



Thai Nondestructive Testing Public Company Limited.

แบบรายการแสดงข้อมูล & รายงานประจำปี 2563

(แบบ 56-1 One Report)



ANNUAL REGISTRATION STATEMENTS & ANNUAL REPORT

2020

(Form 56-1 One Report)

Content

Message from Chairman of the Board and Managing Director	1		
Part 1 Business and Results of Operations	3	Part 2 Good Corporate Governance	
-Structure and Operations-		-Corporate Governance Report (CG Report)-	99
+ Organization Policies	4	-Internal Controls and Anti - Corruption-	124
+ Business Overview	5	+ Internal Controls	124
- Nature of Business		+ Anti - Corruption	127
- Organizations concerned with the Business Operation			
- Qualifications of Personnel		-Connected Transactions-	129
- Customer Groups			
- Scope of Service and Responsibilities.			
- Technical Services			
- Business Expansion towards ASEAN Community			
- Strengths of the Company			
- Revenue Structure			
- Industry Outlook and Competition in 2020 and Trends in 2021			
- Business Goals and Strategies			
- Significant Development of the Company			
- Assets for Business Operation			
- Services Providing			
- Long-term Projects			
+ Business Structure	22		
+ Shareholder Structure	23	Part 3 Financial statements	134
		-Financial statements-	
-Risk Management-		+ Report of Certified Public Accountant	135
+ Risk Management and Risk Factors	28	+ Statements of Financial Position	141
		+ Notes to Financial Statements	148
-Report of Committee-			
+ Report of the Audit Committee	35		
+ Report of the Nomination and Remuneration Committee	38	Part 4 Certification of Accuracy	193
		+ Certification of Accuracy	194
-Sustainable Development-	40		
-Management Discussion and Analysis-		Attachment	196
+ Report of the Board of Directors' Accountability to Financial Report	50	+ Attachment 1	197
+ Financial Information	51	Details of the Directors, the Executives, the Top Authorized Person to have responsibilities in Accounting and Finance, the Assigned Person to be directly responsible for the supervision of accounting, the Company Secretary, and the Representatives to liaise in case of being Foreign Company.	
+ Financial Statement [The Company Only]	52	+ Attachment 2	210
+ Summary of Financial Position and Performance	54	Details of the Directors of the Subsidiary	
+ Financial Ratio	59	+ Attachment 3	212
+ Management Discussion and Analysis	60	Details of Chief of Internal Auditors and Chief of Compliance of the Company	
		+ Attachment 4	216
-Company Information and Communication-	69	Details of the Property Appraisal	
		+ Attachment 5	216
Part 2 Good Corporate Governance	71	Policy and Practice of Corporate Governance and Code of Business Conduct	
-Corporate Governance Policy-	72	+ Attachment 6	216
		Report of the Audit Committee and Report of the Nomination and Remuneration Committee	
-Management Structure-	74	+ Attachment 7	217
+ Details of Directors	75	Assessment of the Adequacy of the Internal Control System	
+ Details of Executives / Company Secretary / Internal Audit Governance	80		
+ The duties of the Board	81		
+ Executives	86		
+ Selection of the Board Members and Top Executives	87		
+ Orientation for the New Director	89		
+ Remuneration and Benefits	89		
+ Human Resource Development Policy	93		

Message from Chairman of the Board and Managing Director

Dear Shareholders and Interested Parties,

The Technological disruption to the Oil & Gas industry and its supply chain has affected the condition of The Testing Service Industry continuously being saturated. Consequently, it results in a business imbalance with lower demand than supply. While the economic crisis has not resolved with an Intense competition, the players within the industry are utilizing price war strategy to motivate customers. Concurrently, The Announcement of Emergency Decree due to the epidemic conditions of the COVID-19 which it caused obstacles in operating service. As a result, the operating results of the past year have decreased by 2.9% and the profit decreased by 14.7% compared to the year 2019. However, due to the growing rate of engineering safety testing services tend to align the trend with the Oil & Gas business and its supply chain. Besides, There is an incidence of adverse events that continuously affects the industry. Thus, the company has to diversify part of the business to the new industry which the company has already prepared and the progress is satisfactory. Therefore, the cause of impact and the origin of the projects, including the results of operations as follows :

A. From the serious pollution incident in 2009 at Map Ta Phut District, Rayong Province, due to the operation in the Oil & Gas business and petrochemicals, etc. surrounding both by air and water causing massive damage on a large scale. As a result, The Central Administrative Court ordered to suspend 76 projects or investment activities in Map Ta Phut area, worth more than 400 billion baht, until a judgment or order has been changed or until there is a measure to prevent the leakage of pollution and other waste, which some projects are close to being implemented. In order to avoid the order of the court technological changes are necessary. It can be considered a technological disruption to the Oil & Gas business due to high risk of pollution.

B. Based on the demands of developing countries, on reducing global warming and improving the quality of life of human beings as well as environmental conservation, the requests started with a demand for a reduction in consumption until it became opposed to the use and production of fossil raw materials as well as encourage for the use of renewable energy such as solar, wind, electricity, etc.

C. At the same time, there was a severe drop in oil and gas prices, which affected the Oil & Gas industry and the supply chain once again.

D. Due to the coronavirus outbreak. It affected the economy around the world, causing disruption both in technology and society, leading to changes in lifestyles and modern business operations. On the basis of the need for hygiene, cleanliness, agility and good environment as well as economic stability in order to respond to these factors, scientific principles must be applied to the invention of technology and with the purpose to connect with the proper use of natural resources and environment conservation. This significant change has led many organizations to transition to businesses that are responsive to modern society, which based on science, technology, environment and the belief that science and technology in the future will take place in addition to digital, AI, Robotics and health science and science for the future, which is a basic human needs for a better quality of life, driven by technology, in which the company has take advantage from the impact of the pollution crisis, the COVID-19 epidemic and the National Economic and Social Development Plan from the government and mega project-level infrastructure, for example EEC projects, such as the high-speed train project, Smart airport at U-Tapao, etc., with aforementioned projects, these could be utilized to plan in order to diversify part of the business of modern society for more than five years and will be fully operate after the COVID-19 crisis has eased down as follows:

1. Business Continuity

Providing engineering testing, inspection and certification services by efficient personnel, Modern technology And utilizing the Digitization system in management in order to support business opportunities in both domestic and overseas In collaboration with partners who have business opportunities such as Indonesia, which has been operating since 2015. Nevertheless, with legal restrictions, the company was only legally registered as a multinational company in the year 2020.

2. Business Expansion

Providing services in the bio-sanitation business sector and creating added value to the products which include sanitary, medicine, agriculture, consumer, as well as innovative wastewater treatment from Electron Beam in collaboration with potential partners who specialise in both public and private sectors. These include CGN Dasheng Electron Accelerator Technology Co., Ltd., Advanced Sterilization (Eastern) Co., Ltd. and National Institute of Nuclear Technology. (Public Organization) (STOR.), Etc. The project is in the process of assembling tools and equipment which expected to recognize revenue in Q3 / 2021.

3. Separated Business Lines :

Generating and supplying electricity, both coal and solar energy. As appropriate, geographic and social.

3.1 The Company has started a coal-fired power plant project in Myanmar since 2014, approximately 40% of the project has been completed and will continue to operate after the COVID-19 situation has eased down.

3.2 The Company has stated generating and supplying electricity from solar energy since 2018, which 5 projects have been implemented, approximately 2 MW. Currently, The Revenue can be recognized for 1 project and the rest is expected to be able to recognize revenue by 2021.

Although the implementation of the above projects, Among the economic crisis and limited liquidity which affect the progress to be decelerate more than expected. Anywise, The company still confidently believes that the project will certainly create stability and sustainability for the organization for sure.

The company would like to thank you for all the concern and encouragement of the investors who have followed continuously. Thank you to all experts for advising, clients, partners for their support. As well as all personnel of the organization who join forces and mobilize wisdom to assist in every activity of the company to achieve success. Especially the independent directors and directors of the company, who gave counsel and dedication to the company including voluntarily not to receive compensation. As the chairman of the board Managing Director and all executives will continuously adhere to and lead the organization to grow steadily.



(Mr. Suwat Dangpibulskul)
Chairman of the Board



(Miss Chomduen Satavuthi)
Managing Director

Business and Results of Operations



①

Policy

A. Provide services strictly based on the principle and guidelines under the international standard and the domestic laws.

B. Provide services with modern technologies, in accordance with the customers' requirements. In both operational and offices.

C. Educate and uphold the principle of code of conduct, professional ethics, morals and good corporate governances, as well as refuse and oppose all forms of corruption in all parts of the Organization.

E. Raise awareness within the Organization to be the Social Enterprise that takes responsibility towards the society and the environment.

F. Have flexibility and are always be on improvement in order to adapt to the fluctuating conditions in both technological and social disruption occurrence.

G. Seek for the business opportunities according to the situation, for the stability of the organization.

Vision

Being a Business Center to provide safety testing and inspection services, environmental conservation, and value creation in industrial sectors, such as agricultural, medical, industry, and occupational health, with NDT (Nondestructive Testing) techniques and other techniques, both domestics and the ASEAN region, as well as increasing business lines by opportunities.

Mission

Approach the target customers by strengthening the services system for safety with the use of technology and innovation that are efficient, convenient, fast, accurate and meet with an international standard as follows:

1. Create positive ideas for personnel in the organization and seek opportunities to develop the systems in an organization, including seeking business opportunities.

2. Create work innovation which are flexible and efficient to increase the capacity of working professionally.

3. Access, understand and listen to the customers, to meet the needs of customers as possible.

4. Deliver a paramount level of services with superior efficiency, in order to build confidence in steady business conduct.

5. Build business partners both domestically and internationally for opportunities to expand the business towards sustainable growth.

Commitment

Focus on Business Management with Good Corporate Governance (CG), Corporate Social Responsibilities (CSR), adhere to Code of Business Conduct, Professional Ethics, Morality and Anti-Corruption both by the public and the private sector.

The origin of the business.

Thai NDT PCL “TNDT” was founded in 1982 by a group of experts from various engineering fields, and was a listed company in the Market of Alternative Investment (MAI) in the name of Thai Nondestructive Testing (Public) Company Limited (TNDT) in 2007, in order to operate and emphasize its business in testing and inspection services of safety engineering by Nondestructive Testing (NDT) with the technologies which emphasize on the safety of life, assets and environment, with up-to-date technologies and innovation with a technique which has special property which can be used for testing, if required to obtain the information of the structure without being able to use vision or feeling the material or other infrastructure of the target, while retaining the original condition of the work piece, either before, during or after performing the testing, to be used to assess the conditions of the work piece before certification the results, which NDT techniques can be applied in every industries such as agriculture, industry, nutrition, occupational health, medicine and environment, etc. It is a technique which has been applied for more than 100 years and still requires to be used even now, or the future. The Company has started to operated from the industries which are at high risk of serious accidents such as industrial fuel chains, chemicals, large infrastructures, etc., with the industrial situation at the time was on the rise, while other industries were still decelerating, which unfolded as the Company has expected. With the ability to generate operating results which has been growing continuously for 35 years then decelerated due to economic factors in 2014, the crisis of oil and gas prices caused the testing and inspect industry to be in a downward trend, combined with the transition of the technology and society which were volatile and ever-changing at the time, including the virus epidemic situation of COVID-19 which spread throughout the world has caused severe economic damage and completely changed the demand of the way of life, just the secureness of preventing accidents itself became deficiency, the importance of hygiene, convenience, speed, good environment as well as economic security, etc., has all increased its importance to the current time and the future.



Therefore, it is the right time for the Company to bring the service business plan to expand to other industry sectors to complete its range of services, as this will increase the service objectives to create added value while sterilization the product lines in medical, agricultural, consumer product, including wastewater treatment, etc., which are still full of opportunities for continuous expansion. By applying the technologies and innovations from the benefit of electron beam for service technique. In order to meet the current and meet the needs to keep up with the current era in both domestically and internationally, not to mention that this will improve the sustainability of the organization.



1. Nature of Business

The Company operates a business of testing, inspecting and certifying the safety results for the use of workpieces, both equipment and structures in accordance with international standards and laws in the case of testing services, tests will be performed using a non-destructive testing (NDT) method to process to obtain information within the structure of the workpiece without impairing its future usefulness. It is intended for detection and measurement of significant properties, in order to compare against to acceptance criteria of applicable code of such equipment, such as steel structure, pressure vessel, gas pipeline transmission, etc., by means of using both tool and equipment based on scientific approaches, especially in the field of physics, radioactivity substances, electromagnetic field, ultrasonic wave and chemistry, etc. Meanwhile for the inspection and certification, these are required to inspect pressure equipment so as to ensure the safety and suitability to continue servicing, by assessing damaged mechanism and its remaining service life. The inspection shall be performed by the personnel with qualifications and expertise according to international standards, regulations, and law. The operation can be operated in all conditions and are available as Real-Time system, being on-site, during the production or assembly processes.

While the certification service will be performed after equipment construction completed and periodically after the device has been used during the specified period, as well as before operating. On the other hand, In-serviced inspection is always performed after equipment has been placed in operation, or required periodical inspection due to the damage mechanisms, such as mechanical damage inspection, as well as damage occurrence during operating condition of such equipment. The inspection is used to assist in the planning of maintenance schedules or Risk based inspection, etc. The services are normally depending on the customers or project owners' requirements, on the legal regulations or standards which specified the usage of technology. Due to the customers or project owners are the entrepreneurs in industries with a high risk of accidents, including industries that require sterilization and free of contamination to the consumer products such as medical, nutrition, etc. while the business of service providers is involved in responsibilities for the safety of lives, property and environment, the precision and accuracy is of paramount importance in the testing, inspecting, reporting and certifying. Therefore, all the techniques concerned in this service must be up to internationally - accepted standards, legal requirements, ethical code of conduct, professional practices and corporate governance which have been strictly adhered.

2. Organizations concerned with the Business Operation

The Company has to conduct the business under the Rules and Regulations of the private and government agencies as follows:-

2.1 Department of Energy Business, Ministry of Energy

Issues the certificate for testing and inspection of LPG & NGV tank and piping and etc. while the Company has received the certificates and licenses as follows :-

(1) Tester and Inspector of LPG tank and piping system & equipment in Category 1, according to the Certificate No. Phor. PorLor.Bor.04/2561 which was the highest level.

(2) Testing and Inspection Engineer of NG Factory and Filling Station Category 1, according to the Certificate No. Wor. ThorChor.Chor. 1-004/2563.

(3) Tester and Inspector, testing and inspection operator Of Fuel-Oil Level 3, according to Certificate No. PhorNorMor. KorForYor.3-015/2563.

(4) Testing and Inspection Engineer of NGV Re-fueling tank, and piping system & equipment, according to Certificate No. Wor. ThorChor.Bor 001/2559.

(5) Boiler Inspection Body by Thai Law, according to Certificate No. 7-60-007.

(6) Testing and Inspection agency of Electrical and associated equipment for NG factory user, according to Certificate No. For.Nor.Chor. 003/2562.



(7) Testing and Inspection agency of Electrical and associated equipment for NG Refuelling station, according to Certificate No. For.Nor.Bor. 005/2562

2.2 Office of Atoms for Peace, Ministry of Science and Technology

A. The organization which supervises and manage the safety aspects incurred from radiation activation maintaining its authority to issue as follows :-

- Certificates to export the special nuclear materials, by-products, or source materials (Phor Por Sor 6 Kor), (Phor Por Sor 6 Khor).

- Certificate to possess and utilize the by-products (Ir-192) (Phor Por Sor 4Kor-2) .

- Certificates to possess or utilize the source materials to be chemically transformed (Dpt.U) (Phor Por Sor 4Khor).

B. Service provider of inspection and calibration of survey meters.

2.3 Thailand Institute of Nuclear Technology (Public Company Organization)

Provide inspection and issue a certificate of safety of the usage of radiography equipment and radioactive containers, including the amount of personal radiation exposure services.

2.4 Bureau of Radiation and Medical Devices, Department of Medical Sciences, Ministry of Public Health

Provides analysis services of film badge result service. (government organization).

2.5 Thailand Industrial Standards Institute (TISI), Ministry of Industry

Provides evaluation and certification of internationally accepted quality standards.

2.6 Council of Engineers and The Engineering Institute of Thailand (independent organization)

Issues License for Engineering Professional Practice - Juristic Person and Individual

2.7 Munitions Control and Industrial Development Division , Defence Industrial Department

Monitors the safety in utilizing military equipment and issues license for possessing military equipment in work

3. Qualifications of Personnel

3.1 Non-destructive Testing (NDT)

The specifications and qualifications of NDT technicians are certified in both theory and on the job training. Certification is issued to each individual inspector, valid and recertified for a specific period of time by Level 3 inspectors of the internationally renowned institutes and are required to take an exam in order to issue after the said specific period of time. The Company is well-equipped with qualified personnel to provide the services according to all the international standards and other related institutes.

3.2 Authorized API Inspector

The specifications and qualifications of Authorized Inspectors, to inspect the pressure equipment, petrochemical storage tank, etc., have to possess qualifications and experience consistent along with the certificate of the American Petroleum Institute. The API Inspectors have to be successfully certified, recertified and issued the certificates by American Petroleum Institute and retake the certification test once the certification expires.

4. Customer Groups

The Company's customers can be divided into 3 groups as follows: -

4.1 Production Plants: These include fuel and chain product groups such as power plants, oil refineries, gas separation plants, gas refilling plants, petro-chemical plants, power plants, material production factories, containers, pipeline containers, etc.

4.2 Construction Contractors: These include contractors commissioned to construct factories and products assembling as well as setting up a factory system e.g., Oil and Gas production plants, oil and gas pipelines both onshore and offshore, high-pressure containers such as spherical tank, oil & gas tanks, oil cylinders, oil refinery, drilling platforms, power plants, suspension bridges, dams, irrigation systems, airports, building complexes, mass transit systems, steel structure, etc.

4.3 Entrepreneurs: whose businesses are subject to the specific legal regulations: such as gas stations, transportation systems, group occupant. These include business operators using highly flammable agents in their businesses such as gas, oil, chemical substances, hotels, hospitals, restaurants, etc.



5. Scope of Service and Responsibilities.

The company has divided the scope of responsibility for the project into 4 types as follows:

5.1 Testing Service

The Company will report the result of test-pieces as provided by the customers only. No evaluation of the adequacy of the products usability.

5.2 Inspection Service

The Company provides both inspection services and evaluate the adequacy of safe usage of such inspected workpiece, for example, an inspection of high-pressure containers as required by Department of Energy Business, an inspection of pressure equipment's in oil distillery and petrochemical, etc.

5.3 Consulting Service and Turn-Key Management

The Company provides consulting and advice on engineering safety inspection and testing procedures as required by laws and international technological standards governing the customer's business according to the law domestically and internationally, including the extent of the need to be received, including the extent to which it is necessary to be fully engineered and tested to meet the requirements, as well as auditing and fully integrated guarantee in testing and inspection (turnkey project).

5.4 Remaining Life Cycle Assessment

6. Technical Services

The Company offers 2 types of NDT technologies as follows:

6.1 Conventional NDT: such as RT, MT, PT, UT, etc.

The Conventional NDT technologies have long been in use, 70% of the earnings are by conventional techniques.

The advantage is the customers are accustomed and the services fee is on the fundamental level while the service fee would be more affordable, even though it would require more time and the accuracy won't be much different.

6.2 Advanced NDT: such as PA, AE, MFL, RBI, ET, AUT, X-Ray Crawler, etc.

The effectiveness and efficiency of advanced NDT methods, which are proven to be valuable and more appropriate in some certain situations and surroundings, will be better performances in accuracy and safety than the Conventional techniques. However, the higher cost of advanced NDT equipment and personnel will result in higher services price. The customers, who require the services of advanced NDT, always consider the interests of saving time, which will fall more than 10 times to reduce the opportunity cost of business operations. This can build credibility to the product, to reduce opportunity costs in the production process. Nowadays, advanced NDT methods have gained more recognition and tended to have continued expansion.

7. Business Expansion towards ASEAN Community

In response to the business expansion toward the industries having the business opportunities both in the country and ASEAN community, the Company has operated as follows:

- Business Base Expansion -

1. Established "LTNDT Company Limited" on August 15th, 2011, at Baan Nong Duang, Mueang Sikhottabongnakorn, Vientiane Capital. With a registered capital of USD\$100,000 (one hundred thousand US dollars) in the form of a mixed enterprise by Thai NDT Public Company Limited (TNDT) participating in investment and holding shares at the rate of 70% and a company in the Lao People's Democratic Republic (S. Lao PDR) holds 30% of the paid-up capital, unrelated person, to work as a project consultant under the Investment Promotion (BOI) of Lao PDR for a period of 15 years and in the feasibility study period.

2. Expanded the NDT testing and inspection business to the Republic of Indonesia. Due to legal restrictions, it was imperative to operate NDT services through Indonesian partners. The revenues could be recognized since the 4th quarter of 2015 and expanded more than 50% in the year 2016. For 2017 and 2018, the revenues could achieve a certain level as well. Tentative continued expansion has been expected, while the obstacles of the coronavirus-19 outbreak have slowed down the business.

However, in 2020, the Company has registered as an international company in Indonesia in order to obtain full legal rights, under the company name, PT TNDT INSPECTION AND CONSULTATION, 95% shareholding by the Company and 5% of an Indonesian partner, which will be a great revenue opportunity for the Company due to the large sources of work in Indonesia.

- Business Line Expansion -

1. TNDT CM Company Limited or TNDT CM was established by the resolution of the Board of Directors' Meeting of Thai NDT Public Company Limited No. 4/2013 on October 17th, 2013, approved the investment in a subsidiary company, TNDT CM Company Limited (TNDT CM), which was established on October 21th, 2013, with registered capital of 25,000,000 baht (twenty-five million baht), registered as ordinary shares of 5,000,000 shares (five million shares) at 5 baht (five baht) as par value, by investing with Thai entrepreneur and partners in the Republic of the Union of Myanmar, which the Company holds 46% of the registered capital to prepare to operate coal mining business in the Republic of the Union of Myanmar for preliminary supply to a 20 MW coal-fired power plant. The Company is currently waiting for the progress of the power plant which has considered to operate in a new business to increase the opportunity to generate income for the Company.

2. The Company entered into a joint venture with partners in the Republic of the Union of Myanmar. Under the company name MKT NDT Company Limited or MKTNDT on June 30th, 2014, which is a legal entity in Myanmar to operate in the energy business and other related businesses in the Republic of the Union of Myanmar. It was jointly invested with Min Khit Thit Mining Company Limited (MKT), Republic of the Union of Myanmar, holding 45% of shares and Thai NDT Public Company Limited (TNDT) holding 55% of the capital, registered at 1,000,000,000 Kyats (about 28,300,000 baht)

Business operation	NDT	Energy and Fuel	Others
TNDT	●		
LTNDT	●		● (Public benefit and infrastructure)
TNDT CM		●	●
MKTNDT		●	
TNDT POWER		●	
PT. TNDT Inspection and Consultation	●		

3. Established a subsidiary company, TNDT Power Company Limited or TNDT POWER, registered in Thailand on June 10th, 2015, to operate the energy business both domestically and internationally by Thai NDT Public Company Limited (TNDT) held 99.97% of the registered capital of 1,000,000 baht (one million baht).

All 3 items above are in the process of being proceeded.

Technical Aspects and International Standards

1. Technical, Extend the technical service with advanced technology such as AE, MFL, RBI, ET, PA techniques to effectively reduce the time required in both testing and inspection, with ease of use and most importantly, the results of the tests are more accurate and safer to use comparing to base technique.

2. International standards, the Company was certified in accordance with ISO 9001: 2015 and ISO / IEC 17020: 2012 from the Ministry of Industry. For accreditation of the audit agency to assure the quality of the inspection services and the impact on the environment, the Company also has been abided by the international standard such as The American Society of Nondestructive Testing ("ASNT"), American Petroleum Institute ("API"), European Norms ("EN"), The American Society of Mechanical Engineers ("ASME"), British Standards ("BS"), Deutsche Industrial Norms ("DIN"), Japanese Industrial Standards ("JIS"), American Society for Testing and Material ("ASTM"), Thai Industrial Standard Institute ("TISI"), American Welding Society ("AWS"), as well as the Department of Energy Business's, Ministry of Energy Office of Atom for Peace, Ministry of Science Technology and environment current regulations and requirements and future's application, if any.



8. Strengths of the Company

Being the nation's first operator to operate professional testing, inspection and certification through non-destructive technical processes (Non-destructive testing (NDT)), engineering safety in industries that are at high risk of serious accidents which affect life, property and the environment. For more than 39 years, there have been many opportunities to realize many opportunities, such as:

8.1 Pass on knowledge and produce NDT technician personnel to the industries such as energy, fuel, large structures.

8.2 Opportunities to jointly create professional standards and requirements which apply both academically and ethically as regulations for safety issue.

8.3 Throughout the time which the Company has been working on safety of the organization, the Company has adhered to professional ethics, good governance, ethics, morality, transparency and standards and strictly respect the law which got accepted and trusted by customers.

8.4 Be creative in both technical and innovations regularly.

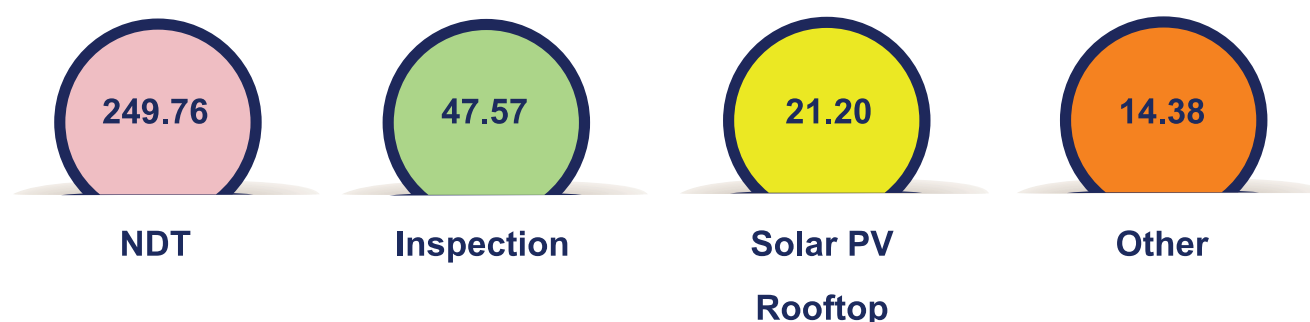
8.5 Always find business opportunities, including business initiatives and business continuation which reduce the risks of everchanging industrial conditions and competition, such as expanding the business base to Lao PDR, the Republic of Indonesia, Republic of the Union of Myanmar, which is a group of countries which are starting to develop and therefore, have a higher chance of business opportunities including expanding services to other industries such as sterilization, nutrition, medicine, agriculture, etc., which response to the New Normal era needs.

8.6 The Company has learnt from the experience of having to operate under the midst of the economic crisis frequently from a variety of factors, including politics, floods, severe industrial conditions like slumping oil and gas prices, the rapid change in technology and social disruption, as well as the economic downturn caused by the global outbreak of the COVID-19 virus has made the Company to have some degree of immunity toward solving the problems and to manage risks.

The Company experience mentioned above will be used in business planning for the sake of sustainability in the foreseeable future for various crises and continues to expand its business base as the strength of the company. This includes the continued activities which is a mixture of honestly, efficiently, performance, standardize as well as preparing the branches to support new businesses after the epidemic crisis.

9. Revenue Structure

Revenue of Services (Million Baht)	2018		2019		2020	
	Amount	%	Amount	%	Amount	%
1. Revenue of the Service - NDT	247.40	78.23	280.19	81.77	249.76	75.02
2. Revenue of the Service - Inspection	61.87	19.56	58.33	17.02	47.57	14.29
3. Revenue of Solar PV Rooftop	0.00	0.00	0.00	0.00	21.20	6.37
Total Revenue of the Services	309.27	97.79	338.52	98.79	318.53	95.68
4. Other Revenue	6.98	2.21	4.15	1.21	14.38	4.32
Total Revenue	316.25	100.00	342.67	100.00	332.91	100.00



10. Industry Outlook and Competition in 2020 and Trends in 2021

Naturally, the business of testing and inspection services with NDT techniques, particularly the safety engineering in high-risk industries which affect life, assets, environment such as energy, petrochemicals, fuel gas, chemicals, infrastructures, etc. industries, is a somewhat stable business due to the apparent customer groups and this business group is strictly required to comply with the laws and international standards. The entrepreneurs in the above-mentioned industries, no matter how the economic situation is, if the productivities are still proceeding, the testing and inspection have to be inspected on the terms and by the third-party inspectors according to the law and international standards requirements.

Meanwhile, the growth of the inspection business and the service fees are depending on the growth rate of the industrial situation, which are following the demand-supply principle, due to the sharp and prolonged slump in oil and gas prices, affecting the overall industry chain which slowed down equally across the industry. As a result, the operating service business has continued to intensify the competition by lowering the services fees, although over the past year the industry has shown signs of improvement, it has been subtle. This has shown the trend of inspecting business of the oil and gas industry, as the traditional service technique and service model is now approaching saturation. Together with the situation of the epidemic of the COVID-19 virus making it impossible to reach out to perform tasks including auctions for various jobs has caused the industry in 2021 to continue to slow down. The competition will intensify regardless, while the technology disruption to the oil and gas business has affected the company and thus forced the company to accelerate the transformation of the business towards expanding the services to other industries, including green energy, agricultural sectors, as well as medical, sanitation, occupational health and environment, etc., which are the businesses that have growth opportunities.



11. Business Goals and Strategies

The economic crisis has affected the overall industrial condition and the chain businesses that have shrunk since 2014 and have been aggravated by the severe drop in oil and gas prices. Directly affected the testing service industry severely, although at the end of 2018 there was a good trend, it was very sparse, not to mention the disruption of COVID-19 epidemic globally implying the state of industrialization has entered the “New Normal” era as a result of the government’s national development plan which effected both economy and society, the project which received interests from the entrepreneurs were renewable energy, energy-saving solution, environmental problems solving related,

creating values of both agricultural products and industry, not to mention mega infrastructure project such as EEC project, the double rail project, smart airport at U-Tapao, etc. These projects will lead to the transformation and expansion in all industry sectors, which is an opportunity to make the inspecting industry flourish again. By changing the business infrastructure to align with the trend of the new era, the company has prepared both in fitting usage and development of technologies and services innovation to bridge between old industry clusters and emerging industry clusters appropriately with goal and strategies as follows:



12. Significant Development of the Company.

12.1 Innovation

(A) The Company has signed the Memorandum of Agreement (MOA) on technology and innovation, including supply of electron accelerators, together with CGN Dasheng Electron Accelerator Technology Co., Ltd. and Advanced Sterilization (Eastern) Co., Ltd. In 2019 to jointly develop technology and innovation from “Properties of Electron Beam” for expanding the service business to the industry, agriculture, medical occupational health, both safety and sanitation, this will add value of the product and will support the future innovation development plan in the Eastern Economic Corridor or the EEC in Southeast Asia (ASEAN), it is currently under construction as a sterile center building, which is expected to be completed and it's revenue will be recognize within Q3/2021.



(B) The Company has signed a Memorandum of Understanding for cooperation on the utilization of nuclear technology with Thailand Institute of Nuclear Technology (Public Organization) on October 27th, 2020 to work in an integrated development of radiological equipment and materials, including electron accelerators for use in various industrial sectors of Thailand, this will let the Company progress and able to compete with the needs of both domestically and internationally.



12.2 Organizational Development

(A) Obtained an outstanding establishment award on labor relations and labor welfare 2020, at national level from the Ministry of Labor.

(B) Transform the internal structure to be more flexible to be able to welcome any opportunities in the foreseeable future as well as being able to apply technology throughout the organization.

12.3 Expansion of the Business Opportunities

(A) In 2020, the Company has started operating on 5 solar rooftop projects, one project can already be recognized while the rest of the project is expected to be completed and the revenues of the remaining project will be recognized by 2021.

(B) Entered into a joint venture and established a joint venture company with an Indonesian partner in August 2020 under the company name “PT TNDT INSPECTION AND CONSULTATION”, with 95% of the shares being held by the Company while the rest of 5% being held by business partners, to operate in the energy, testing and inspection, maintenance, consulting businesses, and other related businesses, which has been planned and formulated, the Company will be able to take action after the COVID-19 epidemic situation has passed.

13. Assets for Business Operation

The Company's assets used for business operation as of December 31, 2018 and December 31, 2020.

13.1 Land

Land	Asset Size	Ownership	Obligation	Net Valued (Million Baht) As of 31 Dec 2019	Net Valued (Million Baht) As of 31 Dec 2020	Objective in Holding Asset
Title Deed No. 73601	Area 20 square wah	Owner	Mortgage with Kasikorn Bank	1.64	1.64	Office Location
Title Deed No. 73602	Area 20 square wah	Owner	Mortgage with Kasikorn Bank			Office Location
Title Deed No. 62112	Area 61 square wah	Owner	Mortgage with Kasikorn Bank			Office Location
Title Deed No. 62113	Area 61 square wah	Owner	Mortgage with Kasikorn Bank			Office Location
Title Deed No. 219392	Area of 32 square wah	Owner	Mortgage with Kasikorn Bank	0.80	0.80	Office Location
Title Deed No. 21257,136217	Area 4 rai - Ngan 45.90 square wah	Owner	Mortgage with Siam Commercial Bank	5.34	5.34	Office is Located at Rayong Branch
Title Deed No. 74549,146358, 146359	Area 0 rai 1 Ngan 9 Square wah	Owner	Mortgage with Thai Military Bank	8.65	8.65	Office Location
Title Deed No. 21865	Area 2 rai - Ngan 13 7/10 Square wah	Owner	Mortgage with Thai Military Bank	5.42	5.42	Office is Located at Songkhla Branch
Title Deed No. 33735-6	Area 18 rai 3 Ngan 63 square wah	Owner	Mortgage with Kasikorn Bank	36.00	36.00	Office is Located at Rayong Branch
Total				57.85	57.85	

13.2 Buildings and constructions

Buildings and constructions	Asset Size	Ownership	Obligation	Net Valued (Million Baht) As of 31 Dec 2019	Net Valued (Million Baht) As of 31 Dec 2020	Objective in Holding Asset
Location No.19, Soi Ramkhamhaeng 60, Yak 8 (Suan Son 8), Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok	2 and a half floors Building include the renovated area	Owner	Mortgage with Kasikorn Bank	1.08	0.95	Office Location
Location No. 62, Soi Ramkhamhaeng 60, Yak 12 (Suan Son 12), Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok	3 floors Building include the renovated area	Owner	Mortgage with Kasikorn Bank	0.20	0.13	Warehouse of Tools, Equipment used in operations
Location No. 20, Soi Ramkhamhaeng 60, Intersection 6 (Suan Son 6), Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok	One floor Building include the renovated area	Owner	Mortgage with Thai Military Bank	0.69	0.57	Employee Training Unit
Location No. 267/157 and 267/158 Moo 8, Sukhumvit Road , Map Ta Phut Sub-district, Mueang District, Rayong Province	Renovated area	Owner	None	0.00	0.00	Employees Residence
The Structural system of the office at Rayong Branch	Fence structural system / Water treatment / Telephone system	Owner	None	0.82	0.10	
Structural System Kamphaeng Phet Office	Structural system	Owner	None	0.11	0.09	Office is located at Kamphaeng Phet Unit

13.2 Buildings and Constructions (Continuous)

Buildings and constructions	Asset Size	Ownership	Obligation	Net Valued (Million Baht) As of 31 Dec 2019	Net Valued (Million Baht) As of 31 Dec 2020	Objective in Holding Asset
Structural system Songkhla Office	Structural System	Owner	None	0.45	0.18	Location of Songkhla Office
Rayong Office Building No. 29, Ban Plong Road, Map Ta Phut Sub- district, Mueang District, Rayong Province	3 Floors Building	Owner	Mortgage with Siam Commercial Bank	27.80	26.48	Office Location
Location of PTTEP Office Building	Office Building	Lessee	None	1.56	1.45	Location of Lan Krabue Office
Office structure system Location: No. 62 Soi Ramkhamhaeng 60, Yak 12 (Suan Son 12), Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok	Telephone / Electrical Systems and Air Conditioning	Lessee	None	0.20	0.16	
Work in progress		Owner	None	0.00	0.00	
Location of Songkhla Office Building	Office building	Owner	None	1.55	1.46	Location of Songkhla Office
Office Building No. 24, Soi Ramkhamhaeng 60, Yak 12 (Suan Son 12), Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok	2 Floors Building	Lessee	Mortgage with Thai Military Bank	8.99	8.63	
Office Building No. 24, Soi Ramkhamhaeng 60, Yak 12 (Suan Son 12), Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok	Structural system	Owner	None	0.05	0.04	

13.2 Buildings and Constructions (Continuous)

Buildings and constructions	Asset Size	Ownership	Obligation	Net Valued (Million Baht) As of 31 Dec 2019	Net Valued (Million Baht) As of 31 Dec 2020	Objective in Holding Asset
Office Building No. 63/6 Map Kha Phatthana Sub-district Nikhom Phatthana District, Rayong Province	Factory and Office Buildings and Structural Systems	Owner	Mortgage with Thai Military Bank	27.01	25.37	
Office Structural System Location No. 63/6 MapKha Phatthana Subdistrict Nikhom Phatthana District, Rayong Province	Renovated Area			1.19	1.21	
Total				71.70	66.82	

13.3 Tools, Equipment, Decorations, Installation of Office Equipment and Vehicles

Asset type	Asset Details	Ownership	Obligation	Net Valued (Million baht) As of 31 Dec 2019	Net Valued (Million baht) As of 31 Dec. 2020
Tools and equipment for Operation	Moveable assets to the location where the company has provided Inspection and Nondestructive Testing services	Owner	Obligation Free	82.44	61.49
Furnishings, fixtures and office equipment		Owner	Obligation Free	2.46	3.06
Vehicle		Owner	Obligation Free	1.00	0.14
Total				85.90	64.69

13.4 Rental Contract

13.4.1 House Rental Contract

Parties	Lessees : Thai Nondestructive Testing Public Co., Ltd. Lessor : Mrs. Kongmuang Daengphibulsakul
Objective	To rent houses no. 267/157 and 267/158 Moo 8 Sukhumvit Road, Map Ta Phut Sub-district, Mueang District, Rayong to use as employee accommodation for facilitate the operation. The new rental contract is for a period of 1 year, the lessor agrees to allow the lessee to cancel the rental contract immediately since the lessees found it is not necessary to use.
Approximate Area	38.2 square wah
Period	For a period of 1 year from January 1, 2020 until December 31, 2020
The Rental Rate	20,000.00 baht per month.
Renewal of Rental Contract	Mrs. Kongmuang Daengphibunsakul has signed a confirmation letter of the rental contract renewal to extend the rent for another 1 year from the expiration of the contract (December 31, 2019). And confirm to charge the rental fee at the same rate which is 20,000.00 baht per month
Termination of the Contract	In case the lessor wanted to use the building shall send the written notice to the lessee in advance for 2 months. If the lessee did not want to use the building before the expiration of the rental contract, the lessee can terminate the rental contract immediately by sending the notice in written to the lessor.

13.4.2 Land and House Lease Agreement

Parties	Lessees : Thai Nondestructive Testing Public Co., Ltd. Lessor : Mr. Tanun Satawuthi
Objective	To rent houses no. 24, Soi Ramkhamhaeng 60 Yak 12 (Suan Son 12), Ramkhamhaeng Road, Hua Mak Sub-district, Bang Kapi District, Bangkok to use as employee accommodation for facilitate the operation. The new rental contract is for a period of 3 years with the agreement for extension of the rental contract from 3 years to 10 years.
Approximate Area	162 square wah, the utility space is 620 square meters
Period	For a period of 3 years from February 1, 2017 until December 31, 2020
The Rental Rate	18,000.00 baht per month.
Termination of the Contract	Throughout the contract period, the lessor has no right to terminate the contract unless the lessee breaches the conditions in the rental contract. But if the lessee no longer needs to use the building before the expiration date of the contract, the lessee can terminate the rental contract immediately by sending notice in writing to lessor.

13.4.3 Major intangible assets in the business operation of the Company

As of December 31, 2018 the company had net intangible assets equal to 0.50 million baht. Such intangible assets are accounting and finance software and computer program.

13.4.4 Company Investments (shown in the financial statements as of December 31, 2020)

As of December 31, 2020, the Company has an investment in preferred shares of OIS (Thailand) Co., Ltd. which is equal to 0.00 baht. The Company has an investment in preferred shares, the equivalent of 1.02 million baht and the year 2005, the company has set a loss from the said investment due to there was no income from the business operation and had losses from the annual audit expenses.

In addition, at the Extraordinary General Meeting of Shareholders No.1/2007 on March 15, 2007. There was a resolution to approve the sale the shares of OIS (Thailand) Co.,Ltd., by considering to sell all preferred shares of the company to the third parties who interested in investing at a price that the Board of Directors deems as appropriated price. The selling is on the process of working. In order to comply with the resolution of the meeting by finding people interested to invest.

Because the company does not want to continue business Therefore, it unanimously resolved to register dissolution of OIS (Thailand) Co., Ltd. which is effective from December 30, 2015 onwards.

13.4.5 Investment Policy in Subsidiaries and Associated Companies

Investment Policy that the Company will consider investing in businesses that support and benefit the Company's business operations or a business in an industry that has a growing trend, and the return on investment is important. In case, the associated company, the company will supervise by sending a representative from the company in the position of director according to the percentage of shareholding.



- LTNDT -

The Company has entered into a joint venture with entrepreneurs in the Lao People's Democratic Republic (Lao PDR), who are not a related party. The Company held the shares at a ratio of 70% and the company in Lao People's Democratic Republic held the shares in the ratio of 30% under the title "LTNDT" by conducting business as a project consultant. Moreover, the company also received support from the Board of Investment (BOI) for a period of 15 years, which is in the process of studying the project feasibility.



- TNDT CM -

The company has entered into a joint venture with Thai businessmen and entrepreneurs in the Republic of the Union of Myanmar. They are not a related parties. The Company is shareholders at a ratio of 46 % of the Thai businessmen and Min Khit Thit Mining Company Limited in the Republic of the Union of Myanmar who is holding 46 % and 8 % of the paid-up capital, respectively, under the name "TNDT CM", to prepare for coal mining operations in the Republic of the Union of Myanmar for supplying to the 20 MW coal power plant as a preliminary operation. The concession was granted for a period of 30 years. In 2019, TNDT POWER was amended and added the Company's objectives to create opportunities in the business base expansion to be in line with the new businesses of joint venture.



- MKTNDT -

The company has made a joint investment with entrepreneurs from the Republic of the Union of Myanmar by jointly establishing and investing in the name "MKTNDT" who is not relate with the party. The Company held shares of 55% and Min Khit Thit Mining Company Limited in the Republic of the Union of Myanmar held share of 45 % of the paid-up capital to prepare for the procurement of utilities and other related supply in the Republic of the Union of Myanmar



- TNDT POWER -

The Company established a subsidiary, TNDT Power Company Limited, “**TNDT POWER**”, registered in Thailand on June 10, 2015 to operate both domestic and international energy businesses. Thai NDT Public Company Limited. (TNDT) holds the share for 99.97 percent of the registered capital at 1,000,000 baht (one million baht).



- PT TNDT Inspection and Consultation -

The company has made a joint investment with Indonesian entrepreneurs by jointly establishing the company named “**TNDT Inspection and Consultation**” who are not the related party. The company holds the shares at a ratio of 95% and Mr. Sukrawadi, the Indonesian holds the share at a ratio of 5% of paid-up capital for the preparation of the electricity installment and other business related in Indonesia.

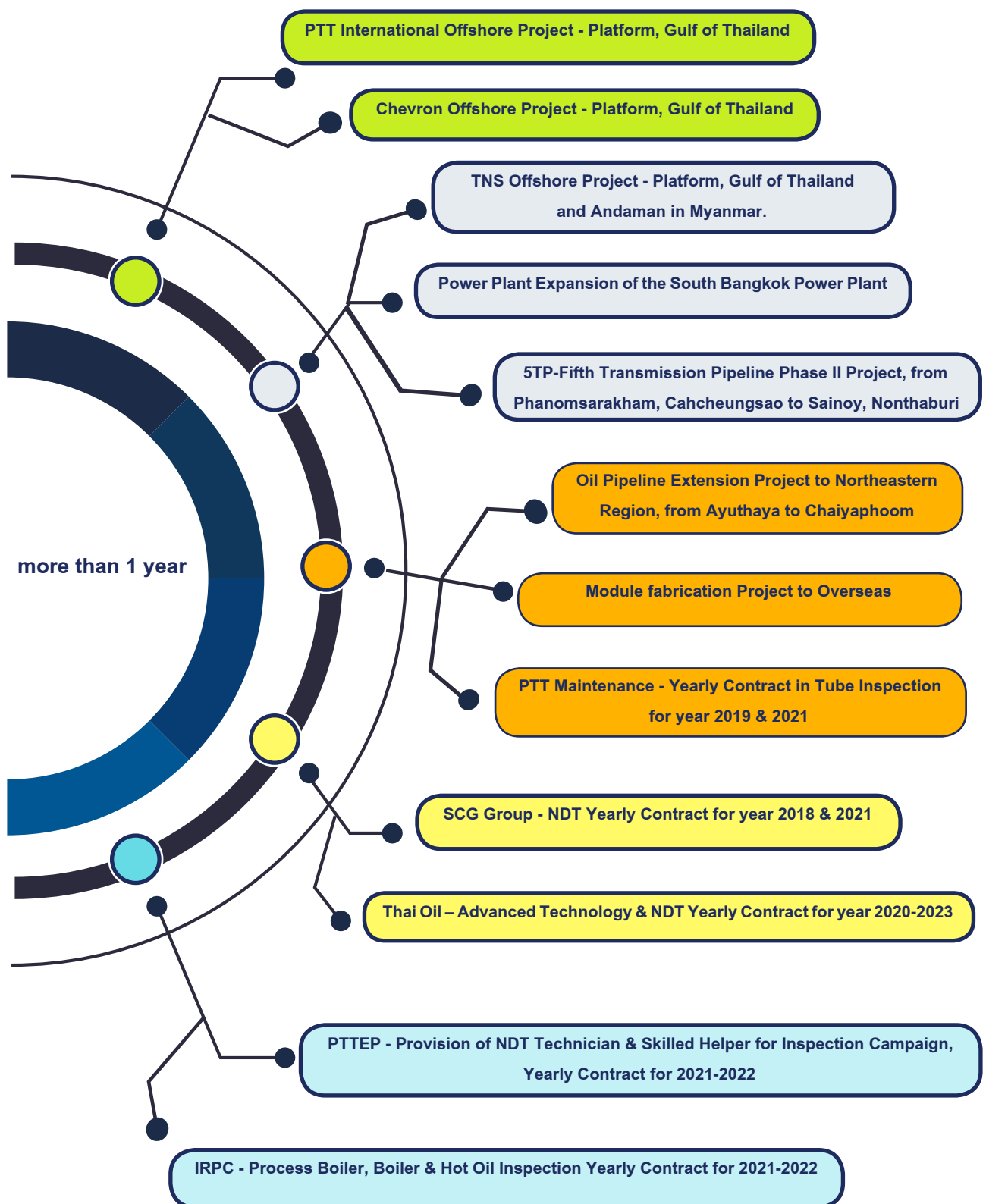
(More details can be found in Part 2, Section 9, Topic “9.4 Supervision of the Operations of Subsidiaries and Associates” page 104-105)

14. Services Providing

The Company has expanded the office space, branch and jobsites in order to cover sufficiently and ready to serve clients both in and outside the neighborhood, There are currently 6 locations by the method used for testing will be in accordance with the term and conditions of the client’s employment contract, the process is as follows :



15. Long-term Projects

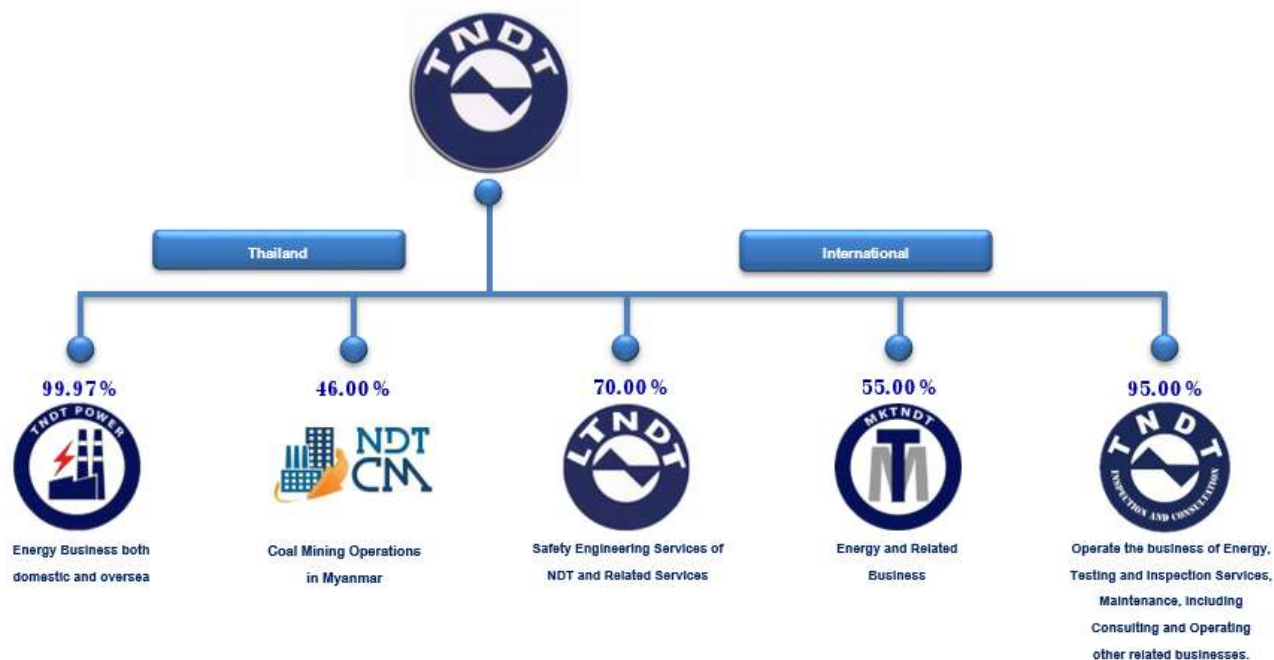


3

Business Structure

As of December 31, 2020 (according to the registration)

3.1 Subsidiary



3.2 Service Centers

1990
Moved the Head-office from NaNaNua to the Current Office, Head-office at 19 Soi Ramkhamhaeng 60 Yak 8 (Suanson 8), Ramkhamhaeng Road Huamark Sub-District, Bangkok District, Bangkok 10240

1995
Branch Office Mueang Rayong District, Rayong Province

1995
Site 1 LarnKraBue District, Kampaengphet Province

2000
Site 2 Sriracha District, Chonburi Province

2013
Site 3 SingHaNaKorn District, Songkla Province

2018
Site 4 BangNamPreaw District, Chacheungsao Province



1. Amount of Registered and Paid-up Capital Securities of the Company as of December 31, 2020 (Common share)

As of December 31, 2019, the Company has registered capital on the Market for Alternative investment (MAI) with issued and paid-up capital of Baht 100,000,000, divided into 100,000,000 common shares with a par value of Baht 1 per share, one share is equivalent to one vote.

2. Shareholder

2.1 Major Shareholders

The Company's top 10 shareholders, as on the major shareholders' list (XO) on March 15, 2021, comprised of

Name	Number of Shares	%
1. The Ms. CHOMDUEN SATAVATHI Consist of ¹		
1.1 Ms. Chomduen Satavuthi	38,668,040	38.67
1.2 Mr. Krirkkiat Satavuthi	4,270,000	4.27
1.3 Mr. Suwat Dangpibulskul	3,823,000	3.82
1.4 Mr. Anusorn Satavuthi	1,537,500	1.54
1.5 Mrs. Juraistri Satavuthi	1,152,900	1.15
1.6 Ms. Rassiya Satavuthi	437,100	0.44
1.7 Mr. Thanun Satavuthi	131,000	0.13
Total Shares of The Ms. CHOMDUEN SATAVATHI	50,019,540	50.02
2. The PAN-NGUM consist of		
2.1 Mrs. Wattanee Pan-ngum	1,779,900	1.78
2.2 Mr. Ittiphol Pan-ngum	1,570,000	1.57
2.3 Mr. Settha Pan-ngum	650,000	0.65
2.4 Mrs. Thippalak Satphaibulkij	245,500	0.25
Total Shares of The PAN-NGUM	4,245,400	4.25
3. Mr. Charoen Vattasingha	4,100,000	4.10
4. The WONGKUSONLERD consist of		
4.1 Mr. Sompong Wongkusonlerd	2,235,000	2.24
4.2 Ms. Patinya Wongkusonlerd	100	0.00
Total Shares of The WONGKUSONLERD	2,235,100	2.24
5. The SATHIENSAKPONG consist of		
5.1 Mr. Muangthong Sathiensakpong	2,160,700	2.16
5.2 Mrs. Pimpaka Sathiensakpong	10,000	0.01
5.3 Mr. Nutthun Sathiensakpong	3,900	0.00
5.4 Mr. Surin Sathiensakpong	2,000	0.00
5.5 Mr. Chaipreuk Sathiensakpong	1,500	0.00
Total Shares of The SATHIENSAKPONG	2,178,100	2.17

Name	Number of Shares	%
6. Mr. Kittipak Jeungjareonkul	2,157,900	2.16
7. The SAKULRAEMRUNG consist of		
7.1 Ms. Vajana Sakulraemrung	1,974,000	1.97
7.2 Ms. Naiyana Sakulraemrung	11,500	0.01
Total Shares of The SAKULRAEMRUNG	1,985,500	1.99
8. Ms. Janthawan Charoontham	1,570,000	1.57
9. Mr. Suchai Lertpichet	1,475,400	1.48
10. Mr. Janewit Leungchareunkit	1,327,500	1.33
Total Top 10 Major Shareholders	71,294,440	71.29
Others	28,705,560	28.71
Grand Total	100,000,000	100.00

REMARK :

⁻¹A group of majority shareholders of the Company, namely, the Ms.CHOMDUEN SATAVUTHI consisted of Ms. Chomduen Satavuthi, Mr. Kirrkiat Satavuthi, Mrs. Juraistri Satavuthi, Mr. Anusorn Satavuthi, Ms. Rassiya Satavuthi, Mr. Thanun Satavuthi and Mr. Suwat Dangpibulskul (collectively called "the Majority Shareholders") were a group of acting in concert, according to the Capital Market Commission Board announcement (TorJor.7/2552) under "The specifications of relationship or behavior described as "acting in concert" and the provision of Section 246 and Section 247 of the Securities and Exchange.

- Investors can view the current information as of the Record date (XM) at the Company Website (www.tndt.co.th), title of "Investor Relations" and subtitle of "the shareholders information".

2.2 Distribution of Shareholders by Nationality on March 15, 2021

Shareholders	Grand Total			Corporations			Individuals		
	Number of Shareholders	Number of Shares	%	Number of Shareholders	Number of Shares	%	Number of Shareholders	Number of Shares	%
Thai Shareholders	1,076	99,988,989	99.99	3	651,305	0.65	1,073	99,337,684	99.34
Foreign Shareholders	4	11,011	0.01	1	10,000	0.01	3	1,011	0.00
Total	1,080	100,000,000	100.00	4	661,305	0.66	1,076	99,338,695	99.34

2.3 Group of Shareholders that may affect the operation of the Company

A group of majority shareholders of the Company, namely, the Ms.CHOMDUEN SATAVUTHI (collectively called “the Majority Shareholders”), by their behavior, has an significantly effect on the formulation of policies, management or operations of the Company. according to the Capital Market Commission Board announcement (TorJor.7/2552) under “The specifications of relationship or behavior described as “acting in concert” and the provision of Section 246 and Section 247 of the Securities and Exchange (as on the item 2.1).

3. Issuance of other securities

3.1 Preferred shares

-None-

3.2 Debenture

-None-

4. Dividend Policy

The Company has the policy to pay dividend to shareholders in the amount of no less than 40% of net profits after allocating legal reserves as determined by the Company’s regulations and relevant laws given that the Company has no other important use of such fund, and such dividend payment does not significantly affect the normal operation of the Company

Dividend Payment Information	Year					
	2009	2010	2011	2012	2013	2014
Earnings Per Share	0.65	0.41	0.76	0.76	0.87	0.90
Dividends	0.26	0.20	0.31	0.31	0.35	0.37
Payout Ratio %	39.92	49.12	40.69	40.53	40.44	41.04

Dividend Payment Information	Year					
	2015	2016	2017	2018	2019	2020
Earnings Per Share	0.67	0.30	0.27	(0.81)	0.27	0.23
Dividends	0.27	0.12	0.00	0.00	0.00	0.00
Payout Ratio %	40.31	40.59	-	-	-	-

5. The Information of Securities Holding of the Directors and the Executives in year 2020.

No.	The Directors and the Executives Name	Position	As of December 31,2020 (Ratio / No. of Shares)	As of December 31,2020 (Ratio / No. of Shares)	Change Increase/ (Decreases) (Share)	%
1.	Mr. Suwat Dangpibulskul	- Chairman of the Board - President of Executive Board	3.82% / 3,823,000	2.72% / 2,716,200	1,106,800	40.75
	Spouse / Immature Children		38.67% / 38,668,040	38.83% / 38,833,940	(165,900)	0.43
2.	Mr. Chaya Jivacate	- Vice Chairman of the Board - Director of Nomination and Remuneration Committee	-	-	-	00.00
	Spouse / Immature Children		-	-	-	00.00
3.	Miss Chomduen Satavuthi	- Director - Executive Director - Managing Director	38.67% / 38,668,040	38.83% / 38,833,940	(165,900)	0.43
	Spouse / Immature Children		3.82% / 3,823,000	2.72% / 2,716,200	1,106,800	40.75
4.	Mr. Krirkkiat Satavuthi	- Director - Executive Director	4.27% / 4,270,000	4.27% / 4,270,000	-	00.00
	Spouse / Immature Children		-	-	-	00.00
5.	Squadon Leader Anek Panturaks	- Director	-	-	-	00.00
	Spouse / Immature Children		-	-	-	00.00
6.	Dr. Wicha Jiwalai	- Independent Director - Director of the Audit Committee - Chairman of the Nomination and Remuneration Committee	-	-	-	00.00
	Spouse / Immature Children		-	-	-	00.00
7.	Mr. Vichai Watcharavatanakul	- Independent Director - Director of the Audit Committee - Director of Nomination and Remuneration Committee	-	-	-	00.00
	Spouse / Immature Children		-	-	-	00.00
8.	Dr. Jumpon Kluaymai-ngarm	- Independent Director - Director of the Audit Committee	-	-	-	00.00
	Spouse / Immature Children		-	-	-	00.00

5. The Information of Securities Holding of the Directors and the Executives in year 2020. (Continuous)

No.	The Directors and the Executives Name	Position	As of December 31,2020 (Ratio / No. of Shares)	As of December 31,2020 (Ratio / No. of Shares)	Change Increase/ (Decreases) (Share)	%
9.	Mr. Thanun Satavuthi	- Deputy Managing Director	0.13% / 131,000	-	131,000	100.00
	Spouse / Immature Children		-	-	-	00.00
10.	Mr. Sahawat Techachan	- Business Development Manager	lower than 1 % / 10	lower than 1 % / 10	-	00.00
	Spouse / Immature Children		-	-	-	00.00
11.	Mr. Tin Maung Aye	- Technical Manager	lower than 1 % / 10	lower than 1 % / 10	-	00.00
	Spouse / Immature Children		-	-	-	00.00
12.	Mr. Somouy Tangchithavongul	- Operations Manager - HSEQ Manager - Quality Manager	lower than 1 % / 10	lower than 1 % / 10	-	00.00
	Spouse / Immature Children		-	-	-	00.00
13.	Mr. Thammarath Sroysomboon	- Operations Manager - Operation Support Manager	lower than 1 % / 10	lower than 1 % / 10	-	00.00
	Spouse / Immature Children		-	-	-	00.00
14.	Miss Vajana Sakulraemrung	- Office Management Manager (Secretary Office and Purchasing Division) - Human Resource Manager	1.97% / 1,974,000	1.97% / 1,974,000	-	00.00
	Spouse / Immature Children		-	-	-	00.00
15.	Mr. Niyom Minivathakorn	- Finance and Accounting Manager	-	-	-	00.00
	Spouse / Immature Children		-	-	-	00.00

Remark:

As of December 31, 2020 and December 31, 2019, the Company's issued and paid-up capital of Baht 100,000,000 divided into 100,000,000 common shares with a par value of Baht 1 per share.

Risk	Impact	Risk Management
1. Economic Risk		
1.1 Business Strategy Risk		
(n) Competition and Industrial Risk	<p>1. In the industrial situation with high growth rates, the shortage of personnel especially NDT technicians has occurred, resulting in the competition for personnel snatching would be intense. In these, the good service fee has occurred as well.</p> <p>2. In the case of a severe industry contraction that occurred since 2014, the intense competition in low prices and the overflow of personnel.</p> <p>3. Due to the COVID-19 epidemic situation, the industry has been disrupted because services cannot be provided due to the Emergency Decree. Even as the situation has resolved, the industry is slowly recovering. However, the competition is expected to intensify due to price war.</p>	<p>1. Developing NDT technicians regularly and appropriately based on growth rate of the industry.</p> <p>2. Controlling the costs of services and manage the organization concisely. Meanwhile, the Company has improved, developed and promoted for preparedness in efficiency and potentially in order for the upcoming opportunities after crisis.</p> <p>3. The Company has planned to diversify to other industries with the opportunities of continual growth in the future, such as agricultural, medical and food industries, etc.</p> <p>4. Seeking for business partners in order to strengthen the organization.</p>
(B) Business Administration Policy	<p>1. Since the Company has been operating in NDT & Inspection as the main operation continuously for over 40 years, as time passed on, more competitors have emerged in the business, resulting in more severe competition.</p> <p>2. The industrial situation has been in the recession which might affect the results of performance at a level of no conducive to commercial.</p> <p>3. The rapid transforming of technology & innovation has affected the consumers' behaviour.</p> <p>4. The new opportunities constantly has arisen.</p>	<p>1. Managing by considering the expansion of services to other industries, such as medical, public health, agriculture, etc.</p> <p>2. Diversifying to the accustomed business group that the Company has the experiences of inspection such as the energy business, etc.</p> <p>3. The business of NDT & Inspection, which were still the main business of the Company, have developed in technical. The processes of services were developed to meet the modern era and the future, by focusing on reducing unskilled labor and use newly innovated technologies and innovation instead.</p>
1.2 Liquidity		
(A) Customer Services Fee	<p>The impact of the economy has not recovered alongside the situation of Covid-19, resulting in some small and large customers having overdue payments, including denying the debts from going out of business.</p>	<p>1. Managing the risk by accelerating debt settlement even closer.</p> <p>2. Using a time relief policy by adjusting the duration or credit limit as appropriate.</p> <p>3. Adopting a strict policy in selecting customers with stable financial status and collateral as a first priority.</p> <p>4. Suspending work in case of long overdue customers.</p> <p>5. Negotiating to solve problems along with the customers.</p> <p>6. Conversion of assets to pay the debt.</p> <p>7. The lawsuits would only mean to be the last resort, to maintain the customers base once the economy recovered.</p>

Risk	Impact	Risk Management
1. Economic Risk (Continuous)		
1.2 Liquidity (Continuous)		
(B) Debt from Investment	Due to the Company's operation result being significantly unrecovered, some projects from business expansion plans were pending, both domestic and overseas. These affected the financial liquidity, the Company was necessary to rely on loaning from financial institutions and personal loans.	<p>1.The Company managed the risk of loan and interests by controlling not to pay overdue.</p> <p>2.Rearrangement of investment plans in accordance with liquidity.</p> <p>3.Accelerating revenues from its investment sooner.</p> <p>4.Following up with the governments and financial institutions which help the Company during the epidemic situation of Covid-19.</p> <p>5. Using financial instruments such as issuing debentures, capital increase, etc.</p>
(C) Foreign Exchange	<p>1. The majority of equipment, tools and raw materials are imported.</p> <p>2. For the foreign customers, either the workpieces which are imported or the foreign serviced.</p>	<p>1.The equipment, tools and raw materials are using Baht as the currency, in order to reduce foreign exchange risk in accordance with the Company policy.</p> <p>2. All services payments are settled in Thai Baht or through a forward contract to specify the fixed cost.</p> <p>3. The Company will be developing tools and equipment for operational purposes, in order to reduce the dependency of foreign tools and equipment.</p>
1.3 Cost of Services Risk		
(A) Fluctuations in Cost of Materials and Uncontrollable Factors Risk, such as Government Agencies	<p>1. Materials price volatility disrupts the Company's service fixed cost and the material shortage disrupts the Company's continued services.</p> <p>2. Some materials are involved in government regulations, such as radioactive substances. Government policy changes may interfere with the implementation of legal procedures which may cause a shortage of material.</p>	<p>1. All purchasing and selling contracts for raw materials must be finalized in advance with regards to the accurate quantities and fixed pricing.</p> <p>2. Drawing a carefully planned for raw material usage according to the actual project workload in each period, along with closely tracking the industrial situation.</p> <p>3. Maintaining a good alliance with the suppliers and distributors so that every party in the supply chain can jointly solve whenever there is any tendency of price fluctuation and unexpected shortage of the raw materials.</p> <p>4. Strictly conforming to the policies and regulations of the government sector and others related to prevent any disruption of the law and regulations.</p>
1.4 Contractors' Procurement Risk		
(A) Contractors' Procurement	1. The construction contractors (customers) are mostly the private sectors. The projects are usually responsible by the contractors and have been approved on the efficiency of the inspections by the project owners. Therefore, the NDT & Inspection Services opportunities shall be pending on the two parties, while the terms, conditions and service fees are typically determined by these contractors. Acquiring NDT businesses through the contractors in this nature carries some inherent risks by reliance on contractors, receiving inappropriate service fees, and credit risk if the contractors have financial difficulties.	1. Taking caution by choosing to work with contractors which shall have financial stability and recognise the quality of services.

Risk	Impact	Risk Management
1. Economic Risk (Continuous)		
1.4 Contractors' Procurement Risk (Continued)		
(A) Contractors' Procurement (Continued)	2. According to the conditions of the economy, the industry, and the past oil and gas crisis continues to deteriorate. As a result, there is severe competition in lowering the service fees. This may cause unfair business behaviors of business partners and result in an increase in the operation cost while the service fee has to be reduced. This has increased the risk of losses and company governance	2. Using the turnkey services by QA & QC management for the burden reduction and being beneficial to the project owners, for which, still having low competition, and for more business opportunities of the Company. 3. Expanding the customer group into other industries.
1.5 Wage Risk		
(A) Wage	From 2012 onwards, the government's policy on minimum wage affected directly to the Company's employee wages and increased in proportion, but not so much affected the qualified personnel.	The Company reduced the risk of unskilled labour by accelerating the development of NDT personnel with those who have more potential and efficiency to serve the customers for more volumes of work, revenues, customers' satisfaction, and higher service fees at reasonable prices. Therefore, the cost of increasing wages, for the qualified personnel, is not the key factor of the Company's risk.
2. Social Risks		
2.1 Management Risk in the Organization		
(A) Personnel	<p>1. The qualified NDT technicians and experts are the main factors of the inspection businesses and in high demand in the industrial sector and inspection entrepreneurs are in high demand due to the expansion of the industry, resulting in the shortage of qualified personnel and migration regularly.</p> <p>2. The current shrinkage of the industrial sector which is caused by the overflowing personnel in the industry.</p>	<p>1. The Company has been seeking for partners in an inspection industry to solve the problem of shortage and overflow personnel problems appropriately.</p> <p>2. Promoting personnel in the organization by accelerate the development of training center in order to train personnel with more qualified and up-to-date efficiency, being readiness to cope with technological and social transformation by being trained by the experts, etc. both internal and external of the Organization, for the purpose of fully accumulating a variety of knowledge and expertise. The training intervenes in the professional ethics, morals, and virtues and to oppose corruption in all training courses so as to cultivate the awareness of being a good member of the organization including motivating the organization awareness, as well as reduce the shortage of qualified personnel migration and the overflow of unskilled personnel.</p> <p>3. Seeking for the qualified personnel both domestic and international, who are qualified NDT technicians with knowledgeable, experience and expertise, correspond directly to reduce cost and time in forming the personnel while minimizing damage when migrating, reduce the labour law obligations, as well as enhance the Company services.</p> <p>4. Accelerating to develop and create innovation, to enhance competitiveness and reduce the unnecessary labour.</p>

Risk	Impact	Risk Management
2. Social Risks (Continued)		
2.1 Management Risk in the Organization (Continued)		
(B) Communication Management	<p>1. The risk of communication errors and delays from communication affect service reliability.</p> <p>2. Unable to collect the payment in due time or not in full amount.</p>	<p>1. Developing a database system in an organization to be more effective, in order to let personnel in the organization be able to access the data in a precise, convenient and accurate manner.</p> <p>2. Collecting data from the external sources to develop communication systems while letting the Company be able to participate and engage with external organizations more effectively.</p>
2.2 Occupational Health Risk		
(A) Occupational Health	<p>The NDT Testing and Inspections have sometimes been done in hazardous locations, for example: work at height, confined spaces or chemicals area including a regular testing and inspection with radiation, etc.</p>	<p>1. Setting up declaration, policy statements and safety measures, both the international standards and the domestic related to the rules and regulations strictly.</p> <p>2. Fully providing the standard safety protection for employees</p> <p>3. Training on correct and safe work practices, including how to deal with emergency cases for the employees, subcontractors and customers and reviewed regularly and timely. They were to ensure the safety and the confidence in the operations and services of the Company.</p> <p>4. Providing protective equipment in unsafe areas and warning signs in the event of an emergency including strictly following the rules of the place where the employees work.</p> <p>5. Being aware of the health and safety of the employees, especially the radiation operators, and would perform a monthly radiation dose check by the HSEQ department, as well as the Company's annual health check-up. This also included the rotation of the operators, in order to control the radiation values of the employees not being higher than the standard level.</p>
2.3 Emerging Risk		
(A) Epidemic Disease	<p>The safety concern of employees and people around who may have risk of catching the epidemic disease.</p>	<p>1. Closely monitoring the situation while following the rules and regulations of the law and lets the personnel to work from home.</p> <p>2. Adjusting the working time in both the office and service operation by employees are able to work from home.</p> <p>3. Providing and delivering disinfectant and mask to various organizations. This includes cleaning the contact surface and spraying disinfectant regularly for a reasonable period of time, by employees of the Company.</p>

Risk	Impact	Risk Management
2. Social Risks (Continued)		
2.3 Emerging Risk		
(B) Cyber Threat	Impact on the hardware, software, and information system. This can come in many forms, such as dangers to the electrical distribution system, modifications to the software, malware, viruses, unauthorized access to the operating system, etc. may affect the system hardware. These threats may damage the corporate network or steal confidential business information. Or misuse the Company's data which may damage the operation of the Company greatly.	<p>1. Monitoring the situation and being on guard for new cybernetic threats. Including regular drills of cyber-attack threat response plans and disaster recovery plans to be able to respond to the incident promptly, this will let the Company be able to minimize the damage of the information system.</p> <p>2. Establishing and announcing policies and guidelines for the use of the information technology and communication system to all levels of the employees to raise awareness of the technology usage, as it will protect the Company's assets as well as the employee's personal information.</p> <p>3. Establishing the credentials system on a hierarchical basis and as needed. To prevent unauthorized access to information from anonymous users or accessed by unauthorized users or unauthorized persons.</p> <p>4. Increasing the security of the website by setting up measures to prevent a cyber-attack such as Web Application Firewall or DDoS.</p> <p>5. The Company employees are being careful when using the internet as well as avoid visiting inappropriate websites.</p>
(C) Technological and Social Changes.	<p>1. The life needs of people in society have changed. This has made the Company services which focus on safety from the accidents to be inadequate.</p> <p>2. The development of electrical systems which replace the usage of oil may reduce the demand and production of fuel may affect the overall chain industry slowdown in the same direction, which affect the income and operations of the company.</p> <p>3. Adjustment of the employees.</p>	<p>1. Expanding the services to other industrial sectors to a complete range of service and increase the service objectives to create added value and sterilization in the product lines such as medical, agricultural, consumer products including wastewater treatment, etc., which is a growing industry and has opportunities for continuous expansion.</p> <p>2. Adjusting the organization chart to be in line with the current business direction according to the era.</p> <p>3. adjusting the work regulations in the organization to have more flexibility and order, to reduce unnecessary costs by using various applications to lower variable costs and increase productivity.</p> <p>4. Developing the employees' knowledge and understanding in line with the advancement of new technologies, including digital technology changes.</p> <p>5. The Company also collaborates with partners and educational institutions to develop technology, innovation and personnel</p>

Risk	Impact	Risk Management
2. Social Risks (Continued)		
2.4 PDPA Risk		
(A) PDPA	Failure to comply with regulations may lead to damages to the Company's reputation, fines and prosecution.	Studying the guidelines for compliance and regulations on the protection of personal information under the Personal Data Protection Act 2019 (PDPA), which will take effect in 2021, all parties involved have to expedite the process, there is also a meeting to plan the policy, regulation and also the management of the Company information.
3. Environmental Risk		
(A) Environment	<p>1. The risk of radiation leakage and the danger of disposing of residual material from the improper disposing procedure.</p> <p>2. The Company also recognizes the emissions of carbon dioxide from the usage of cars as a means of transportation to provide services at the customer's premises.</p>	<p>1. Complying with the rules and regulations set by the international standards or the public and the private sectors, for example: the regulation on radiation usage by the Office of Atoms for Peace, Ministry of Science and Technology, the regulations set by the Department of Business Energy, Ministry of Energy, and ASNT standards, etc..</p> <p>2. Correctly disposing of the wastes left over from the services.</p> <p>3. Training the employees, workers, and contractors together every time before starting works in order for well-understanding of their duties, responsibilities as well as how to act in an emergency situation.</p> <p>4. Following the regulations of the area diligently and transports with a specialized vehicle promptly to prevent the impacts on the lives, properties, communities and the surrounding environment. For the past 39 years of being in the business, the Company has never once filed complaints or faced any disputes regarding the environment.</p> <p>5. Install the GPS tracking system on the company's vehicle to prevent inappropriate usage, this will reduce the carbon footprint while not contributing to commercial benefit to the organization.</p>
4. Risks from Other Factors		
(A) Political Risk	Political stability helps to support economic and social development. At the same time, if political uncertainty retards confidence in economics and corporate governance, and cannot motivate the investors, both domestic and overseas, it will affect both the whole industry and the inspection industry.	Avoiding involvement in unfair business behaviour and accelerating the development of NDT personnel with potentiality and efficiency and expanding the business steadily both domestic and other countries with high business growth, which has already been performed, for example in Lao People's Democratic Republic (PDR. Laos), the Republic of the Union of Myanmar and the Republic of Indonesia, etc.

Risk	Impact	Risk Management
4. Risks from Other Factors (Continued)		
(B) Governance Agency	<p>The Company's business involves safety and security of human lives, property and the environment, as well as being regulated by many rules and regulations of the independent entities and the governmental organizations concerned. These rules and regulations have been modified and updated in content currently and continually. Although the compliance with the rules and regulations will incur additional costs of services, the more social rules and the easier management will occur.</p>	<p>Monitoring and complying with the government policies and regulatory requirements closely to accommodate any consequences and allow effective business management.</p>
(C) Shareholders Meeting's Votes Control from the major shareholders	<p>The Major Shareholder of the Company is the Miss Chomdeun Satavuthi family, consisting of Miss Chomdeun Satavuthi / Mr.Krirkkiat Satavuthi / Mrs.Juraisri Satavuthi / Mr.Anusorn Satavuthi / Miss Rassiya Satavuthi / Mr.Suwat Dangphibulskul and Mr. Thanun Satavuthi, herein referred to as "the Major Shareholders", control the percentage of the shares equal to 53.30% of the total shares already sold and is considered acting in concert, according to the Capital Market Commission Board announcement (TorJor.7/2552) under "The specifications of relationship or behavior described as 'acting in concert' in order to assert the owner's rights to vote and still maintains the authority as the signatory and the Executive of the Company. Therefore, the Major Shareholders has the authority in management and control the votes in most of the significant meetings, except legal matters or the Company's regulations which states that the accepted votes of the shareholders meeting must be no less than 3/4 of the number of shareholders present and has the right to vote in the case of a refusal. In other words, other shareholders in the meeting which has the right to vote may not be able to gather enough votes to refuse or balance out the management of the Major Shareholders.</p>	<p>The Board of Directors have set up the policies and the transaction procedures by the directors, the Major Shareholders or the authorized personnel including individuals that may have conflicts of interests, must report and be granted an approval from the Audit Committee in all cases before proposing to the Board of Directors meeting for consideration and notify the Stock Exchange of Thailand within the next working day immediately in order to prevent the leakages of internal data and investment related information to be used for personal gains and to stop any possible conflict of interests that may arise. As a result, any approvals for the transactions must be beneficial, fair and reasonable, including being within the limitation and prices of the market, to which the Audit Committee will follow up all related transactions every quarter. This is done by having the internal control team to conduct the audit and the directors, who are related and/or have the stakes, will not be in the meeting and cannot vote during the Board of Directors meeting.</p>

Report of the Audit Committee

Dear Valued Shareholders

The Audit Committee of Thai NDT Public Company Limited comprises of three Independent Directors, All of the Audit Committee members are not executives, employees, or consultants of the Company and possess all required qualifications as stipulated by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). The Audit Committee has performed their duties as authorized by the Board of Directors, and has strictly adhered to the Charter of the Audit Committee. The Committee's duties were to monitor and focus the Company on the compliance with Good Corporate Governance, the appropriateness of Risk Management, the efficiency and effectiveness of Internal Control and Internal Audit System, the development and improvement of audit process in accordance with the modification of circumstances, including determining the measure of anti-corruption to suit for the risk. In all, the Audit Committee has performed its duties independently and impartially, in line with the guidelines and practices of the Audit Committee of the SEC and the SET. In year 2020, the members of the Audit Committee's meeting attendance were namely as follows: -

No.	Name	Position	Attendance
1.	Dr. Wicha Jivalai	Independent Director / Chairman of the NRC Committee	2 / 2
2.	Mr. Vichai Watcharavattanakul	Independent Director / Member of the NRC Committee	2 / 2
3.	Mr. Chaya Jivakate	Non-Executive Director / Member of the NRC Committee	2 / 2

In addition, the Audit Committee had convened the meetings between non-executive directors, external auditors, and internal auditors, in the relevant agenda to discuss various issues regarding the managements which were interesting, without participation by the Executives. In the year 2020, there were 4 meetings convened.

The Results of the Audit Committee's performance on significant issues can be summarized as follows: -

1. The Review of the quarterly and annual financial statements of 2020.

The Audit Committee has reviewed the Company's quarterly and annual financial statements, the connected transactions and conflict of interests as well as relevant financial reports of the Company and its subsidiaries. Together with the external auditors, the Committee concluded that the Company's financial statements, financial reports have been prepared with appropriateness in all its major contents according to Thai Financial Reporting Standard - TFRS and legal requirements. The appropriate accounting records, scopes of audit and the adequate disclosure as well as the monitoring were done on disclosure of relevant transactions, as well as the preparation of the management discussion and analysis (MD&A). Besides, there were also the review of disclosure of connected transactions between the Company and its subsidiaries, and among the connected persons, including the audit of the related party transaction, accompanying with statement of auditors, internal auditors and other officials concerned. Monitoring the financial liquidity and ability of debt repayment together with the management were done as well. These were to ensure that the Company has prepared the financial statements as per the regulations and disclosed all correct relevant transactions to comply with the regulations set forth by the Stock Exchange of Thailand. In 2020, there were 1 meeting convened with only the external auditors, and were held without attendance of the Company's Executives, in order for the external auditors' independence in their duties and opinions.

Having carried out the responsibilities, the Audit Committee was of the opinion that the financial statements of the Company for the year ended 31 December 2020 has been prepared in accordance with the financial reporting standards of Thailand with reliable, transparency and adequate disclosure. The external auditors have commented on the report of the independent auditors, which were presented to the Board of Directors of the Company and its shareholders, and no significant observations.

2. Assessment and Monitoring of Internal Control System and Internal Audit.

The Audit Committee has reviewed the reports of Independence and Internal auditors (Audit Team) for the internal control systems and internal audit, together with determined the scope of work to include all significant and necessary business and working procedures by emphasizing on sustainable development and continuity. In addition, recommendations, review and improvement of internal audit process and risk management have been done for more efficient by focusing on risk assessment on the activities which covered the significant and high-risk entities. The Committee has encouraged to maximize operational efficiency and also considered the internal audit reports and monitored the correction of essential issues, reviewed of the budget preparation and human resources management in personnel, expertise, experience, and assessed for annual performance of the internal audit. The Audit Committee agreed that the Company's internal audit was conducted with appropriateness covering risk factors, consistent with changes in the environment and various situations both inside and outside, effectiveness in business performance, sufficient disclosure of comprehensive information, appropriateness in the Company's assets protection and found no major fraudulent incidents, conformed to the external auditors' conduct, reported no major fraudulent incidents on the Company's Financial Statements.

3. Monitoring the assessment of Risk Management.

The Audit Committee monitored the policies and planning of risks management along with the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in the form of Enterprise Risk Management or COSO ERM with 5 elements of which covered the guidelines for determining the policies of management, operations and risk management, so as to reduce or control the risks both the internal and external factors together with the overseas businesses. Moreover, the Committee monitored the Company's operational system and the adequacy of risks control system in order for everyone in the Company to realize the risk and to be mutual responsible by both executives and employees. The Audit Committee was of opinion that the system of the Company's risk assessment, risk management of business operations in all internal and external factors were adequate and efficient to manage the risk and reduced the impact of any potential to be in its risk appetite level.

4. Monitoring the Prevention and Anti-Corruption.

The Audit Committee has reviewed the policies and the measures of prevention and anti-corruption, together with regular corruption risk assessment in business operation which might occur in all processes, including determining the appropriate anti-corruption measures. Moreover, the Committee has reviewed the internal audit team's process of monitoring and assessing the employees' results of operations, as well as promoting and encouraging the awareness in performing their duties with honesty, transparency, and was of opinion that the Anti-Corruption Policy was performed on each activities of operations. The Committee has self-assessed on anti-corruption measures in accordance with the requirements of Thai Institute of Directors and found that the prevention and anti-corruption measures in business operations were sufficient. Furthermore, there were various communicate channels for whistleblowing / complaints, the suspicious complaints regarding fraudulent actions would be submitted to the Audit Committee / Independent Director. There were channels disclosure on www.tndt.co.th, the Annual Disclosure Information (56-1), Annual Report (56-2), Corporate Governance Manual, Code of Business Conduct. Moreover, there was a measure of whistle - blowing / complainant protection to prevent and manage the risks of corruption that might incur in any performances of the Company. In year 2020, no any relevant report or misconduct relating to the corruption of the Company and/or affiliated was found.

Although the Company has not participated in a declaration on CAC yet, the Company has practiced in anti-corruption policy for an explicit guideline to operate the businesses and develop to the sustainability of the organization.

5. Monitoring of Good Corporate Governance, Corporate Social Responsibility, and Compliance with the Rules, Regulations and Law related to Business Operations.

The Committee has monitored the code of business conduct, corporate governance and was of opinion that the Company has complied with the Code of Business Conduct and the Corporate Governance which has been merged with the new CG Code. Besides, the Company was committed to sustain the business practices guidelines under corporate governance by adhering to operate on the basis of Responsibility to Corporate Social, Community and Environment.

The Audit Committee monitored the Company's compliance with the Regulations and the Requirements of the SEC and the SET, and other relevant standards pertaining to its business and performances and was of opinion that the Company has complied with relevant regulatory requirements and no significant deficiencies were found.

6. Assessment of the Performance and the Appointment of Certified External Auditors for the year 2020.

The Audit Committee was satisfied with the results of the independent assessment, the professionalism, and the expertise of the certified external auditors in the past year, as well as the qualifications were in accordance with the regulations of the Public Company Act, the SET and the SEC, which defined that the auditor must have no shares, no any other services than auditor, no relationship or transaction with the Company, its subsidiaries, Directors, major shareholders or the connected person, should be independent to audit, and comment on the financial statements of the Company and its subsidiaries. In all, their performances were satisfactory, and the arrangements of financial statements were timely. The Committee has reviewed all appropriateness and appointed the auditors, including having determined remuneration and presented those to the Board of Directors seeking for approval of the shareholders on the Annual General Meeting. They are:-

- | | | | |
|------------------|----------------|--------------------------|--------|
| 1. Mr. Pisit | Chiwaruengroch | Auditor Licence No. 2803 | and/or |
| 2. Mr. Akadet | Pliensakul | Auditor Licence No. 5389 | and/or |
| 3. Miss Kornthip | Wanichwisedkul | Auditor Licence No. 6947 | |

of M.R. & ASSOCIATES Co., Ltd. to be the auditors of the Company and its subsidiaries for 2020. The Audit Committee also expressed its opinion and proposed the auditors' remuneration such as quarterly and annual audit fees, monitoring for BOI fee and other services fee.

7. Monitoring of relevant Transactions which may have conflicts of interests and the Information Technology System.

The Audit Committee has monitored the relevant transactions which might have conflicts of interests between the Company & affiliated and the Executives, the Board, the Shareholders, or those related to the Company, to prevent the Company's assets, information and opportunities to be improper utilized and unauthorized. The transactions would be considered by adhering to the principles of fairness, transparency, adequate information and timely disclosure, ascertain and best interests of the Company. The Audit Committee concluded that the connected transactions or the conflict of interests for the past year were conducted on appropriate and reasonable business practices, completely complied with the stipulated business conditions, the regulations of the SEC and the SET.

8. Reviewing the Information Technology System.

The Audit Committee has considered and promoted to set up the policy and measures to prevent access and safety control of the usage of information technology and internal information to be in the availability of information regularly, provided the information access in the order of employees' duty and position. In addition, there was a system to prevent damage of information technology which might be utilized dishonestly, or changing information without permission, or taking advantage of confidential information that might affect the price of securities, preventing the pursuit of personal benefits and the related persons. The Committee would monitor the internal control systems, through the auditing by the internal audit team. In the year 2020, the information technology usage was not found inappropriately.

9. The Review and Practice of the Charter of the Audit Committee

The Audit Committee has reviewed the charter of the Audit Committee annually, in compliance with the Rules and Practices under the Good Corporate Governance, as well as the rules and regulations of the SEC and the SET, together with the direction of the organization. The Committee has regularly and entirely practiced on the Charter of the Audit Committee.

10. Considering the Self-Assessment.

The Audit Committee has performed individually and entirely for self-assessment according to the Good Practices of the SET and the Good Corporate Governance, together with the opinions upon the Committee's previous performances. The Audit Committee was of the opinion that its self-assessment was excellent, rendered its effectiveness and achieved the objectives set by the Company's Board of Directors sufficiently and completely. The self-assessments should be reported annually to the Board of Director.



(Dr. Wicha Jiwalai)

Chairman of the Audit Committee

Report of the Nomination and Remuneration Committee

Dear Valued Shareholders,

The Nomination and Remuneration Committee (NRC) of Thai NDT Public Company Limited comprises of three members, who are knowledgeable on the roles and corporate governance, being independent, reliable, prudent and time devotee on the duties, being fairness in nomination and election with transparency to nominate the Company's Directors and the Top Executives (Managing Director and Deputy Managing Director), including determining the Policy of Remuneration and Other Benefits for the Directors and Managing Director with appropriate and fairness. In addition, on the agenda of the Directors having conflict of interest, those Directors will abstain in that agenda. In the year 2020, the members of the Nomination and Remuneration Committee's meeting attendance were namely as follows:-

No.	Name	Position	Attendance
1.	Dr. Wicha Jivalai	Independent Director / Chairman of the NRC Committee	2 / 2
2.	Mr. Vichai Watcharavattanakul	Independent Director / Member of the NRC Committee	2 / 2
3.	Mr. Chaya Jivakate	Non-Executive Director / Member of the NRC Committee	2 / 2

The Results of the Nomination and Remuneration Committee's performance on significant issues can be summarized as follows:

1. Determine guidelines and policies of the Nomination of the Company's Directors and the Top Executives.

The Nomination and Remuneration Committee (NRC) determines and reviews annually the guidelines and policies of the nomination and selection of persons to be nominated as Directors to replace those who retired by rotation, the Top Executives are as well. In year 2019, the Committee has carefully considered the qualification of the three Directors in compliance with the related Rules and Regulations of the Public Company Act B.E.2535 (1992) and the Securities and Stock Exchange Act, Manual of Company's Corporate Governance and Director Qualifications which were appropriate for the Company's business operations and listed on the Company Website (www.tndt.co.th) in the Sustainability section under the title of **"Corporate Governance - Corporate Governance Policy - Principle 3 : Strengthen Board Effectiveness"**, on **"the Form 56-1 One Report 2020"**, in the topic of **"Selection of Board Members and Top Executives"**. Moreover, the knowledge, qualifications, past experiences and expertise for the best interests of the Company's business operations, the past performance of Directors, NRC Members, AC Members and Top Executives would be considered. In the past, the 3 NRC Members have been selected and proposed to the Board of Directors to carefully consider the qualifications which would be eligible for the Company's business, the Members of NRC who had conflict of interest, or the Directors who were considered would abstain from the nomination. Furthermore, the 3 Nominated Personnel would be proposed and approved by the General Meeting of Shareholders No. 14/2020.

In addition, as the Board of Directors' Meeting No. 7/2020, the Nomination and Remuneration Committee has monitored the Company Secretary and the Company to allow the shareholders to nominate candidates for election as Directors in the Annual General Meeting of Shareholders for the year 2021, which was distributed to the shareholders through the Stock Exchange of Thailand and the Company Website (www.tndt.co.th) during January 4, 2021 to February 3, 2021.

2. Determine Guidelines and Policies of the Remuneration of the Company's Directors and the Top Executives.

2.1 Remuneration of the Directors

Determining appropriateness by comparing to other companies in the similar fields and in the same level, the survey data on the remuneration of the Stock Exchange of Thailand, the business expansion, the results of operations, the growth of the Company's profit, together with the duties and responsibilities in the past year both normal and assigned duties, as well as in compliance with the Company's strategies and long-term goals. They would be presented to the Board of Directors and proposed to the shareholders for approval by the Annual General Meeting of Shareholders later. The NRC was of the opinion that the Company's criteria remained appropriate.

2.2 Remuneration of the Top Executives.

Determining by taking into the business expansion, results of operations and the growth of Company's profits, including the results of the performances and the duties and responsibilities according to strategic objectives in the past year, as well as in compliance with the Company's strategies and long-term goals, and presented to the Board of Directors for approval and managerial proceeding later. The NRC was of the opinion that the Company's criteria remained appropriate.

3. Development Plan for Directors.

The Nomination and Remuneration Committee (NRC) has governed the development plan (Skill Matrix) for the Board and Committees to develop skills, knowledges and capabilities involved, including any renewing of the Laws, Rules and Regulations which were related to the business, by focusing on the performance on the Directors' duties to achieve the objectives, goals and the best interests of the organization, which the skill matrix were set up by the SEC, SET, the Capital Market Commission, Thai Institute of Directors and etc. For the New Directors, they were required to attend the orientation of the Board of Directors according to the SET Guidance, in order to acknowledge the significant information of the Company's operations, duties and responsibilities, guidance on the law, rules and regulations, notices and conditions as being the Directors in the listed company of SET. The NRC and was of the opinion that the Development Plan remained appropriate.

In year 2020, the 2 Directors have attended the training to develop their knowledges for 8 courses.

4. Review and Practice on the Charter of the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee has reviewed the charter of the Nomination and Remuneration Committee annually, in order to comply with the Rules and Guidelines under the good corporate governance, as well as compliance with the Rules and Regulations of the Securities and Exchange Commission, together with the direction of organization and other concerned. The Nomination and Remuneration Committee has completely practiced on the Charter of the Nomination and Remuneration Committee. The NRC was of the opinion that the Charter of the NRC remained appropriate.

5. Consider and Review the performance assessment forms of the Board of Directors and Managing Director.

The Committee has considered and reviewed the entire and individual performance assessment forms of the Board of Directors, the assessment of the adequacy of internal control, the performance assessment forms of the Managing Director by comparison with the assessment of SET and applied to suit for the organization, in order to develop their duties efficiently and to be partial factor to consider the annual remuneration of the Board of Directors and Managing Director. The NRC was of the opinion that the assessment forms remained appropriate.

6. Consider the Self - Assessment.

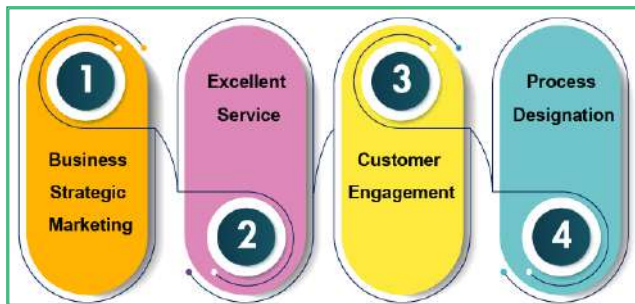
In the past year, the Nomination and Remuneration Committee has reviewed its performance and the compliance with the Corporate Governance, together with the Board of Directors' opinion in the Nomination and Remuneration Committee's assessment. The Committee was of opinion that its entire and individual assessment were excellent, rendered its effectiveness and completely achieved the objectives set by the Board of Directors and reported their annual assessment to the Board of Directors.



(Dr. Wicha Jiwalai)

Chairman of the Audit Committee

The Company's main business is the professional testing and inspection in engineering by utilizing the Non-Destructive Testing (NDT) in order to ensure the safety of the industrial sectors which involve the high risks and the large structures, etc. In other words, this is the business that has a direct responsibility to the community, society and the environment (CSR). The Company has grasped the necessity of operating its business with the utmost responsibility. In addition, the Company has diversified the business line by focusing on clean energy groups such as solar and biomass, to reduce the impact on the environment and mitigate climate change, along with the development of personnel to support the change according to the era and the rapid diversification of technology. These factors would determine the growth of the organization. Meanwhile, the Company has practiced along with the CSR policy throughout the 39 years of operating the business.



<< VALUE CHAIN >>

Overview Policies

Since the main business involves Health, Safety, Security and Environment (HSSE), the Company must perform with the highest responsibility, and being in line with the theoretical principles. The Company must uphold the ethics and code of business conduct, moral principles and good virtue, has a good corporate governance that follows both the regulations of the public and private sectors in all activities involving the operation of the business and also refuses and opposes all forms of corruption in both the public and the private sectors., in order to create credibility in the industrial sector, together with supporting the expansion plan according to the Company's strategies in the future.

Visions

The Company strives to manage the business by adhering code of business conduct, ethics, morals and good virtue and fairly operate in compliance with the laws and regulations, all groups of stakeholders are confident in the Management of the Company. The Company also diversify to other business lines as opportunities, along with developing personnel for more quality and efficiency in order to propel the organization to develop in accordance with the changes of the era, and creates equality value for all stakeholders, under the concept of **"Visionary For Smart Decision"**, leading the Organization to the success and sustainable growth in operating the business.

Missions

Propel the organization by accelerating the development of all factors which promote sustainable business growth, there are personnel, processes and business partners in the AEC countries, by adhering to operate the business with ethics, code of business conduct and morals along with responsibility to the community, society and the environment, as always practices as follows:-

Sustainable Framework



Standard and Regulations

- Sustainable Organization -

SMART VISIONARY

Raising awareness and self-learning process development for employees at all levels to access the entire information and equal perception, by encouraging employees to strive to develop their skills and efficiency. These are to jointly develop the service process to be able to respond to the needs of the customers' objectives, leading to the mutual goal of success, by strictly complying with the international standards, rules, laws, regulations, and others of all related agencies under the fairness competition.

SMART PEOPLE

To inspire and support employees at all levels equally according to their individual abilities, to develop skills and expertise according to their own abilities, jointly inventing and developing new innovations of tools and equipment and the methods of services provided for the commercial benefits while emphasizing safety and control the impacts that may occur. These are resulting in a better quality of life for employees, including passing on to the family and surrounding society, and achieving the goals as intended by strictly complying with the international standards, rules, laws, regulations, and others of all related agencies under the fairness competition.

SMART PROTECTION

Raising awareness and enhancing the service level in all service locations by management, developing tools, equipment, and methods of services provided that will reduce the impact on society, community, and environment, by strictly complying with the international standards, rules, laws, regulations, and others of all related agencies under the fairness competition.

Sustainable Development Committee

The Board of Directors has assigned the Company to establish the Sustainable Development Committee of TNDT (Company) (Sustainable Development Committee: TNDT-SDC) (Board of Directors), which consists of “Deputy Managing Director” as the chairman, including senior executives and supervisors of all levels, as well as employees from all departments of the Company and its subsidiaries to become a member with the authority to support and impel to achieve sustainability management in the area of “Sustainability Management Policy Announcement” “Sustainability Management Strategy Formulation” as well as “Sustainability Management Framework” as a guideline to create a balance between Business operation and responding to the expectations of the stakeholders as well as operating the business in accordance with the principles of Good Governance (CG) that takes into account the creation of maximization benefits for all stakeholders equitably in accordance with the Code of Business Conduct covering the economic, social and environmental aspects in order to determine policies, strategies and plans that are consistent with the goals of the Company and is the relevant international standard.

Reporting Guidelines

The Company operates its business based on the 8 corporate social responsibilities guidelines as regulated by the Securities Exchange of Thailand, the “CSR Guidelines” of the Securities and Exchange Commission and the Corporate Social Responsibilities Guidelines by the Corporate Social Responsibility Institute (CSRI) of the Stock Exchange of Thailand, together with the Guidelines of Global Reporting Initiative - GRI : G4 as the main practice in both the main office and the branch offices, also in the form of social responsibility reports so that the business can be conducted orderly, transparent, fair, accessible and verifiable. As a result, all stakeholders are confidence in the management, leading to success in sustainable business operation.

In year 2020, the Company was aware of the rights and roles of all groups of stakeholders equally and fairly as follows;

1. Corporate Governance

The Board of Directors encourages the Company to uphold and prioritize the management according to the code of business conduct, and the good corporate governance. This includes both the organizational structure and the management strategy which has specific roles and systematic work procedures that are transparent and verifiable, for example clearly defining of visions and strategies, being transparent in the business operations, taking care of the safety for the employees, properties and the environment within the organization and the surrounding communities, and also to follow the regulations and enforcements of the Company including those of the Stock Exchange of Thailand, the Securities and Exchange Commission and any other related to business laws. To this, the Board of Directors and the employees have always adhered to the practice in order to create the standard of the business that all groups of stakeholders can trust, strengthen the image of the Company and lead to the development of sustainable business.

In 2020, the Company has been assessed for Corporate Governance Responsibility (CGR) on “**Excellent Level**” for 5 consecutive years. The Company will maintain the quality of management and monitoring, including further development.



Companies with Excellent CG Scoring

2. Fair Operating Practices

The Company determines to provide the service with utmost responsibility to health, properties and environment by upholding the integrity, fairness, attentiveness and the quality of the services on the basis of code of business conduct, professional ethics, the international standards laws and regulations from the first step of the procedure to the delivery of the testing results to the industrial sectors or to the customers with precision and accuracy, guaranteeing the quality and safety in each steps. The procedures or the inspected work piece, including the quotation of the price according to the regulations are done fairly and appropriately. The advices are given, the service instruction are introduced, and the appropriate tools and equipment are used according to the business of the customers within the regulating standard as specified fully in the contract while maintaining the customers' confidentiality.

In 2020, the Company received the score of the satisfaction surveys at 100% from customers, in the title of **"Priorities for the future"**. (Please see the title of **"Corporate Governance, Principle 5 : Nurture Innovation and Responsible Business"**, page 109)

3. Anti-Corruption Policy

3.1 The Board of Directors aims to operate the business with honesty, integrity and emphasizes the responsibility to the community and to all groups of stakeholders and strictly follows the good corporate governance policies, including ethics, code of business conduct and the Company's work procedures. Therefore, the Company was of opinion to set up the anti-corruption policy to act as a guideline in conducting business and to develop to a sustainable organization.

3.2 In order to protect and control the risk of fraud in business operations, the anti-corruption policy shall be trained and publicized to all the employees in the organization. They are prohibited from engaging or accepting corruptions in all forms, be it for the direct or indirect benefits to self, customers or any groups of stakeholders. This includes all businesses and departments relating to the Company with no regards of any consequences to the profits or any other assets of the Company.

3.3 The anti-corruption policy was monitored, reviewed and assessed at least once a year, as well as the practical and requirements revision of the procedures in accordance with the remodelling of the business, regulations and the legal requirements.

In 2020, the Company has signed cooperation with customers in operating in compliance with morality and ethics by adhering to the responsibility to stakeholders, including prevention and anti-corruption, for example, J.J. Advanced Products (Thailand) Co., Ltd. / PTT Global Chemical Pcl. / . HMC Polymers Co., Ltd., etc.

4. Respect for Human Rights and Fair Labor Practice

The Company set up the policies and regulations under fundamental rights which the employees and their families are entitled to, with regards to the fairness, equality or greater than the basic standards which the employees should entirely be given. These are :-

4.1 Distributing the benefits and incentives appropriate to the skills, equally and fairly.

4.2 Provide a good work place atmosphere, co-working spaces, the knowledge center both the online through the Company's website (www.tndt.co.th) and the library in the office. including preparing the necessary equipment to prevent accidents from work.

4.3 No violation of privacy.

4.4 Support and encourage the employees to constantly develop their skills, study visit, attend seminar, and train both inside & outside of the organization and overseas training in order to develop new techniques according to the era and improve professional proficiency which will increase the quality, efficiency and adequacy of customer services in all process, as well as supporting new business lines of the Company.

4.5 Provide safety equipment and systems according to the rules and regulations for the employees, customers and the communities in order to prevent accidents from operation which may affect the lives, properties, environment and the reputation of the customers.

4.6 Encourage the employees to apply their skills in research and development to invent equipment, tools or new innovations which are practical, international standardized in order for the cost effectiveness of the organization and the customers.

4.7 Provide the recreation area for the employees to relax or exercise, for example table-tennis tables, soccer pitches, petanque courts and courtyard for activities / parties on various occasions and etc.

4.8 Allow the employees to complain or suggest any topics concerning the business operations via channels such as Comment Box / E-Mail / postal / Human Resource Department / Company's questionnaires, etc. The Company will not disclose any information of the complainants.

In 2020, the Company has obtained an outstanding establishment award from the Ministry of Labor on September 21, 2020, for labor relations and labor welfare at the national level. Meanwhile, the Company has strictly implemented guidelines to prevent and solve drug problems in the workplace. These were for employees' good quality of lives, free from the drugs. For last year, there were random checks of alcohol and drug to 80 employees (6,951 times), no drugs addict was found at all.

Additionally, the Company was always aware of employees, the key factors of the organization, and tried to improve and provide good welfare for employees to relax and happy in their working time, such as providing the area for Muslim prayers, setting up the breast milk and first aid room, including a campaign not to threaten sexuality, etc., as well as co-working spaces, and recreation together. The Welfare Committee, comprised of employees' representative of each division, has provided activities to enhance the unity among employees, having the opportunity to share ideas and proposing their opinions openly, as well as solving problems in the workplace together to promote working in the same direction appropriately and sustainably.



5. Consumer Responsibility

5.1 The Company emphasizes greatly on the rights of the customers and the co-workers in the operating area. There are trainings in cooperation with the customers regularly in order to provide knowledges and better understandings to the customers and their subsidiaries, for example NDT basic knowledge course, radiation safety training, basic knowledge of inspection and radiation emergency drills, in order that both the customers and the Company can benefit from the mutual understanding of the safety precautions and the services of the Company.

5.2 Services: High efficiency for high quality in every step.

5.2.1 Business Operations comply with the international standard procedures such as ASTM, ASME, etc. This includes the laws and regulations of related public entities, for example the Department of Energy Business, Office of Atoms for Peace or Thailand Institute of Nuclear Technology.

5.2.2 Employ knowledgeable and specialized personnel who have been certified to the international standards, for example ASNT, API, ZSWIP, etc. Perform the task and report the outcomes according to the code of business conduct, moral and good virtue with precision, accuracy to meet the standards dictated and prohibit to change the results untruthfully.

5.2.3 Use modern, high quality tools and equipment which meet the international standards and the better development of tools as well. The programs used must be licensed from the producers, as well as be updated and verified while the tools and equipment re-calibrated when the period is due by the producers and certified organizations such as the Office of Atoms for Peace, the Technology Promotion Association (Thai-Japan), Department of Medical Science, including organizations which are certified with ISO17025, for better accuracy of the inspections and results. .

5.2.4 Provide safety equipment and system according to the rules and regulations for the employees, customers and the communities in order to prevent accidents from operating which may affect the lives, properties, environment and the reputation of the customers.

5.2.5 Deliver the results accurately, precisely, completely and within the given time.

5.2.6 Constantly perform customers' satisfaction in order to improve and develop the more efficient services, resulting in the highest level of customers' satisfaction.

In the year 2020, the results of customers' satisfaction surveillances can be seen in the title of **“Corporate Governance under the topic of Principle 5 : Nurture Innovation and Responsible Business”** on the title of **“Customer”** page 109.

6. Environment Conservation

6.1 The Company emphasizes on the rules and regulations which benefit to the social and environment for both public and private sectors, especially in all activities relating to the business operation, for example the regulations for radiation possession and utilization by the Office of Atoms for Peace, Ministry of Science and Technology, the regulations by the Department of Energy Business, Ministry of Energy, including all international regulations and practices.

6.2 The Company promotes the project or activities of Corporate Social Responsibility (CSR) and Environment by the cooperation of the managements and employees in all departments. It allows stakeholders to participate in the activities of the Company in appropriate occasion and time.

6.3 The Company's operations are according to the international standards including all relating regulations when disposing of leftover wastes from the services, such as radioactive wastes, sprays cans or magnetic powder, by returning them to the manufacturers or to the wastes disposal companies that have been licensed by the Department of Industrial Works, so that they can correctly dispose of the leftovers. These companies can correctly dispose of the leftover wastes, which shall not affect or be harmful to the society and environment.

In the year 2020, the Company has disposed of the toxic wastes and unused of materials correctly and properly. The details were as follows :-

1. The Professional Waste Technology (1999) Public Company Limited : the company which proceeded the disposal waste technically and legally, and was licensed with the Department of industrial work. There were :

1. The Professional Waste Technology (1999) Public Company Limited : the company which proceeded the disposal waste technically and legally, and was licensed with the Department of industrial work. There were :

1.1 730 Kilograms of Chemical contaminated cloths.

1.2 510 Kilograms of Radiographic processing chemicals.

1.3 1,220 Kilograms of Waste residual spray cans.

2. The Bangkapi District Office

2.1 9 Kilograms of Batteries and vehicle batteries.

2.2 16 Kilogram of Light bulbs wastes.

3. The Manufacturer

3.1 44 Units of Radioactive wastes.

6.4 The Company encourages employees to use resources and energy efficiently and/or modifies or recycles for the highest benefit, resulting to reduce the cost of operations, as well as to educate the employees regularly in the matters pertaining to the environment.

6.5 The Employees' Campaign of preliminary office waste separation before leaving in a big bucket is to facilitate in disposing, selling and taking as an expense in the activities of the Company.

6.6 Training and publicizing the Policy of Environment to the employees in order them to be aware of and comply with the policy which strictly focus on the standard practices and the environmental laws.

7. Community and Society Development

7.1 The Company aims to understand all of the cultures and traditions in every operating area in order to coexist peacefully.

7.2 The Company is willing to develop and generate the quality of lives, to provide work, to support the activities and help out the people of the communities and societies in appropriate occasion, such as blood donation, joint activities on the national children day, donating old calendars to create Braille letter cards as teaching materials for the visually impaired, donation of max-aluminium ball for the physically disabled, as well as donation of second-hand dolls and toys to underprivileged children on the mountain. The Company also promoted the careers for people with disabilities, by raising pigs, straw mushroom cultivation, and subcontracting work for the disabled. Moreover, the Company has participated in social activities with the maiA, such as joining the maiA VirtualRun for the Thai Red Cross for charity and donation to the Thai Red Cross., etc.

7.3 The Company will not cause a negative impact to the communities near the operating areas and will conserve the environment and the resources in the vicinity.

8. Innovations and the Publicizing of Innovations

The Company has formed the Creative Research and Development Division (CRD) with the knowledge, expertise, and creativity personnel to research, develop and invent tools, equipment to be modernized innovations which are according to international standards and practicable. These are capable to create values to the customers and the Company with more efficiency, more readiness on designated target time, as well as the qualified, accurate and reliable reporting. Since the Company has been approved for the supporting fund from National Innovation Agency (NIA) under the project of **"Technological transformation for financial support"** which was the Government policy of promoting innovations, in the Company's topic of **"the Semi-auto powered X-ray machine for oil and gas pipeline inspection by non-destructive testing"** in the year 2017.

The fund was used to invent the innovation until the completion in November 2018 and such innovation has been actually operated in **"Natural Gas Transmission Line Project No. 5, Part 2"**, during the year 2018-2020, with the project value of approximately 52 million baht and the extension value of approximately 12 million baht of this project, including **"The Oil Pipeline Extension Project to Northeastern Region, from Ayuthaya to Chaiyaphoom"** during the end of 2019 to 2021, with the project value of approximately 27 million baht.

Activities and Events 2020

Social Activities

National Children's Day 2020



TNDT has participated in the National Children's Day 2020 with Bangkok Youth Center every year. Since, the company realizes the importance of Children's Day in order to educate children about their own importance of rights, duties, responsibilities, and discipline towards themselves and society.

Blood donation activities 2020



TNDT places great importance on helping others and donating blood is the most life-saving way people can do. The company organizes such activities annually. The head office will make a donation with the Thai Red Cross Society and the Rayong Branch Office will make a donation to the Rayong Hospital.

Knowledge sharing activities



TNDT takes great pleasure in educating people who have an interest in NEST. On January 27, 2020, the company provided training to Students and faculty members from Thai-French Institute of Technology Innovation.

Give and take happiness activity

TNDT has organized a happiness forwarding activity whereby employees donate things and used items, whether new or second-hand, to cultivate a consciousness and social responsibility (CSR), which is what TNDT has given priority in order to develop personnel to have a positive attitude in sharing as a giver as well as transfer happiness to society.



Give and take happiness to Shantana Foundation



Give and take to villages around the 20 MW power plant project in Myanmar

Activities and Events 2020

Corporate Social Responsibility

Landscape adjustment activity - planting Thuang-flora trees



The Company value and realizes the importance of the environment. Therefore, the Company organized a tree planting activity around the office for the benefit of preserving nature, reducing global warming and helping to improve scenery.

Organize service activities, cleaning roads and traffic islands, adjusting views around the office and surrounding communities. The company takes into account the common interests and mutual support.

Community service activities



Labor and Social Responsibilities

International Women's Day 2020



Attending the 2020 International Women's Day at the Mosaic Grand Convention, organized by the Department of Labor Protection and Welfare to aim to create equality of women workers.



Organize a booth for Job Expo Thailand 2020 to open opportunities and want new generations to join and move with us.



Received the Best Establishment Award on Labor Relations and Labor Welfare 2020 at the national level.

Activities and Events 2020

TNDT Personnel Development Activities

Develop technical skills in inspections and services as well as increase personnel potential by internal training courses that comply with international standards to support customer needs in providing inspection services and creating added value to customer products and services.



Develop training courses and in-house training centers to build and produce technical personnel to support business expansion and business opportunities by continually launching new training courses to provide a comprehensive and comprehensive service in order to respond to market demand and future business expansion goals.



Ability development activities



Safety skills and knowledge development activities



Realize the importance of all life and focus on safety and responsibility in all stakeholders. Employees are provided with Basic Life Support (CPR), First Aid training as well as safety courses in both manual and vehicle.

Activities and events 2020

Activities to preserve beautiful culture and traditions

Merit-making ceremony at the head office



Merit-making at the branch office



Value and maintain the beautiful culture and traditions by not discriminating against race, religion and allowing employees to participate in order to keep the mind and morality.



Chinese New Year, an important festival for Thai people of Chinese descent



Activities and Events 2020

Team Building Activities

Value the importance of personnel of the company. Therefore, the Company organised a retirement party under the name "The day of perseverance to the retirement age proudly" in order to express gratitude to the retired employees who have created benefits for the company throughout the past working life, able to retire proudly and to connect the good relations of the employees in the company.

Retirement day



Happy New Year 2021



Welder working services for employees



Report of the Board of Directors' Accountability to Financial Report

The Board of Directors realized the importance and responsibility for the financial statements of the Company and its subsidiaries which have been disclosed adequately in the Company's notes to the financial statements. The financial statements of the Company for the year ended 31 December 2020 has been prepared, in accordance with the Financial Reporting Standards of Thailand and the Accounting Policies which performed appropriately, transparently, timely, and completely to prevent any corruption or deviate actions. Furthermore, the preparations of financial statements have been considered regularly, carefully and reasonably. The Company have been audited by M.R. & ASSOCIATES Co., Ltd., the Certified Public Accountant, being in line with the SET/SEC Regulations and mentioned in the Annual Report 2020.

As the performance mentioned above, the Board of Directors has appointed the Audit Committee of which comprised 3 Independent Directors with qualification according to SET/SEC Regulations. The Audit Committee has performed its duties independently to be responsible for evaluating the accuracy and transparency of the financial statements as well as relevant financial reports of the Company and its subsidiaries, including the internal control system of each quarter to ensure that the Company has adequate corporate governance, connected transactions and conflict of interests disclosure with transparent and sufficient, compliance with the Rules, Regulations and law related to Business Operations, and proper usage of Information Technology System. The Audit Committee has responsibilities as assigned and the results of performance have been reported to the Board of Directors. The opinion of the Audit Committee has already been disclosed on "the Report of Audit Committee". In the Board of Directors' meeting on February 27, 2021, in which all of the Audit Committee members, management and internal audit team have attended to evaluate the sufficiency of the Company's internal control system for the year 2020, compliance with the SET regulations and COSO guidelines as already specified in the Annual Report 2020.

The Board of Directors, agreed with the Audit Committee, was of the opinion for the financial statements of the Company and subsidiaries for the year ended 31 December 2020 which has been prepared in accordance with the Financial Reporting Standards of Thailand with reliable, transparency and with adequate disclosure. The external auditor has provided opinion on the report of the independent auditors and no significant observations. The Company's internal audit was conducted with appropriateness covering risk management, risk assessment in anti-corruption in all of the Company's activities with sufficient and appropriateness covering the risk factors, effectiveness in business performance and disclosure of comprehensive information, together with having efficiently protected the Company's assets. Moreover, the Company and its subsidiaries have operated the businesses without corruption and in compliance with the rules, regulations and related laws, and found no major fraudulent incidents, which was in line with the opinion of the external auditor reporting with no significant observations on the financial statements of the Company.

Furthermore, the Board has promoted and encouraged the Company and Subsidiaries' Management in continuous developing the quality of the internal control system, the assessment of risk management, the protection and anti-corruption policy, the good corporate governance, including the compliance with rules, regulations, and related laws and the information technology system. These were emphasized for sustainability development with adequate and appropriate to enable the achievement of the established objectives and goals.



(Mr. Suwat Dangpibulskul)
Chairman of the Board



(Miss Chomduen Satavuthi)
Managing Director

1. Financial Information

1.1 Financial Statements

(n) Auditor's Report and Accounting Policy

Auditor's Report which are audited the financial statement of company during the year 2018 - 2020 can be summarized as follows:

Auditor's Report for financial statement which are present consolidated of financial position of the company at the end December 31, 2018 which audited by Mr. Akaradech Plieansakul, Certified Public Accountant Registration No. 5389 from M. R. & Associates Company Limited. The Opinion of auditor's are unqualified that the consolidated statement of financial position of Thai Nondestructive Testing Public Company Limited and subsidiary at the year ended December 31, 2018 and consolidated statement of profit and loss and consolidated statement of cash flow for the year then ended and separate financial statements that are present of financial position of Thai Nondestructive Testing Public Company Limited at the year ended December 31, 2018 with performance and cash flow for the year then ended are fairly in accordance with Thai Financial Reporting Standards.

Auditor's Report for financial statement which are present consolidated of financial position of the company at the end December 31, 2019 which audited by Mr. Akaradech Plieansakul, Certified Public Accountant Registration No. 5389 from M. R. & Associates Company Limited. The Opinion of auditor's are unqualified that the consolidated statement of financial position of Thai Nondestructive Testing Public Company Limited and subsidiary at the year ended December 31, 2019 and consolidated statement of profit and loss and consolidated statement of cash flow for the year then ended and separate financial statements that are present of financial position of Thai Nondestructive Testing Public Company Limited at the year ended December 31, 2019 with performance and cash flow for the year then ended are fairly in accordance with Thai Financial Reporting Standards.

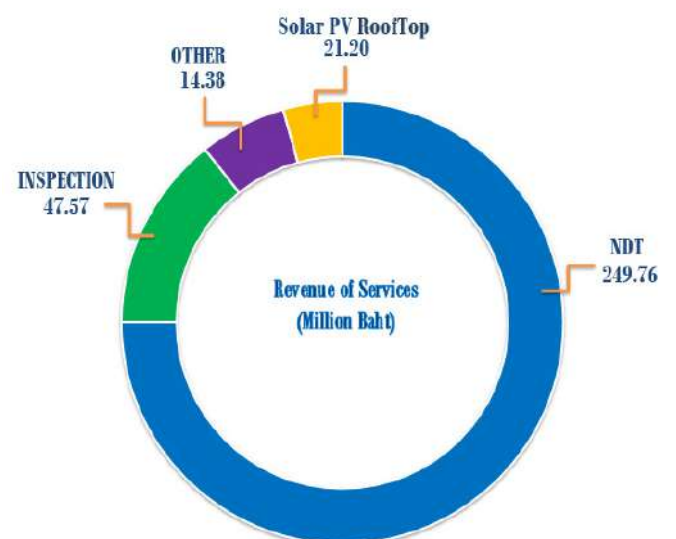
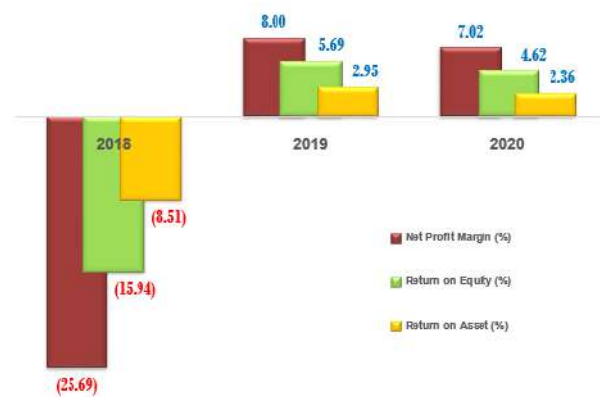
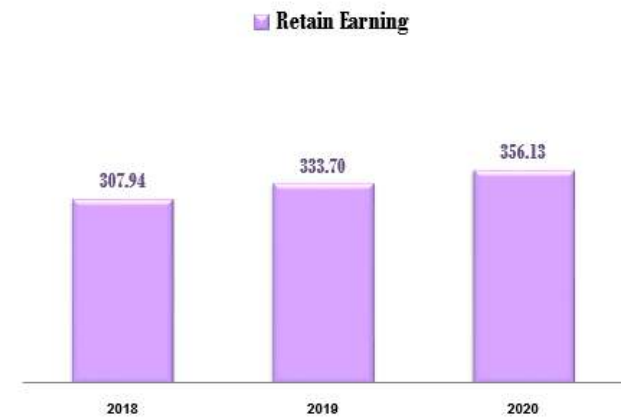
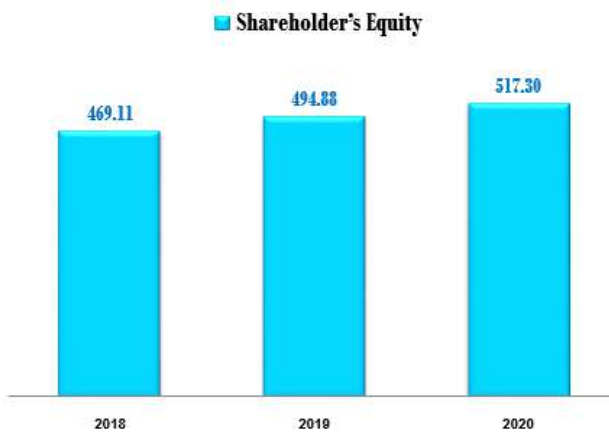
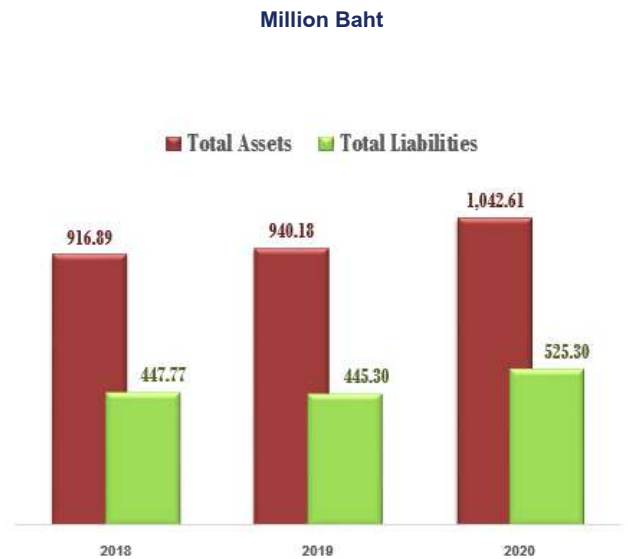
Auditor's Report for financial statement which are present consolidated of financial position of the company at the end December 31, 2020 which audited by Mr. Akaradech Plieansakul, Certified Public Accountant Registration No. 5389 from M. R. & Associates Company Limited. The Opinion of auditor's are unqualified that the consolidated statement of financial position of Thai Nondestructive Testing Public Company Limited and subsidiary at the year ended December 31, 2020 and consolidated statement of profit and loss and consolidated statement of cash flow for the year then ended and separate financial statements that are present of financial position of Thai Nondestructive Testing Public Company Limited at the year ended December 31, 2020 with performance and cash flow for the year then ended are fairly in accordance with Thai Financial Reporting Standards.

2. Financial Statement as of December 31, 2020. [The Company Only]

Financial Position / Operating Results (Million Baht)	2018	2019	2020
Total Revenues	316.25	342.67	332.91
Total Cost and Expenses	392.23	307.46	308.22
Gross Profit	71.49	109.20	94.22
Net Profit (Loss)	(81.25)	27.42	23.38
Total Assets	916.89	940.18	1,042.61
Total Liabilities	447.77	445.30	525.30
Shareholder's Equity	469.11	494.88	517.30
Retain Earning (unappropriated)	307.94	333.70	356.13

Financial Ratio	2018	2019	2020
Net Profit (Loss) Margin (%)	(25.69)	8.00	7.02
Return on Equity (%)	(15.94)	5.69	4.62
Return on Asset (%)	(8.51)	2.95	2.36
Debt Equity Ratio (times)	0.95	0.90	1.02
Net Profit (Loss) per Share (Baht)	(0.81)	0.27	0.23
Book Value per Share (Baht)	4.69	4.95	5.17

Revenue of Services (Million Baht)	2018		2019		2020	
	Amount	%	Amount	%	Amount	%
1. Revenue of the Service - NDT	247.40	78.23	280.19	81.77	249.76	75.02
2. Revenue of the Service - Inspection	61.87	19.56	58.33	17.02	47.57	14.29
3. Revenue of the Solar PV RoofTop	0.00	0.00	0.00	0.00	21.20	6.37
Total Revenue of the Services	309.27	97.79	338.52	98.79	318.53	95.68
4. Other Revenue	6.98	2.21	4.15	1.21	14.38	4.32
Total Revenue	316.25	100.00	342.67	100.00	332.91	100.00



3. Summary of Financial Position and Performance

Summary of Statement of Financial Position /Statement of Profit and Loss	Financial Statements of the Company						Consolidated Financial Statements					
	Ended Dec. 31, 2018		Ended Dec. 31, 2019		Ended Dec. 31, 2020		Ended Dec. 31, 2018		Ended Dec. 31, 2019		Ended Dec. 31, 2020	
	Million Bath	%	Million Bath	%	Million Bath	%	Million Bath	%	Million Bath	%	Million Bath	%
Cash and Cash Equivalents	0.83	0.09	2.18	0.23	1.08	0.10	2.86	0.28	4.13	0.39	2.88	0.26
Current investment	0.01	0.00	0.01	0.00	0.01	0.00	0.01	0.00	0.01	0.00	0.01	0.00
Trade Receivables - Net	99.38	10.84	108.13	11.50	110.82	10.63	99.38	9.63	108.13	10.29	110.82	9.95
Current Portion of finance lease receivable - Net	-	-	-	-	0.50	0.05	-	-	-	-	0.50	0.04
Short-term loans to and interest receivable from related persons	-	-	-	-	-	-	5.95	0.58	6.00	0.57	6.05	0.54
Cash Advanced to Subsidiary	311.62	33.99	321.56	34.20	335.96	32.22	-	-	-	-	-	-
Supply	5.59	0.61	5.18	0.55	5.47	0.52	5.59	0.54	5.18	0.49	5.47	0.49
Other current assets												
- Cash advance payment	5.84	0.64	4.91	0.52	4.78	0.46	66.65	6.46	67.50	6.42	68.66	6.16
- Other	12.04	1.31	8.31	0.88	13.30	1.28	14.29	1.38	8.87	0.84	14.70	1.32
Total current assets	435.31	47.48	450.28	47.88	471.92	45.25	194.74	18.87	199.82	19.00	209.09	18.77
Restricted deposits at bank	-	-	-	-	5.00	0.48	0.10	0.01	0.10	0.01	5.11	0.46
Account Receivable which are collection with are expected time period to receive over the years.	20.64	2.25	22.46	2.39	22.58	2.17	20.64	2.00	22.46	2.14	22.58	2.03
Finance lease receivable - Net	-	-	-	-	19.81	1.90	-	-	-	-	19.81	1.78
Loan to Other party - Net	64.79	7.07	63.58	6.76	58.58	5.62	64.79	6.28	63.58	6.05	58.58	5.26
Investment in available-for-sale securi- ties	0.04	0.00	0.04	0.00	0.04	0.00	0.04	0.00	0.04	0.00	0.04	0.00
Investment in subsidiaries accounted for using the cost method	23.20	2.53	23.20	2.47	29.04	2.79	-	-	-	-	-	-
Property, plant and equipment-net	266.55	29.07	258.76	27.52	234.40	22.48	612.99	59.38	606.17	57.67	559.32	50.21
Right - of - Use assets - Net	-	-	-	-	38.65	3.71	-	-	-	-	38.78	3.48
Intangible Assets - Net	0.66	0.07	0.52	0.06	0.50	0.05	0.66	0.06	0.52	0.05	0.50	0.04
Other cash advance	94.50	10.31	94.50	10.05	93.97	9.01	125.83	12.19	130.40	12.40	130.82	11.74
Other assets	11.20	1.29	26.86	2.93	68.12	6.53	12.46	1.21	28.11	2.67	69.37	6.23
Total non-current assets	481.58	52.52	489.90	52.12	570.69	54.75	837.51	81.13	851.37	81.00	904.90	81.23
Total assets	916.89	100.00	940.18	100.00	1,042.61	100.00	1,032.25	100.00	1,051.19	100.00	1,114.00	100.00

3. Summary of Financial Position and Performance (continuous)

Summary of Statement of Financial Position /Statement of Profit and Loss	Financial Statements of the Company						Consolidated Financial Statements					
	Ended Dec. 31, 2018		Ended Dec. 31, 2019		Ended Dec. 31, 2020		Ended Dec. 31, 2018		Ended Dec. 31, 2019		Ended Dec. 31, 2020	
	Million Bath	%	Million Bath	%	Million Bath	%	Million Bath	%	Million Bath	%	Million Bath	%
Bank overdrafts and short-term borrowings from financial institutions	175.21	19.11	170.99	18.19	150.21	14.41	175.21	16.97	170.99	16.27	150.21	13.48
Trade Payables	7.58	0.83	5.39	0.57	4.37	0.42	7.58	0.73	5.39	0.51	4.38	0.39
Current portion of liabilities under hire purchase and finances lease contracts	6.07	0.66	9.21	0.98	19.70	1.89	7.34	0.71	9.63	0.91	20.19	1.81
Current portion of long-term borrowings	42.74	4.66	12.21	1.30	11.97	1.15	42.74	4.14	12.21	1.17	11.98	1.07
Short-Term loan	114.41	12.48	123.68	13.16	113.00	10.84	132.53	12.84	139.08	13.23	129.56	11.63
Income tax payable	1.00	0.11	0.25	0.03	-	-	1.00	0.10	0.25	0.02	-	-
Accrued expenses and other current liabilities	47.57	5.19	53.58	5.70	82.27	7.89	184.46	17.87	197.71	18.81	189.11	16.98
Total current liabilities	394.57	43.03	375.31	39.93	381.53	36.59	550.84	53.36	535.27	50.92	505.42	45.36
Liabilities under hire purchase and finances lease contracts - Net	14.95	1.63	16.32	1.74	49.31	4.73	14.95	1.45	16.83	1.60	49.46	4.44
Long-term borrowings - Net	27.94	3.05	37.71	4.01	73.80	7.08	27.94	2.71	37.71	3.58	73.80	6.63
Liability for post-employment benefits	10.31	1.12	15.95	1.70	18.08	1.73	10.31	1.00	15.95	1.52	18.08	1.62
Other	-	-	-	-	2.58	0.25	-	-	-	-	2.58	0.23
Total Non-Current Liabilities	53.21	5.80	69.99	7.45	143.77	13.79	53.21	5.15	70.49	6.70	143.92	12.92
Total Liabilities	447.77	48.84	445.30	47.38	525.30	50.39	604.05	58.52	605.76	57.62	649.34	58.29
Issued and fully paid-up share capital	100.00	10.91	100.00	10.64	100.00	9.59	100.00	9.69	100.00	9.51	100.00	8.98
Premium on common shares	51.17	5.58	51.17	5.44	51.17	4.91	51.17	4.96	51.17	4.87	51.17	4.59
Appropriated for legal reserve	10.00	1.09	10.00	1.06	10.00	0.96	10.00	0.97	10.00	0.95	10.00	0.90
Retained earnings are Unappropriated	307.94	33.59	333.70	35.48	356.13	34.15	282.52	27.37	302.62	28.80	320.99	28.82
Other components and Non-controlling interests	0.00	0.00	0.00	0.00	0.00	0.00	(15.49)	(1.50)	(18.36)	(1.75)	(17.51)	(1.57)
Total Shareholders' Equity	469.11	51.16	494.88	52.62	517.31	49.62	428.20	41.48	445.43	42.38	464.66	41.71
Total liabilities and shareholders' equity	916.89	100.00	940.18	100.00	1,042.61	100.00	1,032.25	100.00	1,051.19	100.00	1,114.00	100.00

3. Summary of Financial Position and Performance (continuous)

Summary of Statement of Financial Position /Statement of Profit and Loss	Financial Statements of the Company						Consolidated Financial Statements					
	Ended Dec. 31, 2018		Ended Dec. 31, 2019		Ended Dec. 31, 2020		Ended Dec. 31, 2018		Ended Dec. 31, 2019		Ended Dec. 31, 2020	
	Million Bath	%	Million Bath	%	Million Bath	%	Million Bath	%	Million Bath	%	Million Bath	%
Revenue from services - Net	309.27	97.79	338.52	98.79	297.33	89.31	309.27	97.95	338.52	98.93	297.33	89.43
Finance Lease Income	-	-	-	-	21.20	6.37	-	-	-	-	21.20	6.38
Other Revenue	6.98	2.21	4.15	1.21	14.38	4.32	6.48	2.05	3.64	1.07	13.94	4.19
Total Income	316.25	100.00	342.67	100.00	332.92	100.00	315.74	100.00	342.17	100.00	332.47	100.00
Cost of services	237.78	75.19	229.32	66.92	203.11	61.01	237.78	75.31	229.32	67.02	203.11	61.09
Cost of Finance Lease	-	-	-	-	16.91	5.08	-	-	-	-	16.91	5.09
Administrative and general expenses	132.31	41.84	43.00	12.55	52.79	15.86	139.50	44.18	49.20	14.38	55.63	16.73
Total Expenses	370.08	117.02	272.32	79.47	272.82	81.95	377.28	119.49	278.52	81.40	275.65	82.91
Profit (Loss) Before financial cost and income tax	(53.84)	(17.02)	70.35	20.53	60.10	18.05	(61.53)	(19.49)	63.65	18.69	56.82	17.09
Financial cost	22.15	7.00	29.63	8.65	28.05	8.43	23.19	7.34	30.65	8.96	28.87	8.68
Loss of impairment of financial assets	0.00	0.00	5.50	1.60	7.35	2.21	0.00	0.00	5.50	1.61	8.85	2.66
Income tax	5.27	1.67	7.80	2.28	1.31	0.39	5.27	1.67	7.80	2.28	1.31	0.40
Profit (Loss) for the year	(81.25)	(25.69)	27.42	8.00	23.38	7.02	(89.99)	(28.50)	19.70	5.75	17.78	5.35

3. Summary of Financial Position and Performance (continuous)

Summary of Statement of cash flow	Financial Statements of the Company			Consolidated Financial Statements		
	Ended Dec. 31, 2018	Ended Dec. 31, 2019	Ended Dec. 31, 2020	Ended Dec. 31, 2018	Ended Dec. 31, 2019	Ended Dec. 31, 2020
Profit (Loss) Before Income tax	(75.98)	35.22	24.69	(84.72)	27.50	19.10
<u>Adjustments for:</u>						
Depreciation and amortization / Loss on write of assets / allowance for doubtful account / Gain on sale equipment / unrealize of gain or loss of exchange rate, Interest revenue, Expenses for post-employment benefits, Interest expenses and Gain on sale Investment in available-for-sale securities	142.99	66.61	54.47	147.43	70.93	57.91
Operating cash flow before movements in working capital	67.01	101.83	79.16	62.71	98.43	77.00
Decrease (Increase) in Trade receivable	1.80	(13.98)	(4.71)	1.80	(13.98)	(4.72)
Finance Lease Receivable	-	-	(20.17)	-	-	(20.17)
Decrease (Increase) in supply	(0.89)	0.41	(0.29)	(0.89)	0.41	(0.29)
Decrease (Increase) in Other current assets	(6.56)	3.67	(6.73)	(4.27)	3.57	(11.48)
Decrease (Increase) in Other non-current assets	(3.46)	(15.05)	(30.05)	(3.44)	(15.05)	(30.05)
Increase (Decrease) in Trade payable	1.94	(2.17)	(1.00)	1.94	(2.17)	(1.00)
Increase (Decrease) in Accrued expenses and other current liabilities	7.99	5.40	8.99	15.74	15.44	27.97
Liability for post-employment benefits	(0.31)	-	-	(0.31)	-	-
Operating cash flow before income tax	67.52	80.11	25.19	73.28	86.66	37.27
Interest received from finance lease receivable	-	-	0.83	-	-	0.83
Proceeds from refunded withholding tax	-	-	5.13	-	-	5.13
Income tax expenses	(9.60)	(8.13)	(4.88)	(9.60)	(8.13)	(4.88)
Net cash flow for operating activities	57.92	71.98	26.26	63.68	78.53	38.34
Increase (decrease) in restricted deposits at bank	7.00	-	(5.0)	7.00	-	(5.0)
Increase in Cash advance to subsidiary	(13.38)	(9.94)	(14.39)	-	-	-
Decrease in Loan to other parties	8.19	-	-	8.19	-	-
Land and properties plant and equipment	(0.04)	(13.93)	(20.34)	(8.84)	(21.14)	(46.98)
Additions to right-of-use assets	-	-	(1.32)	-	-	(1.32)
Increase in Intangible assets	(0.11)	(0.13)	(0.23)	(0.11)	(0.13)	(0.23)
Increase in Cash advance	(0.20)	-	-	(9.42)	(4.36)	(2.39)
Cash receive from sale equipment	0.49	-	-	0.50	-	-
Interest revenue	0.07	-	-	0.07	-	-
Net cash flow from (used in) investing activities	2.01	(24.00)	(41.28)	(2.61)	(25.63)	(55.92)

3. Summary of Financial Position and Performance (continuous)

Summary of Statement of cash flow	Financial Statements of the Company			Consolidated Financial Statements		
	Ended Dec. 31, 2018	Ended Dec. 31, 2019	Ended Dec. 31, 2020	Ended Dec. 31, 2018	Ended Dec. 31, 2019	Ended Dec. 31, 2020
Increase (decrease) in bank overdrafts and short-term borrowings from financial institutions (decrease)	(20.83)	(4.22)	14.20	(20.83)	(4.22)	14.20
Increase in loan from relate person (decrease)	9.72	16.95	(8.03)	12.57	14.36	(7.45)
Decrease in loan from other parties	(25.50)	(10.80)	(5.70)	(25.50)	(10.80)	(5.70)
Payments of liabilities under hire purchase and finances lease contracts	(2.49)	(8.35)	(10.25)	(2.78)	(8.70)	(10.73)
Increase in long-term borrowings	20.00	-	20.00	20.00	-	20.00
Repayment of long-term borrowings	(17.83)	(20.76)	(19.12)	(17.83)	(20.76)	(19.12)
Increase in finances lease contracts	-	-	44.08	-	-	44.08
Interest paid	(23.19)	(19.46)	(21.26)	(24.03)	(20.70)	(21.34)
Net cash flow from (used in) financing activities	(60.13)	(46.63)	13.92	(58.40)	(50.81)	13.94
Resulting exchange difference	-	-	-	(2.95)	(0.81)	2.39
Cash and cash equivalent at beginning	1.02	0.82	2.18	3.14	2.86	4.13
Net cash and cash equivalent increase (decrease)	(0.20)	1.36	(1.09)	(0.28)	1.27	(1.25)
Cash and cash equivalent at ending	0.82	2.18	1.09	2.86	4.13	2.89

4. Financial Ratio

Financial Statements of the Company

Financial Ratio	Ended Dec. 31, 2018	Ended Dec. 31, 2019	Ended Dec. 31, 2020
LIQUIDITY RATIO			
Liquidity Ratio (Time)	1.10	1.20	1.24
Quick liquidity Ratio (Time)	0.25	0.29	0.29
Operating Cash flow Ratio (Time)	0.14	0.19	0.07
Receivable turnover (Time)	2.61	2.26	2.87
Collection period (Days)	138	159	125
Inventory turnover (Time)	46.23	42.60	38.17
Day Sales Outstanding (Days)	8	8	9
Account payable turnover (Time)	36.01	35.31	41.64
Average Payment Period (Days)	10	10	9
CASH CYCLE (Days)	136	157	125
PROFITABILITY RATIO			
Gross Profit Margin (%)	23.12	32.26	31.69
Operating Profit Margin (%)	(17.41)	10.40	8.31
Other Profit Margin (%)	-	-	-
Cash to Net Profit (%)	(107.58)	204.39	106.35
Net Profit Margin (%)	(25.69)	8.00	7.02
Return on Owner's Equity (%)	(15.94)	5.69	4.62
EFFICIENCY RATIO			
Return on Assets (%)	(8.51)	2.95	2.36
Return on Fixed Assets (%)	(19.08)	22.52	22.11
Total Assets Turnover (Time)	0.33	0.37	0.34
FINANCIAL POLICY RATIO			
Debt to Equity ratio (Time)	0.95	0.90	1.02
Interest coverage ratio (Time)	2.73	2.69	0.98
Obligation coverage ratio (Time)	0.87	5.17	1.29
Dividend Payout (%)	-	-	-

5. Management Discussion and Analysis

(Financial Statements of the Company)

5.1 Performance Overview

While the economy and the industry as a whole continued to decelerate, the inspection services industry has gradually recovered, even if the competition in price was still intense. Although the Company has received more jobs during these economic conditions, some customers, both large and small were unable to pay their outstanding debt on time, some even had to dissolve the business. This situation had an impact on the financial liquidity in the continuation of the ongoing projects and any new possible opportunities which can be accomplished quickly.

This includes preparing the organization to cope with the rapid and volatile changes in technology, innovation and society during the present and continuing to the future. With consumer behaviour that demands efficiency, fast, expedience and safety, which inevitably conveys the entry into the era of advanced technology are inevitable. All these are necessary that the Company must try to overcome the obstacles to return to stability and sustainability. Also, the Covid-19 epidemic situation in 2020 and the continued decline in global oil prices has resulted in the overall economic recession are affecting the financial position of various businesses, including the Company.

The main income of the Company is derived from NDT service rather than Inspection service, as shown in the table below.

Structure of Revenue from services (Million Bath)	2018		2019		2020	
	Amount	%	Amount	%	Amount	%
1. Revenue from Services - NDT	247.40	78.23	280.19	81.77	249.76	75.02
2. Revenue from Services - Inspection	61.87	19.56	58.33	17.02	47.57	14.29
3. Revenue from Solar PV Rooftop	0.00	0.00	0.00	0.00	21.20	6.37
Total Revenue from services	309.27	97.79	338.52	98.79	318.53	95.68
3. Other revenue	6.98	2.21	4.15	1.21	14.38	4.32
Total Revenue	316.25	100.00	342.67	100.00	332.91	100.00

Investment Policy

The Company has put great emphasis on technical development and a one-stop service model, including preparation to expand the business base both domestically and in neighbouring countries, to reduce the risk and continuously increase income. The investment policy will consider investing in businesses that support and benefit the Company including the industry with growth potential and returns are important. In the case of a joint-venture company, the Company has to be able to administrate over the joint-ventured company by becoming a board member according to the shareholding proportion.

In 2011, the Company has ventured with entrepreneurs in the Lao People's Democratic Republic which is not a related person. The Company held 70% of the shares and the joint venture company held 30% under the name "LTNDT" to conducts business as a project consulting. It has been promoted to BOI Investment for a period of 15 years which is in the process of feasibility studies of the project and waiting for the appropriate opportunity to prevent the risk.

In 2013, the Company has ventured with Thai businessmen and entrepreneurs of the Republic of the Union of Myanmar which are not related persons.

The Company held 46% of the shares and Thai businessmen and company in the Republic of the Union of Myanmar held 46% and 8% of the share, respectively, under the name "TNDT CM" to prepare to operate a coal mining in the Republic of the Union of Myanmar for supplying to the Company's 20 MW coal-fired power plant as a preliminary. The concession has been granted for a period of 30 years. In 2019, TNDT CM revised and added the Company's objectives to create opportunities for expanding the business base and to be in line with new businesses to join in investing.

Since 2015, the Company has invested in a 20 MW coal-fired power plant project in the Republic of the Union of Myanmar under the name TNDT Power Company Limited "TNDT POWER" by signing the Memorandum of Agreement (MOA) and Power Purchase Agreement (PPA) with the Shan Government in 2015 with a 30-year by receiving a concession for a period of 30 years and electricity trading in baht equivalent. It has passed EIA and HIA analyses, as well as being encouraged to invest by the Myanmar Investment Commission (MIC) in 2018 about 80% of office buildings have been constructed and the project is in the process of selecting the power plant builder and co-investors.

In 2018, the Company has started the installation and production of the Solar Rooftop project, and in 2019-2020, the Company has undertaken 5 projects in which 1 project's revenue has already been recognized.

Also, the Company has signed a Memorandum of Understanding (MOU) with CGN Dasheng Electron Accelerator Technology Co., Ltd. in 2018 to jointly develop technology and create innovations based on the benefits of Electron Beam. In 2019, the Company has signed a cooperation agreement on technology and supply of electron accelerators with CGN Dasheng Electron Accelerator Technology Co., Ltd. and Advanced Sterilization (Eastern) Co., Ltd. to jointly develop technology and create innovation from "Properties of the Electron Beam" as a precursor to add value to medical products and goods, agriculture industry, public health, as well as environmental conservation by using the company's area In Rayong Province is a learning and research center to support future innovation development in the Eastern Economic Corridor or EEC, the first in Southeast Asia (ASEAN)

For investment in the Republic of Indonesia, the company has been acquired NDT testing since 2016, the Company continues to find suitable ways to register as a subsidiary. In the year 2020, the Company has proceeded successfully to joint investment with entrepreneurs in Indonesia by jointly founded and invested in the name of Thai NDT Inspection and Consultation Co., Ltd. which is not a related person. The Company held 95% of the shares and Mr. Sukrawadi, Indonesian, held 5% of shares of paid-up capital to prepare to operate a business related to electrical installation systems and other related in Indonesia.

5.2 Performance and Profitability

Revenue

In 2020, the Company had income from services of 318.53 million baht, a decrease from the operating results of the year 2019 in which had revenue of 338.52 million baht or a decrease of 20.00 million baht or decreased 5.91% when compared with the year 2019. The performance of the year 2019 in which the Company has revenue of 338.52 million baht or an increase of 29.25 million baht

when compared to 2018 with revenue of 309.27 million baht. This is an increase due to market conditions and the NDT has increased in the year 2019, thus the Company have increased income from 2018.

In 2020, the petrochemical industry has a chance to grow. Since petrochemical products still have a higher domestic demand and it will affect the overall of the NDT industry in a better way as well.

The Company's revenue recognition policy will begin to recognize when the customer service has been ended each day. After that, will issue Work Voucher documents to customers on the next day, the Company will recognize them as Unbilled Receivables immediately, then will collect all Work Voucher documents to issue reports to every customer at the end of every month or after the report has been delivered to the customer. After that, the invoice will be sent, which will be recognized as Account Receivables. Thus, with all the procedures involved in the aforementioned as a result settlement periods from customers over 100 days are normal for the business and can be divided by time as follows.

- Working time up to issuing reports takes approximately 30 - 45 days.
- The report has been delivered to customers, allowing them to check the accuracy and completion within 15 - 30 days.
- On the due period, the customer must accept a report and the Invoice, which the credit term is approximately 30 days or more, depending on the agreement between the Company and the customer

However, customers who are overdue for more than 100 days are mostly long-term and large clients. For small customers who accept work for a short period will give a credit term for only 30 days, which there are not any problems in billing.

อย่างไรก็ตาม ลูกค้าที่ค้างชำระหนี้เกิน 100 วัน ส่วนใหญ่จะเป็นลูกค้าเก่าที่ใช้บริการมานานและเป็นลูกค้ารายใหญ่ ส่วนลูกค้ารายเล็กที่รับงานเพียงช่วงระยะเวลาสั้นๆ จะให้เครดิตเทอมเพียง 30 วันเท่านั้น ซึ่งไม่พบปัญหาในการเรียกเก็บแต่อย่างใด

Detail of revenue in each quarter for the past three years are as follows:

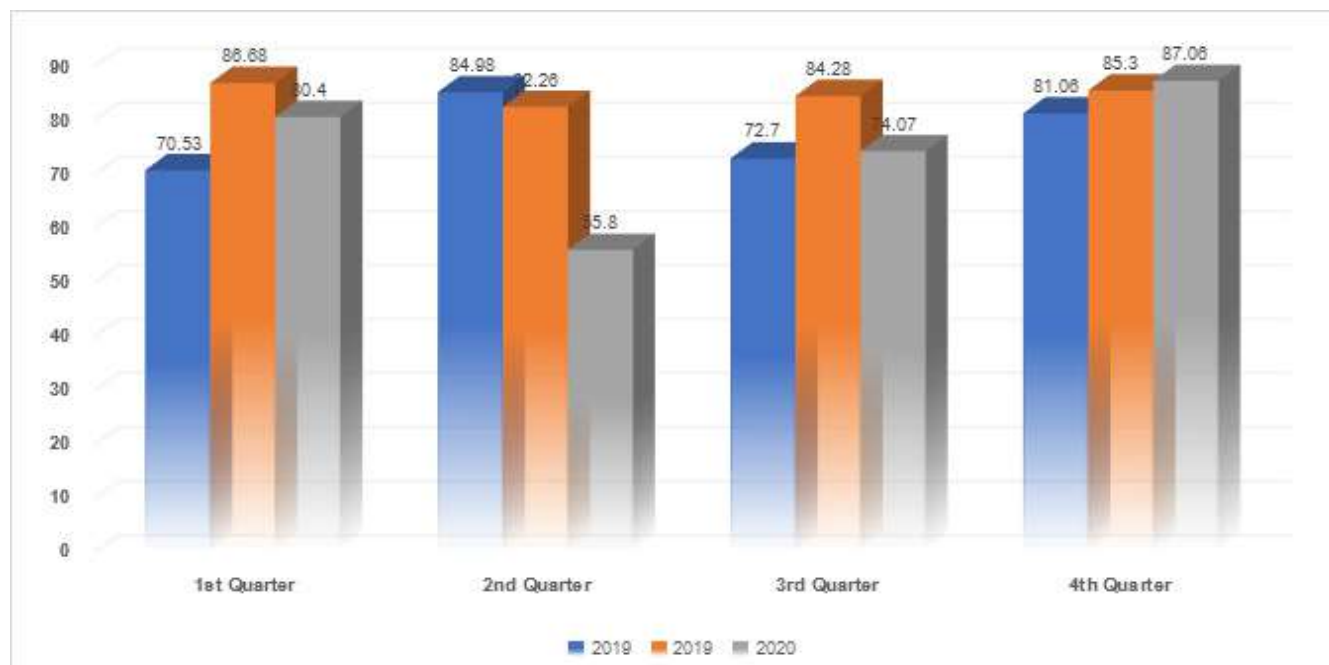
(Unit: Million Bath)

Quarter / Year	2018	2019	2020
1 st quarter	70.53	86.68	80.40
2 nd quarter	84.98	82.26	55.80
3 rd quarter	72.70	84.28	74.07
4 th quarter	81.06	85.30	87.06
Total Revenue from services	309.27	338.52	297.33

In 2020, the Company's income from the leases was 21.20 MB. while other revenues were 14.38 MB., increased 10.23 MB as compared with 2019 which other revenues were 4.15 MB., the other revenues were revenue from interests, rents and profits from selling assets.

**A bar chart showing the comparison of service income for the past three years.
(Year 2018 - 2020)**

Million Bath



Expenses

The ratio of costs of service to income from service in 2020 is 68.3%, an increase from 67.74% in 2019. This is due to the fact that in 2020 the Company's cost of services has been increased by the investments in the past year, resulting in an increase in ratio percentage of operating costs in 2020, as compared to 2019.

For the ratio of costs of service to total income in 2020 are 61.01% and in 2019 are 66.92%, and in 2018 are 75.19% to total income. Cost of services in 2020, 2019 and 2018 total amount of 203.11 million baht, 229.32 million baht and 237.78 million baht, respectively. In the year 2020, the ratio of cost of service to total income decreased by 5.91%.

For the structure of cost of service in 2020, there will be more than 60% of the cost of personnel or NDT operators, the rest are costs of consumables used to operate the service and depreciation and miscellaneous costs respectively.

The Administrative expenses in 2020, was 60.14 million baht or 18.06% of the total income, while in 2019, administrative expenses 48.50 million baht or 14.15% of total income. In 2018, administrative expenses were 132.31 million baht or 41.84% of total income. For the year 2020, expenses were increased. This was caused by the provision of additional allowance for doubtful accounts from the year 2019 according to TAS.9

Most of the finance costs arise from interest payments on loans, with interest expenses equal to 28.05 million baht in the year 2020, 29.63 million baht for the year 2019 and 22.15 million baht for the year 2018. This can be seen that the interest expenses are likely to increase. In this, due to the Company has financing for operation and investment by the project development support limit, bank overdrafts and borrowing from financial institutions and connected persons. As a result, the interest expenses of the Company began to rise until now.

Total cost (Excluding financial costs) for the year 2020, was 280.17 million baht or 84.16% of the total income. For the year 2019 was 277.82 million baht or 81.08% of the total income, and in 2018 was 370.08 million baht or 117.02% of the total income. The increase in total expenses in 2018 was due to the provision of allowance for doubtful accounts.

Gross Profit and Net Profit Margin for the years

Gross profit for the year 2020 is 94.22 million baht or 31.69% of the revenue from service. In 2019, the amount is 109.20 million baht or 32.26% of the revenue from service. And 2018, the total amount is 71.49 million baht or 23.12% of the revenue from service, but in 2020, the gross profit of the Company has decreased from 2019 equal to 14.98 million baht or a decrease of 13.72%. In this, the decrease in gross profit occurred due to the decrease in income while the cost of services increased.

In 2020, the Company has an operating profit of 17.79 million baht or equivalent to 5.35% of total income. In 2019, the Company has an operating profit of 19.70 million baht or equivalent to 5.75% of the total income. And in 2018, the Company had a loss of 89.99 million baht or 28.46% loss of total income. The loss that occurred in 2018 was caused by the provision for doubtful debt from the transactions of trade receivables, other receivables and loans to the unrelated parties as described in the previous section.

In addition, when considering the profitability ratio, it can be found that in 2020 gross profit margin is 31.69% of revenue from service, a decrease from 2019 which has a gross profit margin of 32.26% of revenue from service. In 2018, the gross profit margin is 23.12%, which can be seen in the year 2020 that the gross margin decreased compared to the year 2019 due to the decrease in revenue but the cost of the Company did not decrease, like most of the costs which were fixed costs. Also, in 2018 the Company had a loss of operation with a loss of 25.69%. The decrease in net profit margin resulted in the reduction of the return on equity as well.

5.3 Asset Management Efficiency

Assets

As of December 31, 2020, the total assets of the Company are worth 1,042.61 million baht, an increase of 102.43 million baht comparing to the year 2019 has shown an increase of 10.87%. Such assets will be classified as current assets of 471.92 million baht. (accounting for 45.25% of total assets) and non-current assets of 570.69 million baht (accounting for 54.75% of total assets). The current assets increased from 2019 by 21.64 million baht or an increase of 4.81% due to the following reasons which significantly attributed:

1. Cash and Cash Equivalents

In 2020, cash and cash equivalents amount to 1.08 million baht, while the year 2019 was 2.18 million baht and in 2018 the amount was 0.83 million baht, the cash and cash equivalents decreased from the year 2019 by 1.10 million baht. The main reason of the decline of cash and cash equivalents in 2020 was due to the Company burden of selling and administrative expenses increased from 2019, resulting in a decrease in cash and cash equivalents in 2020 when comparing to 2019.

2. Trade Receivable

As of December 31, 2020, the account receivable balance was 110.82 million baht, and in 2019, the trading account receivable was 108.13 million baht, an increase of 2.49 million baht or an increase of 2.49% from the year 2019, while in 2018, there was a net trade receivable equals to 99.38 million baht. The increase in trade accounts receivable in 2020 are from economic problems and the COVID-19 epidemic that caused some debtors to extend the repayment period. In addition, some of the Company's trade accounts receivable may be delayed, such as trade accounts receivable that are the business partners have invested for business acquisition. Therefore, investing in tools

may be another reason for requesting a moratorium on debt repayment of the debtor for one year which amounts to 22.58 million baht, which is shown in non-current assets. However, most of the trade receivables that are accrued in 2020 will be customers whose debt has not matured and have been overdue for not more than 3 months which is normal for business. Which will be able to collect debts from customers within a period of about 125 days. In addition, to set up an allowance for impairment on expected credit losses, the Company has set a policy by applying a simplified approach, focusing on the outstanding balance as on the receivable aging and the historical loss data for approximately 1-year, including considering the characteristics of specific debtors on a case-by-case basis, most of them are legal entities. Therefore, considering the financial position, performance and past payment history to list only receivables that are expected to be billed only. Even if the debt is overdue for a short time, if considered and expected that it will not be able to collect, the debt will be proceeded to set up an allowance for impairment on expected credit losses for the whole amount. When the collecting process has not yet been paid, the Company will consider its worthiness if prosecuted in court. If considered, it is not worthwhile, the Company will write off bad debt and will no longer consider accepting work from such customer. The company has set up an allowance for impairment on expected credit losses for the trade accounts receivable as of 31 December 2020 equal to 38.53 million baht and as of December 31, 2019, equal to 41.14 million baht.

However, when compared to the trade accounts receivable in 2020, the outstanding balance is relatively low compared to other businesses in general, and the Company believes that such accounts receivable will not have a material adverse effect on the liquidity of the Company. In any way

3. Current portion of finance lease receivable

As of December 31, 2020. The amount receivable under the financial lease agreement was 20.31 million baht, which is the first year of accounting records under the financial reporting standard effective in 2020.

4. Advance to subsidiaries

As of December 31, 2020, there was an advance payment to the subsidiaries in the amount of 335.96 million baht. In 2019, the advance payment to subsidiaries was 321.56 million baht, an increase of 14.40 million baht or an increase of 4.48% when comparing to the year 2019.

5. Investment in subsidiaries accounted for using the cost method

As of December 31, 2020, there was an investment in a subsidiary company recorded by the cost method with an amount of 5.84 million baht due to an investment in Indonesia and in 2019 was amounted to 23.20 million baht or an increase of 25.18%

6. Right-of-use assets

As of December 31, 2020, the Company have right-of-use assets balances in the amount of 38.65 million baht, which is the first year of accounting records under the financial reporting standard effective in 2020.

7. Other Non-Current Asset

As of December 31, 2020, the balance of other non-current asset was 67.83 million baht, in 2019, the balance was 25.96 million baht and in 2018, the balance was 11.20 million baht. In 2020, there was an increase in non-current assets from the year 2019 by 41.87 million baht, an increase of 161.29% and the year 2019 comparing to the year 2018 has shown an increase of 14.76 million baht or 131.79%, this was due to the fact that the Company has invested in Solar Rooftop projects, especially in 2020, has resulted in an increase of 42.14 million baht.

8. Consumables

As of December 31, 2020, the balance of consumables equal to 5.47 million baht, the year 2019 has the balance equal to 5.18 million baht and in 2018, the balance is 5.59 million baht. In the storage of consumables for use in the service of testing and inspection, the Company has taken into account the appropriate remaining amount in 2018, 2019 and 2020, the consumables have a shelf life of 8 days, 5 days and 6 days, respectively.

9. Properties, Plants and Equipment - Net

As of December 31, 2020, the value of properties, plants and equipment is equal to 234.40 million baht, the year 2019 is equal to 258.76 million baht and in 2018, the value is 266.55 million baht. In 2020 has shown a decrease of 24.36 million baht when comparing to the year of 2019, this is due to few major reasons, firstly, approximately 32.50 million baht has transferred to right-of-use assets as per Financial Reporting Standard No.16. Secondly, an additional investment of approximately 32.80 million baht has happened due to the EB building constructing project of 25.33 million baht. Thirdly, an estimated depreciation of 24.69 million baht has occurred in 2019, decreased from 2018 by approximately 7.79 million baht, mainly due to (1) depreciation of approximately 31.47 million baht (2) additional investment of approximately 23.67 million baht, mainly from tools and operating equipment approximately 19.09 million baht, especially the PAUT machine, which is advanced technology tool, is used for scientific investigation. For the past depreciation policy, the Company has been using a period of 5-10 years depreciation depending on the lifespan of each asset types.

When considering the rate of return on fixed assets as a result of the company is an investment into purchase of tools and equipment used in the operation that increase of advanced Technology. For the benefit of the inspection work using high technology which help the company can generate higher revenue from service in the future as well as adding more service lines as well. The return on fixed assets in 2020 is 22.11%, 2019 is 22.52%, and 2018 is (19.08) %.

5.4 Liquidity and financial leverage

In 2020, the Company had current assets of 471.92 million baht or 45.25% of total assets and in 2019 the total current assets of 450.28 million baht or 47.88% of the total assets. In 2020, current assets are increased from 2019. Most of the increase in current assets will be advance to subsidiaries increased by 14.40 million baht and Other current assets increased by 4.86 million baht.

As of December 31, 2020, current liabilities amounted to 381.53 million baht and in 2019 amounted to 375.31 million baht, a decrease of 6.22 million baht or a decrease of 1.66% compared with the year 2019. The reduced current liabilities will be bank overdraft and short-term loans from financial institutions, short-term loans and accrued expenses. The bank overdrafts and short-term loans from financial institutions have decreased by 20.78 million baht or 12.15%, short-term loans decreased 10.68 million baht or a decrease of 8.64%, for the accrued expenses and other current liabilities has increased by 28.69 million baht or an increase of 53.55% as a result of an increase of the accounts payable for the EB and Solar Rooftop projects, as well as the current portion of lease liabilities due within 1 year, has made increased approximately 10.49 million baht. Other current liabilities did not change that much.

From the above changes, as a result to the Company's liquidity ratio in 2020 was 1.24 times and in 2019 was 1.20 times, increasing from that of 2019 which is 0.04 times. In 2018, the liquidity ratio is 1.10 times. For the quick liquidity ratio in 2020, it is 0.29 times and in 2019, equal 0.29 times. In 2018, which equal 0.25 times, the cause of the increase. The reason for a significant increase in liquidity ratios in 2020 come from a reduction in debt or short-term obligations. This can be seen from the decrease in the Company's current liabilities as mentioned above.

Overall, the Company liquidity from the year 2018, until the end of December 31, 2020. The Company has good liquidity with the net cash flows from operation at a positive level. The cash flow of 57.92 million baht, 71.98 million baht, and 26.26 million baht in the year 2018 the year 2019 and year 2020 respectively, with cash inflow from revenue and services. The debt collection system has been at a good level. In addition, the Company has the net cash flow used in increasing investment with continuity from the year 2018 to the year 2020. In this, the investment is for the expansion of operation and increasing the Value-Added of service from the original. Although in the year 2020, there has invested in construction in progress of EB project and purchasing tools and change various devices more than the year 2019, with these reasons, the Company's net cash flow used in investing activities is (41.28) million baht in the year 2020 and the net cash flows from investing activities in the Year 2019 was (24.00) million baht and the net cash flow from investing activities earned was (2.01) million baht in the year 2018.

Net cash flow from financing activities as of December 31, 2020, was equaled to 13.92 million baht and the year 2019

was equal to (46.63) million baht and from financing activities, in the year 2018 is equal to (60.13) million baht. For the year 2020, the Company has made the debt settlement in many items including the payment of finance lease liabilities as on the contract and interest expenses. However, in the year 2020, the Company has obtained additional financing from short-term and long-term borrowing from financial institutions, and there is a new finance leased contract to procure some items of the asset. As a result, cash flow from financing activities was a positive value, thus shown the good liquidity of the Company indirectly. By the year 2020, there was increased financing from the Bank overdrafts and short-term loans from financial institutions in the amount of 14.20 million baht, long term loan increase in the amount of 20 million baht, and liabilities under financing leased contract in the amount of 44.08 million baht. In addition, there had a long-term loan settlement in the amount of 19.12 million baht, paid back the lease liability in the amount of 10.25 million baht, and paid for interest in the amount of 21.26 million baht.

In the past, the Company's average collection period was about 120-160 days and the average liability settlement period was about 6-10 days. While the period of the Cash Cycle is decreased, showed the company can generate the increase of retained earnings and used them as a source of funds to operate business continuously. Therefore, if there is a need for using the working fund to expand the business in the future. The Company will also have the potential for providing a source of loans from financial institutions.

Source of funds

1. Liabilities

Total Company liabilities in the year 2018 was 447.77 million baht, in the year 2019 was 445.30 million baht and in the year 2020 was 525.30 million baht, total liabilities increased from the year 2019 in the amount of 80.00 million baht or 17.97%. Most liabilities were current liabilities. The balance of current liabilities in the year 2018, 2019, and 2020 were equal to 394.37 million Baht, 375.31 million baht, and 381.53 million baht respectively. The main reason for the increase in current liabilities in 2020 was mainly due to an increase in accrued expenses and other current liabilities of 28.69 million baht and an increase in lease liabilities due within 1 year of increased by 10.49 million baht.

2. Equity

Equity of the Company has an increased rate throughout the year 2007 up to the date of 31 December 2020 as followed:

- As of December 31, 2007, the equity was 198.79 million baht.
- As of December 31, 2008, the equity was 234.59 million baht.
- As of December 31, 2009, the equity was 269.71 million baht.

- As of December 31, 2010, the equity was 284.44 million baht.
- As of December 31, 2011, the equity was 337.02 million baht.
- As of December 31, 2012, the equity was 383.26 million baht.
- As of December 31, 2013, the equity was 439.32 million baht.
- As of December 31, 2014, the equity was 493.49 million baht.
- As of December 31, 2015, the equity was 523.19 million baht.
- As of December 31, 2016, the equity was 535.74 million baht.
- As of December 31, 2017, the equity was 550.60 million baht.
- As of December 31, 2018, the equity was 469.11 million baht.
- As of December 31, 2019, the equity was 494.88 million baht.
- As at December 31, 2020, the equity was 517.31 million baht.

The reason for equity increasing during the year 2007 to 2008 due to the capital has been increased and the Company's performance with the continued profit from operations as the major cause. As of December 31, 2007, resulting from the increased capital for 20 million baht with the share premium was 28.59 million baht and retained earnings from operations as the major cause. The equity as of December 31, 2010 – 2017 was directly increased from operational profit. Anyway, in the year 2019 and 2020, the Company's equity has increased, the operating results are profitable due to improved performance, and in 2018 the Company set the allowance for doubtful accounts as required by company policy.

Debt to equity of the Company as of December 31, 2018, was 0.95 times and as of December 31, 2019, was 0.90 times and as of December 31, 2020, was 1.02 times, respectively. As a result of debt financing to expand business and investment. However, this ratio is still considered to have a low financial risk due to the Company has main funding from financial institutions.

3. Investment expenditures

Expenditure of the Company's investments from the past had the investment objective in expanding the service, monitoring, and testing in security engineering process by Nondestructive -Testing to accommodate the needs of customers that were likely increased and focused on reduction of the service cost as important. In addition, office space has been expanded in the year 2014 continuously until the year 2018. The Company has spent investment mainly in purchasing tools and equipment used for service provision. The details are as follows

(Unit: million baht)

ITEMS	31 December 2018	31 December 2019	31 December 2020
Expenses for investing in other fixed assets Apart from tools and equipment	7.23	4.58	27.83
Expenditures for the purchase of tools and equipment used for service provision	9.10	19.09	4.97

5.5 Liabilities and off-balance sheet obligations

Long-term lease agreement

The Company entered into premise rental agreement from Mrs. Kongmuang Daeng phibunsakul (a relative of Mr. Suwat Dangpibulskul, the Company's director) rented a commercial building, 2 units, 3 floors, under title deeds No. 40803 and 40804, with an area of 21.2 and 17 square wah, respectively, located at no. 267/157-8 Sukhumvit Road, Map Ta Phut Sub-district, Mueang District, Rayong Province for using as accommodation of company employees. The rental rate per month was 20,000 baht for the year 2018 with a total rental value of 0.24 billion baht, in the year 2019 was 0.24 million baht and 0.24 million baht the year 2020. For the renewal of the rental contract, Mrs. Kongmuang Daengphibunsakul has signed a letter of confirmation that the renewal of the rental contract by committing that she is willing to renew the lease for another one year from the end of the contract (December 31, 2015) and confirm that the rental fee will be charged at the same rate of 20,000 baht per month.

This land lease is for employees' accommodation to be convenient and service to customers and the rental rate is typical rate as compared with the nearby rental rate. The Inspection Committee has considered the above transaction, found that the transactions are a reasonable and fair price.

In addition, in 2014, the Company also entered into a land and building rental contract from Mr. Thanun Satavuthi, Deputy Managing Director who is the son of Ms. Chomduen Satavuthi and Mr. Suwat Dangpibulskul. The land lease is for expansion of Bangkok office building to support the expansion of the workload and the increased number of personnel, with a monthly rental rate of 18,000 baht (Eighteen thousand baht) with an agreement to extend the rental period to 10 years, the total value was 2,160,000 baht (Two million, one hundred and sixty thousand baht). The Board found such rental fee is a fair price and is lower than the rent in the nearby area. It is a general price for normal business operations.

Projects

1. Sterile Building and Office: A research and service center for the Electron Beam Accelerator. By purchasing machinery and equipment from the People's Republic of China, amounts to approximately US\$3.3 million (approximately 100.9 million baht) and the Company has already paid the amount of 5 million baht. The Company is expected to receive the machinery by 2021 and the Company has also constructed sterile buildings and offices. For an amount of 25.60 million baht, which is expected to be complete in 2021 as well.

2. Solar PV Rooftop : The Company has install an ongoing project of installing the solar PV rooftop in order to be able to produce electricity from solar energy on the roof, there are 4 projects with the total amount of 53.20 million baht, of which 3 projects are being install and amounting to 14.40 million baht.

Guarantee

The Company has the Company guarantees which has been issued by a local bank for the compliance of engineering services contract to its clients. The Company has guaranteed to many private companies and a government agency totaling approximately 23.20 million baht. The collateral is the mortgage of land and buildings on the Company's land

Obligation from subsidiaries

A subsidiary (TNDTPW) has a credit card limit for fuel payment in the amount of 0.1 million baht with a local bank as the security as a fixed deposit of the subsidiary with that bank in the amount of 0.1 million baht.

A subsidiary (TNDTPW) has an obligation from a coal power plant construction project in the Shan State of Myanmar that related to the purchasing of machinery and equipment in the amount of approximately 158.4 million baht, 567.0 million yen, and 15.3 million USD (Thai Baht total of approximately 788.20 million baht) In these, the source of funds for the payment of such obligations will be the Company's borrowing (As a parent company) from financial institutions and other sources of funds as necessary.

5.6 Factors affect the performance in the future

External Factors

1. Political, Economic and Industrial Trends

Amidst the economic and political fluctuations both domestic and overseas that occurred during the past year. This includes the Covid-19 pandemic situation in 2020 and the continued decline in global oil prices, resulting in an economic recession. The economic recession has affected the financial status of many businesses, the Company was as well. This causes the management more difficult to perform in terms of business planning and set up strategies in order to achieve performance target. This is not only domestic operations, but it is still necessary to study and monitor closely whereabouts situations such as the pandemic, economic, political, and industrial trends of neighboring countries.

Due to the Company has expanded investment to the Republic of Indonesia and the Republic of the Union of Myanmar, a group of countries where have rapid economic development, especially in infrastructure and energy, such the occurrence would be an obstacle that inevitably affects the operations of the Company.

2. Investment and Investment Budgeting

Economic fluctuations may result in the debtor lacking liquidity in debt settlement to the Company or there is a default of debt settlement which resulted in the company losing financial liquidity as well.

Internal Factors

1. Availability of Tools and Equipment.

For an ongoing of operations to meet customer requirement and provide the services on time. The availability of tools and equipment is important. In order not to miss the opportunity to accept work from customers, the Company has the policy to prepare tools and equipment by regular maintenance system to ensure its available condition at all times. In addition, modern tools and equipment are developed according to international standards by using mostly the domestic resources to reduce dependence from abroad. This can reduce the import cost of tools from abroad also.

2. Investment and Investment Budgeting

Currently, the Company is in the investment period to expand the business base in both local and neighboring countries. The budgeting for investment needs to consider carefully the liquidity of the Company, as well as the foreign currency exchange rates will affect the Company's budgeting.

The Company still has several factors affecting its future operations. More information can be found on "**Risk Management and Risk Factors**" page 28-34.

Budget

1. Technological Research & Development and Innovation Creation

The budget usage from the year 1982 (starting of business) until November 2015, has an average spent at 2-3% of total revenue. However, the research group is the personnel in the organization. Therefore, the salary, costs of tools and equipment used in the research including the cost of renovation, repairing, maintenance of the premises, raw materials, etc., and others were calculated as the service cost.

In 2019, the Company has conducted and complied with the terms and conditions of this grant which has previously received a budget of 2,852,654.92 baht and in the year 2020 has developed more with a budget of 38,000. - baht

2. Business Overview

From the year 1982 to 2015, the Company has established the R&D department to discover an impact on-field performance among the engineering team. The result has been improved in terms of Technology development and create an internal innovation used in the organization. Until May 2015, there has been a change in technology and operating processes extensively in the inspection field. The Company has established the Creative Research and Development (CRD) unit by a grouping of staff who has expertise in research, technology development to create concrete innovations that can be used to compete in the inspection market both domestic and foreign countries until had an initial success by using technology in electromagnetic fields instead of using some radioactive substances. The project improvement is still constantly updated for the completed outcome. The result can be used for actual use in the Republic of Indonesia. In the year 2018, the income was 1,367,960 baht, in 2019, the income was 5,653,102 baht, in 2020, the project has postponed due to Covid-19 in Indonesia until the situation has improved.

In May 2016, the Company was awarded "Innovative Excellence" from the National Innovation Agency (Public Organization), the innovative contributions that used for the detection of welding in oil and gas pipelines with the X-Ray Crawler with Magnotope. On November 21, 2017, the Company received funds under the project "Transform technology to Capital" from the National Innovation Agency (Public Organization) in accordance with the policy to promote the creation of Government innovation under the title "Semi-automatic X-Ray Crawler for welding inspection of oil and gas pipeline with Non-destructive techniques". The Company has used the aforementioned fund in the invention of the Crawler system equipment. The project was completed in November 2018 and implemented in field works of the "Project of Natural Gas Pipeline No. 5, Section 2" with an estimated project value of 52 million baht and implemented in field works of the "Project of the Northeastern Oil Pipeline Project, Ayutthaya – Chaiyaphum section " with an estimated project value of 27 million baht.

3. Nature of Technology and Innovation Research and Development

CRD Division focuses on the application and enhances novelty by operating the scientific and technological methods. The target is to create a new brand in the inspection industry with the principles of applied research and experimental development to the invention of tools and the inspection process that lead to the innovation created in the testing process which in the line with the technology era in the near future.

Organization's innovation development

Year 1987

The use of water level instead of the scaffolding in the spherical tanks to reduce the danger in a confined area.

Year 1992

Innovation for monitoring on the high area with a scalping tool (Scorpion) to lower the time and the cost of scaffolding installing.

Year 1997

Innovation in the temperature control system in cleaning film solution tank (Processing Temperature Control Unit) to maintain film quality in hot weather.

Year 2002

The production of the radioactive measuring device (Survey Meter) to ensure the safety of personnel and those involved before work and reduce dependence from overseas.

Year 2014

The research and development of film reading (the film reader or Viewer) to reduce the purchasing and import from overseas and suitable use in the domestic weather.

Year 2015

The establishment of Creative Research and Development (CRD) by gathering the staffs who have expertise in technology research and development to create concrete innovations that can be used to compete in the inspection market both domestic and overseas.

Year 2016

The Company was awarded "Innovative Excellence" from the National Innovation Agency (Public Organization).

Year 2017

The Company received funds under the project "**Transform technology to capital**" from the National Innovation Agency (Public Organization) in accordance with the policy to promote the creation of Government innovation under the title "**Semi-automatic X-Ray Crawler for welding inspection of oil and gas pipeline with Non-destructive Techniques**" (X-Ray Crawler).

Year 2018

The Company has used the fund received in the year 2017 to invent the X-Ray Crawler tools until completion in November 2018. Later, process the actual implementation in "Project of Natural Gas Pipeline No. 5, Section 2" with an estimated project value of 52 million baht.

Year 2019

The Company operated the X-Ray Crawler in the "**Project of the Northeastern Oil Pipeline Project, Ayutthaya – Chaiyaphum section**" during the end of 2019-2021 with an estimated project value of 27 million baht.

Year 2020

The Company has taken advantage of the aforementioned tools to have operated the Natural Gas Pipeline Project No. 5, Part 2 continuously since 2018 and the Northeastern Oil Pipeline Project during the Ayutthaya-Chaiyaphum period from 2019 until the present. In the year 2020, revenue is recognized for each project amounting to approximately 37.50 million baht and 15.26 million baht, respectively.



1. Company Information

Company Name	:	THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED
Trading Name	:	TNDT
Established	:	APRIL 21, 1982
Registration No.	:	0107550000025
Type of Business	:	NONDESTRUCTIVE TESTING & INSPECTION SERVICES (NDT)
Capital - Registered	:	100 Million Baht
Capital - Paid - up	:	100 Million Baht
Par Value per Share	:	1 Baht
No. of Share	:	100 Million Ordinary Shares

2. Communication

Head Office	:	19 Soi Ramkhamhaeng 60 Yaek 8 (Suanson 8), Ramkhamhaeng Road, Huamark, Bangkok, Bangkok 10240
Telephone	:	(66) 0-2735-0801 (Auto 10 lines)
Fax	:	(66) 0-2735-1941
Branch Office	:	29 Banphlong Road, Mabtaput Sub-District, Muang Rayong District, Rayong 21150
Telephone	:	(66) 0-3869-2226-7
Fax	:	(66) 0-3869-2229
Home page	:	www.tndt.co.th
E-mail	:	headoffice@tndt.co.th

3. Other Significance

Independent Director :

INDEPENDENT COMMITTEE

19 Soi Ramkhamhaeng 60 Yaek 8 (Suanson 8), Ramkhamhaeng Road, Huamark, Bangkok, Bangkok 10240

E-mail: independent@tndt.co.th

Company Secretary Office :

MISS SASIPRAPHA SAENGCHAI

19 Soi Ramkhamhaeng 60 Yaek 8 (Suanson 8), Ramkhamhaeng Road, Huamark, Bangkok, Bangkok 10240

TEL. (66) 0-2735-0801 (Auto 10 lines)

FAX. (66) 0-2735-1941

E-mail: secretary@tndt.co.th

Investor Relations Office :

MR. SOMOUY TANGCHITTHAVORNGUL

19 Soi Ramkhamhaeng 60 Yaek 8 (Suanson 8), Ramkhamhaeng Road, Huamark, Bangkok, Bangkok 10240

TEL. (66) 0-2735-0801 (Auto 10 lines)

FAX. (66) 0-2735-1941

E-mail: som_ouy@tndt.co.th

3. Other Significance (continuous)

Registrar :

THAILAND SECURITIES DEPOSITORY CO.,LTD.

93 The Stock Exchange of Thailand Building, Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400

TEL. (66) 0-2009-9381

FAX. (66) 0-2009-9476

Auditor :

MR. AKADET PLIENSAKUL CPA No. 5389

M.R. & ASSOCIATES Company Limited

705-706 Chaophaya Tower (Shagri-La Hotel)

89 Soi Wat Suan Plu, New Road, Bangrak, Bangkok 10500

TEL. (66) 0-2630-7500

FAX. (66) 0-2630-7506

Internal Audit Governance / International Trading Coordinator

MR. THANUN SATAVHUTHI

19 Soi Ramkhamhaeng 60 Yaek 8 (Suanson 8), Ramkhamhaeng Road, Huamark, Bangkok, Bangkok 10240

TEL. (66) 0-2735-0801 (Auto 10 lines)

FAX. (66) 0-2735-1941

E-mail: thanun@tndt.co.th

Internal Auditor (Independent) :

MR. KROD SONGMUANG

1/71 Moo 20, Bangpleeyai, Bangplee,

Samutprakarn 10540

TEL. (66) 0-2257-0820

FAX. (66) 0-2257-0836

Other companies in which the proportion of shares held is 10% or greater

Please see the Business Structure on page 22

Other references :

NONE

4. Legal Dispute

In November 2020, the Company was filed one case in the civil court, on the charge of default of contract, violate and being claimed of damages in the amount of 985,222. - Baht. Currently, the lawsuit is not finalized. The legal dispute may have a negative impact on the assets or business operation of the Company, but not more than 5% of shareholders' equity as of the fiscal year end.

Please see more information at the Notes to Financial Statement of the Auditor, in the "title 28. OTHERS, Subtitle : g" page 57.

5. Secondary Market

The company is not listed on the stock exchange of other countries

6. Contact financial institution

The company does not issue debt securities

Good Corporate Governance





1. Corporate Governance

The Board of Directors realizes and strives to be the leader of the organization who wants to promote and create value for the business to create sustainability for the Company and its subsidiaries in both business operations, management, including governance with emphasis on the management of the work with transparency, fairness, being able to be examined and with responsibility. On the basis of having professional ethics, ethics and good morals by committing to creating the most effective benefits for all stakeholders in the value chain to aim to create a better business standard. in which, this will enable all stakeholders to gain confidence, create a good image of the Company as well as lead to a truly sustainable business development.

The Board of Directors has established a written corporate governance policy for directors, executives and employees of all levels to adhere to and comply with as follows:

1. The Board of Directors will abide based on policies and guidelines related to the performance of duties of the Board of Directors, which it covers nomination and remuneration for directors and top management. Independence from management, director development and performance evaluation, including supervision of subsidiaries and associated companies, and others.

2. The Board of Directors will set a visible vision, management structure, strategy, as well as responsible for the safety of the personnel, property and the environment both in the organization and nearby communities including guidelines for working with transparency, able to monitor, tracking and measure business performance systematically as well as the effectiveness of risk management, independence and responsibility for the performance of their duties in accordance with good corporate governance principles, performing duties in accordance with the law strictly and carefully considering the relevant regulations in all countries that has invested in.

3. The Board of Directors encourages employees at all levels to comply with good corporate governance principles as well as policies and practices relating to shareholders and stakeholders of all groups. Covering responsibility for shareholders, equality, promoting the exercise of shareholders' rights, prevention of the use of inside information, prevention of conflicts of interest, responsibility for all groups of stakeholders. Compensation for infringement, anti-corruption and measures to act against those who do not comply with policies and guidelines.

4. The Board of Directors encourages employees at all levels to comply with the rules and regulations of the company as well as the regulation that along with the announcement of the Stock Exchange of Thailand, the Capital Market Supervisory Board and the laws relating to the business conduct strictly and continuously monitor changes.

5. The Board of Directors has to review the appropriateness and approve the good corporate governance policy at least once a year, as well as establishing a system for inspection, monitoring, evaluation and review for employees of all levels to adhere and practice in order to reach sustainability.

The Board of Directors has acted as a role model in corporate governance by encouraging senior management and executives to follow with a commitment to conduct their business on the basis of social, community and environmental responsibility based on the sustainable development guidelines of the relevant departments.

For more performance can be seen in the title of "Corporate Governance Report", on page 99-123

2. Code of Business Conducts

The Board of Directors has established a policy on the Code of business Conducts to promote and expect directors, executives and employees of all levels to acknowledge and adhere to comply with. The Company also has a system to monitor the practice on a regular basis. It is the duty of executives at all levels to be a good role model as well as to promote and raise awareness of employees under their command to acknowledge, understand and strictly adhere to the business ethics with honesty, fairness and responsibility to the stakeholders, shareholders and all parties involved. The code of conduct includes the determination of disciplinary penalties in order to prevent actions that may lead to corruption, leading to a good image of the organization, stakeholders of all groups continue to gain confidence in business operation and sustainable business development.

3. Major Changes and Developments of Policy, Guidelines and Corporate Governance Systems in the past year

3.1 Review of policies, guidelines, and governance

The Company attaches great importance to the application of the Good Corporate Governance Principles (CG Code) for listed companies of the Stock Exchange of Thailand and practices in all activities of the organization by applying the CG Code as a guideline for practice since reporting Annual Report for 2019, except for certain matters which the Company has planned including finding other practices for transparency in business operations. For more performance can be seen in the title of "Exemption from compliance with good corporate governance principles", on page 123

3.2 Charter

3.2.1 Review and Improve

All committees reviewed and revised the board charter at the Board of Directors' Meeting No. 2/2021 on February 27, 2021.

3.2.2 Preparing

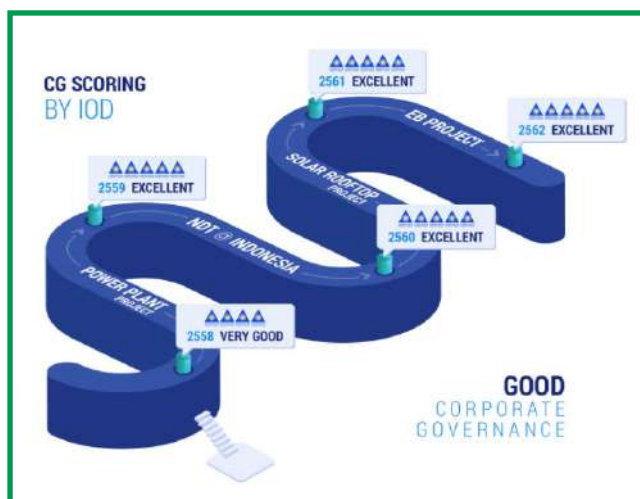
The Board of Directors has appointed the Internal Audit Department in order to do the assessment, review and audit of the internal control system, and other concerned. Therefore, a charter for the internal audit department has been prepared to guide the performance of duties in accordance with the rules, regulations, and relevant laws.

More details can be found at www.tndt.co.th in the section of "About us" under the title of "Board of Directors and Executives", subtitle of "Committees"

3.3 Corporate Governance Survey Project (CGR)

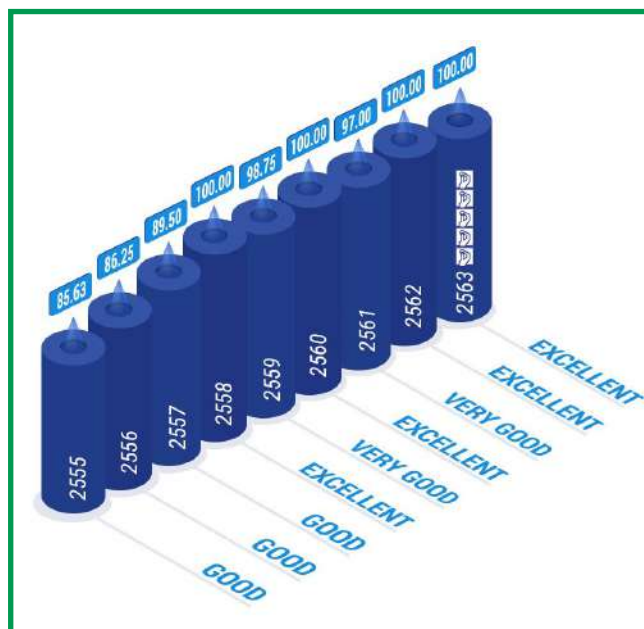
Since 2019, the Company's Board of Directors has considered, reviewed and monitored the implementation, including applied the eight principles of good corporate governance (CG Code) in order to have a good business performance, be credible to all groups of stakeholders, benefit the society as a whole and create sustainable business value.

The Company received an "Excellent" rating for corporate governance of listed companies for the year 2020 by the Thai Institute of Directors for five consecutive years with a score of 93%, which is equivalent to 2019.



3.4 A project to assess the quality of the shareholders' meeting

The Company adheres to the criteria and follows the guidelines in the "AGM Checklist", which is set by the Thai Investors Association. The Company was assessed on the quality of the 2020 Annual General Meeting of Shareholders with 100 points (in 2019, received a score of 100 points).



3.5 Sustainable Shares

The Company has participated in the sustainability assessment to be selected as one of the list of sustainable stocks or Thailand Sustainability Investment (THSI) for the first year by receiving the sustainability assessment score of 2020 with a score of 47%. The recommendations received from the assessment will be used as a guideline for improving sustainability operations.

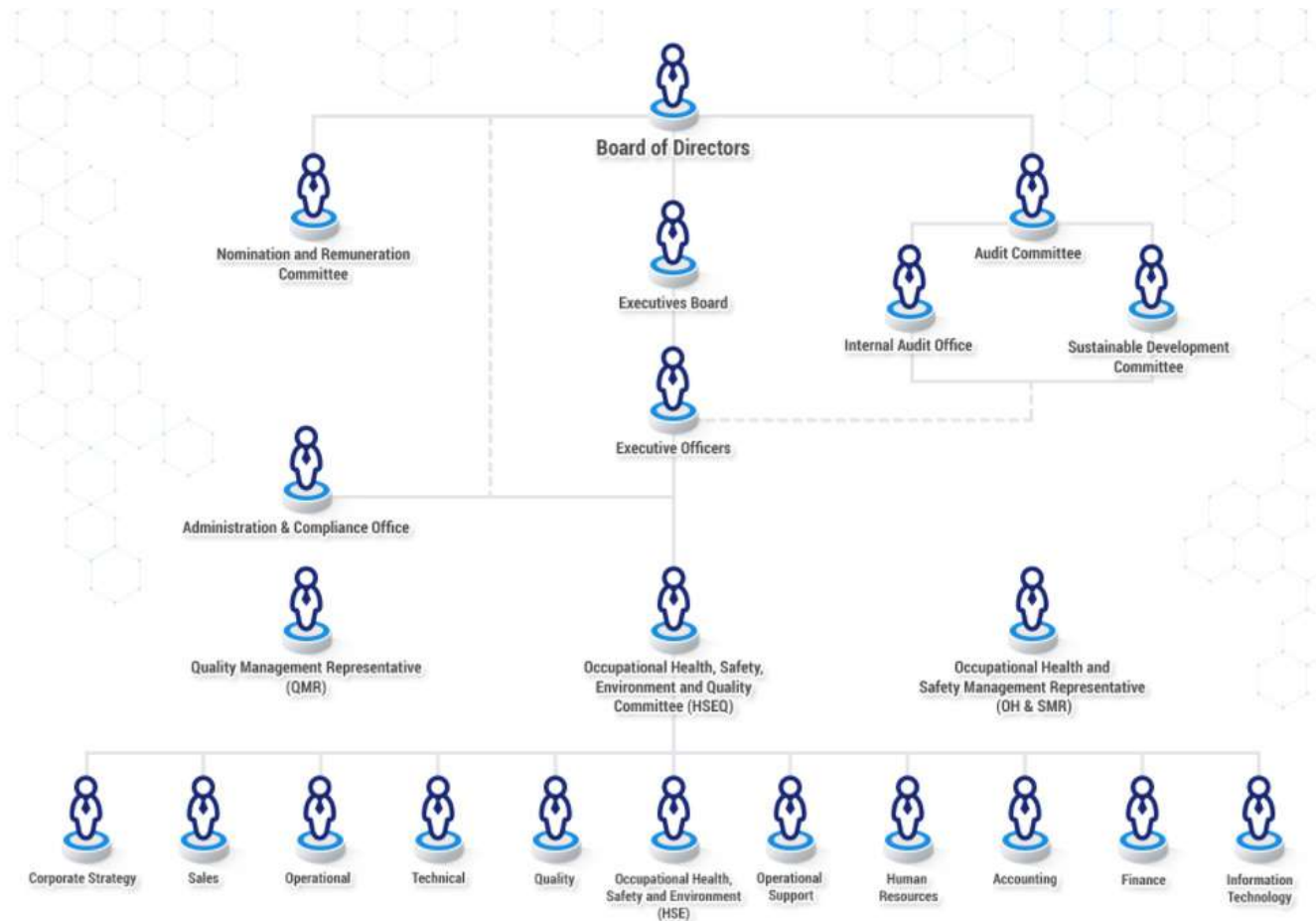
Based on the assessment results obtained, the Company has maintained excellent safety standards by being assessed in the Health and Safety category in the Work Environment, with a full score of 100.



Management Structure



The Company has restructured the organization on July 1, 2020, to support business expansion, including providing employees at all levels the channels and opportunities of growth in their duties and responsibilities as on their own expertise or interests.



The Company in year 2020 has 4 boards as follows:

Director 's Name		Board of Directors	Nomination and Remuneration Committee	Audit Committee / Independent Director	Executive Board
1. Mr. Suwat	Dangpibulskul	x	-	-	x
2. Mr. Chaya	Jivacate	/	/	-	-
3. Miss Chomduen	Satavuthi	/	-	-	/
4. Mr. Krirkkiat	Satavuthi	/	-	-	/
5. Squadron Leader Anek	Panturaks	/	-	-	-
6. Dr. Wicha	Jiwalai	/	x	x	-
7. Mr. Vichai*	Watcharavatanakul	/	/	/	-
8. Dr.Jumpon*	Kluaymai-ngarm	/	-	/	-

Remark : x = Chairman

/ = Director

* = A Director proficient and graduate in accounting.

1. Details of Directors

Mr. Suwat Dangpibulskul

Age 79 years

Appointed: 26 April 2007

Position:

- Chairman of the Board
- President of Executive Board

Education:

Bachelor Degree

- Medical Science, Mahidol University
- Law, Ramkamheang University

Training organized by Thai Institute of Directors (IOD):

Director Accreditation Program No. 61/2007

Shareholding: 3.82

Board Member / Management in Other Listed Company:

- None-

Board Member / Management in Non-Listed Company:

- None-

Family Relation to Executive Directors:

- Spouse / no marriage registration of Miss Chomduen Satavuthi

Experience (In the past - present) :

- 2007 - Present : - Chairman of the Board / President
- Consultant - Radiation Technics
- Consultant - Law and Finance
Thai NDT Public Company Limited
- 1982 - 2007 : - Consultant - Radiation Technics - Law and Finance
Thai NDT Public Company Limited
- 1978 - 1982 : - Trainer, Nondestructive Testing
Institutions, government agencies
and enterprises.
: - Radiography Products Specialist
KODAK (Thailand) Company Limited
- 1970 - 1988 : - Sales Manager
Medical & Industrial Radiography Market Dept.
and Motion Picture and Audio Visual Market Dept.
KODAK (Thailand) Company Limited

Tenure of Directors in TNDT: 14 years

26 April 2007 - 28 April 2008
28 April 2008 - 26 April 2010
26 April 2010 - 22 April 2013
22 April 2013 - 22 April 2015
27 April 2015 - 23 April 2018
23 April 2018 - Present

Mr. Chaya Jivacate

Age 83 years

Appointed: 27 April 2009

Position:

- Vice Chairman of the Board
- Member of Nomination and Remuneration Committee

Education:

Master Degree

Microwave Physics, University of Surrey, U.K.

Bachelor Degree

B.Sc.(2nd class honour) in Electrical Engineering,
Chulalongkorn University

Training organized by Thai Institute of Directors (IOD):

Director Accreditation Program No. 80/2009

Shareholding: - None -

Board Member / Management in Other Listed Company: - None -

Board Member / Management in Non-Listed Company: - None -

Family Relation to Executive Directors: - None-

Experience (In the past - present):

- 2014 - Present : - Vice Chairman of the Board
- Member of Nomination and Remuneration
Committee
Thai NDT Public Company Limited
- 2009 - Present : - Vice Chairman of the Board
Thai NDT Public Company Limited
- Past - Present : - HONORARY FELLOW, AESIEP
: - Chairman of the Advisory
Energy for Environment Foundation (EforE)
: - Director of Joint Research,Thailand Institute of
Scientific and Technological Research (TISTR)
: - Director of Project Management
Center for Energy and Clean Technology
(EC-TEC), National Science and Technology
Development Agency (NSTDA)
: - Director (Honorary Director/Expert)
The Joint Graduate School of Energy and
Environment (JGSEE)
: - Vice Chairman of the Advisory Board
of CES Solar Cells Testing Center - CSSC
King Mongkut's University of Technology
Thonburi (KMUTT)
: - Consultant of Department of Alternative
Energy Development and Efficiency
: - Renewable Energy Consultant
King Mongkut's University of Technology
Thonburi (KMUTT)
: - Secretary General of the Association of the
Electricity Supply Industry of East Asia and
the Western Pacific -AESIEAP
: - Assistant Governor in Energy Management
Electricity Generating Authority of Thailand

Tenure of Directors in TNDT: 12 years

27 April 2009 - 23 April 2012
23 April 2012 - 27 April 2015
27 April 2015 - 24 April 2017
24 April 2015 - 29 April 2019
29 April 2019 - Present



Miss Chomduen Satavuthi Age 75 years**Appointed:** 26 April 2007**Position:**

- Director
- Executive Director
- Managing Director

Education:**Master Degree**

Engineering - Nuclear Technology,
Chulalongkorn University

Bachelor Degree

Chemistry Science,
Chiang Mai University

Training organized by Thai Institute of Directors (IOD):

Director Accreditation Program No. 61/2007

Shareholding: 38.67**Board Member / Management in Other Listed Company:**

- None -

Board Member / Management in Non-Listed Company: 2 companies

1. Director of Enspect Group Company Limited

Type of Business :

Building and Construction Control

2. Director of Phuttharaksa Power Company Limited

(previously known as TNDT Ricebran oil Company Limited)

Type of Business :

Energy and Consumables

Family Relation to Executive Directors:

- Spouse / no marriage registration
of Mr. Suwat. Dangpibulskul
- Elder Sister of Mr. Krirkiat Satavuthi

Experience (In the past - present):

- | | | |
|----------------|---|--|
| 2018 | : | - Management consultant
Department of Nuclear Engineering,
Chulalongkorn University |
| 2015 | : | - Honorary to Participate in
Nuclear Technology (M.Sc.),
Bachelor of Engineering course,
Chulalongkorn University |
| | | - Nomination Committee, Chairman and
Honorary Director in Executive Board
Ministry of Science and Technology of Thailand |
| | | - Neutrality Committee
issues the certificate for NDT personnel
according to ISO Standard.
Thai Society for Non-Destructive Testing |
| 2013 - Present | : | - Subcommittee in Nuclear Program,
Council of Science and Technology
Professionals |

Miss Chomduen Satavuthi (continue)

- | | | |
|----------------|---|---|
| 2012 - 2017 | : | - Director
mai Listed Company Association. |
| 2006 - Present | : | - Director
Nuclear Society of Thailand |
| 2007 | : | - Participate in
Non-destructive Testing - Qualification and
Certification of Personnel TIS. ISO 9712:2005 |
| 2005 - 2009 | : | - Chairman
Thai Society for Non-Destructive Testing |
| 2002 - 2004 | : | - Director
Thai Society for Non-Destructive Testing |
| 2007 - Present | : | - Director / Executive Director / MD
Thai NDT Public Company Limited |
| 1982 - 2007 | : | - Managing Director
Thai NDT Company Limited |
| 1989 | : | - Participate in Drafting the Standard of
"Qualification of inspectors of LPG
cooking gas and oil cylinder, gas storage tank,
gas & oil transportation tank, pipeline and
piping systems and certificate for inspectors."
(Notification in the Gazette)
(Presently called "Notification of the
Department of Energy Businee,
Ministry of Energy). |
| 1982 | : | - Participate in Establishment of
"Non-Destructive Testing Association"
to disseminate the knowledge and
training NDT Personnel according to
international standards. |
| 1978 - 1982 | : | - Trainer, Non-destructive Testing - Both
institutions / government agencies
and enterprises.
: - Radiography Products Specialist
KODAK (Thailand) Company Limited |
| 1970 - 1977 | : | - Researcher, Medical Research Center - SEATO,
Phramongkutkloa Hospital |
| 1969 - 1970 | : | - Government Scientist - Science
Department, Ministry of Industry |

Tenure of Directors in TNDT: 14 years

26 April 2007 - 27 April 2009
27 April 2009 - 27 April 2011
27 April 2011 - 28 April 2014
28 April 2014 - 24 April 2017
24 April 2017 - 27 April 2020
27 April 2020 - Present

Mr. Krirkkiat Satavuthi

Age 74 years

Appointed: 26 April 2007**Position:**

- Director
- Executive Director

Education:**Master Degree**

Civil Engineering, Brigham Young University, U.S.A.

Bachelor Degree

Civil Engineering, Kasetsart University

Training organized by Thai Institute of Directors (IOD):

Director Accreditation Program No. 61/2007

Shareholding: 4.27**Board Member / Management in Other Listed Company:**

- None -

Board Member / Management in Non-Listed Company:

- None -

Family Relation to Executive Directors:

Younger Brother of Miss Chomduen Satavuthi

Experience (In the past - present):

- 2007 - Present : - Director
- Executive Director
Thai NDT Public Company Limited
- 2002 - 2007 : - Director / Senior Consulting Engineer
Thai NDT Company Limited
- 1970 - 2007 : - Professional Engineers, 9 worchor
Department of Highways

Tenure of Directors in TNDT: 14 years

26 April 2007 - 28 April 2008
28 April 2008 - 27 April 2011
27 April 2011 - 22 April 2013
22 April 2013 - 25 April 2016
25 April 2016 - 29 April 2019
29 April 2019 - Present

Squadron Leader Anek Panturaks

Age 86 years

Appointed: 26 April 2007**Position:**

- Director

Education:**Bachelor Degree**

Mechanical Engineering (honor row),
Chulalongkorn University

Training organized by Thai Institute of Directors (IOD):

Director Accreditation Program No. 61/2007

Shareholding: - None -**Board Member / Management in Other Listed Company:**

- None-

Board Member / Management in Non-Listed Company:

- None-

Family Relation to Executive Directors:

- None-

Experience (In the past - present):

- 2007 - Present : - Director / Senior Advisor Engineer
Thai NDT Public Company Limited
- 2002 - 2007 : - Senior Advisor Engineer
Thai NDT Public Company Limited
- 1987 - 1996 : - Head of the Center of
Research and Technological
Development in Aerospace
and Automotive.
TISTR
- 1972 - 1987 : - Service Manager
The International Engineering
Company Limited
- 1968 - 1972 : - Field Engineers
Ray Lam Battery Company Limited
- 1956 - 1968 : - Head of Lathing and Casting Section
Air Engineering Department

Tenure of Directors in TNDT: 14 years

26 April 2007 - 26 April 2010
26 April 2010 - 23 April 2012
23 April 2012 - 28 April 2014
28 April 2014 - 25 April 2016
25 April 2016 - 23 April 2018
23 April 2018 - 27 April 2020
23 April 2020 - Present

Dr. Wicha Jiwalai

Age 77 years

Appointed: 26 April 2007**Position:**

- Independent Director
- Chairman of the Audit Committee
- Chairman of Nomination and Remuneration Committee

Education:**Ph.D. degree**

Geodetic Science (honor row),
Ohio State University, U.S.A.

Master degree

Cartography Engineering, ITC Institute, the Netherland.

Bachelor Degree

Civil Engineering, Chulalongkorn University
(Bhurachatra Scholarships throughout the study.)

Training organized by Thai Institute of Directors (IOD):

- | | |
|------------------------------------|-------------|
| - Director Certification Program | No. 14/2002 |
| - Director Accreditation Program | No. 8/2004 |
| - Finance for Non-Finance Director | No. 10/2004 |
| - Audit Committee Program | No. 11/2006 |
| - The Role of Chairman | No. 13/2006 |
| - Chartered Directors | No. 1/2007 |

Shareholding: - None -**Board Member / Management in Other Listed Company:** 2 companies

1. Chairman of the Audit Committee
STP&I Public Company Limited
Type of Business :
Steel Structure & Piping Fabrication,
Process Module and Other Steel Fabrication
2. Audit Committee
Thai Optical Group Public Company Limited
Type of Business :
Manufacturer and distributor of the entire plastic eyesight
products and services.

Board Member / Management in Non-Listed Company: 2 companies

1. Chairman of Salitara Company Limited
Type of Business :
Agent and broker in sales, leasing, mortgages, sale on
consignment of land and real estate, allocation of land,
condominiums, and parking
2. Director of World Resort Company Limited
Type of Business :
Bungalow and resort services.

Family Relation to Executive Directors: - None -**Dr. Wicha Jiwalai (continue)****Experience (In the past - present):**

- Private Sector** :
- Independent Director /
Chairman of the Audit Committee /
Chairman of Nomination and Remuneration
Committee
Thai NDT Public Company Limited
 - Chairman of the Audit Committee
STP&I Public Company Limited
 - Audit Committee
Thai Optical Group Public Company Limited
 - Chairman of Salitara Company Limited
 - Director of World Resort Company Limited

- Professional Association** :
- Chairman
Surveying and Mapping Society of Thailand
 - Honorary Director, Association of
Thai Condominium
 - Academic Director, Civil Engineering
The Engineering Institute of Thailand
 - Honorary President, The Asean Federation
on Land Surveying and Geomatic (AFLAG)

- Government Sector** :
- President of the Executives Board
Geo-Informatics and Space Technology
Development Agency
(Public Organization)
 - Deputy Bangkok Governor
 - Associate Professor and Head of Survey
Engineering Department.
Faculty of Engineering,
Chulalongkorn University
 - Professor of the Faculty of
Engineering, Chulalongkorn University
 - Operational Committee for Civil
Engineering Dictionary,
The Royal Society
 - Director of Town and Country Planning,
The Office of Town and Country
Planning Board

Tenure of Directors in TNDT: 14 years

26 April 2007 - 28 April 2008
28 April 2008 - 27 April 2011
27 April 2011 - 28 April 2014
28 April 2014 - 24 April 2017
24 April 2017 - 27 April 2020
27 April 2020- Present

Mr. Vichai Watcharavatanakul Age 68 years**Appointed:** 26 April 2007**Position:**

- Independent Director
- Member of the Audit Committee
- Member of Nomination and Remuneration Committee

Education:**Master degree**

Political Science, NIDA

Bachelor degree

- Accounting, 1st honor, Thai Chamber of Commerce University
- Law, Thammasat University

High Vocational

- Accounting Audit, Chulalongkorn University

Training organized by Thai Institute of Directors (IOD):

Director Accreditation Program No. 61/2007

Shareholding: - None -**Board Member / Management in Other Listed Company:** 1 Company

1. Independent Director / Member of the Audit Committee of Marsun Public Company Limited
Type of Business : Auditing, Accounting

Board Member / Management in Non-Listed Company: 1 Company

1. Director of Consulting System Company Limited
Type of Business : Auditing, Accounting

Family Relation to Executive Directors:

- None -

Experience (In the past - present):

- 2017 - Present : - Independent Director /
Member of the Audit Committee
Marsun Public Company Limited
- : - Director of Consulting System Company Limited
- 2014 - Present : - Independent Director /
Member of the Audit Committee /
Member of Nomination and Remuneration
Committee, Thai NDT Public Company Limited
- 2010 - Present : - Independent Director /
Member of the Audit Committee
Thai NDT Public Company Limited
- 1995 - Present : - Certified Accounting Auditor
(Registered Auditor No.3055),
accounting and tax consultant (Freelance)
- 1986 - 1995 : - Division Chief of Plan and Budget,
Sugar factory, Department of Industrial Works
- 1980 - 1986 : - Head of department budgets and spending,
Sugar factory, Department of Industrial Works
- 1978 - 1980 : - Assistant Internal Audit, Sugar Factory
Department of Industrial Works
- 1976 - 1978 : - Auditor level 1, Sugar Factory,
Department of Industrial Works

Tenure of Directors in TNDT: 14 years

26 April 2007 - 26 April 2010
26 April 2010 - 22 April 2013
22 April 2013 - 25 April 2016
25 April 2016 - 29 April 2019
29 April 2019 - Present

Dr.Jumpon Kluaymai-ngarm Age 37 years**Appointed:** 22 December 2018**Position:**

- Independent Director
- Member of the Audit Committee

Education:**Ph.D. degree**

Economics

Loughborough University, United Kingdom

Master degree

Economics

University of Antwerp, Belgium

Bachelor Degree

B.B.A. (First-class Honors), (Business Economics)

Asian University, Chonburi

Training organized by Thai Institute of Directors (IOD):

- Director Certification Program No. 271/2019
- Advanced Audit Committee Program No. 33/2019
- Risk Management Program for Corporate Leaders Class No. 19/2020
- Boardroom Success through Financing and Investment No. 8/2020
- How to Develop a Risk Management Plan No. 27/2020

Shareholding: - None -**Board Member / Management in Other Listed Company:**

- None-

Board Member / Management in Non-Listed Company:

- None-

Family Relation to Executive Directors:

- None-

Experience (In the past - present):

- December 2018 - Present : Independent Director /
Member of the Audit Committee
Thai NDT Public Company Limited
- August 2017 - Present : Lecturer, Faculty of Business and
Technology, Stamford
International University
- March 2017 - July 2017 : Head of Industry Research
(Real Estate and Services),
Research Division, Bank of Ayudhya
- May 2016 - June 2016 : Guest Lecturer, Faculty of Economics,
Rangsit University
- October 2015 - February 2017 : Industry Strategist, Research Division,
Bank of Ayudhya
- August 2014 - May 2015 : Part-time Lecturer,
Faculty of Business, Asian University
- October 2010 - May 2014 : Bought in Teacher, School of
Business and Economics,
Loughborough University

Tenure of Directors in TNDT: 2 years 4 months

22 December 2018 - Present

2. Details of Executives / Company Secretary / Internal Audit Governance

No.	Name - Surname Position	Age (yrs)	Education	Share holding (%)	Experience (In the past - present)		
					Time	Position	Department / Company
1.	Mr. Thanun Satavuthi Deputy Managing Director Internal Audit Manager (Acting) Corporate Strategy Manager (Acting)	37	Master degree - Business Administration, Assumption University Bachelor degree - Electrical and Electronic Engineering Asian University	-	2016 - Present 2016 - Present 2013 - 2516	Internal Audit Manager (Acting) Corporate Strategy Manager (Acting) Deputy Managing Director Assistant Managing Director	Thai NDT Public Company Limited Thai NDT Public Company Limited Thai NDT Public Company Limited
2.	Mr. Sahawat Techachan Sale Manager	61	Certificates - Mechanical Engineering, Northeastern Technology College	lower than 1%	1989 - Present 2012 - 2016	Sale Manager Vice President	Thai NDT Public Company Limited Thai Society for Non-Destructive Testing (TSNT)
3.	Mr. Tin Maung Aye Technical Manager	58	Bachelor degree - Mechanical Engineering, Institute of Technology, Yangon, Burma Certificates - Welding Engineer, International Institute of Welding - ASNT NDT Level III ASNT	lower than 1%	1998 - Present 2010 - 2012	Technical Manager Director	Thai NDT Public Company Limited Thai Society for Non-Destructive Testing (TSNT)
4.	Mr. Somouy Tangchithavornkul Operations Manager HSEQ Manager Quality Manager	52	Master degree - Business Administration, Ramkhamheang University Bachelor degree - Aviation Maintenance, San Jose State University USA	lower than 1%	1999 - Present	Operations Manager Quality Manager HSEQ Manager	Thai NDT Public Company Limited
5.	Mr. Thammarath Sroysomboon Operations Manager Operation Support Manager	52	Bachelor degree - Welding Engineering, King Mongkut's Technology North Bangkok University	lower than 1%	2017 - Present 1998 - Present 2010 - 2012	Operation Support Manager Operations Manager Director	Thai NDT Public Company Limited Thai NDT Public Company Limited Thai Society for Non-Destructive Testing (TSNT)
6.	Miss Vajana Sakulraemrungs Office Management in Administrative, Secretary Office Purchasing and Human Resource	61	Bachelor degree - Bachelor of Liberal Arts, Thammasat University	1.97	2005 - Present	Office Management Manager (Secretary Office and Purchasing Division) Human Resource Manager	Thai NDT Public Company Limited
7.	Mr. Niyom Minivathakorn Finance and Accounting Manager	54	Bachelor degree - Accounting, Kasem Bundit University High Vocational - Accounting College of Technology and Vocational Education, Bangkok Commercial Campus Certificates - Certified Accountant in year 2000, Ministry of Commerce	-	2011 - Present 2002 - Present	Finance and Accounting Manager Office Manager Director Assistant Auditor	Thai NDT Public Company Limited Piya Arpa Accounting Arpakorn Advisory Company Limited S.B. Auditing Service Company Limited
8.	Miss Sasiprapha Saengchai Company Secretary Secretary of Sub-Committee	40	Master degree - Master of Science (Agro-Industrial Technology Management) Kasetsart University Bachelor degree - Food Process Engineering, Chiangmai University	-	2014 - Present 2012 - Present 2009 - 2012 2004 - 2009	- Company Secretary - Secretary of Audit Committee / Nomination and Remuneration / Executive Board - Company Secretary - Secretary of Audit Committee / Executive Board - Senior Supervisor Administration - Executive Secretary - Auditor of Internal Quality Audit - Production Supervisor - Auditor of Internal Quality Audit	Thai NDT Public Company Limited Thai NDT Public Company Limited Pakfood Public Company Limited Asia Pacific (Thailand) Company Limited affiliated company in Pakfood Public Company Limited
9.	Mr. Krod Songmuang Chief of Internal Control - Independence	47	Master degree - M.B.A. (Accounting for Planning and Control) Kasetsart University. Bachelor degree - BA. (Accounting) Rajamongkula Institute of Technology.	-	2018 - Present 2016 2011 - 2016 2007 and 2012 2008 - 2011 2014 - Present	- Head of Accounting Department - Assistant Dean - Planning and Development Committee - Risk Management Committee - Head of Department of Accounting Assistant in Student Affair - Curriculum Development Committee of Graduate Accounting - Head of Accounting Department - Chief of Internal Audit	Faculty of Business Administration, Kasembundit University Thai NDT Public Company Limited

3. The duties of the Board

Board of Directors

The Board of Directors consists of 8 Directors, with 3 Executive Directors and 5 Non-Executive Directors, 3 of whom are Independent Directors.

Authorized Directors

Miss Chomduen Satavuthi co-signs with Mr. Chaya Jivacate, Mr. Suwat Dangpibulskul, Mr. Krirkkiat Satavuthi, or Squadron Leader Anek Panturaks with the Company's seal affixed.

Authority and Responsibilities of Chairman of the Board of Directors

1) Responsible as the leader of the Board of Directors to oversee, monitor, supervise, and the duties' performance of the Executive Board and other Committees to make them achieve the objectives, policies, and goals of the organization pursuant to the specified plan efficiently and effectively.

2) Ensure that all directors contribute to the company's ethical culture and good corporate governance. The board should assume a leadership role in creating and driving a culture of compliance and ethical conduct throughout the company, and lead by example.

3) Set the board meeting agenda by discussing with the CEO and Independent Director to ensure that important matters are included in the agenda and proposed thoroughly to the meeting.

4) Call the Board of Directors' meeting and overseeing the delivery of the notice which included the sufficient documents and having time for the Directors to consider.

5) Act as the Chairman of the Board of Directors' meeting and the Shareholders' meeting and controls the meeting effectively in accordance with the Company's Article of Association and the agenda.

6) Allocate sufficient time for the Board and the Executives to propose all topics, and for Directors to debate important matters thoroughly, as well as encourage the Directors to exercise independent judgment for the best interest of the Company.

7) Act as a decisive vote in Board meetings in case of equal votes of both sides.

8) Promote the constructive relations between all the Committees, and between the Directors and the Executives.

9) Oversee and monitor the disclosure of information, in compliance with relevant rules and regulations, on the Form 56-1 One Report and the company website www.tndt.co.th

Authority and Responsibilities of the Board of Directors Strategy / Policy

1) Specify, review and approve the vision, mission, commitment, policies, strategies, goal, business plans, budget and operating direction of the Company annually, as well as allocate the significant resources appropriately by deploying the suitable technology and innovation, and having the access protection system, in order for the effective and efficient performance as specified.

2) Oversee and monitor the business operations to be tailored to changing internal and external factors appropriately, by adhering on the corporate governance, ethics and good moral, the activities that benefit to society as a whole and does not affect directly and indirectly to all stakeholders.

The Executives is assigned to set up, review and develop the policies/manuals, such as the Charter of the Board of Directors, Principles of Corporate Governance, the Code of Business Conduct or Anti-corruption policy in written, to communicate to directors, executives, and employees for adhering as a common practice.

3) Consider, select, appoint, remove, transfer and determine Authority and Responsibilities of the Board of Directors, sub-Committee, Managing Director / CEO, and Company Secretary Including Executives.

Role and Duties

1) Perform duties in accordance with Authority and Responsibilities in accordance with the laws, regulations, objectives, and the Company's Article of Association including other relevant matters as well as the resolutions of the Board of Directors and the shareholders' meeting compliance with their fiduciary duties for the Company's best interest.

2) Responsible for shareholders' right on equitable basis and operate with the shareholders' best interest at heart. Ensure information disclosure is accurate, complete, transparently, timely and in compliance with the relevant regulations, rules, and regulations of the relevant agencies.

3) Review and approve, as well as to supervise and monitor the performance regularly, to ensure that the operations are in line with the policy.

4) Consider and approve the Company's authority plan regarding the necessary and relevant matters to the Company or beneficial to the business of the Company. The authorities of the Board of Directors are as follows:

4.1 Authorize the search for and the investment in properties, when the budget is more than the authority of the Executive Board.

4.2 Authorize the search for, repair and sales of the movable assets, when the budget is more than the authority of the Executive Board.

4.3 Authorize the investment, the sales in equities, and/or debt instruments when the budget is more than the authority of the Executive Board.

4.4 Authorize the founding, merging or dissolution of the subsidiaries.

4.5 Authorize the obtaining or cancellation of the credit facilities when the budget is more than the authority of the Executive Board.

4.6 Authorize the loaning to the companies that is also the Company's shareholders or to companies that engage in business deals together or to any other companies when the budget is more than the authority of the Executive Board.

4.7 Authorize the guarantee of the credit facilities to the companies that is also the Company's shareholders or to companies that engage in business deals together or to any other companies when the budget is more than the authority of the Executive Board.

5) Appoint / authorize a director, several directors, or any other persons ("Attorney") to perform any actions on behalf of the board of directors under the extent authorized by the Board of Directors deems appropriate. The Board of Directors may cancel, withdraw, change or revise authorizations as deemed necessary.

Thus, authorizations must not have characteristics of allowing the aforementioned persons to consider and/or approve of transactions in which they or other persons with potential conflicts of interests as stakeholders or other potential conflicts of interest with the company or its subsidiaries, except for approval of routine business transaction according to normal trade conditions or according to policies and criteria considered and approved by the Board of Directors under criteria, conditions and designated methods concerned with connected / related transactions and acquisition or distribution transaction of key properties of registered companies according to announcements by the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or any other announcements by related agencies.

6) Consider, appointment, the scope of authority and responsibilities, Management Structure of the Executive Committee, Managing Director and Sub-Committees such as the Audit Committee, the Nomination and Remuneration Committee, etc., as appropriate.

7) Consider / appoint / determine the scope of authority, responsibility, management structure in written for individuals who act as a director, executive or authorized person in a subsidiary, in order to perform the duties as assigned and in accordance with the subsidiary's policy. They are to protect the interests of subsidiaries and in compliance with the policy of the parent company, including to disclose important information, such as connected transactions or capital increase/reduction transactions, etc.

8) Consider and approve the guidelines and policies of the remuneration of the Company's Directors and the Top Executives by the Board Nomination and Remuneration Committee present.

9) Consider and approve the remuneration of the Board of Directors as proposed by the Nomination and Remuneration Committee before proposing to the shareholders for approval.

Overseeing and Monitoring Compliance

1) Oversee and monitor the executives to perform various matters according to the policies, goals and defined work plans to increase the maximum economic value to the Company and report of the performance to the Board for acknowledgment and evaluation of performance.

2) Oversee and monitor the Company's compliance with regulatory laws, rules and regulations of the Securities and Exchange Commission (SEC), the Capital Market Commission, the Stock Exchange of Thailand (SET) and / or agencies associated with the Company's business.

3) Oversee the directors to take responsibilities and allocate sufficient time to enable performing their duties as assigned.

4) Determine, review and approve the charter of the Board of Directors and Sub-Committees annually and perform the duties completely.

5) Consider and approve the Report of The Sub-Committees' responsibilities and the Accountability to Financial Report.

6) Have the policy to empower non-executive directors, independent directors/audit committee / non-executive directors mutualize the meeting as necessary, to discuss various matters regarding the management as their interesting without the management attending.

Company Secretary

Ms. Sasiprapha Saengchai, Company Secretary, Office Management Department was appointed as Company Secretary according to the resolution of the Board of Directors Meeting No. 4/2012 on November 8, 2012.

Audit Committee

The Audit Committee consists of 3 Directors, all the members are non-executive directors, non-employees or consultants of the Company and possess all required qualifications as stipulated by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

Authority and Responsibilities of the Audit Committee Overseeing and Monitoring Compliance

1) Review the Company's financial report and monitor the disclosure transparency and appropriateness.

2) Review the Company's internal control and audit systems adequately and efficiently, review internal auditor's independence and approve the appointment, remove, dismiss and evaluate the chief of the internal audit unit or any other unit in charge of an internal audit, as well as determine operating framework and schedule of internal audit unit.

3) Review the Company compliance with the laws and regulations imposed by the Securities and Securities Exchange, the SET's regulations and any relevant regulations concerning the business operation, including overseeing the Company's Compliance unit.

4) Consider, select and nominate independent accountants to be the Company's auditor as well as propose the auditor's remuneration and dismiss the auditor, including establishing operation guideline with the certified public accountant. The Committee shall meet with the auditors at least once a year, without the management attendance.

5) Ensure accurate and complete information disclosure in case of connected transaction or any transaction that may raise conflict of interest issues and that transactions are entered with reasonableness for the benefit to the Company.

6) Consider other issues that may affect the Company's business and propose them to the Board of Directors for consideration.

7) Report the performance of the Audit Committee in accordance with the regulations of the SET including related agencies and published in the Company's Annual Report. The report must be signed by the Chairman of the Audit Committee and must contain the following minimum information:

(7.1) Opinions on the accuracy, completeness and credibility of the Company's financial report.

(7.2) Opinions on legal compliance on the rule and regulations of the SEC and the SET or laws related to the Company's business.

(7.3) Opinions on sufficiency of the Company's internal control system.

(7.4) Opinions on auditor's suitability.

(7.5) Opinion on potential conflict of interest transactions.

(7.6) Number of Audit Committee's meetings and meeting attendance by each audit director.

(7.7) Overall opinion or observation rendered by the Audit Committee receives on execution of duty in line with charter.

(7.8) Other transactions that should be known by shareholders and general investors with the scope of the duties and responsibilities set forth by the board of directors.

8) Act in other issues as assigned by the Board of Directors with the consent of the Audit Committee.

Corporate Governance

(1) In its performance of duties, if it is found or suspected that there is a transaction or any of the following acts which may significantly affect the Company's financial condition and operating results, the Audit Committee shall report it to the Board of Directors for corrective action within the appropriate time.

(1.1) any transaction which cause a conflict of interest.

(1.2) any indication or corruption case, or significant defect in the internal control system

(1.3) any violation or illegal practice of the SEC and SET's regulations or any related law to the Company's business.

If the Board or the Executive do not take any corrective action on the time prescribed by the Audit Committee, the Committee must disclose such action in the annual report and report to the SEC or the SET.

(2) Review policy and guidelines for prevention and anti-corruption as well as assessing the risk of corruption that may occur in all process. The Company also promote and encourage employees to cultivate awareness and practices.

(3) Review the practices and rearrange the policies, including guidelines on ethics and code of business conduct, CG principles and CSR at least once a year, and propose to the Board of Directors for acknowledgment and approval. The Corporate Governance Report is published in the Company's annual report. The report must be signed by the Chairman of the Audit Committee.

(4) Review the Company's operation to comply with the SET, SEC's regulations and other standards related to the business operation of the Company.

Audit Committee Secretary

Ms. Sasiprapa Saengchai, Company Secretary - Office Management Department, was appointed as the Secretary of the Audit Committee by the resolution of the Audit Committee Meeting No. 4/2012 on November 8, 2012. She has performed her duties until November 14, 2020.

And by the resolution of Audit Committee Meeting No. 6/2020 on November 14, 2020, Miss Alisa Thaosisakul, Head of Internal Audit Department, was appointed as the Secretary of the Audit Committee.

The Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of 3 Directors, 2 independent Directors and 1 non-Executive Director, of whom more than half of the Directors are Independent Directors.

Authority and Responsibilities of the Nomination and Remuneration Committee

Nomination

1) Consider the board structure, in terms of size, composition, and the proportion of Independent Directors in the Board of Directors to be appropriate to the business, organization, and the relevant environment.

2) Consider, set up and review the guidelines and policies in nominating the Board of Directors and other Committee Members, including the qualifications of Board Members and Top Executives or key positions in the management structure on the Company's Good Corporate Governance Manual and Succession Plan. The guideline and policies are also reviewed annually and proposed to the Board of Directors at least once a year.

3) Nominate the candidates for the position of Directors, Committee Members who retired by rotation and / or appointed to the appropriateness of the structure and qualifications of the Board of Directors to meet the required specifications. The nominees have to be proposed to the Board of Directors and/or to the meeting of shareholders for approval (case by case basis).

4) Prepare a Skill Matrix development plan to continuously improve skills, knowledge and relevant abilities in order to achieve the performance objectives, goals and the best interests of the organization.

5) In case the Board of Directors has appointed any individuals to be a consultant, his/her information including independence or no conflict of interest shall be disclosed in the annual report.

6) Coordinate to arrange orientation for new directors according to the guidelines of the Stock Exchange of Thailand and the Development Plan.

7) Assess the performance of Managing Director and propose to the Board of Directors for approval.

8) Perform other issues relating to the nomination as assigned by the Board of Directors, with the consent of the Nomination and Remuneration Committee.

Remuneration

1) Consider and review the guidelines and policy of remuneration for the Board and Committees, both monetary and non-monetary of which are the fixed rate of remuneration (such as Meeting Allowance and Remuneration Allowance), and remuneration depending on the company's operation results (such as bonus) with principles or guidelines and structure which are fair and reasonable. Moreover, the review of guidelines and policy shall be consistent with the strategies and long-term goals of the company, by comparing to other company in the related industry and at a similar level, as well as being accountability and responsibility both regular and assigned duties and considering the business expansion and the growth of the company's profits, then propose to the Shareholders' Meeting for approval.

2) Consider and review the guidelines and policy of remuneration for the Managing Director, which includes wages, yearly bonus and other benefits, both monetary and non-monetary, with principles or guidelines and structure which are fair and reasonable. The review of guidelines and policy shall be consistent with the strategies and long-term goals of the company, by comparing to other company in the related industry and at a similar level, as well as being accountability and responsibility both regular and assigned duties and considering the business expansion and the growth of the company's profits

3) In case the Board of Directors has appointed any individuals to be a consultant, his/her information including independence, or no conflict of interest shall be disclosed in the annual report.

4) Perform other issues relating to the remuneration as assigned by the Board of Directors with the consent of the Nomination and Remuneration Committee.

Corporate Governance

1) Support the Company to allow the shareholders to nominate directors to replace those who retired by rotation prior to the Annual General Meeting.

2) Provide policy, guideline and the performance assessment, as well as consider Self Assessments of Board, Committees and Executives both on an individual and team basis including the senior management assessment, then proposed to the Board of Directors for approval.

3) Perform other issues relating to the corporate governance as assigned by the Board of Directors with the consent of the Nomination and Remuneration Committee.

4) Determine, review and proposed the charter of the Nomination and Remuneration Committee to the Board of Directors for approve annually and perform the duties completely.

5) Report the duties as required by the SET as well as the relevant authorities and published in the Company's Annual Report. The report must be signed by the Chairman of the Nomination and Remuneration Committee.

Nomination and Remuneration Committee Secretary

Ms. Sasiprapha Saengchai, Company Secretary, Office Management Department was appointed as Nomination and Remuneration Committee Secretary according to the resolution of the Nomination and Remuneration Committee Meeting No. 1/2014 on November 11, 2014.

Executive Board

Authority and Responsibilities of the Executive Board

1) Determine the policies, strategies, work plans, command, corporate plans and targets for the Company's business, to comply with the policies as determined by the Board of Directors.

2) Plan the investment and capital raising process according to the Company's policies.

3) Approve the appointment of consultant as necessary for business operations.

4) Determine the employee's benefits as appropriate to situations, cultures and relevant regulations.

5) Approve the procurement, cancellation, or selling of assets, investments and other expenses necessary for business operations, the details are mentioned in the authority plan.

6) Approve the asset procurement, expenses due to the Company's operations, under the contract and/or the agreement with the business partners. The details are mentioned in the authority plan.

7) Authorize the Managing Director to operate the business within the scope of authority and responsibility as determined by the Executive Board under the supervision of the Executive Board.

8) Authorize any Executive Board or any person or persons to operate under the control of the Executive Board within a period of time deemed fitting by the Executive Board. The Executive Board may cancel, withdraw, change, or revise authorized persons or authorizations as deemed necessary.

9) Have authority and responsibility according to policies assigned by the Board of Directors.

The Scope of Authority for Approval of Executive Board is under the principles of laws and regulations of the SEC and SET or the laws that is related to the Company business as well as the Company's articles of association.

In all, any potential connected transaction or conflict of interests or related person by the law, regulations and/or article of association with the Company or subsidiaries. The transaction with such nature must be proposed to the Board of Directors and/or the Shareholders' meeting (depending on the issue) for approval according to the Company's regulations or relevant laws.

Executive Board Secretary

Ms. Sasiprapha Saengchai, Company Secretary, Office Management Department was appointed as Executive Board Secretary according to the resolution of the Board of Directors Meeting No. 4/2012 on November 8, 2012.

Company Secretary

To be in comply with The Securities and Exchange Act B.E. 2535 (amendment), the Resolutions of the Board of Directors to appoint Miss Sasiprapha Saengchai as Company Secretary and Executive Board Secretary by the meeting No. 4/2012 held on November 8, 2012, commencing on November 8, 2012 onwards. This person is successfully participated in training, seminars and related courses required, and being able to carry out the duties of the Company Secretary and support the Company business and the Board of Directors to adhere to related laws and regulations, and principles of Good Corporate Governance.

Duties and Responsibilities of the Company Secretary

1) Being a Secretary to the Board of Directors by coordinating with all parties in organizing Board of Directors Meetings and Shareholders Meetings so as to adhere to principles of Good Corporate Governance and related regulations, the Company's Articles of Associations and best practices, and related laws such as the Securities and Exchange Act and the Public Limited Company Act B.E. 2535.

2) Coordinate and take responsibility for disclosing the Company's information in line with the SET's and SEC's regulations, and other regulatory bodies.

3) Provide basic advice to the Board of Directors and Management who have to follow the Company's Articles of Association, rules of the SEC and SET, and any new regulations that may be relevant to the Company.

4) Prepare and store the important documents such as the registration of the Company's directors, the invitation letter and minutes of the Board of Directors Meeting, the invitation letter and minutes of the Shareholders Meeting, the Annual Disclosure Information (56-1), the Annual Report (56-2), shares holding report of directors and management team, and reports of conflicts of interest filed by directors and the management.

5) Supervise various activities and events performed by the Board of Directors to ensure the efficiency and effectiveness of their works, and the greatest benefits to the Company.

6) Coordinate and arrange new director orientation.

7) Coordinate with related parties to ensure that the resolutions from the Board of Directors Meetings and the Shareholders Meetings are carried out.

8) Execute additional duties as assigned by the Board of Directors and the Securities and Exchange Commission announcement.

In case of the Company Secretary cannot perform her duties, the Board shall appoint a new Company Secretary within 90 days from the date the former secretary vacates office or fails to perform her duties.

4. Executives

Executives' Name		Position
1. Ms. Chomduen	Satavuthi	Managing Director
2. Mr. Thanun	Satavuthi	Deputy Managing Director Internal Audit Manager (Acting) Corporate Strategy Manager (Acting)
3. Mr. Sahawat	Techachan	Sale Manager
4. Mr. Tin Maung Aye		Technical Manager IT Manager
5. Mr. Somouy	Tangchithavornkul	Operational Manager Quality Manager (ISO) HSEQ Manager
6. Mr. Thammarath	Sroysomboon	Operational Manager and Operation Support Manager
7. Ms. Vajana	Sakulraemrung	Office Management Manager (Secretary Office Division) Human Resource Manager
8. Mr. Niyom	Minivathakorn	Accounting Manager Finance Manager

Authority and Responsibilities of the Managing Director

The Managing Director shall have authorities and responsibilities as assigned by the Board of Directors within the Company's regulations. The Responsibilities of the Managing Director can be summarized as follow.

1) Manage and control the Company's normal business operations.

2) Implement on any issue as assigned by the Board of Directors.

3) Oversee an overall business operation to be consistent with the policies provided by the Board of Directors.

4) Approve procurement, cancellation, or selling of assets, investments and other expenses necessary for business operation, details are mentioned in the authority plan.

5) Approve asset procurement, expenses due to the Company's operation, and/or contracts with the business partners, details are mentioned in the authority plan.

6) Consider business strategies and funds raising plan to propose to the Board of Directors by priority.

7) Hire, appoint and terminate employees, determine remuneration rate, give award, raise salary, remuneration and bonus for employees at all level according to the remuneration policies.

8) Open and close bank deposit accounts with financial institutions to facilitate normal business operation. The decision must be made base on the Company's best interest.

9) Approve the appointment of consultant as necessary for business operation through the Company's Board of Directors.

In all, the Managing Director must comply with the Company's regulations and the Board's resolution. The Managing Director must not approve any transaction that she or related person may potentially have conflict of interests with the Company or subsidiaries. The transaction with such nature must be disclosed to the Board of Directors for consideration

The Managing Director cannot approve any actions other than what are mentioned above, unless assigned by the Board of Directors.

5. Selection of the Board Members and Top Executives

The Nomination and Remuneration Committee has the authority and responsibility in nominating and selecting. In all, the persons who will be appointed to be the Company's Directors and Top Executives must have qualifications according to the Section 68 of the Public Company Act B.E. 2535 and the Company's regulations. Moreover, the Directors and Executives must not have prohibited characteristics according to the Notification of Capital Market Supervisory Board No. Tor.Jor. 28/2551 concerning Request and Permission for New Share Issuance dated 15 December 2008, the selection process and criteria are as follows:

5.1 The Board of Directors Selection

Process and Relevant Issues

Board member selection, appointment and termination process and relevant issues are determined in the Company's Regulations, which can be concluded as follows:

1. The Board of Directors shall comprise of no less than 5 members and no more than 15 members. The Board Members are appointed by the shareholders' meeting. The Board must consist of at least 3 directors, 3 years tenure/each, and 1/3 of Directors shall retire by rotation on the AGM of Shareholders.

The Board of Directors consists of 8 Directors, they are (1) 3 Executive Directors, 1/3 is a female director, having managerial skills, knowledgeable in the Company's business and discretionary in management, and (2) 5 Non-Executive Directors, 3 are Members of the Audit Committee / Independent Directors and Non-Executive Directors (more than 1/3 of the entire Board) and 2 are Non-Executive Directors, having various knowledge and expertise which is the best interests to the Company's operations. In these, at least half of the board members must reside in Thailand.

2. Independent Director must be qualified in accordance with the Notification of the Capital Market Supervisory Board No. Tor Chor. 4/2552 Re: concerning Request and Permission for New Share Issuance (Vol. 2).

Definition of "Independent Director"

Independent Director refers to a Director whose qualifications are in line with the requirements of the Office of the Securities and Exchange Commission (SEC) and the Stocks Exchange of Thailand (SET), as follows;

1) Holding shares not exceeding 0.5% of the total shares with voting right of the Company, its parent company, subsidiaries, associates, major shareholders, and controlling parties of the Company, provided that the shares held by the related parties of such Independent Director shall be included. (including the connected persons as stipulated in section 258 of Securities and Exchange's Act)

2) Being not or has never been an Executive Director, staff, employee, advisor who receives salary, nor controlling parties of the Company, its parent company, subsidiaries, associates, same level subsidiaries, major shareholders, controlling parties of the Company or entities may have a conflict. Unless it is clear from the mentioned manner for not less than 2 years before his appointment as a Director.

3) Being not the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, brothers and sisters, and children. The prohibitive persons also include spouses of daughters and sons of executives, major shareholders, controlling party or the person who is in the process of nomination to be the management or controlling party of the Company or its subsidiaries.

4) Having no or never have business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, controlling parties of the Company or entities may have a conflict in respect of holding the power which may cause the obstacle of the independent decision, including not being or never been the significant shareholder, or controlling parties of any person having business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, controlling parties of the Company or entities may have a conflict. Unless it is clear from the mentioned manner for not less than 2 years before his appointment as a Director.

5) Being not the Director who is nominated to be the representative of Directors of the Company, major shareholders, or any other shareholder related to the major shareholders.

6) Being not or has never been the auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of Company, and is not the significant shareholder, controlling parties, or partner of the auditing firm which employs such auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company. Unless it is clear from the above manner for not less than 2 years before his appointment as a Director.

7) Being not or has never been the professional service provider, including but not limited to legal service or financial advisor with received the service fee more than 2 million per year from the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties, and is not the significant shareholder, controlling parties, or partner of the above-mentioned service firms. Unless it is clear from the mentioned manner for not less than 2 years before his appointment as a Director.

8) Doing not operate the same and competitive business with the business of the Company, or its subsidiaries, or is not a significant partner of the partnership, or is not an executive director, employee, advisor who receives salary, nor holds share for more than 0.5% of the total shares with voting right of any other company which operates same and competitive business with the business of the Company, or its subsidiaries.

9) Being no any characteristic, which is unable to have the independent opinion regarding the business operation of the Company.

Remark:

The definition of Independent Directors of the Company which specify the configuration of the shareholding of Independent Director as on item 1) / 8) are more intensive than the minimum requirements of the SEC or the SET, regarding the shareholding in the Company, not more than 1 percent of share.

3. The shareholders' meeting shall select the board members using criteria and procedures as follow.

(1) A shareholder shall have one vote for each share held.

(2) A shareholder shall have votes according to the item (1) to vote for a candidate or multiple candidates, but, for the latter case, the vote may not be distributed for any particular candidates in any particular order.

(3) Candidates who receive highest numbers of vote, in ranking order, will be appointed as the directors according to the amount of vacant positions that must be appointed in such particular time. In case the selected candidates have equal votes exceed numbers of vacant positions in such particular time, the Chairman of the meeting shall make final decision.

4. During every Annual General Shareholders' Meeting, a-third of Board members at that time must retire by rotation. If the number of directors cannot be indivisible by 3, the closest number to a-third shall be used. The retired directors during the first and second years will be selected by taking draws. For the following years, the directors who are in the longest position shall be retired. The retired directors may be re-appointed to the positions.

5. Any director who wishes to resign from the position must submit the resignation letter. Such letter shall be effective on the date it reaches the Company.

6. To vote any director out of the position prior to the rotation period, the motion require 75% of total participating votes in the shareholders' meeting with shares no less than half of total shares held by participating shareholders.

5.2 Audit Committee Selection

Process and Relevant Issues

The Company's Audit Committee must be of the Company's Directors, appointed by the Board of Directors. All of the Audit Committee members are not Executives, Employees, Consultants of the Company and possess all required qualifications as stipulated by the SET and any relevant announcement, Regulations, and/or order of the SET. The Audit Committee shall consist of no less than 3 members with at least a member proficient in finance and accounting. The term of tenure is 3 years, and not more than 9 years continued or 3 terms.

(See definition of "Independent Director" on item 5.1 The Board of Directors Selection)

5.3 Nomination and Remuneration Committee Selection

Process and Relevant Issues

The Company's Nomination and Remuneration Committee shall consist of 3 members, they are 1 Non-Executive Director and 2 Independent Directors. The Resolutions of the Board of Directors has appointed the Nomination and Remuneration Committee by the Meeting No. 6/2014 held on November 10, 2014, while more than half of the entire members must be Independent Directors, and the Chairman of the Committee must be Independent Director. The 3 members must have qualifications as determined by the SEC Regulations and any relevant announcement, regulations, and/or order of the SET, together with having a 3 years term of tenure, and not more than 9 years continued or 3 terms from the date of appointment.

5.4 Executive Board Selection

Process and Relevant Issues

The Board of Directors shall appoint the Executive Board from the Board members and/or management team as appropriate. The Board of Directors shall appoint a board member to preside over the Executive Board as the Chairman of the Executive Board. The Executive Board will manage the business as assigned by the Board of Directors or the resolution of the shareholders' meeting.

5.5 Executives Selection

Process and Relevant Issues

Please see "Principle 4 : Ensure Effective CEO and People Management" the title of "2. Top-Executives and Executives Nomination", page 106-107

6. Orientation for the New Director

Taking a position as new director, he/she will take an orientation to acknowledge significant information about the nature, structure and guidelines of the Company's business, including the objectives, goals, vision, mission, corporate values as well as legal advice, rules and conditions of being a listed company director on the listed company in the SET, in which are the relevant notifications, regulations and the Public Company Act, the Company Board's regulations, adequately before performing his/her duty. They are in accordance with the Board Orientation Guideline of the SET.

The Board also promotes and encourages new director to attend training, seminars on the courses related to the duty, there are courses of the Thai Institute of Directors Association (IOD), especially the Director Certification Program (DCP), Director Accreditation Program (DAP), including the SEC, the SET and other related association. They are for developing knowledge, capabilities and increasing skills continuously, which are beneficial to the performance of duty of director and are in accordance with the director development plan. This is done to comply with relevant laws and regulations and report to the board of directors in the next board meeting as well.

7. Remuneration and Benefits

7.1 Remuneration of Directors

A. Remuneration in Cash

During the Extraordinary Shareholders' Meeting No. 14/2020 on July 27, 2020, the shareholders' meeting approved the Directors, Nomination and Remuneration Committee and Audit Committee remuneration package of Baht 2,500,000.- in total for normal meeting and remuneration allowance. However, the Company had already paid Baht 2,500,000.- in total, which the meeting allowance of

- Chairman of the Board, Chairman of the Nomination and Remuneration Committee and Chairman of the Audit Committee were at Baht 15,000.- each

- Directors, Nomination and Remuneration Committees and Audit Committees were at Baht 10,000.- each.

included in the Directors' remuneration for year 2020.

B. Other Remunerations

No any other benefits and compensation than the meeting and remuneration allowances under item A.

Details of the allowances paid for each board members are as follows:

The meetings in year 2020, there were

- 8 meetings of the Board of Directors
- 7 meetings of the Audit Committee
- 3 meetings of the Nomination and Remuneration Committee
- 9 meetings of the Executive Board (no meeting and remuneration allowances).
- 4 meetings among the Non-Executives and Independent Directors/Member of Audit Committee, without the attendance of the Executives (no meeting and remuneration allowances).

(Unit : Bath)

Director's Name		Position	Meeting Allowance	Remuneration	Total
1. Mr. Suwat	Dangpibulskul	- Chairman of the Board - President of Executive Board	90,000.00	251,000.00	341,000.00
2. Mr. Chaya	Jivacate	- Vice Chairman of the Board - Director of the Nomination and Remuneration Committee	70,000.00	224,000.00	294,000.00
3. Miss Chomduen	Satavuthi	- Director - Executive Director - Managing Director	60,000.00	220,000.00	280,000.00
4. Mr. Krirkkiat	Satavuthi	- Director - Executive Director	60,000.00	190,000.00	250,000.00
5. Squadron Leader Anek Panturaks		- Director	50,000.00	190,000.00	240,000.00
6. Dr. Wicha	Jivalia	- Independent Director - Chairman of the Audit Committee - Chairman of the Nomination and Remuneration Committee	180,000.00	255,000.00	435,000.00
7. Mr. Vichai	Watcharavatanakul	- Independent Director - Director of the Audit Committee - Director of the Nomination and Remuneration Committee	140,000.00	200,000.00	340,000.00
8. Dr.Jumpon	Kluaymai-ngarm	- Independent Director - Director of the Audit Committee	120,000.00	200,000.00	320,000.00
Total of 8 Directors			770,000.00	1,730,000.00 ^{1/}	2,500,000.00

Remark:

^{1/} All the 8 directors presented their intention not to receive the remuneration, total amount of 1,730,000.- (One million seven hundred thirty thousand Baht), so as to reserve for the Company's business expansion opportunity.

7.2 Managing Director' Remuneration**A. Remuneration in Cash**

Managing Director's remuneration in cash from the Company are salary and other income, bonus and providence fund.

B. Other Remunerations

- Vehicles for the Company Management Affairs.
- Other expenses and benefits according to the Company's Rules and Regulations

7.3 Executives' Remuneration**A. Remuneration in Cash**

In year 2020, total of 8 Executives from division managers or higher received total remuneration in cash from the Company. They are salary and other income, bonus and providence fund.

B. Other Remunerations

- Vehicles for the Company Management Affairs.
- Other expenses and benefits according to the Company's Rules and Regulations.

Item	Amount (Bath)		
	2018	2019	2020
Salary + Other Income	9,822,852.00	9,822,852.00	9,822,852.00
Bonus	-	-	-
Providence Fund	809,420.00	691,889.00	664,708.00
Welfare	214,406.51	355,657.42	246,210.92
Total	10,846,678.51	10,870,398.42	10,733,770.92

7.4 Employees' Remuneration

A. Remuneration in Cash

The Company's policy in remunerating for its employees is on the basis of appropriateness, fairness, knowledge, capability, performance, and compatibility with the industry's average pay scale. Moreover, the employees' remunerations must be appropriate to the business expansion and the Company's growth.

In year 2020, total remuneration which the employees received in cash from the Company are salary and other income, bonus, providence fund and professional fee, etc.

The details of employees' remuneration are as follows :-

Item	Amount (Bath)		
	2018	2019	2020
Salary + Other Income	115,846,752.84	117,826,645.00	113,066,298.00
Bonus	1,907,940.70	936,878.00	-
Providence Fund	2,082,102.00	1,626,426.00	1,533,954.00
Professional Fees	3,480,166.00	3,673,411.00	3,876,005.00
Welfare	959,284.35	1,064,992.07	906,386.78
Total	124,276,245.89	125,128,352.07	119,382,643.78

The Company has established provident fund in the Company's name for all the Company's employees by appointing Kasikorn Fund Management Company Limited as the fund manager, starting from 1 January 2005. The Company would contribute to the fund at the amount 5-10% of employees' salary, depending on working duration. The employees shall contribute no less than 5% of salary, but will not exceed amount contributed by the Company.

Since January 1, 2017 onwards, the Company's provident fund has been transferred to K Master Pool Fund of Kasikorn Fund Management. The employees can contribute at 5-15% of employees' salary since starting the membership, while the Company still contributes to the fund the same rate at 5-10%. The purposes are for the employees' capabilities to select individual investment as appropriate, in order to generate the good returns in both short and long term. The returns are based on the age and type of funds they select, so as them to save for future and / or financial security after retirement. Currently, there are 79 fund members, divided into

Sex	No. of People	Investment Plan No. of People	No. of People	Employee		Company	
Female	22	Plan 1	3	5%	15	5%	10
		Plan 2	13	7%	1	6%	2
		Plan 3	4	8%	1	7%	1
		Plan 4	2	10%	3	8%	3
				14%	1	9%	0
				15%	1	10%	6

Sex	No. of People	Investment Plan No. of People	No. of People	Employee		Company	
Male	57	Plan 1	25	5%	15	5%	22
		Plan 2	12	8%	1	6%	5
		Plan 3	4	9%	1	7%	5
		Plan 4	6	10%	3	8%	3
				15%	1	9%	4
						10%	18

B. Other Remunerations

Moreover, the Company has provided various benefits for employees according to the law. The Company has adjusted and increased its welfare and fringe benefit offering to the employees, for example, healthcare payments, group life and accident insurance

and annual health check for employees, and other types of financial and non-financial assistance such as funds for the funeral arrangements of employees, their parents, children or legal spouse, the marriage, the monk ordinations, emergency loan, preparing reliable sources providing the loan with special interest rate for housing, etc.

7.5 Number and Level of Employees

A. Number of Employees

Item	Amount (People)		
	2018	2019	2020
Male	249	264	262
Female	60	66	68
Total	309	330	330

B. Level of Employees

Level of Employee	Number of Employee (People)		
	Male	Female	Total
Top Executives	1	1	2
Executive - Department	9	2	11
Executive - Division	9	1	10
Company Secretary	-	3	3
Engineer	47	-	47
Technical Supervisor	21	9	30
Technician	151	5	156
Office / Admin. Clerk	24	47	71
Total	262	68	330

C. Significant changes in the number of employees in the past 3 years

- None -

D. Major labor disputes in the past 3 years

- None -

8. Human Resource Development Policy

8.1 1. In-house Training

The Company has trained the technicians for several methods of NDT technics to serve the customers' requirements. The technicians and engineers were to be taken examination and certified for the standard criteria of "The American Society of Non-destructive Testing (ASNT)" and other International Organizations such as ISO, etc.. Moreover, the local and foreign experts were invited to train the technicians and engineers for more knowledge, for example, Advanced Technologies, Radiation Safety, International Standards for Welding in Industrial such as ASME Code, Confined Spaces, etc.

The Company recognized the importance of training and developing skills, knowledge, expertise in performing duties. The training center and the Creative Research and Development (CRD) Division were built to support the employees' training, both theoretical and practical, for more efficiency and in accordance with the International standards practices.

In 2020, the Company has encouraged and supported training to develop employees' efficiency as follows :-

HSE / SAFETY In-house Training Courses by Lecturer of the Company	Level of attendees - Number of participants (Person)							
	Admin	Operation	Technician	Admin & Technical Supervisor	Engineer	Asst.- Company Secretary	Asst.-Manager	
							Division	Dept.
ISO 45001 : 2018	23	22	70	5 / 9	35	1	2	1
Radiation Safety	1	3	9	- / 1	13	-	-	-
Rope Access Technician Refresher Training Level 1&2	-	-	21	- / -	9	-	-	-
Working at Height Knowledge training	1	3	-	- / -	12	-	-	-
การขั้บรัดเซ็งป้องกันอุบัติเหตุ	2	7	33	- / 2	24	-	1	-
การบ่งชี้อันตราย และการประเมินความเสี่ยง	2	1	12	- / -	4	-	1	-
ความปลอดภัยอาชีวอนามัย และสภาพแวดล้อม ในการทำงาน สำหรับลูกจ้างเข้าทำงานใหม่	9	9	21	5 / -	18	1	-	-
ทบทวนการขั้บรัดเซ็งป้องกันอุบัติเหตุ	-	-	2	- / -	-	-	-	-
ความปลอดภัยในการทำงานเกี่ยวกับ งานซ่อมบำรุงอาคารสถานที่	4	-	-	- / -	-	-	-	-



NDT In-house Training Courses by Lecturer of the Company	Level of attendees - Number of participants (Person)							
	Admin	Operation	Technician	Admin & Technical Supervisor	Engi- neer	Asst.- Company Secretary	Asst.-Manager	
							Division	Dept.
Introduction of Non-Destructive Testing	1	2	1	- / -	12	-	-	-
MT,PT I - Liquid Penetrant Testing and Magnetic Particle Testing Level I	-	1	16	- / 1	1	-	-	-
MT I,II - Magnetic Particle Testing Level II	1	3	1	- / -	11	-	-	-
PT I,II - Liquid Penetrant Testing Level II	1	3	1	- / -	11	-	-	-
VT I,II - Visual Inspection Level II	1	6	25	- / 1	14	-	-	-
RT I - Radiographic Testing Level I	-	-	14	- / -	2	-	-	-
RT II - Radiographic Testing Level II	-	3	7	- / -	2	-	-	-
UT II - Ultrasonic Testing Level II	-	-	2	- / -	3	-	-	-
UTM II - Ultrasonic Thickness Measurement Testing Level II	1	4	22	- / -	18	-	-	-
ET I - Eddy Current Testing Level I	-	1	14	- / 1	4	-	-	-
ET II - Eddy Current Testing Level II	-	1	8	- / -	3	-	-	-
API 570 Preparation Authorized Piping Inspector	-	-	3	- / -	4	-	-	-
API 510 - Preparation Authorized Pressure Ves- sel Inspection	-	2	6	- / 1	6	-	-	-
Ferrite Scope	1	2	2	- / -	11	-	-	-
Spectrometer	1	2	2	- / -	11	-	-	-
Verification - RT II - Radiographic Testing Level II	-	-	5	- / -	-	-	-	-

In addition, the Company has invited specialists both local and international to strengthen the knowledge on various aspects for the employees in all levels so as to develop knowledge and related skills, to support the performance of the individual employee. It also created and shared ideas and new perspectives between

the outside organizations, created relationships between departments within the organization and applied to develop and perform their duties within the organization efficiently even more.

Quality System / Soft Skill Courses / Activity by Lecturer of the Company	Level of attendees - Number of participants (Person)							
	Admin	Operation	Technician	Admin & Technical Supervisor	Engi- neer	Asst.- Company Secretary	Asst.-Manager	
							Division	Dept.
Orientation; Company's Regulation, Quality, NDT Introduction	10	10	35	2 / 5	24	-	2	-
การใช้งาน Program & Application สำหรับการทำงาน	14	6	1	2 / 1	2	1	1	5

In-house Training Courses by External Lecturer	Level of attendees - Number of participants (Person)							
	Admin	Operation	Technician	Admin & Technical Supervisor	Engi- neer	Asst.- Company Secretary	Asst.-Manager	
							Division	Dept.
CR II - Computed Radiography Level II	-	1	13	- / 8	1	-	2	4
Positive Material Identification (PMI)	1	3	2	- / -	10	-	-	-
Hardness Testing	3	9	23	- / 3	28	-	2	-
First Aid - Basic CPR และการใช้เครื่อง AED	10	6	22	- / 7	4	-	-	-
ISO 45001-2018 Internal Auditor	8	6	3	4 / 3	3	1	1	8
การดับเพลิงขั้นต้น	5	5	27	- / 7	4	2	-	-
การฝึกซ้อมดับเพลิงและการฝึกซ้อมอพยพหนีไฟ ประจำปี 2563	26	19	52	7 / 11	39	2	3	6

In 2020, the Company held the in-house training courses for 34 programs or 67 times at the amount of 230,442.71 Baht or 13,587.00 hours/year. There were 1,217 employees attended (double counting) (or 325 person - individual counting), the average cost at 189.35 Baht / person / year (or 709.05 Baht / person / year - individual counting) and the average 11.16 hours / person / year (or 41.80 hours/person/year - individual counting).

8.2 External Training

The Company has provided opportunities for employees' external training, both local and foreign organizations which should be standardized and international acceptance. These training were for developing the efficiency and expertise to keep pace with the development and rapid change of technologies and were to respond the customers' more requirements. Selecting the employees to external training, the Company would consider the moral and effectiveness of the training organization, and the worthy benefits as appropriate. Due to the business involved in the safety of lives, properties and environments, the precision and accuracy of the test results would determine the customers' satisfaction and trust, meaning to the future of the Company as well. By the availabilities of these reasons, the Company could be expanded up till the present time.

(1) Board of Director

The Directors would attend the training courses and seminars, concerning to their roles and responsibilities, which would be in accordance with the rules and regulations of SEC, SET and the relevant authorities, as well as to be organized by SEC, SET, IOD, TIA, Thaipat, MaiA, etc. in order to perform the duties, advise, improve, develop and to be guidelines for the Company's operations.

These activities were to report in the Board of Directors' meetings. In 2020, the training courses and seminars were

(A) Mr. Vichai Watchravathanakul

Independent Director /

Director of the Audit Committee

Director of the Nomination and Remuneration Committee

5 Courses, Total 42.0 Hrs.

- Federation of Accounting Professions : “การวางระบบบัญชีทางการเกษตร (Agricultural Accounting System Design) รุ่นที่ 2/63”

- Federation of Accounting Professions : หลักสูตรและภาชีอากรความเหมือนที่แตกต่างรุ่นที่ 2/63 (เต็มหลักสูตร)”

- Dharmniti Seminar and Training Co., Ltd : “ก้าวทันกับการจัดทำบัญชี สำหรับผู้ทำบัญชี ตามหลักเกณฑ์ ทางบัญชี”

- Dharmniti Seminar and Training Co., Ltd : อบรม “นักบัญชีกับกระบวนการจัดทำและวางระบบบัญชีของกิจการ”

- Dharmniti Seminar and Training Co., Ltd : “ผู้ทำบัญชีกับสิ่งที่ต้องปรับตัวและรับมือการเปลี่ยนแปลง (หลักสูตรใหม่ปี 2563)”

(B) Dr. Jumpon Kluaymai-ngarm

Independent Director /

Director of the Audit Committee

3 Courses, Total 42.0 Hrs.

- Thai Institute of Directors (IOD) : “Risk Management Program for Corporate Leaders (RCL)”

- Thai Institute of Directors (IOD) “Boardroom Success through Financing and Investment (BFI)”

- Thai Institute of Directors (IOD) : “How to Develop a Risk Management Plan (HRP)”

(2) Executives and Company Secretary

The training courses of the Executives and Company Secretary would be determined and participated annually as appropriate concerning to their responsibilities and the Company business, which would be in accordance with the rules and regulations of SEC, SET and the relevant authorities, and were organized by SEC, SET, IOD, TIA, Thaipat, MaiA, etc. in order to contribute to improve and develop themselves and apply for the Company's operations later on. In 2020, the training courses and seminars of executives and company secretary were

Top Executive

(A) Mr. Thanun Satavuthi

Deputy Managing Director

4 Courses, Total 48.0 Hrs.

- Techsauce Media Co.,Ltd. : "Techsauce Virtual Summit 2020 : Shaping the New Future"

- The Stock Exchange of Thailand : "2020s Decade of Challenging Economic and Trade Growth between Thailand and Cambodia: In Depth Views from Experts' Perspectives"

- Mai Listed Company Association : "THE NEW CFO (Crisis Financial Officer)"

- The Stock Exchange of Thailand : "S01-S03 Corporate Sustainability Strategy, Class 4 (Invitation for specific group only)"

Department Executive

(A) Miss Vajana Skulreamrung

Deputy Managing Director

Office Management Manager

Human Resource Manager

2 Courses, Total 13.5 Hrs.

- The Stock Exchange of Thailand : "SD Professional Sharing 2/2020: รายงานด้านความยั่งยืน"

- British Standards Institution : "ISO 45001-2018 Internal Auditor"

(B) Mr. Somouy Tangchiththavorngul

Operations Manager

1 Courses, Total 3.0 Hrs.

- Council of Science and Technology Professionals : "จรรยาบรรณแห่งวิชาชีพวิทยาศาสตร์และเทคโนโลยี"

(C) Mr. Thammarath Sroysomboon

Operations Manager

2 Courses, Total 15.0 Hrs.

- Council of Science and Technology Professionals : "จรรยาบรรณแห่งวิชาชีพวิทยาศาสตร์และเทคโนโลยี"

- British Standards Institution : "ISO 45001-2018 Internal Auditor"

(D) Mr. Niyom Miniwarthakorn

Financial & Accounting Manager

4 Courses, Total 54.0 Hrs.

- federation of accounting professions : "เทคนิคการวิเคราะห์และเขียนคำอธิบายงบการเงินเพื่อนำเสนอรายงานประจำปี (Annual Report)"

- federation of accounting professions : "เจาะลึกการวิเคราะห์งบการเงิน"

- Penkwin CPA : "ขอบเขตความรู้กฎหมายที่เกี่ยวข้องกับการประกอบวิชาชีพบัญชี ,ประมวลกฎหมายแพ่งและพาณิชย์ (เฉพาะบรรพ 3 หุ่นส่วนและบริษัท) กฎหมายว่าด้วยบริษัทมหาชน จำกัด กฎหมายว่าด้วยหลักทรัพย์และตลาดหลักทรัพย์ และกฎหมายว่าด้วยการประกอบธุรกิจของคนต่างด้าว"

- Penkwin CPA :อบรม "ขอบเขตทดสอบความรู้กฎหมายที่เกี่ยวข้องกับการประกอบวิชาชีพบัญชี ได้แก่ ประมวลรัษฎากร พระราชบัญญัติ กฎกระทรวง ประกาศกระทรวงการคลัง คำวินิจฉัยของคณะกรรมการวินิจฉัยภาษีอากร คำสั่งกรมสรรพากร ประกาศกรมสรรพากรและประกาศอธิบดีกรมสรรพากร ที่เกี่ยวข้องกับการจัดเก็บภาษีอากรของบริษัทและห้างหุ้นส่วนนิติบุคคล กฎหมายว่าด้วยวิชาชีพบัญชี"

(E) Mr. Argorn Kanjanasomboon

Tank & Pressure Vessel Inspection Manager

1 Courses, Total 3.0 Hrs.

- American Petroleum Institute : Renewal "Renewal API 653 - Above Ground Storage Tank Inspector"

(F) Mr. Amnart Pha-ngam

HSE Manager

4 Courses, Total 48.0 Hrs.

- The Stock Exchange of Thailand : "S01 การกำหนดเป้าหมายการพัฒนาที่ยั่งยืนของธุรกิจ"

- The Stock Exchange of Thailand : "S02 การวิเคราะห์ห่วงโซ่อุปทานและผู้มีส่วนได้เสีย"

- The Stock Exchange of Thailand : "S03 การกำหนดกลยุทธ์และวิธีการดำเนินงานด้านความยั่งยืน"

- The Stock Exchange of Thailand : "S05 : การประเมินผลและการจัดการข้อมูลด้านความยั่งยืน"

(G) Miss Mantana Srinang

Deputy Quality Manager

3 Courses, Total 36.0 Hrs.

- The Stock Exchange of Thailand : "S01 การกำหนดเป้าหมายการพัฒนาที่ยั่งยืนของธุรกิจ"

- The Stock Exchange of Thailand : "S02 การวิเคราะห์ห่วงโซ่อุปทานและผู้มีส่วนได้เสีย"

- The Stock Exchange of Thailand : "S03 การกำหนดกลยุทธ์และวิธีการดำเนินงานด้านความยั่งยืน"

Division Executive

(A) Miss Dawroong Maneechote

Accountant Section Manager

2 Courses, Total 16.0 Hrs.

- Dharmniti Seminar and Training Co., Ltd : “TFPS16
สัญญาเช่าและประเมิน Deferred Tax”

- Dharmniti Seminar and Training Co., Ltd :
“ข้อควรระวังในการจัดทำงบการเงินการปิดบัญชีและการนำเสนองบ
การเงิน”

Company Secretary

(A) Miss Sasiprapha Seangchai

Company Secretary

6 Courses, Total 35.5 Hrs.

- Thai Investor Association : “ติวเข้มให้เต็ม 100 - AGM
Checklist 2562”

- The Stock Exchange of Thailand : “SD Professional
Sharing 2/2020: รายงานด้านความยั่งยืน”

- The Stock Exchange of Thailand : “สร้างความพร้อม
ทำความเข้าใจ: การประเมินความยั่งยืน ปี 2563”

- The Stock Exchange of Thailand : อบรม “EC01:
Sustainable Supply Chain Management รุ่นที่ 2”

- British Standards Institution : “ISO 45001-2018
Internal Auditor”

- Thai Listed Company Association : “COSO ERM 2017”

(B) Ms. Sarinee Saejea

Assistant Company Secretary / Marketing Analyst

6 Courses, Total 24.5 Hrs.

- Thai Investor Association : “ติวเข้มให้เต็ม 100 - AGM
Checklist 2562”

- The Stock Exchange of Thailand : “ความคืบหน้า
ในการพัฒนาระบบ SET Link และคุณสมบัติของเลขานุการบริษัท และ
ความสำคัญของ Contact Person”

- The Stock Exchange of Thailand : “อบรมการใช้ระบบ
SET-Link”

- The Stock Exchange of Thailand : “SD Professional
Sharing 2/2020: รายงานด้านความยั่งยืน”

- British Standards Institution : “ISO 45001-2018
Internal Auditor”

(C) Miss Sareemah Tayex

Assistant Company Secretary

1 Courses, Total 1.5 Hrs.

- The Stock Exchange of Thailand : “SD Professional
Sharing 2/2020: รายงานด้านความยั่งยืน”

(3) Employees

The Board of Directors has encouraged and supported the Company to provide training regularly for employees in all levels in various methods as of their responsibilities, both on the core services providing to the customers in which compliance with the regulations of “the American Society for Nondestructive Testing (ASNT)” and other related global organization standards, as well as safety training in various types of work as related. In addition, the Company has also provided the training courses by foreign and local experts for the employees’ more knowledgeable and expertise.

Anyway, in 2020, Due to the legal restriction control on the epidemic of Covid-19, which the Company and the outside training institutes have been facing, resulting in the employees were minimized in training / examining / seminars / exhibitions with various institutions. Even though the restriction, the Company has still provided opportunities for them in training for 74 programs or 112 times at the amount of 818,983.04 Baht or 1,171 hours/ year. There were 112 employees attended (double counting) (or 74 person - individual counting), the average cost at 7,132.36 Baht / person / year (or 11,067.34 Baht / person / year - individual counting) and the average 10.45 hours / person / year (or 15.82 hours/person/year - individual counting).

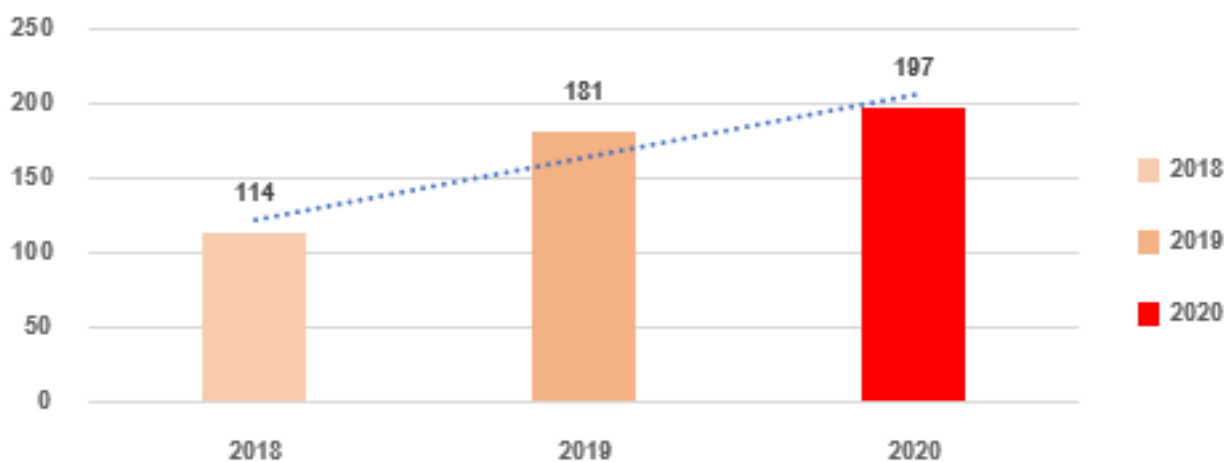
(4) Training Summary

No.	Level of attendees	Details of Training				
		Number of Courses	Number of Participants / double counting (Person)	Number of Participants / individual counting (Person)	Total (Hours)	AVG / Person / Year (Hours)
1.	Director	8	2	2	84	42
2.	Top Executive	3	1	1	42	42
3.	Executive - Department	10	18	7	145.5	20.78
4.	Executive - Division	2	2	1	16	16
5.	Company Secretary	9	10	3	61.5	20.5
6.	Engineer	10	11	8	122	15.25
7.	Technician	15	41	37	386	10.43
8.	Admin Supervisor	4	4	3	32	10.67
9.	Technical Supervisor	3	3	3	23	7.67
10.	Admin Officer	12	19	8	243	30.38
11.	Operation Officer	2	2	2	32	16

(5) Employees' Certificates

2020																															
MT			PT			RT			UT			VT			ET			UTM			RAT			Wrapping		API		Equipment Certificate			
I	II	III	I	II	III	I	II	III	I	II	III	I	II	III	I	II	III	I	II	III	I	II	III	I	II	510	570	CR	HN	PMI	FRT
1	15	-	2	13	-	7	-	-	-	-	-	-	7	-	7	-	-	-	4	--	-	-	-	2	1	-	2	31	72	17	16

Number of NDT Certified Employees



Corporate Governance Report (CG Report)



In the year 2020, The Board of Directors has considered, reviewed and monitored the business operation together with applying and deploying the 8 good corporate governance principles (CG Code), in order for the good operation results, being reliable to all stakeholders, being beneficial to society, and being valuable for sustainable business.

The Company has been assessed on the Corporate Governance Report of Thai Listed Companies in 2020 by Thai Institute of Directors Association (IOD) in the “**Excellent**” level for 5 consecutive years with the score of 93%, the same score received in year 2019. In all, the Company has complied with the principles of good governance for eight categories as follows:-

Principle 1 :

Establish Clear Leadership Role and Responsibilities of the Board

1. Performance of the Organization's Goals

All of the Directors understood and recognized their roles and responsibilities in performing their duties of responsibility, the duties of care and duties of loyalty, in accordance with relevant laws and regulations, the Company regulations including the meeting resolutions. The Director has performed rationally for the best interests of the organization, as the leaders to oversee, monitor and assess the organization to operate business with morality and ethics, to be in accordance with the code of conduct, transparency, and to have a good management system. The Board should be a role model in corporate governance by encouraging the Top-Executive and executives to practice as well.

The Company disclosed the names and the records of each director, including the roles and responsibilities of the Board of Directors, the Nomination and Remuneration Committee and the Audit Committee, as well as the details of their duties in the past years for each Director under the title of “**Details of Directors**”, page 75 - 79. This was for the shareholders and the related parties could acknowledge the capabilities, experiences and vital information regarding the directors who would support the Company to be successful in business operation.

In addition, the Board of Directors has monitored the changes under various factors, which might affect the operating results of the Company, both in the short and long term, in order to be ready for the competition. The Board also encouraged and supported the organization to achieve sustainable value creation to the business without any impact to all groups of stakeholders.

2. Leadership and Vision

The Board of Directors had an independent role in management according to the standards of corporate governance by setting the visions, missions, strategies, objectives, goals, business plans and the Company's budget, including overseeing, monitoring the operations of Executives to meet the designated goals and for the best interests of the Company and all groups of stakeholders. Moreover, the Board has supported the usability of innovation and technology to create value to the business as well as oversaw information technology. Besides, the Board has provided the internal control, assessed and reviewed the internal control system, the accounting system, the Company's internal operational system, as well as provided the risk management policies and monitored the results constantly including supported the Board of Directors to participate in the seminar by the Institute of Directors (IOD), the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC). Additionally, the Board of Directors has appointed the Audit Committee and other Sub Committees to assist overseeing the Company's operations.

3. Value Creation to the Business

3.1 Good Corporate Governance Policy

The Board of Directors, as the leadership to achieve sustainable corporate value creation, realized the significance of efficient and transparent management by setting up the policies of ethics and code of business conduct and good corporate governance, in aspects of the organization's structure and the management strategies which would stipulate the roles and systematic operations that were transparent and accountability. For examples: Clear mission and strategies, transparency to operate the business, taking care of safety of personal, property and environment both in organization and communities nearby, complying with the rules and regulations of the Company, the requirements and notification of SET and CMSB and the laws which related to the business, etc. The Board has monitored the Executives and Employees to commit and complied regularly with the good corporate governance, the rules and regulation concerning to the business operations. This would project the better standards of management, bring out the various groups of Stakeholders to be confidence in the Company's good image and contribute to the development of a truly sustainable business.

The Board of Directors has set up the principles of corporate governance in written for the Directors, Executives and Employees to adhere and practice. The review and approval of the policies should be done by the Board every year. In the Board's Meeting No. 2/2021 on February 27, 2021, the Board of Directors has considered, reviewed and approved the principles of corporate governance (revised edition in 2019) to be used continuously till the present.

3.2 Code of Business Conduct

The Board of Directors has set the guidelines of code of business conduct and ethical practices for Directors, Executives, and Employees, so they could operate business loyally, honestly, justly and responsibly for stakeholders, shareholders and the related parties. For the code of business conduct and ethics guidelines, the punishment policy was included as well.

In The Board of Directors Meeting No.2/2021, held on February 27, 2021, the Board has approved the Company's Code of Business Conduct and ethics (Revised Edition) which has been reviewed in 2019 and used continuously till the present, and allowed the Directors and Executives to disseminate the details to all employees via the Company internal information system, the internet for the public. These were to promote the guidelines for good practices which the Company aimed that the Directors and all employees would acknowledge and uphold as the core principle. The practices were regularly monitored as well. These were done so as to be the responsibility of all levels of Executives to oversee their subordinates to be aware, understand and encourage in compliance with the Company's Code of Business Conduct. The Company has also held training and educating the Code of Business Conduct to the new employees regularly. The details of the Company's Code of Business Conduct could be found in **the Company's website (www.tndt.co.th)**, on page **"Sustainability"** under the title of **"Code of Business Conduct"**.

In the past year, there were no any cases of complaint regarding the violation or the misconduct of the Company's Code of Business Conduct.

Principle 2 :

Define Objectives that Promote Sustainable Value Creation

1. Principle of Sustainability

The Board of Directors has set up the principle and direction of the Company's business through vision, mission, resolution, and policies which were considered along with the needs of all related stakeholders, the ecosystem and changes to the business opportunities, the expertise of the employees, the competitiveness of the Company, including the effective usability of innovation and technology, in order for value creation to the Company, the customers, all the stakeholders and the society. In these, the Board would review in accordance with the business environment on yearly basis.

Please see the details in the title of **"Organization Policies"**, on page 4

2. Goals and Strategies

2.1 The Board of Director has determined, reviewed, monitored, and approved the strategies, objectives, goals, plans, budgets and direction of business operation correlate and align with the Company's main objectives and goals, both the annual strategies and the medium-term of 3-5 years, financial or non-financial, without violating the laws and regulations or contrary to the code of business conduct. In addition, the Board would analyse with external and internal factors that might affect the success. They were

(1) Environment

(2) Factors and risks influencing the Company, all stakeholders and value chain.

(3) Information obtained from the process / channel of the Company's communication in order to access information / key issues / expectations of all stakeholders directly, etc.

These were to ensure that operations were still as expectation and could be adjusted to suit the current situation, able to respond and create value for the best interests, in which would not affect all groups of stakeholders directly or indirectly, and would be reviewed annually. In addition, the Board has also encouraged and supported the Company to allocate important resources and adopt technology and innovation to suit the business nature, to be able to improve align with the changes in internal and external factors, by adhering to the principles of good corporate governance, code of conduct, morals, and ethics, as well as any beneficial actions to the society. The Board would assign and monitor the Executives to operate and report the results of the operation to the Board of Directors regularly in the quarterly meeting.

In all, the Board has assigned the Executives to communicate to all employees for acknowledgment the objectives and goals of the organization through the Company's communication channels in order to adhere and practice in the same direction.

Please see the Goals and Strategies in the title of **"Business Goals and Strategies"**, on page 12.

Principle 3 :

Strengthen Board Effectiveness

1. Board of Directors Structure

Balance of Power

The Members of Board of Directors were qualified in accordance with the regulations of SET and were appointed by the AGM of shareholders. For the balance of power of the 8 Directors of the Board, there were 3 Independent Directors / Non-Executives and 2 Directors who were neither Independent Directors nor Executives, which exceeded 1 of 2 of total number of the Board member. The 5 Non-Executive Directors could exercise their objective and independent judgement, together with independent audit execution. For the balance of power of the Board and the Executives, the position of Chairman and Managing Director were held by different person, and the Independent Directors should participate in setting the board meeting agendas with Managing Director, in which compliance with the Good Corporate Governance.

Aggregation or Segregation of Positions

The Chairman of the Board was not the same person as the Managing Director / CEO. For the structure of Company's Board of Directors, one-third were members of the Audit Committee, who were Independent Directors, creating balance of power to perform on management review and independent audit execution.

Moreover, the Company had clearly determined scope of responsibilities of the Board of Directors and Managing Director. Thus, the Chairman and Managing Director would not have absolute power and would create balance of power in the significant resolution that required the Board or shareholders' resolution. Moreover, the Board Members or Managing Directors were not allowed to vote or approve on any connected transaction that he / she might have a conflict of interest with the Company or subsidiaries.

Conflict of interest

In case of the director held the position of director or executive or having interests, be directly or indirectly, in other businesses that might have conflicts, or having the opportunity to use inside information of the Company for their own benefit, the Director should comply with the regulations, guidelines, and procedures as specified in the related transactions, and the acquisition or disposition of important assets of the listed company according to the notification of SEC, or CMSB and/or SET and/or other related.

Policy of Board Diversify

The Company and the Nomination and Remuneration Committee should be responsible for nominating the qualified directors of each Board/Committee, with the policy of board diversify by the features of knowledge, skill, and expertise in the Company's business and the related industries, specific profession, beneficial experiences for the business, appropriate gender, age and qualification, including the essential proficiency to achieve the objectives and goals of the organization and the Board Skill Matrix. The Board of Director should comprise of at least one female director due to the resolution and prudence in management, and at least one of the non-executive directors, who should be experienced or competent in the business or main industry in which the Company operates, in order for the achievement of the Company's objectives and stakeholders' interests efficiently. The Professional Search Firm or the Director Pool of Thai Institute of Director (IOD) would be the channels of nomination as well.

The Structure of the Company's Board of Directors should comprise of the Board of Directors and 3 Sub-Committees, namely the Nomination and Remuneration Committee, the Audit Committee and the Executive Board.

1.1 The Board of Directors

The Board of Directors should comprise of at least 5 or not more than 12 Directors, should be elected by the AGM of shareholders, and at least 3 Directors should be Independent Directors. In all, no fewer than half of the board members should reside in the Kingdom of Thailand. The Board would nominate and select candidates to serve as directors by considering the skills matrix, including the profession, specialized expertise, and gender to achieve a variety of board structure. In addition, the Board should comprise of at least one female director in order for more efficient performance of the Board of Directors.

Besides, the Board of Directors should possess the knowledges, experiences, leadership, vision and beneficial expertise to the Company business and the related industrial, being independent, dedication and effort for their responsibilities: They would also exercise prudence and honesty for the best interests of the Company and all stakeholders. The Board of Directors' duties would be to define a policy, review and approve the vision, policy, mission, strategic objectives, business plans and budgets of the Company, including overseeing and monitoring performance regularly in order to ensure the operation of the Company policies and frameworks with efficiency and effectiveness.

The Company in year 2020 has 4 boards as follows:

Director's Name		Board of Directors	Nomination and Remuneration Committee	Audit Committee / Independent Director	Executive Board
1. Mr. Suwat	Dangpibulskul	x	-	-	x
2. Mr. Chaya	Jivacate	/	/	-	-
3. Miss Chomduen	Satavuthi	/	-	-	/
4. Mr. Krirkkhat	Satavuthi	/	-	-	/
5. Squadron Leader Anek	Panturaks	/	-	-	-
6. Dr. Wicha	Jiwalai	/	x	x	-
7. Mr. Vichai*	Watcharavatanakul	/	/	/	-
8. Dr.Jumpon*	Kluaymai-ngarm	/	-	/	-

Remark :

x	=	Chairman
/	=	Director
*	=	A Director proficient and graduate in accounting.

Roles and Authority of the Chairman of the Board

Please see the title of “**Management Structure**” under the topic of “Board of Directors”, page 81

Roles and Authority of the Board of Directors

1.1.1 Assigning, Reviewal and Authorization

Please see the title of “**Management Structure**” under the topic of “Board of Directors”, page 81

1.1.2 Taking a Position in the Listed Company and in the Subsidiaries which was not a Listed Company

The Board of Directors has determined that the Directors might only remain in the position of a listed company for no more than 3 companies, and for other companies or subsidiary companies that was not a listed company, for no more than 5 companies. An exception to this would be when the Director was authorized to take up a certain position by the Company.

1.1.3 Board of Directors Meeting

1.1.3.1 Prior to the Meeting

(1) The Meeting should be held regularly at least once every quarter, or 6 times a year with the dates of the meeting being schedule in advance throughout the year so as the Directors to allocate sufficient time for attending the meeting and the Directors should be notified 2 weeks before the meeting. The procedures of the meeting would be in accordance with the regulations of the Company, the Public Law and the regulations of the SET and the minimum number of quorum while voting should be no less than two third (2/3) of the total Directors.

(2) The Chairman of the Board would encourage the Directors and the Executives to jointly present and consider the significant issues, which would be beneficial to the Company's operation, to be the meeting agendas. In addition, the Company Secretary would be appointed to circulate the meeting invitation together with the supporting documents according to the agendas at least 7 working days before the meeting so that all Directors might have adequate time in studying all the information before attending the meeting. In case of any necessary information for further decision-making, the Directors could inform the Company Secretary to coordinate with the Managing Director / CEO or the assigned Executives.

1.1.3.2 The Board's Meeting Date

(1) The Chairman would allocate the time sufficiently for the Executives to present an issue and various performance reports and allow the Directors to discuss the problems and assess the cases carefully. The outcome of an evaluation would be decided by the majority votes. In the case that there were the same number of votes, the Chairman of the meeting would be the deciding voter.

(2) The Board of Directors would encourage the Managing Director to invite the Executives Officer or relating personnel to participate in the meeting in order to provide information in the case that the Board would require the related additional data.

(3) If there were agendas involving the Directors, the stake holding Directors might neither vote nor attend the meeting.

(4) The Board of Directors would encourage the policy where the Non-Executive Directors, Independent Directors, Member of Audit Committee, or any concerned might hold meetings among themselves to discuss any management problems that might arise as they deem appropriate, without the attendance of the Executives, and the resolutions would be notified to the Managing Director.

(5) Each Company's Directors should attend the meeting no less than 75% of the total number of meetings held annually.

In 2020, there were meetings and attendances of the Directors as follows:-

Directors' Name	Number of Meeting Attended (time) / Number of meetings held (time)			
	Board of Directors	Nomination and Remuneration Committee	Audit Committee	Executive Board
1. Mr. Suwat Dangpibulskul	6/6	-	-	6/6
2. Mr. Chaya ^{1/} Jivacate	5/6	-	2/2	-
3. Miss Chomduen Satavuthi	6/6	-	-	6/6
4. Mr. Krirkkiat Satavuthi	6/6	-	-	6/6
5. Squadron Leader Anek ^{1/} Panturaks	5/6	-	-	-
6. Dr. Wicha ^{1/} Jiwalai	6/6	6/6	2/2	-
7. Mr. Vichai ^{1/} Watcharavatanakul	6/6	6/6	2/2	-
8. Dr.Jumpon ^{1/} Kluaymai-ngarm	6/6	6/6	-	-

^{1/}In 2020, there were 4 meetings held, among the Non-Executives and Independent Directors/Member of Audit Committee, without the attendance of the Executives.

1.1.4 Directors' Reports

The Board of Directors should be responsible to control, promote and monitor the disclosure of various significant information in business transactions, corporate governance, financial statements and financial information disclosure to the public, in the Annual Disclosure Information (56-1), Annual Report (56-2) and the Company website (www.tndt.co.th). The financial statements should be made in accordance with the generally accepted accounting principle of Thailand.

For this purpose, the Board of Directors should appoint 3 Sub-Committees, which would comprise of Independent Directors who were not Executives, to review and audit the quality of financial managements and internal control systems, including the Directors and Top Executives' nomination and remuneration system. In these, the Sub Committees should propose the report to the Board of Directors for consideration.

1.2 Sub Committees : The Board of Directors have appointed 3 Sub Committees as follows:-

1.2.1 Audit Committee

The Audit Committees should be independent Directors and the Company's Directors which have been appointed by the Board of Directors and should have the qualifications according to the Securities Regulations and the Stock Exchange, including notifications, rules and/or the regulations assigned by the SET and the Company.

A term on duty should not exceeding three years and not serve more than three consecutive terms (9 years). Unless the Committee's consideration for more than three consecutive terms, the Committee should unanimously approve such Independent director, having done the best interest for the Company, and should ensure that the extra term would not affect the qualifications of independence. Moreover, such Independent Director should be approved by the Board of Directors and proposed to the Shareholders for approval on the AGM.

1.2.2 Nomination and Remuneration Committee (NRC)

The Nomination and Remuneration Committee, half of members should be independent Directors and all the members should be appointed by the Board of Directors. They should have the qualifications as prescribed by the Securities Regulations and the Stock Exchange, including notifications, rules and/or the regulations assigned by the Stock Exchange of Thailand. Moreover, the meeting of NRC should be done regularly at least 2 times a year.

1.2.3 Executive Board

The Board of Directors should appoint the Executive Board by selecting from the Directors and/or a group of Executives as appropriated. Then, the Board of Directors should appoint one of the Executive Directors as the President.

The roles and responsibilities of these sub committees could be viewed at the management structure under the title of **“The duties of the Board”**, page 81-85.

1.2.4 Good Governance Committee and Risk Management Committee

The Board of Directors has not yet formed these 2 sub committees. Therefore, the Board would assign the Audit Committee to review the operations complying with code of conducts and the corporate governance principles, including setting up the Risk Management Policy and the Internal Control System to review and assess the risks management of the operations in all aspects both internal and external organization including the overseas businesses, for the best interests and the prevention of corruptions. These would be done by appointing the internal auditor to audit the work procedures in each department of the Company. The Audit Committee would review the policies, guidelines and the progress of the risks management, including various operational procedures and evaluate to reduce or control the risks so that the effects were at the acceptable level and prevent the corruption. In order for the internal audit to be independent and could operate at full power, the Board of Directors would specify that the internal audit would operate and report directly to the Audit Committee and that the Audit Committee would present the findings to the Board of Directors quarterly. This was prescribed in **form 56-1 One Report for the year 2020** under the topic **“Principle 6 : Strengthen Effective Risk Management and Internal Control”** page 117-119

1.3 Secretary

1.3.1 Company Secretary

Please see the title of **“Management Structure”** under the topic of **“Company Secretary”**, page 85 and the Company website (www.tndt.co.th) in the **“About TNDT”** section under the title of **“Directors & Executives”**, subtitle of **“Company Secretary”**.

1.3.2 Secretary of Nomination and Remuneration Committee

1.3.3 Secretary of Audit Committee

1.3.4 Secretary of Executive Board

1.3.2 - 1.3.4 Please see the Company website in the section of **“Sustainability”** under the title of **“Corporate Governance”**, subtitle of **“Good Corporate Governance Policy”**.

1.4 Chief of Internal Audit

Please see the topic of **“Details of Executives Company Secretary Internal Audit Governance”** page 80, **“Internal Audit Governance”** page 127 including **“Attachment 3”** page 234-237 and the Company website (www.tndt.co.th) page **“Sustainability”**, title of **“Corporate Governance”** Sub-title **“Corporate Governance Policy”**

1.5 Compliance Unit

Please see **“Compliance Unit”** page 127 and **“Attachment 3”** page 237 including the Company website (www.tndt.co.th) page **“Sustainability”**, title of **“Corporate Governance”** Sub-title **“Corporate Governance Policy”**

1.6 Investor Relations Office

The Board of Directors would encourage the Company to establish the Investor Relations Office to be responsible for creating relationships with investors and communicating the Company’s information to investors and outsiders equitably. In these, Investors could contact for more information as the details of **“Company Information and Communication”** page 69-70 and on the Company’s website (www.tndt.co.th), on page **“Investor Relations”** in the title of **“Information Request”** subtitle of **“IR Contacts”**.

2. Investment and Overseeing the Subsidiaries or Associates

2.1 Investment Policy

The Company would consider significantly to the investing in businesses which support and benefit the Company’s business or business in an industry with a tendency of growth and return on investment. The Board of Directors would jointly consider the Company’s investment policy, by considering the necessity and appropriateness to support the business operations, as well as the Company’s operating results and being beneficial and significant to the Company and shareholders. In these, the Board would strictly comply with the regulations of the Stock Exchange of Thailand, in regard to entering into connected transactions or acquisition or disposal of assets of the Company.

2.2 Governance Policy

Associates

The Company would oversee by sending the Company’s representatives, who have the qualifications and experience suitable for the business of the investee company, as a director in such associated company. The Chairman, Top-Executives Officer, Top Management or any person of the Company might be the Representatives Directors in proportion to the shareholding and the number of director criteria of such company.

Subsidiaries

The Company would oversee by sending more than a half of the total number of directors. If the operation affected the Company significantly, the operation should be approved by the Company Board of Directors' meeting.

3. Capability Development

The Nomination and Remuneration Committee would be responsible for the potential development strategy of the new Directors, the Directors, the Executives and the Company's Secretary by taking into the appropriateness under the rules and regulations which are related to the Company's business.

In 2020, the training courses / seminars of the Directors / the Top-Executives / the Company's Secretary / the Executives in department and division, including the Employees in all levels were disclosed in **form 56-1 One Report for the year 2020**, under the title of **"Human Resource Development Policy"**, page 93-98 and **the Company website www.tndt.co.th** on page **"Sustainability"**, under the title of **"Corporate Governance"** subtitle of **"Corporate Governance Report"**.

4. Self-Assessment

The Nomination and Remuneration Committee would review the assessment form together and present them to the Board of the Directors. The Board of the Directors and the Members of Sub-Committees would assess their performance together and assess the sufficiency of the internal control system by using the Self-Assessment form of the Board of Directors, by applying the form of the SET to suit for the Company, and utilize the results to develop and improve the business operations, to achieve the assigned goals. The Company would provide the Self-Assessment of the Board of Directors annually by the 4th quarter, and would be done in 2 ways. These were 1) the Board of Directors' performance assessment as a whole, and 2) Director's assessment individually.

These were done for the assessment of the effectiveness of the Board's performances on good corporate governance. The process would be as follows: -

4.1 The Nomination and Remuneration Committee would review the assessment accuracy, completely and in accordance with the regulations by applying the Self-Assessment form on the basis of the form of the SET.

4.2 The Board of Directors and the Sub-Committees would assess self-performance together by the 4th quarter of every year.

4.3 The Company's Secretary would gather and summarize the assessment results to the Board of Directors in order to develop and improve the business operations, to achieve the assigned goals. The results of the assessment would be displayed in form 56-1 One Report for the year 2020.

The Board of Directors would assess their performances as a whole which would cover 6 different categories, they were:-

1. Structure and qualification of the Board of Directors
2. Roles, duties and the responsibilities of the Directors
3. Board of Directors meetings
4. Directors' performance
5. Relationship with the Executives.
6. Self-development of the Directors and the Executives

The Board would assess their performances as an individual which would cover 4 different categories, they were:-

1. Structure and qualification of the Board of Directors
2. Roles, duties and the responsibilities of the Directors
3. Board of Directors meetings
4. Self-development of the Director.

The Self-Assessment of the Board of Directors were divided into 5 levels, they were:- 4 = Excellent / 3 = Good / 2 = Average /

1 = Below Average / 0 = Must be improved. The 2020 Self-Assessment of the Board of Directors could be summarized as follows:-

Board of Directors / Committee	Assessment Score of year 2020 (AVG.)
1. Board of Director as a whole	3.99
2. Board of Director as an individual	3.94
3. Nomination and Remuneration Committee as a whole	3.99
4. Nomination and Remuneration Committee as an individual	3.94
5. Audit Committee as a whole	3.99
6. Audit Committee as an individual	3.98

5. Remuneration

The Board would assign the Nomination and Remuneration Committee to consider the remuneration of the Directors appropriately and transparently by comparing to other companies in the similar fields and in the same level, including the duties, responsibilities and also considering the expansion of the business and the growth of the Company's profit which should be sufficient to attract and retain valuable and qualified Directors. The remuneration of Directors in each year would be allocated from the remaining balance after the meeting allowances have been deducted, and would be presented to the Board of Directors for approval and further propose to the Shareholders Meeting for approval. In this, the Directors who were given more duties and responsibilities would be rewarded more to compensate with the tasks given. (Please see the title of "**Remuneration**", page 89-90).

Principle 4 :

Ensure Effective CEO and People Management

1. Development and Succession Planning

The Company realized the important of the selection of personnel to succeed in all levels with transparency and fairness in order to ensure that the operations of the Company would be continually managed and be capable to expand its operations and customers instantly. The Nomination and Remuneration Committee should be responsible for governing and enforcing the Company to issue and review the development and succession plan of the key positions which would be beneficial to the business operations, for instance the position of Managing Director, Chief Executive Officers and Key Positions which would be essential to the Managerial Structure, position of unique skills, depth expertise and hard to replace. The Committee would assess the situation in the business and the personnel efficiency along with the Company's strategy in short-term and long-term. These were done for planning the nomination and selection of the qualified personnel with knowledge, skills and expertise, as well as leadership skills adequately in order for developing and preparing in all aspects, so as to comply with the human resource development plan and the assessment of potential performance as expected and scheduled, and then proposed to Board of Directors for approval and/or acknowledgement.

For more information, please visit the Company Website (www.tndt.co.th) in the "**Sustainability**" section under the title of "**Corporate Governance**", subtitle "**Corporate Governance Policy**"

2. Top-Executives and Executives Nomination

2.1 Nomination

The Board of Directors would assign the Nomination and Remuneration Committee (NRC) to take responsibility for determining and reviewing the rules and regulations to meet the nomination processes of Human Resources in nominating and selecting a person to be appointed as Top-Executives and Executives, including the transfer and removal together with the Managing Director / CEO yearly in granting approval, the person to be considered as Deputy Managing Director and Assistant Managing Director or equivalent, and propose to the Board of Directors for consideration. The NRC would consider the knowledge, skills and experiences, including various expertise in the Company's business and related industries, in which would be the best interests of the Company's business. Moreover, such person should have leadership, vision and good attitude, good management skills, dare to think and make decisions, have creative ideas and modernize to create business opportunities and lead the organization success. Anyway, the qualifications of such person should be under the Public Limited Companies Act BE 2535, the Securities and Exchange Act., Good Corporate Governance and Succession Plan.

2.2 Taking a Position in the Listed Company and in the Subsidiaries which is not a Listed Company

The Board of Directors indicated that the Managing Director of the Company could remain in the position of the Director of a listed company for no more than 3 companies, and for other companies or subsidiary companies that was not a listed company, for no more than 5 companies. However, this did not take into account the Company's subsidiaries or affiliates and the joint ventures by the Company where there was a necessity to oversee and manage in order to protect the best interests of the Company.

2.3 Authority and Responsibilities of the Managing Director

The Managing Director would act as the Chief Executive Officer (CEO) by managing and overseeing the normal practices in business operations with the authority to process and monitor all activities in accordance with the policies given by the Board of the Directors under the rules and regulations of the Company. The CEO would also have the authority to approve as mentioned on the authority plan, consider the business strategies and should report the operating results to the Board of Directors regularly.

However, the CEO should comply with the guidelines and various regulations determined by the Board of Directors and should not approve of any items that might arise a conflict of interests or those that might have conflict of interests with the Company or its subsidiaries. If there were such cases, the CEO should report to the Board of Directors for further considerations.

The Board of Directors determined the policies and the guidelines for the CEO or Executive Directors to take position as the Directors of another company, both type of position and number of companies they might take, these should be approved by the Board of Directors.

Please see the Authority and Responsibilities of the Managing Director under the topic **“Management Structure”**, title of **“Managing Director”** page 86

3. Development of Top-Executives and Executives Group

Top-Executives and Executives Group

The Board of Directors encouraged the Company to support the Top-Executives and Executives Group to attend training / meetings/ seminars, related to the Company's business and useful for performing their duties which organized by the IOD, SEC, SET and Thaipat or any other related institution, annually as appropriate. The purposes were to develop skills, the potential for management in accordance with the rules, regulations or legal requirements, to improve knowledge and develop themselves and apply for the Company's operation, and to transfer such information to the Managing Director or related management. The Top-Executive and Executives Group were required to attend training / meetings / seminars at least 5 courses per year.

Employees

The Board encouraged and supported the Company to provide training in various fields for employees in all levels as of their responsibilities regularly, both the Company's main profession training for customer service requirement in accordance with standard of “The American Society for Nondestructive Testing (ASNT)” and other international organizations related, including training in various types of safety at work and other related, quality systems and soft skills training for the employees' improvement and working adoption as appropriate. In addition, the Company also provided foreign and local experts to train for the Company's personnel to be more knowledgeable and expertise.

Please see the details in **form 56-1 One Report for the year 2020** in the title of **“Human Resource Development Policy”** page 93-98

4. Assessment

4.1 Managing Director

The Nomination and Remuneration Committee would assess the performance of the Managing Director by applying the CEO assessment form, on the basis of the form of the Stock Exchange of Thailand, in the 4th quarter of the year. The assessment was divided into 3 categories which were;

1. Business strategy progression
2. Operational performance assessment
3. CEO development

Then, the result would be proposed to the Board of Directors for approval and would apply the outcome to develop and improve for better performance in order to achieve the assigned goals. However, the results of the performance assessment of the Managing Director in 2020, was in **“very good”** level. The details of assessment were personal confidential information and could not be disclosed.

4.2 Top-Executives

The Nomination and Remuneration Committee has considered and approved criteria and performance assessment factors, as well as approved the remuneration structure of Top-Executives and monitored Managing Director / CEO to assess the Top-Executives to be in accordance with the assessment criteria and in compliance with such factors completely and would report to the Board of Directors in the 4th quarter.

4.3 Executives / Employees

The Nomination and Remuneration Committee has determined policies, oversaw and monitored the determination of criteria and factors in assessing the performances of all employees in the organization by assigning the Managing Director / CEO together with those who were assigned or involved to proceed and communicate to the employees to acknowledge the criteria for assessment, in order to motivate themselves to receive appropriate and fair compensation for the employees who committed and intend to develop their potential to be better and valuable to the organization. In 2020, the overall assessment results of Executives and Employees were good.

5. Remuneration

5.1 Remuneration of Managing Director (CEO)

The remuneration of the Managing Director (CEO) would be determined each year according to the principles and the policies that the Nomination and Remuneration Committee designated, and for the best interest of the Company. The level of short term remuneration would be in the forms of salary, bonuses and long term incentives should be conformed to the financial performance, the long term operational strategies, result of operation, Executives development, together with considering the business expansion and the growth profit of the Company (Please see the title of **“Remuneration”**, page 90).

5.2 Remuneration of Executives

Remuneration of the Executives are determined annually by the Managing Director, in accordance with the policy of the Nomination and Remuneration Committee designated. (Please see the title of “**Remuneration**”, page 90).

6. Shareholding Structures

The major shareholder of the Company is the Miss Chomdeun Satavuthi family, consisting of Miss Chomdeun Satavuthi / Mr.Krirkkiat Satavuthi / Mrs.Juraisri Satavuthi / Mr.Anusorn Satavuthi / Miss Rassiya Satavuthi and Mr.Suwat Dangphibulskul, herein referred to as “the Major Shareholders”, the total shares would be considered as acting in concert, according to the Capital Market Commission Board announcement (TorJor.7/2552) under “The specifications of relationship or behaviour described as ‘acting in concert’ ” and under Section 246 and 247 of the Securities and Exchange Act, in order to assert the owner’s rights to vote and still maintains the authority as the signatory and the Executive of the Company. Therefore, the Major Shareholders has the authority in management and control the votes in most of the significant meetings, except legal matters or the Company’s regulations which states that the accepted votes of the shareholders meeting must be no less than 3 in 4 of the number of shareholders present and has the rights to vote in the case of an objection. In other words, other shareholders in the meeting which has the rights to vote may not be able to gather enough vote to object or balance out the management of the Major Shareholders.

For the disclosure of changes in securities holding of directors, Top-Executive and Executives of the year 2020, please see the details in the topic table “**Shareholding Structure**” on page 26-27. For employees in relevant departments, there was no transaction to buy, sell, transfer or accept the transfer of securities.

7. Personnel Management

In Engineering business, the qualified NDT personnel & experts and Authorized API Inspectors would be in high demand in both the industrial sector and the inspection entrepreneurs. To qualify these personnel would have to waste time and capital for training, especially the timing. The amount of qualified personnel and the demands in the industry did not match, resulting in the shortage of qualified personnel and migration, which would increase in violation on the expansion of industry. Nevertheless, by the current shrinkage of the industrial sector, the shortage would not occur. On the other hand, the shortage of workload, the overflow personnel occurred. The Company has resolved these issues by planning to expand the inspection to other industrial groups with the upcoming transforming technologies. Therefore, the Company has accelerated the promotion and development of techniques and the performance of the overflow personnel, for appropriateness to support this expansion plan later.

Principle 5 :

Nurture Innovation and Responsible Business

1. Innovation Organization

The Board should prioritize, promote, support and monitor the Management to create an operational culture to be “**an innovation organization**” which was considered a part of strategies and business plans to add value to the Company and benefited for all relevant stakeholders. The innovation should be modified to suit the changing of surrounding factors, which would cover the process of design, research and service development, improve the operational processes and develop the work processes with partners. The Executives should review, improve and monitor the innovation to achieve the set-up objectives.

In this regard, the Company has managed the policies assigned by the Board of Directors. The Board has also clearly defined goals and guidelines for innovation development to allow the management and executives to communicate to employees, and listen to comments and suggestions from all relevant stakeholders. These were to improve the goals and guidelines for continuous innovation development. The Board has been defining the vision of the organization as follows:-

**“Our Efficiency, Ethics, Innovation,
Quality and Safety, you can always rely on.”**

The Company has formed the Creative Research and Development Division (CRD) with the knowledge, expertise, and creativity personnel to research, develop and invent tools, equipment to be modernized innovations which would be according to international standards and practicable. These were capable to create values to the customers and the Company with more efficiency, more readiness on designated target time, as well as the qualified, accurate and reliable reporting.

In addition, for the Government policy of promoting innovations, managed by the National Innovation Agency (NIA), the Company has been approved for the supporting fund under the topic of “**the Semi-auto powered X-ray machine for oil and gas pipeline inspection by non-destructive testing**”. The project’s benefit was the usage of electromagnetic energy to replace in some part of the radiation, which would enhance the safety of radiation effects on the operators, the related persons, as well as the surrounding environment. The equipment has been invented completely by the end 2018 and served in the Company’s project from 2019 onwards.

2. Business Operation with regard to Stakeholders

The Board of Directors should encourage and determine the guidelines for business operations and monitor the executives and employees in the organization to comply with ethics, code of business conduct and good corporate governance, by adhering to operating on the basis of responsibility to the community, society and environment, in accordance with the objectives, goals and strategies of the organization, and taking into account all groups of stakeholders by their rights, laws or agreements having with the organization. Anyway, the Company has also disclosed important information for stakeholders' acknowledgment sufficiently, no violation of their rights. There were channels for whistleblowing or complaints on any issues related to legal offenses, inaccuracy in financial reports, defective internal control system or unethical practices. There were measures to protect the rights of whistleblowers, for the directors, executives, employees, and all stakeholders to acknowledge and perform as well.

In these, the Board has set up the ethics, code of business conduct and the company's regulations manuals to be operational guidelines for the Directors, Top Executives, Executives and all Employees. In addition, there were monitoring to be consistent with the objectives, goals, and strategies of the organization as follows.

Shareholders

The Company commits to run business with good operation results and take profits continuously and steadily including to provide equitable compensation as on the dividend policy, disclose the operations, financial and non-financial information accurately, transparently and accountability. They are for all the shareholders to get the best interests with fairness and equitably. The Company shall regularly update the Company information via the SET and the Company's website: www.tndt.co.th. Moreover, the Company shall comply with all the principles relating to the shareholders in accordance with the good corporate governance of the SET, the Company's rules and regulations, and other legal concerned.

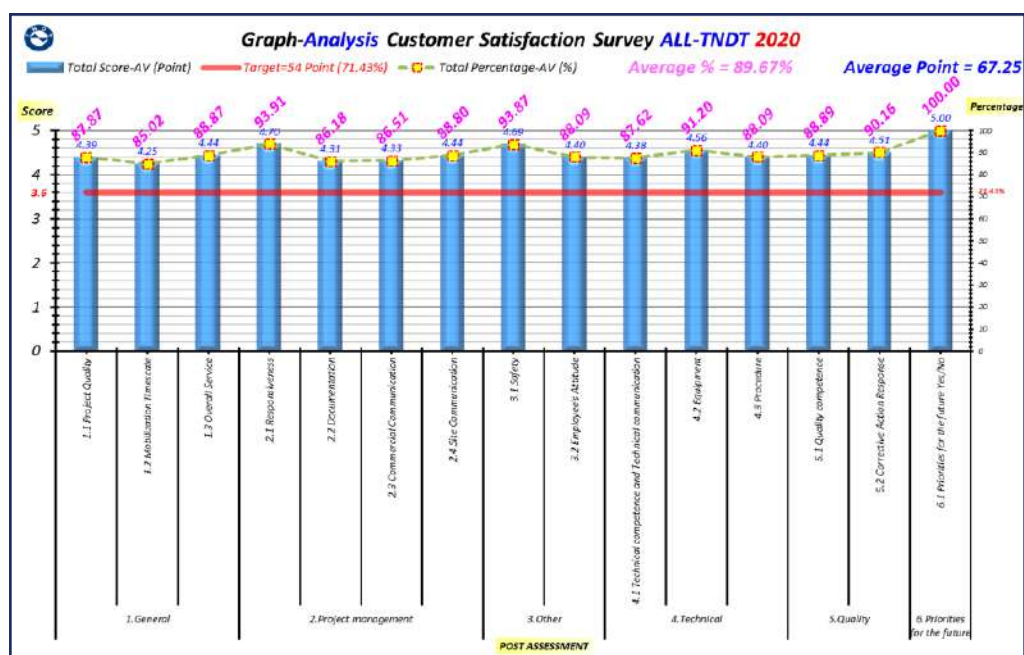
Customers

The Company commits to service customers with safety of life and property and the environment, with adherence to integrity, fairness, caring, responsibilities and provide quality of services on the basis of professional ethics, international standards and legal concerned. The Company has served the qualified testing and inspection in all processes with accurate and reliable inspection results to the customers in the industry, to affirm the quality and safety for the products, processes or workpieces of the project owners which have been inspected. Additionally, the Company recognizes the importance on the rights of customers and colleagues around the working place, there will be safety training course in the customers' workplace to create a mutual understanding of the operations and reliability in the service of the Company.

In 2020, the Company has cooperated with customers in adhering to the quality and safety in all process of work. There are regularly meetings on occupational health, safety and environment with customers, monthly and quarterly for onshore and offshore work, such as PTT Exploration and Production Pcl / Chevron Thailand Exploration and Production Co., Ltd. / CUEL Co., Ltd., etc., including signing the cooperation with customers in working, taking into account the ethics, code of business conduct, anti-corruption, and respect for human rights, namely PTT Global Chemical Pcl / HMC Polymers Co., Ltd / J.J. Advanced Products (Thailand) Co Ltd., etc.

The Company has set up the target of Customer Satisfaction Survey of year 2020 at 71.43%, while the results of 367 Survey sheets of various customers were at 89.67%, in the "very good" level. The customers' satisfaction in highest scores were by the following five aspects:-

1. Priorities for the future	100.00%
2. Responsiveness	93.91%
3. Safety	93.87%
4. Equipment	91.20%
5. Corrective Action Response	90.16%



In addition, in case if the customer has complained or assessed “less than the criteria”, the Company would urgently proceed to the Jobsite for analyzing the cause, finding preventive action in order not to re-occur such incident. The occurrence and preventive action would be notified to the customers as soon as possible. In 2020, there was one case of complaint from the customer regarding the work behavior of an employee. Indeed, the company has accelerated the rectification process Shuffle personnel who go to work and investigate the punishment of the offender and provide an opportunity to improve by changing duties as well as continuously keep tracking of behaviors. Indeed, for the customers, shuffling new personnel to work was able to respond to the work of the customer very well.

Employees

The Company policies and procedures are on the fundamental right of employees, benefits corresponding to the performance of the Company both in short terms and long terms, on the basis of their abilities with fairness and equality, for examples:- annual performance evaluations, Company business strategic evaluations in the period of 3-5 years, additional welfare over the legal regulations, such as provident fund, life and accident insurances, health care by providing annual health checks according to the nature of the work involved, and cooperation with the official banking institutes in providing various types of welfare loans in lower interest rate to create their extra careers, and to solve the employees’ family personal debt both in long term and short term, etc. In addition, the Company also provide a good environment in the workplace, there are resting area, and activities area for employees, including the provision of safety equipment to prevent work hazards, etc.

Additionally, the welfare committee which consists of representatives of employees from various departments ,also has a supervising role as well as managing your preferred benefits or should be revised to be appropriate and meet the needs of the employees in each department. Including organizing activities to promote unity and to connect employees to have opportunities to join together in various activities such as CSR activities: Joint cleaning of public areas, Making a mask to prevent dust from PM 2.5 and COVID 19, etc.

Moreover, the Company always treat employees with respect to their honor, dignity and human rights. The Company also provides the necessary equipment to prevent danger from work, does not violate the privacy rights, encourages and supports employees to train both inside and outside the organization, training the health & safety in working and new techniques, creates the professional expertise regularly in order to maximize the potential and performance of the organization, as well as provides opportunities for the employees to develop in various work skills and to grow in line with their skills and experiences. The results of the annual training for the year 2020 have to be viewed on the title of “**Human Resource Development Policy**”, page 93-98.

The employee benefits policies have to be viewed on the title of “**Remuneration and Benefits**”, page 91-92.

For the anti-corruption, the Company promotes and emphasizes all employees to strictly comply with the rules and regulations in accordance with relevant standards and laws. The Company also provides opportunities for employees to clue, complain or suggest on various matters arising from the operations via email / post / Human Resources Department while un-disclosing the information of the complainant. More information can be viewed on the title of “**Anti-Corruption**”, page 127.

In 2020, no any employees’ violation in legal, regulations or standards, including no any complaints at all.

Trading Partners (*Refers to the product seller, contractor or service provider to the company. Whether it is a juristic person or a natural person*)

A. Business Partner

The Company’s policies are to strictly select trading partners with ethics and integrity, operate the similar business or the related, good reputation and experiences with technical expertise, and strong financial status. The Company will treat the trading partners under the agreement with integrity and fairness, both the procurement processes and the terms of contract or mutual agreements, including not being exploited and not accepting gifts or rewards, not joining the parties or any activities with the aim to facilitate the operations and private benefits.

It also provides mutual assistance in exchange and joint development to enhance the competence of personnel and technology in service to meet relevant standards, workforce handle with fairness, including community, social and environment responsibility as prioritized.

In 2020, due to the Covid 19 pandemic situation, the Company continued to implement one project in cooperation with partners from Singapore which was proceeding well.

B. Product owners, Suppliers or Distributors

The Company commits to create a fair partner and maintain a good relationship with the product owners, suppliers or distributors without taking advantages. The purchases and sale of products and services are under the mutual agreement in terms of appropriate pricing and quantities, while the product owners / suppliers / distributors shall supply products and services by the quality, standards and prices as agreed with the Company. The Company also prohibits Directors and Employees of the Company to receive any personal benefit from them.

In addition, the Company emphasizes to select the distributors whom the Company can return the existing waste disposal from the service to eliminate technically and legally.

C. Sub-Contractor

The Company will recruit qualified contractors to perform according to the terms stated in the contract, as well as treating them as employees without exploitation, and perform likewise the Company's employees.

Creditors

The Company has a policy to comply with terms and conditions agreed with creditors in both the repayment of debt on time. The use of financial services that are suitable for the Company's business, giving and maintaining collateral. Including other specified conditions such as Accurate reporting of the Company's financial information to creditors for the benefit of credit analysis, Maintaining debt and equity ratios, etc. In the operations, the Company builds trust among creditors through ethical management and facilitates information about the Company's financial status through financial statements that have been prepared and certified in accordance with generally accepted standards. Annual report, annual information disclosure, and website "www.tndt.co.th" of the company including the code of business conduct, ethics to be consistent.

Competitors

The Company pledge to behave in accordance with the rules of the fair competition. The business with policies is to avoid exploitation, unethical manner such as calumniate, aspersion, misrepresent or any other way to attack rival.

Government / Public Organization

The Company will cooperate and comply with the rules and regulations of Government/Public Organization and the related standards. The Company will also comply with the procedures with accuracy, honestly, ignoring the bribery, gift or any other which contribute to facilitate the business operations.

Additionally, in 2020, the Company has cooperated in participating in various activities with government agencies for training and transfer of knowledge. In the profession that the Company operate such as the National Institute of Technology (Public Organization) and Thai-French Institute of Technology Innovation, a total of 19 people, including being invited as a special lecturer to exchange learning in the subject 2111444 of the Faculty of Engineering, Chulalongkorn University, as well as being a member of the personnel certification subcommittee at the National Institute of Technology.

Human Rights

The Company realizes the importance in respecting the human rights with impartiality and equality, by considering the human's dignity, freedom and not discriminate with regard to race, nationality, origin, skin color, sex, language, religion, culture, class, gender, age, disability, marital status, physical and health status, personal status, economic or social status social beliefs, education, training or political opinions and other means according to the principle of the international human rights law, in which the Directors, Executives and Employees including all employees in the subsidiaries must strictly follow the policy. The Company also provides equivalent opportunity to work under the lawful rules, regulations, announcements, practices and orders of the Company. In addition, the Directors, Executives and Employees will not, in any way, violate or harass, either verbally or physically to any individuals, no discrimination or exclusion of anyone, and encourage everyone to be aware of their rights, duties and responsibilities towards other individuals and society.

In 2020, Besides Thai employees, the Company has also employed 32 foreigners, with differences in race, religion, language, culture, etc. They had the opportunity of co-working, techniques knowledge exchange and development. The Company has taken care of and treated all employees of all nationalities, religions with impartiality and equality.

The additional information of the human rights policy can be viewed on the title of "**Sustainable Development**", page 42.

Anti-Corruption and Risk of Corruption Assessment

The Company has a policy to control and oversee the business operations in compliance with the rules and regulations, the related laws and standards, by training / disseminating knowledge and guidelines on anti-corruption to employees throughout the organization to prevent and monitor risks of corruption. In addition, the Directors, Executives, the Company's employees are prohibited from employing their authorities, be it for the direct or indirect benefits to self, or any others. This includes prohibiting the offer of unlawful benefits to any other person in order to obtain the Company's business interests. The Company shall monitor the Anti-Corruption Policy, review and assess at least once a year, as well as revise the practical and requirements of the guideline in accordance with the changing of the business, standardized regulations and the legal related requirements.

Anyway, the Company also recognizes the importance of good corporate management for the growth of organization and stabilities of expansion, strong financial position which can generate the returns for shareholders at the appropriate level. The Company considers to assess and manage the risk to prevent corruption that may occur by the frameworks of operation and procedures of risk management in accordance with the international standard guidelines of The Committee of Sponsoring Organizations (COSO), for those who concerned will understand the principles of risk management and apply appropriately. The Company has disclosed the information on the title of “**Anti-corruption**” on page 127.

Occupational Health, Safety and Environmental Practices and Policies (HSE)

The Company considers the occupational health, safety and environment for all levels of employees. Therefore, the Committee of Occupational Health, Safety and Environment have been formed for the purpose of determining the policies, the practical guidelines and follow up with practical operations. The Committee will organize monthly meetings in order to summarize the procedures according to the policies and report any accidents occurred from work. To prepare the work procedures documents, provide technical information within the appropriate boundaries to prevent any damages that may be done to the human resources and the environment are as well. In addition, the Committee will provide regularly the activities and training concerning to the safety for the employees and the customers.

In 2020, the safety training courses for the employees were the health, safety and environmental = 84 attendees (a.), radiation safety training = 28 a., emergency radiation drills = 66 a., safety driving training course = 76 a., fire-fighting and fire evacuation drill = 137 a., alcoholic and drugs random check = 80 person (6,591 times), illumination measurement = 108 points, annual detection and analysis of the concentrations of hazardous chemicals in the workplace atmosphere and chemical storage facilities, in compliance with the safety standards and regulations.

In addition, the Company provided annual health check-up and health promotion activities such as the Two in One project, MY BMI, Virtual Run and etc. for the employees to guarantee the health and safety issues, including giving constant and continuing advice to the employees. The Company also provided safety systems during operations for the employees and the general public involved, as well as random checked the safety of radiation areas by the HSE unit and annual random checked the safety in radiation storeroom by the officer of the atomic for peace. The tools/equipment for testing and inspection should be checked and/or calibrated for the quality and safety control, which were in compliance with international standards and government agencies' rules. They were to assure to the society and environment concerned. The Company's operations always emphasize on working on the basis of occupational ethics and morals.

Summary of HSE Performance in 2020

Evaluation	STAT. of 2019 (case)	HSE Goals of 2020 (case)	HSE Performance of 2020 (case)
Fatalities	0	0	0
Lost Time Occupational illnesses (LTOI)	0	0	0
Lost Time Injury Frequency (LTIF)	0	0	1 (0.26/200,000 Mhrs)
Total Recordable Injury Rate (TRIR)	2 (0.32/200,000 Mhrs)	≤ 1 (0.26/200,000 Mhrs)	2 (0.51/200,000 Mhrs)
Vehicle Accident Rate (VAR)	20 (4.41/200,000 Mhrs)	≤ 7 (2.05/200,000 Mhrs)	4 (1.05/200,000 Mhrs)
Effective Radiation Overdose Rate (EROR)	8 (2.05/200,000 Mhrs)	≤ 4 (1.05/200,000 Mhrs)	4 (1.05/200,000 Mhrs)

Note: Accident rate calculation, OHSA standard =
$$\frac{\text{Number of injuries and illness} \times 200,000}{\text{Total Man hours of all employees}}$$

The occupational health, safety and environment operations of the Company were in accordance with the annual plan for year 2020. However, Lost Time Injury Frequency and Total Recordable Injury Rate have not met the Goal. Thus, the Company has prepared prevention plan to reduce incidents and prevent accidents in the year 2021.

Awards for Health, Safety and Environmental Practices and Policies (HSE)

For the adherence of compliance to the HSE practices and policies in year 2020, the Company had obtained the awards in Health, Safety and Environment as follows: -

1. Service Recognition Award TNDT in recognition of remarkable support to Chevron Thailand Exploration and Production during the COVID-19 crisis and continued partnership September, 2020 from Chevron Thailand Exploration and Production Co., Ltd.

2. PTTEP CEO Contractor Award for SSHE Excellence 2019 TNDT in recognition of achieving SSHE Performance Excellence for 2 consecutive years (Total man-hours is greater than 500,000 hours in 2019)

3. The honorable award of "SOC Card of the Month Award by 2020" for employees working onshore at Lan Krabue District, Kamphaeng Phet Province from PTT Exploration and Production Company Limited (PTTEP S1), total of 12 awards

4. "Outstanding HazOb Report on Q4/2020" for Offshore Operators from Chevron Thailand Exploration and Production Company Limited, total of 2 awards.



3. Resources allocation

The Board realized to oversee and monitor the executives to allocate and manage resources throughout the Value Chain appropriately to the business model. The resources have to be reviewed and developed effectively and efficiently, by recognizing the necessity and worthy of resources usage, the variation of internal and external factors, and how available resources correlate. The resources optimization would be on the basis of ethical, responsibility and value creation, to achieve the goal and sustainability of the Company. The resources to be considered were as follows:

3.1 Financial Capital

The Executives should adequately manage funds for business operations or could continuously manage in both short and long term, to be in accordance with the objectives, goals and investment plans including having to receive adequate compensation, worthwhile and in accordance with the agreement appropriately. The Executives should analyze and assess the results of operations whether the financial management still followed the investment plan or not, accuracy or error in any part, in order for the improvement later on. In addition, the policy of buying-selling with Thai baht, to reduce the foreign exchange risk, would prevent fluctuations in the cost of services from unstable prices.

3.2 Service Capital

(1) Process and Method of Services

The Executives should always manage the process and method of services to meet the customers' requirements and relevant standards. The Company would emphasize the significant development of innovation in the organization, by focusing on speediness, accuracy, including mainly emphasizing in safety for lives, properties, and environment. These were done to increase customer service efficiency, to enhance the competitiveness and value added to the organization, including reducing the service costs from relying on foreign technology.

(2) Tools, Equipment and Accessories

The Executives should draw a carefully-planned for tools, equipment and accessories in accordance with the actual project workload, along with closely tracking the industrial situation. Some of the materials used were related to the stability of the country such as radioactive materials, remodeling in Government Policies in which might obstruct the performance of legal procedures. The Company should increase awareness and pursuance of the government's policies concerned, to prevent any disruption of the law and regulations

3.3 Human Capital

The qualified NDT personnel and experts were in high demand in both the Industrial sector and the inspection entrepreneurs. The creation of these personnel required both time and capital for training to meet the requirements in the industry. In addition, the Company has planned to expand the inspection to other industrial groups with up-to-date techniques. Therefore, the Company has accelerated to promote and develop both technical and efficiency of existing personnel to be ready for further expansion plans, by setting the guidelines to create and develop potential personnel who should be enthusiasm, interested and ready to develop their potential to attend both internal and external training by the experts, etc., to be experienced and expertized in operations. There were opportunities to allow the employees to create, research and develop the modern innovation to enhance the service efficiency, including raising the employees' awareness to uphold the ethical and code of business conduct, morals and good virtue when servicing the customers.

Please see more information about the training in 2020 in the title of **"Human Resource Development Policy"** page 93 - 98.

3.4 Intellectual Capital

The Company has supported and encouraged employees who had ability to research and development by forming the Creative Research and Development Division (CRD) with the knowledge, expertise, and creativity personnel to research, develop and invent tools, equipment to be modernized innovations which were according to international standards and practicable. These would be capable to create values to the customers and the Company with more efficiency, more readiness on designated target time, as well as the qualified, accurate and reliable reporting. It has also reduced the costs of importing, created customer value as well as business value to the organization. The research and development have been progressing well, could be used in operations and reduce the operating time, as well as more convenient and safety for health and environment. Moreover, the Company has focused on its customers relationships building, including those relevant. Due to the Company trusted that having a good relationship between each other will create understanding, certainty, and confidence in the operations, it would contribute to the development of workflow efficiency and having a great achievement together.

In addition, the Company has set a no intellectual properties or copyrights violation policy by purchasing the legal license software to use in the organization and having systems to prevent the copyright violation software installing, as well as training the new employees on orientation and publicized continuously through the Company's media such as the Company websites and emails, etc. Moreover, all employees must sign an agreement on no computer-crimes and no violation of intellectual properties, the software of the employees is examined and arranged to prevent the use of illegal software or those which are unrelated to work, including the use of the internet which can only be used for researches and as the source materials for work. In 2020, there has been no case of employees utilizing illegal software or violation of intellectual properties in the Company.

3.5 Social and Relationship Capital

The Company has aimed to understand all of the cultures and traditions in every operating area in order to coexist peacefully, co-creating, co-developing and supporting activities in the community, including resource conservation and environmental of communities nearby, by applying the knowledges and business experiences to develop and enhance benefits for the Community both in the short and long term as appropriate, and in accordance with the activities of the community, such as the students from various institutions to visit and study the Company's operational, as well as educate students as trainees to study the duties performing along with the basic knowledge as learned in the education institutes, etc., or cooperation activities in the local area of operations, and would not cause a negative impact to the communities near the operating areas and will conserve the environment and the resources in the vicinity.

In 2020, the Company has provided practical knowledge for 54 internship students to learn the actual work-life in line with their educational knowledge, more in both Bangkok office, up-countries and jobsite. Moreover, the Company has provided a project to promote the occupation of 3 disabled, by publicizing to employees, whose family members or their surroundings are the disabled, according to Section 35 of the Promotion and Development of the Disabled's quality of life. The Company has provided financial support for their career, for themselves and their families sufficiently and sustainably.

In addition, the Company has provided activities related to the nearby community and environment's developing, and has been reported on the Form 56-1 One Report for the year 2020 under **"Sustainable Development"**, on page 45 and the **Company's website** (www.tndt.co.th) in the section of **"Sustainability"** under the title of **"ESG"**, subtitle of **"Activity"**

3.6 Natural Resources

(1) Environment within the Organization and Nearby

The Company has provided knowledge and disseminated the environmental policy to all employees to commit and comply strictly with environmental standards and regulations, not making any impact arising from the operational use of existing resources to the environment and society. Moreover, the Company had joint-campaign and encourage employees to use resources wisely by recycling and reused the materials by modifying the disposal of scrap materials to be ready to use which was efficiently contributed to reducing the costs of operation, as well as the campaign of waste separation were to reduce the pollution caused by social and environmental impact of solid waste to be utilized as much as possible, which would reduce risks from hazardous waste. The Company has also organized energy conservation activities as appropriate, for subconscious and values creation in energy saving and worthy, as well as usually practiced in all related activities.

In addition, the Board of Directors has determined policies, visions and missions to create credibility in management, including promoting, supporting and monitoring the Company to operate and organize activities, which would be participated in supporting activities related to community development and on the basis of the responsibility to the community, society, and the environment.

In 2020, the Company's activities, related to the development of the community and environment nearby, were reported in the Form 56-1 One Report for the year 2020 in the title of **"Sustainable Development"** on page 46 and the Company's website (www.tndt.co.th) on page **"Sustainability"** under the title of **"ESG"**, subtitle of **"Activity"**

(2) Society and External Environment

The Company has emphasized on the rules and regulations which would be beneficial to the social and environment for both public and private sectors, especially in all activities relating to the business operation, for example the regulations for radiation possession and utilization by the Office of Atomic for Peace, Ministry of Science and technology, the regulations by the Department of Energy Business, Ministry of Energy, etc. Including all practices of International standards. It has also included the disposal of waste from the remaining material from the service, not to be burden and danger to society and the environment, such as radioactive waste, toxic waste, magnetic powder, etc. The Company's operation was according to international standards, including all related regulation in disposing of leftover waste by returning to the manufacturer or the dealer, or returning to the registered company which have been licensed by the Department of Industrial Works for proceeding the removal in the correct way. This was done for the sustainable development of society and environment furthermore.

In addition, the Company has also promoted projects or activities for society and external environment, with cooperation from executives and employees from all departments. The Company has also provided opportunities for stakeholders to participate in projects or activities of the Company by the occasion or appropriateness, including the campaign to use the Company's resources effectively and efficiently.



In 2020, the Company has returned the 44 units of radioactive waste back to manufacturers in the country of origins, including disposing of the toxic wastes such as sprays cans, magnetics powders and etc. by returning them to the Professional Waste Technology (1999) Public Company Limited, the waste disposal company that was licensed by the Department of industrial work, in the volume of 2.44 tons. These were for proceeding to eliminate them technically and legally, not to be burden and danger to society and the environment. Additionally, reducing the use of electricity, water and fuel as well as reduce greenhouse gas emissions was reported on the Form 56-1 One Report for the year 2020 the title of **"Sustainable Development"** on page 40 and **the Company's website** (www.tndt.co.th) on page "Sustainability" under the title of **"ESG"**, subtitle of **"Activity"**



4. Information Technology Management

Information technology systems are an important role to motivate the business. Therefore, it is necessary to monitor and investigate, not to cause any interruptions or emerging risks that may affect the Company's operation and may result in the confidence of involved stakeholders. Therefore, Top-Executives shall play an important role in management in order to apply appropriate information technology to drive the business, as well as forwarding business goals according to missions, strategies, policies, and corporate plans to the goals related to information technology. In these, the Board of Directors has monitored to ensure that the information technology in business operations will result in the Company's goals achievement by using the appropriate existing resources and manage risks effectively and efficiently. This was monitored through the Company's internal control systems in auditing the management's performance of the adopting information technology for the best interests and achieve the goals set by the Company, in accordance with the principles of good corporate governance.

The Company had a policy and measures to oversee/control the usage of information technology and internal information in the availability of information regularly, provided the access limitation to information in the order of employees' duty and position. In addition, there was a system that need to be prioritize and monitor in order to prevent damage of information technology which might be utilized dishonesty, or changing information without permission, or taking advantage of confidential information that might affect the price of securities, or to prevent personal exploitation and those involved.

In 2020, there was no usability of information technology in the wrong way.

Principle 6 :

Strengthen Effective Risk Management and Internal Control

1. Internal Control and Risk Management

The Board of Directors and the Company have emphasized greatly on the internal control system, both in the executives level and the operational level in order to reflect the long lasting efficiency and the effectiveness in all areas, be in the internal atmosphere, operational risk assessment and risk management policy covering the whole organization, in order to prevent corruption cases which might incur and to provide training the policies and practices of the Company's anti-corruption, to cultivate denying to pay bribes for the benefits of the Company's business. Moreover, the risk assessment of controlling and monitoring the media and communicational system has to be done continuously, as well as clearly distributing responsibilities. In these, the good corporate governance system to achieve a good counterbalance and the connected transactions have to be monitored appropriately.

In addition, for the internal control of the financial system, financial liquidity and repayment condition, the Company has prepared a financial report by appointing the executive in charge with the Audit Committee to review and assess the adequacy of the reports by utilizing the Internal Control Integrated Framework of the Committee of Sponsoring Organization of the Treadway Commission (COSO) in the form of Enterprise Risk Management or COSO ERM, which consisted of

1. Control Environment
2. Risk Assessment
3. Control Activities
4. Information and Communication
5. Monitoring Activities

These were to identify potential events that might impact the organization, and managed to be in its risk appetite level, to provide confidence that the performance has achieved the objective of the organization. Independent internal auditors, assigned by the Audit Committee, would take responsible for auditing the accuracy and transparency of information as of the annual operational plan which has already been approved, and reporting the review results to the Audit Committee for acknowledgment. The audited result would be presented to the Board of Directors for acknowledgment every quarter. In case of any suggestions or significant defects, the internal auditor would report to the Audit Committee, and present to the Board of Directors for consultation and further improvement.

For the authorization of each transaction, the Company's best interests should be considered, by following the authorization chart. The future transactions could only be authorized by those who have no stakes in the said transactions.

In year 2020, the Audit Committee has reviewed the various operating systems, and has prepared **"the Report of Audit Committee"** which appeared in the Annual Report, page 35-37.

2. Guidelines and duties of the Audit Committee

2.1 Duties of the Audit Committee

Please see the **"The duties of the Board"** in the title of **"Audit Committee"** page 82-83 and the Company's website (www.tndt.co.th) page **"About TNDT"**, in the title of **"Executives"**, subtitle of **"Audit Committee"**.

2.2 Remuneration of Auditors

The Remuneration of Auditors for the Company and its subsidiaries

1. Remuneration of auditors

For the year 2020, M R & Associates Limited, certified public accountant of SEC, has been appointed as the Auditor to audit, review and express its opinion to the financial statements of the Company and its Subsidiaries. The Remuneration was in the amount of 1,960,000 baht, they were quarterly monitoring at 240,000 baht, the year ended audit fee at 1,170,000 baht, and the review of compliance with BOI at 70,000 baht. The financial statements of the Company and its Subsidiaries were accredited by the Auditor without any comment or history of submitting the quarterly year ended financial reports longer than the restriction of The SET and no any history of amendment of the financial statements by the SEC.

2. Other Fee

In 2020, No any other expense charged.

Details	Amount (Baht)	
	TNDT	Subsidiaries
The annual audit fee for the year ended December 31, 2020.	1,020,000.00	150,000.00
The quarterly review fee for the period ended March 31, 2020.	190,000.00	50,000.00
The quarterly review fee for the period ended June 30, 2020.	190,000.00	50,000.00
The quarterly review fee for the period ended September 30, 2020.	190,000.00	50,000.00
The review fee of compliance with BOI.	70,000.00	00.00
Other Services fee	Charge the expenses as occurred.	
Total	1,660,000.00	300,000.00
Overall	1,960,000.00	

3. Conflict of Interest / Connected Transaction

Conflict of Interest / Trading of Company Securities / Insider's Information and Information Technology System

To prevent conflict of interest issue, the Board of Directors has overseen the Company by the policies of information disclosure, management of confidential information to prevent data leakage, protection of confidential information and market sensitive information. There were the policies and procedures to prevent the Directors, the Executives or the connected person from using insider's information for personal benefits as follows:-

(1) Reporting of Conflict of Interest must have been approved by the Board of Directors. In all, to approve the connected transaction, the Company must have been taken into consideration of the best interest, fairness, rationale behind transaction and consistency with market practice.

(2) Overseeing of Insider's Information Usage. The Board of Directors had a policy to prevent any Director or Executive to benefit from the significant insider's information that would be market sensitive information. The Board of Directors should convene the meeting, vote on the issue with the consent from the Audit Committee, and report to the SET on the following working day. Therefore, the Directors and Executives did not have an opportunity to use such confidential insider's information for personal benefits.

(3) The Directors, Executives and connected person should disclose the stakeholding information and their trading or holding of Company's securities and the connected persons as well.

The Company has disseminated knowledge, communicated and reviewed policies to prevent directors and executives, including employees who have been working in related departments, to use internal information for the benefit of themselves or others which were considered to exploit other shareholders. Therefore, all directors and executives should disclose interest information or the company's securities holding or changes during the first month before Financial statements disclosure to the public, both their own and those connected to the board (Should not buy-sell one month in advance before public disclosure of financial statements)

In addition, the Company's new directors or executives including those involved should report their holdings of the Company's securities within 30 working days after being appointed, as well as report the trading of securities at least 1 day in advance or report changes in securities holdings within 3 working days after buying, selling, transferring or receiving transfers. Such information should be submitted to the Board regularly or notified to the Company Secretary for reporting to the SEC, in accordance with Section 59 of the SEC Act of 2535, and disclosed in form 56-1 One report for the year 2020.

In 2020, No any employees in related departments buy, sell, transfer or receive transfers and no any Directors, Top Executives, Executives including the related employees use internal information for their benefits or others in any unlawful way.

The Company has also required Directors and Executives to be aware of the operations with characteristics of connected transactions and conflicts of interest which the Company might have, should be operated with transparency, accountability, reasonable pricing, and fair and at arms' length. In addition, there were measures for the Company to allow the Audit Committee to comment on the necessity of entering such connected transaction or conflict of interest, whether the prices were reasonable and appropriate by considering various conditions which shall be normal trading operations at the market price. In the case of the Audit Committee did not have expertise in considering any connected transactions, the Company would provide knowledgeable and special expertise persons, such as auditors, property appraisers, law firms being a third party and independent to comment on such connected transactions. The comments would be for the decision making of the Audit Committee and present to the Board of Directors or shareholders, a case by case.

In case of transactions that were required to disclose the information, or requesting approval from shareholders, in accordance with the regulations of the SET, the Company would disclose details and reasons of such transaction to shareholders in advance, before entering the transaction.

In 2020, the Company did not enter into any connected transactions that violated or not complying with the rules of the SET and the SEC. In addition, the Company would disclose internal information that might affect the investment and the personal benefits of the directors, executives or those involved on that date immediately or before 09.00 a.m. on the next day (if any).

4. Anti-Corruption

Please see the details on “**Internal Controls and Anti - Corruption**” on page 127-128, and on the Company's website (www.tndt.co.th) page “**Sustainability**” in the title of “**Policy**” subtitle of “**Policy for Anti-Corruption**” and page “**Sustainability**” in the title of “**Anti-Corruption**”

5. Whistle-blowings / Complaints / Comments or Suggestions

The Company has disclosed the information on **form 56-1 One Report for the year 2020** under “**Anti-corruption**” on page 127. During 2020, no any whistle-blowings, complaints or etc. were submitted to the Company

Principle 7 :

Ensure Disclosure and Financial Integrity

The Company has recognized the importance of information disclosure with correctness, completeness, transparency on schedule according to the regulations of SEC and SET. The information has included financial and non-financial information as well as other important information which might affect the Company's securities prices and investment decisions of investors and stakeholders, both in Thai and English language.

In addition, the Company has disclosed the remuneration of Directors (individually) and Executives and Audit fees, including other information such as details about the Committee, Company Secretary and Auditors who have worked during the past year, their performances and also the records of meeting attendances of the Director and Sub-Committees individually together with the history of course training (Page 95). Moreover, the Shareholding Structure, Management Structure, Good Corporate Governance Policy , Articles of Association, Charters of Director, Ethics & Codes of Business Conduct, Channel for suggestions, complaints or violations, including the disclosure of securities holding of directors, executives and their involved have to be reported as well via the SET, form 56-1 One Report, reporting quarterly results of operations, providing information and meeting with analysts, investors and shareholders, press release and Company's websites (www.tndt.co.th).

In this, the Company's policy to disclose the information of securities holding of Directors, Executives and their connected persons, must report their Company's securities holding within 30 days after appointed. The Directors and the Executives must periodically report their advance sales or purchase of the Company's securities as least 1 day or report their holding within 3 business days from the date which the Company's securities have been purchased, sold, transferred or accepted transfer. The Company Secretary will compile and coordinate in reporting the securities transition to the SEC and reporting to the Board of Directors on the Board's meeting. the details of disclosure of changes in securities holdings of Directors, Top Executives, and the Executives of the year 2020 can be viewed on the table topic “**Shareholding Structure**” on page 26-27.

1. The Board of Directors' Accountability to the Financial Report

The Board of Directors was responsible for the accuracy of the Company's financial report that displays the financial information sufficiently and transparently, including sufficiently disclosing the important data accompanying the Company's financial report, according to the appropriate accounting standard. This was done consistently by having an auditing from the authorized, independent and trustworthy auditor which was approved by the SEC and/ or other relating organizations and has gone through the review by the audit committee, including the disclosing of the auditing fee and other services within the Annual Report. In this, the Board of Directors has prepared the responsibility report to the financial report of the Board of Directors in **form 56-1 One Report for the year 2020**, the title of “**Report of the Board of Directors' Accountability to Financial Report**”, page 50.

Besides, the Company has recognized the importance of strengthening relations with the shareholders, analysts, investors in the Annual General Meeting of Shareholders, as well as answering the enquiries on various topics to the shareholders via Investor Relation and other communication channels of the Company.

2. Financial liquidity and debt repayment capability

The Board of Directors has monitored and oversaw the financial liquidity and debt repayment capability by the meeting with the executives, including reviewing the internal auditing of internal audit team passing through the Audit Committee, to monitor and assess the financial status and the Company's operating results on every quarter.

The management has set up guidelines of monitoring repayment as follows:-

- (1) Try to follow up, claim, and accelerate the payment of debt more closely.
- (2) Use the relief policy in time conditions
- (3) Have a strict policy to select customers with stable financial status and collateral
- (4) Legal prosecution (the last chance to select), in order to maintain the customer base waiting for the economic recovery.

In case of any transaction or investment for business expansion both locally and internationally, the Audit Committee would consider whether such transaction was a reasonable transaction and being a beneficial investment to the Company by now and in the future or not, as well as propose to the Board of Directors. The Board would consider the details thoroughly in order not to affect the overall liquidity of the Company, as well as managing the risk of loan and interest burden by paying on the specified period, including adjusting the investment plan to be in line with the liquidity and complete repayment as soon as possible.

3. Guidelines of operations

The Board of Directors shall strictly comply with the contracts, agreements, obligations and liabilities that may arise, as well as the conditions as agreed, transparency and no secrecy. In case of the Company cannot comply with the contracts, conditions agreed upon or any change in conditions, the Company will notify the creditors in order to jointly find possible solutions immediately. Moreover, the Company will report the debt obligations to creditors as requested accurately, completely and timely.

4. Sustainability Report

The Board of Directors has encouraged, supported and monitored the Company to set up guidelines for business operations and comply with ethics and code of business conduct, good corporate governance, together with responsibility to the community, society, environment and consideration of all stakeholders according to the rights, laws or agreements that should be with the Company. The Company has also disclosed important information to stakeholders to acknowledge adequately, no any violation of stakeholders' rights. Moreover, the Company has channels to report clues, complaints on issues related to legal offenses, inaccuracy of financial reports, defective internal control system or unethical practices, and also has measures to protect the rights of whistle-blowers for the Board of directors, executives, employees and all stakeholders to acknowledge and adhere together. Therefore, the guidelines should be practiced for sustainability and efficiency of the organization, by creating a Sustainability Development Report (SD Report), as a part of form 56-1 One Report and in a separate book and disclose to the public via the website www.tndt.co.th of the company. Such documents could be downloaded from the Company website as well.

The policy and details can be viewed in the title of **"Sustainable Development"** and on the Company website (www.tndt.co.th) page **"Sustainability"**

5. Communication and Investor Relations Channels

5.1 Company's Data Access

- (1) Online system of the SET
- (2) Quarterly performance report
- (3) Opportunity Day / AGM / EGM / mai Forum etc. for the Top-Executive of the Company to meet, discuss, report and answer questions on various issues in order to strengthen relationships with investors, analysts and shareholders from time to time as appropriate.
- (4) Press Release
- (5) Form 56-1 One Report for the year 2020
- (7) Sustainability Development Report (SD Report)
- (8) Company's website : www.tndt.co.th
- (9) E-mail : secretary@tndt.co.th
- (10) Company's Facebook : <https://www.facebook.com/TNDT.Thailand>

5.2 Investor Relations : Mr. Som_ouy Tangchithavornkul

Besides communicating information through various channels, as described in item 5.1, the Company has established the Investor Relations Unit to be responsible for communicating the Company's information to investors and third parties with equitable and fairness. Investors can contact for more information by the followings:-

(1) Letter :

Thai Nondestructive Testing (Public) Co., Ltd.
19 Soi Suanson 8, Ramkhamhaeng Road,
Huamark, Bangkok, Bangkok 10240

(2) E-mail :

som_ouy@tndt.co.th / headoffice@tndt.co.th /
info@tndt.co.th

(3) TEL : +66(0)2-735-0801 (Auto.10 lines)

(4) FAX : +66(0)2-735-1941

The Company has disclosed communication channels on the Company's website (www.tndt.co.th) and form 56-1 One Report for the year 2020 titled "**Company Information and Communication**" on page 69-70

Principle 8 :

Ensure Engagement and Communication with Shareholders

The Company emphasized and recognized the importance of the equitable treatment of all shareholders rights, both minority and majority shareholders, institute investors or foreigners, without committing any violation or deprivation of the rights of shareholders or not to limit the opportunity to search for media of the Company. The Company also encouraged shareholders to exercise their fundamental rights covered by the law, for examples:- the right to sell, purchase or transfer the Company's securities, the Company's profit by the way of dividend payment, the right of equitable treatment of shares' refunding (if any), the right to attend and vote in the meeting of shareholders, etc. The Company would disclose important information affecting the investors in form 56-1 One Report for the year 2020 and publish such news via SET. Even in case of shareholder transactions (Shareholder Agreement), the Company would try its best efforts to look into the agreement, not to be affected significantly to the company or other shareholders. They were as follow:-



Prior to the Meeting

1. The Company conducted the Annual General Meeting (AGM) of Shareholder 2020 on Monday 27 July 2020, at 09.30 a.m., at Crystal Grand Ballroom No. 2, 2nd Floor, E Building, The CDC Crystal Design Center (the Ekamai-Ramindra Highway), 1420/1 Praditmanutham Road, Klongjan, Bangkok, Bangkok 10240 which was convenient for the shareholders' transportation. The meeting agenda with its details was posted via set portal system of SET 62 days prior to the meeting date. The invitation letter (in Thai and English) indicating place, date, time, meeting agenda with objectives and opinions of directors, guidelines, proxy form, articles of association related to voting and supporting documents were provided and disclosed on the Company's website (www.tndt.co.th) in the "**investor relations**" section under the title of "shareholder information" subtitle of "**Meeting of Shareholder**" 44 days prior to the meeting date for the shareholders to have sufficient time to consider and/or authorized proxy to attend the meeting. The Company assigned TSD, the registrar, to deliver the documents and registration form with barcode directly to the shareholders 31 days prior to the meeting date. Moreover, the invitation has also been 3 days continually published in the newspaper, 26 days prior to the meeting date to be in line with law and regulations.

2. For the equality and fairness to all of shareholders, the Company invited the shareholders to propose the agendas and the nominees to serve as directors to exercise the right to appoint directors individually, and to propose the questions prior to the 2020 Annual General Meeting date (during 4 January to 3 February 2020). The guidelines were clarified and noticed to the shareholders via: online system of SET, the Company website www.tndt.co.th and published the results to the shareholders via: online system of SET, to the invitation of the Company's shareholders meeting and in the shareholders' meeting. On the due date, there was no shareholder to propose agendas, nominees to serve as directors, or submit the questions in advance to the Company.

Furthermore, in year 2020 the Company's proportion of free float shares were at 51.41 percent, and the proportion of shares held by institutional investors were less than 5 percent.

The Shareholders' Meeting Date

1. The Company had a policy to facilitate and encourage shareholders including the institutional investors and proxies to register one and a quarter hours prior the meeting, a simplified document check with duty stamps for proxies, registered through the bar-code system to ensure fast registration with accurate, complete, and verifiable information. Shareholders were also allowed to register for the meeting even after the meeting had commenced so that they could maintain their rights for voting on those resolutions that had not yet been determined. The Company also provided an opportunity for shareholders to meet without discrimination or any obstacles to communicate between shareholders.

2. In case of shareholders who would not be able to attend the meeting, the Company allowed the shareholders to authorize an Independent Director or any other person as a representative with proxy form A or B or C as attached on the letter of invitation (only one type) and evidence in accordance with the regulations as mentioned in the invitation letter, the rights to vote would be correspond to the number of shares held, ie 1 share per 1 vote of the same category of shares and having equality voting rights.

In case of the Company's share has more than one type, the Company will disclose the voting rights of each type of share.

3. The Chairman of the Board and all Committees, Executives and Auditors valued the importance of the AGM. Therefore, they attended and participated in the shareholders' meeting in order to express their opinions, raise any questions and clarify the issues related to the agenda and the Company's business.

4. The Chairman of the Board assigned the Company Secretary to announce meeting regulations as required by law and Company regulations, e.g. opening of the meeting, voting and vote counting on each agenda, introducing all Board Members, Executives, Auditors and Management.

5. The Chairman of the Board, who chaired the AGM, also conducted the meeting agenda with respect for the agenda earlier announced in the Invitation, in which any additional or change on the agenda was prohibited so as not to infringe the rights of shareholders who could not attend the meeting themselves.

6. In the meeting, the shareholders had the rights to inquire about the Company's operations. The Chairman and Board of Directors fully provided an opportunity for shareholders to make inquiries, comments and suggestions in all agendas appropriately.

7. The Directors, having conflict of interest in any agenda, should not participate in the agenda.

8. For the resolutions voting, the shareholders' volunteer was invited to witness and inspect in each vote count. The voting results in term of approval, disapproval, abstains or voided ballot for each agenda were transparently presented to the meeting.

9. The Company Secretary has taken all the responses as well as the significant comments in the minutes of meeting. After the meeting, the shareholders were requested to return the voting cards to keep as evidence.

After the Meeting Date

1. The voting results of each agenda in both Thai and English were disclosed on the next day of AGM to the public by posting via online system of SET.

2. The minutes were submitted to the SET and the Ministry of Commerce within 14 days of the completion of the meeting. It also contained the Directors attendance, voting guidelines and procedures, the memorandum of the important inquiries or comments raised by shareholders and the responses from the Directors, as well as the voting results of each agenda. For the AGM No. 14/2020, the Company had submitted the minutes on August 10, 2020

To facilitate the exercise of shareholders in attending the AGM and support the voting rights of the shareholders in regards to the principles and guidelines in the manual of "**AGM Checklist**" as defined by Thai Investors Association, the Company has been evaluated by Thai Investors Association in the AGM of Shareholders for the year 2020 with a score of 100 (for the year 2019 with a score of 100).

The AGM of Shareholders for the year 2020



Exemption from compliance with good corporate governance principles

The Company recognized the importance of applying CG Codes for listed companies in the SET and practiced in all activities of the organization. However, the Company has not practiced in the followings: -

1. Chairman of the Board of Director should be Independent Director.

With the only exception that the Chairman of the Board did not come from the Independent Directors and that he also acted as the President of Executives. Due to the Non-Destructive Testing and Inspection for engineering safety, which was the specific business, required the personnel with knowledge, skills and had a long experience in the business, in order to lead the Company to success. However, both the operations of the Company and the Board of Directors were formed on the basis of good corporate governance, in accordance with the guidelines of the Stock Exchange of Thailand. The Chairman and the President of Executives was not the same person, in practice, the Chairman could not exercise the power in the place of the Board of Directors without the consent of the Board. The President of Executives should also follow the procedures of the Board of Directors which were always under the rules and regulations of the Company as well as being approved and under the supervision of the Board of Directors consisting of both Independent Directors and Non-Executive Directors as more 50 percentages of all Directors. This resulted in a balance of power, verifiable and the management that was transparent and concise. Moreover, the said authorization of power did not allow the President of Executives to authorize the issues in which he or any individuals might have conflicts of interests or connected transaction in any way to the Company.

Additionally, the Company had separated the position of the Chairman of the Board and the Managing Director, not making them under one person so as to be in accordance with the guidelines for good corporate governance.

2. Determine the term on duty of the Independent Directors should not exceed 9 consecutive years from the first date of appointment without any exception.

The Board of Directors consists of 3 independent directors, of which 2 independent directors are exceeding for more than 9 consecutive years. In these, the Board has considered that even the term on duty of the 2 Independent Directors are more than 9 years, their independent opinions and duties performances with knowledgeable and expertise have done the best interests for the Company and in compliance with the Company's rules and regulations, and the Capital Market Committee. For another term on their duties, the Board of Directors should consider and approve and present to the AGM meeting for approval.

3. Good Governance Committee and Risk Management Committee

The Board of Directors has not yet formed these 2 sub committees. Therefore, the Board has assigned the Audit Committee to review the conducts and the corporate governance principles, including setting up the Risk Management Policy and the Internal Control System to review and assess the risks management of the operations in all aspects both internal and external organization including the overseas businesses, for the best interests and the prevention of corruptions. These were done by appointing the internal auditor to audit the work procedures in each department of the Company. .

4. The Board should consist of more than 50% of independent directors.

The Board of Directors consists of 8 directors, the 3 directors are members of audit committee / independent directors / Non-Executive Director of which more than 1/3 of entire Board, and the other 2 Directors are not Independent Directors / Non-Executive Director. There was counterbalance of 5 Non-Executive Directors, more than a half of the entire board, to review the management and have the freedom to manage the audit work.





Internal Controls

The Board of Directors has determined the policy and risk management framework by the internal and external factors, by emphasizing greatly on the internal control system, both in the executives' level and the operational level, covering financial, management, and operational for the efficiency and effectiveness, as well as in compliance with relevant laws, and regulations. The internal control system would reflect the long-lasting efficiency and the effectiveness in all areas, be in the internal atmosphere. The operational risk assessment and risk management policy would be covered by the whole organization, in order to prevent any cases which might incur in operations or others, along with monitoring the performance of the internal control system by consulting / questioning the Managing Director, Auditors and all concerned.

In the Board of Directors Meeting No. 2/2020, held on 27th February 2020, of which comprised a quorum of 8 Directors of the Board, the Audit Committee of which comprised 3 independent directors were attended to monitor and review the Company's result of operations and the internal control system. The Audit Committee has assessed the adequacy of the internal control system in order for continually developing and improving the efficiency and effectiveness of operations. The Audit Committee has considered the internal control system in accordance to the International standard guideline, in which the framework of The Committee of Sponsoring Organization of the Treadway Commission (COSO) has been integrated in the form of Enterprise Risk Management or COSO ERM, which the 5 key elements frameworks of risk management would be as follows: -

1. Control Environment
2. Risk Assessment
3. Control Activities
4. Information and Communication
5. Monitoring Activities

These were to identify potential events that might impact the organization, and managed to be in its risk appetite level, to provide confidence that the performance has achieved the objective of the organization. The reports should be presented to the Board of Directors every quarter. In case of any suggestions or significant defects, the internal auditors should report to the Audit Committee and the Committee would present to the Board of Directors for any suggestion or further improvement. The disclosure of assessment can be viewed on One Report (56-1) for the year 2020.

1. Internal Environment

Guideline

The Company is committed to promoting its personnel to adhere and realize the value of loyalty, good morality, ethics and code of business conducts in every operation process by setting policies and manuals as a guideline for risk management, supervision, monitoring as well as the organization of personnel restructuring, defining duties and responsibilities and providing knowledge in various fields in order to be able to perform their duties appropriately, systematically and establishing maximum efficiency toward the organization. This means, the performance and ability of employees are assessed to develop the potential of the personnel to progress in their duties regularly.

Practice

1.1 Visible organizational structure and personnel responsibilities including appropriate good working environment is the cornerstone of the internal control system which helps to operate the Company's business efficiently. Therefore, the Board of Directors has established a good corporate governance manual, an anti-corruption manual, manual of code of business conducts and ethics, Punishment and others related manuals that must be in the future, including regulations of the Company for Directors, Executives and Employees at all levels to comply. Besides, the result of such performances is audited by an internal auditor under the monitoring of the Audit Committee in order to ensure that the company's operating is trustworthy, fair, transparent and can be examined, as well as the prevention of conflict of interest, including anti-corruption within the organization, so that all groups of stakeholders will equally receive the best interests.

1.2 The Board of Directors is independent from the management and consists of Independent Directors / Audit Committee with knowledge, capability, expertise and well experience in the company's business. The Independent Directors / Audit Committee must be credible and have absolute independence in performing their duties without any business relationship with the Company. Additionally, they shall not have any other relationship that may influence the exercise of judgment and the performance of duties by acting to supervise, define duties and roles as well as setting goals that are used as guidelines for the performance of the board and executives, including review and monitoring of the company's business operation to ensure accuracy and compliance with the requirements, law and charter. These will cover roles of the Board of Directors, the Nomination and Remuneration Committee, the Audit Committee, Internal auditors, Auditors, those responsible for financial reports, management and staff as well as the development of an internal control system to control all processes of work.

1.3 The Company has formulated a policy, entirely suitable defining authority and responsibility with clear responsibility and approval authority, including the Board of Directors, the Nomination and Remuneration Committee, the Audit Committee, Senior management, Executives and Employees at all levels in order to achieve a balance of power in auditing of each other. In addition, there is also a nomination of suitable personnel for the job position and duties by preparing a succession plan (Succession Planning) within position that primary and important, as well as promote the development of knowledge levels, competence of employees to become experts in fields and technologies and reviewed the system by the Nomination and Remuneration committee, and finally, report to the Board of Directors for acknowledgment.

1.4 The Company always retains valuable personnel in order to build confidence of personnel to have confidence in the organization as well as consciousness, loyalty and being a part of the organization by encouraging and supporting employees to progress on their duties, as well as providing opportunities to participate in brainstorming and ideas and create innovation for the organization. Additionally, providing equal welfare and benefits based on knowledge, ability, and fair compensation, including creating a good working environment. Moreover, the Company also encourages, supports and cooperates with educational institutions and related organizations for the creation of sufficient professional personnel in this field and meets the industrial needs.

1.5 The Company has built an internal training center of the company to enhance and create a sufficient number of NDT personnel to meet the ever-increasing demand and throughput by the company's instructors and external instructors. In addition, the Company sends its employees to train from external institutions related to the operation by the means of building expertise in technology as well as learn new techniques to be knowledgeable to provide services that meet the needs of customers, as appropriate for the business on a regular basis.

2. Risk Assessment

Guidelines

The organization has set objectives as transparent enough to be able to identify, analyze and assess all types of risks that may affect the achievement of comprehensive objectives throughout the organization, including considering potential corruption that may affect the achievement of organizational objectives and the internal control system

Practice

2.1 The Audit Committee has reviewed risk management policy and a risk management plan according to the Corporate Risk Profile.

2.2 The Company monitors the situation, assesses and analyzes the risks of the organization, both internal and external factors that may affect the business operation and the internal control system, as well as to consider opportunities that may cause corruption in the organization by establishing annual audit measures and plans with an intention, to prevent and deal with risks that may affect the achievement of the company's operational objectives to be at an appropriate and acceptable level, as well as communicating with the executives and all employees in the company in order to aware of the risks factors, joint responsibility between management and employees in the purpose to deal with the risks that arise.

3. Risk Response

Guideline

Considering appropriate approaches and methods for managing potential risks based on the sufficiency assessment results and risks in accordance to the possible occurrence and the impact that will occur in order to manage the risks and reduce the impact of the potential risks to an acceptable level.

Practice

3.1 The Audit Committee is responsible for monitoring, reviewing the performance including evaluating the effectiveness including evaluating the effectiveness and the sufficiency of the risk management process in accordance to the audit plan, Additionally, improving the audit process with an emphasis on risk assessment at the activity level shall be done in order to be more efficient, reviewing the internal control system through meetings and reports on performance evaluation of the independent internal auditors who are responsible for reviewing the accuracy. as well as, transparency of information in every quarter.

3.2 The Audit Committee reviewed the compliance align with the Anti-Corruption Policy, the Risk Management Guidelines and the Company's operating systems. Therefore, the Company has established a scope of work to cover the risks significant involved in business and working processes. The company has been identified in the topic "**Management of risks and risk factors**" page 28-34 appropriately and completely.

4. Control Activities

Guideline

The Company has control measures and operational processes that help reduce the risk of not achieving organizational objectives to an acceptable level and establishing control activities through policies that define expectations and procedures. So that the established policies can be put into action, including the selection and development of general control activities with technology systems to support the achievement of objectives.

Practice

4.1 The Company controls and monitors the performance in accordance with various policies of the Board of Directors compliance with policies, regulations, and operating procedures of the Company, including compliance with laws, regulations of the Stock Exchange of Thailand, and other laws related to the Company's business. In addition, the written authority and authority diagram has been defined, including the General management, Finance, Accounting, Purchasing, and Human Resources in considering and approving future transactions by directors or stakeholders within that specific transaction will not participate in the consideration and take into account the best interests of the company which the consideration and approval has the authority under the scope of authorization only.

4.2 The Internal Audit Committee will report deficiencies from the internal audit to relevant employees and management for immediate improvement. And then, report the audit results to the Audit Committee quarterly for submission to the Board of Directors for acknowledgment. The Audit Committee will summarize and prepare an annual performance report, present to the Board of Directors and report to the shareholders in the Company's One Report (56-1), which is signed by the Chairman of the Audit Committee.

4.3 The Audit Committee is of the opinion that in the year of 2020, the Company has complied with the prescribed rules and disclosed information in accordance with the rules, regulations, requirement as well as all applicable laws, appropriateness in the Company's assets protection, and found no major fraudulent incidents.

5. Information and Communication

Guideline

The organization communicates relevant information to everyone about the organizational objectives, the risks arises, the results of risk management and the necessary internal control responsibilities in order to support the internal control as specified.

Practice

5.1 The Company has documented procedures, preparation of proceeding including various information by using software and equipment to prepare records, communication and properly disseminate information through the copyrighted information system in order to inform the information to the Board of Directors, Executives and Employees at all levels, being aware of the risks and responsibilities shared between management and employees, as well as important benefits with convenience, fast, and timely to use.

In addition, in proposing matters for the Board of Directors to consider, the Company Secretary will be responsible for preparing relevant documents and information for decision making. Then sent to the Board of Directors at least 7 days in advance to allow the Board to study and have sufficient time to consider the information, including preparing and keeping documents such as director registration, invitation letter to the Board of Directors meeting, minutes of the Board of Directors Meeting, Annual Report of the Company (Form 56-1 One Report, SD Report), Invitation to the Shareholders Meeting, Minutes of the Meeting of Shareholders, , organized in a systematic manner, convenient to search and keeping reports of interest reported by Directors or management and submit a copy of the report of interest to the Chairman of the Board of Directors and the Chairman of the Audit Committee for acknowledgment within 7 business days from the date the Company receives the report, including other actions as required by the Capital Market Supervisory Board announcement and assignment of the Board of Directors.

5.2 The Company realizes the importance of the disclosure of accurate, complete and transparent information complies with the requirements of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), both financial information, non-financial and other important information that may affect the stock prices and investment decisions of shareholders and investors. Besides, the Company Secretary will coordinate the delivery of information reports to the SEC and the SET, as well as to supervise the disclosure of information and news of the Company on to the public and shareholders are informed correctly, completely through the channels of the Stock Exchange of Thailand form 56-1 One Report, SD Report and the website "www.tndt.co.th" of the Company and report to the Boards of Directors at every meeting.

Indeed, the Company prevents the use of inside information to reduce the damage that may occur from the exploitation of important information that affects the investment. At the end of the meeting, the resolution of the Board of Director will be noticed to the SET within that date or on the next business day before 9:00 a.m. to prevent the use of inside information in the pursuit of personal benefits.

In addition, the Board of Directors also emphasize the participation of all groups of stakeholders, both internal and external. Thus, the channels for whistleblowing, complaints, and expressing opinions or suggestions that are beneficial to the Company's business development by The Company Secretary / Secretary of the Audit Committee will collect the information and present to the Board of Directors Audit Committee and related Executives in order to consider and make corrections, the Company has disclosed the contact channel in form of 56-1 One Report as well as on the website "www.tndt.co.th" and the Company's Code of Business Conducts Manual.

INTERNAL AUDITOR

The Audit Committee's responsibilities are to consider the independence of the Internal Audit Team as well as to appoint, transfer and dismiss the Chief of Internal Auditor. For the Company, the Audit Committee had proposed the Board of Directors to appoint Mr. Krod Songmuang / Chief of Internal Auditor to monitor the internal control since Quarter 4/2014 until Quarter 3/2020.

Additionally, In 2020, Mr.Thanun Satawuthi was appointed as the internal audit control and supervise the internal audit department due to having experiences in performing internal audits in the Company's business for a long time and understanding the activities and the operation of the Company very well, it was appropriate for him to perform such duties.

The Chief of internal Audit Team has performed its duties independently for the development and reviewed the effectiveness of the risk management system, the internal control system, the financial report including the operational system to cover all activities of business operations, as well as covering the significant and high-risk departments, by coordinating with the External Auditors, Executives. The Internal Audit Officers of the Company, Miss Alisa Thaosisakul and Miss Tanchanok Losomsab, have reported the results to the Audit Committee. The Audit Committee would review, suggest the issues of operations for correction, prevent and develop all the systems thoroughly and continuously, then present to the Board of Directors in every quarter. For the audit process, if there was any suspect that might affect or could damage and require the correction, the Chief of Internal Audit team or the assigned person should notify the relevant departments or the Audit Committee immediately for auditing and further correction.

The details of education, experiences and training of the Chief of Internal Audit are shown in the title of "The Management - Company Secretary and Chief of Internal Audit", Page 80 and the attachment 3

COMPLIANCE UNIT

The Company has not yet established a Compliance Unit. However, the Company Secretary Office has been assigned to be responsible for governance, monitoring BOD activities and reporting to the Board of Directors. The Company Secretary's duties and responsibilities are to ensure the Board of Directors, Executives and Employees perform their duties in accordance with announcements, regulations and / or other related laws and regulations of both the Securities and Exchange Commission, the Stock Exchange of Thailand, and related agencies.

ANTI - CORRUPTION

The Board of Directors realizes and emphasizes to operate the business with honesty, integrity and takes responsibility to the community and to all groups of stakeholders, and strictly complies on the good corporate governance policies, ethics, code of business conduct, and work regulations of the Company, including the rules and regulations of government and private sectors as related to the business operations. The Board also monitors the Company to set up the policy and guidelines of Anti-Corruption, including the procedure of training to promote and cultivate the employees' knowledge on this matter. In addition, the Company cultivates the bribery prohibition for the company's business interests and the awareness of performing duties with integrity, while the performances shall be monitored regularly to prevent the risk of corruption occurrence

Anti-Corruption Policy

"The Directors, Executives, the Company's employees are prohibited from employing their authorities, be it for the direct or indirect benefits to self, or any others. This includes prohibiting the offer of unlawful benefits to any other person in order to obtain the Company's business interests. The Company shall monitor the Anti-Corruption Policy, review and assess at least once a year, as well as revise the practical and requirements of the guideline in accordance with the changing of the business, standardized regulations and the legal related requirements".

In all, the Company has publicized the knowledge through the information technology, announcement letter, and training for the employees in the organization and the related persons for the better understanding of the procedure guideline, responsibility, and compliance under the same policy.

Guidelines for Prevention and Anti-Corruption

The Company has taken measures to prevent and anti-corruption for the Directors, Executives and Employees to adhere as a guideline and performed the Anti-Corruption Policy along with each operations activity. The Company would assess the risk of corruption that might arise in each process regularly. In case of corruption or misconduct action was found, employees in all levels and all stakeholders could notify through the Company's channels as defined, to proceed the auditing, solving and preventing, including reporting to the Board of Directors in order to prevent and monitor the risk of corruption. Those whistle-blower / complainants could consider the channels of notifying as appropriate. Anyway, the Company had measures to investigate and determine the disciplinary action of the Company and/or the related laws. In case of a person capable

In addition, the Company's internal audit team would be responsible for monitoring by the quarterly monitoring plan and reporting to the Audit Committee for consideration, review, as well as presenting to the Board of Directors for appropriate solution and determination.

The Whistle-blower / Complainants Protection Policy

The Company has the policy to defend the whistle-blowers by keeping their information as secrecy. The whistle-blowers are able to choose not to reveal themselves if the disclosure may cause insecurity or damage. In case of the whistle-blowers are disclose themselves, the Company will retain personal information such as secrecy and corrective action. The action plans are to review the information as well as reporting to the Board of Directors on the matters affecting significantly, in order to consider the recommendations and remedial actions or legal proceedings for such violation later.

Whistleblowing / Complaints / Comments or Suggestions

The Board of Directors respects all the stakeholders to participate in the matters which benefit the business development of the Company, or the complaints in case of rights violation, comment, or suggestion on suspicion of corruption to the Audit Committee, who are independent directors. The channels for all stakeholders to submit their whistleblowing / complaints / comments or suggestions together with the supporting contact data are as below: -

- Independent Committee
independent@tndt.co.th
- Company Secretary Office
secretary@tndt.co.th
- Independent Committee /
Company Secretary Office
Thai Nondestructive Testing Public Company Limited.
19 Soi Ramkhamhaeng 60 Yak 8 (Suason 8),
Ramkhamhaeng Rd., Huamark,
Bangkapi, Bangkok 10240
- Tel.
+662-735-0801 (Auto 10 Lines)
- Fax.
+662-735-1941

The Company Secretary / the Secretary of the Independent Committee / the Audit Committee will collect the information and propose to the Independent Committee / the Audit Committee and the Board of Directors for consideration consequently. The channel of whistle blowing can be viewed on the Company's website (www.tndt.co.th), the 56-1 One Report for the year 2020, the Corporate Governance Manual and the Code of business Conducts.

Connected Transactions



Transactions of the Company and companies related to a person who may have a conflict of interest which occurred during 2019 and 2020 are as follows:

Name / Nature of Business	Relationship	Nature and value of transactions	Necessity and rational of transaction
1. Munja Company Limited Business of Alternative Energy Installation Services (2020 : The Company Name was changed to be "VNET Power Company Limited")	Miss Chomduen Satavuthi Director / Executives Director / Managing Director of TNDT was a minor shareholder of Munja. and Mr. Thanun Satavuthi Deputy Managing Director of TNDT and son of Miss Chomduen Satavuthi was a Non-Executives Director of Munja.	In 2019, the registered capital was increased to 90.00 million baht, divided into 900,000 shares. Miss Chomduen Satavuthi had 3.33% or 30,000 shareheld, In 2020, the registered capital was increased to 100.00 million baht, divided into 1,000,000 shares. Miss Chomduen Satavuthi had 2.86% or 28,606 shareheld, On March 9, 2020, The Company name was changed to be "VNET Power Company Limited" by the resolutions of the Board of the Company.	The transaction will be done by the major shareholders to service the business of alternative energy installation. The Audit Committee acknowledged, considered and deemed that such transaction was rational.
2. Property lease from Mrs. Kongmuang Dangpibulskul	Mrs. Kongmuang Dangpibulskul is related to Mr. Suwat Dangpibulskul, who is the Company's Chairman of Director and President of Executive Board.	The Company leased 2 units of 3-storey shop-houses on Land Deed No.40803 and 40804 with area 21.2 and 17 square wah, respectively. The property is located on 267/157-8 Sukhumvit Road, Maptaput Sub- District, Muang District, Rayong Province to be used as employee's residence. The lease rate was at Baht 20,000 a month. The Company paid Baht 0.24 million during each of 2019 and 2020.	This transaction was to lease employee's residence to facilitate the operation and customer service. The lease rate was fair when compared to the same location. The Audit Committee evaluated the transaction and was of opinion that the transaction was rational and done at a fair price.
3. Property lease from Mr. Thanun Satavuthi	Mr. Thanun Satavuthi, Deputy Managing Director, is son of Mr. Suwat Dangpibulskul, Chairman of the Boards and President of Executive Board. and Ms. Chomduen Satavuthi, Director / Executive Director / Managing Director and nephew of Mr. Krikkiat Satavuthi, Directors / Executive Director	The Company leased 2-storey houses on Land Deed No.80399 and 80400 with area 81 and 81 square wah, respectively. The property is located on Huamark Sub-District, Bangkok District, Bangkok Province to be used for office buildings expansion. The lease rate was at Baht 18,000 a month. The Company paid Baht 0.216 million during each of 2019 and 2020.	This transaction was to lease for the expansion of office buildings to accommodate the office expansion, ie. Finance / Account, CRD and NDT inspection for more efficiency. The lease rate was fair when compared to the nearby location. The Audit Committee evaluated the transaction and was of opinion that the transaction was rational and done at a fair price.
4. Use Mr. Thanun Satavuthi personal assets as collateral for the Company's loan.	Mr. Thanun Satavuthi, Deputy Managing Director, is son of Mr. Suwat Dangpibulskul, Chairman of the Boards and President of Executive Board. and Ms. Chomduen Satavuthi, Director / Executive Director / Managing Director. and Nephew of Mr. Krikkiat Satavuthi, Directors / Executive Director	The transactions occurred by using the personal assets on Land Deed No.80399 and 80400 with area 81 and 81, total at 162 square wah were guaranteed on credit limit and mortgage loan to the financial institution as the second and the third sequence of the Assets increased, according to the mortgage contracts of the company in the credit lines of Baht 70.00 million In 2019 and 2020, the transaction was still the same.	The Company has loaned from a financial institution for the significant business expansion and in full amount existing necessity. The Audit Committee evaluated the transaction and was of opinion that the transaction was necessary for the Company's business operations.

Name / Nature of Business	Relationship	Nature and value of transactions	Necessity and rational of transaction
5. Directors guarantee the Company's loan.	Miss Chomduen Satavuthi, Director / Executive Director / Managing Director. and Mr. Suwat Dangpibulskul, Chairman of the Board and President of Executive Board.	<p>Joint personal guaranteed in full amount to the financial Institutes, separate by the following types :</p> <p><u>The overdraft credit</u> In 2019 as well as 2020, the remain amount of 89 million baht.</p> <p><u>The promissory note</u> In 2019, the promissory note amount of 84.4 million baht In 2020, additional amount of 7 million baht, Total amount of 91.40 million baht.</p> <p><u>The letter of guarantee credit limit</u> In 2019, the letter of guarantee credit limit in the total amount 138.50 million baht. In 2020, the credit limit in the total amount 73.40 million baht, the letter of guarantee credit limit of 110.65 million baht, and 20 million baht, the total amount of 204.06 million baht.</p> <p><u>The guarantee the credit line on a time limit</u> In 2019, guarantee the credit line on a time limit, the total amount of 77.81 million baht. In 2020, the guarantee the credit line in the total amount of 97.81 million baht.</p>	The Company has loaned from financial institutions for the significant business expansion and in full amount existing necessity. The Audit Committee evaluated the transactions and was of opinion that the transactions was necessary for the Company's business operations.
6. Use directors' personal assets as collateral for the Company's loan.	Miss Chomduen Satavuthi, Director / Executive Director / Managing Director.	<p>In 2020, the transactions were still remain and decreased as follows:</p> <p>(1) Lands of NorSor 3 Kor No. 1266 and 1481 BeungNaRang District, Pichit Province were guaranteed on credit limit and mortgage loan of Baht 70 millionin to the financial institution.</p> <p>(2) 2 Lands of NorSor 3 Kor No. 610 and 1243, Sri MaHaPoo District, Prachinburi Province were guaranteed on credit limit and mortgage loan of Baht 20.0 million to the financial institution.</p> <p>(3) Land Deeds No. 33733 and 33734 MabKah Sub-district, NikomPattana District, Rayong were guaranteed on credit limit and mortgage loan to the financial institution. The collaterals were to increase values of assets and not to add value of mortgage loan of Baht 33.00 million.</p>	The Company has loaned from some financial institutions for business operations. The Audit Committee evaluated the transaction and was of opinion that the transaction was necessary for the Company's business operations and its subsidiaries' activities.

Name / Nature of Business	Relationship	Nature and value of transactions	Necessity and rational of transaction
6. Use directors' personal assets as collateral for the Company's loan. (continued)	Miss Chomduen Satavuthi, Director / Executive Director / Managing Director.	(4) Land Deeds No. 143218, Saphansung Sub-district, Bangkok District, Bangkok with area 250 square wah has been mortgaged to the financial institution for increasing the asset guarantee with the mortgage debt of the company. In 2020, the mortgage has been redeemed. 5) Land Deeds No. 77654, Banna Sub-district, Kabinburi District, Prachinburi with area 30 Rais was guaranteed on mortgage loan of Baht 11 million to the financial institution. In 2020, the mortgage amount has been increased to 14.256 million baht.	The Company has loaned from some financial institutions for business operations. The Audit Committee evaluated the transaction and was of opinion that the transaction was necessary for the Company's business operations and its subsidiaries' activities.
7. Use directors' personal assets as collateral for the Company's loan.	Mr . Suwat Dangpibulskul , Chairman of the Board and President of Executive Board.	Pledge personal assets, the building and Land Deeds No. 17663, 17764, 17665 and NorSor 3 Kor No. 1981 Kudkhao Sub-district, Munjakeree District, Khon-kaen were guaranteed on overdraft credit of Baht 5.00 million, mortgage loan of Baht 50 million to the financial institution. The guarantee covered full amount of all credit limit.	The Company has loaned from a financial institution for business operations. The Audit Committee evaluated the transaction and was of opinion that the transaction was necessary for the Company's business operations.
8. Enspect Group Co.,Ltd.	In 2019 and 2020, The guarantees were still the same.	The Company has loaned from a financial institution for business operations. The Audit Committee evaluated the transaction and was of opinion that the transaction was necessary for the Company's business operations.	Due to Enspect Group Co.,Ltd has experiences and expertise in building and construction control. If necessary, the company had to hire the construction controller which was for the expansion project as planned, the transactions would be done in normal business practice similar to other suppliers, and would be done at a fair and market price. The transaction would be rational under the Audit Committee's evaluation.
9. OIS (Thailand) Co.Ltd. (OIS)	The Company invested in 5% pre-ferred shares or 102,000 shares at 10 Baht / share. While OIS (Thailand) Co.Ltd.'s Registered Capital were at 20,000 shares, totally at 2 million baht.	OIS has been inactive since 2003. By the resolutions of the Board of the company, OIS (Thailand) had registered the dissolution on December 30, 2015, in accordance with the resolution of the meeting of the OIS (Thailand) Company Limited.	OIS (Thailand) Co.,Ltd. was the engineering advisory services business. The Company has considered and realized the impairment loss on the entire amount of such investment since 2005.
10. LTNDT Co., Ltd.	In 2019 and 2020, the liquidation has not been completed.	OIS (Thailand) Co.,Ltd. was the engineering advisory services business. The Company has considered and realized the impairment loss on the entire amount of such investment since 2005.	LTNDT Co.,Ltd was the a Nondestructive Testing and Inspection company and already got the Lao's BOI License for 15 years. The Audit Committee has evaluated the transaction and was of opinion that the transaction was rational.

Name / Nature of Business	Relationship	Nature and value of transactions	Necessity and rational of transaction
11. TNDT CM Co., Ltd.	<p>The Company invest and held 46%, Ms.Kamsiree Kamthanasub (Unrelated Person) held 22% of the paid-up capital.</p> <p>and</p> <p>Miss Chomduen Satavuthi, Director / Executive Director / Managing Director, held 32% of the paid-up capital.</p> <p>In 2020, the Company invested, and share held in the same ratio.</p>	<p>In 2019, total advances payment at the amount of 60.96 million baht.</p> <p>In 2020, total advances payment at the amount of 62.73 million baht.</p> <p>These were the transaction of the subsidiaries as shown in the financial statement of the Company.</p>	<p>TNDT CM Co.,Ltd was the Company registered in Thailand. The Business are Coal and Mineral Trading and Mine Business in Republic of the Union of Myanmar. The Audit Committee has evaluated the transaction and believes that the transaction is rational. The project was suitable for investing and it was beneficial to the Company.</p>
12. MKTNDT Company Limited	<p>The Company invest and held 55%,</p> <p>and</p> <p>Min Khit Thit Mining Company Limited, Myanmar held 45% of the registered capital.</p>	<p>In 2019, the advances payments at the amount of Baht 7.35 million.</p> <p>In 2020, the advances payments remain the same.</p> <p>These were the transaction of the subsidiaries as shown in the financial statement of the Company.</p>	<p>MKTNDT Company Limited was the Company registered in Republic of the Union of Myanmar. The Business was to supply and provided utilities systems and other related businesses in Republic of the Union of Myanmar. The Audit Committee has evaluated the transaction and believed that the transaction was rational. The project was suitable for investing and it was beneficial to the Company.</p>
13. TNDT POWER Company Limited	<p>The Company invest and held 99.97% with 1 Director / Miss Chomduen Satavuthi</p> <p>and 2 Executives / Mr. Thanun Satavuthi</p> <p>and</p> <p>Miss Vajana Sakulraemrungs, are authorized directors of TNDT Power Co., Ltd. and held 0.01% each.</p>	<p>The transactions were about deposit the equipment, prepare the area and others of the power plant project in Republic of the Union of Myanmar.</p> <p>In 2019 total advances payment at the amount of Baht 252.87 million baht.</p> <p>In 2020 total advances payment at the amount of Baht 265.50 million baht.</p> <p>These were the transaction of the subsidiaries as shown in the financial statement of the Company.</p>	<p>TNDT POWER Company Limited was the Company registered in Thailand. The Business are Energy businesses both Domestic and International. The Audit Committee has evaluated the transaction and believes that the transaction is rational. The project was suitable for investing and it was extremely beneficial to the Company in the present and the future.</p>
14. PUTTARAKSA POWER Company Limited (Registered Capital of 100 Million Baht, Paid 25 Million Baht)	<p>Miss Chomduen Satavuthi, Director / Executive Director / Managing Director, is authorized Directors of Puttaraksa Power Co.,Ltd. and held 70.00% of shares</p> <p>and</p> <p>Mr. Thanut Sa-ngarasri (Unrelated Person) held 15%</p> <p>And Mr. Suchai Lertphichet (Shareholder of the Company) held 15%</p>	<p>In 2019 and 2020, the company had interest receivable in the amount of 72,842.38 and 72,568.19 baht respectively.</p> <p>In 2019, the Company's Board of Directors had a resolution on 19th December, 2019 to acquire the business of Puttaraksa Power Co.,Ltd. in the amount of 24.980 Million Baht later.</p> <p>In 2020, the Company had advance payment in the amount of 420,000 baht, account receivable in the amount of 175,713.26 baht.</p> <p>In 2020, the Company has invested in the related business in the amount of 5,842,500 baht.</p>	<p>TNDT POWER Company Limited was the Company registered in Thailand. The Business are Energy and consumable businesses. The Audit Committee has evaluated the transaction and believes that the transaction is rational. The project was suitable for investing and it was extremely beneficial to the Company in the future.</p>

Name / Nature of Business	Relationship	Nature and value of transactions	Necessity and rational of transaction
15. PT TNDT Inspection and Consultantation Company Limited)	The Company invest and held 95% and Mr. Sukrawadi (Indonesian and not connected person) held 5%.	In 2020, the Company has invested in the related business in the amount of 5,842,500 baht.	Thai NDT Inspection and Consultation Company Limited was the Company registered in Indonesia. The Business are consultant, electrical system installation. The Audit Committee has evaluated the transaction and believes that the transaction is rational. The project was suitable for investing and it was extremely beneficial to the Company in the future.

Measures and Procedures for Connected Transaction Approval

The Company has determined the measures and procedures to approve the connected transaction. In order to engage in any transaction that may involve the person who may have conflict of interest, the transaction must be examined by the Audit Committee and approved by the Board of Directors, whereby the Audit Committee must be presented. To resolve such transaction, the Director who has potential conflict of interest cannot vote on the agenda.

Policy or Tendency for the Future Connected Transactions

In the future, if it is necessary for the Company to have connected transaction with person who may have conflict of interest, the Company has a policy to determine various requirements to ensure normal business practice at the market price that could be compared if done with the other party. In all, the Company shall assign the Audit Committee, the Company's accounting auditor, or independent specialist to evaluate the rational of the transaction and the pricing.

For the future connected transaction, directors must comply with the stipulated requirements. The Directors must not approve any transaction that he or the related person may have potential conflict of interest with the Company. Directors must disclose the transaction to the Board of Directors for consideration and approval. The Company shall comply with the Securities and Securities Exchange Regulations and any relevant regulation, announcement or order of the Stock Exchange of Thailand. The Company shall also comply with the regulation concerning information disclosure of the connected transaction and asset acquisition or disposal of the Company or subsidiaries. The Company shall not carry out the connected transaction on the activities irrelevant to the normal business operation.

In all, if there is any connected transaction between Thai NDT Public Company Limited and a person that may risk conflict of interest or may cause the conflict in the future, the Company shall assign the Audit Committee to comment on the pricing, compensation, and the necessity and appropriateness of the transaction. In the case where the Audit Committee are not proficient enough to consider the transaction, the Company shall have independent specialist or accounting auditor commenting on the transaction to assist decision making process of the Board of Directors or shareholders. The Company shall disclose the connected transaction in the notes to financial statements of the audited financial statements from the Company's auditor.

Investor's Protection Measures

To protect investors, if there will be connected transaction between the Company and the persons that may risk conflict of interest, connected transaction, or may create conflict in the future, the Company's Board of Directors, with participation of the Audit Committee, shall oversee the transaction approval process to ensure that the transaction is done fairly at appropriate price. The Company shall comply with the Securities and Securities Exchange Regulations and any relevant regulation, announcement or order of the Stock Exchange of Thailand. The Company shall also comply with the regulation concerning information disclosure of the connected transaction and major asset acquisition or disposal of the Company or subsidiaries.

Financial statements



3

REPORT OF CERTIFIED PUBLIC ACCOUNTANT

To the Shareholders and the Board of Directors of Thai Nondestructive Testing Public Company Limited

Opinion

I have audited the consolidated financial statements of Thai Nondestructive Testing Public Company Limited and its subsidiaries (“the Group”), which comprise the consolidated statement of financial position as at December 31, 2020, and the consolidated statement of comprehensive income, the consolidated statement of changes in shareholders’ equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies. In addition, I have also audited the separate financial statements of Thai Nondestructive Testing Public Company Limited, which comprise the separate statement of financial position as at December 31, 2020, and the separate statement of comprehensive income, the separate statement of changes in shareholders’ equity and the separate statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Thai Nondestructive Testing Public Company Limited and its subsidiaries as at December 31, 2020, and its consolidated financial performance and its consolidated cash flows for the year then ended, and the accompanying separate financial statements present fairly, in all material respects, the financial position of Thai Nondestructive Testing Public Company Limited as at December 31, 2020, and its financial performance and its 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 Consolidated Financial Statements and the Separate Financial Statements” section of my report. I am independent of the Group in accordance with the Code of Ethics for Professional Accountants issued by the Federation of Accounting Professions together with the ethical requirements that are relevant to my audit of the consolidated financial statements and the separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with such 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 judgment, were of most significance in my audit of the consolidated financial statements and the separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated financial statements and the separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

Completeness and Proper Cutoff Period of Service Income and Related Cost of Services

Risk Description

Regarding the 2020 quarterly reviews and annual audit, I found some adjusted errors relating to service income and cost of services that were recorded incompletely and in improper period whereby the errors were understatements. The root causes of such errors were delay in communications and transmission of job-closed documents on the rendered services between (1) departments of the Company and (2) the Company's officer who was responsible for handover of works and the customer's officer who was responsible for acceptance of works. Amount of the identified errors was material to the overall financial statements. In addition, completeness and proper cutoff period of service income and related cost of services at each quarter-end significantly affected the completeness and accuracy of trade receivables and trade payables in the Company's statement of financial position as well as service income and cost of services in the statement of comprehensive income. This significant matter gave rise to significant risk on the aforesaid accounts, which are significant accounts and directly relevant to the business activities (service rendering) of the Company.

Significant accounting policies and other information relating to trade receivables, trade payables, service income, and cost of services were disclosed in Notes 3, 5, and 24 to the financial statements.

Responses to the Risk

I have performed the following key audit procedures as responses to the identified and assessed significant risk in order that such risk shall be managed to appropriate and acceptable level and enable the Group's consolidated financial statements and the Company's financial statements to be free from material error or misstatement:

- Considered and obtained understanding in the Company's working procedures and related internal controls in connection with the service systems and related costing which also included reading and obtaining the understanding in documentation and reporting attributable to the Company's handover of works and acceptance of works by the Company's customers.
- Considered the detail of works being done and still outstanding as at the end of year and brought in the gathered information to perform analytical review with documents and reports of works done and related handover as well as the analysis of gross profit of each job.
- Performed cutoff test on service income together with consideration of related costs both before and after the date of statement of financial position, in the extent that I considered appropriate, by comparison of the accounting period that service income was recognized with the information gathered from the Company's job-closed and handover documents and acceptance of works by the customers.
- Performed circularization of balance at year-end of (1) trade receivables and amount of service income incurred during the year to the Company's customers and (2) trade payables and amount of purchases as well as other costs incurred during the year to the subcontractors or suppliers, in the extent that I considered appropriate, and followed up the responses on such circularization in order to gather and use as supplemental information for my cut-off test performed on service income and related costs.

Accuracy and propriety of finance lease income, cost of finance lease and finance lease receivable

Risk description

As discussed in Note 6 to the financial statements, the Company started recognition of substantial revenue from its solar PV rooftop project for the performance rendered to a private company whereby the Company hired contractor to handle installation of the project asset on the rooftop of premises belong to the customer who is the Company's counterparty specified in the related contract. The Company shall earn the monthly revenue at the rate mutually agreed with the counterparty on the difference of electricity that the counterparty can be saved from the previously charged throughout the term of related contract (20 years which covers the economic life of the asset) and the Company is responsible for the part of maintenance of project asset to be always in order for use. However, the right to control the use of asset as well as the right to direct the use and benefits or costs that can be saved from the asset has been attributable to the counterparty, who is owner of the premises that asset is installed, since the handover date of the fully installed project. In addition, the Company shall transfer the legal title in ownership right of the asset to the counterparty at the end of contract term. In accounting consideration, this matter is complicate and contains use of significant judgement in conjunction with read, analysis and assessment whether the contract contains a lease, and if contains a lease it will be finance lease or operating lease for the Company as lessor. The amounts of significant accounts, i.e. finance lease income, cost of finance lease and finance lease receivable, relating to this matter are material to the financial statements. Therefore, accuracy and propriety of such accounts is significant to the Company's financial statements in 2020.

Significant accounting policies and other information relating to the aforesaid matter were disclosed in Notes 3, 6 and 28 (e) (f) to the financial statements.

Responses to the risk

I have performed the following key audit procedures as responses to the identified and assessed significant risk in order that such risk shall be managed to the appropriate and acceptable level and enable the financial statements to be free from material misstatement:

- Read of contracts, documents and reports as well as inquiries and consultations with relevant personnel of the Company and among my audit team in order to gather understanding in significant principles and substances of such project.
- Comparison, analysis and assessment of the compiled facts as well as substances with provisions and conditions specified in the related Thai financial reporting standard whether contract with counterparty contains a lease and what kind of leases it is (i.e. finance lease that the Company is manufacturer of the project task).
- Test computation of related figures as well as auditing for accuracy and propriety of accounting records and presentation in the Company's financial statements in relation to such matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Annual Registration Statement and the Annual Report, but does not include the consolidated financial statements and the separate financial statements as well as my auditor's report thereon. The aforesaid other information is expected to be made available to me after the date of this auditor's report.

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

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

When I read the aforesaid other information, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance in order that they shall acknowledge and arrange the correction on such misstatement as appropriate.

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

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

In preparing the consolidated financial statements and the separate financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, the 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 Consolidated Financial Statements and the Separate Financial Statements

My objectives are to obtain reasonable assurance about whether the consolidated financial statements and the separate 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 consolidated financial statements and separate financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements and the separate 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 consolidated financial statements and the separate 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 consolidated financial statements and the separate financial statements, including the disclosures, and whether the consolidated financial statements and the separate 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 consolidated financial statements and the separate 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.



(Mr. Akadet Pliensakul)
Certified Public Accountant
Registration No. 5389

M.R. & ASSOCIATES CO., LTD.
Bangkok
February 27, 2021

Statements of Financial Position

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2020 AND 2019

ASSETS

		In Baht			
		Consolidated		The Company Only	
	Note	2020	2019	2020	2019
CURRENT ASSETS					
Cash and cash equivalents		2,888,694	4,133,872	1,087,767	2,181,839
Current investment in fixed deposit		9,730	9,680	9,730	9,680
Trade receivables					
- Billed - net	5	76,718,793	60,172,125	76,718,793	60,172,125
- Unbilled		34,096,828	47,954,378	34,096,828	47,954,378
Current portion of finance lease receivable - net	6, 28	499,600	-	499,600	-
Short-term loans to and interest receivable from related persons	4	6,054,514	6,002,729	-	-
Advances to subsidiaries	4	-	-	335,956,981	321,564,523
Supplies	7	5,466,452	5,177,162	5,466,452	5,177,162
Other current assets					
- Advances - net of allowance for impairment for expected credit loss of Baht 800,223	4	68,660,509	67,499,765	4,779,800	4,911,203
- Pending input tax		6,902,090	2,229,466	6,902,090	2,229,466
- Others - net of allowance for impairment for expected credit loss in the consolidated and separate financial statements of Baht 2,018,505 and Baht 513,382, respectively, in 2020 and Baht 19,161,541 in 2019	2, 4, 5	7,795,955	6,644,768	6,401,598	6,077,881
Total Current Assets		209,093,165	199,823,945	471,919,639	450,278,257
NON-CURRENT ASSETS					
Restricted deposits at banks	15, 28	5,105,325	101,137	5,001,000	-
Investment in mutual funds	8	37,389	37,244	37,389	37,244
Non-current portion of billed trade receivables	5	22,582,274	22,456,430	22,582,274	22,456,430
Finance lease receivable - net	6, 28	19,808,421	-	19,808,421	-
Loans to other companies - net	5, 9	58,576,047	63,576,047	58,576,047	63,576,047
Investment in subsidiaries accounted for using the cost method	2, 10	-	-	29,037,841	23,195,341
Investment in shares of related company - net	11	-	-	-	-
Property, plant and equipment - net	2, 12, 15, 16	559,319,992	606,171,996	234,400,916	258,756,296
Right-of-use assets - net	2, 4, 13	38,778,040	-	38,646,555	-
Intangible assets - net	14	503,064	521,031	503,064	521,031
Advances for equipment and intangible assets - net of allowance for impairment for expected credit loss of Baht 2,232,000		290,870	902,253	290,870	902,253
Other advances	4	130,816,544	130,392,064	93,973,074	94,499,761
Other non-current assets	28	69,083,848	27,212,717	67,828,203	25,957,083
Total Non-Current Assets		904,901,814	851,370,919	570,685,654	489,901,486
TOTAL ASSETS		1,113,994,979	1,051,194,864	1,042,605,293	940,179,743

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

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF FINANCIAL POSITION
AS AT DECEMBER 31, 2020 AND 2019

LIABILITIES AND SHAREHOLDERS' EQUITY

		In Baht			
		Consolidated		The Company Only	
	Note	2020	2019	2020	2019
CURRENT LIABILITIES					
Bank overdrafts and short-term borrowings from financial institutions	15	150,212,870	170,991,577	150,212,870	170,991,577
Trade payables		4,378,878	5,389,587	4,378,878	5,389,587
Current portion of long-term borrowings	15	11,975,232	12,209,463	11,975,232	12,209,463
Current portion of lease liabilities	2, 4, 16	20,189,973	9,633,892	19,697,291	9,213,654
Short-term loans and accrued interest from related persons	4	74,559,570	78,382,982	57,996,923	62,980,844
Short-term loans from other parties	17	55,000,000	60,700,000	55,000,000	60,700,000
Income tax payable		-	250,391	-	250,391
Accrued expenses and other current liabilities	4, 18	189,105,393	197,710,348	82,265,444	53,575,560
Total Current Liabilities		505,421,916	535,268,240	381,526,638	375,311,076
NON-CURRENT LIABILITIES					
Long-term borrowings - net	15	73,803,788	37,714,323	73,803,788	37,714,323
Lease liabilities - net	2, 4, 16	49,457,326	16,826,364	49,312,501	16,324,234
Liability for post-employment benefits	19	18,079,436	15,952,985	18,079,436	15,952,985
Deferred tax liabilities	23	1,076,544	-	1,076,544	-
Other non-current liabilities provisions	6	1,500,000	-	1,500,000	-
Total Non-Current Liabilities		143,917,094	70,493,672	143,772,269	69,991,542
Total Liabilities		649,339,010	605,761,912	525,298,907	445,302,618
SHAREHOLDERS' EQUITY					
Share capital - common shares, Baht 1 par value					
Authorized share capital - 100,000,000 common shares, Baht 1 par value		100,000,000	100,000,000	100,000,000	100,000,000
Issued and fully paid-up share capital - 100,000,000 common shares,					
Baht 1 par value		100,000,000	100,000,000	100,000,000	100,000,000
Premium on common shares	20	51,171,072	51,171,072	51,171,072	51,171,072
Retained earnings					
- Appropriated for legal reserve	20	10,000,000	10,000,000	10,000,000	10,000,000
- Unappropriated		320,993,707	302,619,975	356,132,426	333,703,310
Other components of equity					
- Change in fair value of investment in mutual funds	8	2,888	2,743	2,888	2,743
- Difference on financial statement conversion of subsidiaries		(5,729,335)	(8,122,837)	-	-
Equity attributable to Owners of the Parent		476,438,332	455,670,953	517,306,386	494,877,125
Non-controlling interests	2, 10	(11,782,363)	(10,238,001)	-	-
Total Shareholders' Equity		464,655,969	445,432,952	517,306,386	494,877,125
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		1,113,994,979	1,051,194,864	1,042,605,293	940,179,743

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

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

		In Baht			
		Consolidated		The Company Only	
	Note	2020	2019	2020	2019
REVENUES					
Service income		297,328,709	338,521,914	297,328,709	338,521,914
Finance lease income	6, 28	21,202,940	-	21,202,940	-
Other income	4, 18	13,941,803	3,644,854	14,383,344	4,152,592
Total Revenues		332,473,452	342,166,768	332,914,993	342,674,506
EXPENSES					
Cost of services	4, 16, 22	203,113,214	229,321,021	203,113,214	229,321,021
Cost of finance lease	6	16,913,030	-	16,913,030	-
Administrative expenses	4, 5, 14, 16, 19, 22, 29	55,627,773	49,196,957	52,790,210	42,999,363
Total Expenses		275,654,017	278,517,978	272,816,454	272,320,384
Profit from Operating Activities		56,819,435	63,648,790	60,098,539	70,354,122
Finance Costs	4	28,869,640	30,645,634	28,054,121	29,632,171
Loss on Impairment of Financial Assets	5, 29	8,853,105	5,503,541	7,347,982	5,503,541
PROFIT BEFORE INCOME TAX EXPENSE	25	19,096,690	27,499,615	24,696,436	35,218,410
Income Tax Expense	23, 25	1,314,699	7,796,080	1,314,699	7,796,080
PROFIT FOR THE YEAR		17,781,991	19,703,535	23,381,737	27,422,330
Other Comprehensive Income (Loss)					
<i>Item that will be subsequently reclassified to profit or loss</i>					
- Difference on financial statement conversion of subsidiaries		2,393,502	(808,475)	-	-
<i>Item that will not be reclassified subsequently to profit or loss</i>					
- Change in fair value of investment in mutual funds	8	145	436	145	436
- Actuarial loss on remeasurement of liability for post-employment benefits (net of income tax effect of Baht 238,155 in 2020 and Baht 414,915 in 2019)	19, 23	(952,621)	(1,659,661)	(952,621)	(1,659,661)
Other Comprehensive Income (Loss) for the Year		1,441,026	(2,467,700)	(952,476)	(1,659,225)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		19,223,017	17,235,835	22,429,261	25,763,105
Profit (Loss) Attributable to:					
Owners of the parent		19,326,353	21,763,280	23,381,737	27,422,330
Non-controlling interests		(1,544,362)	(2,059,745)	-	-
Profit for the Year		17,781,991	19,703,535	23,381,737	27,422,330
Total Comprehensive Income (Loss) Attributable to:					
Owners of the parent		20,767,379	19,295,580	22,429,261	25,763,105
Non-controlling interests		(1,544,362)	(2,059,745)	-	-
Total Comprehensive Income for the Year		19,223,017	17,235,835	22,429,261	25,763,105
Basic Earnings per Share		0.193	0.218	0.234	0.274
Weighted Average Number of Common Shares		100,000,000	100,000,000	100,000,000	100,000,000

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

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
 STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
 FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

	Consolidated (In Baht)							
	Equity attributable to Owners of the Parent							
					Other Components of Equity			
	Retained Earnings				Difference on Financial Statement			
	Issued and Fully Paid-up Share Capital	Premium on Common Shares	Appropriated for Legal Reserve	Unappropriated	Change in Fair Value of Investment in Mutual Funds	Conversion of Subsidiaries	Equity attributable to Owners of the Parent	Total Shareholders' Equity
Beginning Balance as at January 1, 2019	100,000,000	51,171,072	10,000,000	282,516,356	2,307	(7,314,362)	436,375,373	(8,178,256) 428,197,117
Total comprehensive income for the year	-	-	-	20,103,619	436	(808,475)	19,295,580	(2,059,745) 17,235,835
Ending Balance as at December 31, 2019	100,000,000	51,171,072	10,000,000	302,619,975	2,743	(8,122,837)	455,670,953	(10,238,001) 445,432,952
Total comprehensive income for the year	-	-	-	18,373,732	145	2,393,502	20,767,379	(1,544,362) 19,223,017
Ending Balance as at December 31, 2020	100,000,000	51,171,072	10,000,000	320,993,707	2,888	(5,729,335)	476,438,332	(11,782,363) 464,655,969

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

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
 STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
 FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

	The Company Only (In Baht)					
	Issued and Fully Paid-up Share Capital	Premium on Common Shares	Retained Earnings		Other Component	Total Shareholders' Equity
			Appropriated for		Change in Fair Value of Investment in	
			Legal Reserve	Unappropriated	Mutual Funds	
Beginning Balance as at January 1, 2019	100,000,000	51,171,072	10,000,000	307,940,641	2,307	469,114,020
Total comprehensive income for the year	-	-	-	25,762,669	436	25,763,105
Ending Balance as at December 31, 2019	100,000,000	51,171,072	10,000,000	333,703,310	2,743	494,877,125
Total comprehensive income for the year	-	-	-	22,429,116	145	22,429,261
Ending Balance as at December 31, 2020	100,000,000	51,171,072	10,000,000	356,132,426	2,888	517,306,386

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

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

	In Baht			
	Consolidated		The Company Only	
	2020	2019	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit for the year	17,781,991	19,703,535	23,381,737	27,422,330
Adjustments				
Income tax expense	1,314,699	7,796,080	1,314,699	7,796,080
Depreciation and amortization	32,293,670	35,099,010	31,135,014	31,737,926
Expenses on post-employment benefits	935,675	3,563,421	935,675	3,563,421
Loss on impairment of financial assets	8,853,105	5,503,541	7,347,982	5,503,541
Loss on written-off assets	1,062,791	-	1,044,836	-
Gain on sales of equipment	(2,594)	-	(2,594)	-
Unrealized gain on exchange rate	(443,762)	(834,235)	(443,762)	(834,235)
Reversal of accrued directors' remunerations and accrued employee bonus	(11,233,011)	-	(11,233,011)	-
Estimated cost of asset maintenance	1,500,000	-	1,500,000	-
Interest income	(1,024,009)	(52,598)	(968,948)	(352)
Interest expense	25,966,615	27,655,104	25,151,095	26,641,640
Decrease (increase) in operating assets				
Trade receivables	(4,716,893)	(13,977,008)	(4,716,893)	(13,977,008)
Finance lease receivable	(20,170,457)	-	(20,170,457)	-
Supplies	(289,290)	413,126	(289,290)	413,126
Other current assets	(11,481,712)	3,573,725	(6,734,957)	3,669,953
Other non-current assets	(30,052,212)	(15,051,698)	(30,052,212)	(15,051,698)
Increase (decrease) in operating liabilities				
Trade payables	(998,729)	(2,173,781)	(998,729)	(2,173,781)
Accrued expenses and other current liabilities	27,969,791	15,440,759	8,987,304	5,401,138
Net cash flows provided by operations	37,265,668	86,658,981	25,187,489	80,112,081
Interest received from finance lease receivable	829,261	-	829,261	-
Proceeds from refunded withholding tax	5,125,769	-	5,125,769	-
Income tax paid	(4,878,521)	(8,128,400)	(4,878,510)	(8,128,393)
Net Cash Flows Provided by Operating Activities	38,342,177	78,530,581	26,264,009	71,983,688
CASH FLOWS FROM INVESTING ACTIVITIES				
Increase in restricted deposits at banks	(5,004,188)	-	(5,001,000)	-
Increase in current investment	(50)	(82)	(50)	(82)
Increase in advances to subsidiaries	-	-	(14,392,458)	(9,944,803)
Additions to plant and equipment (net of government grants received of Baht 1,020,903 in 2019)	(46,980,352)	(21,141,710)	(20,339,883)	(13,925,214)
Additions to right-of-use assets	(1,318,957)	-	(1,318,957)	-
Additions to intangible assets	(231,450)	(131,950)	(231,450)	(131,950)
Decrease (increase) in other advances	(2,391,167)	(4,358,896)	-	1,317
Proceeds from sales of equipment	3,778	-	3,778	-
Interest received	3,276	953	-	352
Net Cash Flows Used in Investing Activities	(55,919,110)	(25,631,685)	(41,280,020)	(24,000,380)

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF CASH FLOWS (Continued)
FOR THE YEARS ENDED DECEMBER 31, 2020 AND 2019

	In Baht			
	Consolidated		The Company Only	
	2020	2019	2020	2019
CASH FLOWS FROM FINANCING ACTIVITIES				
Increase (decrease) in bank overdrafts and short-term borrowings from financial institutions	14,201,293	(4,215,511)	14,201,293	(4,215,511)
Increase (decrease) in short-term loans from related persons	(7,448,011)	14,357,688	(8,029,999)	16,953,566
Decrease in short-term loans from other parties	(5,700,000)	(10,800,000)	(5,700,000)	(10,800,000)
Increase in long-term borrowings	20,000,000	-	20,000,000	-
Increase in lease liabilities	44,083,581	-	44,083,581	-
Repayment of long-term borrowings	(19,124,766)	(20,756,516)	(19,124,766)	(20,756,516)
Payments of lease liabilities	(10,731,904)	(8,700,239)	(10,249,817)	(8,351,395)
Interest paid	(21,341,940)	(20,701,968)	(21,258,353)	(19,457,607)
Net Cash Flows Provided by (Used in) Financing Activities	13,938,253	(50,816,546)	13,921,939	(46,627,463)
DIFFERENCE ON FINANCIAL STATEMENT CONVERSION	2,393,502	(808,475)	-	-
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(1,245,178)	1,273,875	(1,094,072)	1,355,845
Cash and Cash Equivalents at Beginning of Year	4,133,872	2,859,997	2,181,839	825,994
CASH AND CASH EQUIVALENTS AT END OF YEAR	2,888,694	4,133,872	1,087,767	2,181,839
Supplementary disclosures of cash flow information:				
A. Cash and cash equivalents at end of year:				
Cash in hand	211,486	314,290	131,688	237,332
Current accounts and savings deposits at banks	2,670,507	3,812,928	949,378	1,937,853
Fixed deposits at banks	6,701	6,654	6,701	6,654
Total	2,888,694	4,133,872	1,087,767	2,181,839
B. Non-cash transactions:				
Purchases of assets by means of finances lease	-	12,868,629	-	12,868,629
Increase (decrease) in payables on purchase of assets	(14,348,666)	(5,397,759)	11,932,917	(2,511,161)
Interest on loans which was capitalized as part of other advances	-	204,621	-	-
Equipment transferred from other non-current assets	223,057	10,914	223,057	-
Equipment transferred from other advances	526,687	-	526,687	-
Initial recognition of right-of-use assets and lease liabilities	2,771,685	-	2,574,459	-
Right-of-use assets transferred from other current assets	1,386,000	-	1,386,000	-
Right-of-use assets transferred from property, plant and equipment	32,610,073	-	32,502,108	-
Increase in right-of-use assets from new lease liabilities	7,063,681	-	7,063,681	-
Increase in other payables on solar PV rooftop projects	12,785,383	-	12,785,383	-
Increase in investment in subsidiary by means of payable	-	-	5,814,000	-
Transfer of short-term borrowing from financial institution to long-term borrowing	34,980,000	-	34,980,000	-
Decrease in property, plant and equipment from net of other current liabilities	22,866,655	-	-	-
Property, plant and equipment transferred from other current assets	1,122,015	-	-	-
Decrease in other advances from net of other current liabilities	1,440,000	-	-	-

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

Notes to Financial Statements

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Continued)

December 31, 2020 and 2019

1. GENERAL

Thai Nondestructive Testing Public Company Limited (“the Company”), formerly Thai Nondestructive Testing Company Limited, was registered as a juristic company under the laws of Thailand on April 21, 1982. The Company was transformed to limited public company and was registered in the Market for Alternative Investment in 2007. The Company is principal business engaged in rendering the nondestructive engineering services and its registered office addresses are as follows:

- Head office is located at 19 Soi Ramkamhaeng 60 Intersection 8 (Suanson 8), Ramkamhaeng Road, Huamark, Bangkok, Bangkok.
- Branch office is located at 29 Banphlong Road, Marbtaphud, Amphur Muang, Rayong.

2. BASIS FOR THE FINANCIAL STATEMENT PREPARATION

The accompanying financial statements are prepared in Thai Baht, which are the core functional currency, and in the Thai language in accordance with the financial reporting standards in Thailand including interpretations and guidelines promulgated by the Federation of Accounting Professions (“TFAC”), applicable rules and regulations of the Securities and Exchange Commission. Accordingly, the accompanying financial statements are intended solely to present the financial position, financial performance, and cash flows in accordance with the financial reporting standards in Thailand.

Except as otherwise disclosed in the significant accounting policies, the accompanying financial statements have been prepared under the historical cost convention.

The consolidated financial statements for the years ended December 31, 2020 and 2019 included the accounts of the Company and its subsidiaries in which the Company has the controlling power or direct / indirect shareholding as follows:

Company Name	Type of Business	Authorized Share Capital		Percentage of Direct / Indirect Shareholding	
		2020	2019	2020	2019
Laos Thai Nondestructive Testing Company Limited (Lao PDR)	Rendering non-destructive testing and other testing services	USD 0.2 million	USD 0.2 million	70.00	70.00
TNDT CM Company Limited	Rendering excavation and transportation services of coal for the coal mine concessionaire	Baht 25 million	Baht 25 million	46.00	46.00
TNDT Power Company Limited (“TNDTPW”)	Generating and sales of electricity from coal-fired thermal power	Baht 1 million	Baht 1 million	99.97	99.97
MKTNDT Company Limited (Myanmar)	Procurement and services of public utility systems and other related business	Kyat 1,000 million	Kyat 1,000 million	55.00	55.00
PT TNDT Inspection and Consultation Company Limited (Indonesia) (established in August 2020)	Engaged in energy, maintenance of machinery and equipment and other related business	Rupiahs 11,000 million	-	95.00	-

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

Significant intercompany transactions between the Company and its subsidiaries have been eliminated in the preparation of the consolidated financial statements.

Starting from January 1, 2020, the Company and its subsidiaries have adopted Thai Accounting Standards (TAS), Thai Financial Reporting Standards (TFRS), Thai Accounting Interpretation (TSIC), Thai Financial Reporting Interpretation (TFRIC), and accounting guidance, newly issued and revised by TFAC, which became effective from the accounting period starting on or after January 1, 2020. The aforesaid adoption of newly issued and revised TAS and TFRS as well as TSIC, TFRIC and accounting guidance did not have any material effect to the financial statements of the Company and its subsidiaries, except:

TFRS 9 - Financial Instruments (and other related standards)

TFRS 9 specifies the methods that the entity shall classify and measure its financial assets, financial liabilities, and contracts to purchase or sell the non-financial items. TFRS 9 is divided into the following three parts:

1. Classification and measurement
2. Impairment
3. Hedge accounting

Thus, TFRS 9 affects the Company and its subsidiaries to classify and measure its financial assets and financial liabilities in statement of financial position in 2020 as well as recognizing impairment for the expected credit loss of financial assets with respect to the principle discussed in significant accounting policies.

As at December 31, 2019, there was no material effect from measurement of financial assets and financial liabilities. In addition, no restatement on the figures of comparative information of previous periods has been made in relation to classification and measurement because the Company and its subsidiaries exercised the option of modified retrospective adjustment by recognizing the cumulative effect from the first-time adoption of TFRS 9 at the date of initial application (January 1, 2020).

In addition, as at December 31, 2019, there was no effect from impairment on the expected credit loss of receivables, advances and loans and, therefore, no restatement on the figures of comparative information of previous periods has been made.

TFRS 16 - Lease

TFRS 16 specifies that lessee shall recognize right-of-use asset and lease liability for all lease agreements with the present value or discounted cash flows of payments throughout the lease term whereby the discount rate shall be considered appropriate in situation and to the entity. However, there is exception for short-term lease agreement (not exceeding 12-month period) or lease agreement for the underlying low-value asset whereby payments under the lease are able to be accounted for as expense. Right-of-use asset shall be depreciated by straight-line method over the lease term. Deferred interest, presented as deduction to lease liability, is amortized as finance cost over the lease term by the effective interest rate method. Each installment payment under the lease liability shall be separated into parts of principal and interest.

For lessor, classification and accounting for operating lease or finance lease is still required as previously applied. Therefore, there is no significant change or effect on the lessor.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

TFRS 16 affects the Company and its subsidiaries to recognize right-of-use assets (non-current asset) and lease liabilities on lease agreements for vehicles, land, offices and employee accommodation (non-current liability) whereby the remaining lease terms as at December 31, 2019 are between 1 year 7 months and 3 years. The balances of non-current asset and non-current liability in consolidated and separate statements of financial position as at December 31, 2019 increased from those previously reported of approximately Baht 2.8 million and Baht 2.6 million, respectively, whereas effect to the consolidated and separate statements of comprehensive income is insignificant. In addition, the Company reclassified (1) prepaid rental charges under other current assets of approximately Baht 1.4 million and (2) vehicles and operating tools and equipment that still have obligations under finance lease agreements, of which carrying amounts as at December 31, 2019 amounting to approximately Baht 32.5 million (consolidated financial statements approximately Baht 32.6 million), to be presented as part of the right-of-use assets.

Reconciling information of lease liabilities as at December 31, 2019 (or January 1, 2020)

	In Million Baht	
	Consolidated	The Company Only
Commitments on leases disclosed as at January 1, 2020 (short-term lease)	-	-
Add consideration of renewal option	3.0	2.8
Less deferred interest	(0.2)	(0.2)
Lease liabilities as at January 1, 2020	2.8	2.6

The weighted average incremental borrowing rate that is used in determining the discounted cash flows by the Company and its subsidiaries is 6% p.a. whereby the Company and its subsidiaries have used practical expedients permitted by such standard to apply, in overall, a single discount rate to a portfolio of leases with reasonably similar characteristics and lease term. In addition, no restatement on the figures of comparative information of previous periods has been made because the Company and its subsidiaries exercised the option of modified retrospective adjustment by recognizing the cumulative effect from the first-time adoption of TFRS 16 at the date of initial application (January 1, 2020).

TFAC issued several Notifications which were announced in the Royal Gazette during 2020 regarding the revision of TAS and TFRS as well as TSIC and TFRIC with effective from the accounting period starting on or after January 1, 2021 whereby the Company and its subsidiaries had not yet adopted in the preparation of the accompanying financial statements and has no policy to early adopt before effective period. Such revised TAS and TFRS as well as TSIC and TFRIC are as follows:

- TFRSs that are revised with reference to the revision of the Conceptual Framework for Financial Reporting i.e. TAS 1, TAS 8, TAS 34, TAS 37, TAS 38, TFRS 2, TFRS 3, TFRS 6, TFRIC 12, TFRIC 19, TFRIC 20, TFRIC 22, TSIC 32. Revision of the Conceptual Framework for Financial Reporting comprised of the updated definitions of assets and liabilities, the updated basis of inclusion of assets and liabilities in the financial statements as well as the newly added principles and guidance as follows:
 - Measurement that includes factors for considering the measurement basis;
 - Presentation and disclosures of information that includes when the reclassification of revenues and expenses in other comprehensive income is required;
 - The reporting entities;
 - When the assets and liabilities shall be derecognized from the financial statements.

The Conceptual Framework also clearly explains more about the role of management's ability in overseeing the entity's economic resources, prudence and uncertainty in measurements for financial reporting.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

- TFRS that is revised attributable to the revision of definition of business i.e. TFRS 3 whereby the revision is aimed for helping the entity to determine whether the transaction shall be accounted for as “business combination” or “acquisition of assets”.
- TFRSs that are revised attributable to the revision of definition of materiality i.e. TAS 1, TAS 8, TAS 10, TAS 34, TAS 37 whereby the revision is aimed for more understanding in the definition of materiality.
- TFRSs that are revised attributable to the revision for IBOR reformation i.e. TFRS 7, TFRS 9 whereby the revision relates to change in certain provisions of hedge accounting in order to relief the impacts from uncertainties caused by IBOR reformation, e.g. Interbank offer rates - IBOR. In addition, the revision requires the entity to disclose additional information to the investors about the relationships of hedging activities that are directly affected by such uncertainties.

Management of the Company and its subsidiaries has preliminarily assessed and believed that there will be no material effect to the financial statements of the Company and its subsidiaries upon adoption of the aforesaid revised TAS and TFRS as well as TSIC and TFRIC.

The Company and its subsidiaries disclosed information for the year ended December 31, 2019 for being the comparative information in the financial statements for the year ended December 31, 2020 in the form of corresponding figures.

For convenience of the readers, an English translation of the financial statements has been prepared from the Thai language statutory financial statements that are issued for domestic financial reporting purposes.

3. SIGNIFICANT ACCOUNTING POLICIES

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries.

Significant intercompany transactions between the Company and its subsidiaries have been eliminated in the preparation of the consolidated financial statements.

Subsidiaries

Subsidiaries are those company controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of as well as variable returns from a company so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Accounting policies of subsidiaries are transformed as deemed necessary to uniform for the similar policies.

Accounting for acquisitions of non-controlling interests

Changes in a parent's ownership interest in a subsidiary that do not result in the loss of control are accounted for within equity. When an entity loses control of a subsidiary, any gain or loss is recognized in the statement of comprehensive income. Any investment retained in the former subsidiary is measured at its fair value at the date when control is lost.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

Foreign Currencies

Transactions in foreign currencies

Transactions in foreign currencies are translated to Thai Baht at the exchange rates ruling at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the statement of financial position date are translated to Thai Baht at the foreign exchange rates ruling at that date. Foreign exchange differences arising on translation are recognized in the statement of comprehensive income.

Non-monetary assets and liabilities denominated in foreign currencies which are carried under historical cost convention are translated to Thai Baht at the exchange rates ruling at the dates of the transactions.

Foreign entity

Assets and liabilities of foreign entity are translated to Thai Baht at the exchange rates ruling at the end of reporting period.

Revenues and expenses of foreign entity are translated to Thai Baht at the exchange rates ruling at the dates of the transactions.

Differences arising on foreign currency translation / conversion are recognized as other comprehensive income or loss and separately presented as other components of equity until the foreign currency investment is disposed, then such differences shall be recognized as profit or loss.

Cash and Cash Equivalents

Cash and cash equivalents are carried in the statement of financial position at cost include cash on hand and cash at financial institutions. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturity of three months or less and without restriction of use or being collateral and that are subject to a low or an insignificant risk of change in value.

Restricted or collateralized deposits at bank were presented as a separate item under “Non-current assets” in the statements of financial position.

Trade Receivables, Other Receivables and Finance Lease Receivable, and Allowance for Impairment for Expected Credit Loss (2020) / Allowance for Doubtful Accounts (2019)

Trade and other receivables are carried at original invoice amount or at the accrued amount net of allowance for impairment for expected credit loss.

Finance lease receivable are stated at net realizable value which resulted from carrying book value calculated from contractual cash flows less unearned interest income and allowance for impairment for expected credit loss.

The Company and its subsidiaries provide an allowance for impairment for expected credit loss in accordance with the policies described in the financial instruments.

The Company and its subsidiaries provide an allowance for doubtful accounts equal to the estimated collection losses that may be incurred in the collection of receivables. The estimated losses are based on the historical collection experience coupled with the review of current status of the existing receivables as well as the estimated and evaluating various situations in the future.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

Supplies Valuation

Supplies are valued at the lower of cost, by first-in first-out method, and net realizable value.

Investments

Current investment

Current investment represents investment in fixed deposit with bank. The Company accounts for this investment at cost net of allowance for impairment (if any).

Investment in mutual funds

Marketable equity securities are investments that the Company does not hold for trading. Subsequent to initial recognition, investments mutual funds are stated at fair value, and changes in valuation of fair value therein, are recognized as other comprehensive income or loss and separately presented as other components of equity. When investments are disposed, the cumulative gain or loss previously recognized as other components of equity is recognized directly to retained earnings.

In case the Company disposes of a part of its holding of a particular investment, the deemed cost of the part sold is determined using the weighted average method applied to the carrying amount of the total holding of the investment.

Investment in subsidiaries

Investment in subsidiaries in the separate financial statements is accounted for using the cost method and stated at cost net of allowance for impairment (if any).

Investment in shares of related company

Investment in shares of related company represents investment in the 5% preferred shares of a related company whereby the Company holds the entire preferred shares of such company.

Investment in preferred shares of such company is accounted for using the cost method and stated at cost less allowance for impairment.

Property, Plant and Equipment and Depreciation

Owned assets

Land is stated at cost less allowance for impairment (if any). Plant and equipment are stated at cost less accumulated depreciation and allowance for impairment (if any). When assets are retired or disposed of, their carrying amounts are eliminated from the accounts and any gain or loss resulting from their retirement or disposal is included in the statement of comprehensive income. Costs of asset dismantlement, removal, and restoration are included as part of asset cost and subject to depreciation.

Depreciation

Depreciation is charged to the statement of comprehensive income on a straight-line method over the useful lives of each part of an item separately for each significant part of the assets. The useful lives are as follows:

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

	<u>No. of Years</u>
Buildings	20, 30
Building improvements	5, 10
Operating tools and equipment	5, 10
Furniture, fixtures and office equipment	5
Vehicles	5

No depreciation has been charged for land and construction or installation in progress.

Depreciation methods, residual values, and useful lives are reviewed at each financial year-end and adjusted if appropriate. In determining the depreciable amount, residual value of particular asset is measured at amount estimated receivable currently for the asset if the asset is already of the age and in the condition expected at the end of its useful life.

Government grants related to assets are government grants whose primary condition is that the Company qualifying for them should purchase, construct or otherwise acquire fixed assets. Subsidiary conditions may also be attached restricting the type or location of the fixed assets or the periods which they are to be acquired or held. A government grant is recognized only when there is reasonable assurance that the Company will comply with the conditions attaching to the grant and the grant will be received. Government grant related to assets in the statements of financial position was recorded as a deduction from cost of the related fixed assets.

Right-of-use Assets

The Company and its subsidiaries measure right-of-use asset at cost less accumulated depreciation and allowance for impairment (if any) with adjustment pertaining to re-measurement of lease liabilities (if any).

At the commencement date, cost of the right-of-use asset comprised (1) the amount of initial measurement of lease liability, (2) lease payments made at or before the commencement date, less any lease incentives received, (3) initial direct costs incurred by the lessee (if any) and (4) an estimate of costs to be incurred in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease (if any and being material).

Depreciation is charged as expense in profit or loss and calculated by the straight-line method attributable to the related lease terms as follows:

	<u>No. of Years</u>
Land and offices	1 Years 7 Months - 6 Years 5 Months
Employee accommodation	3 Years
Operating tools and equipment	10 Years
Vehicles	3 - 5 Years

Intangible Assets

Software licenses

Software licenses are stated at cost less accumulated amortization and allowance for impairment (if any). Amortization is made on a straight-line method over the useful lives of 5 years.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

Amortization

Amortization is charged to the statement of comprehensive income on a straight-line method over the useful lives of particular intangible assets. Intangible assets with an indefinite useful life are not amortized but are tested for indication of impairment at each reporting date. Amortization methods, residual values, and useful lives are reviewed at each financial year-end and adjusted if appropriate.

Impairment of Non-Financial Assets

The carrying amounts of the assets of the Company and its subsidiaries are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts (the higher of asset's fair value less costs to sell or value in use). The review is made for individual assets or for the cash-generating unit.

In case that the carrying amount of an asset exceeds its recoverable amount, the Company and its subsidiaries recognize the impairment losses by reducing the carrying amount of the asset to its recoverable amount and by recording the devaluation in the statements of comprehensive income. The reversal of the recognized impairment losses is recorded as part of other income when there is an indication that the impairment losses recognized for the assets no longer exist or have decreased. The reversal of the impairment losses shall not exceed the carrying amount of the asset, net of depreciation or amortization, that would have been determined had no impairment losses been recognized for the asset in prior years.

Capitalization of Borrowing Costs

Interest on liabilities acquired for construction of building is capitalized as part of the cost of the asset. The capitalization of interest is ceased when the construction are completed and ready for their intended use.

Trade and Other Payables

Trade and other payables are stated at cost.

Lease Liabilities

At the commencement date, the Company and its subsidiaries measure lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company and its subsidiaries's incremental borrowing rates (average interest rates on borrowings with similar term and characteristics to the underlying asset) shall be used. The lease payments that are not paid comprised (1) fixed payments (less any lease incentives receivable, (2) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date (if any), (3) amounts expected to be payable under residual value guarantees (if any), (4) exercise price of a purchase option if it is reasonably certain to exercise that option (if any) and (5) payments of penalties for terminating the lease, if the lease term reflects the Company and its subsidiaries exercising an option to terminate the lease (if any).

After the commencement date, the Company and its subsidiaries measure the lease liability by (1) increasing the carrying amount to reflect interest on the lease liability (if any), (2) reducing the carrying amount to reflect the lease payments made (if any) and (3) re-measuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments (if any). Interest on lease liability and variable lease payments not included in the measurement of the lease liability is charged as expense in profit or loss.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

Lease fees attributable to short-term lease (not exceeding 12 months from commencement date) and lease of low-value asset are charged as expense in profit or loss.

Deferred interest, presented as deduction to lease liability, is amortized as finance cost over the lease term by the effective interest rate method. Each installment payment under the lease liability shall be separated into parts of principal and interest.

For sales and finance leaseback of asset that substance for accounting practice of such transaction is justified as borrowings and the leased assets have been used as collaterals, the Company and its subsidiaries do not eliminate records of the sold assets from its accounts as well as do not recognize gain on sales but recorded proceeds from sales, together with interest under installment payments of the finance lease agreements as part of lease liabilities.

For borrowings under hire purchase with the condition that the Company shall register the transfer of ownership right in vehicles to the lessor whereby the Company still possesses and controls such vehicles for use, substance for accounting practice of such transaction is justified as borrowings from lessor which is guaranteed by vehicles, and therefore, no derecognition of the related assets from the accounting records but accounted for the proceeds, comprising principal and interest, to be repaid in installments under hire purchase agreements as borrowings which are presented as part of lease liabilities.

Employment Benefits

Short-term benefits

Salaries, wages, bonuses and contributions to social security fund are recognized as an expense upon their occurrences and on an accrual basis.

Post-employment benefits

Obligations on defined contribution plan which is the provident fund are recognized as an expense in the statement of comprehensive income when contribution to the fund on an accrual basis.

Obligations on post-employment benefits which are defined benefit plan that will be settled to the employees upon retirement or termination are calculated by estimating the amount of future benefits that employees have earned in return for their service in the prior and current periods. The benefits are discounted using the project unit credit method to determine present value of obligations. The calculation is annually performed, or at least every three years, by the qualified actuary. Expenses from the estimated liability for post-employment benefits comprise current service cost, interest cost, past service cost, which are presented as profit or loss items, and actuarial gain/loss on measurement which is presented as other comprehensive income item.

Provisions

A provision is recognized in the statement of financial position when there is a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

Revenue Recognition

Revenue is recognized when it is probable that the economic benefits associated with the transaction will flow to the Company and its subsidiaries and the amount of the revenue as well as related cost can be measured reliably whereby there is consideration about characteristics, amount, timing as well as uncertainty of revenue and contractual cash flows from contract with customer.

Service income is recognized at a point in time when the Company has completely rendered service to the customer and on an accrual basis.

Interest income under finance lease is recognized over time by the effective interest rate method and on an accrual basis, systematically over the term of agreement.

Other interest income is recognized over time on a time proportion basis that reflects the effective yield on the asset if significant.

Dividend income is recognized at a point in time when the right to receive dividends is established or upon dividend declaration.

Rental income on the assets which is operating lease agreement is recognized over time on a straight-line basis over the lease term.

Other income is recognized on an accrual basis.

Expense Recognition

Other expenses than quoted lease fees attributable to short-term leases and low-value asset, these are recognized on an accrual basis are recognized on an accrual basis.

Financial Instruments

Recognition and measurement

The Company and its subsidiaries initially measure financial assets at fair value, plus transaction costs in case of financial assets that are not measured at fair value through profit or loss. Financial assets shall be classified and measured with respect to the business model on asset management and characteristics of the asset's contractual cash flows which is divided into three categories i.e. amortized cost, fair value through other comprehensive income, and fair value through profit or loss. Upon changes in business model on financial asset management are known, the affected financial assets shall be considered for proper reclassification.

The Company and its subsidiaries initially measure financial liabilities at fair value net of transaction costs. Financial liabilities shall be classified and measured at amortized cost except for financial liabilities measured at fair value through profit or loss (such liabilities include derivative liabilities). Reclassification of financial liabilities is prohibited.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

Classification and measurement

Assets classified and measured at amortized cost

- Cash and cash equivalents
- Current investment in fixed deposit
- Trade and other receivables
- Short-term loans to and interest receivable from related persons
- Advances to subsidiaries
- Restricted deposits at banks
- Loans to other companies
- Advances and refundable deposits or guarantees

Assets classified and measured at fair value through other comprehensive income

- Investment in mutual funds

Assets classified and measured at fair value through profit or loss

- Investment in shares of related company

Liabilities classified and measured at amortized cost

- Bank overdrafts and short-term borrowings from financial institutions
- Trade and other payables
- Long-term borrowings
- Lease liabilities
- Short-term loans and accrued interest from related persons
- Short-term loans from other parties
- Accrued expenses and advances received

Liabilities classified and measured at fair value through profit or loss - none

Impairment

Impairment loss (previously before 2020 was referred to as provision for doubtful account for certain items in the financial statements) from the expected credit loss of financial assets shall be recognized under General approach in the following stages:

- Stage 1 (performing): the 12-month expected credit loss shall be recognized in profit or loss. Interest income (if any) shall be calculated base on gross carrying amount without netting the allowance for expected credit loss.
- Stage 2 (under-performing): upon significant rise in credit risk and not being at low level, the entity shall recognize the full lifetime expected credit loss in profit or loss. Interest income (if any) shall be calculated based on the same principle to Stage 1.
- Stage 3 (credit-impaired): upon significant rise in credit risk of financial asset that is considered as credit impaired, the entity shall recognize the full lifetime expected credit loss in profit or loss. Interest income (if any) shall be calculated base on gross carrying amount net of the allowance for impairment.

For trade receivables and contract assets (such as accrued income), the Company and its subsidiaries adopt Simplified approach by recognizing the full lifetime expected credit loss for the aforesaid financial assets. In consideration and measurement of expected credit loss for both General approach and Simplified approach, the historical credit loss shall be combined with the forward looking information pertaining to the assets and significant factors relating to economic environment.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

For receivables, advances and loans, the Company and its subsidiaries categorized the population by focusing on aging balance information whereby the past records were captured for historical credit loss of approximately 1 year. However, the Company and its subsidiaries had exercised certain mitigating measure indicated in the accounting guidance for Temporary Mitigating Policies for Alternative Accounting on the Effects from Pandemic Situation of the Coronavirus 2019 (COVID-19), issued by TFAC in April 2020 (within effective only in 2020). Such mitigating measure related to exemption from combining forward looking information for the assets adopted the Simplified approach on consideration and measurement of the expected credit loss. The Company and its subsidiaries recognized impact of the termination on Temporary Mitigating Policies for Alternative Accounting since January 1, 2021 that has no material effect to the consolidated and separate financial statements.

Hedge accounting

Hedge accounting is aimed for reflecting the impacts in the financial statements that are caused in risk management activities using the financial instruments on management of exposures to the risks and such risks shall affect profit or loss and/or other comprehensive income. Relationships and related accounting treatment of hedge accounting are divided into three categories i.e. fair value hedge, cash flows hedge, and hedge of net investment in foreign entity.

Derivative financial instruments are used to manage fair value risk exposed by change in foreign exchange rates arising from operating activities. Derivatives are not intended to use for trading purpose. However, derivatives that do not qualify for hedge accounting are accounted for as trading instruments. Derivatives are recognized initially at fair value and then are re-measured at fair value. Gain or loss on re-measurement to fair value is recognized as profit or loss. The Company and its subsidiaries did not use any derivative instruments in 2020 and 2019.

The fair value of derivatives is the quoted market price at the statement of financial position date, which is the Level 2 inputs of the fair value hierarchy whereby such price is the present value of the quoted derivative price where market approach was used as valuation technique and core information used in evaluation was the adjusted exchange rates in market to fit for the issued instrument which was computed by bank who was the counterparty.

Income Tax

Current tax

Current tax is the amount of tax payable or recoverable which is calculated from taxable profit or loss for the year, using tax rates enacted at the statement of financial position date, and any adjustment to tax payable in respect of previous years (if any).

Deferred tax

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not recognized for goodwill not deductible for tax purposes and the initial recognition of assets and liabilities that affect neither accounting nor taxable profit to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, at the tax rates that are expected to apply to the period when the deferred tax asset is realized or the tax liability is settled based on tax rates that have been enacted as at the statement of financial position date.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

A deferred tax asset is recognized only to the extent that it is probable that future taxable profit will be available against which the asset can be utilized. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

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 market participants at the measurement date. Principal market is the market with the greatest volume and level of activity for the asset or liability. Market participants comprise buyers and sellers in the principal or most advantageous market for the asset or liability whereby market participants are independent of each other, knowledgeable and having a reasonable understanding, able to enter into a transaction for the asset or liability, and willing to enter into a transaction for the asset or liability.

To increase the consistency and comparability in fair value measurements and related disclosures in the financial statements, the fair value hierarchy is categorized into 3 levels with respect of the inputs to valuation techniques used to measure the fair value. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities (“Level 1 inputs”), secondary priority to other observable inputs (“Level 2 inputs”), and the lowest priority to unobservable inputs (“Level 3 inputs”).

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability.

Use of Estimates

In order to prepare financial statements in conformity with the Thai accounting standards and the Thai financial reporting standards, management needs to make estimates and set assumptions that affect income, expenditure, assets and liabilities in order to disclose information on the valuation of assets, liabilities and contingent liabilities. Actual outcomes may, therefore, differ from the estimates used.

The estimates and underlying assumptions used in the preparation of these financial statements are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The significant estimates and underlying assumptions used in preparation of these financial statements which may be affected by significant uncertainty are as follows:

- Allowance for impairment for expected credit loss of trade receivables, other receivables, advances and loan receivables
- Allowance for impairment of investment in shares of related company
- Useful lives and residual values of building and equipment, right-of-use assets and intangible assets
- Consideration for the renewal option of the lease and discount rates of lease liability
- Consideration for discount rate used to determine the fair value amount of finance lease income
- Assumptions used in calculation and estimate of liability for post-employment benefits
- Fair values and fair value measurements of financial assets, financial liabilities and other financial instruments.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

About the pandemic of Coronavirus Disease 2019 (COVID-19), the management of the Company and its subsidiaries has after the situation and continuously assessed the impacts from such matter. However, the COVID-19 situation is highly uncertain and may affect, whether directly or indirectly, to the environment of business operations of the Company and its subsidiaries as well as estimates and judgements used for assessing values of assets, liabilities or provisions and contingent liabilities in the financial statements that are changeable depending on the assessment of COVID-19 situation in each period done by the management of the Company and its subsidiaries.

Basic Earnings per Share

Basic earnings per share is determined by dividing profit attributable to owners of the parent by the weighted average number of common shares outstanding during the year (100,000,000 shares).

4. TRANSACTIONS WITH RELATED PARTIES

Related parties are those parties controlled by the Company or have power control over the Company, directly or indirectly or significant influence, to govern the financial and operating policies of the Company.

Types of relationship of related parties are as follows:

Company / Person Name	Type of Business	Relationship	Percentage of Holding	
			2020	2019
Laos Thai Nondestructive Testing Company Limited	Nondestructive testing and other testing services	Subsidiary	70.00	70.00
TNDT CM Company Limited	Rendering excavation and transportation services of coal for the coal mine concessionaire	Subsidiary	46.00	46.00
TNDT Power Company Limited	Generating and sales of electricity from coal-fired thermal power	Subsidiary	99.97	99.97
MKTNDT Company Limited	Procurement and services of public utility systems and other related business	Subsidiary	55.00	55.00
PT TNDT Inspection and Consultation Company Limited (see Note 10)	Engaged in energy, maintenance of machinery and equipment and other related business	Subsidiary	95.00	-
OIS (Thailand) Company Limited	Advisory services for engineering	Shareholders of the entire preferred shares and co-directors	51.00	51.00
Chiangmai Mining and Power Plant Company Limited	Sales of coal and other ores	Co-directors and co-shareholders	-	-
Vnet Power Company Limited	Generating and sales of electricity from solar-power	Co-directors and co-shareholders	-	-
Enspect Group Company Limited	Building inspection services	Co-directors and co-shareholders	-	-
Puttaraksa Power Company Limited (see Note 10)	Manufacturing and sales of rice bran oil and agricultural crops	Co-directors and co-shareholders	-	-

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

Company / Person Name	Type of Business	Relationship	Percentage of Holding	
			2020	2019
Ms. Chomduen Satavuthi	-	Directors and shareholders	-	-
Mr. Krirkkiat Satavuthi	-	Directors and shareholders	-	-
Mr. Suwat Daengpiboonsakul	-	Directors and shareholders	-	-
Mrs. Ghongmuang Daengpiboonsakul	-	Relative of shareholder and director	-	-
Mrs. Niramom Satavuthi	-	Relative of shareholder and director	-	-
Ms. Vajana Sakulraemrungs	-	Relative of shareholder and director	-	-
Ms. Kanchana Sakulraemrungs	-	Relative of shareholder and director	-	-
Mr. Thavij Sakulraemrungs	-	Relative of shareholder and director	-	-
Mr. Thanan Satavuthi	-	Director and shareholder of subsidiary (TNDT Power Company Limited)	-	-
Mr. Songyot Chomsri	-	Director and shareholder of subsidiary (TNDT CM Company Limited)	-	-
Mr. Sangkhagna Chanthakhot	-	Director and shareholder of subsidiary (Laos Thai Nondestructive Testing Company Limited)	-	-
Mr. Sai Won Pan	-	Director and shareholder of subsidiary (MKTNDT Company Limited)	-	-
Mr. Saruch Arnutti	-	Director and shareholder of subsidiary (TNDT CM Company Limited), resigned in October 2020	-	-
Ms. Kansiree Kanthanasap	-	Shareholder of subsidiary (TNDT CM Company Limited)	-	-
Key management	-	Key management are persons having authority and responsibility for planning, directing and controlling the activities of the entity, either directly or indirectly, including the Company's director (whether as executive or otherwise)	-	-

Pricing policies for transactions with related parties are as follows:

Type of Transaction	Pricing policies
Interest income	Interest rate referenced to deposit rate of commercial bank
Management fee income	Mutually agreed price
Office rental charges*	Mutually agreed price
Land and structure rental charges*	Mutually agreed price
Interest expense	Mutually agreed interest rate (3.5%, 5.125, 7%, 7.5%, 7.76%, 10 and 15% per annum)
Interest expense under lease liabilities	6% per annum

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

Type of Transaction	Pricing policies
Key management's remunerations	Mutually agreed amount
Corporate guarantee on credit facilities and liabilities by directors	Free of charge

* including right-of-use assets and lease liabilities

Transactions with related parties for the years ended December 31, 2020 and 2019 are as follows:

	In Thousand Baht			
	Consolidated		The Company Only	
	2020	2019	2020	2019
Mrs. Ghongmuang Daengpiboonsakul				
Office rental charges (recorded as part of cost of services)	-	240	-	240
Depreciation of right-of-use assets	219	-	219	-
Interest expense under lease liabilities	34	-	34	-
Mr. Thanan Satavuthi				
Land and structure rental charges (recorded as part of cost of services)	-	216	-	216
Depreciation of right-of-use assets	216	-	216	-
Interest expense	98	25	98	25
Ms. Chomduen Satavuthi				
Interest income	7	-	-	-
Interest expense	2,979	2,868	2,722	2,473
Ms. Vajana Sakulraemrung				
Interest expense	411	410	411	410
Mr. Krirkkiat Satavuthi				
Interest expense	475	517	-	-
Ms. Kanchana Sakulraemrung				
Interest expense	487	487	487	487
Mr. Suwat Daengpiboonsakul				
Interest expense	332	82	332	82
Mr. Songyot Chomsri				
Interest income	-	52	-	-
Mr. Saruch Arnutti				
Interest income	20	-	-	-
Ms. Kansiree Kanthanasap				
Interest income	25	-	-	-
TNDT Power Co., Ltd.				
Management fee income	-	-	561	561
Key management's remunerations				
Short-term benefits	12,443	12,443	12,443	12,443
Post-employment benefits	721	2,273	721	2,273
Reversal of accrued directors' remunerations and bonus				
Other income	6,727	-	6,727	-

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

Outstanding balances with related parties as at December 31, 2020 and 2019 are as follows:

	In Thousand Baht			
	Consolidated		The Company Only	
	2020	2019	2020	2019
Laos Thai Nondestructive Testing Co., Ltd.				
Advances	-	-	375	375
TNDT CM Co., Ltd.				
Advances	-	-	62,729	60,969
Other advances	-	-	29,094	29,094
Other receivable (other current assets)	-	-	-	30
TNDT Power Co., Ltd.				
Advances	-	-	265,498	252,866
Management fee income (other current assets)	-	-	500	1,300
MKTNDT Co., Ltd.				
Advances	-	-	7,355	7,355
Other payable (accrued expenses and other current liabilities)	-	-	2,111	2,111
PT TNDT Inspection and Consultation Co., Ltd.				
Other payable (accrued expenses and other current liabilities)	-	-	5,814	-
Ms. Chomduen Satavuthi				
Short-term loans and interest receivable	3,159	-	-	-
Advances (accrued expenses and other current liabilities)	24,266	24,326	-	-
Short-term loans and accrued interest	38,008	45,630	35,568	43,876
Mr. Krirkkiat Satavuthi				
Short-term loans and accrued interest	14,123	13,648	-	-
Mr. Thanan Satavuthi				
Right-of-use assets - net	1,170	-	1,170	-
Prepaid rental charges (other current assets)	-	1,386	-	1,386
Short-term loans and accrued interest	1,498	1,425	1,498	1,425
Mrs. Ghongmuang Daengpiboonsakul				
Right-of-use assets - net	438	-	438	-
Lease liabilities - net	451	-	451	-
Mr. Suwat Daengpiboonsakul				
Short-term loans and accrued interest	6,732	4,682	6,732	4,682
Ms. Vajana Sakulraemrung				
Short-term loans and accrued interest	7,211	6,011	7,211	6,011
Ms. Kanchana Sakulraemrung				
Short-term loans and accrued interest	6,987	6,987	6,987	6,987
Mr. Songyot Chomsri				
Short-term loans and interest receivable	-	6,003	-	-
Advances (other current assets)	4,190	4,190	4,190	4,190
Advances (accrued expenses and other current liabilities)	409	409	-	-
Mr. Sangkhagna Chanthakhhot				
Other receivables (other current assets)	370	370	370	370
Advances (other current assets)	21	23	-	-

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

	In Thousand Baht			
	Consolidated		The Company Only	
	2020	2019	2020	2019
Mr. Sai Won Pan				
Advances (other current assets)	20,182	18,312	-	-
Other advances	15,320	15,320	15,320	15,320
Advances (accrued expenses and other current liabilities)	5,206	5,243	-	-
Ms. Kansiree Kanthanasap				
Short-term loans and interest receivable	2,896	-	-	-

Movements during the year of short-term loans to and interest receivable from related persons are as follows:

	Consolidated (In Thousand Baht)			
	Balance as at December 31, 2019	Movement		Balance as at December 31, 2020
		Increase	Decrease	
Short-term loans				
Mr. Songyot Chomsri	5,750	-	5,750	-
Mr. Saruch Arnutti	-	3,000	3,000	-
Ms. Kansiree Kanthanasap	-	2,750	-	2,750
Ms. Chomduen Satavuthi	-	3,000	-	3,000
Total short-term loans	5,750	8,750	8,750	5,750
Interest receivable				
Mr. Songyot Chomsri	253	-	253	-
Mr. Saruch Arnutti	-	152	152	-
Ms. Kansiree Kanthanasap	-	146	-	146
Ms. Chomduen Satavuthi	-	159	-	159
Total interest receivable	253	457	405	305
Total	6,003	9,207	9,155	6,055

Movements during the year of short-term loans from and interest payable to related persons are as follows:

	Consolidated (In Thousand Baht)			
	Balance as at December 31, 2019	Movement		Balance as at December 31, 2020
		Increase	Decrease	
Short-term loans				
Ms. Chomduen Satavuthi	41,875	27,902	38,350	31,427
Mr. Krirkkiat Satavuthi	13,569	-	-	13,569
Mr. Suwat Daengpiboonsakul	4,600	3,900	2,100	6,400
Ms. Vajana Sakulraemrung	5,600	2,050	850	6,800
Ms. Kanchana Sakulraemrung	6,500	-	-	6,500
Mr. Thanan Satavuthi	1,400	-	-	1,400
Total short-term loans	73,544	33,852	41,300	66,096
Interest payable				
Ms. Chomduen Satavuthi	3,755	2,979	153	6,581
Mr. Krirkkiat Satavuthi	79	475	-	554
Mr. Suwat Daengpiboonsakul	82	332	82	332
Ms. Vajana Sakulraemrung	411	411	411	411
Ms. Kanchana Sakulraemrung	487	487	487	487
Mr. Thanan Satavuthi	25	98	25	98
Total interest payable	4,839	4,782	1,158	8,463
Total	78,383	38,634	42,458	74,559

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

	The Company Only (In Thousand Baht)			
	Balance as at December 31, 2019	Movement		Balance as at December 31, 2020
		Increase	Decrease	
Short-term loans				
Ms. Chomduen Satavuthi	40,190	27,320	38,350	29,160
Mr. Suwat Daengpiboonsakul	4,600	3,900	2,100	6,400
Ms. Vajana Sakulraemrung	5,600	2,050	850	6,800
Ms. Kanchana Sakulraemrung	6,500	-	-	6,500
Mr. Thanan Satavuthi	1,400	-	-	1,400
Total short-term loans	58,290	33,270	41,300	50,260
Interest payable				
Ms. Chomduen Satavuthi	3,686	2,722	-	6,408
Mr. Suwat Daengpiboonsakul	82	332	82	332
Ms. Vajana Sakulraemrung	411	411	411	411
Ms. Kanchana Sakulraemrung	487	487	487	487
Mr. Thanan Satavuthi	25	98	25	98
Total interest payable	4,691	4,050	1,005	7,736
Total	62,981	37,320	42,305	57,996

In the early 2014, the Company initiated the future investment project of the Company, i.e. the construction of coal-fired power plant project in Tachilek Province of Myanmar, which is the planned cooperative project with alliance in Myanmar and the Myanmar Government. The Company has partially paid advances for investment and development costs of such project whereby the project development will be executed by the Company itself and hiring the work of subsidiary, i.e. TNDT CM Company Limited (“TNDT CM”), as well as the related persons and other persons in connection with such project. The Company has hired the works of TNDT CM (at mutually-agreed service rates) to operate, on behalf of the Company, the preparation and leveling the surface of the ground areas to facilitate the construction of coal-fired power plant as well as transportation of coal for supplying the power plant in the future. As at December 31, 2020 and 2019, the balances of other advances in the statements of financial position consisted of:

	In Thousand Baht			
	Consolidated		The Company Only	
	2020	2019	2020	2019
Costs of preparation and leveling the ground surface for power plant	29,103	29,080	29,094	29,094
Costs of licenses and procurement for land	8,956	8,956	8,956	8,956
Costs of project consultancies	30,988	32,425	19,046	19,045
Costs of interest and financial charges	21,571	21,415	19,220	19,220
Other costs	40,199	38,516	17,657	18,185
Total	130,817	130,392	93,973	94,500

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

5. BILLED TRADE RECEIVABLES

As at December 31, 2020 and 2019, billed trade receivables (including non-current portion) classified by outstanding period are as follows:

	Consolidated and the Company Only (In Thousand Baht)	
	2020	2019
Current	26,903	30,355
Overdue:		
Not exceeding 3 months	31,640	19,603
Between 3 months and 6 months	8,174	2,910
Between 6 months and 12 months	6,413	771
Exceeding 12 months	64,702	70,131
Total	137,832	123,770
Less Allowance for impairment for expected credit loss	(38,531)	(41,142)
Net	99,301	82,628

As at December 31, 2020 and 2019, the Company transferred the right on cash collection from certain trade receivables totalling approximately Baht 15.5 million and Baht 17.1 million, respectively, for being guarantee of short-term borrowings under factoring from bank as described in Note 15.

As at December 31, 2020, the Company transferred the right on cash collection from certain trade receivables totalling approximately Baht 12.9 million for being guarantee of short-term borrowings under discounted bills (aval) from bank as described in Note 15.

During the year ended December 31, 2020, the Company wrote-off balance of trade receivables which was fully provided allowance for impairment as bad debt amounting to approximately Baht 4.5 million.

As at December 31, 2020 and 2019, the Company had partial balances of trade receivables, other receivables (other current assets), and loan receivables which are due at call (see more information in Note 9) with non-related companies whereby the amounts are significant and long-outstanding as follows:

	2020 - Consolidated and the Company Only (In Thousand Baht)			
Description of Receivables	Trade Receivables	Other Receivable	Loan Receivables	Total
(1) Local customer company	-	-	-	-
(2) Foreign customer and alliance company	42,174	-	63,576	105,750
Total	42,174	-	63,576	105,750
Less Allowance for impairment for expected credit loss	(16,591)	-	(5,000)	(21,591)
Net	25,583	-	58,576	84,159
Less Current portion	(3,000)	-	-	(3,000)
Non-current portion	22,583	-	58,576	81,159

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

Description of Receivables	2019 - Consolidated and the Company Only (In Thousand Baht)			
	Trade Receivables	Other Receivable	Loan Receivables	Total
(1) Local customer company	1,357	19,094	53,398	73,849
(2) Foreign customer and alliance company	43,956	-	63,576	107,532
Total	45,313	19,094	116,974	181,381
Less Allowance for impairment for expected credit loss	(19,857)	(19,094)	(53,398)	(92,349)
Net	25,456	-	63,576	89,032
Less Current portion	(3,000)	-	-	(3,000)
Non-current portion	22,456	-	63,576	86,032

Receivable in (1) engages in the business relating to engineering services rendered to its customers, who are in oil and natural gas industry. Presently, such receivable was convicted of bankruptcy by the Central Bankruptcy Court in October 2020 whereby the Company wrote-off balance of trade receivables, other receivable and loan receivables (see Note 9) which was fully provided allowance for impairment as bad debt amounting to approximately Baht 73.8 million.

Receivable in (2) engages in the business relating to nondestructive engineering testing services rendered in Indonesia whereby volumes of cash collection from this receivable during 2020 and 2019 were not much as compared to the ending balances as at December 31, 2020 and 2019. In addition, the balance of trade receivable with this receivable has been also overdue exceeding one year. Accordingly, the management considered, under the principle of conservatism, and provided the allowance for impairment for expected credit loss for the outstanding balances as at December 31, 2020 and 2019 that the Company had with this receivable by considering the projected cash flows as cash collections from receivables that was assessed and estimated to receive by the Company. Such cash collections are projected for a period as mutually agreed between parties and are discounted by the discount rate of 7.5% p.a. which represented the average interest rate attributable to the short-term loans from related persons. In addition, during 2020, the Company transferred allowance for impairment of this debtor from trade receivables to loan receivables of Baht 5 million.

Loss on impairment of financial assets that was recognized in the statements of comprehensive income for the years ended December 31, 2020 and 2019 are summarized below:

Additional loss on impairment for	In Thousand Baht			
	Consolidated		The Company Only	
	2020	2019	2020	2019
Trade receivables with receivable in (2)	3,092	3,000	3,092	3,000
Other general trade receivables	3,810	419	3,810	419
Other receivables	1,951	868	446	868
Loan receivables with receivable in (2)	-	1,217	-	1,217
Total	8,853	5,504	7,348	5,504

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

6. FINANCE LEASE RECEIVABLE

	Consolidated and the Company Only (In Thousand Baht)	
	2020	2019
Finance lease receivable		
- Due for payments within 1 year	2,136	-
- Due for payments within 2 - 5 years	8,045	-
- Due for payments within 6 - 20 years	30,978	-
Total	41,159	-
Less deferred interest	(20,851)	-
Finance lease receivable - net of deferred interest	20,308	-
Less current portion	(500)	-
Net	19,808	-

Finance lease receivable is attributable to the system installation of the first project as discussed in Note 28 (e) which was completed in May 2020 and started generating electricity in June 2020. The project agreement was made for rendering the solar-power electricity generating service to a local non-related company (counterparty) who hold ownership right in the premises on which such system of the Company is installed. The counterparties agreed to pay electricity generating service charge to the Company under the term of service for a period of 20 years, starting from the date on which the electricity is started generating to the counterparty, at the mutually-agreed rates specified in the agreement. At the end of the aforesaid 20th years, the Company is committed to transfer the ownership right in all related system and equipment to the counterparty. Management of the Company has considered the substance for accounting practice of such transaction and justified that such agreement consists of lease with characteristics of finance lease because the agreement gives the counterparty the right to control the use of the identifiable asset with the right to direct how and for what purpose the asset will be used, and the counterparty receives all economic benefits throughout the usable term of the asset whereby the Company is committed to transfer the ownership right in all related system and equipment to the counterparty at the end of the 20th years. As of the effective date of agreement, the Company transferred its control in the asset to the counterparty. In addition, under the terms of such agreement, the Company has performance obligation to the counterparty in relation to the asset maintenance for its usable condition to be in order throughout 20 years. The Company, therefore, recognized the items relating to aforesaid agreement in the financial statements for the year ended December 31, 2020 as follows:

	Consolidated and the Company Only (In Thousand Baht)	
	2020	2019
Sale of finance lease asset (1)	20,322	-
Interest income recognized during the year	881	-
Total finance lease income (1)	21,203	-
Cost of sales of finance lease asset	15,413	-
Cost of maintenance of finance lease asset (2)	1,500	-
Total cost of finance lease	16,913	-
Gain on sales of asset	3,409	-
Other non-current provisions - cost of asset maintenance (2)	1,500	-

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

- (1) The management and project contractor estimated the annual outputs and revenue from electricity generating service and discounted the cash flows by the rate 8% p.a. This is the rate based on financial assumptions, the opinion of the Bank's consultant engineers, that determines the interest rate 5% p.a. and the inflation rate 3% p.a.
- (2) The management and project contractor estimated the annual maintenance cost and reflected by the annual inflation rate 3% and discounted the cash flows by the rate 8% p.a.

7. SUPPLIES

	Consolidated and the Company Only (In Thousand Baht)	
	2020	2019
General supplies	4,614	4,436
Industrial radiation ores	852	741
Total	5,466	5,177

8. INVESTMENT IN MUTUAL FUNDS

This account is investment in unit trusts of mutual funds which are marketable securities. As at December 31, 2020 and 2019, cost of this investment amounted to Baht 35 thousand while fair value (evaluated from Level 1 inputs of fair value hierarchy) amounted to Baht 37 thousand. These mutual funds mainly invest in debt securities of the government agencies.

9. LOANS TO OTHER COMPANIES - NET

	Consolidated and the Company Only (In Thousand Baht)			
	Balance as at December 31, 2019	Movement		Balance as at December 31, 2020
		Increase	Decrease	
Loans to local customer	53,398	-	53,398	-
Loans to foreign customer and business alliance	63,576	-	-	63,576
Loans to contractor	-	1,000	1,000	-
Total	116,974	1,000	54,398	63,576
Less Allowance for impairment for expected credit loss	(53,398)	(5,000)	53,398	(5,000)
Net	63,576	(4,000)	1,000	58,576

Loans to customer are the unsecured loans to a local company whose business is engaged in rendering the construction and installation services of steel structures which necessarily requires the Company's services relating to nondestructive testing. These loans were approved in the meetings of the Company's Executive Board and bear interest at 7.5% per annum and due on demand. The borrower has been announced for bankruptcy in October 2020.

During the year ended December 31, 2020, the Company wrote-off balance of loans to local customer which was fully provided allowance for impairment as bad debt amounting to approximately Baht 53.4 million.

Loans to customer and business alliance are the unsecured loans to a company incorporated in Indonesia whose business is engaged in rendering the nondestructive engineering services in Indonesia which necessarily requires huge volumes of the Company's services and technical assistance relating to nondestructive testing both in current and future periods. These loans bear interest at 7.5% per annum and due on demand. By considering the credit risk and principle of conservatism, the Company has ceased recognizing the interest income on the borrower.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

Loans to contractor are the unsecured loans to a local company whose business is engaged in rendering installation of system and equipment for solar PV rooftop project (also being service provider to the Company) whereby the loans are non-interest bearing and due on demand.

10. INVESTMENT IN SUBSIDIARIES ACCOUNTED FOR USING THE COST METHOD

	The Company Only					
	Paid-up Share Capital		Percentage of Shareholding		Cost of Investment (In Thousand Baht)	
	2020	2019	2020	2019	2020	2019
	In Thousand U.S. Dollar					
Laos Thai Nondestructive Testing Company Limited	40	40	70.00	70.00	864	864
	In Thousand Baht					
TNDT CM Company Limited	12,500	12,500	46.00	46.00	5,750	5,750
TNDT POWER Company Limited	1,000	1,000	99.97	99.97	1,000	1,000
	In Thousand Kyat					
MKTNDT Company Limited	550,000	550,000	55.00	55.00	15,581	15,581
	In Thousand Rupiahs					
PT TNDT Inspection and Consultation Company Limited	3,000,000	-	95.00	-	5,843	-
					29,038	23,195

During 2020 and 2019, the subsidiaries did not declare any dividend to the shareholders.

On July 25, 2011, Laos Thai Nondestructive Testing Public Company Limited has been granted a license for foreign investment in Lao PDR from the government of Lao PDR for a period of 15 years to operate its business relating to rendering the testing services for oil and gas tanks, construction equipment, building with steel structure, embankment, and nondestructive testing (NDT) services.

On October 21, 2013, TNDT CM Company Limited (“TNDT CM”) has been established and registered under the laws of Thailand whereby a portion of 46% of TNDT CM’s share capital has been invested by the Company and the rest of 54% has been invested by managing director of the Company and a related person in the proportion of 32% and 22%, respectively. In substance and practical, the Company has control and governing power over the financial and operating activities of TNDT CM through the entire voting rights in the Board of Directors’ meeting and sole subsidizing the financial assistance and support to TNDT CM.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

Significant financial information in the financial statements for the years 2020 and 2019 of TNDT CM which included the non-controlling interest at the proportion of 54% is as follows:

	In Million Baht	
	2020	2019
Current assets	46.0	46.3
Non-current assets	1.0	1.8
Current liabilities	70.6	68.4
Non-current liabilities	0.1	0.5
Capital deficiency	(23.7)	(20.8)
Revenues	0.1	-
Loss for the year	(2.9)	(3.9)
Total comprehensive loss for the year	(2.9)	(3.9)

At the Board of Directors' meeting on June 30, 2014, the Board of Directors passed the resolution approving the Company to jointly invest, with a non-related party alliance who is incorporated in Myanmar, i.e. Min Khit Thit Mining Company Limited ("MKTMC"), and establish MKTNDT Company Limited ("MKTNDT") whose business is engaged in procurement of public utility systems and other related businesses in Myanmar. The Company and MKTMC agreed to invest in MKTNDT at the proportion of 55% and 45%, respectively, (MKTNDT is subsidiary of the Company) whereby the authorized share capital of MKTNDT amounted to Kyat 1,000 million (divided into 10,000 common shares, Kyat 100,000 par value) or equivalent to approximately Baht 28.3 million. The establishment processes of MKTNDT were finished in September 2015 whereby the Company has paid for investment in MKTNDT totalling approximately Baht 15.6 million and the remaining balance of approximately Baht 12.7 million for share subscription is attributable to MKTMC which is still payable to MKTNDT.

In August 2015, MKTMC, who is the key business alliance of the Company (seller / electric power supplier), has entered into the power purchase agreement for the electricity to be generated from the coal-fired power plant in Myanmar with the Power Committee of Tachileik (buyer) whereby the counterparties have agreed to purchase and sell of electricity under the term of 30 years with the selling prices, in Thai Baht, as specified in such agreement.

At the Board of Directors' meeting on December 19, 2019, the Board of Directors approved the Company to acquire the entire business of Puttaraksa Power Company Limited ("PPC") whereby PPC is an entity under common control of the Company because PPC has the same major shareholders and co-directors to the Company. PPC was established in 2012 to engage in energy business and manufacturing of oil and fats from plants and animals. Presently, PPC has not yet started its business activities. PPC has authorized share capital and paid-up share capital amounting to Baht 100 million and Baht 25 million, respectively. The Company's plan for investment in PPC shall be done in the first quarter of 2021 with the acquisition price of Baht 24.98 million which approximates book value of PPC. Such price shall be settled in 5 installments at Baht 4.996 million per installment throughout the first until third quarters of 2021. Cash flows for this investment shall be derived from the Company's operating activities. After acquisition of PPC, the Company has planned that PPC (which will be a new subsidiary of the Company) shall engage in rendering the technical services attributable to electron beam as well as other related businesses.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

At the Board of Directors' meeting on July 11, 2020, the Board of Directors passed the resolution approving the Company to jointly invest, with an alliance in Indonesia (non-related party), and establish PT TNDT Inspection and Consultation Company Limited ("PTTNDT"), whose business is engaged in energy, maintenance of machinery and equipment and other related businesses in Indonesia. The Company and such alliance agreed to invest in PTTNDT at the proportion of 95% and 5%, respectively, (PTTNDT is subsidiary of the Company), whereby the authorized share capital of PTTNDT amounted to Rupiahs 11,000 million (divided into 11,000 common shares, Rupiahs 1,000,000 par value) or equivalent to Baht currency of approximately Baht 22.5 million. The establishment processes of PTTNDT were finished in August 2020 whereby the shareholders have been called for share subscriptions which is the part that the Company is still payable in the amount of approximately Baht 5.8 million. As at December 31, 2020, PTTNDT has not yet started its core business activities.

11. INVESTMENT IN SHARES OF RELATED COMPANY - NET

	Consolidated and the Company Only (In Thousand Baht)	
	2020	2019
Investment in shares - at cost	1,020	1,020
Less allowance for impairment	(1,020)	(1,020)
Net	-	-

This account represents investment in 5% preferred shares of OIS (Thailand) Co., Ltd. ("OIS") whereby the Company holds the entire preferred shares of such company while common shares are mostly held by its parent in England, Oilfield Inspection Services (International) Limited. OIS engages in rendering of engineering advisory services and its business has been inactive since 2003. OIS incurred net loss from operations and had capital deficiency. OIS was registered for liquidation on December 30, 2015 and has been taken the liquidation process. The Company has considered and recognized the impairment loss on the entire amount of such investment since 2005.

12. PROPERTY, PLANT AND EQUIPMENT - NET

	Consolidated (In Thousand Baht)				
	Balance as at	Movements during the Year			Balance as at
	December 31, 2019	Addition	Deduction	Transfer	December 31, 2020
Cost					
Land	57,842	-	-	-	57,842
Building and improvements	117,821	510	-	-	118,331
Operating tools and equipment	305,308	4,973	680	(31,252)	278,349
Furniture, fixtures, and office equipment	31,551	1,064	-	-	32,615
Vehicles	53,194	921	937	(8,866)	44,312
Construction in progress and equipment under installation	356,705	25,690	21,788	60	360,667
Total Cost	922,421	33,158	23,405	(40,058)	892,116
Accumulated Depreciation					
Building and improvements	44,666	5,548	-	-	50,214
Operating tools and equipment	196,006	17,171	535	(3,225)	209,417
Furniture, fixtures, and office equipment	28,012	1,532	-	-	29,544
Vehicles	47,565	1,421	919	(4,446)	43,621
Total Accumulated Depreciation	316,249	25,672	1,454	(7,671)	332,796
Net	606,172				559,320

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

	Consolidated (In Thousand Baht)			
	Balance as at	Movements during the Year		
	December 31, 2018	Addition	Deduction	Transfer
Cost				
Land	21,842	-	-	36,000
Building and improvements	84,927	93	-	32,801
Operating tools and equipment	284,209	19,092	-	2,007
Furniture, fixtures, and office equipment	29,103	1,404	-	1,044
Vehicles	50,149	3,045	-	-
Construction in progress and equipment under installation	352,432	4,367	-	(94)
Total Cost	822,662	28,001	-	71,758
Accumulated Depreciation				
Building and improvements	34,851	5,669	-	4,146
Operating tools and equipment	173,337	21,920	-	749
Furniture, fixtures, and office equipment	25,532	1,939	-	541
Vehicles	42,266	5,299	-	-
Total Accumulated Depreciation	275,986	34,827	-	5,436
Net	546,676			

	The Company Only (In Thousand Baht)			
	Balance as at	Movements during the Year		
	December 31, 2019	Addition	Deduction	Transfer
Cost				
Land	57,842	-	-	-
Building and improvements	115,637	510	-	-
Operating tools and equipment	294,588	4,973	680	(31,252)
Furniture, fixtures, and office equipment	31,088	1,064	-	-
Vehicles	47,941	921	-	(5,467)
Construction in progress	11,702	25,332	44	60
Total Cost	558,798	32,800	724	(36,659)
Accumulated Depreciation				
Building and improvements	43,940	5,365	-	-
Operating tools and equipment	185,834	16,629	535	(3,225)
Furniture, fixtures, and office equipment	27,622	1,469	-	-
Vehicles	42,646	1,224	-	(1,155)
Total Accumulated Depreciation	300,042	24,687	535	(4,380)
Net	258,756			

	The Company Only (In Thousand Baht)			
	Balance as at	Movements during the Year		
	December 31, 2018	Addition	Deduction	Transfer
Cost				
Land	21,842	-	-	36,000
Building and improvements	82,743	93	-	32,801
Operating tools and equipment	273,489	19,092	-	2,007
Furniture, fixtures, and office equipment	28,640	1,404	-	1,044
Vehicles	44,896	3,045	-	-
Construction in progress	11,770	37	-	(105)
Total Cost	463,380	23,671	-	71,747
Accumulated Depreciation				
Building and improvements	34,326	5,468	-	4,146
Operating tools and equipment	165,192	19,893	-	749
Furniture, fixtures, and office equipment	25,224	1,857	-	541
Vehicles	38,398	4,248	-	-
Total Accumulated Depreciation	263,140	31,466	-	5,436
Net	200,240			

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

As at December 31, 2019, the Company's certain vehicles and operating tools and equipment in the separate financial statements, of which carrying amounts totalling approximately Baht 32.5 million, and in the consolidated financial statements amounted to approximately Baht 32.6 million, were under commitments in relation to the obligations under conditions of finance lease agreements (lease liabilities) as described in Note 16.

As at December 31, the Company has mortgaged a portion of its land and structures thereon, with carrying amounts and mortgaged value of approximately Baht 121.3 million and Baht 510.7 million, respectively, in 2020 and Baht 125.4 million and Baht 489.7 million, respectively, in 2019 as collateral for credit facilities as described in Note 15 and collateral for letters of guarantee as described in Note 28.

As at December 31, 2020 and 2019, cost of a portion of plant and equipment which has been fully depreciated but still in use in the separate financial statements amounting to approximately Baht 199.6 million and Baht 177.4 million, respectively, and in the consolidated financial statements amounting to approximately Baht 210.4 million and Baht 179.6 million, respectively.

Depreciation of plant and equipment in the separate financial statements for the years ended December 31, 2020 and 2019 amounted to approximately Baht 24.7 million and Baht 31.5 million, respectively, and in the consolidated financial statements amounted to approximately Baht 25.7 million and Baht 34.8 million, respectively.

In 2019, the Company was subsidized with the government grants from National Innovation Agency (NIA) under the project relating to technological transformation for financial support which was in accordance with the government policy for promoting innovations, under the topic of "the semi-auto powered X-ray machine for oil and gas pipeline inspection by non-destructive testing" amounting to approximately Baht 1.0 million. As at December 31, 2019, the Company complied with certain conditions and requirements of these grants.

During 2020, the contractor company for power plant construction of the subsidiary (TNDTPW) agreed to reduce the debt balance amounting to approximately Baht 21.7 million to such subsidiary in respect of the unfinished works that were not aligned with agreement that make the subsidiary have to hire a new contractor to improve and rectify such works. Such amount was taken to deduct the project development costs of approximately Baht 21.7 million against advance payments made by the subsidiary of approximately Baht 1.1 million and against payables on purchase of assets and retention payable totalling approximately Baht 22.8 million.

13. RIGHT-OF-USE ASSETS - NET

	Consolidated (In Thousand Baht)				
	Balance as at December 31, 2019	Movements during the Year		Balance as at December 31, 2020	
		Addition	Deduction	Transfer	
Cost					
Land and offices	-	3,318	-	-	3,318
Employee accommodation	-	638	-	-	638
Tools and equipment	-	5,000	-	31,415	36,415
Vehicles	-	3,584	-	8,866	12,450
Total Cost	-	12,540	-	40,281	52,821
Accumulated Depreciation					
Land and offices	-	966	-	-	966
Employee accommodation	-	217	-	-	217
Tools and equipment	-	3,329	-	3,225	6,554
Vehicles	-	1,860	-	4,446	6,306
Total Accumulated Depreciation	-	6,372	-	7,671	14,043
Net	-				38,778

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

	The Company Only (In Thousand Baht)				
	Balance as at December 31, 2019	Movements during the Year			Balance as at December 31, 2020
		Addition	Deduction	Transfer	
Cost					
Land and offices	-	3,121	-	-	3,121
Employee accommodation	-	638	-	-	638
Tools and equipment	-	5,000	-	31,415	36,415
Vehicles	-	3,584	-	5,467	9,051
Total Cost	-	12,343	-	36,882	49,225
Accumulated Depreciation					
Land and offices	-	900	-	-	900
Employee accommodation	-	217	-	-	217
Tools and equipment	-	3,329	-	3,225	6,554
Vehicles	-	1,752	-	1,155	2,907
Total Accumulated Depreciation	-	6,198	-	4,380	10,578
Net	-				38,647

Depreciation in the consolidated financial statements for the year 2020 amounted to approximately Baht 6.4 million and in the separate financial statements amounted to approximately Baht 6.2 million.

As at December 31, 2020, the Company's certain vehicles and operating tools and equipment in the consolidated and separate financial statements, of which carrying amounts totalling approximately Baht 35.8 million, were under commitments in relation to the obligations under conditions of finance lease agreements (lease liabilities) as described in Note 16.

14. INTANGIBLE ASSETS - NET

	Consolidated and The Company Only (In Thousand Baht)			
	Balance as at December 31, 2019	Movements during the Year		Balance as at December 31, 2020
		Addition	Deduction	
Cost	5,302	231	-	5,533
Accumulated amortization	(4,781)	(249)	-	(5,030)
Net	521	(18)	-	503

	Consolidated and The Company Only (In Thousand Baht)			
	Balance as at December 31, 2018	Movements during the Year		Balance as at December 31, 2019
		Addition	Deduction	
Cost	5,170	132	-	5,302
Accumulated amortization	(4,509)	(272)	-	(4,781)
Net	661	(140)	-	521

As at December 31, 2020 and 2019, cost of a portion of the Company's intangible assets which has been fully amortized but still in use amounting to approximately Baht 4.3 million and Baht 3.9 million, respectively.

Amortization of intangible assets for the years ended December 31, 2020 and 2019, which was presented as part of "Administrative expenses" in the statements of comprehensive income, amounting to approximately Baht 0.2 million and Baht 0.3 million, respectively.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

15. CREDIT FACILITIES FROM BANKS

	Consolidated and the Company Only (In Thousand Baht)	
	2020	2019
<u>Bank overdrafts and short-term borrowings from financial institutions</u>		
Bank overdrafts	92,948	88,972
Loans under promissory notes	30,800	64,282
Loans under trust receipt agreements	1,089	4,079
Loans under factoring	12,432	13,659
Loans under discounted bills (aval)	12,944	-
Total	150,213	170,992
<u>Long-term borrowings</u>		
Long-term borrowings	85,779	49,923
Current portion	(11,975)	(12,209)
Net	73,804	37,714

As at December 31 2020, and 2019, the Company has overdraft line and other credit facilities from five local banks. As at December 31, 2020, the entire credit facilities from banks are as follows:

Type of Credit Facilities	Credit Facilities (In Million Baht)	Interest Rate (p.a.)
<i>Short-term credit facilities</i>		
Bank overdraft	89.0	MOR - 1%, MOR, MOR + 0.5% and MRR - 1%
Promissory note	36.4	MLR - 0.25% and MLR
Trust receipt / letter of credit	73.4	MLR - 1% and MLR
Factoring	20.0	MOR - 0.5%
Discounted bills (aval)	12.9	1.5%
Letter of guarantee	85.0	-
Forward exchange contract (buy / sell)	25.6	-
Total short-term credit facilities	342.3	
<i>Long-term loan credit facilities</i>	141.8	MLR - 0.5%, MLR - 1%, MLR - 2.6% and MLR
Total	484.1	(2019 of approximately Baht 400.4 million)

The abovementioned short-term credit facilities are guaranteed by the mortgage of the Company's land and structures thereon as described in Note 12, and land and structures thereon of certain directors of the Company with total mortgage value of approximately Baht 138.3 million and restricted deposits at banks of the Company amount of Baht 5.0 million as well as guarantee by certain directors of the Company.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

The abovementioned long-term loans are loans from three local banks in 2020 and two local banks in 2019 whereby loans from the first bank comprised three amounts of loans, i.e. Baht 26 million, Baht 20 million, and Baht 20 million, which are guaranteed by the mortgage of the Company's land and structures thereon as described in Note 12, and land and structures thereon of certain directors of the Company with total mortgage value of approximately Baht 20.0 million as well as guarantee by certain directors of the Company. The first two credit facilities are repayable, including interest, on monthly basis, totalling 84 months and 36 months, starting from June 2016 and June 2018, respectively. The third credit facilities are repayable, including interest, on monthly basis, totalling 60 months, starting from May 2020. Loan from the second bank occurred during 2018 from the matter that the Company negotiated for the transfer of short-term credit facilities on promissory note and related balance amounting to Baht 42.5 million to long-term credit facilities. The loan is guaranteed by the mortgage of the Company's land and structures thereon as described in Note 12, and land and structures thereon of certain directors of the Company with total mortgage value of approximately Baht 10.0 million as well as guarantee by certain directors of the Company. The loan is repayable, including interest, on monthly basis, totalling 43 months, starting from April 2018. Loan from the third bank occurred during 2020 from the matter that the Company negotiated for the transfer of two credit lines of short-term credit facilities on promissory note and related balance amounting to Baht 14.0 million and Baht 30.0 million to long-term credit facilities. The loan is guaranteed by the mortgage of land and structures thereon of certain directors of the Company with total mortgage value of approximately Baht 83.0 million as well as guarantee by certain directors of the Company. The loan is repayable, including interest, on quarterly basis, totalling 48 months, starting from January 2020.

In addition, the Company must comply with certain covenants and undertakings of these loans e.g. maintaining Debt Service Coverage Ratio and Debt-to-Equity Ratio, etc.

16. LEASE LIABILITIES

	In Thousand Baht			
	Consolidated		The Company Only	
	2020	2019	2020	2019
Lease liabilities				
- Due for payments within 1 year	25,335	10,914	24,807	10,420
- Due for payments within 2 - 5 years	49,820	18,991	49,673	18,459
- Due for payments over 5 years	8,035	-	8,035	-
Total	83,190	29,905	82,515	28,879
Less deferred interest	(13,543)	(3,445)	(13,505)	(3,341)
Lease liabilities - net of deferred interest	69,647	26,460	69,010	25,538
Less current portion	(20,190)	(9,634)	(19,697)	(9,214)
Net	49,457	16,826	49,313	16,324

The Company and its subsidiaries recognize lease liabilities on lease agreements for vehicles, land, offices and employee accommodation whereby the remaining lease terms as at December 31, 2019 are between 1 year 7 months and 3 years. During 2020, the Company recognizes lease liability on employee accommodation whereby the lease term is 3 years (starting from May 2020). The weighted average incremental borrowing rate that is used in determining the discounted cash flows by the Company and its subsidiaries is 6% p.a.

During 2015 - 2020, the Company and its subsidiaries entered into finance lease agreements with seven private companies for the periods of 36 - 84 months whereby such finance lease agreements will end during 2021 - 2027.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

The Company and its subsidiaries had lease fees attributable to short-term leases in the consolidated and separate financial statements amounted to approximately Baht 0.7 million which were presented as part of cost of services of approximately Baht 0.6 million and administrative expenses of approximately Baht 0.1 million for the year 2020.

The Company and its subsidiaries had lease fees attributable to leases of low-value assets in the consolidated and separate financial statements amounted to approximately Baht 0.2 million which were presented as part of administrative expenses for the year 2020.

During 2020, the Company and its subsidiaries had decrease in lease liabilities from lease payments (including value-added tax and interest) in the consolidated financial statements amounting to approximately Baht 20.4 million and in the separate financial statements amounting to approximately Baht 19.9 million.

Amortized interest in the separate financial statements for the years ended December 31, 2020 and 2019 amounted to approximately Baht 3.8 million and Baht 1.1 million, respectively, and in the consolidated financial statements amounted to approximately Baht 3.8 million and Baht 1.2 million, respectively. The Company presented such amortized interest as part of finance costs in the statements of comprehensive income for each the years.

In January and May 2020, the Company has placed certain number of vehicles for use as collateral for borrowings under hire purchase with two local private companies with the condition that the Company shall register the transfer of ownership right in vehicles to the lessor whereby the Company still possesses and controls such vehicles for use. Management of the Company has considered the substance for accounting practice of such transaction and justified as borrowings from lessor which are guaranteed by vehicles. The Company, therefore, has not derecognized the related assets from the accounting records but accounted for the proceeds of approximately Baht 17.7 million, comprising principal and interest, to be repaid in installments under hire purchase agreements (48 installments) as borrowings which are presented as part of lease liabilities in the consolidated and separate statements of financial position as at December 31, 2020. As of the transaction date, assets placed as collateral have been fully depreciated.

In June and October 2020, the Company entered into sale and finance leaseback agreements for certain of operating tools and equipment as well as two solar PV rooftop system project which the Company sold to two local leasing companies during in 2020, the first leasing company was sold at the total price of approximately Baht 13.5 million. The total carrying amount of such assets amounted to approximately Baht 13.3 million and, therefore, incurred gain on sales of approximately Baht 0.2 million. Then the Company has leased such assets back (finance lease) on the same day at price of approximately Baht 13.5 million. The second leasing company was sold at the total price of approximately Baht 17.7 million. The total carrying amount of such assets amounted to approximately Baht 19.9 million and, therefore, incurred loss on sales of approximately Baht 2.2 million. Then the Company has leased such assets back (finance lease) on the same day at price of approximately Baht 17.7 million. However, for accounting practice, the Company's management considered substance of such transactions and justified as borrowings from the leasing companies whereby the leased assets have been used as collaterals. The Company, therefore, did not eliminate records of the sold assets from its accounts as well as did not recognize the aforesaid gain or loss on sales but recorded proceeds from sales, together with interest under (48 and 84) installments under the finance lease agreements with such leasing companies, as part of lease liabilities in the consolidated and separate statements of financial position as at December 31, 2020.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

17. SHORT-TERM LOANS FROM OTHER PARTIES

As at December 31, 2020, the Company had short-term loans and bills of exchange with terms of 5 - 6 months with three non-related persons, totalling Baht 55 million, for being the working capital in operations, which bear interest at 8%, 8.5% and 12% per annum. These loans are guaranteed by pledge of the Company's 13,000,000 common shares, which are owned by certain director of the Company.

As at December 31, 2019, the Company had short-term loans and bills of exchange with terms of 5 - 6 months with four non-related persons, totalling Baht 61 million, for being the working capital in operations, which bear interest at 7.5% and 15% per annum. These loans are guaranteed by pledge of the Company's 13,000,000 common shares, which are owned by certain director of the Company.

18. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

	In Thousand Baht			
	Consolidated		The Company Only	
	2020	2019	2020	2019
Payables on purchase of assets (see Note 30)	94,032	107,718	24,566	12,008
Advances from related persons	29,881	29,978	-	-
Other payables	16,597	14,188	10,957	8,547
Other payables on solar PV rooftop projects	14,513	832	14,513	832
Accrued interest	6,515	5,555	6,233	5,427
Pending output tax	5,550	5,415	5,550	5,415
Value-added tax	3,964	3,060	3,964	3,060
Retention payables	3,421	6,533	1,821	1,008
Advances from customers	2,939	2,934	-	-
Accrued directors' remunerations	1,730	5,645	1,730	5,645
Payables to contractors	1,513	1,467	1,513	1,467
Accrued employee bonus	1,285	6,873	1,285	6,873
Payable on share subscriptions of subsidiary	-	-	5,814	-
Others	7,165	7,513	4,319	3,294
Total	189,105	197,711	82,265	53,576

At the Board of Directors' meeting in August 2020, the Board of Directors unanimously passed the resolution on denying to receive the directors' remunerations that were accrued at the beginning of year 2020 amounting to approximately Baht 5.6 million in order to increase the Company's liquidity and reduce debt obligation. In addition, the management also considered in 2020 to cancel a portion of employees' bonus (including those pertaining to the management), brought from the beginning of year 2020, of approximately Baht 5.6 million. The Company, therefore, reversed such accrued directors' remunerations and bonus totalling approximately Baht 11.2 million and presented as part of "Other income" in the consolidated and separate statements of comprehensive income for the year ended December 31, 2020.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

19. LIABILITY FOR POST-EMPLOYMENT BENEFITS

The Company has obligations on post-employment benefits which were reassessed and recomputed by the qualified actuary during 2020. Movements of liability for post-employment benefits for the years ended December 31, 2020 and 2019 are as follows:

	Consolidated and the Company Only (In Thousand Baht)	
	2020	2019
Liability for post-employment benefits as at January 1	15,953	10,315
Current service cost	756	749
Past service cost	-	2,516
Interest cost	179	298
Actuarial loss on remeasurement	1,191	2,075
Expense recognized in statement of comprehensive income	2,126	5,638
Employee benefits paid during the year	-	-
Liability for post-employment benefits as at December 31	18,079	15,953

Significant assumptions used in calculation of liability for post-employment benefits as at December 31, 2020 and 2019 are as follows:

- Discount rate	1.69% p.a. (2.66% p.a. as at December 31, 2019)
- Salary escalation rate	4.00% p.a.
- Employee turnover rate	5.73% - 34.38% p.a.

The abovementioned actuarial loss on remeasurement in 2020 comprised of (1) gain from changes in demographic assumptions amounting to approximately Baht 1,459 thousand net of (2) loss from changes in financial assumptions amounting to approximately Baht 1,551 thousand and (3) loss from experience adjustment amounting to approximately Baht 1,099 thousand.

The abovementioned actuarial loss on remeasurement in 2019 comprised of (1) loss from experience adjustment amounting to approximately Baht 1,152 thousand and (2) loss from changes in demographic assumptions amounting to approximately Baht 1,460 thousand net of (3) gain from changes in financial assumptions amounting to approximately Baht 537 thousand.

The abovementioned changes in significant assumptions may affect the sensitivity of the balance of provision or liability for post-employment benefits in respect of the information as per the calculation report of the qualified actuary as follows:

	Liability may increase (decrease) from changes in significant assumptions (In Thousand Baht)	
	Consolidated and The Company Only	
Significant Assumptions	If Assumption Increased	If Assumption Decreased
Discount rate (increase/decrease by 0.5%)	(546)	594
Salary escalation rate (increase/decrease by 1%)	1,254	(1,083)
Employee turnover rate (increase/decrease by 20%)	(1,561)	2,013

As at December 31, 2020 and 2019, the subsidiaries have been in the process of preparation for starting their core business of each company and hired only few number of permanent employees. Accordingly, the subsidiaries have no material obligation to be recognized on the post-employment benefits.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

During 2018, the National Legislative Assembly agreed and approved to edit some provisions of the Labour Protection Act 1998 (B.E. 2541) which include the increase in compensations to be paid to the employees whose working period have reached 20 years or above from previously equivalent to basic wage of 300 days to 400 days. Such matter was later legally announced in the early of April 2019 and became effective in the early of May 2019. The Company's management considered, based on their judgement, that amendment of such employee benefit plan (amendment of the applicable laws) occurred and became effective in the second quarter of 2019. Accordingly, the Company accounted for the past service cost, resulted from the plan amendment, amounting to approximately Baht 2.5 million in the second quarter of 2019 which was presented as part of administrative expenses for the year ended December 31, 2019.

20. PREMIUM ON COMMON SHARES AND LEGAL RESERVE

Premium on shares

Section 51 of the Public Companies Act B.E. 2535 requires the public company to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account ("premium on shares"). Premium on shares is not available for dividend distribution.

Legal reserve

Section 116 of the Public Limited Companies Act B.E. 2535 requires the public company to appropriate not less than 5% of its annual profit, less accumulated losses brought forward (if any), to a reserve account ("Legal reserve") until this account reaches an amount not less than 10% of the authorized share capital. The legal reserve is not available for dividend distribution.

21. EXPENSES BY NATURE

	In Thousand Baht			
	Consolidated		The Company Only	
	2020	2019	2020	2019
Employee expenses	133,914	142,705	133,213	141,977
Depreciation and amortization	32,294	35,099	31,135	31,738
Finance costs	28,870	30,646	28,054	29,632
Subcontract costs	26,013	32,768	26,013	32,768
Supplies and equipment consumed in services	24,602	28,817	24,602	28,817
Cost of finance lease	16,913	-	16,913	-
Travelling and accommodation expenses	9,472	12,116	9,376	11,954
Loss on impairment of financial assets	8,853	5,504	7,348	5,504
Consultancy and professional fees	3,217	3,374	2,732	2,642
Repair and maintenance expenses	3,102	3,320	3,000	3,228
Loss (gain) on exchange rate	5	(6,309)	47	(6,219)

22. REGISTERED PROVIDENT FUND

The Company has a contributory registered provident fund in accordance with the Provident Fund Act, B.E. 2530 (1987). Membership to the fund is on a voluntary basis. Under the plan, the Company and employees contribute an amount equivalent to 5%-10% of the employees' basic salaries depending on the length of employment. The fund will pay back the provident fund to employees in accordance with the conditions stated in the policies of provident fund regulations.

The Company's contribution, which was recorded as part of cost of services and administrative expenses, for the years ended December 31 amounted to approximately Baht 0.9 million and Baht 0.7 million in 2020 and Baht 1.5 million and Baht 0.9 million in 2019, respectively.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

23. INCOME TAX

Corporate income tax recorded as expense (income) for the years ended December 31, 2020 and 2019 consists of:

	In Thousand Baht			
	Consolidated		The Company Only	
	2020	2019	2020	2019
Income tax computed from accounting profit	3,819	5,500	4,939	7,044
Effects from non-deductible expenses	17,832	6,333	16,703	4,771
Effects from additional deductible expenses	(18,717)	(1,870)	(18,708)	(1,852)
Effects from reduction in income tax rate under investment promotion	(2,934)	(2,582)	(2,934)	(2,582)
Current tax computed from taxable profit	-	7,381	-	7,381
Income tax from other comprehensive loss	238	415	238	415
Increase in deferred tax liabilities	1,077	-	1,077	-
Income tax presented as profit or loss in statement of comprehensive income	<u>1,315</u>	<u>7,796</u>	<u>1,315</u>	<u>7,796</u>

As at December 31, 2020, two local subsidiaries had tax loss carryforward totalling approximately Baht 34.4 million whereby such loss carryforward is able to be used as tax credit until 2025.

Deferred tax liabilities presented in statements of financial position as at December 31, 2020 and 2019 consist of:

	Consolidated and the Company Only (In Thousand Baht)	
	2020	2019
Effect from temporary non-taxable assets and revenue:		
- Difference of finance lease assets	<u>1,077</u>	<u>-</u>

24. SEGMENT REPORTING ON FINANCIAL INFORMATION

Statement of income is significant financial and core information of the Company and its subsidiaries that is provided regularly to the highest authority in decision-making operation and also used in evaluation of financial performances of the segments. The Company and its subsidiaries have three significant operating segments (identified by internal reporting segments), i.e. (1) nondestructive testing services (2) inspection services for pressure vessel and (3) Solar PV Rooftop (start in June 2020). The Company and its subsidiaries do not have any transfer between segments. In addition, the Company and its subsidiaries are unable to apportion the segment information for assets and liabilities without excessive costs.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

Information on Products or Services

	Consolidated (In Thousand Baht)							
	Nondestructive Testing Services		Inspection Services for Pressure Vessel		Solar PV Rooftop		Total	
	2020	2019	2020	2019	2020	2019	2020	2019
Income	249,761	280,191	47,568	58,331	21,203	-	318,532	338,522
Less Segment expenses	(127,208)	(132,598)	(4,140)	(13,056)	(16,913)	-	(148,261)	(145,654)
Segment result	122,553	147,593	43,428	45,275	4,290	-	170,271	192,868
Add non-allocated revenues								
- Other income							13,942	3,645
Less non-allocated expenses								
- Cost of services							(71,765)	(83,667)
- Administrative expenses							(55,628)	(49,196)
- Finance costs							(28,870)	(30,646)
- Loss on impairment of financial assets							(8,853)	(5,504)
- Income tax expense							(1,315)	(7,796)
Profit for the year							17,782	19,704

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

	The Company Only (In Thousand Baht)							
	Nondestructive Testing Services		Inspection Services for Pressure Vessel		Solar PV Rooftop		Total	
	2020	2019	2020	2019	2020	2019	2020	2019
Income	249,761	280,191	47,568	58,331	21,203	-	318,532	338,522
Less Segment expenses	(127,208)	(132,598)	(4,140)	(13,056)	(16,913)	-	(148,261)	(145,654)
Segment result	122,553	147,593	43,428	45,275	4,290	-	170,271	192,868
Add non-allocated revenues							14,383	4,152
- Other income								
Less non-allocated expenses								
- Cost of services							(71,765)	(83,667)
- Administrative expenses							(52,790)	(42,999)
- Finance costs							(28,054)	(29,632)
- Loss on impairment of financial assets							(7,348)	(5,504)
- Income tax expense							(1,315)	(7,796)
Profit for the year							23,382	27,422

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

Information on Geographic Areas

As at December 31, 2020 and 2019, the subsidiaries have not yet started their core business activities and main operations of the Company are rendering services domestically while rendering services in abroad is an insignificant portion as compared to the entire services of the Company. Accordingly, the accompanying financial statements do not include information relating to information on geographic areas.

The Company has five subsidiaries whereby the subsidiaries incorporated in Myanmar, Lao PDR and Indonesia have no any non-current asset whereas the other two subsidiaries incorporated in Thailand had fixed assets located and used in Myanmar, i.e. buildings, operating tools and equipment, construction in progress and equipment under installation, of which the carrying amounts totalling approximately Baht 335.0 million and Baht 347.1 million were shown in the consolidated statements of financial position as at December 31, 2020 and 2019, respectively. The Company had fixed assets used in Indonesia, i.e. operating tools and equipment, of which the carrying amounts totalling approximately Baht 10.1 million and Baht 11.7 million were shown in the consolidated and separate statements of financial position as at December 31, 2020 and 2019, respectively.

Information on Key Customers

(customers whose transactions exceeding 10% of total balance of transactions)

	Percentage of Balance Attributable to Key Customers to Total Balance			
	Consolidated		The Company Only	
	2020	2019	2020	2019
Income				
- Nondestructive testing services	47.88	38.28	47.88	38.28
- Inspection services for pressure vessel and others	-	-	-	-
- Solar PV rooftop	100.00	-	100.00	-
Total income	40.22	31.69	40.22	31.69

25. PROMOTIONAL PRIVILEGES

By virtue of the provisions of the Investment Promotion Act B.E. 2520, the Company was granted certain promotional privileges in scientific laboratories activity on March 17, 2009 which include among others, exemption from payment of import duty on the imported machines used in the promoted business, exemption from payment of income tax on net profit from the promoted business for a period of eight years from the date income was first derived from the promoted business (August 7, 2009). Subsequently, the Company was granted the tax privileges pertaining to the promoted business in respect of the new promotional certificate granted in September 2017 which include among others, exemption from payment of import duty on the imported machines used in the promoted business, exemption from payment of income tax on net profit from the promoted business for a period of eight years starting from the date income was first derived from the promoted business (June 30, 2018).

As a promoted entity, the Company must comply with certain conditions and regulations as specified in the promotional certificates.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

Operating results classified by the promoted and non-promoted businesses for the years ended December 31, 2020 and 2019 are as follows:

	Consolidated (In Thousand Baht)					
	Promoted Business		Non-Promoted Business		Total	
	2020	2019	2020	2019	2020	2019
Service income - net	103,409	103,472	193,920	235,050	297,329	338,522
Finance lease income	-	-	21,203	-	21,203	-
Other income	-	-	13,942	3,645	13,942	3,645
Cost of services	(63,087)	(69,255)	(140,026)	(160,066)	(203,113)	(229,321)
Cost of finance lease	-	-	(16,913)	-	(16,913)	-
Administrative expenses	(16,115)	(13,175)	(39,513)	(36,021)	(55,628)	(49,196)
Finance costs	(8,713)	(8,949)	(20,157)	(21,697)	(28,870)	(30,646)
Loss on impairment of financial assets	(2,564)	(1,473)	(6,289)	(4,031)	(8,853)	(5,504)
Income tax expense	-	-	(1,315)	(7,796)	(1,315)	(7,796)
Profit for the year	12,930	10,620	4,852	9,084	17,782	19,704

	The Company Only (In Thousand Baht)					
	Promoted Business		Non-Promoted Business		Total	
	2020	2019	2020	2019	2020	2019
Service income - net	103,409	103,472	193,920	235,050	297,329	338,522
Finance lease income	-	-	21,203	-	21,203	-
Other income	-	-	14,384	4,152	14,384	4,152
Cost of services	(63,087)	(69,255)	(140,026)	(160,066)	(203,113)	(229,321)
Cost of finance lease	-	-	(16,913)	-	(16,913)	-
Administrative expenses	(16,397)	(12,986)	(36,393)	(30,013)	(52,790)	(42,999)
Finance costs	(8,713)	(8,949)	(19,341)	(20,683)	(28,054)	(29,632)
Loss on impairment of financial assets	(2,282)	(1,662)	(5,066)	(3,842)	(7,348)	(5,504)
Income tax expense	-	-	(1,315)	(7,796)	(1,315)	(7,796)
Profit for the year	12,930	10,620	10,452	16,802	23,382	27,422

26. DISCLOSURES OF FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENT

The Company and its subsidiaries are exposed to normal business risks relating to credit risk, liquidity risk, foreign currency exchange rate risk and interest rate risk. The Company and its subsidiaries do not use derivative financial instruments for hedging or trading / speculation purposes. The Company and its subsidiaries had no significant change in risk management policy relating to financial instruments during 2020 and 2019.

Credit Risk

Credit risk arise when the counterparties fail to meet their obligations as agreed with the Company and its subsidiaries. Management believes that the Company and its subsidiaries do not have any material credit risk other than the amounts recognized in the financial statements because the Company and subsidiaries constantly evaluates and tracking the debtor's status and information. The maximum credit risk exposure in the event that other parties fail to perform their obligations is the carrying amounts of trade and other receivables as well as loan receivables as shown in the statements of financial position.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

Liquidity Risk

The Company and its subsidiaries manage its liquidity risk and maintain a level of cash and cash equivalents deemed adequate coupled with the necessary use of sources of fund or extension of maturity periods of the debts as deemed necessary to finance the operations of the Company and its subsidiaries and to mitigate the effects of fluctuations in cash flows as well as maintaining the business continuation.

Foreign Currency Exchange Rate Risk

The Company and its subsidiaries have certain foreign currency transactions that give rise to significant exposure to market risk from fluctuations in foreign currency exchange rates. However, the management believes that the foreign exchange rate risk is insignificant and still in the acceptable level. Hence, no financial derivative instruments are used to mitigate this risk.

Interest Rate Risk

Interest rate risk arises from the fluctuation of market interest rates in the future, which may have a negative effect to financial performance and cash flows of the Company and its subsidiaries. Management believes that the interest rate risk is insignificant because the Company's and its subsidiary's deposits at banks, finance lease receivable, loan receivables, bank overdrafts, short-term and long-term borrowings as well as other interest-bearing liabilities bear interest at the floating market interest rates or the fixed rates that approximate the market interest rates.

Fair Value Measurement

The following method and assumptions were used by the Company and its subsidiaries in estimating fair values of financial assets and financial liabilities:

Cash and cash equivalents, current investment, loans receivables, advances, restricted deposits at banks, investment in mutual funds, trade and other receivables, finance lease receivable, trade and other payables, lease liabilities, and short-term and long-term borrowings

Carrying amounts of these financial assets and liabilities approximate fair values due to a portion of these financial instruments was stated at cash status or had the relatively short-term maturities whereas the rest bear interest at the floating or fixed interest rates which approximate market interest rates (Level 2 inputs).

Investment in shares of related company

The Company's management believes that there is no proper fair value of such investment because such company has capital deficiency and is during the liquidation. However, the Company has considered and realized impairment loss on the entire amount of investment in shares of related company as discussed in Note 11.

27. CAPITAL MANAGEMENT

Significant objectives of the capital management of the Company and its subsidiaries are to ensure that they have appropriate financial and capital structures as well as maintaining the financial liquidity and ability to continue their businesses as a going concern. The Company and its subsidiaries did not have any significant change relating to capital management policy during 2020 and 2019.

Debt-to-Equity ratio for the consolidated financial statements as at December 31, 2020 and 2019 was 1.40 : 1.00 and 1.36 : 1.00, respectively whereas the separate financial statements as at December 31, 2020 and 2019 was 1.02 : 1.00 and 0.90 : 1.00, respectively.

28. OTHERS

As at December 31, 2020:

- a. The Company had letters of guarantee issued by a local bank as performance bonds for engineering services rendered to several private sector customers and a government agency totalling approximately Baht 23.2 million which are guaranteed by the mortgage of the Company's land and structures thereon as described in Note 12.
- b. The Company had commitments on the research center project relating to electron accelerator technology in respect of (1) the procurement of related machinery and equipment with a non-related company in China amounting to approximately USD 3.3 million (approximately Baht 100.9 million) whereby such amount is net of deposit of approximately USD 0.2 million (approximately Baht 5.0 million) which was presented as part of "Other non-current assets" in the consolidated and separate statements of financial position as at December 31, 2020 and 2019 and (2) construction of sterile building and office with another non-related company amounting to approximately Baht 25.6 million. Such project is attributable to the collaboration agreement on technology and innovation that is signed by the Company and such company together with another non-related company in Thailand.
- c. A subsidiary (TNDTPW) had credit card facility for payment of fuels amounting to Baht 0.1 million with a local bank which is guaranteed by the subsidiary's fixed deposit with such bank amounting to approximately Baht 0.1 million.
- d. A subsidiary (TNDTPW) had commitments on the construction of coal-fired power plant project in Shan State of Myanmar in respect of the related procurement of machinery and equipment of approximately Baht 158.4 million, JPY 567.0 million, and USD 15.3 million (totalling in Baht of approximately 788.2 million) whereby the sources of fund to settle such commitments shall be borrowings of the Company (as being the parent) from financial institutions and other necessary sources of fund.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

- e. The Company had projects, with each two agreements therein, relating to solar PV rooftop system whereby the first agreement was made with local non-related company on the installation of system and equipment of such projects. The second agreement was made for rendering the solar-power electricity generating service to local non-related company and local private university (counterparty) who holds ownership right in the premises on which such system of the Company is installed. The counterparty agreed to pay electricity generating service charge to the Company under the term of service for a period of 18-20 years, starting from the date on which the electricity is started generating to the counterparty, at the mutually-agreed rates specified in the agreement. At the end of the aforesaid 18th-20th years, the Company is committed to transfer the ownership right in all related system and equipment to the counterparty. The contractor and the counterparty must comply with commitments and requirements specified in each of the relevant agreements. Such projects had service costs on development and installation of project assets and commitments for such service costs to pay to the contractors (excluding VAT) as follows:

Project	Contractor	Counterparty	Consolidated and the Company Only (In Million Baht)					
			Service Charges		Paid Service Charges		Commitments	
			2020	2019	2020	2019	2020	2019
1	non-related company	non-related company	15.0	18.0	15.0	4.2	-	13.8
2	non-related company	private university	16.8	16.8	7.1	0.8	9.7	16.0
3	non-related company	non-related company	14.4	-	11.7	-	2.7	-
4	non-related company	non-related company	7.0	-	5.0	-	2.0	-
			<u>53.2</u>	<u>34.8</u>	<u>38.8</u>	<u>5.0</u>	<u>14.4</u>	<u>29.8</u>

The paid service charges were recorded as part of "Other non-current assets" in the consolidated and separate statements of financial position as at December 31, 2020 and 2019. The system installation of the first project was completed in May 2020 (see Note 6) whereby the second and third projects are planned to complete in the second quarter of 2021 and the fourth project is planned to complete in the third quarter of 2021.

THAI NONDESTRUCTIVE TESTING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
Notes to Financial Statements (Continued)
December 31, 2020 and 2019

- f. Other than those discussed in Note (e), the Company had project in progress, with three agreements therein, relating to solar PV rooftop system by the purchase and transfer of right and obligation agreement, system and equipment installation agreement as well as related power purchase agreement whereby the first agreement was made with a local non-related company who transfer rights and obligations. The second agreement was made with two local non-related companies who are contractor on the installation of system and equipment. The third agreement was made for rendering the solar-power electricity generating service to a local non-related company (counterparty) who holds ownership right in the premises on which such system of the Company is installed. The counterparty agreed to pay electricity generating service charge to the Company under the term of service for a period of 15 years, starting from the date on which the electricity is started generating to the counterparty at the mutually-agreed rates specified in the agreement. At the end of the aforesaid 15th year, the Company is committed to transfer the ownership right in all related system and equipment to the counterparty. The Company, the contractors, and the counterparty must comply with commitments and requirements specified in each of the relevant agreements. The project had the values for transfer of rights and obligations as well as service costs on development and installation of project assets and commitments for such service costs to pay to the contractors (excluding VAT) as follows:

	Consolidated and The Company Only (In Million Baht)	
	2020	2019
Transfer of rights and obligations	11.5	11.5
Service charges	3.5	5.6
Paid service charges	(15.0)	(1.8)
Commitments	-	15.3

The paid transfer of rights and obligations as well as service charges were recorded as part of “Other non-current assets” in the consolidated and separate statements of financial position as at December 31, 2020 and 2019. The system installation of such project is planned to complete within the first quarter of 2021.

- g. The Company had contingent liability from being filed a civil case in relation to breach of the agreement for transfer of rights with a local company (plaintiff) whereby the plaintiff has claimed for their damage in amount of approximately Baht 0.99 million. The Company’s attorney had his opinion and filed a petition to defend the case to the Civil Court. However, the court has postponed consideration of the case until the situation of the Coronavirus 2019 pandemic will be relieved and the exact date for consideration shall be determined and informed accordingly.

29. RECLASSIFICATION OF ACCOUNTS

The Company and its subsidiaries reclassified certain accounts in the statements of comprehensive income for the year ended December 31, 2019 in order to conform to and be comparable with the presentation of the statements of comprehensive income for the year ended December 31, 2020 without effect to the previously reported profit or shareholders’ equity. Such reclassification is as follows:

	In Baht			
	Consolidated		The Company Only	
	Reclassified Balance	Previously Reported Balance	Reclassified Balance	Previously Reported Balance
Administrative expenses	49,196,957	54,700,498	42,999,363	48,502,904
Loss on impairment of financial assets	5,503,541	-	5,503,541	-

30. EVENTS AFTER THE REPORTING PERIOD

In January 2021, the subsidiary (TNDTPW), as the respondent, received the written subpoena from the court for mediation before the civil case shall be filed by a local company (the petitioner) in relation to breach of the agreement for construction of works in the coal-fired power plant project because the subsidiary is payable, with overdue balance for such works, to the petitioner in total amount of approximately Baht 66.4 million (the subsidiary has accounted for as payables on purchase of assets as shown in Note 18). However, the court has not yet determined the exact date for mediation until the situation of the Coronavirus 2019 pandemic will be relieved and the exact date for mediation shall be determined and informed accordingly.

At the Board of Directors' meeting on February 27, 2021, the Board of Director passed the resolutions approving the following significant matters whereby the matters discussed in a) b) c) and d) will be proposed for shareholders' approval in the upcoming general shareholders' meeting:

- a) Issuance and offering of debentures in amount not exceeding Baht 1,500 million, in Baht currency or other currencies equivalent to Baht amount.
- b) Issuance and offering of convertible debentures in amount not exceeding Baht 100 million which are convertible debentures, unsubordinated and senior unsecured, with rights to convert to the Company's common shares, that are specifiably offered to Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1"). Such debentures are divided into 20 series, Baht 5 million and 3-year period each serie, and bear interest rate at 2% p.a. whereby the conversion period is everyday but not later than 1 week before maturity date of each serie. The conversion price is determined to be not less than 90% of market prices pertaining to the timing of exercise rights for conversion.
- c) Change in par value of the Company's common share from Baht 1.00 to Baht 0.25.
- d) Increase in the Company's authorized share capital of Baht 20,880,194 by issuance of new 83,520,775 common shares, Baht 0.25 par value, in order to support the exercise of the rights for conversion of convertible debentures.
- e) Approval, in principle, for change in the Group's business structure and establishment of holding company to hold the entities in the Group whereby the Board of Directors directs the Company to educate for more details and in-depth about such matter.

31. APPROVAL OF THE FINANCIAL STATEMENTS

The accompanying financial statements have been approved to be issued by the Audit Committee's meeting of the Company on February 27, 2021.

Certification of Accuracy



4

Certification of Accuracy




"The Company has carefully reviewed the information in this Form 56-1 One Report, and certified that such information was correct, truthful, and complete. The significant matters have been disclosed without misrepresenting or lack of information as well. In addition, the Company hereby certifies that.

(1) Financial statements and financial information, summarized in the Form 56-1 One Report, has shown accuracy and completeness of information, which were financial position, operation results, and cash flow of the Company and Subsidiaries.

(2) The Company has set a disclosure system, to ensure that the Company has disclosed significant information of the Company and Subsidiaries with correctness and completeness, as well as monitoring the implementation of the afore-mentioned systems.

(3) The Company has set a good internal control system and monitored the implementation of the systems. The Company has reported the internal control assessment information on February 27, 2021, to the auditor and the Audit Committee, which covers the deficiencies and significant changes in the internal control system Including any actions that may affect the financial reporting of the Company and subsidiaries"

"In this regard, the Directors have signed as evidence that all documents are verified true."

	Name	Position	Signature
1. Mr. Suwat	Dangpibulskul	- Chairman of the Board - President of Executive Board - Authorized Directors	
2. Mr. Krirkiat	Satavuthi	- Director - Executive Director - Authorized Directors	
3. Miss Chomduen	Satavuthi	- Director - Executive Director - Managing Director - Authorized Directors	



Attachment



5



**Details of the Directors, the Executives, the Top Authorized Person to have responsibilities
in Accounting and Finance, the Assigned Person to be directly responsible
for the supervision of accounting, the Company Secretary,
and the Representatives to liaise in case of being Foreign Company.**



on February 27, 2021

No.	Name-Surname / Position / Date of appointment / Directorship	Age (Year)	Education	Shareholding (%)	Family Relation to Executive Directors	Experience		
						Period	Position	Organization / Company Name
1.	Mr. Suwat Dangpibulskul Position: - Chairman of the Board - President of Executive Board Appointed: 26 April 2007 Tenure of Directors in TNDT: 14 years 26 April 2007 - 28 April 2008 28 April 2008 - 26 April 2010 26 April 2010 - 22 April 2013 22 April 2013 - 22 April 2015 27 April 2015 - 23 April 2018 23 April 2018 - Present Board Member / Management in Other Listed Company: - None - Board Member / Management in Non-Listed Company: - None -	79	Bachelor Degree - Medical Science, Mahidol University - Law, Ramkamheang University Training organized by Thai Institute of Directors (IOD): - Director Accreditation Program No. 61/2007	3.82	Spouse / no marriage registration of Miss Chomduen Satavuthi, Director, Executive Director, Managing Director / CEO	2007 - Present	- Chairman of the Board / President - Consultant - Radiation Technics - Consultant - Law and Finance	Thai NDT Public Company Limited
						1982 - 2007	- Consultant - Radiation Technics - Consultant - Law and Finance	Thai NDT Company Limited
						1978 - 1982	- Trainer Nondestructive Testing Institutions, government agencies and enterprises. - Radiography Products Specialist	KODAK (Thailand) Company Limited
						1970 - 1988	- Radiography Products Specialist - Sales Manager Medical & Industrial Radiography Market Dept. and Motion Picture and Audio Visual Market Dept.	KODAK (Thailand) Company Limited

199

200



No.	Name-Surname / Position / Date of appointment / Directorship	Age (Year)	Education	Shareholding (%)	Family Relation to Executive Directors	Experience		
						Period	Position	Organization / Company Name
3.	Miss Chomduen Satavuthi (continuous) Position: - Director - Executive Director - Managing Director / CEO Appointed: 26 April 2007 Tenure of Directors in TNDT: 14 years 26 April 2007 - 27 April 2009 27 April 2009 - 27 April 2011 27 April 2011 - 28 April 2014 28 April 2014 - 24 April 2017 24 April 2017 - 27 April 2020 27 April 2020 - Present Board Member / Management in Other Listed Company: - None - Board Member / Management in Non-Listed Company: 2 companies 1. Director of Enspect Group Company Limited Type of Business : Building and Construction Control 2. Director of Phuttharaksa Power Company Limited (previously known as TNDT Ricebran oil Company Limited) Type of Business : Energy and Consumables	75	<u>Master Degree</u> - Engineering - Nuclear Technology, Chulalongkorn University <u>Bachelor Degree</u> - Chemistry Science, Chiang Mai University Training organized by Thai Institute of Directors (IOD): - Director Accreditation Program No. 61/2007	38.67	Spouse / no marriage registration of Mr. Suwat. Dangpibulskul and Elder Sister of Mr. Krirkkiat Satavuthi : -	2007 - Present	- Director - Executive Director - Managing Director / CEO	Thai NDT Public Company Limited
						1982 - 2007	- Managing Director	Thai NDT Company Limited
						2532	- Participate in Drafting	the Standard of "Qualificaion of inspectors of LP cooking gas and oil cylinder, gas storage tank, gas & oil transportation tank, pipeline and piping systems and certificate for inspectors." (Notification in the Gazette) (Presently called "Notification of the Department of Energy Businee, Ministry of Energy).
						1982	- Participate in Establishment	"Non-Destructive Testing Association" to disseminate the knowledge and training NDT Personnel according to international standards.
						1978 - 1982	- Trainer, Non-destructive Testing - Both institutions / government agencies and enterprises. - Radiography Products Specialist	KODAK (Thailand) Company Limited
						1970 - 1977	- Researcher	Medical Research Center - SEATO, Phramongkutkloa Hospital
						1969 - 1970	- Government Scientist - Science	Department, Ministry of Industry



No.	Name-Surname / Position / Date of appointment / Directorship	Age (Year)	Education	Shareholding (%)	Family Relation to Executive Directors	Experience		
						Period	Position	Organization / Company Name
4.	Mr. Krirkkiat Satavuthi Position: - Director - Executive Director Position: 26 April 2007 Tenure of Directors in TNDT: 14 years 26 April 2007 - 26 April 2010 26 April 2010 - 23 April 2012 23 April 2012 - 28 April 2014 28 April 2014 - 25 April 2016 25 April 2016 - 23 April 2018 23 April 2018 - 27 April 2020 23 April 2020 - Present Board Member / Management in Other Listed Company: - None - Board Member / Management in Non-Listed Company: - None -	74	<u>Master Degree</u> - Civil Engineering, Brigham Young University, U.S.A. <u>Bachelor Degree</u> - Civil Engineering, Kasetsart University Training organized by Thai Institute of Directors (IOD): - Director Accreditation Program No. 61/2007	4.27	Younger Brother of Miss Chomduen Satavuthi, Director / Executive Director / Managing Director / CEO	2007 - Present	- Director - Executive Director	Thai NDT Public Company Limited
						2002 - 2007	- Director - Senior Consulting Engineer	Thai NDT Company Limited
						1970 - 2007	- Professional Engineers, 9 worchor	Department of Highways



No.	Name-Surname / Position / Date of appointment / Directorship	Age (Year)	Education	Shareholding (%)	Family Relation to Executive Directors	Experience		
						Period	Position	Organization / Company Name
5.	Squadron Leader Anek Panturaks Position: - Director Position: 26 April 2007 Tenure of Directors in TNDT: 14 years 26 April 2007 - 26 April 2010 26 April 2010 - 23 April 2012 23 April 2012 - 28 April 2014 28 April 2014 - 25 April 2016 25 April 2016 - 23 April 2018 23 April 2018 - 27 April 2020 23 April 2020 - Present Board Member / Management in Other Listed Company: - None - Board Member / Management in Non-Listed Company: - None -	86	Bachelor Degree - Mechanical Engineering (honor row), Chulalongkorn University Training organized by Thai Institute of Directors (IOD): - Director Accreditation Program No. 61/2007	-	-	2007 - Present 2002 - 2007 1987 - 1996 1972 - 1987 1968 - 1972 1956 - 1968	- Director - Senior Advisor Engineer - Senior Advisor Engineer - Head of the Center of Research and Technological - Service Manager - Field Engineers - Head of Lathing and Casting Section	Thai NDT Public Company Limited Thai NDT Public Company Limited Development in Aerospace and Automotive. TISTR The International Engineering Company Limited Ray Lam Battery Company Limited Air Engineering Department

No.	Name-Surname / Position / Date of appointment / Directorship	Age (Year)	Education	Shareholding (%)	Family Relation to Executive Directors	Experience		
	Period					Position	Organization / Company Name	
6.	<p>Dr. Wicha Jiwalai</p> <p>Position:</p> <p>- Independent Director</p> <p>- Chairman of the Audit Committee</p> <p>- Chairman of Nomination and Remuneration Committee</p> <p>Appointed:</p> <p>26 April 2007</p> <p>Tenure of Directors in TNDT:</p> <p>14 years</p> <p>26 April 2007 - 28 April 2008</p> <p>28 April 2008 - 27 April 2011</p> <p>27 April 2011 - 28 April 2014</p> <p>28 April 2014 - 24 April 2017</p> <p>24 April 2017 - 27 April 2020</p> <p>27 April 2020- Present</p> <p>Board Member / Management in Other Listed Company:</p> <p>2 Company</p> <p>1. Chairman of the Audit Committee</p> <p>STP&I Public Company Limited</p> <p>Type of Business : Steel Structure & Piping Fabrication, Process Module and Other Steel Fabrication</p> <p>2. Audit Committee</p> <p>Thai Optical Group Public Company Limited</p> <p>Type of Business : Manufacturer and distributor of the entire plastic eyesight products and services.</p> <p>Board Member / Management in Non-Listed Company:</p> <p>2 Company</p> <p>1. Chairman of Salittara Company Limited</p> <p>Type of Business : Agent and broker in sales, leasing, mortgages, sale on consignment of land and real estate, allocation of land, condominiums, and parking</p> <p>2. Director of World Resort Company Limited</p> <p>Type of Business : Bungalow and resort services.</p>	77	<p><u>Ph.D. degree</u></p> <p>Geodetic Science (honor row), Ohio State University, U.S.A.</p> <p><u>Master degree</u></p> <p>Cartography Engineering, ITC Institute, the Netherland.</p> <p><u>Bachelor Degree</u></p> <p>Civil Engineering, Chulalongkorn University (Bhurachatra Scholarships throughout the study.)</p> <p>Training organized by Thai Institute of Directors (IOD):</p> <p>- Director Certification Program No. 14/2002</p> <p>- Director Accreditation Program No. 8/2004</p> <p>- Finance for Non-Finance Director No. 10/2004</p> <p>- Audit Committee Program No. 11/2006</p> <p>- The Role Of Chairman No. 13/2006</p> <p>- Chartered Directors No. 1/2007</p>	-	-	<p>Private Sector</p> <p>- Independent Director</p> <p>- Chairman of the Audit Committee</p> <p>- Chairman of Nomonation and Remuneration Committee</p> <p>- Chairman of the Audit Committee</p> <p>- Audit Committee</p> <p>- Chairman</p> <p>- Director</p> <p>Professional Association</p> <p>- Chairman</p> <p>- Honorary Director</p> <p>- Academic Director, Civil Engineering</p> <p>- Honorary President</p> <p>Government Sector</p> <p>- President of the Executives Board</p> <p>- Deputy Bangkok Governor</p> <p>- Associate Professor and Head</p> <p>- Professor</p> <p>- Operational Committee for Civil Engineering Dictionary</p> <p>- Director of Town and Country Planning</p>	<p>Thai NDT Public Company Limited</p> <p>STP&I Public Company Limited</p> <p>Thai Optical Group Public Company Limited</p> <p>Salittara Company Limited</p> <p>World Resort Company Limited</p> <p>Surveying and Mapping Society of Thailand</p> <p>Association of Thai Condominium</p> <p>The Engineering Institute of Thailand</p> <p>The Asean Federation on Land Surveying and Geomatic (AFLAG)</p> <p>Geo-Informatics and Space Technology Development Agency (Public Organization)</p> <p>Survey Engineering Department, Faculty of Engineering, Chulalongkorn University</p> <p>The Faculty of Engineering, Chulalongkorn University</p> <p>The Royal Society</p> <p>The Office of Town and Country Planning Board</p>	



No.	Name-Surname / Position / Date of appointment / Directorship	Age (Year)	Education	Shareholding (%)	Family Relation to Executive Directors	Experience		
						Period	Position	Organization / Company Name
7.	Mr. Vichai Watcharavatanakul Position: - Independent Director - Member of the Audit Committee - Member of Nomination and Remuneration Committee Appointed: 26 April 2007 Tenure of Directors in TNDT: 14 years 26 April 2007 - 26 April 2010 26 April 2010 - 22 April 2013 22 April 2013 - 25 April 2016 25 April 2016 - 29 April 2019 29 April 2019 - Present Board Member / Management in Other Listed Company: 1 Company 1. Independent Director / Member of the Audit Committee of Marsun Public Company Limited Type of Business : Auditing, Accounting Board Member / Management in Non-Listed Company: 1 Company 1. Director of Consulting System Company Limited Type of Business : Auditing, Accounting	68	Master degree - Political Science, NIDA Bachelor degree - Accounting, 1st honor, Thai Chamber of Commerce University - Law, Thammasat University High Vocational - Accounting Audit, Chulalongkorn University Training organized by Thai Institute of Directors (IOD): - Director Accreditation Program No. 61/2007	-	-	2017 - Present	- Independent Director - Member of the Audit Committee	Marsun Public Company Limited
							- Director	Consulting System Company Limited
						2014 - Present	- Independent Director - Member of the Audit Committee - Member of Nomination and Remuneration Committee,	Thai NDT Public Company Limited
						2010 - Present	- Independent Director / - Member of the Audit Committee	Thai NDT Public Company Limited
						1995 - Present	- Certified Accounting Auditor (Registered Auditor No.3055), accounting and tax consultant	Freelance
						1986 - 1995	- Division Chief of Plan and Budget	Sugar Factory, Department of Industrial Works
						1980 - 1986	- Head of department budgets and spending	Sugar Factory, Department of Industrial Works
						1978 - 1980	- Assistant Internal Audit	Sugar Factory, Department of Industrial Works
						1976 - 1978	- Auditor level 1	Sugar Factory, Department of Industrial Works



No.	Name-Surname / Position / Date of appointment / Directorship	Age (Year)	Education	Shareholding (%)	Family Relation to Executive Directors	Experience		
						Period	Position	Organization / Company Name
8.	Dr.Jumpon Kluaymai-ngarm Position: - Independent Director - Member of the Audit Committee Appointed: 22 December 2018 Tenure of Directors in TNDT: 2 years 4 months 22 December 2018 - Present Board Member / Management in Other Listed Company: - None - Board Member / Management in Non-Listed Company: - None -	37	<u>Ph.D. degree</u> - Economics Loughborough University, United Kingdom <u>Master degree</u> - Economics University of Antwerp, Belgium <u>Bachelor Degree</u> - B.B.A. (First-class Honors), (Business Economics) Asian University, Chonburi Training organized by Thai Institute of Directors (IOD): - Director Certification Program No. 271/2019 - Advanced Audit Committee Program No. 33/2019 - Risk Management Program for Corporate Leaders Class No. 19/2020 - Boardroom Success through Financing and Investment No. 8/2020 - How to Develop a Risk Management Plan No. 27/2020	-	-	Dec 2018 - Present Aug 2017 - Present Mar 2017 - Jul 2017 May 2016 - Jun 2016 Oct 2015 - Feb 2017 Aug 2014 - May 2015 Oct 2010 - May 2014	- Independent Director - Member of the Audit Committee - Lecturer, Faculty of Business and Technology - Head of Industry Research (Real Estate and Services), Research Division - Guest Lecturer, Faculty of Economics - Industry Strategist, Research Division - Part-time Lecturer, Faculty Business - Bought in Teacher	Thai NDT Public Company Limited Stamford International University Bank of Ayudhya Rangsit University Bank of Ayudhya Asian University School of Business and Economics, Loughborough University



No.	Name-Surname / Position / Date of appointment / Directorship	Age (Year)	Education	Shareholding (%)	Family Relation to Executive Directors	Experience		
						Period	Position	Organization / Company Name
9.	Mr. Thanun Satavuthi Deputy Managing Director - Internal Audit Manager (Acting) - Corporate Strategy Manager (Acting) - Representatives to liaise in case of being Foreign Company	37	<u>Master degree</u> - Business Administration Assumption University <u>Bachelor degree</u> - Electrical and Electronic Engineering Asian University	0.13	son of Mr.Suwat Dangpibulskul, Chairman of the Boards and President of Executive Board. and Ms. Chomduen Satavuthi, Director / Executive Director / Managing Director / CEO and Nephew of Mr. Krikkiat Satavuthi, Directors / Executive Director	2016 - Present	- Internal Audit Manager (Acting) - Corporate Strategy Manager (Acting)	Thai NDT Public Company Limited
						2016 - Present	- Deputy Managing Director	Thai NDT Public Company Limited
						2013 - 2516	- Assistant Managing Director	Thai NDT Public Company Limited
10.	Mr. Sahawat Techachan Business Development Manager	61	<u>Certificates</u> - Mechanical Engineering, Northeastern Technology College	lower than 1%	-	1989 - Present	-Sale Manager	Thai NDT Public Company Limited
						2012 - 2016	-Vice President	Thai Society for Non-Destructive Testing (TSNT)
11.	Mr. Tin Maung Aye Technical Manager	58	<u>Bachelor degree</u> - Mechanical Engineering, Institute of Technology, Yangon, Burma <u>Certificates</u> - Welding Engineer, International Institute of Welding - ASNT NDT Level III ASNT	lower than 1%	-	1998 - Present 2010 - 2012	- Technical Manager - Director	Thai NDT Public Company Limited Thai Society for Non-Destructive Testing (TSNT)



No.	Name-Surname / Position / Date of appointment / Directorship	Age (Year)	Education	Shareholding (%)	Family Relation to Executive Directors	Experience		
						Period	Position	Organization / Company Name
12.	Mr. Somouy Tangchithavorngul - Operations Manager - HSEQ Manager - Quality Manager	52	<u>Master degree</u> - Business Administration, Ramkamheang University <u>Bachelor degree</u> - Aviation Maintenance, San Jose State University USA	lower than 1%	-	1999 - Present	- Operations Manager - Quality Manager - HSEQ Manager	Thai NDT Public Company Limited
13.	Mr. Thammarath Sroysomboon - Operations Manager - Operation Support Manager	52	<u>Bachelor degree</u> - Welding Engineering, King Mongkut's Technology North Bangkok University	lower than 1%	-	2017 - Present 1998 - Present 2010 - 2012	- Operation Support Manager - Operations Manager - Director	Thai NDT Public Company Limited Thai NDT Public Company Limited Thai Society for Non-Destructive Testing (TSNT)
14.	Miss Vajana Sakulraemrungs - Office Management in Administrative Manager (Secretary Office) - Human Resource Manager	61	<u>Bachelor degree</u> - Bachelor of Liberal Arts, Thammasat University	1.97	-	2005 - Present	- Office Management Manager (Secretary Office) - Human Resource Manager	Thai NDT Public Company Limited
15.	Mr. Niyom Minivathakorn - Finance and Accounting Manager	54	<u>Bachelor degree</u> - Accounting, Kasem Bundit University <u>High Vocational</u> - Accounting College of Technology and Vocational Education, Bangkok Commercial Campus <u>Certificates</u> - Cetified Accountant in year 2000, Ministry of Commerce	-	-	2011 - Present 2002 - Present	- Finance and Accounting Manager - Office Manager - Director - Assistant Auditor	Thai NDT Public Company Limited Piya Arpa Accounting Arpakorn Advisory Company Limited S.B. Auditing Service Company Limited



No.	Name-Surname / Position / Date of appointment / Directorship	Age (Year)	Education	Shareholding (%)	Family Relation to Executive Directors	Experience		
						Period	Position	Organization / Company Name
16.	Miss Sasiprapha Saengchai - Company Secretary - Secretary of Sub-Committee - Compliance	40	<u>Master degree</u> -Master of Science (Agro-Industrial Technology Management) Kasetsart University <u>Bachelor degree</u> - Food Process Engineering, Chiangmai University	-	-	2014 - Present	- Company Secretary - Secretary of Audit Committee / Nomination and Remuneration / Executive Board	Thai NDT Public Company Limited
						2012 - Present	- Company Secretary - Secretary of Audit Committee / Executive Board	Thai NDT Public Company Limited
						2009 - 2012	- Senior Supervisor Administration - Executive Secretary - Auditor of Internal Quality Audit	Pakfood Public Company Limited
						2004 - 2009	- Production Supervisor - Auditor of Internal Quality Audit	Asia Pacific (Thailand) Company Limited affiliated company in Pakfood Public Company Limited

Details of the Directors of the Subsidiary

Director 's Name		TNDT	Subsidiary				
			LTNDT	TNDT CM	TNDT POWER	MKTNDT	PT TNDT
1. Mr. Suwat	Dangpibulskul	X1, X4	-	-	-	/	-
2. Mr. Chaya	Jivacate	V, ///	-	-	-	-	-
3. Miss Chomduen	Satavuthi	/, //, M	/	/	/	/	X1
4. Mr. Krirkkiat	Satavuthi	/, //	-	-	-	-	-
5. Squadron Leader Anek	Panturaks	/	-	-	-	-	-
6. Dr. Wicha	Jiwalai	X2, X3, ///	-	-	-	-	-
7. Mr. Vichai	Watcharavatanakul	/, ///, ////	-	-	-	-	-
8. Dr.Jumpon	Kluaymai-ngarm	/, ///	-	-	-	-	-

Remark :
1. Position descriptions

X1 = Chairman of the Board
 X2 = Chairman of the Audit Committee
 X3 = Chairman of the Nomination and Remuneration Committee
 X4 = President of Executive Board
 V = Vice Chairman of the Board

/ = Director
 // = Executive Director
 /// = Independent Director / Director of the Audit Committee
 //// = Director of the Nomination and Remuneration Committee

M = Managing Director / CEO

2. Subsidiary

- TNDT = Thai Nondestructive Testing (Public) Company Limited
- LTNDT = LTNDT Company Limited
- TNDT CM = TNDT CM Company Limited
- TNDT POWER = TNDT POWER Company Limited
- MKTNDT = MKTNDT Company Limited
- PT TNDT INSPECTION AND CONSULTATION Company Limited



The Company has entered into a joint venture with an entrepreneur in the Lao People's Democratic Republic, unrelated person. The Company has 70% shares held while the Companies in the Lao People's Democratic Republic has 30% shares held, under the name **"LTNDT Company Limited"** or **"LTNDT"**, to operate the project consultant business, under the Investment promotion (BOI) for a period of 15 years.

"TNDT CM Company Limited" or **"TNDT CM"**, a Company registered in Thailand, has operated a coal mine business in the Republic of the Union of Myanmar, where Thai NDT Public Company Limited has 46% shares held, Ms. Chomduen Satavuthi (Director and Executive of TNDT) has 32% shares held, while Khun Karnsiri Karnthanasap (un-related person) holding 22% shares of paid-up capital.

"TNDT Power Company Limited" or **"TNDT POWER"**, a Company registered in Thailand, has operated both domestic and international energy businesses. Thai NDT Public Co., Ltd. has 99.97% shares held, Mr. Thanun Satavuthi (TNDT's Executive) has 0.01% shares held, while Ms. Vajana Sakulraemrungs (TNDT's Executive) holding 0.01% of the paid-up capital.

The Company has entered into an investment (Joint Venture) with a partner in the Republic of the Union of Myanmar, under the name **"MKTNDT Company Limited"** or **"MKTNDT"** on 30th June 2014, to operate energy business and other related in the Republic of the Union of Myanmar. The joint venture was by Min Khit Thit Mining Company Limited ("MKT") has 45% shares held, while Thai NDT Public Company Limited ("TNDT") held 55% shares, with the registered capital of 1,000,000,000 Kyats (about 28,300,000 baht).

The Company entered into an investment (Joint Venture) with an entrepreneur in the Republic of Indonesia, under the name of **"PT TNDT INSPECTION AND CONSULTATION"** on August 25, 2020, in order to prepare the operation of electrical installation systems and other related businesses in the Republic of Indonesia, by investing with Mr. Sukrawadi, an un-related Indonesian person, holding 5% of shares while Thai NDT Public Company Limited ("TNDT") holding 95% shares, the registered capital of 11,000,000,000 rupiahs (approximately 23,500,000 baht).



Details of Chief of Internal Auditors and Chief of Compliance of the Company

Chief of Internal Auditors

1. Mr. Krod Songmuang (Freelance, On duty from Q4/2014 until Q3/2020)

Age : 47 Years

Present Position : Lecturer, Head of Accounting Department
Faculty of Business Administration, Kasembundit University

การศึกษา : **Master Degree**
M.BA. (Accounting for Planning and Control)
Kasetsart University.

Bachelor Degree
BA. (Accounting)
Rajamongkala Institute of Technology (Northeastern Campus)
(Currently is Rajamangala University of Technology Isan)

Experiences

1999 - Present : Lecturer, Head of Accounting Department
Faculty of Business Administration, Kasembundit University

2008 - 2011 : Head of Department of Accounting
Faculty of Business Administration, Kasembundit University

2007 and 2012 : Curriculum Development Committee
Faculty of Business Administration, Kasembundit University

2011 - 2016 : Planning and Development Committee
Faculty of Business Administration, Kasembundit University

Risk Management Committee
Faculty of Business Administration, Kasembundit University

Assistant in Student Affair
Accounting Department, Faculty of Business Administration, Kasembundit University

2016 : Assistant Dean in Special Affairs
Faculty of Business Administration, Kasembundit University

2018 - Present : Head of Accounting Department
Faculty of Business Administration, Kasembundit University

Experiences in Teaching - Training - Academic Performance

1.1 Teaching

- AC.101 Principles of Accounting 1
- AC.204 Managerial Accounting
- AC.309 Accounting Information Systems
- AC.409 Accounting Theory
- AC.414 Financial Reports and Analysis
- AC.416 Computer Application in Accounting
- FB.330 Financial Statement Analysis

1.2 Lecturer

- โครงการอบรมผู้ประกอบการ SME ด้านการจัดทำบัญชีและการวางแผนทางการเงิน
- การใช้ข้อมูลในการตัดสินใจ
- ภาษีเงินได้ (TAS. 12)
- การจัดทำแผนธุรกิจและการวางแผนทางการเงิน
- แนวทางการจัดทำบัญชีสำหรับร้านค้าประชาชน
- การบัญชีและภาษีอากรสำหรับร้านค้าปลีกขนาดเล็ก (โชวห่วย) จัดโดย กรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์

1.3 Academic Performance

- ตำรา หลักการบัญชี 1
- ตำรา การรายงานทางการเงินและการวิเคราะห์
- ตำรา การใช้คอมพิวเตอร์ในงานบัญชี
- บทความ : The Forecasting of Crypto Currency Price by Correlation and Regression Analysis.

Training Related

1. ต้นแบบและโปรแกรมระบบบัญชี
2. วิชาชีพตรวจสอบภายใน : บทบาทใหม่ของนักบัญชี
3. หลักฐานการตรวจสอบและการรวบรวมหลักฐาน
4. การประเมินความเสี่ยงในการตรวจสอบ
5. Innovation Financial Product
6. Operation Risk Management
7. การวิเคราะห์การเงินของบริษัทฯ จดทะเบียน
8. โครงการอบรมสำหรับผู้บังคับบัญชา เรื่อง "การบริหารงานอย่างมีประสิทธิภาพ"
9. โครงการอบรมสำหรับผู้บังคับบัญชา เรื่อง "จิตวิทยาเพื่อความสำเร็จในการทำงาน"
10. โครงการอบรมสำหรับผู้บังคับบัญชา เรื่อง "ภาวะผู้นำในยุคการเปลี่ยนแปลง"
11. โครงการอบรมเพื่อพัฒนาหรือสร้างหน่วยตรวจประเมิน เรื่อง "การเป็นผู้ตรวจประเมินรับรองคุณภาพสำนักงานบัญชี"
12. เราจะอยู่อย่างไรในอาเซียน? ประชาคมภายใต้ความหลากหลาย
13. การบริหารจัดการภายใต้ความท้าทายของ AEC
14. การเลือกสถิติในการวิจัย
15. การสร้างแบบสอบถามเพื่อการวิจัย
16. เทคนิคการเขียนบทความวิจัย
17. เทคนิคการวางแผนธุรกิจและกลยุทธ์การจัดทำงบประมาณอย่างมืออาชีพ
18. การวางแผนและจัดทำงบประมาณเชิงกลยุทธ์
19. การพัฒนาตัวชี้วัดเพื่อประเมินความสำเร็จของแผนกลยุทธ์
20. เจาะลึกมาตรฐานการรายงานทางการเงินสำหรับกิจการ NPAEs
21. การจัดทำบัญชีตามข้อกำหนดของ ป.ป.ช.
22. อบรมมาตรฐานการรายงานทางการเงิน เรื่อง มาตรฐานการรายงานทางการเงินที่เกี่ยวข้องกับการเปิดเผยข้อมูล

Internal Audit Controller and Compliance

23. อบรมมาตรฐานการรายงานทางการเงิน เรื่อง มาตรฐานการรายงานทางการเงินที่เกี่ยวข้องกับสินทรัพย์และหนี้สิน
24. อบรมมาตรฐานการรายงานทางการเงิน เรื่อง มาตรฐานการรายงานทางการเงินที่เกี่ยวข้องกับเครื่องมือทางการเงินและงบการเงินรวม
25. อบรมมาตรฐานการรายงานทางการเงิน เรื่อง มาตรฐานการรายงานทางการเงินที่เกี่ยวข้องกับการรวมธุรกิจและการจัดทำงบการเงินรวม
26. ก้าวทันมาตรฐานการรายงานทางการเงินฉบับปรับปรุง 2555 ที่มีผลบังคับใช้ในปี 2557
27. การกำกับดูแลกิจการและการควบคุมภายในตามแนวคิดของ COSO
28. การประเมินความเสี่ยงกับการควบคุมภายใน
29. การบริหารความเสี่ยง (Risk Management)
30. การวางแผนการตรวจสอบภายในและการบริหารกิจกรรมการตรวจสอบภายใน
31. การประเมินความเสี่ยงและแนวการตรวจสอบภายใน : กรณีศึกษา
32. มาตรฐานการรายงานทางการเงิน ฉบับที่ 9 เรื่อง เครื่องมือทางการเงิน
33. ร่างมาตรฐานการรายงานทางการเงินสำหรับกิจการขนาดกลางและขนาดย่อม
34. สรุปมาตรฐานการบัญชีที่มีการเปลี่ยนแปลงในปี 2559
35. มาตรฐานการรายงานทางการเงินสำหรับธุรกิจขนาดกลางและขนาดย่อม
36. Big Data พลังขับเคลื่อนเศรษฐกิจดิจิทัล
37. การเลือกใช้สถิติเพื่อการวิเคราะห์เชิงปริมาณ
38. การบัญชีเกี่ยวกับสัญญาเช่า (Accounting for Lease)
39. มาตรฐานการบัญชีและมาตรฐานการรายงานทางการเงินเกี่ยวกับกลุ่มเครื่องมือทางการเงิน (Group of Accounting Standard and Financial Reporting Standard : Financial Instruments)
40. มาตรฐานการรายงานทางการเงินฉบับที่ 15 เรื่อง รายได้จากการสัญญาที่ทำกับลูกค้า

Internal Audit Governance and Compliance

In 2020, the Audit Committee has appointed Mr. Thanun Satavuthi to monitor and control the internal audit department since the 2nd quarter of 2020.

1. Mr. Thanun Satavuthi

Age	:	37 Years
Present Position	:	Deputy Managing Director Internal Audit Manager (Acting) Corporate Strategy Manager (Acting)
Education	:	Master Degree Business Administration, Assumption University Bachelor Degree Electrical and Electronic Engineering Asian University

Experiences

2013 - 2516	:	Assistant Managing Director Thai Nondestructive Testing Public Co.,Ltd.
2016 - Present	:	Deputy Managing Director Internal Audit Manager (Acting) Corporate Strategy Manager (Acting)

**2. Miss Alisa Thaosisakul (On duty since Q1 / 2020)**

Age : 29 Years

Present Position : Head of Internal Audit

Education : **Bachelor Degree**
BA. (Accounting)
Rajamangala University of Technology Isan (Nakornratchasima Campus)

Experiences

February 2020 - Present : Head of Internal Audit
Thai Nondestructive Testing Public Co.,Ltd.

March 2018 - January 2020 : Internal Audit Officer (Outsource)
Siam Makro Public Co. Ltd.

August 2017 - February 2018 : Internal Audit Officer
Singer (Thailand) Public Co., Ltd.

Training

September 2020 : Adopting data science & automation in internal
The Institute of Internal Auditors of Thailand

October 2020 : Developing the scope of modern audit services
The Institute of Internal Auditors of Thailand

3. Miss Tanchanok Losomsab (On duty since Q3 / 2020)

Age : 23 Years

Present Position : Internal Audit Officer

Education : **Bachelor Degree**
BA. (Accounting), the 2nd Honors
Naresuan University

Experiences

September 2020 – Present : Internal Audit Officer
Thai Nondestructive Testing Public Co.,Ltd.

December 2019 – March 2020 : Assistant to Auditor (Internship)
Dr. Virach & Associates Office Co., Ltd.

April 2019 – June 2019 : Accounting Officer of Suppliers Department (Internship)
Phitsanulok Sugar Co.,Ltd.

Training

September 2018 : Accounting Training Project with Flow Account System
The Institute of Internal Auditors of Thailand

September 2019 : Workshop Project “RD Tax Camp”
Part : The Popular Online Community

Chief of Compliance

The Company does not set up the Compliance Unit. However, the Company has assigned the Company Secretary Office to be responsible for governance, monitoring BOD activities and reporting to the Board of Directors. The Company Secretary's duties and responsibilities are to ensure the Board of Directors, Executives and Employees to comply correctly with Rules and Regulations of the SEC, the SET and the Public Company Limited Act and other relevant laws.



Attachment 4 : Details of the Property Appraisal

The Company does not have the details of Property Appraisal.

Attachment 5: Policy and Practice of Corporate Governance and Code of Business Conduct

The Company has disclosed the Policy and Practice of Corporate Governance, and the Code of Business Conducts on the Company's website: www.tndt.co.th with details as follows;

1. Corporate Governance Policy

Page Sustainability >> **Title** Good Corporate Governance >> **Subtitle** Corporate Governance Policy (Download PDF)

2. Corporate Governance Code

Page Sustainability >> **Title** Good Corporate Governance >> **Subtitle** Corporate Governance Code (Download PDF)

3. Code of Business Conduct

Page Sustainability >> **Title** Code of Business Conduct >> **Subtitle** Code of Business Conduct (Download PDF)

Attachment 6: Report of the Audit Committee and Report of the Nomination and Remuneration Committee

The Company has disclosed the Reports of Committee with the details as follows :-

1. The Report of the Audit Committee is on the Form 56-1 One Report page 35-37.

2. The Report of the Nomination and Remuneration Committee is on the Form 56-1 One Report page 38-39.



Assessment of the Adequacy of the Internal Control System

Thai Nondestructive Testing Public Company Limited



February 27, 2021

**The Assessment Form has been set by the Board of Directors
which was of opinion of the Board
for the Adequacy of the Internal Control System
by the guideline of COSO**

(The Committee of Sponsoring Organizations of the Tread way Commission)

ส่วนที่ 1 : สภาพแวดล้อมการควบคุม (Control Environment)

การมีโครงสร้างองค์กรและสภาพแวดล้อมที่ดีซึ่งเป็นรากฐานที่สำคัญของระบบการควบคุมภายในที่มีประสิทธิผล ดังนั้น จึงมีความจำเป็นที่ต้องสร้างสภาวะหรือปัจจัยต่างๆ ซึ่งเอื้อให้ระบบการควบคุมภายในดำเนินไปได้ตามที่บริษัทมุ่งหวัง เป็นการสร้างบรรยากาศการควบคุมเพื่อส่งเสริมให้ทุกคนในบริษัทตระหนักถึงความจำเป็นของระบบการควบคุมภายใน เช่น การที่ฝ่ายบริหารให้ความสำคัญต่อความซื่อสัตย์สุจริตและจริยธรรมในการดำเนินธุรกิจ การจัดการโครงสร้างขององค์กรอย่างเหมาะสม การกำหนดหน้าที่อย่างชัดเจนการมีนโยบายและระเบียบปฏิบัติที่เป็นลายลักษณ์อักษร เป็นต้น

1. องค์กรแสดงถึงความยึดมั่นในคุณค่าของความซื่อตรง (integrity) และจริยธรรม

1.1 คณะกรรมการและผู้บริหารกำหนดแนวทางและมีการปฏิบัติที่อยู่บนหลักความซื่อตรงและการรักษาจรรยาบรรณในการดำเนินงานที่ครอบคลุมถึง

1.1.1 การปฏิบัติหน้าที่ประจำวัน และการตัดสินใจในเรื่องต่างๆ

☒ ใช่

☐ ไม่ใช่

1.1.2 การปฏิบัติต่อลูกค้า ลูกค้า และบุคคลภายนอก

☒ ใช่

☐ ไม่ใช่

1.2 มีข้อกำหนดที่เป็นลายลักษณ์อักษรให้ผู้บริหารและพนักงานปฏิบัติหน้าที่ด้วยความซื่อตรงและรักษาจรรยาบรรณ ที่ครอบคลุมถึง

1.2.1 มีข้อกำหนดเกี่ยวกับจริยธรรม (Code of Conduct) สำหรับผู้บริหารและพนักงานที่เหมาะสม

☒ ใช่

☐ ไม่ใช่

1.2.2 มีข้อกำหนดห้ามผู้บริหารและพนักงานปฏิบัติตนในลักษณะที่อาจก่อให้เกิดความขัดแย้งทางผลประโยชน์กับกิจการ ซึ่งรวมถึงการห้ามคอร์รัปชันอันทำให้เกิดความเสียหายต่อองค์กร

☒ ใช่

☐ ไม่ใช่

1.2.3 มีบทลงโทษที่เหมาะสมหากมีการฝ่าฝืนข้อกำหนดข้างต้น

☒ ใช่

☐ ไม่ใช่

ส่วนที่ 1 : สภาพแวดล้อมการควบคุม (Control Environment) (ต่อ)

- 1.2.4 มีการสื่อสารข้อกำหนดและบทลงโทษข้างต้นให้ผู้บริหารและพนักงานทุกคนรับทราบ เช่น รวมอยู่ในการปฐมนิเทศพนักงานใหม่ ให้พนักงานลงนามรับทราบข้อกำหนดและบทลงโทษเป็นประจำทุกปี รวมทั้งมีการเผยแพร่ Code of Conduct ให้แก่พนักงานและบุคคลภายนอกที่ได้รับทราบ

☒ ใช่

☐ ไม่ใช่

1.3 มีกระบวนการติดตามและประเมินผลการปฏิบัติตาม Code of Conduct

- 1.3.1 การติดตามและประเมินผลโดยหน่วยงานตรวจสอบภายในหรือหน่วยงานกำกับดูแลการปฏิบัติ (compliance unit)

☒ ใช่

☐ ไม่ใช่

- 1.3.2 การประเมินตนเองโดยผู้บริหารและพนักงาน

☒ ใช่

☐ ไม่ใช่

- 1.3.3 การประเมินโดยผู้เชี่ยวชาญที่เป็นอิสระจากภายนอกองค์กร

☒ ใช่

☐ ไม่ใช่

1.4 มีการจัดการอย่างทันเวลา หากพบการไม่ปฏิบัติตามข้อกำหนดเกี่ยวกับความซื่อตรงและการรักษา จรรยาบรรณ

- 1.4.1 มีกระบวนการที่ทำให้สามารถตรวจพบการฝ่าฝืนได้ภายในเวลาที่เหมาะสม

☒ ใช่

☐ ไม่ใช่

- 1.4.2 มีกระบวนการที่ทำให้สามารถลงโทษหรือจัดการกับการฝ่าฝืนได้อย่างเหมาะสมและภายในเวลาอันควร

☒ ใช่

☐ ไม่ใช่

ส่วนที่ 1 : สภาพแวดล้อมการควบคุม (Control Environment) (ต่อ)

1.4.3 มีการแก้ไขการกระทำที่ขัดต่อหลักความซื่อตรงและการรักษาจริยบรรณอย่างเหมาะสมและภายในเวลาอันควร

☒ ใช่

☐ ไม่ใช่

2. คณะกรรมการมีความเป็นอิสระจากฝ่ายบริหารและทำหน้าที่กำกับดูแล (oversight) และพัฒนาการดำเนินการด้านการควบคุมภายใน

2.1 มีการกำหนดบทบาทหน้าที่ของคณะกรรมการแยกจากฝ่ายบริหาร โดยได้สงวนสิทธิ์อำนาจเฉพาะของคณะกรรมการบริษัทไว้อย่างชัดเจน

☒ ใช่

☐ ไม่ใช่

2.2 คณะกรรมการบริษัทกำกับดูแลให้มีการกำหนดเป้าหมายการดำเนินธุรกิจที่ชัดเจนและวัดผลได้เพื่อเป็นแนวทางในการปฏิบัติงานของผู้บริหารและพนักงาน

☒ ใช่

☐ ไม่ใช่

2.3 คณะกรรมการบริษัทกำกับดูแลให้บริษัทกำหนดบทบาทหน้าที่ของคณะกรรมการและผู้บริหารให้ถูกต้องตามกฎหมาย กฎบัตร ซึ่งครอบคลุมบทบาทที่สำคัญของคณะกรรมการตรวจสอบ ผู้สอบบัญชี ผู้ตรวจสอบภายใน และผู้รับผิดชอบต่อรายงานทางการเงิน

☒ ใช่

☐ ไม่ใช่

2.4 คณะกรรมการบริษัทเป็นผู้มีความรู้เกี่ยวกับธุรกิจของบริษัท และมีความเชี่ยวชาญที่เป็นประโยชน์ต่อบริษัท หรือสามารถขอคำแนะนำจากผู้เชี่ยวชาญในเรื่องนั้นๆ ได้

☒ ใช่

☐ ไม่ใช่

2.5 คณะกรรมการบริษัทประกอบด้วยกรรมการอิสระที่มีความรู้ ความสามารถ น่าเชื่อถือ และมีความเป็นอิสระในการปฏิบัติหน้าที่อย่างแท้จริง เช่น ไม่มีความสัมพันธ์ทางธุรกิจกับบริษัท ไม่มีความสัมพันธ์อื่นใดอันอาจมีอิทธิพลต่อการใช้ดุลยพินิจและปฏิบัติหน้าที่อย่างเป็นอิสระ ในจำนวนที่เหมาะสมเพียงพอ

☒ ใช่

☐ ไม่ใช่

ส่วนที่ 1 : สภาพแวดล้อมการควบคุม (Control Environment) (ต่อ)

- 2.6 คณะกรรมการบริษัทกำกับดูแลการพัฒนาและปฏิบัติเรื่องการควบคุมภายในขององค์กร ซึ่งครอบคลุมทั้งการสร้างสภาพแวดล้อมการควบคุม การประเมินความเสี่ยง กิจกรรมการควบคุม ข้อมูลและการสื่อสาร และการติดตาม

☒ ใช่

☐ ไม่ใช่

3. ฝ่ายบริหารได้จัดให้มีโครงสร้างสายการรายงาน การกำหนดอำนาจในการสั่งการและความรับผิดชอบที่เหมาะสม เพื่อให้องค์กรบรรลุวัตถุประสงค์ภายใต้การกำกับดูแล (oversight) ของคณะกรรมการ

- 3.1 ผู้บริหารระดับสูงกำหนดโครงสร้างองค์กรที่สนับสนุนการบรรลุวัตถุประสงค์ของบริษัท โดยพิจารณาถึงความเหมาะสมทั้งทางธุรกิจและกฎหมาย รวมถึงการจัดให้มีการควบคุมภายในอย่างมีประสิทธิภาพ เช่น แบ่งแยกหน้าที่ในส่วนงานที่สำคัญ ซึ่งทำให้เกิดการตรวจสอบถ่วงดุลระหว่างกัน มีงานตรวจสอบภายในที่ขึ้นตรงกับกรรมการตรวจสอบ และมีสายงานที่ชัดเจน เป็นต้น

☒ ใช่

☐ ไม่ใช่

- 3.2 ผู้บริหารระดับสูงกำหนดสายการรายงานในบริษัท โดยพิจารณาถึงความเหมาะสมเกี่ยวกับอำนาจหน้าที่ ความรับผิดชอบ และการสื่อสารข้อมูล

☒ ใช่

☐ ไม่ใช่

- 3.3 มีการกำหนด มอบหมาย และจำกัดอำนาจหน้าที่และความรับผิดชอบอย่างเหมาะสมระหว่างคณะกรรมการบริษัท ผู้บริหารระดับสูง ผู้บริหาร และพนักงาน

☒ ใช่

☐ ไม่ใช่

4. องค์กรแสดงถึงความมุ่งมั่นในการจูงใจ พัฒนาและรักษาบุคลากรที่มีความรู้ ความสามารถ

- 4.1 บริษัทมีนโยบายและวิธีการปฏิบัติเพื่อจัดหา พัฒนา และรักษาบุคลากรที่มีความรู้ ความสามารถที่เหมาะสม และมีกระบวนการสอบทานนโยบายและวิธีการปฏิบัตินั้นอย่างสม่ำเสมอ

☒ ใช่

☐ ไม่ใช่

ส่วนที่ 1 : สภาพแวดล้อมการควบคุม (Control Environment) (ต่อ)

4.2 บริษัทมีกระบวนการประเมินผลการปฏิบัติงาน การให้แรงจูงใจหรือรางวัลต่อบุคลากรที่มีผลการปฏิบัติงานดี และการจัดการต่อบุคลากรที่มีผลงานไม่บรรลุเป้าหมาย รวมถึง การสื่อสารกระบวนการเหล่านี้ให้ผู้บริหารและพนักงานทราบ

☒ ใช่

☐ ไม่ใช่

4.3 บริษัทมีกระบวนการแก้ไขปัญหาหรือเตรียมพร้อมสำหรับการขาดบุคลากรที่มีความรู้ ความสามารถที่เหมาะสมอย่างทันเวลา

☒ ใช่

☐ ไม่ใช่

4.4 บริษัทมีกระบวนการสรรหา พัฒนา และรักษาผู้บริหารและพนักงานทุกคน เช่น การจัดระบบที่ปรึกษา (mentoring) และการฝึกอบรม

☒ ใช่

☐ ไม่ใช่

4.5 บริษัทมีแผนและกระบวนการสรรหาผู้สืบทอดตำแหน่ง (succession plan) ที่สำคัญ

☒ ใช่

☐ ไม่ใช่

5. องค์การกำหนดให้บุคลากรมีหน้าที่และความรับผิดชอบในการควบคุมภายใน เพื่อให้บรรลุตามวัตถุประสงค์ขององค์กร

5.1 คณะกรรมการบริษัทและผู้บริหารมีกระบวนการและการสื่อสารเชิงบังคับให้บุคลากรทุกคนมีความรับผิดชอบต่อการควบคุมภายใน และจัดให้มีการปรับปรุงแก้ไขกระบวนการปฏิบัติในกรณีที่เป็น

☒ ใช่

☐ ไม่ใช่

5.2 คณะกรรมการบริษัทและผู้บริหารกำหนดตัวชี้วัดผลการปฏิบัติงาน การสร้างแรงจูงใจ และการให้รางวัลที่เหมาะสม โดยพิจารณาทั้งเรื่องการปฏิบัติตาม Code of Conduct และวัตถุประสงค์ในระยะสั้นและระยะยาวของบริษัท

☒ ใช่

☐ ไม่ใช่

ส่วนที่ 1 : สภาพแวดล้อมการควบคุม (Control Environment) (ต่อ)

5.3 คณะกรรมการบริษัทและผู้บริหารประเมินแรงจูงใจและการให้รางวัลอย่างต่อเนื่อง โดยเน้นให้สามารถเชื่อมโยงกับความสำเร็จของหน้าที่ในการปฏิบัติตามการควบคุมภายในด้วย

☐ ใช่

☐ ไม่ใช่

5.4 คณะกรรมการบริษัทและผู้บริหารได้พิจารณาไม่ให้มีการสร้างแรงกดดันที่มากเกินไปในการปฏิบัติหน้าที่ของบุคลากรแต่ละคน

☐ ใช่

☐ ไม่ใช่

ส่วนที่ 2 : การประเมินความเสี่ยง (Risk Assessment)

การประกอบธุรกิจของบริษัทย่อมดำเนินการอยู่ท่ามกลางความเสี่ยงทางธุรกิจตลอดเวลา โดยสาเหตุของความเสี่ยงอาจมาจากปัจจัยภายใน เช่น ผู้บริหารขาดความซื่อสัตย์และจริยธรรม บริษัทขยายงานอย่างรวดเร็วเกินไป ทำให้ระบบงานไม่สามารถรองรับได้ หรือการกำกับดูแลไม่ทั่วถึง เป็นต้น และปัจจัยภายนอก เช่น การเปลี่ยนแปลงของเทคโนโลยี หรือพฤติกรรมผู้บริโภคสินค้าทำให้มีผลกระทบต่อส่วนแบ่งการตลาด เป็นต้น ด้วยเหตุนี้ การที่จะนำพาบริษัทรอดพ้นจากอันตรายที่เกิดจากความเสี่ยงดังกล่าวได้นั้น ฝ่ายบริหารจำเป็นต้องดำเนินการต่อไปอย่างนี้เสมอ

(1) พิจารณาหรือไต่ตรองถึงลักษณะความเสี่ยงที่บริษัทประสบอยู่ หรือคาดว่าจะประสบ (Identification of risk)

(2) วิเคราะห์ผลกระทบของความเสี่ยงนั้น ๆ ต่อบริษัทและโอกาสที่ความเสี่ยงนั้น ๆ จะเกิดขึ้น (Analysis of risk)

(3) กำหนดมาตรการเพื่อลดความเสี่ยงให้อยู่ในระดับที่เหมาะสม (Management of risk)

6. องค์การกำหนดวัตถุประสงค์ไว้อย่างชัดเจนเพียงพอ เพื่อให้สามารถระบุและประเมินความเสี่ยงต่าง ๆ ที่เกี่ยวข้องกับการบรรลุวัตถุประสงค์ขององค์กร

6.1 บริษัทสามารถปฏิบัติตามมาตรฐานการบัญชีที่รับรองโดยทั่วไป และเหมาะสมกับธุรกิจในขณะนั้น โดยแสดงได้ว่ารายการในรายงานทางการเงินมีตัวตนจริง ครบถ้วน แสดงถึงสิทธิหรือภาระผูกพันของบริษัทได้ถูกต้อง มีมูลค่าเหมาะสม และเปิดเผยข้อมูลครบถ้วน ถูกต้อง

☐ ใช่

☐ ไม่ใช่

ส่วนที่ 2 : การประเมินความเสี่ยง (Risk Assessment) (ต่อ)

6.2 บริษัทกำหนดสาระสำคัญของรายการทางการเงิน โดยพิจารณาถึงปัจจัยที่สำคัญ เช่น ผู้ใช้รายงานทางการเงิน ขนาดของรายการ แนวโน้มของธุรกิจ

☒ ใช่

☐ ไม่ใช่

6.3 รายงานทางการเงินของบริษัทสะท้อนถึงกิจกรรมการดำเนินงานของบริษัทอย่างแท้จริง

☒ ใช่

☐ ไม่ใช่

6.4 คณะกรรมการหรือคณะกรรมการบริหารความเสี่ยง อนุมัติและสื่อสารนโยบายการบริหารความเสี่ยง ให้ผู้บริหารและพนักงานทุกคนรับทราบและถือปฏิบัติ จนเป็นส่วนหนึ่งของวัฒนธรรมขององค์กร

☒ ใช่

☐ ไม่ใช่

7. องค์กรระบุและวิเคราะห์ความเสี่ยงทุกประเภทที่อาจกระทบต่อการบรรลุวัตถุประสงค์ไว้อย่างครอบคลุมทั่วทั้งองค์กร

7.1 บริษัทระบุความเสี่ยงทุกประเภท ซึ่งอาจมีผลกระทบต่อการดำเนินธุรกิจทั้งระดับองค์กร หน่วยธุรกิจ ฝ่ายงาน และหน้าที่งานต่างๆ

☒ ใช่

☐ ไม่ใช่

7.2 บริษัทวิเคราะห์ความเสี่ยงทุกประเภทที่อาจเกิดจากทั้งปัจจัยภายในและปัจจัยภายนอกองค์กร ซึ่งรวมถึงความเสี่ยงด้านกลยุทธ์ การดำเนินงาน การรายงานการปฏิบัติตามกฎเกณฑ์ และด้านเทคโนโลยีสารสนเทศ

☒ ใช่

☐ ไม่ใช่

7.3 ผู้บริหารทุกระดับมีส่วนร่วมในการบริหารความเสี่ยง

☒ ใช่

☐ ไม่ใช่

ส่วนที่ 2 : การประเมินความเสี่ยง (Risk Assessment) (ต่อ)

7.4 บริษัทได้ประเมินความสำคัญของความเสี่ยง โดยพิจารณาทั้งโอกาสเกิดเหตุการณ์และผลกระทบที่อาจเกิดขึ้น

☒ ใช่

☐ ไม่ใช่

7.5 บริษัทมีมาตรการและแผนปฏิบัติงานเพื่อจัดการความเสี่ยง โดยอาจเป็นการยอมรับความเสี่ยงนั้น (acceptance) การลดความเสี่ยง (reduction) การหลีกเลี่ยงความเสี่ยง (avoidance) หรือการร่วมรับความเสี่ยง (sharing)

☒ ใช่

☐ ไม่ใช่

8. องค์กรได้พิจารณาถึงโอกาสที่จะเกิดการทุจริต ในการประเมินความเสี่ยงที่จะบรรลุวัตถุประสงค์ขององค์กร

8.1 บริษัทประเมินโอกาสที่จะเกิดการทุจริตขึ้น โดยครอบคลุมการทุจริตแบบต่างๆ เช่น การจัดทำรายงานทางการเงินเท็จ การทำให้สูญเสียชีวิต การคอร์รัปชัน การที่ผู้บริหารสามารถฝ่าฝืนการควบคุมภายใน (management override of internal controls) การเปลี่ยนแปลงข้อมูลในรายงานที่สำคัญ การได้มาหรือใช้ไปซึ่งทรัพย์สินโดยไม่ถูกต้อง เป็นต้น

☒ ใช่

☐ ไม่ใช่

8.2 บริษัทได้ทบทวนเป้าหมายการปฏิบัติงานอย่างรอบคอบ โดยพิจารณาความเป็นไปได้ของเป้าหมายที่กำหนดแล้ว รวมทั้งได้พิจารณาความสมเหตุสมผลของการให้สิ่งจูงใจหรือผลตอบแทนแก่พนักงานแล้วด้วยว่า ไม่มีลักษณะส่งเสริมให้พนักงานกระทำไม่เหมาะสม เช่น ไม่ตั้งเป้าหมายยอดขายของบริษัทไว้สูงเกินความเป็นจริง จนทำให้เกิดแรงจูงใจในการตกแต่งตัวเลขยอดขาย เป็นต้น

☒ ใช่

☐ ไม่ใช่

8.3 คณะกรรมการตรวจสอบได้พิจารณาและสอบถามผู้บริหารเกี่ยวกับโอกาสในการเกิดทุจริต และมาตรการที่บริษัทดำเนินการเพื่อป้องกันหรือแก้ไขการทุจริต

☒ ใช่

☐ ไม่ใช่

ส่วนที่ 2 : การประเมินความเสี่ยง (Risk Assessment) (ต่อ)

8.4 บริษัทได้สื่อสารให้พนักงานทุกคนเข้าใจและปฏิบัติตามนโยบายและแนวปฏิบัติที่กำหนดไว้

☒ ใช่

☐ ไม่ใช่

9. องค์การสามารถระบุและประเมินความเสี่ยงที่อาจมีผลกระทบต่อระบบการควบคุมภายใน

9.1 บริษัทประเมินการเปลี่ยนแปลงปัจจัยภายนอกองค์กรที่อาจมีผลกระทบต่อการดำเนินธุรกิจ การควบคุมภายใน และรายงานทางการเงิน ตลอดจนได้กำหนดมาตรการตอบสนองต่อการเปลี่ยนแปลงนั้นอย่างเพียงพอแล้ว

☒ ใช่

☐ ไม่ใช่

9.2 บริษัทประเมินการเปลี่ยนแปลงรูปแบบการทำธุรกิจที่อาจมีผลกระทบต่อการดำเนินธุรกิจ การควบคุมภายใน และรายงานทางการเงิน ตลอดจนได้กำหนดมาตรการตอบสนองต่อการเปลี่ยนแปลงนั้นอย่างเพียงพอแล้ว

☒ ใช่

☐ ไม่ใช่

9.3 บริษัทประเมินการเปลี่ยนแปลงผู้นำองค์กรที่อาจมีผลกระทบต่อการดำเนินธุรกิจ การควบคุมภายใน และรายงานทางการเงิน ตลอดจนได้กำหนดมาตรการตอบสนองต่อการเปลี่ยนแปลงนั้นอย่างเพียงพอแล้ว

☒ ใช่

☐ ไม่ใช่

ส่วนที่ 3 : มาตรการควบคุมการปฏิบัติงานของฝ่ายบริหาร (Management Control Activities)

การควบคุมการปฏิบัติงานของฝ่ายบริหาร เป็นกิจกรรมที่มีความสำคัญ เพื่อให้บริษัทมั่นใจว่าแนวทางที่ฝ่ายบริหารกำหนดไว้ได้รับการตอบสนองและปฏิบัติตามจากทุกคนในบริษัท ซึ่งแนวทางดังกล่าวได้แก่

- (1) การกำหนดอำนาจและระดับการอนุมัติรายการเป็นไปอย่างเหมาะสม
- (2) มีการแบ่งแยกหน้าที่ที่อาจก่อให้เกิดการกระทำที่ทุจริตออกจากกัน
- (3) มีการกำหนดขั้นตอน และวิธีการทำธุรกรรมกับคู่ค้าหุ้นรายใหญ่ กรรมการ ผู้บริหาร หรือผู้ที่เกี่ยวข้องกับบุคคลดังกล่าวอย่างเหมาะสม เพื่อป้องกันการถ่ายเทผลประโยชน์
- (4) การกำหนดวิธีการเพื่อให้แน่ใจว่า บริษัทได้ปฏิบัติตามกฎหมายและข้อบังคับที่เกี่ยวข้อง

ส่วนที่ 3 : มาตรการควบคุมการปฏิบัติงานของฝ่ายบริหาร (Management Control Activities) (ต่อ)

10. องค์กรมีมาตรการควบคุมที่ช่วยลดความเสี่ยงที่จะไม่บรรลุวัตถุประสงค์ขององค์กรให้อยู่ในระดับที่ยอมรับได้

10.1 มาตรการควบคุมของบริษัทมีความเหมาะสมกับความเสี่ยงและลักษณะเฉพาะขององค์กร เช่น สภาพแวดล้อม ความซับซ้อนของงาน ลักษณะงาน ขอบเขตการดำเนินงาน รวมถึงลักษณะเฉพาะอื่นๆ

☒ ใช่

☐ ไม่ใช่

10.2 บริษัทมีมาตรการควบคุมภายในที่กำหนดเป็นลายลักษณ์อักษร และครอบคลุมกระบวนการต่างๆ อย่างเหมาะสม เช่น มีนโยบายและระเบียบปฏิบัติงานเกี่ยวกับธุรกรรมด้านการเงิน การจัดซื้อ และการบริหารทั่วไป ตลอดจนกำหนดขอบเขตอำนาจหน้าที่ และลำดับชั้นการอนุมัติของผู้บริหาร ในแต่ละระดับไว้อย่างชัดเจน รัดกุม เพื่อให้สามารถป้องกันการทุจริตได้ เช่น มีการกำหนดขนาดวงเงิน และอำนาจอนุมัติของผู้บริหารแต่ละระดับ ขั้นตอนในการอนุมัติโครงการลงทุน ขั้นตอนการจัดซื้อ และวิธีการคัดเลือกผู้ขาย การบันทึกข้อมูลรายละเอียดการตัดสินใจซื้อ ขั้นตอนการเบิกจ่ายวัสดุอุปกรณ์ หรือ การเบิกใช้เครื่องมือต่างๆ เป็นต้น โดยได้จัดทำให้มีกระบวนการสำหรับกรณีต่างๆ ดังนี้

10.2.1 การเก็บรวบรวมข้อมูลเกี่ยวกับผู้ถือหุ้นรายใหญ่ กรรมการ ผู้บริหาร และผู้ที่เกี่ยวข้องกับบุคคลดังกล่าว รวมทั้งบุคคลที่เกี่ยวข้องกันเพื่อประโยชน์ในการติดตามและสอบทานการทำรายการระหว่างกัน หรือรายการที่อาจมีความขัดแย้งทางผลประโยชน์ รวมทั้งมีการปรับปรุงข้อมูลให้เป็นปัจจุบันเสมอ

☒ ใช่

☐ ไม่ใช่

10.2.2 กรณีที่บริษัทอนุมัติธุรกรรมหรือทำสัญญากับผู้ที่เกี่ยวข้องในลักษณะที่มีผลผูกพันบริษัทในระยะยาวไปแล้ว เช่น การทำสัญญาซื้อขายสินค้า การให้กู้ยืม การค้าประกัน บริษัทได้ติดตามให้มั่นใจแล้วว่าการปฏิบัติเป็นไปตามเงื่อนไขที่ตกลงกันไว้ตลอดระยะเวลาที่มีผลผูกพันบริษัท เช่น ติดตามการชำระหนี้ตามกำหนด หรือมีการทบทวนความเหมาะสมของสัญญา เป็นต้น

☒ ใช่

☐ ไม่ใช่

10.3 บริษัทกำหนดให้มีการควบคุมภายในที่มีความหลากหลายอย่างเหมาะสม เช่น การควบคุมแบบ manual และ automated หรือการควบคุมแบบป้องกันและติดตาม

☒ ใช่

☐ ไม่ใช่

ส่วนที่ 3 : มาตรการควบคุมการปฏิบัติงานของฝ่ายบริหาร (Management Control Activities) (ต่อ)

10.4 บริษัทกำหนดให้มีการควบคุมภายในในทุกระดับขององค์กร เช่น ทั้งระดับกลุ่มบริษัท หน่วยธุรกิจ
สาขางาน ฝ่ายงาน แผนก หรือกระบวนการ

☒ ใช่

☐ ไม่ใช่

10.5 บริษัทมีการแบ่งแยกหน้าที่ความรับผิดชอบในงาน 3 ด้านต่อไปนี้ ออกจากกันโดยเด็ดขาด เพื่อเป็น
การตรวจสอบซึ่งกันและกัน คือ

- (1) หน้าที่อนุมัติ
- (2) หน้าที่บันทึกการบัญชีและข้อมูลสารสนเทศ
- (3) หน้าที่ในการดูแลจัดเก็บทรัพย์สิน

☒ ใช่

☐ ไม่ใช่

11. องค์กรเลือกและพัฒนากิจกรรมการควบคุมทั่วไปด้วยระบบเทคโนโลยี เพื่อช่วยสนับสนุน
การบรรลุวัตถุประสงค์

11.1 บริษัทควรกำหนดความเกี่ยวข้องกันระหว่างการใช้เทคโนโลยีสารสนเทศในกระบวนการปฏิบัติงาน
และการควบคุมทั่วไปของสารสนเทศ

☒ ใช่

☐ ไม่ใช่

11.2 บริษัทควรกำหนดการควบคุมของโครงสร้างพื้นฐานของระบบเทคโนโลยีให้มีความเหมาะสม

☒ ใช่

☐ ไม่ใช่

11.3 บริษัทควรกำหนดการควบคุมด้านปลอดภัยของระบบเทคโนโลยีให้มีความเหมาะสม

☒ ใช่

☐ ไม่ใช่

11.4 บริษัทควรกำหนดการควบคุมกระบวนการได้มา การพัฒนา และการบำรุงรักษาระบบเทคโนโลยี
ให้มีความเหมาะสม

☒ ใช่

☐ ไม่ใช่

ส่วนที่ 3 : มาตรการควบคุมการปฏิบัติงานของฝ่ายบริหาร (Management Control Activities) (ต่อ)

12. องค์กรจัดให้มีกิจกรรมการควบคุมผ่านนโยบาย ซึ่งได้กำหนดสิ่งที่คาดหวังและขั้นตอนการปฏิบัติเพื่อให้นโยบายที่กำหนดไว้สามารถนำไปสู่การปฏิบัติได้

12.1 บริษัทมีนโยบายที่รัดกุมเพื่อติดตามให้การทำธุรกรรมของผู้ถือหุ้นรายใหญ่ กรรมการ ผู้บริหาร หรือผู้ที่เกี่ยวข้องกับบุคคลดังกล่าว ต้องผ่านขั้นตอนการอนุมัติที่กำหนด เช่น ขอบบังคับของบริษัท เกณฑ์ของตลาดหลักทรัพย์แห่งประเทศไทย เกณฑ์ของสำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์ ฯลฯ เพื่อป้องกันการหาโอกาสหรือนำผลประโยชน์ของบริษัทไปใช้ส่วนตัว

☒ ใช่

☐ ไม่ใช่

12.2 บริษัทมีนโยบายเพื่อให้การพิจารณาอนุมัติธุรกรรมกระทำโดยผู้ที่ไม่มีส่วนได้เสียในธุรกรรมนั้น

☒ ใช่

☐ ไม่ใช่

12.3 บริษัทมีนโยบายเพื่อให้การพิจารณาอนุมัติธุรกรรมคำนึงถึงประโยชน์สูงสุดของบริษัทเป็นสำคัญ และพิจารณาโดยถือเสมือนเป็นรายการที่กระทำกับบุคคลภายนอก (at arms' length basis)

☒ ใช่

☐ ไม่ใช่

12.4 บริษัทมีกระบวนการติดตามดูแลการดำเนินงานของบริษัทย่อยหรือบริษัทร่วม รวมทั้งกำหนดแนวทางให้บุคคลที่บริษัทแต่งตั้งให้เป็นกรรมการหรือผู้บริหารในบริษัทย่อยหรือบริษัทร่วมนั้นถือปฏิบัติ

☒ ใช่

☐ ไม่ใช่

☐ ไม่มีกรณีดังกล่าว

12.5 บริษัทกำหนดหน้าที่และความรับผิดชอบในการนำนโยบายและกระบวนการไปปฏิบัติโดยผู้บริหารและพนักงาน

☒ ใช่

☐ ไม่ใช่

ส่วนที่ 3 : มาตรการควบคุมการปฏิบัติงานของฝ่ายบริหาร (Management Control Activities) (ต่อ)

12.6 นโยบายและกระบวนการปฏิบัติของบริษัทได้รับการนำไปใช้ในเวลาที่เหมาะสมโดยบุคลากรที่มีความสามารถ รวมถึงการครอบคลุมกระบวนการแก้ไขข้อผิดพลาดในการปฏิบัติงาน

☒ ใช่

☐ ไม่ใช่

12.7 บริษัททบทวนนโยบายและกระบวนการปฏิบัติให้มีความเหมาะสมอยู่เสมอ

☒ ใช่

☐ ไม่ใช่

ส่วนที่ 4 : ระบบสารสนเทศและการสื่อสารข้อมูล (Information and Communication)

หลักการประการหนึ่งของการปฏิบัติหน้าที่ด้วยความระมัดระวังไม่ว่าจะเป็นสำหรับกรรมการ ผู้บริหาร ผู้ถือหุ้น หรือผู้ที่เกี่ยวข้อง ก็คือ การตัดสินใจบนพื้นฐานที่มีข้อมูลที่มีคุณภาพและเพียงพอต่อการตัดสินใจ ไม่ว่าจะเป็นข้อมูลทางการเงินหรือข้อมูลอื่น ดังนั้น การสื่อสารข้อมูลดังกล่าวไปยังผู้ที่เกี่ยวข้องจึงเป็นสิ่งจำเป็นอย่างยิ่งและจะเป็นสิ่งที่จะช่วยให้เกิดความมีประสิทธิภาพของระบบการควบคุมภายใน

ข้อมูลที่มีคุณภาพควรมีคุณสมบัติดังนี้

- (1) มีเนื้อหาที่จำเป็นเพียงพอต่อการตัดสินใจ
- (2) มีความถูกต้องสมบูรณ์
- (3) มีความเป็นปัจจุบัน
- (4) มีรูปแบบที่เข้าใจง่าย
- (5) มีการจัดเก็บที่ดี

13. องค์กรมีข้อมูลที่เกี่ยวข้องและมีคุณภาพ เพื่อสนับสนุนให้การควบคุมภายในสามารถดำเนินไปได้ตามที่กำหนดไว้

13.1 บริษัทกำหนดข้อมูลที่ต้องการใช้ในการดำเนินงาน ทั้งข้อมูลจากภายในและภายนอกองค์กรที่มีคุณภาพและเกี่ยวข้องทำงาน

☒ ใช่

☐ ไม่ใช่

13.2 บริษัทพิจารณาทั้งต้นทุนและประโยชน์ที่จะได้รับ รวมถึงปริมาณและความถูกต้องของข้อมูล

☒ ใช่

☐ ไม่ใช่

ส่วนที่ 4 : ระบบสารสนเทศและการสื่อสารข้อมูล (Information and Communication) (ต่อ)

13.3 บริษัทดำเนินการเพื่อให้คณะกรรมการมีข้อมูลที่สำคัญอย่างเพียงพอสำหรับใช้ประกอบการตัดสินใจ ตัวอย่างข้อมูลที่สำคัญ เช่น รายละเอียดของเรื่องที่เสนอให้พิจารณา เหตุผล ผลกระทบต่อบริษัท ทางเลือกต่างๆ

☒ ใช่

☐ ไม่ใช่

13.4 บริษัทดำเนินการเพื่อให้กรรมการบริษัทได้รับหนังสือนัดประชุมหรือเอกสารประกอบการประชุม ที่ระบุข้อมูลที่จำเป็นและเพียงพอต่อการพิจารณาก่อนการประชุมล่วงหน้าอย่างน้อยภายในระยะเวลาขั้นต่ำตามที่กฎหมายกำหนด

☒ ใช่

☐ ไม่ใช่

13.5 บริษัทดำเนินการเพื่อให้รายงานการประชุมคณะกรรมการมีรายละเอียดตามควรเพื่อให้สามารถตรวจสอบย้อนหลังเกี่ยวกับความเหมาะสมในการปฏิบัติหน้าที่ของกรรมการแต่ละราย เช่น การบันทึกข้อซักถามของกรรมการ ความเห็นหรือข้อสังเกตของกรรมการในเรื่องที่พิจารณา ความเห็นของกรรมการรายที่ไม่เห็นด้วยกับเรื่องที่เสนอพร้อมเหตุผล เป็นต้น

☒ ใช่

☐ ไม่ใช่

13.6 บริษัทมีการดำเนินการดังต่อไปนี้

13.6.1 มีการจัดเก็บเอกสารสำคัญไว้อย่างครบถ้วนเป็นหมวดหมู่

☒ ใช่

☐ ไม่ใช่

13.6.2 กรณีที่ได้รับแจ้งจากผู้สอบบัญชีหรือผู้ตรวจสอบภายในว่ามีข้อบกพร่องในการควบคุมภายใน บริษัทได้แก้ไขข้อบกพร่องนั้นอย่างครบถ้วนแล้ว

☒ ใช่

☐ ไม่ใช่

ส่วนที่ 4 : ระบบสารสนเทศและการสื่อสารข้อมูล (Information and Communication) (ต่อ)

14. องค์กรสื่อสารข้อมูลภายในองค์กร ซึ่งรวมถึงวัตถุประสงค์และความรับผิดชอบต่อการควบคุมภายในที่จำเป็นต่อการสนับสนุนให้การควบคุมภายในสามารถดำเนินไปได้ตามที่วางไว้

14.1 บริษัทมีกระบวนการสื่อสารข้อมูลภายในอย่างมีประสิทธิภาพ และมีช่องทางการสื่อสารที่เหมาะสมเพื่อสนับสนุนการควบคุมภายใน

☒ ใช่

☐ ไม่ใช่

14.2 บริษัทมีการรายงานข้อมูลที่สำคัญถึงคณะกรรมการบริษัทอย่างสม่ำเสมอ และคณะกรรมการบริษัทสามารถเข้าถึงแหล่งสารสนเทศที่จำเป็นต่อการปฏิบัติงานหรือสอบทานรายการต่างๆ ตามที่ต้องการ เช่น การกำหนดบุคคลที่เป็นศูนย์ติดต่อเพื่อให้สามารถติดต่อขอข้อมูลอื่นนอกจากที่ได้รับจากผู้บริหาร รวมทั้งการติดต่อสอบถามข้อมูลจากผู้สอบบัญชี ผู้ตรวจสอบภายใน การจัดประชุมระหว่างคณะกรรมการตามที่คณะกรรมการร้องขอ การจัดกิจกรรมพบปะหรือระหว่างคณะกรรมการและผู้บริหารนอกเหนือจากการประชุมคณะกรรมการ เป็นต้น

☒ ใช่

☐ ไม่ใช่

14.3 บริษัทจัดให้มีช่องทางการสื่อสารพิเศษหรือช่องทางลับเพื่อให้บุคคลต่างๆ ภายในบริษัทสามารถแจ้งข้อมูลหรือเบาะแสเกี่ยวกับการฉ้อฉลหรือทุจริตภายในบริษัท (whistle - blower hotline) ได้อย่างปลอดภัย

☒ ใช่

☐ ไม่ใช่

15. องค์กรได้สื่อสารกับหน่วยงานภายนอกเกี่ยวกับประเด็นที่อาจมีผลกระทบต่อการควบคุมภายใน

15.1 บริษัทมีกระบวนการสื่อสารข้อมูลกับผู้มีส่วนได้เสียภายนอกองค์กรอย่างมีประสิทธิภาพ และมีช่องทางการสื่อสารที่เหมาะสม เพื่อสนับสนุนการควบคุมภายใน เช่น จัดให้มีเจ้าหน้าที่หรือหน่วยงานนักลงทุนสัมพันธ์ ศูนย์รับเรื่องร้องเรียน เป็นต้น

☒ ใช่

☐ ไม่ใช่

15.2 บริษัทจัดให้มีช่องทางการสื่อสารพิเศษหรือช่องทางลับเพื่อให้ผู้มีส่วนได้เสียภายนอกองค์กรสามารถแจ้งข้อมูลหรือเบาะแสเกี่ยวกับการฉ้อฉลหรือทุจริต (whistle - blower hotline) แก่บริษัทได้อย่างปลอดภัย

☒ ใช่

☐ ไม่ใช่

ส่วนที่ 5 : ระบบการติดตาม (Monitoring Activities)

การที่บริษัทจะดำเนินงานได้อย่างมีประสิทธิภาพและประสิทธิผล บริษัทควรต้องติดตามอย่างสม่ำเสมอว่าการปฏิบัติตามเป้าหมายที่วางไว้ ระบบการควบคุมภายในยังดำเนินอยู่อย่างต่อเนื่อง และมีการปรับปรุงแก้ไขให้สอดคล้องกับสถานการณ์ที่เปลี่ยนแปลงไป รวมทั้งข้อบกพร่องต่างๆ ได้รับการแก้ไขอย่างทันท่วงที

16. องค์การติดตามและประเมินผลการควบคุมภายใน เพื่อให้มั่นใจได้ว่าการควบคุมภายในยังดำเนินไปอย่างครบถ้วน เหมาะสม

16.1 บริษัทจัดให้มีกระบวนการติดตามการปฏิบัติตามจริยธรรมธุรกิจและข้อกำหนด ห้ามฝ่ายบริหาร และพนักงานปฏิบัติตนในลักษณะที่อาจก่อให้เกิดความขัดแย้งทางผลประโยชน์ เช่น กำหนดให้แต่ละส่วนงานติดตามการปฏิบัติ และรายงานผู้บังคับบัญชา หรือมอบหมายให้หน่วยงานตรวจสอบภายใน ติดตามการปฏิบัติและรายงานต่อคณะกรรมการตรวจสอบ

☒ ใช่

☐ ไม่ใช่

16.2 บริษัทจัดให้มีการตรวจสอบการปฏิบัติตามระบบการควบคุมภายในที่วางไว้โดยการประเมินตนเอง และ/หรือ การประเมินอิสระโดยผู้ตรวจสอบภายใน

☒ ใช่

☐ ไม่ใช่

16.3 ความถี่ในการติดตามและประเมินผล มีความเหมาะสมกับการเปลี่ยนแปลงของบริษัท

☒ ใช่

☐ ไม่ใช่

16.4 ดำเนินการติดตามและประเมินผลระบบการควบคุมภายใน โดยผู้ที่มีความรู้และความสามารถ

☒ ใช่

☐ ไม่ใช่

16.5 บริษัทกำหนดแนวทางการรายงานผลการตรวจสอบภายในให้ขึ้นตรงต่อคณะกรรมการตรวจสอบ

☒ ใช่

☐ ไม่ใช่

ส่วนที่ 5 : ระบบการติดตาม (Monitoring Activities) (ต่อ)

16.6 บริษัทส่งเสริมให้ผู้ตรวจสอบภายในปฏิบัติตามที่ตามมาตรฐานสากลการปฏิบัติงานวิชาชีพการตรวจสอบภายใน (International Standards for the Professional Practice of Internal Auditing, IIA)

☒ ใช่

☐ ไม่ใช่

17. องค์การประเมินและสื่อสารข้อบกพร่องของการควบคุมภายในอย่างทันเวลาต่อบุคคลที่รับผิดชอบซึ่งรวมถึงผู้บริหารระดับสูงและคณะกรรมการตามความเหมาะสม

17.1 บริษัทประเมินผลและสื่อสารข้อบกพร่องของการควบคุมภายใน และดำเนินการเพื่อติดตามแก้ไขอย่างทันทั่วทั้งที่ หากผลการดำเนินงานที่เกิดขึ้นแตกต่างจากเป้าหมายที่กำหนดไว้อย่างมีนัยสำคัญ

☒ ใช่

☐ ไม่ใช่

17.2 บริษัทมีนโยบายการรายงาน ดังนี้

17.2.1 ฝ่ายบริหารต้องรายงานต่อคณะกรรมการบริษัทโดยพลัน ในกรณีที่เกิดเหตุการณ์หรือสงสัยว่ามีเหตุการณ์ทุจริตอย่างร้ายแรง มีการปฏิบัติที่ฝ่าฝืนกฎหมาย หรือมีการกระทำที่ผิดปกติดอื่นซึ่งอาจกระทบต่อชื่อเสียงและฐานะการเงินของบริษัทอย่างมีนัยสำคัญ

☒ ใช่

☐ ไม่ใช่

17.2.2 รายงานข้อบกพร่องที่เป็นสาระสำคัญ พร้อมแนวทางแก้ไขปัญห (แม้ว่าจะได้เริ่มดำเนินการจัดการแล้ว) ต่อคณะกรรมการบริษัท / คณะกรรมการตรวจสอบ เพื่อพิจารณาภายในระยะเวลาอันควร

☒ ใช่

☐ ไม่ใช่

17.2.3 รายงานความคืบหน้าในการปรับปรุงข้อบกพร่องที่เป็นสาระสำคัญต่อคณะกรรมการบริษัท / คณะกรรมการตรวจสอบ

☒ ใช่

☐ ไม่ใช่

“

Our Efficiency, Ethics, Innovation, Quality and Safety

YOU CAN ALWAYS RELY ON

”



บริษัท ไทย เอ็น ดี ที จำกัด (มหาชน)

19 ซอยรามคำแหง60 แขวง8 (สวนสน8) ถนนรามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพฯ 10240

+66 (0)-2735-0801

INFO@TNDT.CO.TH

