debris problems, TEAM Group is worried about waste that enters the sea and threatens marine ecology as well as sea creatures. It therefore held the 2nd garbage collection event on Bangsaen Beach in Sansuk subdistrict, Mueang district, Chon Buri. This activity not only promotes green minds among staff but also fosters their corporate solidarity.



- **Energy Conservation & Usage of Alternative Energy**

TEAM Group is aware that energy conservation, resource efficiency, and carbon-dioxide emission reduction are important to combat climate change. It therefore established the Energy Conservation Committee and tasked it with managing TEAM Building's energy efficiency. Also, TEAM Group has encouraged all employees to help lower energy consumption by promoting energy-saving tips via VDO clips. Moreover, it has replaced its lighting system with energy-saving options. It has installed a Solar Rooftop. With 90.09

kWp capacity, this solar rooftop converts sunlight into solar energy for TEAM Group's building. Not only does this reduce the amount of electricity units TEAM Group buys from the Metropolitan Electricity Authority, but it also serves as a non-polluting source of energy and thus helps to fight global warming. In 2020, the solar rooftop lowered TEAM Group's electricity expenses by 30 percent a month and reduced greenhouse gas/carbon dioxide emissions by 55 tons. Not only has TEAM Group successfully saved on electricity bill costs, but it has also helped to protect the environment.



7. Contributions to Social/Community Development

TEAM Group is acutely aware of its duty as a good corporate citizen. It therefore has laid down guidelines for its executives and staff to support activities that deliver community benefits, and to develop community and social environments for better quality of life in communities, including those in TEAM Group's neighborhood.

- **Scholarships** for students of Wat Nuanchan School and Wat Nuan Chan Early Childhood Center.



- **Sharing with Ban Dek Ramindra School** (Home for the Blind with Multiple Disabilities) by donating money/necessary supplies, and arranging visits to boost the morale of both teachers and students.



- **Awarding scholarships:** For the last 14 consecutive years, TEAM Group has granted 360 scholarships to students at nine schools. Four are located in Nakhon Nayok and five in Nakhon Sawan.

The latest scholarship presentation ceremony was the 26th event in the 14-year period. Recipients of the scholarships are cash-strapped students with good

academic records and behavior. The scholarships promise to increase their access to better quality of life, paving the way for them to enjoy further opportunities and receive more knowledge that they may use for supporting their current schools or working for TEAM Group in the future.



Presenting scholarships at Wat Tha Dan, Wat Wang Yai Chim, Wat Hup Moei and Wat Tha Chai schools in Nakhon Nayok



Presenting scholarships at Nakhon Sawan, Wat Ban Maklua and Wichawadi School in Nakhon Sawan



Presenting scholarships at Wat Sri Sawan Sangkharam and
Wat Khao Mano School in Nakhon Sawan

- **Donating medical supplies:** During the first wave of COVID-19 in Thailand, TEAM Group gave personal protective equipment (PPE), N95 facemasks, and face shields to the Bamrasnaradura Infectious

Diseases Institute, Sawanpracharak Hospital in Nakhon Sawan, and Bannang Sata Hospital in Yala to support medical workers in battling COVID-19.



- **Setting Up Happiness Sharing Cabinets:**

TEAM Group is aware that the COVID-19 pandemic has affected people adversely. It has therefore set up Happiness Sharing cabinets in front of its building with support from its staff and local people. These cabinets contain food and basic necessities that hard-hit people can access for free. TEAM Group has also set up similar

cabinets at construction sites of projects it supervises in a bid to help people in these areas. For example, Happiness Sharing cabinets have been set up at the site of the Red Line and the Lop Buri – Pak Nam Pho railway line. TEAM Group continues to maintain these Happiness Sharing cabinets.



- **Blood Donations:** TEAM Group has encouraged its employees to make merit by donating blood to the Thai Red Cross Society's mobile unit, which comes to the office building annually. TEAM Group has arranged such blood donation events for 28 consecutive years, with solid support from its members.



- **5S Activities:** These 5S activities stand for "sort", "set in order", "shine", "standardize", and "sustain" and are guidelines for keeping the workplace tidy. They help to improve the working environment and work efficiency.



8. Innovations and promotion of innovations related to operations that demonstrate responsibility for society, the environment, and stakeholders

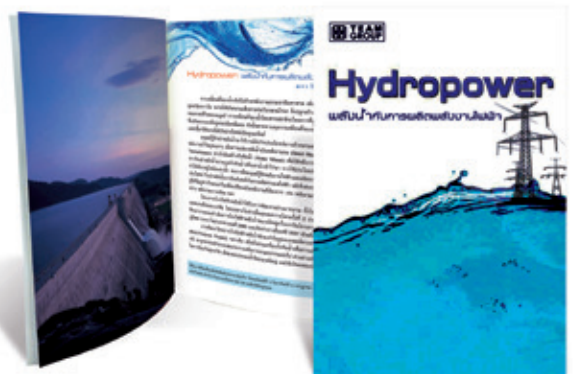
TEAM Group encourages the development of innovations, especially innovative work processes for internal and interagency uses, with a focus on achieving better changes, productivity, and added value. To maximize benefits for society, TEAM Group's policy is to promote such innovations. To TEAM Group, the propagation of useful innovations is a form of social responsibility. As a result, it has disseminated knowledge of its innovations to its stakeholders both directly and indirectly over various platforms to ensure stakeholders' comprehensive access to them.

- **Sharing knowledge from professionals with the public:** TEAM Group has organized public seminars on hot issues that are related to its expertise to diffuse academic knowledge, encourage the exchange of experiences, and search for conclusive solutions. TEAM Group, moreover, has collaborated with other organizations in promoting knowledge dissemination and exchange for public benefit. For example, TEAM Group held a webinar on the national water situation in 2020.



The "Water Situation 2020" online seminar (via Zoom)

- **Book Production:** TEAM Group has compiled and shared knowledge via public media. In support of its knowledge management system, it has established the Knowledge Management Unit (KMU) to gather information of various projects and produce books on interesting subjects. Information and books by the unit are then released to interested persons as reference works. The KMU, for instance, has published the (No) Secrets of TEAM Group, Recognizing Water-Related Threats, and Hydropower books.



Connected Transactions

Connected Transactions between the Company and its subsidiaries with other related Companies/persons which may have conflict of interests in 2020 can be summarized, as follows:

Related company	Relationship with the Group	Nature of connected transactions	Transaction value for the year 2020 (million baht)	Necessity and rationale
iGL Synergy Co., Ltd.	An associated company of Geotechnical & Foundation Engineering Company Limited (GFE) and common director	Service income	1.36	The subsidiary subcontracts feasibility study services of iGL Synergy Co., Ltd. and its customers under general commercial price and conditions.
Krungthep Geotechnique Company Limited	An associated company of Geotechnical & Foundation Engineering Company Limited (GFE) and common director	Cost of service	6.92	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	Service income	0.51	The Company subcontracts project management services of Daoruek Communications Company Limited and its customers under general commercial price and conditions.
		Other income	0.19	The Company provides printing and publication services under general commercial prices and conditions.
		Cost of service	6.31	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	0.84	These transactions are under general commercial prices and conditions.
Vista Cafe Company Limited	Common director and shareholder	Other expenses	0.01	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 have 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 2020 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 of 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.

With regard to 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 they 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.

Internal Control and Risk Management

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

The Board of Directors emphasizes on the importance of the efficiency of the internal control system. To ensure that the management system and operations are suitable and transparent in accordance with the Company's objectives and goals, and to prevent and minimize any potential risks, the Board of Directors assigned the Audit Committee, comprising 3 qualified independent directors, to have the authority and duty to evaluate the sufficiency and efficiency of the Company's internal control system, to review and ensure the correctness of the financial reports, and to operate in compliance with laws on securities and stock exchange, as well as the regulations of the Stock Exchange of Thailand and other relevant business laws. The Audit Committee also has responsibilities for selecting the auditor for further appointment, considering the audit fee, and examining the connected transactions or transactions that can possibly lead to conflict of interest for proposing to the Board of Directors for consideration.

In 2020, the Audit Committee held a total of five meetings with the Company's Management, the auditor of EY Office Limited (attending every meeting), and the internal auditor of I VL Auditing Co., Ltd. (attending two meetings). The Audit Committee also had 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 strongly emphasizes the importance of the corporate risk management which covers all major risks both in the managerial and operational levels to achieve the Company's set objectives and vision. The Board of Directors, thus, appointed the Risk Management Committee to be responsible for determining the corporate risk management guidelines and structure. In addition,



the Management also formulated an annual risk management handbook which comprises the objectives, risk identification, and risk assessment (taking account of changes in internal and external factors and opportunities for corruption), determination of risk response guidelines and risk control measures, implementation of the risk management plan to ensure the acceptable level of risks, risk monitoring, and risk reporting. The Management also communicated with the head of each department to emphasize 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 the results 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. 1/2021 on 25 February 2021, with three independent directors attending the meeting, the Board of Directors evaluated the adequacy and appropriateness of the Company's internal control system as per the Management's documentation and the Report of 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 five areas, namely corporate internal control, risk assessment, operational control, information technology and communication system, and monitoring system,



together with the performance report from the Risk Management Committee are adequate and suitable for the business operation without significant problems or material shortcomings detected. The system can prevent the Company's assets from misuse or unauthorized use by the executives. In addition, the Board of Directors, the Audit Committee and the auditor concurred that the financial statements of the Company were correct and reliable, and prepared in accordance with the generally accepted accounting principle and standards.

2. The Company's Internal Auditor

Since 2016, the Company has hired I VL Auditing Co., Ltd. as the independent internal auditor. I VL Auditing Co., Ltd. appointed Miss Valdee Sibunruang, Audit Partner, to be the main person responsible for inspecting and evaluating the adequacy of the Company's internal control system at the corporate and

operational levels of all departments in compliance with the COSO (The Committee of Sponsoring Organization of the Treadway Commission)'s framework; preparing the audit report; and proposing it to the Audit Committee; as well as providing recommendations to improve the internal control system in case of any weakness found.

The Audit Committee had considered the qualifications of I VL Auditing Co., Ltd. and Miss Valdee Sibunruang, and agreed that both are qualified to be the internal auditor for the Company as evidenced by more than 20 years of professional experience of Miss Valdee Sibunruang and their independence from the Company.



Management Discussion and Analysis

1. Overview and Important Changes

Regarding the overall performance in 2020, the Company and its subsidiaries conducted business as normal and based on each project's situation amidst the global crisis of COVID-19 pandemic which has not been resolved and the recurring outbreak was found in many countries. Although the Company's and its subsidiaries' businesses were not significantly affected in respect of production by the spread of COVID-19, the acquisition of new projects was impacted to some extent. The bidding schedule of new mega projects of the government sector was postponed to transfer the budget to assist people and private entities that were affected by COVID-19. The lockdown measures imposed by many countries to prevent the spread of COVID-19 also resulted in some obstacles for the Company's and its subsidiaries to undertake new projects in other countries.

However, in 2020 the Company and its subsidiaries shifted towards the investment in related businesses by collaborating with other two companies in establishing a joint-venture company, namely "Prathumwan Smart District Cooling Company Limited", in which the Company has a shareholding of 14%. The joint-venture company signed the agreement on the operation of the district cooling system for Suan Luang-Sam Yan commercial areas with Chulalongkorn University. This collaboration marked an important step towards the investment and recurring revenue in non-consulting business in the long run.

At the end of December 2020, the Company and its subsidiaries recorded the total backlog value of 3,297.33 Million Baht, reduced by 13.92% from that of 3,830.39 Million Baht in 2019. The decrease in backlogs resulted from the proportion of the government sector which was 569.84 Million Baht, lower by 20.31% from the previous year, and the proportion of the international sector which was 157.33 Million Baht, representing the plunge of 58.96% from last year. On the contrary, the amounts of backlogs in the private sector and in the related business sector rose by 23.93% and 45.26%

from the previous year, amounting to 167.22 Million Baht and 26.89 Million Baht respectively.

The Company's and its subsidiaries' proportions of backlogs were classified by sector, type of service, and specialization which were the same as last year. The backlog proportion of transport and logistics projects of project management and construction supervision type from the government sector ranked top since the projects acquired in the previous year remained in progress. The backlog of study and design projects acquires in 2020 from the government sector comprised medium-scale projects, e.g. The Water Charts Development for Ping Wang Yom Nan River Basin Project, The Water Charts Development for Sakae Krang, Pa Sak, Chao Phraya and Tha Chin Basins Project, etc. The next-ranked backlog proportion mainly encompassed the project management and construction supervision services for building and infrastructure projects from the private sector. In this year, the Company and its subsidiaries acquired more than 30 medium-to-small scale projects with a total value of over 350 Million Baht in addition to the outstanding backlog from the previous years. Furthermore, more dam instrumentation and drone-based survey projects were acquired in the related service sector.



Backlog	2020		2019		Increase (Decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Classified by sectors	3,297.33	100.00	3,830.39	100.00	(533.06)	(13.92)
Government sector	2,235.41	67.79	2,805.25	73.23	(569.84)	(20.31)
Private sector	866.09	26.27	698.87	18.25	167.22	23.93
International sector	109.53	3.32	266.86	6.97	(157.33)	(58.96)
Related services sector	86.30	2.62	59.41	1.55	26.89	45.26
Classified by type of services	3,297.33	100.00	3,830.39	100.00	(533.06)	(13.92)
Project Management and Construction Supervision	2,408.45	73.04	2,836.76	74.06	(428.31)	(15.10)
Study, Design, and Report Preparation	808.87	24.53	935.19	24.41	(126.32)	(13.51)
Related Services	80.01	2.43	58.44	1.53	21.51	36.91
Classified by specialization	3,297.33	100.00	3,830.39	100.00	(533.06)	(13.92)
Transport and Logistics	1,813.80	55.01	2,432.85	63.51	(619.05)	(25.45)
Building and Infrastructure	756.18	22.93	824.38	21.52	(68.20)	(8.27)
Water Resources	325.75	9.88	242.17	6.32	83.58	34.51
Environmental Management	113.20	3.43	112.12	2.93	1.08	0.96
Power & Energy	262.64	7.97	218.16	5.70	44.48	20.39
Others	25.76	0.78	0.71	0.02	25.05	3,528.17

Countermeasures against the Spread of COVID-19

The Company and its subsidiaries continuously implemented the countermeasures against the COVID-19 outbreak in a bid to mitigate any unexpected effects of the epidemic that might occur in the future. Thus, the Company and its subsidiaries controlled and limited unnecessary expenses, focusing on efficient management of staff workload and restricted budget for investment in non-current assets, and monitoring the cash flows to be sufficient and suitable for the business operations as well as managing payables and receivables more efficiently.

2. Analysis of Operating Results

Service Revenue

In 2020, the Company and its subsidiaries generated the service revenue of 1,704.95 Million Baht, decreased by 7.14% or 131.06 Million Baht from

1,836.01 Million Baht in 2019. The main reasons of the lower service revenue were the postponement or delay in project implementation and inability to access project sites during the outbreak of COVID-19. The proportion of service revenue in 2020 by sector comprised (1) 57.58% from the government sector; (2) 27.82% from the private sector; (3) 9.97% from the international sector; and (4) 4.63% from the related business sector. Considering specialization, the proportion of service revenue was as follows: (1) 45.50% from transportation and logistics; (2) 24.54% from building and infrastructure; (3) 14.48% from water resources; (4) 7.15% from power and energy; (5) 6.08% from environmental management; and (6) 2.25% from others.

The service revenue from the government sector amounted to 981.78 Million Baht which was comparable to the previous year of 982.76 Million Baht. The recognized revenue from the government sector was mainly generated from large-scale project management and construction supervision projects which were continually in progress, for example, Project

Management and Construction Supervision for the Pink Line Monorail (Khae Rai - Min Buri Section); Project Management and Construction Supervision for Track Doubling Project for Northern Line (Lop Buri – Pak Nam Pho); Project Management and Construction Supervision for the High-Speed Rail Linking 3 Airports Project; Construction Supervision for the Red Line Commuter Rail (Bang Sue-Rangsit Section), etc.

The service revenue from the private sector was 474.31 Million bath, reduced by 11.55% or 61.95 Million Baht from the previous year. The decline in revenue was largely due to temporary suspension and cancellation of some works in condominium construction projects during the COVID-19 epidemiological situation. Besides, the inability to access the sites of study design and report preparation projects, e.g. organization of public consultation meetings by the environmental team, led to slowdown in work progress rate.

The service revenue from the international sector was 169.91 Million Baht, considerably dropped by 31.15% or 76.87 Million Baht compared to last year. This was mainly due to the inability to fully mobilize staff at the project sites during the COVID-19 pandemic, and lockdown measures to control the outbreak, imposed by many countries, including the countries where the Company's and its subsidiaries' projects are located,

e.g. Lao PDR, Vietnam, Cambodia, Myanmar, and Timor-Leste. Nevertheless, upon relaxation of lockdown measures and reopening of these countries, a quarantine period would be required for cross-border travel, reducing the production time of project.

The service revenue from related services amounted to 78.95 Million Baht in 2020, slightly higher than that of the previous year by 12.45%. The increase in revenue was mainly contributed by dam instrumentation projects in the northeastern region of the Royal Irrigation Department. Moreover, other contributions to the growth in revenue comprised drone-based survey projects and building information modeling (BIM) services that facilitate study, design and construction supervision works.

Other Revenue

In 2020, the Company and its subsidiaries had other revenue amounting to 7.97 Million Baht, representing 0.47% of the total revenue, comprising sales of software of 1.38 Million Baht, and printing service and others of 6.59 Million Baht.

Service Revenue	2020		2019		Increase (Decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenue by sector	1,704.95	100.00	1,836.01	100.00	(131.06)	(7.14)
Government sector	981.78	57.58	982.76	53.53	(0.98)	(0.10)
Private sector	474.31	27.82	536.26	29.21	(61.95)	(11.55)
International sector	169.91	9.97	246.78	13.44	(76.87)	(31.15)
Related service sector	78.95	4.63	70.21	3.82	8.74	12.45
Revenue by specialization	1,704.95	100.00	1,836.01	100.00	(131.06)	(7.14)
Transport and Logistics	775.82	45.50	796.46	43.38	(20.64)	(2.59)
Building and Infrastructure	418.38	24.54	523.94	28.54	(105.56)	(20.15)
Water Resources	246.93	14.48	257.78	14.04	(10.85)	(4.21)
Power & Energy	121.83	7.15	116.88	6.37	4.95	4.21
Environmental Management	103.59	6.08	131.38	7.15	(27.79)	(21.16)
Others	38.40	2.25	9.57	0.52	28.83	301.25

Cost of Services, Gross Profit and Gross Profit Margin

In 2020, the Company and its subsidiaries had the cost of services in a total amount of 1,249.76 Million Baht, or 73.30% of the total service revenue, which was higher than that of 70.36% in 2019. The increase in cost of services resulted from several factors: (1) cancellation of projects which did not meet the environmental requirements or were opposed by local communities, and condominium construction supervision projects; (2) extension of project period due to contractors' delay in construction, e.g. Project Management and Construction Supervision of Suvarnabhumi Airport Development Project Phase 2, and Project Management Consultancy Service of the New Parliament House Project which the Company expected to negotiate for additional expenses

in the future; and (3) higher cost of services of new projects due to tougher competition in the consulting business and limited government budget.

The cost of service structure of the Company and its subsidiaries included (1) employee-related expenses, mostly professional personnel, occupying the largest proportion of 956.74 Million Baht or 76.55% of the total cost of services; (2) subcontract expenses e.g. field survey for other surveys, including the data analysis experts amounting to 156.15 Million Baht or 12.50%; and (3) other direct expenses e.g. field work expenses, report preparation, equipment expenses, etc. in the amount of 136.87 Million Baht or 10.95%. The increase in equipment expenses resulted from procurement of more equipment for dam instrumentation projects when compared to those in 2019.

Cost of Services Structure	2020		2019		Increase (Decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Cost of services	1,249.76	100.00	1,291.80	100.00	(42.04)	(3.25)
Employee-related expenses	956.74	76.55	1,011.14	78.27	(54.40)	(5.38)
Subcontract expenses	156.15	12.50	158.96	12.31	(2.81)	(1.77)
Other direct expenses	136.87	10.95	121.70	9.42	15.17	12.47

Corresponding to the above-mentioned cost of services, the gross profit in 2020 was 455.19 Million Baht or 26.70% of the service revenue rate, decreased by 2.94% from 544.21 Million Baht or 29.64% in 2019.

Administrative Expenses

The administrative expenses of the Company and its subsidiaries in 2020 were 320.54 Million Baht or 18.71% of the total revenue, compared to 408.85 Million Baht in 2019 or 22.18% of the total revenue. The significant decrease in administrative expenses in the amount of 88.31 Million Baht or 21.60% when compared to last year resulted from the strict control of budget during the spread of COVID-19. Considering the components of administrative expenses, the employee-related expenses were lower because there was no effect from the provision for long-term employee benefits according to the labor law which had been recorded once in 2019.

Administrative Expenses Structure	2020		2019		Increase (Decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Administrative expenses	320.54	100.00	408.85	100.00	(88.31)	(21.60)
Employee-related expenses	214.11	66.80	289.75	70.87	(75.64)	(26.10)
Depreciation and amortization	37.75	11.77	38.44	9.40	(0.69)	(1.80)
Office expenses	21.06	6.57	29.84	7.30	(8.78)	(29.42)
Rental and service expenses	26.53	8.28	31.14	7.61	(4.61)	(14.80)
Other administrative expenses *	21.09	6.58	19.68	4.82	1.41	7.16

Note: *Other administrative expenses, e.g. various fees, entertainment expenses, professional insurance premiums, etc.

Net Profit and Net Profit Margin

In 2020, the Company and its subsidiaries could maintain the net profit and the net profit margin among the economic slowdown in Thailand and around the world, as well as the COVID-19 pandemic. The Company and its subsidiaries could generate the net profit of 119.35 Million Baht and the net profit margin of 6.97%

of the total revenue, slightly higher than the net profit of 115.45 Million Baht and the net profit margin of 6.26% in 2019. The ratio of net profit margin thus increased by 0.71% because of the recognition of the higher cost of services while more efficient control of the administrative expenses was applied.

Description	2020		2019		Increase (Decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Gross profit	455.19	26.70	544.21	29.64	(89.02)	(16.36)
Net profit	119.35	6.97	115.45	6.26	3.90	3.38

Note: ** Gross profit is a percentage of service revenue, net profit is a percentage of total revenue.

3. Financial Position

Statement of the Financial Position	2020		2019		Increase (Decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Total Assets	2,008.42	100.00	1,886.24	100.00	122.18	6.48
Cash or cash equivalents	491.86	24.49	350.88	18.60	140.98	40.18
Trade and other receivables	333.44	16.60	472.71	25.06	(139.27)	(29.46)
Unbilled receivables	580.76	28.92	473.26	25.09	107.50	22.72
Other current assets	65.65	3.27	49.94	2.65	15.71	31.47
Total current assets	1,471.71	73.27	1,346.79	71.40	124.92	9.28
Property, plant and equipment	147.02	7.32	182.55	9.68	(35.53)	(19.47)
Retention receivables	113.40	5.65	134.59	7.13	(21.19)	(15.74)
Other non-current assets	276.29	13.76	222.31	11.79	53.98	24.28
Total non-current assets	536.71	26.72	539.45	28.60	(2.74)	(0.51)
Liabilities and shareholder's equity	2,008.42	100.00	1,886.24	100.00	122.18	6.48
Trade and other payables	185.46	9.23	212.36	11.26	(26.90)	(12.67)
Service Income Received in Advance and Advances Received from Customers	486.99	24.25	361.33	19.16	125.66	34.78
Other current liabilities	97.95	4.88	89.48	4.74	8.47	9.47
Total current liabilities	770.40	38.36	663.17	35.16	107.23	16.17
Provision for long-term employee benefits	296.18	14.75	284.79	15.10	11.39	4.00
Other non-current liabilities	27.52	1.37	10.40	0.55	17.12	164.51
Total non-current liabilities	323.70	16.12	295.19	15.65	28.51	9.66
Total liabilities	1,094.10	54.48	958.36	50.81	135.74	14.16
Total shareholders' equity	914.32	45.52	927.88	49.19	(13.56)	(1.46)

Assets

At the end of December 2020, the Company and its subsidiaries had the total assets in the amount of 2,008.42 Million Baht, comprising current assets of 1,471.71 Million Baht and non-current assets of 536.71 Million Baht. The total assets increased by 122.18 Million Baht when compared to the total assets of 1,886.24 Million Baht at the end of December 2019. The increase in total assets resulted from the higher total current assets by 124.92 Million Baht or 9.28%, and the decrease in total non-current assets by 2.74 Million Baht or 0.51%. Major components of the total assets are as follows:

Cash and Cash Equivalents reached 491.86 Million Baht at the end of 2020, increased by 140.98 Million Baht or 40.18% from 350.88 Million Baht at the end of 2019, mainly due to an increase in cash from operating activities. This was because the Company and its subsidiaries could expedite collection of past due accounts receivable and received advance payment for services from the new projects acquired in 2020.

Trade and Other Receivables declined from the end of 2019 by 139.27 Million Baht or 29.46% to 333.44 Million Baht at the end of 2020. This was because the

Company and its subsidiaries actively and continually expedited collection of accounts receivable.

Unbilled Receivables amounted to 580.76 Million Baht at the end of 2020, increased from 473.26 Million Baht at the end of 2019 or at the growing rate of 22.72%. This was mainly because of delay in the clients' inspection and acceptance of some large-scale projects due to social distancing policy during the severe outbreak of COVID-19. Besides, the condition of invoice issuance of some projects were based on the progress of the contractors.

Liabilities

At the end of December 2020, the Company and its subsidiaries had the total liabilities of 1,094.10 Million Baht when compared to 958.36 Million Baht at the end of December 2019. An increase by 14.16% or 135.74 Million Baht comprised the total current liabilities of 107.23 Million Baht and the total non-current liabilities of 28.51 Million Baht. Major components of the liabilities of the Company and its subsidiaries are as follows:

Trade and Other Payables were 185.46 Million Baht at the end of 2020, dropped by 26.90 Million Baht at the decreasing rate of 12.67% from 212.36 Million Baht at the end of 2019. The Company and its subsidiaries had a payment period of 48 days on average which was similar to the previous year.

Service Income Received in Advance and Advances Received from Customers were in a total amount of 486.99 Million Baht at the end of December 2020, increased from 361.33 Million Baht in the previous year, at the increasing rate of 34.78%. The increase in the amount of 125.66 Million Baht resulted from the higher service income received in advance and advances received from customers of 102.61 Million Baht and 23.05 Million Baht respectively. The service

income received in advance was mainly gained from large-scale projects, for example, Project Management and Construction Supervision for Track Doubling Project for Northern Line (Lop Buri – Pak Nam Pho), Detailed Design for MRT Orange Line Project, etc.

Provision for Long-term Employee Benefits increased by 11.39 Million Baht or 4% from 284.79 Million Baht at the end of December 2019 to 296.18 Million Baht at the end of December 2020. This was due to the lower interest rate.

Shareholders' Equity

At the end of December 2020, the shareholders' equity of the Company and its subsidiaries was 914.32 Million Baht, decreased by 1.46% or 13.56 Million Baht from that of 927.88 Million Baht at the end of 2019 because of payment of interim dividends to shareholders in September 2020.

Cash Flow, Liquidity and Significant Financial Ratio

As of 31 December 2020, the Company and its subsidiaries had the net cash flow of 491.86 Million Baht, mainly resulting from the increase in net cash flow from operating activities in the amount of 37.59 Million Baht or 16.03% from the previous year. However, the current ratio and the quick ratio at the end of 2020 reduced to 1.91 times and 1.07 times from 2.03 times and 1.24 times at the end of 2019 respectively. On the contrary, the debt to equity ratio (D/E ratio) and the gearing ratio increased to 1.20 times and 0.09 times when compared to 1.03 times and 0.03 times at the end of 2019 respectively. This was due to the increase in total liabilities of the Company and its subsidiaries from change in the accounting record method according to the TFRS 16 Leases, taking effect from 1 January 2020, and the increase of the provision for long-term employee benefits.



Cash flow and Significant Financial Ratios	2020	2019	Increase (Decrease)
Net Cash (Million Baht)			
Cash and Cash Equivalents at the Beginning of the Year	350.88	246.03	104.85
Cash Flow from Operating Activities ***	272.12	234.53	37.59
Cash Flow from Investing Activities	(18.96)	(31.34)	12.38
Cash Flow from Financing Activities	(112.18)	(98.34)	(13.84)
Cash and Cash Equivalents at the End of the Year	491.86	350.88	140.98
Liquidity (Times)			
Current Ratio	1.91	2.03	(0.12)
Quick Ratio	1.07	1.24	(0.17)
Leverage Ratio (Times)			
Debt to Equity Ratio (D/E ratio)	1.20	1.03	0.17
Gearing Ratio	0.09	0.03	0.06
Interest Coverage Ratio (EBIT / Interest paid)	52.54	74.30	(21.76)

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

4. Commitments

As of 31 December 2020, the Company and its subsidiaries had the services commitments as follows.

4.1 Cost of services commitments: The Company and its subsidiaries entered into agreements in a total amount of 194 Million Baht (48 Million Baht in 2019).

4.2 Other service commitments: The Company and its subsidiaries entered into agreements on other services in a total amount of 3 Million Baht (3 Million Baht in 2019).

4.3 Guarantees: The Company provided

guarantees totaling 720 Million Baht for bank credit facilities on behalf of its subsidiaries (698 Million Baht in 2019).

4.4 Bank guarantees: At the end of December 2020, the outstanding bank guarantees issued by banks on behalf of the Company and its subsidiaries in respect of certain performance bonds as required in the normal course of business totaled 799 Million Baht (680 Million Baht in 2019).



2021

928,545

28,545

8,545

128,150

548,125

215,810

9,007

337,296

124,545

22,004

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 an 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 were included in the Audit Committee Report 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 was 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 financial reporting standards are relevant rules and regulations.



(Mr. Sanit Rangnoi)
Chairman of the Board



(Mr. Chawalit Chantararat)
President

TEAM Consulting Engineering and Management
Public Company Limited and its subsidiaries
Report and consolidated financial statements
31 December 2020

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 2020, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and 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 2020, 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 to the matter are described below.

Recognition of revenue from service income

The Group disclosed its policies on recognition of revenue from service income and estimation of project costs in Note 5 and Note 6 to the financial statements. I identified the recognition of revenue from service income to be areas of significant risk in audit. This is because the amount of revenue from service income that the Group recognises 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 are areas requiring management to exercise significant judgement to assess the percentage of completion of project. There are therefore risks with respect to the amount and timing of the recognition of revenue from service income.

I examined the recognition of revenue from service income 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.

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.

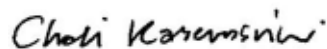
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely 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: 25 February 2021

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2020

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
Assets					
Current assets					
Cash and cash equivalents	4, 8	491,857,374	350,878,453	319,617,202	176,371,580
Current investments	4	-	1,151,409	-	915,638
Trade and other receivables	4, 9	333,444,147	472,714,497	274,838,496	390,909,544
Unbilled receivables	4, 10	580,760,403	473,257,513	318,053,151	299,931,352
Short-term loan to related party	4, 7	-	-	64,500,000	34,700,000
Other current financial assets	4	1,342,591	-	1,106,082	-
Other current assets	11	64,309,477	48,786,213	49,710,504	26,257,605
Total current assets		1,471,713,992	1,346,788,085	1,027,825,435	929,085,719
Non-current assets					
Restricted bank deposits	4, 12	61,980,000	63,230,000	49,160,000	49,160,000
Long-term loan to related party	4, 7	-	-	1,670,000	2,070,000
Investments in subsidiaries	13	-	-	114,844,840	115,644,840
Investments in associated companies	14	10,960,574	4,134,835	7,000,000	-
Investment properties	15	1,240,609	1,258,637	9,195,392	9,766,353
Property, plant and equipment	16	147,017,081	182,554,979	128,598,038	154,422,417
Right-of-use assets	4, 21	48,710,417	-	38,067,434	-
Intangible assets - computer software	17	59,894,647	61,338,525	52,190,254	52,045,634
Deferred tax assets	27	62,003,681	60,192,057	44,418,790	43,949,779
Retention receivables	10	113,404,252	134,587,084	78,472,992	85,466,049
Other non-current assets		31,499,058	32,159,174	27,130,661	25,083,720
Total non-current assets		536,710,319	539,455,291	550,748,401	537,608,792
Total assets		2,008,424,311	1,886,243,376	1,578,573,836	1,466,694,511

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

Statement of financial position (continued)

As at 31 December 2020

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2020	2019	2020	2019
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts and short-term loans from banks	18	31,666,005	6,744,939	-	-
Trade and other payables	19	185,458,844	212,363,200	135,952,324	187,064,197
Current portion of liabilities under hire purchase and finance lease agreements	4, 21	-	9,974,668	-	7,050,629
Current portion of lease liabilities	4, 21	18,887,239	-	14,437,527	-
Service income received in advance and advances received from customers	10	486,987,182	361,330,376	339,428,387	197,485,102
Income tax payable		3,666,693	4,411,676	-	-
Other current liabilities	20	43,729,292	68,342,452	29,522,616	46,301,231
Total current liabilities		770,395,255	663,167,311	519,340,854	437,901,159
Non-current liabilities					
Liabilities under hire purchase and finance lease agreements - net of current portion	4, 21	-	10,405,180	-	6,639,317
Lease liabilities, net of current portion	4, 21	27,522,807	-	22,383,502	-
Provision for long-term employee benefits	22	296,179,638	284,786,695	220,434,353	204,987,996
Total non-current liabilities		323,702,445	295,191,875	242,817,855	211,627,313
Total liabilities		1,094,097,700	958,359,186	762,158,709	649,528,472

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

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2020

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2020	2019	2020	2019
Shareholders' equity					
Share capital					
Registered					
680,000,000 ordinary shares of Baht 0.5 each		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		424,317,995	424,317,995	424,317,995	424,317,995
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	16,700,000	10,000,000	16,700,000	10,000,000
Unappropriated		172,989,254	192,914,350	35,397,132	42,848,044
Other components of shareholders' equity					
Exchange differences on translation of					
financial statements in foreign currencies		(95,200)	(46,244)	-	-
Equity attributable to owners of the Company		909,148,761	922,422,813	816,415,127	817,166,039
Non-controlling interests of the subsidiaries		5,177,850	5,461,377	-	-
Total shareholders' equity		914,326,611	927,884,190	816,415,127	817,166,039
Total liabilities and shareholders' equity		2,008,424,311	1,886,243,376	1,578,573,836	1,466,694,511

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

(Mr. Chawalit Chantararat)

Director

(Mr. Aphichat Sramoon)

Director

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2020

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2020	2019	2020	2019
Profit or loss:					
Revenues					
Service income		1,704,950,190	1,836,016,570	1,037,712,720	1,183,613,446
Other income					
Dividend income	13	-	-	79,297,904	38,498,835
Others		7,971,845	7,100,440	70,623,220	54,306,572
Total revenues		1,712,922,035	1,843,117,010	1,187,633,844	1,276,418,853
Expenses					
Cost of service		1,249,760,318	1,291,804,548	785,933,805	862,533,406
Administrative expenses		320,538,335	408,849,453	265,300,567	325,519,427
Total expenses		1,570,298,653	1,700,654,001	1,051,234,372	1,188,052,833
Operating profit		142,623,382	142,463,009	136,399,472	88,366,020
Share of profit from investments in associated companies	14	174,675	140,953	-	-
Finance income	24	8,397,209	3,012,114	11,408,831	4,681,510
Finance cost	25	(2,878,074)	(1,956,464)	(1,657,338)	(1,003,387)
Profit before income tax expenses		148,317,192	143,659,612	146,150,965	92,044,143
Income tax expenses	27	(28,963,873)	(28,209,036)	(12,176,391)	(9,454,669)
Profit for the year		119,353,319	115,450,576	133,974,574	82,589,474
Other comprehensive income:					
Other comprehensive income to be reclassified to profit or loss in subsequent periods:					
Exchange differences on translation of financial statements in foreign currencies	14	(48,956)	(46,244)	-	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods					
Actuarial loss - net of income tax	22	(8,104,173)	(29,507,370)	(10,957,417)	(21,488,961)
Other comprehensive income for the year		(8,153,129)	(29,553,614)	(10,957,417)	(21,488,961)
Total comprehensive income for the year		111,200,190	85,896,962	123,017,157	61,100,513

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

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Statement of comprehensive income (continued)

For the year ended 31 December 2020

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Profit attributable to:				
Equity holders of the Company	119,372,250	115,689,149	133,974,574	82,589,474
Non-controlling interests of the subsidiaries	(18,931)	(238,573)		
	<u>119,353,319</u>	<u>115,450,576</u>		
Total comprehensive income attributable to:				
Equity holders of the Company	111,219,121	86,135,535	123,017,157	61,100,513
Non-controlling interests of the subsidiaries	(18,931)	(238,573)		
	<u>111,200,190</u>	<u>85,896,962</u>		
Earnings per share				
Basic earnings per share				
Profit attributable to equity holders of the Company	<u>0.18</u>	<u>0.17</u>	<u>0.20</u>	<u>0.12</u>
Weighted average number of ordinary shares (shares)	<u>680,000,000</u>	<u>680,000,000</u>	<u>680,000,000</u>	<u>680,000,000</u>

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

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2020

(Unit: Baht)

Consolidated financial statements												
Equity attributable to owners of the Company												
	Note	Issued and fully paid share capital	Share premium	Capital reserve for share-based payment transactions	Deficit from the change in the ownership interests in subsidiaries	Deficit from the reorganisation of business of group under common control	Other components of equity			Total equity attributable to shareholders of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity
							Retained earnings	Exchange differences on translation of financial statements in foreign currencies	Unappropriated statutory reserve			
Balance as at 1 January 2019		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
Profit for the year		-	-	-	-	-	-	115,689,149	-	115,689,149	(238,573)	115,450,576
Other comprehensive income for the year		-	-	-	-	-	-	(29,507,370)	(46,244)	(29,553,614)	-	(29,553,614)
Total comprehensive income for the year		-	-	-	-	-	-	86,181,779	(46,244)	86,135,535	(238,573)	85,896,962
Transfer share premium from share-based payment to unappropriated retained earnings		-	-	(14,927,869)	-	-	-	14,927,869	-	-	-	-
Transfer unappropriated retained earnings to statutory reserve	23	-	-	-	-	-	4,200,000	(4,200,000)	-	-	-	-
Dividend paid	31	-	-	-	-	-	-	(85,000,000)	-	(85,000,000)	-	(85,000,000)
Dividend paid to non-controlling interests of the subsidiaries		-	-	-	-	-	-	-	-	-	(263,665)	(263,665)
Balance as at 31 December 2019		340,000,000	424,317,995	-	(22,215,349)	(22,547,939)	10,000,000	192,914,350	(46,244)	922,422,813	5,461,377	927,884,190

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

(Unit: Baht)

Consolidated financial statements

Equity attributable to owners of the Company													
	Note	Issued and share capital fully paid	Share premium	Deficit from the change in the ownership interests in subsidiaries	Deficit from the reorganisation of business of group under common control	Retained earnings		Other components of equity			Total equity attributable to shareholders of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity
						Appropriated - statutory reserve	Unappropriated	Exchange differences on translation of financial statements in foreign currencies					
Balance as at 1 January 2020		340,000,000	424,317,995	(22,215,349)	(22,547,939)	10,000,000	192,914,350	(46,244)			922,422,813	5,461,377	927,884,190
Cumulative effect of change in accounting policy for the adoption of new financial reporting standard	4	-	-	-	-	-	(8,893,173)	-			(8,893,173)	-	(8,893,173)
Balance as at 1 January 2020 - as restated		340,000,000	424,317,995	(22,215,349)	(22,547,939)	10,000,000	184,021,177	(46,244)			913,529,640	5,461,377	918,991,017
Profit for the year		-	-	-	-	-	119,372,250	-			119,372,250	(18,931)	119,353,319
Other comprehensive income for the year		-	-	-	-	-	(8,104,173)	(48,956)			(8,153,129)	-	(8,153,129)
Total comprehensive income for the year		-	-	-	-	-	111,268,077	(48,956)			111,219,121	(18,931)	111,200,190
Transfer unappropriated retained earnings to statutory reserve	23	-	-	-	-	6,700,000	(6,700,000)	-			-	-	-
Dividend paid	31	-	-	-	-	-	(115,600,000)	-			(115,600,000)	-	(115,600,000)
Dividend paid to non-controlling interests of the subsidiaries		-	-	-	-	-	-	-			-	(264,596)	(264,596)
Balance as at 31 December 2020		340,000,000	424,317,995	(22,215,349)	(22,547,939)	16,700,000	172,989,254	(95,200)			909,148,761	5,177,850	914,326,611

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

Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2020

Separate financial statements							(Unit: Baht)
Note	Issued and fully paid share capital	Share premium	Capital reserve for share-based payment		Retained earnings		Total shareholders' equity
			transactions	statutory reserve	Appropriated -	Unappropriated	
	340,000,000	424,317,995	5,067,714	5,800,000	65,879,817	841,065,526	
Balance as at 1 January 2019	-	-	-	-	82,589,474	82,589,474	
Profit for the year	-	-	-	-	(21,488,961)	(21,488,961)	
Other comprehensive income for the year	-	-	-	-	61,100,513	61,100,513	
Total comprehensive income for the year	-	-	-	-	-	-	
Share premium from share-based payment to unappropriated retained earnings	-	-	(5,067,714)	-	5,067,714	-	
Transfer unappropriated retained earnings to statutory reserve	-	-	-	4,200,000	(4,200,000)	-	
Dividend paid	-	-	-	-	(85,000,000)	(85,000,000)	
Balance as at 31 December 2019	340,000,000	424,317,995	-	10,000,000	42,848,044	817,166,039	
	340,000,000	424,317,995	-	10,000,000	42,848,044	817,166,039	
Balance as at 1 January 2020	-	-	-	-	(8,168,069)	(8,168,069)	
Cumulative effect of change in accounting policy for the adoption of new financial reporting standard	-	-	-	-	34,679,975	34,679,975	
Balance as at 1 January 2020 - as restated	-	-	-	-	133,974,574	133,974,574	
Profit for the year	-	-	-	-	(10,957,417)	(10,957,417)	
Other comprehensive income for the year	-	-	-	-	123,017,157	123,017,157	
Total comprehensive income for the year	-	-	-	-	-	-	
Transfer unappropriated retained earnings to statutory reserve	-	-	-	6,700,000	(6,700,000)	-	
Dividend paid	-	-	-	-	(115,600,000)	(115,600,000)	
Balance as at 31 December 2020	340,000,000	424,317,995	-	16,700,000	35,397,132	816,415,127	

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

Cash flow statement

For the year ended 31 December 2020

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Cash flows from operating activities				
Profit before income tax	148,317,192	143,659,612	146,150,965	92,044,143
Adjustments to reconcile profit before income tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	46,566,110	38,438,461	36,487,264	30,951,145
Reversal of allowance for doubtful accounts	-	(6,660,899)	-	(6,667,201)
Impairment loss on financial assets	1,376,536	-	1,624,058	-
Share of profit from investments in associated companies	(174,675)	(140,953)	-	-
Allowance for impairment of investment in subsidiary	-	-	800,000	3,060,100
Loss on disposal/write-off of building improvements and equipment	1,413,452	478,790	1,141,311	135,553
Loss on write-off of improvements of land and building for rent	1,089	-	226,901	-
(Gain) loss on write-off of right-of-use assets	(5,766)	-	14	-
Unrealised exchange losses	739,712	313,837	536,440	341,071
Allowance for project losses (reversal)	44,411	30,023	(1,997,559)	2,394,218
Provision for long-term employee benefits	32,999,997	93,055,231	22,559,407	68,033,434
Written-off withholding tax deducted at source	665,016	946,758	665,016	946,758
Dividend income	-	-	(79,297,904)	(38,498,835)
Finance income	(8,397,209)	(3,012,114)	(11,408,831)	(4,681,510)
Finance cost	2,878,074	1,956,464	1,657,339	1,003,387
Profit from operating activities before changes in operating assets and liabilities	226,423,939	269,065,210	119,144,421	149,062,263
Operating assets (increase) decrease				
Trade and other receivables	134,936,867	6,309,824	112,455,063	(22,585,833)
Unbilled receivables	(108,819,528)	82,087,745	(18,529,309)	103,333,243
Other current assets	(5,994,839)	(1,309,067)	(11,541,209)	(4,312,886)
Retention receivables	21,182,832	(20,497,864)	6,993,057	(17,583,822)
Other non-current assets	1,410,340	(1,085,724)	(853,702)	(2,260,647)
Operating liabilities increase (decrease)				
Trade and other payables	(25,739,226)	6,545,583	(47,968,877)	25,910,406
Services income received in advance and advances received from customers	125,656,806	(41,434,304)	141,943,285	(54,548,834)
Other current liabilities	(24,898,062)	4,307,711	(16,932,267)	3,302,403
Cash paid for provision for long-term employee benefits	(31,737,271)	(19,824,804)	(20,809,821)	(17,887,137)
Cash flows from operating activities	312,421,858	284,164,310	263,900,641	162,429,156
Interest received	2,996,601	3,060,453	5,100,410	4,678,125
Interest paid	(2,878,074)	(1,956,464)	(1,657,339)	(1,003,387)
Corporate income tax received	3,574,323	2,518	-	-
Corporate income tax paid	(44,012,424)	(50,719,691)	(23,675,994)	(24,682,844)
Net cash flows from operating activities	272,102,284	234,551,126	243,667,718	141,421,050

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

Cash flow statement (continued)

For the year ended 31 December 2020

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Cash flows from investing activities				
Increase in current investments	-	(208,220)	-	(206,129)
Increase in other current financial assets	(191,182)	-	(190,444)	-
(Increase) decrease in restricted bank deposit	1,250,000	(3,000,000)	-	(3,000,000)
(Increase) decrease in short-term loan to related party	-	-	(29,800,000)	13,200,000
(Increase) decrease in long-term loan to related party	-	-	400,000	(2,070,000)
Cash paid for additional of investment in subsidiary	-	-	-	(5,000,000)
Dividend income from subsidiaries	-	-	79,297,904	38,498,835
Cash paid for additional of investment in associated company	(7,000,000)	(1,064,100)	(7,000,000)	-
Dividend received from investment in associated company	299,980	299,980	-	-
Cash paid for acquisitions of building improvements and equipment	(4,528,604)	(20,489,645)	(3,842,205)	(14,206,640)
Cash paid for acquisitions of intangible assets - computer software	(8,800,018)	(7,400,720)	(8,393,689)	(5,683,607)
Cash received from disposal of equipment	7,477	523,941	321,288	153,919
Net cash flows from (used in) investing activities	(18,962,347)	(31,338,764)	30,792,854	21,686,378
Cash flows from financing activities				
Increase in bank overdrafts and short-term loan from bank	24,921,066	2,121,357	-	-
Cash paid under hire-purchase and finance lease agreements	-	(14,953,146)	-	(11,644,175)
Payment of principal portion of lease liabilities	(21,519,227)	-	(15,767,561)	-
Dividend paid	(115,446,348)	(84,995,338)	(115,446,348)	(84,995,338)
Dividend paid to non-controlling interests of the subsidiaries	(133,346)	(509,984)	-	-
Net cash flows used in financing activities	(112,177,855)	(98,337,111)	(131,213,909)	(96,639,513)
Effect of exchange rate on cash and cash equivalents	16,839	(22,874)	(1,041)	(87,408)
Net increase in cash and cash equivalents	140,978,921	104,852,377	143,245,622	66,380,507
Cash and cash equivalents at the beginning of year	350,878,453	246,026,076	176,371,580	109,991,073
Cash and cash equivalents at the end of year	491,857,374	350,878,453	319,617,202	176,371,580
	-		-	
Supplemental cash flow information:				
Non-cash transactions				
Decrease in accounts payable from purchase of				
building improvements, equipment and intangible assets	(1,185,072)	(6,806,362)	(1,141,048)	(5,636,574)
Purchases of equipment and vehicles under lease agreements	22,790,037	619,096	21,829,525	-
Transfer of land and buildings to investment properties	16	14,906	3,503	4,290,352

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

1. General information

1.1 Corporate 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.

1.2 Coronavirus disease 2019 pandemic

The Coronavirus disease 2019 pandemic is adversely impacting most businesses and industries. This situation may bring uncertainties and have an impact on the environment in which the group operates. The Group’s management has continuously monitored ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and has used estimates and judgement in respect of various issues as the situation has evolved.

2. Basis of preparation

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

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

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

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of TEAM Consulting Engineering and Management Public Company Limited ("the Company") and its subsidiaries ("the subsidiaries") (collectively as "the Group") as follows:

Company	Nature of business	Country of incorporation	Percentage of shareholding	
			2020	2019
			Percent	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	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	Consulting services on 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, investments in subsidiaries and share capital of the subsidiaries 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 2019) and new 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. 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:

Financial reporting standards related to financial instruments

The 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:

TRFIC 16	Hedges of a Net Investment in a Foreign Operation
TRFIC 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.

The adoption of these standards has the impact on the Group's financial statements to result in the following adjustments.

Recognition of expected credit losses - The Group recognises an allowance for expected credit losses on its debt instruments measured at amortised cost and contract assets, and it is no longer necessary for a credit-impaired event to have occurred.

The Group recognised the cumulative effect of the adoption of these financial reporting standards as an adjustment to retained earnings as at 1 January 2020, and the comparative information was not restated.

The cumulative effect of the change is described in Note 4 to the financial statements.

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.

The Group recognised the cumulative effect of the adoption of this financial reporting standard as an adjustment to retained earnings as at 1 January 2020, and the comparative information was not restated.

The cumulative effect of the change is described in Note 4 to the financial statements.

b) Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2021

The Federation of Accounting Professions issued a number of revised financial reporting standards and interpretations, which are effective for fiscal years beginning on or after 1 January 2021. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Group is currently evaluating the impact of these standards on the financial statements in the year when they are adopted.

4. Cumulative effects of changes in accounting policies due to the adoption of new financial reporting standards

As described in Note 3 to the financial statements, during the current year, the Group has adopted the set of financial reporting standards related to financial instruments and TFRS 16. The cumulative effect of initially applying these standards was recognised as an adjustment to retained earnings as at 1 January 2020. Therefore, the comparative information was not restated.

The impacts of changes in accounting policies on the statements of financial position at the beginning of 2020 due to the adoption of these standards are presented as follows:

(Unit: Thousand Baht)

	Consolidated financial statements			
		The effect of		
		Financial reporting standards related		
	31 December	to financial		1 January
	2019	instruments	TFRS 16	2020
Statement of financial position				
Assets				
Current assets				
Current investments	1,151	(1,151)	-	-
Trade and other receivables	472,714	(6,135)	-	466,579
Unbilled receivables	473,258	(2,758)	-	470,500
Other current financial assets	-	1,151	-	1,151
Non-current assets				
Property, plant and equipment	182,555	-	(21,614)	160,941
Right-of-use assets	-	-	46,391	46,391
Liabilities and shareholders' equity				
Current liabilities				
Current portion of liabilities under hire purchase and finance lease agreements	9,975	-	(9,975)	-
Current portion of lease liabilities	-	-	19,176	19,176
Non-current liabilities				
Liabilities under hire purchase and finance lease agreements, net of current portion	10,405	-	(10,405)	-
Lease liabilities, net of current portion	-	-	25,981	25,981
Shareholders' equity				
Retained earnings - unappropriated	192,914	(8,893)	-	184,021

(Unit: Thousand Baht)

	Separate financial statements			
		The effect of		
		Financial reporting		
		standards related		
	31 December	to financial		1 January
	2019	instruments	TFRS 16	2020
Statement of financial position				
Assets				
Current assets				
Current investments	915	(915)	-	-
Trade and other receivables	390,910	(6,791)	-	384,119
Unbilled receivables	299,931	(1,377)	-	298,554
Other current financial assets	-	915	-	915
Non-current assets				
Property, plant and equipment	154,422	-	(14,257)	140,165
Right-of-use assets	-	-	31,326	31,326
Liabilities and shareholders' equity				
Current liabilities				
Current portion of liabilities under hire purchase and finance lease agreements	7,051	-	(7,051)	-
Current portion of lease liabilities	-	-	13,541	13,541
Non-current liabilities				
Liabilities under hire purchase and finance lease agreements, net of current portion	6,639	-	(6,639)	-
Lease liabilities, net of current portion	-	-	17,218	17,218
Shareholders' equity				
Retained earnings - unappropriated	42,848	(8,168)	-	34,680

4.1 Financial instruments

- a) Details of the impact on retained earnings as at 1 January 2020 due to the adoption of financial reporting standards related to financial instruments are presented as follows:

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
Recognition of an allowance for expected credit losses on		
financial assets at amortised cost and contract assets	8,893	8,168
Impacts of the adoption of financial reporting standards		
related to financial instruments	8,893	8,168

- b) As at 1 January 2020, classification and measurement of financial assets required by TFRS 9, in comparison with classification and the former carrying amount, are as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	The former carrying amount	Classification and measurement in accordance with TFRS 9	The former carrying amount	Classification and measurement in accordance with TFRS 9
		Amortised cost		Amortised cost
Financial assets as at 1 January 2020				
Cash and cash equivalents	350,878	350,878	176,372	176,372
Trade and other receivables	472,714	472,714	390,910	390,910
Short-term loan to related party	-	-	34,700	34,700
Other current financial assets	1,151	1,151	915	915
Restricted bank deposits	63,230	63,230	49,160	49,160
Long-term loan to related party	-	-	2,070	2,070
Total financial assets	887,973	887,973	654,127	654,127

As at 1 January 2020, the Group has not designated any financial liabilities at fair value through profit or loss.

4.2 Leases

On adoption of TFRS 16, the Group recognised lease liabilities in relation to leases that previously classified as operating leases measured at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate as of 1 January 2020. For leases that previously classified as finance leases, the Group recognised the carrying amount of the lease assets and lease liabilities before transition as right-of-use assets and lease liabilities, respectively at the date of initial application.

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Operating lease commitments as at 31 December 2019	28,263	19,511
Less: Short-term leases and leases of low-value assets	(1,314)	(953)
Less: Deferred interest expenses	(2,172)	(1,489)
Increase in lease liabilities due to the adoption of TFRS 16	24,777	17,069
Liabilities under hire purchase and finance lease agreements as at 31 December 2019	20,380	13,690
Lease liabilities as at 1 January 2020	45,157	30,759
Weighted average incremental borrowing rate (percent per annum)	3.05 - 6.93	3.05 - 6.76
Comprise of:		
Current lease liabilities	19,176	13,541
Non-current lease liabilities	25,981	17,218
	45,157	30,759

5. Significant accounting policies

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

Finance cost

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

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.

5.2 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.

5.3 Unbilled receivables / Retention receivables

An unbilled receivable is the excess of cumulative revenue earned over the billings to date. 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.

5.4 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.

5.5 Investments in subsidiaries and associates

Investments in associates are accounted for in the consolidated financial statements using the equity method.

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.

5.6 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.

5.7 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 improvements	5 - 20	years
Solar cell equipment	10 - 25	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.

5.8 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.

5.9 Leases

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

The Group as a lessee

Accounting policies adopted since 1 January 2020

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

Right-of-use assets

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

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

Buildings	1	years
Office equipment	1 - 5	years
Motor vehicles	1 - 5	years

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

Lease liabilities

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

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

Short-term leases and leases of low-value assets

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

Accounting policies adopted before 1 January 2020

Leases of property, plant or 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 and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in 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 or 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.

5.10 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.

5.11 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.

5.12 Impairment of non-financial assets

At the end of each reporting period, the Group performs impairment reviews in respect of the property, plant and equipment, right-of-use asset, investments in subsidiaries and associates 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.

5.13 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.

5.14 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.

5.15 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.

5.16 Financial instruments

Accounting policies adopted since 1 January 2020

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

Classification and measurement of financial assets

Financial assets are classified, at initial recognition, as to be subsequently measured at amortised cost. The classification of financial assets at initial recognition is driven by the Group's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

Financial assets at amortised cost

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

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

Classification and measurement of financial liabilities

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

Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

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

Impairment of financial assets

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

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

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

For trade receivables and unbilled receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

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

Accounting policies adopted before 1 January 2020

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.

5.17 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.

6. 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 expected credit losses of trade receivables and unbilled receivables

In determining an allowance for expected credit losses of trade receivables and unbilled receivables, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the forecast economic condition for groupings of various customer segments with similar credit risks. The Group's historical credit loss experience and forecast economic conditions may also not be representative of whether a customer will actually default in the future.

Revenue from 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.

7. 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 Group and those related parties.

(Unit: Million Baht)

	Consolidated		Separate		
	financial statements		financial statements		Transfer pricing policy
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>	
<u>Transactions with subsidiaries</u>					
(eliminated from the consolidated financial statements)					
Service income	-	-	58.1	52.9	Contract price or cost plus margin
Dividend income	-	-	79.3	38.5	As declared
Management fee income	-	-	52.8	40.6	Contract price or cost plus margin
Building rental income	-	-	2.5	2.4	Contract price
Interest income	-	-	3.1	3.0	Interest rates of 3.89 to 6.53% per annum (2019: Interest rates of 4.56 to 6.65% per annum)
Other income	-	-	7.4	4.6	Cost plus margin or as agreed
Cost of service	-	-	66.2	84.4	Contract price or cost plus margin
Other expenses	-	-	0.6	0.1	Cost plus margin or as agreed
<u>Transactions with associated companies</u>					
Service income	1.4	1.4	-	-	Contract price
Cost of service	6.9	5.3	0.4	0.1	Contract price
Dividend income	0.3	0.3	-	-	As declared
<u>Transactions with related parties</u>					
Service income	0.5	5.4	0.5	0.2	Contract price
Other income	0.2	0.1	0.2	0.1	Contract price or cost plus margin
Cost of service	6.3	5.8	5.2	5.3	Contract price
Other expenses	0.9	1.1	0.9	1.1	Contract price or market price

As at 31 December 2020 and 2019, the balances of the accounts between the Group and those related companies are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
<u>Trade and other receivables - related parties</u>				
<u>Service contract receivables - related parties</u>				
(Note 9)				
Subsidiaries	-	-	33,047	44,894
Associated company	-	794	-	-
Related company (common director)	428	428	-	-
Total	428	1,222	33,047	44,894
Less: Allowance for expected credit losses				
(2019: Allowance for doubtful accounts)	(13)	-	(163)	-
Total service contract receivables - net	415	1,222	32,884	44,894
<u>Other receivables - related parties (Note 9)</u>				
Subsidiaries	-	-	23,069	24,743
Related company (common shareholders and director)	9	33	9	33
Total	9	33	23,078	24,776
Less: Allowance for expected credit losses				
(2019: Allowance for doubtful accounts)	-	-	(267)	-
Total other receivables - net	9	33	22,811	24,776
Total trade and other receivables - related parties - net	424	1,255	55,695	69,670
<u>Retention receivables - related parties</u>				
Subsidiaries	-	-	2,596	1,398
Total retention receivables - related parties	-	-	2,596	1,398
<u>Advance payments for cost of service</u>				
<u>- related party</u>				
Related company (common shareholders and director)	93	342	93	342
Total advance payments for cost of service				
- related party	93	342	93	342

Short-term loan to related party

As at 31 December 2020 and 2019, the balance of short-term loan between the Company and its subsidiary and the movement in loan is as follows:

(Unit: Thousand Baht)

		Separate financial statements			Balance as at 31 December 2020
		Balance as at 31 December 2019	Increase during the year	Decrease during the year	
Short-term loan	Related by				
ATT Consultants					
Company Limited	subsidiary	34,700	44,000	(14,200)	64,500

This short-term loan is repayable on demand and unsecured, and carries interest at the rate announced by the Company, with rate referenced to MLR.

Long-term loan to related party

As at 31 December 2020 and 2019, the balance of long-term loan between the Company and its subsidiary and the movement in loan is as follows:

(Unit: Thousand Baht)

		Separate financial statements			Balance as at 31 December 2020
		Balance as at 31 December 2019	Increase during the year	Decrease during the year	
Long-term loan	Related by				
ATT Consultants					
Company Limited	subsidiary	2,070	-	(400)	1,670

This loan contract grants a credit facility of Baht 2.3 million and as at 31 December 2020, 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		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
<u>Trade and other payables - related parties</u>				
<u>Trade payables - related parties (Note 19)</u>				
Subsidiaries	-	-	12,145	43,082
Related companies (common shareholders and director)	446	1,845	246	1,397
Total trade payables - related parties	446	1,845	12,391	44,479
<u>Other payables - related parties (Note 19)</u>				
Subsidiaries	-	-	108	88
Related company (common shareholders and director)	4	4	4	4
Total other payables - related parties	4	4	112	92
<u>Retention payable - related parties</u>				
Subsidiaries	-	-	90	90
Related company (common shareholders and director)	436	329	436	329
Total retention payable - related parties	436	329	526	419
<u>Accrued expenses - related parties</u>				
Subsidiaries	-	-	1	-
Related company (common shareholders and director)	580	401	580	401
Total accrued expenses - related parties	580	401	581	401
Total trade and other payables - related parties	1,466	2,579	13,610	45,391
<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 2020 and 2019, the Group had employee benefit expenses payable to their directors and management as below.

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Short-term employee benefits	50	71	28	39
Post-employment benefits	3	8	1	5
Total	53	79	29	44

Guarantee obligations with related parties

The Company has outstanding guarantee obligations with its subsidiaries, as described in Note 32.3 to the financial statements.

8. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Cash	439	343	359	263
Bank deposits	491,418	350,535	319,258	176,109
Total	491,857	350,878	319,617	176,372

As at 31 December 2020, 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 0.60 percent per annum) (2019: between 0.05 and 1.10 percent per annum, the Company only: between 0.05 and 1.00 percent per annum).

9. Trade and other receivables

(Unit: Thousand Baht)				
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
<u>Trade receivables - related parties</u>				
Aged on the basis of due dates				
Not yet due	-	1,222	8,016	2,420
Past due				
Up to 3 months	-	-	14,706	5,848
3 - 6 months	-	-	4,211	16,707
6 - 12 months	-	-	4,021	9,866
Over 12 months	428	-	2,093	10,053
Total	428	1,222	33,047	44,894
Less: Allowance for expected credit losses				
(2019: Allowance for doubtful accounts)	(13)	-	(163)	-
Total trade receivables - related parties, net	415	1,222	32,884	44,894
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	145,778	172,288	94,033	112,727
Past due				
Up to 3 months	100,716	147,638	65,634	113,004
3 - 6 months	2,826	18,370	1,803	13,964
6 - 12 months	10,615	40,159	8,789	29,998
Over 12 months	82,583	100,816	56,042	58,216
Total	342,518	479,271	226,301	327,909
Less: Allowance for expected credit losses				
(2019: Allowance for doubtful accounts)	(13,868)	(10,602)	(11,150)	(8,749)
Total trade receivables - unrelated parties, net	328,650	468,669	215,151	319,160
Total trade receivables – net	329,065	469,891	248,035	364,054
<u>Other receivables</u>				
Other receivables - related parties	9	33	23,078	24,776
Other receivables - unrelated parties	4,440	2,587	4,078	1,921
Accrued interest income	164	203	147	159
Total	4,613	2,823	27,303	26,856
Less: Allowance for expected credit losses				
(2019: Allowance for doubtful accounts)	(234)	-	(500)	-
Total other receivables - net	4,379	2,823	26,803	26,856
Total trade and other receivables - net	333,444	472,714	274,838	390,910

Set out below is the movement in the allowance for expected credit losses of trade and other receivables.

	(Unit: Thousand Baht)	
	Consolidated financial	Separate
	statements	financial statements
As at 1 January 2020	16,737	15,540
Provision for expected credit losses	964	2,013
Recognises interest income	(2,357)	(4,568)
Amount recovered	(1,204)	(1,155)
Effect from foreign exchange	(25)	(17)
As at 31 December 2020	14,115	11,813

10. Unbilled receivables / Retention receivables / Service income received in advance and advances received from customers

10.1 Contract balances

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Unbilled receivables	582,077	473,258	318,461	299,931
Less: Allowance for expected credit losses				
(2019: Allowance for doubtful accounts)	(1,317)	-	(408)	-
Total unbilled receivables - net	580,760	473,258	318,053	299,931
Retention receivables	113,404	134,587	78,473	85,466
Service income received in advance and advances received from customers				
Service income received in advance	309,180	206,573	190,113	78,237
Advances received from customers	177,807	154,757	149,315	119,248
Total	486,987	361,330	339,428	197,485

10.2 Revenue recognised in relation to contract

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Revenue recognised that was included in service income received in advance at the beginning of the year	170,887	176,788	66,532	81,318
Revenue recognised from changes in variable considerations of performance obligations satisfied in previous years	4,945	33,444	9,534	33,076

10.3 Revenue to be recognised for the remaining performance obligations

As at 31 December 2020, revenue aggregating to Baht 3,116 million (the Company only: Baht 1,955 million) (2019: Baht 2,759 million, the Company only: Baht 1,643 million) 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 8 years (the Company only: 8 years) (2019: 5 years, the Company only 5 years).

11. Other current assets

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Prepaid expenses	11,456	15,375	8,690	13,221
Advance payments for cost of service	22,091	3,302	22,041	3,295
Value added tax refundable	2,588	11,545	-	157
Purchase vat awaiting tax invoices	5,723	9,339	1,599	3,812
Current tax assets	14,064	8,063	13,105	4,720
Others	8,388	1,162	4,276	1,053
Total other current assets	<u>64,310</u>	<u>48,786</u>	<u>49,711</u>	<u>26,258</u>

12. 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.

13. 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	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
(Unit: Million Baht)												
ATT Consultants Company Limited	20	20	100.00	100.00	46.4	46.4	-	-	46.4	46.4	44.0	9.0
Geotechnical & Foundation Engineering Company Limited	10	10	100.00	100.00	12.3	12.3	-	-	12.3	12.3	15.0	12.5
Management Solutions International Ltd.	10	10	100.00	100.00	14.9	14.9	(5.5)	(5.5)	9.4	9.4	-	-
TEAM SQ Company Limited	10	10	100.00	100.00	11.8	11.8	-	-	11.8	11.8	3.5	5.5
TEAM Construction Management Company Limited	10	10	100.00	100.00	15.2	15.2	-	-	15.2	15.2	8.8	9.0
TEAM Consulting International Company Limited	10	10	100.00	100.00	10.0	10.0	(3.4)	(3.0)	6.6	7.0	-	-
TLT Consultants Company Limited	10.25	10.25	48.77	48.77	5.5	5.5	-	-	5.5	5.5	8.0	2.5
TEAM Quality Management Company Limited	10	10	83.75	83.75	6.5	6.5	(3.0)	(3.0)	3.5	3.5	-	-
TWI Consultants Company Limited	15	15	93.73	93.73	14.1	14.1	(14.1)	(14.1)	-	-	-	-
LTEAM Sole Co., Ltd. (paid-in capital LAK 1,000 million)	5	5	100.00	100.00	4.5	4.5	(0.4)	-	4.1	4.5	-	-
Total investments in subsidiaries					141.2	141.2	(26.4)	(25.6)	114.8	115.6	79.3	38.5

14. Investments in associated companies

14.1 Details of associates held through the Group.

(Unit: Thousand Baht)

		Consolidated financial statements						
Company's name	Nature of business	Country of incorporation	Shareholding percentage		Cost		Carrying amounts based on equity method	
			2020	2019	2020	2019	2020	2019
			(percent)	(percent)				
Krungthep Geotechnique Company Limited	Providing services in exploration and testing of geotechnical materials	Thailand	30	30	1,500	1,500	3,168	3,103
iGL Synergy Co., Ltd.	Providing services in engineering consultancy and project management	The Lao People's Democratic Republic	30	30	1,064	1,064	986	1,032
Prathumwan Smart District Cooling Company Limited (Formerly known as "Chula District Cooling Company Limited")	Providing services in installing and managing the District Cooling system for the distribution of chilled water	Thailand	14	-	7,000	-	6,807	-
Total investments in associates					9,564	2,564	10,961	4,135

(Unit: Thousand Baht)

		Separate financial statements				
Company's name	Nature of business	Country of incorporation	Shareholding percentage		Cost	
			2020	2019	2020	2019
			(percent)	(percent)		
Prathumwan Smart District Cooling Company Limited (Formerly known as "Chula District Cooling Company Limited")	Providing services in installing and managing the District Cooling system for the distribution of chilled water	Thailand	14	-	7,000	-
Total investments in associate					7,000	-

During the current year, the Company invested in ordinary shares of Prathumwan Smart District Cooling Company Limited (Formerly known as “Chula District Cooling Company Limited”), which registered its incorporation with the Ministry of Commerce on 1 October 2020. Its registered share capital is Baht 50 million (500,000 ordinary shares with a par value of Baht 100 each). The Company acquired 14% of its share capital for a total investment of Baht 7 million. Since the Company has the significant influence over such company, therefore regarded as associated company.

On 27 January 2021, the Extraordinary General Meeting of the shareholders of the such associated company passed a resolution to approve the change of its name from Chula District Cooling Company Limited to Prathumwan Smart District Cooling Company Limited and registered with the Ministry of Commerce on 27 January 2021.

14.2 Share of comprehensive income

During the years, the Group 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>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Krungthep Geotechnique				
Company Limited	365	127	-	-
iGL Synergy Co., Ltd.	3	14	(49)	(46)
Prathumwan Smart District				
Cooling Company Limited	(193)	-	-	-
Total	<u>175</u>	<u>141</u>	<u>(49)</u>	<u>(46)</u>

14.3 Financial information about material associates

Summarised information about financial position

	(Unit: Thousand Baht)	
	Krungthep Geotechnique Company Limited	Prathumwan Smart District Cooling Company Limited
	<u>2020</u>	<u>2019</u>
Current assets	7,768	8,118
Non-current assets	4,552	3,118
Current liabilities	1,299	407
Non-current liabilities	460	483

Summarised information about comprehensive income

	(Unit: Thousand Baht)	
	Krungthep Geotechnique Company Limited	Prathumwan Smart District Cooling Company Limited
	For the years ended 31 December	For the period as from 1 October to 31 December
	<u>2020</u>	<u>2019</u>
Revenue	16,892	15,957
Profit (loss)	1,216	425
Total comprehensive income	1,216	425

15. Investment properties

The net book value of investment properties as at 31 December 2020 and 2019 is presented below.

	Consolidated financial statements			Separate financial statements		
	Land and office buildings	Others	Total	Land and office buildings	Others	Total
	for rent			for rent		
As at 31 December 2020:						
Cost	168	3,880	4,048	35,180	3,880	39,060
<u>Less: Accumulated depreciation</u>	(130)	(2,677)	(2,807)	(27,188)	(2,677)	(29,865)
Net book value	38	1,203	1,241	7,992	1,203	9,195
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

(Unit: Thousand Baht)

A reconciliation of the net book value of investment properties for the years 2020 and 2019 is presented below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Net book value at beginning of year	1,259	1,260	9,766	5,672
Transfers from property, plant and equipment	-	15	4	4,290
Write-off during the year - net book value				
as at write-off date	(1)	-	(227)	-
Depreciation for the year	(17)	(16)	(348)	(196)
Net book value at end of year	<u>1,241</u>	<u>1,259</u>	<u>9,195</u>	<u>9,766</u>

The fair value of the investment properties as at 31 December 2020 and 2019 stated below:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Land and office buildings for rent	113	119	23,993	25,285
Others	4,750	5,480	4,750	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 has 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 8 million (2019: Baht 9 million) as collateral against credit facilities received from financial institutions, as described in Note 18 to the financial statements.

16. 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 2019	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	
Additions	-	58	-	3,277	254	240	3,829	
Disposals/write off	-	(1,827)	-	(1,264)	(23)	-	(3,114)	
Transfer to right of use asset (Note 4)	-	-	-	(17,080)	(44,189)	-	(61,269)	
As at 31 December 2020	73,626	196,560	2,459	114,732	2,168	240	389,785	
Accumulated depreciation								
As at 1 January 2019	-	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	
Depreciation for the year	-	2,300	159	13,544	329	-	16,332	
Depreciation on disposals/write off	-	(596)	-	(1,087)	(10)	-	(1,693)	
Transfer to right of use asset (Note 4)	-	-	-	(9,562)	(30,093)	-	(39,655)	
As at 31 December 2020	-	155,824	250	85,909	785	-	242,768	
Net book value								
31 December 2019	73,626	44,209	2,368	46,785	15,567	-	182,555	
31 December 2020	73,626	40,736	2,209	28,823	1,383	240	147,017	
Depreciation for the year								
2019 (Baht 4 million included in cost of services and the balance in administrative expenses)							28,689	
2020 (Baht 2 million included in cost of services and the balance in administrative expenses)							16,332	

(Unit: Thousand Baht)

	Separate financial statements					Total
	Land	Buildings and building improvements	Furniture, fixtures and office equipment	Motor vehicles	Assets under installation	
Cost						
As at 1 January 2019	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
Additions	-	27	2,581	254	240	3,102
Disposals/write off	-	(1,492)	(2,200)	-	-	(3,692)
Transfer to investment properties	-	(4)	-	-	-	(4)
Transfer to right of use asset (Note 4)	-	-	(11,995)	(34,199)	-	(46,194)
As at 31 December 2020	71,764	159,605	88,991	1,920	240	322,520
Accumulated depreciation						
As at 1 January 2019	-	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
Depreciation for the year	-	1,751	11,166	286	-	13,203
Depreciation on disposals/write off	-	(487)	(1,743)	-	-	(2,230)
Transfer to right of use assets (Note 4)	-	-	(6,857)	(25,080)	-	(31,937)
As at 31 December 2020	-	126,136	67,058	728	-	193,922
Net book value						
31 December 2019	71,764	36,202	36,113	10,343	-	154,422
31 December 2020	71,764	33,469	21,933	1,192	240	128,598
Depreciation for the year						
2019 (Baht 3 million included in cost of services and the balance in administrative expenses)						22,947
2020 (Baht 2 million included in cost of services and the balance in administrative expenses)						13,203

As at 31 December 2020, certain plant, equipment and vehicle items of the Group have been fully depreciated but are still in use. The gross carrying amount (before deducting accumulated depreciation) of those assets amounted to approximately Baht 43 million (the Company only: Baht 31 million) (2019: Baht 33 million, the Company only: Baht 25 million).

The Company has pledged land together with buildings constructed thereon amounting to approximately Baht 105 million (2019: Baht 108 million) as collateral against credit facilities received from financial institutions, as described in Note 18 to the financial statements.

17. Intangible assets

Details of intangible assets which are computer software are as follows:

			(Unit: Thousand Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Cost	125,279	116,965	98,520	90,527
Accumulated amortisation	(65,384)	(55,626)	(46,330)	(38,481)
Net book value	<u>59,895</u>	<u>61,339</u>	<u>52,190</u>	<u>52,046</u>
Amortisation expenses included in the profit or loss for the year	<u>9,759</u>	<u>9,733</u>	<u>7,849</u>	<u>7,808</u>

A reconciliation of the net book value of intangible assets for the years 2020 and 2019 is presented below.

			(Unit: Thousand Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Net book value at beginning of year	61,339	66,783	52,046	57,021
Acquisitions of computer software	8,315	4,289	7,993	2,833
Amortisation	(9,759)	(9,733)	(7,849)	(7,808)
Net book value at end of year	<u>59,895</u>	<u>61,339</u>	<u>52,190</u>	<u>52,046</u>

18. Bank overdrafts and short-term loans from banks

(Unit: Thousand Baht)

		Consolidated financial statements	
Interest rate			
(% p.a.)		2020	2019
Bank overdrafts	Rate of saving deposits plus the specific rate, rate of fixed deposit 12 and 24 months plus the specific rates, MOR - 1 and MOR	1,666	6,745
Promissory notes	Rate of 3.6%, MLR - 1.5 and MMR	30,000	-
Total		31,666	6,745

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.

19. Trade and other payables

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Trade payables - related parties	446	1,845	12,391	44,479
Trade payables - unrelated parties	21,828	48,098	14,131	29,439
Other payables - related parties	4	4	112	92
Other payables - unrelated parties	17,886	16,870	12,077	14,362
Retention payables	14,050	13,711	12,329	12,222
Accrued expenses	131,245	131,835	84,912	86,470
Total trade and other payables	185,459	212,363	135,952	187,064

20. Other current liabilities

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Deferred output tax	23,676	34,953	16,455	23,589
Withholding tax payable	7,567	7,092	4,493	4,270
Value added tax payable	9,140	10,660	6,341	5,923
Others	3,346	15,637	2,234	12,519
Total other current liabilities	43,729	68,342	29,523	46,301

21. Leases

The Group as a lessee

The Group has lease contracts for various assets used in its operations. Leases generally have lease terms between 2 months - 5 years.

a) Right-of-use assets

Movement of right-of-use assets for the year ended 31 December 2020 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements			
	Office			
	Buildings	equipment	Motor vehicles	Total
1 January 2020	163	12,609	33,619	46,391
Additions	-	-	22,796	22,796
Write-off during the year -				
net book value as at write-off date	-	(18)	-	(18)
Depreciation for the year	(123)	(6,204)	(14,132)	(20,459)
31 December 2020	40	6,387	42,283	48,710

(Unit: Thousand Baht)

	Separate financial statements		
	Office equipment	Motor vehicles	Total
1 January 2020	9,663	21,663	31,326
Additions	-	21,830	21,830
Depreciation for the year	(4,711)	(10,378)	(15,089)
31 December 2020	4,952	33,115	38,067

b) Lease liabilities

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Lease payments (2019: Liabilities under hire purchase and finance lease agreements)	50,254	21,847	39,900	14,453
Less: Deferred interest expenses	(3,844)	(1,467)	(3,079)	(763)
Total	46,410	20,380	36,821	13,690
Less: Portion due within one year	(18,887)	(9,975)	(14,438)	(7,051)
Lease liabilities (2019: Liabilities under hire purchase and finance lease agreements) - net of current portion	<u>27,523</u>	<u>10,405</u>	<u>22,383</u>	<u>6,639</u>

A maturity analysis of lease payments is disclosed in Note 34.1 to the financial statements under the liquidity risk.

c) Expenses relating to leases that are recognised in profit or loss

	(Unit: Thousand Baht)	
	For the year ended 31 December 2020	
	Consolidated	Separate
	financial statements	financial statements
Depreciation expense of right-of-use assets	20,459	15,089
Interest expense on lease liabilities	2,402	1,657
Expense relating to short-term leases	5,015	3,421
Expense relating to leases of low-value assets	70	-

d) Others

The Group had total cash outflows for leases for the year ended 31 December 2020 of Baht 29 million (the Company only: Baht 19 million), including the cash outflow related to short-term lease, leases of low-value assets. Moreover, the Group had non-cash additions to right-of-use assets and lease liabilities of Baht 23 million (the Company only: Baht 22 million).

22. Provision for long-term employee benefits

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

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Defined benefit obligation at beginning of year	284,787	187,774	204,988	139,084
Included in profit or loss:				
Past service cost	-	48,277	-	34,410
Current service cost	28,922	33,364	19,771	23,984
Interest cost	4,078	5,677	2,788	4,169
Losses on settlement	-	5,737	-	5,471
Included in other comprehensive income:				
Actuarial (gain) loss arising from				
Demographic assumptions changes	(1)	7,233	-	15,432
Financial assumptions changes	5,452	31,862	4,288	18,031
Experience adjustments	4,679	(2,211)	9,409	(6,602)
Benefits paid during the year	(31,737)	(19,825)	(20,810)	(17,887)
Transfer to current liabilities	-	(13,101)	-	(11,104)
Provisions for long-term employee benefits at end of year	<u>296,180</u>	<u>284,787</u>	<u>220,434</u>	<u>204,988</u>

The Group expects to pay Baht 42 million of long-term employee benefits during the next year (the Company only: Baht 42 million) (2019: Baht 52 million, the Company only: Baht 44 million).

As at 31 December 2020, the weighted average duration of the liabilities for long-term employee benefits is 14 - 18 years (the Company only: 14 years) (2019: 14 - 17 years, the Company only: 15 years).

Significant actuarial assumptions are summarised below.

	(Unit: % per annum)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Discount rate	1.49 - 1.90	1.71 - 1.90	1.49	1.71
Salary increase rate	6.00	6.00	6.00	6.00

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2020 and 2019 are summarised below:

(Unit: Million Baht)

	As at 31 December 2020			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>Increase 1%</u>	<u>Decrease 1%</u>	<u>Increase 1%</u>	<u>Decrease 1%</u>
Discount rate	(28)	33	(19)	23
Salary increase rate	31	(27)	21	(18)

(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)

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. Finance income

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Interest received from bank deposits	2,957	3,012	1,991	1,702
Interest received from loans	-	-	3,097	2,980
Interest income from reversing allowance for expected credit losses	5,440	-	6,321	-
Total	8,397	3,012	11,409	4,682

25. Finance cost

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Interest expenses on borrowings	476	431	-	-
Interest expenses on lease liabilities	2,402	1,525	1,657	1,003
Total	2,878	1,956	1,657	1,003

26. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Salaries and wages and other employee benefits	1,034,606	1,188,835	639,321	737,363
Survey expenses and subcontractors costs	156,145	158,962	165,028	187,494
Depreciation and amortisation	46,566	38,438	36,487	30,951

27. Income tax

Income tax expenses for the years ended 31 December 2020 and 2019 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Current income tax:				
Current income tax charge	28,750	40,897	9,906	19,963
Deferred tax relating to origination and reversal of temporary differences	214	(12,688)	2,270	(10,508)
Income tax expense reported in profit or loss	28,964	28,209	12,176	9,455

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2020 and 2019 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Deferred tax relating to actuarial loss	(2,026)	(7,377)	(2,739)	(5,372)

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

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Accounting profit before tax	148,317	143,660	146,151	92,044
Income tax at the Company in Thailand's corporate income tax rate of 20%	29,664	28,732	29,230	18,409
Difference in tax rate in group companies	(20)	(140)	-	-
Effects of:				
Promotional privileges	(12)	-	-	-
Non-deductible expenses	988	1,634	802	1,267
Exemption of income	(1,088)	(1,677)	(17,124)	(9,359)
Additional expense deductions allowed	(892)	(998)	(739)	(862)
Unused tax loss in the current year	352	705	-	-
Utilisation of previously unrecognised tax losses	-	(19)	-	-
Share of profit from investment in associated companies	(35)	(28)	-	-
Other	7	-	7	-
Total	(680)	(383)	(17,054)	(8,954)
Income tax expenses reported in profit or loss	28,964	28,209	12,176	9,455

The components of deferred tax assets and deferred tax liabilities are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Deferred tax assets (liabilities)				
Provision for long-term employee benefits	59,236	56,958	44,087	40,998
Short-term provision	-	2,620	-	2,221
Unused tax losses	-	451	-	-
Effect on elimination of intercompany transactions	2,431	(573)	-	-
Others	337	736	332	731
Total	62,004	60,192	44,419	43,950

As at 31 December 2020, the subsidiaries have unused tax losses totaling Baht 6.5 million (2019: Baht 19 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>2020</u>	<u>2019</u>
31 December 2020	-	12,399
31 December 2021	2,229	2,229
31 December 2022	40	40
31 December 2023	29	29
31 December 2024	3,898	3,898
31 December 2025	343	-
	<u>6,539</u>	<u>18,595</u>

28. 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>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Profit attributable to equity holders of the Company (Thousand Baht)	119,372	115,689	133,975	82,589
Weighted average number of ordinary shares (Thousand shares)	680,000	680,000	680,000	680,000
Earnings per share (Baht per share)	0.18	0.17	0.20	0.12

29. 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.

For management purposes, the Group is organised into business units based on its type of service and specialisation and 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 7 to the financial statements.

The following tables present revenue and profit information regarding the Group's operating segments for the years ended 31 December 2020 and 2019, respectively.

(Unit: Million Baht)

	For the year ended 31 December 2020								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	Elimination	
Revenues from external customers	427	121	212	303	200	131	167	-	1,705
Segment profit	116	32	40	108	48	33	35	-	455
Other income									17
Share of profit from investments in associated companies									-
Administrative expenses									(321)
Finance cost									(3)
Profit before income tax expenses									148
Income tax expenses									(29)
Profit for the year									119

(Unit: Million Baht)

For the year ended 31 December 2019

	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	Total	Elimination	Consolidated financial statement
Revenues from external customers	416	154	275	270	212	162	182	165	1,836	-	1,836
Segment profit	135	30	84	86	57	57	41	54	544	-	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

Geographic information

Revenues from external customers set up by customer location.

		(Unit: Million Baht)	
		Consolidated	
		financial statements	
		<u>2020</u>	<u>2019</u>
Revenues from external customers			
Project domestic segment		1,535	1,589
Project international segment		170	247
Total		<u>1,705</u>	<u>1,836</u>

Major customers

In 2020, the Group had service revenues from major customers, which consisted of a group of government and state enterprise, amounting to Baht 1,074 million (2019: Baht 1,014 million).

30. 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 2020 were recognised as expenses amounting to Baht 25 million (the Company only: Baht 17 million) (2019: Baht 26 million, the Company only: Baht 18 million).

31. Dividends

<u>Dividend</u>	<u>Approved by</u>	<u>Total</u> <u>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	<u>34.0</u>	680	0.050
Total dividend for year 2019		<u><u>85.0</u></u>		

<u>Dividend</u>	<u>Approved by</u>	<u>Total</u> <u>dividend</u> (Million Baht)	<u>Number of</u> <u>ordinary shares</u> (Million shares)	<u>Dividend</u> <u>per share</u> (Baht per share)
Interim dividend for the period as from 1 July 2019 to 31 December 2019	Board of Directors Meeting of the Company on 7 April 2020	40.8	680	0.060
Interim dividend for year 2020	Board of Directors Meeting of the Company on 11 August 2020	74.8	680	0.110
Total dividend for year 2020		<u>115.6</u>		

32. Commitments and contingent liabilities

32.1 Capital commitments

As at 31 December 2020, the Group had capital commitment of approximately Baht 2 million (the Company only: Baht 2 million) (2019: Baht 1 million, the Company only: Baht 1 million) relating to the acquisition of equipment and computer software.

32.2 Service commitments

As at 31 December 2020, the Group has the following service commitments:

- The Group has commitments totaling Baht 194 million (the Company only: Baht 178 million) (2019: Baht 48 million, the Company only: Baht 32 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) (2019: Baht 3 million, the Company only: Baht 3 million) in respect of other service commitments, for which the Group had already entered into agreements.

32.3 Related party guarantees

As at 31 December 2020, the Company had provided guarantees totaling Baht 720 million (2019: Baht 698 million) for bank credit facilities on behalf of its subsidiaries.

32.4 Bank guarantees

As at 31 December 2020 and 2019, 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>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Guarantee of service contracts, advance payment and bidding	730	637	565	461
Guarantee of retention	67	41	46	27
Other guarantees	2	2	2	2
	<u>799</u>	<u>680</u>	<u>613</u>	<u>490</u>

32.5 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 additional material losses to be incurred as a result of the case.

Subsidiary

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 year 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.

33. Fair value hierarchy

As at 31 December 2020 and 2019, 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	
		2020	2019	2020	2019	2020	2019	2020	2019
Assets for which fair value are disclosed									
Investment properties		-	-	-	-	5	6	5	6

(Unit: Million Baht)

		Separate financial statements							
		As at 31 December							
		Level 1		Level 2		Level 3		Total	
		2020	2019	2020	2019	2020	2019	2020	2019
Assets for which fair value are disclosed									
Investment properties		-	-	-	-	29	31	29	31

34. Financial instruments

34.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade and other receivables, loans to related parties, other current financial assets, restricted bank deposits, bank overdrafts and short-term loans from banks, trade and other payables and lease liabilities. 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 cash and cash equivalents, trade and other receivables, loans to related parties, other current financial assets and restricted bank deposits. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

Trade receivables and unbilled receivables

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade receivables and unbilled receivables are regularly monitored. In addition, the Group does not have high concentrations of credit risk since it has a various and large customer base.

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

Market risk

There are two types of market risk comprising currency risk and interest rate risk as follows.

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.

As at 31 December 2020 and 2019, 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	
	2020	2019	2020	2019	2020	2019
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
USD	0.9	0.9	0.1	0.1	30.0371	30.1540
LAK	163.2	21.2	-	-	0.0032	0.0034
MMK	-	-	-	4.0	0.0226	0.0203

Foreign currency	Separate financial statements					
	Financial assets		Financial liabilities		Average exchange rate	
	2020	2019	2020	2019	2020	2019
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
USD	0.5	0.5	0.1	0.1	30.0371	30.1540

The Group considers that the sensitivity of the Group's profit before tax to a reasonably possible change in above foreign currencies exchange rates affected as at 31 December 2020 is not material.

Interest rate risk

The Group's exposure to interest rate risk relates primarily to its cash at banks, loans to related parties, other current financial assets, restricted bank deposits, bank overdrafts and short-term loans from banks and lease liabilities. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

(Unit: Thousand Baht)

Consolidated financial statements

(Unit: Thousand Baht)

Separate financial statements

	As at 31 December												Effective interest rate (% p.a.)	Effective interest rate (% p.a.)	
	Fixed interest rates				Floating interest rate										
	Within 1 year		1 - 5 years		Within 1 year		1 - 5 years								
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019			2020
Financial assets															
Cash and cash equivalents	-	-	-	-	194,201	123,275	-	-	-	125,416	53,097	319,617	176,372	0.05 - 0.60	0.05 - 1.00
Current investments	-	916	-	-	-	-	-	-	-	-	-	-	916	-	0.55 - 1.30
Trade and other receivables	-	-	-	-	-	-	-	-	-	274,838	390,910	274,838	390,910	-	-
Short-term loan to related party	-	-	-	-	64,500	34,700	-	-	-	-	-	64,500	34,700	5.89	6.56
Other current financial assets	1,106	-	-	-	-	-	-	-	-	-	-	1,106	-	0.20 - 0.35	-
Long-term loan to related party	-	-	-	-	-	-	-	1,670	2,070	-	-	1,670	2,070	3.89	4.56
Restricted bank deposits	49,160	49,160	-	-	-	-	-	-	-	-	-	49,160	49,160	0.13 - 0.35	0.38 - 1.30
	50,266	50,076	-	-	258,701	157,975	1,670	2,070	2,070	400,254	444,007	710,891	654,128		
Financial liabilities															
Trade and other payables	-	-	-	-	-	-	-	-	-	135,952	187,064	135,952	187,064	-	-
Liabilities under hire purchase and finance lease agreements	-	7,051	-	6,639	-	-	-	-	-	-	-	-	13,690	-	3.05 - 6.76
Lease liabilities	14,438	-	22,383	-	-	-	-	-	-	-	-	36,821	-	4.39 - 6.76	-
	14,438	7,051	22,383	6,639	-	-	-	-	-	135,952	187,064	172,773	200,754		

The Group considers that the sensitivity of the Group's profit before tax to a reasonably possible change in interest rates on that portion of floating rate loans from affected as at 31 December 2020 is not material.

Liquidity risk

The Group monitors the risk of a shortage of liquidity through the use of bank overdrafts and short-term loans from banks and lease contracts. Approximately 70% of the Group's debt will mature in less than one year at 31 December 2020 (2019: 69%) (the Company only: 68%, 2019: 67%) based on the carrying value of borrowings reflected in the financial statements. The Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding.

The table below summarises the maturity profile of the Group's financial liabilities as at 31 December 2020 based on contractual undiscounted cash flows:

(Unit: Thousand Baht)

	Consolidated financial statements				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Bank overdraft and short-term loans					
from banks	-	31,666	-	-	31,666
Trade and other payables	-	185,459	-	-	185,459
Lease liabilities	-	20,842	29,412	-	50,254
Total	-	237,967	29,412	-	267,379

(Unit: Thousand Baht)

	Separate financial statements				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Trade and other payables	-	135,952	-	-	135,952
Lease liabilities	-	15,880	24,020	-	39,900
Total	-	151,832	24,020	-	175,852

34.2 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.

35. 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 2020 and 2019, the Group's debt-to-equity ratio is summarised below:

	Consolidated financial statements		Separate financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Debt-to-equity ratio	1.20	1.03	0.93	0.79

36. Event after the reporting period

On 25 February 2021, the meeting of the Company's Board of Directors No. 1/2021 passed a resolution to propose to the 2021 Annual General Meeting of the Company's shareholders a dividend of Baht 0.05 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 34 million, for approval.

37. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 25 February 2021.

Addendum: Profiles of the Board of Directors



Profiles of the 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	April 27, 2017
Current Age	73 years

Education

Institution	Degree
Pennsylvania State University, USA	Master of Engineering (Industrial Engineering)
Chulalongkorn University	Bachelor of Engineering (Industrial Engineering) with Second Class Honors
Sukhothai Thammathirat University	Bachelor of Economics

Training Record with Thai Institute of Directors (IOD)

Courses	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 (FND)	FND 27/2006
Directors Accreditation Program (DAP)	DAP 45/2005

Board member / Management in other Listed Company – The Stock Exchange of Thailand

Company / Organization	Position
- None -	- None -

Board member/ Management in other Non-Listed Company – The Stock Exchange of Thailand

Companies / Organizations	Position
2010 – Present MSIG Insurance (Thailand) Public Company Limited	Director, Chairman of the Audit Committee and Member of the Remuneration Committee

Shareholding in the company as of December 30, 2020

- 375,000 shares or representing 0.06 percent

Relationship with other Management and Directors

- None

Name – Surname Dr. Prasert Patramai
Position in the company Deputy Chairman
Date of Directorship January 10, 1979
Current Age 74 years

Education

Institution	Degree
Asian Institute of Technology	Ph.D. Civil Engineering (Water Resources Engineering)
Asian Institute of Technology	Master of Civil Engineering (Water Resources Engineering)
Chulalongkorn University	Bachelor of Civil Engineering with Second Class Honors

Training Record with Thai Institute of Directors (IOD)

Courses	Class / Year
Role of the Chairman Program (RCM)	RCM 41/2017
Director Accreditation Program (DAP)	DAP 18/2004

Board member / Management in other Listed Company – The Stock Exchange of Thailand

Company / Organization	Position
- None -	- None -

Board member/ Management in other Non-Listed Company – The Stock Exchange of Thailand

Companies / Organizations	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 October 11, 2018.

Shareholding in the company as of December 30, 2020

- 73,098,800 shares or representing 10.75 percent

Relationship with other Management and Directors

- Father of Mr. Issarin Patramai, Director

Name – Surname

General Wichien Sirisoonthorn

Position in the company

Independent Director, Member of the Audit Committee and
Chairman of the Nomination and Compensation Committee

Date of Directorship

April 27, 2017

Current Age

65 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	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 Thai Institute of Directors (IOD)

Course	Class / Year
Directors Accreditation Program (DAP)	DAP 141/2017

Board member / Management in other Listed Company – The Stock Exchange of Thailand

Company / Organization	Position
- None -	- None -

Board member/ Management in other Non-Listed Company – The Stock Exchange of Thailand

Company / Organization	Position
- None -	- None -

Shareholding in the company as of December 30, 2020

- 300,000 shares or representing 0.04 percent

Relationship with other Management and Directors

- None

Name – Surname	Mrs. Suvimol Chrityakierne
Position in the company	Independent Director and Member of the Audit Committee
Date of Directorship	July 7, 2017
Current Age	69 years

Education

Institution	Degree
Chulalongkorn University	Master of Accountancy
Chulalongkorn University	Bachelor of Accountancy

Training Record with Thai Institute of Directors (IOD)

Courses	Class / Year
Ethical Leadership Program (ELP)	ELP 10/2017
Advanced Audit Committee Program (AACP)	AACP 7/2017
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 Courses

Courses	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 member / Management in other Listed Company – The Stock Exchange of Thailand

Companies / Organizations	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 member/ Management in other Non-Listed Company – The Stock Exchange of Thailand

	Companies / Organizations	Position
2019 – Present	NSL Foods Co., Ltd.	Chairman of the Board of Directors
2017– Present	Taxation , The Thai Chamber of Commerce and Board of Trade of Thailand	Sub-committee Member
2017 – Present	Thai Investors Association	Director and Chairman of the Audit Committee
2017 – Present	Department of Foreign Trade	Member of Sub-committee on Inquiry Review, Trade Interests and Remedies Division
2017 – Present	The Federation of Accounting Professions Under the Royal Patronage of His Majesty the King	Board Member and Registrar
2017 – 2020	The Federation of Accounting Professions Under the Royal Patronage of His Majesty the King	Board Member and Accounting Standard Committee Member
2014 – 2017	The Federation of Accounting Professions Under the Royal Patronage of His Majesty the King	Auditing Standards Committee Member
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 Member
2002 – Present	Seventy-Five CPE Limited	Director
1990 – Present	DIA Audit Company Limited	Executive Director
1988 – Present	Yong Somjai Company Limited	Director

Shareholding in the company as of December 30, 2020

- 300,000 shares or representing 0.04 percent

Relationship with other Management and Directors

- None

Name – Surname Dr. Thanasarn Khuayjarernpanishk
Position in the company Director
Date of Directorship November 3, 1992
Current Age 75 years

Education

Institution	Degree
Oregon State University, USA	Ph.D. Civil Engineering
Oregon State University, USA	Master of Civil Engineering
Chulalongkorn University	Bachelor of Civil Engineering

Training Record with Thai Institute of Directors (IOD)

Course	Class / Year
Directors Accreditation Program (DAP)	DAP 18/2004

Board member / Management in other Listed Company – The Stock Exchange of Thailand

Company / Organization	Position
- None -	- None -

Board member/ Management in other Non-Listed Company – The Stock Exchange of Thailand

Companies / Organizations	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 October 11, 2018.

Shareholding in the company as of December 30, 2020

- 23,587,000 shares or representing 3.47 percent

Relationship with other Management and Directors

- None

Name – Surname	Mr. Wera Sutesopon
Position in the company	Director, Member of the Nomination and Compensation Committee
Date of Directorship	June 26, 1982
Current Age	75 years

Education

Institution	Degree
University of Illinois at Urbana-Champaign, USA	Master of Science
Chulalongkorn University	Bachelor of Electrical Engineering with Second Class Honors

Training Record with Thai Institute of Directors (IOD)

Course	Class / Year
Directors Accreditation Program (DAP)	DAP 141/2017

Board member / Management in other Listed Company – The Stock Exchange of Thailand

Company / Organization	Position
- None -	- None -

Board member/ Management in other Non-Listed Company – The Stock Exchange of Thailand

Companies / Organizations	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	Directors
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 December 30, 2020

- 16,162,600 shares or representing 2.38 percent

Relationship with other Management and Directors

- None

Name – Surname Mr. Chawalit Chantararat

Position in the company Director, Chairman of the Executive Committee,
Chairman of the Management Committee -
Water Resources and International Business Unit.

Date of Directorship April 27, 2010

Current Age 64 years

Education

Institution	Degree
Asian Institute of Technology	Master of Civil Engineering (Water Resources Engineering)
Khon Kaen University	Bachelor of Civil Engineering

Training Record with Thai Institute of Directors (IOD)

Course	Class / Year
Directors Certification Program (DCP)	DCP 122/2009

Board member / Management in other Listed Company – The Stock Exchange of Thailand

Company / Organization	Position
- None -	- None -

Board member/ Management in other Non-Listed Company – The Stock Exchange of Thailand

Companies / Organizations	Position
2016 – Present TEAM Construction Management Company Limited	Director
2014 – Present Geotechnical & Foundation Engineering Company Limited	Chairman of the Board of Directors
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 to the Department of Business Development, Ministry of commerce on November 30, 2016 and currently under the liquidation processes.

** Proceeded the completeness of liquidation with the Department of Business Development, Ministry of commerce on October 11, 2018.

Shareholding in the company as of December 30, 2020 **Relationship with other Management and Directors**

• 28,278,400 shares or representing 4.16 percent • None

Name – Surname	Mr. Issarin Patramai
Position in the company	Director
Date of Directorship	April 27, 2017
Current Age	47 years

Education

Institution	Degree
University of Wisconsin-Madison, USA	Master of Business Administration (Finance, Investment & Banking and International Business)
Chulalongkorn University	Bachelor of Engineering (Chemical Engineering) with First Class Honors

Training Record with Thai Institute of Directors (IOD)

Courses	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 Courses

Courses	Institution
Orientation Course – CFO Focus on Financial Reporting Class 2/2017	Federation of Accounting
Chartered Financial Analyst	Professions CFA Institute, USA

Board member / Management in other Listed Company – The Stock Exchange of Thailand

Company / Organization	Position
April 2018 – Present Surapon Foods Public Company Limited	Independent Director and Member of the Audit Committee
2020 – Present Kerry Express (Thailand) Public Company Limited	Member of the Executive Committee and Member of the Risk Management Committee
2019 – Present Kerry Express (Thailand) Public Company Limited	Chief Investment Officer
2017 – 2019 TEAM Consulting Engineering and Management Public Company Limited	Executive Director and Member of Risk Management Committee
2016 – 2019 TEAM Consulting Engineering and Management Public Company Limited	Senior Executive Vice President - Finance

Board member/ Management in other Non-Listed Company - The Stock Exchange of Thailand

Companies / Organizations		Position
2014 – Present	ICN System Company Limited	Director
2014 – Present	TEAM Consulting International Company Limited*	Director
2010 – 2020	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 to the Department of Business Development, Ministry of commerce on November 30, 2016 and currently under the liquidation processes.

Shareholding in the company as of December 30, 2020

- 21,627,900 shares or representing 3.18 percent

Relationship with other Management and Directors

- Son of Dr. Prasert Patramai, Duputy Chairman

Name – Surname Dr. Aphichat Sramoon

Position in the company Director, Member of the Executive Committee,
Chairman of the Risk Management Committee,
Chief Executive Officer

Date of Directorship February 19, 2020

Current Age 51 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)	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
August 2020 – Present QTC Energy 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/ Independent Director
2019 – Present NauticAWT Limited (Singapore)	Independent Director
2019 – Present Nam Theun 1 Power Company Limited	Director
2019 – Present iGL Synergy Company Limited	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 December 30, 2020

- 1,050,000 shares or representing 0.15%

Relationship with other Management and Directors

- None





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