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Thai Polycons

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2020



Thai Polycons Public Company Limited

# ANNUAL REPORT

“QUALITY WORK QUALITY LIFE”



## Message from the Chairman



Year 2020 deems a tough year when both business and household sectors have been impacted by the most economic contraction in several decades after Tom Yum Kung crisis. The COVID-19 pandemic has taken effect to economy of every country around the world, even the world's superpower countries in economy like the United States, Europe, and China. Denitely, this situation has seriously affected Thailand's economy because Thai economic structure has hugely relied on foreign revenues earned from the export of goods and tourism. This becomes the government's burden to set up plans and policies to stimulate economy and take this country to survive after this crisis.

The construction industry has obtained more serious impacts if compared to the previous year. The main cause came from the severe construction investment recession in the private sector if compared to several years ago when the average growth of this industry hiked to approximately 8 percent per annum. Although several government construction projects were initiated, they were not suficient to improve the industry overview. Therefore, in the previous year, most bids for construction contracts have been crowded in government projects. However, based on e-bidding, most bidding prices were much lower than the reference prices, which may be unable to indicate the actual construction cost.

For the Company's operating performance in the previous year, the Company could come through to earn the prot although its operating results in the construction business have suffered some loss in Quarter 1 and 4. However, for the overview of the Group of Companies, Thai Polycons Public Company Limited has been likely to have growth, especially in the energy business where more 3 power plants have already started the commercial operation date while several power plants have been under construction and waiting for the commercial operation date. For the construction works in 2021, it is likely that the industry would look better than the previous year, but this depends on the economic conditions and prociency of plans and policies implemented by the government.

The Board of Directors, all executives, and staff have determination to undertake the business to enhance the utmost efciency based on the corporate governance principles and the best benets of the shareholders. The Company would like to extend our gratitude to all shareholders and stakeholders to trust and support us continuously; this extremely encourages the Board of Directors, all executives, and staff to be determined to work for the Company's progress and sustainable growth.

Dr.Thanu Kulachon  
Chairman



## Message from Chairman of the Executive Board and Chief Executive Office/President



Over 30 years starting from the company establishment, Thai Polycons Public Company Limited has been determined to be a leading construction company in the country in line with its vision, **“To be a leading construction company to provide services under international standards and corporate social responsibilities”**. Except such construction business, the Company has also invested and developed several infrastructure projects from the government’s concession by being the shareholder of TPC Power Holding Public Company Limited, which operates the business of generating and sales of electricity produced from various types of renewable energy, especially biomass energy.

Thai Polycons Public Company Limited operates the business by adhering with the principles of corporate governance, integrity, and transparency. It intends to improve the personnel’s potential and construction technologies consistently to ensure that the Company’s performance shall be full of quality, and most satisfies every client; this will be the solid foundation for the Company’s sustainable growth under appropriate returns to the shareholders in the long run.

According to the operating performance of the Group of Companies in 2020, our sales grew up slightly under the economic recession while our gross profit margin dropped, either in the construction business or energy business. For the construction business, the negative factor came from the severe competition in this industry. Meanwhile, the negative factor of the energy business came from higher fuel prices in years while 3 power plants already starting the commercial operation date have not yet reached their full production capacities. It is expected that those production capacities will be better in the beginning of Quarter 3/2021.

The trend of construction industry in 2021 depends on the construction investment by both government and private sectors. For the government sector, some works dealt with the development of infrastructure projects already awarded and waiting for bidding. For the private sector that was the key factor negatively affecting this industry in the previous year, if various conditions are improved, e.g. COVID-19 pandemic, vaccination plan, and government’s economic stimulus plan, until the economy can be moved forward tangibly, it is expected that the construction of the private sector after the slowdown of projects during the past 2 years will revive in the end of Quarter 2/2021.





## Message from Chairman of the Executive Board and Chief Executive Office/President



In 2021, it is expected that the total revenues of the Group of Companies will be growing; most revenues come from the sales of electricity for the whole year by 9 power plants, and the sales for 10 months by 1 power plant. Meanwhile, the revenue recognition from the construction business can be growing slightly from the previous year. The gross profit margin of the construction business is likely to be better mainly due to higher proportion of revenues from the sales of electricity to the total revenues. For other related businesses that will support the Company's construction business, it is on the negotiation process for business acquisition, which would be completed by Quarter 2/2021.

Under economic circumstances on last year and at present, together with many business factors changing rapidly, new technologies, and expectation from related persons to be responded by the Company, they all are the risks to be managed by the Company. The Company's executives and staff will continue improving the potential, and adhering with the corporate governance in the business operation to offer appropriate returns to all stakeholders. We highly appreciate the Board of Directors, shareholders, and stakeholders to give strong support, and to make Thai Polycons grow up strongly.

**Mrs. KANOKTIP CHANPALANGSRI**  
CHAIRMAN OF EXECUTIVE BOARD DIRECTOR

**Mr. PATHOMPOL SAOSAP**  
PRESIDENT / DIRECTOR



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# PART I

BUSINESS OPERATION AND OPERATING PERFORMANCE

## 1. Structure and Operations of the Group of Companies

### 1.1 History and Business Overview

Thai Polycons Public Company Limited or “TPOLY” was incorporated on December 26, 1988 with a registered capital of Baht one million by a group of engineers, led by Mr. Charoen Chanpalangsri who has gained vast experience in engineering, for the operation of construction business. The founders of TPOLY have envisioned the growing demand of engineering service, which is a substantial factor supporting the national economic growth. TPOLY was converted into a public limited company on March 24, 2008 and listed on the Stock Exchange of Thailand on March 4, 2009. Since the Company’s incorporation, its business has gradually been expanding and TPOLY has made a large amount of investment in other businesses in its subsidiaries, including property, trading and power, and also in other companies in the form of joint venture. Therefore, the Company’s registered capital has been gradually increased. As of December 31, 2018, the registered capital of TPOLY was Baht 692,868,493 in total (Baht six hundred and ninety-two million, eight hundred and sixty-eight thousand, four hundred and ninety-three) with the paid-up capital of Baht 572,759,484 (Baht Five hundred and seventy two million, seven hundred fifty nine thousand, four hundred and eighty four baht only). The major shareholders are Chanpalangsri family and executives of TPOLY.

TPOLY has provided the construction service to both government and private sectors, e.g. shopping mall, horizontal and vertical buildings, industrial plant, as well as power plant. The construction service involves the civil engineering, engineering system, and landscape architecture. TPOLY mainly focuses that each construction project must be completed on schedule and under the high-standard quality. In this regard, an information system called ERP (Enterprise Resource Planning) has been used to control the Company’s cost, budget, and cash flow projection. As a result, all of the Company’s works have been widely accepted by state and private project owners. Also, TPOLY has been awarded ISO 9001:2008 by BUREAU VERITAS Certification in respect with its quality management for construction and engineering works. Business operation details of the Company, subsidiaries, and associated companies are described below.

#### **Thai Polycons Public Company Limited (TPOLY)**

TPOLY operates the construction service, including design, supply, carryout, and integrated installation of engineering system provided for both government and private sectors. TPOLY may act as the main contractor or sub-contractor by means of bidding or negotiation or cooperation with other companies in the form of joint venture. The Company’s service may be categorized by nature of work and installation system into 5 main types as follows:

- (1) Civil engineering
- (2) Electrical system
- (3) Air-conditioning system
- (4) Sanitation system and fire prevention system
- (5) Telecommunication system

### **TPC Asset Company Limited**

TPC Asset Company Limited (“TPCA”) was incorporated on May 25, 2011. Its current registered capital is Baht 230 million whereas TPOLY holds 99.99 percent of the total of registered capital to operate the business of land and houses for sale whereas TPCA is the project developer and owner of various housing estate projects. The present active projects include Greenwich Town Home Ramintra project comprising 174 units of 3-storey modern town homes and this project was closed in 2019, and Greenwich Prime Hathairat project comprising 94 units of 2-storey single detached houses. For the latter project, 94% of houses have been sold and it can be closed by the second quarter of 2021. At present, a new project at Lum Look Ka Klong 7 Road has been set up on an area of 34 Rai. The area has been adjusted already and the design is being revised for perfection. This project will consist of both detached houses and town-homes. The construction will start at the beginning of Quarter 2 of 2021.

### **TPC Power Holding Public Company Limited**

TPC Power Holding Public Company Limited or TPCH was incorporated on December 26, 2012. It was converted into a public limited company on June 19, 2014 and listed on the Stock Exchange of Thailand on January 8, 2015 in which TPOLY holds 41.26 percent of the registered capital. TPCH operates the business by holding shares of other companies whose business operation deals with the production and sales of electricity generated by various types of renewable energy, and by providing other related supporting services for its subsidiaries’ operations. TPCH has made investments in its subsidiaries and other jointly controlled entities. TPCH, currently, plans to operate the production and sales of electricity generated from biomass in 14 power plants which has already COD 6 power plants (as of February 9, 2018). The main revenues of TPCH are the dividends and service fees from these companies and other new subsidiaries.

### **TPC Bangkok Supply Company Limited**

TPC Bangkok Supply Company Limited (“TPCB”) was incorporated on January 16, 2013 with the current registered capital of Baht 5 million in which TPOLY holds 99.99 percent of its total shares to operate the business of trading, import and export of all types of domestic and international goods. TPCB has studied the project probabilities and sought for the goods purchasing sources. The targeted goods involve goods for construction work, goods for biomass power plants, and other goods in order to boost its revenues.

To shape the business operation of TPOLY, which shall enable its stakeholders or shareholders to gain the full benefits, the Board of Directors of TPOLY defines the vision, mission, and business objectives as specified below.



## Vision and Mission

**Vision:** “To be an integrated construction company with continual development and growth under stable achievements and sustainability”

### Mission

- Delivery of the best quality work based on customers’ utmost interest and satisfaction

On-time work delivery

- Management of all risks associated with strategy, operations, and finance
- Consistent improvement of corporate competitiveness
- Tangible enlargement of productivity in operations
- Development of construction technologies and innovations
- Creation of good returns to shareholders, and stable business expansion
- Management for environmental impact according to international standards, and involvement in improving the quality of life of local communities
- Business undertaking with business partners based on impartiality for trust, relationship, and good cooperation so as to develop the potential and effectiveness of business operation together in the long term

**Business objectives:** TPOLY aims at the continual growth and development for its corporate stability and sustainability based on the Philosophy of Sufficient Economy together with an integration of reasonable development, modesty, good immunity and risk management systems, which are substantial conditions for sustainable development. The Company’s growth has been firmly tied with its customers’ prosperity or we may say that we both enjoy the growth together. Every business pace of TPOLY is considered carefully, and moves forward by an appropriate time and opportunity. As a result, TPOLY is able to overcome the past economic crises. The strong past experience shapes the Company’s secure and prosperous future. The Company has been developed to achieve excellence in the business cluster under the corporate culture, which prioritizes the Company’s human development, retention of operating standard along with the management of service cost, and good financial management policy. According to the Company’s vision and mission, TPOLY not only focuses on its corporate development to be an integrated construction company, it has expanded its investments to other businesses in order to mitigate certain business risks, and to gain its customers and investors’ trust.

## 1.2 Nature of Business

**Thai Polycons Public Company Limited and other joint ventures** provide the construction service, which may be separated into the following sections:

- Construction of high-rise residence and shopping mall buildings
- Construction of large office buildings
- Construction of school buildings
- Construction of hospital buildings

- Construction of power plants

**Subsidiaries.** The business group of the Company's subsidiaries may be classified as follows:

1) **Property development business** operated by TPC Asset Company Limited regarding the sale of land and houses whereas TPOLY is the project developer and owner.

2) **Holding company** by making investments in companies whose business deals with the production and sales of electricity generated from renewable energy. This is operated by TPC Power Holding Public Company Limited.

3) **Trading business** by importing and exporting all types of goods operated by TPC Bangkok Supply Company Limited.

#### Revenue Structure

Transactions		2020		2019		2018	
		Value	Percentage	Value	Percentage	Value	Percentage
<b>Construction</b>	Company	1,708.65	42.55%	1,804.79	46.92	1,663.56	48.61
	Joint Ventures	457.60	11.40%	292.52	7.60	-	-
<b>Land and houses for sale</b>	Subsidiary	28.57	0.71%	53.61	1.39	113.32	3.31
<b>Holding company</b>	Subsidiary	1,777.38	44.27%	1,642.02	42.69	1,560.12	45.59
<b>Trading</b>	Subsidiary	2.14	0.05%	5.09	0.13	29.65	0.87
<b>Other income</b>	Company	40.95	1.02%	48.52	1.26	55.29	1.62
<b>Total revenues</b>		<b>4,015.29</b>	<b>100.0%</b>	<b>3,846.55</b>	<b>100.00</b>	<b>3,421.94</b>	<b>100.00</b>

#### Nature of Business of Thai Polycons and other Joint Ventures

**Thai Polycons Public Company Limited and other joint ventures** provide several types of construction works, e.g. shopping mall, office building and high-rise residence building, industrial plant, and power plant. The construction service involves all related works in civil engineering, installation of engineering systems, and landscape. The Company gains these projects from bidding and business contact whereas the customers take into account the Company's experience and past achievements. The details of each service type are described below.

**Construction of high-rise residence and shopping mall buildings.** Previously, the Company has been engaged for the construction of high-rise residence and shopping mall buildings, which are located in Bangkok and vicinity. Currently, the business areas have been expanding to other new areas; therefore, the Company has expanded its construction areas as well. Most project owners are recognized property developers and major modern trade entrepreneurs.

Construction projects for high-rise buildings for residence and shopping mall carried out by the Company in 2020 are as follows:

Unit: Million Baht

Project Name	Project Owner	Total project value	Revenue Recognition		Remaining revenues	Remaining revenues (%)
			Before 2020	2020		
Novotel Marina Bay Sriracha Hotel	RCK Hotel and Residence Co., Ltd.	197.20	100.14	96.33	0.72	0.40%
The Best Central Phuket	Central Pattana Plc.	307.21	259.68	46.50	1.03	0.30%
Escent Condominium Ubon Ratchathani	Central Pattana Plc.	215.77	100.48	113.44	1.85	0.90%
<b>Total</b>		<b>720.18</b>	<b>460.31</b>	<b>256.28</b>	<b>3.60</b>	<b>0.50%</b>



**Construction of large-sized office buildings.** The Company provides the service for the construction of large-sized office buildings for both government and private sectors. The projects carried out by the Company in 2020 are listed below.

Unit: Million Baht

Project Name	Project Owner	Total project value	Revenue Recognition		Remaining revenues	Remaining revenues (%)
			Before 2020	2020		
Residential Condominium for government officers, Narathiwat Province	Narathiwat Office	100.00	25.46	32.09	42.45	42.50%
Expansion of the terminal building at Surat Thani Airport	Surat Thani Airport	157.94	-	8.62	149.33	94.50%
<b>Total</b>		<b>257.94</b>	<b>25.46</b>	<b>40.71</b>	<b>191.78</b>	<b>74.30%</b>

**Construction of school buildings.** The Company has been trusted by many educational institutes, either in the government or private sector, for the construction of modern school buildings. The construction projects run by the Company in 2020 are as follows:

Unit: Million Baht



Project Name	Project Owner	Total project value	Revenue Recognition		Remaining revenues	Remaining revenues (%)
			Before 2020	2020		
Academic Medical Centers and Medical Research Building, Mae Fah Luang University	Mae Fah Luang University	724.35	99.68	242.63	382.04	52.80%
Clinical Anatomy Building, Chakri Naruebodindra Medical Institute, Bang Pli	Chakri Naruebodindra Medical Institute	700.00	-	8.43	691.57	98.80%
Health Service and Public Health Center Building, Chiang Mai University	Chiang Mai University	1,129.91	3.16	182.61	944.14	83.6%
<b>Total</b>		<b>2,553.26</b>	<b>102.84</b>	<b>433.67</b>	<b>2,017.75</b>	<b>79.0%</b>

**Construction of hospital buildings.** The Company provides the service to both government and private sectors for the construction of hospital buildings. The projects in 2020 include:

Unit: Million Baht

Project Name	Project Owner	Total project value	Revenue Recognition		Remaining revenues	Remaining revenues (%)
			Before 2020	2020		
In-patient Building for 298 beds, Phatthalung Hospital	Phatthalung Hospital	280.31	129.23	150.26	0.82	0.30%
In-patient Building, Intrarat Hospital	Intrarat Hospital Co., Ltd.	532.62	464.32	66.45	1.85	0.35%
In-patient Building, Wattanapat Trang Hospital	Wattanapat Trang Hospital	73.45	6.96	63.75	2.74	3.70%
In-patient Building, Bangkok Chantaburi Hospital	Bangkok Chantaburi Hospital	262.81	50.55	204.80	7.46	2.80%
In-patient Building, CGH Lam Look Ka Hospital	CGH Hospital Co., Ltd.	483.76	102.60	289.03	92.13	19.0%
<b>Total</b>		<b>1,632.95</b>	<b>753.66</b>	<b>774.29</b>	<b>105.00</b>	<b>6.40%</b>



**Construction of power plants.** The Company provides the service for the construction of power plants, which involve the plant building, electricity generating building, office building, and other related utilities, e.g. road, electrical system, and pipeline system, etc., including other components such as car park, etc. The construction works may be divided into 2 types:

1. Construction plan as contracted. The Company carries out the construction according to the construction drawing determined by a client.

2. Turnkey contract. The Company provides an integrated service starting from the structure design and construction. The Company is able to propose any construction drawing and method most relevant to each customer's demand under the reasonable construction cost and shorter construction period.



The power plant construction projects carried out by the Company in 2020 are as follows:

Unit: Million Baht

Project Name	Project Owner	Total project value	Revenue Recognition		Remaining revenues	Remaining revenues (%)
			Before 2020	2020		
TPCH 5 Power Plant	TPCH 5 Co., Ltd.	525.29	333.84	190.61	0.84	0.20%
Pattani Power Plant	Pattani Green Co., Ltd.	1,341.43	1,112.61	210.45	18.37	1.40%
TPCH 1 Power Plant	TPCH 1 Co., Ltd.	673.08	452.82	158.76	61.50	9.1%
TPCH 2 Power Plant	TPCH 2 Co., Ltd.	660.30	422.76	165.38	72.17	10.90%
<b>Total</b>		<b>3,200.10</b>	<b>2,322.02</b>	<b>725.20</b>	<b>152.87</b>	<b>4.80%</b>

**Construction of commercial buildings, shopping malls, Utility projects and others.** The Company provides the service for the construction of other buildings apart from those mentioned above, e.g. shopping mall, parking lot, road work, landscape, etc., which are the extension work of the building construction or may be the separated construction work. The projects in 2020 are as follows:

Unit: Million Baht

Project Name	Project Owner	Total project value	Revenue Recognition		Remaining revenues	Remaining revenues (%)
			Before 2020	2020		
1. MT SHOP&STORE, Satun Green Power	Satun Green Power Co., Ltd.	2.02	-	1.21	0.81	40.1%
2. Collection Building, Chang Raek Biopower	Chang Raek Biopower Co., Ltd	1.49	-	0.07	1.42	95.2%
3. Construction work, Municipal Solid Waste Power Plant, Nonthaburi	Municipal Solid Waste Power Plant, Nonthaburi	29.00	-	0.16	28.84	99.4%
4. Drain Canal, A. Na Yong, Trang	Royal Irrigation Department	307.48	-	49.87	257.61	83.8%
<b>รวม</b>		<b>339.99</b>	<b>-</b>	<b>51.31</b>	<b>288.68</b>	<b>84.9%</b>

### Market and Competition of Thai Polycons Public Company Limited and other joint ventures

The local construction industry has been in the midst of high competition. The new projects to be awarded depended on bidding criteria under tough competition. After passing the first bidding round as a qualified bidder, the bidding price was the core consideration issue. More intense competition in these construction projects led to the price competition but lower contract price. Another factor influencing competitiveness and pricing was the acquisition of raw material sources. The fluctuating price of raw materials gave the huge impact the construction industry as the raw material cost accounted for 40-60 percent of total project cost. Except the readiness of raw materials, other competitive factors included skills, expertise, and experience of all employees and sub-contractors. The establishment of any joint venture usually aims at certain technical assistance and business alliances.

**Competitive strategy and business policy of Thai Polycons Public Company Limited and other joint ventures.** Apart from retaining the market share under a high competition and sluggish economy, the Group of Companies has placed emphasis on its long-term competitiveness by means of retaining construction standards, strict control of construction works, on-time delivery of quality work, and lower cost and expenses. The competitive strategy and business policy of the Group of Companies are as follows:

#### 1) Reputation and quality of construction works

The Company has gained the construction experience over 32 years. It employs many staffs with great skills and expertise in construction works, and deep comprehension in this business. This is proved by the Company's survival from the 1997 tremendous economic crisis, and continuous growth until it has been widely accepted in the construction industry. The Company focuses on the construction most relevant to all requirements, good quality of work, and high safety. Furthermore, upon any changes of construction and engineering technologies, the Company is capable of utilizing them promptly. This



can be seen in the Company's past works that meet international standards, and extremely satisfy the customers.

**2) Accepted performance.** The Company has determination to provide the quality construction service provided to most satisfy the customers, that is, the indicators of customer satisfaction in each project must be over 80%. To improve and enhance the highest efficiency and proficiency of the Company's management system, the Company places the core policy to retain and shift its reputation by creating the construction works to meet the customers' demand and other applicable obligations, laws and regulations, and by performing the following actions:

- Controlling all construction works to meet the customers' demand and standards.
- Planning each construction work carefully to be delivered as scheduled.
- Improving the construction quality for higher efficiency and proficiency.

**3) Personnel's competence.** The Company has the policy of promoting and developing its personnel, which is the most important asset of the Company, in order to improve its operating efficiency and competitiveness. The staffs' knowledge and competence have been improved consistently, either technical knowledge and management.

- Rooting consciousness for work responsibility.
- Building a friendly work environment.
- Forming team-working and coordination between the team of engineers and other company staffs in order to attain the objective of providing an excellent service to the customers.
- Utilizing KPI system and Balance Scorecard (BSC) in evaluating the work performance of each division and staff.

**4) Team of engineers with knowledge, abilities, and long working experience.** The Company's management team is capable of managing the construction projects; therefore, each project could be completed as scheduled. As a result, the Company's cost became lower while its operating performance was better. In respect with daily employees who were in the construction team, the Company set up the project standards on new-coming employee training, and the requirements on the regular labor skill development. The Company also focused on the maximum work safety. It had a working team in charge of safety, which would arrange the training activities to keep all employees have knowledge and understanding in safety, inspect the work procedures, and prepare the accident prevention plan, and correct any possible working defects. These helped minimize any possible accidents, and boost the work efficiency, so the Company has less cost resulted by accidents. Regarding the employment of sub-contractors, the Company has always selected the sub-contractors who had the good and qualified work performance, delivered the works punctually, and had the specific expertise in construction.

**5) Efficiency in the organization management.** The Company has the policy to regularly improve the working system and central administration for better working efficiency and serving the customers' demand better. The Company has the organization management system based on international

standards. The Company has received the 9001:2008 certification from BUREAU VERITAS Certification Institute in respect with the quality management system for construction and engineering works since October 6, 2009, and 9001:2015 certification since July 15, 2017. Under such systems, the Company has been able to allocate various resources efficiently. The Company's system has been improved regularly while the Company's internal control system is also established for regular auditing.

**6) Efficient procurement.** The Company established the procurement policy for transparency and better competition between raw material suppliers in order to ensure that the Company's cost was appropriate. Regarding the Company's procurement, an efficient and transparent procurement system has been set up. The selling prices of construction equipment and materials would be compared with the construction cost charged by each sub-contractor to control the construction cost. In addition, according to the Company's management, the construction equipment and materials would be used cost-effectively. The Company had some warehouses to keep any excessive construction equipment and materials in the good condition, which might be used in other projects. Such cost management helped increase the Company's potential in the industry competition.

**Targeted customers, distribution, and channel of distribution of Thai Polycons Public Company Limited and other joint ventures.** For projects obtained by bidding, the Contract Development and Estimate Department of the Company shall coordinate with a particular customer directly. After the Company received an invitation to bid or was interested in taking part in any bid, the Contract Development and Estimate Department shall coordinate to ask for all related documents, e.g. construction drawing, other construction requirements, etc., and it shall assess the scope of work and construction cost for further submission of the price proposal. For projects obtained by negotiations, the Company was determined to tie the good relationship with each customer as it was more likely that the Company might obtain other new projects from these existing customers. The Company's targeted customers were the project owners in the private sector who had the business creditability and secure financial status. The Company, initially, aimed at projects with high returns and low risks. The Company also tried to obtain more projects from the customers who had creditability, used to work together, and had no conflicts in working.

**The Company has gained revenues from its local construction service.** Its local customers may be divided into 3 following groups:

**Group 1: Private sector,** which included the property developers, industrial entrepreneurs, and modern trade entrepreneurs. These customers had the good reputation and financial status. In the previous year, the Company's qualified works, which were delivered punctually, were acceptable; therefore, it could sustain the good relationship with its existing customers, be offered for more projects.

**Group 2: Government sector,** which included the government agencies and government-owned universities. The government-sector customers had a low risk of payments. To take part in the government bids, the Term of Reference or TOR imposed by each government agency as a client had

to be considered carefully. A bidder for a government bid had to gain achievements or was in the list registered with that particular government agency. At present, the Group of Companies is in the registration list with several government entities, e.g. Department of Public Works and Town & Country Planning, Bangkok, Port Authority of Thailand, Provincial Waterworks Authority, and Airports of Thailand Plc., etc. However, the Group of Companies has the policy of registering with more government agencies to have higher ability in being employed by the government sector because the Government places the policy in serial infrastructure investments, especially electricity, mass transportation, and telecommunications.

**Group 3: Power plant construction.** The Company has developed the Energy Business Department to provide an integrated service, starting from planning, engineering design, selection of equipment and machinery, plant construction, machinery running, and machinery repairs and maintenance. The clients include the Company's subsidiaries, government sector, and private sector.

#### Proportion of construction service provided to each type of customers during the past 3 years

Unit: Million Baht

Group of Customers	Year 2020		Year 2019		Year 2018	
	Value	Percentage	Value	Percentage	Value	Percentage
Government	684.21	28.10	211.90	5.70	830.90	39.40
Private	1,025.72	42.10	1,592.90	42.90	831.80	39.50
Power Plant	725.20	29.60	1,911.80	51.40	445.50	21.10
<b>Total</b>	<b>2,435.14</b>	<b>100.00</b>	<b>3,716.60</b>	<b>100.00</b>	<b>2,107.80</b>	<b>100.00</b>

Note: 1. Revenue recognition as at the end of the year

2. Excluding other income

**Product or Service Procurement of Thai Polycons Public Company Limited and other joint ventures.** The construction service is the business much relying on expertise in the engineering system, including the management ability to complete the project as per each customer's demands on work quality and completion schedule under the project cost that must give some profit for the Company. The key factors determining the Company's production capacity include:

**Number of engineers,** including the project directors, project managers, project engineers, and engineers.

**Number of sub-contractors** with experience and expertise in each type of works.

**Working capital** that is sufficient and appropriate to the scope of work in order to deliver the quality work to each customer under a limited timeframe. The number of engineers and sub-contractors in charge of each project depends on the scope and complication of each work.

**Engineers.** As of December 31, 2020, Thai Polycons Public Company has engaged 124 engineers, which involve 7 project directors, 14 project managers, 23 project engineers, and 80 general engineers.

**Sub-contractors.** The Company had 300 sub-contractors in hand. Each sub-contractor team has the working experience in the specific engineering system. The Company required that each sub-contractor

make an agreement with the Company, and place the security for any advance payment equivalent to the amount drawn in order to ensure that each sub-contractor would have the power and working potential so that the Company's construction service most satisfied the customers, and it mitigated the reliance to any particular sub-contractor, which might lead to a risk that if such sub-contractor failed to conform to the Company's regulations or left the work. Payments to sub-contractors would be in line with the portion of work completed under the inspection and approval by the project manager. The sub-contractor's duty was to install the equipment or construction work pursuant to the construction drawing as approved by the customer and controlled by the Company's engineers and foremen.

**Working capital.** For general construction service, after the contract execution, an advanced payment shall be made to the Company in an approximate amount of 10-15 percent of the total project value. This advanced payment shall be spent as the working capital of such project. In this regard, the Company must place the advance payment bond as an exchange. The Company's performance bond must be deposited to the client throughout the project term. After the project completion and delivery, the Company's maintenance or retention bond must be placed to such employee for a period of 1-2 years. These three types of bond must be issued by a financial institution. On average, the value of all related bonds placed to each customer accounts for 20-30 percent of the total project value. As of December 31, 2020, the balance of bonds the Company had in 8 financial institutions amounted to Baht 1,467.92 million. However, the Company may demand on more credit amount from those financial institutions in the future. For any high-value bid, the project awarded may be used to guarantee the loans to be spent in the Company's operation and project finance.

**Procedures of accepting construction works of Thai Polycons Public Company Limited and other joint ventures** are as follows:

**1. Bidding.** The Company closely monitors the bid announcements as posted in local newspapers or advised by any consulting or design company. The Company carries out the bidding procedure as follows:

**1.1 Purchase of bidding documents for estimation**

**1.2 Price proposal**

**1.2.1 Price proposal documentation.** After the project selection by the Executive Board, the Company's Contract Development Department shall proceed with receiving the documents for further tendering the price proposal. These documents include the project construction model and other necessary requirements so that the Company's proposal meets the standard, and is qualified for such bidding submission.

**1.2.2 Cost estimation.** This is a substantial step affecting the Company's project. Very-high cost estimation may cause the Company to lose the project. Conversely, very-low cost estimation may make the Company win the project, but it may receive the low profit or suffer some loss. Therefore, the Company emphasizes on cost estimation. In this regard, the Company will first survey the construction site to summarize the most appropriate construction model and method. Prices of construction materials, equipment, wage, and other related expenses must be examined. The

competitive bidding price is also analyzed. Then, the Contract Development Department shall prepare the bidding proposal and operating plan, which shall be submitted to the Executive Board for inspection and approval before being proposed to the customer.

**2. Negotiation.** The Company may acquire a project via negotiation without tendering the bid. The Company may propose its construction service to a customer or a customer may intend to select the Company. The Company selects each construction project by tendering the bid, or it may acquire a project by considering all related factors so that the Company's operating results are in line with the determined target, e.g. returns, creditability and payment ability of the project owner, project type and size, operating period, the Company's undelivered projects, financial sources, and personnel.

#### **Work procedures when a construction project is in progress of Thai Polycons Public Company Limited and other joint ventures**

**1. Work allocation.** After the project acquisition, the Contract Development Department shall have a meeting with the Project Director and the Project Manager in order to deliver the construction contract, bidding documents, and initial action plan to the Project Manager who shall be responsible for the project management together with the Project Director, which will be further delivered to other responsible departments.

**2. Appointment of the Project Manager,** who will be responsible for all aspects of the project under the control of the Project Director.

**3. Planning for project details** by the Project Manager by:

- Preparing the action plan to be relevant the project conditions and payment schedule
- Preparing the plan for money collection and payment of the project
- Preparing all steps of shop drawing to be proposed to the client who must approve for the construction drawing and construction materials
- Labor planning by classifying the workers, and estimating the number of workers for each type of work. The Company shall employ the sub-contractors for some types of work, e.g. piling work, installation of electricity and piping systems, steel roof structure, aluminum work, etc. The Company shall engage the sub-contractors who are in the list of sub-contractors approved by the Executive Board. The employment also depends on several factors, e.g. service price, working period, past performance, responsibility in working, and financial stability.
- Planning for arranging the machinery to be used in construction.
- Preparing a temporary office, and providing certain utilities, e.g. water, electricity, telephone, internet, etc.
- Preparing the work schedule with details for each project phase.

**4. Construction undertaking.** During the construction, the controllers and supervisors of each division will coordinate to inspect, supervise, and retain the progress work as per the preset plan and schedule.

**5. Follow-up and inspection.** The Project Manager has duties of inspecting the construction correctness, sending some photos showing the construction progress to the Project Director on the daily basis, submitting the work progress report on the monthly basis by comparing the construction

progress with the construction plan, and comparing the actual cost with the estimated cost. If the project is delayed from the work plan or the actual cost of any project is higher than the estimated cost or the client alters the construction drawing, the Project Manager will have a meeting with the Project Director to plan for such alteration, and to revise the work plan. The Project Director will inspect the construction site on the weekly basis, and submit the project summary to the Company's top management on the monthly basis.

**6. Delivery of work progress.** According to most construction plans, the work progress will be usually determined subject to the construction plan. Upon the completion of each construction phase, the advisor who controls the construction work will proceed with the inspection and approval before proposing such work progress to the employee to withdraw the construction progress payment as per the contract.

#### **Work procedures after project completion**

**Delivery of work.** Upon project completion, the client shall be informed to come to the project site for work inspection. For any defects, the Company shall perform correction actions until the client feels satisfied. When the client accepts the construction work and also returns the retention money after the end of warranty period (approximately 1-2 years in general), the client shall give back the performance bond to the Company.

#### **Supplies of raw materials, equipment, and labor for construction**

To install an engineering system with the good quality and meeting the client's demand, all materials and equipment must be acquired from certain appropriate sources. The Company normally purchases materials and equipment from distributors as referred in the list of construction materials and equipment distributors as approved by the Company for their initial acceptable quality and service only.

To procure those construction materials and equipment, the main materials and equipment for each project are usually different subject to the requirements and nature of the project determined by each client. Therefore, the Procurement Department must compile all details about the main equipment of each project for further procurement. In this regard, the Company shall arrange a bid tendered by more than 2 distributors as appropriate. The Company shall take into account the best price, good payment conditions, and qualifications of materials most relevant to the Company's demand.

For general materials much utilized in every project, the Procurement Department will make the collective purchase order to reduce the unit cost, and mitigate the risk from the fluctuation price of such raw materials. For example, the Company shall make contracts to purchase the steel bar for 1-3 months in advance, and purchase the cement for the whole project in advance.

Sustaining the good relationship with distributors of raw materials and equipment is an important factor beneficial to the Company's business operation as it will be offered a special discount, punctual delivery of materials, technical assistance, storage of unused inventories, prevention for shortage of raw materials, etc. Most raw materials and equipment distributors have contacted with the Company for years; therefore, our relationship has been good. These raw materials and equipment



distributors may give some technical assistance for new products launched to the market, e.g. cooler, water circulation pump, fan coil unit, air-conditioner, automatic control equipment, etc.

Regarding the daily workers, the Company employs both Thai labors and lawful alien workers, who must be trained for their skill development regularly. For the workers in any construction projects at the southern border provinces, the Company shall employ some workers from the central region at a special rate to motivate their working, and prevent some disguising terrorists.

#### Undelivered Projects

As of December 31, 2020, the Company had 21 undelivered projects in the total project value of Baht 2,759,671,302 million as detailed below.

				Unit: Million Baht
Project Name	Expected Date of Completion	Total Project Value	Undelivered/ not performed	Project Name
1. Intrarat Hospital	30/9/2563	532,623,364	1,850,608	Remaining work is the additional work
2. TPCB Power 5 Power Plant	30/4/2564	525,294,700	838,901	-
3. The Best Central Phuket	31/7/2563	307,213,540	1,033,199	Remaining work is the additional work
4. Pattani Power Plant	30/4/2564	1,341,425,730	18,373,106	-
5. Bangkok Chantaburi Hospital	24/11/2563	262,809,445	7,460,941	On the process of contract expansion as the owner has been unable to deliver some areas.
6. Escent Ubon Ratchathani	30/12/2563	215,774,574	1,845,045	-
7. 298-bed In-patient building, Phatthalung Hospital	30/11/2563	280,308,411	818,780	Project closed on January 2021
8. Wattanapat Hospital Trang	31/1/2564	73,453,515	2,743,323	-
9. Mercure Samui Chaweng Beach	14/2/2564	197,196,262	718,904	-
10. MT SHOP&STORE Satun Green Power	28/2//2564	2,015,400	808,849	-
11. CGH Sai Mai, Klong 8 Lam Look Ka Hospital	28/2/2564	483,761,424	92,130,123	-
12. Municipal Solid Waste Power Plant, Nonthaburi Province	22/4/2564	29,000,000	28,839,923	-
13. Ash Collection Building, Chang Raek Biopower	30/4/2564	1,494,100	1,422,489	-
14. TPCB Power 2 Power Plant	30/4/2564	660,303,700	72,165,289	-
15. TPCB Power 1 Power Plant	30/4/2564	673,076,900	61,496,851	-
16. Residential Condominium for Government Officers, Narathiwat Office	29/6/2564	100,000,000	42,451,459	-
17. Academic Medical Centers	1/9/2564	724,348,648	382,036,603	-

Project Name	Expected Date of Completion	Total Project Value	Undelivered/ not performed	Project Name
and Medical Research Building, Mae Fah Luang University				
18. Expansion of terminal building, Surat Thani Airport	10/3/2565	157,943,925	149,326,146	-
19. Drain Canal, A. Na Yong, Trang Province	20/7/2565	307,476,636	257,606,987	-
20. Clinical Anatomy Building, Chakri Naruebodindra Medical Institute, Bang Pli	19/5/2566	700,000,000	691,568,437	-
21. Health Service and Public Health Center Building, Chiang Mai University	13/6/2566	1,129,906,542	944,135,339	-
<b>รวม</b>			<b>2,759,671,302</b>	

#### Nature of Business of TPC Asset Company Limited

TPC Asset Company Limited was established on May 25, 2011 in which Thai Polycons Public Company Limited holds 99.99 percent of shares. Its initial registered capital was Baht 10 million and has been increased to be Baht 500 million at present. TPCA operates the business of land and houses for sale. It starts from sales of land and houses, and it now becomes the project developer and project owner.

At present, TPCA carries out the land and houses development projects, sales of land and houses, and owns many land and house projects. Its development projects shall be based on the conventional construction method. As a result, the house structure will be full of quality whereas other decoration and architecture work can be added attractively and relevantly to the design. Every construction step is carefully inspected to be in line with all criteria and regulations so that each quality, accepted, and standardized house unit can be delivered to every client. TPCA aims at the steady growth. At first glance, TPCA would like to make the product brand be recognized in the market. It has determination to build the quality products and service giving the highest satisfaction to clients.

The current projects operated by TPCA include Greenwich Prime Hathairat with a project value of Baht 370 million. It is located on an area of 20 Rai. This project consists of 94 units of 2-storey single detached houses. Up to December 31, 2020, 88 units have been sold. In 2020, 6 units have been sold and transferred. The sales sum waiting for transfer was forwarded to Year 2021 involved 6 units, and there were only 6 units waiting for sales. The total sales sum was over 94%, and it is expected that this project may be closed by the second quarter of 2021. Another new project is located at Lum Look Ka Klong 7 Road has been set up on an area of 34 Rai. The area has been adjusted already and the design is being revised for perfection. This project will consist of both detached houses and town-homes. The construction will start at the beginning of Quarter 2 of 2021.

Table illustrating the number of reserved units and remaining units after the reserved units were cancelled for Greenish Prime Project (detached houses)

Transaction	Year 2020			Year 2019		
	First	Second	Total	First	Second	Total
	Half	Half		Half	Half	
Reserved Units	7	4	11	11	16	27
Remaining units after the reserved units were cancelled	-	1	12	14	5	21
Transferred Units	2	4	6	9	3	12

Note: cancel means the customer changed his mind or his application for credit was not approved by any financial institution

## Supplies of Products or Services of TPC Asset Company Limited

### 1) Purchase of land by TPC Asset Company Limited

Land is a core asset for the business operation of TPCA; it accounts for 30-40 percent of its total cost. Therefore, TPCA greatly focuses on land acquisition for its projects. Each plot of land must have potential and be in the urban area so that, after the project development, a particular project can be sold and closed in a short period. Before each land acquisition, TPCA will conduct a feasibility study by surveying the market condition and competition as well as clients' demands in that target area for market opportunities of TPCA. Then, TPCA will proceed with negotiations for land acquisition. In most cases, TPCA acquires the land through real estate agents or it may contact a land owner directly by comparing between the selling price and the appraisal price or market price that is appropriate. TPCA has no policy to purchase any plot of land to be stocked for long before starting the project development.

### 2) Supply of sub-contractors and construction of TPC Asset Company Limited

TPCA selects many medium-sized and small-sized sub-contractors by fixing wages including labor cost and construction materials for them. TPCA controls the work quality and construction cost to meet the criteria it determines. This helps mitigate its risk of sub-contractor shortage.

2.1) TPCA mostly helps negotiate about prices of construction materials with the construction material suppliers for sub-contractors so that such offered prices are fixed for the sub-contractors for a period. The sub-contractors will purchase the materials from the suppliers who have negotiated with TPCA. As a result, the sub-contractors engaged by the Company are able to control their cost better.

2.2) At present, there are several sub-contractors who have continuously provided their construction service to TPCA. If any sub-contractor is unable to take on any project, the other sub-contractor can be replaced promptly.

### 3) Delivery of work of TPC Asset Company Limited

TPCA makes payments for construction works to each sub-contractor based on the work progress as specified in the construction contract and after the work inspection together with the client only. A

payment to the sub-contractor is deductible from the retention money in each period for 2.5-5.0 percent of work value delivered. The sub-contractors engaged by the Company are the medium-sized construction companies with good experience and expertise in construction, good and quality service, secure financial status, and good commercial credit; therefore, their work meets the good quality to a certain extent. TPCA also assigns a team to inspect the construction quality, arranges training courses for staffs in charge of controlling the construction work and construction engineering of the Company and those sub-contractors, and provides the manual on construction standards and house inspection standards. For monitoring the construction progress, the Company's construction controller will regularly report the work progress. Any construction delay will be solved in time. If an old sub-contractor fails to deliver its work as scheduled, a new sub-contractor will be replaced immediately.

#### **Nature of Business of TPC Power Holding Public Company Limited**

**TPC Power Holding Public Company Limited (TPCH)** is a holding company making investments in companies that operate the production and sales of electricity generated from renewable energy, and providing other related supporting services for operations of its subsidiaries. Thai Polycons Public Company Limited holds shares in TPCH for 41.26 percent. TPCH has made investments in 14 projects with plans for the production and sales of electricity generated from renewable energy under the operation of 15 subsidiaries. The main revenues of TPCH derive from dividends from holding shares in other companies as well as other revenues from providing the supporting services for operations of its subsidiaries. At present, there are 9 biomass power plants that have already achieved their commercial operations, including:

1. Chang Raek Biopower Co., Ltd. – Commercial Operation Date on March 15, 2013
2. Maewong Energy Co., Ltd. – Commercial Operation Date on October 12, 2015
3. Mahachai Green Power Co., Ltd. – Commercial Operation Date on April 8, 2016
4. Thungsung Green Co., Ltd. – Commercial Operation Date on October 3, 2016
5. Phatthalung Green Power Co., Ltd. – Commercial Operation Date on July 7, 2017
6. Satun Green Power Co., Ltd. – Commercial Operation Date on February 9, 2018
7. Pattani Green Co., Ltd. – Commercial Operation Date on May 19, 2020
8. TPCH Power 5 Co., Ltd. – Commercial Operation Date on November 17, 2020
9. TPCH Power 1 Co., Ltd. – Commercial Operation Date on November 27, 2020

The subsidiaries and other jointly controlled entities of TPCH have operated the business of production and sales of electricity generated from biomass and municipal solid waste to be sold to the government sector in accordance with a policy of the Energy Policy and Planning Office, Ministry of Energy, which encourages the production and use of electricity as generated by alternative energy. In this regard, such businesses are supported by the government in forms of adder rates, Feed in Tariffs (FiT) scheme, and other tax incentives, etc. The significant details about power plants that have been granted the operation licenses in 14 projects as follows:

Company	Shareholding in TPCB (percent)	Location of Power Plant Project	Type of Fuel	Total Production Capacity/ Production Capacity for Sale and Purchase (megawatts)	Project Status
<b>Already in commercial operations</b>					
1. Chang Raek Biopower Co., Ltd. (CRB)	73.12	Amphoe Thung Song, Nakhon Si Thammarat	Biomass from rubber tree and palm oil	9.9/9.2 FiT	COD on March 15, 2013
2. Maewong Energy Co., Ltd. (MWE)	85.00	Amphoe Mae Wong, Nakhon Sawan	Rice husk and woodchip	9.0/8.0 FiT	COD on October 12, 2015
3. Mahachai Green Power Co., Ltd. (MGP)	46.0*	Amphoe Muang, Samut Sakhon	Biomass from coconut tree	9.5/8.0 FiT	COD on April 8, 2016
4. Thungsung Green Co., Ltd. (TSG)	65.00	Amphoe Thung Yai, Nakhon Si Thammarat	Biomass from rubber tree and palm oil	9.5/9.2 FiT	COD on October 3, 2016
5. Phatthalung Green Power Co., Ltd. (PGP)	60	Amphoe Pak Phayun, Phatthalung	Biomass from rubber tree and palm oil	9.9/9.2 FiT	COD on July 7, 2017
6. Satun Green Power Co., Ltd. (SGP)	51.00	Amphoe Khuan Kalong, Satun	Biomass from rubber tree and palm oil	9.9/9.2 FiT	COD on February 9, 2018
7. Pattani Green Co., Ltd. (PTG)	68.54	Amphoe Nong Chik, Pattani	Biomass from rubber tree and palm oil	23/21 Adder	COD on May 19, 2020
8. TPCB Power 5 Co., Ltd. (TPCH5)	89.00	Amphoe Muang Narathiwat, Narathiwat	Biomass from rubber tree and palm oil	6.3/6.3 FiT	COD on November 17, 2020
9. TPCB Power 1 Co., Ltd. (TPCH1)	87.73	Amphoe Muang, Yala, Yala	Biomass from rubber tree and palm oil	9.9/9.2 FiT	COD on November 27, 2020
10. TPCB Power 2 Co., Ltd.	88.23	Amphoe Muang, Yala, Yala	Biomass from rubber tree and palm oil	9.9/9.2 FiT	COD on February 17, 2020
<b>Under construction</b>					
11. PA Waste and Energy Co., Ltd.	33.04	-	-	-	-
12. Siam Power Co., Ltd.	50.0*	Amphoe Sai Noi, Nonthaburi	Municipal solid waste from	9.5/8.0 FiT	Under construction
13. Eco Energy Group Corporation Co., Ltd.	99.87%	-	-	-	Investment in the subsidiary
- Pracharat Biomass Mae Lan Co., Ltd.	48.92			3/2.85 FiT	Under operation

Company	Shareholding in TPOCH (percent)	Location of Power Plant Project	Type of Fuel	Total Production Capacity/ Production Capacity for Sale and Purchase (megawatts)	Project Status
- Pracharat Biomass Bannang Sata Co., Ltd.	48.67			3/2.85 FIT	Under operation

\*Jointly controlled entities

\*\*Total production capacity exceeds the production capacity for sale and purchase. The power plant can produce the electricity for its internal use.

#### Status of licenses and significant contracts of TPOCH, subsidiaries and jointly controlled entities

Company	Letter of Intent Notified	PPA with PEA	Permit for Factory Operation (Ror.Ngor.4)	BOI Certificate
1. Chang Raek Biopower Co., Ltd.	✓	✓	✓	✓
2. Maewong Energy Co., Ltd.	✓	✓	✓	✓
3. Mahachai Green Power Co., Ltd.	✓	✓	✓	✓
4. Thungsung Green Co., Ltd.	✓	✓	✓	✓
5. Phatthalung Green Power Co., Ltd.	✓	✓	✓	✓
6. Satun Green Power Co., Ltd.	✓	✓	✓	✓
7. Pattani Green Co., Ltd.	✓	✓	✓	✓
8. TPOCH Power 5 Co., Ltd.	✓	✓	✓	✓
9. TPOCH Power 1 Co., Ltd.	✓	✓	✓	✓
10. TPOCH Power 2 Co., Ltd.	✓	✓	✓	✓
11. PA Waste and Energy Co., Ltd.				
12. Siam Power Co., Ltd.	✓	✓	✓	✓
13. Eco Energy Group Corporation Co., Ltd.				
- Pracharat Biomass Mae Lan Co., Ltd.	✓	✓	On Process	✓
- Pracharat Biomass Bannang Sata Co., Ltd.	✓	✓	On Process	✓

#### Market and Competition

**Competitive Strategy.** From the business operation of TPC Power Holding Public Company Limited, which carries out the production and distribution of electricity generated from renewable energy in 14 projects under the operations by 15 subsidiaries whose 9 power plants have already begun their commercial operations. Electricity is produced and sold to PEA and EGAT under the long-term PPAs with PEA and EGAT that would purchase all units of electricity generated, but not exceed the quantity



as stated in the PPAs made with PEA and EGAT under a condition on the sale price that must be the market price and at the same rate paid by PEA to other power producers who have made the PPAs in the same manner. There are 2 electricity purchase systems:

**1. Adder system** – A power project shall be subsidized with an adder of Baht 0.30 per unit during 7 years of generating electricity from biomass, and of Baht 1 per unit during 7 years for a power plant project located at 3 southern border provinces and 4 special districts at Songkhla.

**2. Feed in Tariff (FiT) system** – An electricity price shall be the rate announced by EGAT and a power project shall be subsidized with FiT premium of Baht 0.30 per unit for a period of 8 years for the generation of electricity from biomass, and of Baht 0.5 for the whole project term for the power plant project located at 3 southern border provinces and 4 special districts at Songkhla.

Regarding an acquisition of the Power Purchase Agreement (“PPA”) for biomass fuel, the Provincial Electricity Authority (PEA), at present, purchases the electricity generated from biomass fuel based on price. The Energy Regulatory Commission shall fix the electricity purchase quota in each area, and the purchase timeframe based on price in each of its announcement for purchase of electricity generated from biomass.

However, the uncertainty of policy formulated by the government sector regarding the targeted production capacity of biomass power plants in accordance with the Alternative Energy Development Plan has driven TPCH to plan for expanding its biomass power plant business to other countries, especially to Southeast Asia region. Some surveys and feasibility studies have been already conducted in some potential countries like the Republic of the Union of Myanmar.

Nevertheless, for the generation of biomass-fuelled electricity, the subsidiaries need to acquire some fuels in an appropriate quantity and price to enhance the highest revenue and profit. As TPCH and its subsidiaries own no fuel sources, and must purchase such fuels from other suppliers so they may have to compete with other power producers to approach the same fuel sources. Therefore, TPCH formulates certain substantial strategies for its competitiveness and the leading biomass-fuelled power producer in Thailand and this region. The significant strategies implemented for current and future projects of TPCH and its subsidiaries are as follows:

**Business alliances to access to fuel sources:** During the feasibility study of each project, TPCH defines a principle of developing its power plant in any area where it is highly likely that it contains sufficient core and alternative fuel sources to feed such power plant throughout the year and project term. TPCH would study all related information, and survey any fuel sources around the project whether that fuel could be delivered to the project cost-effectively or not. TPCH has been conducting the research study, and growing other alternative plants to support TPCH’s management of fuel sources in respect with fuel quantity and cost.

**Business alliances with business expertise:** EnBW is one of key business alliances of TPCH. EnBW holds a secure financial status and expertise in the international energy business. As one of the largest power production and distribution companies in Germany and Europe, EnBW could transfer its knowledge and experience in operating many power plants to TPCH. Another key business alliance is VSPP, a major shareholder of CRB by holding 16.88 percent of shares. VSPP has operated CRB and TSG

power plants under the Operation and Maintenance Agreement whereas VSS has gained long experience in management and investments in biomass power plant projects, has had good relationship with communities around those power plants, and has been able to supply the fuel around power plants sufficiently and consistently.

**Selection of creditable and acceptable technologies.** This would affirm key stakeholders, e.g. client or PEA, financial institutions granting loans, and surrounding communities that the subsidiaries' power plant projects hold potential to produce and sell the electricity to PEA regularly and efficiently, which results to the consistent revenues, and better opportunities for repayments as scheduled. The generation process that is acceptable, friendly to the environment, and harmless to any communities would make the power plant projects to be developed by TPC in the future be accepted by these stakeholders who would further support the project success in the future.

**Management team** with engineering skills and expertise and experience in power plant projects, which would enable TPC to develop and manage such projects efficiently.

**Supplies of Products or Services of TPC Power Holding Public Company Limited.** The core business of TPC Power Holding Public Company Limited is to make investments in other companies operating the business of electricity generation and sales. TPC is involved from conducting a feasibility study before making decision on the project development and investment in the form of establishing a new company for the new project. TPC may make an investment for 100 percent of stakes or it may acquire any business alliances whose investment strategy is relevant to the Company.

**The steps of project research and development up to the generation and sale of electricity are illustrated below.**

Feasibility Study on the Project	Applications for Project Licenses	Power Plant Construction	Power Plant Operation
1. Public relationship	1. Permit for Factory Operation (Ror.Ngor.4)	1. Selection of the contractor	1. Electricity generation and sales
2. Fuel sources	2. Power Purchase Agreement (PPA)	2. Selection of equipment and technologies	2. Generation control and management
3. Acquisition of project operator	3. Permit to Generate Electricity and Controlled Energy		3. Repair and maintenance
4. Capital readiness			4. Regulatory agencies
5. Financial feasibility			
6. Others			

Apart from carrying out the power plant project development pursuant to steps shown above, TPOCH may consider making investments in other power plants that have been developed or operated already by acquiring their shares or assets. Investments by TPOCH shall be in line with its investment policy and conditions determined. TPOCH shall conduct a project feasibility study and consider other key factors affecting such project before proceeding with the development and investment in each project.

### **Trading Business for Local and Foreign Products of TPC Bangkok Supply Company Limited**

#### **Nature of Business of TPC Bangkok Supply Company Limited.**

TPOLY establishes a subsidiary, TPC Bangkok Supply Company Limited (“TPCB”), and holds 99.99 percent of shares in it. This subsidiary has operated the business of trading, importing, and exporting all types of local and foreign products since 2013. TPCB has conducted the feasibility studies, and acquired certain product sources. These products may be divided into:

**1) Products for construction work.** As Thai Polycons Public Company Limited has purchased a large amount of construction materials from local and foreign sellers in each year; it has an idea to import the good-quality and competitive-pricing construction materials for the local market and neighboring markets. At present, TPCB is an agent of distributing the cement and aerated brick manufactured by Siam City Cement Public Company Limited, and it now takes steps to be a distributor for other products.

**2) Products for biomass power plants.** For biomass power plant business of the Company’s subsidiaries and other power plants, a huge amount of raw materials used as biomass fuel is needed. To secure the feeding of such raw materials, and to reduce the production cost in the long term, TPCB has an idea to sell the biomass fuel to the power plants of its power plants that are its subsidiaries located in three southern border provinces. Such fuel selling to those power plants has already started in Quarter 4/2020.

**3) Other products.** TPCB has a plan of trading other products. It is on the process of feasibility study and project planning.

**Market and Competition of TPC Bangkok Supply Company Limited.** To ensure that the products are competitive, the Company focuses on selecting the quality and cheaper products, which must be purchased from local and foreign manufacturing plants. These plants must have the good production standard and high creditability. TPCB always analyzes its competitors’ strength and weakness so that the product features would be developed to fit the market.

**Supplies of Products or Services of TPC Bangkok Supply Company Limited.** The procedure of supplying the products or services is as follows:

- 1) Product selection
- 2) Search for product sources
- 3) Request for product sample and test, price negotiations, and payment conditions
- 4) Price negotiation and payment conditions

### 1.3 Shareholding structure

Shareholding structure of the Group of Companies as of 31 December 2020. TPOLY held shares in its subsidiaries and joint ventures as follows:

Company Name	Percentage of Shares Held	Nature of Business
Thai Polycons and Laem Thong Phatthalung Joint Venture	99.95	Construction
TPCI Joint Venture	99.00	Construction
TPC Asset Company Limited	99.99	Land and houses for sale
TPC Power Holding Public Company Limited	41.26	(Holding company) holding shares in companies operating the production and sales of electricity generated by renewable energy
TPC Bangkok Supply Company Limited	99.99	Trading, importing & exporting all types of domestic and foreign goods
TPC ESG Joint Venture	80.00	



<b>TPCA</b>	<b>TPC Asset Company Limited</b>	<b>PGP</b>	<b>Phatthalung Green Power Company Limited</b>
<b>TPCB</b>	TPC Bangkok Supply Company Limited	<b>SGP</b>	Satun Green Power Company Limited
<b>TPCH</b>	TPCH Power Co., Ltd	<b>TPCH 1</b>	TPCH Power 1 Company Limited
<b>TPCL</b>	Thai Polycons and Laem Thong Phatthalung Joint Venture	<b>TPCH 2</b>	TPCH Power 2 Company Limited
<b>TPCI</b>	TPCI Joint Venture	<b>TPCH 5</b>	TPCH Power 5 Company Limited
<b>CRB</b>	Chang Raek Biopower Company Limited	<b>PA</b>	Waste and Energy Company Limited
<b>MGP</b>	Mahachai Green Power Company Limited	<b>SP</b>	Siam Power Company Limited
<b>TSG</b>	Thung Sung Green Company Limited	<b>ECO</b>	Siam Power Company Limited
<b>MWE</b>	Maewong Energy Company Limited	<b>PBB</b>	Pracharat Biomass Mae Lan Co., Ltd.
<b>PTG</b>	Pattani Green Company Limited	<b>PBM</b>	Pracharat Biomass Bannang Sata Co., Ltd.



**Relationship between the Group of Business and Major Shareholders.** The Company's core business has not been related to or connected with other businesses of any of its major shareholders significantly.

#### 1.4 Registered and paid-up capital

The amount of registered and paid-up capital as of December 31, 2020 is as follows:

Registered capital	572,759,484	Baht
Paid-up capital	572,759,484	Baht
Divided into ordinary shares	572,759,484	shares
Par value	1	Baht/share

The first 15 major shareholders holding shares more than 0.5% as of December 30, 2020.

List of Names	Number of Shares (share)	Percentage
1) Mrs. Kanoktip Chanpalangsri	200,000,038	34.919
2) Mrs. Sidyin Chanpalangsri	35,131,775	6.134
3) Mr. Anurak Boonsaweng	20,630,000	3.602
4) Mr. Anan Raweesangsoon	19,300,000	3.370
5) Thai NDVR Co., Ltd.	14,923,350	2.606
6) Ms. Sirin Kongudomsin	13,642,925	2.382
7) UBS AG LONDON BRANCH	8,907,000	1.555
8) Mr. Naiyapong Kongboonma	8,403,900	1.467
9) Ms. Chantakarn Chanpalangsri	6,984,957	1.220
10) Mr. Chainarong Chanpalangsri	6,633,333	1.158
11) Mr. Thanapol Kongboonma	5,870,900	1.025
12) Mr. Chaiwat Suthi	5,770,100	1.007
13) Mr. Sakchai Tangdevanon	5,000,000	0.873
14) Mr. Thanawat Chochapongsithichoke	4,815,000	0.841
15) Mr. Sahatkorn Chanpalangsri	4,392,229	0.767
<b>First 15 major shareholders holding shares more than 0.5%</b>	<b>360,405,507</b>	<b>62.924</b>
<b>Other 3,301 shareholders</b>	<b>212,353,977</b>	<b>37.076</b>
<b>Total 3,152 shareholders</b>	<b>572,759,484</b>	<b>100.00</b>

The major shareholders whose behavior significantly influence the establishment of policies, management or operation of the Company.

List of Names	Number of Shares (share)	Percentage
<b>Chanpalangsri Family</b>		
Mrs. Kanoktip Chanpalangsri	200,000,038	34.919
Mrs. Sidyin Chanpalangsri	35,131,775	6.134
Ms. Chantakarn Chanpalangsri	6,984,957	1.220
Mr. Chainarong Chanpalangsri	6,633,333	1.158
Mr. Sahatkorn Chanpalangsri	4,392,229	0.767
<b>Total</b>	<b>253,142,332</b>	<b>44.197</b>
<i>Note: Members of Chanpalangsri Family are the directors and executives of the Company.</i>		

### 1.5 Issuance of other securities

No other securities have been issued.

### 1.6 Policy of dividend payment

**Policy of dividend payment of Thai Polycons Public Company Limited.** The Company places the policy of making dividend payments to its shareholders for not less than 40 percent of the net profit according to separate financial statements after legal reserve and other reserves, except in case that the Company makes investments in other assets. However, such dividend payment must depend on the Company's cash flow. For the Company's subsidiaries/associated companies, their dividend payment policy to shareholders is relevant to the Company, that is, the Board of Directors of these subsidiaries/associated companies shall make the dividend payment by considering the operating results and investment plan according to necessities and appropriateness considered by the Board of Directors of these subsidiaries/associated companies.

Operating Result Year	2020	2019	2018	2017	2016
Earning per share (Baht)	0.03	0.18	0.11	0.31	0.21
Dividend per share (Baht)	0.01065	0.6881	-	0.05	0.01153
Dividend payout (%)	40.0309	40.0022	-	25.44%	40.0%

**Policy of dividend payment of TPC Power Holding Public Company Limited (TPCH).** TPCH places the policy of making dividend payments to their shareholders for not less than 40 percent of the net profit according to separate financial statements of TPCH or subsidiaries as the case may be after legal reserve. However, such dividend payment may be changed depending on the operating performance, financial status, liquidity, necessity in investment, additional investment, business expansion, conditions

and restrictions as specified in the loan agreements, and other factors relating to the management as the Board of Directors and/or shareholders of TPCB or its subsidiaries consider it deems appropriate.

## 2. Risk Management

### 2.1 Policy of risk management

The Company's present operation has confronted some changes at all time from external factors, e.g. economic and political changes, risk from tougher competition, risk from laws associated with the construction business, risk from interest fluctuation, and risk from the fluctuation of construction materials cost, and from internal factors, e.g. operating strategy, management of internal information, risk of construction works, etc. The Company believes that the risk management is a process driving it to attain the business objectives while it helps minimize certain obstacles or unexpected circumstances in respect with the profit, operation, trust from investors and other stakeholders to the Company, and it also helps prevent some damage to the Company's resources.

Therefore, in 2020, the Executive Board resolved to appoint the Risk Management Working Team to be in charge of monitoring, analyzing and assessing the Company's potential risks. Those risks have been categorized and managed so that they could be acceptable whereas the Company would undertake the business under acceptable risks only, and they would be also used in preparing the Company's annual business plan.

### 2.2 Risk factors to the business operation

#### **Risk factors to the business operation of Thai Polycons Public Company Limited**

The Company recognizes that the corporate risks deem the challenges for the Management as they may possibly occur and take effect to the business operation materially. Therefore, the Company pays attention to the risk management, which deems an essential mechanism making the Company's business operation smooth and successful as planned.

In 2020, the Company has managed the risks relating to its business operation as described below.

#### **Strategic Risk**

##### **Risks from external factors**

##### **1) Risk from tougher competition.**

Due to higher competition in the construction industry as well as an increasing number of construction companies, the Company has confronted tougher competition when various new projects depend on bidding. As a result, some contractors cut prices and reduce the proposal value to win the bid. The Company considers that such price may impact its profitability and market share; therefore, if the Company is unable to win the bid and not selected by the employers, the Company's revenues may be lower from the expected amount.

However, the Company has controlled the above risk by submitting tender bids for works where the Company has expertise and abilities in controlling them in order to obtain the projects and

appropriate revenues while they must be in conformity with the Company's workforce. In addition, the Company always selects the employers and project owners by checking their business background, financial status, payment capacity from various sources. From several projects undertaken by the Company, it has been trusted by all engineering consultant companies, employers, and project owners who have appreciated the Company's potential and working quality. As a result, the Company has been invited to participate in pitches of many new projects. Meanwhile, the Company has looked for other new business alliances equipped with potential and new technologies to be used in bidding for other different construction projects, e.g. road, tunnel, etc.

**2) Risk from changes in government policies, rules and regulations, and other laws relating to the Company as well as revenue fluctuations.**

The Company has mainly operated the construction business; its business growth, in general, depends on the government policy and economic schemes driving investments by the private sector, as well as the national development plans, e.g. telecommunication infrastructure development, water source development plan, and promotion to the real estate business. The economic growth and government expenditures may not meet the projection. The financial crisis or political instability may occur in the future.

Subject to aforesaid risks, TPOLY focuses on its potential to win the bids consistently. The Company shall offer the construction price most relevantly to the work quantity, and deliver the quality work punctually. The Company's construction work is normally guaranteed for 1-2 years upon the project construction completion. These factors make many clients trust TPOLY, and list TPOLY on top contractors to be selected for future projects. These clients also recommend TPOLY to other clients. However, the Company has tried to mitigate a risk of absolute reliance on the construction business by making investments in other businesses such as energy business, property development business, trading business, and others to reduce business fluctuations.

**3) Risk from fluctuation of construction material prices and shortage of construction materials.**

In the construction business, the price proposal must be fixed, starting from the bidding process up to the project completion. During the construction period, the prices of construction materials and equipment may be changing subject to the demand and supply, economic circumstances, fuel price, and other factors, which deem the indirect cost taking effect to the operating cost.

The Company sets up certain measures and policy in minimizing the risk of raw material prices by negotiating and relying on good relationship with either major and retail raw material distributors in order to be proposed for such prices in advance whereas most raw materials must be fixed throughout the project term. For general materials where there are several distributors, the Company shall gather the purchase order volume from several projects so that the Company shall have more power in price negotiations and obtain lower price per unit. From such high negotiation power, the Company has been able to retain its cost of general materials. Besides, the Company's administration in respect with procurement has been improved regularly to be top of situations, and to reduce the risk of changing prices of materials and equipment.

## Risks from internal factors

### 4) Risk from no service provided to many sectors.

Mostly, the Company has provided the construction service to the government sector, especially the construction of hospital, government office, etc. while other construction projects may involve the residential building, office building, hotel, etc. However, the Company controls such risk by regularly tendering bids for construction projects, either government or private sector, in order to add the backlog. The Company shall provide the construction service to certain leading companies with good reputation and financial status. The Company also diversifies the risk of this construction business by moving to undertake other related businesses to widen its revenue recognition, and to stabilize its revenues by establishing some subsidiaries, e.g. TPC Power Holding Plc., TPC Asset Co., Ltd., TPC Bangkok Supply Co., Ltd., and other joint ventures.

## Operation Risk

**1) Risk from delayed delivery of work**, which may force TPOLY to compensate some damages from the breach of the contract. In making a construction service agreement between the Company and a client, the construction period would be specified explicitly. If the work could not be delivered on schedule, the Company must pay for the damage and fine as specified in the contract. The delayed project also induces higher wage expenses than expected. Additionally, for a construction project for the private sector, a client may change the scope of construction work, which undeniably affects the construction period. TPOLY also has a risk in negotiating for an additional construction price because the cost of construction for such additional work is not stated in the contract. This may adversely affect the Company's operating performance.

However, before accepting each construction project, the Executive Board of TPOLY always takes into account the entire undelivered construction works and adequacy of manpower so that it will be able to manage all projects efficiently and to deliver each project on schedule. TPOLY recognizes the management risk; it defines a working guideline to prevent any potential defects. To elaborate, ISO 9001:2008 is used to sustain the operation standards at the Company's head office and all projects.

**2) Risk from errors in the revenue projection and cost as contracted** because of an additional scope of project. The Company may have some additional work as the client changes the scope of work from that indicated in the project plan whereas both parties have not yet agreed for the exact service scope and cost. The increasing work value may not be suitable for the actual work value, or not cover the rising cost and expenses if compared with such additional work quantity and service duration. Any subsequent change in the scope of work may lead to the contract argument and business dispute, which take effect to the Company's business operation. The Company's operating result may not be in line with its projection due to some increasing cost from an unbilled amount of money, which is called in accounting as "unbilled receivable" as shown in the Company's Statement of Financial Position. This not only impairs the Company's financial status, but also its business opportunities. However, the Company mitigates this risk by carrying out the project more carefully. The

Company also has a business negotiation with each client in advance to minimize any potential business dispute.

**3) Risk from the shortage of capable personnel.** The business operation in the construction industry needs the capable and specialized personnel to perform duties as the project manager or project engineer to control and complete the construction projects. Under current circumstances, there are many old and new construction companies in this industry; it is risky to the personnel shortage. Therefore, the Company has determination to improve the personnel's potential and competence before they are further promoted to be project managers or project engineers. The Company also has the policy of offering the appropriate compensation and welfare that can be competitive with other companies in the same industry in order to retain the capable personnel with the Company.

**4) Risk from labor shortage.** Labor deems a core factor for construction works. For the past 2-3 years, the labor shortage in the construction industry has remained a big problem because certain government projects that are mega infrastructure projects need a huge number of construction labors. Thus, the Company may encounter the labor shortage, which delays the construction works until some projects may not be delivered to the clients as determined in the contract. To minimize this risk, the Company agrees to pay wages relevantly to skills of each labor, take care of labors' welfare and living, pay attention to labors' dwelling so that they have safety, good environment and occupational health in order to motivate and retain these labors to work with the Company.

### 3. Business driven for sustainability

#### 3.1 Sustainability management policy and targets

The Company has been preparing the sustainability management policy by adhering with international standards such as human right principle. The Company has also studied other sustainability issues important for the stakeholders to ensure that the Company's business operation will actually give positive impact to the economic, society, and environment. The targets of this sustainability management are:

- To ensure the sustainability issues to cover the whole process of business operation of the Company.
- To provoke the business operation with responsibility and transparency.
- To provoke the main business operation giving the utmost positive effect to the society.
- To have the assessment of risks and opportunities associated with sustainability in the appropriate period.
- To have a report indicating the progress of activity management relating to sustainability.



### 3.2 Management of impact to stakeholders in the business value chain

Since the Company has operated the business on various challenging factors including slowdown economic, more intense competition, changes of governmental policies, and outbreak of COVID-19; therefore, the Company establishes the business operating strategy to boost its competition potential by taking into account both positive and negative impacts that may affect all groups of “stakeholders” of the Company while the Company continues focus on the following issues when providing the service:

- Quality: focusing on the construction in line with professional, integrated, and safety principles.
- Time: delivering each work as scheduled and in conformity with the contract.
- Cost: managing the project cost and construction cost as planned.

To ensure that the Company’s business operation gives the utmost value and benefits to economic and society, the Company divides stakeholders into 7 groups, which all relate to the Company’s operation; namely, 1) shareholder and investor, 2) employee, 3) client, 4) partner, 5) competitor, 6) creditor, and 7) community, society and environment.

The Company identifies the stakeholder groups by first identifying certain important business issues (materiality), and assessing the stakeholders, either direct or indirect, inside and outside the Company, which deems an important process establishing both confidence and trust for the Company and stakeholders, boosting the Company’s competitiveness in the long term, and ensuring that each stakeholder group shall be treated appropriately.

### 3.3 Sustainability management in respect with environment

The Company deems that the environment care is a part of the principles in the responsible business operation. The Company establishes the environment care as a part of the sustainability policy in undertaking the business. The details are as follows:

- Always assessing the business operation process possibly causing risks and impact to the environment.
- Creating cooperation with stakeholders and all related agencies to broaden the operating results in respect with environment.
- Complying with all related laws and regulations relating to the environment strictly, and also improving the working procedure in order to maximize the working efficiency, minimizing the impact to the environment and neighboring communities, managing the relationship with neighboring communities, and supporting environmental activities that appropriate and relevant to the communities’ need.

### 3.4 Sustainability management in respect with social dimension

The Company aims to create the business operation value and benefits to the stakeholders by making an effort to promote the human right respect and an access to technologies.

The Company places a guideline of complying with the fundamental human right and equality principles with no discrimination of race, color, gender, language, religion, political belief, or any other belief. The Company treats all staff and employees in accordance with the labor law and other applicable requirements, supports the employment of physically disable people, and does not use or support the child labor.

The Company has the policy of treating its staff and employees by:

- Not employing labors younger than the age permitted by law, either for permanent work or employment contract.
- Paying respect to the right in group formation and negotiations.
- Establishing equality as an important principle in the employment and resource management whereas the recruitment and employment procedure must be transparent without any discrimination. Every applicant will be treated equitably, that is, the recruitment announcement will be posted both inside and outside the Company. Every staff must be able to access to opportunities leading to their professional progress equitably. The work performance is evaluated fairly as well.
- In caring for all employees during the COVID-19 pandemic, apart from preparing the working system and method to work from home as the social distancing measure, the Company provided the Corona Virus insurance for all employees, “If infected, pay promptly for 100,000 Baht for a coverage period of 1 year”. All employees were also educated about the prevention methods during such virus outbreak.

### Activities for communities and society

Thai Polycons Public Company Limited was established on 1988 to operate the construction business in types of shopping mall, office business, residential high-rise, industrial plant, power plant, and airport. The Company's services also include the engineering system and architectural work.

Except the strong determination to the quality and widely acceptable construction work, Thai Polycons Plc. places the policy of promoting the corporate social responsibility (CSR).

On the initial stage, many activities of the Company were initiated by its staffs to deliver support to the society such as Love Share to Younger project, One-Baht at Dawn and One-Baht at Dusk for Students' Lunch project, donation of stuffs, e.g. textbook, teaching and learning materials, survival kit to disaster victims, etc. Finally, in 2011, the Company established a social support project called "Non-stop Doing Good Deeds" project which has been carried out up to now. "Non-stop Doing Good Deeds" project was set up to repay the society in line with the government's policy, to make the Company's staffs aware of making merit for their family, co-workers, community, and society, and to root the good awareness of being the giver rather than the receiver, which is a basic factor of happy living in the society. Apart from "Non-stop Doing Good Deeds" project, the Company has also supported an educational project called "School Facilities from Elder to Younger" project.

School Facilities from Elder to Younger project started in 2011 with a focus on constructing school buildings for schools in remote areas or those where buildings are so ruined that it is impossible to arrange the teaching and learning activities.

Such selected schools must be situated in any hometown of the Company's staffs or areas where the Company's projects are being constructed in order to give the educational support to those local communities and society. In this regard, people in the society along with people in the organization will be developed together to make all people have the good awareness of giving support to the community and society. Under School Facilities from Elder to Younger project, some school buildings have been improved already as listed below:

#### **Library renovation** at Wat Bang Toe Ni School, Amphoe Sam Khok, Pathum Thani

The Company set no construction budget for this project as the Company used its tools, materials, and labor who were its workers. The school building was handed over in 2010



**Thai Polycons 1 Building** – The Company constructed a one-storey building. At Ban Mab Lao Cha-on School at Tambon Sak Pong, Amphoe Klaeng, Rayong. The school building was handed over on February 14, 2012



**Thai Polycons 2 Building** – The Company constructed a two-storey building. At Wat Pak Klong Phra Ajarn School at Tambon Bang Somboon, Amphon Ongkarak, Nakhon Nayok. The school building was handed over on August 26, 2013.



**Ban Khiri Lom Borker Police Patrol School (Charoen Chanpalangsri Building)** – The Company constructed a two-storey building, and renovated the surrounding area. This project is located at Amphoe Bang Saphan Noi, Prachuap Khiri Khan. The school building was handed over on June 28, 2016



**School building renovation** at Wat Pak Klong Phra Ajarn School at Amphoe Ongkarak, Nakhon Nayok. The school building was handed over on December 6, 2019.





Except the Company's social support, it has also offered the educational support by joining hands with the following business alliances; namely, **1. FamilyMart Company Limited; 2. Raks Thai Foundation; 3. Central Group; and 4. Thai Polycons Public Company Limited** to help renovate the school areas, and to promote professional skills to enhance the sustainable development. As the Company operates the construction business, its skills and expertise in construction have been used in such development.

**No. 1 – renovation of classrooms and construction of Klaengbon Barber** at Klaengbon School, Amphoe Klaeng, Rayong Province. This project was handed over on September 6, 2019, and it would be the center of haircut skill development for students and surrounding communities.



**No. 2 – renovation of Healthy Canteen** at Wat Klang Klong Sabua School, Amphoe Klong Sabua, Ayutthaya Province. This project was handed over on Thursday, 19 December 2019. This project would allow the students to access to the clean and safe canteen, and to make the teachers and students' life meet the living standards. Such renovation also included the renovation of backyard garden planting area, area for making the bio-organic fertilizer in accordance with the zero waste management, and area for making the clay pot to generate the revenue for the school and community.





As the Company has operated the construction business in various provinces, each construction site agrees with the Company's CRS policy under "Non-stop Doing Good Deeds" project. Most recently, the construction project of Escent Condominium Ubon Ratchathani helped renovate Ban Tup Thai Preschool Child Development Center, Ubon Ratchathani, where suffered the flood in 2019. The project was handed over on Monday, October 28, 2019. Every year, the Company also support various activities held on the National Children's Day by supporting the activities for children held close to the Company's head office, or local communities close to its construction sites.





The Company initiated the donation project for various objects, e.g., clothes, educational equipment, toys, second-hand computer, etc. from the Company's staff under the project name of "Give Your Unused Objects to Me". All donated objects were delivered to The Mirror Foundation, Vibhavadi-Rangsit Road, Bangkok



The Company has the policy of social support under "Non-stop Merit-making" project. During the COVID-19 pandemic across the country, the Company has delivered some essential medical tools to 3 southern border provinces (Pattani, Yala, and Narathiwat), which included 1) PPE set for 520 sets; 2) N95 masks for 600 pieces; and 3) face shield for 1,000 pieces





## 4. Management's Discussion and Analysis

### Important financial information

#### Summary of Financial Statements

##### THAI POLYCONS PUBLIC COMPANY LIMITED AND SUBSIDIARIES

unit : thousand baht

Statement of Financial Position	31 Dec 2020	Consolidated Financial Statements				
		%	31 Dec 2019	%	31 Dec 2018	%
<b>CURRENT ASSETS</b>						
Cash and cash equivalents	165,823.92	1.60	95,346.93	0.97	176,779.06	2.42
Current investments	-	-	85,128.53	0.87	157,430.07	2.15
Related parties	-	-	175,056.55	1.78	392.80	0.01
Other companies	576,678.38	5.56	638,853.26	6.51	702,178.89	9.60
Other current receivables	302,172.55	2.91	272,912.18	2.78	176,726.74	2.42
Contract assets	249,799.58	2.41	305,076.67	3.11	136,530.63	1.87
Retention receivable	9,695.18	0.09	48,016.09	0.49	3,068.39	0.04
Advance payment for purchase material and construction	115,284.47	1.11	222,342.45	2.27	199,610.48	2.73
Contractor receivable	12,00.00	0.12	12,00.00	0.12	-	-
Advance payment for land	-	-	57,258.30	0.58	102,850.00	1.41
Advance payment for service	18,756.14	0.18	-	-	7,750.00	0.11
Short-term loans to related parties	115,000.00	1.11	267,000.00	2.72	20,000.00	0.27
Inventories	96,902.87	0.93	75,313.96	0.77	58,244.75	0.80
Real estate projects under development	390,305.08	3.76	239,155.91	2.44	61,376.84	0.84
Other current financial assets	37.28	-	-	-	-	-
<b>TOTAL CURRENT ASSETS</b>	<b>2,052,455.46</b>	<b>19.79</b>	<b>2,493,460.85</b>	<b>25.40</b>	<b>1,802,938.64</b>	<b>24.65</b>
Restricted bank deposit	72,749.32	0.70	155,438.42	1.58	123,376.48	1.69
Investments in joint venture	453,919.97	4.38	472,857.11	4.82	482,049.04	6.59
Trade accounts receivable secured by bill of exchange	6,167.42	0.06	-	-	-	-
Investment properties - land	272,756.38	2.63	269,662.13	2.75	270,222.13	3.70
Property, plant and equipment	6,779,601.24	65.38	5,869,199.75	59.80	4,171,617.92	57.04
Right-of-use assets	81,423.81	0.79	-	-	-	-
Goodwill	27,858.07	0.27	7,600.00	0.08	-	-
Other intangible assets	4,908.44	0.05	4,876.42	0.04	12,371.58	0.17
Deferred tax assets	116,252.76	1.12	111,097.20	1.13	68,377.76	0.94
Income tax deducted at source	208,754.53	2.01	211,955.18	2.16	128,975.37	1.76

Statement of Financial Position	Consolidated Financial Statements					
	31 Dec 2020	%	31 Dec 2019	%	31 Dec 2018	%
Retention receivable	209,447.14	2.02	118,754.05	1.21	121,671.95	1.66
Contractor receivable	4,922.14	0.05	16,917.07	0.29	41,934.81	0.57
Advance payment for service	57,979.00	0.56	79,305.70	0.81	85,652.80	1.17
Other non-current assets	19,811.78	0.19	3,656.08	0.04	3,732.39	0.05
<b>TOTAL NON-CURRENT ASSETS</b>	<b>8,316,552.01</b>	<b>80.21</b>	<b>7,321,319.11</b>	<b>74.60</b>	<b>5,509,982.24</b>	<b>75.35</b>
<b>TOTAL ASSETS</b>	<b>10,369,007.47</b>	<b>100.00</b>	<b>9,814,779.96</b>	<b>100.00</b>	<b>7,312,920.88</b>	<b>100.00</b>
<b>CURRENT LIABILITIES</b>						
Bank overdrafts and short-term loans						
from financial institutions	616,087.40	5.94	382,716.47	3.90	154,129.50	2.11
Trade accounts payable and other current payables	924,209.35	8.91	985,816.83	10.04	806,477.11	11.03
Estimated repair under guarantee period	51,148.64	0.49	68,837.84	0.71	-	-
Long-term loan						
Current portion	598,645.97	5.77	592,135.73	6.03	324,240.00	4.43
Liabilities under finance lease						
Current portion	17,333.55	0.17	8,512.24	0.09	8,334.22	0.11
Provisions	2,877.54	0.03	1,976.12	0.02	1,512.40	0.02
Accrued corporate income tax	3.42	-	131.85	-	17.68	-
Retention payable	162,814.48	1.57	107,445.29	1.09	105,338.44	1.44
Advances received under construction contracts	301,988.05	2.91	377,703.45	3.85	203,388.81	2.78
Unearned revenues under contract to buy and to sell	-	-	45.00	-	3.00	-
<b>TOTAL CURRENT LIABILITIES</b>	<b>2,675,108.39</b>	<b>25.80</b>	<b>2,525,320.81</b>	<b>25.73</b>	<b>1,603,468.15</b>	<b>21.93</b>
<b>NON-CURRENT LIABILITIES</b>						
Long-term loans	3,042,495.91	29.34	2,957,618.60	30.13	1,838,77-	25.14
Lease liabilities	52,907.49	0.51	13,817.36	0.14	6,738.78	0.09
Non-current provisions for employee benefit	40,025.99	0.39	32,551.49	0.33	24,715.66	0.34
Retention payable	110,949.25	1.07	88,461.55	0.90	54,261.79	0.74
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>3,246,378.64</b>	<b>31.31</b>	<b>3,092,449.00</b>	<b>31.51</b>	<b>1,924,486.23</b>	<b>26.32</b>
<b>TOTAL LIABILITIES</b>	<b>5,921,487.03</b>	<b>57.11</b>	<b>5,617,769.82</b>	<b>57.24</b>	<b>3,527,954.38</b>	<b>48.24</b>
<b>SHAREHOLDERS' EQUITY</b>						
Share capital - Baht 1 each						
Capital registered common shares	572,759.48	5.52	572,759.48	5.84	692,868.49	9.47

Statement of Financial Position	Consolidated Financial Statements					
	31 Dec 2020	%	31 Dec 2019	%	31 Dec 2018	%
Paid-up Capital registered common shares	572,759.48	5.52	572,759.48	5.84	572,759.48	7.83
Premium on share capital	229,301.84	2.21	229,301.84	2.34	229,301.84	3.14
Retained earnings (Deficit)						
Appropriated for legal reserve	136,872.34	1.32	113,098.04	1.15	75,151.56	1.03
Unappropriated	-510,008.20	-4.92	-462,049.66	-4.71	-520,584.46	-7.12
Other components of equity	1,192,354.77	11.50	1,193,573.94	12.16	1,193,854.42	16.33
Total owners of the Company	1,621,280.23	15.64	1,646,683.65	16.78	1,550,482.84	21.20
Non-controlling interests	2,826,240.21	27.26	2,550,326.49	25.98	2,234,483.65	30.56
TOTAL SHAREHOLDERS' EQUITY	4,447,520.44	42.89	4,197,010.14	42.76	3,784,966.49	51.76
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	10,369,007.47	10.00	9,814,779.96	10.00	7,312,920.87	10.00

Statement of Income	Consolidated Financial Statements					
	31 Dec 2020	%	31 Dec 2019	%	31 Dec 2018	%
<b>Revenues</b>						
Revenues from construction services	2,166,247.59	54.51	2,097,310.81	55.22	1,663,556.01	49.41
Revenues from sales of electric and subsidies	1,777,373.13	44.72	1,642,022.09	43.23	1,560,122.53	46.34
Revenues from sales of real estate	28,570.00	0.72	53,605.11	1.41	113,320.00	3.37
Revenues from sales and services	2,137.18	0.05	5,088.89	0.13	29,647.33	0.88
<b>Total revenues</b>	<b>3,974,327.90</b>	<b>100.00</b>	<b>3,798,026.90</b>	<b>100.00</b>	<b>3,366,645.88</b>	<b>100.00</b>
<b>Costs</b>						
Cost of construction services	-2,021,519.45	-50.86	-1,963,381.22	-51.69	-1,503,610.29	44.66
Cost of sales of electric	-1,150,447.01	-28.95	-883,096.55	-23.25	-815,780.27	24.23
Cost of sales of real estate	-14,330.41	-0.36	-36,120.41	-0.95	-80,125.02	2.38
Cost of sales and services	-1,505.58	-0.04	-4,687.41	-0.12	-24,559.87	0.73
<b>Total cost</b>	<b>-3,187,802.46</b>	<b>-80.21</b>	<b>-2,887,285.59</b>	<b>-76.02</b>	<b>-2,424,075.45</b>	<b>72.00</b>
Gross profit (loss)	786,525.44	19.79	910,741.31	23.98	942,570.42	28.00
Other income	30,110.63	0.76	41,333.59	1.09	55,292.34	1.64
Expenses	816,636.07	20.55	952,074.90	25.07	997,862.76	-
Sales expenses	-3,280.51	-0.08	-4,670.58	-0.12	-8,556.79	0.25
Administrative expenses	-358,269.45	-9.01	-341,893.99	-9.00	-316,385.82	9.40
<b>Total sales and administrative expenses</b>	<b>-361,549.96</b>	<b>-9.10</b>	<b>-346,564.57</b>	<b>-9.12</b>	<b>-324,942.61</b>	<b>9.65</b>
(Doubtful debts) (reversal of doubtful debts)	-14,902.75	-0.37	-19,031.25	-0.50	-2,620.73	0.08
Gains on changes in investments	10,842.41	0.27	7,185.67	0.19	-	-
Other expenses	-	-	-1,163.00	-0.03	-	-
Finance cost	-114,327.94	-2.88	-89,829.95	-2.37	-97,905.63	2.91
Share of profit from investments in joint ventures	189.36	-	9,223.62	0.24	6,053.68	0.18
<b>Gain (Loss) before income tax expense</b>	<b>336,887.18</b>	<b>8.48</b>	<b>511,895.42</b>	<b>13.48</b>	<b>578,447.47</b>	<b>17.18</b>
Tax income (expense)	4,128.42	0.10	14,230.67	0.37	-5,580.21	0.17
<b>Total income for the year</b>	<b>341,015.60</b>	<b>8.58</b>	<b>526,126.09</b>	<b>13.85</b>	<b>572,867.26</b>	<b>17.02</b>
<b>Total comprehensive income for the year</b>	<b>337,727.58</b>	<b>8.50</b>	<b>522,133.88</b>	<b>13.75</b>	<b>572,117.17</b>	<b>16.99</b>

STATEMENTS OF CASH FLOWS	31 Dec 2020	31 Dec 2019	31 Dec 2018
<b>Cash flows from operating activities</b>			
Profit (Loss) before income tax	341,015.60	526,126.09	572,867.26
<b>Adjustments of profit to cash receipt (disbursement) from operating activities</b>			
<b>(Income) tax expenses revenues</b>	<b>(4,128.42)</b>	<b>(14,230.67)</b>	<b>5,580.21</b>
Depreciation and amortization	230,102.58	167,344.15	156,108.52
(Reversal) Allowance for expected credit loss "	14,902.75	19,031.25	2,620.73
Bad debt	1,269.24	297.00	-
Loss from revaluation	1,566.99	-	-
(Gain) Loss from exchange rate	(34.67)	(698.67)	(448.93)
Gains on sale investment in associate	-	-	(1,423.49)
(Gains) Losses from on remeasuring investment in trading securities	-	(82.61)	(225.54)
Share of (gains) losses from investment in joint venture	(189.36)	(9,223.62)	(6,053.68)
Losses on decrease share capital in subsidiaries	-	-	1,512.50
Loss from discontinue operation	-	1,163.00	-
(Gain) Loss from disposal investment properties	-	(1,137.00)	-
(Gains) Losses from disposal equipment	(2,348.29)	218.35	55.51
Write off assets	374.46	2,206.96	1,908.93
Estimated repair under guarantee period / (Reversal)	(12,670.11)	27,647.34	6,401.04
Provision for impairment of assets/(Reversal)	(123.37)	123.37	(331.39)
Write off withholding tax	251.15	1,588.00	-
Employee benefit expenses	5,596.30	6,409.89	4,787.63
Interest expenses	114,327.94	89,829.95	97,905.63
<b>Profit (Loss) from operation before changes in operating assets and liabilities</b>	<b>689,912.80</b>	<b>816,612.79</b>	<b>835,684.73</b>
<b>Decrease (Increase) in operating assets</b>			
Other current financial assets	85,088.12	66,331.24	33,364.99
Trade accounts receivable - related parties	175,056.55	(174,663.75)	(392.80)
Trade accounts receivable - other companies	60,982.03	63,312.73	(268,528.62)
Other current receivables	(7,500.45)	(104,383.22)	1,701.53
Contract assets	54,895.27	(168,546.05)	210,863.43
Retention receivable	(53,032.36)	(42,166.79)	(15,080.40)
Advance payment for construction and purchasing material	126,250.47	(27,962.91)	(21,982.94)
Advance payment for land	-	(57,258.30)	(102.85)
Inventory	(21,588.91)	(18,111.95)	4,420.73
Properties held for development	(102,433.43)	(71,911.35)	33,401.12
Trade accounts receivable secured by bill of exchange	(6,167.42)	-	-
Advance payment to contractor	11,994.92	11,797.62	7,860.95

STATEMENTS OF CASH FLOWS	31 Dec 2020	31 Dec 2019	31 Dec 2018
Advance payments to property	(18,756.14)	7,750.00	(24,844.39)
Advance payment for service	-	-	69,040.01
Money secured at legal execution department	1,744.28	111.45	3,127.47
<b>Other non-current assets</b>			
Trade accounts payable	170,690.62	72,914.54	75,698.76
Other current payables	(36,346.90)	(49,459.40)	32,937.21
Estimated repair under guarantee period paid	(5,019.09)	(8,375.93)	-
Retention payable	74,798.13	36,306.62	(49,088.74)
Advances received under construction contracts	(75,715.40)	174,314.64	(43,145.72)
Advance received under contract to buy and to sell	(45.00)	15.00	(2,285.00)
Employee benefit obligation paid	(2,904.01)	(2,780.97)	(1,928.18)
<b>Cash generated (paid) from operation</b>	<b>1,121,904.10</b>	<b>523,846.05</b>	<b>783,554.33</b>
Interest paid	(172,300.66)	(143,467.55)	(111,771.60)
Cash received from income tax	64,099.01	243.97	-
Income tax paid	(61,458.06)	(112,631.17)	(51,763.51)
<b>Net cash provided by (used in) operating activities</b>	<b>952,244.40</b>	<b>267,991.30</b>	<b>620,019.21</b>
<b>Cash flows from investing activities</b>			
Cash receivable (paid) for other current financial assets	(2.87)	6,052.90	(5,677.89)
Cash received (paid) restricted bank deposits	82,695.11	(32,061.94)	26,814.12
Cash received from repayment from short-term loans to related parties	205,000.00	25,000.00	55,651.00
Cash paid for short-term loans to related parties	(53,020.00)	(272,032.04)	(25,694.65)
Proceed on disposal of investments in joint venture	-	-	(52,500.00)
Cash paid for deposit for business acquisition	(124,813.74)	-	-
Cash received from dividend from investment in joint venture	20,539.00	18,647.25	24,052.25
Cash received for dissolution of subsidiary company	-	1,280.33	-
Proceed on dividend from investment in joint venture	-	-	44,657.50
Proceed on decrease investment in joint venture	-	-	5,500.00
Cash received from disposal investment properties	7,317.00	75.79	228.10
Cash received from sales of investment properties - land	-	1,800.00	-
Cash paid for purchasing property investment properties - land	(3,094.25)	-	-
Cash paid for purchasing property, plant and equipment	(1,116,927.98)	(1,590,888.38)	(720,001.96)
Cash paid for purchasing right of use assets	(724.78)	-	-
Cash paid for purchasing other intangible assets	(1,342.22)	(1,002.70)	(1,876.37)
<b>Net cash provided by (used in) investing activities</b>	<b>(984,374.74)</b>	<b>(1,843,128.79)</b>	<b>(648,847.89)</b>
<b>Cash flows from financing activities</b>			
Cash received from (paid) bank overdrafts and short-term loans from financial institution			
Cash received from short-term loans from related parties	234,046.75	227,699.28	(131,929.49)

STATEMENTS OF CASH FLOWS	31 Dec 2020	31 Dec 2019	31 Dec 2018
Cash paid for short-term loans from related parties	35,000.00	50,00.00	-
Cash received from long-term loans	(35,000.00)	(50,00.00)	-
Cash paid for short-term loans from person	10,00.00	-	-
Cash received from long-term loans	(10,00.00)	-	-
Cash paid for repayment from long-term loans	544,064.74	1,718,63.00	476,30.00
Cash paid for financial lease liabilities	(452,677.19)	(331,885.67)	(277,351.00)
Cash paid for financial lease liabilities	(17,531.76)	(9,650.60)	(7,896.49)
Cash received from share subscription of common share and premium on shares	-	-	17,284.13
Cash received from common share of subsidiary companies non-controlling interests	22,000.00	79,625.00	55,725.00
Cash paid for dissolution of subsidiary company non controlling interests	-	(875.00)	(2,625.00)
	-	(12,912.50)	-
	(227,295.21)	(176,925.15)	(118,098.01)
<b>Net cash provided by (used in) financing activities</b>	<b>102,607.33</b>	<b>1,493,705.37</b>	<b>11,409.14</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>70,476.98</b>	<b>(81,432.12)</b>	<b>(17,419.54)</b>
Cash and cash equivalents, as at the beginning of period	95,346.93	176,779.06	194,198.59
Cash and cash equivalents, as at the end of period	165,823.92	95,346.93	176,779.06



## Significant Financial Ratio

Ratios	Units	2020	2019	2018
<b>Liquidity Ratio</b>				
Liquidity ratio	(เท่า)	0.77	0.99	1.12
Quick ratio	(เท่า)	0.39	0.43	0.76
Cash from operation ratio	(เท่า)	0.37	0.13	0.38
Receivable turnover ratio	(เท่า)	6.03	5.29	5.47
Collection days	(วัน)	60.50	68.98	66.70
Inventory turnover	(เท่า)	5.38	7.78	7.58
Average number of days sales	(วัน)	67.80	46.91	48.17
Account payable turnover	(เท่า)	4.21	4.40	5.33
Payment days	(วัน)	86.77	82.99	68.43
Cash cycle	(วัน)	41.53	32.90	46.45
<b>Profitability Ratio</b>				
Gross profit margin	(%)	19.79	23.98	28.00
Operation profit	(%)	11.45	15.94	19.99
Another profit	(%)	0.76	1.09	1.64
Quality of earnings	(%)	209.24	44.26	92.14
Return on total income	(%)	0.38	2.54	4.66
Return on equity	(%)	0.35	2.42	4.46
<b>Efficiency Ratio</b>				
Return on total assets	(%)	4.51	7.07	9.58
Return on fixed assets	(%)	15.04	16.50	18.80
Asset turnover	(เท่า)	0.40	0.45	0.49
<b>Financial Policy Ratio</b>				
Debt to equity ratio	(เท่า)	3.65	3.41	2.28
Leverage ratio	(เท่า)	6.51	3.65	7.01

## Management's Discussion and Analysis (MD&A)

### Management's Discussion and Analysis (MD&A)

Thai Polycons Public Company Limited ("The company" or "TPOLY") has mainly performing their business as a contracting construction company. Later on, their business has expanded to 3 more business sectors, namely real estate development, renewable energy business and trading which all of them are operated by their subsidiaries. Moreover, TPOLY has invested in renewable energy business by holding shares in TPC Power Holding Public Company Limited ("TPCH"), a holding company, which operates the electricity generation and distribution business from various types of renewable energy, and provides other related supporting services for the operations of its subsidiaries. TPCH, currently, has investment in 14 subsidiaries, 13 of them have commencing its commercial operation.

#### 2020 Year in Brief

In 2020, the tourism sector, the export sector, the manufacturing sector were affected by the global economic situation. The COVID-19 epidemic has caused businesses need to reduce production capacity or closed business both temporarily and permanently. The unemployment rate soared purchasing power is shrinking. Uncertainty in private investment causing most of the private construction projects to be postponed. This made the construction industry slowdown during the past year because private construction work is rare especially high-rise buildings such as hotels and condominiums while government construction work continues to come out according to the fiscal year which the situation of competition that began to fierce since mid-2019 is steadily increasing as a result, the profit margins of the construction industry fell significantly because every company needs work and income that is sufficient with regular expenses to support the business through this situation, to help businesses survive under the current situation and uncertainty of the future.

The company has adapted and planning since mid-2019, for example, the company has focus on hospital construction work. In addition, the company has also upgraded technology and improved work processes to improved more efficient in order to remain competitive. The company has plans to invest in other businesses which low risk and help maintain the profit margin of the business group over the long term.

However, the construction industry in 2021 will also drive by the gradual government mega-projects which has win bidder and a number of projects awaiting bidding to stimulate various construction projects both public and private sectors which will occur along the construction of infrastructure projects that scattered throughout the country. The company has continuously bidding for the project to accumulate the amount of backlog order on hand.

#### 2020 Key Issues

January 2020, the company has fully implemented the ERP Mango program as a replacement for the existing program that has been used for more than 10 years, which is an improvement on the core program used in the whole operations and project management work of the company. The objective is to improve overall performance efficiency.

October 27, 2020 TRIS Rating Company Limited (“TRIS Rating”) announces the Company’s credit rating, assigns a rating of BBB to the Company with “stable” outlook.

#### Performance Overview by Business Sector

**Construction** The contracted work value in year 2020 amount of 9,577 million baht, some part of the revenue has been recognized before the year 2019, and the income in the year 2020 is 2,435 million baht, with the remaining backlog order of 2,759 million baht. Which does not include the winning work but has not yet signed the contract of construction

Type of Work	Value	Percentage
Public	684.21	28.10
Private	1,025.72	42.10
Power Plan	725.20	29.80
Total	2,435.14	100.00

**Renewable Energy Power Plant** Currently, Company have Biomass Power Plant Projects which supplying electricity commercially (COD) as follow;

Company	Shareholding in TPCB (percent)	Location of Power Plant Project	Type of Fuel	Total Production Capacity/ Production Capacity for Sale and Purchase (megawatts)	Project Status
<b>Already in commercial operations</b>					
1. Chang Raek Biopower Co., Ltd. (CRB)	73.12	Amphoe Thung Song, Nakhon Si Thammarat	Biomass from rubber tree and palm oil	9.9/9.2 FiT	COD on March 15, 2013
2. Maewong Energy Co., Ltd. (MWE)	85.00	Amphoe Mae Wong, Nakhon Sawan	Rice husk and woodchip	9.0/8.0 FiT	COD on October 12, 2015
3. Mahachai Green Power Co., Ltd. (MGP)	46.0*	Amphoe Muang, Samut Sakhon	Biomass from coconut tree	9.5/8.0 FiT	COD on April 8, 2016
4. Thungsung Green Co., Ltd. (TSG)	65.00	Amphoe Thung Yai, Nakhon Si Thammarat	Biomass from rubber tree and palm oil	9.5/9.2 FiT	COD on October 3, 2016
5. Phatthalung Green Power Co., Ltd. (PGP)	60	Amphoe Pak Phayun, Phatthalung	Biomass from rubber tree and palm oil	9.9/9.2 FiT	COD on July 7, 2017
6. Satun Green Power Co., Ltd. (SGP)	51.00	Amphoe Khuan Kalong, Satun	Biomass from rubber tree and palm oil	9.9/9.2 FiT	COD on February 9, 2018
7. Pattani Green Co., Ltd. (PTG)	68.54	Amphoe Nong Chik, Pattani	Biomass from rubber tree and palm oil	23/21 Adder	COD on May 19, 2020

Company	Shareholding in TPOCH (percent)	Location of Power Plant Project	Type of Fuel	Total Production Capacity/ Production Capacity for Sale and Purchase (megawatts)	Project Status
8. TPOCH Power 5 Co., Ltd. (TPCH5)	89.00	Amphoe Muang Narathiwat, Narathiwat	Biomass from rubber tree and palm oil	6.3/6.3 FIT	COD on November 17, 2020
9. TPOCH Power 1 Co., Ltd. (TPCH1)	87.73	Amphoe Muang, Yala, Yala	Biomass from rubber tree and palm oil	9.9/9.2 FIT	COD on November 27, 2020
10. TPOCH Power 2 Co., Ltd.	88.23	Amphoe Muang, Yala, Yala	Biomass from rubber tree and palm oil	9.9/9.2 FIT	COD on February 17, 2020
Under construction					
11. PA Waste and Energy Co., Ltd.	33.04	-	-	-	-
12. Siam Power Co., Ltd.	50.0*	Amphoe Sai Noi, Nonthaburi	Municipal solid waste from	9.5/8.0 FIT	Under construction
13. Eco Energy Group Corporation Co., Ltd.	99.87%	-	-	-	Investment in the subsidiary
- Pracharat Biomass Mae Lan Co., Ltd.	48.92			3/2.85 FIT	Under operation
- Pracharat Biomass Bannang Sata Co., Ltd.	48.67			3/2.85 FIT	Under operation

The company also have project on biomass power plant that under construction 1 projects, TPOCH Power 2 Company Limited (TPCH 2), is expected to be completed and start COD at the beginning of the quarter 1/2021 onwards. The results of operations will generate an income to our company in the future.

## Real Estate Development

Greenwich Town Home Ramintra, the total project value 740 Million baht has total units for sale of 174 units. The project closed in Q4/2019.

Greenwich Prime Hatairath, valued 370 Million baht on 20 Rai The total units of single-house type are 94 units. The total of sale and transferred at December 31, 2020 is 88 units. Only in the year 2020, the sale and transferred is 6 units. The amount of sale and waiting to be transferred to year 2021 is 6 units and the remaining for sale is 6 units. Therefore, the progress of sale is more than 94% and the project is expected to be done by 2nd quarter year 2021.

New project at Lam Luk Ka Klong 7, Pathum Thani, on 34 Rai area. Started to adjust the space and land improvement. Blueprint of design almost complete which will have both detached houses and townhomes and expected to start construction work in the beginning of the 4th quarter of 2021.

## Commerce and Trading

Trading business continues to acquire more products and services. Moreover construction materials, the company has started to supply wood chip to its affiliated companies (TPC Holdings Plc.), which will create more contribution, to the company's revenue.

## Performance Overview

Overall operation performance in the year 2020 compared to last year, the company and its subsidiaries have total revenue 3,974 Million baht, increasing 176 Million baht (or increasing 4.6%). Total comprehensive income for the year amounted to 341 Million baht, compared to same period of the past year, decreasing 185 Million baht (or decreasing 35.2%). In which the equity of the parent company is 15 million baht, a decrease of 81 million baht (or decreasing 84.2%). Overall financial performance could be concluded as follows.

## Provide overall of Operation Performance

unit : million baht

	2020	2019	Variance Y-o-Y		Portion to Incoms	
			Amount	%	2020	2019
Total revenues	3,974.33	3,798.03	176.30	4.60%	100.00%	100.00%
Total cost	(3,187.80)	(2,887.29)	300.52	10.40%	80.20%	76.00%
Gross profit	786.53	910.74	(124.22)	(13.60%)	19.80%	24.00%
Profit before expenses	816.64	952.07	(135.43)	(14.20%)	20.50%	25.10%
Administrative expenses	(358.30)	(341.90)	16.38	4.80%	9.00%	9.00%
Profit (loss) from operating activities	440.20	586.50	(146.29)	(24.90%)	11.10%	15.40%
Profit (Loss) before income tax	336.90	511.90	(175.00)	(34.20%)	8.50%	13.50%
Profit (Loss) for periods	341.00	526.10	(185.11)	(35.20%)	8.60%	13.90%

	2020	2019	Variance Y-o-Y		Portion to Incomes	
			Amount	%	2020	2019
Owners of the Company	15.22	96.50	(81.28)	(84.20%)	0.40%	2.50%

#### Provide overall of Incomes

unit : millon baht

	2020	2019	Variance Y-o-Y		Portion to Incomes	
			Amount	%	2020	2019
Revenues from construction services	2,166.25	2,097.31	68.94	3.30%	54.50%	55.20%
Revenues from sales of electric	1,777.37	1,642.02	135.35	8.20%	44.70%	43.20%
Revenues from sales of real estate	28.57	53.61	(25.04)	(46.70%)	0.70%	1.40%
Revenues from sales of services	2.14	5.09	(2.95)	(58.00%)	0.10%	0.10%
Total revenues	<b>3,974.33</b>	<b>3,798.03</b>	<b>176.30</b>	<b>4.60%</b>	<b>100.00%</b>	<b>100.00%</b>
<b>Other income</b>	30.11	41.33	(11.22)	(27.10%)	0.80%	1.10%

Total revenue in the year 2020 compared to last year increasing 176 Million baht. (or increasing 4.6 % ). Most of total revenue was from construction projects which amounted to 2,166 Million baht, increasing 68 Million baht (or increasing 3.3%) while company has projects in hand that will generated partially incomes in 2023, company is continuing of bidding newly construction projects, the revenue is expected to be growing after operating more projects. Furthermore, The Company has gaining more revenue from Real Estate and sale from electricity. The revenue structure in the year 2020 was from construction projects 54.5%, sale of electricity 44.70%, real estate development 0.70% and revenue from sales and services 0.10%.

The Revenue from electricity sales in the year 2020 is 1,777 Million baht, compared to the same period of the past year was increasing 135 Million baht (or increasing 8.2%) As the results of, the company had more revenue increasing from Pattani Green Company Limited (PTG), TPCH Power 1 Company Limited (TPCH 1), and TPCH Power 5 Company Limited (TPCH 5) as a result in 9 power plants revenue recognition which 6 full year revenue recognition.

The revenue from sale of real estate in 2020 amounted to 28 million baht, a decrease of 25 million baht (or 46.7 percent). The lower revenue came from the Greenwich Prime project in the late stages Expected to close the project in the second quarter of 2020 for new projects Lamlukka Klong 7 area is expected to begin construction in early Q4/2021 and revenue recognition will begin by 2022.

The revenue from sales of goods and services amounted to 2 million baht, a decrease of 3 million baht (or decreased 58.0 percent). However, the company starting have additional income from selling biomass to the power plant.

## Cost of Goods Sold and Expenses

หน่วย : ล้านบาท

	2020	2019	Variance Y-o-Y		Portion to Incoms	
			Amount	%	2020	2019
Total revenues	3,974.33	3,798.03	176.30	4.60%	100.00%	100.00%
Cost of construction services	(2,021.52)	(1,963.38)	58.14	3.00%	50.90%	51.70%
Cost of sales of electric	(1,150.45)	(883.10)	267.35	30.30%	28.90%	23.30%
Cost of sales of real estate	(14.33)	(36.12)	(21.79)	(60.30%)	0.40%	1.00%
Cost of sales of services	(1.51)	(4.69)	(3.18)	(67.90%)	0.00%	0.10%
Total cost	(3,187.80)	(2,887.29)	300.52	10.40%	80.20%	76.00%
Gross profit	786.53	910.74	(124.22)	(13.60%)	19.80%	24.00%
Other income	30.11	41.33	(11.22)	(27.10%)	0.80%	1.10%
Profit before expenses	816.64	952.07	(135.43)	(14.20%)	20.50%	25.10%
Selling expenses	(3.28)	(4.67)	(1.39)	(29.80%)	0.10%	0.10%
Administrative expenses	(358.27)	(341.89)	16.38	4.80%	9.00%	9.00%
Reversal doubtful accounts (DC)	(14.90)	(19.03)	(4.13)	(21.70%)	0.40%	0.50%
Profit (loss) from operating activities	440.18	586.48	(146.30)	(24.90%)	11.10%	15.40%
Finance revenue	10.84	7.19	3.66	(50.90%)	0.30%	0.20%
Financial cost	(114.33)	(89.83)	24.50	27.30%	2.90%	2.40%
Gain (Losses) on Investment in JV	0.19	9.22	(9.03)	(97.90%)	0.00%	0.20%
Loss from discontinued operations	-	(1.16)	(1.16)	(100.00%)	0.00%	0.00%
Profit (Loss) before income tax	336.89	511.89	(175.00)	(34.20%)	8.50%	13.50%
Income tax expenses	4.13	14.23	(10.10)	(71.00%)	0.10%	0.40%
Profit (Loss) for periods	341.02	526.12	(185.10)	(35.20%)	8.60%	13.90%

Overall of the year 2020, the company had total cost increasing of 300 Million baht (or increasing 10.4%) compared to the last year. The Ratio of total costs to total revenue increased by 4.2% due to the higher cost of power plants.

Costs of Construction increasing by 58 Million baht (or increased 3.0%) while the ratio of cost to revenue increased by 0.8 % . The company remains committed to improving efficiency in project management and construction cost management. Construction technology has been developed both in terms of software and hardware to increase the efficiency of construction projects and supporting units.

The cost of electricity sales increased by Baht 267 million (or 30.3% increase) in line with the increase in revenue from COD of 3 power plants, moreover the beginning of electricity distribution, the machine is not working with full capacity. As a result, the proportion of cost of sales to total income in the same period of the previous year was 28.9 percent, while in 2019 it was 23.3 percent, which was an increase of 5.7 percent.

Cost of real estate sales decreased by 21 million baht (or 60.3 percent reduction) in accordance with the decreased revenue. And when comparing the cost to income ratio decreased by 0.6 percent

Cost of sales of goods and services amounted to 1.5 million baht, a decrease of approximately 3 million baht (or 67.9 percent decrease) in line with lower income. And when comparing the cost to income ratio Found that the proportion decreased by 0.1%

Selling and administrative expenses increased 14 million baht (or up 4.3%), comparing the proportion to income nearly to last year.

Total financial costs increased 24 million baht (or increased 27.3%) compared to the same period of the past year as the results of the investment in power plant business while the ratio of cost to revenue is 2.9%.

## Balance Statement Analysis

	Amount (Million Baht)		Variance	
	31-Dec-20	31-Dec-19	Amount (Million Baht)	%YTD
Current Assets	2,052.50	2,493.50	(441.00)	(17.70%)
Non-Current Assets	8,316.50	7,321.30	995.20	13.60%
Total Assets	10,369.00	9,814.80	554.20	5.60%
Current Liabilities	2,675.10	2,525.30	149.80	5.90%
Non-Current Liabilities	3,246.40	3,092.40	153.90	5.00%
Total liabilities	5,921.50	5,617.80	303.70	5.40%
Equity	4,447.50	4,197.00	250.50	6.00%

**Assets** As of December 31, 2020, total assets amounted to 10,369 million baht increased from the past year 554 Million baht (or increased 5.6%) as follows,



Current Assets decreased 441 Million baht (or decreased 17.70%) due to working capitals activities mainly as, decreasing in Current investments, Trade accounts receivable and other receivables Related parties and Other companies, Contract assets, Retention receivable, Advance payment for purchase material and construction, Advance payment for land and Short-term loans to related parties.

Non-Current Assets increased 995 Million baht (or increased 13.60%) due to increasing of Property, plant and equipment, Right-of-use assets and Retention receivable

**Liabilities** As of December 31, 2020, the total liabilities amounted to 5,921 million baht increased from past year 303 Million baht (or increased 5.4%) as follows,

Current Liabilities increased 149 million baht (or increased 5.9%) mainly as, increasing in Bank overdrafts and short-term loans from financial institutions and Retention payable.

Non-Current Liabilities increased 153 million baht (or increased 5.0%) mainly increased as, Long-term loan, Lease liabilities and Retention payable.

**Equities** As of December 31, 2020, the total of the company's Equities amounted to 4,447 Million baht increased from past year 250 Million baht (or increased 6.0%) due to mainly as Non-controlling interests.

### The Conclusion and Trends in the business

New Normal และ Next Normal The fierce competition in the construction industry in 2020 pushes the margins of the construction industry down to a level of no profit in some projects. The construction company has to adapt in order to survive in the current situation. The same applies to companies that have adjusted their business plans for both construction and affiliate businesses. To be able to operate the business with stability under New Normal and Next Normal situations.

The operating results of the Company and its subsidiaries continued to grow. Especially in the power plant business Meanwhile, sales of the construction business of the separate financial statements declined 34.5 percent due to three main factors: economic and industrial conditions. As a result, most new auctions in 2020 will be in the second half of the year. And another part comes from the lesser income from the construction of power plants. While the profitability rate declined in line with industrial conditions Regarding the power plant business, there was additional income from the commercial power distribution (COD) of 3 projects, namely Pattani Green Company Limited (PTG-1), TPCH Power 1 Company Limited (TPCH 1) and TPCH Power 5 Company Limited (TPCH 5) has resulted in a total of 9 commercial power plant projects. In 2021, TPCH Power 2 Company Limited (TPCH 2) was under construction. Will be able to sell electricity in the first quarter, which will make the company Has income from commercial power distribution of 10 projects. The revenue was realized less because there was only one Greenwich Prime Hathairat project and it was in the late stage of the project. In terms of trading business, revenue decreased from the previous year due to price competition of construction materials.

In terms of the ratio of total cost to income has increased. This was mainly due to the higher cost of power plants following the increase in revenue recognition from 3 power plants COD, together with the beginning of electricity distribution. The machine is not working full capacity.

Selling and administrative expenses has the same percentage of income as the previous year which the company has strict cost control. The financial cost has an increasing proportion. Which arises from the activities of the power plant business.

Business trends in 2021 in the construction business It should be slightly better than 2020, depending on the situation of COVID-19 in Thailand and around the world. Because it has a direct impact on private construction investments, with the expectation that there will be no complications that complicate the situation. And lengthened like a viral mutation The adequacy of vaccines, etc. The company continues to bid on potential projects. The Company maintains sales and backlog growth target of at least 10% and the Company remains committed to improving operational efficiency. Especially in the area of construction technology and human potential development To be able to compete in a rapidly changing business environment While the power plant business In addition to having an additional commercial power plant sold in 2021, the company continues to study and look for new business opportunities. Continuously both within the country and neighboring countries In the real estate business New project in Lam Lukka Khlong 7 Road, which will have both single houses and town homes. Expected to start construction in the beginning of quarter 4/2021. It is expected that there will be more income from being a supplier of fuel to the power plant. All of which will make the overall performance of the company in 2021 continue to grow. For business expansion plans, both in terms of acquisitions related to the construction business and investing in businesses that are New S-Curve has progressed as planned.

Most of the risk factors that may affect the performance of 2021 are external factors which uncontrollable, both within and outside the country, such as the COVID-19 epidemic situation, economics and political problems which affect. It is a chain of internal factors. The company focuses on liquidity management and cost management. However, the company will manage the available resources efficiently. Modifying the plans and operating strategies align with the business environment and trends, to reduce the impact of various factors as possible.

## 5. Other General and Significant Information

### 5.1 General information

Company Name : **Thai Polycons Public Company Limited**

Nature of Business : **Construction business** – TPOLY provides general construction services, including design, procurement, and service for an integrated installation of engineering system. The construction services are provided to both private and government sectors whereas TPOLY may act as a main contractor or sub-contractor. The projects performed as the main contractor or sub-contractor may be acquired via bidding or negotiation or cooperation with other companies as joint ventures.

**Property development business** – TPC Asset Company Limited (“TPCA”) was incorporated on May 25, 2011. Its current registered capital is Baht 230 million in which Thai Polycons Public Company Limited holds 99.99 percent of its registered capital. TPCA operates the business of land and houses for sales. TPCA is the project developer and project owner for various developed houses. Now, the active projects are Greenwich Town Home Ramintra comprising 174 units of 3-storey modern town homes, and Greenwich Prime Hathairat comprising 94 units of 2-storey single detached houses.

**Biomass energy business** – TPC Power Holding Public Company Limited (“TPCH”) was incorporated on December 26, 2012 and it was converted into a public limited company on June 19, 2014 before being listed on the Stock of Thailand on January 8, 2015. TPOLY holds 41.26 percent of registered shares in TPCH that is a holding company investing in companies whose business is to generate and sell electricity from renewable energy, and to support its subsidiaries’ operations. TPC Power Holding Public Company Limited has spent investments in its subsidiaries and jointly controlled entities. At present, TPCH plans to operate the electricity generation and sales in 15 biomass power plants. Its main income is the dividends paid by these companies and other newly established companies.

**Trading business** – TPC Bangkok Supply Company Limited (“TPCB”)

was incorporated on January 16, 2013. Its current registered capital is Baht 25 million and TPOLY holds 99.99 percent of shares in it. TPCB operates the business of purchasing, selling, importing, and exporting all types of local and foreign product. TPCB conducts project feasibility studies, and procures product sources. The targeted products are the products for construction work, biomass power plants, and other products to boost more revenues for TPCB.

Head Office	:	2, 4 Soi Prasert-Manukitch 29, Yak 8, Prasert-Manukitch Road, Chorakhehua, Ladprao, Bangkok
Branch Offices	:	140, Kampung Baru Road, Tambon Bang Nak, Amphoe Muang Narathiwat, Narathiwat
	:	106 Moo 10, Na Kuea, Tambon Bana, Amphoe Muang Pattani, Pattani
	:	74 Moo 5, Tambon Ja Nong, Amphoe Chana, Songkhla
	:	
Registration Number	:	0107551000037
Telephone	:	0-2942-6491-6, 0-2943-2930-8
Facsimile	:	0-2943-2939
Website	:	<a href="http://www.thaipolycons.co.th">www.thaipolycons.co.th</a>
E-mail Address	:	<a href="mailto:info@thaipolycons.co.th">info@thaipolycons.co.th</a>

Amount and type of total issued shares:

- As of February 3, 2017, the registered capital of TPOLY is Baht 692,868,493.
- Paid-up capital is Baht 566,892,947, divided into 566,892,947 ordinary shares with a par value of Baht 1.00 per share

## 5.2 General Information about Juristic Persons in which TPOLY Holds Shares over 10 percent

Company Name	:	<b>TPC Asset Company Limited (“TPCA”)</b>
Nature of Business	:	Property development
Head Office	:	2, 4 Soi Prasert-Manukitch 29, Yak 8, Prasert-Manukitch Road, Chorakhehua, Ladprao, Bangkok
Registration Number	:	0105554068498
Telephone	:	0-2942-6491-6
Facsimile	:	0-2942-6497
Website	:	<a href="http://www.tpcasset.co.th">www.tpcasset.co.th</a>
E-mail Address	:	<a href="mailto:info@tpcasset.co.th">info@tpcasset.co.th</a>

Amount and type of total issued shares:

- As of December 31, 2016, the registered capital of TPCA is Baht

230,000,000.

- Paid-up capital is Baht 230,000,000, divided into 2,300,000 ordinary shares with a par value of Baht 100.00 per share

Shareholding : 99.9996 percent

Company Name : **TPC Power Holding Public Company Limited (“TPCH”)**

Nature of Business : Biomass energy

Head Office : 2, 4 Soi Prasert-Manukitch 29, Yak 8, Prasert-Manukitch Road,  
Chorakhehua, Ladprao, Bangkok

Registration Number : 0107557000233

Telephone : 0-2943-2935-6

Facsimile : 0-2943-2935-6 ext. 444

Website : [www.tpcpower.co.th](http://www.tpcpower.co.th)

E-mail Address : [info@tpcpower.co.th](mailto:info@tpcpower.co.th)

Amount and type of total issued shares:

- As of December 31, 2016, the registered capital of TPCH is Baht 401,200,000.

- Paid-up capital is Baht 401,200,000, divided into 401,200,000 ordinary shares with a par value of Baht 1.00 per share

Shareholding : 41.26 percent

Company Name : **TPC Bangkok Supply Company Limited (“TPCB”)**

Nature of Business : Trading

Head Office : 2, 4 Soi Prasert-Manukitch 29, Yak 8, Prasert-Manukitch Road,  
Chorakhehua, Ladprao, Bangkok

Registration Number : 0105556008981

Telephone : 0-2942-6491-6

Facsimile : 0-2942-6497

Amount and type of total issued shares:

- As of December 31, 2016, the registered capital of TPCB is Baht 25,000,000, comprising 2,500,000 ordinary shares with a par value of Baht 10.00 per share

- Paid-up capital is Baht 25,000,000, divided into 2,500,000 ordinary shares with a par value of Baht 10.00 per share

Shareholding : 99.9990 percent

### 5.3 General Information about Other References

#### **Securities Registrar**

Registrar : Thailand Securities Depository Company Limited (“TSD”)  
Address : 93 Stock Exchange of Thailand Building, Ratchadaphisek Road,  
Khwaeng Dindaeng, Khet Dindaeng, Bangkok 10400  
Telephone : 0-2009-9388  
Facsimile : 0-2009-9476  
Website : <http://www.tsd.co.th>

#### **Auditor**

Company : D I A International Audit Company Limited  
Address : 316/22, Soi Sukhumvit 22, Sukhumvit Road, Khwaeng Khlong Toei,  
Khet Khlong Toei, Bangkok 10110  
Telephone : 0-2259-5300  
Facsimile : 0-2260-1553

### 5.4 Legal dispute

- None -

## PART II

### MANAGEMENT AND CORPORATE GOVERNANCE

#### 6. Corporate Governance Policy

##### 6.1 Corporate Governance Overview

Thai Polycons Public Company Limited (“Company”) highly prioritizes the compliance with the good governance principles defined by the Office of the Securities and Exchange Commission. The Board of Directors of the Company reviews the Company’s corporate governance policy on a yearly basis to ensure that it is consistent with the Company’s situation, operating plan, and both short-term and long-term strategies. In this regard, the Company complies with the good governance principles for listed companies, which divide the practice guideline into 5 following chapters.

##### **Chapter 1 Rights of Shareholders**

The Company has the policy to allow the shareholders to be more involved in, and to provide their opinions on the business operation. Therefore, the shareholders shall receive many rights such as right in receiving adequate, timely, and appropriate information for their decision-making, right in attending and voting in the shareholders’ meeting to make decision on changing the Company’s significant policies, right in electing and removing the Company’s directors, right in giving approval for the appointment of the Company’s auditor, and right in the profit allocation. The shareholders also have the right in ownership by controlling the Company through the appointment of the Board of Directors to act on their behalf.

##### **Chapter 2 Fair treatment to shareholders**

The Company has the policy of treating major and retail shareholders, institutional investors, and foreign shareholders equitably and fairly by focusing on retaining the shareholders’ fundamental rights. The Company provides its corporate information to all shareholders completely and fairly for their confidence in making investment.

##### **Chapter 3 Consideration for roles of stakeholders**

The Company pays respect to rights of all stakeholders. In this regard, the Board of Directors establishes the policy relating to roles of stakeholders in the good governance policy to ensure that all stakeholders shall obtain care and rights in accordance with all related laws, and not to perform any acts violating rights of stakeholders, e.g. shareholder, employee, customer, competitor, business partner, creditor, community and society, environment, etc.

##### **Chapter 4 Information Disclosure and Transparency:**

The Board of Directors intends to supervise the compliance with any related laws, rules, and regulations regarding information disclosure. The Company and subsidiaries attach significance to

accurately, completely, and transparently disclose information of the Company and subsidiaries, as well as other financial and non-financial information so that all related parties obtain the information equitably. The Company's information shall be disclosed to the shareholders and general people via information disclosure channels and media provided by the Stock Exchange of Thailand and the Company's website. The Company also attaches great significance to its financial statements to reflect its actual financial status and operating results. Such financial statements must be based on the complete, accurate, and adequate accounting information in accordance with generally accepted accounting principles. Details about each director of the Company and subsidiaries, as well as roles and duties of the Board of Directors, and sub-committees, remuneration for directors and top Management are also disclosed in the Company's Annual Report.

#### **Chapter 5 Responsibility of the Board of Directors:**

The Board of Directors takes responsibility to the shareholders for the Company's business operation and corporate governance in line with purposes and guideline for the best interest of all shareholders and stakeholders. The Board of Directors must perform duties in compliance with laws, objectives and regulations of the Company, and resolutions of the shareholders' meetings and in good faith for utmost interests of shareholders and stakeholders in both short and long terms. To ensure that the operation of the Company provokes the utmost interests to shareholders and stakeholders, the Board of Directors shall supervise the preparation of vision, mission, goals, policies, operation direction, strategic plans, work plans, and annual budget of the Company. The Board of Directors shall jointly share opinions for a mutual understanding of business overview before giving approval. The Board of Directors has policy of the minimum meeting quorum that a resolution by the board meeting must be passed by not less than two-thirds of votes of the total directors. The Board of Directors also monitors the Company's Management to ensure that it is in line with the established goals by adhering to the guidelines given by the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission. It is required that this matter shall be reviewed on a yearly basis.

#### **6.2 Business Code of Conduct**

The Board of Directors has the policy of promoting the corporate governance by undertaking the business based on the social responsibility principles, which must include all demands of stakeholders, and be in line with the balance between business, society, and environment, to be finally a sustainable organization.

In this regard, the Board of Directors provides "Business Code of Conduct" Manual to be the practice guideline for the Company's directors, management, and staff, that is, the business operation must be based on the corporate governance and responsibilities to all related persons inside and outside the organization. The Company determines that the work performance in conformity with the Business Code of Conduct Manual shall be reviewed and monitored regularly.



**Business Ethics.** As the Company believes that, in operating the business to meet the sustainable success and to stand as a leading business company, except the attention in working and improving new technologies under good management system and good governance, another important factor is to adhere with business ethics and morality. Therefore, the Company deems appropriate to define “ethics” to declare the Company’s intent to undertake the business on transparency, morality, responsibilities to all stakeholders, and concerns about the society and environment.

#### **Guideline of Business Operation**

1. The Company believes that the business operation based on integrity, ethics, and morality is the right and sustainable direction; therefore, it strictly complies with all business laws under transparency, morality, and responsibilities.
2. The Company’s management is based on integrity under accurate accounting records, precise and effective budget proposal and spending, and faithful assessment of investment projects.
3. The Company requires its employees at all levels to comply with its policies, accounting principles, and other controls.
4. The Company operates the business by taking account of duties and responsibilities for the nation, religion and king, together with law and morality of the country.

*Note: The Company provides a full version of “Corporate Governance Policy” and “Business Code of Conduct” Manual in the Company’s website.*

### **6.3 Major Changes and Development**

Thai Polycons Public Company Limited (“TPOLY” or “Company”) was found in 1988 under the name of Thai Polycons Company Limited with the initial registered capital of Baht 1 million to provide all kinds of construction services by a group of engineers, led by Mr. Charoen Chanpalangsri who has gained vast experience in engineering. When the Company has been awarded for high-value projects, its registered capital has been gradually increased to Baht 10 million, Baht 60 million, Baht 260 million, Baht 300 million, Baht 400 million, and Baht 567 million respectively. Up to now, the registered capital of TPOLY is Baht 572,759,484 in total (Baht five hundred and seventy-two million, seven hundred and fifty-nine thousand, four hundred and eighty-four only) with the paid-up capital of Baht 572,759,484 (Baht five hundred and seventy-two million, seven hundred and fifty-nine thousand, four hundred and eighty-four only).

The Company was converted into a public limited company on March 24, 2008. It was listed on the Stock Exchange of Thailand and its shares were first traded on the SET on March 4, 2009. In the same year, an information system called ERP (Enterprise Resource Planning) was first used to control the Company’s cost, budget, and cash flow projection. Also, TPOLY has been awarded ISO 9001:2008 by BUREAU VERITAS Certification in respect with quality management for construction and engineering works.

**2010:** TPOLY began the operation of property development. In this regard, a subsidiary was established in which TPOLY holds 99.99 percent of shares. This subsidiary had the initial registered capital of Baht 10,000,000 (Baht ten million only). At present, the registered capital of this subsidiary totals Baht 230,000,000 (Baht two hundred and thirty million only) in the name of TPC Asset Company Limited. The present key projects include Greenwich Town Home Ramintra comprising 174 units of 3-storey modern town homes, and Greenwich Prime Hathairat comprising 94 units of 2-storey single detached houses.

**2011:** TPOLY started the business of production and sales of electricity generated from renewable energy by mainly making investments in some companies that operate the biomass power plants. The first company where the Company invested is Chang Raek Biopower Company Limited with a portion of shares held by TPOLY at 65 percent of the registered capital amounting to Baht 10,000,000 at that time (portion of shares currently held is increased to 73.125 percent of the registered capital amounting to Baht 200,000,000). Later, TPOLY also held shares in Thungsung Green Company Limited and Bangsapannoi Biomass Company Limited (currently defunct). At that time, neither of them has begun the commercial operation.

Later, the Meeting of the Board of Directors of Thai Polycons Public Company Limited, No. 4/2012 on November 12, 2012 resolved to restructure the shareholding structure of the energy business. A new subsidiary would be established as a holding company to operate the business by holdings shares in other companies under the name of TPC Power Holding Company Limited (“TPCH”). This new subsidiary shall hold shares in all subsidiaries that have operated the energy business according to the portion of shares held by the parent company at that time. The Board of Directors also determined that TPC Power Holding Company Limited shall lead any future investments in the energy business. Later, TPC Power Holding Company Limited was registered and converted into a public limited company on June 19, 2014. Then, it was listed on the Stock Exchange of Thailand on January 8, 2015. Currently, TPCH has the paid-up capital of Baht 401,200,000 (Baht four hundred and one million, two hundred thousand only) in which 41.26 percent of its registered capital are held by Thai Polycons Public Company Limited.

**2013:** Mr. Charoen Chanpalangsri, Managing Director and a major shareholder of TPOLY at that time, who held 52.78 percent of the registered capital passed away in an accident. The Board of Directors, therefore, resolved to appoint Mr. Chainarong Chanpalangsri, a member of the Executive Board of Directors at that time, to act as the Managing Director and Chairman of the Executive Board whereas the largest portion of shares was passed on to Mrs. Kanoktip Chanpalangsri (Mr. Charoen’s wife). In the same year, another subsidiary was established to operate the business of trading, importing and exporting all types of domestic and foreign goods in which TPOLY holds 99.99 percent of its registered capital amounting to Baht 5,000,000 (Baht five million only).

**2015:** Subject to the Annual General Meeting of Shareholders, No. 1/2015 dated May 27, it approved the Company to issue and offer for sales of 62,988,045 capital-increase ordinary shares to its existing shareholders at a ratio of 8 existing shares for 1 new share at the offering price of Baht 4.00 per share and 125,976,090 units of warrant (“TPOLY-W2”) allotted to its existing shareholders who exercised

their rights to purchase such new ordinary shares at a ratio of 1 new allotted share per 2 unit of warrants issued free of charge. A warrant holder of 1 unit of warrant shall be able to exercise his/her right to purchase 1 new ordinary share on the price of Baht 3.00 per share. The first exercise date was the last business day of September 2015, and subsequent exercise dates would be on the last business day of each quarter of a calendar of each consecutive year throughout the warrant maturity period which was for 3 years since the issuing date. The first exercise date was on September 30, 2015 and June 28, 2018 was the last exercise date (as on the 6<sup>th</sup> exercise warrants according to the exercise period on December 30, 2016, the number of unexercised warrants was 125,975,546 units).

In the same year, the Meeting of the Board of Directors, No. 10/2015 approved the sale of shares of TPC Power Holding Public Company Limited (TPCH) held by TPOLY in an aggregate of 2,500,000 shares, representing 1.22 percent of the total shares of TPCH held by TPOLY at that time. This transaction helped boost the Company's financial liquidity, and lessen its financial burden. On November 27, 2015, the Extraordinary General Meeting of Shareholders, No. 2/2015 approved the sale of shares of TPC Power Holding Public Company Limited (TPCH) held by TPOLY in an aggregate of 37,500,000 shares, representing 18.47 percent of the total shares of TPCH held by TPOLY at that time. After this sale, TPOLY held shares in TPCH in the aggregate of 165,549,960 shares, representing 41.26 percent of the total issued shares of TPCH. However, TPCH remains the Company's subsidiary although the portion of shares in TPCH as held by TPOLY may be less than 50 percent of the total issued shares of TPCH. Since TPOLY continues retaining the controlling power in TPCH, the recognition of profit (loss) in TPCH was further stated in the Company's consolidated financial statements. However, TPOLY has not yet planned to decrease its portion of shares in TPCH in the near future. The present policy is to retain the Company's portion of shares in TPCH for not less than 40 percent of the total issued shares of TPCH.

**2017:** the Meeting of the Board of Directors, No. 1/2017 approved the appointment of the Chairman of the Executive Board of Directors or Mrs. Kanoktip Chanpalangsri, and also approved the appointment of the President or Mr. Pathompol Saosap to replace Mr. Chainarong Chanpalangsri, who submitted his resignation as he was struck by other affairs and wished to spend time for his family.

**2018:** the Company registered the change of its paid-up capital from Baht 567,705,607 to Baht 572,759,484 due to the exercise of right to purchase the Company's common shares in accordance with TPOLY-W2, and the last exercise date was on June 28, 2018.

In the same year, TRIS Rating has assigned a rating of BBB+ (Triple B Straight) to the Company with "stable" outlook. This credit rating has strongly supported the Company's competitiveness, growth from ongoing strategic investment, search for financial sources, and corporate structure and financial cost. These were consistent with the Company's goals and investment expansion plan. Besides, the Company's information system called ERP (Enterprise Resource Planning) used longer than 10 years has been updated. This updated system was the same to other leading construction companies. Consequently, the Company's project management, cost control, budget, cash flow forecast, preparation of accounting and financial reports would be more effective.

**2019:** The Annual General Meeting of Shareholders, No. 1/2019 of Thai Polycons Public Company Limited held on April 29, 2019 resolved to approve the reduction of the Company's registered capital for Baht 120,109,000 from the existing registered capital of Baht 692,868,493 to Baht 572,759,484 by cancellation of the total of 120,109,000 authorized but unissued ordinary shares with the par value of Baht 1 each. The Meeting also approved the amendment of Clause 4 of the Memorandum of Association of the Company to be consistent with such capital decrease. The Company registered its capital decrease with the public limited company registrar, the Department of Business Development, Ministry of Commerce on May 8, 2019. The Company's credit rating arranged by Tris Rating Company Limited was at "BBB" level (Triple B Straight) with "stable" outlook. Such credit rating helps support the Company's competitiveness and growth from its strategic investment, helps acquire the capital sources, and enable its management structure and financial cost to be consistent with its goals and investment expansion. The Company started using ERP (Enterprise Resource Planning: Mango) in 2018 as the main operating system; this would make the Company's project management, control of cost, budget and cash flow forecast, and preparation of accounting and financial reports more efficient.

**2020:**

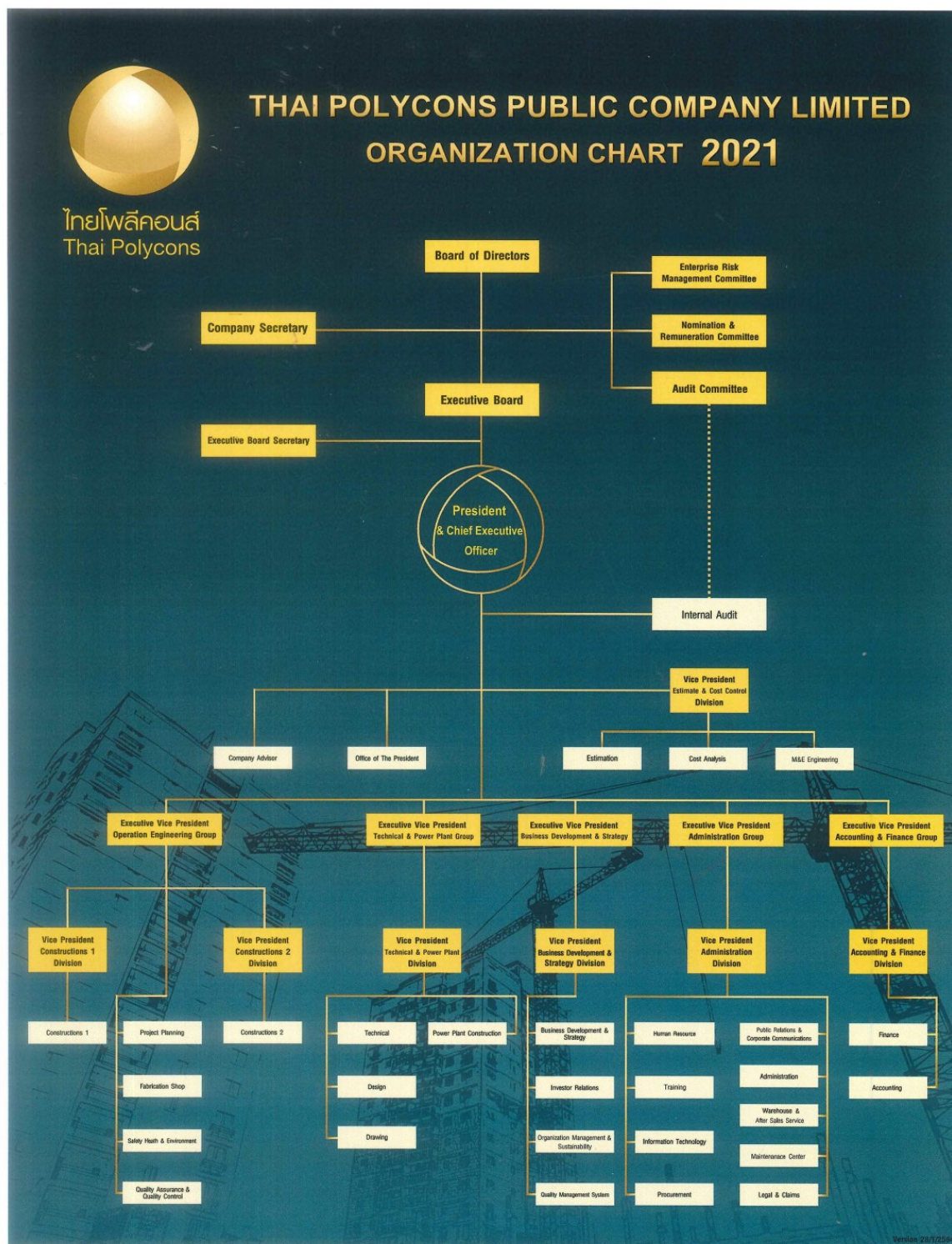
**January 2020:** ERP Mango program was used to fully replace the old system used over 10 years. This deems the major revision of the main program used in the Company's operation, either supporting work and project management work with an aim at upgrading the overall working efficiency.

**27 October 2020:** Tris Rating Company Limited announced the outcome of credit rating review of Thai Polycons Public Company Limited. The Company's rating remained at "BBB" with "stable" outlook like the previous year.

## 7. Corporate Governance Structure

### 7.1 Structure

The Company's structure as of January 28, 2021 is shown below.





## 7.2 Information about directors

The Regulation of Thai Polycons Public Company Limited (“Company”) requires that the Company’s board shall consist of at least 5 directors of which not less than one half shall have domicile in the Kingdom. Each director must hold qualifications as required by law. In operating the Company’s business, a director must perform duties in accordance with law, objectives and regulations of the Company, as well as resolutions passed by the shareholders’ meeting under integrity and care for the Company’s interest.

**As of December 31, 2020, the Board of Directors consisted of 9 directors as listed below.**

1. Dr. Thanu Kulachol	Chairman/ Independent Director
2. Mrs. Kanoktip Chanpalangsri	Director
3. Mr. Pathompol Saosap	Director
4. Mr. Jackrit Pongprasert	Director
5. Mr. Chainarong Chanpalangsri	Director
6. Mr. Cherdsak Wattanavijitkul	Director
7. Dr. Supong Limtanakool	Chairman of the Audit Committee/Independent Director
8. Mr. Pornthep Sawetwannakul	Member of the Audit Committee/ Independent Director
9. Dr. Srisuda Chongsithiphol	Member of the Audit Committee/ Independent Director

**Authorized directors to put signatures on behalf of the Company** were Mr. Pathompol Saosap, Mrs. Kanoktip Chanpalangsri, Mr. Jackrit Pongprasert, either two of them jointly sign with the Company’s seal affixed.

### Scope of Authority and Duties of the Board of Directors

1) Have the authority and duties in accordance with the Civil and Commercial Code together with any other laws prescribing it is the authority or duty of a director or the Board of Directors of a public limited company.

2) Have the authority and duties of directors in accordance with the Articles of Association of the Company.

3) Consider and approve long-term plans, work plan, budget and annual investment budget.

4) Operate the Company’s business in conformity with laws, objectives, Articles of Association of the Company, and resolutions of shareholders’ meetings.

5) Establish the Company’s management plan and policy, and examine the Company’s operating performance.

6) Formulate the Company’s rules and regulations.

6.1) appoint the Executive Board of Directors, or delegate a director or several directors or any other person to act on behalf of the Board of Directors and under the scope of authority permitted to the Board of Directors, and also have the right to cancel, revoke, alter, or change such authority.

6.2) consider and approve any other important activities relating to the Company or it deems appropriate to undertake such activities for the Company's interest, except the following matters that can be undertaken upon approval of the shareholders' meeting. For a transaction in which a director or person who may have a conflict, interest, or any other conflict of interest with the Company and subsidiaries, the said director with a conflict of interest in such matter has no right to vote for it, including:

6.2.1) a matter required by law that it must be resolved by the shareholders' meeting.

6.2.2) a transaction in which a director has interest and it is prescribed by laws or requirements of the SET that it must be approved by the shareholders' meeting.

6.2.3) in either of the following cases, it must be passed by votes for not less than three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote:

6.2.3.1) sale or transfer of business of the company, in whole or in essential part, to other persons.

6.2.3.2) purchase or acceptance of transfer of business of other companies or private companies by the company.

6.2.3.3) entering into, amending, or terminating a lease of business of the company in whole or in essential part; entrusting other person with the Management of the company; or amalgamating business with other persons with the objective to share profit and loss.

6.2.3.4) amendment of the memorandum of association or the articles of association of the company.

6.2.3.5) capital increase, capital reduction, issuance of debentures, amalgamation or dissolution of the company.

6.2.3.6) other matters as required by law.

### **Nomination of the Board of Directors**

The Board of Directors prioritizes the nomination and appointment the qualified directors to supervise the Company for the best interest of the Company. Every director shall have the preliminary qualifications as described below.

1) Having qualifications relevant to requirements of all related laws and notifications, notifications of the Capital Market Supervisory Board and the SET Board of Governors, as well as the Company's Articles of Association regarding qualifications of a director of the Company.

2) Having integrity, morality, initiative, excellence, responsibility, fairness, independence and fair treatment to the Company's shareholders, educational background, and working experience beneficial to his or her business supervision.

3) Having been trained for business supervision and advanced policy-setting.

4) Having determination to care for the shareholders' interest equitably.

5) Devoting time and competence to shift the Company's business development.

The Board of Directors shall consider each appropriate person to be appointed the director, either the director who is the shareholders' representative or the independent director based on suitable skills and experience in order to strengthen the Board of Directors, which will be revised from time to time as appropriate.

**Appointment of the Board of Directors.** The election of directors of the Company is subject to the following criteria and procedure:

- 1) The Board of Directors shall comprise at least five directors of which not less than one half shall have domicile in the Kingdom.
- 2) One shareholder has votes in a number equal to number of shares he/she holds. One share is regarded as one vote.
- 3) In case that a shareholder exercises his/her right to elect more than one director, he/she has the right to vote for each director according to the number of votes he/she holds. His/her number of votes is indivisible.
- 4) Voting to elect a director shall be by a majority of votes of the shareholders present at the meeting and voting. In case of an equality of votes, the chairman of the meeting shall have the casting vote.
- 5) In every annual ordinary meeting of shareholders, one-thirds of directors shall vacate office. If the number of directors cannot be divided exactly into three parts, directors in a number closest to one-third shall vacate office.

In case of a vacancy of directorship for reason other than expiration of term of office, the Board of Directors shall elect a person possessing appropriate qualifications as the replacement director in the next meeting of the Board of Directors. The replacement director shall hold office only for the remainder of term of office of the respective director he/she replaces.

#### Remuneration for Directors

**Money Remuneration.** The Company's remuneration of directors is fixed at the same rate paid by other companies in the same industry, and it must be high enough to retain the directors with relevant qualifications as needed by the Company. When the remuneration for directors is fixed, it shall be proposed to the shareholders' meeting for approval.

The 2021 Annual General Meeting of Shareholders held on April 22, 2021 approved the remuneration for directors as per the following details.

- 1) Meeting allowance and annual remuneration

<i>Title/ Remuneration</i>	<i>Attendance Fee (Baht/ Meeting)</i>	<i>Annual Remuneration (Baht)</i>
<i>Chairman of the Board of Directors</i>	20,000	1,900,000
<i>Chairman of the Audit Committee</i>	20,000	1,000,000



<i>Title/ Remuneration</i>	<i>Attendance Fee (Baht/ Meeting)</i>	<i>Annual Remuneration (Baht)</i>
<i>Member of the Audit Committee</i>	10,000	500,000
<i>Director</i>	10,000	-

A director shall receive the meeting attendance fee for 4 times a year only (a meeting with an agenda regarding the consideration and approval of financial statements), and he or she shall not be paid for any other meeting allowance apart from these 4 meetings.

2) Bonus for a non-executive director shall be paid provided that the Company earns the profit from its operating performance only. Bonus payment rate shall not exceed 0.5 percent of the net profit according to the Company's consolidated financial statements, but the maximum bonus payment shall not exceed Baht 1,625,000.

3) Meeting allowance, annual remuneration, and bonus for non-executive directors shall not exceed Baht 6,000,000 with no other remuneration or interest except those specified above.

In 2020 ended December 31, 2020, the remuneration paid to the Company's directors was as follows:

<i>List of Directors</i>	<i>Title</i>	<i>Remuneration for Directors (Baht)</i>	
		<i>Attendance Fee</i>	<i>Annual Remuneration</i>
1. Dr. Thanu Kulachol	Chairman/ Independent Director	80,000	1,900,000
2. Mrs. Kanoktip Chanpalangsri	Director	40,000	-
3. Mr. Pathompol Saosap	Director	40,000	-
4. Mr. Jackrit Pongprasert	Director	40,000	-
5. Mr. Chainarong Chanpalangsri	Director	30,000	500,000
6. Mr. Cherdasak Wattanavijitkul	Director	40,000	500,000
7. Dr. Supong Limtanakool	Chairman of the Audit Committee/ Independent Director	80,000	1,000,000



8. Mr. Pornthep Sawetwannakul		40,000	500,000
	Member of the Audit Committee/ Independent		
	Director		
9. Dr. Srisuda Chongsithiphol		40,000	500,000
	Member of the Audit Committee/ Independent		
	Director		

Table comparing the remuneration payments between 2019 and 2020

List of Directors	Title	Remuneration for Directors			
		2018		2019	
		Attendance Fee	Annual Remuneration	Attendance Fee	Annual Remuneration
1. Dr.Thanu Kulachol	Chairman of the Board	80,000	1,900,000	80,000	1,900,000
2. Mrs.Kanoktip Chanpalangsri	Director/ Chairman of the Executive Director	40,000	-	40,000	-
3. Mr.Pathompol Saosap	Director/ Executive Director	30,000	-	40,000	-
4. Mr.Jackrit Pongprasert	Director/ Executive Director	40,000	-	40,000	-
5. Mr.Chainarong hanpalangsri	Director/ Executive Director	40,000	500,000	30,000	500,000
6. Mr.Cherdsak Wattanavijitkul	Director	40,000	500,000	40,000	500,000
7. Dr.Supong Limtanakool	Chairman of the Audit Committee/ Independent Director	80,000	1,000,000	80,000	1,000,000
8. Mr.Pornthep awetwannakul	Director/ Member of the Audit Committee/ Independent Director	40,000	500,000	40,000	500,000
9. Dr.Srisuda Chongsithiphol	Director/ Member	40,000	500,000	40,000	500,000



List of Directors	Title	Remuneration for Directors			
		2018		2019	
		Attendance Fee	Annual Remuneration	Attendance Fee	Annual Remuneration
	of the Audit Committee/ Independent Director				
<b>Total</b>		<b>410,000</b>	<b>4,900,000</b>	<b>430,000</b>	<b>4,900,000</b>

#### Other remuneration for directors

- None -

#### Policy of Director Development

The Board of Directors has the policy of encouraging all directors to develop their knowledge regularly. Therefore, certain training courses are continuously provided for the directors for their higher competency and improved performance, e.g. designating the directors to attend various training courses or seminars for higher potential and better knowledge and experience.

#### Training Programs Attained by the Board

The Company has encouraged every board member to have further studies and to attain any development training programs to ensure that he/she has more knowledge and understanding in the principles of good corporate governance, law, rules and regulations, as well as the roles and duties of the directors so as to enhance the efficient management and ethics.

#### Summary of Training Programs Attained by Board Members

<i>First Name-Family Name</i>	<i>Director Accreditation Program (DAP)</i>	<i>Director Certification Program (DCP)</i>
1. Dr. Thanu Kulachol	DAP, Class 68, Year 2008	-
2. Mrs. Kanoktip Chanpalangsri	DAP, Class 104, Year 2013	-
3. Mr. Pathompol Saosap	DAP, Class 103, Year 2013	-
4. Mr. Jackrit Pongprasert	DAP, Class 123, Year 2015	-
5. Mr. Chainarong Chanpalangsri	DAP, Class 68, Year 2008	-
6. Mr. Cherdsak Wattanavijitkul	DAP, Class 100, Year 2013	-

<i>First Name-Family Name</i>	<i>Director Accreditation Program (DAP)</i>	<i>Director Certification Program (DCP)</i>
7. Dr. Supong Limtanakool	DAP, Class 104, Year 2013	DCP, Class 99, Year 2008
8. Mr. Pornthep Sawetwannakul	DAP, Class 45, Year 2015	-
9. Dr. Srisuda Chongsithiphol	DAP, Class 134, Year 2017	-

#### **Policy and practice of holding directorship in other companies by the Company's directors and the President**

The Board of Directors focuses on efficient performance of duties of every director who must be able to fully contribute his or her time to manage the Company's business. Therefore, it is stipulated in the Company's policy that each director is entitled to hold directorship for not more than 5 listed companies. At present, no director of the Company holds directorship in more than 5 listed companies.

The Board of Directors also defines the policy of holding directorship in other companies by directors and the President of the Company that a director and the President are prohibited to operate the business, which is in the same nature to the Company or competes with the Company, not become the partner in an ordinary partnership or the general partner in a limited partnership or the director of a private company or other companies whose business operations are similar to those of the Company, or compete with the Company's business, either such holding of directorship is done for his or her personal interest or others' interest unless it is informed to the shareholders' meeting before passing the resolution for such appointment.

At present, the directors and the President of the Company have not held directorship in any companies whose business operations are similar to those of the Company, or compete with the Company's business. The directors and the President have not yet been involved as the partner in an ordinary partnership or the general partner in a limited partnership or the director of a private company or other companies whose business operations are similar to those of the Company, or compete with the Company's business.

#### **Establishing the tenor of directors**

The Company complies with the Public Limited Company Act B.E. 2535, that is, one-thirds of the total number of directors of the Company shall vacate office in every annual general meeting of shareholders. The Board of Directors must comprise the knowledgeable and skillful directors. The number of directors must also fit to the business size of the Company. At present, the Board of Directors consists of 9 members, which includes 3 executive directors, 2 non-executive director, and 4 independent directors. Tenure of each director is 3 years.

For the term of an independent director for no longer than 9 consecutive years, the Company's Board of Directors considers that the consecutive terms of each independent director shall benefit both

the Company and shareholders as he/she has engaged knowledge and experience about the Company's business operations while he/she is still able to express opinions freely.

#### Tenor of Directors

<i>List of Directors</i>	<i>Year appointed</i>	<i>Year last elected</i>	<i>Next appointment</i>
1. Dr. Thanu Kulachol	2008	2020	2023
2. Mr. Chainarong Chanpalangsri	1988	2020	2023
3. Mr. Jackrit Pongprasert	2015	2019	2023
4. Mrs. Kanoktip Chanpalangsri	2013	2018	2021
5. Mr. Pathompol Saosap	2013	2018	2021
6. Mr. Cherdsak Wattanavijitkul	2013	2019	2022
7. Dr. Supong Limtanakool	2008	2020	2023
8. Mr. Pornthep Sawetwannakul	2008	2019	2022
9. Dr. Srisuda Chongsithiphol	2016	2018	2021

#### Securities Holding Report

The Company requires that a qualified person elected as director is required to report the securities held by him or her or his or her spouse and minor children to the meeting of the Board of Director. Whenever any director, his or her spouse and minor children makes the transaction of trading securities of the Company, it must be reported to the next meeting of the Board of Directors. The securities held by directors as of December 31, 2020 were as follows:

List of Directors	Holding of Securities of Thai Polycons Public Company Limited						
	As of 1 January 2019			Changes during the year	As of 28 December 2020		
	Held by director	Held by spouse and minor children	%		Held by director	Held by spouse and minor children	%
1. Dr. Thanu Kulachol	-	-	-	-	-	-	-
2. Mrs. Kanoktip Chanpalangsri	200,000,038	-	34.919	No	200,000,038	-	34.919
3. Mr. Pathompol Saosap	960	-	0.000	No	1,000,699	-	0.175
4. Mr. Jackrit Pongprasert	120,000	-	0.012	No	-	-	-
5. Mr. Chainarong Chanpalangsri	6,633,333	-	1.158	No	6,633,333	-	1.158
6. Mr. Cherdsak	1,136,484	-	0.198	No	1,136,484	-	0.198

List of Directors	Holding of Securities of Thai Polycons Public Company Limited						
	As of 1 January 2019			Changes during the year	As of 28 December 2020		
	Held by director	Held by spouse and minor children	%		Held by director	Held by spouse and minor children	%
Wattanavijitkul							
7. Dr. Supong Limtanakool	-	-	-	-	-	-	-
8. Mr. Pornthep Sawetwannakul	-	-	-	-	-	-	-
9. Dr. Srisuda Chongsithiphon	-	-	-	-	-	-	-

### Report on Conflicts of Interest

The Company requires that any of its directors and executives or related persons who have interest in connected transactions relating to the management of the Company and its subsidiaries shall report such connected transactions to the Company. Such report enables the Company to have the information to perform further actions in accordance with the requirement on connected transactions, which may be those possibly causing a conflict of interest, and lead to the manipulation of interest from the Company and its subsidiaries. The directors and executives must submit their first report on connected transactions within 7 business days following the date of appointment. They must report on any change in connected transactions within 3 business days following the date such change occurs. The Company Secretary shall inform the Company's directors and executives to review such report twice a year.

### 7.3 Information about sub-committees

**The Audit Committee.** Three members of the Audit Committee as of December 31, 2020 were as follows:

1. Dr. Supong Limtanakool Chairman of the Audit Committee/ Independent Director
2. Mr. Pornthep Sawetwannakul Member of the Audit Committee/ Independent Director
3. Dr. Srisuda Chongsithiphon Member of the Audit Committee/ Independent Director

**Mr. Pornthep Sawetwannakul and Dr. Srisuda Chongsithiphon** are members of the Audit Committee who have engaged sufficient knowledge and experience to review the reliability of the Company's financial statements.

## Scope and Duties and Authority of the Audit Committee

1) Review the accuracy and adequacy of the Company's financial reports by coordinating with external auditors and executives of the Company, who are responsible for preparing the Company's quarterly and yearly financial reports. The Audit Committee may give advice to the auditors to review or audit any transaction it deems necessary or significant while the Company's account is being audited.

2) Review the appropriateness and efficiency of the Company's internal control and internal audit in collaboration with the Company's external and internal auditors; consider the independence of the Internal Audit Section including comments on appointment, rotation, termination for the head of the Internal Audit Section or any other works related to the internal audit.

3) Review the Company's operation to ensure that it complies with the Securities and Exchange Act, regulations of the Stock Exchange of Thailand, and any other laws relevant to the Company's business.

4) Consider, select, and nominate an independent person to act as the Company's Auditor, including remuneration for the Auditor based on reliability, sufficiency of resources, and scope of audit work performed by such audit firm, as well as experience of persons assigned to audit the Company's account; and attend the meeting with the Auditors except the Company's executives at least once a year.

5) Consider connected transactions, and transactions involving conflicts of interest to ensure that they are in compliance with the related laws and regulations of the Stock Exchange of Thailand reasonably, and most beneficial to the Company.

6) Perform any other acts as assigned by the Board of Directors and approved by the Audit Committee; review the financial management and risk management policy; review the compliance with the Code of Conduct by the Company's executives; review with the Company's executives any important reports to be disclosed to the public as required by laws, e.g. Management Discussion and Analysis, etc.

7) Prepare and disclose the "Reports of the Audit Committee" as approved by the Chairman of the Audit Committee in the Company's annual report. The said report must cover at least the following details:

7.1) comments on accuracy, completion, and reliability in the preparation and disclosure of information in the Company's financial report

7.2) comments on sufficiency of the Company's internal control system

7.3) comments on the Company's compliance with the Securities and Exchange Commission Act, regulations of the Stock Exchange of Thailand, and other laws relevant to the Company's business

7.4) comments on appropriateness of the independent auditor

7.5) comments on transactions involving conflicts of interest

7.6) disclosure of the number of Audit Committee meetings and the individual meeting attendance of the Audit Committee



7.7) comments or notices that have arisen as the Audit Committee performed its duties as defined in its charter

7.8) any other concerns that should be made available to shareholders or general investors under the scope of duties and responsibilities assigned by the Board of Directors

#### **Audit Committee/ Independent Director**

The Board of Directors or the annual general meeting of shareholders of the Company have power to appoint the Audit Committee/ Independent Directors, which must involve at least 3 members who are selected from the Board of Directors. At least one director elected as the Audit Committee must have knowledge in accounting or finance. The term of the Audit Committee is 3 years. The criteria of selecting the Audit Committee/ Independent Director are as follows:

- 1) Holding shares no more than 0.5% of the total voting shares of the Company.
- 2) Not having a business relationship and a vested interest, whether directly or indirectly, financially or administratively, in the Company or its subsidiaries, its associated companies, or a major shareholder or not being a person with potential conflict of interest, which may deprive his independence, during the period of 2 years before the appointment as the Audit Committee/ Independent Director.
- 3) Not being a close relative to any executive or major shareholder of the Company or its subsidiaries, associated companies or person with potential conflict of interest, and not being appointed as a representative to retain the interest of any director, executive, or major shareholder of the said companies.
- 4) Being a person with knowledge and experience and being able to perform duties, and share his opinions independently without any influence from any group of persons.

#### **Risk Management Committee**

Up to now, the Company has not yet appointed the Risk Management Committee whereas the Board of Directors and the Audit Committee are responsible for the Company's risk management.

#### **The Nomination and Remuneration Committee**

Up to now, the Company has not yet appointed the Nomination and Remuneration Committee whereas the Board of Directors and the Audit Committee perform the duties of nominating and considering the remuneration for the Company's director and top executives.

**Executive Board of Directors.** The Executive Board of Directors as of December 31, 2020 consisted of 5 following directors:

- |                                |                                 |
|--------------------------------|---------------------------------|
| 1. Mrs. Kanoktip Chanpalangsri | Chairman of the Executive Board |
| 2. Mr. Pathompol Saosap        | Executive Director              |
| 3. Mr. Jackrit Pongprasert     | Executive Director              |

4. Mr. Vikul Lohamongkol                      Executive Director

5. Mr. Adisorn Srisooksai                      Executive Director

### **Scope of Duties and Authority of the Executive Board**

1) Have authority to make decisions on the Company's important operating activities by defining the scope, type, or size of mission, objectives, direction, and policy; and oversee the Company's overall operation, output, and customer relationship under the scope of work plan and budget approved by the Board of Directors.

2) Consider and approve the procurement, additional investments, sales and purchase of permanent assets by the Company under the scope as approved by the Board of Directors.

3) Have authority to purchase general construction materials in the amount not more than Baht 20 million, purchase steel and concrete in the amount not more than Baht 80 million, and employ a contractor and/or sub-contractor in the amount not more than Baht 150 million.

4) Have authority to enter into transactions with financial institutions, as well as borrowing and opening bank accounts under the scope defined by the Board of Directors.

5) Have authority to perform acts and present himself/herself to the outsiders as the Company's representative in the business relating and beneficial to the Company.

6) Consider the Company's mobilization to be proposed to the Board of Directors.

7) Approve the appointment of consultants necessary to the Company's operation.

8) Proceed with the activities relating to the Company's general operation.

9) Consider and approve the operating plan of each department in the Company; and consider and approve the requests from the Company's departments that are beyond their authority.

10) If the operation based on the work plan as approved by the Board of Directors needs a budget higher than the approved budget for 10 percent, propose such operation to the Board of Directors for approval.

For the aforesaid delegation, the Executive Board of Directors must comply with any and all requirements and rules as approved by the Board of Directors of the Company. The Executive Board must not approve any transactions in which it or person with potential conflicts of interest has or may have the conflicts of interest in any other manner with the Company and subsidiaries. Such transactions must be disclosed to the Board of Directors for consideration as well.

The Executive Board is not permitted to undertake other businesses beyond those mentioned above, except as specifically assigned by the meeting of the Board of Directors from time to time.

### **Nomination of the Executive Director**

The Board of Directors has the power to appoint the Board of Executive Directors of the Company, which must comprise at least 3, but not more than 5 persons who are selected from the Company's directors or staffs who engage good knowledge and abilities and must not be the Audit Committee members. The

Board of Executive Directors has the duty of managing the Company's business as assigned by the Board of Directors, and it directly reports to the Board of Directors.

#### 7.4 Information about Executives

**Executive** (as defined by the Notification of the Office of the Securities and Exchange Commission). As of December 31, 2020, the Company's executives include:

- |                            |  |
|----------------------------|--|
| 1. Mr. Pathompol Saosap    | Chief Executive Officer and President  |
| 2. Mr. Jackrit Pongprasert | Executive Vice President, Operation Engineering                              |
| 3. Mr. Vikul Lohamongkol   | Executive Vice President, Technical Engineering and Power Plant Construction |
| 4. Mr. Rattapat Rattanpan  | Executive Vice President, Office Supporting                                  |
| 5. Mr. Adisorn Srisooksai  | Executive Vice President, Finance and Accounting                             |

#### Scope of Duties and Authority of the Chief Executive Officer and President

1) Consider the allocation of annual budget to be proposed to the Board of Directors for approval; and also consider and approve any alteration and addition of the annual expenditures when the meeting of the Board of Directors has not been arranged, and further propose such altered or added annual expenditures to the next meeting of the Board of Directors for acknowledgement.

2) Have authority to procure construction materials in the amount not exceeding Baht 10 million per transaction, and to procure goods, device, equipment, tools, etc. in the amount not exceeding Baht 10 million per transaction. The procurement amount beyond the approval authority must be approved by the meeting of the Executive Board or the Board of Directors.

3) Approve the important investment spending as specified in the annual expenditures as approved or previously approved in principle by the Board of Directors.

4) Approve in principle an investment for business expansion as well as a joint investment with other entrepreneurs, and propose it to the next meeting of the Board of Directors for approval.

5) Approve the appointment of authorized persons for cheque payment or payment documents of the Company as well as other contracts, accounting/financial documents, and general documents.

6) Act as the management consultant in financial policy, marketing, human resource management, and other operations relating to the Company's business operation.

7) Allocate the gratuity or compensation as approved by the Board of Directors to the Company's staffs or employees or any other persons operating the business for the Company.

8) Approve the appointment, rotation, and dismissal of employees.

9) Have a duty of reporting to the Board of Directors and the Executive Board promptly in case of bribery, possible bribery, violation against laws, and other irregular actions, which may materially affect the Company's reputation and financial status.

For the aforesaid authorization, the President must comply with all requirements and regulations as approved by the Board of Directors. The President shall not approve any transactions in which he or any person with possible conflicts of interest or interest or may have the conflicts of interest in other manners with the Company and subsidiaries. The said transactions must be also disclosed to the Board of Directors for consideration.

The President is not permitted to undertake other businesses beyond those mentioned above, except as specifically assigned by the meeting of the Board of Directors from time to time.

### Nomination of Top Executives

In nominating the Company's top executives, the Board of Executive Directors shall consider and screen the candidates who have the relevant and appropriate qualifications, knowledge, abilities, skills, and experience beneficial to the Company's operation. Those candidates must also have the good understanding in the Company's business, and be able to manage to attain the objectives and goals established by the Board of Directors. The qualified candidates shall be further proposed to the Board of Directors for approval.

### Remuneration for Executives

#### Money Remuneration

Remuneration for executives is in conformity with the principle and policy defined by the Board of Directors of the Company, and it is also related to the operating performance of the Company, and work performance of each executive.

Money remuneration for 6 executives (only executives as defined by the Notification of the Office of the Securities and Exchange Commission)

Title	Remuneration Details	Year 2019		Year 2020	
		Number (person)	Amount (million Baht)	Number (person)	Amount (million Baht)
Top executives	Salary, bonus, social security fund, provident fund, and welfare based on title	6	19.95	6	22.67

### Other remuneration for executives

- None -

## Annual work performance evaluation for CEO

The work performance of the CEO shall be evaluated by self-evaluation and by the Company's directors at least once a year.

The Company Secretary shall have a duty of delivering the work performance evaluation form to the CEO and each director for such annual work performance evaluation. When such evaluation form is completed by the CEO and all directors, those will be returned to the Company Secretary who shall compile and summarize the evaluation result, which will be further submitted to the CEO and the Board of Directors for consideration. The evaluation method is based on the rating scale to enable each assessor to compare the evaluation result in each topic, or to compare the evaluation result with the previous year's. The scoring interpretation is as follows:

- 0 = No action on that matter
- 1 = Slight action taken on that matter
- 2 = Moderate action taken on that matter
- 3 = Good action taken on that matter
- 4 = Excellent action taken on that matter
- N/A = No information or unusable

The above evaluation is based on the following sections:

Section 1: Work plan progress

Section 2: Work performance evaluation

Section 3: Development of CEO

## 7.5 Information about personnel

**Number of personnel.** As of December 31, 2020, the Company had 343 employees, which may be divided by division as follows:

Division	Number of Employees Year 2019	Number of Employees Year 2020
Operation Engineering	246	145
- Construction		
- Fabrication Shop		
Technical Engineering	41	64
Power Plant Construction		
Technical		
Design		
Drawing		

Mechanical and Electrical		
Office Support	73	67
Human Resource		
Management		
Human Resource		
Development		
Information Technology		
Procurement		
Corporate		
Communication and		
Social Development		
Administration		
Warehouse		
Legal		
Accounting and Finance	23	23
- Finance		
- Accounting		
- Asset Control		
- Investor Relation		
Others	57	44
<b>Total</b>	<b>440</b>	<b>343</b>

### Compensation for employees

The Company and its subsidiaries have considered and offered the compensation to all staff members fairly, either short-term compensation in forms of salary, living expenses, welfare, and bonus, or long-term compensation in other forms associated with the creation of added value for the Company and its subsidiaries, e.g. establishment of the provident fund, right in withdrawing medical expenses, health insurance, loans granted to staff members in emergency cases, workplace improvement for staff members and their families who have stayed in temporary residence of each division, 5Sor project for the good, clean and healthy workplace, etc. to enable these staff members to use their potential completely, and to work efficiently and safely.

The Company and its subsidiaries paid compensation to employees in forms of salary, bonus, cost of living, health insurance benefits, special benefits, social security fund, and provident fund and others as detailed below.

<i>Company</i>	<i>Year 2018</i> (Million Baht)	<i>Year 2019</i> (Million Baht)	<i>Year 2020</i> (Million Baht)
<i>Thai Polycons Plc.</i>	191.51	220.27	238.52
<i>TPC Asset Co., Ltd.</i>	9. 11	8.27	6.90
<i>TPC Bangkok Supply Co., Ltd.</i>	1.87	1.60	1.45

### Human Resource Development Policy

To provide the construction service, human resources are so essential. The Company and its subsidiaries, therefore, focus on strengthening spirit and morale among their employees, and offering well-being to them so that they will be able to perform their work efficiently, which will subsequently drive the organization to grow securely and sustainably.

The Company formulates the policy of developing its employees at all levels consistently with an aim at improving their knowledge, skills, expertise, and work efficiency. The Company and subsidiaries encourage all personnel to enhance on the job-training knowledge and expertise. New-coming employees will be trained by supervisors of each line. The Company and subsidiaries also send their employees and executives in each field to attend other external training courses and seminars on matters relating to their work.

The Company and subsidiaries prioritize the personnel competence development, and attempt to build the qualified personnel for the corporate growth. The personnel development strategy involves:

- 1) Continual development of executives and employees at all levels to shift their work competency by promoting and encouraging all of them to continue studies or attending training courses and seminars.
- 2) Preparation of training road map of each title so that all staffs have competence most relevant to their titles and career path, and they are prepared for work succession.
- 3) Promotion for personnel development by coaching and on the job training.
- 4) Encouraging staffs to perform works on the principle of morality and corporate governance by paying respect to and promoting good persons.
- 5) Encouraging staffs to adhere to the corporate culture, have the entrepreneurship attitude, have awareness of team-working, and provide good and impressive services to all internal and external clients.

The Company has arranged some training and development programs for its personnel every year. These programs focus on personnel's knowledge, ability, and potential improvement to be relevant to their titles and duties whether they have worked for the construction or supporting sectors for the utmost interest for themselves and the Company. In the previous year, a total of 15 programs were arranged as listed below.

- 1) Crane Rigger and Crane Supervisor
- 2) Work Development and Organization Awareness



- 3) Basic Knowledge for MEP Engineering
- 4) Revision on Relation of Construction Work to Minimize Defect Problems
- 5) Revision of ISO 9001:2015 Requirements
- 6) Installation of Protection to Cover the Building (On The Job Training)
- 7) Planning Techniques for Efficient Work Control and Monitoring
- 8) Leadership
- 9) Basic First Aids
- 10) Working with Crane
- 11) Revision on Working with Crane
- 12) Executive Security Guard
- 13) Internal Quality Audit
- 14) Basic Fire Extinction and Fire Drill
- 15) Work Safety Committee

The Company's staff and executives who have attained the training programs throughout the year of 2020

<i>Title</i>	<b>Number of Persons</b>	<b>Number of Hours</b>	<b>Average Hours/ Person/ Year</b>
<i>1. Top executives</i>	6	78	13.00
<i>2. Executives</i>	26	192	7.38
<i>3. Supervisor</i>	63	470	7.46
<i>4. Staff</i>	193	1,120	5.80
<i>5. Daily Staff, Technician</i>	112	672	6.00
<i>6. Transnational Daily Staff</i>	40	226	5.65

## 8. Report on Work Performance relating to Corporate Governance

### 8.1 Summary of Work Performance of Directors

The Company places the policy that the Board of Directors of the Company must have at least one performance evaluation in each year in order that the Board of Directors reviews its work performance. Each director shall provide his or her opinion toward the performance of the Board whether it imposes, performs, and take actions appropriately or not. Such evaluation shall be beneficial to the Board of Directors' performance of duties as it enables the Board of Directors to analyze any and all obstacles, and to find out the solutions for the Board's higher work efficiency.

The Company Secretary shall deliver the board evaluation form, in accordance with the evaluation form stipulated by the Stock Exchange of Thailand, to every director for the board self-evaluation and individual evaluation. The completed evaluation form shall be returned to the Company Secretary to

calculate the entire evaluation scores. The board's performance evaluation in a particular year shall be analyzed and reported to the Board of Directors for consideration pursuant to the foregoing objectives. In 2018, the Company's board self-evaluation was provided in the Meeting of the Board of Directors, No. 1/2018 dated February 26, 2018. The evaluation criteria were calculated from full scores in each item as listed below.

100scores	=	Excellent
81-99 scores	=	Very Good
61-80 scores	=	Quite Good
41-60 scores	=	Fair
0-40 scores	=	To be improved

There were 2 types of board's performance evaluation:

- 1) Performance evaluation conducted on the entire board
- 2) Performance evaluation conducted individually

Both types of evaluation involve the following aspects:

- 1) Structure and qualifications of the Board of Directors
- 2) Meeting of the Board of Directors
- 3) Role, duty, and responsibility of the Board of Directors
- 4) Performance of duties by directors
- 5) Relationship with the management
- 6) Self-development of directors and the management's development

#### Number of board meetings attended by each director

List of Directors	Title	Board Meetings (After taking up office)	
		Number of Meeting 2019	Number of Meeting 2020
1. Dr. Thanu Kulachol	Chairman of the Board/ Independent Director	4/5	6/6
2. Mrs. Kanoktip Chanpalangsri	Director	5/5	6/6
3. Mr. Pathompol Saosap	Director	5/5	6/6
4. Mr. Jackrit Pongprasert	Director	5/5	6/6
5. Mr. Chainarong Chanpalangsri	Director	5/5	5/6
6. Mr. Cherdasak Wattanavijitkul	Director	5/5	6/6
7. Dr. Supong Limtanakool	Chairman of the Audit Committee/ Independent Director	5/5	6/6

List of Directors	Title	Board Meetings (After taking up office)	
		Number of Meeting 2019	Number of Meeting 2020
8. Mr. Pornthep Sawetwannakul	Member of the Audit Committee/ Independent Director	5/5	6/6
9. Dr. Srisuda Chongsithiphol	Member of the Audit Committee/ Independent Director	5/5	6/6

## 8.2 Summary of Work Performance of the Audit Committee

The Audit Committee of Thai Polycons Public Company Limited includes 3 independent directors who perform duties independently as assigned by the Board of Directors and in conformity with the Charter of the Audit Committee. Each member of the Audit Committee has qualifications and experience in several aspects, e.g. accounting, economy and organization management, etc. Their qualifications are adequate to review the creditability of the Company's financial statements as required by the Office of the Securities and Exchange Commission (SEC), and The Stock Exchange of Thailand (SET). The Audit Committee consisted of the following members:

1. Dr. Supong Limtanakool
2. Mr. Pornthep Sawetwannakul
3. Dr. Srisuda Chongsithipol

In 2020, the Audit Committee held 4 regular meetings, which also included other related executives, internal audit, and auditor, and which involved only the auditor with no attendance of any executives. Those meetings were to consider and review any matters under its scope of responsibilities. The meeting results together with some advice were proposed to the Board of Directors for further actions as the Board of Directors deemed appropriate.

### Number of meetings attended by each member of the Audit Committee

Name	Title	Number of Meeting Attendance	
		2019	2020
1. Dr. Supong Limtanakool	Chairman of the Audit Committee/ Independent Director	4/4	4/4
2. Mr. Pornthep Sawetwannakul	Member of the Audit Committee/ Independent Director	4/4	4/4

Name	Title	Number of Meeting Attendance	
		2019	2020
3. Dr.Srisuda Chongsithiphol	Member of the Audit Committee/ Independent Director	4/4	4/4

### 8.3 Summary of work performance of other committees

#### Summary of work performance of the Executive Board of Directors

The Executive Board of Directors of Thai Polycons Public Company Limited comprises 5 directors having knowledge and abilities in several areas, e.g. engineering, management, accounting and finance, and other areas relating to the Company's business operation. This board shall have duties of defining the objectives, strategy, policies, and long-term plans of the Company, and of making decision on solving significant problems such as production of new goods, price decrease or increase, business operation in the country or on abroad, etc.

Name	Title	Number of Meeting Attendance	
		2019	2020
1. Mrs. Kanoktip Chanpalangsri	Chairman of the Executive Board	22/22	24/24
2. Mr. Pathompol Saosap	Director	20/22	24/24
3. Mr. Jackrit Pongprasert	Director	22/22	21/24
4. Mr. Vikul Lohamongkol	Director	22/22	23/24
5. Mr. Adisorn Srisooksai	Director	22/22	23/24

## 9. Internal Control and Connected Transactions

### 9.1 Internal Control

In the Meeting of the Board of Directors of Thai Polycons Public Company Limited, No. 1/2021 on February 24, 2021 in which all three members of the Audit Committee attended, the Audit Committee assessed the Company's internal control system by enquiring the Management about the following issues:

#### 1. Organization and environment

The Company defined the exact and measurable business operation goals, which were stated in its quality objectives. The Company also determined certain indicators as employees' operating guideline, provided the quality manual as the policy document communicated from the Management to the

operating level, and determined the corporate structure enabling the Management to control the operation efficiently and the system proficiency continuously according to those requirements. For example, ISO 9001:2015, which is a quality management system, has been used as a tool of operation and planning. The Company placed the procurement control system so that any financial transactions and general management of the Company were concise and able to prevent corruption. An on-line computer program was installed to link the entire operations to quickly obtain the information in the Company's head office and projects. This was beneficial to make decision on management and to improve work efficiency consistently.

By recognizing the importance of the employees' work achievements, the Company has regularly reviewed the working goals, and analyzed the motives given to the employees reasonably by mainly considering the shareholders' interest. The compensation given had to motivate the employees to work with full capacity and provoke the highest profit to the Company. Besides, for the Company's long-term interest, the Company defined certain written requirements that the Management and employees would not have any conduct possibly causing the conflicts of interest against the Company, and the penalties were imposed as well. The morality in details was defined for the employees. The Company adhered to morality for every business partner, gave the good work care and support, had the punctual payments, and did not exploit any business partner.

## **2. Risk management**

The Company has regularly arranged for the risk assessment meetings to consider all internal and external risk factors, which might materially affect its business operation. The Meeting considered various problems, and analyzed the circumstances that were the risk factors before imposing certain measures to solve and prevent any future risks. The Company also determined some measures and the department responsible in monitoring the events originating those risks so that such measures could be implemented and such risks could be prevented timely in the future. Every related employee was informed of those measures and he/or had to conform to those risk management measures. All related employees were also trained to be aware of those risk management measures for further implementations.

## **3. Control of the Management's performance**

The Company defined the scope of duties, authority, and budget approval limit for its executives at each level precisely in writing. The duties and responsibility for transaction approval based on each working line were segregated clearly while such transaction approval was examined seriously. The documents attached to accounting records, and information, as well as collection of properties were kept carefully. The departments in charge of overseeing these were separated clearly. If the Company made any transaction with a major shareholder, director, executive, or person related to such persons, the Committee in charge of overseeing such transaction would have the meeting to consider the case carefully in order to prevent the transfer of interest whereas the Company's highest interest was regarded. Such transaction would be also considered like the transaction made with the third person. The Company also defined some measures to examine whether the Company's operation was in compliance

with all related laws or not. This aimed at minimizing the business risks, and retaining the Company's reputation and prestige. Every transaction made by the Company would be reported to the Audit Committee for transparency and it would be checked whether it was the Company's normal business or not.

#### **4. Information and communication system**

The Company arranged for an adequate and qualified access to the important information so that it could be used by its directors, executives, shareholders, or other related persons for their decision-making. The Company outlined the characteristics of qualified information, which had to contain necessary and adequate contents for decision-making, was accurate and complete, up-to-date, understandable, and well-kept. It was so essential to promote the efficiency of the internal control system. In each board meeting, each director would receive the notice to the meeting and enclosures within the period as required by law. The documents attached to accounting records and other accounting would be kept completely in separate sections. The Company has never been advised by the auditors on this defect. In addition, the Company determined that the Executive Board meetings would be arranged in order to monitor the Executive Board of Directors' management. Such meeting would be arranged in every month to which all facets of information including management, techniques, finance, accounting, and law would be presented to the executives for consideration.

#### **5. Monitoring system**

The Company established its business goals while the Board of Directors consistently reviewed and compared whether or not the Management's performance was relevant to such established goals, and operating procedure specified in ISO 9001:2015. Once the operating outcome was defective or different from the established goals, the Executive Board had power to order for remedies within the reasonable period whereas every related party would have the meeting to inform and monitor its working at all time. The Company also arranged for the regularly inspection of the internal control system; this was under responsibility of the Company's internal auditors who had adequate independence to inspect and ask for any related information from various departments before reporting the inspection results to the Board of Directors or the Audit Committee of the Company. The Company placed the policy that the Management had to report to the Board of Directors immediately once corruption or doubtful fraud, violation against law and/or wrongful conduct occurred, which might negatively affect the Company's reputation and financial status.

After the assessment, the Board of Directors was of opinion that the Company has achieved an adequate and appropriate internal control system in making transactions with its major shareholders, directors, executives, or related persons. The internal control system in 5 areas was appropriate and adequate to prevent the unlawful or unauthorized use of properties by the Company's Management. The Company's internal auditing had independence to monitor and assess the internal control activities. The Company also established a system of collecting important documents so that they might be checked by the directors, auditors, authorized persons as permitted by law in the appropriate time.

## 9.2 Summary of Opinions of the Board of Directors about the Company's Internal Control System

The Board of Directors of the Company perpetually places importance on the internal control system to prevent and mitigate potential risks. It, therefore, assigns the Audit Committee, comprising certain independent directors, to review the assessment of the Company's internal control system. The Internal Control Department, which directly reports to the Audit Committee, has the duty of auditing the operating system of every department and project subject to the Company's annual audit plan to ensure that those operations are full of efficiency and proficiency while the Company's resources are employed cost-effectively and usefully. The said internal control system also covers the control of operations, accurate, reliable and timely financial statements, policy implementation, and compliance with any laws and regulations required by the government and related authorities. The efficiency of this internal control system has been regularly reviewed so that the Company's business operation offers the highest interest to its shareholders on the basis of equity and interest of all stakeholders. The Audit Committee also has the duty of considering, selecting, and proposing the appointment of auditors and auditors' fee, and of considering the disclosure of the Company's information that must be accurate and complete in case that a connected transaction or a transaction possibly causing the conflict of interest occurs.

In 2020, the Audit Committee had 4 meetings, and the Audit Committee had another 4 joint meetings with the auditors without the Company's Management, to review the Company's financial statements so that the Audit Committee were able to raise questions about the audit plan and various issues discovered in the auditing activities independently, which were further proposed to every meeting of the Board of Directors attended by the Management so that those doubtful issues would be remedied.

Regarding the risk management, the Company focuses on implementing the risk management system to control all risks at an acceptable level. The Company's Management shall consider all risk factors the Company has encountered or may encounter, analyze the potential impact and possibility before determining the preventive measures to control them at an acceptable level and to be relevant to the Company's policy. The risk management system and its efficiency shall be reviewed and assessed annually or at any time it is found that the risk level is changing. The Internal Control Department shall monitor all risks constantly and report them to the Company's Management.

In the Meeting of the Board of Directors, No. 1/2021 dated February 24, 2021, the Board of Directors assessed the adequacy and appropriateness of the Company's internal control system from the assessment report submitted by the Audit Committee based on the adequacy of internal control system assessment form. There are 5 assessment issues, including organization and environment, risk management, operation control by Management, information system and communications, and monitoring system. It was concluded that the Company's internal control system was adequate and appropriate for the business operation. It had no material defects, and could prevent the use of assets of the Company and subsidiaries improperly or without authorization. The Company's financial statements



were prepared subject to the generally accepted accounting principles. The disclosure of such financial statements was accurate and reliable. The Company's business operation was absolutely in conformity with law on securities and exchange and other related laws.

The Board of Directors, the Audit Committee, and auditors of the Company had a relevant opinion that the Company's operation has been transparent under the Corporate Governance Principles, and proper and efficient internal control system, which were able to prevent the Company's Management or employees to use the assets unlawfully or without authorization.

Mr. Watcharachai Somboonying is the Manager of the Internal Audit Department. The Audit Committee was of opinion that Mr. Watcharachai Somboonying was qualified to act as the Manager of the Internal Audit Department efficiently. The appointment, removal, and transfer the Manager of the Internal Audit Department must be approved by the Audit Committee.

### 9.3 Connected Transactions

#### **Measures or approval of the procedure on connected transactions**

The previous connected transactions included the sales and purchase of construction materials, lease of machinery, provision of administration service, lease of office space, and loans between companies. These transactions have been inspected by the Audit Committee that had opinion that the said transactions were under normal business courses, which were beneficial to the business operation, and were reasonable whereas the prices were fixed fairly without transfer of interest with each other.

For future connected transactions in the normal course of business operations such as purchase or sale of goods or service provision, the Company has the policy that they must be considered by the Audit Committee that will give opinion about such transactions in every quarter if they are the same prices or service rates to those agreed between the Company and the third party, and they must be close to the market prices. The Company's directors with interest in such transactions are not permitted to vote for any connected transactions that are not the normal course of business operations, e.g. purchase or sale of land. The Company has the policy that the Audit Committee must consider and give opinion toward such transaction before the Company enters into it. A director with interest in such transaction is ineligible to vote for it. However, entering into such transaction in the future also depends on the Company's rationale and necessity. The compensation to be received and paid must be under a normal price agreed with the third parties. The Audit Committee of the Company shall give opinion about it.

#### **Policy or tendency of connected transactions**

In the future, if the Company must enter into a connected transaction with a person with conflicts of interest against the Company, the Company has the policy of defining conditions in accordance with the normal course of business operations, and under market prices, which may be compared with the prices incurred with the third parties. The Company also prescribes that the Audit Committee or auditors

of the Company or independent experts must consider and give opinion about the price appropriateness and transaction reasonability.

For future connected transactions, every director of the Company must comply with all related regulations, and he or she shall not approve any transaction in which he/she or a person may have conflicts of interest with the Company in any manner. Such transaction must be disclosed to the Board of Directors for consideration. The Company must comply with law on securities and exchange, as well as regulations, notifications, orders, or requirements of the Stock Exchange of Thailand, especially the requirement on Disclosure of Connected Transactions and Acquisition or Disposal of Assets of the Company and Subsidiaries, and comply with the regulations, notifications, orders, or requirements of the Securities and Exchange Commission and Capital Market Supervisory Board.

In case of a connected transaction between Thai Polycons Public Company Limited and a person with conflicts of interest or interest or conflicts of interest that are not the normal course of business operations, the Company shall request the Audit Committee to give opinion about price, compensation, necessity, and appropriateness of such transaction. If the Audit Committee has never had any expertise in considering the said connected transaction, the Company shall ask for opinions from an independent appraisal or expert to be used in making decision by the Audit Committee, the Board of Directors, or shareholders as the case may be. The Company's connected transactions are generally disclosed in Notes to the Financial Statements, the Company's Annual Registration Statement (Form 56-1), and the Company's Annual Report

Name/Nature of Business	Relationship	Transaction Features	Transaction Type	Year 2020	Year 2019	Rationale and Necessity
1. Thai Polycons and Laem Thong Phatthalung Joint Venture/ Construction Business	Subsidiary	- TPOLY leased out the machinery for business operation.	Trade account receivable	2.45	2.45	- Lease of machinery on the market price to the Joint Venture to avoid spending much money in the investment
			Rental income	-	-	
		- TPOLY granted to the Joint Venture a short-term loan with interest of 5-6% per annum.	Short-term loan	40.70	40.70	- To boost the liquidity of the Joint Venture.
			- Opening balance	40.70	40.70	
			- Increasing during the period	-	-	
			- Decreasing during the period	-	-	
			- Ending year balance	40.70	40.70	
			- Interest income	2.44	2.44	
			- Accrued interest	11.04	8.60	
2. Thai Polycons P.S.M. Joint Venture/ Construction	Jointly controlled entity	- TPOLY granted a short-term loan with interest of 5-6% per annum to the Joint	Short-term loan	1.26	1.24	- Since a project of the Joint Venture has not yet received the advance payment for this operation; the Joint Venture borrowed a loan from TPOLY
			Short-term loan	1.24	1.21	
			- Opening balance	0.02	0.03	

Name/Nature of Business	Relationship	Transaction Features	Transaction Type	Year 2020	Year 2019	Rationale and Necessity
<b>Business</b>		Venture.	- Increasing during the period	-	-	for its working capital.
			- Decreasing during the period	1.26	1.24	
			- Ending year balance	0.08	0.07	- Calculated by a short-term loan with interest of 5-6% per annum. TPOLY has already set aside the allowance for bad debts for the entire amount of loan and interest since Thai Polycons P.S.M. Joint Venture has not yet submitted any bid for any additional construction project
			- Interest income	0.32	0.25	
			- Accrued interest			
<b>3. TPCI Joint Venture/ Construction Business</b>	Subsidiary	- TPOLY sold construction materials to the Joint Venture for business operation.	Income from sales	-	-	- In 2014, the Joint Venture purchased the deformed bars steel for its construction through Thai Polycons Plc. subject to the price agreed with the supplier.
		- TPOLY accepted the construction work.				
		- TPOLY sold materials/ equipment, leased out the machinery to be used in the business	Income from construction work Rental income Trade account receivable	0.16  -	-  -	- According to the construction contract.  - Lease of machinery on the market price so that the Joint Venture needed not to spend much money for investment
				-	3.18	

Name/Nature of Business	Relationship	Transaction Features	Transaction Type	Year 2020	Year 2019	Rationale and Necessity
		operation.	- Other receivables	-	-	
		- TPOLY assigned its staff to control the construction work.		-34.85	-	- To reduce and control the construction cost, the staff of TPOLY were sent to control the work.
		- TPOLY granted a short-term loan with interest of 6% per annum to the Joint Venture.	Short-term loan	34.85	34.85	- To make the Joint Venture have the working capital.
			- Opening balance	93.40	32.46	
			- Increasing during the period	(128.25)	138.45	- Calculated by a short-term loan with interest of 6% per annum.
			- Decreasing during the period	-	(136.06)	
			- Ending year balance	2.29	34.85	
			- Interest income	-	3.31	
			- Accrued Interest		0.30	
				45.00		
		- TPOLY granted a short-term loan with interest of 6% per annum to the Joint Venture.	Short-term loan	-	-	- To make the Company have the working capital
			- Opening balance	45.00	-	
			- Increasing during the period	-	-	
			- Decreasing during the period	45.00	-	
			- Ending year balance	0.20	-	

Name/Nature of Business	Relationship	Transaction Features	Transaction Type	Year 2020	Year 2019	Rationale and Necessity
		- interest expenses			-	
<b>4. Thung Sung Green Co., Ltd./ Energy Business</b>	Subsidiary	- TPOLY leased out the properties.	Rental income	-	-	- TPOLY leased out the vehicles to facilitate the operation.
			Other receivables	-	-	
		- TPOLY has been engaged for the power plant construction.	Advances from construction	-	-	- Subject to the power plant construction contract
			Construction revenues	-	-	
			Administration revenue	-	-	
			Retention receivable	-	-	
<b>5. Mahachai Green Power Co., Ltd./ Energy Business</b>	Jointly controlled entity	- TPOLY has been engaged for power plant construction.	Revenues from construction	-	-	- Subject to the power plant construction contract
			Trade receivable	-	-	
			Advances	-	-	
			Other payables	-	-	
			Retention receivable	-	-	
<b>6. Maewong Energy Co., Ltd./ Energy Business</b>	Subsidiary	- TPOLY has been engaged for power plant construction.	Revenues from construction	-	-	- Subject to the power plant construction contract
			Advances	-	-	
			Other payables	-	-	
			Retention receivable	-	-	

Name/Nature of Business	Relationship	Transaction Features	Transaction Type	Year 2020	Year 2019	Rationale and Necessity
7. Satun Green Power Co., Ltd./ Energy Business	Subsidiary	- TPOLY has been engaged to proceed with the application for license.	Administration revenue	-	-	- Subject to the operation contract
			Revenue from construction	0.07	-	- Subject to the power plant construction contract
			Trade receivable	0.24	-	
			Contract asset	0.97	-	
			Retention receivable	-	-	
8. Patthalung Green Power Co., Ltd./ Energy Business	Subsidiary	- TPOLY has been engaged to proceed with the application for license.	Administration revenue	-	-	- Subject to the operation contract
			Revenue from construction	-	-	- Subject to the power plant construction contract
			Advances	-	-	
			Retention receivable	-	5.26	
9. Pattani Green Co., Ltd./ Energy Business	Subsidiary	- TPOLY controlled the landfill work.	Revenue from construction	210.44	-	- Subject to the power plant construction contract
			Trade receivable	0.91	-	
			Retention receivable	117.17	-	



Name/Nature of Business	Relationship	Transaction Features	Transaction Type	Year 2020	Year 2019	Rationale and Necessity
			Contract asset	-	0.63	
			Liabilities from revenue contract	-	29.69	
10. TPC Power Holding Public Company Limited/ Holding Company	Subsidiary	- TPOLY leased out the office space.	Rental income	-	-	- From lease of office space
			Short-term loan	-	-	- To boost the liquidity.
		- TPOLY borrowed the short-term loans.	Interest expense	-	0.06	- Calculated from a short-term loan with interest of 5% per annum
			Accrued interest	-	-	
			Other receivables	-	-	
			Other income	-	-	
			Dividend income	34.93	24.22	
11. TPC Asset Co., Ltd./ Property Business	Subsidiary	- TPOLY granted a short-term loan.	Short-term loan	215.79	370.18	- To help the subsidiary have the working capital during the initial stage of its operation.
			- Opening balance	370.18	237.20	
			- Increasing during the period	120.01	150.98	- Calculated from a short-term loan with interest of 5% per annum.
			- Decreasing during the period	(274.40)	(18.00)	
			- Ending your balance	215.79	370.18	
		- TPOLY leased out some construction	Interest income	14.29	15.57	
			Accrued interest	1.60	6.95	

Name/Nature of Business	Relationship	Transaction Features	Transaction Type	Year 2020	Year 2019	Rationale and Necessity
		tools.	Rental income	-	-	
			Other receivables	0.02	0.02	
			Other income	0.70	0.02	
12. TPC Bangkok Supply Co., Ltd./ Trading Business	Subsidiary	- TPOLY granted a short-term loan.	Short-term loan	-	-	- To help the Joint Venture have the working capital during the initial stage of operation.  - Calculated from a short-term loan with interest of 5% per annum.
			- Opening balance	-	-	
			- Increasing during the period	-	-	
			- Decreasing during the period	-	-	
			- Ending your balance	-	-	
		- TPOLY purchased some goods.	Interest income	-	-	
			Accrued interest	-	-	
			Cost of construction materials	15.32	34.40	
			Trade receivables	6.82	4.04	
			Other receivables	0.02	0.10	
			Other rental and service fees	0.05	-	
13. Sunray Power &		- TPOLY engaged	Advance payment for lump-sum	-	-	- Subject to the power plant construction

Name/Nature of Business	Relationship	Transaction Features	Transaction Type	Year 2020	Year 2019	Rationale and Necessity
Engineering Co., Ltd./ joint director with Green Power Plant Co., Ltd./ shareholder of Pattani Green Co., Ltd.		Sunray Power Co., Ltd. to construct the power plant.	construction fee Trade payables Retention payable Lump sum construction fee Other income	- 0.25 - -	- 0.35 - 0.28	contract
14. Suntech Engineering & Energy Co., Ltd./ joint director with Green Power Plant Co., Ltd. that is the shareholder of Pattani Green Co., Ltd.	Joint director	- TPOLY engaged Suntech Power Co., Ltd. to construct the power plant.	Advance payment for lump-sum construction fee Trade payables Retention payable Lump sum construction fee Other income	- - - - -	- - 1.70 - 0.07	- Subject to the power plant construction contract
15. Green Power Plant Co., Ltd./ shareholder of Pattani Green Co., Ltd.	Shareholder	- TPOLY engaged Green Power Plant Co., Ltd. to construct the power plant.	Advance payment for lump-sum construction fee Trade payables Other payables	- - -	- - 0.03	- Subject to the power plant construction contract

Name/Nature of Business	Relationship	Transaction Features	Transaction Type	Year 2020	Year 2019	Rationale and Necessity
			Retention payable	-	-	
<b>16. TPCH Power 5 Co., Ltd./ Energy Business</b>	Subsidiary	- TPOLY has been engaged for power plant construction.	Liabilities from contract	1.38	30.78	- Subject to the power plant construction contract
			Trade receivables	53.44	32.93	
			Retention receivable	45.15	27.80	
			Revenues from construction	190.61	333.84	- Operation fee for issuance of LG
			Revenues from work controlling	-	-	
			Other receivables	-	-	
			Other income	-	0.45	
<b>17. TPCH Power 1 Co., Ltd./ Energy Business</b>	Subsidiary	- TPOLY has been engaged for power plant construction.	Liabilities from construction contract	2.44	36.90	- Subject to the power plant construction contract
			Trade receivables	37.56	15.50	
			Contract asset	-	32.65	
			Revenues from construction	158.76	401.66	
			Retention receivable	56.350.32	40.31	
			Trade payables		-	
<b>18. TPCH Power 2 Co., Ltd./ Energy</b>	Subsidiary	- TPOLY has been engaged for power	Liabilities from construction contract	5.43	40.75	- Subject to the power plant construction

Name/Nature of Business	Relationship	Transaction Features	Transaction Type	Year 2020	Year 2019	Rationale and Necessity
<b>Business</b>		plant construction.	Revenues from construction	165.38	385.11	contract
			Contract asset	-	40.88	
			Retention receivable	55.15	38.19	
			Trade receivables	28.65	-	
			Trade payables	0.13	-	
<b>19. Chang Raek Biopower Co., Ltd./ Energy Business</b>	Subsidiary	- TPOLY has been engaged for power plant construction.	Revenues from construction	1.21	-	- Subject to the power plant construction contract
			Operating income	-	-	
			Retention receivable	-	-	
			Trade receivables	-	-	
			Contract asset	0.07	-	

## PART III

# FINANCIAL STATEMENTS

### INDEPENDENT AUDITOR'S REPORT

#### To the Shareholders of THAI POLYCONS PUBLIC COMPANY LIMITED

##### Opinion

I have audited the accompanying consolidated and separate financial statements of THAI POLYCONS PUBLIC COMPANY LIMITED AND SUBSIDIARIES (the Group) and of THAI POLYCONS PUBLIC COMPANY LIMITED (the Company), which comprise the consolidated and separate statements of financial position as at December 31, 2020, and the consolidated and separate statements of comprehensive income, consolidated and separate statements of changes in shareholders' equity and consolidated and separate statements 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 and separate financial statements present fairly, in all material respects, the financial position of THAI POLYCONS PUBLIC COMPANY LIMITED AND SUBSIDIARIES and of THAI POLYCONS PUBLIC COMPANY LIMITED as at December 31, 2020, and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

##### Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of my report. I am independent of the Group in accordance with the Federation of Accounting Professions' Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. 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 and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

**Key Audit Matters included Auditing Procedures are as follows:**

**Recognition of revenues from construction contracts business on a percentage of completion  
(consolidated and separate financial statements)**

In 2020, the Company and certain subsidiaries have revenues from construction contract amount of Baht 2,166,247,593.85 and Baht 2,435,135,717.66 in the consolidated financial statements and separate financial statements, respectively recognized on a percentage of completion of each contract. The significant judgment is made in revenues recognition from construction contract on percentage of completion method by calculating on the proportion of construction cost incurred at the reporting date and comparing with total estimated costs of completed construction. It may take risk form deviation in percentage of completion work caused by gathering cost of construction incurred and using of significant judgment in changing and properly updating in estimated costs of completed construction in part of construction work of existing contracts and increase or decrease. The results of deviation have material impact to revenues and profit from operation.

I have obtained an assurance in respect of revenue recognition from construction contracts business on a percentage of completion, by included;

- Obtained an understanding and assessed the significant internal control system in respect of the completeness of recording cost of construction and estimating cost of completed construction and tested such significant internal control system for taking into consideration whether internal controls are effective throughout the year.
- Performed sample test cost of construction transactions for checking with evidences involved the amounts of transactions and relationship of work under construction contracts.
- Selected the contracts in order to observe the construction work on the field site by checking the volume of reported work which compare with the existing work, inquire the engineer controller about the project situation and the proceeding and trouble of construction work for considering the factors which may have the impact on the estimates of cost of completed construction
- Compared the percentage of completion work and report of results of construction approved by the consultancy engineering and considered the reasonable of discrepancy.
- Obtained an understanding and evaluated the appropriation of estimated cost of completed construction by discussing with the Management involve the judgment and reviewing the suitability of such estimation.

**Impairment of property, plant and equipment (Consolidated financial statement)**

As stated in notes 19 to financial statements, in 2020, the Group has presented the valuation of property, plant and equipment equal to 65.38% of total assets by presenting at cost less accumulated depreciation, as well as, the Group has additionally invested in such assets during the year. The Management has made a high level of judgments in forecasting results of operation and future cash inflows to be generated from investments including, among other, determination appropriate of

assumptions such as discount rate and long-term growth rate and other appropriate assumptions in assessment of impairment of such property, plant and equipment.

I have obtained on assurance in respect of impairment of property, plant and equipment, by included;

- Obtained an understanding of the control system relating to the gathering significant information of the Management in respect of the consideration processing of financial modelling of recoverable valuation.
- Assessed the assumptions used in forecasting future cash flows of such assets by obtaining an understanding the derivation processing of such amounts, compared such assumptions with the external data and the Group's source of information and checked the forecasted cash flows and the actual results of operation, other information.

### Other Information

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

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

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

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

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

Management is responsible for the preparation and fair presentation of the consolidated and 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 and separate financial statements that are free from material misstatement, whether due to fraud or error.

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

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



## **Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements**

My objectives are to obtain reasonable assurance about whether the consolidated and 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 the consolidated 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 and 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 and 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 and separate financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the consolidated and 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.

D I A International Audit Co., Ltd.

(Mr. Nopparoeek Pissanuwong)

C.P.A. (Thailand)

Registration No. 7764

February 24, 2021

## STATEMENTS OF FINANCIAL POSITION

### THAI POLYCONS PUBLIC COMPANY LIMITED AND SUBSIDIARIES

#### STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2020

ASSETS	Note	Baht			
		Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
<b>CURRENT ASSETS</b>					
Cash and cash equivalents	6	165,823,918.90	95,346,934.21	66,776,649.16	9,284,070.51
Current investments	7	-	85,128,534.56	-	-
Trade accounts receivable and other receivables					
Related parties	5.2,8.1	-	175,056,547.78	120,809,517.25	83,450,069.54
Other companies	8.1	576,678,381.92	638,853,258.66	211,809,307.87	329,058,995.80
Other current receivables	5.2,8.2	302,172,548.47	272,912,182.16	101,221,354.98	67,895,398.53
Contract assets	5.2,9	249,799,581.52	305,076,673.76	209,555,164.86	357,142,134.98
Retention receivable	5.2,10	9,695,183.51	48,016,089.74	283,512,769.52	48,649,680.64
Advance payment for purchase material and construction	11	115,284,472.37	222,342,454.35	47,281,616.84	145,547,370.99
Contractor receivable		12,000,000.00	12,000,000.00	12,000,000.00	12,000,000.00
Advance payment for land	5.2	-	57,258,300.00	-	-
Advance payment for service	5.2,22	18,756,140.00	-	-	-
Short-term loans to related parties	5.2	115,000,000.00	267,000,000.00	215,790,100.00	405,031,800.00
Inventories	12	96,902,868.03	75,313,961.10	62,424,247.10	63,626,231.52
Real estate projects under development	13	390,305,083.68	239,155,912.91	-	-
Other current financial assets	14	37,280.63	-	-	-
Total current assets		2,052,455,459.03	2,493,460,849.23	1,331,180,727.58	1,521,685,752.51
<b>NON-CURRENT ASSETS</b>					
Restricted bank deposit	15	72,749,315.64	155,438,423.71	26,211,409.34	64,935,707.55
Investments in subsidiaries	16	-	-	700,649,925.00	430,649,925.00
Investments in joint venture	17	453,919,974.05	472,857,113.69	-	-
Trade accounts receivable secured by bill of exchange	8.1	6,167,415.55	-	6,167,415.55	-
Investment properties - land	18	272,756,378.86	269,662,129.65	103,000.00	103,000.00
Property, plant and equipment	19	6,779,601,243.88	5,869,199,754.12	99,208,283.02	115,433,172.36
Right-of-use assets	20	81,423,810.51	-	21,378,063.50	-
Goodwill	4.12,47	27,858,069.43	7,600,000.00	-	-
Other intangible assets	21	4,908,443.85	4,876,415.49	4,433,179.04	4,027,377.28
Deferred tax assets	38.3	116,252,757.07	111,097,200.65	20,609,021.35	18,362,369.09
Income tax deducted at source		208,754,533.46	211,955,180.17	172,925,459.74	187,310,708.25
Retention receivable	5.2,10	209,447,140.62	118,754,048.96	141,016,710.29	332,400,060.51
Contractor receivable		4,922,144.25	16,917,068.10	4,922,144.25	16,917,068.10
Advance payment for service	5.2,22	57,978,995.34	79,305,695.05	-	-
Other non-current assets		19,811,784.11	3,656,079.03	16,908,239.11	3,616,794.03
Total non-current assets		8,316,552,006.62	7,321,319,108.62	1,214,532,850.19	1,173,756,182.17
<b>TOTAL ASSETS</b>		10,369,007,465.65	9,814,779,957.85	2,545,713,577.77	2,695,441,934.68

**THAI POLYCONS PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**STATEMENTS OF FINANCIAL POSITION (Continued)**  
**AS AT DECEMBER 31, 2020**

LIABILITIES AND SHAREHOLDERS' EQUITY		Baht			
		Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
Note					
CURRENT LIABILITIES					
Bank overdrafts and short-term loans					
from financial institutions	23	616,087,403.07	382,716,465.70	363,041,639.70	182,186,438.83
Trade accounts payable and other current payables	24	924,209,349.06	985,816,828.52	427,598,855.21	645,076,918.41
Estimated repair under guarantee period		51,148,637.20	68,837,837.44	48,742,637.20	68,837,837.44
Retention payable	5.2,25	162,814,481.35	107,445,292.90	158,705,031.68	96,920,301.70
Advances received under construction contracts	26	301,988,047.52	377,703,451.53	263,039,219.48	380,926,578.19
Unearned revenues under contract to buy and to sell	27	-	45,000.00	-	-
Long-term loan					
Current portion	28	598,645,965.44	592,135,730.23	51,208,161.01	48,575,730.23
Liabilities under finance lease					
Current portion	29	17,333,548.45	8,512,244.54	5,104,929.74	3,477,232.54
Short-term loans from related parties	5.2	-	-	45,000,000.00	-
Provisions		2,877,535.84	1,976,118.76	-	-
Accrued corporate income tax		3,420.42	131,845.01	-	-
Total current liabilities		2,675,108,388.35	2,525,320,814.63	1,362,440,474.02	1,426,001,037.34
NON-CURRENT LIABILITIES					
Long-term loans	28	3,042,495,913.30	2,957,618,603.50	46,060,429.52	93,778,603.50
Lease liabilities	29	52,907,487.08	13,817,358.28	14,922,057.07	12,395,715.93
Non-current provisions for employee benefit	30	40,025,985.00	32,551,487.00	28,205,929.00	21,739,777.00
Retention payable	5.2,25	110,949,253.14	88,461,554.76	67,739,243.79	88,009,631.60
Total non-current liabilities		3,246,378,638.52	3,092,449,003.54	156,927,659.38	215,923,728.03
Total liabilities		5,921,487,026.87	5,617,769,818.17	1,519,368,133.40	1,641,924,765.37

THAI POLYCONS PUBLIC COMPANY LIMITED AND SUBSIDIARIES  
STATEMENTS OF FINANCIAL POSITION (Continued)  
AS AT DECEMBER 31, 2020

LIABILITIES AND SHAREHOLDERS' EQUITY		Baht			
		Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
SHAREHOLDERS' EQUITY					
Share capital - Baht 1 each					
Authorized share capital					
572,759,484 common shares		572,759,484.00	572,759,484.00	572,759,484.00	572,759,484.00
Issued and paid-up share capital					
572,759,484 common shares		572,759,484.00	572,759,484.00	572,759,484.00	572,759,484.00
Premium on share capital		229,301,838.00	229,301,838.00	229,301,838.00	229,301,838.00
Retained earnings (Deficit)					
Appropriated for legal reserve	32	136,872,339.95	113,098,042.15	15,047,886.46	14,245,889.13
Unappropriated		(510,008,199.48)	(462,049,659.60)	209,236,235.91	237,209,958.18
Other components of equity		1,192,354,767.64	1,193,573,943.86	-	-
Total owners of the Company		1,621,280,230.11	1,646,683,648.41	1,026,345,444.37	1,053,517,169.31
Non-controlling interests		2,826,240,208.67	2,550,326,491.27	-	-
Total shareholders' equity		4,447,520,438.78	4,197,010,139.68	1,026,345,444.37	1,053,517,169.31
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		10,369,007,465.65	9,814,779,957.85	2,545,713,577.77	2,695,441,934.68

## STATEMENTS OF COMPREHENSIVE INCOME

### THAI POLYCONS PUBLIC COMPANY LIMITED AND SUBSIDIARIES

#### STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2020

	Note	Baht			
		Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
Revenues from construction services		2,166,247,593.85	2,097,310,806.22	2,435,135,717.66	3,716,632,255.36
Revenues from sales of electricity		1,777,373,129.97	1,642,022,088.85	-	-
Revenues from sales of real estate		28,570,000.00	53,605,113.41	-	-
Revenues from sales and services		2,137,179.25	5,088,886.95	-	-
<b>Total revenues</b>		<b>3,974,327,903.07</b>	<b>3,798,026,895.43</b>	<b>2,435,135,717.66</b>	<b>3,716,632,255.36</b>
Cost of construction services		(2,021,519,452.44)	(1,963,381,217.11)	(2,267,072,205.83)	(3,423,662,907.88)
Cost of sales of electric		(1,150,447,014.93)	(883,096,553.93)	-	-
Cost of sales of real estate		(14,330,414.73)	(36,120,409.31)	-	-
Cost of sales and services		(1,505,577.30)	(4,687,406.26)	-	-
<b>Total cost</b>		<b>(3,187,802,459.40)</b>	<b>(2,887,285,586.61)</b>	<b>(2,267,072,205.83)</b>	<b>(3,423,662,907.88)</b>
<b>Gross profit</b>		<b>786,525,443.67</b>	<b>910,741,308.82</b>	<b>168,063,511.83</b>	<b>292,969,347.48</b>
Other income		30,110,628.25	41,333,594.96	61,267,838.84	49,167,948.40
<b>Profit before expenses</b>		<b>816,636,071.92</b>	<b>952,074,903.78</b>	<b>229,331,350.67</b>	<b>342,137,295.88</b>
Distribution cost		(3,280,508.77)	(4,670,582.97)	-	-
Administrative expenses		(358,269,450.69)	(341,893,986.15)	(222,513,388.58)	(209,846,108.62)
Reversal / (Allowance for expected credit loss)		(14,902,753.46)	(19,031,252.05)	15,133,344.19	(15,126,370.47)
<b>Profit (loss) from operating activities</b>		<b>440,183,359.00</b>	<b>586,479,082.61</b>	<b>21,951,306.28</b>	<b>117,164,816.79</b>
Finance revenue		10,842,406.90	7,185,671.24	19,476,721.97	22,391,312.16
Finance cost		(114,327,944.65)	(89,829,948.15)	(26,684,288.24)	(11,078,149.57)
Profit sharing from investments in joint ventures		189,355.87	9,223,616.87	-	-
Loss from discontinued operation		-	(1,163,003.48)	-	-
<b>Profit before income tax</b>		<b>336,887,177.12</b>	<b>511,895,419.09</b>	<b>14,743,740.01</b>	<b>128,477,979.38</b>
Income tax (expenses) revenue	36, 38	4,128,418.62	14,230,671.01	1,296,206.66	(24,768,897.45)
<b>Profit for the year</b>		<b>341,015,595.74</b>	<b>526,126,090.10</b>	<b>16,039,946.67</b>	<b>103,709,081.93</b>

THAI POLYCONS PUBLIC COMPANY LIMITED AND SUBSIDIARIES  
STATEMENTS OF COMPREHENSIVE INCOME (Continued)  
FOR THE YEAR ENDED DECEMBER 31, 2020

	Baht				
	Consolidated financial statements		Separate financial statements		
	<u>Note</u>	2020	2019	2020	2019
<b>Other comprehensive income</b>					
Components of other comprehensive income that					
will not be reclassified to profit or loss					
Acturail gain (loss) from remeasurement-net of tax		(3,288,013.22)	(3,992,211.46)	(3,801,782.40)	(1,770,126.40)
Other comprehensive income for the year		(3,288,013.22)	(3,992,211.46)	(3,801,782.40)	(1,770,126.40)
<b>Total comprehensive income for the year</b>		<b>337,727,582.52</b>	<b>522,133,878.64</b>	<b>12,238,164.27</b>	<b>101,938,955.53</b>
<b>Profit attributable to:</b>					
Owners of the Company		15,552,697.81	95,265,438.47	16,039,946.67	103,709,081.93
Non-controlling interests		325,462,897.93	430,860,651.63	-	-
Profit for the year		<u>341,015,595.74</u>	<u>526,126,090.10</u>	<u>16,039,946.67</u>	<u>103,709,081.93</u>
<b>Total comprehensive income attributable to :</b>					
Owners of the Company		15,225,647.13	96,481,279.27	12,238,164.27	101,938,955.53
Non-controlling interests		322,501,935.39	425,652,599.37	-	-
Total comprehensive income for the year		<u>337,727,582.52</u>	<u>522,133,878.64</u>	<u>12,238,164.27</u>	<u>101,938,955.53</u>
<b>Basic earnings per share</b>					
Earnings per share	33	0.03	0.17	0.03	0.18
Number of weighted average of common shares (share)		572,759,484	572,759,484	572,759,484	572,759,484

## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

### THAI POLYCONS PUBLIC COMPANY LIMITED AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY FOR THE YEAR ENDED DECEMBER 31, 2020

		Baht									
		Other components of equity									
Note		Retained earnings				Difference from			Total owners of	Non-controlling	Total
		Issued and paid-up share capital	Premium on share capital	Appropriated for legal reserve	Unappropriated	Premium on share-based payments	changes proportion				
							of investments in subsidiaries	Total Other omponents of equity			
		the Company	interests	shareholders'							equity



## SEPARATE STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

### THAI POLYCONS PUBLIC COMPANY LIMITED AND SUBSIDIARIES SEPARATE STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY FOR THE YEAR ENDED DECEMBER 31, 2020

		Baht				
		Issued and paid-up share capital	Premium on share capital	Retained earnings		Total shareholders' equity
				Appropriated for legal reserve	Unappropriated	
	Note					
Balance as at January 1, 2019		572,759,484.00	229,301,838.00	9,060,435.03	140,456,456.75	951,578,213.78
Changing in shareholders' equity						
Legal reserve	32	-	-	5,185,454.10	(5,185,454.10)	-
Total comprehensive income for the year		-	-	-	101,938,955.53	101,938,955.53
Total of changing in shareholders' equity		-	-	5,185,454.10	96,753,501.43	101,938,955.53
Balance as at December 31, 2019		572,759,484.00	229,301,838.00	14,245,889.13	237,209,958.18	1,053,517,169.31
Balance as at January 1, 2020		572,759,484.00	229,301,838.00	14,245,889.13	237,209,958.18	1,053,517,169.31
Changing in shareholders' equity						
Legal reserve	32	-	-	801,997.33	(801,997.33)	-
Dividend paid	31	-	-	-	(39,409,889.21)	(39,409,889.21)
Total comprehensive income (expense) for the year		-	-	-	12,238,164.27	12,238,164.27
Total of changing in shareholders' equity		-	-	801,997.33	(27,973,722.27)	(27,171,724.94)
Balance as at December 31, 2020		572,759,484.00	229,301,838.00	15,047,886.46	209,236,235.91	1,026,345,444.37

## STATEMENTS OF CASH FLOWS

### THAI POLYCONS PUBLIC COMPANY LIMITED AND SUBSIDIARIES

#### STATEMENTS OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2020

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Cash flows from operating activities</b>				
<b>Profit (Loss) before income tax</b>	341,015,595.74	526,126,090.10	16,039,946.67	103,709,081.93
Adjustments of profit to cash receipt (disbursement) from operating activities				
(Income) tax expenses revenues	(4,128,418.62)	(14,230,671.01)	(1,296,206.66)	24,768,897.45
Depreciation and amortization	230,102,578.06	167,344,148.51	16,400,475.73	14,247,759.89
(Reversal) Allowance for expected credit loss	14,902,753.46	19,031,252.05	(15,133,344.19)	15,126,370.47
Bad debt	1,269,241.70	297,000.00	1,269,241.70	297,000.00
Loss from revaluation	1,566,988.03	-	1,566,988.03	-
(Gain) Loss from exchange rate	(34,671.75)	(698,669.02)	(34,671.75)	(698,669.02)
(Gains) Losses from on remeasuring investment in trading secur	-	(82,606.90)	-	-
Share of (gains) losses from investment in joint venture	(189,355.87)	(9,223,616.87)	-	-
Loss from discontinue operation	-	1,163,003.48	-	-
(Gain ) Loss from disposal investment properties	-	(1,137,000.00)	-	(1,137,000.00)
(Gains) Losses from disposal equipment	(2,348,292.26)	218,351.35	(2,086,991.49)	217,702.34
Write off assets	374,462.73	2,206,955.54	57,853.62	1,270,070.47
Estimated repair under guarantee period / (Reversal)	(12,670,111.51)	27,647,343.66	(15,076,111.51)	27,647,343.66
Provision for impairment of assets/(Reversal)	(123,373.70)	123,373.70	-	-
Write off withholding tax	251,152.66	1,587,996.68	95,151.38	-
Employee benefit expenses	5,596,303.27	6,409,891.82	3,417,924.00	4,176,079.00
Dividend income	-	-	(34,931,041.56)	(24,219,959.15)
Interest expenses	114,327,944.65	89,829,948.15	26,684,288.24	11,078,149.57
<b>Profit (Loss) from operation before changes in operating assets and liabilities</b>	<b>689,912,796.59</b>	<b>816,612,791.24</b>	<b>(3,026,497.79)</b>	<b>176,482,826.61</b>
<b>Decrease (Increase) in operating assets</b>				
Other current financial assets	85,088,124.42	66,331,242.39	-	-
Trade accounts receivable - related parties	175,056,547.78	(174,663,746.50)	(5,977,520.51)	77,223,658.06
Trade accounts receivable - other companies	60,982,027.21	63,312,734.81	116,422,698.40	71,318,547.84
Other current receivables	(7,500,446.10)	(104,383,223.38)	(37,694,575.61)	(40,666,294.20)

**THAI POLYCONS PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**STATEMENTS OF CASH FLOWS (Continued)**  
**FOR THE YEAR ENDED DECEMBER 31, 2020**

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Decrease (Increase) in operating assets</b>				
Contract assets	54,895,268.77	(168,546,046.42)	147,205,146.65	(122,659,055.90)
Retention receivable	(53,032,355.10)	(42,166,788.69)	(44,139,908.33)	(206,199,600.24)
Advance payment for construction and purchasing material	126,250,471.44	(27,962,907.55)	75,623,473.91	48,101,842.11
Advance payment for land	-	(57,258,300.00)	-	-
Inventory	(21,588,906.93)	(18,111,945.23)	1,201,984.42	(11,019,773.13)
Properties held for development	(102,433,428.36)	(71,911,346.12)	-	-
Trade accounts receivable secured by bill of exchange	(6,167,415.55)	-	(6,167,415.55)	-
Advance payment to contractor	11,994,923.85	11,797,622.72	11,994,923.85	11,797,622.72
Advance payment for service	(18,756,140.00)	7,750,000.00	-	-
Other non-current assets	1,744,284.24	111,454.39	1,721,584.24	(170,985.61)
<b>Increase (Decrease) in operating liabilities</b>				
Trade accounts payable	170,690,621.33	72,914,544.49	(213,798,468.28)	171,859,893.44
Other current payables	(36,346,898.15)	(49,459,395.83)	(11,039,462.08)	(8,505,534.03)
Estimated repair under guarantee period paid	(5,019,088.73)	(8,375,930.00)	(5,019,088.73)	(8,375,930.00)
Retention payable	74,798,130.11	36,306,622.50	44,156,621.71	34,685,354.96
Advances received under construction contracts	(75,715,404.01)	174,314,642.21	(117,887,358.71)	(165,310,718.13)
Advance received under contract to buy and to sell	(45,000.00)	15,000.00	-	-
Employee benefit obligation paid	(2,904,008.27)	(2,780,972.82)	(1,704,000.00)	(1,914,408.00)
<b>Cash generated (paid) from operation</b>	<b>1,121,904,104.54</b>	<b>523,846,052.21</b>	<b>(48,127,862.41)</b>	<b>26,647,446.50</b>
Interest paid	(172,300,660.43)	(143,467,547.21)	(26,526,743.67)	(8,115,228.81)
Cash received from income tax	64,099,010.93	243,970.32	64,099,010.93	-
Income tax paid	(61,458,058.32)	(112,631,172.78)	(49,808,913.80)	(104,994,842.40)
<b>Net cash provided by (used in) operating activities</b>	<b>952,244,396.72</b>	<b>267,991,302.54</b>	<b>(60,364,508.95)</b>	<b>(86,462,624.71)</b>
<b>Cash flows from investing activities</b>				
Cash receivable (paid) for other current financial assets	(2,870.49)	6,052,897.37	-	1,782,900.59
Cash received (paid) restricted bank deposits	82,695,108.07	(32,061,941.29)	38,724,298.21	18,602,105.93
Cash received from repayment from short-term loans to related parties	205,000,000.00	25,000,000.00	200,150,000.00	154,069,172.47

THAI POLYCONS PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS (Continued)

FOR THE YEAR ENDED DECEMBER 31, 2020

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Cash flows from investing activities</b>				
Cash paid for short-term loans to related parties	(53,020,000.00)	(272,032,037.00)	(213,428,300.00)	(289,463,837.00)
Cash paid for investment in subsidiary	-	-	(67,500,000.00)	(2,500,000.00)
Cash received from dividend of subsidiaries	-	-	34,931,041.56	24,219,959.15
Cash paid for deposit for business acquisition	(124,813,741.09)	-	-	-
Cash received from dividend from investment in joint venture	20,539,000.00	18,647,250.00	-	-
Cash received for dissolution of subsidiary company	-	1,280,333.20	-	-
Cash received from disposal investment properties	7,316,998.49	75,789.16	2,166,998.49	73,920.00
Cash received from sales of investment properties - land		1,800,000.00	-	1,800,000.00
Cash paid for purchasing property investment properties - land	(3,094,249.21)			
Cash paid for purchasing property, plant and equipment	(1,116,927,980.98)	(1,590,888,384.42)	(12,570,992.55)	(17,586,411.04)
Cash paid for purchasing right of use assets	(724,784.11)	-	(724,784.11)	-
Cash paid for purchasing other intangible assets	(1,342,220.00)	(1,002,700.00)	(1,240,970.00)	(975,700.00)
<b>Net cash provided by (used in) investing activities</b>	<b>(984,374,739.32)</b>	<b>(1,843,128,792.98)</b>	<b>(19,492,708.40)</b>	<b>(109,977,889.90)</b>
<b>Cash flows from financing activities</b>				
Cash received from (paid) bank overdrafts				
and short-term loans from financial institution	234,046,749.10	227,699,284.20	180,862,900.07	25,883,133.23
Cash received from short-term loans from related parties	35,000,000.00	50,000,000.00	45,000,000.00	-
Cash paid for short-term loans from related parties	(35,000,000.00)	(50,000,000.00)	-	(30,000,000.00)
Cash received from long-term loans	10,000,000.00			
Cash paid for short-term loans from person	(10,000,000.00)	-	-	-
Cash received from long-term loans	544,064,737.57	1,718,630,000.00	5,760,737.57	150,000,000.00
Cash paid for repayment from long-term loans	(452,677,192.56)	(331,885,666.27)	(50,846,480.77)	(7,645,666.27)
Cash paid for financial lease liabilities	(17,531,755.14)	(9,650,598.03)	(4,177,934.57)	(1,858,590.31)
Cash received from common share of subsidiary	22,000,000.00	79,625,000.00	-	-
companies non-controlling interests	-	(875,000.00)	-	-
Cash paid for dissolution of subsidiary company	-	(12,912,500.00)	-	-
- non controlling interests	(227,295,211.68)	(176,925,150.67)	(39,249,426.30)	(324.48)
<b>Net cash provided by (used in) financing activities</b>	<b>102,607,327.29</b>	<b>1,493,705,369.23</b>	<b>137,349,796.00</b>	<b>136,378,552.17</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>70,476,984.69</b>	<b>(81,432,121.21)</b>	<b>57,492,578.65</b>	<b>(60,061,962.44)</b>
<b>Cash and cash equivalents, as at the beginning of period</b>	<b>95,346,934.21</b>	<b>176,779,055.42</b>	<b>9,284,070.51</b>	<b>69,346,032.95</b>
<b>Cash and cash equivalents, as at the end of period</b>	<b>165,823,918.90</b>	<b>95,346,934.21</b>	<b>66,776,649.16</b>	<b>9,284,070.51</b>

**THAI POLYCONS PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**STATEMENTS OF CASH FLOWS (Continued)**  
**FOR THE YEAR ENDED DECEMBER 31, 2020**

**ADDITIONAL INFORMATION OF CASH FLOWS**

**NON-CASH TRANSACTIONS**

For the year ended December 31, 2020

1. The Company and subsidiaries purchased assets Baht 95.05 million in the consolidated financial statements and the Company purchased assets Baht 0.35 million in the separate financial statements. As at the end of period, it was not due yet stated as other payables.
2. The Company and subsidiaries purchased assets under financial lease Baht 65.44 million for consolidated and Baht 8.33 million separate financial statements.
3. A subsidiary transferred advance payment for land to real estate projects under development Baht 48.56 million to, be land and building Baht 8.70 million for consolidated financial statements.
4. A subsidiary transferred advance payment for construction and purchasing materials Baht 4.87 million to be land and building for consolidated financial statements.
5. The company writes off other current receivables as bad debt Baht 1.27 million for the consolidated financial statements and separate financial statements.
6. The company transfers short-term loan to related party Baht 202.50 million to be investment in a subsidiary for separate financial statements

6.2.1 For the year ended December 31, 2019

1. The Company and subsidiaries purchased assets Baht 413.78 million in the consolidated financial statements and the Company purchased assets Baht 1.05 million in the separate financial statements. As at the end of period, it was not due yet stated as other payables.
2. The Company purchased assets under financial lease Baht 16.90 million for consolidated and separate financial statements.
3. A subsidiary transferred advance payment for land to real estate projects under development Baht 102.85 million for consolidated financial statements.
4. A subsidiary transferred real estate under development Baht 4.79 million and advance payment for construction and purchasing materials Baht 1.68 million to be land and building for consolidated financial statements.
5. A subsidiary received share transferred from former shareholder Baht 13.00 million for making share payment 12.91 million with remaining balance Baht 0.09 million.
6. Some subsidiaries registered to dissolve their operations with Department of Business Development causing in non-cash transaction and decreasing in cash and cash equivalents transactions as follows.

Assets decreased from liquidation of subsidiaries

	Consolidated financial (Baht)
	statements
Cash and cash equivalents	213,410.74
Other current receivables	2,500,012.50
Trade accounts payable and other current payables	(135,012.50)
Book value of net assets before non-controlling interests	2,578,410.74
Non-controlling interests	(1,084,666.80)
Book value of net assets	1,493,743.94
Less Proceeds from dissolution of subsidiaries	(1,493,743.94)
Gain from dissolution of subsidiaries	-
Proceeds from dissolution of subsidiaries	1,493,743.94
Less Cash and cash equivalents of subsidiaries at dissolution date.	(213,410.74)
Net proceeds from dissolution of subsidiaries	1,280,333.20

## NOTES TO FINANCIAL STATEMENTS

### THAI POLYCONS PUBLIC COMPANY LIMITED AND SUBSIDIARIES

#### NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

#### 1. GENERAL INFORMATION

- 1.1 Thai Polycons Public Company Limited engages in construction services. The Company was listed on the Stock Exchange of Thailand on March 4, 2009 with the registration No.0107551000037 and the Company's stocks were traded on the MAI (Market for Alternative Investment). Then, the Company's stocks were approved to trade on the SET (Stock Exchange of Thailand) on December 16, 2010. The Company has engaged in construction contractor business
- 1.2 Thai Polycons Public Company Limited has registered address as follows :
- 1.2.1 Head office is located at 2, 4 Prasertmanukit Soi 29 Yeak 8, Prasertmanukit Road, Chaorakhehua, Ladprao, Bangkok.
- 1.2.2 Branch office is located at 140 Kampongbahru Road, Tombon Bangnak, Amphur Muang Narathiwat, Narathiwat Province.
- 1.2.3 Branch office is located at 106 Moo 10, Naklua Road, Tombon Bana, Amphur Muang Pattani, Pattani Province.
- 1.2.4 Branch office is located at 74 Moo 5, Tambon Janoung, Amphur Jana, Songkla Province.
- 1.2.5 Branch office is located at 92/7 Moo 6, Tambon Bangtoey, Toey Amphur Sam Khok Pathumthani Province.

#### 2. BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS

##### 2.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with Thai Financial Reporting Standards (TFRS); guidelines promulgated by the Federation of Accounting Professional ("FAP"), and the Regulation of The Stock Exchange of Thailand (SET) dated 22 January 2001, regarding the preparation and submission of financial statements and reports for the financial position and financial performance of the listed companies B.E. 2544. The format of presentation of the financial statements is not significantly different from the Notification of the Department of Business Development regarding "The Brief Particulars in the Financial Statements (No. 3) ' B.E. 2562" dated 26 December 2019.

The financial statements of the Group have been prepared under the historical cost convention, except as transaction disclosed in related accounting policy.

#### Coronavirus disease 2019 Pandemic

At present, there is coronavirus disease 2019 (COVID-19) pandemic, which affected to the nature of the most people's normal activities and generally affected to the overall business, including the business of the Group since this situation the management of The Group carefully assessed the impacts on the financial statements and will assess the further situation.

Accounting Treatment Guidance on “Temporary relief measures on accounting alternatives in response to the impact of the COVID-19 situation”

The Federation of Accounting Professions announced Accounting Treatment Guidance on “Temporary relief measures on accounting alternatives in response to the impact of the COVID-19 situation”. Its objectives are to alleviate some of the impact of applying certain financial reporting standards, and to provide clarification about accounting treatments during the period of uncertainty relating to this situation.

On April 22, 2020, the Accounting Treatment Guidance was announced in the Royal Gazette and it is effective, for the financial statements prepared for reporting periods ending between January 1, 2020 and December 31, 2020.

The Group has elected to apply the following temporary relief measures on accounting alternatives:

- Not to take into account forward-looking information when determining expected credit losses, in cases where the Group uses a simplified approach to determine expected credit losses.
- Not to consider the COVID-19 situation as an indication that an asset may be impaired in accordance with TAS 36, Impairment of Assets.
- Not to use information relating to the COVID-19 situation that may affect the cash flow forecasts used in testing goodwill for impairment.

#### 2.2 Measurement of fair values

A number of the Group accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group have an established control framework with respect to the measurement of fair values. This includes group of valuator that has overall responsibility for overseeing all significant fair value measurements, including level 3 fair values, and reports directly to CFO.

The valuator regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuator assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of TFRS, including the level in the fair value hierarchy in which such valuation should be classified.

When measuring the fair value of an asset or a liability, the Company group use market observable data as fair as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows :

- Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 : inputs other than quoted prices included in Level 1 that are observable for the asset or liabilities, either directly (i.e. as prices) or indirectly (i.e. observable prices).
- Level 3 : inputs are unobservable for the asset or liability.

If the inputs used to measure the fair value of an asset or liability might be categorized in different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company group recognized transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

## 2.3 New financial reporting standards that become effective in the current period

During the period, the Group has adopted the revised (revised 2019) and new financial reporting standards and interpretations which are effective for fiscal periods beginning on or after 1 January 2020. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards. The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements. However, the new standard involves changes to key principles, which are summarised below:

### **Financial reporting standards related to financial instruments**

A set of TFRSs related to financial instruments consists of five accounting standards and interpretations, as follows:

#### **Thai Financial Reporting Standards**

TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments



## Thai Accounting Standards

TAS 32

Financial Instruments: Presentation

## Thai Financial Reporting Interpretations Committee

TFRIC 16

Hedges of a Net Investments in a Foreign Operation

TFRIC 19

Extinguishing Financial Liabilities with Equity Instruments

These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortized cost taking into account the type of instrument, the characteristics of the contractual cash flows and the Company's business model, calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments.

These standards do not have any significant impact on the Group's financial statements.

### Thai Financial Reporting Standards No. 16 : Leases

TFRS 16 supersedes TAS 17 Leases together with related Interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases, and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is low value.

Accounting by lessors is substantially unchanged from TAS 17. Lessors will continue to classify leases as either operating or finance leases by using as same principle as TAS 17.

The Group adopted these financial reporting standards using the modified retrospective method of initial adoption of which the cumulative effect is recognised as an adjustment to the retained earnings as at 1 January 2020, and the comparative information was not restated.

## 2.4 Financial reporting standards that became effective for fiscal year beginning on or after January 1, 2021.

The Federation of Accounting Professions issued a number of revised financial reporting standards and interpretations, which are effective for fiscal years beginning on or after January 1, 2021. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards that included in amendments to references to the conceptual Framework in Financial Reporting Standards, Definition of a business, Definition of material and Reform referenced interest rate.

The management of the Company and its subsidiaries is currently evaluating the impact of these standards to the financial statements in the year when they are adopted.

### 3. CONSOLIDATED FINANCIAL STATEMENTS PREPARATION BASIS

- 3.1 These financial statements have been consolidated by including the financial statements of subsidiaries in which Thai Polycons Public Company Limited has a power to control such companies. Balances and transactions between the Company and its subsidiaries have been eliminated from the consolidated financial statements. The subsidiaries' financial statements have been taken for consolidation from the date of control until the controllable is terminated.
- 3.2 These consolidated financial statements are prepared with the objective to show the consolidated financial position and the results of operation of Thai Polycons Public Company Limited, its subsidiaries only. The usefulness of these financial statements for other purposes may be limited due to the difference in types of companies consisted in these consolidated financial statements.
- 3.3 The consolidated financial statements consist of the financial statements of Thai Polycons Public Company Limited, a parent company which has shareholding or has significant influence in subsidiaries as follows:

Company name	Activities	Country of incorporation	Percentage of holding by Company or share of profit	
			2020	2019
<u>Subsidiaries</u>				
TPC ASSET Co., Ltd.	Property development	Thailand	99.99	99.99
TPC Bangkok Supply Co., Ltd.	Trading business	Thailand	99.99	99.99
TPC Power Holding Plc.	Investment in energy business	Thailand	41.26	41.26
Thai Polycons and Leam thong				
Phatthalung Joint venture	Construction contractor	Thailand	99.95	99.95
TPCI Joint Ventures	Construction contractor	Thailand	99.00	99.00

Company name	Activities	Country of incorporation	Percentage of holding by	
			Company or share of profit	
			2020	2019
<b><u>Subsidiaries of TPC Power Holding Plc.</u></b>				
Chang Raek Bio Power Co., Ltd.	Electricity production and trading	Thailand	73.12	73.12
Thungsung Green Co., Ltd.	Electricity production and trading	Thailand	65.00	65.00
Pattani Green Co., Ltd.	Electricity production and trading	Thailand	68.54	69.06
Phatthalung Green Power Co., Ltd.	Electricity production and trading	Thailand	60.00	60.00
Satun Green Power Co., Ltd.	Electricity production and trading	Thailand	51.00	51.00
Maewong Energy Co., Ltd.	Electricity production and trading	Thailand	85.00	85.00
TPCH Power 1 Co., Ltd.	Electricity production and trading	Thailand	87.73	84.23
TPCH Power 2 Co., Ltd.	Electricity production and trading	Thailand	88.23	84.23
TPCH Power 5 Co., Ltd.	Electricity production and trading	Thailand	89.00	89.00
Eco Energy Group Corporation Co.,Ltd.	Investment in energy business	Thailand	99.87	-
<b><u>Subsidiaries of TPC Bangkok Supply Co., Ltd.</u></b>				
TPCESG Joint Ventures	Sell and services	Thailand	99.99	80.00
<b><u>Subsidiaries of Eco Energy Group Corporation Co.,Ltd.</u></b>				
Pracharat Biomass Maelan Co.,Ltd.	Electricity production and trading	Thailand	48.92	-
Pracharat Biomass Bannang Sata Co.,Ltd.	Electricity production and trading	Thailand	48.67	-

#### 4. SIGNIFICANT ACCOUNTING POLICIES

##### 4.1 Revenue and expense recognition

4.1.1 The Group recognized revenues from construction contract on a percentage of completion, is measured based on proportion of actual construction costs incurred for work performed to the end of period relative to the estimated total contract costs. When the loss incurred from contract revenues recognized in the fiscal period, the provision for loss on construction contract is provided immediately.

4.1.2 The subsidiary recognizes revenue from sales of goods when the Company has complied with obligation in the contract and control of goods is transferred to the customer. Revenue from sales are valued by the contract after deducting discounts, sales promotion and other costs incurred which are reliably measured.

The subsidiary recognizes revenue from sales of electricity at the point of time when goods are delivered to customers at the delivery point agreed in the contract.

4.1.3 The subsidiary company has recognized revenues from services when service is completely rendered to customer.

4.1.4 Revenue arrangements with multiple deliverables are allocated between the element in proportion to the delivered products and the obligations to be performed in providing services that are included in the contract using the basis of stand alone selling prices of different products or services as obligated in the contract.

The recognized revenue which is not yet due per the contracts has been presented under the caption of “Contract asset” in the statement of financial position. The amounts recognized as contract assets are reclassified to trade accounts receivable when the entity’s right to consideration is unconditional.

The obligation to provide to a customer for which the entity received from the customer is presented under the caption of “Contract liability” in the statement of financial position. Contract liabilities are recognized as revenue when the obligation under the contract is performed.

4.1.5 Construction costs include direct materials, direct labor and construction overheads. Other general expenses and administrative expenses are charged to the statements of comprehensive income as incurred.

4.1.6 Other income and expenses are recognized on an accrual basis.

#### 4.2 Cash and cash equivalents

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

Deposits at financial institutions that are restricted in use are presented as “Restricted bank deposits” under non-current assets in the statements of financial position.

#### 4.3 Inventory

Raw material, remaining material, inventory are stated at the lower of cost or net realizable value. Cost is determined by the First-In, First-Out (FIFO) method, except for subsidiary selling and producing electricity using weighted average method.

The Group records provision for slow-moving, obsolete or defective supplies.

#### 4.4 Real estate projects under development

Real estate projects under development are those properties which are held with the intention of development and sale in the ordinary course of business. They are stated at the lower of cost or estimated net realisable value.

Net realizable value represents the estimated selling price less costs to be incurred in selling the properties.

The cost of real estate projects under development comprises specifically identified costs, including acquisition costs, development expenditure, borrowing costs and other related expenditure. Borrowing costs payable on loans funding a development property are capitalized, on a specific identification basis, as part of the cost of the development property until the completion of development.

#### 4.5 Other current financial asset

4.5.1 Other current financial asset in mutual funds are measured at fair value through profit or loss.

4.5.2 Other current financial asset in deposits and debt securities measured at amortized cost.

4.5.3 The fair value of other current financial asset in mutual funds is based on the value of investment units (NAV) announced on the reporting date.

#### 4.6 Investment in subsidiaries

Subsidiary, which are those entities in which the Group of company has an interest of more than one half of the voting rights or otherwise has power to exercise control over the operations are consolidated. Subsidiary are consolidated from the date on which control is transferred to the Company and are no longer consolidated from the date that control ceases. All inter-company transactions, balances and unrealized gains on transactions between group companies are eliminated; unrealized losses are also eliminated unless cost cannot be recovered. Where necessary, accounting policies of subsidiary have been changed to ensure consistency with the policies adopted by the Group of company. Investments in subsidiaries are reported by using the cost method of accounting in the separate financial statements. Investments in subsidiaries in Separate financial statements using cost method, net of allowance for impairment (if any).

#### 4.7 Investment in joint venture

The Company's interest in jointly controlled entities in the consolidated financial statements using the equity method which included share of profit or loss and other comprehensive income of the jointly controlled entity from the joint control date until the joint control is ceased, if the share of losses of jointly controlled entities, where the Group has recognized exceeds the value of investments in jointly controlled entities. The Investment value will be reduced to zero, and stopped the recognition of losses. Unless, the company has a legal obligation or commitment of inference. The Company recognized additional loss as liabilities.

Investments in jointly controlled entities in the separate financial statements using the equity method, net of allowance for impairment (if any).

#### 4.8 Investment properties

Investment properties are properties held by the Company as the owner or by the lessee under a finance lease to earn rentals or for capital appreciation or both, rather than for use in the production or supply of goods or services or for administrative purposes or sales in the ordinary course of business.

#### 4.9 Property, plant and equipment

Building and equipment are stated at cost less accumulated depreciation and allowance for impairment (if any), except for land, is stated at cost less allowance for impairment (if any).

Depreciation of building and equipment is calculated on the straight-line method over their estimated useful lives are as follows :

	Number of Years
Land improvements	5
Buildings	20 - 30
Buildings improvements	5
Infrastructure	5
Tools and equipment	5
Machinery	15 - 25
Fixtures and office equipment	3 - 5
Vehicles	5

Land - earthen ponds, the Company amortized according to the soil amount that excavated.

When assets are sold or retired, the Group will eliminated their costs and accumulated depreciation from the accounts and any gain or loss resulting from their disposal is included in the statements of comprehensive income.

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount. Estimated recoverable amount is the higher of the anticipated discounted cash flows from the continuing use of the asset and the amount obtainable from the sale of the asset less any costs of disposal.

Repairs and maintenance are charged to the statement of comprehensive income during the financial period in which they are incurred. The cost of major renovations is included in the carrying amount of the asset when it is probable that future economic benefits in excess of the originally assessed standard of performance of the existing asset will flow to the Company. Major renovations are depreciated over the remaining useful life of the related asset.

Gains and losses from selling property, plant and equipment are determined by comparing proceeds with the carrying amount and are included in profit from operation.

Assets under installation are stated at cost. These assets are not depreciated until such time as the relevant assets are completed and ready for their intended use.

Interest costs on borrowings to finance the construction of property, plant and equipment are capitalised as part of cost of the asset, during the period of time required to complete and prepare the property for its intended use. The borrowing costs include interest on borrowings.

#### 4.10 Land held for development

Land held for development are stated at cost less allowance for impairment of assets (if any). Costs included of cost of land and development costs.

#### 4.11 Leases

Accounting policy adopted since January 1, 2020

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

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

##### Right-of-use assets

Right-of-use assets are recognized at the commencement date of the lease. Right-of-use assets are stated at cost, less any accumulated depreciation and provision for impairment (if any), and adjusted for any remeasurement of lease liabilities (if any).

The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date, less any lease incentives received.

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

Depreciation of right-of-use assets are calculated by reference to their costs on a straight-line basis over the shorter of the lease term and the estimated useful lives for each of right-of-use assets, as follows:

	Year
Machinery	15
Vehicle	5

#### Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of the lease payments to be made over the lease term, discounted by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification or reassessment.

#### Short-term leases and Leases of low-value assets

Payments under leases that, have a lease term of 12 months or less at the commencement date, or are leases of low-value assets, are recognised as expenses on a straight-line basis over the lease term.

#### Accounting policy adopted before January 1, 2020

Leases of assets which substantially transfer all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased property or the present value of the minimum lease payments. Each lease payment is allocated to the principal and to the finance charges so as to achieve a constant rate on the finance balance outstanding. The outstanding rental obligations, net of finance charges, are included in long-term debt.

The interest element of the finance cost is charged to the statement of comprehensive income over the lease period. The property, plant or equipment acquired under finance leases is depreciated over the useful life of the asset.

Long-term leases not transferring a significant portion of the risks and rewards of ownership to the lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of comprehensive income on a straight-line basis over the period of the lease.



#### 4.12 Goodwill

Goodwill is initially recorded at cost, which equals to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognized as gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Goodwill acquired in a business combination is allocated to each of the Company's cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Company estimates the recoverable amount of each cash-generating unit to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognized in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

#### 4.13 Other intangible assets

Other intangible assets with the certain useful life are stated at cost less accumulated amortization and allowance for impairment (if any) which will be amortized on a straight-line method over the estimated useful life as follows :

	Number of Years
Computer software	3 - 5

#### 4.14 Impairment of non-financial assets

The carrying amounts of the Group assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated.

An impairment loss is recognized if the carrying amount of an asset exceeds its recoverable amount. The impairment loss is recognized in profit or loss unless it reverses a previous revaluation credited to equity, in which case it is charged to equity.

#### 4.15 Foreign currency transactions

Foreign currency transactions are translated into Thai Baht using the exchange rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated to Thai Baht at the exchange rate prevailing at the statements of financial position date. Gains and losses resulting from the settlement of foreign currency transactions and from the translation of monetary assets and liabilities denominated in foreign currencies, are recognized immediately in the statement of comprehensive income.

#### 4.16 Financial instruments

Accounting policies adopted since January 1, 2020

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

##### 4.16.1 Classification and measurement

Financial assets in debt securities is measured at fair value through profit or loss (FVTPL), fair value through other comprehensive income (FVTOCI), or amortised cost. The classification of financial assets at initial recognition is driven by the Group's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

Financial assets in equity securities is measured at fair value through profit or loss (FVTPL).

Financial liabilities is classified and measured at amortised cost

##### 4.16.2 Derecognition of financial instruments

A financial asset is primarily derecognized when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset. is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

##### 4.16.3 Impairment of financial assets

The Group applies a simplified approach in calculating expected credit losses for trade receivables and contract assets. Therefore, the Group does not update at each reporting date to reflect changes in credit risk but always recognize lifetime expected credit losses for trade receivables and contracts assets by reference to historical credit loss experience, adjusted for factors that are specific to the debtors and general economic conditions.

Lifetime expected credit losses represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month expected credit losses represents the portion of lifetime expected credit losses that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

#### 4.16.4 Offsetting of financial instruments

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

Accounting policies adopted before January 1, 2020

Trade accounts receivable

Trade current receivables are stated at the right to receive amount less allowance for doubtful accounts. Doubtful accounts are provided equal to the estimated uncollectible receivables based on the historical collection experience and analytical review of the current position of each receivable, considered by the management.

#### 4.17 Accounting estimates

Preparation of financial statements in conformity with the financial reporting standards is required the management to make certain estimation and assumption which affected the amounts in the financial statements and notes related thereto. Consequent actual results may differ from these estimates.

#### 4.18 Provisions

Provisions are recognised when the Group of company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Group of company expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

#### 4.19 Related parties

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, more than the legal form.

#### 4.20 Provident fund and Employee benefits

##### 4.20.1 Employee provident fund

The Group has established provident fund under the defined contribution plan. The fund's assets are separated entities which are administered by the outsider fund manager. The Company group and employees made contribution into such provident fund. The Group contribution payments to the provident fund were recorded as expenses in the statements of comprehensive income in the period in which they are incurred.

##### 4.20.2 Employee benefit

The Group provided for post employment benefits, payable to employees under the Thai Labor Law. The present value of employee benefit liabilities recognized in the statements of financial position is estimated on an actuarial basis using Projected Unit Credit Method. The calculation was made by utilizing various assumptions about future events. The Group is responsible for the selection of appropriate assumptions. The assumptions used in determining the net period cost for employee benefits include the discount rate, the rate of salary increment, and employee turnover. Any changes in these assumptions will impact the net periodic cost recorded for employee benefits. On an annual basis, the Group determined the appropriate discount rate, which represents the interest rate that should be used to determine the present value of future cash flows currently expected to be required to settle the employee benefits. In determining the appropriate discount rate, the Group considered the market yield based on Thai government bonds with currency and term similar to the estimated term of benefit obligation.

##### 4.20.3 Share based payment by equity securities

The Group recognised share based payment transaction when it obtains the service rendering at the fair value of the equity instruments granted at the grant date and recorded as expenses based on the services period as determined. Reserve for share based payment is recognized in the shareholders' equity.

#### 4.21 Income tax

Income tax expense for the year comprises current income tax and deferred tax.

#### 4.21.1 Current income tax

The Company group recorded current income tax provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

#### 4.21.2 Deferred tax

The Company group recorded deferred tax provided on temporary differences between their carrying amounts at the end of each reporting period and the tax bases of assets and liabilities by using the tax rates enacted at the end of the reporting period.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences and carry forward of unused tax losses, to the extent that it is probable that the Company group and subsidiaries will have future taxable profit available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilized except:

- Where the deferred tax assets relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed by the Company group at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Moreover, unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be recovered. The Company group recognized deferred tax directly to shareholders' equity, except to the extent that it relates to items recognized in other comprehensive income or directly in equity.

Deferred tax assets and liabilities are offset by the Company group if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but the Company group intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously. The potential benefit arising from business combination might not satisfy the criteria for separate recognition when a business combination but might be realized subsequently that result from new information about facts and circumstances that existed at the acquisition shall be applied to reduce the carrying amount of goodwill (not exceed goodwill amount) if exist in measurement period or recognized in profit or loss.

#### 4.22 Earnings per share

##### 4.22.1 Basic earnings per share

Earnings per share as presented in the statements of comprehensive income is the basic earnings (loss) per share which is determined by dividing the net profit (loss) for the year by the weighted average number of common shares issued and paid-up during the period.

##### 4.22.2 Diluted earnings per share

Diluted earnings per share is calculated by dividing the profit for the period attributable to ordinary equity holders of the parent (excluding other comprehensive income) by sum of the weighted average number of ordinary shares issued during the period which is increased shares by the weighted average number of additional ordinary shares that would result from the conversion of all dilutive potential ordinary shares to ordinary shares the conversion of warrants to ordinary shares at the beginning of the period or at the potential ordinary shares issuance date.

#### 4.23 Significant accounting judgments and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgments and estimates regarding matters that are inherently uncertain. These judgments and estimates affect reported amounts and disclosures and actual results could differ. Significant judgments and estimates are as follow Allowance for expected credit losses of trade receivables and contract assets The historical credit loss experience and forecast economic conditions of the Group may also not be representative of whether a customer will actually default in the future.

#### Allowance for expected credit losses of trade receivables and contract assets

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

#### Property, plant and equipment/Depreciation

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and residual values of the plant and equipment and to review estimate useful lives and residual values when there are any changes. In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

#### Estimated construction project costs

The Group estimates costs of construction projects based on details of the construction work, taking into account the volume and value of construction materials to be used in the project, labour costs and other miscellaneous costs to be incurred to completion of service, taking into account the direction of the movement in these costs. Estimates are reviewed regularly or whenever actual costs differ significantly from the figures used in the original estimates.

#### Deferred tax assets

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

#### Post-employment benefits under defined benefit plans

The obligation under the defined benefit plans and other long-term employee benefit plans are determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

#### Lauuwsuit

The Group has liabilities possibly incurred from being sued for claiming damage. The Management is required to use judgement to assess the result of lawsuit sued and record amount provision of such liabilities at the end of reporting period as appropriately considered by the Management. However, the actual result incurred may differ from the estimation.

## 5. TRANSACTIONS WITH RELATED PARTIES

### 5.1 Relationships and pricing policies

	Relationships
TPC Asset Co., Ltd.	Shareholding and directorship
TPC Bangkok Supply Co., Ltd.	Shareholding and directorship
TPC Power Holding Plc.	Shareholding and directorship
Chang Raek Bio Power Co., Ltd.	Shareholding by TPC Power Holding Plc. and directorship
Thungsung Green Co., Ltd.	Shareholding by TPC Power Holding Plc. and directorship
Pattani Green Co., Ltd.	Shareholding by TPC Power Holding Plc. and directorship
Phatthalung Green Power Co., Ltd.	Shareholding by TPC Power Holding Plc. and directorship
Satun Green Power Co., Ltd.	Shareholding by TPC Power Holding Plc. and directorship
Maewong Energy Co., Ltd.	Shareholding by TPC Power Holding Plc. and directorship
TPCH Power 1 Co., Ltd.	Shareholding by TPC Power Holding Plc. and directorship
TPCH Power 2 Co., Ltd.	Shareholding by TPC Power Holding Plc. and directorship
TPCH Power 5 Co., Ltd.	Shareholding by TPC Power Holding Plc. and directorship
Eco Energy Group Corporation Co.,Ltd.	Shareholding by TPC Power Holding Plc. and directorship
Pracharat Biomass Maelan Co.,Ltd.	Shareholding by Eco Energy Group Corporation Co.,Ltd. and directorship
Pracharat Biomass Bannang Sata Co.,Ltd.	Shareholding by Eco Energy Group Corporation Co.,Ltd. and directorship
Thai Polycons and Leam thong Phatthalung Joint venture	Joint venture and directorship
TPCI Joint Ventures	Joint venture and directorship
TPCESG Joint Ventures	Joint venture and directorship
Thai Polycons P.S.M. Joint Ventures	Joint venture and directorship
SLTT Joint Ventures	Joint venture and directorship
Mahachai Green Power Co., Ltd.	Shareholding by TPC Power Holding Plc. and directorship
PA Waste and Energy Co., Ltd.	Shareholding by TPC Power Holding Plc. and directorship
Siam Power Co., Ltd.	Shareholding by TPC Power Holding Plc. and directorship
VSPP Consultant Co., Ltd.	Shareholder of Chang Raek Bio Power Company Limited at 16.87% shareholding
Carbon Bw (Thailand) Co.,Ltd	Shareholder of Chang Raek Bio Power Company Limited at 10% shareholding Thugsung Green Company Limited at 35% shareholding and Mahachai Green Power Company Limited at 46% shareholding
NC Coconut Co., Ltd.	Shareholder of Mahachai Green Power Company Limited at 3% shareholding
Suntech Engineering and Energy Co., Ltd.	Common directorship with Green power plant Company Limited which is shareholder in subsidiaries such as Maewong Energy Company Limited at 10% and Pattani Green Company Limited at 10%.shareholding and Satun Green Power Company Limited at 9% shareholding



Green power plant Co., Ltd.	Shareholder of Pattani Green Company Limited at 5.09% shareholding Maewong Energy Company Limited at 10% shareholding Satun Green Power Co., Ltd. at 9% shareholding TPCH Power 1 Co., Ltd.at 0.77% shareholding TPCH Power 2 Co., Ltd.at 0.77% shareholding TPCH Power 5 Co., Ltd.at 1.00% shareholding
Sun Ray Power and engineering Co., Ltd.	Jointly directors with of the Company with Green Power plant, Co., Ltd which is a shareholder Pattani Green Co., Ltd of 10%
Coco FMC Fuel Co., Ltd.	Common shareholder with NC Coconut Co., Ltd., and be shareholder of Mahachai Green Power Company Limited at 3%
Stemwise Energy Management Co., Ltd.	Common shareholder with Phatthalung Green Power Co., Ltd., and Satun Green Power Co., Ltd.
Wood Work Energy Co., Ltd.	Common Director and shareholder of Phathalung Green Power Co.,Ltd. , Satun Green Power Co.,Ltd.
Siam Green tech energy Co., Ltd.	Jointly directors with of the Company with Green Power plant, Co., Ltd
Wood Work Co., Ltd.	Common Director wood Work Energy Co., Ltd. and be shareholder of shareholder of subsidiaries as follows 1.Phaththalung Green Power Co., Ltd. 2.Satun Green Power Co., Ltd.
Naraphara Co., Ltd.	Shareholder of Pattani Green Company Limited at 26.36%
Mr. Chainarong Chanpalangsri	Director and shareholder of company
Mrs. Kanoktip Chanpalangsri	Director and shareholder of company
Mr. Sombat Chairattanamanokorn	shareholder of subsidiaries as follows 1. TPCH Power 1 Co., Ltd. 2. TPCH Power 2 Co., Ltd. 3. TPCH Power 5 Co., Ltd. 4. Naraphara Co., Ltd. Shareholder of Pattani Green Co., Ltd.
	Pricing policy
Loan to	Interest rate 5.00-6.00% per annum
Revenues from construction services	At price agreed in the contract
Revenues from sale	At price agreed in the contract
Revenue from management fee	At price agreed in the contract
Equipment rental income	Normal prices of business closed to the price charged to other parties
Construction material	At agreed price
Hire of service contract	At price agreed in the contract

## 5.2 Balances of transactions with related parties

Balances of transactions with related parties as at December 31, 2020 and 2019 are as follows:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Trade accounts receivable</b>				
Thai Polycons and Leam thong				
Phatthalung Joint Ventures	-	-	2,451,356.47	2,451,356.47
TPCI Joint Ventures	-	-	-	31,381,927.20
Pattani Green Co., Ltd.	-	-	913,650.23	35,025,657.45
TPCH Power 1 Co., Ltd.	-	-	37,559,356.37	15,497,261.54
TPCH Power 2 Co., Ltd.	-	-	28,652,621.28	-
TPCH Power 5 Co., Ltd.	-	-	53,440,143.37	32,927,150.55
Satun Green Power Co., Ltd.			243,746.00	
Siam Power Co., Ltd.	-	175,056,547.78	-	-
Total	-	175,056,547.78	123,260,873.72	117,283,353.21
<u>Less</u> Allowance for doubtful accounts	-	-	(2,451,356.47)	(33,833,283.67)
Net	-	175,056,547.78	120,809,517.25	83,450,069.54
<b>Other current receivables</b>				
TPC ASSET Co., Ltd.	-	-	20,120.00	19,820.24
TPC Bangkok Supply Co., Ltd.	-	-	16,666.50	98,999.58
VSPP Consultant Co., Ltd	2,000,000.00	-	-	-
Total	2,000,000.00	-	36,786.50	118,819.82
<b>Accrued interest receivable</b>				
TPC ASSET Co., Ltd.	-	-	1,603,533.36	6,945,923.79
Thai Polycons and Leam thong				
Phatthalung Joint Ventures	-	-	11,040,049.43	8,597,822.33
TPCI Joint Ventures	-	-	3,934.42	304,972.61
Thai Polycons P.S.M. Joint Ventures	323,984.61	248,960.97	323,984.61	248,960.97
Siam Power Co., Ltd.	357,534.26	4,573,356.15	-	-
Total	681,518.87	4,822,317.12	12,971,501.82	16,097,679.70

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<u>Less</u> Allowance for expected credit loss (2019: allowance for doubtful accounts)	(323,984.51)	(248,960.97)	(11,364,034.04)	(8,846,783.30)
Net	357,534.36	4,573,356.15	1,607,467.78	7,250,896.40
<b>Contract assets</b>				
TPCI Joint Ventures	-	-	160,077.40	-
Chang Raek Bio Power Co., Ltd.	-	-	71,610.59	-
Pattani Green Co., Ltd.	-	-	-	636,612.70
Satun Green Power Co., Ltd.	-	-	978,750.65	-
TPCH Power 1 Co., Ltd.	-	-	-	32,646,982.34
TPCH Power 2 Co., Ltd.	-	-	-	40,880,761.82
TPCH Power 5 Co., Ltd.	-	-	14,229,532.54	19,646,241.21
Siam Power Co., Ltd.	55,524,310.44	41,745,136.85	-	-
Total	55,524,310.44	41,745,136.85	15,439,971.18	93,810,598.07
<b>Retention receivable</b>				
Phathalung Green Power Co., Ltd.	-	-	-	5,262,886.00
Pattani Green Co., Ltd.	-	-	117,174,072.59	107,345,840.35
TPCH Power 1 Co., Ltd.	-	-	56,352,061.09	40,313,302.00
TPCH Power 2 Co., Ltd.	-	-	55,147,392.81	38,187,510.80
TPCH Power 5 Co., Ltd.	-	-	45,146,854.82	27,799,358.10
Siam Power Co., Ltd.	2,795.10	4,629,295.10	-	-
Total	2,795.10	4,629,295.10	273,820,381.31	218,908,897.25
<b>Short-term loans to</b>				
TPC ASSET Co., Ltd.	-	-	215,790,100.00	370,181,800.00
Thai Polycons and Leam thong Phatthalung Joint Ventures	-	-	40,703,784.63	40,703,784.63
TPCI Joint Ventures	-	-	-	34,850,000.00
Thai Polycons P.S.M. Joint Ventures	1,262,361.08	1,242,361.08	1,262,361.08	1,242,361.08
Siam Power Co., Ltd.	115,000,000.00	267,000,000.00	-	-
Total	116,262,361.08	268,242,361.08	257,756,245.71	446,977,945.71
<u>Less</u> Allowance for expected credit loss (2019: allowance for doubtful accounts)	(1,262,361.08)	(1,242,361.08)	(41,966,145.71)	(41,946,145.71)
Net	115,000,000.00	267,000,000.00	215,790,100.00	405,031,800.00

The movements of short-term loans to related parties for the year ended December 31, 2020 as follows:

	Baht			
	Balance	Movement		Balance
	2019	Increase	Decrease	2020
<b><u>Consolidated financial statements</u></b>				
Thai Polycons P.S.M. Joint Ventures	1,242,361.08	20,000.00	-	1,262,361.08
Siam Power Co., Ltd.	267,000,000.00	33,000,000.00	(185,000,000.00)	115,000,000.00
Total	268,242,361.08	33,020,000.00	(185,000,000.00)	116,262,361.08
<u>Less</u> Allowance for expected credit loss				
(2019: allowance for doubtful accounts)	(1,242,361.08)	(20,000.00)	-	(1,262,361.08)
Net	267,000,000.00	33,000,000.00	(185,000,000.00)	115,000,000.00
	Baht			
	Balance	Movement		Balance
	2019	Increase	Decrease	2020
<b><u>Separate financial statements</u></b>				
TPC ASSET Co., Ltd.	370,181,800.00	120,008,300.00	(274,400,000.00)	215,790,100.00
Thai Polycons and Leam thong Phatthalung				
Joint Ventures	40,703,784.63	-	-	40,703,784.63
TPCI Joint Ventures	34,850,000.00	93,400,000.00	(128,250,000.00)	-
Thai Polycons P.S.M. Joint Ventures	1,242,361.08	20,000.00	-	1,262,361.08
Total	446,977,945.71	213,428,300.00	(402,650,000.00)	257,756,245.71
<u>Less</u> Allowance for expected credit loss				
(2019: allowance for doubtful accounts)	(41,946,145.71)	(20,000.00)	-	(41,966,145.71)
Net	405,031,800.00	213,408,300.00	(402,650,000.00)	215,790,100.00
	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b><u>Advance payment for service</u></b>				
VSPP Consultant Co., Ltd.	37,000,000.00	37,000,000.00	-	-
Stemwise Energy Management Co., Ltd.	27,900,000.00	37,000,000.00	-	-
Total	64,900,000.00	74,000,000.00	-	-

Power plant management of fee Chang Raek Bio Power Co., Ltd., and Thungsung Green Co., Ltd., a subsidiaries has hired VSPP Consultant Co., Ltd., the management fee agreement amount rate of Baht 1.68-1.76 per unit. Advance payment for hiring is paid under the contract which must be refunded when hiring contract is ended with no renewal.

Power plant management of Phatthalung Green Power Co., Ltd., and Satun Green Power Co., Ltd, a subsidiaries has hired Stepwise Energy Management Co., Ltd., the management fee agreement amount rate of Baht 1.65-1.75 per unit. Later, on April 1, 2020, in accordance with the attached memorandum of performance there was a new wage change agreement. By separating categories of management fees It is a sub-list as follows : -

1. Overall management fee Wages are charged as the rate per unit of electricity produced and sold.

2. Charges Fuel wood chopper The wages are calculated based on the weight of the timber per ton.

By The wage price is set at an agreed rate based on the contractor's consider cost management department.

The company paid advance payment for hiring under the contract which must be refunded when hiring contract in ended with no renewal.

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Advance payment for land</b>				
Mr. Sombat Chairattananokorn	-	8,700,000.00	-	-
<b>Trade accounts payable</b>				
TPC Bangkok Supply Co., Ltd.	-	-	6,820,616.07	4,041,216.29
TPCH Power 1 Co., Ltd.	-	-	322,538.20	-
TPCH Power 2 Co., Ltd.	-	-	131,315.42	-
VSPP Consultant Co., Ltd.	32,733,987.49	54,357,687.68	-	-
Stemwise Energy Management Co., Ltd.	16,509,115.15	40,874,586.48	-	-
Siam Green tech energy Co., Ltd	355,267.77	584,185.31	-	-
Wood Work Co., Ltd.	20,709,012.88	-	-	-
Naraphara Co., Ltd.	26,661,714.81	-	-	-
Total	96,969,098.10	95,816,459.47	7,274,469.69	4,041,216.29
<b>Other Payables</b>				
Green power plant Co., Ltd.	-	28,037.39	-	28,037.39
Naraphara Co., Ltd.	2,836,323.79	-	-	-
Total	2,836,323.79	28,037.39	-	28,037.39

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Other accrued Expenses</b>				
Stemwise Energy Management Co., Ltd.	2,452,295.00	3,721,827.50	-	-
VSPP Consultant Co., Ltd.	3,051,217.50	3,791,031.00	-	-
<b>Total</b>	<b>5,503,512.50</b>	<b>7,512,858.50</b>	<b>-</b>	<b>-</b>
<b>Investments payable</b>				
Mr. Sombat Chairattananakorn	-	87,500.00	-	-
<b>Retention payable</b>				
Sunray Power and engineering Co., Ltd.	250,000.00	358,500.00	250,000.00	358,500.00
Suntech Engineering and Energy Co., Ltd.	-	1,700,923.80	-	1,700,923.80
<b>Total</b>	<b>250,000.00</b>	<b>2,059,423.80</b>	<b>250,000.00</b>	<b>2,059,423.80</b>
<b>Short-term loans to related parties</b>				
TPCI Joint Ventures	-	-	45,000,000.00	-
Mahachai Green Power Co., Ltd.	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>45,000,000.00</b>	<b>-</b>

The movements of short-term loans to related parties for the year ended December 31, 2020 as follows:

	Baht			
	Balance	Movement		Balance
	2019	Increase	Decrease	2020
<b>Consolidated financial statements</b>				
Mahachai Green Power Co., Ltd.	-	35,000,000.00	(35,000,000.00)	-
<b>Short-term loans to related persons</b>				
TPCI Joint Ventures	-	45,000,000.00	-	45,000,000.00

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Short-term loans from person parties</b>				
Mrs.Kanokthip Chanpalangsri	-	-	-	-

The movements of Short-term loans to related persons for the year ended December 31, 2020 are as follows:

	Baht			
	Balance	Movement		Balance
	2019	Increase	Decrease	2020
<b>Consolidated financial statements</b>				
Mrs.Kanokthip Chanpalangsri	-	10,000,000.00	10,000,000.00	-

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Construction contract liabilities</b>				
Pattani Green Co., Ltd.	-	-	-	29,688,754.99
TPCH Power 1 Co., Ltd.	-	-	2,444,673.00	36,904,149.00
TPCH Power 2 Co., Ltd.	-	-	5,426,578.20	40,752,733.80
TPCH Power 5 Co., Ltd.	-	-	1,379,060.10	30,783,426.30
Siam Power Co., Ltd.	48,199,139.34	134,905,937.43	-	-
<b>Total</b>	<b>48,199,139.34</b>	<b>134,905,937.43</b>	<b>9,250,311.30</b>	<b>138,129,064.09</b>

### 5.3 Revenues and expenses with related parties

Transaction with related parties for the year ended December 31, 2020 and 2019 are as follows:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Revenues from construction services</b>				
TPCI Joint Ventures	-	-	160,077.40	-
Chang Raek Bio Power Co., Ltd.	-	-	1,206,550.65	-
Pattani Green Co., Ltd.	-	-	210,446,714.74	791,225,784.16
Satun Green Power Co., Ltd.	-	-	71,610.59	-
TPCH Power 1 Co., Ltd.	-	-	158,760,726.25	401,657,073.47

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
TPCH Power 2 Co., Ltd.	-	-	165,382,541.51	385,110,641.98
TPCH Power 5 Co., Ltd.	-	-	190,612,399.31	333,843,399.21
Siam Power Co., Ltd.	457,592,419.23	292,515,449.68	-	-
<b>Total</b>	<b>457,592,419.23</b>	<b>292,515,449.68</b>	<b>726,640,620.45</b>	<b>1,911,836,898.82</b>
<b>Other income</b>				
TPC ASSET Co., Ltd.	-	-	704,665.89	16,308.76
TPC Bangkok Supply Co., Ltd.	-	-	-	1,999.56
TPCH Power 5 Co., Ltd.	-	-	-	450,000.00
Sun Ray Power and engineering Co., Ltd.	-	280,330.00	-	280,330.00
Suntech Engineering and Energy Co., Ltd.	-	66,600.00	-	66,600.00
Mahachai Green Power Co., Ltd.	120,000.00	120,000.00	-	-
Siam Power Co., Ltd.	553,383.56	5,851,664.37	-	-
<b>Total</b>	<b>673,383.56</b>	<b>6,318,594.37</b>	<b>704,665.89</b>	<b>815,238.32</b>
<b>Interest income</b>				
TPC ASSET Co., Ltd.	-	-	14,291,538.60	15,568,940.08
Thai Polycons and Leam thong Phatthalung Joint Ventures	-	-	2,442,227.10	2,442,227.10
TPCI Joint Ventures	-	-	2,286,883.66	3,314,961.66
Thai Polycons P.S.M. Joint Ventures	75,023.64	74,070.53	75,023.64	74,070.53
Mahachai Green Power Co., Ltd.	-	429,006.84	-	-
Siam Power Co., Ltd.	9,797,731.55	3,867,945.21	-	-
<b>Total</b>	<b>9,872,755.19</b>	<b>4,371,022.58</b>	<b>19,095,673.00</b>	<b>21,400,199.37</b>
<b>Dividend income</b>				
TPC Power Holding Plc.	-	-	34,931,041.56	24,219,959.15
<b>Fuel</b>				
Siam Green tech energy Co., Ltd.	8,574,363.44	21,797,782.25	-	-
Stemwise Energy Management Co., Ltd.	5,096,189.04	-	-	-
Wood Work Co., Ltd.	132,429,307.31	-	-	-
Naraphara Co., Ltd.	42,252,373.60	-	-	-
Mr. Sombat Chairattananokorn	5,373,226.05	-	-	-
<b>Total</b>	<b>193,725,459.44</b>	<b>21,797,782.25</b>	<b>-</b>	<b>-</b>



	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Construction material</b>				
TPC Bangkok Supply Co., Ltd.	-	-	15,321,053.00	34,396,898.25
<b>Wood cutting expenses</b>				
Stemwise Energy Management Co., Ltd.	22,613,436.50	-	-	-
<b>Electricity management fee</b>				
VSPP Consultant Co., Ltd.	258,753,656.45	280,430,387.09	-	-
Stemwise Energy Management Co., Ltd.	104,765,985.56	276,923,722.42	-	-
Total	363,519,642.01	557,354,109.51	-	-
<b>Rental and other service</b>				
TPC Bangkok Supply Co., Ltd.	-	-	57,500.00	-
<b>Interest expense</b>				
TPC Power Holding Plc.	-	-	-	61,643.84
TPCI Joint Ventures	-	-	204,098.37	-
Mahachai Green Power Co., Ltd.	119,554.80	-	-	-
Siam Power Co., Ltd.	-	40,191.78	-	-
Ms.Kanokthip Chanpalangsri	172,027.39	-	-	-
Total	291,582.19	40,191.78	204,098.37	61,643.84

## 6. CASH AND CASH EQUIVALENTS

6.1 Cash and cash equivalents as at December 31 as follows :

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Cash	829,098.75	494,283.44	567,100.50	299,645.44
Current deposits	40,879,372.58	2,060,802.13	39,118,558.23	11,275.35
Saving deposits	124,115,447.57	92,722,199.64	27,090,990.43	8,903,500.72
Cheque on hand	-	69,649.00	-	69,649.00
Total	165,823,918.90	95,346,934.21	66,776,649.16	9,284,070.51

## 6.2 Reconciliation of liabilities arising from financing activities

The table below presenting movement cash and non-cash transactions of liabilities arising from financing activities as at December 31, 2020.

Consolidated financial statements (Baht)								
	Move ment of Non cash							
	Balance as at	Cash flows paid	Cash flows	Net lease	Interest expenses	Prepaid interest	exchange rate	Balance as at
	January 1, 2020		received	liabilities		expenses		December 31,2020
Short-term loans from financial institutions	382,716,465.70	-	234,046,749.10	-	(7,580,998.24)	6,912,885.71	(7,699.20)	616,087,403.07
Long-term loans	3,549,754,333.73	(452,677,192.56)	544,064,737.57	-	-	-	-	3,641,141,878.74
Lease liabilities	22,329,602.82	(17,531,755.14)	-	65,443,187.85	-	-	-	70,241,035.53
	3,954,800,402.25	(470,208,947.70)	778,111,486.67	65,443,187.85	(7,580,998.24)	6,912,885.71	(7,699.20)	4,327,470,317.34
Separate financial statements (Baht)								
	Move ment of Non cash							
	Balance as at	Cash flows paid	Cash flows	Net lease	Interest expenses	Prepaid interest	exchange rate	Balance as at
	January 1, 2020		received	liabilities		expenses		December 31,2020
Short-term loans from financial institutions	182,186,438.83	-	180,862,900.07	-	-	-	(7,699.20)	363,041,639.70
Long-term loans	142,354,333.73	(50,846,480.77)	5,760,737.57	-	-	-	-	97,268,590.53
Lease liabilities	15,872,948.47	(4,177,934.57)	-	8,331,972.91	-	-	-	20,026,986.81
	340,413,721.03	(55,024,415.34)	186,623,637.64	8,331,972.91	-	-	(7,699.20)	480,337,217.04

## 7. CURRENT INVESTMENTS

	Baht			
	Consolidated financial statements			
	2020		2019	
	Cost	Fair Value	Cost	Fair Value
Investments in trading securities	-	-	134,779,194.66	134,861,801.56
Twelve-month fixed deposit	-	-	36,985.14	36,985.14
Total	-	-	134,816,179.80	134,898,786.70
<u>Less</u> Allowance for doubtful accounts	-	-	(49,770,252.14)	(49,770,252.14)
Net	-	-	85,045,927.66	85,128,534.56

Current investment is investment bill of exchange at cost Baht 49.77 million which allowance for doubtful accounts has been provided in full amount.

## 8. TRADE ACCOUNTS RECEIVABLE AND OTHER CURRENT RECEIVABLES

### 8.1 Trade accounts receivable

Trade accounts receivable are classified by aging as at December 31, 2020 and 2019 as follows:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Related parties (Note 5)</b>				
Divided by aging as follow				
Undue	-	172,724,370.85	243,745.98	83,450,069.54
Over due within 1 - 3 months	-	1,318,505.97	13,568,975.76	-
Over due within 4 - 6 months	-	992,270.96	77,160,109.64	-
Over due within 7 - 12 months	-	-	29,836,685.87	-
Over 12 months	-	21,400.00	2,451,356.47	33,833,283.67
Total	-	175,056,547.78	123,260,873.72	117,283,353.21
<u>Less</u> Allowance for expected credit loss				
(2019: allowance for doubtful accounts)	-	-	(2,451,356.47)	(33,833,283.67)
Trade accounts receivable - related parties - net	-	175,056,547.78	120,809,517.25	83,450,069.54

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<b>Other companies</b>				
Divided by aging as follow				
Undue	455,074,756.74	478,521,668.99	90,205,682.69	169,125,390.46
Over due within 1 - 3 months	31,994,050.62	24,128,836.30	31,994,050.62	24,097,041.25
Over due within 4 - 6 months	-	-	-	-
Over due within 7 - 12 months	6,167,415.55	68,810,045.79	6,167,415.55	68,558,224.00
Over 12 months	138,101,793.99	114,692,077.48	137,735,933.99	114,577,709.99
Total	631,338,016.90	686,152,628.56	266,103,082.85	376,358,365.70
<u>Less</u> Allowance for expected credit loss				
(2019: allowance for doubtful accounts)	(48,492,219.43)	(47,299,369.90)	(48,126,359.43)	(47,299,369.90)
Trade accounts receivable - other companies	582,845,797.47	638,853,258.66	217,976,723.42	329,058,995.80
<u>Less</u> Trade accounts receivable secured				
by bill of exchange	(6,167,415.55)	-	(6,167,415.55)	-
Trade accounts receivable - other companies - net	576,678,381.92	638,853,258.66	211,809,307.87	329,058,995.80

As at May 29, 2020, the company had trade accounts receivable making installment works payment through DLC (Direct Letter of Credit) in note 28 at a financial institution on behalf of receivable. The Company issued bill of exchange to such financial institution amount of Baht 5.76 million with repayment term 507 days. When maturity, such receivable will make repayment together with expenses and interest on behalf of the Company.

As at December 31, 2020, the Company has a government project receivable last installment overdue Baht 23.16 million by delivering works on March 16, 2019 which is delay from previous contract. Because it is necessary to revise construction plan and add part of work in order to make it usable under objective of the contract. On May 26, 2019, the president of inspection committee has signed to approve for time extension request for submitting to the subcommittee for screening. The subcommittee has passed resolution to order the project management to investigate and clarify more information and resubmit to the subcommittee.

As at December 31, 2020, the Group has transferred the rights of collection of trade accounts receivable approximately amount of Baht 503.39 million in the consolidated financial statements and 110.28 million in the separate financial statements (as at December 31, 2019 : Baht 419.72 million in the consolidated financial statements and 175.27 million in the separate financial statements), to the local financial institution as collateral against credit facilities from financial institutions as stated in note 23.

Reconciliation of allowance for lifetime expected credit losses recognised for trade receivable assessed by grouping in accordance with simplified approach defined in TFRS 9 ( As at December 31, 2019: None)

	Baht	
	Consolidated financial statements	Separate financial statements
Balance as at January 1, 2020	115,931,035.60	158,083,739.04
Increase	16,917,215.65	18,815,644.50
Decrease	-	(31,381,927.20)
Balance as at December 31,2020	132,848,251.25	145,517,456.34

## 8.2 Other current receivables

	Notes	Baht			
		Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
Receivable - Revenue Department		158,392,274.88	186,717,361.39	-	-
Unbilled input tax		29,567,695.09	36,237,566.54	11,097,892.10	23,096,252.49
Prepaid expenses		16,554,317.59	9,188,898.54	7,546,412.64	6,364,404.55
Accrued interest income		832,234.86	838,276.04	13,038,422.49	16,307,922.02
Others		131,634,102.91	60,055,783.53	114,930,413.23	50,571,943.12
Total		336,980,625.33	293,037,886.04	146,613,140.46	96,340,522.18
<u>Less Allowance for expected credit loss</u>					
(2019: allowance for doubtful accounts)		(34,808,076.86)	(20,125,703.88)	(45,391,785.48)	(28,445,123.65)
Net		302,172,548.47	272,912,182.16	101,221,354.98	67,895,398.53

## 9. CONTRACT ASSETS

### 9.1 Outstanding balance under the contract

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Contract value	13,972,564,484.86	12,624,505,501.00	16,883,114,759.67	15,490,798,831.00
Recognition of service income	11,182,527,213.55	9,017,027,353.07	14,123,443,457.88	12,331,944,378.98
<u>Less</u> Billings amount to the hirer	(10,884,002,832.88)	(8,663,607,703.63)	(13,865,163,493.87)	(11,926,459,268.32)
Contract assets	298,524,380.67	353,419,649.44	258,279,964.01	405,485,110.66
<u>Less</u> Allowance for expected credit loss				
(2019: allowance for doubtful accounts)	(48,724,799.15)	(48,342,975.68)	(48,724,799.15)	(48,342,975.68)
Contract assets - net	249,799,581.52	305,076,673.76	209,555,164.86	357,142,134.98

As at December 31, 2020, The outstanding balance of Contract value is included Contract value more than 6 months from the date that service is rendered Baht 10.34 million in the consolidated financial statements and the separate financial statements ( As at December 31, 2019 : Baht 108.78 million in the consolidated financial statements and the separate financial statements ) The Company is in the delivery process and negotiate to collect the payment and sending invoice to contract.

As at December 31, 2020, the Company has provided allowance for doubtful accounts of Baht 48.73 million (as at December 31, 2019 : Baht 48.34 million). As the Company has performed to comply with all term and conditions as stipulated in agreements, the Company's management anticipates that loss from collection of unbilled completed works will not exceed allowance for doubtful accounts.

### 9.2 Revenue recognized relating to outstanding balance of the contract

Revenue recognized relating to outstanding balance of the contract for the year ended December 31, 2020

	Baht	
	Consolidated	Separate
	financial statements	financial statements
Revenue recognized as previously included in balance brought forward		
of liabilities from construction contracts	211,599,260.66	253,771,215.36

### 9.3 Revenue expected to be recognized for incomplete performance obligation

As at December 31, 2020, the Group expected to have revenue to be recognized in the future for incomplete performance obligation (or partial incomplete) of contract made with customer Baht 2,759.67 million for consolidated financial statements for the separate financial statements and Baht 2,761.20 million. ( As at December 31, 2019 : Baht 3,608.22 million in the consolidated financial statements and Baht 3,802.49 million in the separate financial statements ) The Group has expected that performance obligation will be completely done under the contract within 2 years for the consolidated financial statements and the separate financial statements

## 10. RETENTION RECEIVABLE

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Retention receivable	219,965,479.94	166,933,124.84	425,352,635.62	381,212,727.29
<u>Less</u> Allowance for expected credit loss				
(2019: allowance for doubtful accounts)	(823,155.81)	(162,986.14)	(823,155.81)	(162,986.14)
Retention receivable – net	219,142,324.13	166,770,138.70	424,529,479.81	381,049,741.15
<u>Less</u> Portion due Within 1 year	(9,695,183.51)	(48,016,089.74)	(283,512,769.52)	(48,649,680.64)
Retention receivable	209,447,140.62	118,754,048.96	141,016,710.29	332,400,060.51

Retention receivables are amount withheld by the customers at the rates 5 - 10 % of each contract of amount billed by the Group each instalment of customers' payment. The retention money shall be refunded to the Group upon the completion of the project stipulated in the contracts.

## 11. ADVANCE PAYMENT FOR PURCHASE MATERIAL AND CONSTRUCTION

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Advance payment for construction				
and purchasing material	137,164,613.66	246,525,721.17	69,161,758.13	169,730,637.81
<u>Less</u> provision for impairment	(21,880,141.29)	(24,183,266.82)	(21,880,141.29)	(24,183,266.82)
Net	115,284,472.37	222,342,454.35	47,281,616.84	145,547,370.99

## 12. Inventories

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Construction material	72,155,826.82	73,357,811.24	72,155,826.82	73,357,811.24
Raw material	20,881,221.20	8,971,466.37	-	-
Supplies used	13,597,399.73	2,716,263.21	-	-
Total	106,634,447.75	85,045,540.82	72,155,826.82	73,357,811.24
<u>Less</u> Allowance for impairment	(9,731,579.72)	(9,731,579.72)	(9,731,579.72)	(9,731,579.72)
Inventories	96,902,868.03	75,313,961.10	62,424,247.10	63,626,231.52

### 13. REAL ESTATE PROJECTS UNDER DEVELOPMENT

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Real estate projects				
- Inventory	16,111,188.23	23,647,728.46	-	-
- Land	349,964,300.00	264,513,500.00	-	-
- Construction in progress	-	137,312,411.73	-	-
- Interest costs	7,560,130.78	57,545,348.52	-	-
- Other expenses	16,669,464.67	10,688,551.56	-	-
Real estate projects	390,305,083.68	493,707,540.27	-	-
Less Transfer out	-	(254,551,627.36)	-	-
Real estate projects under development	390,305,083.68	239,155,912.91	-	-

### 14. OTHER CURRENT FINANCIAL ASSET

	Separate financial statements (Baht)			
	2020		2019	
	Cost	Fair Value	Cost	Fair Value
Debt securities	49,770,252.14	49,770,252.14	-	-
Fixed deposit	37,280.63	37,280.63	-	-
Total	49,807,532.77	49,807,532.77	-	-
Less Allowance for doubtful accounts	(49,770,252.14)	(49,770,252.14)	-	-
Total Current Investments	37,280.63	37,280.63	-	-

Other current financial asset are investments which invest in bill of exchange worth baht 49.77 million reserve allowance for doubtful accounts valued at 49.77 million Baht.

### 15. RESTRICTED BANK DEPOSITS

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Fixed deposit	54,913,338.21	127,447,032.59	20,379,359.90	47,150,491.60
Saving deposit	17,835,977.43	27,991,391.12	5,832,049.44	17,785,215.95
Total	72,749,315.64	155,438,423.71	26,211,409.34	64,935,707.55



The Company and subsidiaries have fixed deposits pledged as collateral against bank issuance of letter of guarantee as stated in note 43.

Chang Raek Bio Power Co.,Ltd., Thungtung Green Co., Ltd Phatthahung Green Power Co.,Ltd Satun Green Power Co., Ltd. Phatthahung Green Power Co.,Ltd, TPC Power 1 Co., Ltd, TPC Power 2 Co., Ltd and TPC Power 5 Co., Ltd subsidiaries, have used their bank deposit secured as collateral for long-term loan from financial institution as stated in note 28.

## 16. INVESTMENTS IN SUBSIDIARIES

Invested company	Type of business	Separate financial statements					
		Paid - up capital		Percentage		Investments at cost	
		(Million Baht)		of investments (%)		(Baht)	
		2020	2019	2020	2019	2020	2019
TPC Asset Co., Ltd.	Property development	500	230	99.99	99.99	500,000,000.00	230,000,000.00
TPC Power Holding Plc.	Investment in energy business	401	401	41.26	41.26	173,149,960.00	173,149,960.00
TPC Bangkok Supply Co., Ltd.	Trading business	27.5	27.5	99.99	99.99	27,499,965.00	27,499,965.00
Total						700,649,925.00	430,649,925.00

According the Extraordinary Shareholders' Meeting No.2/2019 held on November 25, 2019, TPC Bangkok Supply Co., Ltd passed the resolution for the company to increase share capital from Baht 25.00 million to Baht 35.00 million divided into 3.5 million common shares at par Baht 10.00 each . The Company registered to increase such share capital at Ministry of Commerce on December 20, 2019.

According to the annual extra-ordinary shareholder meeting no.1/2020 held on April 3, 2020, TPC assets Co.,Ltd., passed resolution for the company share capital from Baht 230.00 million to Baht 500.00 million divided into 5 million shares at par Baht 100.00 each. The company registered to incense such share capital at ministry of commerce on April 29, 2020

### 16.1 TPC Power Holding Public Company Limited has investments in subsidiaries (Indirect subsidiaries of Thai Polycons Public Company Limited)

as follows:

		Separate financial statements					
				Percentage		Investments at cost	
		Type of		of investment (%)		(Baht)	
Invested company		business	(Baht)	2020	2019	2020	2019
Chang Raek Bio Power Co., Ltd.		Generate and distribute of electricity current	200,000,000.00	73.12	73.12	135,143,869.86	135,143,869.86
Thungsung Green Co., Ltd.		Generate and distribute of electricity current	200,000,000.00	65.00	65.00	126,737,788.49	126,737,788.49
Pattani Green Co., Ltd.		Generate and distribute of electricity current	404,450,000.00	68.54	69.09	277,224,970.00	277,224,970.00

Separate financial statements						
Invested company	Type of business	Paid - up capital (Baht)	Percentage of investment (%)		Investments at cost (Baht)	
			2020	2019	2020	2019
Phattalung Green Power Co., Ltd.	Generate and distribute of electricity current	250,000,000.00	60.00	60.00	149,999,970.00	149,999,970.00
Satun Green Power Co., Ltd.	Generate and distribute of electricity current	250,000,000.00	51.00	51.00	127,499,970.00	127,499,970.00
Maewong Energy Co., Ltd.	Generate and distribute of electricity current	200,000,000.00	85.00	85.00	170,739,500.00	170,739,500.00
TPCH Power 1 Co., Ltd. (In 2019 paid-up share capital Baht 140,000,000 )	Generate and distribute of electricity current	260,000,000.00	87.73	84.23	228,099,990.00	115,999,990.00
TPCH Power 2 Co., Ltd. (In 2019 paid-up share capital Baht 140,000,000 )	Generate and distribute of electricity current	169,800,000.00	88.23	84.23	229,339,990.00	115,999,990.00
TPCH Power 5 Co., Ltd. (In 2019 paid-up share capital Baht 110,000,000 )	Generate and distribute of electricity current	200,000,000.00	89.00	89.00	177,999,990.00	95,499,990.00
Eco Energy Group Corporation Co.,Ltd.	Investment in energy business	257,200,000.00	99.87	-	132,000,000.00	-
		Total			1,754,786,038.35	1,314,846,038.35

16.1.1 In the first quarter of 2019, TPC Power Holding Public Company increased investment and paid up share below.

16.1.1.1 The Company has paid common shares of the Company Pattani Green Co., Ltd. an additional 31.85 million shares, Baht 2.00 per shares, amount of Baht 63.70 million

16.1.1.2 The Company has paid common shares of the TPC Power 5 Co., Ltd. an additional of the minutes of shareholders' extra-ordinary meeting No.3 on December 12, 2017. Increased share capital for another 18.00 million shares, Baht 10 per shares, amount of Baht 180.00 million The Company an additional 16.50 million shares, Baht 2.50 per shares, amount of Baht 41.25 million

16.1.2 In the second quarter of 2019, TPC Power Holding Plc. has paid common shares of the Pattani Green Co., Ltd. an additional 31.85 million shares, Baht 1.25 per share, amount of Baht 39.81 million.

16.1.3 In the third quarter, of 2019 TPC Power Holding Plc. paid ordinary shares as follows.

16.1.3.1 The Company additionally paid 20.60 million ordinary shares Baht 2.50 each of TPC Power 1 Co.,Ltd. amount of Baht 51.50 million.

16.1.3.2 The Company additionally paid 20.60 million ordinary shares Baht 2.50 each of TPC Power 2 Co.,Ltd. amount of Baht 51.50 million

16.1.3.3 The Company additionally paid 16.50 million ordinary shares Baht 2.50 each of TPC Power 5 Co.,Ltd. amount of Baht 41.25 million

16.1.4 In the fourth quarter of 2019, TPC Power Holding Plc. has paid common shares of the Pattani Green Co., Ltd. an additional 31.85 million shares, Baht 1.25 per share, amount of Baht 39.81 million.

16.1.5 In the first quarter of 2020, TPC Power Holding Plc. paid ordinary share as follows.

16.1.5.1 The Company additionally 20.60 million ordinary shares Baht 1.75 each of TPCH Power 1 Co.,Ltd. amount of Baht 36.05 million.

16.1.5.2 The Company additionally 16.50 million ordinary shares Baht 3.25 each of TPCH Power 5 Co.,Ltd. amount of Baht 53.63 million.

16.1.5.3 On March 24, 2020, the Company entered into common share transfer agreement 0.91 million shares from former shareholder of TPCH Power 1 Co.,Ltd. The Company paid such shares Baht 2.50 per share amount of Baht 2.28 million.

16.1.5.4 On March 24, 2020, the Company entered into common share transfer agreement 1.04 million shares from former shareholder of TPCH Power 2 Co.,Ltd. The Company paid such shares Baht 2.50 per share amount of Baht 2.60 million.

16.1.6 At the Extraordinary General Meeting of Shareholders No. 1/2020 on March 16, 2020 of Pattani Green Co., Ltd., It passed a resolution to reduce the registered capital to 40.445 million shares at a par value of 10 baht per share, paid whole value. In the amount of 404.45 million baht, registered the amendment of the Memorandum of Association with the Ministry of Commerce on April 22, 2020

16.1.7 In the first quarter of 2020, TPC Power Holding Plc. paid ordinary share as follows.

16.1.7.1 The Company paid ordinary share of THCH Power 1 Co.,Ltd 20.60 million shares and 0.91 million shares at Baht 3.25 each and Baht 7.50 each, respectively amount Of Baht 73.78 million.

16.1.7.2 The Company paid ordinary share of THCH Power 2 Co.,Ltd 20.60 million at Baht 1.00 each amount Of Baht 20.60 million.

16.1.7.3 The Company paid ordinary share of THCH Power 5 Co.,Ltd 16.50 million shares at Baht 1.75 each amount Of Baht 28.87 million.

16.1.8 In the forth quarter, of 2020 TPC Power Holding Plc. paid ordinary shares as follows.

16.1.8.1 The Company has paid common shares of the Company TPCH Power 2 Co., Ltd. an additional 20.60 million and 1.04 million shares, Baht 4 and Baht 7.50 per shares, amount of Baht 90.20 million.

16.1.8.2 On November 10, 2020, the Board of Directors Meeting No. 7/2020 passed a resolution to invest in 2 biomass power plant projects, namely Pracharat Mae Lan Power Plant and Pracharat Bannang Sata Power Plant. By acquiring 51,375,430 ordinary shares of Eco Energy Group Corporation Co., Ltd. from Ferrum Energy Co., Ltd. representing 99.87% of the registered capital. The investment value of the project amount of Baht 132,000,000.00 which entered into a share purchase agreement on November 30, 2020 and paid for the acquisition on December 15, 2020.

16.2 Investment in subsidiaries registered as joint venture of Thaipolycons Public Company Limited with no capital investment consisting of

**16.2.1 Joint Venture of THAIPOLYCONS PLC.**

Invested company	Type of business	Paid - up capital (Baht)	Percentage of investment (%)		Consolidated financial statements		Separate financial statements	
			Investments - equity ( Baht )		Investments - cost ( Baht )			
			2020	2019	2020	2019	2020	2019
Thai Polycons and	Construction							
Leam thong Phatthalung	contractor		99.95	99.95	-	-	-	-
Joint Ventures								
TPCI Joint Ventures	Construction							
	contractor		99.00	99.00	-	-	-	-

#### 16.2.2 Joint Venture of TPC BANGKOK SUPPLY CO., LTD.

Invested company	Type of business	Paid - up capital (Baht)	Percentage of investment (%)		Consolidated financial statements		Separate financial statements	
			Investments - equity ( Baht )		Investments - cost ( Baht )			
			2020	2019	2020	2019	2020	2019
TPCESG Joint Ventures	Trading and service	-	99.99	80.00	-	-	-	-

#### 17. INVESTMENTS IN JOINT VENTURE

##### Joint Venture of THAI POLYCONS PLC.

Invested company	Type of business	Paid - up capital (Baht)	Percentage of investment (%)		Consolidated financial statements		Separate financial statements	
			Investments - equity ( Baht )		Investments - cost ( Baht )			
			2020	2019	2020	2019	2020	2019
Thai Polycons P.S.M.	Construction							
Joint Ventures	contractor	-	95.95	95.95	-	-	-	-
SLTT Joint Ventures	Construction							
	contractor	-	50.00	50.00	-	-	-	-
	Total				-	-	-	-

##### Joint Venture of TPC POWER HOLDING PLC.

Mahachai Green	Generate and							
Power Co., Ltd.	distribute of							
	electricity							
	current	235,000,000.00	46.00	46.00	190,832,249.52	183,015,760.40	113,350,000.00	113,350,000.00
PA Waste and Energy	Generate and							
Co., Ltd.	distribute of							
	RDF waste	12,650,000.00	33.04	33.04	10,384,179.84	10,524,698.18	11,265,990.34	11,265,990.34
Siam Power Co., Ltd.	Generate and							
	distribute of							
	electricity							
	current and							
	RDF waste	420,000,000.00	50.00	50.00	252,703,544.69	279,316,655.11	349,950,000.00	349,950,000.00
	Total				453,919,974.05	472,857,113.69	474,565,990.34	474,565,990.34
	Total investment in joint venture				453,919,974.05	472,857,113.69	474,565,990.34	474,565,990.34

TPC Power Holding Plc. has pledged common share of Siam Power Co.,Ltd. as collateral for long-term loan from a financial institution of Siam Power Co.,Ltd.

#### 18. INVESTMENT PROPERTIES -LAND

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Land and developing cost	272,756,378.86	269,662,129.65	103,000.00	103,000.00
Total	272,756,378.86	269,662,129.65	103,000.00	103,000.00

As at December 31, 2020, land and developing cost has fair value Baht 285.24 million.

## 19. PROPERTY, PLANT AND EQUIPMENT

	Consolidated financial statements									(Unit : Baht)
	Land and land improvements	Land - earthen ponds	Building and buildings improvements	Infrastructure	Tools and equipment	Machinery	Office fixture and equipment	Vehicles	Assets under installation	Total
Assets - Cost										
As at December 31, 2018	601,586,886.78	10,345,725.00	580,387,351.63	1,431,099.45	30,466,080.14	2,882,195,114.16	37,682,290.30	49,117,847.86	554,108,375.72	4,747,320,771.04
Acquisition	20,000,527.73	-	7,040,607.67	-	7,130,295.19	35,213,999.77	6,438,359.01	45,794.39	1,785,018,194.74	1,860,887,778.50
Disposal	-	-	-	-	(4,640,947.86)	(1,934,701.64)	(547,942.64)	(4,506,542.26)	-	(11,630,134.40)
Transferred in (out)	4,058,836.60	-	6,034,884.63	-	175,611.00	945,175.78	-	-	(6,405,255.81)	4,809,252.20
As at December 31, 2019	625,646,251.11	10,345,725.00	593,462,843.93	1,431,099.45	33,131,038.47	2,916,419,588.07	43,572,706.67	44,657,099.99	2,332,721,314.65	6,601,387,667.34
Acquisition	43,880,960.75	-	8,851,558.53	-	4,542,152.69	47,021,884.83	5,107,176.48	720,000.00	835,409,089.18	945,532,822.46
Disposal	(3,300,708.76)	-	(1,648,826.30)	-	(119,788.97)	(10,183,098.60)	(1,341,624.32)	(2,110,489.66)	-	(18,704,536.61)
Transferred in (out)	44,732,683.67	-	312,710,774.46	-	-	2,534,060,584.00	141,884.56	(10,310,000.00)	(2,694,110,413.90)	187,225,512.79
As at December 31, 2020	710,959,186.77	10,345,725.00	913,376,350.62	1,431,099.45	37,553,402.19	5,487,318,958.30	47,480,143.39	32,956,610.33	474,019,989.93	7,715,441,465.98
Accumulated depreciation										
As at December 31, 2018	1,923,027.74	10,145,725.00	50,358,937.54	358,362.99	22,517,660.24	435,956,615.36	23,068,881.05	31,373,640.24	-	575,702,850.16
Depreciation	144,199.72	-	21,230,931.90	286,219.77	3,215,067.06	134,929,671.58	4,615,301.25	2,024,888.99	-	166,446,280.27
Transferred in (out)	-	-	-	-	-	-	23,522.18	-	-	23,522.18
Depreciation - write off	-	-	-	-	(4,364,090.68)	(1,370,603.73)	(508,477.42)	(3,864,941.26)	-	(10,108,113.09)
As at December 31, 2019	2,067,227.46	10,145,725.00	71,589,869.44	644,582.76	21,368,636.62	569,515,683.21	27,199,227.06	29,533,587.97	-	732,064,539.52
Depreciation	154,661.10	-	26,225,497.06	286,219.68	3,804,268.08	179,817,992.48	5,376,248.09	687,129.01	-	216,352,015.50
Transferred in (out)	-	2,860.26	59,535.76	-	-	3,018,841.57	110,838.46	(2,293,801.73)	-	898,274.32
Depreciation - write off	-	-	(60,835.83)	-	(47,556.80)	(10,051,956.26)	(1,283,770.70)	(2,030,487.65)	-	(13,474,607.24)
As at December 31, 2020	2,221,888.56	10,148,585.26	97,814,066.43	930,802.44	25,125,347.90	742,300,561.00	31,402,542.91	25,896,427.60	-	935,840,222.10
Provision for impairment of assets										
As at December 31, 2018	-	-	-	-	-	-	-	-	-	-
Increase	-	-	123,373.70	-	-	-	-	-	-	123,373.70
Decrease	-	-	-	-	-	-	-	-	-	-
As at December 31, 2019	-	-	123,373.70	-	-	-	-	-	-	123,373.70
Increase	-	-	-	-	-	-	-	-	-	-
Decrease	-	-	(123,373.70)	-	-	-	-	-	-	(123,373.70)
As at December 31, 2020	-	-	-	-	-	-	-	-	-	-
Net book value										
As at December 31, 2020	708,737,298.21	197,139.74	815,562,284.19	500,297.01	12,428,054.29	4,745,018,397.30	16,077,600.48	7,060,182.73	474,019,989.93	6,779,601,243.88
As at December 31, 2019	623,579,023.65	200,000.00	521,749,600.79	786,516.69	11,762,401.85	2,346,903,904.86	16,373,479.61	15,123,512.02	2,332,721,314.65	5,869,199,754.12

Depreciation for the year ended December 31, 2020 and 2019 amounted to Baht 216,352,015.50 and Baht 166,446,280.27 respectively.

Partial of land and its construction and machinery are mortgaged for the credit line as stated in notes No. 23, 28 and 43.

As at December 31, 2020, the Company and subsidiaries has assets at cost of Baht 200.96 million and net book value amount of Baht 23.03 million (as at December 31, 2019, at cost of Baht 174.08 million and net book value of Baht 14.78 million) which were fully depreciated but are still in used.

	Separate financial statements									(Unit : Baht)
	Land and land	Land - earthen	Building	Infrastructure	Tools and equipment	Machinery	Office fixture	Vehicles	Assets under	Total
	improvements	ponds					and equipment		installation	
Assets - Cost										
As at December 31, 2018	33,645,698.55	10,345,725.00	46,052,140.16	1,431,099.45	26,446,132.12	115,631,583.83	23,996,825.31	29,240,409.85	2,932,957.84	289,722,572.11
Acquisition	-	-	4,640,000.00	-	3,756,014.78	18,656,200.00	4,041,845.54	45,794.39	2,296,827.99	33,436,682.70
Disposal	-	-	-	-	(4,519,522.96)	(79,400.00)	(491,958.91)	(4,506,542.26)	-	(9,597,424.13)
Transferred in (out)	271,370.00	-	981,687.93	-	-	-	-	-	(1,253,057.93)	-
As at December 31, 2019	33,917,068.55	10,345,725.00	51,673,828.09	1,431,099.45	25,682,623.94	134,208,383.83	27,546,711.94	24,779,661.98	3,976,727.90	313,561,830.68
Acquisition	-	-	2,320,000.00	-	1,148,484.01	-	1,568,034.15	295,000.00	6,468,067.10	11,799,585.26
Disposal	-	-	-	-	(20,700.00)	(10,027,115.89)	(1,341,624.32)	(2,110,489.66)	-	(13,499,929.87)
Transferred in (out)	-	-	10,444,795.00	-	-	(16,907,200.00)	-	-	(10,444,795.00)	(16,907,200.00)
As at December 31, 2020	33,917,068.55	10,345,725.00	64,438,623.09	1,431,099.45	26,810,407.95	107,274,067.94	27,773,121.77	22,964,172.32	-	294,954,286.07
Accumulated depreciation										
As at December 31, 2018	1,923,027.74	10,145,725.00	16,692,280.18	358,362.99	21,455,153.07	99,927,441.57	17,590,978.31	24,865,193.21	-	192,958,162.07
Depreciation	144,199.72	-	3,950,632.41	286,219.77	2,170,922.72	4,471,611.34	2,366,239.28	438,570.88	-	13,828,396.12
Depreciation - write off	-	-	-	-	(4,252,885.65)	(79,396.00)	(460,676.96)	(3,864,941.26)	-	(8,657,899.87)
Transferred in (out)	-	-	-	-	-	-	-	-	-	-
As at December 31, 2019	2,067,227.46	10,145,725.00	20,642,912.59	644,582.76	19,373,190.14	104,319,656.91	19,496,540.63	21,438,822.83	-	198,128,658.32
Depreciation	154,661.10	-	4,849,397.69	286,219.68	2,217,653.78	1,573,923.89	2,687,051.55	430,111.69	-	12,199,019.38
Depreciation - write off	-	-	-	-	(20,699.00)	(10,027,111.89)	(1,283,770.70)	(2,030,487.65)	-	(13,362,069.24)
Transferred in (out)	-	-	-	-	-	(1,219,605.41)	-	-	-	(1,219,605.41)
As at December 31, 2020	2,221,888.56	10,145,725.00	25,492,310.28	930,802.44	21,570,144.92	94,646,863.50	20,899,821.48	19,838,446.87	-	195,746,003.05
Net book value										
As at December 31, 2020	31,695,179.99	200,000.00	38,946,312.81	500,297.01	5,240,263.03	12,627,204.44	6,873,300.29	3,125,725.45	-	99,208,283.02
As at December 31, 2019	31,849,841.09	200,000.00	31,030,915.50	786,516.69	6,309,433.80	29,888,726.92	8,050,171.31	3,340,839.15	3,976,727.90	115,433,172.36

Depreciation for the year ended December 31, 2020 and 2019 amounted to Baht 12,199,019.38 and Baht 13,828,396.12 respectively.

As at December 31, 2020, the Company has mortgaged land, building and machinery which has book value in the financial statements amount of Baht 50.11 million (as at December 31, 2019 : Baht 51.04 million) used as collateral against credit lines from financial institutions as stated in notes 23, 28 and 43.

As at December 31, 2020, the Company has assets cost of Baht 156.57 million and net book value amount of Baht 12.88 million (as at December 31, 2019, at cost of Baht 158.10 million and net book value of Baht 9.17) which were fully depreciated but are still in used.

## 20. RIGHT-OF-USE ASSETS

	Consolidated financial statements		(Unit : Baht)
	Machinery	Vehicle	Total
Cost:-			
As at December 31, 2018	-	-	-
Acquisition	-	-	-
Disposal	-	-	-
Transferred in (out)	-	-	-
As at December 31, 2019	-	-	-
Acquisition	53,903,738.31	12,264,233.65	66,167,971.96
Disposal	-	-	-
Transferred in (out)	21,019,349.53	10,310,000.00	31,329,349.53
As at December 31, 2020	74,923,087.84	22,574,233.65	97,497,321.49
Accumulated amortization:-			
As at December 31, 2018	-	-	-
Depreciation	-	-	-
Depreciation - write off	-	-	-
Transferred in (out)	-	-	-
As at December 31, 2019	-	-	-





	Consolidated financial statements		(Unit : Baht)
	Machinery	Vehicle	Total
Accumulated amortization:-			
Depreciation	10,457,100.44	2,059,748.20	12,516,848.64
Depreciation - write off	-	-	-
Transferred in (out)	1,262,860.61	2,293,801.73	3,556,662.34
As at December 31, 2020	11,719,961.05	4,353,549.93	16,073,510.98
Net book value			
As at December 31, 2020	63,203,126.79	18,220,683.72	81,423,810.51
As at December 31, 2019	-	-	-

Depreciation for the year ended December 31, 2020 amounted to Baht 12,516,848.64

	Separate financial statements		(Unit : Baht)
	Machinery	Vehicle	Total
Cost:-			
As at December 31, 2018	-	-	-
Acquisition	-	-	-
Disposal	-	-	-
Transferred in (out)	-	-	-
As at December 31, 2019	-	-	-
Acquisition	-	9,056,757.02	9,056,757.02
Disposal	-	-	-
Transferred in (out)	16,907,200.00	-	16,907,200.00
As at December 31, 2020	16,907,200.00	9,056,757.02	25,963,957.02
Accumulated depreciation			
As at December 31, 2018	-	-	-
Depreciation	-	-	-
Depreciation - write off	-	-	-
Transferred in (out)	-	-	-
As at December 31, 2019	-	-	-

	Separate financial statements		
	Machinery	Vehicle	(Unit : Baht)
Depreciation	2,705,152.03	661,136.08	3,366,288.11
Depreciation - write off	-	-	-
Transferred in (out)	1,219,605.41	-	1,219,605.41
As at December 31, 2020	3,924,757.44	661,136.08	4,585,893.52
Net book value			
As at December 31, 2020	12,982,442.56	8,395,620.94	21,378,063.50
As at December 31, 2019	-	-	-

Depreciation for the year ended December 31, 2020 amounted to Baht 3,366,288.11

#### . OTHER INTANGIBLE ASSETS

	Consolidated financial statements		(Unit : Baht)
	Computer software	Software under installation	Total
Cost:-			
As at December 31, 2018	12,749,261.54	2,720,000.00	15,469,261.54
Increase	102,700.00	900,000.00	1,002,700.00
Write off	-	-	-
Transferred in (out)	-	-	-
As at December 31, 2019	12,851,961.54	3,620,000.00	16,471,961.54
Increase	442,220.00	900,000.00	1,342,220.00
Write off	(410,103.00)	-	(410,103.00)
Transferred in (out)	4,591,900.00	(4,520,000.00)	71,900.00
As at December 31, 2020	17,475,978.54	-	17,475,978.54
Accumulated amortization:-			
As at December 31, 2018	10,697,677.81	-	10,697,677.81
Amortization for the year	897,868.24	-	897,868.24
Write off	-	-	-
Transferred in (out)	-	-	-
As at December 31, 2019	11,595,546.05	-	11,595,546.05

	Consolidated financial statements		(Unit : Baht)
	Computer software	Software under installation	Total
Amortization for the year	1,233,713.92	-	1,233,713.92
Write off	(292,333.10)	-	(292,333.10)
Transferred in (out)	30,607.82	-	30,607.82
As at December 31, 2020	-	-	12,567,534.69
Net book value			
As at December 31, 2020	17,475,978.54	-	4,908,443.85
As at December 31, 2019	1,256,415.49	3,620,000.00	4,876,415.49

Amortization for the year ended December 31, 2020 and 2019 amounted to Baht 1,233,713.92 and Baht 897,868.24 respectively.

	Separate financial statements			(Unit : Baht)
	Computer software	Goodwill	Software under installation	Total
Cost:-				
As at December 31, 2018	10,150,288.43	-	2,720,000.00	12,870,288.43
Increase	75,700.00	-	900,000.00	975,700.00
Write off	-	-	-	-
Transfer in /(Transfer out)	-	-	-	-
As at December 31, 2019	10,225,988.43	-	3,620,000.00	13,845,988.43
Increase	340,970.00	-	900,000.00	1,240,970.00
Write off	-	-	-	-
Transfer in /(Transfer out)	4,520,000.00	-	(4,520,000.00)	-
As at December 31, 2020	15,086,958.43	-	-	15,086,958.43
Accumulated amortization:-				
As at December 31, 2018	9,399,247.38	-	-	9,399,247.38
Amortization for the year	419,363.77	-	-	419,363.77
Write off	-	-	-	-
Transfer in /(Transfer out)	-	-	-	-
As at December 31, 2019	9,818,611.15	-	-	9,818,611.15

	Separate financial statements			(Unit : Baht)
	Computer software	Goodwill	Software under installation	Total
Amortization for the year	835,168.24	-	-	835,168.24
Write off	-	-	-	-
Transfer in /(Transfer out)	-	-	-	-
As at December 31, 2020	10,653,779.39	-	-	10,653,779.39
Net book value				
As at December 31, 2020	4,433,179.04	-	-	4,433,179.04
As at December 31, 2019	407,377.28	-	3,620,000.00	4,027,377.28

Amortization for the year ended December 31, 2020 and 2019 amounted to Baht 835,168.24 and Baht 419,363.77 respectively.

## 22. ADVANCE PAYMENT FOR SERVICE

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Advance payment for service	64,900,000.00	74,000,000.00	-	-
Prepayments for operation	11,652,803.73	11,652,803.73	-	-
Total	76,552,803.73	85,652,803.73	-	-
Less Allowance for impairment	(6,917,668.39)	(6,347,108.68)	-	-
Advance payment for service	69,635,135.34	79,305,695.05	-	-
Less Advance payment refundable				
within 1 year.	(11,656,140.00)	-	-	-
Advance payment for service-net	57,978,995.34	79,305,695.05	-	-

Prepaid for operation was made by Maewong Energy Co., Ltd to Bio Plants Raw Material Co., Ltd. for using in operation to plant energy crops which were used as fuel to generate electricity for sale but such company is unable to comply with the covenant in agreement. Maewong Energy Co., Ltd., therefore, has provided the provision for impairment for the recoverable amount.

## 23. BANK OVERDRAFTS AND SHORT-TERM LOANS FROM FINANCIAL INSTITUTIONS

	Interest rate		Baht			
	(% ) per annum		Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019	2020	2019
Overdraft	5.45 - 5.95	6.45 - 6.95	63,441,638.90	57,611,486.12	63,441,638.90	55,795,335.15
Short-term loans	3.75 - 5.25	4.775 - 6.50	554,600,000.80	326,391,103.68	299,600,000.80	126,391,103.68
Less Prepaid interest expenses			(1,954,236.63)	(1,286,124.10)	-	-
Net			616,087,403.07	382,716,465.70	363,041,639.70	182,186,438.83

As at December 31, 2020, the Group has bank overdraft and short-term loans from financial institutions in amount of Baht 1,826.38 million (as at December 31, 2019 : Baht 1,512.80 million). Such loans are guaranteed by trade accounts receivable as stated in note 8.1, Land with buildings and machinery in note 19 and certain of director and shareholder guarantee by shareholding common share of subsidiaries.

## 24. TRADE ACCOUNTS PAYABLE AND OTHER CURRENT PAYABLES

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Trade accounts payable	694,596,289.74	816,040,546.56	351,258,267.60	560,233,708.43
Trade notes payable	62,791.86	4,930,684.02	-	4,850,000.00
Total	694,659,081.60	820,971,230.58	351,258,267.60	565,083,708.43
Other current payables				
Other accrued expenses	98,135,653.82	55,609,846.32	32,114,386.81	30,352,133.25
Accrued interest expenses	2,494,415.02	3,029,576.38	283,473.68	125,929.11
Accrued withholding tax	2,410,966.31	8,007,467.40	7,815.02	27,406.72
Payable - Revenue Department	11,869,210.76	15,232,784.00	6,069,512.76	12,101,913.20
Undue output tax	43,575,401.79	58,157,888.63	27,621,558.14	33,164,442.06
Estimated contingent liabilities	8,149,604.14	1,234,231.09	8,149,604.14	1,234,231.09
Other payables	62,915,015.62	23,573,804.12	2,094,237.06	2,987,154.55
Total	229,550,267.46	164,845,597.94	76,340,587.61	79,993,209.98
Total trade accounts payable and other current payables	924,209,349.06	985,816,828.52	427,598,855.21	645,076,918.41

The Company recorded liabilities from lawsuit that the Primary Court judged and ordered the Company to pay damage to a group of person filing litigation Baht 152,600.00 together with interest rate 7.50 % per annum of the principal from the litigation date until fully paid and court fee. During 2017, the Appeal Court judged and ordered the Company to pay additional damage from the Primary Court Baht 502,646.00 together with interest rate 7.50 % per annum. On April 11, 2018, the Company paid to the Court under the Appeal Court judgement by making cashier cheque paid to Southern Bangkok Civil Court. Baht 61,753.42. During 2019, The Supreme Court has finally judged and ordered the Company to pay damage Baht 918,223.00 together with interest 7.5 % per annum.

During 2020, the Company already made debt repayment to 1 sufferer Baht 578,223.00 with the remaining amount of Baht 340,000.00 according to the Supreme Court judgement.

on January 22, 2019, The Company was sued by the company receiving right transferred for installment payment collection project at Hat Yai airport office from employer of the Company at Civil Court Black case no Por.293/2562 claiming for damage Baht 10,096,993.38 which is installment works payment. The Primary Court judged by ordering the Company to pay Baht 4,481,077.90 including interest 7.50 % per annum and the Appeal Court revised judgement of the Primary Court by ordering the Company to pay Baht 6,652,504.54 including interest 7.50 % per annum of the principal from litigation date until fully paid and the court fee. The case is being filed a petition

## **25. RETENTION PAYABLE**

The Group withheld retention money from the contractors as security for their work performance, at the rate of 5% of the contractors' billings. The retention money shall be refunded to the contractors upon the completion of works and whenever the contractors do not infringe upon the conditions set forth in the agreements.

## **26. CONSTRUCTION CONTRACT LIABILITIES**

Construction contract liabilities represent cash advances from customers at the rate ranging from 5 - 25% of total contracted amount deducted from each installment collected from customer.

## 27. TO BUY AND TO SELL CONTRACT LIABILITIES

	Baht	
	Consolidated financial statements	
	2020	2019
Contract assets/unrealized installment due		
Installment due	367,900,000.00	1,047,722,698.00
<u>Less</u> Realized income	(367,900,000.00)	(1,047,677,698.00)
To buy and to sell contract liabilities	-	45,000.00
Obligation from developing project on hand		
Number of project on hand, beginning of the period	1	2
Number of new project	-	-
Number of Closed down project	-	(1)
Number of project on hand, end of the period	1	1
Value of project on hand (Baht)	396,960,000.00	388,748,000.00
Contract sales value (Baht)	396,960,000.00	339,419,000.00
% sales value of project on hand	0.90	0.87

## 28. LONG-TERM LOANS

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Long-term loans	3,641,141,878.74	3,549,754,333.73	97,268,590.53	142,354,333.73
Less Current portion	(598,645,965.44)	(592,135,730.23)	(51,208,161.01)	(48,575,730.23)
Long-term loans, net	3,042,495,913.30	2,957,618,603.50	46,060,429.52	93,778,603.50

The Company has long-term loan from a domestic financial institution Baht 150 million by making principal together with interest 36 installments from the first drawdown date at interest rate MLR-2.525 per annum secure by common share of subsidiary held by the Company by maintaining ratio price per book value (P/BV) of such common share not less than 1.13.

The Company has long-term loan from a domestic financial institution by issuing bill of exchange Baht 5.76 million maturity on October 18, 2021 secured a trade accounts receivable as stated in note 8.1.

Chang Raek Bio Power Company Limited, a subsidiary company of TPC Power Holding Public Company Limited, has a long-term loan from a local financial institution in the amount of Baht 500 million, and total loans repayment will be made in accordance with the agreement within 81 months from the first withdrawal date. The interest is payable on a monthly basis at the rate of MLR-1.25% and MLR-2 % per annum since March 1, 2017 guaranteed by fixed deposit as stated in note 15 and mortgaging land with construction and machineries of the project as stated in note 19 and Thai Polycons Public Company Limited. On June 13, 2017, the Company has entered into revised loan agreement no.3 in guarantee contract for total remaining loan Baht 281.62 million guaranteed by TPC Power Holding Plc. as previously guaranteed by Thai Polycons Plc. During the period, The Company completely paid and collateral is being released.

Maewong Energy Company Limited, a subsidiary of TPC Power Holding Public Company Limited, has credit line from domestic financial institution amount of Baht 500 million, maturity within 116 months (inclusive principal grace period), the principal grace period is granted for 20 months counting from the signing date or 6 months after the borrower operated commercial electricity plant whichever is earlier and interest is payable on a monthly basis at the rate of MLR -1.50% per annum for the 1th - 48th month and at the rate of MLR -1.25% per annum for the 49th - 116th month, guaranteed by mortgaging land with its construction and machineries including total equipment in electricity in note 19, generating system as and TPC Power Holding Plc. in proportion of shareholding and transferring the right to receive electricity fee from Provincial Electricity Authority to the bank.

Thungsung Green Company Limited, a subsidiary of TPC Power Holding Public Company Limited, has credit line fully used from a local financial institution in the amount of Baht 500 million, already reached the limit. The Company made agreement for request making payment earlier first installment commencing in April 2017 and repayment will be fully paid in November 2025. The interest is payable on a monthly basis at the rate of MLR-1.5% per annum. Throughout of the agreement periods, the loans are guaranteed by fixed deposit as stated in note 15 and mortgaging land with its construction and machineries including all equipment of the electricity in note 19, current generating system as and TPC Power Holding Plc. Based on shareholding proportion, transfer the right to receive electricity fee from the Provincial Electricity Authority to the bank and required to maintain cash in the accounts for reserving the principal and interest repayment for 1 installment by gradually made within 4 months from the Commercial Operation Date (COD).



Phathalung Green Power Company Limited, a subsidiary of TPC Power Holding Public Company Limited, has credit line from a local financial institution in the amount of Baht 500 million. The first installment of principals is repayable in the 25th month maturity and total loans repayment will be made in accordance with the agreement within 120 months from the first withdrawal date (the grace period is granted for 24 months from the first of loans withdrawal date). The interest is payable on a monthly basis at the rate of MLR-2% per annum. Throughout of the agreement periods, the loans are guaranteed by fixed deposit as stated in note 15 and mortgaging land with its construction and machineries including all equipment of the electricity in note 19 current generating system and as and TPC Power Holding Plc. based on shareholding proportion, transfer the right to receive electricity fee from the Provincial Electricity Authority to the bank and required to maintain cash in the accounts for reserving the principal and interest repayment for 1 installment by gradually made within 4 months from the Commercial Operation Date (COD).

Satun Green Power Company Limited, a subsidiary of TPC Power Holding Public Company Limited, has credit line from a local financial institution in the amount of Baht 500 million. The first installment of principals is repayable in the 25th month maturity and total loans repayment will be made in accordance with the agreement within 120 months from the first withdrawal date (the grace period is granted for 24 months from the first of loans withdrawal date). The interest is payable on a monthly basis at the rate of MLR-2% per annum. Throughout of the agreement periods, the loans are guaranteed by fixed deposit as stated in note 15 and mortgaging land with its construction and machineries including all equipment of the electricity in note 19 current generating system and as and TPC Power Holding Plc. based on shareholding proportion, transfer the right to receive electricity fee from the Provincial Electricity Authority to the bank and required to maintain cash in the accounts for reserving the principal and interest repayment for 1 installment by gradually made within 4 months from the Commercial Operation Date (COD).

Pattani Green Co., Ltd. a subsidiary of TPC POWER Holding Plc. has credit line from a local financial institution amount of Baht 1,450 million. The first installment of principal is repayable on the 6th month from Commercial Operation Date (COD) not later than July 2020 and total loans repayment will be made in accordance with agreement 96 months (the grace period is granted for 21 months from the first of the first installment loan withdraw on March 9, 2018). The interest is payable on a monthly basis at a monthly basis at the interest MLR-2% per annum throughout the agreement period. The loan are guaranteed by mortgaged land with its construction and machineries including all equipment of the electricity in note 19 current generating system as TPC Power Holding Plc. based on shareholding proportion, transfer the right to receive electricity fee from the Provincial Electricity Authority to the bank and required to maintain cash in the accounts for reserving the principal and interest repayment for 2 installments within 2 years from the Commercial Operation Date (COD) not later than June 2021.

TPCH Power 1 Co.,Ltd., a subsidiary of TPC Power Holding Public Company Limited, has credit line from a local financial institution Baht 500 million. The first installment of principals is repayable in the 19th month maturity and total in the amount of loans repayment will be made in accordance with the agreement within 125 months from the first withdrawal date (the grace period is granted for 18 months from the first of loans withdrawal date). The interest is payable on a monthly basis at the rate of MLR-1.5 % per annum for 3 years period and MLR-1.00 % throughout of the agreement periods, the loans are guaranteed by mortgaging land with its construction and machineries including all equipment of the electricity in note 19 current generating system and as TPC Power Holding Plc. based on shareholding proportion, transfer the right to receive electricity fee from the Provincial Electricity Authority to the bank and request to maintain cash balance in bank account in order to cover principal and interest not less than 6 months.

TPCH Power 2 Co.,Ltd., a subsidiary of TPC Power Holding Public Company Limited, has credit line from a local financial institution in the amount of Baht 500 million. The first installment of principals is repayable in the 19th month maturity and total loans repayment will be made in accordance with the agreement within 125 months from the first withdrawal date (the grace period is granted for 18 months from the first of loans withdrawal date). The interest is payable on a monthly basis at the rate of MLR-1.5% per annum for 3 years period and MLR-1.00 throughout of the agreement periods, the loans are guaranteed by mortgaging land with its construction and machineries including all equipment of the electricity in note 19 current generating system and TPC Power Holding Plc. based on shareholding proportion, transfer the right to receive electricity fee from the Provincial Electricity Authority to the bank and request to maintain cash balance in bank account in order to cover principal and interest not less than 6 months.

TPCH Power 5 Co.,Ltd., a subsidiary of TPC Power Holding Public Company Limited, has credit line from a local financial institution in the amount of Baht 360 million. The first installment of principals is repayable in the 19th month maturity and total loans repayment will be made in accordance with the agreement within 144 months from the first withdrawal date (the grace period is granted for 18 months from the first of loans withdrawal date). The interest is payable on a monthly basis at the rate of MLR-1.5% per annum for 3 years period and MLR-1.00 throughout of the agreement periods, the loans are guaranteed by mortgaging land with its construction and machineries including all equipment of the electricity in note 19 current generating system and TPC Power Holding Plc. based on shareholding proportion, transfer the right to receive electricity fee from the Provincial Electricity Authority to the bank and required to maintain cash in the accounts for reserving the principal and interest repayment for 6 installment by gradually made within 9 months from the Commercial Operation Date (COD).

The loan agreement contains certain restrictions and practices such as the preservation a certain debt-to-equity ratio and the restriction on dividend payment.

Movement of long-term loans from financial institutions for the year ended December 31, 2020 summarized as follows:

	Baht	
	Consolidated	Separate
	financial statements	financial statements
Balance, as at December 31, 2019	3,549,754,333.73	142,354,333.73
Add Loan received	538,304,000.00	-
Loan received - Bill of exchange	5,760,737.57	5,760,737.57
Less Loan repayment	(452,677,192.56)	(50,846,480.77)
Total	3,641,141,878.74	97,268,590.53
Less Current portion of long-term loans	(598,645,965.44)	(51,208,161.01)
Balance, as at December 31, 2020	3,042,495,913.30	46,060,429.52

## 29. LEASE LIABILITIES

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Lease liabilities	70,241,035.53	22,329,602.82	20,026,986.81	15,872,948.47
Less Current portion of lease liabilities	(17,333,548.45)	(8,512,244.54)	(5,104,929.74)	(3,477,232.54)
Net	52,907,487.08	13,817,358.28	14,922,057.07	12,395,715.93

The minimum amounts to be paid under lease liabilities are as follows :

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Within 1 year	19,518,463.91	9,279,039.88	5,721,464.42	4,048,206.00
Over 1 year less than 5 years	55,922,787.87	14,764,294.71	15,699,800.07	13,316,781.00
Total	75,441,251.78	24,043,334.59	21,421,264.49	17,364,987.00
Less Future interest to be paid				
Finance lease	(5,200,216.25)	(1,713,731.77)	(1,394,277.68)	(1,492,038.53)
Present value of financial lease liabilities	70,241,035.53	22,329,602.82	20,026,986.81	15,872,948.47

### 30. NON-CURRENT PROVISIONS FOR EMPLOYEE BENEFIT

Changes in present value of employee benefit obligations plan for the year ended December 31, 2020 and 2019

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Employee benefit obligations plan at the				
beginning of year	32,551,487.00	24,715,661.00	21,739,777.00	17,265,448.00
Current cost of plan and interest	5,596,303.27	5,826,531.82	3,417,924.00	3,627,807.00
Past cost recognized in the period	-	583,360.00	-	548,272.00
Decreasing in employee benefit obligations				
Actuarial losses (gains)	4,782,203.00	4,206,907.00	4,752,228.00	2,212,658.00
Employee benefits paid	(2,904,008.27)	(2,780,972.82)	(1,704,000.00)	(1,914,408.00)
Employee benefit obligations plan				
at the ending of year	40,025,985.00	32,551,487.00	28,205,929.00	21,739,777.00

The principle of actuarial assumption as at the reporting date is as follows :

	Consolidated	Separate
	financial statements	financial statements
for the year ended December 31, 2020		
Discount rate	1.60-2.18	1.60
Salaries increase rate	6.69-7.63	6.69
Employee turnover (employee of all ages)	0 - 21	0-21
Mortality rate (The year of 2018 Mortality Tables Thailand)	100.00	100.00
Disability rate (The year of 2018 Mortality Tables Thailand)	10.00	10.00

### Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	Baht			
	Consolidated financial statements		Separate financial statements	
	Increase	Decrease	Increase	Decrease
Defined benefit obligation at December 31, 2020				
Discount rate (0.50% movement)	(2,269,685.00)	2,477,687.00	(1,310,003.00)	1,424,754.00
Future salary growth (0.50% movement)	2,162,598.00	(2,172,862.00)	1,320,930.00	(1,229,995.00)
Turnover rates (0.50% movement)	(1,775,185.00)	2,050,525.00	(1,205,230.00)	1,612,436.00

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

### 31. DIVIDEND

- 31.1 According to the ordinary shareholder meeting no.1/ 2020 held on June 26, 2020, passed resolution to pay dividend from net profit for the year ended December 31, 2019 Baht 0.06881 per share amount of Baht 39.41 million paid by interim dividend according to the Board of Director meeting no. 3/ 2020 held on April 23, 2020. Such dividend was already paid on May 20, 2020.
- 31.2 TPC Power Holding Public Company Limited a subsidiary.
- 31.2.1 According to annual ordinary shareholder meeting of the year 2019, held on April 24, 2019 passed resolution to pay dividend of the year 2018 Baht 0.0623 per share amount of Baht 24.99 million. Such dividend was paid on May 24, 2019
- 31.2.2 According to the Board of Director meeting no.4/2019 held on August 7, 2019 passed resolution to pay interim dividend for the year 2019, at the rate Baht 0.084 per share total amount of Baht 33.70 million. such dividend was paid to shareholders on September 5, 2019.

31.2.3 According to annual ordinary shareholder meeting of the year 2020, held on June 26, 2020, passed resolution to pay dividend from net profit for the year 2019 Baht 0.207 per share amount of Baht 83.05 million. according to the Board of Director meeting no. 4/ 2019 held on August 7, 2019 Dividend of such year was already paid as interim dividend Baht 0.084 per share amount of Baht 33.70 million on September 5, 2019 and also additionally paid by interim dividend Baht 0.123 per share amount of Baht 49.35 million according to the Board of Director meeting no. 1/ 2020 held on April 23, 2020. Such dividend was already paid on May 20, 2020.

31.2.4 According to the Board of Director meeting no.6/2020 held on August 6, 2020, passed resolution to pay interim dividend from performance of six-month of the year 2020 at the rate Baht 0.088 per share total amount of Baht 35.31 million by defining record date of shareholders on August 21, 2020 and dividend will be paid on September 3, 2020.

31.3 Chang Raek Bio Power Company Limited a subsidiary company of TPC Power Holding Public Company Limited.

31.3.1 According to the Board of Director meeting no.1/2019 held on January 14, 2019, such company passed resolution to pay interim dividend Baht 1.75 per share amount of Baht 35.00 million. Such dividend was paid on February 21, 2019.

31.3.2 According to the Board of Director meeting no.3/2019 held on April 19, 2019, such company passed resolution to pay interim dividend at the rate Baht 1.25 per share total amount of Baht 25.00 million. Such dividend was paid on May 15, 2019.

31.3.3 According to the Board of Director meeting no.4/2019 held on July 22, 2019, such company passed resolution to pay interim dividend at the rate Baht 1.25 per share total amount of Baht 25.00 million. Such dividend was paid on August 15, 2019.

31.3.4 According to the Board of Director meeting no.6/2019 held on October 21, 2019, passed resolution to pay interim dividend at the rate Baht 1.25 per share total amount of Baht 25.00 million. Such dividend was paid on November 19, 2019.

31.3.5 According to the Board of Director meeting no.1/2020 held on January 21, 2020, passed resolution to pay interim dividend at the rate Baht 1.00 per share total amount of Baht 20.00 million. Such dividend was paid on February 20, 2020.

31.3.6 According to the Board of Director meeting no.3/2020 held on May 5, 2020, passed resolution to pay interim dividend at the rate Baht 1.25 per share total amount of Baht 25.00 million. Such dividend was paid on May 13, 2020.

- 31.3.7 According to the Board of Director meeting no.4/2020 held on June 19, 2020, passed resolution to pay interim dividend at the rate Baht 0.50 per share total amount of Baht 10.00 million. Such dividend was paid on June 26, 2020.
- 31.3.8 According to the Board of Director meeting no.5/2020 held on July 29, 2020, passed resolution to pay interim dividend at the rate Baht 1.25 per share total amount of Baht 25.00 million. Such dividend was paid on August 17, 2020.
- 31.3.9 According to the Board of Director meeting no.6/2020 held on September 18, 2020, passed resolution to pay interim dividend at the rate Baht 0.35 per share total amount of Baht 7.00 million. Such dividend was paid on September 23, 2020.
- 31.3.10 According to the Board of Director meeting no.9/2020 held on October 16, 2020, passed resolution to pay interim dividend at the rate Baht 0.35 per share total amount of Baht 7.00 million. Such dividend was paid on October 19, 2020. To pay interim dividend from operation of 3rd quarter of 2020 at the rate Baht 1.30 per share total amount of Baht 26.00 million. Such dividend was paid on November 11, 2020
- 31.4 Maewong Energy Co., Ltd, a subsidiary company of TPC Power Holding Public Company Limited.
- 31.4.1 According to the Board of Director meeting no.2/2019 held on April 22, 2019, passed resolution to pay interim dividend at the rate Baht 2.50 per share total amount of Baht 5.00 million and set aside legal reserve 5% of net profit for the period ended March 31, 2019 Baht 0.87 million. Such dividend was paid on May 15, 2019
- 31.4.2 According to the Board of Director meeting no.3/2019 held on July 22, 2019 passed resolution to pay interim dividend at the rate Baht 5.00 per share total amount of Baht 10.00 million and set aside legal reserve 5% of net profit for the period ended June 30, 2019 Baht 0.94 million. Such dividend was paid on August 15, 2019.
- 31.4.3 According to the Board of Director meeting no.6/2019 held on October 21, 2019, passed resolution to pay interim dividend at the rate Baht 2.50 per share total amount of Baht 5.00 million and set aside legal reserve 5% of net profit for the period ended September 30, 2019 Baht 1.29 million. Such dividend was paid on November 12, 2019.
- 31.4.4 According to the Board of Director meeting no.1/2020 held on January 28, 2020, passed resolution to pay interim dividend at the rate Baht 2.50 per share total amount of Baht 5.00 million and set aside legal reserve 5% of net profit for the year ended December 31, 2019 Baht 1.33 million. Such dividend was paid on February 20, 2020.
- 31.4.5 According to the Board of Director meeting no.4/2020 held on May 5, 2020, passed resolution to pay interim dividend at the rate Baht 2.50 per share total amount of Baht 5.00 million and set aside legal reserve 5% of net profit for the period ended March 31, 2020 Baht 1.38 million. Such dividend was paid on May 13, 2020.

31.4.6 According to the Board of Director meeting no.5/2020 held on July 29, 2020, passed resolution to pay interim dividend at the rate Baht 8.00 per share total amount of Baht 16.00 million Such dividend was paid on August 17, 2020.

31.4.7 According to the Board of Director meeting no.6/2020 held on October 16, 2020, passed resolution to pay interim dividend at the rate Baht 3.50 per share total amount of Baht 7.00 million Such dividend was paid on November 18, 2020.

31.5 Thungsung Green Co., Ltd, a subsidiary company of TPC Power Holding Public Company Limited.

31.5.1 According to the Board of Director meeting no.1/2019 held on January 14, 2019, the meeting passed resolution to pay interim dividend Baht 12.00 per share amount of Baht 24.00 million and set aside legal reserve 5% of profit of the year ended December 31, 2018 Baht 1.80 million. Such dividend was paid on February 21, 2019.

31.5.2 According to the Board of Director meeting no.3/2019 held on April 19, 2019, passed resolution to pay interim dividend Baht 10.00 per share amount of Baht 20.00 million and set aside legal reserve 5% of net profit for the period ended March 31, 2019 Baht 1.59 million . Such dividend was paid on May 15, 2019.

31.5.3 According to the Board of Director meeting no.5/2019 held on July 22, 2019 passed resolution to pay interim dividend at the rate Baht 12.50 per share total amount of Baht 25.00 million and set aside legal reserve 5% of net profit for the period ended June 30, 2019 Baht 1.86 million. Such dividend was paid on August 15, 2019.

31.5.4 According to the Board of Director meeting no.7/2019 held on October 21, 2019, passed resolution to pay interim dividend at the rate Baht 15.00 per share total amount of Baht 30.00 million and set aside legal reserve 5% of net profit for the period ended September 30, 2019 Baht 1.94 million. Such dividend was paid on November 19, 2019.

31.5.5 According to the Board of Director meeting no.1/2020 held on January 21, 2020, passed resolution to pay interim dividend at the rate Baht 12.00 per share total amount of Baht 24.00 million Such dividend was paid on February 20, 2020.

31.5.6 According to the Board of Director meeting no.3/2020 held on May 5, 2020, passed resolution to pay interim dividend at the rate Baht 12.50 per share total amount of Baht 25.00 million Such dividend was paid on May 15, 2020.

31.5.7 According to the Board of Director meeting no.4/2020 held on July 29, 2020, passed resolution to pay interim dividend at the rate Baht 10.00 per share total amount of Baht 20.00 million Such dividend was paid on August 17, 2020.



31.5.8 According to the Board of Director meeting no.5/2020 held on October 16, 2020, passed resolution to pay interim dividend at the rate Baht 10.00 per share total amount of Baht 20.00 million Such dividend was paid on November 18, 2020.

31.6 Phatthalung Green Power Co., Ltd a subsidiary company of TPC Power Holding Public Company Limited.

31.6.1 According to the Board of Director meeting no.1/2019 held on January 14, 2019, the meeting passed resolution to pay interim dividend Baht 1.00 per share amount of Baht 25.00 million and set aside legal reserve 5% of profit of the year ended December 31, 2018 Baht 1.64 million . Such dividend was paid on February 21, 2019.

31.6.2 According to the Board of Director meeting no.4/2019 held on April 19, 2019, passed resolution to pay interim dividend at the rate Baht 1.00 per share total amount of Baht 25.00 million and set aside legal reserve 5% of net profit of the period ended March 31, 2019 Baht 1.53 million . Such dividend was paid on May 15, 2019.

31.6.3 According to the Board of Director meeting no.6/2019 held on July 22, 2019 passed resolution to pay interim dividend at the rate Baht 1.00 per share total amount of Baht 25.00 million and set aside legal reserve 5% of net profit for the period ended June 30, 2019 Baht 1.08 million. Such dividend was paid on August 15, 2019.

31.6.4 According to the Board of Director meeting no.9/2019 held on October 21, 2019, passed resolution to pay interim dividend at the rate Baht 1.40 per share total amount of Baht 35.00 million and set aside legal reserve 5% of net profit for the period ended September 30, 2019 Baht 1.78 million. Such dividend was paid on November 19, 2019.

31.6.5 According to the Board of Director meeting no.1/2020 held on January 21, 2020, passed resolution to pay interim dividend at the rate Baht 1.00 per share total amount of Baht 25.00 million and set aside legal reserve 5% of net profit for the year ended December 31, 2019 Baht 1.70 million. Such dividend was paid on February 20, 2020.

31.6.6 According to the Board of Director meeting no.3/2020 held on June 19, 2020, passed resolution to pay interim dividend at the rate Baht 0.40 per share total amount of Baht 10.00 million and set aside legal reserve 5% of net profit for the year ended March 31, 2020 Baht 1.09 million. Such dividend was paid on June 26, 2020.

31.6.7 According to the Board of Director meeting No.4/2020, held on July 29, 2020, passed the resolution to approve the interim dividend payment at Baht 0.80 per share, totaling Baht 20.00 million and appropriated a legal reserve at 5% of net profit for the period ended June 30, 2020, in amount of Baht 1.48 million, the dividend was paid on August 17, 2020.

31.6.8 According to the Board of Director meeting No.5/2020, held on October 16, 2020, passed the resolution to approve the interim dividend payment at Baht 1.00 per share, totaling Baht 25.00 million and appropriated a legal reserve at 5% of net profit for the period ended September 30, 2020, in amount of Baht 1.51 million, the dividend was paid on November 18, 2020.

31.7 Satun Green Power Co.,Ltd., a subsidiary company of TPC Power Holding Public Company Limited.

- 31.7.1 According to the Board of Director meeting no.2/2019 held on April 19, 2019, passed resolution to pay interim dividend at the rate Baht 0.35 per share total amount of Baht 8.75 million and set aside legal reserve 5 % of net profit for the period ended March 31, 2019 Baht 1.33 million. Such dividend was paid on May 15, 2019.
- 31.7.2 According to the Board of Director meeting no.4/2019 held on July 22, 2019 passed resolution to pay interim dividend at the rate Baht 1.00 per share total amount of Baht 25.00 million and set aside legal reserve 5% of net profit for the period ended June 30, 2019 Baht 1.65 million. Such dividend was paid on August 15, 2019.
- 31.7.3 According to the Board of Director meeting no.6/2019 held on October 21, 2019, passed resolution to pay interim dividend at the rate Baht 1.20 per share total amount of Baht 30.00 million and set aside legal reserve 5% of net profit for the period ended September 30, 2019 Baht 1.83 million. Such dividend was paid on November 12, 2019.
- 31.7.4 According to the Board of Director meeting no.1/2020 held on January 21, 2020, passed resolution to pay interim dividend at the rate Baht 1.20 per share total amount of Baht 30.00 million and set aside legal reserve 5% of net profit for the year ended December 31, 2019 Baht 1.81 million. Such dividend was paid on February 20, 2020.
- 31.7.5 According to the Board of Director meeting no.3/2020 held on June 19, 2020, passed resolution to pay interim dividend at the rate Baht 0.40 per share total amount of Baht 10.00 million and set aside legal reserve 5% of net profit for the period ended March 31, 2020 Baht 1.36 million. Such dividend was paid on June 26, 2020.
- 31.7.6 According to the Board of Director meeting No.4/2020, held on July 29, 2020, passed the resolution to approve the interim dividend payment at Baht 0.50 per share, totaling Baht 12.50 million and appropriated a legal reserve at 5% of net profit for the period ended June 30, 2020, in amount of Baht 0.89 million, the dividend was paid on August 17, 2020.
- 31.7.7 According to the Board of Director meeting No.5/2020, held on October 16, 2020, passed the resolution to approve the interim dividend payment at Baht 1.00 per share, totaling Baht 25.00 million and appropriated a legal reserve at 5% of net profit for the period ended September 30, 2020, in amount of Baht 1.62 million, the dividend was paid on November 18, 2020.

## 32. LEGAL RESERVE

The legal reserve of the Company was established in accordance with the provisions of the Thai Public Company Limited Act B.E. 2535, which requires the appropriation as legal reserve of at least 5% of net income for the year after deduction of the deficit brought forward (if any) until the reserve reach 10% of the authorized share capital. This reserve is not available for dividend distribution.

### 33. BASIC EARNINGS PER SHARE

Basic earnings per share calculated by dividing the profit for the period by the number of shares issued and paid up by the weighted average method are as follows:

Basic earnings per share for the year ended December 31, 2020 and 2019

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Profit for the year	15,552,697.81	95,265,438.47	16,039,946.67	#####
The number of ordinary shares issued at				
beginning of year	572,759,484	572,759,484	572,759,484	572,759,484
The effect of the issuance of ordinary shares	-	-	-	-
The number of ordinary shares by				
the weighted average method	572,759,484	572,759,484	572,759,484	572,759,484
Basic earnings per share	0.03	0.17	0.03	0.18

### 34. SIGNIFICANT AGREEMENTS AND COVENANTS

The group of subsidiaries entered into agreement for electricity trading in form of acquisition of electricity from SME electricity generator for generating electricity from renewal energy with the Provincial Electricity Authority. The purchase electricity from small business power generator for electricity renewable energy to the grid, renewable energy to Provincial Electricity Authority in form of Feed-in Tariff (FiT) is as follows:

Companies	Project area	Electricity trading period
Chang Raek Bio Power Co., Ltd.	Nakhonsrithammaraja	Start to distribute electricity current on March 15, 2013
Maewong Energy Co., Ltd.	Nakhonsawan	Start to distribute electricity current 2015

Companies	Project area	Electricity trading period
Thungsung Green Co., Ltd.	Nakhonsrithammaraja	Start to distribute electricity current on October 3, 2016.
Phathalung Green Power Co., Ltd.	Phathalung	Start to distribute electricity current on July 7, 2017.
Satun Green Power Co., Ltd.	Satun	Start to distribute electricity current on February 9, 2018.
TPCH Power 1 Co., Ltd.	Yala	Start to distribute electricity current on November 27, 2020.
TPCH Power 2 Co., Ltd.	Yala	Non-operation (under construction)
TPCH Power 5 Co., Ltd.	Narathiwat	Start to distribute electricity current on November 17, 2020.

A subsidiary made electricity purchase agreement from small business power producer for electricity renewable energy to PAE as Adder is as follows.

Companies	Project area	Electricity trading period
Pattani Green Co., Ltd.	Pattani	Start to distribute electricity current on May 19, 2020.

A subsidiary made electricity purchase agreement. Pracharat Power Plant Project for the 3 southern border provinces Types of biomass fuel electricity from renewables to PEA is as follows:

Companies	Project area	Electricity trading period
Prachart Biomass Maclan Co., Ltd.	Pattani	Non-operation (under construction)
Prachart Biomass Bannang sata Co., Ltd.	Yala	Non-operation (under construction)

### 35. REVENUES FROM CONTRACTS WITH CUSTOMERS

The Group has revenues from sales of electricity current which entered into contract with the Provincial Electricity Authority.

The purchasing price is based on the criteria, methodology and conditions as stipulated in the regulation of the Energy Regulatory

Commission concerned.

	Purchase quantity	Contract end date	Baht	
	of Contract		2020	2019
Type of goods and services				
Revenues from sales of electricity				
Chang Raek Bio Power Co., Ltd.	9.2 MW.	March 14, 2029	340,375,448.76	346,991,057.90
Maewong Energy Co., Ltd.	8.0 MW.	October 11, 2035	299,465,277.18	296,121,831.75
Thungsung Green Co., Ltd.	9.2 MW.	October 2, 2036	319,480,187.40	329,814,776.45
Phatthalung Green Power Co., Ltd.	9.2 MW.	July 6, 2037	331,995,274.38	339,791,559.03
Satun Green Power Co., Ltd.	9.2 MW.	February 8, 2038	325,226,566.30	329,302,863.72
Pattani Green Co., Ltd.	21 MW.	May 18, 2040	131,925,928.55	-
TPCH Power 1 Co., Ltd	9.2 MW.	December 30, 2038	15,501,564.41	-
TPCH Power 5 Co., Ltd	6.3 MW.	November 16, 2040	13,402,882.99	-
Total Revenues from sales of electricity			1,777,373,129.97	1,642,022,088.85
Timing of revenues recognition				
Revenues recognized at a point in time				
Chang Raek Bio Power Co., Ltd.	9.2 MW.	March 14, 2029	340,375,448.76	346,991,057.90
Maewong Energy Co., Ltd.	8.0 MW.	October 11, 2035	299,465,277.18	296,121,831.75
Thungsung Green Co., Ltd.	9.2 MW.	October 2, 2036	319,480,187.40	329,814,776.45
Phatthalung Green Power Co., Ltd.	9.2 MW.	July 6, 2037	331,995,274.38	339,791,559.03
Satun Green Power Co., Ltd.	9.2 MW.	February 8, 2038	325,226,566.30	329,302,863.72
Pattani Green Co., Ltd.	21 MW.	May 18, 2040	131,925,928.55	-
TPCH Power 1 Co., Ltd	9.2 MW.	December 30, 2038	15,501,564.41	-
TPCH Power 5 Co., Ltd	6.3 MW.	November 16, 2040	13,402,882.99	-
Total Revenues recognized at a point in time			1,777,373,129.97	1,642,022,088.85

### 36. INCOME TAX

The Group records income tax based on the actual amount currently payable according to the tax legislation at the rate of 20% and 3% of net profit carried in a Special Economic Zone based on Royal Decree No. 466.

### 37. EXPENSES ANALYZED BY NATURE

Significant expenses by nature for the year ended December 31, 2020 and 2019 are as follows:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Construction materials and supplies used	1,018,866,698.08	795,637,742.15	744,549,299.09	1,303,438,762.73
Purchasing land and paid wage to contractor	(118,141,353.42)	(379,681,859.32)	-	-
Changing in land works under construction.	(152,521,462.17)	(179,122,700.73)	-	-
Hire of service contract	1,259,060,809.02	761,587,885.01	1,119,213,011.58	1,653,557,577.38
Employee benefit expenses	331,825,056.81	308,148,365.00	238,524,380.86	223,321,035.55
Directors' remuneration	13,873,140.04	13,397,500.00	5,330,000.00	4,820,000.00
Managements benefit expense				
- Include in administrative expenses	40,913,137.94	40,404,940.69	22,673,448.70	23,472,772.22
Depreciation and amortization	230,102,578.06	167,344,148.51	16,400,475.73	14,247,759.89
Electricity plant consultant and management fee	414,596,365.77	414,532,291.38	-	-
Fuel	399,408,698.59	124,800,254.15	-	-

### 38. INCOME TAX EXPENSES / DEFERRED TAX

38.1 Income tax expenses for the year ended December 31, 2020 and 2019 can be summarized as follows :

	Statements of comprehensive income			
	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Current tax :				
Income tax for the year	44,035.42	28,215,627.17	-	27,873,485.14
Deferred tax :				
Deferred tax from temporary differences				
and reversal of temporary differences	(4,172,454.04)	(42,446,298.18)	(1,296,206.66)	(3,104,587.69)
Income tax expenses(revenue) recognized in				
statement of comprehensive income	(4,128,418.62)	(14,230,671.01)	(1,296,206.66)	24,768,897.45
Current tax :				
Income tax for the year				
Deferred tax :				
Acturial gain (loss) for employee benefit				
and reversal of temporary differences	(983,102.37)	(446,706.60)	(950,445.60)	(442,531.60)
Income tax expenses(revenue) recognized in				
statement of comprehensive income	(983,102.37)	(446,706.60)	(950,445.60)	(442,531.60)

### 38.2 Reconciliation between income tax expenses and multiplication of accounting profit and tax rate used

for the year ended December 31, 2020 and 2019 can be presented as follows :

	Baht			
	Consolidated financial statements			
	2020		2019	
	Exempted income	Non-exempted income	Exempted income	Non-exempted income
Accounting profit (loss) before income tax	545,623,328.14	(208,736,151.02)	678,608,781.51	(166,713,362.42)
Income tax rate	-	20%	-	20%
Accounting profit (loss) before income tax multiply by tax rate	-	(41,747,230.20)	-	(33,342,672.48)
Taxable effects for :				
Non-taxable expenses	-	12,938,507.91	-	5,952,816.41
Unused tax loss	-	20,354,485.00	-	15,201,006.90
Additional tax deductible expenses	-	(842,046.22)	-	(837,115.06)
Others	-	3,226,597.03	-	(2,812,410.98)
Deferred tax effect from consolidated financial statement	-	1,941,267.86	-	1,607,704.20
Income tax expenses (revenue) presented in the statements of comprehensive income	-	(4,128,418.62)	-	(14,230,671.01)
Effective tax rate	-	1.93%	-	(8.54)%

	Baht	
	Separate financial statements	
	2020	2019
Accounting profit before income tax	14,743,740.01	128,477,979.38
Income tax rate	20%	20%
Accounting profit before income tax multiply by tax rate	2,948,748.00	25,695,595.88
Taxable effects for :		
Non-taxable expenses	9,873,561.30	4,754,408.46
Additional tax deductible expenses	(842,046.22)	(837,115.06)
Tax exemption revenues	(6,986,208.31)	(4,843,991.83)
Others	(6,290,261.43)	-
Income tax expenses (revenue) presented in the statements of comprehensive income	(1,296,206.66)	24,768,897.45
Effective tax rate	(8.79)%	19.28%



38.3 As at December 31, 2020 and December 31, 2019, the components of deferred tax assets and deferred tax liabilities are as follows :

	Baht			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Deferred tax assets				
Allowance for doubtful accounts	9,971,607.83	9,870,674.96	9,830,674.96	9,830,674.96
Employee benefits obligations	6,313,289.99	4,996,185.00	5,641,185.80	4,347,955.40
Estimated maintenance cost	10,229,727.42	13,767,567.47	9,748,527.42	13,767,567.47
Estimated contingent liabilities	727,423.91	246,846.22	723,538.94	246,846.22
Deficit	11,743,992.44	17,861,213.05	4,495,769.19	-
Deferred profit (inter company)				
- Electricity plant net assets	91,326,885.79	83,550,168.88	-	-
Total	130,312,927.38	130,292,655.58	30,439,696.31	28,193,044.05
Less Allowance for impairment	(14,060,170.31)	(19,195,454.93)	(9,830,674.96)	(9,830,674.96)
Net	116,252,757.07	111,097,200.65	20,609,021.35	18,362,369.09

As at December 31, 2020, and 2019 TPC Power Holding Plc., a subsidiary, has investment in other companies mainly engaging in renewable energy. The main revenue is derived from dividend of subsidiary and joint venture which granted investment promotional privilege for power plant. Corporate income tax exemption. Therefore , It has no chance to utilize deferred tax assets Baht 4.23 million and Baht 9.36 million provision for impairment for deferred tax assets is provided in full amount.

### 39. DIRECTORS AND MANAGERS REMUNERATION

Directors' remuneration are benefits paid to the Company and subsidiaries' directors under the Public Company Limited Act - Section 90 by excluding salaries and benefits which paid to the directors.

The Company paid salaries, remunerations and other benefits to their directors and managers, in accordance with the definitions of the Office of the Securities and Exchange Commission. Management under definition includes a chief executive officer the next four executive levels immediately after the chief executive officer and all persons in positions equivalent to these fourth executive levels.

#### 40. SEGMENT INFORMATION

Operating segment information is reported in a manner consistent with the internal reports of the Company that are regularly reviewed by the Chief Operating Decision Maker in order to make decisions about the allocation of resources to the segment and assessing its performance.

The Company group has mainly engaged in construction contractor. Subsidiaries have mainly engaged in 1) construction contractor 2) Property development 3) Trading 4) Selling power.

Segment information for the year ended December 31, 2020 and 2019 are as follows.

Consolidated financial statements (Million Baht)												
	Construction services		Electricity current selling		Real estate Selling		Sales and service		Elimination		Total	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
Revenues from construction services	2,892.73	4,009.15	-	-	-	-	-	-	(726.48)	(1,911.84)	2,166.25	2,097.31
Revenues from sale of electricity	-	-	1,777.37	1,642.02	-	-	-	-	-	-	1,777.37	1,642.02
Revenues from sales of real estate	-	-	-	-	28.57	53.61	-	-	-	-	28.57	53.61
Revenues from sales and services	-	-	-	-	-	-	37.99	39.49	(35.85)	(34.41)	2.14	5.08
Cost of construction services	(2,701.40)	(3,699.47)	-	-	-	-	-	-	679.88	1,736.09	(2,021.52)	(1,963.38)
Cost of sale of electric	-	-	(1,159.24)	(891.14)	-	-	-	-	8.80	8.04	(1,150.44)	(883.10)
Cost of sale of real estate	-	-	-	0.00	(15.67)	(36.13)	-	-	1.34	0.01	(14.33)	(36.12)
Cost of sales and services	-	-	-	-	-	-	(37.43)	(37.37)	35.93	32.68	(1.50)	(4.69)
Segment operating profit (Loss)	191.33	309.68	618.13	750.88	12.9	17.48	0.56	2.12	(36.38)	(169.43)	786.54	910.73
Other income	63.55	51.47	1.58	7.52	0.43	1.20	0.24	0.27	(35.69)	(19.13)	30.11	41.33
Selling and administrative expense	(200.22)	(187.83)	(102.98)	(99.18)	(14.84)	(16.93)	(2.16)	(2.34)	(0.44)	0.11	(320.64)	(306.17)
Management benefit expenses	(22.67)	(23.47)	(18.24)	(16.93)	-	-	-	-	-	-	(40.91)	(40.40)
Allowance for expected credit loss	16.34	(15.13)	(0.73)	(6.34)	-	-	0.12	(0.25)	(30.64)	2.69	(14.91)	(19.03)
Loss from discontinue operation	-	-	-	(1.16)	-	-	-	-	-	-	-	(1.16)
Finance revenue	19.69	20.10	10.33	5.99	-	0.02	0.30	0.34	(19.48)	(19.27)	10.84	7.18
Financial cost	(31.41)	(16.84)	(87.70)	(78.81)	(11.94)	(7.64)	(0.40)	(0.25)	17.12	13.71	(114.33)	(89.83)
Profit (Loss) sharing from investment												
in Joint venture	-	-	5.83	13.62	-	-	-	-	(5.65)	(4.39)	0.18	9.23
Income (expenses) revenue	(3.04)	(19.26)	(0.74)	(0.39)	0.02	0.04	0.11	(0.11)	7.78	33.96	4.13	14.24
Profit (Loss) for the year	33.57	118.72	425.48	575.20	(13.43)	(5.83)	(1.23)	(0.22)	(103.38)	(161.75)	341.01	526.12

#### **41. PROVIDENT FUND**

The Company group established a contributory registered provident fund in accordance with the Provident Fund Act B.E. 2530. Under the regulation, fund the employees contribute monthly the amounts equivalent 3% - 10% of their basic salaries. The Company group contribute at the rates of 3%-10% of the employees basic salaries. The Company and subsidiaries appointed a fund manager manage the fund in accordance with the terms and conditions prescribed in the Ministerial Regulation No. 2 (B.E. 2532) issued under the Provident Fund Act B.E. 2530.

On March 14, 2016, the Company and subsidiaries have amended the regulation of contribution to the provident fund. Employees pay contribution to the provident fund at rate 3% - 15% of their salary in each month and the Company and subsidiaries pay contribution at rate 3% - 10%.

The Company group paid contribution for the year ended December 31, 2020 and 2019 amounted to Baht 6,283,674.42 and Baht 5,500,959.75 respectively.

#### **42. FINANCIAL INSTRUMENTS**

The Group has no policy to assemble derivative financial instrument transactions for speculation.

##### **42.1 Liquidity Risk**

Liquidity risks or providing revolving fund risks are the significant risks that the Group places on cash reserves as well as sufficient revolving fund to meet future obligations or debts. Advance cash flows will be estimated to mitigate the risk of liquidity problems.

As at December 31,2020, financial liabilities is classified by due of term of contract presented by the non-discounted amount under contract. The remaining balance due within 12 months is equal to carrying amount of related liabilities since discount is immaterial.

	Consolidated financial statements		(Baht)
	Within 1 year	More than 1 year	Carrying value
		til 5 years	
<b><u>Financial liabilities</u></b>			
Bank over drafts and			
short-term lons from financial institution	616,087,403.07	-	616,087,403.07
Trade accounts payable and other current payables	924,209,349.06	-	924,209,349.06
Retention payable	162,814,481.35	110,949,253.14	273,763,734.49
Long-term loans	598,645,965.44	3,042,495,913.30	3,641,141,878.74
Lease liabilities	17,333,548.45	52,907,487.08	70,241,035.53

	Separate financial statements		(Baht)
	Within 1 year	More than 1 year	Carrying value
		til 5 years	
<b><u>Financial liabilities</u></b>			
Bank over drafts and			
short-term lons from financial institution	363,041,639.70	-	363,041,639.70
Trade accounts payable and other current payables	427,598,855.21	-	427,598,855.21
Retention payable	158,705,031.68	67,739,243.79	226,444,275.47
Short-term loans from related parties	45,000,000.00	-	45,000,000.00
Long-term loans	51,208,161.01	46,060,429.52	97,268,590.53
Lease liabilities	5,104,929.74	14,922,057.07	20,026,986.81

#### 42.2 Interest Rate Risk

It is a risk caused by an increase in interest rate levels that may occur in the future. However, since the majority of the group's loans are long-term loans and have a negotiated interest rate at a certain level, they can accommodate a certain level of risk. As the Group also has ways to mitigate the risk by requesting for changing to the terms of the loan or providing a new loan source with a lower interest burden to replace the previous loan source.

As at December 31,2020, financial liabilities is classified by due of term of contract presented by the non-discounted amount under contract. The remaining balance due within 12 months is equal to carrying amount of related liabilities since discount is immaterial.

						Baht
Consolidated financial statements						
Notes	Fixed interest rate		Floating	Bearing no	Total	
	Within 1 year	More than 1 year til 5 years	interest rate	interest		
<b><u>Financial liabilities</u></b>						
Bank over drafts and						
short-term lons from financial institution	23	552,645,764.17	-	63,441,638.90	-	616,087,403.07
Short-term loans from person parties	28	-	-	3,641,141,878.74	-	3,641,141,878.74
Long-term loans	29	17,333,548.45	52,907,487.08	-	-	70,241,035.53
Lease liabilities						

						Baht
Separate financial statements						
Notes	Fixed interest rate		Floating	Bearing no	Total	
	Within 1 year	More than 1 year til 5 years	interest rate	interest		
<b><u>Financial liabilities</u></b>						
Bank over drafts and						
short-term lons from financial institution	23	299,600,000.80	-	63,441,638.90	-	363,041,639.70
Short-term loans from person parties	5.2	45,000,000.00	-	-	-	45,000,000.00
Long-term loans	28	-	-	97,268,590.53	-	97,268,590.53
Lease liabilities	29	5,104,929.74	14,922,057.07	-	-	20,026,986.81

#### 42.3 Exchange rate risk

The Group is at risk from exchange rates related to the purchase of machines, mainly machines used in power plants in foreign currencies. The Company has agreed to enter into a forward contract used as a hedging tool and such contract is not more than 1 year.

Outstanding balance of financial liabilities denominated in foreign currency

Currency	Financial liabilities		Average Exchange rate (Baht per 1 foreign currency unit)	
	2020	2019	2020	2019
USD	-	3,458,000.00	-	30.3313

#### 42.4 Credit Risk

The Company has credit risks associated with the receivables of the company. However, the Company has a policy to periodically review the credit of its debtors. If debtors of the Group have problem in debt repayment, the Management will expedite and monitor to resolve the problem as soon as possible. It also has a policy to record allowances for expected credit losses in the future reasonably and sufficiently to reserve such losses.

#### 42.5 Fair value of financial instruments

The classifications, measurement basis and carrying values of financial assets in accordance with TFRS 9 as at January 1, 2020, and with the carrying amounts under the former basis, are as follows:

	Consolidated financial statements (Baht)				
	Carrying amounts	Classification and measurement in accordance with TFRS 9			
	under the former				
	basis	Fair value	Fair value through		
		through profit	other comprehensive	Amortised cost	
		or loss	income		Total
Financial assets					
Cash and cash equivalents	95,346,934.21	-	-	95,346,934.21	95,346,934.21
Current investments	85,128,534.56	85,091,549.42	-	36,985.14	85,128,534.56
Trade accounts receivable					
Related parties	175,056,547.78	-	-	175,056,547.78	175,056,547.78
Other companies	638,853,258.66	-	-	638,853,258.66	638,853,258.66
Other current receivables	243,887,013.84	-	-	243,887,013.84	243,887,013.84
Contract assets	305,076,673.76	-	-	305,076,673.76	305,076,673.76
Retention receivable	166,770,138.70	-	-	166,770,138.70	166,770,138.70
Short-term loans	267,000,000.00	-	-	267,000,000.00	267,000,000.00
Restricted bank deposit	155,438,423.71	-	-	155,438,423.71	155,438,423.71
Total financial assets	2,132,557,525.22	85,091,549.42	-	2,047,465,975.80	2,132,557,525.22

Separate financial statements (Baht)

	Carrying amounts under the former basis	Classification and measurement in accordance with TFRS 9			
		Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost	Total
Cash and cash equivalents	9,284,070.51	-	-	9,284,070.51	9,284,070.51
Trade accounts receivable					
Related parties	83,450,069.54	-	-	83,450,069.54	83,450,069.54
Other companies	329,058,995.80	-	-	329,058,995.80	329,058,995.80
Other current receivables	38,870,230.21	-	-	38,870,230.21	38,870,230.21
Contract assets	357,142,134.98	-	-	357,142,134.98	357,142,134.98
Retention receivable	381,049,741.15	-	-	381,049,741.15	381,049,741.15
Short-term loans	405,031,800.00	-	-	405,031,800.00	405,031,800.00
Restricted bank deposit	64,935,707.55	-	-	64,935,707.55	64,935,707.55
Total financial assets	1,668,822,749.74	-	-	1,668,822,749.74	1,668,822,749.74

Book value and fair value of financial assets and financial liabilities as at December 31, 2020 are as follows

Consolidated financial statements (Baht)

	Careying value				Carrying amounts under the former basis
	Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost	Total	
<b>Financial assets</b>					
Cash and cash equivalents	-	-	165,823,918.90	165,823,918.90	165,823,918.90
Trade accounts receivable					
Related parties	-	-	-	-	-
Other companies	-	-	576,678,381.92	576,678,381.92	576,678,381.92
Other current receivables	-	-	290,858,612.65	290,858,612.65	290,858,612.65
Contract assets	-	-	249,799,581.52	249,799,581.52	249,799,581.52
Retention receivable	-	-	209,447,140.62	209,447,140.62	209,447,140.62
Short-term loans	-	-	115,000,000.00	115,000,000.00	115,000,000.00
Other current financial assets	-	-	37,280.63	37,280.63	37,280.63
Restricted bank deposit	-	-	72,749,315.64	72,749,315.64	72,749,315.64
Trade accounts receivable secured	-	-	6,167,415.55	6,167,415.55	6,167,415.55
<b>Total financial assets</b>	-	-	1,686,561,647.43	1,686,561,647.43	1,686,561,647.43

Book value and fair value of financial assets and financial liabilities as at December 31, 2020 are as follows

	Consolidated financial statements (Baht)				
	Careying value				Carrying amounts under the former basis
	Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost	Total	
<b>Financial liabilities</b>					
Bank overdrafts and short-term loans					
from financial institutions	-	-	616,087,403.07	616,087,403.07	616,087,403.07
Trade accounts payable and other					
current payables	-	-	866,353,770.20	866,353,770.20	866,353,770.20
Estimated repair under guarantee year	-	-	51,148,637.20	51,148,637.20	51,148,637.20
Retention payable	-	-	273,763,734.49	273,763,734.49	273,763,734.49
Long-term loans	-	-	3,641,141,878.74	3,641,141,878.74	3,641,141,878.74
Lease liabilities	-	-	70,241,035.53	70,241,035.53	70,241,035.53
Total financial liabilities	-	-	5,518,736,459.23	5,518,736,459.23	5,518,736,459.23
	Consolidated financial statements (Baht)				
	Careying value				Carrying amounts under the former basis
	Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost	Total	
<b>Financial assets</b>					
Cash and cash equivalents	-	-	66,776,649.16	66,776,649.16	66,776,649.16
Trade accounts receivable					
Related parties	-	-	120,809,517.25	120,809,517.25	120,809,517.25
Other companies	-	-	211,809,307.87	211,809,307.87	211,809,307.87
Other current receivables	-	-	83,404,850.01	83,404,850.01	83,404,850.01
Contract assets	-	-	209,555,164.86	209,555,164.86	209,555,164.86
Retention receivable	-	-	424,529,479.81	424,529,479.81	424,529,479.81
Short-term loans to related parties	-	-	215,790,100.00	215,790,100.00	215,790,100.00
Restricted bank deposit	-	-	26,211,409.34	26,211,409.34	26,211,409.34
Trade accounts receivable secured					
by bill of exchange	-	-	6,167,415.55	6,167,415.55	6,167,415.55
<b>Total financial assets</b>	-	-	1,365,053,893.85	1,365,053,893.85	1,365,053,893.85



	Separate financial statements (Baht)				Carrying amounts under the former basis
	Careying value				
	Fair value	Fair value through	Amortised cost		
	through profit	other comprehensive			
	or loss	income		Total	
Financial liabilities					
Bank overdrafts and short-term loans					
from financial institutions	-	-	363,041,639.70	363,041,639.70	363,041,639.70
Trade accounts payable and other					
current payables	-	-	393,899,968.29	393,899,968.29	393,899,968.29
Estimated repair under guarantee period	-	-	48,742,637.20	48,742,637.20	48,742,637.20
Retention payable	-	-	226,444,275.47	226,444,275.47	226,444,275.47
Long-term loans	-	-	97,268,590.53	97,268,590.53	97,268,590.53
Lease liabilities	-	-	20,026,986.81	20,026,986.81	20,026,986.81
Total financial liabilities	-	-	1,149,424,098.00	1,149,424,098.00	1,149,424,098.00

#### 43. COMMITMENTS AND CONTINGENT LIABILITIES

As at December 31, 2020, the Company and subsidiaries have commitments and contingent liabilities as follows:

43.1 Thai Polycons Public Company Limited has commitments and contingent liabilities as follows.

43.1.1 The Company's obligation to provide guarantees to Banks. The total value of amount Baht 1,467.92 million, dividing into letter of guarantee for construction contracts of Baht 393.13 million, the purchase construction material issued to suppliers amount of Baht 6.80 million, retention amount of Baht 88.36 million, electricity usage amount of Baht 5.70 million, bidding by auction amount of Baht 646.92 million, advance payment for construction cost amount of Baht 327.01 million.

43.1.2 The Company has obligation on additional payment under hire of contractor agreement of Baht 402.15 million from total agreement value amount of Baht 3,549.49 million which was paid and recognized amount of Baht 2,975.18 million and cancelled agreement in the amount of Baht 172.17 million.

43.1.3 The Company has obligation on payment under operating leases total amount of Baht 2.85 million dividing into obligations to the age of no more than 1 year of amount Baht 1.95 million.

43.1.4 The Company has obligation service contract with various service providers and has to pay service Baht 7.41 million until due of agreement.

43.1.5 The Company recorded liabilities from lawsuit that the Primary Court judged and ordered the Company to pay damage to a group of person filing litigation Baht 152,600.00 together with interest rate 7.50 % per annum of the principal from the litigation date until fully paid and court fee. During 2017, the Appeal Court judged and ordered the Company to pay additional damage from the Primary Court Baht 502,646.00 together with interest rate 7.50 % per annum. On April 11, 2018, the Company paid to the Court under the Appeal Court judgement by making cashier cheque paid to Southern Bangkok Civil Court. Baht 61,753.42 During 2019, The Supreme Court has finally judged and ordered the Company to pay damage Baht 918,223.00 together with interest 7.5 % per annum

During 2020, the Company already made debt repayment to 1 sufferer Baht 578,223.00 with the remaining amount of Baht 340,000.00 according to the Supreme Court judgement.

43.1.6 on January 22, 2019, The Company was sued by the company receiving right transferred for installment payment collection project at Hat Yai airport office from employer of the Company at Civil Court Black case no Por.293/2562 claiming for damage Baht 10,096,993.38 which is installment works payment. The Primary Court judged by ordering the Company to pay Baht 4,481,077.90 including interest 7.50 % per annum and the Appeal Court revised judgement of the Primary Court by ordering the Company to pay Baht 6,652,504.54 including interest 7.50 % per annum of the principal from litigation date until fully paid and the court fee. The case is being filed a petition

43.1.7 The Company is liable on aval of promissory note Baht 4.57 million at bank.

43.2 TPC Power Holding Public Company Limited, a subsidiary of the Company, has commitments the following :

43.2.1 The company has a commitment to guarantee against credit facilities of Baht 500.00 million for Mahachai Green Power Company Limited, a jointly controlled entity. The guarantee is base on proportion of shareholding by Baht 230.00 million.

43.2.2 The company has commitments to guarantee against credit facilities of Baht 500.00 million for Maewong Energy Company Limited, a subsidiary, with the proportion of shareholding in the amount of Baht 425.00 million.

43.2.3 The company has commitments to guarantee against credit facilities of Baht 500.00 million for Phatthalung Green Power Company Limited, a subsidiary, with the proportion of shareholding in the amount of Baht 300.00 million.

43.2.4 The company has commitment to guarantee credit facility amount of Baht 500.00 million for Thungsung Green Company Limited, a subsidiary with the proportion of shareholding in the amount of Baht 325.00 million.

43.2.5 The Company has commitment from being guarantor of credit line amount of Baht 500.00 million of Satun Green Power Company Limited, a subsidiary, by percentage of shareholding within credit line Baht 255.00 million.

- 43.2.6 The Company has commitment from being guarantor of credit line amount of Baht 500.00 million of TPC Power 1 Company Limited, a subsidiary, by percentage of shareholding within credit line Baht 325.00 million.
- 43.2.7 The Company has commitment from being guarantor of credit line amount of Baht 500.00 million of TPC Power 2 Company Limited, a subsidiary, by percentage of shareholding within credit line Baht 325.00 million.
- 43.2.8 The Company has commitment from guarantee credit line facilities Baht 1,450.00 million for Pattani Green Co.,Ltd., a subsidiary, by percentage of shareholding within credit line Baht 942.50 million
- 43.2.9 The Company has commitment from being guarantor for letter of guarantee Baht 360.00 million for TPC Power 5 Co.,Ltd. a subsidiary, with the proportion of shareholding for within credit line Baht 320.40 million.
- 43.2.10 The company has commitments to guarantee against credit facilities of Baht 281.62 million for Chang Raek Bio Power Company Limited.
- 43.2.11 The Company has obligation for guarantee credit card and other services at gasoline service station for 3 entities (subsidiary and controlled entity) Baht 1.00 million.
- 43.2.12 The Company has contingent liabilities in letter of guarantee for electricity usage Baht 0.05 million guaranteed by Thai Polycons Public Company Limited.
- 43.2.13 The Company has obligation from letter of guarantee by bank for a related party as security to comply with hire of construction and managing for bringing garbage from landfill of Local Administration Organization of Nonthaburi province for using as fuel for electricity generating under contract amount of Baht 49.75 million guaranteed by fixed deposit as stated in note 15.
- 43.2.14 The Company has obligation for guarantee power purchase agreement amount of Baht 4.75 million for Siam Power Co.,Ltd, (common control entity) by proportion of shareholding amount of Baht 2.38 million.
- 43.2.15 The Company has commitment from hire of services in the amount of Baht 1.98 million which already paid amount of Baht 1.01 million, the remaining to be paid in the amount of Baht 0.97 million.
- 43.2.16 The Company has commitment from hire an advisor amount of Baht 4.55 million which already paid amount of Baht 2.82 million and remaining balance to be paid Baht 1.73 million.
- 43.2.17 The Company has commitment from credit line guarantee amount of Baht 1,180.00 million to Siam Power Co.,Ltd. jointly controlled company.

43.3 Chang Raek Bio Power Company Limited, a subsidiary, has commitment as follows:

43.3.1 The Company has contingent liabilities from bank issuance letter of guarantee amount of Baht 1.00 million secured by pledging land together with construction of the project as stated in note 19 and TPC Power Holding Public Company Limited.

43.3.2 The Company has commitment from hire of service Baht 8.36 million which has already been paid Baht 5.21 million and remaining balance to be paid Baht 3.15 million.

43.3.3 The Company has commitment from purchasing goods Baht 2.50 million which has already been paid Baht 2.25 million and remaining balance to be paid Baht 0.25 million.

43.4 Thungsung Green Company Limited, a subsidiary, has commitment as follows:

43.4.1 The Company has commitment from entering into hire of lawyer contract with the contract value amount of Baht 1.00 million which had already been paid Baht 0.50 million and remaining Baht 0.50 million.

43.4.2 The company has contingent liabilities from bank issuance letter of guarantee for electricity usage with Provincial Electricity Authority amount of Baht 0.14 million secured by pledging land together with construction of the project as stated in note 19 and TPC Power Holding Public Company Limited.

43.4.3 The Company has commitment from good and service acquisition in the amount of Baht 0.33 million which has already paid in the amount of Baht 0.23 million, the remaining to be paid amount of Baht 0.10 million.

43.5 Pattani Green Company Limited, a subsidiary, has commitment as follows:

43.5.1 The company has contingent liabilities from bank issuance letter of guarantee for electricity usage with Provincial Electricity Authority amount of Baht 0.94 million secured by pledging land together with construction of the project as stated in note 19 and TPC Power Holding Public Company Limited.

43.5.2 The Company has commitments from hire of contractor in the amount of Baht 10.08 million, which was made payment amount of Baht 7.41 million and the remaining to be paid for another Baht 2.67 million.

43.5.3 The Company has commitment from hire of service in the amount of Baht 4.66 million which was made payment amount of Baht 3.24 million and the remaining to be paid for another Baht 1.42 million

43.6 Phthalung Green Power Company Limited, a subsidiary, has commitment as follows:

43.6.1 The company has contingent liabilities from letter of guarantee issued by bank for electric current usage with Provincial Electricity Authority amount of Baht 1.20 million secured by land together with construction and machinery of the project as stated in note 19 and TPC Power Holding Public Company Limited.

- 43.6.2 The Company had commitment from goods and services acquisition in the amount of Baht 4.54 million, which was made payment amount of Baht 3.70 million, the remaining to be paid amount of Baht 0.84 million.
- 43.7 Satun Green Power Co., Ltd., a subsidiary, has commitment as follows:
- 43.7.1 The company has contingent liabilities from letter of guarantee issued by bank for electric current usage with Province Authority amount of Baht 1.68 million secured by land together with construction and machinery of the project as stated in note 19 and TPC Power Holding Public Company Limited.
- 43.7.2 The Company has commitment from hire of service in the amount of Baht 0.83 million which has already paid in the amount of Baht 0.46 million, the remaining to be paid amount of Baht 0.37 million.
- 43.8 Maewong Energy Co., Ltd., a subsidiary, has commitment as follows:
- 43.8.1 The Company has contingent liabilities of letter of guarantee for electricity usage Baht 0.24 million guarantee by fixed deposit in note 15.
- 43.8.2 The Company has obligation for purchasing energy crop Baht 12.76 million which has already paid Baht 11.65 million and remaining balance to pay Baht 1.11 million.
- 43.8.3 The Company has commitment from hire of service in the amount of Baht 3.79 million which has already paid in the amount of Baht 2.46 million, the remaining to be paid amount of Baht 1.33 million.
- 43.9 TPC Power 1 Co., Ltd., a subsidiary, The company has contingent liabilities from commercial bank issuance letter of guarantee against the compliance with agreement to buy and to sell electricity in the amount of Baht 4.95 million secured by land together with construction and machinery of the project as stated in note 19 and TPC Power Holding Public Company Limited.
- 43.10 TPC Power 2 Co., Ltd., a subsidiary, has commitment as follows:
- 43.10.1 The company has contingent liabilities from commercial bank issuance letter of guarantee against the compliance with agreement to buy and to sell electricity in the amount of Baht 4.95 million secured by land together with construction and machinery of the project as stated in note 19 and TPC Power Holding Public Company Limited.
- 43.10.2 The Company has commitment from hire of service in the amount of Baht 1.41 million which was paid amount of Baht 0.73 million and the remaining to be paid in the amount of Baht 0.68 million.
- 43.11 TPC Power 5 Co., Ltd., a subsidiary, has commitment as follows:
- 43.11.1 The company has contingent liabilities from commercial bank issuance letter of guarantee against the compliance with agreement to buy and to sell electricity in the amount of Baht 3.15 million in secured by land with construction and machineries as stated in note 19 TPC Power Holdings Plc.

43.11.2 The Company has commitment from hire of service in amount of Baht 3.98 million which was paid amount of Baht 0.10 million and the remaining to be paid in the amount of Baht 3.88 million.

43.12 Pracharat Biomass Maelan Co., Ltd. a subsidiary, has commitment as follows:

43.12.1 The Company has commitment from hire of construction contractor with consortium the contract value amount of Baht 241.42 million which was paid amount of Baht 78.62 million and the remaining to be paid in the amount of Baht 162.80 million.

43.12.2 The Company has commitment from office lease in amount of Baht 0.11 million which was paid amount of Baht 0.04 million and the remaining to be paid in the amount of Baht 0.07 million.

43.12.3 The Company has commitment from hire of service in amount of Baht 15.40 million which was paid amount of Baht 6.34 million and the remaining to be paid in the amount of Baht 9.06 million.

43.13 Pracharat Biomass Bannang sata Co., Ltd. a subsidiary, has commitment as follows:

43.13.1 The Company has commitment from hire of construction contractor with consortium the contract value amount of Baht 280.43 million which was paid amount of Baht 116.19 million and the remaining to be paid in the amount of Baht 164.24 million.

43.13.2 The Company has commitment from office lease in amount of Baht 0.11 million which was paid amount of Baht 0.04 million and the remaining to be paid in the amount of Baht 0.07 million.

43.13.3 The Company has commitment from hire of service in amount of Baht 10.15 million which was paid amount of Baht 4.23 million and the remaining to be paid in the amount of Baht 5.92 million.

42.14 TPC Asset Company Limited, a subsidiary of the company, has obligation from bank issuance of guarantee 1 issue amount of Baht 10.00 million against guarantee the utilities maintenance.

#### 44. RIGHT AND PRIVILEGES FROM INVESTMENT PROMOTION

Subsidiaries were granted certain rights and privileges in accordance with the promotional certificate

<u>Company</u>	<u>The promotional certificate No.</u>
Chang Raek Bio Power Co., Ltd.	1767(1)/2555
Maewong Energy Co., Ltd.	1915(1)/Or./2557
Thungsung Green Co., Ltd.	2141(1)/2557
Phathalung Green Power Co., Ltd.	58-1871-0-00-2-0
Satun Green Power Co., Ltd.	58-1870-0-02-2-0
Pattani Green Co., Ltd	61-0069-1-19-2-0

<u>Company</u>	<u>The promotional certificate No.</u>
TPCH Power 1 Co., Ltd.	61-1409-1-02-2-0
TPCH Power 2 Co., Ltd.	61-1410-1-02-2-0
TPCH Power 5 Co., Ltd.	62-0232-1-02-2-0
Pracharat Biomass Maelan Co., Ltd.	63-0435-1-02-2-0
Pracharat Biomass Bannang Sata Co., Ltd.	63-0364-1-02-2-0

Amendment in accordance with the Investment Promotion Act B. E. 2520, the tax incentives are extended to receive the rights and privileges as follows:

- Exemption of import duty on machinery as approved by the Board of Investment.
- Exemption of payment of corporate income tax on net profit derived from promoted activity for the period of 8 years from the date of income earnings including revenue from selling by product of Chang Rack Bio Power Company Limited, on March 15, 2013, Maewong Energy Company Limited, on October 12, 2015, and Thungsung Green Company Limited on October 3, 2016 and Phathalung Green Power Co., Ltd. on July 7, 2017 and Satun Green Power Company Limited had revenue from its operation on February 9, 2018, and Pattani Green Co., Ltd. had revenue from its operation on May 19, 2020, TPCH power 1 Co.,Ltd and TPCH Power 1 Co.Ltd. had revenue from its operation on November 27, 2020, TPCH Power 5 Co.Ltd. had revenue from its operation on November 17, 2020. THCH power 2 Co.Ltd, Pracharat Biomass Maelan Co.,Ltd. and for Pracharat Biomass Bannang Sata Co.,Ltd. are under construction and no revenues from operation.
- In the case where a loss has been incurred during the period of receiving exemption of corporate income tax. The promoted company is granted permission to deduct such annual loss from net profits accrued after the expiration of the period of exemption of corporate income tax for a period of not more than 5 years from the expiry of such period.
- Exemption on dividends derived from the promoted activity granted an exemption of corporate income tax shall be exempted for computation of taxable income throughout the period of the promoted receives the exemption of corporate income tax.

- Fifty percent reduction of the normal corporate income tax rate on the profits from the promoted activity for a period of 5 years after the expiry of the corporate income tax exemption period. Exemption Phthalung Green Power Company Limited Fifty percent reduction of the normal corporate income tax rate.
- Deduction double of transportation, electricity and water for a period 10 years from the date income earning except for Satun Green Power Co., Ltd. , Pracharat Biomass Maelan Co.,Ltd. and for Pracharat Biomass Bannang Sata Co.,Ltd. additional granted for 15 years and Pattani Green Co., Ltd. additional granted for 20 years.
- Deduction from investment at 25 percent of the project's infrastructure installation or construction cost. This deduction is additional to normal depreciation.

The Company and subsidiaries have revenues and expenses granted from investment promotion for the year ended December 31, 2020 and 2019 as follows:

	Baht		
	Consolidated financial statements		
	2020		
	BOI	NON BOI	Total
Revenues from construction services	-	2,166,247,593.85	2,166,247,593.85
Revenues from sales of electricity	1,777,373,129.97	-	1,777,373,129.97
Revenues from sales of real estate	-	28,570,000.00	28,570,000.00
Revenues from sales and service	-	2,137,179.25	2,137,179.25
Other income	-	30,110,628.25	30,110,628.25
Finance income	-	10,842,406.90	10,842,406.90
Total revenues	1,777,373,129.97	2,237,907,808.25	4,015,280,938.22
Cost of sales	(1,150,447,014.92)	(2,037,355,444.48)	(3,187,802,459.40)
Distribution costs and administrative expense	(33,018,007.70)	(328,531,951.76)	(361,549,959.46)
Allowance for expected credit loss	-	(14,902,753.46)	(14,902,753.46)
Finance costs	(75,991,174.48)	(38,336,770.17)	(114,327,944.65)
Profit (Loss) sharing from investment in joint venture	27,706,395.27	(27,517,039.40)	189,355.87
Total expenses	(1,231,749,801.83)	(2,446,643,959.27)	(3,678,393,761.10)
Profit (Loss) before income tax	545,623,328.14	(208,736,151.02)	336,887,177.12



	Baht		
	Consolidated financial statements		
	2019		
	BOI	NON BOI	Total
Revenues from construction services	-	2,097,310,806.22	2,097,310,806.22
Revenues from sales of electric	1,642,022,088.85	-	1,642,022,088.85
Revenues from sales of real estate	-	53,605,113.41	53,605,113.41
Revenues from sales and service	-	5,088,886.95	5,088,886.95
Other income	-	48,519,266.20	48,519,266.20
Finance revenue	-	-	-
Total revenues	1,642,022,088.85	2,204,524,072.78	3,846,546,161.63
Cost of sales	(883,096,553.93)	(2,004,189,032.68)	(2,887,285,586.61)
Distribution costs and administrative expense	(44,432,024.95)	(302,132,544.17)	(346,564,569.12)
(Doubtful accounts) Reversal allowance			
for doubtful accounts	-	(19,031,252.05)	(19,031,252.05)
Loss from discontinued operations	-	(1,163,003.48)	(1,163,003.48)
Finance costs	(69,803,987.75)	(20,025,960.40)	(89,829,948.15)
Profit (Loss) sharing from investment in joint venture	33,919,259.29	(24,695,642.42)	9,223,616.87
Total expenses	(963,413,307.34)	(2,371,237,435.20)	(3,334,650,742.54)
Profit (Loss) before income tax	678,608,781.51	(166,713,362.42)	511,895,419.09

#### 45. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that it has an appropriate financial structure and preserves the ability to continue their business as a going concern.

As at December 31, 2020, debt to equity ratio in the consolidated financial statements is 1.33 : 1 (the separate financial statements 1.48 : 1)

#### 46. WORK UNDER CONSTRUCTION CONTRACTS

	Baht	
	Consolidated financial statements	
	2020	2019
Work under construction contracts	13,972,564,484.86	12,624,505,501.00
Recognized construction income during the year	2,166,247,524.42	2,096,437,465.69
Realized cost of construction adjusted by gain or loss	11,182,527,213.55	9,017,027,353.07
Construction contract liabilities	301,988,047.52	377,703,451.53
Claim on construction work	522,816,309.66	700,421,077.33

	Baht	
	Separate financial statements	
	2020	2019
Work under construction contracts	16,883,114,759.67	15,490,798,831.00
Recognized construction income during the year	2,435,135,717.66	3,715,758,914.83
Realized cost of construction adjusted by gain or loss	14,123,443,457.88	12,331,944,378.98
Construction contract liabilities	263,039,219.48	380,926,578.19
Claim on construction work	603,381,410.25	869,769,891.76

#### 47. ACQUISITION

On December 15, 2020, the Company invested in ordinary shares of Eco Energy Group Corporation Co., Ltd. in the proportion of 99.87% of the issued and paid-up shares. The financial statements of the said company have been included in the consolidated financial statements since that date. With the book value of assets and liabilities of each item the surplus of the paid amount is higher than the asset. It was shown as a surplus of cost, higher than the book value of investment in subsidiary According to financial reporting standards. The purchase price of the said ordinary share amount of Bath Baht 132 million which the management is in the process of estimating the value of the transaction. To measure the various amounts Recognized from the consolidation at the acquisition date. Which must be completed within 12 months.

	Baht
Cash and cash equivalents	7,186,258.91
Other current receivables	24,551,332.27
Prepayment under contracts	34,351,719.57
Property, plant and equipment	213,882,425.57
Other Intangible Assets - Software	41,292.18
Income tax deducted at source	23,896.62
Other non current assets	2,886,960.00
Other current payables	(47,242,527.12)
Retention payable	(5,701,036.26)
Net assets value before non-controlling interests	229,980,321.74
Non-controlling interests	(118,238,391.17)
Net assets value	111,741,930.57
Surplus of cost, higher than book value of investment in subsidiary - Goodwill	20,258,069.43
Less Cash and cash equivalents existed in subsidiary at acquisition date.	(7,186,258.91)
Cash paid to purchase a subsidiary, net of cash existing in the subsidiary	124,813,741.09

#### 48. OTHER ISSUES

48.1 The Company has filed litigation to a proprietor Black case no. Por 293/2556 and Red case no. Por 1138/2557. The Primary Court has judged such company to pay money amount of Baht 58.70 million with interest 7.50% per annum and filing appeal was done against primary court judgment. The Primary Court has judged such company to pay money with interest 7.50% per annum since litigation date until fully paid and court fee. At present, the Supreme Court upholds a primary court decision and the case is under property investigation. The Company, however, has provided allowance for doubtful accounts amount of Baht 46.56 million.

48.2 On January 11, 2018, the Company received court writ from Administrative Court of Chiang Mai Black case no.334/2560 requesting the Company to act as a singer in accused party. Since one bidder in government agency work in patient accommodation building project with 298 beds of Phatthalung hospital filed and requested Phatthalung province to cancel hire of work of the Company which has work auction value Baht 299.40 million The Court has considered that Judgement and order by court from this case may have impact to the Company. Therefore, the court has send court writ to the company for acting as a singer in accused party. At present, the case is being judged by Administrative Court of Chiang Mai.

48.3 On March 26, 2018, the Company received court writ from Administrative Court of Chiang Mai Black case no.27/2561 requesting the Company to act as a singer in accused party. Since one bidder in government agency work in healthcare center and public health project Faculty of Medicine Chiang Mai University filed and requested to revoke list of auction winner notification and temporarily protect for not making any contract with the Company and nothing has to be done by the Company until final judgement is made which has work auction value Baht 1,209.00 million The Court has considered that Judgement and order by court from this case may have impact to the Company. Therefore, the court has send court writ to the company for acting as a singer in accused party. At present, the case is being judged by Administrative Court of Chiang Mai.

48.4 On June 13, 2019, the Company received court order from Administrative Court of Yala Black case no.37/2562. The Company is requested to be party as interpleader no.1. A prosecutor, who has right for receiving money from working of sub-contractor of the Company, has filed a complaint to Administrative Court of Yala to judge and enforce to revoke property seize order amount of Baht 2.89 million ordered by Revenue Department and Director of Revenue Department (Both defendant). Such amount of money is retention which prosecutor has right to regain from the Company. The prosecutor also filed complaint to a court for ordering both defendant not to do anything or order the Company to submit such amount of money to Revenue Department and the Company must temporarily keep such amount of money on behalf of prosecutor until final judge has been ordered by a Court. The Court has considered that judge and order of this case may has impact to the Company. Therefore, the Company received court writ to be interpleader no. 1. The case is being judged by Administrative Court of Yala.

48.5 On September 30, 2019, the Company received summon and copy of litigation from Court of Songkla Black case no. Por 1223/2562 with the sued amount Baht 0.95 million as defendant no.1 to co-responsible for making payment for goods with 2 sub-contractors as defendant no.2 and 3 of office building construction project at Hat Yai airport since both sub-contractors did not order goods from prosecutor for works hired by the Company. The case is being judged by Court of Songkla.

48.6 On September 3, 2015, many peoples of villagers have jointly entered a charge the government agency to the Administrative Court Nakhon Si Thammarat against revoke the license for factory operation and permission for electricity plant construction of Thungsung Green Company Limited since the license is issued wrongfully which may be arise the environment impacts. The Court has tried and deems that the judgment or decision relating to this case may effect to Thungsung Green Company Limited. Nevertheless, the Court ordered Thungsung Green Company Limited to be a interpleader in the action of prosecuted person which is required as the 3rd prosecuted person on November 14, 2015. At present, the case is still pending at the court.

#### 49. EVENTS AFTER REPORTING PERIOD

49.1 According to the Board of Director meeting no.1/2021 held on February 18, 2021, TPC Power Holding Plc., a subsidiary, passed the resolution to submit to the shareholders' general meeting for approval the dividend payment for the year 2020 at Bath 0.198 per share, amounting to Bath 79.44 million. The dividend for the year 2020 has concluded to the interim dividends of 0.088 Bath per share in total of 35.31 Million Bath which has been paid on September 3, 2020. So the company will be paid the dividend of 0.110 Bath per share in total of 44.13 Million Bath, which is determined to pay to the shareholders on May 20, 2021. The dividend payment depends on the approval of the shareholders' meeting on April 22, 2021.

49.2 According to annual ordinary shareholder meeting of year 2021, held on February 15, 2021, Chang Raek Bio Power Co., Ltd., subsidiary, passed resolution to pay dividend for the year ended December 31, 2020 Baht 24.00 per share amount of Baht 480.00 million the dividend for the year 2020 has concluded interim dividend Baht 6.00 per share amount of Baht 120.00 million which was already paid during 2020. The additional dividend payment Baht 18.00 per share amount of Baht 360.00 million was already paid to shareholders on February 18, 2021.

49.3 According to the Board of Director meeting no.1/2021 held on February 15, 2021, Thungsung Green Co, Ltd., a subsidiary, passed resolution to pay interim dividend at the rate Baht 15.00 per share total amount of Baht 30.00 million Such dividend was paid on February 22, 2021.

49.4 According to the Board of Director meeting No.1/2021, held on February 15, 2021, Phatthalung Green Power Co., Ltd., asubsiary, passed the resolution to approve the interim dividend payment at Baht 0.80 per share, totaling Baht 20.00 million and appropriated a legal reserve at 5% of net profit for the year ended December 31, 2020, in amount of Baht 1.28 million, the dividend was paid on February 22, 2021.

49.5 According to the Board of Director meeting No.1/2021, held on February 16, 2021, Satun Green Power Co., Ltd. asubsiary, passed the resolution to approve the interim dividend payment at Baht 0.80 per share, totaling Baht 20.00 million and appropriated a legal reserve at 5% of net profit for the year ended December 31, 2020, in amount of Baht 1.16 million, the dividend was paid on February 22, 2021.

## 50. Reclassification

The Company has reclassified of transaction of the year 2020 in conformity with presentation of statement of financial position of the year ending December 31, 2020 as follows :

	Baht		
	Before reclassification	After reclassification	(Increase) Decrease
<b>Consolidated financial statements</b>			
Statement of financial position as December 31, 2019			
Current assets			
Contractor receivable	-	12,000,000.00	(12,000,000.00)
Non - current assets			
Goodwill	-	7,600,000.00	(7,600,000.00)
Other intangible assets	12,476,415.49	4,876,415.49	7,600,000.00
Contractor recivables	28,917,068.10	16,917,068.10	12,000,000.00
Current liabilities			
Trade accounts payable and other aurent payables	1,054,654,665.96	985,816,828.52	68,837,837.44
Estimated repair under guarantee year	-	68,837,837.44	(68,837,837.44)
<b>Separate financial statements</b>			
Statement of financial position as December 31, 2019			
Current assets			
Contractor receivable	-	12,000,000.00	(12,000,000.00)
Non - current assets			
Contractor recivables	28,917,068.10	16,917,068.10	12,000,000.00
Current liabilities			
Trade accounts payable and other aurent payables	713,914,755.85	645,076,918.41	68,837,837.44
Estimated repair under guarantee year	-	68,837,837.44	(68,837,837.44)

## 51. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were approved and authorized for issue by the Company's Board of Directors on February 24, 2021.

## Part 4: Certification of the Accuracy of Information

### Certification of the Accuracy of Information of Thai Polycons Public Company Limited

“The Company has duly reviewed the information contained in this 2020 Annual Report.

The Company hereby certifies that the aforementioned information is accurate and complete without any false or misleading statement in materiality or omission of any material statement that ought to be declared. I also certify further that:

(1) The financial statements and financial information of the Company disclosed in the registration statement are complete and accurate, and represent material information regarding financial position, operating results and cash flow of the Company and its subsidiaries.

(2) The Company sets up its disclosure system to ensure that it completely disclosed accurate material information of the Company and its subsidiaries.

(3) The Company sets up and monitors the implementation of its internal control system. The Company has reported the result of internal control assessment as of February 24, 2021 to the Company’s auditor and the Audit Committee. The assessment covers weakness of internal control system, major changes made to the internal control system, as well as wrongful conduct that may affect the preparation of financial reports of the Company and its subsidiaries.

In this regard, as evidence that each and every page of the documents are of the exact documents to which the Company has certified, the Company has authorized Mr. Pathompol Saosap to put an initial of signature on each and every page of the documents and the amendments thereto. Accordingly, any document without the initial signature of Mr. Pathompol Saosap shall not be regarded as the information to which the Company has certified.”

List of Directors	Title	Signature
Mrs. Kanoktip Chanpalangsri	Director	
Mrs. Kanoktip Chanpalangsri	Director	
<b>Attorney</b>		
Mrs. Kanoktip Chanpalangsri	Director	





## Enclosure 1

Details of Directors, Management, Controlling Persons, and Company Secretary



Name/ Title/ Date of Appointment	Age (Year)	Educational Background/ Training	Proportion of Shares held in the Company (percentage) (30/12/20)	Family Relationship between Directors and Management	Working Experience		
					Period	Title	Name of Agency/ Company/ Type of Business
<b>1.</b> Dr. Thanu Kulacho/ Director/ Chairman of the Board of Directors and Independent Director/ 24 March 2008  	80	Ph.D.(Higher Education), Southern Illinois University at Carbondale, U.S.A.  Master of Business Administration (Finance), Fairleigh Dickinson University, U.S.A.  Advanced Management Program, Harvard University, U.S.A.  Bachelor degree in Business and Administration, Bangkok University  Diploma, National Defence College, Joint State-Private Sector Course, Class 2  Directors Accreditation Program (DAP), Cass 69, Thai Institute of Directors	-None-	-	2007-present           2007-present           2008-2011	Director, Chairman, Independent Director Director Director           Rector Emeritus           Senator	Thai Polycons Plc./ construction TPC Power Holding Plc. Siam Power Co., Ltd.           Bangkok University/ Education           Parliament/ Government

Name/ Title/ Date of Appointment	Age (Year)	Educational Background/ Training	Proportion of Shares held in the Company (percentage) (30/12/20)	Family Relationship between Directors and Management	Working Experience		
					Period	Title	Name of Agency/ Company/ Type of Business
<b>2.</b> Mr. Chainarong Chanpalangsri/ Director/ 1 December 1988  	60	Master of Arts, Political Science, Ramkhamhaeng University	1.158	Brother of husband of Mrs. Kanoktip Chanpalangsri	Feb 2017-present	Director/ Chairman of Advisors	Thai Polycons Plc.
		Directors Accreditation Program (DAP), Class 69/ Thai Institute of Directors				Director	TPC Power Holding Plc.
		Phum Palang Pandin Program for Top Executives, Class 2/ Chulalongkorn University				Director	TPC Asset Co., Ltd.
		Management of Public Economics for Executives Program, King Prajadhipok's Institute, Class 13				Director	TPC Bangkok Supply Co., Ltd.
		Top Executive Program, Capital Market Academy, Class 21 (CMA 21)			2013-Jan 17	President/ Chairman of Executive Board/ Director	Siam Power Co., Ltd.
		Top Executive Program in Commerce and Trade (TEPCOT), Class 9			1988-2013	Director/ Senior Vice President - Office Support	Thai Polycons Plc.

Name/ Title/ Date of Appointment	Age (Year)	Educational Background/ Training	Proportion of Shares held in the Company (percentage) (30/12/20)	Family Relationship between Directors and Management	Working Experience		
					Period	Title	Name of Agency/ Company/ Type of Business
<b>3.</b> Mrs. Kanoktip Chanpalangsri/ Director/ Chairman of the Executive Board/ Authorized Director to sign on behalf of the Company/ 28 January 2013  	62	Master of Business Administration, Executive MBA Program, Kasetsart University	34.919	Sister-in-law of Mr. Chainarong Chanpalangsri	Feb 2017-present	Chairman of Executive Board	Thai Polycons Plc.
		Bachelor of Science in Accounting/ Kasetsart University				Chairman of Executive Board	TPC Power Holding Plc.
		Directors Accreditation Program (DAP), Class 104/2013/ Thai Institute of Directors				Director	TPC Asset Co., Ltd.
		Phum Palang Pandin Program for Top Executives, Class 4/ Chulalongkorn University/ 2015				Director	TPC Bangkok Supply Co., Ltd.
		Strategic CFO in Capital Program/ Stock Exchange of Thailand/ 2015				Director	Thai Polycons and Laem Thong
		Executive Relationship Development Course, Class 13/ Naval Civil Affairs Department, 2016				Director	Phatthalung Joint Venture
						Director	TPCI Joint Venture
						Director	Changraek Biopower Co., Ltd.
						Director	Mahachai Green Power Co., Ltd.
						Director	Thung Sung Green Co., Ltd.
						Director	Phatthalung Green Power Co., Ltd.
						Director	Pattani Green Co., Ltd.
						Director	Maewong Energy Co., Ltd.
						Director	Satun Green Power Co., Ltd.
						Director	TPCH Power 1 Co., Ltd.
						Director	TPCH Power 2 Co., Ltd.
						Director	TPCH Power 5 Co., Ltd.
						Director	Siam Power Co., Ltd.



Name/ Title/ Date of Appointment		Age (Year)	Educational Background/ Training	Proportion of Shares held in the Company (percentage) (30/12/20)	Family Relationship between Directors and Management	Working Experience		
						Period	Title	Name of Agency/ Company/ Type of Business
			Professional Family Business Management (PFBM), Class 16/ KASIKORN BANK, 2016  Thammasat Leadership Program, Class 9/ Thammasat University, 2016					

Name/ Title/ Date of Appointment	Age (Year)	Educational Background/ Training	Proportion of Shares held in the Company (percentage) (30/12/20)	Family Relationship between Directors and Management	Working Experience		
					Period	Title	Name of Agency/ Company/ Type of Business
<b>4.</b> Dr. Supong Limtanakool/ Chairman of the Audit Committee and Independent Director/ 24 March 2008  	69	Doctor of Business Administration in International Marketing, University of San Gabriel, Irvine, California, U.S.A.	-None-	-	2016-present	Chairman of the Audit Committee Member of the Audit Committee	Thai Polycons Plc.
		Master Of Science in Marketing & Consumer Behavior, California State University, U.S.A.  Bachelor of Arts Economics, California State University, U.S.A  Directors Accreditation Program (DAP), Class 104/2013 Thai Institute of Directors			2007-2016	Director Director Vice-Rector	S.J.R. International Co., Ltd. Nation Broadcasting Plc. Bangkok University/ Education

Name/ Title/ Date of Appointment	Age (Year)	Educational Background/ Training	Proportion of Shares held in the Company (percentage) (30/12/20)	Family Relationship between Directors and Management	Working Experience		
					Period	Title	Name of Agency/ Company/ Type of Business
5. Mr. Pornthep Sawetwannakul/ Director, Independent Director, Member of the Audit Committee/ 30 May 2008 	46	Master degree in Accounting, Chulalongkorn University  Directors Accreditation Program (DAP), Class 45, Thai Institute of Directors	-None-	-	2008-present	Member of the Audit Committee/ Independent Director	Thai Polycons Plc./ Construction
					2007-2012	Accounting Manager,	Mettler Toledo (Thailand) Co., Ltd./ scale distribution
					2004-2007	Accounting Manager	KarnCorn Co., Ltd./ production and distribution of vegetables in sealed containers
					1996-2004	Assistant Audit Manager	Ernst and Young Office Co., Ltd.

Name/ Title/ Date of Appointment	Age (Year)	Educational Background/ Training	Proportion of Shares held in the Company (percentage) (30/12/20)	Family Relationship between Directors and Management	Working Experience		
					Period	Title	Name of Agency/ Company/ Type of Business
<b>6.</b> Dr. Srisuda Chongsithiphol/ Director/ Member of the Audit Committee, Independent Director/ 26 September 2016  	65	Master of Accounting, Utah State University, USA  Directors Accreditation Program (DAP), Class 134/2017, Thai Institute of Directors	-None-	-	2016-present	Member of the Audit Committee/ Independent Director	Thai Polycons Plc./ Construction
					2013-present	Qualified lecturer	Bangkok Academic Service Center, Naresuan University






Name/ Title/ Date of Appointment	Age (Year)	Educational Background/ Training	Proportion of Shares held in the Company (percentage) (30/12/20)	Family Relationship between Directors and Management	Working Experience		
					Period	Title	Name of Agency/ Company/ Type of Business
<b>8.</b> Mr. Pathompol Saosap/ President, Director and Authorized Director to sign on behalf of the Company/ 24 April 2013  	53	Bachelor of Engineering in Civil Engineering, Southwestern University, The Philippines  Directors Accreditation Program (DAP), Class 103, Thai Institute of Directors  Phum Palang Pandin Program for Top Executives, Class 2/ Chulalongkorn University	-	-	Feb 2017-present	President	Thai Polycons Plc. TPC Power Holding Plc. TPC Asset Co., Ltd. TPC Bangkok Supply Co., Ltd. TPCI Joint Venture Chang Raek Biopower Co., Ltd. Mahachai Green Power Co., Ltd. Phatthalung Green Power Co., Ltd. Satun Green Power Co., Ltd.
					2015-present	Senior Executive Vice President – Construction	Thai Polycons Plc.
					2013-2015	Vice President – Office Support	

Name/ Title/ Date of Appointment	Age (Year)	Educational Background/ Training	Proportion of Shares held in the Company (percentage) (30/12/20)	Family Relationship between Directors and Management	Working Experience		
					Period	Title	Name of Agency/ Company/ Type of Business
<b>9.</b> Mr. Jackrit Pongprasert/ Director/ Executive Director, Assistant Vice President – Technical Engineering and Authorized Director to sign on behalf of the Company/ 1 July 2015  	61	Bachelor of Engineering in Civil Engineering, Kasetsart University  Directors Accreditation Program (DAP), Class 123, Thai Institute of Directors	None	-	Jun 2016-present	Executive Vice President – Operation Engineering Director	Thai Polycons Plc./ Construction
					2015-2016	Executive Vice President – Office Support	TPC Asset Co., Ltd.
					2014-2015	Vice President – Government-Sector Construction	Chang Raek Biopower Co., Ltd.
					2013-2014	Assistant Vice President	Hat Yai P.S.M. Construction Co., Ltd./ Construction

Name/ Title/ Date of Appointment	Age (Year)	Educational Background/ Training	Proportion of Shares held in the Company (percentage) (30/12/20)	Family Relationship between Directors and Management	Working Experience		
					Period	Title	Name of Agency/ Company/ Type of Business
10. Mr. Adisorn Srisuksai Authorized Executive Director to sign on behalf of the Company/ 11 August 2016 	52	-Master of Business Administration in Financial Management/ National Institution of Development Administration -Bachelor of Economics (Second Class Honors) in International Economics/ Chulalongkorn University -Phum Palang Pandin Program for Top Executives, Class 2/ Chulalongkorn University/ 2014 -Strategic CFO in Capital Program, Class 3/ Stock Exchange of Thailand/ 2016 - Top Executive Program in Commerce and Trade : TEPCoT), Class 10, Year 2017 - Director Accreditation Program (DAP), Class 134, Year 2017 arranged by Thai Institute of Directors	-None-	-	1 Mar 2016 – present	Executive Vice President – Accounting and Finance	Thai Polycons Plc./ Construction
					2004-2016	Deputy Director, Corporate Strategy and Planning Department	Sukhumvit Asset Management Co., Ltd.

Name/ Title/ Date of Appointment	Age (Year)	Educational Background/ Training	Proportion of Shares held in the Company (percentage) (30/12/20)	Family Relationship between Directors and Management	Working Experience		
					Period	Title	Name of Agency/ Company/ Type of Business
11. Mr. Vikul Lohamongkol Authorized Executive Director to sign on behalf of the Company/ 11 August 2016 	59	- Master of Engineering, Khon Kaen University - Bachelor of Engineering, Khon Khen University	-None-	-	2016-present	Executive Vice President – Technical Engineering Director	Thai Polycons Plc./ Construction
					2006-2015 2004-2006	Director Director Director Director Director Director Director – Technical Manager – Construction	Chang Raek Biopower Co., Ltd. Thung Sung Green Co., Ltd. TPCH Power 1 Co., Ltd. TPCH Power 2 Co., Ltd. TPCH Power 3 Co., Ltd. TPCH Power 4 Co., Ltd. TPCH Power 5 Co., Ltd. Thai Kawashima Co., Ltd.

Name/ Title/ Date of Appointment	Age (Year)	Educational Background/ Training	Proportion of Shares held in the Company (percentage) (30/12/20)	Family Relationship between Directors and Management	Working Experience		
					Period	Title	Name of Agency/ Company/ Type of Business
12. Miss Jariya Pinpet/ Company Secretary/ 1 July 2015	44	<ul style="list-style-type: none"> <li>- Master of Business Administration, Finance and Banking, Ramkhamhaeng University</li> <li>- Bachelor of Education, Phranakhon Rajabhat University</li> <li>- Effective Minute Taking (EMT), Class 34/2016 from Thai Institute of Directors</li> <li>- Company Secretary Program (CSP), Class 63/2015 from Thai Institute of Directors</li> <li>- Strategic Negotiations Training Program/ Thailand Productivity Institute</li> <li>- Systems Thinking Training Program/ Thailand Productivity Institute</li> <li>- Executive Secretary Training Program, Class 48/ Dharmniti Seminar and Training Co., Ltd.</li> </ul>	None	-	2015-present	Company Secretary/Manager Internal Audit	Thai Polycons Plc./ Construction
					2008-2015	Executive Secretary	Thai Polycons Plc./ Construction
					2006-2008	HR Senior Officer	Geminai & Associate Co., Ltd./ Construction
					2001-2016	Secretary - Construction	Siem Intergroup Co., Ltd. (close down)/ Construction



Name/ Title/ Date of Appointment		Age (Year)	Educational Background/ Training	Proportion of Shares held in the Company (percentage) (30/12/20	Family Relationship between Directors and Management	Working Experience		
						Period	Title	Name of Agency/ Company/ Type of Business
			- Precautions for System Arrangement and Improvement of Payment and Receivable Documents Program/ Dharmniti Seminar and Training Co., Ltd.  - Coaching Techniques based on Competency and KPIs Program/ HIPO Training and Consultancy Co., Ltd.					

## Duties and Responsibilities of the Company Secretary

The Company Secretary must perform duties as specified in Section 89/15 and Section 89/16 of the Securities and Exchange Act (No. 4), B.E. 2551, effective on 31 August 2008, by accountability, prudence and integrity, and in compliance with laws, objectives, regulations, resolutions of the Board of Directors, as well as resolutions of the shareholders' meeting. The duties of a company secretary as prescribed by law are listed below.

1. Preparing and keeping the following documents:
  - a. a register of directors;
  - b. a notice calling director meeting, a minute of meeting of the board of directors, and an annual report of the company;
  - c. a notice calling shareholder meeting and a minute of shareholders' meeting.
2. Keeping a report on interest filed by a director or an executive, and filing a report on interest according to Section 89/14 to the chairman of the board and the chairman of the audit committee for acknowledgement within 7 business days upon the date of receiving the said report.
3. Performing any other acts as specified in the notification of the Capital Market Supervisory Board. A company secretary also has other duties assigned by the Company as follows:
  - providing advice on laws and other related regulations, and best practices in regulating the activities performed by the board of directors to ensure that they comply with laws;
  - arranging the meeting of the board of directors and the shareholders' meeting;
  - coordinating with every department of the Company to ensure that it complies with resolutions of the board of directors and shareholders' meeting;
  - coordinating with all regulatory authorities, e.g. Stock Exchange of Thailand; overseeing the information disclosure; and reporting the information to any and all regulatory and public authorities as required by law;
  - arranging an orientation for a newly-appointed director; and
  - performing other duties specifically assigned by the Company.



## Enclosure 2

### Details of Positions Held by Directors, Management, and Controlling Persons

Name	Direct Subsidiaries			Joint Ventures		Indirect Subsidiaries														
	TPCA	TPCB	TPCH	TPCL	TPCI	CRB	MGP	TSG	MWE	PTG	PGP	SGP	PA	SP	TPCH 1	TPCH 2	TPCH 5	ECO	PBB	PBM
1. Mr. Chainarong Chanpalangsri	/	/	/	-	-	-	-	-	-	-	-	-	-	/	-	-	-	-	-	-
2. Mr. Pathompol Saosap	/	/	/,//	-	/	/	/	/	/	/	/	/	-	-	-	-	-	/	-	-
3. Mr. Cherdsak Wattanavijitkul	/	-	/, //	-	-	/, //	/, //	/, //	/, //	/, //	/, //	/, //	-	/	/, //	/, //	/, //	/	/	/
4. Mrs. Kanoktip Chanpalangsri	/	/	/, //	/	/	/, //	/, //	/, //	/, //	/, //	/, //	/, //	/	/	/, //	/, //	/, //	/	-	-
5. Mr. Jackrit Pongprasert	/, //	-	/, //	-	-	/	-	-	-	/	-	/	-	-	-	-	-	-	-	-
6. Dr. Thanu Kulachol	//	-	/, ///, X	-	-	-	-	-	-	-	-	-	-	/	-	-	-	-	-	-
7. Mrs. Boontipa Simaskull	-	-	/, ///, a	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
8. Mr. Thanwa Theeravittayalert	-	-	/, ///, a	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
9. Mr. Roongsak Boonchu	-	-	/, //	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
10. Mr. Norachai Sripimol	-	-	/, ///, a	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
11. Mrs. Chantira Phuphawattanakit	-	-	-	/	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
12. Mr. Pailuck Wongwaisayawan	-	-	-	-	/	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
13. Mr. Vikul Lohamongkol	-	-	-	-	-	/	-	/	-	-	-	-	-	-	/	/	/	/	/	/
14. Mr. Phol Kongseaw	-	-	-	-	-	/, //	/, //	/, //	/, //	/, //	/, //	/, //	-	-	/, //	/, //	/, //	-	-	-
15. Mr. Wattana Saneewong Na Ayutthaya	-	-	-	-	-	/	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Name	Direct Subsidiaries			Joint Ventures		Indirect Subsidiaries														
	TPCA	TPCB	TPCH	TPCL	TPCI	CRB	MGP	TSG	MWE	PTG	PGP	SGP	PA	SP	TPCH 1	TPCH 2	TPCH 5	ECO	PBB	PBM
16. Mr. Roland Vogel	-	-	-	-	-	/	/	/	-	-	-	-	-	-	-	-	-	-	-	-
17. Miss Tharasri Wongsriwattanakul	-	-	-	-	-	-	/	/	-	-	-	-	-	-	-	-	-	-	-	-
18.นางจรรยา เจริญสุข เดชใด	-	-	-	-	-	-	/	-	-	-	-	-	-	-	-	-	-	-	-	-
19.นายโรเบิร์ต คอนสแตนติน รัตบวร็ก	-	-	-	-	-	-	/	/	-	-	-	-	-	-	-	-	-	-	-	-
20. Miss Chantakarn Chanpalangsri	-	-	-	-	-	-	-	/	-	-	-	-	-	-	-	-	-	-	-	-
21. Mr. Vithee Supitak	-	-	-	-	-	-	-	-	-	-	-	/	-	-	-	-	-	-	-	-
22. Mr. Prakij Wuttisetarak	-	-	-	-	-	-	-	-	-	-	-	/	-	-	-	-	-	-	-	-
23. Mr. Viki Supitak	-	-	-	-	-	-	-	-	-	-	-	/	-	-	-	-	-	-	-	-
24. Mr. Thavee Jongkavinit	-	-	-	-	-	-	-	-	-	-	-	-	-	/, //	-	-	-	-	-	-
25. Mr. Veerapol Chokwittayarat	-	-	-	-	-	-	-	-	-	-	-	-	-	/	-	-	-	-	-	-
26. . Mr. Silpchai Chaisitthivej	-	-	-	-	-	-	-	-	-	-	-	-	-	/	-	-	-	-	-	-
27. Mr. Suchart Jongkavinit	-	-	-	-	-	-	-	-	-	-	-	-	-	/, //	-	-	-	-	-	-
28. Miss Sompis Saenrang	-	-	-	-	-	-	-	-	-	-	-	-	/, //	-	-	-	-	/	/	/
29. Miss Yupawadee Chaiya	-	-	-	-	-	-	-	-	-	-	-	-	/, //	-	-	-	-	-	-	-
30.Mr. Pairat Paisarnyakit	-	-	-	-	-	-	-	-	-	-	-	-	/	-	-	-	-	-	-	-
31. Mr. Amnat Chomnongprasartporn	-	-	-	-	-	-	-	-	-	-	-	-	/	-	-	-	-	-	-	-
32.นายวิชระ พิทักษ์ตันสกุล	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	/	/
33.นายพสุธา คั่นคร	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	/	/

Note:: x Chairman of the Board a Member of the Audit Committee  
 / Director o Executive  
 // Executive Director /// Independent Director



TPCA	TPC Asset Company Limited	PGP	Phatthalung Green Power Company Limited
TPCB	TPC Bangkok Supply Company Limited	SGP	Satun Green Power Company Limited
TPCH	TPCH Power Co., Ltd	TPCH 1	TPCH Power 1 Company Limited
TPCL	Thai Polycons and Laem Thong Phatthalung Joint Venture	TPCH 2	TPCH Power 2 Company Limited
TPCI	TPCI Joint Venture	TPCH 5	TPCH Power 5 Company Limited
CRB	Chang Raek Biopower Company Limited	PA	Waste and Energy Company Limited
MGP	Mahachai Green Power Company Limited	SP	Siam Power Company Limited
TSG	Thung Sung Green Company Limited	ECO	Siam Power Company Limited
MWE	Maewong Energy Company Limited	PBB	Pracharat Biomass Mae Lan Co., Ltd.
PTG	Pattani Green Company Limited	PBM	Pracharat Biomass Bannang Sata Co., Ltd.

## Enclosure 3

Details of Head of Internal Audit and Head of Company operations

ชื่อ-นามสกุล	อายุ (ปี)	คุณวุฒิการศึกษา/ประวัติการอบรม	สัดส่วนการ ถือหุ้นใน บริษัท (ร้อยละ) (30/12/63)	ความสัมพันธ์ ทางครอบครัว ระหว่าง กรรมการและ ผู้บริหาร	ประสบการณ์ทำงาน		
					ช่วงเวลา	ตำแหน่ง	ชื่อหน่วยงาน/บริษัท
Mr. Vacharachai Somboonying	44	Master of Science, Corporate Governance, Chulalongkorn University	ไม่มี	-	2021 - Present	Vice President Business Development & Strategy Division	Thai Polycons Plc./
Head of Company operations		Bachelor Degree in Finance			2008 - 2020	Vice President Office of President	
						Head of Internal Audit	
		<b>Training</b>					
		- Skills for Auditor in-chart Program – The Institute of Internal Auditor of Thailand					
		- Internal Audit Risk Assessment and Internal Control, Federation of Accounting Professions					
		Prepare for Certification of Internal Auditor (CIA), Chulalongkorn University					

Name/ Title/ Date of Appointment	Age (Year)	Educational Background/ Training	Proportion of Shares held in the Company (percentage) (30/12/20)	Family Relationship between Directors and Management	Working Experience		
					Period	Title	Name of Agency/ Company/ Type of Business
Miss Jariya Pinpet/ Company Secretary/ 1 July 2015	44	<ul style="list-style-type: none"> <li>- Master of Business Administration, Finance and Banking, Ramkhamhaeng University</li> <li>- Bachelor of Education, Phranakhon Rajabhat University</li> <li>- Effective Minute Taking (EMT), Class 34/2016 from Thai Institute of Directors</li> <li>- Company Secretary Program (CSP), Class 63/2015 from Thai Institute of Directors</li> <li>- Strategic Negotiations Training Program/ Thailand Productivity Institute</li> <li>- Systems Thinking Training Program/ Thailand Productivity Institute</li> <li>- Executive Secretary Training Program, Class 48/ Dharmniti Seminar and Training Co., Ltd.</li> </ul>	None	-	2015-present	Company Secretary/Manager Internal Audit	Thai Polycons Plc./ Construction
					2008-2015	Executive Secretary	Thai Polycons Plc./ Construction
					2006-2008	HR Senior Officer	Geminai & Associate Co., Ltd./ Construction
					2001-2016	Secretary - Construction	Siem Intergroup Co., Ltd. (close down)/ Construction



Name/ Title/ Date of Appointment	Age (Year)	Educational Background/ Training	Proportion of Shares held in the Company (percentage) (30/12/20	Family Relationship between Directors and Management	Working Experience		
					Period	Title	Name of Agency/ Company/ Type of Business
		- Precautions for System Arrangement and Improvement of Payment and Receivable Documents Program/ Dharmniti Seminar and Training Co., Ltd.  - Coaching Techniques based on Competency and KPIs Program/ HIPO Training and Consultancy Co., Ltd.					

## Duties and Responsibilities of Head of Internal Audit

- 1) Prepare the Charter on Power, Duties, and Responsibilities of the Internal Audit Department.
- 2) Define the purposes, goals, and scope of internal audit, set up an annual audit plan, long-term audit plan, and annual budget, and report the operation result based on the audit plan and fixed budget.
- 3) Prepare the Internal Audit Manual as well as the Internal Audit Standard.
- 4) Manage the Internal Audit Department, and oversee the internal auditors' performance at all levels, and organize the structure, allocate the internal audit affairs, and allocate resources of the Internal Audit Department.
- 5) Prepare the audit program, and assess the adequacy and proficiency of the Company's internal control system and operation quality as assigned.
- 6) Assess the reliability and accuracy of financial information and operating information.
- 7) Inspect to ensure that the operations of every department are in line with the policy, goals, objectives, work plan, and regulations of the Company and other related laws.
- 8) Review the methods used to prevent the loss of properties, and assess whether the resources are used safely, cost-effectively, and efficiently or not.
- 9) Review the auditing report, provide advice for further improvement, and follow up the performance based on such advice.
- 10) Formulate the working standard, and review whether the internal auditors perform as per the established standard or not.
- 11) Arrange the cost and expense calculation system used in auditing, and control the auditing plan.
- 12) Prepare the auditing report to be proposed to the Management, the Audit Committee, and the Board of Directors.
- 13) Follow up the work performance to ensure that it is in line with the established purposes in order to boost the Internal Audit Department's work efficiency for the Management.
- 14) Select and develop the internal auditors at all levels to enhance the auditing knowledge and skills enabling them to attain the established goals.
- 15) Arrange the work performance evaluation for every worker at all levels in the Internal Audit Department.
- 16) Provide advice, comments and suggestions, guideline on compliance with rules, orders, and internal control of the organization.
- 17) Perform other special tasks assigned by the Management, and the Audit Committee.
- 18) Coordinate with the Management, Audit Committee, external auditors, advisors, and executives of related agencies.



## Enclosure 4

### Assets Used in Operation

#### 4.1 Core Permanent Assets for Business Operation

##### Construction Business

Asset Features	Location	Ownership	Obligation	Net Value As of Dec 31,2020
Land and improvements for 3 plots of land. Title Deed No. 5968, 6541, and 6542 in an aggregate area of 1 Rai 35 square wah	2, 4 Soi Prasert-Manukitch 29, Yak 8, Prasert-Manukitch Road, Chorakhehua, Ladprao, Bangkok	Owner	Mortgaged to financial institutions	22,695,179.99
Office building and expansion	2, 4 Soi Prasert-Manukitch 29, Yak 8, Prasert-Manukitch Road, Chorakhehua, Ladprao, Bangkok	Owner	Mortgaged to financial institutions	16,651,155.49
Land and improvements for 2 plots of land. Title Deed No. 14440, and 14441 in an aggregate area of 18 Rai	Amphoe Sam Khok, Pathum Thani	Owner	Mortgaged to financial institutions	9,000,000.00
Building expansion and dwelling houses	Amphoe Sam Khok, Pathum Thani	Owner	-	22,295,157.32
3 plots of land. Title Deed No. 3921, 3922, 19049 and 76130	Surat Thani	Owner	-	200,000.00
Tools, machinery and construction equipment	-	Owner	Free of obligation/ under hire purchase agreement	30,849,910.04
Office supplies and furniture and fixture	-	Owner	Free of obligation	6,873,299.81
Vehicles	-	Owner	-	11,521,346.39
Electrical and Water Distribution system	2, 4 Soi Prasert-Manukitch 29, Yak 8, Prasert-Manukitch Road, Chorakhehua, Ladprao, Bangkok			500,297.01

## Property Business

Asset Features	Location	Ownership	Obligation	Net Value As of 31 Dec 20
Office supplies and furniture and fixture		Owner	Free of obligation	51,835.11
Vehicles		Owner	Free of obligation	65,000.00
Land		-		272,653,378.86

## Energy Business

At present, the power plant projects have the core equipment as summarized below.

Equipment	Technologies/ Producer	Type	Functions
Combustion Chamber	Germany/ Germany	Combustion chamber in the type of step grate stoker with post combustion chamber	Fuel is fed to the staging combustion chamber by hydraulic driven device where the movement rapidity can be adjusted. When fuel is driven from each stage, it will be turned up so some fuel pieces placed on the grate surface and not be burned yet will be turned and burned to have a complete combustion. Post combustion makes any incomplete combustion perfect in this combustion chamber. It greatly improves the combustion efficiency.
Boiler	Germany/ Thailand	Water tube boiler with 1 set of drum. Water tubes are the walls transferring heat, and natural water circulation	Heat from the combustion chamber is fed to the boiler to boil water, which is changed to be the superheated steam that will be released via water tube to spin the steam turbine.
Steam Turbine	Japan/ Japan	Impulse stream turbine with 9 sets of impeller, entire condensate and worm gear	Superheated steam from the boiler is released to spin the steam turbine. Steam is condensed to be the condenser by cool water from the water tank and cooling tower. This water, then, is sent back to the boiler for re-boiling.
Generator	Japan/ Japan	Closed synchronous generator with air cooled water chiller and water cooled heat exchanger. Rotating magnetic field generation and brushless type.	The generator is driven by steam turbine through the worm gear, and it generates electric current about 6,600 volts to be fed to the electric transformer to turn the electric current to be 33,000 volts for CRB and TSG. For MWE, the electric transformer will transform the electric current to be 20,000 volts to be further sold to PEA. About 10 percent of generated electricity is used for some equipment used for electricity

generation, e.g. fan, water pump, etc.			
Combustion Chamber	Denmark/ China	Combustion chamber in the type of vibration grate stoker with water cooling	Fuel is fed to the combustion chamber by hydraulic driven device where the inclined and vibration grate is installed. The combustion duration will be set appropriately for each type of fuel. The vibrator is timed to function periodically. Burned fuel on the top of the grate will flow through the bottom of the grate before dropping into the bottom ash carrier. Heat from combustion will be transferred to the boiler to produce some steam.
Boiler	Denmark/ China	Water tube boiler with 1 set of drum. Water tubes are the walls transferring heat, and natural water circulation. There are 4 sets of superheated steam boiler, which is the technology of producing high-temperature water and high pressure.	Heat from the combustion chamber at the bottom of the boiler will deliver heat by heat convection and radiation to boil the water until it becomes the superheated steam. This steam will be sent via water tube to spin the steam turbine.
Steam Turbine	China/ China	Reaction steam turbine with 18 sets of impeller, entire condensate and worm gear	Superheated steam from the boiler is released to spin the steam turbine. Steam is condensed to be the condenser by cool water from the water tank and cooling tower. This water, then, is sent back to the boiler for re-boiling.
Generator	Germany/ Germany	Closed synchronous generator with air cooled water chiller and water cooled heat exchanger. Rotating magnetic field generation and brushless type.	The generator is driven by steam turbine through the worm gear, and it generates electric current about 11,000 volts to be fed to the electric transformer to turn the electric current to be 22,000 volts to be further sold to PEA. About 10 percent of generated electricity is used for some equipment used for electricity generation, e.g. fan, water pump, etc.

## 4.2 Investment Policy and Management in Subsidiaries and Joint Ventures

The Company has the policy of making investment in any enterprises whose business operations benefit and deal with the Company's core business, and have the potential growth. The proportion of investment and management policy shall mainly depend on the business expertise, investment abilities, and management power. To manage any businesses in which the Company has obtained the expertise, the Company's representative(s) will be assigned to be involved in establishing their policy and management in order that they are consistent with the Company's work plan, and to monitor and control their executives' performance to be in line with such established work plan. However, for other businesses beyond the Company's expertise, the Company's representative(s) will be assigned to be the director(s), not to manage them directly.

Previously, the Company had the policy of expanding the business operation to other related businesses by way of forward expansion along with driving the Company's business growth. The expansion to other related businesses aimed to add the revenue recognition channels only.

**4.2.1 Construction Business and Joint Ventures.** TPOLY makes investments with other companies with experience and specific expertise to jointly tender bids, and carry out various construction projects. They must have credentials and technical specialty as each client requires. Except some returns from project operation, TPOLY also obtains those specific techniques as well as working experience. This profile is useful for further bidding

**4.2.2 Property Business.** TPOLY is specialized in the construction work and it catches sight of an opportunity in the property business. Therefore, TPOLY makes investments in the property business as another channel of earnings

**4.2.3 Energy Business.** From an experience in the construction of power plants and the feasibility study on energy business, the business growth is likely to be high as electricity is so essential. Therefore, TPOLY decides to operate the energy business to boost some secure revenues in the long term.

**4.2.4 Trading Business.** This business helps support other businesses, e.g. procurement and sales of construction equipment to the construction business and property business, procurement and sales of fuel to the energy business, etc. The ordered products may be sold to other construction companies and trading partners.

### Details of Asset Appraisal Transactions

- None -

## Enclosure 5

### Policy and guidelines for corporate governance and business ethics in detail

#### Chapter 1 - Rights of Shareholders:

The Board of Directors has the policy to allow the shareholders to be more involved in overseeing the business, and sharing opinions about business operation; therefore, the shareholders shall be given various rights such as right in receiving the adequate and timely information in a form appropriate for decision-making, right in attending and voting in the shareholders' meeting to change any significant policies of the Company, right in electing and removing the Company's directors, right in approving an appointment of the Company's auditor, and right in profit sharing. The shareholders hold the right in ownership and control the Company by appointing the Board of Directors to act on their behalf.

1. The Company shall deliver the meeting notice, date, time and venue, and meeting agendas as well as all enclosures regarding the matters to make decision in the meeting to all shareholders in advance at least 14 days prior to the meeting date. The aforesaid information is also disseminated in the Company's website.

2. The Company imposes the practice guideline for the agenda items in the annual general meeting of shareholders to be conformity with the good governance principles as follows:

- 1) adopt the minutes of the last meeting;
- 2) acknowledge the Company's operating performance on the previous year;
- 3) consider and approve the balance sheet and the statement of income for the fiscal year ended on December 31 of the previous year;
- 4) consider and approve the profit allocation from the Company's operating performance on the previous year;
- 5) consider the election of directors in place of those retiring by rotation;
- 6) consider and approve the remuneration for directors;
- 7) consider the appointment of the Company's auditor, and fix the audit fee; and
- 8) other matters by allowing the shareholders to raise questions about significant issues in which they are interested and/or the Board of Directors may clarify the questions and/or inform the shareholders without any voting.

3. The shareholders shall be informed of the dissemination of the notice to the annual general meeting of shareholders in advance for not less than 10 days via the Company's website.

4. The Company fully facilitates the shareholders to attend the shareholders' meeting, and to cast their votes by arranging such meeting on a business day in a hotel located in Bangkok and vicinity to

which the shareholders can travel conveniently. At the meeting, the Company's staff and technologies shall be provided sufficiently for checking the documents. Some stamp duties are also provided for the proxy form.

5. The Company allocates the adequate time, and encourages the shareholders to raise opinions and questions about any matters relating to the Company in the shareholders' meeting.

6. All directors and top executives of the Company are required to attend the shareholders' meeting, and to clarify any inquiries there.

## Chapter 2 - Equitable Treatment to Shareholders

The Board of Directors has the policy to allow the shareholders to be more involved in and to share their opinions about the Company's operation. Therefore, every shareholder has all fundamental rights equitably.

1. The Company shall not insert some additional agenda items, or change any material information without prior notice to the shareholders.

2. Any shareholders who are unable to attend the meeting may use the proxy form to vote on their behalf. The Company shall nominate at least one independent director to be the shareholders' proxy.

3. The Board shall permit the shareholders to exercise their right in appointing each director individually. The ballot shall be used in voting for so that the voting is transparent and checkable.

4. The Company establishes the regulation on practice guideline on the use of inside information to prevent the Company's directors, executives, and employees to use the Company's inside information to acquire the interest for themselves or other persons unlawfully. The guideline and policy have been notified to everyone in the organization for further actions, and the result of this practice guideline has been monitored regularly.

5. The Board of Directors and executives must disclose certain information about their interest and related persons to enable the Board to consider the Company's transactions that may possibly cause any conflict of interest, and to make decision for the Company's interest. In this regard, the directors and executives who have any interest with transactions made with the Company must not be involved in deciding on making such transactions. The decision-making shall be subject to the Company's procedure or measures of approving the connected transactions.

6. The Board establishes the policy regarding the Company's sales and purchase of securities, and reporting methods to be the practice guideline for all directors, executives, and employees who are involved in receiving the inside information. It is also required that the directors and executives shall have a duty of regularly reporting their securities held to the Board in accordance with the requirement of the Office of the Securities and Exchange Commission.

7. The Board of Directors shall prepare the minutes of the shareholders' meeting, and inform the shareholders of such via the Company's website within 14 days upon the meeting date.

### Chapter 3 - Roles of Stakeholders

1. The Board has the policy to encourage the cooperation between the Company and other stakeholders to boost the Company's operation, and to care for the stakeholders subject to their rights permitted by any related laws. The Company's stakeholders include the client, employee, business partner, shareholder or investor, creditor, competitor, community where the Company is located, society or government sector.

2. The Company provides and announces the Code of Conduct Manual which all directors, executives, and employee must acknowledge and comply with it strictly.

3. The Company has the policy of environmental care and social responsibility. In this regard, the Corporate Communications & Corporate Social Responsibility Department is established to be in charge of the Company's activities carried out for the society and environment, either in-process or after-process activities, in order to return some interest to the society under the actual awareness and responsibility.

4. The Company has the policy to upgrade the quality of life of all employees in the Company so that they enhance better well-being and work safety.

5. The Company indicates some compensation measures in the Company's Business Code of Conduct in case that the stakeholders get damaged by its violation against rights as defined by laws relating to the stakeholders.

6. The Company announces universally that any directors, executives, and employees of the Company, who have been aware of its inside information that may take the material effect to the trading prices of the Company's securities, must suspend such trading during 1 month before the Company announces its operation performance or discloses such inside information to the public.

### Chapter 4 - Information Disclosure and Transparency

The Board of Directors shall disclose the Company's financial information and other matters relating to the Company's business and operating performance accurately, adequately, regularly, and timely in order to reflect the Company's financial status and actual operation incurred, and future business.

The Board of Directors has determination to oversee the Company's strict compliance with all laws, requirements, and regulations relating to information disclosure and transparency by:

1. The Company shall disseminate the information in accordance with the established criteria via the channel of the Stock Exchange of Thailand, the Company's Annual Report (Form 56-2) and Annual Registration Statement (Form 56-1). Such information is also disseminated via the Company's website.



2. The Board of Directors shall report the implementation of the corporate governance policy in the Annual Registration Statement (Form 56-1) and the Annual Report (Form 56-2) of the Company.

3. To comply with the Notification of the Capital Market Supervisory Board regarding Rules, Conditions, and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers, the Company requires that the following information shall be disclosed through the Annual Registration Statement (Form 56-1): (1) general information; (2) risk factors; (3) nature of business; (4) business operation of each product line; (5) assets utilized in the business operation; (6) legal dispute; (7) capital structure; (8) management; (9) internal control; (10) connected transactions; (11) financial position and operating performance; and (12) other related issues.

4. The Board of Directors shall provide the Accountability Report of the Board of Directors for Financial Statements together with the Auditor's report. The corporate governance report of the Audit Committee shall be also presented in the Annual Report (Form 56-2).

5. The Board of Directors shall disclose the list and roles and duties of the Board of Directors and other sub-committees, total number of meetings, and number of meeting attendance in the Annual Report (Form 56-2).

6. The Board of Directors shall disclose each type of remuneration each board member has received in the Annual Registration Statement (Form 56-1) and the Annual Report (Form 56-2).

7. For any disclosure of information which may take effect to prices of securities or decision-making on investment or to benefits of shareholders, it must be in conformity with the practice guideline on information disclosure prescribed by the Stock Exchange of Thailand as follows:

- 1) Important information must be disclosed to the public immediately;
- 2) Information must be disseminated to the public universally;
- 3) Any rumor or news must be clarified;

4) Actions when the selling and purchase of securities of a listed company are unusual from the normal course of the market. It is required to establish a working unit to monitor such abnormal selling and purchase of securities of the Company, find out the reasons, and report the outcome to the Board of Directors immediately.

5) Unreasonable encouraging disclosure of information. The directors, executives, and any other related persons are prohibited to give information, news or any notifications that may encourage the decision on investing in the Company's securities while the persons giving information about the Company must be authorized by the Company only. The Board of Directors requires that every executive and employee comply with ethics of the executives and employees strictly.

6) Selling and purchase of securities of a listed company by using the inside information. The Company pays attention to the use of inside information. The directors, executives, and any other related persons, who have been aware of the inside information of the Company, are prohibited to disclose it to the third parties or any other persons who have no duty in dealing with it. They are also prohibited to trade the Company's shares during 1 month before its financial statements or any other significant

information is disclosed to the public in order to ensure that the investors in the Company's securities shall obtain the reliable information fairly and timely. Therefore, the Company establishes the "policy of regulating the use of inside information" to be strictly complied with by all of its directors, executives, and employees.

8. The Board of Directors sets up the risk management system for all risk factors relating to the vision, mission, business strategy, finance, production, and other operating activities. The possibility and severity of risks affecting the Company shall be considered. Then, the preventive measures and responsibility for risk prevention and remedy shall be set up clearly. This practice guideline is in line with the "risk management policy".

9. The Board of Directors arranges the internal control system covering financial and operating activities as required by related laws, requirements, and regulations. The efficient and adequate examination and balancing mechanism is also set up to protect and care for the investment of the shareholders and for the Company's assets. The practice regulations are defined in writing along with an internal audit division that is independent and reports directly to the Audit Committee with a duty of inspecting the operation of each department to ensure that their operation is in line with the established regulations.

## Chapter 5 Responsibility of the Board of Directors

The Board of Directors takes an important role in supervising the business for the Company's utmost interest with responsibilities in performing duties on behalf of the shareholders, and being independent from the management.

### **Independence and neutrality of directors**

The Board of Directors perform duties and has the independent discretion in making decision on all matters, either those from the management or the shareholders. Each director has duties to independently raise questions, provide opinions, or object to anything negatively affecting the interest of the shareholders or stakeholders.

### **Board diversity**

The Board of Directors defines the board diversity policy for board members to be nominated by considering the necessary skills that have been still missing in the board, as well as the professional and specific expertise with no discrimination of gender in order to make the board stronger.

### **Qualifications of directors**

A person holding directorship of the Company must have knowledge, abilities, and preparedness to perform duties. A director should have at least the following qualifications:

1) A person with no prohibited characteristics as defined in the Public Limited Companies Act, and notifications of the Securities and Exchange Commission.

2) A person with knowledge, expertise, and long or specific working experience, which shall depend on the Company's circumstances at a particular time.

3) A person who is able to contribute time to the Company fully, especially to make decision on important matters for the Company's interest.

4) A person with ethics and morality, and other qualifications to be added as appropriate.

#### **Qualifications of independent directors**

The Board of Directors defines the qualifications of "independent director" to be in compliance with the requirements prescribed by the Stock Exchange of Thailand regarding qualifications of an independent director as follows:

1) Holding not more than 0.5 percent of the registered and paid-up capital of the Company, associated company, joint-stock company or other related company whereas the shares held by his/her related persons shall be counted together.

2) Not being a director assigned to be responsible for the management in the normal business course of the Company, associated company, joint-stock company, and other related company; or not being a major shareholder of the Company nor an authorized director who puts signature on behalf of the Company, an employee, staff or advisor who regularly receives the salary from the Company, associated company, joint-stock company, related company or major shareholder of the Company.

3) Being a director with no benefits or interest, either direct or indirect, in the Company's financial and management matters.

4) Being a director who is not the auditor of the Company, subsidiary, associated company, or juristic person that may have conflicts of interest with the Company.

5) Being a director who is not any other professional service provider receiving the service fee exceeding 2 million Baht per year from the Company, subsidiary, associated company, or juristic person that may have conflicts of interest with the Company.

6) Being a director who is not a related person or close relative with an executive or major shareholder of the Company.

7) Being a director who is not appointed to be a representative to retain the interest of any director or major shareholder of the Company.

8) Being able to perform duties, share opinions, or report the work performance independently as assigned by the Board of Directors.

#### **Composition of the Board of Directors**

The Board of Directors shall consist of at least 5 directors whereas the total number of directors must be appropriate with the Company's business size. The board shall comprise a chairman, a vice chairman, and other directors. Among those directors, at least one-thirds of total number of directors, but not less than 3 independent directors must be independent directors who are actually free from the management with no business relationship or any other relationship that may influence their

independent discretion. The shareholders' meeting shall appoint the Company's directors under the term of 3 years each. The number of directorship terms is not limited.

**The Board of Directors shall appoint some new directors** to replace those vacating the office for the remaining term of such former directors subject to an approval of the Board of Directors.

**Number of companies in which each director may serve as director** shall be in accordance with the good governance principles.

**The Board of Directors requires that the Chairman and the President must be two different persons** in order that the management's working can be examined and balanced independently. Their duties and responsibilities are segregated as follows:

**Chairman** shall be the following duties:

- 1) To preside over the board meetings;
- 2) To have the casting vote in case of the tie vote in the board meeting;
- 3) To call the board meeting; and
- 4) To preside over in the shareholders' meeting.

**President** shall have the following duties:

- 1) To prepare the business policies and strategy, targets, work plans, and annual budget of the Company and subsidiaries, which must be proposed to the Board of Directors for approval; and to carry out the business in accordance with such business policies and strategy, targets, work plans, and annual budget of the Company and subsidiaries as approved by the Board of Directors;
- 2) To report the achievements and monthly and quarterly operating performance of the Company and subsidiaries, as compared to the established work plans and budget, as well as suggestions to the Board of Directors for acknowledgement; and
- 3) To perform other works assigned by the Board of Directors.

**The Board of Directors shall have the Company Secretary** who shall be responsible for preparing and keeping the documents relating to directors' records, notice to the board meeting, minutes of the board meeting, annual report, notice to the shareholders' meeting, and report on interest of directors and executive. The Company Secretary must perform duties under responsibility, caution, and integrity and in compliance with law, objectives and regulations of the Company, resolutions of the Board of Directors, and resolutions of the shareholders' meeting.

#### **Roles and duties of the Board of Directors**

The Board of Directors shall be responsible for the shareholders in the Company's business operation, and shall oversee the Company's management to ensure that it conforms to the established guideline and target, which must give the best interest to the shareholders under morality and recognition of interest for all stakeholders.

**The Board of Directors shall have the duty of establishing the following matters.** The Board of Directors shall have duties and responsibilities in considering and approving the matters as listed below.

1) Policies, guideline, business strategy, target, work plan, and annual budget of the Company and subsidiaries.

2) Achievements and monthly and quarterly operating performance of the Company as compared to the established work plans and budget, and also tendency of the next year.

3) Investment in projects that are not stated in the annual budget.

4) Spending the investment exceeding the investment budget for approved projects and exceeding other investment budget that is not the project investment budget.

5) Selling and purchase of assets, business acquisition, and participation in a joint investment, which is not contrary to the criteria prescribed by the Stock Exchange of Thailand, with value exceeding the amount authorized to the President.

6) Entering any transactions or taking any actions that may take the material effect to the financial status, liabilities, business strategy, and reputation of the Company.

7) Making any contracts not relating to the normal business course, and any substantial contracts relating to the normal, but important business course.

8) Making any connected transactions between the Company, subsidiaries, or associated companies with any connected persons, which are beyond the requirements prescribed by the Stock Exchange of Thailand, and the Office of the Securities and Exchange Commission.

9) Payment of interim dividend.

10) Changes of significant policies and practice methods relating to accounting, risk management, and internal control.

11) Engagement of the President and top management.

12) Determining and changing the authorization given to the President and top management.

13) Proposal for the appointment and termination of any director and the Company Secretary.

14) Authorization to the Chairman of the Board, the President or any director, as well as the revision or amendment of such authorization, which must not be contrary to rules and requirements of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission.

15) Appointment and establishment of authority and duties of each sub-committee.

16) Provision and supervision to ensure the management under the good governance principles.

17) Appointment of directors in subsidiaries.

18) Revision, change, and alteration of the corporate structure from the level of the vice president and higher.

19) Taking any other actions to comply with law, objectives, regulations, and resolutions of the shareholders' meetings of the Company.

20) The Board of Directors provides the written corporate governance policy of the Company whereas the implementation of this policy shall be assessed and reviewed at least once a year.

21) The Board of Directors provides the written business ethic manual to be a working guideline for the Company's directors, executives, and employees. In this manual, the discipline penalties in case of any violation are also established. This policy shall be reviewed at least once a year.

22) For any transactions with conflicts of interest, the Board of Directors shall consider them cautiously where the stakeholders shall not be involved in making decision. The Board of Directors shall also supervise to ensure the compliance with the requirements regarding the procedures and information disclosure.

23) The Board of Directors shall set up an internal audit division with independence in performing duties, and reporting directly to the Audit Committee. This Internal Audit Division shall be responsible in examining the Company's control system in respect with financial statements, and compliance with any rules, regulations, and policies. The Board of Directors shall assess the adequacy of the internal control system at least once a year.

24) The Company has the risk management covering the whole organization by reporting the risks to the Board of Directors regularly. The efficiency of risk management shall be reviewed and assessed at least once a year.

#### **Board Meeting**

1) The Company shall schedule the board meetings in advance for the whole year, and inform each director of such. At least 4 board meetings shall be convened per year.

2) It is required that the minimum quorum when the Board of Directors passes any resolution in the board meeting must constitute two-thirds of the total number of directors.

3) The Chairman and/or the President shall consider and select the matters to be put in the agenda items of the board meeting. In this regard, each director is entitled to propose the agenda items for the board meeting.

4) In each board meeting, the agenda items must be fixed precisely where all supporting documents must be complete and adequate, which must be delivered to each board member in advance for not less than 7 days before the meeting date in order that the board members shall have sufficient time to study the documents before the meeting.

5) The Chairman shall allocate sufficient time for all matters to be proposed by the Management. The directors shall discuss each important problem cautiously. The minutes of each board meeting shall be recorded and kept for further checking by directors or any other related persons.

6) Every director shall be able to access to the necessary or additional information from the President, the Company Secretary, the Board of Directors, or other Management.

7) The Board of Directors shall arrange the Company Secretary to be in charge of supporting and preparing the agenda items for the board meeting, preparing the notice to the board meeting, arranging the board meeting, preparing all documents relating to the board meeting, and preparing the minutes of meeting to be proposed to the Chairman for approval before proposing them to the board meeting for consideration and adoption.

8) The Board of Directors shall encourage the top management of the Company to participate in the board meeting.

#### **Remuneration for Directors**

1) The Board of Directors shall take account of the remuneration for directors by comparing it with the normal practice in the same industry, the Company's operating performance, as well as the directors' duties and responsibilities. The remuneration for directors shall be approved by the shareholders' meeting.

2) The remuneration for the management is subject to the principles and policy placed by the Board of Directors, which must be associated with the Company's operating performance and work performance of each management.

#### **Development of Directors and Executives**

1) The Board of Directors encourages the meeting between the Company's directors and top executives by arranging various seminar sessions to allow them to share opinions with each other.

2) The Board of Directors shall have a duty of promoting and facilitating the training and the provision of knowledge to the Company's directors and top executives in order that their work performance is improved continuously.

3) The Board of Directors assigns the executives to advise the new directors on the Company by attending the meeting together, and listening to the brief explanation about the nature of business and business practice of the Company and its subsidiaries.

4) The Board of Directors places the plan for improving the executives' potential at the level of the president and vice president by assigning those executives to provide the work succession plan, which must be reported to the Board of Directors.

#### **Nomination of Directors and Top Executives**

1) The Board of Directors shall mutually seek for persons with knowledge, abilities, expertise, and long working experience.

2) The nomination/selection criteria shall depend on the appropriateness and circumstances of the Company at a particular time.

3) Every candidate must be able to contribute time to the Company fully and adequately.

4) Every candidate must have morality and ethics in working.

#### **Communications with the Executives**

The Board of Directors encourages the executives at the level of the president and vice president to attend the meeting with the Board of Directors, and to propose the agenda items for which they are responsible to the board meeting in order that the Board of Directors shall obtain opinions from them directly while they will be able to learn and understand the Board's viewpoints.

The Board of Directors encourages the meeting and opinion sharing between the Company's directors and other executives at the level of the president and vice president in other occasions except in the board meeting so that the directors will feel familiar with those executives.

The directors are able to communicate with each executive directly whereas it will not get into or interfere in the executives' operation, but such communication should be informed to the President in advance.

#### **Monitoring for Implementation and Revision**

The Board of Directors shall oversee the directors, executives, and employees to strictly comply with the best practice stated in the corporate governance manual in order to upgrade and improve the Company's corporate governance quality consistently, and to form stability and sustainability for the organization, shareholders, and all groups of stakeholders.

The Board of Directors and the Audit Committee determine that the "corporate governance manual" shall be revised on a yearly basis.



## Business Code of Conduct

As the Company believes that to make the business operation meet the sustainable success and become a leading company in an industry, except the determination in working, improvement of new technologies, good management, and corporate governance, one substantial factor is the adherence with business ethic and morality; therefore, the Company deems appropriate to establish the “Code of Conduct” to insist on its intention to undertake the business under transparency, morality, responsibility to the stakeholders, and concerns about the society and environment.

## Business Practice

The Company believes that the business operation under integrity, ethic and morality will lead to the right and sustainable business; therefore, it always adheres with all related business laws strictly together with transparency, morality, and social responsibility.

The Company relies on the trustworthy anagement, which also includes the accurate accounting records, precise and cost-effective budget spending, and upright assessment of project investment.

The Company arranges its employees at all levels to comply with its policies, accounting principles, and other control measures. The Company undertakes the business by taking account into its duties and responsibilities to the nation, religion, and the King along with law and good morals.

## Anti-corruption Policy

The Company places the concept of operating the business under transparency, morality, and responsibility to the society and all groups of stakeholders in accordance with the good governance principles as well as the policy and practice guideline for stakeholders. To ensure that the Company has the policy, which defines the appropriate responsibilities, practice guideline, and requirements in order to prevent corruption in every business activity performed by the Company and subsidiaries while all decision-making and business operation risky to the corruption are considered carefully and appropriately, the Company provides the “anti-corruption policy” in writing to be the explicit practice guideline in its business operation.

In this regard, all directors, executives, and employees of the Company and subsidiaries are prohibited to conduct or permit all types of corruption, either direct or indirect, that cover all businesses operated in the country and by every related business unit. The implementation of this anti-corruption policy shall be reviewed regularly, The practice guideline and requirements in this matter are also reviewed to be consistent with any business changes, rules and regulations, and law.

## Definition of Corruption

Corruption refers to bribery in any forms by inappropriately proposing, promising, requesting, or receiving some money, properties, or any other interest to any government official, government agency,

private agency, or competent person, either direct or indirect, to cause those persons to act or omit to act their duties with aims at acquiring or retaining the business, or recommending any particular business to the Company, or acquiring or retaining any other interest that is improper in the business, except those may be permitted by laws, regulations, notifications, obligations, local tradition or business custom.

### **Duties and Responsibilities**

1. The Board of Directors has duties and responsibilities in formulating the policy, and supervising a system to make the anti-corruption efficient. This is to ensure that the management will recognize and prioritize the anti-corruption until this becomes the organization culture.

2. The Audit Committee has duties and responsibilities in reviewing the financial statements and accounting reports, internal control system, internal audit system, and risk management system to ensure that they all are in line with international standards, precise, appropriate, updated, and efficient.

3. The Board of Executive Directors, the President, and executives have duties and responsibilities in placing the anti-corruption system, and in promoting the anti-corruption policy, which must be communicated to the Company's employees and related persons in all departments. The appropriateness of such system and measures shall be revised to be in conformity with the business changes, regulations, obligations, and legal requirements.

4. The Internal Audit Division has duties and responsibilities in auditing and reviewing the Company's operation so that they are relevant to the policy, practice guideline, power, regulation, law, and requirements of the regulatory agencies to ensure that the Company's control system is appropriate and adequate for possible corruption risks, and in reporting them to the Audit Committee.

### **Practice Guideline**

1. The Board of Directors, executives, and employees at all levels of the Company and subsidiaries must comply with the anti-corruption policy and the Code of Conduct while they must not be involved in any corruption activities, either directly or indirectly.

2. The employees of the Company and subsidiaries must not ignore or neglect when finding any actions within the scope of corruption relating to the Company or subsidiaries, but report them to their supervisor or any responsible person, and give cooperation in investigating all facts. For any doubts or questions, the employees must consult with their supervisor or persons assigned to be in charge of monitoring the compliance with the Code of Conduct of the Company via channels determined.

3. The Company and subsidiaries shall uphold justice, and protect every employee who reports the corruption activities relating to the Company and subsidiaries.

4. Any person committing corruption is one who violates the Code of Conduct. He/she must be assigned the disciplinary punishment according to the Company's regulations apart from any other legal penalty when committing an offence.

5. The Company and subsidiaries recognize the importance of disseminating knowledge, and making other persons performing duties relating to the Company and subsidiaries or possibly impacting

the Company and subsidiaries in respect with matters to be performed in line with the anti-corruption policy.

6. The Company and subsidiaries have determination to cultivate and retain the organization culture adhering with a belief that corruption is unacceptable in entering transactions with either government or private sector.

7. The Company and subsidiaries shall never support or offer assistance, either direct or indirect, to any organizations being involved in the corruption procedure.

#### **Requirements on Anti-corruption**

1. This anti-corruption policy must cover the personnel management process, starting from the personnel recruitment, personnel selection, promotion, training, work performance evaluation, and compensation to the employees whereas the supervisors at all levels must communicate this policy to the employees under their responsibility, and oversee to ensure the efficient compliance.

2. Any actions based on the anti-corruption policy must be in line with the practice guideline specified in the Code of Conduct of the Company, the policy and practice guideline to all groups of stakeholders, together with all regulations and any other practice guidelines to be further placed by the Company.

3. For avoidance of doubt on actions highly risky to the occurrence of corruption, the President, executives, and employees of the Company and subsidiaries at all levels must perform the following actions with caution:

1) Gift, entertainment, and expenses. Offering, giving or accepting gifts, entertainment shall be in line with the requirements set out in the Code of Conduct of the Company.

2) Charitable donation or supporting money. Giving or receiving the donation must be transparent and lawful while the Company must be confident that such donation or supporting money shall not be used to be an excuse for bribery.

3) Business relationship and procurement with the government sector. It is prohibited to offer or accept any bribery in operating any types of business. The business operation of the Company and subsidiaries, and the contacts with the government sector must be transparent, trustworthy, and in compliance with all related laws.

#### **Preventive Policy for Any Potential Corruption**

The Company focuses on the good and efficient corporate governance, and also supports the anti-corruption. To ensure that the Company's executives recognize and prioritize the corruption prevention, the following practice guidelines are formulated.

#### **Responsibilities of Executives**

The Company's executives must be responsible for preventing and monitoring the corruption and mistakes by using the adequate accounting system and internal control system. Such systems will reduce the corruption and mistakes. In this regard, the executives at the low, middle, and top levels must be the model of accountability, morality, and ethics.

### **Risk Management**

The risk management system must be able to indicate any possible uncertain situations and impact to the Company in order to find out certain measures to respond to and sustain those risks at an acceptable level, which will not give any serious impact to the operation in accordance with the Company's goals. Under the risk management process, there must be certain important steps which indicate various risks, and assess the impact from those risks. Meanwhile, the controlling activities, process of monitoring the internal control results, methods of responding to risks, and assessing the ability in preventing and searching for corruption transactions, mistakes, compliance and non-compliance with rules and regulations must be considered as well.

### **Internal Control System**

This system is set up to boost the operating efficiency, and to reduce risks from the nature of business. The appropriate internal control system must involve the preventive and control and checking, which is a tool to reduce the chance and motivation to unlawful actions and corruption under the principle of duty separation. For example, the person proposing the payment, person approving the payment, and cheque issuer must be the different persons. In addition, there must be the monitoring and evaluation process, that is, the executives shall be reported and acknowledge the background of defects or suspicious situations promptly. The preventive system must be improved appropriately. In evaluating such internal control system, the Internal Audit Division is an essential part.

### **Selection of Personnel**

In selecting the personnel, the profile as well as the criminal background or misconduct for certain important job titles must be checked.

### **Code of Conduct of Executives and Employees**

The Board of Directors has intention to encourage the Company to operate and manage the business under morality, ethics, and compliance with law together with the responsibility for economy and society. The good corporate governance system must be also promoted by adhering with integrity, fairness, and transparency, and focusing on providing the good interest to the shareholders and stakeholders as a whole. Therefore, the Company establishes the code of conduct to be complied with by its executives and employees, which will make the Company have the good image and trust from the society. Such code of conduct involves:

#### **Code of Conduct of Executives**

- To perform duties with integrity and fairness for the best interest of the Company, clients, shareholders, and employees.
- To strictly adhere with the compliance with law, rules and regulations of the Company.
- To disclose the actual status of the Company to the directors and shareholders completely and timely.
- Not to seek benefits for themselves and related persons from titles and confidential information of the Company.

- Not to disclose any confidential information of the Company.
- In case of giving any news or giving any interview to the mass media or the public, this must be assigned by the Company.
- Not to undertake any business which competes with the Company.
- In making any connected transactions, the transaction approval must depend on the best interest of the Company and not break the law.
- Not to take any actions possibly causing the conflicts of interest to the Company.
- To behave under morality and traditional practice.
- To contribute themselves, their knowledge and abilities to the Company at all time.
- To govern subordinates with kindness, sympathy, and fairness, and not to exercise the power unlawfully.
- To behave as good and reliable models for subordinates.
- To have the good attitude towards the Company and subordinates.
- To give knowledge and advice to subordinates, listen to opinions and suggestions from subordinates willingly and sincerely.
- To promote subordinates to have stability in working and personal life.
- To compete with other persons or organizations under the prescribed rules, regulations, and obligations without blaming or dispraising other persons.
- To conduct properly to general people as the representative of the organization.
- To perform duties in accordance with the policies or requirements relating to the treatment to the society as defined by the organization.
- To be involved in activities of the society, organization, and community, and to give cooperation and assistance as appropriate.
- Not to give cooperation or support to any businesses with objective threatening good moral or inducing all vices.

#### **Code of Conduct of Employees**

- To have the good attitude towards the Company and supervisors, and to pay respect to the supervisors.
- To perform duties with integrity, morality, persistence, and diligence to develop themselves to be all-around.
- To perform duties by strictly complying with law, and rules, regulations, and instructions of the Company.
- To perform duties by utilizing knowledge and abilities under standards that should exist for particular titles or jobs with care and responsibility.
- To acknowledge, trying to understand, and strictly perform duties in accordance with the Company's policies and requirements relating to the scope of treating to the society as formulated by the organization.

- To behave properly as the Company's employees in respect with gestures, manners, attitude, and dressing to form trust for themselves and the Company.
- To retain the reputation of themselves and the Company by not defaming or giving information that may damage the Company.
- To retain the Company's interest by not taking any actions causing the Company to lose the interest, and not embezzling the Company's interest for themselves or other persons.
- To retain the Company's assets, and be responsible in using the Company's assets for the highest interest, and to prevent them from any damage.
- To keep the Company's secret, not to disclose the Company's confidential information, and not to give any information that is not permitted by the authorized person.
- To comply with the supervisors' rightful instructions, and not to take any actions violating the regulations, or not to take any actions showing dishonest.
- To give cooperation for work completion by giving some advice and assistance to coworkers that are useful for the operation.
- In whatever occasion, not to accept any gift with value higher than the normal gift to be offered between the supervisor and subordinate.
- Not to accept any gift with value higher than the normal practice or bribery from any person related to or having any activity with the Company.
- Not to undertake the business by using the Company's name or having the interest with any business relating to the Company, or falsely claiming the Company's reputation for his/her own business or other person's business, either directly or indirectly.
- To respect with each other, and treat coworkers by good courtesy, sincerity, and harmony, to give assistance for activities that are good and useful for the Company's work, and to transfer the working experience to coworkers and subordinates by hierarchical steps.

**Requirements prohibiting executives and employees to take actions possibly causing the conflict of interest, together with penalties in case of any violation**

- Not to take any actions to acquire the interest or to embezzle the property that should belong to the Company
- Not to take any actions which cause conflicts of interest and they may occur from the business relationship between the Company and its employees, or between the Company and its clients or between the Company's employees and clients.
- The Company will avoid assigning the duties and responsibilities to any of its employees in case where may lead to any conflict of interest of the Company.
- If the employees' titles, duties, and responsibilities may benefit themselves or their family or relative or familiar persons, they must not exercise their duty and power in taking any actions, but inform their supervisor of such immediately.

- The Company and its employees should inform the clients for any case that may be the conflicts of interest between the Company and clients, or between the Company's employees and its clients.
- The Company's employees shall not be involved in or accept any positions in other organization, which also include the positions of director, advisor, or representative, or they shall not be engaged to work in other businesses that may cause the conflicts of interest of the Company.
- For any works possibly causing the conflicts of interest, they should be separated.

#### **Penalties**

The supervisor shall consider the offence and punishment to an employee who commits the misconduct. Such employee shall be punished in accordance with his/her offence case by case. The punishment may be one of the following:

1. Verbal warning
2. Written warning
3. Suspension from office without payment
4. Dismissal or discharge

#### **Policy of Regulating the Use of Inside Information**

The Company gives importance to the use of inside information, which must be in conformity with the good governance principles, and integrity in the business operation. To ensure that the investors of the Company's securities will receive the reliable information fairly and promptly, the Company formulates the regulation on the use of inside information, which must be consistent with law on securities with a focus on the transparency of business operation. The essence of this policy is as follows:

- Directors, executives, and employees at all levels must not use the inside information of the Company, which is substantial to the Company's securities price and has not yet been disclosed to the public or the Stock Exchange of Thailand, to trade the Company's securities that may lead to an acquisition of interest for themselves or others.
- The Company has a duty of disclosing the information about the Company's significant operation to the public timely and universally via media or methods prescribed by the Stock Exchange of Thailand and the information disclosure policy established by the Company, or via other media provided by the Investor Relations Department and Public Relations Department. This is to ensure that the Company's information will reach all groups of investors promptly and equitably.
- The Company requires that its directors and executives together with spouse and minor children must report any change in holding the Company's securities to the Office of the Securities and Exchange Commission under Section 59 of the Securities and Exchange Act, B.E. 2535 (as amended), hereinafter to be called as "Securities Act" and the Notification of the SEC, No. SorJor. 12/2009 regarding Preparation and Disclosure of the Report on Securities Holdings by

Directors, Executives, and Auditors. A copy of this report shall be submitted to the Company on the same date it is submitted to the Office of the Securities and Exchange Commission. The securities holding report issued by the Company shall be delivered to the Board of Directors on a quarterly basis.

- The Company prohibits its directors, executives, and employees who have been aware of the Company's inside information to disclose it to the third parties or other persons who have no duty to deal with it. They must also stop trading the Company's securities for a period of 1 month before the Company disseminates the financial statements, or discloses any other material information to the public.
- The directors, executives, and employees of the Company must not trade, transfer, or accept the transfer of the Company's securities by using the inside information belonged to the Company or its subsidiaries, and/or by entering into any juristic actions by using the inside information of the Company or its subsidiaries, which may cause damage, either direct or indirect, to the Company. This requirement shall include the spouse and minor children of the directors, executives, and employees of the Company and its subsidiaries. Any person violating this rule shall be deemed he/she commits a serious offence.
- The Company formulates the strict rules and regulations regarding the security of computer system and information to prevent the disclosure of important information in case that any directors, executives, or employees use the Company's inside information unlawfully. Breaking this rule shall be deemed a serious offence, and the person committing this offence shall obtain the disciplinary punishment, and other penalties as required by law. In this regard, the Company limits an access to the inside information not yet disclosed to the public, except the persons having the duty of dealing with it, e.g., accounting and finance officer, investor relations officer, and Company Secretary.
- The Company's information disclosure must be in line with other related law, rules and regulations. The disclosed information must be accurate, complete, timely, and regularly whether such information shall give positive or negative impact to the Company, investors, or capital market. The significant information normally not disclosed to the public shall be disclosed fairly to every investor, but it must be approved by the President or the authorized person only, e.g., Public Relations Department, Investor Relations Department, etc.

In this regard, the Company also specifies the punishment measures for persons who seek for benefits from using or disclosing such inside information until the Company gets damage or defilement. The Company will coordinate with the related regulatory agencies to take further legal actions.

#### **Requirements of the Securities and Exchange Act**

Section 59. The directors, managers, persons who hold management positions as announced and prescribed by the Office, and the auditor of the company which issues securities under Section 32, Section 33 or Section 34 shall prepare and disclose reports to the Office on their securities holding and



their spouse and minor children's securities holding in such company, including change in such securities holding under the rules and procedures as announced and prescribed by the Capital Market Supervisory Board.

Section 241. In the purchase or sale of securities which are listed in the Securities Exchange or traded in an over-the-counter center, no person, whether directly or indirectly, shall purchase or sell, offer to purchase or sell or invite any other person to purchase, sell or offer to purchase or sell securities which are listed in the Securities Exchange or traded in an over-the-counter center in such a way as to take advantage of other persons by using information material to changes in the prices of securities which has not yet been disclosed to the public and to which information he has access by virtue of his office or position, and whether or not such act is done for his own or another person's benefit, or to disclose such information so that he will receive consideration from the person who engages in the aforesaid acts.

Section 275. Any director, manager, person who holds management position, or auditor who contravenes or fails to comply with Section 59, or contravenes or fails to comply with the rules or procedures issued in accordance with Section 59 shall be liable to a fine not exceeding five hundred thousand baht and a further fine not exceeding ten thousand baht for every day during which the contravention continues.

Section 296. Any person who contravenes Section 241 shall be liable to imprisonment for a term not exceeding two years or a fine not exceeding two times the benefit received or which should have been received by such person as a result of such contravention but such fine shall be not less than five hundred thousand baht, or both.

### **Code of Conduct to Stakeholders**

The Company recognizes and is aware of rights of all groups of stakeholders, either internal stakeholders such as shareholder and employee, or external ones such as client, business partner, creditor, competitor, government sector, and other agencies as well as neighboring community in order that all groups shall be treated fairly. As the Company and its subsidiaries have been supported by various stakeholders, which enable the Company and its subsidiaries to enhance both competitiveness and profit along with long-term value. Therefore, the Company establishes the policies as described below.

### **Policy and Practice Guideline to Employees**

The Company and its subsidiaries devote much attention to the employees as they are one important factor driving the Company and its subsidiaries to attain business goals. These employees have been cared for their working opportunities, compensation, appointment, transfer, and competency development while the work safety is arranged adequately and properly. To implement such policy, the following practice guideline is formulated:

1. The Company and its subsidiaries shall give the proper and fair compensation to the employees.

2. The Company and its subsidiaries shall keep the workplace environment safe for the employees' life while the properties of the Company and its subsidiaries, and employees must be safe at all time.

3. The appointment and transfer, as well as the reward and punishment to the employees of the Company and its subsidiaries must be carried out fairly, faithfully, and equitably based on knowledge, abilities, and appropriateness of each particular employee.

4. The Company and its subsidiaries shall encourage the employees to improve their knowledge and abilities thoroughly and regularly.

5. The Company and its subsidiaries shall strictly comply with all related laws and regulations relating to employees.

#### **Policy and Practice Guideline to Shareholders**

The Company and its subsidiaries always recognize that the shareholders are the business owner while the Company and its subsidiaries have a duty of creating the added value for these shareholders in the long term. Therefore, it is required that the directors, executives, and employees must perform duties in accordance with the following guideline:

1. The Company and its subsidiaries shall try to form the business growth so that the shareholders shall obtain good returns.

2. The Company and its subsidiaries shall pay respect to the shareholders' rights in receiving the information necessary to assess the work performance of the Company and its subsidiaries. In this regard, the Company and its subsidiaries shall disclose the information about their operating performance accurately and truly. Their financial statements shall be also disclosed to the shareholders regularly in accordance with international standards accepted by domestic and international capital markets.

3. The Company and its subsidiaries shall record the accounting entries accurately and completely in accordance with accounting standards and related laws. Such accounting entries must be certified by the internal auditor, the Audit Committee, and independent auditor of the Company.

#### **Policy and Practice Guideline to Customers**

The Company and its subsidiaries highly value their customers; therefore, the treating customer policy is defined.

1. The Company and its subsidiaries must provide the service to each customer politely and eagerly. The welcome service must be provided sincerely and willingly with care to all service receivers like close relatives. The service must be also provided quickly, rightly, and reliably.

2. The customers' secret must not be disclosed or exploited unlawfully for private benefits of the Company and its subsidiaries or related persons.

3. The Company and its subsidiaries must give the accurate, adequate, and timely information to customers regarding the Company's service, but the information provided must not be exaggerated until the customers misunderstand the service quality or conditions provided by the Company and its subsidiaries.

4. The customers must be advised on the service procedure of the Company and its subsidiaries, which will be most beneficial to the customers.

#### **Policy and Practice Guideline to Business Partners and Competitors**

The Company and its subsidiaries shall operate the business under integrity, ethics, and morality; therefore, they shall strictly adhere with laws relating to business operation transparently and responsibly.

1. The Company and its subsidiaries shall provide the products and service under standards and morality based on the following principles:

- Competition between price bidders under proper and fair selection.
- Criteria of assessing and selecting business partners.
- Preparation of proper and international contract forms.
- Preparation of the system to manage and monitor the contract compliance to ensure the complete compliance with all contract conditions in order to prevent corruption at each procurement step.

2. The Company and its subsidiaries intend to develop and retain the sustainable relationship with their business partners under clear objectives regarding technical quality, goods and service value worthwhile to the money value and trust with each other.

3. The Company and its subsidiaries have no policy to allow their directors and employees to accept any private benefits from the business partners.

4. The Company and its subsidiaries shall perform acts under the good competition rule.

5. The Company and its subsidiaries shall not seek for the competitors' trading secret by using any dishonest or improper methods.

6. The Company and its subsidiaries shall not accuse any trading competitors with no ground of fact.

#### **Policy and Practice Guideline to the Society and Environment**

1. The Company and its subsidiaries formulates the policy of operating the business by mainly caring for the environment, and they shall comply with all applicable laws and obligations relating to the environment.

2. The Company and its subsidiaries shall encourage their employees to have the environmental awareness and responsibility.

3. The Company and its subsidiaries shall share their knowledge and experience with other persons and agencies in order to maintain the environment, improve the production, and perform works to fit to the environment.

4. The Company and its subsidiaries shall respect to the tradition and culture of each local area.

5. The Company and its subsidiaries shall cooperate in various activities of communities where the Company and its subsidiaries have operated the business as appropriate.

### **Petition and Suggestions**

The Board of Directors allows the employees and stakeholders to file petitions, share opinions, and tip off any offence. The Company Secretary is assigned to accept the complaints about the Company's corporate governance and code of conduct as described below.

### **Complaint and Suggestion Channels**

Please contact the Company Secretary via e-mail at [Jariya@thaipolycons.co.th](mailto:Jariya@thaipolycons.co.th) or via post to the Company Secretary, 2,4, Soi Prasert-manukitch 29 Yek 8, Khwaeng Jorake Bua, Khet Lad Prao, Bangkok 10230.

### **Procedure after accepting complaints**

The Company provides certain channels to its employees to file petitions, and share opinions independently as a path of developing and building sustainability in the organization as follows:

The complaint recipient shall compile all facts relating to the violation or non-compliance with the code of conduct.

The complaint recipient shall report all facts to the independent director who will investigate all facts, and consider the complaints. All related issues will be categorized into areas of management, knowledge development, fact-checking, etc.

Action measures: The complaint recipient shall propose the independent director to investigate facts, and set up the action measures to suspend such violation or non-compliance with law.

Result report: The complaint recipient has a duty of reporting the result to the petitioner. If the petitioner discloses him/herself in any important case, the result must be reported to the Chairman and/or the Board of Directors for acknowledgement.

### **Measures of protecting petitioners**

The Company sets up the measures to protect the petitioners as follows:

The petitioner may choose not to disclose him/herself if he/she considers that such disclosure looks unsafe. However, if the petitioner decides to disclose him/herself, the organization will be able to report the progress and facts to him/her.

The complaint recipient will keep all related information confidential by concerning about safety. The measures of protecting the employees who file complaints and/or those giving information and/or those giving cooperation in checking the information shall be protected from unfair treatment, e.g., changes of job title, job characteristics, workplace, suspension from job, threatening, annoyance in working, and dismissal due to such filing of complaints.

### **Discipline**

The Board of Directors deems that the Code of Conduct is a kind of discipline that every director, executive, and employee must comply with it strictly. Violation or non-compliance with it deems the disciplinary offence in accordance with the regulation on personal management.

Every director, executive, and employee has the duty to comply with, and encourage others to comply with the Business Ethics and Code of Conduct. The following actions shall be deemed the misconduct:

Not complying with the Business Ethics and Code of Conduct.

Advising, inducing, and encouraging other persons not to comply with the Business Ethics and Code of Conduct.

Ignoring or neglecting when finding any violation or non-compliance with the Code of Conduct.

Not cooperating or hindering the investigation/inquiry of facts.

Taking any unfair actions to the petitioners from the report on non-compliance with the Code of Conduct.

## Disclosure 6

### Report of the Audit Committee

The Audit Committee of Thai Polycons Public Company Limited comprises 3 independent directors. Each of them performs duties independently as assigned by the Board of Directors, and in accordance with the charter of the Audit Committee. These independent directors have qualifications and experience in several areas, e.g., accounting, economy, and organization management, etc. Their qualifications are adequate to review the reliability of financial statements as required by the Office of the Securities and Exchange Commission (SEC), and the Stock Exchange of Thailand (SET). The list of these independent directors is as follows:

- |                                      |  |
|--------------------------------------|--|
| <b>1. Dr. Supong Limtanakool</b>     | <b>Chairman of the Audit Committee</b> |
| <b>2. Mr. Pornthep Sawetwannakul</b> | <b>Member of the Audit Committee</b>   |
| <b>3. Dr. Srisuda Chongsithiphol</b> | <b>Member of the Audit Committee</b>   |

During 2020, four meetings of the Audit Committee were convened; some were the joint meetings with the management and related executives, internal auditor, and external auditor while some were the meetings with the auditor only with no participation of any executives of the Company. These meetings were to consider and review various matters under the scope of responsibilities. The meeting results were reported and submitted to the Board of Directors for further actions as it deems appropriate. The essence of duties performed by the Audit Committee was described below.

#### Review of Financial Statements

The Audit Committee reviewed the significant information of financial statements, quarterly and yearly financial statements for the year of 2020 of the Company and subsidiaries, completion and accuracy of information presented in such financial statements, disclosure of information to financial statements, significant accounting policy and estimates in accordance with the generally accepted accounting principles, internal control relating to the preparation of financial statements, together with other important auditing matters in the auditor's report, and considered the notes from the audit, and reviewed the financial statements of the auditor in order to ensure that such preparation of financial statements were in conformity with all legal requirements and standards of financial reporting standards, creditability, and adequate disclosure of information beneficial to those who used such financial statements.

### **Review of connected transactions or those with potential conflicts of interest**

The Audit Committee considered and reviewed the connected transactions of the Company and its subsidiaries before submitting them to the Board of Directors for consideration. Such review complied with the Notifications of the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand, and other related legal requirements. Such transactions were also subject to the general trading condition, normal course of business, fair and reasonable, and did not cause the transfer of interest. The disclosure of information had to be accurate, adequate, based on the good corporate principles, and beneficial to the Company and shareholders. Such information was disclosed in Notes to Financial Statements.

### **Review of the Internal Control System and Internal Audit**

The Audit Committee reviewed the independence of performing the internal audit duties by considering and proposing opinions in the annual audit plan, following up the work performance, giving comments on the audit results especially certain significant issues, and monitoring and governing to ensure reasonably that the Company's business operation would be efficient and proficient with the adequate internal control system. The Audit Committee also proposed the revision of the auditing process in respect with the improvement of confidence and consulting. The focus would be on the risk assessment at the activity level, which covered certain important affairs/agencies having high risks so that the operation would be more efficient. The internal auditors were also encouraged to attain the training courses to shift their knowledge and professionalism, to keep up with the changing international and professional standards on internal audit, and to review in accordance with the inventory of the internal control system adequacy under COSO framework, which includes the following 5 areas:

1. Internal control
2. Risk assessment
3. Controlling activities
4. Information and communications
5. Monitoring

### **Appointment of the Certified Auditor**

The Audit Committee selected the certified auditor by taking account of the auditor's qualifications, adequacy of resources, working experience, skills, abilities, independence in accordance with the code of conduct of the auditor as prescribed by the Federation of Accounting Professions and the requirements of the Office of Securities and Exchange Commission (SEC). For the audit fee, the Audit Committee considered the scope of responsibility, compared such audit fee with other compatible audit firms, and gave the related comments to the Board of Directors. The Audit Committee considered and proposed to the Board of Directors the appointment of the certified auditor, D I A International Co., Ltd. to be the Company's auditor for the year of 2021, which would be further proposed to the shareholders' meeting.

## **Review of the Good Corporate Governance and Risk Management**

The Audit Committee reviewed and provided opinions about the good governance principles to be conformity with the notifications of the Office of the Securities and Exchange Commission, e.g., rights of shareholders, fair treatment to shareholders, roles of stakeholders, disclosure of information and transparency, responsibility of the Board of Directors, etc. The Audit Committee also reviewed the appropriateness of the risk management process, and supervised it to be in line with the established criteria. This is to ensure that the Company has complied with the good governance and risk management guideline, which had to be consistent with the Company's business operation while the implementations to such principles have been promoted adequately.

The Audit Committee has performed the duties as assigned and specified in the Charter of the Audit Committee. It has achieved independence in performing those duties with prudence. The Audit Committee has also provided opinions and comments constructively, and believed that those financial statements presented the reliable significant information. The disclosure of information was adequate and in line with the financial reporting standards and requirements of related government authorities, which was audited by the certified auditor. The disclosure of connected transactions or those possibly causing conflicts of interest was in accordance with the Securities and Exchange Act and other laws relating to the Company's businesses. The risk management process, good corporate governance, internal control system, and internal audit system have been gradually improved and carried out properly under the promotion of the "Code of Conduct" by the Company.

Dr. Supong Limtanakool  
Chairman of the Audit Committee



# TPOLY



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Thai Polycons

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