



FORM 56-1 ONE REPORT |

2020

บริษัท บีที เวลธ์ อินดัสตริส จำกัด (มหาชน)
BT WEALTH INDUSTRIES PUBLIC COMPANY LIMITED



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Vision

Focus on providing fabrication services for steel products and steel structures (Steel Fabrication) with a focus on performance and cost control for maximum efficiency, delivering quality work internationally on time. In addition, the Company will develop its own products to focus on selling products added from being a contractor based on the current Original Equipment Manufacturer (OEM).

Mission

- ☐ To continually enhance service quality of steel fabrication work to best suit customer's satisfaction.
- ☐ To invest in appropriate projects with reasonable return and stable recurring income such as tires re-cycle project and industrial waste re-cycle project.

MESSAGE FROM CHAIRMAN

The situation of the coronavirus (COVID-19) pandemic in 2020 has resulted in a significant economic slowdown and impact on the business operation of the Company where most of the work comes from foreign customers. The Company has encountered problems both in terms of traveling and dealing with customers, imports-exports of goods and raw materials including the import of certain types of tools, machines or materials made in China, which is the origin of the coronavirus. Therefore, the Company's operation in 2020 did not meet the target set.

The Company has accelerated to adapt to the situation for continuous business by accepting more domestic jobs and adopted digital systems to enable communication and service to customers quickly. The Company has short-term and long-term plans to support its business operations in the midst of changing industrial economy and competition. As well as increasing efficiency and prudently in managing carefully in order to ensure that the Company's operations can be performed as planned. Especially in the midst of the ongoing virus pandemic situation, the Company has set a plan and prepared a measure to support and prevent risks as well to keep all employees of the company safe and business can continue to operate. This can be considered that the Company still has a strong and stable operating stability.

The Company is committed to conducting business with quality, both services and products are produced to meet the needs and create maximum satisfaction for customers and take into account the environmental protection in every step of the operation under the motto "Produce good quality products join hands to take care of the environment" The Board of Directors, management team and all employees are committed, dedicated and united in performing their work for the Company to expand its business and grow sustainably along with adherence to Transparency Principles Good Governance and Social Responsibility.



On behalf of the Board of Directors, the management team and employees of the Company, we would like to thank you our shareholders, our business partners, and all stakeholders who trust and support the Company. We also would like to ensure that the Company has the potential and be ready to expand the business. Having a good relationship with all business partners together with management guidelines under the specified strategy will lead the Company to sustainable growth and certainly create the best return for all stakeholders.

Associate Professor Dr. Paiboon Sareewiwatthana
Chairman of the Board

BOARD OF DIRECTOR



Associate Professor Dr. Paiboon Sareewiwatthana

**Independent Director
Chairman of the Board**



Mr. Sarawut Charuchinda

**Independent Director
Chairman of Audit Committee**



Mr. Sakda Hanbuntrong

**Independent Director
Member of Audit Committee**

Mr. Suvit Manomaiyanon
Independent Director
Member of Audit Committee



Ms. Jongkolnee Tansuvan
Independent Director

Mr. Chotic Russamitinakornkul
Director
Chief Executive Officer



Mrs. Chutima Katikawong
Director

SUB-COMMITTEE

Audit Committee

Chairman

Mr. Sarawut

Charuchinda

Members

☐ Mr. Sakda

Hanbuntrong

☐ Mr. Suvit

Manomaiyanon

Nomination & Remuneration and Good Governance Committee

Chairman

Mr. Sakda

Hanbuntrong

Members

☐ Mr. Sarawut

Charuchinda

☐ Mr. Suvit

Manomaiyanon

☐ Mr. Jongkolnee

Tansuvan

Risk Management Committee

Chairman

Mr. Sarawut

Charuchinda

Members

☐ Mr. Chotic

Russamitinakornkul

☐ Ms. Jongkolnee

Tansuvan

Executive Committee

Chairman

Mr. Chotic

Russamitinakornkul

Members

☐ Mrs. Chutima

Katikawong

Audit Committee Report

The Audit Committee has been assigned by the Board to perform duties according to Audit Committee Charter and the notifications of the Stock Exchange of Thailand Re: Qualifications and Scope of Work of the Audit Committee. The Audit Committee is comprised of 3 independent directors and the chairman of the Audit Committee possesses knowledge and experience in finance and accounting. Therefore, the Audit Committee can perform its duties independently and effectively. In 2020, the Audit Committee held 4 meetings which were attended by all of its members and 1 time meeting with auditors without management in attendance. Highlights of the Audit Committee performance are as outlined below:

Review of Financial Reports

The Audit Committee, in cooperation with the auditors and the executives of the Company, reviewed the quarterly financial reports and audited the annual financial report to ensure that the financial reports of the Company and its subsidiaries are prepared, in all material respects, in accordance with the generally accepted accounting standards and present adequate and reliable information.

Review of Internal Control System and Internal Audit

The Audit Committee has appointed ANS Business Consultants Company Limited to perform the duties of the Company's internal auditors. In 2020, internal auditors have reviewed the Company's important work processes according to the approved plan. The report was prepared and presented to the Audit Committee and the Board of Directors to acknowledge every quarter, including the assessment of the adequacy of the internal control system of the Company and its subsidiaries. In addition, the Audit Committee has regularly monitored the progress of improvements and fixes of the internal control system that has been audited and reviewed. In addition, the Company also has a channel for receiving complaints or information about fraud to assess the behavior of corruption. In 2020, no one complained or gave any information about corruption in any way.

Screening and Nomination of Auditor and Audit Fee to the Board of Directors

The Audit Committee deliberated on the proposal of auditor and audit fee to be submitted to the Board of Directors for endorsement on proposing to the meeting of shareholders for approval. The consideration criteria are: the auditor must be approved by the Office of Securities and Exchange Commission, the auditor's qualifications must be in accordance with relevant laws, the auditor must possess knowledge, capabilities and independence that meet applicable legal requirements, and the annual audit fee should be commensurate with the scope of audit. The 2020 annual general meeting of shareholders approved: the appointment of Ms. Manee Rattanabunnakit, CPA license No. 5313, or Mr. Termphong Opanaphan, CPA license No. 4501, or Mrs. Poonnard Paocharoen, CPA license No. 5238, from EY Office Limited as auditors of the Company and its subsidiaries. The total annual audit fee for the Company and its subsidiaries in 2020 of 2,775,000 Baht, divided into the Company's annual audit fee of 850,000 Baht and the subsidiaries' annual audit fee of 1,925,000 Baht and non-audit fee of 160,000 Baht for a subsidiary.

Consideration of Reports on Related-Party Transactions or Transactions Involving Potential Conflicts of Interest

In 2020, the Audit Committee considered and rendered opinions on related-party transactions between the Company and its subsidiaries/parties having potential conflicts of interests and transactions involving potential conflicts of interest to ensure that these transactions were in the normal course of business, appropriate in terms of prices, reasonable, and mainly for the Group's benefits. The Company adheres to the Corporate Governance Policy and is confident that its practices are in accordance with conditions and criteria stipulated by regulators. Related-party transactions and transactions involving potential conflicts of interest are disclosed in the notes to the financial statements of the Company and its subsidiaries in annual report.

Supervision of Compliance with Rules, Regulations and Policies

The Audit Committee exercises oversight to ensure that the Company operates businesses in strict compliance with applicable policies, laws, rules and regulation. The Audit Committee also keeps abreast of regulatory changes, the developments in laws governing securities and exchange, the SET's rules and requirements and always applies them to the Company in a timely and proper manner.

Overall in 2020 , the Audit Committee has performed its duties with diligence, independent opinion openly, transparent and in full compliance with the charter of the Audit Committee approved by the Board of Directors, exercised oversight to ensure that the internal control system is efficient and effective by taking into account the Company's internal audit report prepared by ANS Business Consultants Company Limited, which is the Company's internal auditor, including the internal control recommendations given by the auditors of EY Office Limited. Vice President, Finance and Accounting Division, is the Secretary to the Audit Committee and directly liaises with the internal auditor and the external auditors. The Audit Committee, based on information and reports mentioned above, is of the opinion that the internal control system and the risk management system of the Company and its subsidiaries are appropriate and adequate to safeguard the Group's assets. The Company demonstrates good corporate governance. The Company's financial reports are prepared in accordance with the generally accepted accounting standards. Disclosure of financial reports is reliable, accurate, complete and adequate without any significant defects. The Company upholds the business ethics and demonstrates compliance with relevant rules, regulations and laws, including the criteria set by the Stock Exchange of Thailand and the Office of Securities and Exchange Commission.

Mr. Sarawut Charuchinda
Chairman of Audit Committee

Nomination & Remuneration and Good Governance

Committee Report

The Nomination & Remuneration and Good Governance Committee (“the Nomination Committee”) is entrusted by the Board with key responsibilities as set out in the Charter of the Nomination & Remuneration and Good Governance Committee. In 2020, the Nomination Committee held 2 meetings, highlights of the Nomination Committee’s performance are as outlined below:

Director nomination

The Nomination Committee nominates qualified director candidates to fill the seats vacated by directors who resign or retire by rotation. Considerations are based on nomination criteria such as qualifications and gender of the nominees, the relevance of their skills and expertise to the Company’s business, their commitment of time and dedication.

At the 2020 Annual General Meeting of Shareholders (“2020 AGM”), there were 2 directors retiring by rotation, namely Mr. Sakda Hanbuntrong and Mr. Suvit Manomaiyanon. The Nomination Committee and Board of Director proposed to the 2020 AGM the re-appointment of these 2 directors as the Company’s directors for another term in view that their qualifications, skills, knowledge and expertise were in line with the Company’s strategy and they demonstrated strong dedication and time commitment for their duties.

In December 2020, the Nominating Committee was nominated and presented to the Board of Directors for presenting to the shareholders' meeting of Best Tech and Engineering Ltd. to appoint Mr. Piya Suksri as a director of Best Tech & Engineering. Ltd. instead of Mrs. Siripond Satawin who resigned.

Evaluation of the performance of the Chief Executive Officer

The Nomination Committee is a committee that has the power and duty to set the rules and evaluated the annual performance of the Chief Executive Officer and proposed to the Board of Directors for consideration to track and ensure that the performance was in line with the roles and responsibilities assigned by the Board as well as to steer the management team’s efforts towards the annual goals and targets.

In the assessment, a formulated assessment is used divided into 3 main parts 100% full score, each part will have a different weight.

Part 1: Performance	70% Weight
Part 2: Management Skills	15% Weight
Part 3: Management Behavior	15% Weight

Each section contains criteria for measuring performance according to sub-clauses. Each item will have a different full score in order of importance. When combined, the full score in each section is equal to 100 points. (See section 6. Corporate Governance Policy – Principle 4 Recruiting and Developing Top Management and Human Resources Management – Performance Evaluation of Chief Executive Officer)

Performance Evaluation of the sub-committees and individual directors

In 2020, the Nominating & Remuneration and Good Corporate Governance Committee presented to the Board of Directors and was approved to evaluate the performance of each sub-committee and assess the self-performance of individual directors in addition to the assessment of the performance of the entire board. By setting evaluation criteria and start to conduct assessments for performance from 2020 onwards.

Determination of structure, amount, forms and criteria for all types of remunerations

Director: The Nomination Committee proposed all types of 2020 annual remunerations of the director to the Board for consideration and proposal thereof to the meeting of shareholders for approval. The Nomination & Remuneration and Good Governance Committee's consideration criteria includes the appropriateness of the structure, amount, and form of remunerations in view of each director's performance and the director remuneration package of other listed companies that are comparable to the Company in terms of size and business type.

Chief Executive Officer and Employees: The Board of Directors has considered and approved all types of remuneration of the Chief Executive Officer and employees based on performance, consolidated results of the Group including the future business plan of the Group. In 2020, the Board of Directors is presented to consider and approve the cancellation of the bonus payment criteria for employees that have been approved since 2017 in order to improve it to be consistent and appropriate to the current economic situation and conditions.

Supervise the implementation of corporate governance policy.

Supervise the Company to comply with the policies and criteria of corporate governance including reviewing the actions taken in various matters relevant appropriately and in line with the Company's business. The Company received a very good corporate governance assessment for the year 2020 (4 stars).



(Mr. Sakda Hanbuntrong)

Chairman of Nomination & Remuneration and Good Governance Committee

Risk Management Committee Report

The Risk Management Committee is comprised of 3 members and chaired by an independent director. The Risk Management Committee is mandated to perform duties in accordance with the Charter of the Risk Management Committee prescribed by the Board of Directors. In 2020, the Risk Management Committee held 2 meetings. Highlights of the Risk Management Committee's performance are as outlined below:

Appointment of Risk Management Team

The Risk Management Committee Meeting No. 2/2020 has appointed a new Risk Management Working Group in accordance with the organizational restructuring of Best Tech and Engineering Company Limited, which is a core company. Therefore, risk management is continuous and consistent across all departments.

Consideration of the 2021 Risk Management Plan and Acknowledgment of the Risk Management Performance Update

At the Risk Management Committee Meeting No. 2/2020, the Risk Management Committee acknowledged the progress of risk management operations conducted in 2020. The operations carried out the risk assessment of the organization and various units in the Group at both Chachoengsao factory and Sattahip factory. Summarize the number of risks and risk management of each units have been prepared together with all preliminary risk management plans for all units and considering the risk management plan for the year 2020 as a risk management framework of the Group.

In the year 2020, the situation of the 2019 Coronavirus Disease (COVID-19) pandemic occurs, the Company's Risk Management Working Group, together with the management, has established measures to protect and supervise employees follow news and announcements from government agencies, which must cooperate in all sectors. Which this epidemic situation affecting businesses including employees of the Company and third parties. However, many countries have started vaccination against the coronavirus 2019 now and Thailand is in the process of getting vaccinated and inoculation. Once allocations and vaccinations are allocated, it is expected that the situation of the virus pandemic will improve accordingly.

The Company is cognizant that all risks, regardless of their causes and impact levels, entail detrimental effects on the Company's performance and operations. Therefore, the Company attaches significance to the comprehensive risk management to effectively manage, mitigate and eradicate risks for optimized benefits of the Company.



(Mr. Sarawut Charuchinda)

Chairman of Risk Management Committee



BT Wealth Industries Public Company



Best Tech & Engineering Limited



Best Tech Industries Limited

Part I

Business Operations and Performance

1. GROUP STRUCTURE AND OPERATION

1.1 POLICY AND BUSINESS OVERVIEW

Best Tech is the Core Company providing services for processing steel products and steel structures (Steel Fabrication) according to the needs and requirements (specification) of the customers. The products produced by the company will be assembled and installed at the project sites for large-scale construction projects by both local and foreign customers in heavy industries such as mining, oil and gas, and energy. The company has the potential to award various types of work and meet international quality standards. Parts Fabrication where production requires knowledge and expertise such as piping system fabrication, processing and assembly of pressure vessels and storage tanks and structural steel fabrication including processing and assembling large modularization work, a large-scale project. Since 2016, the company has expanded its work scope to cover services as main power plant EPC contractor focusing on renewable energy power plants such as biomass power plants, solar power plants and biogas power plants.

BACKGROUND AND KEY MILESTONES OF THE GROUP

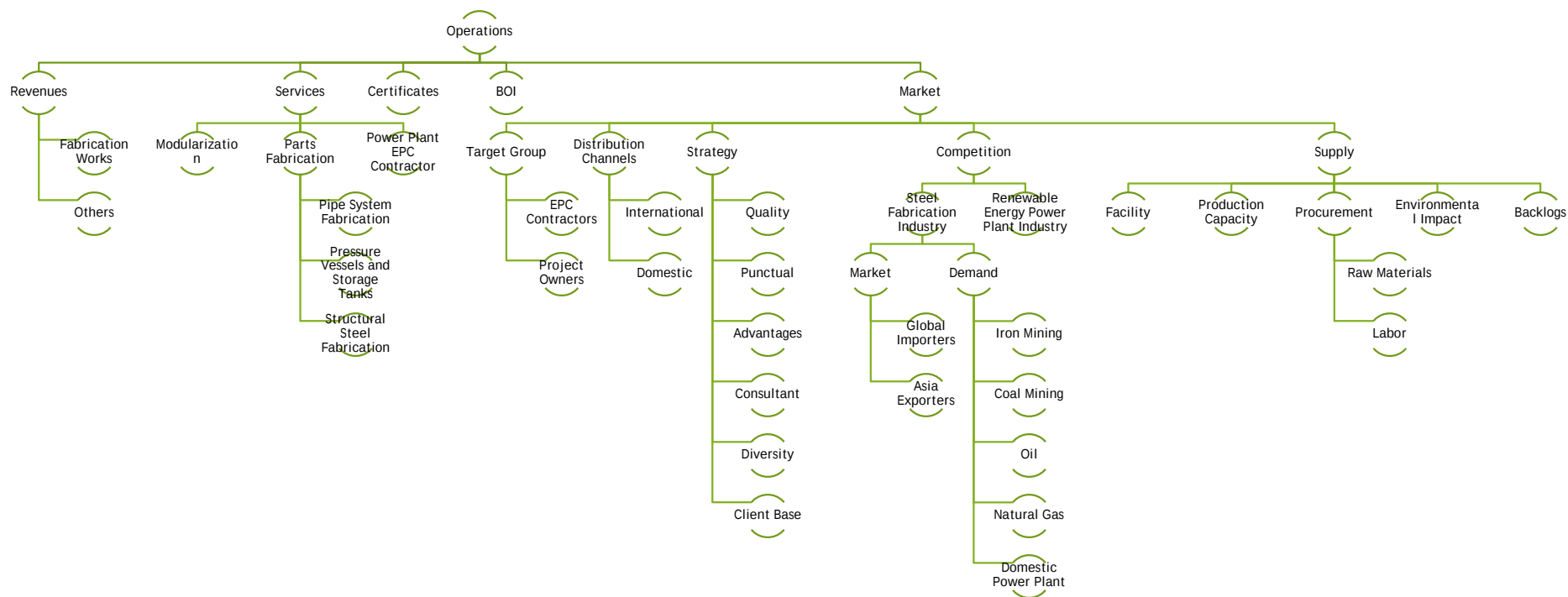
The company's former name is Super Win Asset Co., Ltd. ("Super Win"). Established on 23 July 2012, Super Win operates as a holding company with Best Tech and Engineering Limited ("Best Tech") as a core company which established in 1987 and began its operations since then. Best Tech began trading engineering materials used in factories such as valves, pipes, fittings, etc. Initially, Best Tech's major customers were in the Gas and Petroleum Industry and Power Plant customers. Later, Best Tech expanded its services to cover other heavy industry customers by the vision of the shareholders that foresaw business opportunities to provide steel fabrication and structure services.

1987	■ Best Tech & Engineering Limited ("Best Tech") was established with the initial registered capital of THB 2.00M, to operate business as a trader of materials, equipment, and piping system for various heavy industries such as oil and gas industry and power plants.
1990	■ Best Tech expanded its business by manufacturing cooling pipes for Bang Pakong Power Plant which is the group's first time ever to provide parts fabrication service.
1991	■ Great Power Engineering Ltd. ("Great Power") was established with the initial registered capital of THB 2.00M to manufacture piping system used in power plants.
1995	■ Great Power's Factory ("Chachoengsao factory") was established at Chachoengsao Mueang District to manufacture piping system used in power plants. Great Power initially provided specialized productions of power plant piping systems, then expanded its service coverage to fabrication and assembly of pressure vessels and storage tanks and structural steel fabrication.
1997	■ Best Tech expanded its service internationally, Best Tech has a project awarded by Stone & Webster to provide the service of heat pipe system for Phả Lại Power Plant Project in Vietnam.
2002	■ Best Tech was engaged by 8 EPC contractors to provide parts fabrication services for the Changi water reclamation plant project in Singapore. Services provided were piping system and pipe bridging, coolant tanks, air receiver pressure vessels, hoppers, and passageway structures. The project contract awarded to Best Tech was approximately SGD 23.1M.

2006	Great Power was granted the BOI privileges for the first time under the investment promotion certificate no. 154(2) / 2549 for the Chachoengsao Factory to promote its investment in the manufacturing of steel rods, coupling and elbows.
2008	- Best Tech established the new factory (“Sattahip Workshops and Yards”) in Sattahip Commercial Port, Sattahip, Chonburi, to support the expansion of its modularization business. This an advantage location is positioned next to a deep-sea port at a depth of approximately 12 meters below the sea level, providing convenience for exporting to international clients. Such convenience reduces the cost of transporting products to the port. In addition, the front pier has a wide-open area which eliminates size limitation of the workpiece for large-scale construction work. - Best Tech was offered a modularization contract for Golar Winter Renovation project, a floating storage and regasification unit (FSRU) operating in Brazil. This was Best Tech’s first large-scale modularization project of with a contract value awarded at approximately EUR 1.3M. - Best Tech was offered a modularization contract for Peregrino project, a floating production storage and offloading (FPSO) operating in Brazil. The contract value awarded was approximately EUR 3.5M.
2011	- Great Power was granted the investment promotion certificate number 1997(5) / 2554 for Chachoengsao factory and certificate number 1996(5)/2554 for Sattahip factory. The main objective of both certificates is to promote investment in machine, equipment, and parts fabrication businesses and steel structure for construction or industrial projects (Fabrication Industry), or platform repair businesses. - Best Tech was engaged by 4 EPC contractors in the modularization works for Solomon Iron Ore, a large iron mine located in Australia by Fortescue Metals Group (FMG). Best Tech was entrusted with the modularization works of the entire project such as ore processing facility, crushing hub, conveyors, train load-out system, etc. The contract value awarded to Best Tech was approximately USD 218.1M. - The Group undertook business restructuring. Best Tech acquired and merged with Great Power through the entire business transfer.
2012	Superwin Assets Co., Ltd. (“Superwin”) was established with the initial registered capital of THB 5.00M as steel fabrication machine and equipment leasing business.
2014	- Best Tech was offered a contract from Samsung C&T Corporation to provide modularization service for Roy Hills project, a large-scale iron mining project in Australia. The contract value awarded was approximately USD 105.6M. - Superwin changed its name to BT Wealth Industries Co., Ltd. (BTW) and restructured its shareholding structure within the group by increasing the registered capital to THB 300.0M and its shareholding in Best Tech to 99.50% in order to prepare for future business expansions and listing on the Stock Exchange of Thailand.

2015	■ BTW hold 90% of BT & Owl Solar 1 Limited to support in bidding for solar power and renewable energy plant projects in the future. ■ Best Tech Industries Limited (“BTI”) was established to support future expansion of steel fabrication and structure business. BTW holds 100% of BTI shares. ■ BTW is transformed from a limited company to a public limited company on 15 October 2015, then increased its registered capital from THB 300.00M to THB 378.00M by issuing 156.00 million ordinary shares with a par value of 0.50 baht per share for the first public offering and listed the company's ordinary shares on the Market for Alternative Investment on 11 July 2016. ■ BTW acquired 95.50% stake in Global Clean Energy to support operations of solar power and renewable energy plant businesses. Subsequently, BTW acquired all shares of Global Clean from an existing shareholders, to become a wholly owned subsidiary of BTW.
2016	■ Best Tech expanded its scope of business to provide complete coverage of service as a power plant engineering, procurement and construction (EPC) contractor for two 5MW solar farm projects in Trad and Prachuap Khiri Khan. ■ BTI was granted the investment promotion certificate no. 59-0548-0-01-2-0 for Chachoengsao Workshop and Sattahip Workshops and Yards to promote an investment in the manufacturing of steel structures for constructions or industrial projects and material parts.
2017	■ Best Tech was awarded a quality standard certificate from JIS – H Grade from Japan Steel-Fabrication Appraisal Organization (JSAO), a certified standard for the construction of steel structures for large buildings in Japan.
2018	■ BTI transferred the certificate No. 59-0548-0-01-2-0 to Best Tech and Best Tech received that certificate retaining the same privilege.
2020	■ Two subsidiaries, Global Clean Energy and BT & Owl Solar 1, registered for dissolution with the Ministry of Commerce. ■ Best Tech increased its registered capital by 2.2 million shares or THB 220.0M by selling to existing shareholders at the price of THB 100 per share, resulting in a total registered capital of 3 million shares or THB 300M.

1.2 OPERATIONS OF THE GROUP



BT Wealth Industries' Operations

REVENUE STRUCTURE

The revenue structure of the company and its subsidiaries can be divided into 2 categories:

- 1) Revenue from fabrication is categorized into 4 groups according to service types provided:
 - 1.1 Modularization
 - 1.2 Parts Fabrication
 - 1.3 Power Plant EPC Contractor
 - 1.4 Others such as construction and installation
- 2) Other revenues include revenue from sales, gains from foreign exchange rate, and interest income.

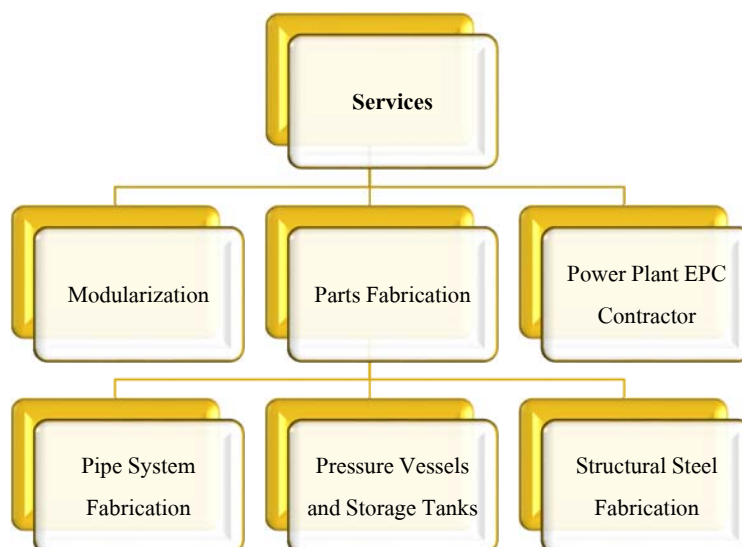
The revenue structure of the company and its subsidiaries between 2018 – 2020 is shown below in the table:

Revenue	For the Year Ended 31 st December					
	2018		2019		2020	
	MB	%	MB	%	MB	%
Revenue from Fabrication Work						
Modularization	125.00	9.77	–	–	595.67	40.43
Parts Fabrication	1,045.14	81.70	1,031.10	71.55	676.77	45.93
Power Plant EPC Contractor	48.59	3.80	54.84	3.81	75.07	5.10
Others	18.06	1.41	323.07	22.42	89.55	6.07
Total Revenue from Fabrication Work	1,236.79	96.68	1,409.01	97.78	1,437.06	97.53
Other Revenue	42.51	3.32	31.98	2.22	36.37	2.47
Total Revenue	1,279.30	100.00	1,440.99	100.00	1,473.43	100.00

The revenue from the fabrication work is the main income of the Company and its subsidiaries, which can be divided into: 1) Revenue from Domestic Customers, and 2) Revenue from International Clients as shown in the table below:

Revenue	For the Year Ended 31 st December					
	2018		2019		2020	
	MB	%	MB	%	MB	%
Revenue from Domestic Customers	461.54	37.32	864.04	61.32	1,023.35	71.21
Revenue from International Clients	775.25	62.68	544.97	38.68	413.71	28.79
Total Revenue from Fabrication Work	1,236.79	100.00	1,409.01	100.00	1,437.06	100.00

TYPE OF SERVICES



The company provides two types of services, Steel Fabrication and Power Plant EPC Contractor through its core company, Best Tech.

Steel Fabrication service is a service which structural steel or steel plate that qualifies the customers' specifications and standards is cut, formed, assembled, and welded into parts or structure according to the drawing agreed by customers. Steel fabrication service can be categorized into two main groups: 1) Modularization, and 2) Parts Fabrication. Company clients are mainly EPC contractors for large-scale engineering and construction projects and project owners operating in heavy industries such as mining, oil and gas, and power plant industries located in various countries with investments in aforementioned industries across continents such as Australia and Oceania, Asia and South America. Another service is to operate as a power plant EPC contractor which includes engineering, procurement, and construction works for power plant projects. Best Tech provides services as follows:

1. Modularization

Modularization is a production method for large-scale steel structure project or production process of heavy industries such as the mining industry and the oil and gas industry. This method begins with preliminary designing, engineering, detailed drawing, and project planning before the fabrication of pre-engineered units. Subsequently, the pre-engineered parts are transported to the project site and installed.

The group uses Sattahip Workshops and Yards as a main location for modularization works due to the vast open space and its strategic location adjacent to the Sattahip Deep-Sea Commercial Port required to deliver large-sized modular units to customers. In addition, the location provides the group with advantageous cost over other steel fabricators that are required to transport their products by road to the port.

The group has proven track records of modularization service for projects in various industries, beginning from gas and oil industry before expanding into other heavy industries such as the mining industry. Most clients in these industries are large international companies such as Samsung C&T Corporation, Terra Nova Technologies, Laing O'Rourke, Aalborg Industries, Crushing Services International Pty Ltd., and a Joint Venture (UJV) of Petrofac South East Asia Pte. Ltd., Saipem Singapore Pte. Ltd., and Samsung Engineering (Thailand) Co., Ltd.

2. Parts Fabrication

Parts fabrication is the process of fabricating steel plate, structural steel and steel pipes, into parts according to engineering drawings. The fabrication processes vary with the characteristic of products. Generally, processes involve cutting, bending, drilling and assembling steel parts. The group provides part fabrication services through its Chachoengsao factory and Sattahip Workshops and Yards. Various types of parts fabrication available are as follows:

2.1. Piping System Fabrication

The group provides preliminary design replication services to fabricate parts according to designed dimensions and shapes. Subsequently, the parts will be assembled into a piping system as part of the production process at the construction site. The company has capabilities to provide various types of piping system services such as pipe fabrication from steel plates, power plant cooling systems, building piping system, wastewater treatment piping system, and factory piping system. The group is specialized in piping system for power plants and is one of the leading piping works providers in the country and has been entrusted by the Electricity Generating Authority of Thailand (“EGAT”) which has continuously offered contracts to the group to become the provider of piping system services for nearly all of its power plant projects. Moreover, The group has experiences in providing cooling piping system services for power plants in the private sector, which are Wang Noi Power Plant of EGAT in Phra Nakhon Si Ayutthaya Province, Kaeng Khoi 2 Power Plant of Gulf Electric Public Company Limited in Saraburi Province and Glow Power Plant Phase 5 of Glow Energy Public Company Limited in Rayong Province, Replacement of South Bangkok Power Plant Phase 1 of Electricity Generating Authority of Thailand (EGAT), and Taketoyo No.5 Coal-fired Thermal Power Plant in Japan. Recently, the group has expanded its customer base into biomass power plants such as Mahachai Power Plant of Mahachai Green Power Co., Ltd. in Samut Sakhon Province. In addition, the group also provides piping supplementary services including painting, coating, wrapping, and manufacturing of pipe support used as the base or structure to support the load of the piping system in power plants or industrial factories.

2.2. Pressure Vessels and Storage Tanks

Pressure vessels are storage containers for liquid or gas that are transported or transfused under high pressure such as gas or hot water storage tanks. Therefore, the production and assemble processes of pressure vessels require specialized engineering expertise. Customers generally require products that meet various international standards. The group is awarded with various international accreditation certificates such as ASME U Stamp certificate from The American Society of Mechanical Engineers (ASME) for the manufacture and assembly of unfired pressure vessels and National Board R certificate from the National Board of Boiler and Pressure Vessel Inspectors (NBIC), which are both worldwide recognized standards from the United States. In addition, the group is also capable of providing non-pressured tanks or storage tanks fabrication and assembly services, which are typically used to store liquid in the factories under normal conditions. Furthermore, the group extends its scope of services covering the modification and maintenance of the pressure vessels and storage tanks according to clients’ orders.

2.3. Structural Steel Fabrication

The group provides structural steel fabrication services for clients in various heavy industries such as the mining and energy industry. Steel structure fabrication processes involve cutting, bending, welding and assembling the steel parts into the structures of factories, buildings, or a section of a production system according to clients’ designs. Finished works include, beams and columns, girders, walkways and gratings. Generally, structural steel fabrication works are less sophisticated and smaller than modularization works. Finished structural steel fabrication works are usually assembled as supporting parts for modularization and parts fabrication works.

3. Power Plant EPC Contractor

The group provides services as a power plant EPC contractor with scope of work covering engineering, procurement and construction of power plant projects for power plant operators, emphasizing on renewable energy power plants. In delivering its services as a power plant EPC contractor, the group will be in charge of designing engineering the blueprints of the power generation system, collaborating with the client on procuring manufacturing machineries and equipment from domestic and overseas suppliers, constructing the power plant and installing machineries and equipment, testing the electricity generation and distribution, and managing the power plant projects until commissioned and commercially operational. Power plants serviced The group are such as Solar Power Plant Trat Agricultural Cooperative, Trat Province and Solar Power Plant Bang Saphan Noi Agricultural Cooperative, Prachuap Khiri Khan Province.

QUALITY ASSURANCE STANDARDS AND CERTIFICATES AWARDED TO THE COMPANY

The company's policy aims to achieve customer satisfaction with quality products and services and a commitment towards a continuous development, the company has been improving production processes to meet the international standards and demands of both domestic and foreign clients. The group has been awarded numbers of international quality assurance certificates from renowned accreditation organizations.

Standards and Certificates of Quality Awarded to the Company

Standards / Certificates	Description	Institution	Country	Year of First Accreditation
ISO 9001:2015	Quality Management System	Bureau Veritas	International Standard	2003
ASME U Stamp	Manufacturing and Assembly Standards for pressure vessels that do not touch the heat (Unfired Pressure Vessel) that can withstand pressure up to 3,000 pounds per square inch (psi).	ASME ¹	USA	2006
ASME PP Stamp	Assembly and Installation Standards for pressure piping	ASME ¹	USA	2006
ASME S Stamp	Standard for manufacturing and assembling steam generators (Boilers)	ASME ¹	USA	2006
National Board R	Maintenance Standards modification of steam tanks and pressure vessels (Boiler and Pressure Vessel)	NBIC ²	USA	2006
ASME U2 Stamp	Manufacturing Standards for unfired pressure vessels that can withstand pressure up to 10,000 pounds per square inch (psi)	ASME ¹	USA	2009
ISO 14001:2015	Environmental Management Standards	Bureau Veritas	International Standard	2009

Standards / Certificates	Description	Institution	Country	Year of First Accreditation
MHI Certificate of Qualification	Certificate of quality of production of pipes and tanks	MHI ³	Japan	2009
EN 1090-1:2009 +A1:2011	EU Standards for steel structure manufacturing control system	TUV NORD	Germany	2015
DIN EN ISO 3834-2	Quality Certification of welding plant for steel structure	TUV NORD	Germany	2015
JIS-H Grade	Standard Quality Certificate for the construction of steel structures for large buildings in Japan	JSAO ⁴	Japan	2017

Remarks: ¹ ASME = The American Society of Mechanical Engineers

² NBIC = The National Board of Boiler and Pressure Vessel Inspectors

³ MHI = Mitsubishi Heavy Industries

⁴ JSAO = Japan Steel-Fabrication Appraisal Organization

INVESTMENT PROMOTION CERTIFICATES

The group was granted 3 SMEs investment promotion certificates from the Board of Investment for Small and Medium Enterprise. Best Tech's Sattahip Workshops and Yards and Chachoengsao Workshop each received an investment promotion certificate and in 2016, a subsidiary, namely BTI, was granted an additional investment promotion certificate for its operations in Chachoengsao and Chonburi areas. In 2018, Best Tech Industries Co., Ltd. transferred the investment promotion certificate to Best Tech.

For	Sattahip Workshops and Yards	Chachoengsao Workshop	Local Factories in Chachoengsao and Chonburi
Promoter	Best Tech (Sattahip Workshops and Yards)	Best Tech (Chachoengsao Workshop)	Best Tech
Promotion Certificate issue date	11 August 2011	11 August 2011	15 November 2018 (Received rights transfer from BTI according to promotion certificate number 59-0548-0-01-2-0 issued on 25 April 2016)
Promotion Certificate number	1996(5)/2554	1997(5)/2554	61-1345-1-01-2-2
Types of businesses that are promoted	Machinery manufacturing business, equipment and parts and manufacturing business of metal structures for construction work or industrial work (Fabrication Industry) or platform repair.	Machinery manufacturing business, equipment and parts and manufacturing business of metal structures for construction work or industrial work (Fabrication Industry) or platform repair.	Machinery manufacturing business, equipment and parts and manufacturing business of metal structures for construction work or industrial work (Fabrication Industry) or platform repair.

For	Sattahip Workshops and Yards	Chachoengsao Workshop	Local Factories in Chachoengsao and Chonburi
Key benefits	* Exemption of import duty on machinery approved by the BOI and must be imported within 11 February 2014 * Exemption of corporate income tax for net profits derived from promoted operations for 8 years from the date of commencement of operating income. * Dividends from promoted businesses that are exempt from corporate income tax exemption are not required to be calculated for income tax during the period that promoted persons are exempt from corporate tax. * Exemption of import duty on raw and essential materials imported from abroad for use in manufacturing for export for 1 year from the date of first import. * Exemption of import duty on items which promoted brings for re-export for 1 year from the date of first import	* Exemption of import duty on machinery approved by the BOI and must be imported within 11 February 2014 * Exemption of corporate income tax for net profits derived from promoted operations for 8 years from the date of commencement of operating income. * Dividends from promoted businesses that are exempt from corporate income tax exemption are not required to be calculated for income tax during the period that promoted persons are exempt from corporate tax. * Exemption of import duty on raw and essential materials imported from abroad for use in manufacturing for export for 1 year from the date of first import. * Exemption of import duty on items which promoted brings for re-export for 1 year from the date of first import	* Exemption of import duty on machinery approved by the BOI and must be imported within 25 October 2014 * Exemption of corporate income tax for net profits derived from promoted operations for 8 years from the date of commencement of operating income. * Dividends from promoted businesses that are exempt from corporate income tax exemption are not required to be calculated for income tax during the period that promoted persons are exempt from corporate tax. * Exemption of import duty on raw and essential materials imported from abroad for use in manufacturing for export for 1 year from the date of first import. * Exemption of import duty on items which promoted brings for re-export for 1 year from the date of first import
Essence of condition	* Paid-up registered capital is not less than THB 80M. * Thai nationals must hold shares totaling not less than 51.00 percent of the registered capital. * Investment size (excluding cost of land and working capital) not more than THB 80M, but when including the whole business, there must be a net fixed asset or investment size (excluding cost of land and working capital) not exceeding THB 200 M.	* Paid-up registered capital is not less than THB 80M. * Thai nationals must hold shares totaling not less than 51.00 percent of the registered capital. * Investment size (excluding cost of land and working capital) not more than THB 80M, but when including the whole business, there must be a net fixed asset or investment size (excluding cost of land and working capital) not exceeding THB 200M.	* Must be completed and ready to operate by 25 April 2019 * Paid-up registered capital is not less than THB 80M. * Thai nationals must hold shares totaling not less than 51.00 percent of the registered capital. * Investment size (excluding cost of land and working capital) not exceeding THB 1.0M.

MARKET AND COMPETITION



1. Client Characteristics and Target Group

There are mainly 2 groups of company clients: EPC contractors and project owners.

1) EPC Contractors

EPC contractors are the providers of engineering, procurement and construction services for projects. This group consists of large firms with complete coverage of construction services, solid capital resources to undertake turn-key projects, and directly bids for project owners' large-scale heavy industry projects worldwide. When clients in this group win the project bidding, they usually divide the project into sub-projects and hire several more sub-contractors depending on the field of expertise of each sub-contractor. Generally, projects that are contracted to the company are heavy industry projects in foreign countries with the scale generally larger than the projects that the company is directly contracted from the project owners. EPC contractors that the company has collaborated with are such as Alstom Asia Pacific, Laing O'Rourke, Mitsubishi Heavy Industries, and Samsung Heavy Industries.

2) Project Owners

The company provides product fabrication services for mostly project owners which are generally customers are companies that carry out investment and business expansion projects such as the construction of renewable energy plants, additional capacity increase projects, and production efficiency improvement projects. Project owners that the company has provided services for are such as Eastern Technical Engineering Pcl., Phu Bia Mining, and EGAT. These projects are usually smaller in size compared to those contracted with EPC contractors, due to the client's capacity to handle the size of the projects alone without the involvement of EPC contractors.

Type of Customer Industry in 2018 - 2020, the Company has the highest revenue from the services for power plant customers and oil & gas industry. In 2018 and 2019, the company and its subsidiaries had revenues from mining projects from Australia and Thailand. Details of revenue from production services categorized by type of customer industry as below:

Industry	For the Year Ended 31 December					
	2018		2019		2020	
	MB	%	MB	%	MB	%
1. Power Plant	939.70	75.98	759.94	53.93	608.72	42.36
2. Oil and Gas	-	-	-	-	596.58	41.51
3. Mining	191.41	15.48	263.98	18.74	75.42	5.25
4. Other Industries ¹	105.68	8.54	385.09	27.33	156.34	10.88
Total	1,236.79	100.00	1,409.01	100.00	1,437.06	100.00

Remarks: ¹ Other industry includes Steel manufacturing, the dockyard industry, etc.

Revenue structure details by client's region are in the table below as follow:

Revenue Structure	For the Year Ended 31 December					
	2018		2019		2020	
	MB	%	MB	%	MB	%
1. Revenue from International Clients						
1.1 Australia	247.70	20.03	49.13	3.49	-	-
1.2 United State of America	-	-	-	-	177.87	12.38
1.2 Others ¹	527.56	42.65	495.84	35.19	235.84	16.41
Total Revenue from International Clients	775.26	62.68	544.97	38.68	413.71	28.79
2. Revenue from Domestic Clients	461.53	37.32	864.04	61.32	1,023.35	71.21
Total Revenue from Fabrication Work	1,236.79	100.00	1,409.01	100.00	1,437.06	100.00

Remarks: ¹ International Clients from other countries in 2020 were mainly Korea, Switzerland and Japan.

2. Product Distribution and Client Acquisition Channels

The company's product distribution and client acquisition channels are classified as either 1) International Clients, and 2) Domestic Clients, as elaborated below:

1) International Clients

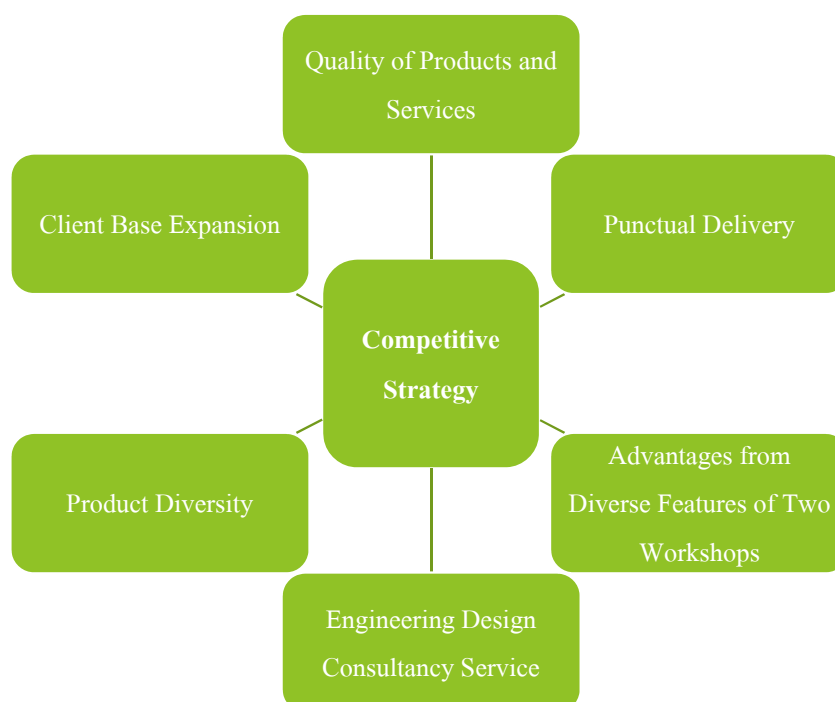
The group uses pro-active marketing through direct contact to reach international client both EPC contractors and project owners. The group's sales and marketing team closely monitors the information and market update from various sources to keep updated to upcoming project bidding, including both new investment and existing expansion projects. Once the upcoming project for bidding is identified, the sales and marketing team together with the management executives will analyze the project feasibility and expected return of each project to select appropriate projects for further bidding proposal decisions.

The group has good relations with clients and the quality of its products and services that meet international standards. The group has been directly contracted by both returning and new clients that have been referred to us by our existing client. Projects that the group has been directly approached by international clients such as Roy Hills Project, a large iron ore mining project and Modular Crush & Screen Project in Australia, and Ban Houayxai Gold Project, a gold mining project in Laos PDR.

2) Domestic Clients

The group's domestic distribution and client acquisition approach adopts the direct customer contact. The group's strengths in the domestic market lay in, among others, its expertise in piping system fabrication. The group has been continuously entrusted by EGAT and other private companies with piping system works. In addition, to extend and expand business opportunities, the company has worked with certain EPC contractors on the assessment of the feasibility and costs of projects to support the bidding proposals that the EPC contracts submit to project owners. Furthermore, such collaboration increases the opportunity of bidding success and, as a result, strengthens the company's long-term competitiveness.

3. Competitive Strategy



In the modularization and part fabrication service industry, clients emphasize their importance in the work quality and punctual delivery. Generally, the key selection criteria used by both project owners and EPC contractors are reputations and track records of service providers, which in most cases, outweigh the pricing. The reason is due to most projects are large in scale and high in value. Delays or defects of the construction will tremendously derail the employers' projects. Therefore, the group treats the quality of work and the punctual delivery as a top priority. To sustain the long-term competitiveness, the group adopts the following competitive strategy and business policy:

1) Quality of Products and Services

The group recognizes the importance of work quality and strongly believes that the reputation for trusted quality is a critical success factor for business sustainability. In an attempt to meet clients' expectations on the quality of work, before initiating the production process, the group discusses the target quality standard of each work with its clients to mutually agree on, among others, the sizes, welding quality and color quality. To achieve the highest standard of product and service quality, the group integrates the quality assurance during its production and post-production processes. In addition, the group has achieved a number of international quality standards and also offers post-delivery guarantees depending on the agreements of each project.

2) **Punctual Delivery**

The group develops a project management plan which entails the time estimation of the process, end-to-end, from material procurement and delivery to the workshop, production, assembly, quality check, and delivery of works to customers. The time estimation is also used as supplementary information for bid proposals and production planning. With its seasoned experience in this field, the group can estimate a precise time required for the processes that can ultimately strengthen the group's credibility in terms of its ability to punctually deliver product.

3) **Advantages from Diverse Features of Two Workshops**

The steel fabrication operations of The group are carried out at its two workshops, namely Sattahip Workshops and Yards and Chachoengsao Workshop. Both workshops feature unique advantages. Sattahip facility is large and adjacent to the Sattahip Commercial Port, providing capabilities for both the modularization and parts fabrication works. While Chachoengsao Workshop may be smaller in area, it manufactures small-to-mid-sized steel fabrication works utilizing road transportation for delivery.

4) **Engineering Design Consultancy Service**

The group enhances the value proposition of its services by offering engineering design consultancy for some of its clients' projects both modularization and parts fabrications. Through these dialogues, the group obtains correct understanding about the project and construction details and specifications, accurately assesses the production costs effectively reducing false production cost estimation, efficiently plans the production processes, controls and inspect the quality of works to minimize the risk of delivery delay and associated losses. These capabilities collectively contribute to the company's success in being appointed as a service provider and maintaining its competitiveness.

5) **Product Diversity**

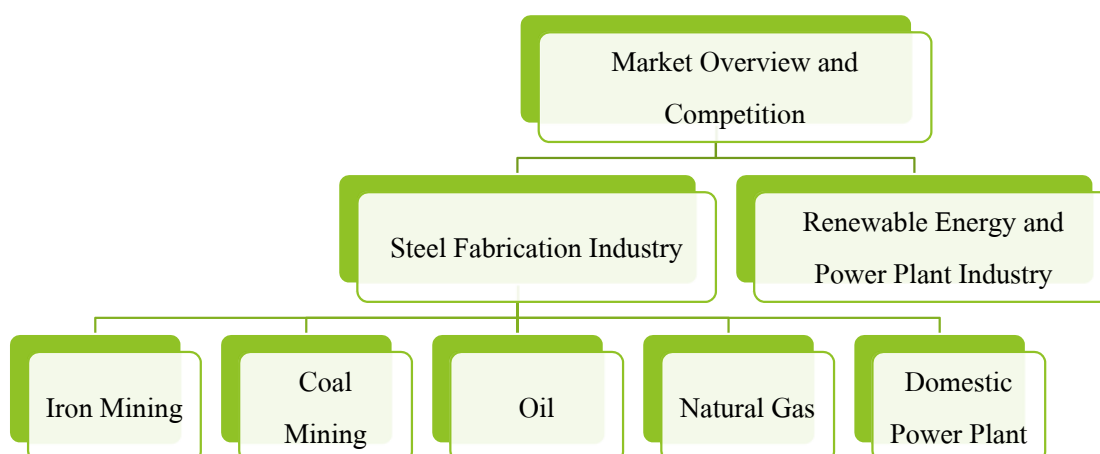
The group possesses expertise and extensive experience in steel fabrication and therefore can flexibly offer a wide range of metallurgical engineering services that meet clients' demands. Works that The group has delivered to its clients include modularization, piping system fabrication, pressure vessels and storage tanks, beam and column fabrication, girders, walkways and gratings and hoppers.

6) **Client Base Expansion**

During 2011 – 2015, The group's international clients are concentrated in Australia. In order to build support a foundation for long-term growth, the group has adopted the proactive marketing approach to expand its client base. In 2017, The group expanded to countries in North America, South America, Africa, and Asia, by accepting projects in 15 countries. Furthermore, with its extensive experience and good reputation for the quality of its works that meets international standards, the group is widely recognized and trusted by its clients referring the group to other project owners and EPC contractors.

As regards the domestic market, the group's parts fabrication customer base in the power plant industry has significantly grown and the group has been engaged to manufacture piping system fabrication works, pressure vessels and storage tanks works, and structural steel fabrication works. The client base growth is in line with the group's fields of expertise as the group has a long-term proven track record as a parts fabricator for power plant projects. In addition, the group has expanded its services to the mining industry and more domestic industries in order to maintain the income level of the group and compensate for declining income from international projects.

4. Market Overview and Competition



Steel Fabrication Industry

The major revenue of the Company comes from Best Tech, a subsidiary, which is income from steel processing work. Between 2016-2018, approximately 27% to 63% of revenue from steel fabrication service came from overseas customers. Therefore, the competition in which Best Tech is part of is not limited to only domestic market, but also includes the global arena where competitors are both operators in Thailand and other exporting countries. In addition, clients are also from various countries and industries. The overview of the steel fabrication market, including the competition and demand, are as summarized as follows:

1) Overview of Global Steel Fabrication Industry

Based on statistics from International Trade Centre, an organization under World Trade Organization (“WTO”) indicate that the import value of steel fabrication and steel structure works decreased from **USD 98,624M** in 2015 to **USD 94,867M** in 2016 and increased in 2017 and 2018. However, total import value of steel fabrication and steel structure in 2019 decreased by **USD 1,970M** from prior year. These increments and decrements are in line with global economic conditions and commodity prices.

Global Top 10 Steel Fabrication and Steel Structure Works Importers Between 2015 – 2019*

(Unit: Million USD)

No.	Countries	2015	2016	2017	2018	2019
1	United States of America	8,927	9,255	9,558	10,665	11,029
2	Germany	7,539	7,792	8,611	9,669	8,900
3	United Kingdom	3,356	3,326	3,273	6,412	5,678
4	France	3,865	3,956	4,397	4,957	4,843
5	Japan	3,205	3,255	3,274	3,808	3,871
6	Thailand	3,796	3,709	4,037	3,898	3,547
7	South Korea	4,016	3,225	2,968	2,949	3,445
8	China	3,191	2,919	3,026	3,204	3,209
9	Mexico	3,082	2,955	3,018	3,197	3,172
10	The Netherlands	1,950	2,016	2,258	2,625	2,718
Others		55,698	52,459	59,148	63,228	62,229
Total		98,624	94,867	103,569	114,611	112,641

2) Market Competition

Competition in the international market is competition among international steel fabricators, most of the exports mainly from Asia. It accounts for more than 50% of the world's exports, with China as the world's largest exporter.

Asia's Top 10 Steel Fabrication and Steel Structure Works Exporters Between 2015 – 2019*

(Unit: Million USD)

No.	Countries	2015	2016	2017	2018	2019
1	China	19,858	17,800	18,718	20,626	22,864
2	South Korea	5,123	5,581	6,636	4,359	3,533
3	Turkey	2,211	2,067	2,271	2,598	2,616
4	India	1,944	1,730	2,011	2,111	2,165
5	Thailand	2,083	1,870	1,707	1,796	1,752
6	Japan	1,158	1,410	1,303	1,514	1,500
7	United Arab Emirates	592	587	810	1,189	1,494
8	Taiwan	1,302	1,247	1,353	1,518	1,461
9	Vietnam	437	586	577	773	1,101
10	Malaysia	1,350	926	679	720	867
Others – Asia		2,687	3,136	2,531	2,860	2,590
Total – Asia		38,744	36,943	38,596	40,064	41,942
Total – Global		98,446	95,806	101,688	110,994	111,276

* *Source: International Trade Centre Statistics, under the World Trade Organization (WTO), as of 13 January 2021.*

* *Remarks: Import-Export value of steel fabrication and steel structure works are based on the harmonized codes, i.e., 7308 – steel structure, 7326 – steel fabrication, and 8403 – boiler.*

Thai steel fabricators are among the main fabrications with high competitiveness. As Thai fabricators have advantages in skilled labor, wages and not too far transport distance, the company is now one of the major of steel fabricators in Thailand, with a production capacity of 2,500 - 4,000 tons per month

3) Overview of Market Demand from Major Industries

Target clients of the steel fabrication business are clients in the mining, petroleum, natural gas, and the power plant industry. In the last 20 years, these industries have continued to grow as a result of high demand for consumption from China which has a leap in economic growth, while most developed countries have a steady and declining demand. Nevertheless, China has begun to enter into mature economy. As a result, the overall demand for products in these industries begin to increase in slower or reduced growth. The overview of the market demand is as detailed below as follows:

3.1) Overview of Mining Industry

The demand for industrial metals, such as iron, aluminum, and copper ore correlate with the global economic growth. The Commodity Market Outlook published by World Bank Group (October 2018) forecasts that the global economic growth will be mainly driven by the emerging markets and China given their substantial needs for infrastructural developments which are not yet fulfilled and their continuous investment in new projects. Best Tech's clients in mining business operate such as iron, gold, copper, and coal mines. The overview of the mining industry is as outlined below as follows:

Iron Ore Mining Industry

Iron ore is the most consumed natural resource in the world. Most iron ores are processed into iron, a major raw material used in related industries which drives major growth in the global economy such as the infrastructure construction industry (bridges and ports), transportation industry (trains and ships), and the automobile industry.

According to the Commodity Markets Outlook of the World Bank Group (October 2018), prices of iron ore continued to fall due to trade disputes between the US and China by imposing higher import tariffs on steel and steel products. In addition, global excess steel production issue is predicted to remain unfold within the next 3 years, remaining large stock of steel in China led, and declining demand from China and emerging markets for domestic use and production for export have an impact on lower demand and overall steel prices.

Coal Mining Industry

Coal is an energy mineral used in the production of electricity. According to a publication of U.S. Energy Information Administration (“EIA”), a U.S. governmental agency responsible for energy information of the U.S.A., which is published on the EIA website states that net power generation from coal was 8.1 billion megawatt-hour or 40% of the global power generation. In addition, EIA forecasts that net power generation from coal in 2040 will increase by 72% in 30 years, to 13.9 billion megawatt-hour or 36% of the global power generation.

According to the 2018 Commodity Markets Outlook of the World Bank Group (October 2018), average coal prices have risen in 2018 compared to 2017 as a result of unusually hot weather in Asia and Europe, causing higher demand for coal to generate electricity. However, long-term demand for coal is likely to decrease mainly due to the expected downturn of Chinese economy, causing Chinese coal demand growth to decrease. Main trend of global electricity generation has been shifting from fossil fuel energy to renewable energy.

3.2) Overview of Oil and Natural Gas Industry

Oil and natural gas are major energy sources for global power generation. According to EIA’s 2040 projections published on its website, oil products will be mainly used by the industrial and transportation sectors while the natural gas will be used by the electric power and industrial sectors. Oil and natural gas demand is detailed below as follows:

Oil Industry

The growth of the oil consumption by member countries of the Organization for Economic and Co-operation and Development (“OECD”) has displayed a downward trend due to the advancement of energy-efficient technologies for vehicles and the decline in the use of oil as a source of energy for power generation. On the contrary, the oil consumption rates of non-OECD countries tend to rise due to the increasing number of personal vehicles and the growth of industrial sector in these countries. Major oil-producing countries are members of the Organization of Petroleum Exporting Countries (OPEC) such as Saudi Arabia, Iraq, Iran, Kuwait, and Venezuela.

According to the 2018 Commodity Markets Outlook of the World Bank Group (October 2018), reported that global crude oil price fluctuated due to the tension from trade war, US production capacity increment, US trade sanction against Iran’s oil exports, losing the production capacity of Venezuela, concerns over excess capacity level of OPEC countries, and other factors. However, demand for oil has grown due to strong economic growth mainly in China and the countries outside OECD (non-OECD).

Natural Gas Industry

In the past, natural gas has been mainly used for household cooking. However, in recent years, natural gas has been increasingly used as a source of fuel for power generation as it is considered clean energy with less carbon emission than oil and coals. According to the publications of EIA published on its website, net power generation from natural gas in 2010 accounted for 22% of the global power generation and it is expected that the use of natural gas in the electrical energy sector will increase to 24% of the global power generation in 2040 due to the abundance of natural gas supply, less combustion pollution and cheaper costs as compared to oil. As a result, electrical power producers around the world tend to shift to natural gas and thus the natural gas production volume is expected to continuously increase in tandem with the growth of electricity consumption.

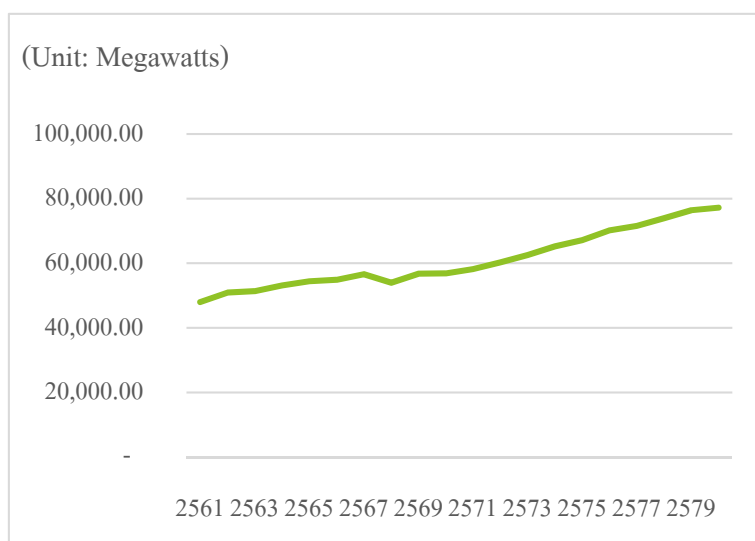
According to the 2018 Commodity Markets Outlook of the World Bank Group (October 2018), demand for natural gas consumption has increased dramatically over oil consumption for electricity generation in the past two decades. This is the main stream needs from most countries around the world in order to reduce pollution and support the use of clean energy which is different from the demand for coal from China and India. In 2018, natural gas prices have started to increase slightly from 2017. However, in the long run, natural gas prices are likely to become more stable due to the anticipated supply increase in the future from the production capacity increase by the main manufacturers, namely the United States and Australia

3.3) Overview of Domestic Power Plant Industry

The electricity consumption of Thailand tends to continuously increase in line with the country's economic growth. The electricity production output is also on the rise and the Electricity Generating Authority of Thailand ("EGAT") is in charge of ensuring that the total generating capacity can accommodate the peak demand for Thailand's power supply security.

The Power Development Plan for 2018 – 2037 ("PDP2018") of the Energy Policy and Planning Office, the Ministry of Energy, dated 30 April 2019, provides a forecast of Thailand's electricity demand between 2018 – 2037 and plan to secure sufficient generating capacity in light of future demand in accordance electricity demand shifts due to expectations of power production technology advancement in the future and to reflect the government's policy and 20-year national strategic plan, by considering power generation development suitable for electricity demand and production capacity in each region. In addition, the plan also considers the connection between electricity production investment, power transmission system stability to maximize value, and promote the electricity industry to increase competition under supervision to ensure maximum efficiency and maintain stability.

Thailand's Peak Electricity Demand



Source: Energy Policy and Planning Office

Based on the peak demand forecast, the Energy Policy and Planning Office plans to increase Thailand's net power generating capacity to 77,211 megawatts in 2037 from the existing capacity of 46,090 megawatts at the end of 2017 and aggregate output from new power plants of 56,431 megawatts, offset by the output of 25,310 megawatts from decommissioned power plants.

According to the PDP2018, additional capacities from new power plant developments by the Electricity Generating Authority of Thailand (EGAT) and independent power producers ("IPP") between 2018 – 2024 are listed below as follow:

Producers	Project	Contract Capacity (Megawatts)	COD
EGAT	Replacement of Mae Moh Power Plant units 4–7	600	2018
	Lam Ta Klong Power Plant Units 3–4	500	2018
	Wind Turbine at Lam Ta Klong Phase 2	24	2018
	Replacement of Bangpakong Power Plant Blocks 1–2	1,386	2020
	Replacement of South Bangkok Power Plant Blocks 1–2	1,220	2019
	Downstream Water Power	67.95	2018–2023
	Solar Power – Sirindhorn Dam	0.25	2018
	Mix Solar Power and Water Power	69	2020–2023
IPPs	Gulf SRC CC #1	1,250	2021
	Gulf SRC CC # 2	1,250	2022
	Gulf PD CC #1	1,250	2023
	Gulf PD CC # 2	1,250	2024
Total additional production from power plants		8,867.20	

Renewable Energy Power Plant Industry

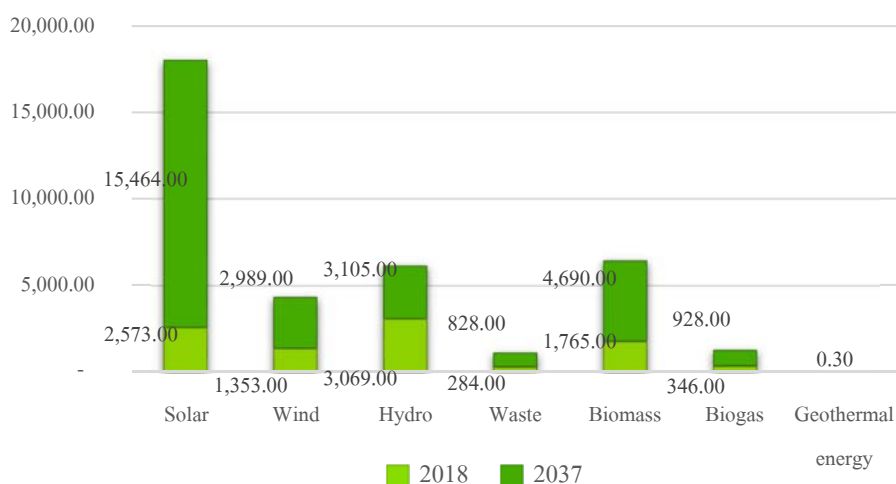
In addition to the steel fabrication business, the core business of the group, the Company has a subsidiary that has been established to tap into business opportunities from the renewable power plant business. The overview of the renewable power plant industry could be outlined below:

Overview of Renewable Power Plant Industry

As the alternative energy has been increasingly important for Thailand's electricity system, the Alternative Energy Development Plan ("AEDP") has been included in the PDP2018, according to which net generation from renewable energy total electricity demand of 28,004 MW of renewable energy in the following table below:

Installed Capacity in 2037 under the AEDP

Unit: Megawatts



However, at the end of 2017, the Department of Alternative Energy Development and Efficiency (DEDE) has been drafting the revised Alternative Energy Development Plan 2018 – 2037 (AEDP 2018) to present the Ministry of Energy, which will result in total alternative energy generation at the end of the plan in year 2037 to be 28,004 megawatts, increasing from 18,613 megawatts in the original plan, with an emphasis on solar power and biomass energy.

5. Source of Supply

5.1. Production Facilities and Capacity

The group provides steel fabrication services through its 2 facilities, the Sattahip Workshops and Yards and Chachoengsao factory. The details of both facilities as of 31 December 2020 can be summarized as follows:

Facilities	Location	Area (SQ.M.)	Capacity ¹ (Tons per Month)
Sattahip Workshops and Yards	Sattahip Naval Base, Sattahip, Chonburi Province	187,510	1,500 – 3,000
Chachoengsao Factory	Bangkhwan, Muang, Chachoengsao Province	133,812	1,000

Remarks: ¹ Production capacity varies according to each project types and specifications.

5.2. Production Factors and Procurement

The group's key production factors are raw materials and labor, which can be as summarized as follows:

1) Raw Materials

The group uses different forms of steel such as plate steels, structural steel, tube and joint steel as key raw material in its operation. Most of the steel products used are of high quality and durability, and can withstand operating conditions of heavy industry projects such as high pressure and extremely high or low temperature conditions. To reliably control the standards and quality of the steel, the group procures steel products from reliable foreign and domestic suppliers. Currently, the group procures 60% – 85% of raw materials domestically. Details are as shown in the table below:

Source of Raw Materials	For the Year Ended 31 December					
	2018		2019		2020	
	MB	%	MB	%	MB	%
Domestic Suppliers	414.65	67.79	434.70	63.50	565.59	84.67
Overseas Suppliers	197.01	32.21	249.92	36.50	102.42	15.33
Total	611.66	100.00	684.62	100.00	668.01	100.00

2) Labor

Steel fabrication that the group produces requires a lot of labor. A very complex and important part of the work is performed by a full-time employee who is skilled labor and specialized technicians. But if it is any other part of work which is not complicated, the group will hire temporary workers or subcontractors to operate the fabrication. The group has effective labor management and there is planning for the quality and the number of labor in the production from the planning stage. There has never been a labor shortage affecting the production process significantly. The risk of labor shortage is diversified by recruiting workers through more than 10 labor recruiting companies.

5.3. Environmental Impact

The group controls pollution that may occur throughout the production process, such as painting is done in closed areas. The canvas is stretched to prevent the spread of air pollution that may occur. The group coordinates with the provincial industry office to organize activities with the community. There are public relations to the communities surrounding the factory to know how the company is operating. In addition, the group was certified ISO 14001: 2004, an international standard for environmental management. In the past, the group has never received any complaints and has never had a history of disputes or litigation about creating an environmental impact.

5.4. Backlogs

As of 31 December 2020, the group's total backlogs amounted to THB 1,050M, detail of backlog are listed as follow:

Significant and not yet delivered: Structural Steel Fabrication

Project	Industry	Country	Customer	Period	Total ¹	Yet Unrecognized Work Value ^{1,2}
Rail Mounted Stacker Fabrication and Pre-Assembly	Mining	Australia	Thyssenkrupp Industrial Solutions (Australia)	02/11/2020-30/7/2021	USD 1.86M (THB 55.53M)	USD 1.73M (THB 52.43M)
East Rockingham -Australia- Steel Structure Fabrication	Power Plant	Australia	Hitachi Zosen Inova	24/6/2020-31/3/2021	USD 4.16M (THB 125.79M)	USD 1.73M (THB 52.30M)
Thai Oil Clean Fuel Project, Thailand	Oil Refinery	Thailand	Joint Venture (UJV) of Petrofac SEA, Saipem Singapore & Samsung Eng. Thailand	01/10/2019 – 31/10/2021	THB 1,289.07M	THB 714.32 M

Remarks: ¹ Value of work that has not been recognized as of 31 December 2020

Significant and not yet delivered: Processing and assembly of pressure resistant tanks and containers

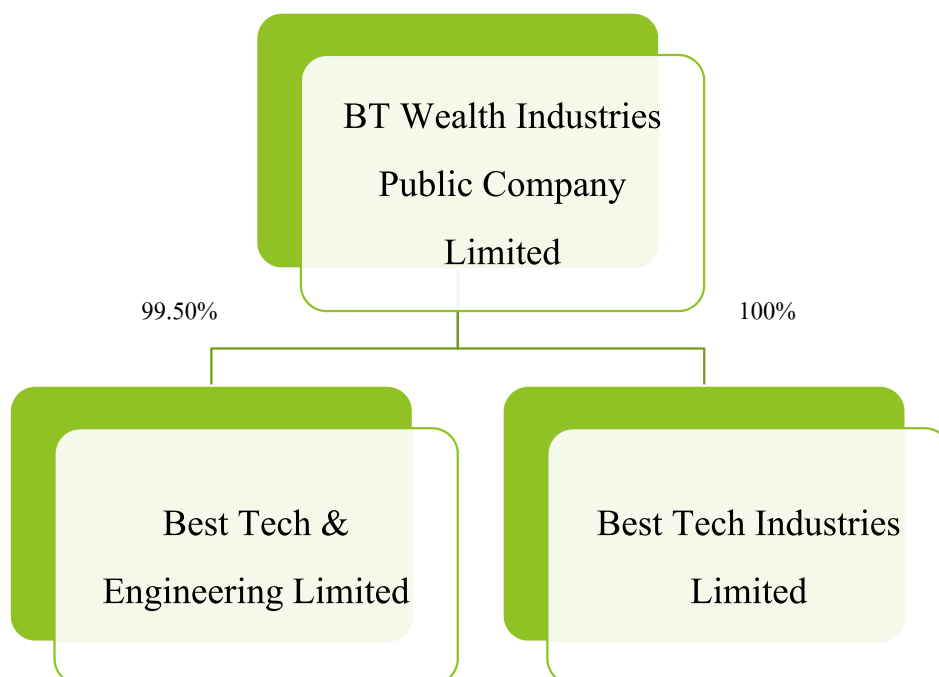
Project	Industry	Country	Customer	Period	Total ¹	Yet Unrecognized Work Value ^{1,2}
GPD Site Fabrication Tank	Power Plant	Thailand	MHI Power Project (Thailand) Co., Ltd	1/8/2020-30/11/2021	THB 105M	THB 61.62M
ABP1R Site Fabrication Tank	Power Plant	Thailand	TPSC (THAILAND) CO.,LTD.	4/09/2020-30/9/2021	THB 45.16M	THB 42.47M

Remarks: ¹ Value of work that has not been recognized as of 31 December 2020

1.3 SHAREHOLDING STRUCTURE

1.3.1 STRUCTURE OF THE GROUP

BTW is a holding company which has 2 subsidiaries, Best Tech is the core operating company of the Group, and Best Tech Industries Limited.



The Company and its subsidiaries is in accordance with the relevant regulations with the notification of the Capital Market supervisory board on request for offering of newly issued shares and the notification of the Securities and Exchange Commission concerning the consideration of the size of the company with respect to the permission of holding company to offer new shares.

Information of The Group as of 31 December 2020

BT Wealth Industries Public Company Limited

Registered and paid-up shares	Common Shares 756,000,000 shares
Par value	0.50 Baht per share
Nature of Business	To become a holding company with Best Tech & Engineering Limited as the Core Company, which is engaged in the business of providing Steel Fabrication services according to customers' requirements and specifications.
Address	593/3 Soi Ramkhamhaeng 39 (Thepleela 1), Ramkhamhaeng Rd., Kwaeng Wangthonglang, Khet Wangthonglang, Bangkok 10310 Telephone: 66 2314 2151 – 2 Fax: 66 2319 7301 – 2
Homepage	https://www.btwealthindustries.com
Company registration number	0107558000431

Best Tech & Engineering Limited

Registered and paid-up shares	3 million common shares
Par value	100 Baht per share
Nature of Business	Providing steel fabrication service
Head Office	593/3 Soi Ramkhamhaeng 39 (Thepleela 1), Ramkhamhaeng Rd., Kwaeng Wangthonglang, Khet Wangthonglang, Bangkok 10310 Telephone: 66 2314 2151 – 2 Fax: 66 2319 7301 – 2
Chachoengsao Office	10/4 Moo 10 Tambon Bangkwan, Amphoe Mueang, Chachoengsao 24000 Telephone: 66 38 090 793 – 95 Fax: 66 38 090 796
Sattahip Office	2002/1 Moo 2 Tambon Smaesarn, Sattahip, Chonburi 20180 Telephone: 66 33 047 167

Best Tech Industries Limited

Registered and paid-up shares	Common Shares 1,000,000 shares, 25% paid up of Baht 100 par value
Nature of Business	For expansion of the steel fabrication business
Address	593/3 Soi Ramkhamhaeng 39 (Thepleela 1), Ramkhamhaeng Rd., Kwang Wangthonglang, Khet Wangthonglang, Bangkok 10310 Telephone: 66 2314 2151 – 2 Fax: 66 2319 7301 – 2

As of 31 December 2020, total assets of the core operating business accounted for 97.78% of the total asset of the Company, details as follows:

Item	Unit	Separate financial statements as of 31 December, 2020
Total assets of Holding Company	Million Baht	1,200.37
<u>Less</u> Investment in other companies	Million Baht	(26.69)
<u>Less</u> Investments in associates	Million Baht	(0.00)
Total assets of the subsidiary operating the main business	Million Baht	1,173.68
The proportion of total assets of the subsidiary operating the main business to the total assets of Holding Company ¹	Percentage	97.78

Remarks: ¹ The proportion of total assets of the subsidiary operating the main business to the total assets of Holding Company =
Total assets of the subsidiary operating main business / Total assets of the Holding Company

1.3.2 A PERSON WHO MAY HAVE A CONFLICT OF INTEREST WHO HOLDS THE SHARES IN A SUBSIDIARY MORE THAN 10 PERCENT OF THE SHARES WITH VOTING RIGHTS OF THE SUBSIDIARY.

– None –

1.3.3 RELATIONSHIP WITH THE MAJOR SHAREHOLDERS' BUSINESS GROUP

– None –

1.3.4 SHAREHOLDERS

1) Major Shareholders

As of 31 December 2020, the list of top 10 major shareholders is as follow:

Major Shareholders	Number of Shares	Percentage of shares
1. Mrs. Siripond Satawin	230,400,000	30.48
2. Mr. Chotic Russamitinakornkul	168,900,000	22.34
3. Mr. Piyapat Russamitinakornkul	40,000,000	5.29
4. Mr. Pavanan Satawin	39,000,000	5.16
5. Mr. Sarun Satawin	36,000,000	4.76
6. Mr. Rujanan Satawin	25,113,500	3.32
7. Mr. Thanomsak Russamitinakornkul	20,000,000	2.65
8. Ms. Pimsiri Sareewiwatthana	12,000,000	1.59
9. Ms. Pitchsinee Sareewiwatthana	12,000,000	1.59
10. Ms. Suveena Chartmaneererk	11,533,900	1.53
Total	594,947,400	78.71

Remarks: % Shares of minor shareholders (% Free float) = 34.09%

2) Best Tech & Engineering Limited Shareholders (“Best Tech”)

As of 31 December 2020, Best Tech has total registered capital of THB 300.00 M, divided into common shares of 3,000,000 shares at a par of THB 100. The shareholder list is as follows:

Name	Number of Shares	Percentage of shares
BT Wealth Industries Public Company Limited	2,985,010	99.50
Miss Oussanee Russamitinakornkul ¹⁾	14,988	0.50
Mrs. Siripond Satawin	1	0.00
Mr. Chotic Russamitinakornkul	1	0.00
Total	3,000,000	100.00

Remarks: 1) Miss Oussanee Russamitinakornkul is the elder sister of Mrs. Siripond Satawin and Mr. Chotic Russamitinakornkul

1.4 AMOUNT OF REGISTERED CAPITAL AND PAID-UP CAPITAL

As of 31 December 2020, the Company has the registered capital of **THB 378M** and the paid-up capital of **THB 378M**, divided to common shares of 756 million shares at par of **THB 0.50**.

1.5 ISSUANCE OF OTHER SECURITIES

The company does not issue other types of securities. There is only one type of common stock security.

1.6 DIVIDEND POLICY

➤ DIVIDEND POLICY OF THE COMPANY

The Company has a dividend pay-out policy at the rate of no less than 40% of its net profit based on the separate financial statements, after the deduction of legal reserve and other reserves (if any). In considering dividend payments, the Company takes into account of cash flow, operating results, financial structure, investment plan, conditions and obligations that bind the Company, necessity and future needs, including the consistency of dividend payments.

The resolution of the Board on the dividend payments shall be proposed to the meeting of shareholders for approval. Exception applies to interim dividend payments to shareholders which can be approved by the Board given that the Company’s net profit and cash flow are preliminary sufficient for the interim dividend payments. Such interim dividend payments shall be reported to shareholders at a subsequent meeting of shareholders.

The 2020 Annual General Meeting of Shareholders held on 23 July 2020, approved the omission of dividend payment for the year 2019 due to the Company has net loss for the year 2019.

	2018	2019	2020
Annual Dividend (Baht / Share)	–	0.02	–
Interim Dividend (Baht / Share)	0.07	–	–
Net profit for the year from separate financial statements (Baht / share)	(0.013)	(0.033)	(0.262)
Dividend payout ratio versus net profit (%)	N/A	N/A	N/A

➤ **DIVIDEND POLICY OF SUBSIDIARIES**

Best Tech & Engineering Limited has a dividend pay-out policy at the rate of no less than 40% of its net profit based on the financial statements after the deduction of legal reserve and other reserves (if any). The Board and/or shareholders of Best Tech consider dividend payment based on business conditions such as necessary investment plans, cash flow, operating results, financial structure, conditions and obligations that bind Best Tech, necessity, and future needs, to ensure the suitability of dividend payment.

The dividend policies of other subsidiaries shall be decided by the board of director and/or shareholders of each in light of performance, financial positions, business conditions, necessary investment plans, cash flow, operating results, financial structure, conditions and obligations that bind the subsidiaries, necessity, and future needs.

However, in order to comply with the Management Policy of the Holding Company, annual dividend payment and interim dividend (if any) of subsidiaries must be approved by the Board of Directors Committee of the Holding Company before proceeding.

2 RISK MANAGEMENT

2.1 RISK MANAGEMENT POLICY AND PLAN

The Company is fully aware of the rapid changes in the business environment, economic, political, technology etc. Such changes will affect the operations to achieve the company's goals. Therefore, to ensure that the Group has adequate risk management procedures to accommodate such changes. The company has set "Risk Management Policy" is as follows.

1. Risk management is a key strategic aim of the Company and a part of its annual business plan development process.
2. Each functional unit has the duty to identify and manage its own risks.
3. Employees at all levels are responsible for risk management and are expected to be aware of risks associated with their operations.
4. Processes for managing material risks must be established and risks must be controlled within an acceptable level in support of the group's attainment of its business objectives.
5. Risk management performance must be regularly examined, monitored, assessed, and reported.

The Company has its own Risk Management Committee which is chaired by an independent director and comprised of members being the Company's senior executives. This effectively contributes to the Risk Management Committee's insight into risks associated with the Company's business and its ability to make sound decisions and take a vigorous approach to risk management. The Risk Management Committee is responsible for screening and reviewing risks and make risk management recommendations to the Board of Directors.

The Company has prepared the risk and opportunity analysis rules to be used as a basis for considering the impact of both positive and negative risks that will occur on the company in terms of Image, Quality and Environmental systems, Operational process and Goals of the Company. There are 5 levels of risk determination ie very high, high, medium, low, very low. The criteria for determining the risk level in each area will vary as appropriate.

In 2020, a comprehensive risk assessment was conducted for the Company and all entities within the Group, including Chachoengsao Factory and Sattahip Workshops and Yards. In this regard, risk issues and risk management activities of all functional units were compiled and the following actions were taken to address key risk issues.

1. Improved and appointed a new risk management team to be in line with the organization structure of Best Tech & Engineering Ltd., which has been adjusted, in order to ensure that the Company's risk management is systematic, effective, responsive and timely and can reduce risks that may have adverse impact on the Company's business.
2. Organize a risk management working group meeting to monitor and assess the operational risk that occurs, defining solutions and following up continuously the results of the correction to reduce the risk.
3. Preparing the risk management plan for the year 2021 by preparing a preliminary risk management plan for all departments to be a framework for risk management of the Company and presenting the said annual risk management plan to the Risk Management Committee for approval.
4. Prepare plans and preventive measures support the situation of the Coronavirus disease 2019 pandemic.

2.2 RISK FACTORS FOR THE COMPANY'S BUSINESS OPERATION

BUSINESS OPERATION RISK

The Company's business operation risks are mainly resulted from those of Best Tech because of no operation in other subsidiaries. These risks include the following:

1) Risk of Revenue Fluctuation from Project-Based Operation

Best Tech's revenue was mainly from its parts fabrication, modularization and power plant EPC which were awarded by customers via project biddings. The revenue depended on the number of projects awarded to Best Tech, project values and project progresses achieved for the operation period. Therefore, if the number of projects available for bidding in the market significantly drops or Best Tech is not continuously awarded with new projects, Best Tech's revenue stream will be interrupted. This results in fluctuation of Best Tech's business performance. In addition, Best Tech's revenue also depends on types of project as gross profit margins of each project type are different.

However, Best Tech is fully aware of this risk and therefore attaches importance to bid planning and proactively expands its customer base and seeks new business opportunities by keeping abreast of the industry news and developments. In order to sustain and enhance its competitiveness, Best Tech is highly committed to develop competencies by controlling production costs, improving productivity and delivering works on time. These efforts have led to Best Tech's success in continuously expanding its customer base in order to maintain its revenue growth momentum and appropriate profit margins in the long term.

2) Risk of Customer Concentration

In 2013, 2014 and 2015, proportions of revenue from services/products served for mining projects in Australia to total revenue from fabrication were 93.36%, 91.45% and 60.78%, respectively. This was resulted from growth in mining investment in Australia. Whereas, in 2016 and 2017 Best Tech's revenue generated from domestic power generation industry accounted for 71.71% and 46.70% of total revenue from fabrication, respectively. Such revenue concentrations may put Best Tech at risk if there are incidents that adversely affect status or growth of Australian mining industry or domestic power generation industry, for examples, changes in the economic conditions and applicable legal requirements or taxes, natural disasters or changes in government policy affecting Thailand's national power development plan (PDP). The incidents may slow down the industry or decrease the number of construction activities. In such circumstances, Best Tech's performance, operating results and revenue stream may be significantly dampened.

In 2020, proportions of revenue from customer industry group served Power Plant and Oil & Gas industry total revenue from fabrication were 43% and 40% of total revenue

However, given the company's boundless production flexibility supporting its custom-made business nature, the company can provide works and services to diverse projects and industries which are not limited to only mining or power plant projects. In the future, if the heavy industries in other regions have stronger growth and more construction activities than the Australian mining industry or the domestic power plant industry, the company will diversify its customer base into such industries to avoid over-dependency on any particular industry. The company has experiences in delivering manufacturing services to customers in various industries such as mining, energy, power plant and petrochemical industries and in different countries such as Australia, Laos PDR, Singapore, Papua New Guinea, United States of America and Canada. In 2020, the Company is focusing on the domestic market.

3) Risk of Dependency on Large Project

Modularization works which were the major source of revenue of Best Tech in 2020 are large project with high project value. Each year, the largest project generally accounted for a very high proportion of Best Tech's total revenue. For example, the revenue from Thailoil projects is high concentration of income. Such concentration in the revenue source exposes Best Tech to the risk of dependency on large projects. The dependency on large project is commonly seen in the steel fabrication business. Best Tech has always undertaken pre-project screening which encompasses the examination of customers' qualifications in terms of backgrounds, financial positions and credit worthiness. Most of the company's customers, both EPC contractors and project owners, are global companies that have long experience in large-scale projects or mining and energy industries and possess strong financial position. Best Tech has never had any payment collection problems because all of its customers have fulfilled their payment obligations.

4) Foreign Exchange Risk

In 2020, the Company's revenue was mainly from overseas projects and contractual revenue in foreign currencies accounted for 29.19% of revenue from fabrication. As foreign currency revenue is concentrated in USD, the fluctuation of USD/THB rate has a significant impact to Best Tech's operating results and operating profits.

Details of revenue from fabrication work recorded in financial statements and the amount of purchases in foreign currencies in 2018 – 2020, categorized by currency, are as shown below:

Revenue from fabrication

Currency	Jan – Dec 2018		Jan – Dec 2019		Jan – Dec 2020	
	Revenue (THB Equivalent)	%	Revenue (THB Equivalent)	%	Revenue (THB Equivalent)	%
USD	853.72	69.03	537.02	38.11	408.01	28.39
THB	363.13	29.36	856.94	60.82	1,023.35	71.21
EURO	6.22	0.50	–	–	–	–
AUD	13.72	1.11	15.06	1.07	5.70	0.40
Total	1,236.79	100.00	1,409.01	100.00	1,437.06	100.00

Amount of purchases

Currency	Jan – Dec 2018		Jan – Dec 2019		Jan – Dec 2020	
	Purchase Amount (THB Equivalent)	%	Purchase Amount (THB Equivalent)	%	Purchase Amount (THB Equivalent)	%
USD	193.09	17.95	244.28	16.09	111.92	9.33
THB	851.79	79.18	1260.74	83.07	1,079.50	89.97
Others	30.83	2.87	12.72	0.84	8.48	0.70
Total	1,075.71	100.00	1,517.74	100.00	1,199.90	100.00

From the above tables, the company's revenue in 2018 - 2020 were concentrated in USD which is significantly higher than value of purchases in US dollar and other foreign currencies. Therefore, the natural hedge between accounts receivable and accounts payable in foreign currencies could not provide adequate cushion against the potential impact of foreign exchange fluctuation on operating profit.

The Company is fully aware of the risk and mitigates the risk by ensuring that the contractual prices agreed with its customers can, to a certain extent, accommodate the currency rate changes. In addition, the company has a proper policy to regularly execute forward transactions when appropriate to alleviate the potential impact of foreign exchange rate fluctuation on Best Tech's performance.

5) Risk of Cost Overrun

The Company's revenue is primarily project-based and the revenue of each project depends on the contractual price agreed with a customer. There are two potential causes of cost overrun: 1) Failure to control costs within the budget, and 2) Calculation or budgeting deviates from actual production cost.

5.1 Failure to Control Costs within the Budget

Major costs of Best Tech are labor cost and raw material costs.

■ Labor Cost

Labor cost is considered a major production cost. Most of the labor workers are daily workers and their wages are fixed according to the contracts made with each project's labor agents. Therefore, the risk that the labor cost per unit will exceed the budgeted amount is low. However, the labor cost may exceed the budget if the actual number of man-hour was higher than budgeted due to uncontrollable external factors or internal factors such as Best Tech's project management.

External factors that may cause the actual number of man-hour rate of Best Tech to be higher than budgeted are rain, late delivery of raw materials, etc. However, Best Tech has mitigated such risks by, for example, roofing over main work areas and providing safety-related training to its employees to reduce accidents.

In addition to labor management, Best Tech also attaches importance to the production site management as modularization works require a large work area while the space of the production site is limited. Best Tech selects work sites and organizes production activities by taking into account the suitability of each work site in light of the size of projects, the urgency and the physical conditions of each area with an aim to optimize production efficiency and prevent delays that may culminate in higher labor cost.

■ Raw Material Cost

Raw material cost is considered another major production cost and the main raw material is steel. There are 2 causes that will drive the steel costs to be higher than the budget: the cost of steel per unit increases, and the actual rate of steel usage is higher than the budget. Typically, Best Tech makes steel purchase agreements with suppliers according to the total demand of each project as soon as Best Tech has finished the comprehensive estimation of raw materials required for such project and the estimation is generally completed within 1-2 months after the service agreement with a customer has been made. Therefore, the risk of over-budget raw material cost caused by a hike of steel price per unit is relatively low.

However, the mismatch between the actual rate of steel usage and the budgeted rate may stem from erroneous steel resource utilization planning, or defective steel cutting and, or errors in the assembly process that cause deviations from the intended quality standards or designs and a need for more steel material to fix defects. Best Tech has in place an efficient system for controlling and monitoring steel usage by checking the actual steel usage against the production resource plan on a daily basis. This system enables Best Tech to quickly identify the gap and dynamically enhance the efficiency of its raw material usage. In addition, to avoid errors that will cause an unplanned need for additional raw materials, Best Tech adopts a stringent quality control system and assigns its quality control team to conduct a quality inspection, in which a customer's quality control team occasionally joins, on all important steps of production processes. This helps minimize defective works and the risk of over-budget usage of raw materials.

5.2 Calculation or budgeting deviates from actual production cost

Revenue under the service agreements made between Best Tech and its customers is based on the pricing that is derived through the cost-plus pricing method by adding the targeted profit margin to the budgeted costs which include labor cost, raw material cost and other expenses. Therefore, Best Tech's gross profit margin may fall below the target if the cost budgeting is erroneous and causes the budget to be below the actual production costs.

The cost budgeting for the project bidding price assessment begins with the analysis of detailed drawings received from customers to identify the types and quantity of raw materials needed and the man-hour requirements of each project. Then, updated price lists of raw materials will be solicited from suppliers, including the labor wage information from labor agents. The information will be consolidated to support the cost budgeting and the prices to be quoted to customers. After service agreements with customers have been signed, shop drawings will be made and the cost budget will be reviewed for accuracy by comparing new information gained from the detailed analysis of drawings with the information on which the cost budgeting is originally based. If there are differences that have material impact on costs, Best Tech will inform customers and re-negotiate contractual prices to reduce the risk of budget underestimation.

6) Risk of Labor Shortage

Parts fabrication and modularization works are labor-intensive. Best Tech opts to hire temporary workers with short-term employment contracts according to the length of each project because Best Tech's manpower needs, in terms of headcount and skills, constantly shift according to the nature and progress of its projects.

As Best Tech's works are labor-intensive and most of its workers are temporary workers who will be newly recruited upon a new large-scale project is awarded to Best Tech. Typically, Best Tech has only 1-2 months for the worker recruitment process after a service agreement is signed, hence the risk of labor shortage as Best Tech may be unable to recruit adequate manpower required for completing the works within the deadline. As a consequence, Best Tech is exposed to the risk of delivery delay and the resultant late delivery penalty, and may have higher labor cost per unit due to overtime pays caused by the limited availability of labor force.

However, Best Tech has never experienced any material labor shortage issue because of the good labor planning. In addition, Best Tech recruit's workers through several labor agents to avoid dependency on a single labor agent. Best Tech also attaches importance to positive relationship with labor agents, treats workers fairly and pays wages on time. As a result, Best Tech is on good terms with its labor agents and these labor agents quickly respond to Best Tech's labor force needs.

7) Risk of Price Fluctuation of Steel which is Major Raw Material

Steel is a major raw material of Best Tech and there are two types of steel the Best Tech uses, i.e., steel plate and structural steel. The prices of both steel products correlate with the prices of hot rolled coil in the global market because steel plate and structural steel are made from hot rolled coil. Steel cost is positively correlated with the global steel prices while the steel price per unit in service agreements made with customers is specified as a fixed rate. Therefore, increases in the global steel prices may lead to higher raw material costs which, as a consequence, may adversely affect the gross profit margin and performance of Best Tech.

Fully aware of the risk, Best Tech makes steel purchase agreements with suppliers according to the total demand of each project as soon as Best Tech has finished the comprehensive estimation of raw materials required for such project and the estimation is generally completed within 1-2 months after the service agreement with a customer has been made. This enables Best Tech to fix the steel price per unit and limit the period of its exposure to the steel price

fluctuation to only an interval between the signing of service agreements with customers and the placing of steel purchase orders with suppliers. After steel purchase orders have been made, the risk of steel price fluctuation will be entirely passed to the suppliers. Therefore, Best Tech's steel procurement policy as mentioned earlier can significantly reduce Best Tech's exposure to raw material cost increases from the steel price fluctuation.

8) Risk of Non-Renewal or Termination of Land Lease Agreement of Sattahip Workshops and Yards

At present, Best Tech has two plants, Chachoengsao Workshop and Sattahip Workshop. Chachoengsao Workshop is located on land of approximately 89,847 sq.m., owned by Best Tech and 44,096 sq.m. leased from other person with 3-year rental period (renewable options for 3 times for 3 years, 3 years and 1 year, respectively). The most of the area is used for parts fabrication works. Sattahip Workshops and Yards is located within Sattahip port's premises in Chonburi province which are leased from the Sattahip Commercial Port of the Royal Thai Navy. The total area of the Sattahip Workshops and Yards is approximately 188,246 sq.m.

The land lease agreement of Sattahip Workshops and Yards must be renewed on an annual basis and it is difficult to find a factory location which is in proximity of deep-sea ports which are limited in number, if the lease agreement of Best Tech for the premises within the Sattahip Commercial Port of the Royal Thai Navy is not renewed, either partially or entirely, or is prematurely terminated, the size of production yards will be diminished and Best Tech may experience difficulties in transporting large-sized works via road to the port. As a consequence, Best Tech may lose its modularization customers which are major source of Best Tech's revenue and may incur higher logistic costs from the road transport of works to farther ports. These factors can affect Best Tech's long-term competitiveness.

However, since 2008 when the lease agreement was originally made until today, Best Tech has never experienced any problems in renewing the lease agreement. In addition, Best Tech successfully negotiated for the continuously expanding of leased area to 188,246 sq.m. in 2020. Best Tech has always been a good tenant, strictly complied with the terms and conditions of the lease agreement, and continuously provided support for activities of the Sattahip Commercial Port of the Royal Thai Navy. The past records of the Sattahip Commercial Port of the Royal Thai Navy's lease agreements show that there are very few changes of tenants if the tenants duly comply with applicable terms and conditions and make punctual payment of lease fees. Therefore, Best Tech is confident that the lease agreement with the Sattahip Commercial Port of the Royal Thai Navy will be continuously renewed.

9) Risk of Expiry of Tax Benefits from Investment Promotion Certificates

Best Tech is entitled to privileges under the SME investment promotion program and one of these privileges is an 8-year exemption from corporate income tax on a net profit from businesses under the investment promotion program. The period of 8 years starts from the date the businesses earn revenue from their operations and the investment certificates of the Chachoengsao and Sattahip Workshops and Yards, the Workshop will expire on 2 May 2019 and 3 April 2020, respectively. The expiry of such tax benefit thus may cause Best Tech's net profit to decrease.

To handle the risk associated with the expiry of the tax benefits, the group, by Best Tech Industries Company Limited ("BTI") has filed an investment promotion certificate application and is granted the investment promotion certificate no. 59-0548-0-01-2-0 for the Sattahip Workshops and Yards and the Chachoengsao Workshop to promote investment in the business of manufacturing of structures used for construction or industrial projects, such as steel structures, vessels and piping spools, including material parts, such as grating within the quota of approximately 20,000 tons per years. The corporate income tax on the net profit from the entitled business is exempted for 8 years.

On 10 September 2018, The Board of Investment Office (BOI) approved BTI to transfer the certificate no. 59-0548-0-01-2-0 to Best Tech and Best Tech received that certificate on 12 November 2018 with the same and remain privilege.

10) Situation risk of the coronavirus (Covid-19) pandemic

Operation Impact

The COVID-19 pandemic has been impacted on the Company's getting a job from overseas to its full potential. Including importing raw materials to produce some products cannot be made, causing the Company to focus on domestic projects, which are highly competitive and sourcing raw materials from the country to replace.

Financial Impact

From the pandemic situation of Coronavirus 2019, this causes business stagnation and many businesses lack of liquidity or stop doing business, which continually affect from customers, sellers, creditors and debtors, they all come together to find ways to adapt such as extending the payment period, stop lending, recover money from these receivables, etc. During the past year, the Company may receive some money late but partly due to the fact that some customers have to work from home, which makes the payment transaction process delayed and inconvenient as usual.

The Company has not been adversely affected by these impacts for other impacts, such as balance sheet and performance, contractual obligations and the risk to the survival of the entity.

MANAGEMENT RISK

Risk of Controlling Interest

As of 30 December 2020, the major shareholders, namely the Satawin family and the Russamitinakornkul family, owned 74% of the total issued and paid-up shares of the Company. In addition, the Russamitinakornkul family, which are the major shareholders of the Company, serve as executives and directors with signing authority of the Company. Therefore, they have the controlling interest which gives them significant influence over the Company's management, including the control over the decisions of the meeting of shareholders that require the three-fourths majority votes according to the laws or the Company's Articles of Association such as decision on capital increase or decrease. Therefore, other shareholders who attend the meeting and have the right to vote may be unable to, even collectively, outvote the major shareholders.

Nonetheless, the Company's management structure is comprised of the Board and 4 Board Committees, namely the Executive Committee, the Audit Committee, the Risk Management Committee and the Nomination & Remuneration and Good Governance Committee, and their scope of authority and duties is clearly defined to ensure that the Company's practices and operations are of good standards and auditable. The Audit Committee of the Company is comprised of 3 independent directors and has a significant role in maintaining the organization's checks and balances and screening matters to be proposed to the meeting of shareholders to a certain degree. The Company also engages an external firm to serve as an internal auditor to audit internal operations of the Company for greater transparency whereby the internal auditor directly reports to the Audit Committee. The Company also establishes rules and procedures governing related-party transactions with directors, major shareholders, persons with controlling interest and persons with potentials conflict of interest, according to which such persons shall not have the authority to approve these transactions, in order to mitigate risks.

3 DRIVING BUSINESS FOR SUSTAINABILITY

3.1 POLICY AND OVERVIEW

The Company aims to operate and create sustainable business growth under the principles of good corporate governance and optimum benefits for the shareholders taking into consideration the impact on stakeholders social and environment To accomplish such aspiration, the Board, at its Meeting No. 3/2015 on 13 May 2015, established policies on corporate social responsibility for example Corporate Social Responsibility Policy, Anti-corruption Policy and Quality and Environmental Policy, which have been communicated to employees of all companies in the group for acknowledgement and strict compliance (see the full policy and guidelines: www.btwealthindustries.com) as follows:

- 1 Adhere to business operations in accordance with good corporate governance principles for listed companies in 2017 (CG Code)
- 2 Focus on business development through innovation and being responsible for all stakeholders.
- 3 Operate business in an environmentally friendly manner, from raw material procurement, production, waste disposal and energy conservation.
- 4 Focus on quality control of products and services according to the standards, reduce wastage in the production process and deliver the product on time by adopting a standardized quality management system and environmental management applied in the operation process.
- 5 Develop and engage with employees, customers, communities and society to improve the quality of life with consideration of human rights principles.
- 6 Adhere to principles against all forms of corruption and bribery, both direct and indirect.
- 7 Define safe and standard processes and procedures to prevent accidents that may occur.

3.2 MANAGING STAKEHOLDER IMPACTS IN THE BUSINESS VALUE CHAIN

3.2.1 Company's Value Chain

The Company is a metal processing business that covers two main markets: metal fabrication and installation on site as traditional parts (examples of products that the company produces are steel structures, piping systems, liquid receiving tanks, pressure vessels, etc.). Which are used for various industries that are important to the economy such as power plants, petrochemical plants Water distillation plant in renewable energy power plant. And metal fabrication and installation of large modules, enabling customers to serve both domestic and international customers, therefore contributing to the economic growth of the country. The Company also has a large factory area in the Sattahip Port area making it able to support large-scale production and assembly and convenient for transportation as well.

- | | |
|---|--|
| 1) Inputs Management: | Environmentally friendly project design / quality material procurement / quality raw material sourcing |
| 2) Operation: | Safety and Community Impacts / Waste reduction and environmental impacts |
| 3) Distribution of products and services: | Transportation / delivery of quality products and services on time |
| 4) Marketing and sales: | The pricing is reasonable and fair. |
| 5) After-sales service: | Product warranty and satisfaction. |

3.2.2 Stakeholders of the Company

Stakeholders	Stakeholder Expectations	Meeting Expectations
Customers	Quality products, reasonable prices, timely delivery.	Control the quality of products and services to meet the standards, reduce wastage in the production process.
Partners	The trading system is accurate and effective. There is fairness and equality to all trade partners.	* Develop an efficient trading system. * Adhere to the principle of equitable treatment and fairness to all trade partners. Dealing with business partners is a fair reward for both parties.
Competitors	There is a competition that is honest and ethical.	Treat competitors under the law and good commercial ethics.
creditor	Receive full and punctual repayment.	* Abide by the conditions and contracts made with creditors * Pay the debt completely and on time. * Use the borrowed money for the purpose of borrowing.
Employees	Safe in operation and have stability and career advancement.	Uphold Human Rights, Labor Laws and promote learning and development.
Shareholders	Good return on investment	Dividend
Society, Communities and Environment	Contribute to society and help them develop better. The production process does not affect the environment.	* Organize activities to help society and the community as appropriate. * Comply with Environmental Laws by adhering to the principles of compliance with environmental management standards.

3.3 SUSTAINABILITY MANAGEMENT IN THE ENVIRONMENTAL DIMENSION

POLICIES AND GUIDELINES

The Company is certified for environmental management (ISO 14001: 2015) by promoting and encouraging employees to realize the importance of conserving the environment, prevention of pollution from company activities that may affect the environment of the organization and community and requires strict compliance with environmental laws. The Company has applied a management system for quality standards and environmental management in its operations, this makes it possible to develop operational procedures that reduce the impact on the environment as well. As well as establishing a quality and environment policy (See full text : www.btwealthindustries.com/en/sustainability/cg) by implementing the quality management system ISO 9001: 2015 and environmental management ISO 14001: 2015 under the motto "Produce good quality products, join hands to preserve the environment" with an emphasis on practice protection and promotion to achieve the main goal of managing product quality standards and manage the environment in accordance with the environment of the organization, community and environmental laws at the same time.

ENVIRONMENTAL PERFORMANCE

1. **Greenhouse Gas Management:** The company places great emphasis on energy consumption and allocation of resources to be the most beneficial and worthwhile. In the production process of the company's products will generate very little greenhouse gases therefore, there is not yet a process to measure greenhouse gas emissions. But the company has begun to focus on management to reduce both direct and indirect greenhouse gas emission problems. Which is in the process of starting to collect data and find ways to manage greenhouse gases. In the beginning an assessment of CO₂ emissions from electric power was carried out along with energy conservation by using solar cells at both plants. (see data in graph and table).

2. **Energy management**

➤ **Energy conservation:** To show the intention and determination to take action on energy conservation

The company has operated as follows

- 1) Establish an energy conservation policy according to the energy conservation objectives and goals which corresponds to the status of energy consumption and suitable for the factory.
- 2) Appoint a working group on energy management by defining powers, duties and responsibilities.
- 3) Evaluate the energy conservation potential of the plant divided into 3 levels: Enterprise-level assessment, product-level assessment and machinery / equipment level assessment with energy conservation goals and plans set a reduced percentage of the original amount of energy used by setting goals according to the environmental management goal ISO 14001.
- 4) Monitoring and evaluation of energy management by appointing an Internal Energy Management Auditor.
- 5) Review, analyze and correct energy management shortcomings as recommended by the Internal Energy Management Auditor.
- 6) Arrange schedules and training courses on energy conservation for employees.

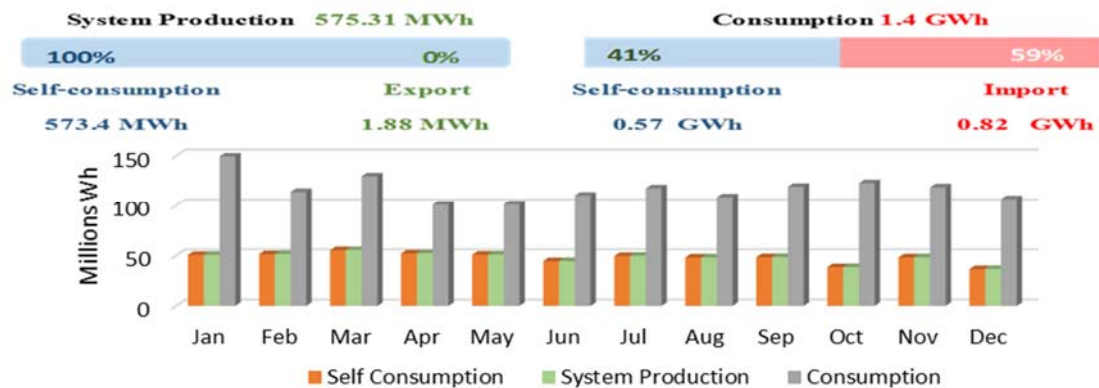


Post an announcement board to disseminate the energy conservation policy for employees in the factory to acknowledge and implement.

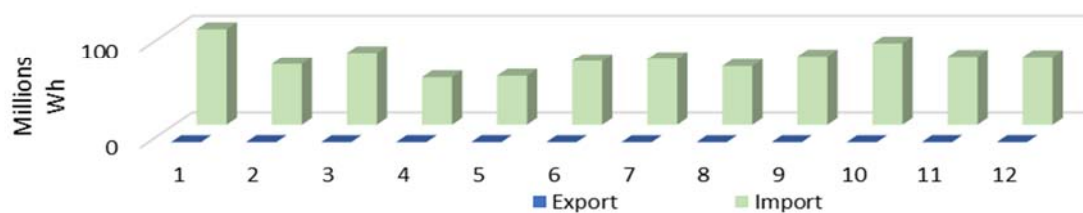
- The Company has prepared a manual on energy saving in the office to raise awareness about the use of valuable resources.
- Generate electricity from solar cells for use in the company's production process.

Self Consumption Roof January - December 2020

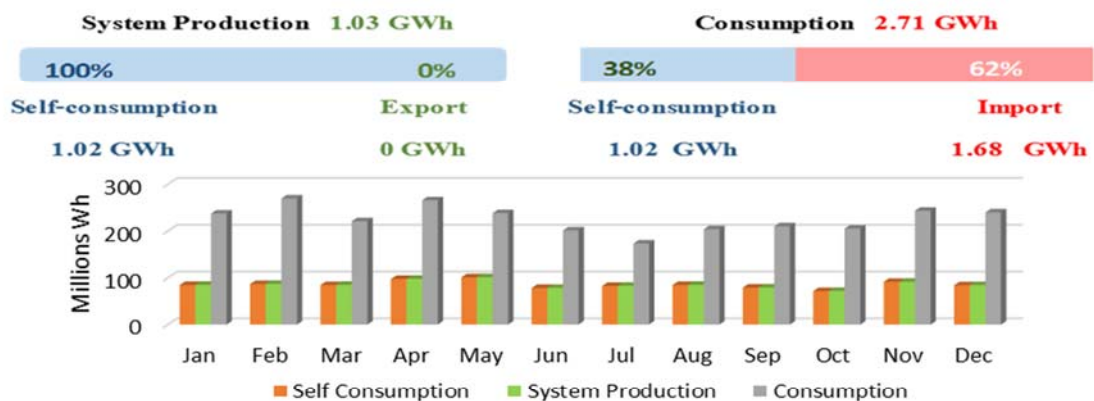
Chachoengsao Factory



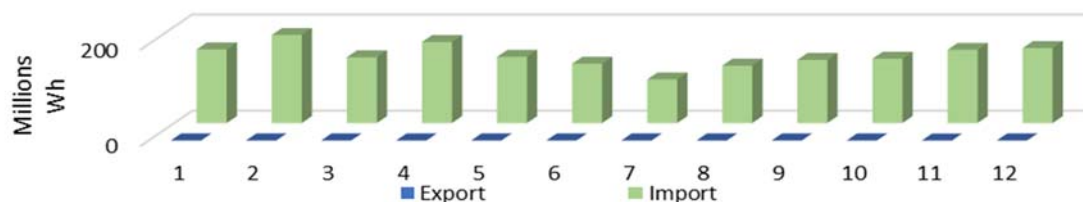
กราฟพลังงาน Solar Roof



Sattahip



Solar Roof Energy



	Chachoengsao Plant	Sattahip	Total
Electricity cost per unit	4 Baht	7 Baht	
Electricity bill in 2020	1,397,259 KWH	2,707,876 KWH	4,105,135 KWH
	6,008,213 Baht	18,955,133 Baht	24,963,346 Baht
Electricity savings from Solar	575,308 KWH	1,028,697 KWH	1,604,006 KWH
	2,473,826 Baht	7,200,879 Baht	9,674,706 Baht
2020 CO2 emissions	547,725 Ton	1,061,487 Ton	1,609,213 Ton
Reducing CO2 Emissions from Solar Syste	225,521 Ton	403,249 Ton	628,770 Ton

In 2020, the Company continues to pursue energy conservation goals and submit an annual energy management report performed in compliance with the Ministerial Regulations, prescribing standards, criteria and methods for energy management in controlled factories and buildings, B.E. 2552 of the control factories of Best Tech & Engineering Ltd. -ID: 24103-0020 / TSIC-ID 25121-1004)) for the Department of Alternative Energy Development and Efficiency to examine and certify. Currently it is pending the results of the audit and certification due to the situation of the coronavirus outbreak 2019 (COVID-19), the inspection and certification are postponed until the end of May 2021. However, the results of energy conservation can be summarized as follows.

	Reducing percentage of the original used energy.	
	Target energy conservation plan *	Actual energy conservation effect
Chachoengsao plant	1.00	1.60
Sattahip plant	1.00	1.08

** Set up goals according to the ISO 14001 environmental management goals.*

Best Tech has measures to make the most of the current system and operate it continuously by using some energy from the solar roof of the two plants, changing the lamp from a high-energy lamp to a more energy-efficient lamp and use of Solar Cell LED lamp 60W.

3. Management of water

- Provide cooperation in providing information on industrial water use under The Water Management System Development Project to increase the efficiency of industrial water use in the Eastern Economic Corridor, EEC.
- Approximately 95% of the main water source used by the Company comes from tap water, while the other 5% comes from recycled water and reuse.
- Manage water to improve water use efficiency by using 3 measures:
 - * Reduce: Install an automatic water filler / cut instead of opening-closing manually. Campaign and promote water saving at various water use points.
 - * Reuse: Establishing a reservoir for maximum quantity and good quality to reuse.
 - * Recycle: After reusing the water until work is finished, use that water for cleaning of the gutter and some factory floors.

The Wastewater Treatment System in the factory is a system through a grease trap. Setting the period and person responsible for cleaning and then flows into the local seepage pond.

4. Management of waste and pollution

- Establish regulations for waste disposal to regulate the management of all kinds of factory wastes that affect the environment to comply with applicable laws and regulations.
- Perform 5S activities all departments monthly and a Big Cleaning Day activity 1 day per month.
- Hire a third-party company that provides a license to supply/collect hazardous waste in accordance with the announcement of the Ministry of Industry to be the operator of sewage disposal removing the waste material outside the factory area including waste contaminated with toxic waste such as paint residue, electronic waste, used oil, scrap, etc. by following up and supervising to comply with the Notification of the Ministry of Industry regarding the disposal of waste or unused materials, B.E. 2548 issued under the Factory Act B.E. 2535.

In the past, Best Tech has never received any complaints or never had a dispute or legal proceeding about an environmental impact.

3.4 SUSTAINABILITY MANAGEMENT IN THE SOCIAL DIMENSION

POLICIES AND GUIDELINES

The Company realizes the importance of business operation by considering the principles of business operations under the code of business ethics along with social responsibility and always place importance on stakeholders at all levels. With an emphasis on the implementation of human rights principles, fair and equitable treatment and giving back to society. The Company has been set Corporate Social Responsibility and Anti- Corruption Policy (See full version at <https://www.btwealthindustries.com/en/sustainability/cg>) with the following important practices

1. Employee Care and Development: Creating operational procedures, supervise and prevent serious work accidents. Adhere to labor law and human rights (more details in the topic “6. Corporate Governance Policy – Principle 4: Recruitment and Development of Top Executives and Personnel Management–Personnel Management and Development”)
2. Responsibility to Customers: Recruiting raw materials and selecting quality vendors/subcontractors, able to produce quality products according to relevant standards, meet customer needs and deliver on time.
3. Society and Community: Prevent pollution from company activities that may affect the environment of the organization and community.

PERFORMANCE RESULTS

- From the Coronavirus pandemic (Covid-19) in 2020, the Group has taken various actions in order to prevent risks to employees and related parties, for example, preparing measures to prevent and take care of themselves from the coronavirus 2019 and strictly implement such practices such as check the body temperature every time before entering the building, setting up the alcohol gel placement and sinks in the office and factory areas, requiring the wearing of face masks at all times during work, organizing a shuttle for employees to reduce their use public transport, emergency planning and online work etc.



- Best Tech & Engineering Co., Ltd. received a certificate from the Department of Labor Protection and Welfare from having a drug management system in an establishment according to the 1st level white factory project.



- Arrange annual health checks for employees.
- Providing welfare in work such as uniforms including protective equipment such as shirts, glasses, hats and shoes, etc.
- Participated in the Thai Labor Standard (TLS) Project to develop the Company's labor standard system, a social responsibility for labor as a tool for labor workers to receive fair labor protection, no forced labor and discrimination, have the right to freedom of collective bargaining labor welfare, have good health and have a better quality of life.
- Organize a rewarding event for employees who deliver helpful feedback on safety. This is to encourage employees to be aware of safety in their operations.
- Encourage employees to Join in the following activities to care for society, community and environment

Employees donated blood for the Red Cross, Chachoengsao Province.



Volunteer spirit to clean up the venue and organize a Kathin event at Charutham Meditation Office, Kalasin Province.

4. MANAGEMENT DISCUSSION AND ANALYSIS (“MD&A”)

4.1 KEY FINANCIAL INFORMATION

i. Summary of consolidated financial statement

Item	Statement of financial position					
	As at 31 December					
	2018		2019		2020	
	MB.	%	MB.	%	MB.	%
Assets						
Current assets						
Cash and cash equivalents	45.14	2.59	30.31	1.58	97.60	5.47
Trade and other receivables	300.64	17.23	413.99	21.55	234.88	13.16
Unbilled receivables and Retention receivables	326.23	18.70	493.25	25.68	426.31	23.89
Inventories	360.56	20.67	273.29	14.23	244.42	13.70
Other current assets	29.01	1.66	32.73	1.70	44.97	2.52
Total current assets	1,061.58	60.85	1,243.57	64.74	1,048.18	58.74
Non-current assets						
Restricted bank deposits	11.66	0.67	9.15	0.48	9.88	0.55
Property, plant and equipment	631.36	36.19	617.80	32.16	621.79	34.85
Right-of-use assets	-	-	-	-	43.12	2.42
Intangible assets	4.75	0.27	7.66	0.40	8.31	0.47
Deferred tax assets	5.40	0.31	7.61	0.40	8.05	0.45
Other non-current assets	29.88	1.71	34.99	1.82	44.98	2.52
Total non-current assets	683.05	39.15	677.21	35.26	736.13	41.26
Total assets	1,744.63	100.00	1,920.78	100.00	1,784.31	100.00
Liabilities and shareholders' equity						
Current liabilities						
Short-term loans from financial institutions	132.32	7.58	381.03	19.84	306.13	17.16
Short-term loan from unrelated party	-	-	105.00	5.47	-	-
Trade and other payables	182.27	10.45	177.58	9.25	177.49	9.95
Construction revenue received in advance	29.65	1.70	33.54	1.75	13.92	0.78
Current portion of lease liabilities	9.12	0.52	6.37	0.33	13.75	0.77
Income tax payable	-	-	0.07	0.00	0.07	0.00
Allowance for loss on fabrication work projects	0.30	0.02	21.00	1.09	1.48	0.08
Short-term provision	10.93	0.63	5.29	0.28	1.13	0.06
Other current financial liabilities	-	-	-	-	2.56	0.14
Other current liabilities	17.23	0.99	31.08	1.62	38.86	2.18
Total current liabilities	381.82	21.89	760.95	39.62	555.39	31.13

Item	Statement of financial position					
	As at 31 December					
	2018		2019		2020	
	MB.	%	MB.	%	MB.	%
Non-current liabilities						
Lease liabilities, net of current portion	8.05	0.146	7.85	0.41	22.72	1.27
Provision for long-term employee benefits	10.84	0.62	32.91	1.71	39.04	2.19
Other non-current financial liabilities	0.04	0.00	-	-	4.23	0.24
Total non-current liabilities	18.93	1.09	40.76	2.12	65.99	3.70
Total liabilities	400.75	22.97	801.72	41.74	621.39	34.83
Shareholders' equity						
Share capital						
31 December 2018 : Registered of 756,000,000 ordinary shares of Baht 0.50 each	378.00					
31 December 2019 : Registered of 756,000,000 ordinary shares of Baht 0.50 each			378.00			
31 December 2020 : Registered of 756,000,000 ordinary shares of Baht 0.50 each					378.00	
Issued and fully paid-up 756,000,000 ordinary shares of Baht 0.50 each	378.00	21.67	378.00	21.67	378.00	21.18
Shares premium	495.77	28.42	495.77	28.42	495.77	27.78
Retained earnings						
Appropriated - statutory reserve	39.00	2.24	39.00	2.24	41.50	2.33
Unappropriated	269.66	15.46	45.93	15.46	86.23	4.83
Other components of shareholders' equity	160.22	9.18	160.22	9.18	160.22	8.98
Equity attributable to owners of the Company	1,342.65	76.96	1,118.92	76.96	1,161.72	65.11
Equity attributable to non-controlling interests of the subsidiaries	1.22	0.07	0.14	0.07	1.20	0.07
Total shareholders' equity	1,343.88	77.03	1,119.06	77.03	1,162.92	65.17
Total liabilities and shareholders' equity	1,744.63	100.00	1,920.79	100.00	1,784.31	100.00

Item	Statement of comprehensive income					
	For the year ended 31 December					
	2018		2019		2020	
	MB.	%	MB.	%	MB.	%
Revenues						
Revenues from fabrication work	1,236.79	96.67	1,409.01	97.81	1,437.06	97.54
Other income						
Gain on exchanges	13.18	1.03	8.95	0.62	-	-
Other	29.33	2.30	22.65	1.57	36.27	2.46
Total revenues	1,279.30	100.00	1,440.61	100.00	1,473.33	100.00
Expenses						
Cost of fabrication work	1,200.11	93.81	1,524.45	105.82	1,302.17	88.38
Administrative expenses	100.04	7.82	97.57	6.77	94.83	6.44
Total expenses	1,300.15	101.63	1,622.02	112.59	1,397.00	94.82
Operating profit (loss)	(20.85)	(1.63)	(181.41)	(12.59)	76.33	5.18
Finance income	0.70	0.05	0.38	0.03	0.10	0.01
Finance cost	(6.65)	(0.51)	(15.52)	(1.08)	(29.98)	(2.03)
Profit (loss) before income tax expenses	(26.80)	(2.09)	(196.55)	(13.64)	46.45	3.16
Income tax expenses	1.96	0.15	(2.25)	(0.16)	(3.52)	(0.24)
Profit (loss) for the year	(24.84)	(1.94)	(198.80)	(13.80)	42.93	2.92
Total comprehensive income attributable to:						
Equity holders of the Company	(24.66)	(1.93)	(197.72)	(13.73)	42.80	2.91
Non-controlling interests of the subsidiaries	(0.18)	(0.01)	(1.08)	(0.07)	0.13	0.01
Total comprehensive income	(24.84)	(1.94)	(198.80)	(13.80)	42.93	2.92
Earnings (loss) per share¹						
Earnings (loss) per share (Baht/Share)	(0.03)		(0.26)		0.06	
Listed Share	756.00		756.00		756.00	

Remark: 1 Total comprehensive income/common stock

Million Baht

Item	Cash flow statement		
	For the year ended 31 December		
	2018	2019	2020
Cash flows from operating activities			
Profit (loss) before tax	(26.79)	(196.55)	46.45
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities:			
Depreciation and amortization	76.29	67.00	75.05
Impairment loss on financial assets	-	-	1.07
Loss on write-off of intangible assets	-	-	0.02
Reduction of inventories to net realizable value (reversal)	(0.18)	(0.52)	(0.24)
Loss (gain) on sales of equipment	(1.39)	(0.51)	1.22
Provision for long-term employee benefits	3.34	9.00	6.72
Write-off withholding tax refundable	0.72	0.91	1.36
Allowance for loss on fabrication work projects	-	20.87	0.61
Unrealized loss (gain) on exchanges	(0.46)	1.23	(2.40)
Gain on fair value adjustment of financial instruments	-	(6.74)	(1.34)
Short-term provision (reversal)	8.37	(5.37)	(3.99)
Finance income	(0.70)	(0.38)	(0.10)
Finance cost	1.84	11.36	21.86
Profit (loss) from operating activities before changes in operating assets and liabilities	61.04	(99.70)	146.29
Decrease (increase) in operating assets			
Trade and other receivables	39.15	(114.60)	179.04
Contract assets	(72.29)	(167.03)	65.87
Inventories	(46.29)	87.80	29.10
Other current assets	(2.62)	3.33	(6.62)
Other non-current assets	2.62	(1.04)	(6.54)
Increase (decrease) in operating liabilities			
Trade and other payables	(108.09)	(4.66)	(0.02)
Contract liability	(57.60)	3.89	(19.62)
Cash paid for short-term provision	-	(0.28)	(0.17)
Allowance for loss on fabrication work projects	-	(0.17)	(20.14)
Cash paid for long-term employee benefits	(4.34)	(0.54)	(0.58)
Other current liabilities	(7.68)	13.93	7.78
Cash flows from (used in) operating activities	(196.10)	(279.07)	374.39
Interest paid	(1.73)	(11.38)	(21.89)
Corporate income tax paid	(6.94)	(8.41)	(11.93)
Cash receipt from withholding tax refundable	3.63	2.96	3.17
Net cash flows from (used in) operating activities	(201.15)	(295.90)	343.74

Million Baht

Item	Cash flow statement		
	For the year ended 31 December		
	2018	2019	2020
Cash flows from investing activities			
Decrease (increase) in restricted bank deposits	6.41	2.51	(0.73)
Acquisition of building and equipment	(89.68)	(46.32)	(77.55)
Acquisition of intangible assets	(0.99)	(5.45)	(3.10)
Proceeds from sales of equipment	1.40	1.93	0.74
Interest received	0.70	0.38	0.12
Net cash flows used in investing activities	(82.16)	(46.95)	(80.52)
Cash flows from financing activities			
Increase (decrease) in short-term loans from financial institutions	45.26	248.71	(72.48)
Increase (decrease) in short-term loan from unrelated party	-	105.00	(105.00)
Payment of principal portion of lease liabilities	-	-	(1.21)
Payment of other financial liabilities	(8.73)	(10.56)	(18.18)
Dividend paid	-	(15.12)	-
Increase in non-controlling interests of the subsidiary	-	-	0.93
Net cash flows from (used in) financing activities	36.53	328.03	(195.94)
Net increase (decrease) in cash and cash equivalents	(246.78)	(14.82)	67.28
Cash and cash equivalents at beginning of the year	291.92	45.14	30.32
Cash and cash equivalents at end of the year	45.14	30.32	97.60

ii. Financial Ratio

Financial Ratio	Consolidated financial statements		
	For the year ended 31 December		
	2018	2019	2020
Liquidity Ratios			
Current Ratio (times)	2.78	1.63	1.89
Quick Ratio (times)	1.76	1.23	1.37
Cash flow current ratio (times)	(0.44)	(0.49)	0.57
Account Receivable Turnover (times)	3.52	3.37	4.05
Average Collection Period (days)	93.36	106.76	88.86
Inventory Turnover ¹ (times)	3.56	4.81	5.03
Inventory Turnover Period (days)	101.19	74.84	71.56
Account Payable Turnover (times)	5.74	8.47	7.33
Average Payment Period (days)	54.66	42.49	49.08
Cash Cycle (days)	140.69	139.12	111.35
Average payment period ² (days)	21.16	44.59	60.55
Average revenue receipt in advance (days)	17.01	8.07	5.95
Modified Cash Cycle ³ (days)	122.88	131.04	105.4
Profitability Ratio			
Gross Profit Margin (%)	2.97	(8.19)	9.39
Operating Profit Margin (%)	(1.57)	(12.56)	5.18
Cash to profit margin (%)	998.50	163.46	450.35
Net Profit Margin (%)	(1.94)	(13.80)	2.91
Return on Equity (%)	(1.83)	(16.15)	3.76
EBITDA Margin (%)	(1.56)	(7.91)	10.27
Efficiency Ratio			
Return on Assets or ROA (%)	(1.36)	(10.85)	2.32
Fixed Asset Turnover (%)	(3.99)	(21.10)	19.03
Total Asset Turnover	0.71	0.79	0.80
Financial Policy Ratio			
Debt to Equity ratio (Times)	0.30	0.72	0.53
Time Interest Earned (Times)	(115.95)	(15.93)	3.49
Commitment coverage ratio (cash basis) (Times)	(1.97)	(3.60)	3.79
Dividend Payout Ratio (%)	N.A.	N.A.	N.A.

Remark: ¹ Inventory turnover = cost of fabrication work/(average WIP + average inventory)

² Average payment period = Revenue from fabrication/average advance

³ Modified cash cycle = Collection period + Sale period - Payment period - Revenue receipt in advance

4.2 ANALYSIS OF OPERATION RESULTS

The Group operating through its core company, Best Tech, which previously engaged in the trading and distribution of supplies and metal devices for different types of industries. Currently, the Group is providing services related to parts fabrication and modularization to domestic and international customers in large-scale heavy industries. Subsequently since 2016, the Group has expanded its business to cover services as power plant engineering, procurement & construction (EPC) contractor through initially providing EPC services for solar farm projects.

1. REVENUES STRUCTURE

Total revenue can be divided into 3 categories, revenue from fabrication work, gain on exchange rate, and other revenue, as shown below:

Revenue Structure of the Group for 2018 - 2020

Total Revenue	For the year ended, 31 December					
	2018		2019		2020	
	MB	%	MB	%	MB	%
Revenue from Fabrication Work	1,236.79	96.67	1,409.01	97.81	1,437.06	97.54
Gain on Exchange Rate	13.18	1.03	8.95	0.62	-	-
Other Revenue	29.33	2.30	22.65	1.57	36.27	2.46
Total Revenue	1,279.30	100.00	1,440.61	100.00	1,473.33	100.00

In 2020, the Group's total revenue increased by THB 32.72 M or 2.27% YOY, majority from fabrication work. The revenue from fabrication work in 2020 of 42.36% from the customer group of power plant industry, 5.25% from mining industry and other industries of 52.39% i.e., communication, trading industry and etc.

1) Revenue from Fabrication Work

Revenue from fabrication work for 2018, 2019 and 2020 accounted for 96.67%, 97.81% and 97.54% of total revenue, respectively. Revenue from fabrication work can divided into 4 types of works, modularization, parts fabrication, power plant EPC contractor, and others as detailed below:

Revenue structure from fabrication work for 2018, 2019 and 2020

Revenue from Fabrication Work	For the Year ended 31 December					
	2018		2019		2020	
	MB	%	MB	%	MB	%
1) Modularization	125.00	10.11	-	-	595.67	41.45
2) Parts Fabrication	1,045.14	84.50	1,031.10	73.18	676.77	47.09
3) Power Plant EPC Contractor	48.59	3.93	54.84	3.89	75.07	5.23
4) Others	18.06	1.46	323.07	22.93	89.55	6.23
Total	1,236.79	100.00	1,409.01	100.00	1,437.06	100.00

In 2020, majority of the revenues from fabrication work are derived from parts fabrication, accounting for 47.09% of revenue from fabrication work, while in 2018 and 2019, the Group's revenue was from parts fabrication accounted for 84.50% and 73.18% of revenue, respectively. In addition, the revenues from modularization work accounted for 10.11% and 41.45 % of total revenue from fabrication works in 2018 and 2020, respectively.

1.1) Revenue from Modularization

The revenue from modularization in 2018 of THB 125M majority from the mining plant project in Australia and during 2020, the group start working for a new project to install pipe and equipment in the oil refinery in Thailand which the group recognized the revenue from modularization of THB 595.67M in 2020.

1.2) Revenue from Parts Fabrication

At present, revenue from parts fabrication is considered the main income for the group. In 2018-2020, the Group has revenue from parts fabrication representing of 47% to 85% of total revenue. Majority from customers in the power plant industry both in Thailand and oversea, which the type of work was consisted of piping systems, steel structure work, processing and assembly of pressure resistant tanks and tanks. The past project such as the power plant system and assembly of pressure resistant tanks and tanks, piping systems and steel structure work in power plant projects in United States., Bangladesh, Australia etc.

1.3) Revenue from Power Plant EPC Contractor

The Group has operated the complete power plant construction (Power Plant EPC Contractor) in 2018 to 2020 and has revenues from this business segment approximately 3-6%. In 2020, the Group has revenue from power plant construction is THB 75.07M, or 5.23% of the revenue. This income was mainly from the power station construction project in Nan and Pattani province in Thailand.

1.4) Revenue from Others

The revenue from other or non-core work in 2020 of THB 89.55M or 6.23% of total revenue, mostly from material supply, paint work, installation work, engineering and other consulting work, factory construction, etc.

2) Gain on Exchange Rate

Part of the main revenue of the group during the past several years was from the steel fabrication service provided for international customers which involved the importation of certain raw materials from other countries. Therefore, main revenue and certain expenses were denominated in foreign currencies. Given the nature of these transactions, the Group incurred gains or losses from foreign exchange as of transaction dates compared with foreign exchange rates as of settlement dates or the last day of the accounting period according to changes in baht values. Nevertheless, the management of the Group regularly monitored changes in exchange rates with the exchange rate risk management in the form of Natural Hedge, which manages the income and expenditure in foreign currency and some parts will be entered into a forward contract to mitigate risks on fluctuate from exchange rates that could impact the Group's operating results which in 2018 and 2019, the group has gain on foreign exchange rate.

3) Other Revenue

In 2020, other revenue of the Group of **THB 36.27M**, representing 2.47% of total revenue which was increase from prior year of 60.13%. Other revenue mainly from rental income of devices and tools, gains on sales of assets and other tools. Such other revenue was continuously generated from normal operations but was not of very high value.

2. COST AND GROSS PROFIT MARGIN ANALYSIS

Structure of revenue, cost, and gross profit margin from fabrication work for 2018, 2019 and 2020

Item	For the Year Ended 31 December					
	2018		2019		2020	
	MB	%	MB	%	MB	%
Revenue from Fabrication Work	1,236.79	100.00	1,409.01	100.00	1,437.06	100.00
Cost of Fabrication Work	1,200.11	97.03	1,524.45	108.19	1,302.17	90.61
Gross Profit (loss)	36.68	2.97	(115.44)	(8.19)	134.89	9.39

The Group, operating through Best Tech, recorded the cost of fabrication work for 2018, 2019 and 2020 of 97.03%, 108.19% and 90.61% of revenue from fabrication work respectively.

The gross profit (loss) margin of the Group varies from period to period depending upon various factors. Key factors are as follows:

- 1) Different types of work in each period. Modularization yields a higher gross profit(loss) margin than parts fabrication due to its complexity and lower market competition.
- 2) Variation orders in each period. Variation orders offer a higher average gross profit margin than contract-based orders. This is because most variation orders incur labor costs for making adjustments according to customers' orders and are urgent. Therefore, the Group can charge customers at higher-than-usual fee rates.
- 3) Power plant EPC contractor service. This service offers a lower gross profit margin than steel fabrication because the main costs of power plant EPC contractor service are from the purchases of electricity production machinery and equipment with a relatively low gross profit margin.

The factors having greatest impact on the Group's gross profit margin were different types of work and variation orders in the respective periods, and in 2019 there was a difficulty to increase the price of the product which impact from the economic slowdown in 2019. The cost of material increased from prior period including labor cost, thus effect to our cost of sale and gross profit margin. In addition, in 2019 the Group adopted new Thai Financial Reporting Standard which result in high cost of production which the Group still remain recognize revenue by using percentage of completion base on an engineer evaluate the progress of the project. As a result, the Group incurred such gross loss in 2019.

In 2020, the Group showed gross profit margin compare to the same period of previous year, mainly from cost management or more effective which most impact to the gross profit of the project.

3. ADMINISTRATIVE EXPENSES

The Group's key administrative expenses include personnel expenses, office expenses, vehicle expenses, selling expenses, consulting and service fees, other fees and taxes, insurance expenses, and other expenses as summarized below:

Structure of administrative expenses for 2018, 2019 and 2020

Item	For the Year Ended 31 December					
	2018		2019		2020	
	MB	%	MB	%	MB	%
Personnel Expenses	64.16	64.14	63.58	65.16	59.76	63.02
Office and Vehicle Expenses	19.20	19.20	18.50	18.96	14.27	15.05
Selling Expenses and Consultation/Service Fees	10.54	10.53	9.12	9.35	8.05	8.49
Fees, Taxes and Other Expenses	6.14	6.13	6.37	6.53	12.75	13.45
Total Administrative Expenses	100.04	100.00	97.57	100.00	94.83	100.00

In 2020, the Group's administrative expenses of THB 94.83M, decreased by THB 2.74 YOY, due to the enhancement of efficiency in controlling and managing expenses in line with the economic conditions and situation of the COVID-19 pandemic. In the part of the fees, taxes and other expenses that increase due to loss from foreign exchange rate increased from the year 2019 in the amount of THB 7.08M.

4. OPERATING PROFIT AND NET PROFIT

Operating profit and net profit(loss) for 2018, 2019 and 2020

Item	For the Year Ended 31 December		
	2018	2019	2020
Operating Profit(loss) (Baht Million)	(20.14)	(181.02)	76.33
Net Profit (Loss) (Baht Million)	(24.84)	(198.80)	42.93
Operating Profit Margin (%)	(1.57)	(12.56)	5.18
Net Profit (Loss) Margin (%)	(1.94)	(13.80)	2.91

Operating profit for the past three years, 2018 to 2020, shown profit (loss) before finance costs and taxes of THB (20.14) M, THB (181.02) M and THB 76.33M, respectively. In 2020, the Group's operating profit increased of 142% from 2019, resulted from an increasing in revenue from fabrication work such as modularization, HRSC, Vessel & tank including construction & erection, etc. In addition, the performance for 2020 improve from previous year due to an efficiency of cost controlling and cost management for the projects.

4.3 FINANCIAL POSITION ANALYSIS

1. Assets

The Group's total assets as of 31 December 2018, 2019 and 2020 were THB 1,744.63M, THB 1,920.79M, and THB 1,784.31M, respectively. The Group's core assets at the end of 2020 consisted of cash and short-term investment, accounts receivable, accrued income, and inventory. These items were current assets necessary for the projects of the Group. Changes in total assets were therefore caused by changes in current assets which were influenced by the types of projects and the operating activities which varied with the volume of works in each year.

1.1. Cash and Short-Term Investment

As of 31 December 2018, 2019 and 2020, the Group's cash and short-term investment totaled THB 45.14M, THB 30.32M, and THB 97.60M, respectively. During 2020, the Group spent most the cash for working capital such as purchased raw material and labor cost.

1.2. Accounts Receivable and Other Receivable

As of 31 December 2018, 2019 and 2020, the Group's accounts receivable and other receivable totaled THB 300.64M, THB 413.99M, and THB 234.88M, respectively. In 2020, total receivables decreased by 43.27% from prior year. Changes in accounts receivable at the end of each year were based on types of work and numbers of projects being executed by the Group. Also, the amount of finished product that could be charged to the customer as compared with the advance from the customer for that particular project was considered. If at the end of the year, the project's work in progress of the group was of high value and the amount charged to the customer based on the percentage of completion was higher than the advance from the customer, the group would have a high level of accounts receivable.

As at December 31, 2019 and 2020, the Group had accounts receivable and other receivables increased from the previous year which is in accordance with the progress of the work during the reporting period. Most of which are parts fabrication which has many medium and small project with smaller value and numbers. The Group's accounts receivable and other receivable could be divided based on types and receivable aging as follows:

Structure of accounts receivable and other receivable as of 31 December 2018, 2019 and 2020

Item	As of 31 December					
	2018		2019		2020	
	MB	%	MB	%	MB	%
Accounts Receivable						
Undue Balances	149.83	49.84	382.73	92.45	207.15	88.19
Past Due Balances:						
Up to 3 Months	74.05	24.63	4.51	1.09	13.80	5.88
3 – 6 Months	55.54	18.47	-	-	3.33	1.40
more than 6 Months	8.11	2.70	-	-	-	-
Total Accounts Receivable	287.53	95.64	387.24	93.54	224.25	95.47
Other Receivable						
Total Other Receivable	13.11	4.36	26.75	6.46	10.63	4.53
Total Accounts Receivable and Other Receivable	300.64	100.00	413.99	100.00	234.88	100.00

The Group's accounts receivable and other receivable were from unrelated parties and most accounts receivable consisted of undue balances. The Group had a credit term policy of 30–120 days from the date of invoice. As for the policy for setting aside an allowance for doubtful debts, the Group will consider payment history, credit status, and aging analysis of debtors. Debt servicing ability (credit) of each customer was analyzed and evaluated on a regular basis. As of 31 December 2020, no allowance for doubtful accounts was set up after the management consideration, and there were no signs of payment defaults.

1.3. Unbilled Receivables

As of 31 December 2018, 2019 and 2020, the Group's unbilled receivables totaled THB 265.73M, THB 432.66M and THB 389.34M, respectively. Total unbilled receivables increased by 62.82% and decreased 10.01% in 2019 and 2020, respectively.

Unbilled receivables refer to a transaction in which a value of work is recognized based on the percentage of completion method but is not yet charged to the customer as the due date as per the manufacturing service contract is not yet reached. Such transaction not yet be recorded as an account receivable and therefore must be recorded as unbilled receivables. A change in unbilled receivables each year is derived from the difference between the amount of revenue recognized based on the percentage of completion method and the amount of revenue charged to the customer according to the provision in the manufacturing service contract. If the amount of revenue recognized based on the percentage of completion method is higher than the amount of revenue charged to the customer, the difference will be recorded as unbilled receivables at the end of a given period.

1.4. Inventory

As of 31 December 2018, 2019 and 2020, the Group had inventory of THB 360.56M, THB 273.29M, and THB 244.42M, respectively. Inventory in 2019 decreased by 24.20% from 2018 and 2020 decreased by 10.56% from prior year. All inventory items were within the operations of the group and could be divided into:

1) Work in progress which refers to a part of work under manufacturing process which cannot yet be recognized as cost of manufacturing in the income statement because the criteria for revenue and cost recognition based on the percentage of completion method are not met yet. In this regard, such project cost is considered work in progress and a part of assets in the statement of financial position; and

2) Raw materials and supplies most of which are steel plates and structural steel acquired to fulfill customers' manufacturing orders.

Inventory as of 31 December 2018, 2019 and 2020

Item	As of 31 December					
	2018		2019		2020	
	MB	%	MB	%	MB	%
Total Inventory	360.56	100.00	273.29	100.00	244.42	100.00

At the end of 2020, the Group's raw materials and supplies totaled THB 244.42M, decreased by 10.56% YOY, as a results of issue and feed raw materials into the production process for each projects. Including, the group was aimed to manage cash flows for raw materials purchase and also manage the raw material storage.

1.5. Property, Plant and Equipment–Net

As of 31 December 2018, 2019 and 2020, the Group's property, plant and equipment – net totaled THB 613.36M, THB 617.80M, and THB 621.79M, respectively, representing 2.15% decrease YOY in 2019 and 0.65% increase YOY in 2020. The property, plant and equipment–net could be divided into the following categories:

Property, plant and equipment – net as of 31 December 2018, 2019 and 2020

Item	As of 31 December					
	2018		2019		2020	
	MB	%	MB	%	MB	%
Land	55.55	8.80	55.55	8.99	55.55	8.93
Land improvement	–	–	31.55	5.11	63.99	10.29
Building	337.91	53.52	318.24	51.51	321.87	51.77
Machinery and Equipment	146.58	23.21	159.36	25.79	165.49	26.62
Office Equipment	9.62	1.53	9.08	1.47	9.55	1.54
Vehicles	17.42	2.76	9.53	1.55	3.54	0.57
Assets under Installation and Construction	64.28	10.18	34.49	5.58	1.80	0.29
Property, Plant and Equipment – net	631.36	100.00	617.80	100.00	621.79	100.00

The Group's property, plant and equipment (net) increased in the past few years mainly because of the increase in machinery and equipment, vehicles, and assets under installation and construction. The Group purchased machinery and equipment such as steel cutting machines, scaffolding, cranes, etc. in order to expand its production capacity and to accommodate business growth. However, the Group's property, plant and equipment at the end of 2020 slightly increased from the previous year mainly from land and building improvement.

1.6. Other current assets and other non–current assets

Other current assets and other non–current assets as of 31 December 2018, 2019, and 2020

Item	As of 31 December		
	2018	2019	2020
	MB	MB	MB
Other current assets	29.01	32.73	43.62
Other non–current assets	29.88	32.99	44.98

Other current assets consist of prepaid insurance premiums, withholding corporate income tax, prepaid corporate income tax, other prepaid expenses, undue input VAT, assets from foreign exchange contracts, and liabilities from foreign exchange contracts. Other non–current assets consist of prepaid deposits and property rental insurance, etc.

2. Capital Structure

2.1. Total Liabilities

The Group's total liabilities as of 31 December 2018, 2019 and 2020 were THB 400.75M, and THB 801.73M, and THB 621.39M, respectively, with 100.06% increase YOY in 2019 and 22.49% increase in 2020. Most liabilities of the Group were current liabilities related to the operations such as short-term loans from financial institutions, accounts payable, unearned revenue from construction. Therefore, changes in total liabilities were in line with changes in total assets and the number of projects in each year.

1) Bill of exchange creditors and short-term loans from financial institutions

As of 31 December 2020, the Group had short-term loans from the bank totaling THB 306M, which mainly was a trust receipt facility and promissory note with the bank. The group use credit facility with the financial institutions to facilitate the purchase of raw materials used in the operations. Short-term loan reduced in 2020 due to repayment.

2) Accounts payable and other payable

As of 31 December 2018, 2019, and 2020, the Group's accounts payable and other payable totaled THB 182.27M, THB 177.58M, and THB 177.50M, respectively. The Group's accounts payable mainly consisted of balances from purchases of raw materials and accrued expenses, etc.

Accounts payable and other payable as of 31 December 2018, 2019 and 2020

Item	As of 31 December					
	2018		2019		2020	
	MB	%	MB	%	MB	%
Unrelated parties						
Accounts Payable and Payable for Purchase of Assets	105.57	81.91	157.45	88.66	135.31	76.23
Accrued Expenses and Other Payable	76.45	17.89	19.61	11.05	42.19	23.77
Related Parties						
Accrued Expenses and Other Payable	0.26	0.20	0.52	0.29	-	-
Total	182.27	100.00	177.58	100.00	177.50	100.00

For the year ended 31 December 2020, accounts payable slightly decreased from previous year from accrued expenses. However, the payable and asset purchase in 2020 increased from 2019 of THB 51.88M. Most of account payable was from purchase of raw materials. Generally, the group has different credit terms from different creditors. For foreign steel raw material creditors, credit terms are within a range of 30–180 days for purchases under trust receipt facilities. For domestic steel raw material creditors, some creditors require that the group make partial payments in advance for every purchase and pay the remaining balances when all steel raw materials have been received.

3) Construction revenue received in advance

As of 31 December 2018, 2019, and 2020, the Group's construction revenue received in advance was THB 29.65M, THB 33.54M, and THB 13.92M, respectively. Construction revenue received in advance is cash received in advance from the customer according to the manufacturing service contract. Normally, the customer make

an advance in installments from the contract date and according to the work progress as specified in the contract such as when ordering raw materials. The value of advance payments may vary based upon the conditions stipulated in the manufacturing service contract. Such advance payments will be recorded as part of liabilities in the statement of financial position and gradually recognized as revenue in the income statement according to the percentage of completion and production progress.

2.2. Shareholders' Equity

The Group's shareholders' equity as of 31 December 2018, 2019, and 2020

Item (Unit: MB)	As of 31 December		
	2018	2019	2020
Share capital			
Registered Capital	378.00	378.00	378.00
Issued and Paid-up Capital	378.00	378.00	378.00
Ordinary Share Premium	495.77	495.77	495.77
Retained Earnings – Appropriated	39.00	39.00	41.50
Retained Earnings – Unappropriated	269.66	45.93	86.23
Other Components of Shareholders' Equity	160.22	160.22	160.22
Shareholders' Equity of the Company	1,342.65	1,118.92	1,161.72
Equity Attributable to Non- controlling Interests of the Subsidiaries	1.22	0.14	1.20
Total Shareholders' Equity	1,343.87	1,119.06	1,162.92

The Group's shareholders' equity as of 31 December 2019 and 2020 decreased by 16.73% YOY and increase 3.92% YOY, respectively, mainly from a result of net operating loss in 2019 and net operating gain in 2020.

2.3. Cash Flow

Item (Unit: MB)	For Year Ended 31 December		
	2018	2019	2020
Cash and Cash Equivalents – Brought forward	291.92	45.14	30.32
Operating Activities			
– Operating Profits Before Changes in Operating Assets and Liabilities	61.04	(99.70)	146.29
– Changes in Operating Assets and Liabilities	(262.19)	(196.20)	197.45
Net Cash Flow from (Used in) Operating Activities	(201.15)	(295.90)	343.74
Net Cash Flow from (Used in) Investing Activities	(82.17)	(46.95)	(80.52)
Net Cash Flow from (Used in) Financing Activities	36.54	328.03	(195.94)
Cash and Cash Equivalents – Carry forward	45.14	30.32	97.60

Operating profit(loss) before changes in operating assets and liabilities for 2018, 2019 and 2020 which decreased of THB 160.74MB and increased of THB 245.99MB, respectively. During 2019, net cash flow from operating activities balance of THB 94.75MB and balance increase in 2020 of THB 639.64MB. The change in cash flow from operating activities came from asset and liability such as trade receivable and other, trade payable and other also construction revenue received in advance, etc.

In 2020, net cash used from investing activities of THB 80.52M. and THB 82.17M, THB 46.95M. in 2018 and 2019, respectively. Changes in net cash flow from investing activities of the Group in each period were caused by changes in short-term investment were mostly for the investment in assets under installation and construction of the new factory building as well as for the purchase of production equipment and tools.

In 2020, the net cash flow used in financing activities was THB 195.94M, resulting from the repayment of short-term from bank and promissory note from other company. In 2019, the group has short-term loan from promissory note from other company and financial institute of THB 343M and made a dividend payment of THB 15.12M, in 2018 the group has cash from borrowing of THB36.55M.

After changes in net cash flow from operating activities, investing activities and financing activities, as of 31 December 2018, 2019, the Group's cash and cash equivalents at the end of the period amounted to THB 45.14M, THB 30.32M, respectively. In 2020, the group has net cash balance of THB 97.60M due to receive from customer at the end of year.

3. Financial Ratio

Financial ratio	Consolidated		
	For Year Ended 31 December		
	2018	2019	2020
Current ratio (time)	2.84	1.63	1.89
Quick ratio (time)	1.76	1.23	1.37
Debt to equity ratio (time)	0.30	0.72	0.53

Based on financial ratio analysis, the group has sufficient liquidity for continuous operation without any business disruption by considering liquidity ratio and quick ratio. In addition, debt to equity ratio were relatively low. The Company does not have long-term loans and use only short-term credit lines for working capital.

5. GENERAL INFORMATION AND OTHER IMPORTANT INFORMATION

5.1 GENERAL INFORMATION

Registrar The Thailand Securities Depository Company Limited
 93 Ratchadapisek Road, Kwang Dindaeng, Khet Dindaeng, Bangkok 10400
 Telephone 66 2009 9000 Fax 66 2009 9476

Auditor Ms. Manee Rattanabunnakit: CPA license no. 5313 or
 Mr. Termphong Opanaphan: CPA license no. 4501 or
 Mrs. Poonnard Paocharoen: CPA license no. 5238
 EY Office Company Limited
 33rd Floor, Lake Rajada Office Complex
 193/136-137 Rajadapisek Rd., Klongtoey, Bangkok 10110
 Telephone 66 2264 9090 Fax 66 2264 0789-90
 Website <https://www.ey.com>

Internal Auditor Mr. Amornpong Nualwiwat
 ANS Business Consultants Co., Ltd.
 100/72, 22nd Floor, Vongvanij Building B
 100/2 Rama 9 Rd, Huaykwang, Bangkok 10320
 Telephone 66 2645 0109 Fax 66 2645 0110
 Website <https://www.ans.co.th>

5.2 OTHER IMPORTANT INFORMATION

– None –

5.3 LEGAL DISPUTE

(Lawsuit that may have a negative impact on the assets of the Company or its subsidiaries that are higher than 5% of the shareholders' equity as of the end of the latest fiscal year. / Lawsuit that materially affect the business operations of the Company or its subsidiaries but cannot assess the impact in numbers. / Lawsuit that do not arise from the normal business operations of the company or subsidiaries.)

– None –

5.4 SECONDARY MARKET IN CASE OF LISTING ON THE STOCK EXCHANGE OF OTHER COUNTRIES

– None –

Part II

Corporate Governance

6. CORPORATE GOVERNANCE

6.1. CORPORATE GOVERNANCE POLICY OVERVIEW

The Board of Directors of BT Wealth Industries Public Company Limited ("the Company") has defined the corporate governance policy to cover the business operations of the Group by referring to the principles of good corporate governance for listed companies 2017 (CG Code) as specified by the SEC. The company has published the corporate governance policy on the company's website for all stakeholders to be informed. There are 8 key practices and guidelines for action in various matters to be comprehensive and consistent, summarized as follows:

PRINCIPLE 1: ESTABLISH CLEAR LEADERSHIP ROLE AND RESPONSIBILITIES OF THE BOARD

- ☐ Define the Company's vision and mission for executives and employees to operate in the same direction.
- ☐ Prepare the charters for the Board of Directors and sub-committee that indicate clearly about the duties, roles and responsibilities of the Board for reference and published on the Company's website. The charters of each committee have to be continuously reviewed and updated.
- ☐ Prepare comprehensive and relevant policies on business operations and published on the Company's website for all employees to be aware and adhere to as a guideline by focusing on creating value for sustainable business, competitiveness, good performance, taking into account the long-term effects, conduct business with ethics, respect rights and be responsible for shareholders and all stakeholders, and social and environmental responsibility.
- ☐ Oversee and supervise the directors and senior management to strictly comply with the rules and regulations within the company and the regulatory agencies. Business operations must be transparent and examined. Related party transaction must comply with the regulations. Provide equal and legitimate rights to all shareholders and proper dividend payment. Take into account about basic human rights for employees' treatment. The Company therefore does not violate the rules of regulatory agencies.
- ☐ Oversee and supervise subsidiaries by establishing measures and mechanisms both directly and indirect, procedures for consideration and operational process are in the Company's Articles of Association.

PRINCIPLE 2: DEFINE OBJECTIVES AND MAIN GOALS THAT PROMOTE LONG TERM SUSTAINABILITY

- ☐ Supervised the management to develop strategies and annual plans in line with the Company's objectives and targets, together with environmental factors of the business at that time, potential, competitiveness, competitors, opportunities and risk appetite. The Company has a Board of Directors Meeting during December every year to review its strategic plan and targets.
- ☐ Review the vision and mission to be clear and can be used as a key concept in shaping the business model and communicating to everyone in the organization, moving in the same direction.

PRINCIPLE 3: STRENGTHEN THE BOARD OF DIRECTORS' EFFECTIVENESS

□ Set up a skill matrix for shaping the structure of directors. The Board is comprised of members possessing expertise in financial engineering, business administration, marketing, law, accounting, finance and other fields that are beneficial for the Company's business. The Company has one independent director who has experience in the core industry of the Company.

□ Set up 4 sub-committees, Audit Committee, Nomination & Remuneration and Good Governance Committee, Risk Management Committee and Executive Committee, to scrutinize and study the management approach of the Company and its subsidiaries before proposed to the Board of Directors for further consideration.

□ The Company clearly segregates and designates duties and scope of powers and duties of each Sub-committee under its charters* to allow each Sub-committee to work transparently, to have sufficient check and balance of power and to review the company's operations. Important resolutions must still be approved by the Board of Directors or Shareholders' Meeting.

□ The definitions of independent directors* adopted by the Company is as specified in the Charter of the Board under the section of the qualifications of independent directors and in compliance with the Capital Market Supervisory Board Notification No. Tor.Jor.39/2559 Re: Application for and approval of offer for sale of newly issued shares. Independent directors of the Company do not hold shares of the company, independent from the management and major shareholders, can express their opinions freely and working with the entire board and management effectively.

□ Board of Directors will elect one of the directors to be the chairman. The Company clearly separates the duties and positions of the Chairman of the Board and the Chief Executive Officer for enhanced effectiveness, governance and transparency as follows:

Chairman of the Board – The Chairman of the Board is an independent director and shall not serve as the Chief Executive Officer or be involved in the Company's routine management. This is in compliance with the principle of segregation of duties in policy formulation and oversight from those in operations management. The Chairman of the Board has the duties as stipulated in the Charter of the Board of Directors.

Chief Executive Officer – The Chief Executive Officer has the duties and responsibilities as defined in the Company's policy.

There is no conflict between Board of Directors and Management. All parties cooperate to lead the business to grow well.

□ Appoint a Company Secretary by defining the scope of duties and responsibilities of the Company Secretary in accordance with the criteria set by the supervisory authority, such as preparing and keeping documents related to Directors, Directors' meeting, Shareholders' meeting and other tasks as assigned by the Board of Directors.

□ Performance evaluation of the committee to be used as a guideline for compensation assessment and improving operational efficiency.

*Note: * Definition of Independent Director, Charter of the Board of Directors and each sub-committee, Roles and Duties of the President and Chief Executive Officer, Details of the Board of Directors and Sub-Committees, Structure and Function are shown in the topic "7. Corporate Governance Structure – Director Information" in this report.*

PRINCIPLE 4: RECRUITMENT AND DEVELOPMENT OF TOP MANAGEMENT AND HUMAN RESOURCES MANAGEMENT

☐ The Group aligns its human resource management practices with its business strategies and goals by adopting a rigorous recruitment process to ensure that selected candidates possess the abilities and experiences that fit for the jobs, future growth and requirements of the Group. The Company cares for employees to work happily progressive and better quality of life.

☐ Established a Director and Top Executive Nomination Policy in order to ensure to select a professional executive for the position of director and top management of the Company and its subsidiaries. The Nomination & Remuneration and Good Governance Committee screens and selects candidates whose knowledge and abilities match the Company's requirements and propose the nomination of such candidates to the Board of Directors for appointment.

☐ The Director and Top Executive Nomination Policy also encompasses the succession planning for top level positions to prepare for the future. The Company has successor development plans for key positions of both the Company and its subsidiaries. The deputy director of each department and the Managing Director are in charge of overseeing the succession planning with support from the Human Resources Department. With an aim to achieve the leadership and business continuity, the Nomination & Remuneration and Good Governance Committee ensures that the succession plans for top level positions of the Company and its subsidiaries are in place and reviews the plans periodically as deemed appropriate.

☐ Set up a "Human Resource Management Policy" as a manual on recruitment, working guide on promotion and rotation, annual evaluation guide, etc., to be used as a guideline for the Group's human resources to be consistent and to support the continuous growth of business.

☐ Promote and support Directors and Executives attend seminars / training courses that are relevant and beneficial to the performance of the job position.

☐ Set up a Remuneration Structure and evaluation

☐ Remunerations of Chief Executive Officer and Executives

The Board has the authority to approve the remuneration and the bonus from performance for the Chief Executive Officer based on the recommendation made by Nomination & Remuneration and Good Governance Committee. The remuneration and bonus are fair and based on the performance of the Chief Executive Officer achieved and the performance targets assigned. The Chief Executive Officer of the Company also serves as the Managing Director of Best Tech, the Chief Executive Officer waives his right to receive remuneration for his service as the Managing Director of Best Tech.

☐ Remunerations of Executives, and Employees criteria for remuneration will be the same, based on the Individual performance, the overall performance of the company, economic conditions, including in line with the objectives and goals of the organization and the interests of the business in the long run. The Nomination & Remuneration and Good Governance Committee has set up criteria for determining bonuses, welfare and other benefits for employees in order to motivate the work. The bonus amount based on the level of the company's profits each year. In addition, the Company also sets up a guideline for evaluation practices, promotion and rotation to provide employees with a way to improve their works.

☐ Evaluation of Chief Executive Officer and Executives

The Board assigns the Nomination & Remuneration and Good Governance Committee to arrange for the performance evaluation of the Chief Executive Officer on an annual basis. The Nomination & Remuneration and Good Governance Committee is in charge of review the performance evaluation criteria applicable to the Chief Executive Officer and presenting the results of the performance evaluation which is based on such criteria to the Board for approval. The Nomination & Remuneration and Good Governance Committee also determines the bonus budget based on the prior years' operating results including the annual remuneration of the Chief Executive Officer.

The criteria for performance appraisal of the Chief Executive Officer

Part 1: Performance

* Business Goals Achievement

* Resource Management in Operation

* Human Resource Management

Part 2: Management Skills

* Strategic Planning

* Decision Making

* Leadership

* Adantation

Part 3: Management Behavior

* Intention to Achieve

* Virtue and Ethics

* Business Acumen

* Creating Good Relationships

☐ Management of shareholder structure and relationships

The Board of Directors is aware about major shareholder of the company, holding positions as directors. Therefore, to prevent such relationships from affecting the control and administrative power by authorizing the approval authority levels for operations and transactions, clarifying roles, duties, screening and approving on various matters.

☐ Management and Human Resources Development

☐ Prepare working manual on recruitment and staff selection, annual manpower planning, promotion and rotation, probation evaluation and annual evaluation, preparation of inside and outside training plans for staffs.

☐ Strictly respect the rights of employees in accordance with basic human rights, international laws and regulations. Focus on health care, occupational health, safety in life and property and the working environment of the employees. By establishing Safety Committee and create a "Safety, Occupational Health and Working Environment" policy to enhance the quality of life for all employees. The principles are as follows.

1) The Company will encourage employees at all levels to conduct dangerous search activities and to update continuously.

2) The Company will promote and support the work of eliminating and preventing all types of accidents that will harm the health, safety and working environment of employees and the company's assets.

3) The Company assigns supervisors at all levels to be responsible for supervising the safety, health, hygiene and working environment of employees, introducing, training and acting as an example to their subordinates as well as supervising the use of equipment to protect both the person and machine tools.

4) The Company requires all employees to comply with safety regulations and notifications. The Company will promote training and incentives for employees.

5) It is the responsibility of all employees to be responsible and cooperative in preventing accidents. The workplace must be clean and tidy.

6) The Company will keep track of the results and evaluate the compliance of such policies to achieve results in continuous practice.

☐ There are welfare committees to manage employee welfare. Health insurance, life insurance, provident fund, social security fund and uniform are provided for employees. The Company and Best Tech established provident funds in April 2016. The employer contribution rates were 3.00% and 5.00%, depending on the lengths of service of employees, and provident fund members were offered preferred investment options (100% debt instruments and mixed investment in debt instrument and equity instruments) determined by the provident fund committee.

☐ Prepare operating manual and training to use as criteria and guidelines for determining the appropriateness of employees to develop their knowledge and ability in accordance with the duties to be performed. The Group encouraged senior management to be trained and developed to increase knowledge and experience to benefit the operation as needed and appropriate.

☐ Prepare an orientation course for new employees by adopting ethic policy, code of conduct and other company's policies, especially security policy to provide employees with knowledge and prepare them in actual operation.

☐ Set up the target for preventing accidents and recording statistics according to the management goals of occupational health, safety and the environment to achieve positive success. The main goal is zero (ZERO Accident). All contractors / business partners / drivers / or contact persons entering into working area, including Yard / project area / store area / storage area / equipment and PPE equipment control area must wear personal protective equipment with the minimum requirements, namely safety helmets / safety goggles / suits that cover the body properly and iron head shoes or steel head rubber boots.

PRINCIPLE 5: NURTURE INNOVATION AND RESPONSIBLE BUSINESS

☐ Implementing a policy and treatment of stakeholders, Policy related to social responsibility (see the full policy details (<https://www.btwealthindustries.com>) and guidelines for all groups of company stakeholders, employees, customers, business partners, business competitors, creditors, the society, the community and the environment are treated appropriately, equitably and fairly for the sustainability and long-term success of the Company. The employees are communicated to acknowledge and strictly observe.

☐ Anti-Corruption: Establish an "Anti-Corruption Policy" as detailed on the Company's website. (<https://www.btwealthindustries.com/misc/pdf/sustainability/2016-anti-corruption-en.pdf>)

☐ Resources Allocation and Management Establish a "Quality and Environment Policy" by requiring that the operations take into account the environmental preservation of all processes. Apply quality, standard and environmental management systems to operational processes. This allows the Company to develop operational procedures that reduce the impact on the environment as well.

☐ Setting rules for waste disposal to control the management of all types of waste in factories that affect the environment in order to comply with relevant laws and regulations.

☐ Prepare a manual for working on energy saving in the office, create awareness of valuable resources utilization.

☐ Information Technology Management: Prepare an "information technology system policy" which will consist of sub-policies in various matters related to the use of corporate information technology such as continued support policy on Computer Crime Act 2007, Computer Usage Policy, Social Media Usage Policy. The preparation of work manuals on guidelines for the care of information systems, Ethics-Clause in using internet etc. have been disclosed on the website of the company for all employees to acknowledge and abide strictly by the policies and guidelines.

PRINCIPLE 6: STRENGTHEN EFFECTIVE RISK MANAGEMENT AND INTERNAL CONTROL

☐ Internal Audit System

☐ Appointed the Audit Committee to perform duties and responsibilities as specified in the Charter of the Audit Committee.

☐ Internal auditor: ANS Business Consultants Co., Ltd. is an internal auditor of the Company to operate, report, and comment as detailed in the section "9. Internal control and related transactions" in this report. The internal auditor has to report the results of the examination and review of various work systems directly to the Audit Committee on quarterly basis to ensure that the company have adequate and effective internal control and internal audit.

☐ Auditors: The Audit Committee has considered the selection of auditors and the remuneration and proposes to the Board of Directors for consideration and agrees, presenting to the Annual General Meeting of Shareholders for approval. The criteria for consideration are the auditor must obtain approval from the SEC and possess the qualifications of the auditor in accordance with the relevant laws and must have knowledge, ability and independence in accordance with the relevant laws. The Audit Committee has access to the necessary information and needs to be considered in the meeting of the Audit Committee. On 10 November 2020, the Audit Committee held a meeting with the auditor without the management attending the meeting, so that the Audit Committee can discuss and request opinions about the company's financial reports directly from the auditor.

☐ Conflict of Interest Management

☐ Prevention of Misuse of Inside Information

The Board of Directors monitors and manages conflicts of interest that may arise between the Company and the Management, the Board or the shareholders. These conflicts also include prevention of inappropriate use of property, information and opportunities of the Company and inappropriate transactions with those who have a relationship with the company. The Group has prevented the use of inside information for equality recognition of information as follows:

1) The Company informed all directors and executives of the Company and the subsidiaries of their duties to report the holding of the Company's securities by themselves, their spouse and minor child(ren) to the SEC pursuant to Section 59 and the penal provisions under Section 275 of the Securities and Exchange Act B.E. 2535 as well as to report the acquisition or divestment of the Company's securities by themselves, their spouse and minor child(ren) to the SEC pursuant to Section 246 and the penal provisions pursuant to Section 298 of the Securities and Exchange Act B.E. 2535.

2) The directors and executives of the Company and the subsidiaries, including their spouse and minor child(ren) prepared and submitted the reports on their holding of the Company's securities including the changes thereto to the SEC within 3 business days from the date of such changes. Copies of such reports were delivered to the Company Secretary on the same day of the report submission to the SEC.

3) The Company and the subsidiaries restricted the non-public information access to only involved personnel on a need-to-know basis and ensured the security of non-public information. Information owners reinforced involved personnel to strictly comply with the policy.

4) The Company Secretary informed the directors, executives and employees privy to confidential information of the non-trading period as detailed below and prohibited them from passing inside information to external parties or unauthorized persons before the public disclosure of the information:

☐ Directors, executives and management of the Accounting and Finance Division, including their related parties, are prohibited from trading in the Company's securities during the period of 1 month before the release of quarterly and annual financial statements and within 24 hours from the release of such financial statements.

☐ If directors, executives and employees have access to non-public and material information that may affect the prices of the Company's securities, they shall refrain from trading in the Company's securities within 48 hours after the public release of such information.

○ Conflict of Interest management Requirements and guidelines on Connected Transactions.

1) To provide the Company with information to be used in the implementation of the related-party transaction, Directors and executives of the Company and its subsidiaries must prepare their own report of interests or related parties and notify the Company.

2) Avoid the related-party transaction that may cause conflict of interest

3) In case of necessity to make a related-party transaction, all such transactions of the Company and its subsidiaries must be submitted to the Audit Committee for comment before submitting to the authorized person, Board of Directors or the shareholders meeting (as the case may be) to approve the transaction. Except for transactions that have trade agreements with generally commercial terms which approved in principle by the Board of Directors.

4) Follow the steps of the company when there are related-party transactions and comply with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.

5) Set prices and terms of related-party transactions as transactions with an arm's length basis, which is reasonable and maximizes benefit to the Company. In case of no such price, the Company and its subsidiaries will compare prices of products or services with external prices under the same or similar conditions.

6) Stakeholders with related-party transaction cannot approve or vote on such matters.

7) In considering the related party transaction, the Company or its subsidiaries may appoint an independent appraiser to appraise and compare prices for significant related party transactions. This is to ensure that the related-party transactions reasonable and for the best benefit of the Company.

☐ Complaints and Action

One of the Company's business goals is to satisfy all stakeholders. Therefore, the Company has made available whistle blowing channels through which stakeholders can raise their complaints, recommendations and opinions by following the process in whistleblowing policy which disclose on the Company's website. via following channels.

PRINCIPLE 7: ENSURE DISCLOSURE AND FINANCIAL INTEGRITY

- ☐ Financial reporting and key disclosure: The Audit Committee will consider and select an auditor to prepare the financial report and examine the financial information to disclose to investors.
- ☐ Reporting of the Board of Directors, both financial and non-financial: The Board of Directors assign the Company to disclose information, both financial and non-financial, in complete, sufficient, reliable and timely so that the shareholders and stakeholders of the company receive information equally.
- ☐ There is a system for monitoring and evaluating financial status. Including presenting the results to investors.
- ☐ Provide an Investor Relations Unit And the person responsible for disseminating the Company's information.

PRINCIPLE 8 : ENSURE ENGAGEMENT AND COMMUNICATION WITH SHAREHOLDERS

The Company respects the rights of shareholders as the owners of the Company and encourages all shareholders, namely individuals, juristic persons and institutional investors, to attend the meetings of shareholders of the Company and exercise their rights based on the fundamental rights of shareholders. Examples of these rights include: the rights to buy, sell or transfer shares; to receive distributions of the Company's profits; to have adequate to the Company's information; to attend the meeting of shareholders, to be informed of the Company's annual operating results; to cast vote at the meetings of shareholders on material matters that require the shareholders' approval in accordance with the laws; and to make inquiries or express opinions on matters that the Board presents to the meeting of shareholders for acknowledgment or for approval; and etc.

6.2. BUSINESS CODE OF CONDUCT

The Group has established a Business Code of Conduct as a guideline for conducting business of the group companies with fairness by publishing on the Company's website. It is the duty and responsibility of the directors, management and employees to understand and strictly adhere to the Business Code of Conduct.

Business Code of Conduct consists of the important principles as follows:

1. The Health and Safety of Employees, Customers and Surrounding Community
2. Anti-corruption and Anti-bribery
3. Fair Competition
4. Legal and Fair Employment, Anti-violations of Human Rights
5. Anti-violation of Intellectual Properties and Copyrights
6. Usage of Information Technology and Communication
7. Usage of Internal Information
8. Prevention of Conflicts of Interests
9. Penalties

6.3. MAJOR CHANGES AND DEVELOPMENTS

Board of Directors acknowledging the CG Code and recognizing its role as a leader in creating sustainable value for the business. The company has been evaluated for being a very good corporate governance (4 stars) for the year 2020. The Board of Directors Meeting held on 15 December 2020, considered and reviewed the appropriateness of the CG Code to be used in accordance with the business of the Company. Comments have been recorded in the minutes of the meeting. The management has been assigned to consider creating and developing action plans to suit the business. In which the principle of the operation is still unable to proceed or can only be partially implemented, the Board of Directors will monitor continually and ensure that the code is in line with the CG Code. Key practices that the company has not yet implemented are:

Operation	Reason
Policy on the minimum number of quorum while the Board of Directors will vote at the Board meeting whether There must be at least two-thirds of the total number of directors	The company has a small number of directors, so operations may not be flexible. In the past, all the directors of the Company attending the meeting will attend the meeting until the end.
Participation in the Private Sector Collective Action Coalition Against Corruption Program	The company has an anti-corruption policy and strictly adheres in all aspects including having a closely monitored control system. In the future, the Company may consider participating in the project as appropriate.

The Nomination & Remuneration and Good Governance Committee's Meeting and the Board of Directors' meeting held on 23 February 2021 evaluated the overall CG Code implementation by considering the compliance report of the corporate governance principles that the Company has prepared and presented. The practices on corporate governance of the Company are consistent and in accordance with the Company's corporate governance policy. The implementation of the CG Code in accordance with the policies and guidelines in the CG Code has been fully complied. There has been continuously developed and improved to be consistent with the business conditions.

For compliance with the corporate governance principles of the company in 2020 with reference to good corporate governance principles for the listed company 2017 (CG Code) specified by the SEC Office is as follows:

1) PRINCIPLE 1 –2 ESTABLISH CLEAR LEADERSHIP ROLE AND RESPONSIBILITIES OF THE BOARD AND DEFINE OBJECTIVES THAT PROMOTE SUSTAINABLE VALUE CREATION

☐ Board of Directors acknowledge and consider the operating results of the Group compare with the budget, goals and plans that are set every quarter end and reviewed the plan to be appropriate and consistent with the situation.

☐ Oversee and supervise the management to review goals and strategies if the performance is not as expected on a quarterly basis.

□ The Board of Directors meeting held on 15 December 2020 has considered and reviewed the vision, mission, goals and strategic plan for the year 2021, as well as review and formulate policies and business goals for 3–5 years as follows: “The company is committed to providing good service to its trade counterpart as a business partner to get the maximum satisfaction that will create good returns to its shareholders and employees. Apart from existing projects’ operation, the company has aimed to enter into new customers and new businesses that can share the Group’s skills and resources and develop own products from being a contractor under the Original Equipment Manufacturer (OEM) to enhance revenue of the Group and to ensure its continuous business sustainability”.

2) PRINCIPLE 3 STRENGTHEN BOARD EFFECTIVENESS

□ As of 31 December 2020, The Board of Directors of the Company consists of 7 directors: 2 executive directors and 5 independent directors, representing 29 to 71 percent of executive directors to independent directors. Chairman of the Board of Directors and all members of Audit Committee are independent directors which is considered as a representative of minority shareholders who are responsible for overseeing the operations of the company to be accurate and transparent.

□ Details about the Board in relation to name, profile, position in other listed companies, as well as experience of each director are listed in “Details about Directors, Executives, Persons with Controlling Interest and Company Secretary” appended in this report.

□ The Company Secretary has been trained in company secretary courses and continuously training in the relevant and useful for the job such as SD Professional sharing 2/2020 / Smart Disclosure Program (SDP) / Guidelines for the implementation of the Personal Data Protection Law / Appointment, change and vacation of office of Directors, Independent Directors and Audit Committee / Greenhouse Gas Reduction Policy : Opportunities, Challenges, and Assessment Methods / enhancing good corporate governance based on CGR scorecard, etc. The details of the Company Secretary's personal profile are in the attachment to this report.

3) PRINCIPLE 4 RECRUITING AND DEVELOPING TOP MANAGEMENT AND HUMAN RESOURCES MANAGEMENT

□ Recruiting Directors and Top Management to replace those who resigned. By the year 2020 the Remuneration & Nomination and Good Governance Committee and the Board of Directors has nominated and appointed Mr. Piya Suksri to be the Vice President of Finance and Accounting Division of the Company and the position of Deputy Managing Director of Finance and Accounting Division / Authorized Director of Best Tech & Engineering Limited.

□ Directors and New Directors attending seminars / training courses related and beneficial to the performance of the position by Mr. Piya Suksri, newly appointed director, attended the training course in DAP 178/2020.

□ In 2020, the remunerations, such as salaries, bonuses and provident fund, paid by the Company for the Company's management totaling THB 14.33M, Best Tech's management totaling THB 9.18M, and employees of the Company and Best Tech totaling THB 259.64M. As of the end of 2020, the percentage of employees who participated in the provident fund accounted for 58% compared to the total number of employees eligible to apply for the fund.

□ The Nominating & Remuneration and Good Governance Committee's Meeting held on 15 December 2020, evaluated the performance of the Chief Executive Officer for the year 2020 with the guidelines above

and have been presented the results of this evaluation to the Board of Directors for use as information for considering of compensation of the Chief Executive Officer.

☐ The Company is still in the process of preparing for Succession Plan with clear rules for selecting and considering persons with knowledge, competence and suitability to manage the business in next generation.

☐ Organize an orientation for new employees by bringing Business Ethics, Code of Conduct and Company Policies, especially safety policies and practices, Anti-Corruption Policy and Practice as part of the training topic to provide employees with knowledge and can use them in their actual operations.

☐ Rotate employee to other departments in order to gain more experience, increase the working capacity and practice leadership skills. The preparation of personnel to be able to rise to higher positions in the future.

☐ Labor Relations Management: The Company has management on labor relations including handling discipline and grievances in accordance with the provisions of labor law by:

☐ Organize activities to promote good relations and foster unity among employees which resulted in the working together very well and achieve the organization's objectives such as New Year's Day, Public benefit activities, Team Building Training, and BTE Fun Running.

☐ Establish disciplinary action processes and fair complaints and in accordance with the labor law which is clearly stated in the employee handbook and the work regulations of the Company.

☐ Provide communication channels to express opinions and make complaints to the management by providing a box to receive opinions / complaints or notify the HR department directly.

☐ Appoint the Occupational Safety, Health and Environment Committee by holding a meeting every month as required by law.

☐ Appoint a welfare committee in the workplace. The matter about welfare complaints was taken into account at the meeting of the Occupational Safety, Health and Environment Committee.

☐ The Company complies with the Ministerial Regulation on Welfare Management in the Establishment B.E. 2548 by providing medical supplies and drugs for first aid use and a contract to hire professional nurses to attend the factory as well as began providing doctors at the office of Sattahip according to the law from July 2020.

☐ The Company has complied with the Promotion and Development of the Quality of Life of Persons with Disabilities Act 2007 by hiring persons with disabilities in accordance with the proportion prescribed by law.

☐ Provide basic firefighting training and practice a fire escape once a year as specified in the annual training plan

☐ Management of foreign workers: The Company has taken steps to ensure that the work permit of foreign workers is complete and correct, the Company requires that all foreign workers have a work permit by preparing a registration for controlling alien workers. To be used to control the renewal of work permit and visa to complete the schedule.

☐ Performance Evaluate: Company performance evaluation is fair, transparent, in accordance with the prescribed rules and is a contributing factor to the empowerment of employees with the Human Resources Department supervising the following policies.

☐ Organize an employee performance appraisal once a year with the evaluation objectives to be information for considering promotion and salary adjustments and consider paying bonuses including the results to consider the training and development of personnel as well.

☐ Establish a performance evaluation form to be a clear scoring criterion. The performance evaluation form is divided into three levels: supervisory level, supervisor level and operating level.

The number of the accident statistics in the work of the company

2020	No.	27	Persons	256 man-hours
2019	No.	22	Persons	1,202 man-hours
2018	No.	30	Persons	397 man-hours

Labor Disputes

In 2020, the Company and its subsidiaries did not have any material labor disputes.

Training / Seminar in 2020: Attendees 249 persons 25 courses 240 hours i.e. :

Basic Life Support (BLS)	Initial Fire Training
Safe and basic crane operation	Team Building
Signal Provider to the Crane Operator Mobile material binder	Safety in working in confined spaces
Law and duty of the safety committee	NACE coating Inspector Program Level 2
e-learning CFO's Orientation Course for New IPOs	Smart Disclosure Program (SDP)
The sustainability report is "not as difficult" as you think.	THE NEW CFO (Crisis Financial Officer)
Disclosure of information to analyze the company's operations.	Chemical spill drills
Driving a forklift safely and correctly	COSO ERM 2017
Greenhouse Gas Reduction Policy: Opportunities, Challenges, and Assessment Methods	
Guidelines for the implementation of the Personal Data Protection Law	
Enhancing Good Corporate Governance based on CGR Scorecard	
Chat and share experiences "Organizing the shareholders' meeting via electronic media (E-AGM) Ichitan Group Plc.	
Quality assessment Organizing the Ordinary / Extraordinary General Meeting of Shareholders of Listed Companies and Listed Fund Unit holders in the Stock Exchange of Thailand	

4) PRINCIPLE 5 PROMOTE INNOVATION AND RESPONSIBLE BUSINESS PRACTICES

(More details in the topic "3. Driving Business for Sustainability" in this report)

☐ Operate the business responsibly, taking into account the following groups of stakeholders:

Shareholder: The Company sets the dividend payout policy of not less than 40 percent of net profit based on the separate financial statements after legal reserve and other reserve (if any). Due to the Company's operating loss, the 2020 Annual General Meeting of Shareholders resolved to approve the omission of annual dividend payment for 2019.

Employees: The Group believes that employees are the key factor and valuable assets to the organization. The Company is focused on human resources management by recruiting qualified people, compliance with applicable laws and related standards, treating employees fairly and respecting human rights, providing good welfare, health and safety, training, developing and promoting, the opportunity skill development in other areas including provident fund.

The human resources management policy, guidelines and working procedures are provided in Principle 4 – Recruiting and Developing Top Management and Human Resources Management in this report.

Customers: * Prepare a Quality Plan and a Quality Manual to provide service and produce quality products meets the requirements and standards set by customers. Including under the standards of the group of companies and international standards of many countries.

* Deliver the products on time and post-delivery warranties.

* Customer satisfaction survey about the Company's services is also provided at the end of the project by allowing customers to rate their satisfaction in various areas such as product quality, delivery of goods, cooperation of employees in solving problems, security operating systems, etc. In order to use the results for further development and improvement. The assessment results for the year 2020, the Company received an average score of 37.5 out of 40.

* Acquired many international quality certifications

Quality Certification from the United States.	
U stamp certificate from the American Society of Mechanical Engineers	The manufacture and assembly of unfired pressure vessels.
PP stamp certificate from the American Society of Mechanical Engineers	The manufacture and assembly of pressure piping.
S stamp certificate from the American Society of Mechanical Engineers	The manufacture and assembly of boilers.
R stamp certificate from the National Board	The repair and alteration of boiler and pressure vessels.
U2 stamp certificate from the American Society of Mechanical Engineers	For the manufacture of unfired pressure vessels.
Quality Certification from Europe.	
EN 1090–1:2009 +A1:2011 from TUV NORD Institute, Germany	For the steel structure control system.
DIN EN ISO 3834–2 from TUV NORD Institute, Germany	For welding factory for steel structures.
Quality Certification from Japan.	
Mitsubishi Heavy Industries Certificate of Qualification	For the manufacture of pipes and vessels.
JIS–H Grade from Japan Steel–Fabrication Appraisal Organization (JSAO)	For construction of steel structures for large buildings in Japan.

Business Partners: The "Practical Guideline for Vendor Selection and Evaluation" has been developed and adheres to the principles of fairness and equality to ensure that the Group and its business partners are fairly benefit. The Group complies with the terms of agreements made with its business partners as well as its Code of Ethics. There are a fair procurement process and contract terms or agreements. This guideline explains the process of registering vendors and evaluating vendors / service providers / subcontractors or contractors to ensure that orders for products or services from vendors / service providers / subcontractors or contractors with quality and receiving quality products or

services that meet the needs and on-time delivery. It also encourages suppliers / service providers / subcontractors or contractors to compete and continuous efficient improvement. The process is summarized as follows:

1. Register the list of vendors / service providers / subcontractors or contractors (AVL) by allowing the seller / service provider / subcontractor or contractor to fill in the details in "Vendor registration / contractor". For tasks that are considered important, risky or otherwise, additional operations may be conducted with visits, audits by key managers or individuals related to that job, review past performance, or inquire from a company that is a reference customer including requesting samples to check before making a decision.
2. Assess the quality of the seller / service provider / subcontractor or contractor according to the topics and criteria for scoring. By evaluating the quality, the seller will be evaluated from 5 main topics, namely Product and service quality, product delivery and after-sales service, product or service price, quality of after-sales service and the quality system and / or environment of the seller / service provider. The assessment of subcontractors / contractors will be evaluated in 4 aspects: quality, delivery, price and other aspects such as environment and safety, information provision, etc.
3. In case of failing to meet the evaluation criteria, notify the seller / service provider / subcontractor or contractor for cooperation in improving the product or service or registering a blacklist if the assessment results meet the criteria set by the Company.

Competitors: The Group conducts businesses with professionalism and integrity, competes in accordance with the laws and code of ethics to promote ethical competition. The Group refrains from defaming its competitors and does not use indecent means to obtain information or secrets of competitors.

Creditors: To foster the creditors' trust, the Group strictly complies with the conditions and agreements made with the creditors, punctually fulfill its debt repayment obligations, and use loans for activities that meet the stated loan purposes, the Group refrains from the concealment of information or facts to the detriment of its creditors. In the prior year, the Group strictly complied with conditions and loan agreements and never missed debt repayments despite the turbulence in the financial markets.

Society, Community and Environment: *(More information about CSR, see "3. Driving business for sustainability" in this report)*

* Hiring local residents with a view to creating a circular flow of income for the development of the communities and the society.

* Promote and support employees to realize the importance of protecting the environment, prevention of pollution from company activities that may affect the environment of the organization and community. Strict compliance with environmental laws, the Company has been certified with environmental management standard (ISO 14001: 2015).

Anti-Corruption: The Company is committed to doing business with integrity, transparency and fairness under the good corporate governance principles as well as embracing corporate social responsibility. The Company is determined to work against all forms of corruption and bribery either directly or indirectly. The Company has adopted an anti-corruption policy and communicate at all levels of the staff and outside the organization by published on the company website. The Company's employees have the duty to understand and follow the anti-corruption policy at all stages

of the operation and notify the supervisor immediately if the offense is found. Including a training course for new employees
 Details of the Anti-Corruption Policy is shown on company website.

(<https://www.btwealthindustries.com/misc/pdf/sustainability/2016-anti-corruption-en.pdf>).

☐ Resource management and allocation: Carry out energy conservation management, environmental protection, greenhouse gas emissions, waste-water disposal, waste disposal.

☐ Information Technology Management: Review "Information Technology System Policy" in accordance with the law which is in the process of preparing the Personal Data Protection Policy.

5) **PRINCIPLE 6 ENSURE APPROPRIATE RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS**

The Company does not have a Compliance Unit, but has established a risk management system in order to supervise and audit various operational processes closely by the internal auditors, the auditors, the risk management working group, Risk Management Committee and the Audit Committee by using policies and guidelines as the main approach. Details of risk management practices can be found in "2. Risk Management" and internal control practice in "9. Internal Control and Connected Transactions" in this report.

☐ Internal Control System

☐ Internal Auditors has performed reports and gave opinions as detailed in "9. Internal Control and Connected Transactions" in this report.

☐ There is a meeting between the Audit Committee and the Auditor without attended by the Company's management on 10 November 2020, in order for the Audit Committee to directly discuss and seek opinions on the Company's financial reports.

☐ Auditor and audit fee determination: The Annual General Meeting of Shareholders for the year 2020 approved the auditors from the EY Office Limited, namely Ms. Manee Rattanabunnakit with her license no. 5313, Mr. Termphong Opanaphan with his license no. 4501 or Mrs. Poonnard Paocharoen with her license no. 5238, as the auditors of the Company and fix the Company's audit fee for the year 2020 of THB 850,000 and the audit fee in respect of the Company's subsidiaries of THB 1,925,000. Conclusively, the aggregate audit fees in respect of the Company and its subsidiaries in the year 2020 is THB 2,775,000 and the non-audit fee of the subsidiary of THB 160,000.

☐ Managing Conflicts of Interest

☐ Preventing the use of inside information: Notify the directors, executives and employees of the company's securities trading prohibition period in connection with the access to confidential information and prohibiting the disclosure of internal information to third parties or unrelated persons before being publicly disclosed through the SET. Executive Directors, Executives in Finance and Accounting including related persons was banned from trading in company securities for a period of one month before the quarterly and annual financial statements were released and within 24 hours after the disclosure of those financial statements.

Change in Holding of Ordinary Shares by Director and Executive as of 31 December

Unit: Shares

	Name	Position	No. of shares		Changed
			2019	2020	
1	Assoc. Prof. Dr. Paiboon Sareewiwattana	Independent Director, Chairman of the Board	–	–	–
	Spouse and Underage child		–	–	–
2	Mr. Sarawut Charuchinda	Independent Director, Chairman of the Audit Committee, Chairman of the Risk Management Committee, Member of the Nomination & Remuneration and Good Governance Committee	–	–	–
	Spouse		–	–	–
3	Mr. Sakda Hanbuntrong	Independent Director, Member of the Audit Committee, Chairman of the Nomination & Remuneration and Good Governance Committee	–	–	–
4	Mr. Suvit Manomaiyanon	Independent Director, Member of the Audit Committee, Member of the Nomination & Remuneration and Good Governance Committee	–	–	–
	Spouse and Underage Child		–	–	–
5	Mrs. Siripond Satawin*	Director, Best Tech & Engineering Limited	230,400,000	230,400,000	–
	Underage Child		–	–	–
6	Mr. Chotic Russamitinakornkul	Director, Chairman of the Executive Committee, Member of the Risk Management Committee, Chief Executive Officer	168,900,000	168,900,000	–
	Underage Child		20,000,000	20,000,000	–
7	Mrs. Chutima Katikawong	Director, Executive Director, Vice President Office of Management	–	–	–
	Underage child		–	–	–
8	Ms. Jongkolnee Tansuvan	Independent Director, Member of the Risk Management Committee, Member of the Nomination & Remuneration and Good Governance Committee	–	–	–
9	Mr. Sestha Waiyawutpinyo	Vice President, Business Development Division	–	–	–
	Spouse and Underage child		–	–	–
10	Mr. Piya Suksri	Chief Financial Officer (Vice President, Finance and Accounting)	–	–	–
11	Ms. Pornphimol Buthburee	Assistant Vice President, Finance and Accounting Division – Finance	–	–	–
12	Mr. Ravindra Rameshchandra Joshi	Deputy Director, Sales–Marketing Division Best Tech & Engineering Limited	106,600	106,600	–
	Spouse and Underage Child		–	–	–
13	Mr. Supavich Ketmayoon	Deputy Director, Operations Division Chachoengsao–Sattahip Best Tech & Engineering Limited	11,100	11,100	–
	Spouse and Underage Child		–	–	–

	Name	Position	No. of shares		Changed
			2019	2020	
14	Ms. Rattiporn Jarusmongkoljaroen	Manager, Finance Division / Best Tech & Engineering Limited	—	—	—

Remark * Mrs.Siripond Satawin resigned from the position of director of Best Tech since 28 February 2021

☐ Director and top 4 executives and executives in finance and accounting of the Company and subsidiaries prepare and update a report once a year on any conflicts of interest arising from themselves and their related parties and collected such reports to identify their connection in order that the group was made aware in advance of related-party transactions that might arise and could efficiently comply with the Related-Party Transaction Policy. In 2020, all related-party transactions were normal business transactions and supporting normal business transactions.

☐ Direct and indirect conflict of interest in any agreements made by the Company: None

☐ Complaints / Fraud: In 2020, The Company has not received any complaints about fraudulent actions or ethical offense or the negative reputation of the company due to the management of the management or the Board in any way.

6) PRINCIPLE 7 MAINTAINING FINANCIAL CREDIBILITY AND DISCLOSURE

☐ The reporting of financial and non-financial information

The Audit Committee considers the qualifications of the auditor taking into account the independence, suitability, responsibility, responsibility, including having no relationship or equity or transactions that may cause conflict of interest to the company, the management, major shareholders or persons related to such person. The person is also an auditor approved by the Office of the Securities and Exchange Commission. In 2019, the Audit Committee considered the auditor of the Company and its subsidiaries and the audit fee to be proposed to the Board for endorsement and the meeting of shareholders for approval. The designated auditor was Ms. Manee Rattanabunnakit, CPA license no. 5313, or Mr. Termphong Opanaphan, CPA license no. 4501, or Mrs. Poonnard Paucharoen, CPA license no. 5238, from EY Office Limited.

☐ The reporting of financial and non-financial information

Board of Directors has assigned the Company to disclose financial and non-financial information in accuracy, completeness, reliability and timely disclosure of information to provide equal information to shareholders and stakeholders, including,

* Reports from sub-committees enclosed in the annual report.

* The results of the assessment of the adequacy of the internal control system that the internal auditor considers and submits to the Audit Committee and the Board of Director for comment.

* The auditor's opinion on the financial statements and the auditor's remarks on internal control, financial and accounting information that has reviewed, audited and certified by the auditor approved by the Office of the Securities and Exchange Commission. These are presented in the financial statements in the annual report.

* MD & A along with financial statements submitted quarterly release to investors and shareholders to acknowledge.

☐ **Monitoring and evaluation of financial status**

Chief Financial Officer has prepared report on liquidity and cash flow, summary report of foreign currency forward contracts and forecast of liquidity to be presented to the Board of Directors for acknowledgment regularly. The Board and management can find a solution soon if there are any signs of financial liquidity problems and the ability to repay. At present, the company has good performance, liquidity and sufficient capital to continue its business.

☐ **Investor relations**

The Company discloses important corporate information to the public in order for investors and stakeholders, both shareholders and parties interested, to hold shares in the future, to make good investment decisions. Such disclosures are made through the media and information dissemination of the Stock Exchange of Thailand, Company Website, and the Annual Filing (56-1 one report).

The Chief Executive Office and Chief Financial Officer, are in charge of the disclosure of information to shareholders, investors and securities analysts and interested parties under the Communication and Disclosure Policy and Ethics and Practices of Investor Relations to provide accurate information, timely, equitable and transparent manner and protecting confidential information and information on stock price.

☐ **Company dissemination**

The shareholders have access to the Company's information which is disclosed to the shareholders and the public equally, whether through the company's website (<https://www.btwealthindustries.com>) and SET Website (<https://www.set.or.th>). The disclosed information will be prepared carefully, completely, accurately and in a timely manner as well as in accordance with relevant laws. The news and information are made available in both Thai and English and regularly updated on the site.

Contact Investor Relations

Mr. Piya Suksri

BT Wealth Industries Public Company Limited

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Ramkhamhaeng Road, Wangthonglang

Bangkok 10310

Telephone : 0-2314-2151-2 Ext. 303

Fax. : 0-2319-7301-2 E-mail : ir@btw.co.th

Investor relations activities organized in 2020

- ☐ Company Visit by group of shareholders 1 times
- ☐ Newspaper (Thunhoon) interviews 1 times
- ☐ News Release via SET 32 times

7) **PRINCIPLE 8 ENCOURAGE PARTICIPATION AND COMMUNICATION WITH SHAREHOLDERS**

Before the shareholders' meeting

☐ The Company arranged the 2020 AGM by adhering to laws, regulations and good corporate governance standards applicable to listed companies, particularly in relation to the rights of shareholders and equitable treatment of shareholders. The Company's 2020 AGM was arranged within 120 days from the end of the Company's fiscal year, i.e. on 7 April 2020. However, due to the situation of the coronavirus pandemic 2019 ("COVID-19") in Thailand, together with the government requesting private cooperation to consider the necessity of organizing activities that are grouped together. Including the hotel that the company will use as the meeting venue cannot provide service according to the announcement of the Governor of Bangkok. The company is concerned about the safety of the attendees and all parties and concern that holding an ordinary general meeting of shareholders at that time could increase the risk of spreading the disease. The Board of Directors therefore resolved to postpone the meeting until the situation of the epidemic is resolved. Finally, a new 2020 Annual General Meeting of Shareholders was scheduled and held on 23 July 2020. The Company has been evaluated for the annual meeting of shareholders for the year 2020 under the "Quality of the Annual General Meeting of Shareholders" project held by the Thai Investors Association at 100 points.

☐ The Company gave the minority shareholders the right to propose their agenda, questions and nomination of candidates to be elected as directors to the Nomination & Remuneration and Good Governance Committee in advance in accordance with the rules set by the company and published on the company's website from 1 December 2019 to 30 December 2019. None of the shareholders proposed an agenda or nominated persons to be elected as Directors at the Annual General Meeting of Shareholders for the year 2020 within the time limit set by the Company.

☐ The company assigned Thailand Securities Depository Co., Ltd. (TSD), the registrar of the Company to deliver the Thai and English notice of the meeting to the shareholders. The notice of the meeting which contained date, time and place of meeting, details about the meeting agenda, the facts, rationale and the Board's recommendations on each agenda item and other information: the accompanying documents, proxy, the proxy appointment, registration procedures and supporting documents that must be presented on the meeting date, procedure and method of voting, the 2019 annual report, Guidelines for attending the 2020 Annual General Meeting of Shareholders of the Company under the Coronavirus 2019 (COVID-19) pandemic, etc., were submitted to the shareholders on 12 June 2020 which was in advance of the meeting date to allow the shareholders sufficient time to study the details of each agenda item to be voted at the meeting as well as encourage them to fully exercise their rights. The Company has also sent out the notice of the meeting and supporting documents in the English version to foreign shareholders. In addition, the Company has also posted the notice of the meeting, supporting documents and the 2019 Annual Report on the company's website in advance of the meeting date or on 15 June 2020. The press announcement of the meeting to inform the shareholders was published in advance for 3 consecutive days before the meeting date or during 15-17 July 2020.

Shareholders meeting date

☐ The Company had set the venue, date and time of the meeting, which was considered equally convenient for all shareholders and institutional investors. The Company has hired the outsource company to arrange the shareholders' meeting system to have a modern conference system, fast and accurate registration, as well as ballot counts and voting results. The Company uses ballots on every agenda.



☐ The Company has established a simple and convenient registration procedure for its shareholders as stated in the notice of the meeting. The meeting attendance registration service was available 2 hours before the meeting commencement and continued until the time before last agenda consideration.

☐ The Company designated its officers to assist and facilitate convenience to shareholders throughout the meeting. This included provision of free stamp duty to shareholders granted / proxied. There was also snack available for the attending shareholders.

☐ At the 2020 AGM, the Chairman of the Board presided as the chairman and conductor of the meeting. Directors, chairmen of other subcommittees, management team and the auditor were presented at the meeting prior to the meeting commencement, the chairman of the Meeting and company secretary informed the meeting about the number and percentage of shareholders attending the meeting in person and by proxy, rules used in the meeting, voting procedure, the right to vote according to each type of share and how to conduct voting in each agenda. A representative from one shareholder was requested to serve as a witness to examine the vote counts throughout the meeting. The Company counted the votes and reported the voting results of each agenda item to the meeting, and the Company Secretary completely recorded the minutes of the meeting and the voting results of each agenda item.

☐ When information was provided on each agenda item, the chairman of the meeting offered the shareholders equal opportunities to express their opinions and recommendations. Directors, Chief Executive Officer and managements have responded to the questions positively and provided timely discussion.

☐ For the election of directors, the Company had arranged the shareholders to vote for each director individually. In adherence to the good corporate governance principle, the chairman invited directors nominated for election

as directors to vacate the meeting room during the consideration of this agenda item for the meeting to ask and comment fully.



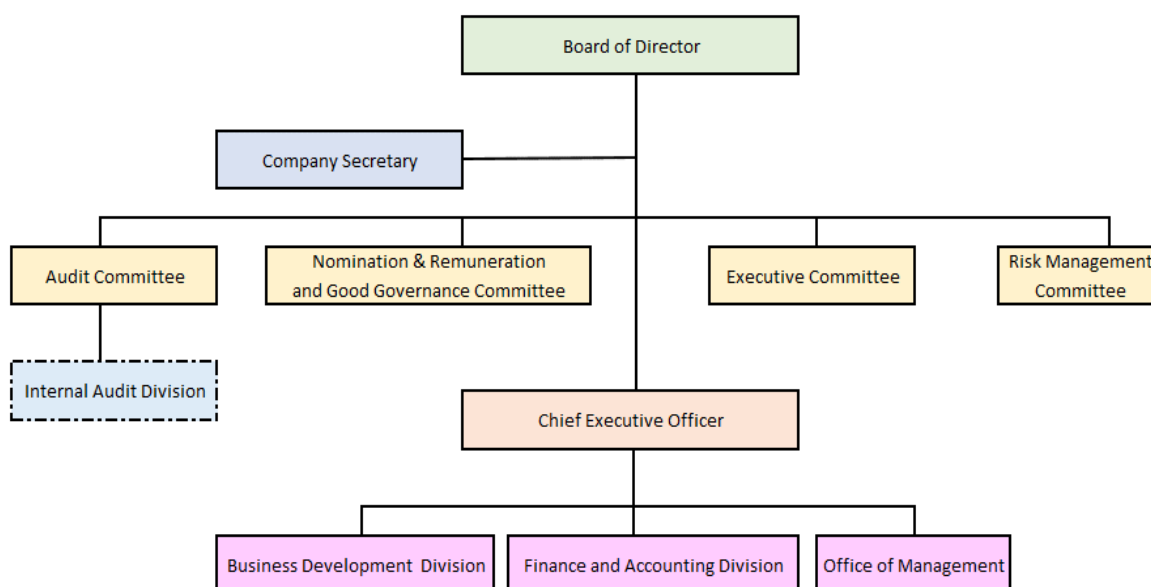
□ It is the Company's policy to attach importance to and respect the rights of shareholders. This meeting was completed successfully, there were no unplanned or impromptu changes to the meeting agenda or to important information at the meeting.

Post-Meeting

□ The Company has notified the resolution of the meeting via the SET's news system on 23 July 2020. The minutes of the 2020 AGM were correctly and completely prepared and submitted to the Stock Exchange of Thailand. It was published on the company's website within 14 days after the Meeting on 4 August 2020. The minutes contained information about the names of the directors and management present at the meeting, the voting and vote announcement procedures that were explained the meeting before proceeding with items on the meeting agenda, the meeting's resolutions and the numbers of approval, disapproval abstention votes and bad cards of all agenda items that required voting and also questions and answers in the meeting. In addition, the Company submitted the documents to the Ministry of Commerce within 1 month from the meeting date.

7. CORPORATE GOVERNANCE STRUCTURE AND IMPORTANT INFORMATION ABOUT THE BOARD, SUB-COMMITTEES, MANAGEMENT AND EMPLOYEES

7.1. ORGANIZATION CHART



7.2. INFORMATION ABOUT THE BOARD

Board of Directors: The Company has prepared a “Charter of the Board of Directors” which details the structure of the Board of Directors, appointment and term of office qualifications of independent directors’ power, duties and responsibilities of the Chairman and Directors. Including meetings and evaluations of the performance of the Board of Directors. The details appear in the attachment of this report which will summarize the important points as follows

The definitions of independent directors adopted by the Company is as specified in the Charter of the Board under the section of the qualifications of independent directors and in compliance with the Capital Market Supervisory Board Notification No. Tor.Jor. 39/2559 Re: Application for and approval of offer for sale of newly issued shares.

Board of Directors consists of competent directors and experience in a variety of areas appropriate and comprehensive with the business operation. As of 31 December 2020, the Company had 7 directors comprised of 5 independent directors (71% of total directors) and 2 executive directors (29% of total directors), without Non-Executive Director. The qualifications of the Directors are as outlined in the section of Details about Directors, Executives, Persons with Controlling Interest and Company Secretary of this annual report. The list and position are as follows:

Name	Positions
1. Associate Professor. Dr. Paiboon Sareewiwatthana	Chairman of Board of Directors / Independent Director
2. Mr. Sarawut Charuchinda	Independent Director / Chairman of Audit Committee / Chairman of Risk Management Committee / Member of Nomination & Remuneration and Good Governance Committee
3. Mr. Sakda Hanbuntrong	Independent Director / Member of Audit Committee / Chairman of Nomination & Remuneration and Good Governance Committee
4. Mr. Suvit Manomaiyanon	Independent Director / Member of Audit Committee / Member of Nomination & Remuneration and Good Governance Committee
5. Ms. Jongkolnee Tansuvan	Independent Director / Member of Risk Management Committee / Member of Nomination & Remuneration and Good Governance Committee
6. Mr. Chotic Russamitinakornkul	Authorized Director / Member of Risk Management Committee / Chief Executive Officer
7. Mrs. Chutima Katikawong	Authorized Director

Mrs. Worawan Viriya, the Company Secretary, is the Secretary to the Board of Directors.

Appointment and term of Directors: The shareholders' meeting or the Board of Directors shall consider and approve the appointment of the directors. In every annual general meeting of shareholders, one-third of the directors of the Company to retire at that time. If the number of the Company's directors cannot be divided into three parts, then should manage the retire director with the closest number to one-third.

Authorized Directors: An authorized directors of the Company are Mr. Chotic Russamitinakornkul and Mrs. Chutima Katikawong jointly sign.

Duties and responsibilities of the Board of Directors: The roles, duties and responsibilities of the Chairman of the Board and the Directors are clearly defined. The Board of Directors has the authority to make decisions and supervise the management of the Company and, that authority, there is a clear balance of power between the board and the management and complies with the criteria stipulated in the Articles of Association of the Company, including rules according to various regulatory policies. In particular, the policy of authorization for the credit limits which determines the approval power for each step according to the type of transaction and the credit limit.

7.3. INFORMATION ABOUT THE SUB-COMMITTEES

Board of Directors appointed sub-committee to perform specific duties as specified in the charter of each committee. As detailed in the attachment of this report.

As of 31 December 2020, the Company has 4 Board Committees, namely the Audit Committee, the Nomination & Remuneration and Good Governance Committee, the Risk Management Committee and the Executive Committee.

1) Audit Committee

The Audit Committee shall be comprised of at least 3 independent directors whereby a member of the Audit Committee shall serve as the Chairman of the Audit Committee. Members of the Audit Committee must be persons whose qualifications fully meet the requirements set forth by the Capital Market Supervisory Board and the Stock Exchange of Thailand. At least a member of the Audit Committee must have knowledge, understanding or experience in accounting or finance, as well as updated knowledge about the causes of changes in financial reports.

Audit Committee has the power and duty to review the Company's financial reporting process and to disclose sufficiently, to review to ensure that the company has appropriate and efficient internal control and internal audit systems, to review the Company's compliance with the law on securities and exchange, requirements of the Stock Exchange of Thailand or laws relating to the Company's business. Including to give approval to consider the appointment, transfer and termination of the head of the internal audit unit and the auditor and other tasks as assigned by the Board of Directors.

As of 31 December 2020, the Audit Committee was comprised of 3 independent directors (100%).

Name	Position
1. Mr. Sarawut Charuchinda	Chairman of Audit Committee
2. Mr. Sakda Hanbuntrong	Member of Audit Committee
3. Mr. Suwit Manomaiyanon	Member of Audit Committee

Mr. Piya Suksri, Chief Financial Officer is the Secretary to the Audit Committee.

Mr. Sarawut Charuchinda is a Chairman of the Audit Committee. Mr. Sarawut Charuchinda graduated in master's degree Business Administration (Finance) from the University of Mississippi, USA and bachelor's degree in accounting. (2nd class honors) from Chulalongkorn University. He possesses suitable and sufficient knowledge and experience to review the reliability of the financial statements. He has served as an Audit Committee member and executive of companies in different sectors such as banking and packaging. His qualifications are suitable and are not contradictory to the Company's Articles of Association, the notifications of the Capital Market Supervisory Board, the rules of the Stock Exchange of Thailand, the Public Limited Companies Act, the Securities and Exchange Act, and the Company's corporate governance practices.

2) Nomination & Remuneration and Good Governance Committee

The Nomination & Remuneration and Good Governance Committee shall be comprised of at least 3 directors and at least half of them should be independent directors.

The Charter of the Nomination & Remuneration and Good Governance Committee set the duties and responsibilities of this committee in 3 areas: nomination, remuneration and good governance. The Nomination Directors has the power and duty to consider the remuneration of the directors and senior management including directing the Company to perform various actions according to the Company's corporate governance policy in accordance with the principles of good corporate governance.

As of 31 December 2020, the Nomination & Remuneration and Good Governance Committee was comprised of 4 directors, which the Chairman and all directors being independent directors (100%) as:

Name	Position
1. Mr. Sakda Hanbuntrong	Chairman of Nomination & Remuneration and Good Governance Committee
2. Mr. Sarawut Charuchinda	Member of Nomination & Remuneration and Good Governance Committee
3. Mr. Suvit Manomaiyanon	Member of Nomination & Remuneration and Good Governance Committee
4. Ms. Jongkolnee Tansuvan	Member of Nomination & Remuneration and Good Governance Committee

3) Risk Management Committee

The Risk Management Committee shall be comprised of at least 2 directors and may include a number of executives in charge of key functions of the Company as the Board deems appropriate.

Risk Management Committee responsible for considering risk management policies to cover the entire organization including ensuring that there is an appropriate risk management system in order to reduce both internal and external impacts that adversely affect the Company's business operations. To ensure that the company can achieve the goals that are set.

As of 31 December 2020, the Risk Management Committee was comprised of 3 directors.

Name	Positions
1. Mr. Sarawut Charuchinda	Chairman of Risk Management Committee
2. Ms. Jongkolnee Tansuvan	Member of Risk Management Committee
3. Mr. Chotic Russamitinakornkul	Member of Risk Management Committee

1st and 2nd director are independent directors.

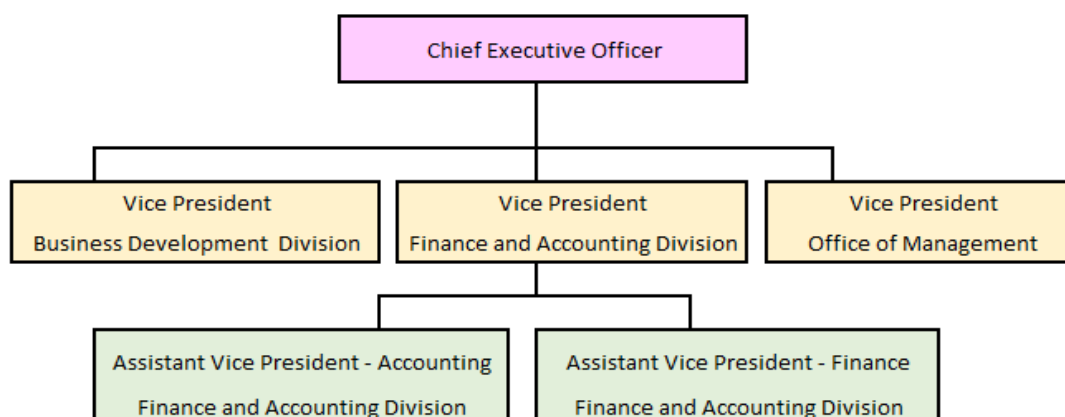
4) Executive Committee

The Executive Committee shall be comprised of a number of members as the Board deems appropriate. Has powers and duties to support the performance of duties of the Board of Directors to manage and supervise the operations of the Company in accordance with strategies, policies, business plans and budgets including the regulations of the Company.

As of 31 December 2020, the Executive Committee was comprised of 2 directors.

Name	Positions
1. Mr. Chotic Russamitinakornkul	Chairman of Executive Director
2. Mrs. Chutima Katikawong	Executive Director

7.4. INFORMATION ABOUT MANAGEMENT AND EMPLOYEES



1) Chief Executive Officer

Duties and responsibilities of the Chief Executive Officer are as follows:

1. Oversee, manage and operate the Company's day-to-day normal business operation for the benefit of the Company in accordance with established policies, vision, targets, annual business plans, business strategies, and annual budget approved by the meeting(s) of the Board and/or as assigned by the Executive Committee.
2. Supervise and govern the Company's finance, marketing, human resources management and other operations in accordance with the Company's policies and action plans that are approved by the Board.
3. Have the authority to employ, appoint, transfer, discharge, dismiss, and determine remuneration and compensation of employees at the levels below the Chief Executive Officer and the Chief Executive Officer may delegate such authority to other persons.
4. Determine pensions, rewards, salary increases, compensations and bonuses for employees at the levels below the Chief Executive Officer, subject to approval from the Executive Committee.
5. Enter into agreements and/or transactions related to normal business operations of the Company and the limit of each transaction according to the authority matrix approved by the Board.
6. Have the authority to delegate to any persons as the Chief Executive Officer deems appropriate to manage and operate on behalf of the Chief Executive Officer, where necessary and appropriate, in accordance with the laws and the Company's rules and regulations.
7. Issue directives, regulations, announcements, and internal memos to ensure that the Company's operations, in accordance with the Company's policies and for the benefit of the Company's operations in accordance with its purposes.
8. Perform any other duties as assigned by the Board and/or the Executive Committee and be vested with the authority to execute acts that are necessary for performing such duties.

For any transactions between the Chief Executive Officer or the persons delegated by the Chief Executive Officer or persons with potential conflicts of interest and the Company and/or subsidiaries and/or related companies, the Chief Executive Officer shall not have the authority to approve such transactions and such transactions shall be proposed to the meeting of the Executive Committee, and/or the Board and/or the meeting of shareholders (as applicable) for approval. Exceptions apply to transactions which are in the Company's ordinary course of business and on an arm's length basis that fall within the scope approved in principle by the Board.

2) Management team and employee

As of 31 December 2020, the Company's management team was comprised of 5 executives and 1 employee.

Name	Position
1. Mr. Chotic Russamitinakornkul	Chief Executive Officer
2. Mr. Sestha Waiyawutpinyo	Vice President, Business Development Division
3. Mrs. Chutima Katikawong	Vice President, Office of Management
4. Mr. Piya Suksri ⁽¹⁾	Chief Financial Officer, Finance and Accounting Division
5. Ms. Pornphimol Buthburee	Assistant Vice President, Finance and Accounting Division – Finance
6. Mrs. Worawan Viriya	Company Secretary

Remarks: No. 1–5 is the management of the company according to the announcement of the SEC concerning the determination of local definitions on the issuance and offering of securities.

(1) Mr. Piya Suksri was appointed in replacement of Ms. Pornnipa Rujipairoj, who resigned, effective 1 March 2020.

7.5. APPROVAL AUTHORITY MATRIX

The Company has formulated the policy governing the approval authority for operations and transactions to ensure proper and prudent operations. Authorization to spend, to borrow, to contract, including investment is determined by level of top management and the board. By amending the authorization, the approval of the Board of Directors is required.

Authority to authorize credit lines for operations and transactions under the authority of the Board of Directors at 31 December 2020 as follows:

Authorize credit lines for operations and transactions of BT Wealth Industries Public Company Limited

Items	Limit	Approval Authority (MB)			
		CFO	CEO	EX-COM	BOARD
1. Expenses relating to normal business operations	Per time	Not more than 20	Not more than 100	Not more than 500	More than 500
2. Debts binding upon the Company/ Guarantee	Per transaction	–	–	Not more than 200	More than 200
3. Land lease contracts for normal business operations	Per contract	–	Not more than 10	Not more than 50	More than 50
4. Acquisition of fixed assets such as land, buildings and equipment (vehicles, tools and machinery)	Per time	Not more than 20	Not more than 100	Not more than 500	More than 500
5. Sale of assets	Per time	–	Not more than 10	Not more than 20	More than 20
6. Investment in new project	Per project	–	–	Not more than 50	More than 50
7. Loans to subsidiaries	Per time	–	–	Not more than 50	More than 50
8. Short-term loans between the Company, Best Tech and Engineering Limited, and Best Tech Industries Limited	No tenor limit	–	–	Not more than 500	More than 500

Items	Limit	Approval Authority (MB)			
		CFO	CEO	EX-COM	BOARD
9. Investment of the Company and Best Tech (2 companies) in money market funds, government bonds and/or debt instruments of which risks do not exceed level 1. The investment cost in each fund shall not exceed Baht 50 million.	No tenor limit	–	–	Not more than 500	More than 500

The above approval authority does not apply to related-party transactions or the acquisition or sale of the Company's assets which are specifically governed by the notifications of the Capital Market Supervisory Board and/or the Board of Governors of the Stock Exchange of Thailand.

7.6. OTHER IMPORTANT INFORMATION (DETAILS OF THE PERSON SHOW IN THE APPENDIX)

Person who was assigned to take direct responsibility for Accounting

- ☐ Mr. Piya Suksri Chief Financial Officer, Finance & Accounting Division

Company Secretary

- ☐ Mrs. Worawan Viriya Appointed on 23 February 2017 Direct reports to the Board of Directors

Internal Audit Supervisor

- ☐ Mr. Amornpong Nualwiwat ANS Business Consultant Co., Ltd.

Compliance Supervisor

- ☐ – None –

Investor Relations

- ☐ Mr. Piya Suksri Chief Financial Officer
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 Bangkok 10310 Tel. 0-2314-2151-52 Ext 303
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Auditor and audit fee

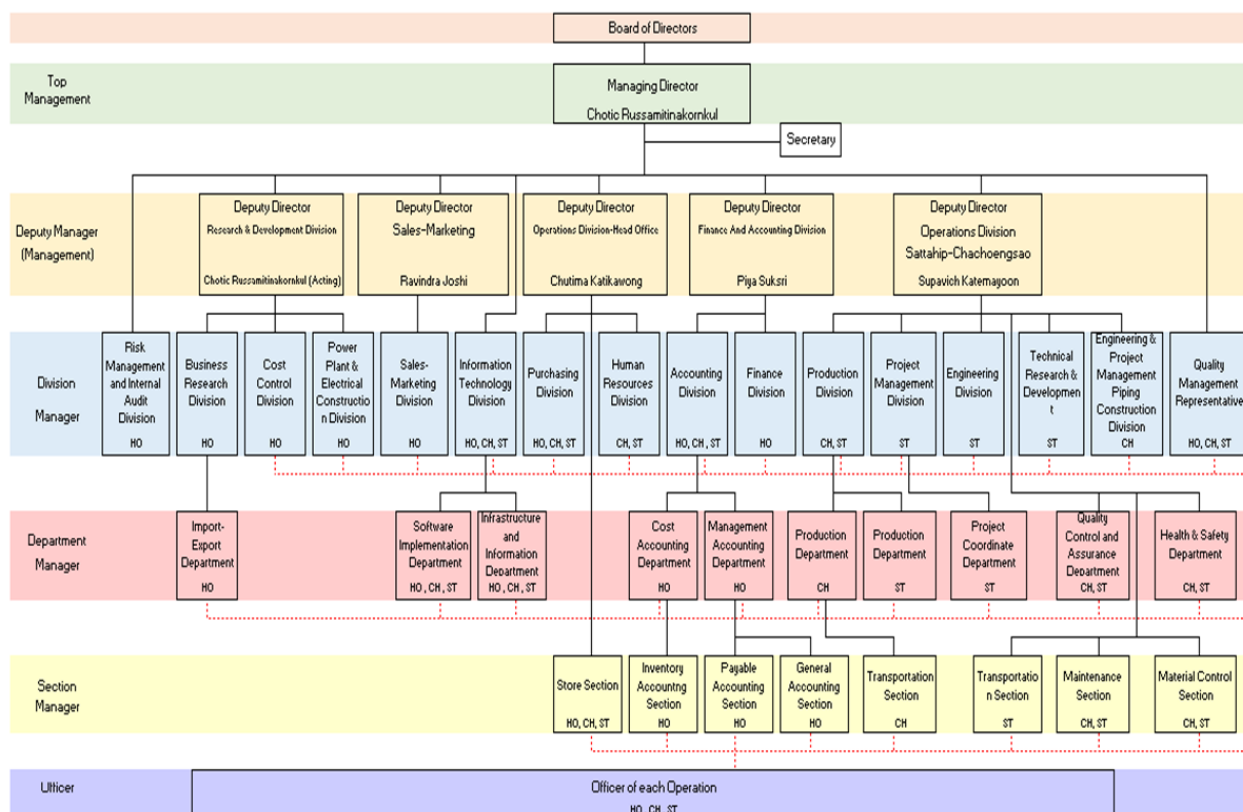
- ☐ Ms. Manee Rattanabunnakit EY Office Limited
☐ 2020 Audit fee

	Audit fee	Other Fee*	Total (Baht)
BT Wealth Industries Plc.	850,000	–	850,000
Subsidiaries	1,925,000	160,000	2,085,000
Total	2,775,000	160,000	2,935,000

** Other Fee is BOI Review for 2 certificates (Baht 80,000 per certificate)*

7.7. INFORMATION ABOUT BEST TECH & ENGINEERING LIMITED

1) Structure of Best Tech & Engineering Limited



2) Board of Directors

As of 31 December 2020, the Board of Best Tech was comprised of 3 directors. Details about their tenure and Board meeting attendance in 2020 are as outlined below:

Name	Position	No. of attendance / No. of meetings
1. Mrs. Siripond Satawin *	Authorized Director	– / 8
2. Mr. Chotic Russamitnakornkul	Authorized Director, Managing Director	10 / 10
3. Mrs. Chutima Katikawong	Authorized Director	10 / 10
4. Mr. Piya Suksri	Authorized Director	2 / 2

* Mrs. Siripond Satawin resigned from the position of director and Mr. Piya suksri replaced the position from 1 December 2020

Documents must be co-signed by Mr. Chotic Russamitnakornkul, Mrs. Chutima Katikawong and Mr. Piya Suksri, two of these three directors jointly sign and stamped with the company seal to legally bind the Company.

3) Executives and Employees

As of 31 December 2020, Best Tech had 5 Top Executives as follows:

Name	Position
1. Mr. Chotic Russamitinakornkul	Managing Director, Deputy Director, Research & Development Division (Acting)
2. Mr. Ravindra Rameshchandra Joshi	Deputy Director, Sales–Marketing Division
3. Mrs. Chutima Katikawong	Deputy Director, Operations Division – Head Office
4. Mr. Supavich Ketmayoon	Deputy Director, Operations Division, Chachoengsao–Sattahip
5. Mr. Piya Suksri ^(*)	Deputy Director, Finance and Accounting Division

(*) Mr. Piya Suksri was appointed effective from 1 March 2020.

Company had 741 employees; Officer 372 persons, daily workers 147 persons, monthly contract 140 persons, daily contract 82 persons. Separating employees according to their office location as follows:

Office / Plant	Officers	Daily workers	Monthly contract	Daily Contract	Total
Head Office	53	1	1	–	55
Chachoengsao Plant	133	33	32	52	250
Sattahip Plan	186	113	107	30	436
Total	372	147	140	82	741

4) Approval Authority Matrix

Best Tech has established a corporate policy on credit approval for operations and transactions. It will be consistent and under the control of the Company. This policy is a mandate for the management and daily operations of Best Tech to the Board and Management to perform the task correctly and concisely. Authorization to spend, to borrow, to contract, including investment is determined by level of top management and the board. By amending the authorization, the approval of the Board of Directors is required. Authority to authorize credit lines for operations and transactions under the authority of the Board of Director of Best Tech as follows:

Authorize credit lines for operations and transactions of Best Tech & Engineering Limited

Activity	Limit	Approval Authority (MB)						
		Best Tech				BT Wealth		
		Division Manager*	DMD	MD	BOD	CEO	Ex-Com	BOD
Operations relating to bidding and job acceptance								
1. Bidding and service provision contracts (inclusive of the value of added/amended scope of works after the execution of service contracts)	Per project	Sale manager Not more than 20	—	Not more than 200	More than 200	—	—	—

Activity	Limit	Approval Authority (MB)						
		Best Tech				BT Wealth		
		Division Manager*	DMD	MD	BOD	CEO	Ex-Com	BOD
2. Expenses relating to normal business operations such as procurement of raw materials, supplies and labor	Per time	—	Not more than 5	Not more than 50	Not more than 100	Not more than 150	Not more than 500	More than 500
3. Advance payment and warranty bonds	Per transaction	—	—	Not more than 30	Not more than 100	—	Not more than 300	More than 300
4. Personnel recruitment for projects based on manpower framework approved by MD	Per person per month	Not more than 0.03	Not more than 0.1	Not more than 0.25	Not more than 0.5	—	Above 0.5	—
General operations								
5. Expenses relating to normal business operations such as procurement of office supplies or accounting forms.	Per time	Not more than 0.5	Not more than 5	Not more than 10	Not more than 50	—	Not more than 500	More than 500
6. Contingent liabilities/ guarantees/ forward contracts for risk management	Per transaction	—	—	—	Not more than 50	—	Not more than 200	More than 200
7. Space rental contracts (short-term lease not longer than 3 years) for normal business operations	Per year	—	—	Not more than 10	Not more than 20	—	Not more than 50	More than 50
8. Space lease contracts on space (long-term lease longer than 3 years) for normal business operations	Per contract	—	—	Not more than 10	Not more than 20	—	Not more than 50	More than 50
9. Acquisition of fixed assets such as land, buildings and equipment	Per time	—	—	Not more than 20	Not more than 50	—	Not more than 500	More than 500
10. Sale of assets	Per time	—	—	Not more than 1	Not more than 5	—	Not more than 20	More than 20
11. Other expenses such as consulting fees	Per time	—	—	Not more than 10	Not more than 20	—	Not more than 30	More than 30

The above approval authority does not apply to related-party transactions or the acquisition or sale of the Best Tech's assets which are specifically governed by the notifications of the Capital Market Supervisory Board and/or the Board of Governors of the Stock Exchange of Thailand.

8. IMPORTANT PERFORMANCE REPORTS ON CORPORATE GOVERNANCE

8.1. SUMMARY OF THE BOARD'S PERFORMANCE

□ NOMINATION OF DIRECTORS

The Board of Directors assigns the Nomination & Remuneration and Good Governance Committee to determine the criteria for nominating qualified candidates for the positions of director and Chief Executive Officer of the Company. The Company has set a Board Skill Matrix to determine the qualifications of the directors. The nomination is based on the suitability of candidates in terms of their qualifications, knowledge, experiences and expertise in light of the Company's strategy as well as their ability to devote their time to the Company. The nomination will then be proposed to the Board or the meeting of shareholders for approval. The Company has established the "Director and Top Executive Nomination Policy". This policy is used as a guideline for recruiting qualified persons to serve as directors and executives of the Company and its provisions in respect to the Director Nomination Policy are as described below:

"The Nomination & Remuneration and Good Governance Committee is in charge of nominating qualified candidates to the Board of Directors or the shareholders, as applicable. The nomination process is designed to give preference to persons with leadership, insightful vision, ethics, integrity, proven track record of transparency, and independent judgment. Desired qualifications are identified from the skills, experience and expertise that are necessary for and/or lacking in the Board of Directors based on the Company's policies and strategy, including the satisfaction of all qualification requirements applicable to the positions of director or independent directors as set forth by the Public Limited Company Act B.E. 2535 (and its amendments), the Securities and Exchange Act B.E. 2535 (and its amendments), and the relevant notifications of the Capital Market Supervisory Board and the Office of Securities and Exchange Commission.

Nomination of qualified candidates will be proposed to the Board of Directors and/or the meeting of shareholders, as applicable, for appointment.

1. Election of directors to replace directors retiring by rotation is subject to approval from the meeting of shareholders in accordance with the following:

- (1) Each shareholder has one vote per share.
- (2) Individual director voting shall apply. The number of nominees whom the shareholders vote for shall not exceed the number of director positions available for such election and shareholders cannot split their votes.
- (3) Nominees receiving the highest number of votes, in descending order, are considered elected as directors according to the number of vacancies available for such election. In case of vote tie that will result in the number of the elected directors to exceed the number of vacancies available, the chairman of the meeting shall cast a tie-breaking vote.

2. With regard to the election of directors to fill vacancies resulting from other causes than retirement by rotation, the Board of Directors may elect directors to fill the vacancies whereby a three-fourths majority of the total remaining directors is required. The term of a replacing director shall be equal to the remaining term of an outgoing director whom he/she replaces."

In addition, the Nomination & Remuneration and Good Governance Committee offers the minority shareholders the opportunities to nominate candidates for directorship to replace directors retiring by rotation at each annual general meeting of shareholders. The criteria, procedures and practices applicable to such nomination are established and publicly disclosed on the Company's website. Nomination & Remuneration and Good Governance Committee and the Board of Directors will consider and nominate qualified candidates to the Board of Directors or the meeting of shareholders for appointment.

The Company does not hire or appoint any person to be the advisors of the Nomination & Remuneration and Good Governance Committee in recruitment.

In 2020, the Nomination & Remuneration and Good Governance Committee has proposed The Board of Directors to consider the qualifications, knowledge, ability, experience and performance of two directors, Mr. Sakda hanbuntrong and Mr. Suvit Manomaiyanon, who are retired by rotation by apply the same criteria for consideration of persons nominated as directors from the shareholders. The Company gave the minority shareholders the right to propose nomination of candidates to be elected as directors in advance in accordance with the rules set by the company and published on the company's website from 1 December 2019 to 30 December 2019. None of the shareholders proposed a nominated person to be elected as Directors at the Annual General Meeting of Shareholders for the year 2020 within the time limit set by the Company. The Nomination Committee and the Board of Directors proposed to the Annual General Meeting of Shareholders for the year 2020 to re-elect 2 retired by rotation directors, namely, Mr. Sakda hanbuntrong and Mr. Suvit Manomaiyanon. Those directors have a full time of duty, experience and capabilities that are beneficial to the Company. In addition, can also comment freely and have full qualifications as required by relevant laws, company regulations and the Charter of Directors. The shareholders' meeting approved the proposal.

In addition, the meeting of the Board of Directors and the Extraordinary General Meeting of Shareholders of Best Tech and Engineering Limited, a subsidiary, resolution to appointed Mr. Piya Suksri, Chief Financial Officer of BT Wealth Industries Public Company Limited and Deputy Managing Director of Finance and Accounting of Best Tech & Engineering Limited to be the Company's director replace of Mrs. Siripond Satawin, the resigned director.

☐ **STRENGTHENING AND SELF-DEVELOPMENT OF DIRECTORS**

The Company encourages its directors and senior executives to participate in training programs or activities that widen their knowledge relating to their duties as directors and members of Board Committees. All of Directors of the Company attended the Director Accreditation Program arranged by the Thai Institute of Directors ("IOD"). In addition, some directors also joined other programs such as the Director Certification Program and the Role of Chairman program as shown on Details about the Directors and Executives in this annual report.

When there is an important change in the rules of the regulatory or related agencies, the company has delivered documents including summaries or recommendations or as an agenda item in the Board of Directors meeting, as appropriate for the Directors and Executives concerned to know. When new directors are appointed, company is doing the following:

- 1) Prepare documents for newly appointed directors whose content includes vision, strategy and business goals and key actions, the Charter of the Board, the Memorandum of Association, Company Regulations and company's latest annual report to be used as a guideline.

- 2) Organize new directors attended all Director Accreditation Program.

In 2020, the Company's directors did not attend other course, but attended to listen to training seminars via online media that were held by the Stock Exchange of Thailand and the Thai Institute of Directors Association and others. Mr. Piya suksri, who was appointed as a director of the subsidiary received training in Director Accreditation Program (DAP) class 178/2020. All of directors and subsidiary directors have been already trained in the necessary courses for directors by the Thai Institute of Directors (IOD).

☐ **PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS**

The Company requires the Board of Directors to evaluate the performance annually to review the performance and obstacles during the past year and to increase the effectiveness of the Board of Directors in accordance with good corporate governance. In the year 2020, the Board of Directors approved the evaluation of the performance of the sub-committees individually and self-evaluation of individual directors added from the original that there was only an evaluation of the performance of the entire Board of Directors.

The Evaluation Criteria

Evaluation criteria / Factors to be considered	The Whole Board	Sub-Committee	Individual Directors
Structure and Qualifications of Directors			
Roles Duties and Responsibilities of Directors			
Meeting of the Board of Directors			
Performance of Directors			
Relationship with Management			
Self-development of Directors and Management			

The method of scoring in the assessment will be set as a standard for the committee to compare the results of each topic or compare the results of each year. The score scale ranges from 0–4 (no action on that matter – excellent action on that).

The procedures for evaluating the performance of the three committees are the same as follows:

1. The company secretary submits the performance evaluation form of the entire board and individual director performance evaluation form to all directors / sub-committee performance evaluation form for each committee to director who performs duties in each committee.
2. The director evaluated and submits the completed evaluation form to the company secretary for collecting evaluation results.
3. Company Secretary summarizes the performance of the Board of Directors for the year and preparing a summary report to the Board of Directors for consideration.

The Board of Directors Meeting, held on 15 December 2020 evaluated the performance of the Board of Director, each Sub-Committee and Individual with the overall performance of duty for the year 2020 of a full score of 4 (score range of 0–4 points) as follows:

Sum up Overall	Board of Director	Audit Committee	Nomination & Remuneration and Good Governance Committee	Risk Management Committee	Executive Committee	Individual
	3.66	3.86	3.58	3.60	3.80	3.71

☐ BOARD MEETING

The Charter of the Board requires that the Board holds at least 4 Board meetings annually. In 2020, the Board of Director held 5 meetings. The Board meeting schedule is planned in advance for the entire year as follows:

☐ Meetings every second week after the end of the quarter for the Board of Directors to consider and approve quarterly and annual financial statements, also consider the performance compared to the target and review the strategic plan and goals in accordance with the situation.

☐ Meetings in December to consider and approve annual goals and strategic plans. Including reviewing the vision and mission to be used as a framework and guidelines for the next year.

☐ Conduct additional meetings as necessary, such as consideration of related party transactions, transaction approvals in the authority of the Board of Directors, reviewing goals and plans, etc.

☐ The Board of Directors requires at least 1 meeting of non-executive directors without the management attendance to exchange ideas in terms of economic conditions and management approach in the next year. In 2020 there was one meeting held on 15 December 2020.

☐ Audit Committee requires at least 1 meeting annually with auditor without the management attendance. In 2020 there was one meeting held on 10 November 2020.

☐ The charter of the sub-committee, the Risk Management Committee and the Nominating & Remuneration and Good Governance Committee, requires at least 2 meetings per year.

In preparation for the meeting, the Chairman of the Board and the Chief Executive Officer jointly consider the items to be included in the Board meeting agendas on the basis of importance and necessity. Other directors may propose items to be included on the Board meeting agendas and the members of the Company's management team will attend the discussion of relevant agenda items to provide additional and supporting information.

The Company Secretary submits the meeting invitation letter and meeting documents to directors at least 7 days in advance of each Board meeting in order that the directors have sufficient time to study the meeting agenda and meeting documents. Following each Board meeting, the Company Secretary prepares minutes of the meeting in writing and present the draft minutes to directors within 7 days for review prior to the adoption thereof at a subsequent Board meeting. The minutes and all supporting documents are properly retained and made available for examination by the Board and relevant regulators.

The Chairman of the Board presides as the chairman of the meeting and allocates sufficient time for the management team to present their proposals and for the directors to comprehensively discuss relevant issues. All Directors realized of their roles and responsibilities by attend the meeting and allocate time to consider and scrutinize issues prior to the decision on the agenda

For the year 2020, due to the situation of the coronavirus–2019 epidemic therefore, in order to prevent and reduce the risk of the gathering of the crowd at the Board of Directors meeting, directors and meeting attendees can attend at the company's meeting room (offline) and via electronic media (online) by strictly adhering to the rules set by the relevant departments. In the year 2020, the Company's directors have a combined average of attendance at the Board of Directors' meetings. This represents 98% of all board meetings held in the year. In which 6 directors attended the meeting representing 100 percent and 1 director representing 87.5 percent. Details of attendance and number of meetings of each committee held during the year are as follows.

Total meetings in 2020

	Board of Director	Audit Committee	Nomination & Remuneration and Good Governance Committee	Executive Committee	Risk Management Committee
Total meetings	8	4	2	3	2

Total Board meetings in 2020 / (Offline – Online)

Unit: No. of Meetings

Name	Board of Directors	Audit Committee	Nomination & Remuneration and Good Governance Committee	Executive Committee	Risk Management Committee	AGM
1. Assoc. Prof. Dr. Paiboon Sareewiwatthana	8 / (5–3)					1 / (1–0)
2. Mr. Sarawut Charuchinda	8 / (6–2)	4 / (2–2)	2 / (2–0)		2 / (2–0)	1 / (1–0)
3. Mr. Sakda Hanbuntrong	8 / (7–1)	4 / (3–1)	2 / (2–0)			1 / (1–0)
4. Mr. Suvit Manomaiyanon	8 / (3–5)	4 / (1–3)	2 / (1–1)			1 / (1–0)
5. Ms. Jongkolnee Tansuvan	8 / (7–1)		2 / (2–0)		2 / (2–0)	1 / (1–0)
6. Mr. Chotic Russamitinakornkul	7 / (5–2)			3 / (3–0)	2 / (2–0)	1 / (1–0)
7. Mrs. Chutima Katikawong	8 / (8–0)			3 / (3–0)		1 / (1–0)

□ REMUNERATION OF DIRECTOR AND EXECUTIVE

The Company does not hire or appoint any person to be the advisors of the Nomination & Remuneration and Good Governance Committee in the consideration of compensation. The Board assigns the Nomination & Remuneration and Good Governance Committee to deliberate on the structure, amount, forms and criteria for the payment of cash and non-cash remuneration in all forms applicable to the Chairman of the Board, directors and the Chief Executive Officer. The current criteria are reviewed against the remuneration packages adopted by other companies in the same industry as the Company and companies that are listed on the stock exchange and is comparable to the Company in terms of their market capitalization. The remuneration must be commensurate with the duties and responsibilities of each director. The Nomination & Remuneration and Good Governance Committee will recommend the remuneration of the directors and members of Board Committees to the Board for endorsement and proposal thereof to the shareholders for approval on an annual basis.

For the year 2020, the 2020 Annual General Meeting of Shareholders approved the remuneration of directors for the year 2020 as proposed by the committee as follows:

* The position fee is a monthly compensation in which the company determines the amount of money according to the position of director, approved at the same rate as the remuneration for the year 2020.

Position	Retainer Fee (Baht/Month)
Chairman of the Board	50,000
Chairman of the Audit Committee	45,000
Member of the Audit Committee	40,000
Director	40,000

* Annual gratuity is the annual compensation. The Nomination & Remuneration and Good Governance Committee proposes the budgetary framework for the annual gratuity of directors to the Board for endorsement and subsequently to the meeting of shareholders for approval. For directors' 2019 annual gratuity, the 2020 Annual General Meeting of Shareholders approved for abstain payment of 2019 annual gratuity for directors as The Nomination Committee and the Board of Directors proposed.

Details of the directors' remunerations in 2020 were as follows:

Name	Positions	Retainer Fee (Baht)		
		Per Month	Per Year	Total
1. Assoc. Prof. Dr. Paiboon Sareewiwatthana	Chairman of the Board, Chairman of the Risk Management Committee, Independent Director	50,000	600,000	600,000
2. Mr. Sarawut Charuchinda	Chairman of the Audit Committee, Member of Nomination & Remuneration and Good Governance Committee, Independent Director	45,000	540,000	540,000

Name	Positions	Retainer Fee (Baht)		
		Per Month	Per Year	Total
3. Mr. Sakda Hanbuntrong	Member of the Audit Committee, Chairman of Nomination & Remuneration and Good Governance Committee, Independent Director	40,000	480,000	480,000
4. Mr. Suwit Manomaiyanon	Member of the Audit Committee, and Member of Nomination & Remuneration and Good Governance Committee, Independent Director	40,000	480,000	480,000
5. Ms. Jongkolnee Tansuwan	Director, Member of the Risk Management Committee, Member of the Nomination & Remuneration and Good Governance Committee	40,000	480,000	480,000
6. Mr. Chotic Russamitinakornkul	Director, Chief Executive Officer, Chairman of the Executive Committee, Member of the Risk Management Committee	Waived	Waived	–
7. Mrs. Chutima Katikawong	Director, Executive Director	Waived	Waived	–

For non-monetary compensation will be other welfare according to the regulations of the company such as liability insurance, group health insurance and group life and accident insurance. The coverage of the group health insurance offered to directors has been extended to protect their spouse (age not over 65 years) and children (age not over 20 years) within the same coverage limit. For Executives, other remunerations paid by the Company to executives were company cars (only for certain positions). The coverage limits of insurances offered to the directors and executives are as outlined below:

Detail	Coverage Limit (Baht/Year)
1. Directors' and officers' liability insurance (company-wide*)	300,000,000
2. Life insurance (for family only health insurance)	300,000
3. Accident insurance	300,000
4. Permanent disability insurance	300,000
5. Group health insurance (per person) – IPD / OPD / Dental	Medical expenses limit under the insurance plan

*The coverage limits include the insurance coverage for directors and executives of the Company and Best Tech.

☐ **DIRECTORSHIP IN OTHER LISTED COMPANY**

The Charter of the Board of Directors stipulates that each director of The Company will be able to serve as a director in other listed companies for no more than 5 companies except as necessary and approved by the shareholders' meeting. All of directors are fully aware of the time commitment need and none of the Company directors holds directorship in more than 5 listed companies. The Company requires all directors and top managements to prepare reports, "Report of Related Parties of Directors, Management, Major Shareholders, Authorized Control" for knowing the position in other companies and update the information on yearly basis. The list of directors, position in the Company, history of education, experience and holding positions in other companies are described in "Details about Directors, Executives, Persons with Controlling Interest and Company Secretary" in the attachment to this report.

☐ **SUPERVISION OF SUBSIDIARIES AND ASSOCIATED COMPANIES**

The Company operates as a holding company with subsidiaries. The company has made "Investment Policy, Corporate Governance Policy for Subsidiaries and Associates and Holding shares in companies which the company and its subsidiaries invest Policy" to be used as guidelines for supervising the Group companies to operate in the same way. This policy sets out important guidelines for the supervision of subsidiaries and associates. In such matters, sending representatives of the Company to be Directors and Executives in subsidiaries and associated companies. Submission of proxy in proportion to shareholding in each company. Submission of such representative must be considered and approved by the Board of Directors taking into account the suitability of each company, control of compliance with contract and laws, rules and regulations.

☐ **FOLLOWING UP ON THE IMPLEMENTATION OF THE CORPORATE GOVERNANCE POLICY AND PRACTICE**

The Company realizes the importance of good corporate governance. The related policies and practices have been established in the corporate governance policy of the company and the business code of conduct. Along with promoting real action to build confidence among all groups of stakeholders. The Company pays attention to good corporate governance by establishing related policies and practices in the Corporate Governance Policy of the Company and the Business Code of Conduct along with promoting real action to build confidence among all groups of stakeholders. The board has followed up and found that the company has acted appropriately according to the policy guidelines. The results of the performance of each criteria are reported in the topic "Part 2 Corporate Governance–6.3. Major Changes and Developments – Principle 6: Ensure that there is an appropriate risk management and internal control system".

8.2. AUDIT COMMITTEE REPORT

The Audit Committee has been assigned by the Board to perform duties according to Audit Committee Charter and the notifications of the Stock Exchange of Thailand Re: Qualifications and Scope of Work of the Audit Committee. The Audit Committee is comprised of 3 independent directors and the chairman of the Audit Committee possesses knowledge and experience in finance and accounting. Therefore, the Audit Committee can perform its duties independently and effectively. In 2020, the Audit Committee held 4 meetings which were attended by all of its members and 1 time meeting with auditors without management in attendance. Highlights of the Audit Committee performance are as outlined below:

☐ **REVIEW OF FINANCIAL REPORTS**

The Audit Committee, in cooperation with the auditors and the executives of the Company, reviewed the quarterly financial reports and audited the annual financial report to ensure that the financial reports of the Company and its subsidiaries are prepared, in all material respects, in accordance with the generally accepted accounting standards and present adequate and reliable information.

☐ **REVIEW OF INTERNAL CONTROL SYSTEM AND INTERNAL AUDIT**

The Audit Committee has appointed ANS Business Consultants Company Limited to perform the duties of the Company's internal auditors. In 2020, internal auditors have reviewed the Company's important work processes according to the approved plan. The report was prepared and presented to the Audit Committee and the Board of Directors to acknowledge every quarter, including the assessment of the adequacy of the internal control system of the Company and its subsidiaries. In addition, the Audit Committee has regularly monitored the progress of improvements and fixes of the internal control system that has been audited and reviewed. In addition, the Company also has a channel for receiving complaints or information about fraud to assess the behavior of corruption. In 2020, no one complained or gave any information about corruption in any way.

☐ **SCREENING AND NOMINATION OF AUDITOR AND AUDIT FEE TO THE BOARD OF DIRECTORS**

The Audit Committee deliberated on the proposal of auditor and audit fee to be submitted to the Board of Directors for endorsement on proposing to the meeting of shareholders for approval. The consideration criteria are: the auditor must be approved by the Office of Securities and Exchange Commission, the auditor's qualifications must be in accordance with relevant laws, the auditor must possess knowledge, capabilities and independence that meet applicable legal requirements, and the annual audit fee should be commensurate with the scope of audit. The 2020 annual general meeting of shareholders approved: the appointment of Miss Manee Rattanabunnakit, CPA license no. 5313, or Mr. Termphong Opanaphan, CPA license no. 4501, or Mrs. Poonnard Paocharoen, CPA license no. 5238, from EY Office Limited as auditors of the Company and its subsidiaries. The total annual audit fee for the Company and its subsidiaries in 2020 of THB 2,775,000, divided into the Company's annual audit fee of THB 850,000 and the subsidiaries' annual audit fee of THB 1,925,000 and non-audit fee of THB 160,000 for a subsidiary.

☐ **CONSIDERATION OF REPORTS ON RELATED-PARTY TRANSACTIONS OR TRANSACTIONS INVOLVING POTENTIAL CONFLICTS OF INTEREST**

In 2020, the Audit Committee considered and rendered opinions on related-party transactions between the Company and its subsidiaries/parties having potential conflicts of interests and transactions involving potential conflicts of interest to ensure that these transactions were in the normal course of business, appropriate in terms of prices, reasonable, and mainly for the Group's benefits. The Company adheres to the Corporate Governance Policy and is confident that its practices are in accordance with conditions and criteria stipulated by regulators. Related-party transactions and transactions involving potential conflicts of interest are disclosed in the notes to the financial statements of the Company and its subsidiaries in annual report.

☐ **SUPERVISION OF COMPLIANCE WITH RULES, REGULATIONS AND POLICIES**

The Audit Committee exercises oversight to ensure that the Company operates businesses in strict compliance with applicable policies, laws, rules and regulation. The Audit Committee also keeps abreast of regulatory changes, the developments in laws governing securities and exchange, the SET's rules and requirements and always applies them to the Company in a timely and proper manner.

For 2020, the Audit Committee has performed its duties with diligence, independent opinion openly, transparent and in full compliance with the charter of the Audit Committee approved by the Board of Directors, exercised oversight to ensure that the internal control system is efficient and effective by taking into account the Company's internal audit report prepared by ANS Business Consultants Company Limited, which is the Company's internal auditor, including the internal control recommendations given by the auditors of EY Office Limited. Chief Financial Officer, Finance and Accounting Division, is the Secretary to the Audit Committee and directly liaises with the internal auditor and the external auditors. The Audit Committee, based on information and reports mentioned above, is of the opinion that the internal control system and the risk management system of the Company and its subsidiaries are appropriate and adequate to safeguard the Group's assets. The Company demonstrates good corporate governance. The Company's financial reports are prepared in accordance with the generally accepted accounting standards. Disclosure of financial reports is reliable, accurate, complete and adequate without any significant defects. The Company upholds the business ethics and demonstrates compliance with relevant rules, regulations and laws, including the criteria set by the Stock Exchange of Thailand and the Office of Securities and Exchange Commission.

8.3. SUMMARY OF THE PERFORMANCE OF THE SUB-COMMITTEES

1) Performance of duties of the Nomination & Remuneration and Good Governance Committee

The Nomination & Remuneration and Good Governance Committee ("the Nomination Committee") is entrusted by the Board with key responsibilities as set out in the Charter of the Nomination & Remuneration and Good Governance Committee. In 2020, the Nomination Committee held 2 meetings, highlights of the Nomination Committee's performance are as outlined below

☐ **Director nomination**

The Nomination Committee nominates qualified director candidates to fill the seats vacated by directors who resign or retire by rotation. Considerations are based on nomination criteria such as qualifications and gender of the nominees, the relevance of their skills and expertise to the Company's business, their commitment of time and dedication.

At the 2020 Annual General Meeting of Shareholders ("2020 AGM"), there were 2 directors retiring by rotation, namely Mr. Sakda Hanbuntrong and Mr. Suvit Manomaiyanon. The Nomination Committee and Board of Director proposed to the 2020 AGM the re-appointment of these 2 directors as the Company's directors for another term in view that their qualifications, skills, knowledge and expertise were in line with the Company's strategy and they demonstrated strong dedication and time commitment for their duties.

And in December 2020, the Nominating Committee was nominated and presented to the Board of Directors for presenting to the shareholders' meeting of Best Tech and Engineering Ltd. to appoint Mr. Piya Suksri as a director of Best Tech & Engineering, Ltd. instead of Mrs. Siripond Satawin who resigned.

☐ **Evaluation of the performance of the Chief Executive Officer**

The Nomination Committee is a committee that has the power and duty to set the rules and evaluated the annual performance of the Chief Executive Officer and proposed to the Board of Directors for consideration to track and ensure that the performance was in line with the roles and responsibilities assigned by the Board as well as to steer the management team's efforts towards the annual goals and targets.

In the assessment, a formulated assessment is used divided into 3 main parts 100% full score, each part will have a different weight.

Part 1:	Performance	70% weight
Part 2:	Management Skills	15% Weight
Part 3:	Management Behavior	15% Weight

Each section contains criteria for measuring performance according to sub-clauses. Each item will have a different full score in order of importance. When combined, the full score in each section is equal to 100 points. (See section 6. Corporate Governance Policy – Principle 4 Recruiting and Developing Top Management and Human Resources Management – Performance Evaluation of Chief Executive Officer)

☐ **Performance Evaluation of the sub-committees and individual directors**

In 2020, the Nominating & Remuneration and Good Corporate Governance Committee presented to the Board of Directors and was approved to evaluate the performance of each sub-committee and assess the self-performance of individual directors in addition to the assessment of the performance of the entire board. By setting evaluation criteria and start to conduct assessments for performance from 2020 onwards.

☐ **Determination of structure, amount, forms and criteria for all types of remunerations**

Director: The Nomination Committee proposed all types of 2020 annual remunerations of the director to the Board for consideration and proposal thereof to the meeting of shareholders for approval. The Nomination & Remuneration and Good Governance Committee's consideration criteria includes the appropriateness of the structure, amount, and form of remunerations in view of each director's performance and the director remuneration package of other listed companies that are comparable to the Company in terms of size and business type.

Chief Executive Officer and Employees: The Board of Directors has considered and approved all types of remuneration of the Chief Executive Officer and employees based on performance, consolidated results of the Group including the future business plan of the Group. During 2020, the Board of Directors is presented to consider and approve the cancellation of the bonus payment criteria for employees that have been approved since 2017 in order to improve it to be consistent and appropriate to the current economic situation and conditions.

☐ **Supervise the implementation of corporate governance policy**

Supervise the Company to comply with the policies and criteria of corporate governance including reviewing the actions taken in various matters relevant appropriately and in line with the Company's business. The Company received a very good corporate governance assessment for the year 2020 (4 stars).

2) Performance of duties of Risk Management Committee

The Risk Management Committee is comprised of 3 members and chaired by an independent director. The Risk Management Committee is mandated to perform duties in accordance with the Charter of the Risk Management Committee prescribed by the Board of Directors. In 2020, the Risk Management Committee held 2 meetings. Highlights of the Risk Management Committee's performance are as outlined below:

☐ Appointment of Risk Management Team

The Risk Management Committee Meeting No. 2/2020 has appointed a new Risk Management Working Group in accordance with the organizational restructuring of Best Tech and Engineering Company Limited, which is a core company. Therefore, risk management is continuous and consistent across all departments.

☐ Consideration of the 2021 Risk Management Plan and Acknowledgment of the Risk Management Performance Update

At the Risk Management Committee Meeting No. 2/2020, the Risk Management Committee acknowledged the progress of risk management operations conducted in 2020. The operations carried out the risk assessment of the organization and various units in the Group at both Chachoengsao factory and Sattahip factory. Summarize the number of risks and risk management of each units have been prepared together with all preliminary risk management plans for all units and considering the risk management plan for the year 2020 as a risk management framework of the Group.

In the year 2020, the situation of the Coronavirus disease 2019 pandemic (COVID-19), the Risk Management team, together with the management, has established measures to protect and supervise employees follow news and announcements from government agencies, which must cooperate in all sectors. Which this pandemic situation affecting businesses including employees of the Company and third parties However, many countries have started vaccination against the coronavirus 2019 now and, Thailand is in the process of getting vaccinated and inoculation. Once allocations and vaccinations are allocated, it is expected that the situation of the virus pandemic will be improved accordingly.

The Company is cognizant that all risks, regardless of their causes and impact levels, entail detrimental effects on the Company's performance and operations. Therefore, the Company attaches significance to the comprehensive risk management to effectively manage, mitigate and eradicate risks for optimized benefits of the Company.

9. INTERNAL CONTROL AND RELATED TRANSACTIONS

9.1. INTERNAL CONTROL SYSTEM

The Board of Directors has appointed the Audit Committee to have duties and responsibilities as specified in the Charter of the Audit Committee. The list of directors, structure and other details is shown in "7. Corporate governance structure – detail about Sub-committee." in this report.

The Company is a holding company and has Best Tech as its core company operating the steel fabrication business which is a core business and the main source of revenue of the Company. Therefore, the assessment of the Company's internal control system encompasses the assessment of both Best Tech's internal control system and the Company's supervision of its subsidiaries' operations.



HEAD OF INTERNAL AUDIT AND HEAD OF COMPLIANCE

The Company has engaged ANS Business Consultants Company Limited ("ANS") as its internal auditor continued since 31 July 2014 and ANS has designated Mr. Amornpong Nualwiwat, director, as the head of internal auditor of the Company. The Company assigned Chief Financial Officer to be the coordinator between the Company and Internal Auditor and Audit Committee.

The Audit Committee is in charge of reviewing the independence of the internal audit unit and endorsing the appointment, transfer and dismissal of the Company's internal auditor or any unit being responsible for the Company's internal audit activities. The Audit Committee reviewed the qualifications of ANS and Mr. Amornpong Nualwiwat and concluded that they possessed independence and qualifications that suitable for the position as Mr. Amornpong Nualwiwat had more than 10 years of internal audit experiences and completed the Certified Professional Internal Audit of Thailand Program. Qualifications of the Head of Internal Audit are as outlined in the section of Details about Head of Internal Audit in this Annual Report.

ANS audited Best Tech's internal control system from September – October 2014 at the head office, the Chachoengsao office and the Sattahip office. The audit covered 9 work processes, i.e., 1) the sale/bidding process 2) the project management process 3) the product design and development process 4) the procurement/employment process 5) the inventory management process 6) the accounting and finance process 7) the information technology management process 8) the fixed asset, tool and equipment management process and 9) the human resources management process. ANS issued a report on internal control audit which presented audit findings and recommendations about each of the audited processes. These suggestions have been modified accordingly by management.

In the following years, ANS has prepared an annual audit plan and perform a system audit include follow-up improvements in the part of the system that has been reviewed and commented on continuously.

In 2020, ANS audited Sales and Billing Information system, Human Resource Management Process, Cost Management System and Project Budget and Information Technology Management Processes. ANS operates in accordance with the audit plan established by considering risks that are critical to the business in accordance with the circumstances. ANS has issued an audit report and audit findings and provide suggestions on what should be improved in each process

report to the Audit Committee and the Board of Directors. The said audit report included a summary of internal control and risk management issues that the Company and subsidiaries should work on in order to ensure that the internal control system and the risk management are efficient, adequate and appropriate. In this regard, the management team has undertaken improvement actions on most of the issues included in the recommendations. The past internal audits found no indications of fraud or defects that may cause serious damage. The internal auditors and the Company's auditors do not have any significant issues regarding the Company's internal control system and risk management.



OPINIONS OF THE BOARD ON THE COMPANY'S INTERNAL CONTROL SYSTEM

The internal auditor has assessed the adequacy of the Group's internal control system. For the year 2020 by using data from the adequacy assessment form of the internal control system prepared when applying for a listing license in the stock exchange, as well as consider policies of relevant administrative and regulatory regulations and the overall opinion of the internal audit work of the year 2020 for Best Tech and Engineering Limited, the subsidiary that has the most major activities in the group. It is believed that this assessment can reflect the internal control of the Company.

Based on the assessment of the internal control system, internal auditor concluded that, in overall, the Group has an internal control system covering all 5 elements in accordance with the integrated internal control framework, namely control environment, risk assessment, control activities, information and communication, and monitoring activities. Build reasonable confidence that the risk management is at an acceptable level. Once the internal auditor detects a defect or control weaknesses and report to the management and the responsible unit, the management has urged to correct and improve within a timely manner. In addition, the Risk Management Division has continuously monitored duties and report improvement progress to the Audit Committee every quarter. In case that various business units encounter problems and obstacles in the operation, the management will use the Operation Meeting mechanism to jointly find a conclusion to solve the problem and follow up with the amendment in time.

The Audit Committee and the Board of Directors have considered and acknowledged the result of such assessment and have opinions in consistent with the opinion of the internal auditor and have concluded that the Company's internal control and risk management system were adequate and appropriate and that the Company ensures that there were adequate personnel to effectively implement the systems. The Company also has in place the internal control system that is adequate for the Company's supervision of its subsidiaries' operations to prevent against the abusive or unauthorized use of assets of the Company or its subsidiaries by directors or executives as well as for controlling transactions with persons having potential conflicts of interest and related parties.



MANAGEMENT OF CONFLICTS OF INTEREST

Business dealings generally involve multiple parties. To prevent transactions that may be in conflict with the best interest of the Company and its shareholders and to uphold the good corporate governance principles, the Board of Directors has established the policies governing the conflicts of interest of Company and its subsidiaries addressing

different aspects of our transactions. These policies are disclosed on the Company's website under the section of "Code of Conduct". The policy is related to each other as follows:

- 1) Policy in making connected transactions involving trade agreement done in similar manner a reasonable person would do to his counter-party in similar situation.
- 2) Policy in making new venture.
- 3) Policy in shareholding of companies that the Company and its subsidiaries have invested in.
- 4) Policy in lending to joint ventured company.
- 5) Policy in preparation of written documents.

9.2. RELATED-PARTY TRANSACTIONS

All transactions of related-party transactions of the Company and subsidiaries with entities/persons with potential conflicts of interest were done fairly according to market prices and in accordance with normal trade business. For the year ended 31 December 2020 are as summarized below:

1) Related-Party Transactions between the Company and Persons with Potential Conflicts of Interest

Mrs. Siripond Satawin ("Mrs. Siripond") is a shareholder of the Company. Her shareholding in the Company was equivalent to 30.48% of the Company's registered and paid-up capital (as of 31 December 2020).

Transaction	Transaction Size (MB)	Rationale and Reasonableness
Office Space Rental expenses	Rental fee according to the contract 2.90	The Company rented space of 1,942.25 SQ.M. of a commercial building for use as the Company's office, divided into office area of 948.25 SQ.M. and common area of 994 SQ.M. The rental office building is located at 593/3 Soi Ramkhamhaeng 39 (Thep Leela 1), Ramkhamhaeng Road, Wangthonglang, Bangkok, from Mrs. Siripond with the following rental rates as: Year 1 to year 3, 1 Jan.2018 – 31 Dec.2020, the rental rate of Baht 241,400 per month. Year 4 to year 6, Jan.2021 – 31 Dec. 2023, the rental rate of Baht 265,500 per month. <u>Audit Committee's Opinion</u> After due consideration, the Audit Committee opined that the transactions were reasonable and the rental rates were lower than those of other buildings in the same area.

2) Related-Party Transactions between Best Tech and Engineering Company Limited (“Best Tech”) and Persons with Potential Conflicts of Interest

Mrs. Siripond Satawin (“Mrs. Siripond”) is a shareholder of the Company and Best Tech. Her shareholding in the Company was equivalent to 30.48% of the Company’s registered and paid-up capital and 1 share of Best Tech’s registered and paid-up capital. (as of 30 December 2020)

Transaction	Transaction Size (MB)		Rationale and Reasonableness
Office Space Rental expenses	Rental fee according to the contract	2.25	The Company rented space of 2,294 SQ.M. of a commercial building for use as the Company’s office, divided into office area of 600 SQ.M. and common area of 994 SQ.M. and warehouse 700 SQ.M. The rental office building is located at 593/3 Soi Ramkhamhaeng 39 (Thep Leela 1), Ramkhamhaeng Road, Wangthonglang, Bangkok, from Mrs. Siripond with the following rental rates as: Year 1 to year 3, 1 Jan.2018 – 31 Dec.2020, the rental rate of Baht 187,900 per month. Year 4 to year 6, Jan.2021 – 31 Dec. 2023, the rental rate of Baht 206,700 per month. <u>Audit Committee’s Opinion</u> After due consideration, the Audit Committee opined that the transactions were reasonable and the rental rates were lower than those of other buildings in the same area.

☐ Approval Procedures for Related-Party Transactions

Previously, the Company operated as a limited company and thus did not establish procedures governing related-party transactions or an audit committee to review and render opinions on related-party transactions. However, the Company has thereafter defined measures and procedures governing the approval of related-party transactions and transactions with persons having potential conflicts of interest, according to which such transactions shall be escalated to the Audit Committee for opinions of the appropriateness of such transactions in view of the Company’s best interest. For related-party transactions that are beyond the Audit Committee’s fields of expertise, the Company will solicit opinions of independent experts or the Company’s auditor on such transactions to support the consideration or decision of the Audit Committee and/or the Board and/or the meeting of shareholders, as applicable.

Persons with potential conflicts of interest or related parties shall not have the right to vote on such transactions. Related-party transactions that have been executed are disclosed in the notes to the audited financial statements of the Company, the Annual Report and the Annual Filing (Form 56-1 One Report) of the Company.



Related-Party Transactions Policy and Outlook

1. Related-Party Transaction Policy

- 1) Directors and executives of the Company and subsidiaries must prepare reports on conflicts of interest of themselves and their related parties and submit such reports to the Company in order that the Company has information beneficial for its compliance with rules governing related-party transactions.
- 2) Related-party transactions that may give rise to conflicts of interest shall be avoided.
- 3) Where it is necessary to execute related-party transactions, all related-party transactions of the Company and subsidiaries must be escalated to the Audit Committee for opinion and subsequently to the Board or the meeting of shareholders (as applicable) for approval. Exception applies to related-party transactions which have normal commercial terms and are in accordance with the principles that have already been approved by the Board.
- 4) The Company's internal procedures governing related-party transactions and applicable rules prescribed by the Office of Securities and Exchange Commission and the Stock Exchange of Thailand shall be complied with.
- 5) The prices and conditions of related-party transactions shall be the same as those executed with third parties (arm's length basis) and must be fair, reasonable and in the Company's best interest. Where such benchmark is not available, the Company and subsidiaries shall refer to the prices of products and services of the same or similar terms and conditions of external parties.
- 6) Parties having conflicts of interest with related-party transactions shall not have the authority to approve or vote on such transactions.
- 7) The Company or subsidiaries may appoint an independent appraiser to evaluate and compare the prices of major related-party transactions to ensure that they are reasonable and in the Company's best interest.

2. Outlook of Related-Party Transactions with Persons having Potential Conflicts of Interest

Despite the Company's policy to avoid related-party transactions, the Company may have to continue to enter into related-party transactions with entities and/or persons having potential conflicts of interest in the future in the circumstances that related-party transactions are necessary and beneficial for the Company. The outlook of related-party transactions is as summarized below:

- 1) Short-term rental of assets, i.e., the rental of office building by the Company and Best Tech from a director, are likely to continue in the future.
- 2) Financial assistance:
 - 2.1) Loans from directors and loan guarantees by directors – The Company anticipates that these transactions will not occur in the future as the Company does not have a policy to borrow from its directors nor to seek guarantees from directors for the future loans of the Company or subsidiaries.

2.2) Advance payment by related entities or persons – The Company anticipates that these transactions will occur in the future as and when necessary for the business.

For future related-party transactions, the Company shall comply with the laws governing securities and exchange, Articles of Association, notifications, orders or related rules, including the rules governing related-party transactions and the acquisition and disposal of major assets of the Company. Such transactions shall not give rise to conflicts of interest and shall be conducted in the best interest of the Company and all shareholders.

Part III

Financial Statement

REPORT OF THE BOARD OF DIRECTORS' RESPONSIBILITY FOR FINANCIAL REPORTING

The Board of Directors attaches importance to its oversight duties and responsibilities and is responsible for the separate and consolidated financial statements of the Company and its subsidiaries. These financial statements were prepared in accordance with generally accepted accounting standards and the rules of the Securities and Exchange Commission. In addition, the Company selected accounting policies deemed appropriate for the Company. These financial statements were audited by an auditor being a certified public accountant in accordance with the generally accepted accounting standards and the auditor issued unqualified opinions on the financial statements of the Company and its subsidiaries.

The Board of Directors has assigned the Audit Committee, which is entirely comprised of independent directors, to oversee the internal control system and the risk management system and review the financial statements of the Company and its subsidiaries to ensure that the financial reports for 2020 of the Company and its subsidiaries are correctly prepared and adequately disclosed. The Audit Committee's opinions with regard to these matters are stated in the Audit Committee Report.

The Board of Directors is of the view that the Company's overall internal control system and risk management system of the Company and its subsidiaries are appropriate and adequate to provide reasonable assurance that the financial reports for 2020 of the Company and its subsidiaries are in accordance with the financial reporting standards and the applicable laws.



(Associate Professor Dr. Paiboon Sareewiwatthana)

Chairman of the Board of Directors

BT Wealth Industries Public Company Limited

and its subsidiaries

Report and consolidated financial statements

31 December 2020

Independent Auditor's Report

To the Shareholders of BT Wealth Industries Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of BT Wealth Industries Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2020, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of BT Wealth Industries Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of BT Wealth Industries Public Company Limited and its subsidiaries and of BT Wealth Industries Public Company Limited as at 31 December 2020, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

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

Key Audit Matters

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

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

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

Revenue from fabrication work

The Group has disclosed its policies on recognition of revenue from fabrication work, estimated cost of fabrication work and allowance for loss on fabrication work projects in Note 5.1 and Note 6 to the financial statements, respectively. I identified revenue recognition, cost recognition and estimation of possible losses from fabrication work to be areas of significant matter in the audit. This is because the amount of revenues and costs that the subsidiary recognises from fabrication work contracts in each period form a significant portion of the Group's total revenues and total costs. In addition, the process of measurement, the determination of appropriate timing of recognition, and the estimation of possible losses are areas requiring management to exercise significant judgement to assess the percentage of completion, the probability of loss, and the measurement of possible loss. These will affect amount and timing of the recognition of revenue, costs and provisions for fabrication work.

I examined recognition of revenue from fabrication work, costs of fabrication work and allowance for loss on fabrication work projects by assessing and testing the internal controls relevant to the recognition of revenue from fabrication work, and the estimation and revisions of project costs, by making enquiries of responsible executives, gaining an understanding of the controls, and selecting representative samples to test the operation of the controls designed by the subsidiary. In addition, I reviewed the approach and the underlying assumptions that the subsidiary applied in estimating the percentage of completion and cost of fabrication work throughout the project. I evaluated the estimation of possible losses by the management through a compare of the estimated project costs with revenue. I also tested the calculation of percentage of completion and reviewed the rationale for the conclusion reached by management as a result of comparison of the percentage of completion as evaluated by the engineers of the subsidiary and actual cost incurred. On a sampling basis, I examined supporting documents for the recognition of revenue and costs of fabrication work incurred.

Other Information

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

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

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

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

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- ☐ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ☐ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- ☐ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ☐ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- ☐ Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

I am responsible for the audit resulting in this independent auditor's report.



Manee Rattanabunnakit

Certified Public Accountant (Thailand) No. 5313

EY Office Limited

Bangkok: 23 February 2021

BT Wealth Industries Public Company Limited and its subsidiaries
Statement of financial position
As at 31 December 2020

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
Assets					
Current assets					
Cash and cash equivalents	8	97,599,966	30,316,779	42,229,135	393,103
Trade and other receivables	9	234,878,773	413,994,314	31,064,617	42,353,668
Contract assets	10				
Unbilled receivables		389,338,165	432,660,000	-	-
Retention receivables		36,974,965	60,589,088	-	-
Short-term loan to subsidiary	7	-	-	126,000,000	306,500,000
Inventories	11	244,419,074	273,286,559	-	-
Other current financial assets		1,341,820	6,741,838	-	-
Other current assets		43,623,643	25,989,292	1,811,084	2,388,325
Total current assets		1,048,176,406	1,243,577,870	201,104,836	351,635,096
Non-current assets					
Restricted bank deposits	12	9,880,865	9,148,079	-	-
Investments in subsidiaries	13	-	-	534,954,471	291,650,835
Investment properties	14	-	-	291,138,416	309,075,799
Property, plant and equipment	15	621,792,904	617,798,990	144,325,423	181,598,906
Right-of-use assets	16	43,123,916	-	26,502,022	-
Intangible assets		8,313,945	7,662,653	220	220
Deferred tax assets	23	8,045,668	7,613,268	1,296,990	1,998,025
Other non-current assets		44,978,822	34,989,455	1,045,890	4,748,216
Total non-current assets		736,136,120	677,212,445	999,263,432	789,072,001
Total assets		1,784,312,526	1,920,790,315	1,200,368,268	1,140,707,097

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

BT Wealth Industries Public Company Limited and its subsidiaries
Statement of financial position (continued)
As at 31 December 2020

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	<u>Note</u>	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans from financial institutions	17	306,131,037	381,025,979	-	-
Short-term loan from unrelated party	18	-	105,000,000	-	-
Trade and other payables	19	177,494,277	177,577,942	3,523,698	1,717,859
Contract liability	10				
Construction revenue received in advance		13,920,032	33,543,175	-	-
Current portion of lease liabilities	16	13,752,675	6,375,980	7,643,667	4,434,732
Income tax payable		68,165	73,241	-	-
Allowance for loss on fabrication work projects		1,479,876	21,003,756	-	-
Short-term provision		1,125,834	5,286,532	-	-
Other current financial liabilities		2,563,805	-	-	-
Other current liabilities		38,862,511	31,078,192	2,789,057	2,667,532
Total current liabilities		555,398,212	760,964,797	13,956,422	8,820,123
Non-current liabilities					
Lease liabilities, net of current portion	16	22,719,666	7,850,931	14,527,729	3,615,116
Provision for long-term employee benefits	20	39,049,185	32,910,585	10,166,741	9,350,366
Other non-current financial liabilities		4,227,723	-	-	-
Total non-current liabilities		65,996,574	40,761,516	24,694,470	12,965,482
Total liabilities		621,394,786	801,726,313	38,650,892	21,785,605

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

BT Wealth Industries Public Company Limited and its subsidiaries
Statement of financial position (continued)
As at 31 December 2020

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	<u>Note</u>	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Shareholders' equity					
Share capital					
Registered					
756,000,000 ordinary shares of Baht 0.50 each		378,000,000	378,000,000	378,000,000	378,000,000
Issued and fully paid-up					
756,000,000 ordinary shares of Baht 0.50 each		378,000,000	378,000,000	378,000,000	378,000,000
Shares premium		495,768,000	495,768,000	495,768,000	495,768,000
Retained earnings					
Appropriated - statutory reserve	21	41,500,000	39,000,000	33,500,000	31,000,000
Unappropriated		86,229,974	45,934,090	254,449,376	214,153,492
Other components of shareholders' equity		160,219,402	160,219,402	-	-
Equity attributable to owners of the Company		1,161,717,376	1,118,921,492	1,161,717,376	1,118,921,492
Equity attributable to non-controlling interests					
of the subsidiaries		1,200,364	142,510	-	-
Total shareholders' equity		1,162,917,740	1,119,064,002	1,161,717,376	1,118,921,492
Total liabilities and shareholders' equity		1,784,312,526	1,920,790,315	1,200,368,268	1,140,707,097

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

BT Wealth Industries Public Company Limited and its subsidiaries
Statement of comprehensive income
For the year ended 31 December 2020

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2020	2019	2020	2019
Revenues					
Revenues from fabrication work		1,437,060,190	1,409,011,285	-	-
Rental and service income		-	-	70,783,833	71,566,987
Other income		36,273,836	31,600,708	12,063,725	12,919,471
Total revenues		1,473,334,026	1,440,611,993	82,847,558	84,486,458
Expenses					
Cost of fabrication work		1,302,173,123	1,524,452,718	-	-
Cost of rental and services		-	-	43,708,481	53,343,723
Administrative expenses		94,833,576	97,565,568	30,020,904	31,839,718
Total expenses		1,397,006,699	1,622,018,286	73,729,385	85,183,441
Operating profit (loss)		76,327,327	(181,406,293)	9,118,173	(696,983)
Share of profit (loss) from investments in subsidiaries	13	-	-	29,268,240	(205,868,152)
Finance income		98,994	382,771	10,021,247	10,353,827
Finance cost		(29,980,186)	(15,523,177)	(1,123,140)	(564,067)
Profit (loss) before income tax expenses		46,446,135	(196,546,699)	47,284,520	(196,775,375)
Income tax expenses	23	(3,518,566)	(2,251,637)	(4,488,636)	(945,025)
Profit (loss) for the year		42,927,569	(198,798,336)	42,795,884	(197,720,400)
Other comprehensive income:					
Other comprehensive income not to be reclassified to profit or loss in subsequent periods					
Actuarial gain (loss) - net of income tax		-	(10,889,676)	-	708,938
Share of other comprehensive income of subsidiary	13	-	-	-	(11,598,614)
Other comprehensive income for the year		-	(10,889,676)	-	(10,889,676)
Total comprehensive income for the year		42,927,569	(209,688,012)	42,795,884	(208,610,076)

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

BT Wealth Industries Public Company Limited and its subsidiaries
Statement of comprehensive income (continued)

For the year ended 31 December 2020

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
<u>Note</u>	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Profit (loss) attributable to:				
Equity holders of the Company	42,795,884	(197,720,400)	42,795,884	(197,720,400)
Non-controlling interests of the subsidiaries	131,685	(1,077,936)		
	<u>42,927,569</u>	<u>(198,798,336)</u>		
Total comprehensive income attributable to:				
Equity holders of the Company	42,795,884	(208,610,076)	42,795,884	(208,610,076)
Non-controlling interests of the subsidiaries	131,685	(1,077,936)		
	<u>42,927,569</u>	<u>(209,688,012)</u>		
Earnings (loss) per share				
Basic earnings (loss) per share	24			
Profit (loss) attributable to equity holders of the Company	<u>0.06</u>	<u>(0.26)</u>	<u>0.06</u>	<u>(0.26)</u>

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

BT Wealth Industries Public Company Limited and its subsidiaries
Statement of changes in shareholders' equity

For the year ended 31 December 2020

	Consolidated financial statements							(Unit: Baht)
	Equity attributable to owners of the Company				Other component of shareholders' equity			
	Issued and paid-up share capital	Share premium	Retained earnings		Surplus on business combination under common control	Total equity attributable to owners of the Company	Non-controlling Interest of the subsidiaries	Total shareholders' equity
			Appropriated - statutory reserve	Unappropriated				
Balance as at 1 January 2019	378,000,000	495,768,000	39,000,000	269,663,920	160,219,402	1,342,651,322	1,220,446	1,343,871,768
Loss for the year	-	-	-	(197,720,400)	-	(197,720,400)	(1,077,936)	(198,798,336)
Other comprehensive income for the year	-	-	-	(10,889,676)	-	(10,889,676)	-	(10,889,676)
Total comprehensive income for the year	-	-	-	(208,610,076)	-	(208,610,076)	(1,077,936)	(209,688,012)
Dividend paid (Note 27)	-	-	-	(15,119,754)	-	(15,119,754)	-	(15,119,754)
Balance as at 31 December 2019	378,000,000	495,768,000	39,000,000	45,934,090	160,219,402	1,118,921,492	142,510	1,119,064,002
Balance as at 1 January 2020	378,000,000	495,768,000	39,000,000	45,934,090	160,219,402	1,118,921,492	142,510	1,119,064,002
Total comprehensive income for the year	-	-	-	42,795,884	-	42,795,884	131,685	42,927,569
Unappropriated retained earnings transferred to statutory reserve	-	-	2,500,000	(2,500,000)	-	-	-	-
Decrease in non-controlling interests of the subsidiary from dissolution of the subsidiary	-	-	-	-	-	-	(172,931)	(172,931)
Increase in non-controlling interests of the subsidiary from increase share capital of subsidiary	-	-	-	-	-	-	1,099,100	1,099,100
Balance as at 31 December 2020	378,000,000	495,768,000	41,500,000	86,229,974	160,219,402	1,161,717,376	1,200,364	1,162,917,740

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

BT Wealth Industries Public Company Limited and its subsidiaries
Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2020

(Unit: Baht)

	Separate financial statements				
	Issued and paid-up share capital	Share premium	Retained earnings		Total shareholders' equity
			Appropriated - statutory reserve	Unappropriated	
Balance as at 1 January 2019	378,000,000	495,768,000	31,000,000	437,883,322	1,342,651,322
Loss for the year	-	-	-	(197,720,400)	(197,720,400)
Other comprehensive income for the year	-	-	-	(10,889,676)	(10,889,676)
Total comprehensive income for the year	-	-	-	(208,610,076)	(208,610,076)
Dividend paid (Note 27)	-	-	-	(15,119,754)	(15,119,754)
Balance as at 31 December 2019	378,000,000	495,768,000	31,000,000	214,153,492	1,118,921,492
Balance as at 1 January 2020	378,000,000	495,768,000	31,000,000	214,153,492	1,118,921,492
Total comprehensive income for the year	-	-	-	42,795,884	42,795,884
Unappropriated retained earnings transferred					
to statutory reserve	-	-	2,500,000	(2,500,000)	-
Balance as at 31 December 2020	378,000,000	495,768,000	33,500,000	254,449,376	1,161,717,376

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

BT Wealth Industries Public Company Limited and its subsidiaries
Cash flow statement

For the year ended 31 December 2020

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Cash flows from operating activities				
Profit (loss) before tax	46,446,135	(196,546,699)	47,284,520	(196,775,375)
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	75,049,689	66,996,278	50,791,568	49,816,217
Impairment loss on financial assets	1,069,048	-	-	-
Reduction of inventories to net realisable value (reversal)	(236,680)	(524,239)	-	-
Write-off withholding tax refundable	1,360,279	907,692	1,324,311	907,692
Loss (gain) on sales of equipment	1,222,564	(508,578)	20,376	-
Loss on write-off of intangible assets	16,436	-	-	-
Share of (profit) loss from investments in subsidiaries	-	-	(29,268,240)	205,868,152
Loss from dissolution of the subsidiary	-	-	725	-
Provision for long-term employee benefits	6,718,860	9,002,906	816,375	3,100,110
Unrealised loss (gain) on exchanges	(2,395,111)	1,232,844	-	-
Gain on fair value adjustment of financial instruments	(1,341,820)	(6,741,838)	-	-
Allowance for loss on fabrication work projects	614,570	20,865,515	-	-
Short-term provision (reversal)	(3,993,052)	(5,368,309)	-	-
Finance income	(98,994)	(381,721)	(10,021,247)	(10,353,827)
Finance cost	21,862,741	11,362,984	1,117,272	533,216
Profit (loss) from operating activities before changes in operating assets and liabilities	146,294,665	(99,703,165)	62,065,660	53,096,185
Decrease (increase) in operating assets				
Trade and other receivables	179,035,110	(114,603,703)	7,153,312	(19,954,792)
Contract assets	65,866,910	(167,025,979)	-	-
Inventories	29,104,165	87,796,784	-	-
Other current assets	(6,624,525)	3,334,282	577,241	1,744,748
Other non-current assets	(6,538,388)	(1,040,595)	683,520	24,788
Increase (decrease) in operating liabilities				
Trade and other payables	(18,455)	(4,661,595)	1,805,839	(3,284,284)
Contract liability	(19,623,143)	3,893,480	-	-
Cash paid for short-term provision	(167,646)	(278,949)	-	-
Allowance for loss on fabrication work projects	(20,138,450)	(174,396)	-	-
Cash paid for long-term employee benefits	(580,260)	(540,960)	-	-
Other current liabilities	7,784,319	13,930,141	121,525	6,044
Cash flows from (used in) operating activities	374,394,302	(279,074,655)	72,407,097	31,632,689
Interest paid	(21,885,137)	(11,379,331)	(1,117,272)	(533,216)
Corporate income tax paid	(11,934,866)	(8,406,736)	(4,833,491)	(2,683,661)
Cash receipt from withholding tax refundable	3,169,473	2,962,378	2,740,385	2,962,378
Net cash flows from (used in) operating activities	343,743,772	(295,898,344)	69,196,719	31,378,190

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

BT Wealth Industries Public Company Limited and its subsidiaries
Cash flow statement (continued)

For the year ended 31 December 2020

	Consolidated financial statements		Separate financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Cash flows from investing activities				
Decrease (increase) in restricted bank deposits	(732,786)	2,507,341	-	40,076
Increase in investments in subsidiary	-	-	(218,900,900)	-
Proceeds from dissolution of the subsidiary	-	-	4,864,779	-
Decrease (increase) in short-term loan to subsidiary	-	-	180,500,000	(11,500,000)
Acquisition of building and equipment	(77,544,015)	(46,328,586)	(72,226)	(6,536,452)
Acquisition of intangible assets	(3,103,391)	(5,451,147)	-	-
Proceeds from sales of equipment	746,091	1,929,135	42,452	-
Interest received	118,066	384,596	14,156,986	5,988,258
Net cash flows used in investing activities	(80,516,035)	(46,958,661)	(19,408,909)	(12,008,118)
Cash flows from financing activities				
Increase (decrease) in short-term loans				
from financial institutions	(72,481,288)	248,710,705	-	-
Increase (decrease) in short-term loan				
from unrelated party	(105,000,000)	105,000,000	-	-
Payment of principal portion of lease liabilities	(18,176,559)	(10,560,850)	(7,951,778)	(9,116,352)
Payment of other financial liabilities	(1,212,872)	-	-	-
Dividend paid	-	(15,119,754)	-	(15,119,754)
Increase in non-controlling interests of the subsidiary	926,169	-	-	-
Net cash flows from (used in) financing activities	(195,944,550)	328,030,101	(7,951,778)	(24,236,106)
Net increase (decrease) in cash and cash equivalents	67,283,187	(14,826,904)	41,836,032	(4,866,034)
Cash and cash equivalents at beginning of the year	30,316,779	45,143,683	393,103	5,259,137
Cash and cash equivalents at end of the year	97,599,966	30,316,779	42,229,135	393,103
	-	-	-	-
Supplemental cash flow information				
Non-cash transactions				
Increase in lease liabilities	3,036,297	7,621,561	-	-
Increase in other financial liabilities	8,004,400	-	-	-

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

BT Wealth Industries Public Company Limited and its subsidiaries**Notes to consolidated financial statements****For the year ended 31 December 2020****1. General information****1.1 General information of the Company**

BT Wealth Industries Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is principally engaged in the rental of assets and its registered address is at 593/3 Soi Ramkhamhaeng 39 (Thep Leela 1), Ramkhamhaeng Road, Wangthonglang, Bangkok.

1.2 Coronavirus disease 2019 Pandemic

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

2. Basis of preparation

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

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

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

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of BT Wealth Industries Public Company Limited (“the Company”) and the following subsidiary companies (“the subsidiaries”).

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2020 (%)	2019 (%)
Best Tech & Engineering Limited	Steel fabrication work	Thailand	99.5	99.5
Best Tech Industries Limited	Steel fabrication work	Thailand	100.0	100.0
BT & OWL Solar 1 Limited	Dissolution and liquidation	Thailand	-	90.0
Global Clean Energy Limited	Dissolution and liquidation	Thailand	-	100.0

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) Material balances and transactions between the Group have been eliminated from the consolidated financial statements.
- f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

- 2.3 The separate financial statements present investments in subsidiaries under the equity method.

3. New financial reporting standards

a) New financial reporting standards that became effective in the current year

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

Financial reporting standards related to financial instruments

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

Financial reporting standards:

TFRS 7 Financial Instruments: Disclosures

TFRS 9 Financial Instruments

Accounting standard:

TAS 32 Financial Instruments: Presentation

Financial Reporting Standard Interpretations:

TFRIC 16 Hedges of a Net Investment in a Foreign Operation

TFRIC 19 Extinguishing Financial Liabilities with Equity Instruments

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

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

TFRS 16 Leases

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

Accounting by lessors under TFRS 16 is substantially unchanged from TAS 17. Lessors will continue to classify leases as either operating or finance leases.

The Group adopted these financial reporting standards using the modified retrospective method of initial adoption of which the comparative information was not restated.

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

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

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

The management of the Group has evaluated that these standards do not have any significant impact on the Group's financial statements in the year when they are adopted.

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

As described in Note 3 to the financial statements, during the current year, the Group has adopted financial reporting standards related to TFRS 16. The impacts from changes in accounting policy to the statement of financial position as at beginning of year 2020 due to the adoption of TFRS 16 is presented as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		
	31 December 2019	The impacts of TFRS 16	1 January 2020
Statement of financial position			
Assets			
Non-current assets			
Property, plant and equipment	617,799	(23,035)	594,764
Right-of-use assets	-	55,657	55,657
Total assets	<u>617,799</u>	<u>32,622</u>	<u>650,421</u>
Liabilities			
Current liabilities			
Current portion of lease liabilities	6,376	6,244	12,620
Non-current liabilities			
Lease liabilities, net of current portion	<u>7,851</u>	<u>26,378</u>	<u>34,229</u>
Total liabilities	<u>14,227</u>	<u>32,622</u>	<u>46,849</u>

(Unit: Thousand Baht)

	Separate financial statements		
	31 December	The impacts of	
	2019	TFRS 16	1 January 2020
Statement of financial position			
Assets			
Non-current assets			
Property, plant and equipment	181,599	(15,857)	165,742
Right-of-use assets	-	37,931	37,931
Total assets	<u>181,599</u>	<u>22,074</u>	<u>203,673</u>
Liabilities			
Current liabilities			
Current portion of lease liabilities	4,435	3,517	7,952
Non-current liabilities			
Lease liabilities, net of current portion	<u>3,615</u>	<u>18,557</u>	<u>22,172</u>
Total liabilities	<u>8,050</u>	<u>22,074</u>	<u>30,124</u>

4.1 Financial instruments

As at 1 January 2020, the Group has not designated any financial assets and financial liabilities at fair value through profit or loss except for derivative assets of a subsidiary which fair values is Baht 6.7 million.

4.2 Leases

Upon initial application of TFRS 16 the Group recognised lease liabilities previously classified as operating leases at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate at 1 January 2020. For leases previously classified as finance leases, the Group recognised the carrying amount of the right-of-use assets and lease liabilities based on the carrying amounts of the lease assets and lease liabilities immediately before the date of initial application of TFRS 16.

		(Unit: Thousand Baht)	
		Consolidated	Separate
		financial	financial
		statements	statements
Operating lease commitments as at 31 December 2019		53,182	28,940
Less: Short-term leases and leases of low-value assets		(20,198)	-
Add: Option to extend lease term		6,341	-
Add (less): Others		42	(3,818)
Less: Deferred interest expenses		(6,745)	(3,048)
Increase in lease liabilities due to TFRS 16 adoption		32,622	22,074
Liabilities under finance lease agreements as at	31		
December 2019		14,227	8,050
Lease liabilities as at 1 January 2020		46,849	30,124
Weighted average incremental borrowing rate (percent per annum)		4.5%	4.4%
Comprise of:			
Current lease liabilities		12,620	7,952
Non-current lease liabilities		34,229	22,172
		46,849	30,124

5. Significant accounting policies

5.1 Revenue and expense recognition

Revenues from fabrication work

The subsidiary has determined that its fabrication contracts generally have one performance obligation. The subsidiary recognises fabrication revenue over time where the stage of completion is measured using an output method, based on information provided by engineers or project manager.

The likelihood of contract variations, claims and liquidated damages, delays in delivery or contractual penalties is taken into account in determining the revenue to be recognised, such that revenue is only recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

When the value and stage of completion of the contract cannot be reasonably measured, revenue is recognised only to the extent of contract costs incurred that are expected to be recovered.

Sales of construction materials

Sales of construction materials are recognised at the point in time when control of goods is transferred to the customer, generally on delivery of the goods. Sales are measured at the amount of the consideration received or receivable, excluding value added tax, of goods supplied after deducting returns, discounts and allowances.

Rental and service income

Rental and service income are recognised over time when services have been rendered taking into account the stage of completion.

Interest income

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

Finance cost

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

5.2 Balances of contracts with customers*Contract assets*

A contract asset is the excess of cumulative revenue earned over the billings to date. Allowance for impairment loss is provided for the estimated losses that may be incurred in customer collection. Contract assets are transferred to receivables when the rights become unconditional (i.e. services are completed and delivered to the customer).

Contract liabilities

A contract liability is recognised when the billings to date exceed the cumulative revenue earned and the subsidiary has an obligation to transfer goods or services to a customer. Contract liabilities are recognised as revenue when the subsidiary fulfil its performance obligations under the contracts.

5.3 Cash and cash equivalents

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

5.4 Inventories

Raw materials, spare parts and factory supplies are valued at the lower of cost (under the weighted average method) and net realisable value and are charged to production costs whenever consumed.

5.5 Investments in subsidiaries

Investments in subsidiaries are accounted for in the separate financial statements using the equity method.

5.6 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of investment properties is calculated by reference to their costs on the straight-line basis over estimated useful lives of 20 years. Depreciation of the investment properties is included in determining income.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

5.7 Property, plant and equipment/Depreciation

Land is stated at cost. Buildings and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of plant and equipment is calculated by reference to their costs, on the straight-line basis over the following estimated useful lives:

Buildings and construction	-	5, 10, 20	years
Machinery, tools and construction equipment	-	5, 10	years
Furniture, fixtures and office equipment	-	5	years
Motor vehicles	-	5	years

Depreciation is included in determining income.

No depreciation is provided on land and assets under installation and construction.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

5.8 Intangible assets

Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

The intangible assets with finite useful lives are computer software with useful lives of 5 years.

5.9 Related party transactions

Related parties comprise individuals or enterprises that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associated companies, and individuals or enterprises which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors, and officers with authority in the planning and direction of the Company's operations.

5.10 Leases

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

The Group as a lessee

Accounting policies adopted since 1 January 2020

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

Right-of-use assets

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

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

Land and land improvement	-	3	years
Buildings and construction	-	2, 4, 8	years
Machinery and equipment	-	5, 10	years
Furniture, fixtures and office equipment	-	2	years
Motor vehicles	-	5	years

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

Lease liabilities

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

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

Short-term leases and leases of low-value assets

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

Accounting policies adopted before 1 January 2020

Leases of property, plant or equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in long-term payables, while the interest element is charged to profit or loss over the lease period. The assets acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease period.

Leases of property, plant or equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term.

The Group as a lessor

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee. Lease receivables from operating leases is recognised as income in profit or loss on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying assets and recognised as an expense over the lease term on the same basis as the lease income.

5.11 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

5.12 Impairment of non-financial assets

At the end of each reporting period, the Group performs impairment reviews in respect of the property, plant and equipment, right-of-use asset, investment properties and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in profit or loss.

5.13 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

Post-employment benefits

Defined contribution plans

The Group and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Group. The fund's assets are held in a separate trust fund and the Group's contributions are recognised as expenses when incurred.

Defined benefit plans

The Group has obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Group treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from defined benefit plans are recognised immediately in other comprehensive income.

Past service costs are recognised in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Group recognises restructuring-related costs.

5.14 Provisions

Provisions are recognised when the Group has present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Provision for losses on fabrication projects is made in the accounts in full when the possibility of loss is ascertained.

5.15 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Group recognises deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Group reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

5.16 Financial instruments

Accounting policies adopted since 1 January 2020

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

Classification and measurement of financial assets

Financial assets are classified, at initial recognition, as to be subsequently measured at amortised cost or fair value through profit or loss ("FVTPL"). The classification of financial assets at initial recognition is driven by the Group's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

Financial assets at amortised cost

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

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

Financial assets at FVTPL

Financial assets measured at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss. These financial assets include derivatives.

Classification and measurement of financial liabilities

Except for derivative liabilities, at initial recognition the Group’s financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. The EIR amortisation is included in finance costs in profit or loss.

Derecognition of financial instruments

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

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

Impairment of financial assets

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

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

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

Offsetting of financial instruments

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

*Accounting policies adopted before 1 January 2020***Trade accounts receivable**

Trade accounts receivable are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

5.17 Derivatives

The Group uses derivatives, such as forward currency contracts to hedge its foreign currency risks.

Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. The subsequent changes are recognised in profit or loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

5.18 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group applies a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measures fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Group determines whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

6. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Revenue from fabrication contract

The subsidiary recognises revenue from fabrication contracts over time taking into account the stage of completion. The management has exercised judgements in measuring the progress towards satisfaction of the performance obligation, with reference to information provided by the project engineers or project managers and relying on their expertise and past experience.

Estimated fabrication project costs

The subsidiary estimates costs of fabrication projects based on details of the fabrication work, taking into account the volume and value of construction materials to be used in the project, design cost, labor cost, subcontracting costs and other related 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.

Allowance for losses on fabrication work projects

Management applied judgement in estimating the loss they expect to be realised on each fabrication project, based on estimates of anticipated costs that take into account the progress of the project and actual costs incurred to date, together with fluctuations in costs of construction materials, labour and the current situation.

Deferred tax assets

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

7. Related party transactions

During the years, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company and related parties.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements		Pricing policy
	2020	2019	2020	2019	
<u>Transactions with subsidiaries</u>					
(eliminated from the consolidated financial statements)					
Revenue from rental assets	-	-	41.8	42.6	Mutual agreement
Service income	-	-	29.0	29.0	Contract price
Management income	-	-	12.0	12.0	Contract price
Purchase fixed assets	-	-	-	0.4	Mutual agreement
Interest income	-	-	10.0	10.3	3.25% to 4.25% per annum
<u>Transactions with management and directors</u>					
Office space rental expenses	5.2	5.4	2.9	3.0	Contract price
Revenue from sales of fixed assets	-	0.6	-	-	Mutual agreement

The balances of the accounts between the Company and those related parties are as follows:
(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
<u>Trade and other receivables - related party (Note 9)</u>				
Trade receivables - subsidiary	-	-	25,684	36,286
Other receivables - subsidiary	-	-	5,378	5,234
Total trade and other receivables - related party	-	-	31,062	41,520
<u>Other payables - related parties (Note 19)</u>				
Payable for purchases of assets - subsidiary	-	-	-	7
Accrued expenses - director	-	515	-	289
Total other payables - related parties	-	515	-	296
<u>Lease liabilities</u>				
Leases liabilities - director	15,915	-	8,949	-
Total lease liabilities - related parties	15,915	-	8,949	-

Short-term loan to subsidiary

As at 31 December 2020, the balance of short-term loan between the Group and the movement is as follows:
(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at 1 January 2020	Increase during the year	Decrease during the year	Balance as at 31 December 2020
Short-term loan to				
Best Tech & Engineering Limited	306,500	50,000	(230,500)	126,000

Directors and management's benefits

During the years ended 31 December 2020 and 2019, the Group had employee benefit expenses payable to their directors and management as below.

	(Unit: Thousand Baht)			
	Consolidated financial statements	financial statements	Separate financial statements	financial statements
	2020	2019	2020	2019
Short-term employee benefits	24,821	23,166	16,404	15,523
Post-employment benefits	1,200	872	753	475
Total	26,021	24,038	17,157	15,998

8. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Cash	117	5,695	3	4
Bank deposits	97,483	24,622	42,226	389
Total	97,600	30,317	42,229	393

As at 31 December 2020, bank deposits in saving accounts carried interests between 0.05% and 0.45% per annum (2019: between 0.22% and 0.85% per annum).

9. Trade and other receivables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
<u>Trade receivables - related party</u>				
Aged on the basis of due dates				
Not yet due	-	-	6,458	7,358
Past due				
Up to 3 months	-	-	19,226	22,215
3 - 6 months	-	-	-	5,778
Over 6 months	-	-	-	935
Total trade receivables - related party	-	-	25,684	36,286
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	207,153	382,727	-	-
Past due				
Up to 3 months	13,810	4,509	-	-
3 - 6 months	3,287	-	-	-
Total trade receivables - unrelated parties	224,250	387,236	-	-
Total trade receivables	224,250	387,236	25,684	36,286
<u>Other receivables</u>				
Other receivables and advances - related party	-	-	5,378	5,234
Other receivables and advances - unrelated parties	659	1,874	3	834
Revenue Department receivable	9,970	24,884	-	-
Total other receivables	10,629	26,758	5,381	6,068
Total trade and other receivables	234,879	413,994	31,065	42,354

10. Contract assets/Contract liability

10.1 Contract assets - unbilled receivables

As at 31 December 2020, the balance of unbilled receivables of Baht 389 million (2019: Baht 433 million) is expected to be billed within one year.

During the current year, the subsidiary recorded the allowance for expected credit losses of contract assets of Baht 1 million.

10.2 Revenue recognised in relation to contract balances

As at 31 December 2020, revenue recognised that was included in construction revenue received in advance at the beginning of the year aggregating to Baht 34 million (2019: Baht 30 million).

10.3 Revenue to be recognised for the remaining performance obligations

As at 31 December 2020, revenue totaling to Baht 1,050 million (2019: Baht 1,833 million) is expected to be recognised in the future in respect of performance obligations under contracts with customers that are unsatisfied (or partially unsatisfied). The subsidiary expects to satisfy these performance obligations within two years or less.

11. Inventories

(Unit: Thousand Baht)

	Consolidated financial statements					
	Cost		Reduce cost to net realisable		Inventories - net	
			value			
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Raw materials	243,491	272,708	(4,167)	(4,403)	239,324	268,305
Spare parts and factory supplies	5,095	4,982	-	-	5,095	4,982
Total	<u>248,586</u>	<u>277,690</u>	<u>(4,167)</u>	<u>(4,403)</u>	<u>244,419</u>	<u>273,287</u>

During the current year, the subsidiary reversed the write-down of cost of inventories by Baht 0.2 million (2019: Baht 0.5 million) and reduced the amount of inventories recognised as expenses.

12. Restricted bank deposits

Restricted bank deposits of the subsidiary consist of fixed deposits of Baht 5 million (2019: Baht 5 million) pledged with banks to secure credit facilities and guarantees granted by banks and bank deposits of Baht 5 million (2019: Baht 4 million) which guarantee received from employee.

13. Investments in subsidiaries

Details of investments in subsidiaries as presented in the separate financial statements are as follows:

(Unit: Thousand Baht)

Company's name	Paid-up capital		Shareholding percentage		Cost		Carrying amounts based on equity method	
	2020	2019	2020	2019	2020	2019	2020	2019
			(%)	(%)				
Best Tech & Engineering Ltd.	300,000	80,000	99.5	99.5	298,501	79,600	511,432	262,903
Best Tech Industries Ltd.	25,000	25,000	100.0	100.0	25,000	25,000	23,522	23,883
BT & OWL Solar 1 Ltd.	-	5,000	-	90.0	-	4,500	-	1,555
Global Clean Energy Ltd.	-	5,150	-	100.0	-	5,150	-	3,310
Total					323,501	114,250	534,954	291,651

Global Clean Energy Ltd. and BT & OWL Solar 1 Ltd. registered their dissolution with the Ministry of Commerce and liquidation on 21 February 2020 and 12 November 2020, respectively.

On 30 November 2020, Best Tech & Engineering Ltd. registered an increase in its issued and paid up share capital with the Ministry of Commerce by Baht 220 million (2,200,000 shares at a par value of Baht 100 each) from amounting to Baht 80 million (800,000 shares at a par value of Baht 100 each) to new registered share capital of Baht 300 million (3,000,000 shares at a par value of Baht 100 each).

The Company recognised its share of comprehensive income from investments in subsidiaries in the separate financial statements are as follows.

(Unit: Thousand Baht)

Company's name	Share of profit (loss) from investments in subsidiaries during the year		Share of other comprehensive income from investments in subsidiaries during the year	
	2020	2019	2020	2019
Best Tech & Engineering Limited	29,629	(204,979)	-	(11,599)
Best Tech Industries Limited	(361)	(403)	-	-
BT & OWL Solar 1 Limited	-	(312)	-	-
Global Clean Energy Limited	-	(174)	-	-
Total	29,268	(205,868)	-	(11,599)

No dividend received from the subsidiaries during the current year.

14. Investment properties

The net book value of investment properties in the separate financial statements as at 31 December 2020 and 2019 is presented below.

	(Unit: Thousand Baht)	
	Buildings for rent	
	2020	2019
Cost:		
1 January	357,333	357,533
31 December	357,533	357,533
Accumulated depreciation:		
1 January	48,458	30,569
Depreciation for the year	17,937	17,888
31 December	66,395	48,457
Net book value:		
Net book value as at beginning of year	309,076	326,964
Net book value as at end of year	291,138	309,076

As at 31 December 2020, the fair value of the investment properties is Baht 349 million (2019: Baht 349 million).

The fair value of the above investment properties has been determined based on valuation performed by an accredited independent valuer. The fair value of the buildings for rent has been determined using the income approach. Key assumptions used in the valuation include yield rate, inflation rate, long-term vacancy rate and long-term growth in real rental rates.

15. Property, plant and equipment

(Unit: Thousand Baht)

	Consolidated financial statements						
	Land		Buildings and construction	Machinery and equipment	Furniture, fixtures and office equipment	Motor vehicles	Assets under installation and construction
	Land	improvement					Total
Cost:							
1 January 2019	55,549	-	526,547	426,766	51,235	89,214	1,213,589
Additions	-	17,699	366	11,816	4,169	2,842	53,950
Disposals/write off	-	-	-	-	(101)	(3,578)	(5,307)
Transfer in (out)	-	14,584	3,401	27,229	-	-	(45,214)
31 December 2019	55,549	32,283	530,314	465,811	55,303	88,478	1,262,232
Adjustment of right-of-use assets due to TFRS 16 adoption	-	-	-	(23,300)	-	(22,388)	-
Transfer from right-of-use assets	-	-	-	1,161	-	21,250	-
Additions	-	-	300	27,200	4,711	1,294	52,043
Disposals/write off	-	-	-	(6,123)	(4,582)	(884)	(1,632)
Transfer in (out)	-	36,126	27,677	19,304	-	-	(83,107)
31 December 2020	55,549	68,409	558,291	484,053	55,432	87,750	1,311,282
Accumulated depreciation:							
1 January 2019	-	-	188,634	280,189	41,613	71,796	-
Depreciation for the year	-	735	23,440	26,261	4,703	9,321	-
Depreciation on disposals/ write off	-	-	-	-	(89)	(2,170)	-
31 December 2019	-	735	212,074	306,450	46,227	78,947	-
Adjustment of right-of-use assets due to TFRS 16 adoption	-	-	-	(6,441)	-	(16,212)	-
Transfer from right-of-use assets	-	-	-	907	-	16,629	-
Depreciation for the year	-	3,682	24,347	23,484	4,178	5,735	-
Depreciation on disposals/ write off	-	-	-	(5,841)	(4,528)	(884)	-
31 December 2020	-	4,417	236,421	318,559	45,877	84,215	-
Net book value:							
31 December 2019	55,549	31,548	318,240	159,361	9,076	9,531	34,494
31 December 2020	55,549	63,992	321,870	165,494	9,555	3,535	1,798
Depreciation for the year							
2019 (Baht 41 million included in cost of fabrication work, and the balance in administrative expenses)							64,460
2020 (Baht 56 million included in cost of fabrication work, and the balance in administrative expenses)							61,426

(Unit: Thousand Baht)

Separate financial statements						
	Land improvement	Building improvement	Machinery and equipment	Furniture, fixtures and office equipment	Motor vehicles	Assets under installation and construction Total
Cost:						
1 January 2019	-	9,189	267,597	8,039	40,263	382,236
Additions	-	226	1,789	-	-	6,537
Transfer in (out)	14,584	615	25,881	-	-	(41,080)
31 December 2019	14,584	10,030	295,267	8,039	40,263	388,773
Adjustment of right-of-use assets due to TFRS 16 adoption	-	-	(16,700)	-	(21,250)	(37,950)
Transfer from right-of-use assets	-	-	1,161	-	21,250	22,411
Additions	-	-	-	72	-	72
Disposals/write off	-	-	(3,889)	(54)	-	(3,943)
Transfer in (out)	15,732	2,694	2,144	-	-	(20,590)
31 December 2020	30,336	12,724	277,983	8,057	40,263	369,363
Accumulated depreciation:						
1 January 2019	-	2,754	139,647	5,435	27,526	175,362
Depreciation for the year	735	996	22,277	1,452	6,352	31,812
31 December 2019	735	3,750	161,924	6,887	33,878	207,174
Adjustment of right-of-use assets due to TFRS 16 adoption	-	-	(6,034)	-	(16,059)	(22,093)
Transfer from right-of-use assets	-	-	907	-	16,629	17,536
Depreciation for the year	2,400	1,165	16,954	897	4,885	26,301
Disposals/write off	-	-	(3,835)	(45)	-	(3,880)
31 December 2020	3,135	4,915	169,916	7,739	39,333	225,038
Net book value:						
31 December 2019	13,849	6,280	133,343	1,152	6,385	181,599
31 December 2020	27,201	7,809	108,067	318	930	144,325
Depreciation for the year						
2019 (Baht 27 million included in service cost, and the balance in administrative expenses)						31,812
2020 (Baht 23 million included in service cost, and the balance in administrative expenses)						26,301

As at 31 December 2020, certain items of plant and equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 506 million (2019: Baht 491 million) (The Company only: Baht 146 million, 2019: Baht 131 million).

The subsidiary has mortgaged its land and structures thereon with total net book value as at 31 December 2020 of Baht 81 million (2019: Baht 52 million) as collateral against credit facilities granted by bank.

16. Leases

The Group has lease contracts for various items of property, plant, and equipment used in its operations. Leases generally have lease terms between 3 - 10 years (The Company only: lease terms between 6 - 10 years).

a) Right-of-use assets

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

(Unit: Thousand Baht)

	Consolidated financial statements					Total
	Land and land improvement	Buildings and construction	Machinery and equipment	Furniture, fixtures and office equipment	Motor vehicles	
1 January 2020	10,673	20,276	16,859	1,673	6,176	55,657
Additions	-	-	-	-	3,529	3,529
Transfer out	-	-	(254)	-	(4,621)	(4,875)
Depreciation for the year	(1,423)	(5,069)	(2,428)	(837)	(1,430)	(11,187)
31 December 2020	9,250	15,207	14,177	836	3,654	43,124

(Unit: Thousand Baht)

	Separate financial statements				Total
	Land and land improvement	Buildings and construction	Machinery and equipment	Motor vehicles	
1 January 2020	10,673	11,401	10,666	5,191	37,931
Transfer out	-	-	(254)	(4,621)	(4,875)
Depreciation for the year	(1,423)	(2,851)	(1,710)	(570)	(6,554)
31 December 2020	9,250	8,550	8,702	-	26,502

b) Lease liabilities

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Lease payments	39,562	14,983	24,394	8,342
Less: Deferred interest expenses	(3,089)	(756)	(2,222)	(292)
Total	36,473	14,227	22,172	8,050
Less: Portion due within one year	(13,753)	(6,376)	(7,644)	(4,435)
Lease liabilities - net of current portion	22,720	7,851	14,528	3,615

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

(Unit: Thousand Baht)

	For the year ended 31 December 2020	
	Consolidated financial statements	Separate financial statements
Depreciation expense of right-of-use assets	11,187	6,554
Interest expense on lease liabilities	1,881	1,117
Expense relating to short-term leases	32,058	-
Expense relating to variable lease payments	1,434	-

d) Others

The Group had total cash outflows for leases for the year ended 31 December 2020 of Baht 54 million, including the cash outflow related to short-term lease, leases of low-value assets and variable lease payments that do not depend on an index or a rate. Moreover, the Group had non-cash additions to right-of-use assets and lease liabilities of Baht 3 million.

17. Short-term loans from financial institutions

(Unit: Thousand Baht)

	Consolidated financial statements	
	<u>2020</u>	<u>2019</u>
Trust receipt payable	143,045	121,026
Short-term loan from bank	163,086	260,000
Total	<u>306,131</u>	<u>381,026</u>

Short-term loans from financial institutions are bearing interest at market rate and secured by the pledge of the subsidiary's fixed account deposit, the mortgage of the subsidiary's land and structures thereon, and guaranteed by the Company and a director of the Group.

18. Short-term loan from unrelated party

As at 31 December 2019, short-term loan from a local company amounting to Baht 105 million was bearing interest at 8% per annum and no collateral. The loan was fully repayment in year 2020.

19. Trade and other payables

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Trade payables - unrelated parties	131,261	156,789	-	-
Payables for purchase of assets	-	-	-	-
unrelated parties	4,045	660	-	660
Payable for purchase of assets	-	-	-	-
- related parties	-	-	-	7
Other payables - unrelated parties	7,638	3,024	3,248	48
Accrued expenses - unrelated parties	34,550	16,590	276	714
Accrued expenses - related parties	-	515	-	289
Total trade and other payables	<u>177,494</u>	<u>177,578</u>	<u>3,524</u>	<u>1,718</u>

20. Provision for long-term employee benefits

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

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Provision for long-term employee benefits at beginning of year	32,910	10,837	9,350	7,136
Included in profit or loss:				
Current service cost	6,248	3,862	703	714
Interest cost	471	624	114	191
Past service costs	-	4,517	-	2,196
Included in other comprehensive income:				
Actuarial (gain) loss arising from				
Demographic assumptions changes	-	2,437	-	344
Financial assumptions changes	-	11,952	-	104
Experience adjustments	-	(777)	-	(1,335)
Benefits paid during the year	(580)	(541)	-	-
Provision for long-term employee benefits at end of year	<u>39,049</u>	<u>32,911</u>	<u>10,167</u>	<u>9,350</u>

The subsidiary expects to pay Baht 7.3 million (2019: 1.6 million) of long-term employee benefits during the next year (The Company only: none).

As at 31 December 2020, the weighted average duration of the long-term employee benefit liabilities is 11 years (The Company only: 11 years) (2019: 11 years, The Company only: 11 years).

Significant actuarial assumptions are summarised below:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	(% per annum)	(% per annum)	(% per annum)	(% per annum)
Discount rate	1.62	1.62	1.62	1.62
Salary increase rate	3.00 - 7.00	3.00 - 7.00	3.00 - 7.00	3.00 - 7.00
Turnover rate	0 - 50	0 - 50	0 - 50	0 - 50

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

(Unit: Thousand Baht)

As at 31 December 2020					
	% per annum	Consolidated financial statements		Separate financial statements	
		Increase	Decrease	Increase	Decrease
Discount rate	1.0	(2,523)	2,857	(213)	223
Salary increase rate	1.0	3,167	(2,846)	317	(308)
Turnover rate	20.0	(3,094)	3,999	(15)	17

(Unit: Thousand Baht)

As at 31 December 2019					
	% per annum	Consolidated financial statements		Separate financial statements	
		Increase	Decrease	Increase	Decrease
Discount rate	1.0	(2,387)	2,710	(279)	293
Salary increase rate	1.0	2,632	(2,368)	285	(277)
Turnover rate	20.0	(2,556)	3,295	(9)	10

21. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5% of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of the registered capital. The statutory reserve is not available for dividend distribution.

According to the Thai Civil and Commercial Code, the subsidiaries are required to set aside to a statutory reserve an amount equal to at least 5% of its net profit each time the subsidiaries pay out a dividend, until such reserve reaches 10% of its registered share capital. The statutory reserve cannot be used for dividend payment.

22. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Salaries, wages and other employee benefits	308,696	293,235	18,738	19,773
Depreciation and amortisation	75,090	66,996	50,792	49,816
Construction materials and subcontractors	889,350	1,126,092	-	-
Changes in inventories of raw materials and supplies	(29,104)	88,380	-	-

23. Income tax

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

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Current income tax:				
Current income tax charge	3,951	1,784	3,788	1,629
Deferred tax:				
Relating to origination and reversal of				
Temporary differences	(432)	468	701	(684)
Income tax expenses reported in				
profit or loss	<u>3,519</u>	<u>2,252</u>	<u>4,489</u>	<u>945</u>

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

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Deferred tax on actuarial loss (gain)	-	2,723	-	(176)
	-	2,723	-	(176)

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

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Accounting profit (loss) before tax	46,446	(196,547)	47,285	(196,775)
Applicable tax rate	20%	20%	20%	20%
Accounting profit (loss) before tax multiplied by				
income tax rate	9,289	(39,309)	9,457	(39,355)
Deferred tax assets which have not been recognised				
during the year	-	40,388	-	-
Previously unrecognised deferred tax assets on unused				
tax loss	(6,413)	(365)	-	(359)
Share of (profit) loss from investments in subsidiaries	-	-	(5,854)	41,174
Effects of elimination entries on the consolidated				
financial statements	(482)	(326)	-	-
Effects of:				
Non-deductible expenses	483	544	409	352
Additional expense deductions allowed	(873)	(867)	(873)	(867)
Others	1,515	2,187	1,350	-
Total	1,125	1,864	886	(515)
Income tax expenses reported in profit or loss	3,519	2,252	4,489	945

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

(Unit: Thousand Baht)

	Statements of financial position			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Deferred tax assets				
Allowance for diminution in value of inventories	833	881	-	-
Provision for long-term employee benefits	7,810	6,582	2,033	1,870
Short-term provision	190	-	-	-
Other	361	150	151	128
Total	9,194	7,613	2,184	1,998
Deferred tax liabilities				
Leases	1,148	-	887	-
Total	1,148	-	887	-
Deferred tax assets - net	8,046	7,613	1,297	1,998

As at 31 December 2020, the subsidiary has unused tax losses totaling Baht 194.7 million (2019: Baht 227.5 million), on which deferred tax assets have not been recognised as the subsidiary believes future taxable profits may not be sufficient to allow utilisation of the unused tax losses.

The unused tax losses of the subsidiary amounting to Baht 194.7 million will expire by 2024.

24. Earnings (Loss) per share

Basic earnings (loss) per share is calculated by dividing profit (loss) for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

25. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance. The chief operating decision maker has been identified as executive committee.

The Group is principally engaged in the fabrication work for construction and industrial segment. Its operations are carried on only in Thailand. Segment performance is measured based on operating profit or loss, on a basis consistent with that used to measure operating profit or loss in the financial statements. As a result, all of the revenues, operating profits and assets as reflected in these financial statements pertain exclusively to the aforementioned reportable operating segment and geographical area.

Geographic information

The Group operates in Thailand only. As a result, all of the revenues and assets as reflected in these financial statements pertain exclusively to this geographical reportable segment.

Major customers

For the year 2020, the subsidiary has revenues from three major customers in amount of Baht 852 million (2019: four major customers of Baht 824 million), arising from fabrication work for construction and industrial purpose.

26. Provident fund

The Group and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees, the Group contribute to the fund monthly at rates of 3% and 5% of basic salary. The fund, which is managed by TISCO Asset Management Company Limited, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2020 amounting to approximately Baht 3.7 million (2019: Baht 4.4 million) were recognised as expenses (The Company only: Baht 0.5 million, 2019: Baht 0.5 million).

27. Dividend paid

Dividends	Approved by	Total dividends (Thousand Baht)	Dividend per share (Baht)
Final dividends for 2018	Annual General Meeting of the shareholders on 3 April 2019	15,120	0.02

28. Commitments and contingent liabilities

28.1 Capital commitments

- As at 31 December 2020, the subsidiary had capital commitments of Baht 11 million (2019: Baht 4 million) relating to the acquisition of machinery and equipment.
- As at 31 December 2020, the Company had capital commitment amounting to Baht 75 million (2019: Baht 75 million) in respect of the uncalled portion of investment in the subsidiary.

28.2 Bank guarantees

- As at 31 December 2020, the Company has guaranteed bank credit facilities of its subsidiary amounting to USD 5 million and Baht 1,546 million (2019: USD 4 million and Baht 1,536 million).

- b) As at 31 December 2020, there were outstanding bank guarantees of USD 4 million and Baht 450 million (2019: USD 6 million and Baht 392 million) issued by banks on behalf of the subsidiary to guarantee purchase of goods, electricity use, among others.
- c) As at 31 December 2020, the subsidiary has outstanding letters of credit of Baht 21 million (2019: USD 1 million and Baht 4 million).

29. Fair value hierarchy

As at 31 December 2020 and 2019, the subsidiary had the assets that were measured at fair value using different levels of inputs as follows:

(Unit: Thousand Baht)

	Consolidated financial statements							
	As at 31 December 2020				As at 31 December 2019			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value								
Foreign currency forward contracts	-	1,342	-	1,342	-	6,742	-	6,742

(Unit: Thousand Baht)

	Separated financial statements							
	As at 31 December 2020				As at 31 December 2019			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets for which fair value are disclosed								
Investment properties	-	-	291	291	-	-	309	309

30. Financial instruments

30.1 Derivatives not designated as hedging instruments

(Unit: Thousand Baht)

	Consolidated financial statements	
	2020	2019
Derivative assets not designated as hedging instruments		
Foreign exchange forward contracts	1,342	6,742
Total derivative assets	<u>1,342</u>	<u>6,742</u>

The subsidiary uses foreign exchange forward contracts to manage some of its transaction exposures. The contracts are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally from 1 to 12 months.

30.2 Financial risk management and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade accounts receivables, loan to, and short-term loans. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Group is exposed to credit risk primarily with respect to trade accounts receivables, loans, deposits with banks and financial institutions and other financial instruments. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

Trade receivables and contract assets

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade receivables and contract assets are regularly monitored.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for each customer. The calculation reflects the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Financial instruments and cash deposits

The Group manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Group's Executive Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

The credit risk on debt instruments and derivatives is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Market risk

There are three types of market risk comprising material price risk, foreign currency risk and interest rate risk.

Material price risk

The subsidiary has risk of price fluctuation of steel which is major raw material. The subsidiary enters into steel purchase agreement with suppliers according to the total demand of each project as soon as the service agreement with a customer has been made to mitigate the price risk of steel.

Foreign currency risk

The subsidiary's exposure to foreign currency risk relates primarily to its trading and expense transactions that are denominated in foreign currencies. The subsidiary manage foreign currency risk by ensuring that the contractual prices agreed with its customer can, to certain extent, accommodate the currency rate changes. In addition, the subsidiary has a policy to regularly execute forward transactions when appropriate to alleviate the potential impact of foreign exchange rate fluctuation on the subsidiary's performance.

The balances of financial assets and liabilities denominated in foreign currency is summarised below.

Foreign currency	Financial assets		Financial liabilities		Average exchange rate	
	as at 31 December		as at 31 December		as at 31 December	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
USD	1	6	2	-	29.9909	30.1084

The following tables demonstrate the sensitivity of the Group's profit before tax to a reasonably possible change in US dollar exchange rates, with all other variables held constant.

Currency	Change in FX rate	Effect on profit before tax
	(%)	(Million Baht)
US dollar	+5.0	(2.5)
	- 5.0	2.4

Interest rate risk

The subsidiary's exposure to interest rate risk relates primarily to short-term loans. Most of the subsidiary's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate. The subsidiary manages its interest rate risk by using borrowings mostly as fixed rates loans and therefore believes that the impact to the Group's profit before tax from interest rate risk is immaterial.

Liquidity risk

The Group manages its liquidity risk by maintaining a level of cash and cash equivalents as well as management of current assets and current liabilities and sources of fund as deemed adequate to finance the operations of the Group.

30.3 Fair values of financial instruments

Since the majority of the Group's financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

31. Capital management

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2020, the Group's debt-to-equity ratio was 0.53:1 (2019: 0.72:1) and the Company's was 0.03:1 (2019: 0.02:1).

32. Events after the reposting period

On 23 February 2021, the Company's Board of Directors Meeting passed the resolution to approve to pay a dividend of Baht 0.02 per share, or a total of Baht 15.12 million, to the shareholders in respect of the profit for the year ended 31 December 2020. The above resolution will be proposed to the Annual General Meeting of shareholders for approval.

33. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 23 February 2021.

Attachment

ATTACHMENT 1 DETAILS OF DIRECTORS, EXECUTIVES, PERSONS WITH CONTROLLING INTEREST AND COMPANY SECRETARY AS OF 31 DECEMBER 2020

NAME: ASSOCIATE PROFESSOR DR. PAIBOON SAREEWIWATTHANA **AGE:** 66 YEARS

Date appointed 13 August 2014

Position Chairman of the Board / Independent Director

Education

- | | |
|--|---|
| ☐ Ph.D. Business Administration | University of Mississippi U.S.A. |
| ☐ Master in Business Administration with Honors | National Institute of Development Administration (NIDA) |
| ☐ Bachelor of Engineering | Chulalongkorn University |

Training

- | | |
|---|---|
| ☐ Director Certification Program (DCP) in 2011 | Thai Institute of Directors Association (IOD) |
| ☐ The Role of Chairman (RCM) in 2014 | Thai Institute of Directors Association (IOD) |

Shareholding in the Company (%) –

Family relationship between directors and executives –

Number of companies holding director position	Listed Company	3 companies
	General Company	3 companies

Experiences

2014 – Present	Chairman of the Board / Independent Director	BT Wealth Industries Public Company Limited
June 2019 – Present	Chairman of the Board	Biodegradable Packaging for Environment Co., Ltd.
Aug.2016 – Present	Chairman of the Board	Chic Republic Company Limited
2012 – Present	Chairman of the Board	UAC Global Public Company Limited
2012 – Present	Chairman of the Board	Union Auction Public Company Limited
2005 – Present	Arbitrator	Securities and Exchange Commission, Thailand
1988 – Present	Director	B R C S Company Limited
1984 – Present	Associate Professor Level 9	National Institute of Development Administration (NIDA)
2014 – Feb.2019	Chairman of Risk Management Committee	BT Wealth Industries Public Company Limited
2013 – Jan.2019	Chairman of the Board	Thai Packaging Industry Public Company Limited
1993 – 2017	Director	B & P Services Company Limited

NAME: MR. SARAWUT CHARUCHINDA

AGE: 62 YEARS

Date appointed 1 October 2016

Position Chairman of Audit Committee / Chairman of Risk Management Committee / Member of
Nomination & Remuneration and Good Governance Committee / Independent Director

Education

- ☐ Master of Business Administration in Finance University of Mississippi U.S.A.
- ☐ Bachelor of Accountancy with Second-Class Honors Chulalongkorn University

Training

- ☐ Advanced Audit Committee Program (AACP) in 2015 Thai Institute of Directors Association (IOD)
- ☐ Directors Certificate Program (DCP) in 2000 Thai Institute of Directors Association (IOD)

Shareholding in the Company (%)

–

Family relationship between directors and executives

–

Number of companies holding director position

Listed Company 2 companies
General Company 2 companies

Experiences

2016 – Present	Independent Director / Chairman of Audit Committee / Member of Nomination & Remuneration and Good Governance Committee	BT Wealth Industries Public Company Limited
Mar.2019 – Present	Chairman of the Board	BT Wealth Industries Public Company Limited
2018 – Present	Chairman of the Board	Union Auction Public Company Limited
2018 – Present	Chairman of the Board	Assetwise Company Limited
2016 – Present	Chairman of the Board	Chic Republic Company Limited
2013 – Jan.2019	Arbitrator	Thai Packaging Industry Public Company Limited
2012 – 2017	Director	Union Auction Public Company Limited
2012 – 2017	Associate Professor Level 9	Kiatnakin Bank Public Company Limited

NAME: MR. SAKDA HANBUNTRONG

AGE: 66 YEARS

Date appointed 13 August 2014

Position Chairman of Nomination & Remuneration and Good Governance Committee /
Member of Audit Committee / Independent Director

Education

- | | |
|--|--------------------------|
| ☐ Master of Arts (Business Law) | Chulalongkorn University |
| ☐ Bachelor of Laws | Chulalongkorn University |

Training

- | | |
|---|---|
| ☐ Director Accreditation Program (DAP) in 2014 | Thai Institute of Directors Association (IOD) |
|---|---|

Shareholding in the Company (%) –

Family relationship between directors and executives –

Number of companies holding director position	Listed Company	1 company
	General Company	1 company

Experiences

2014 – Present	Independent Director / Member of Audit Committee / Chairman of Nomination & Remuneration and Good Governance Committee	BT Wealth Industries Public Company Limited
2013 – Present	Director	Mode Thai Company Limited

NAME: MR. SUVIT MANOMAIYANON

AGE: 66 YEARS

Date appointed 13 August 2014

Position Chairman of Nomination & Remuneration and Good Governance Committee /
Member of Audit Committee / Independent Director

Education
☐ Bachelor of Business Administration Sukhothai Thammathirat University

Training
☐ Director Accreditation Program (DAP) in 2008 Thai Institute of Directors Association (IOD)

☐ Finance for Non-Finance Director (FN) in 2007 Thai Institute of Directors Association (IOD)

☐ Understanding the Fundamental of Financial Statements
(UFS) in 2007 Thai Institute of Directors Association (IOD)

Shareholding in the Company (%)

–

Family relationship between directors and executives

–

Number of companies holding director position

Listed Company 1 company

General Company 1 company

Experiences

2014 – Present Independent Director / Member of Audit Committee / Member of Nomination & Remuneration and Good Governance Committee BT Wealth Industries Public Company Limited

2011 Director / Senior Vice President / General Manager of Sales & Investor Relation Division Toyo–Thai Corporation Public Company Limited

NAME: MS. JONGKOLNEE TANSUVAN

AGE: 56 YEARS

Date appointed 18 December 2019

Position Member of Nomination & Remuneration and Good Governance Committee /
Member of Risk Management Committee / Independent Director

Education

- | | |
|---|----------------------|
| ☐ Master Degree in Accounting | Thammasat University |
| ☐ Bachelor in Accounting | Thammasat University |
| ☐ High Certificate of Accounting Audit | Thammasat University |

Training

- | | |
|---|---|
| ☐ Director Accreditation Program (DAP) in 2005 | Thai Institute of Directors Association (IOD) |
|---|---|

Shareholding in the Company (%) –

Family relationship between directors and executives –

Number of companies holding director position	Listed Company	1 company
	General Company	– company

Experiences

Dec.2019 – Present	Independent Director / Member of Risk Management Committee / Member of Nomination & Remuneration and Good Governance Committee	BT Wealth Industries Public Company Limited
Mar.2019 – Present	Advisor	TRC Construction Public Company Limited
Jan.2016 – Feb.2019	Acting Vice President Finance & Admin. Division	ASEAN Potash Chaiyaphum Public Company Limited
Oct.2014 – Dec.2015	Acting Vice President Finance & Admin. Division	
Nov.1993 – Mar.2014	Deputy Managing Director / Director / Finance and Accounting Manager	Thai Rotary Engineering Public Company Limited
May.1991 – Oct.1993	Finance and Accounting Manager	KSS Engineering Company Limited
May.1987 – Apr.1991	Auditor	SGV ARTHUR ANDERSEN & Co, S.C.

NAME: MR. CHOTIC RUSSAMITINAKORNKUL

AGE: 59 YEARS

Date appointed 23 July 2012

Position Authorized Director / Chairman of Executive Director / Member of Risk Management Committee / Chief Executive Officer

Education
☐ Bachelor of Engineering Chulalongkorn University

Training
☐ Director Accreditation Program (DAP) in 2014 Thai Institute of Directors Association (IOD)

Shareholding in the Company (%) 24.99

Family relationship between directors and executives –

Number of companies holding director position
Listed Company 1 company
General Company 4 companies

Experiences

2012 – Present	Authorized Director / Chairman of Executive Director / Member of Risk Management Committee / Chief Executive Officer	BT Wealth Industries Public Company Limited
1987 – Present	Authorized Director / Managing Director	Best Tech & Engineering Limited
SEP.2018–Present	(Acting) Deputy Director Research & Development Division	Best Tech & Engineering Limited
2015 – Present	Director	BT Metal Limited
2015 – Present	Director	Best Tech Industries Limited
2015 – Present	Director	Global Industrial Asset Limited
2015 – 2019	Director	Global Clean Energy Company Limited
2015 – 2019	Director	BT & Owl Solar 1 Limited
1987 – Aug.2018	(Acting) Deputy Director–Sales and Marketing Division (Acting) Deputy Director–Operations Division– Sattahip	Best Tech & Engineering Limited

NAME: MRS. CHUTIMA KATIKAWONG

AGE: 59 YEARS

Date appointed 1 May 2015

Position Authorized Director / Executive Director / Vice President–Office of Management

Education
☐ Bachelor of Political Science Ramkhamhaeng University

Training
☐ Director Accreditation Program (DAP) in 2017 Thai Institute of Directors Association (IOD)

Shareholding in the Company (%)

–

Family relationship between directors and executives

–

Number of companies holding director position

Listed Company 1 company

General Company 2 companies

Experiences

Nov.2018 – Present	Authorized Director / Executive Director	BT Wealth Industries Public Company Limited
2015 – Present	Vice President Office of Management	BT Wealth Industries Public Company Limited
Nov.2018 – Present	Authorized Director	Best Tech & Engineering Limited
1991 – Present	Deputy Director Operations Division –Head Office	Best Tech & Engineering Limited
2015 – Present	Director	Best Tech Industries Limited
Mar.2018–Dec.2019	Director	Global Clean Energy Company Limited

NAME: MR. SESTHA WAIYAWUTPINYO

AGE: 56 YEARS

Date appointed 6 January 2017

Position Vice President Business Development Division

Education
☐ Bachelor of Science – Chemistry Srinakharinwirot University

Training
☐ Director Accreditation Program (DAP) in 2017 Thai Institute of Directors Association (IOD)

Shareholding in the Company (%)

–

Family relationship between directors and executives

–

Number of companies holding director position

Listed Company – company

General Company – company

Experiences

2015 – Present	Vice President Business Development Division	BT Wealth Industries Public Company Limited
2017 – Feb.2018	Authorized Director / Executive Director / Member of Risk Management Committee	BT Wealth Industries Public Company Limited
Apr.2017 – Feb.2018	Authorized Director	Best Tech & Engineering Limited
2015 – Feb.2018	Deputy Director Operations Division –Head Office	Global Clean Energy Company Limited
1989 – 2015	Manager – Sales Division	Best Tech & Engineering Limited

NAME: MR. PIYA SUKSRI

AGE: 51 YEARS

Date appointed 1 March 2020

Position Chief Financial Officer

Education

- | | |
|--|---|
| ☐ Master of Business Administration General Administration
(English Program) | Institute of International Studies
Ramkhamhaeng University |
| ☐ Bachelor of Business Administration – Major in Accounting | Ramkhamhaeng University |

Training

- | | |
|---|---|
| ☐ Director Accreditation Program (DAP) (class 178/2020) | Thai Institute of Directors (IOD) |
| ☐ e-learning CFO's Orientation Course (Thai Version) | Thailand Securities Institute
The Stock Exchange of Thailand |
| ☐ Company Secretary Program (Class 91/2018) | Thai Institute of Directors |
| ☐ Executive Development Program "EDP" (Class of Year 2016) | Thai Listed Companies Association (TLCA) |
| ☐ Executive Coaching Program | M.I.S.S. Consult |
| ☐ CFO Certification Program (Class 2008) | Federation of Accounting Professions |

Shareholding in the Company (%)

–

Family relationship between directors and executives

–

Number of companies holding director position

Listed Company	– company
General Company	1 company

Experiences

Dec.2020 – Present	Authorized Director	Best Tech & Engineering Limited
Mar.2020 – Present	Chief Financial Officer	BT Wealth Industries Public Company Limited
Mar.2020 – Present	Deputy Director Finance & Accounting Division	Best Tech & Engineering Limited
Dec.2018 – Jan.2020	Head of Accounting & Finance	Inception Technology Co., Ltd.
Dec.2017 – Oct.2018	Chief Financial Officer	Thai Packaging Industry Public Company Limited
Mar.2017 – Nov.2017	Vice President of Accounting	Bangkok Ranch Public Company Limited
July 2012 – Aug.2016	Management Accounting Director	Minor Global Solutions Ltd
May 2007 – Dec.2011	Assistant Financial Controller	Global Architectural Co., Ltd
Nov.2006 – Mar.2007	Chief Accountant & Controlling	Valeo Siam Thermal Systems Co., Ltd.
Jan.1999 – Nov.2006	Senior Consultant	Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd.
Aug.1994 – Dec.1998	Senior Auditor	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Mar.1994 – July 1994	Accountant	Sansiri Public Company Limited

NAME: MS. PORNPIMOL BUTHBUREE

AGE: 42 YEARS

Date appointed 17 June 2019

Position Assistant Vice President Finance & Accounting Division – Finance

Education

- ☐ Master of Business Administration (Management) Rajamangala University of Technology Rattanakosin
Borpitpimuk Chakkawad Campus
- ☐ Bachelor of Business Administration (Accounting) Rajamangala University of Technology Rattanakosin
Borpitpimuk Chakkawad Campus

Shareholding in the Company (%)

–

Family relationship between directors and executives

–

Experiences

June 2019 – Present	Assistant Vice President – Finance & Accounting Division – Finance	BT Wealth Industries Public Company Limited
2018 – 2019	Finance Manager	The Klinique Medical Clinique Public Company Limited
2014 – 2017	Finance Manager	Bliss–Tel Public Company Limited
2013 – 2014	Export Document Division Manager	Seafresh Industry Public Company Limited
2004 – 2013	Corporate Finance Manager	Unique Mining Services Public Company Limited

NAME: MRS. WORAWAN VIRIYA

AGE: 54 YEARS

Date appointed 23 February 2017

Position Company Secretary

Education

- | | |
|---|-------------------------|
| ☐ Master of Business Administration in Finance | Ramkhamhaeng University |
| ☐ Bachelor of Science (Statistic) | Chiangmai University |

Training

- | | |
|--|-----------------------------------|
| ☐ Company Secretary Program (CSP) 1 st year 2017 | Thai Listed Companies Association |
| ☐ Certified Investment & Securities Analyst Program: Level 1 (CISA I) | Investment Analysts Association |

Shareholding in the Company (%) –

Family relationship between directors and executives –

Experiences

2017 – Present	Company Secretary	BT Wealth Industries Public Company Limited
2002 – 2016	Vice President – Data Center	Countrygroup Securities Public Company Limited
2002	Budgeting Manager	Stock Exchange of Thailand
2000 – 2002	Budgeting Manager	National Fertilizer Public Company Limited
1994 – 1999	Senior Analyst	Dhana Nakorn Finance & Securities Public Company Limited
1988 – 1994	Unit Head – Bank Planning Unit	Thaidanu Bank Public Company Limited

HOLDING POSITION OF DIRECTORS, EXECUTIVES, PERSONS WITH CONTROLLING INTEREST AND COMPANY SECRETARY OF COMPANY, SUBSIDIARIES AND RELATED COMPANIES AS OF 31 DECEMBER 2020

Management Controlling Authority Company	Assoc. Prof. Dr. Paiboon Sareewiwatthana	Mr. Sarawut Charuchinda	Mr. Sakda Hanbuntrong	Mr. Suwit Manomaivanon	Ms. Jongkolnee Tansuvan	Mr. Chotic Russamitnakornkul	Mrs. Chutima Katikawong	Mr. Sestha Waiyawutpinyo	Mr. Piya Sukseri	Ms. Pornphimol Buthburee	Mrs. Worawan Viriya	Mr. Joshi Ravindra Rameshchandra	Mr. Supavich Ketmayoon	Ms. Rattiporn Jarusmongkoljaroen
BT Wealth Industries PCL.	X	/, //	/, //	/, //	/	/, ///, V	/, ///, V	V	V	V	Z			
<u>Subsidiaries</u>														
1. Best Tech & Engineering Ltd.						/, V	/, V		/, V			V	V	V
2. Best Tech Industries Ltd.						/	/							
<u>Related companies</u>														
* <u>Listed Company</u>														
1. UAC Global PCL.	x													
2. Union Auction PCL.	x	///												
* <u>Other Company</u>														
1. Thai Packaging Industry PCL.	x	//												
2. Biodegradable Packaging for Environment Co., Ltd.	x													
3. B R C S Co., Ltd.	/													
4. BT Metal Ltd.						/								
5. Global Industrial Asset Ltd.						/								
6. Mode Thai Co., Ltd.			/											
7. Chic Republic Co., Ltd.	x	//												
8. Assetwise Co. Ltd.		x												

Remarks: X = Chairman

/ = Director

// = Member of Audit Committee

/// = Executive Director

V = Management

Z = Company Secretary

TOP MANAGEMENT IN ACCOUNTING AND FINANCE (CFO)

Name	Mr. Piya Suksri	Age	51 years
Date Appointed	1 March 2020		
Position	Chief Financial Officer		
Education			
☐ Master of Business Administration General Administration (English Program)		Institute of International Studies Ramkhamhaeng University	
☐ Bachelor of Business Administration –Major in Accounting		Ramkhamhaeng University	
Training			
☐ Director Accreditation Program (DAP) (Class 178/2020)		Thai Institute of Directors (IOD)	
☐ e-learning CFO's Orientation Course (Thai Version)		Thailand Securities Institute The Stock Exchange of Thailand	
☐ Company Secretary Program (Class 91/2018)		Thai Institute of Directors	
☐ Executive Development Program “EDP” (Class of Year 2016)		Thai Listed Companies Association (TLCA)	
☐ Executive Coaching Program		M.I.S.S. Consult	
☐ CFO Certification Program (Class 2008)		Federation of Accounting Professions	
Shareholding in the Company (%)		–	
Family relationship between directors and executives		–	
Experiences			
Dec. 2020 – Present	Authorized Director	Best Tech & Engineering Limited	
Mar. 2020 – Present	Chief Financial Officer	BT Wealth Industries Public Company Limited	
Mar. 2020 – Present	Deputy Director Finance & Accounting	Best Tech & Engineering Limited	
Dec.2018 – Jan.2020	Head of Accounting & Finance	Inception Technology Co., Ltd.	
Dec.2017 – Oct.2018	Chief Financial Officer	Thai Packaging Industry Public Company Limited	
Mar.2017 – Nov.2017	Vice President of Accounting	Bangkok Ranch Public Company Limited	
July 2012 – Aug.2016	Management Accounting Director	Minor Global Solutions Ltd.	
May 2007 – Dec.2011	Assistant Financial Controller	Global Architectural Co., Ltd.	
Nov.2006 – Mar.2007	Chief Accountant & Controlling	Valeo Siam Thermal Systems Co., Ltd.	
Jan.1999 – Nov.2006	Senior Consultant	Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd.	
Aug.1994 – Dec.1998	Senior Auditor	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.	
Mar.1994 – July 1994	Accountant	Sansiri Public Company Limited	
Record of offenses under the Securities and Exchange Act Stock Exchange, 1992		– None –	

ACCOUNTING EXECUTIVES REPORTING DIRECTLY TO CFO (ACCOUNTANT)

Accounting executives reporting directly to CFO (Accountant) – Cost Accounting

Name Mr. Napaphat Sunisathiti **Age** 47 years
Position Costing Manager **Date Appointed** 1 July 2020
Date Appointed 1 July 2020
Position Costing Manager
Education
☐ Business Administration (Accounting) Srinakharinwirot University
Training
☐ Issues and Financial Statement Analysis for NPAEs Account Training Co., Ltd
☐ Preparation for Inheritance Tax, Land and Building Tax and E-Payment Account Training Co., Ltd
Shareholding in the Company (%) 0.001917%
Family relationship between directors and executives –
Experiences

Period	Position	Company
July 2020 – Present	Costing Manager	Best Tech & Engineering Limited
Mar.2001 – June 2020	Cost Accountant	Best Tech & Engineering Limited

Being an accountant who has qualifications according to the announcement of the Department of Business Development and a member of the Federation of Accounting Professions

Record of offenses under the Securities and Exchange Act Stock Exchange, 1992 – None –

Accounting executives reporting directly to CFO (Accountant) – Management Accounting

Name Mr. Phonlaphat Mahapooranon **Age** 41 years
Position Management Accounting Manager **Date Appointed** 1 July 2020
Education
☐ Bachelor of business Administrator program in management (Accounting) Nakhon Si Thammarat Rajabhat University
Training
☐ Smart Annual Closing for NPAEs 2020 Account Training Co.,Ltd
☐ TFRS for NPAEs 2020 Account Training Co.,Ltd
Shareholding in the Company (%) –
Family relationship between directors and executives –
Experiences

Period	Position	Company
July 2020 – Present	Management Accounting Manager	Best Tech & Engineering Limited
Jan.2017 – June 2020	Accountant	Best Tech & Engineering Limited
Nov.2008 – Dec.2016	Secretary to Managing Director	Best Tech & Engineering Limited

Being an accountant who has qualifications according to the announcement of the Department of Business Development and a member of the Federation of Accounting Professions

Record of offenses under the Securities and Exchange Act Stock Exchange, 1992 – None –

ATTACHMENT 2 DETAILS OF DIRECTORS AND EXECUTIVES OF SUBSIDIARIES

Director and Management Company	Mr. Chotic Russamitinakornkul	Mrs. Chutima Katikawong	Mr. Piya Suksri	Mr. Joshi Ravindra Rameshchandra	Mr. Supavich Ketmayoon	Ms. Rattiporn Jarusmongkoljaroen
1. Best Tech & Engineering Ltd.	/ , X	/ , V	I , V	V	V	V
2. Best Tech Industries Ltd.	/	/				

Remarks: X = Managing Director / = Director V = Management

BEST TECH & ENGINEERING COMPANY LIMITED

Name	Mr. Chotic Russamitinakornkul	Age 59 years
Date appointed	23 July 2012	
Position	Authorized Director / Managing Director	
Education	Bachelor of Engineering	Chulalongkorn University
Training	Director Accreditation Program (DAP) in 2014	Thai Institute of Directors Association (IOD)
Shareholding in the Company (%)	0.00% (1 Share)	
Family relationship between directors and executives	–	
Experiences		
2012 – Present	Authorized Director / Chairman of Executive Director / Member of Risk Management Committee / Chief Executive Officer	BT Wealth Industries Public Company Limited
1987 – Present	Authorized Director / Managing Director	Best Tech & Engineering Limited
SEP 2018 – Present	(Acting) Deputy Director Research & Development Division	Best Tech & Engineering Limited
2015 – Present	Director	BT Metal Limited
2015 – Present	Director	Best Tech Industries Limited
2015 – Present	Director	Global Industrial Asset Limited
2015 – 2019	Director	Global Clean Energy Company Limited
2015 – 2019	Director	BT & Owl Solar 1 Limited
1987 – Aug.2018	(Acting) Deputy Director–Sales and Marketing Division (Acting) Deputy Director–Operations Division–Sattahip	Best Tech & Engineering Limited

Name	Mrs. Chutima katikawong	Age	59 years
Date appointed	1 May 2015		
Position	Authorized Director / Executive Director / Vice President–Office of Management		
Education	Bachelor of Political Science		Ramkhamhaeng University
Training	Director Accreditation Program (DAP) in 2017		Thai Institute of Directors Association (IOD)
Shareholding in the Company (%)	–		
Family relationship between directors and executives	–		
Experiences			
Nov.2018 – Present	Authorized Director / Executive Director		BT Wealth Industries Public Company Limited
2015 – Present	Vice President Office of Management		BT Wealth Industries Public Company Limited
Nov.2018 – Present	Authorized Director		Best Tech & Engineering Limited
1991 – Present	Deputy Director Operations Division –Head Office		Best Tech & Engineering Limited
2015 – Present	Director		Best Tech Industries Limited
Mar.2018 – Dec.2019	Director		Global Clean Energy Company Limited

Name	Mr. Piya Suksri	Age	51 years
Date appointed	1 March 2020		
Position	Authorized Director / Deputy Director Finance & Accounting Division		
Education			
☐ Master of Business Administration General Administration (English Program) Institute of International Studies			Ramkhamhaeng University
☐ Bachelor of Business Administration – Major in Accounting			Ramkhamhaeng University
Training			
☐ Director Accreditation Program (DAP) (class 178/2020)			Thai Institute of Directors (IOD)
☐ e–learning CFO’s Orientation Course (Thai Version)			Thailand Securities Institute The Stock Exchange of Thailand
☐ Company Secretary Program (Class 91/2018)			Thai Institute of Directors
☐ Executive Development Program “EDP” (Class of Year 2016)			Thai Listed Companies Association (TLCA)
☐ Executive Coaching Program			M.I.S.S. Consult
☐ CFO Certification Program (Class 2008)			Federation of Accounting Professions
Shareholding in the Company (%)	–		
Family relationship between directors and executives	–		
Experiences			
Dec.2020 – Present	Authorized Director		Best Tech & Engineering Limited
Mar.2020 – Present	Chief Financial Officer		BT Wealth Industries Public Company Limited
Mar.2020 – Present	Deputy Director Finance & Accounting Division		Best Tech & Engineering Limited

Dec.2018 – Jan.2020	Head of Accounting & Finance	Inception Technology Co., Ltd.
Dec.2017 – Oct.2018	Chief Financial Officer	Thai Packaging Industry Public Company Limited
Mar.2017 – Nov.2017	Vice President of Accounting	Bangkok Ranch Public Company Limited
July 2012 – Aug.2016	Management Accounting Director	Minor Global Solutions Ltd
May 2007 – Dec.2011	Assistant Financial Controller	Global Architectural Co., Ltd
Nov.2006 – Mar.2007	Chief Accountant & Controlling	Valeo Siam Thermal Systems Co., Ltd.
Jan.1999 – Nov.2006	Senior Consultant	Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd.
Aug.1994 – Dec.1998	Senior Auditor	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Mar.1994 – July 1994	Accountant	Sansiri Public Company Limited

Name	Mr. Joshi Ravindra Rameshchandra		Age	56	years
Date appointed	6 January 2015				
Position	Deputy Director Sales–Marketing Division				
Education	Bachelor of Technology in Chemical Engineering		Indian Institute of Technology, Madras		
Shareholding in the Company (%)	–				
Family relationship between directors and executives	–				
Experiences					
Sep.2018 – Present	Deputy Director Sales–Marketing Division		Best Tech & Engineering Limited		
2015 – Aug.2018	Vice President Office of Management		Best Tech & Engineering Limited		
2002 – 2014	Vice Chairman		Eurotech Company Limited		

Name	Mr. Supavich Ketmayoon		Age 52 years
Date appointed	3 September 2018		
Position	Deputy Director Operations Division – Chachoengsao–Sattahip		
Education	Bachelor of Industrial Engineering	Rajamangala Institute of Technology	
Shareholding in the Company (%)	–		
Family relationship between directors and executives	–		
Experiences			
SEP 2018 – Present	Deputy Director Operations Division – Chachoengsao–Sattahip	Best Tech & Engineering Limited	
2012 – Aug.2018	Manager – Yard Management Division	Best Tech & Engineering Limited	
2008 – 2012	Manager – Production Division	Best Tech & Engineering Limited	
2004 – 2008	Manager – Quality Control Department	Best Tech & Engineering Limited	

Name	Ms. Rattiporn Jarusmongkoljaroen	Age 57 years
Date appointed	15 April 1988	
Position	Manager - Finance Department	
Education	Diploma	Silom Commercial School
Shareholding in the Company (%)	–	
Family relationship between directors and executives	–	
Experiences		
1988 – Present	Manager - Finance Department	Best Tech & Engineering Limited

ATTACHMENT 3 DETAILS OF HEAD OF INTERNAL AUDIT

Name Mr. Amornpong Nualwiwat

Position Director

Company ANS Business Consultants Co., Ltd.

Education / Diploma

- ☐ MBA Thammasat University
- ☐ BBA (Accountancy) Thammasat University
- ☐ Member of the Institute of Internal Auditors of Thailand
- ☐ Certified Professional Internal Auditor of Thailand

Experiences

Duration	Position / Company
2005 – Present	Director / ANS Business Consultants Co., Ltd.
1997 – 2004	Senior Manager / KPMG Advisory (Thailand) Ltd.
1990 – 1996	MIS Manager and Acting Manager, Office of Managing Director / Thairung Union Cars Public Company Limited
1984 – 1990	Accountant System and Procedure Department / Electricity Generating Authority of Thailand
1982 – 1984	Accountant / Siam Commercial Bank Public Company Limited

ATTACHMENT 4 PROFILE OF CERTIFIED PUBLIC ACCOUNTANT BY OFFICE LIMITED

1. Ms. Manee Rattanabunnakit		Age 49 years	CPA No. 5313
Education	* Bachelor of Accountancy, Chulalongkorn University * Master of Accountancy, Thammasat University * Certified Public Accountant * Auditors Approved by the office of SEC		
Work Experiences	* Experience with the office for more than 20 years. * Oversees auditing of large corporations, covering a wide range of businesses both listed on the Stock Exchange of Thailand and foreign businesses with worldwide branches. * Specializes in the manufacturing of consumer goods, service, automotive, construction and entertainment business.		
Shareholding of BTW	– None –		
Relationship/Financial Interest with the Company/subsidiaries/management/major shareholders or related parties	– None –		
2. Mr. Termphong Opanaphan		Age 53 years	CPA No. 4501
Education	* Bachelor of Accountancy, Kasetsart University * Master of Accounting and Finance, Chulalongkorn University * Certified Public Accountant * Auditors Approved by the office of SEC		
Work Experiences	* Experience with the office for more than 20 years. * Oversees auditing of large corporations, covering a wide range of businesses both listed on the Stock Exchange of Thailand and foreign businesses with worldwide branches. * Specializes in the manufacturing of consumer goods, service, and entertainment business.		
Shareholding of BTW	– None –		
Relationship/Financial Interest with the Company/subsidiaries/management/major shareholders or related parties	– None –		
3. Ms. Poonnard Paocharoen		Age 47 years	CPA No. 5238
Education	* Bachelor of Accountancy, Thammasart University * Master of Business Administration, Kasetsart University * Certified Public Accountant * Auditors Approved by the office of SEC		
Work Experiences	* Experience with the office for more than 20 years. * Oversees auditing of large corporations, covering a wide range of businesses both listed on the Stock Exchange of Thailand and foreign businesses with worldwide branches. * Specializes in service, E-commerce and real estate business.		
Shareholding of BTW	– None –		
Relationship/Financial Interest with the Company/subsidiaries/management/major shareholders or related parties	– None –		

ATTACHMENT 5 ASSETS USED IN BUSINESS OPERATIONS AND DETAILS ABOUT THE PROPERTY APPRAISAL

As of 31 December 2020, the Company and its subsidiaries have main assets used in their business operations as follows:

1. MAIN FIXED ASSETS USED IN BUSINESS OPERATION

The Group has the total net fixed assets value equal to THB 621.79M. The main fixed assets used in the Group's manufacturing operations show as follows:

Item	Property	Net Value (MB)	Obligation
Company			
Land for rent at Sattahip commercial port, total area 19-1-74 rai (31,094 sq m.)	1 year lease agreement (renew contract year by year)	-	-
Land for rent next to the Chachoengsao factory area, total area 27-2-24 Rai (44,096 sq m.)	3 year lease agreement (can be continued 3 times for 3 years, 3 years and 1 year)	-	-
Bangkok office building rental area, total area 1,942 sq m.	3-year lease agreement	-	-
Buildings and Structures	Belongs to the Company	307.80	-
Machine and Equipment	Belongs to the Company	103.29	-
Furnishings and Office Supplies	Belongs to the Company	0.31	-
Vehicle	Belongs to the Company	0.93	-
Assets during Installation and Construction	Belongs to the Company	-	-
Best Tech			
Land for rent at Sattahip commercial port, total area 97-3-4 Rai (156,416 sq m.)	1 year lease agreement (Renew contract year by year)	-	-
Bangkok office building rental area, total area 2,294 sq m.	3 year lease agreement (can be renewed 1 time for 3 years)	-	-
Chachoengsao factory land, area 27-3-06 Rai (44,424 sq m.)	Belongs to the Best Tech	21.20	guarantee obligation with financial institutions
Chachoengsao factory land, are 28-1-23 rai (45,292 sq m.)	Belongs to the Best Tech	34.35	guarantee obligation with financial institutions
Land improvement	Belongs to the Best Tech	36.79	-
Buildings and Structures	Belongs to the Best Tech	14.21	-

Item	Property	Net Value (MB)	Obligation
Buildings and Structures	Belongs to the Best Tech	27.06	guarantee obligation with financial institutions
Machine and Equipment	Belongs to the Best Tech	62.20	-
Furnishings and Office Supplies	Belongs to the Best Tech	9.24	-
Vehicle	Belongs to the Best Tech	2.61	-
Assets during Installation and Construction	Belongs to the Best Tech	1.80	-
Total Main Fixed Assets		621.79	

2. SUMMARY OF THE CONTRACT

Summary of the materiality of the land and building lease agreement

1) Area lease agreement for use as a yard for modularization work and storage at Sattahip Commercial Port

Lessor	: Sattahip Commercial Port – Royal Thai Navy
Tenant	: Best Tech has 8 contracts with the lessor with total rental space 219,031 sq m.
Contract Period	: Duration 1 year (ends within 2021) The lessee can extend the service period by giving a letter of extension at least 60 days before the contract expires.
Contract Compensation	: The lessee must pay a monthly fee to Sattahip–Royal Thai Navy at the rate of service usage according to the announcement of Sattahip Commercial Port – Royal Thai Navy.
Main conditions of the contract	: ☐ Use the service area according to the capacity of 1.70 tons per 1 SQ.M. ☐ The tenant will use the services of various labor–saving equipment and tools from Sattahip Commercial Port – Royal Thai Navy, except Sattahip Commercial Port – Royal Thai Navy cannot be provided. ☐ During the contract period Sattahip Commercial Port – Royal Thai Navy Has the right to increase the service fee for the area. ☐ In the case of Sattahip Commercial Port – Royal Thai Navy reserves the right to use all or part of the area for the benefit of the government, the Navy or the Northern or the Government to cease their commercial operations, the lessee must return the various uses to Sattahip Commercial Port – Royal Thai Navy. The Sattahip Commercial Port – Royal Thai Navy will arrange other areas for tenants to replacement services use. ☐ The tenant must return the area in its original condition after the contract expires. ☐ The tenant places collateral as a cashier cheque for the total amount of THB 5,927,904. ☐ Do not sublet the area unless authorized by the Sattahip Commercial Port – Royal Thai Navy.

- Termination : The lease agreement will terminate in the following case:
- ☐ The tenant wishes to terminate the contract.
 - ☐ The Sattahip Commercial Port – Royal Thai Navy have the right to consider canceling the contract if the tenant breaches the contract, does not comply with the terms of the contract.

2) Middle-plot area land lease agreement of Chachoengsao plant to be an area for placing raw materials and production pieces, making a road to connect the factories and support future expansion.

- Lessor : Mrs. Unchalee Siriratanatrai
- Tenant : BT Wealth Industries Public Company Limited
- Rental Area : Total area 27 Rai 2 Ngan 24 Square Wah
- Contract Period : A period of 3 years from 1 July 2020 to 30 June 2023, whereby the lessee can renew the contract for 3 more times, with a period of 3 years, 3 years and 1 year respectively by making a letter notifying the lessor in advance at least 1 month before maturity.
- Rental Fee : THB 4,800 per Rai per month, total rental fee THB 132,288 per month and the rental will be increased every 3 years with the renewal of the contract at the rate of THB 500 per Rai.
- Main conditions of the contract : ☐ Construction, extension or change, buildings on the leased property will belong to the lessor at the end of the lease.
- ☐ Tenants can take the leased property to sublease to companies in the tenant's group for the purpose of the lease.
- ☐ Withholding tax is a burden on the lessor.
- ☐ Property taxes, rental duties, land taxes, fees, local taxes and other taxes pertaining to leased property is the burden of the tenants.
- ☐ The lessee has the right to purchase the leased property from the lessor over the term of the lease at a price to be agreed upon.
- ☐ The tenant must move the tenant's property and attendant and return the leased property to the lessor in normal condition at the end of the lease.

3) Office building lease agreement with Mrs. Siripond Sathawin

The Group has entered into an office building lease agreement with Mrs. Siripond Sathawin since January 2015 in order to use it as the Group's headquarters for continued business operation.

- Lessor : Mrs. Siripond Sathawin (Director of Best Tech and shareholder of the Company by holding 30.48% of the paid-up capital as of 30 December 2020)
- Tenant : ☐ The Company entered into 2 contracts with lessors with total rental area of 1,942.25 SQ.M.
- ☐ Best Tech entered into a contract with the lessor, totaling 2,294 sq m.
- Contract Period : A period of 3 years from 1 January 2021 to 31 December 2023.

- Contract Compensation : The lessee must pay the tenant on a monthly basis at the total rental rate of THB 472,200 per month.
- Collateral: : The tenant places collateral by paying the rental rate of 3 months to the renter for amount of THB 1,416,600. It will be reimbursed to the Company when a lease is terminated.
- Main conditions of the contract : ☐ Construction, extension or change, buildings on the leased property will belong to the lessor at the end of the lease.
- ☐ Tenants can take the leased property to sublease to companies in the tenant's group for the purpose of the lease.
- ☐ Withholding tax is a burden on the lessor.
- ☐ Property taxes, rental duties, land taxes, fees, local taxes and other taxes pertaining to leased property is the burden of the tenants.
- ☐ The lessee has the right to purchase the leased property from the lessor over the term of the lease at a price to be agreed upon.
- ☐ The tenant must move the tenant's property and attendant and return the leased property to the lessor in normal condition at the end of the lease.

3. INVESTMENTS IN SUBSIDIARIES

As of December 31, 2020, the Company has 2 subsidiaries as follows:

Company	Shareholding Proportion (%)	Share Capital (Million Baht)	Paid-up capital (Million Baht)
Best Tech & Engineering Limited	99.50	300.00	300.00
Best Tech Industries Limited	100.00	100.00	25.00

The Company has a policy to invest in businesses that can support the company's core business and investment to generate long-term returns. Considering the investment ratio depends on the suitability compared to the expected return on the investment.

In corporate governance of subsidiaries and associated companies, the Company has established an Investment Policy and Subsidiary / Associated Company Governance Policy including sending a representative of the company to appoint as a director and / or other positions in order to benefit in business operation also including participation in establish key policies and / or management in that business.

4. DETAILS ABOUT THE PROPERTY APPRAISAL

– None –

ATTACHMENT 6 POLICY AND PRACTICE OF CORPORATE GOVERNANCE AND BUSINESS CODE OF CONDUCT

POLICY AND PRACTICE OF CORPORATE GOVERNANCE

Principle 1 Establish Clear Leadership Role and Responsibilities of the Board

- Principle 1.1 The Board demonstrates a thorough understanding of its leadership role, assume its responsibilities in overseeing the company, and strengthen good governance, including: defining objectives, determining means to attain the objectives, monitoring, evaluating, and reporting on performance.
- Principle 1.2 The Board will supervise the business for competitiveness and performance with long-term perspective, conduct business with ethics and have responsibility to shareholders and stakeholders, including being beneficial to society and develop or reduce negative impacts on the environment while being able to adapt under changing factors.
- Principle 1.3 The Board will ensure that all directors and executives perform their duties with responsibilities, care, loyalty and operate in compliance with laws, regulations and resolutions of the shareholders' meeting.
- Principle 1.4 Clearly define the scope of duties and responsibilities for the Chief Executive Officer and the management as well as monitoring the performance of the assigned duties.

Principle 2 Define Objectives and Main Goals That Promote Long Term Sustainability

- Principle 2.1 Set business goals for sustainable growth, maximize benefits to shareholders by doing business with fairness honesty and taking into account the impact on all stakeholders.
- Principle 2.2 The Board will ensure that the company's annual and medium-term objectives, goals, strategies, and plans are consistent with the long-term objectives, while utilizing innovation and technology effectively.

Principle 3 Strengthen the Board of Directors' Effectiveness

- Principle 3.1 The Board has responsible for determining and reviewing the board structure, in terms of size, composition, and the proportion of independent directors so as to ensure its leadership role in achieving the company's objectives.
- Principle 3.2 The Board will select an appropriate person as the chairman and ensure that the board composition serves the best interest of the company, enabling the Board to make its decisions as a result of exercising independent judgement on corporate affairs.
- Principle 3.3 Establish clear, transparent policies and criteria for nomination and selection of directors for conformable composition of the Board.

- Principle 3.4 Considering proper remuneration structure of the Board in accordance with roles and responsibilities, and provide incentives for the Board to lead the Group to meet both short-term and long-term objectives in comparable with the industry.
- Principle 3.5 Supervise all directors to be responsible for performing their duties and allocating sufficient time.
- Principle 3.6 The Board will ensure that the Company's governance framework and policies extend to and are accepted by subsidiaries and other businesses in which it has a significant investment as appropriate.
- Principle 3.7 Determine the annual performance evaluation of the Board of Directors. The evaluation results will be used to strengthen the effectiveness of the Board.
- Principle 3.8 Encourage all directors to regularly enhance skills and knowledge for performing their duties, and in case of appointing new director, useful information for performing duties will be advised.
- Principle 3.9 The Board will ensure that it can perform its duties effectively and have access to accurate, relevant and timely information. The Board will appoint a company secretary with necessary qualifications, knowledge, skills, and experience to support the Board in performing its duties.

Principle 4 Recruitment and Development of Top Management and Human Resources Management

- Principle 4.1 Recruit and develop Top Management to have knowledge, skills, experience and characteristics necessary to achieve the objectives of the Company.
- Principle 4.2 Determine the compensation structure and the appropriate evaluation of all staffs.
- Principle 4.3 The Board should understand the shareholders' structure and relationships that may affect the management control and operation of the Company.
- Principle 4.4 Manage and develop staff to have the appropriate number, knowledge, skills, experience and motivation.

Principle 5 Nurture Innovation and Responsible Business

- Principle 5.1 Provide full support for innovation that create value for the business, customers and/or related parties together with social and environmental responsibility.
- Principle 5.2 Conduct business with responsibility to society, environment and all stakeholders of the Company.
- Principle 5.3 Allocates and manages resources efficiently and effectively, taking into account the impact and resources development throughout the value chain to meet the objectives and goals in a sustainable manner.
- Principle 5.4 Establish a governance framework and information technology management including supervising the implementation of information technology in increasing business opportunities, improving operations and risk management.

Principle 6 Strengthen Effective Risk Management and Internal Control

- Principle 6.1 Establish risk management and internal control system to achieve objectives effectively and to comply with applicable law and related standards.
- Principle 6.2 Establish an effectively and independently audit committee.
- Principle 6.3 Monitor and manage conflicts of interest that might occur between the Company, management, directors or shareholders. Also prevent the inappropriate use of corporate assets, information and opportunities, including inappropriate transactions with related parties.
- Principle 6.4 Establish an Anti-corruption Policy and practices.
- Principle 6.5 Establish a mechanism for handling complaints and whistleblowing.

Principle 7 Ensure Disclosure and Financial Integrity

- Principle 7.1 Ensure the integrity of the Company's financial reporting system and the disclosure of important information are accurate, adequate, timely, in accordance with the rules, standards and related practices
- Principle 7.2 Monitor adequacy of the Company's financial liquidity and solvency.
- Principle 7.3 Establish financial and liquidity management mechanisms to ensure that business will not face financial problems.
- Principle 7.4 Determine who is responsible for investor relations and providing information to shareholders and stakeholders.
- Principle 7.5 Use information technology to disseminate company information.

Principle 8 Ensure Engagement and Communication with Shareholders

- Principle 8.1 Shareholders have the rights in decision-making involving significant corporate matters.
- Principle 8.2 The Board will ensure that the shareholders' meetings are held as scheduled and conducted properly with transparency, efficiency and shareholders can exercise their rights.
- Principle 8.3 Disclosure of the resolutions and the minutes of the shareholders meeting will be accurate and complete.

BUSINESS CODE OF CONDUCT

1. The Health and Safety of Employees, Customers and Surrounding Community

The Corporate Group places extreme importance on the health and safety of employees, customers, and surrounding community. The operations of employees' tasks must comply with the health and safety regulations of the agency, including related laws and regulations. This also includes all stakeholders who enter into work area of the Company. This is to prevent accidents in the work area, which may affect the employees, customers, and surrounding community. For any occurrence of an accident, those involved must report the cause of accident, losses, or any impact it might has, so that those effected can be compensated accordingly, and preventive measures can be established to prevent future occurrence.

2. Anti-corruption and Anti-bribery

The Corporate Group encourages employees to abide by the law in good citizenship as well as support business partners in operating legally with transparency and fairness. The Corporate Group emphasizes in anti-corruption and anti-bribery policy, treating it as extremely important policy that all employees must adhere and follow. In order to ensure that the anti-corruption and anti-bribery policy is put into actual practice, the Company has provide guidelines for giving and receiving of gifts or assets as follow:

- 1) Employees are prohibited from accepting or requesting for gifts, assets, or other benefits from persons who are involved in the business of the Corporate Group.
- 2) Employees are prohibited from giving gifts, assets, or other benefits that might affect decision-making of the persons who are involved in the business of the Corporate Group.
- 3) In normal tradition of gift giving within appropriate price range, and in fostering relationship between the Corporate Group and stakeholders, giving or acceptance of gifts must be reported to the supervisors for transparency and to prevent future conflicts of interests. However, when in doubt, the supervisors have the authority to order to return the gifts to senders.

The Corporate Group has proper accounting records of all financial transactions, including payment of commission, fees or gratuities.

3. Fair Competition

The Corporate Group promotes fair and honest business competition under the laws and good Business Code of Conduct, by focusing on honest competition, avoid destroying competitors' reputation through accusation, as well as not seeking competitors' confidential information through improper means.

4. Legal and Fair Employment, Anti-violations of Human Rights

The Corporate Group will adhere to the laws and related regulations with regards to employment and the principles of basic human rights according to international standard. The Company will not discriminate against national origin, race, gender, age, skin color, religion, disability, economic status, family origin, place of education, or any other status that are not related directly to business operation, as well as respect the individuality and human dignity.

5. Anti-violation of Intellectual Properties and Copyrights

The Corporate Group specifies that all directors, management and employees operate according to Intellectual Property and Copyright laws, in particular with non-infringement of computer software in accordance to the Corporate Group's Information Technology System Policy.

6. Usage of Information Technology and Communication

The Corporate Group places importance on the usage of information technology and communication, as such the management has set up Information Technology System Policy, which will be used as guidelines in monitoring the operations of Information Technology officers, as well as all employees who use the Company's system. This will be in accordance to the Computer Crime Act B.E. 2550 and the notice from Ministry of Information and Communication Technology's Computer Traffic B.E. 2550

The Corporate Group requires all employees be responsible for strict compliance to the Corporate Group's Information Technology System Policy.

7. Usage of Internal Information

The Company has set up policy on the use of internal information, by which the directors, management and employees of the Corporate Group must comply with the following guidelines as follows:

- 1) The Company informed all directors and executives of the Company and the subsidiaries of their duties to report the holding of the Company's securities by themselves, their spouse and minor child(ren) to the SEC pursuant to Section 59 and the penal provisions under Section 275 of the Securities and Exchange Act B.E. 2535 as well as to report the acquisition or divestment of the Company's securities by themselves, their spouse and minor child(ren) to the SEC pursuant to Section 246 and the penal provisions pursuant to Section 298 of the Securities and Exchange Act B.E. 2535. (Including additional amendments)
- 2) The directors and executives of the Company and the subsidiaries, including their spouse and minor child(ren) prepared and submitted the reports on their holding of the Company's securities including the changes thereto to the SEC within 3 business days from the date of such changes. Copies of such reports were delivered to the Company Secretary on the same day of the report submission to the SEC.
- 3) The Company and the subsidiaries restricted the non-public information access to only involved personnel on a need-to-know basis and ensured the security of non-public information. Information owners reinforced involved personnel to strictly comply with the policy.
- 4) Directors, executives and employees are prohibited from using internal information for the purpose of trading the company's securities and prohibited them from passing inside information to external parties or unauthorized persons before the public disclosure of the information:
 - ☐ Directors, executives and management of the Accounting and Finance Division, including their related parties, are prohibited from trading in the Company's securities during the period of 1 month before the release of quarterly and annual financial statements and within 24 hours from the release of such financial statements.

☐ If directors, executives and employees have access to non-public and material information that may affect the prices of the Company's securities, they shall refrain from trading in the Company's securities within 48 hours after the public release of such information.

If the executives or employees of the Company and its subsidiaries violate the terms of the use of such insider information, in addition to having penalties under the Securities and Exchange Act, still considered to be guilty of violating the work regulations of the group and having disciplinary action. The disciplinary penalty is based on the nature of the offense or the severity of the outcomes, ranging from written warning, written warning and suspension, dismissal with compensation, to termination without compensation.

8. Prevention of Conflicts of Interests

To safeguard against transactions that might create conflicts of interest between the Company and shareholders, and to uphold good corporate governance, the Board of Directors has set up policy on transactions that might create conflicts of interest of the Company and its subsidiaries as follow:

1) Policy in Making Connected Transactions Involving Trade Agreement Done in Similar Manner a Reasonable Person Would Do to His Counter-Party in Similar Situation.

The Board of directors has authorized policy in principles for making connected transactions of the Company/its subsidiaries with the directors, management or related persons, whose trading condition is normal and/or according to market price, as per trade agreement done in similar manner a reasonable person would do to his counter-party in similar situation, with bargaining power free from the influence of their status as directors, management or related persons, in accordance to Section 89/12 of the Securities and Exchange Act (Issue no. 4) B.E. 2551. For connected transactions with trading condition that is not normal and/or according to market price, the Company shall adhere to the rules and regulations of related agencies.

2) Policy in Making New Venture.

The Company and its subsidiaries are required to present detailed business plan for new venture to the Board of Directors or its designated person, and arrange for evaluation of investment plan, which takes into consideration the compensation and benefits that will arise to the Company and its shareholders as a whole. However, the Company has no policy in new venture with the directors, management, major shareholder, or related persons, unless necessary or as a support to the Company's operation, and for the best benefit of the Company and the shareholders as a whole. The Company must also act in accordance to the Notification of the Capital Market Committee TorJor 21/2551, Re: Rules on Connected Transactions (including amendments), and the Notification of Stock Exchange of Thailand, Re: Disclosure of Information and the Execution of Listed Company in Connected Transactions B.E. 2546 (including amendments), or relevant rules and regulations in place.

3) Policy in Shareholding of Companies that the Company and Its Subsidiaries Have Invested In

In any investment, the Company and its subsidiaries will follow the policy of holding the shares themselves, unless necessity arises and only for the best benefits of the Company and its shareholders as a whole. This must be presented to the Audit Committee and the Board of Directors for consideration and authorization. In addition, any

person who has any conflict of interests on a given matter shall not be present in such agenda consideration and shall not be allowed to vote for such matter.

4) Policy in Lending to Joint Ventured Company

Lending is not the main business of the Company. However, if the Company and its subsidiaries need to lend to their joint ventured company that requires financial support in term of shareholders' loans, the Company and its subsidiaries will provide loans in proportion to investment, except when necessary and deemed appropriate by the Board of Directors, which will be considered for authorization on a case-by-case basis. However, the Company has no policy of lending to the directors, management or major shareholders, and/or related person, or to businesses that the Company and its subsidiaries have joint ventured with that individual, unless as shareholders' loans in proportion to investment, or for the best benefits of the Company and its shareholders as a whole. The Company must also act in accordance to the Notification of the Capital Market Committee (TorJor) 21/2551, Re: Rules on Connected Transactions (including amendments), and the Notification of Stock Exchange of Thailand, Re: Disclosure of Information and the Execution of Listed Company in Connected Transactions B.E. 2546 (including amendments), or relevant rules and regulations in place. In cases where transaction size is lower than standard required for disclosure, the Company will also report the transaction to the Audit Committee for information.

5) Policy in Preparation of Written Documents

The Company and its subsidiaries will concisely issue promissory notes, loan agreements and/or financial assistance contracts in written documents, and will properly file and store the evidences, regardless of lending to their affiliated company.

9. Penalties

If the management or employees of the Corporate Group do not comply with the Business Code of Conduct, they are in violation of the Corporate Group's work regulations and face disciplinary penalty. The disciplinary penalty is based on the nature of the offense or the severity of the outcomes, ranging from written warning, written warning and suspension, dismissal with compensation, to termination without compensation.

ATTACHMENT 7 AUDIT COMMITTEE REPORT

Audit Committee has been assigned by the Board to perform duties according to Audit Committee Charter and the notifications of the Stock Exchange of Thailand Re: Qualifications and Scope of Work of the Audit Committee. The Audit Committee is comprised of 3 independent directors and the chairman of the Audit Committee possesses knowledge and experience in finance and accounting. Therefore, the Audit Committee can perform its duties independently and effectively. In 2020, the Audit Committee held 4 meetings which were attended by all of its members and 1 time meeting with auditors without management in attendance. Highlights of the Audit Committee performance are as outlined below:

REVIEW OF FINANCIAL REPORTS

The Audit Committee, in cooperation with the auditors and the executives of the Company, reviewed the quarterly financial reports and audited the annual financial report to ensure that the financial reports of the Company and its subsidiaries are prepared, in all material respects, in accordance with the generally accepted accounting standards and present adequate and reliable information.

REVIEW OF INTERNAL CONTROL SYSTEM AND INTERNAL AUDIT

The Audit Committee appointed ANS Business Consultants Company Limited as the Company's internal auditor. In 2020, the internal auditor audited and reviewed key work processes of the Company in accordance with the approved audit plan, assessed the adequacy of the internal control system of the Company and its subsidiaries, and prepared and presented the internal audit reports to the Audit Committee and the Board of Directors on a quarterly basis.

The Audit Committee regularly followed up on the improvement of the internal control system based on the review and audit reports. As part of its corrupt behavior assessment initiative, the Company has also established a whistleblowing program as a channel to receive complaints or information about corruption. However, no complaints or information about corruption were reported to the Company in 2020.

SCREENING AND NOMINATION OF AUDITOR AND AUDIT FEE TO THE BOARD OF DIRECTORS

The Audit Committee deliberated on the proposal of auditor and audit fee to be submitted to the Board of Directors for endorsement on proposing to the meeting of shareholders for approval. The consideration criteria are: the auditor must be approved by the Office of Securities and Exchange Commission, the auditor's qualifications must be in accordance with relevant laws, the auditor must possess knowledge, capabilities and independence that meet applicable legal requirements, and the annual audit fee should be commensurate with the scope of audit. The 2020 annual general meeting of shareholders approved: the appointment of Miss Manee Rattanabunnakit, CPA license no. 5313, or Mr. Termphong Opanaphan, CPA license no. 4501, or Mrs. Poonnard Paocharoen, CPA license no. 5238, from EY Office Limited as auditors of the Company and its subsidiaries. The total annual audit fee for the Company and its subsidiaries in 2020 of THB 2,775,000 divided into the Company's annual audit fee of THB 850,000 and the subsidiaries' annual audit fee of THB 1,925,000 and non-audit fee of THB 160,000 for a subsidiary.

CONSIDERATION OF REPORTS ON RELATED-PARTY TRANSACTIONS OR TRANSACTIONS INVOLVING POTENTIAL CONFLICTS OF INTEREST

In 2020, the Audit Committee considered and rendered opinions on related-party transactions between the Company and its subsidiaries/parties having potential conflicts of interests and transactions involving potential conflicts of interest to ensure that these transactions were in the normal course of business, appropriate in terms of prices, reasonable, and mainly for the Group's benefits. The Company adheres to the Corporate Governance Policy and is confident that its practices are in accordance with conditions and criteria stipulated by regulators. Related-party transactions and transactions involving potential conflicts of interest are disclosed in the notes to the financial statements of the Company and its subsidiaries, the Annual Report, and the Annual Filing.

SUPERVISION OF COMPLIANCE WITH RULES, REGULATIONS AND POLICIES

The Audit Committee exercises oversight to ensure that the Company operates businesses in strict compliance with applicable policies, laws, rules and regulation. The Audit Committee also keeps abreast of regulatory changes, the developments in laws governing securities and exchange, the SET's rules and requirements and always applies them to the Company in a timely and proper manner.

Overall in 2020, the Audit Committee has performed its duties with diligence, independent opinion openly, transparent and in full compliance with the charter of the Audit Committee approved by the Board of Directors, exercised oversight to ensure that the internal control system is efficient and effective by taking into account the Company's internal audit report prepared by ANS Business Consultants Company Limited, which is the Company's internal auditor, including the internal control recommendations given by the auditors of EY Office Limited. The Chief Financial Officer is the secretary to the Audit Committee and directly liaises with the internal auditor and the external auditors. The Audit Committee, based on information and reports mentioned above, is of the opinion that the internal control system and the risk management system of the Company and its subsidiaries are appropriate and adequate to safeguard the Group's assets. The Company demonstrates good corporate governance. The Company's financial reports are prepared in accordance with the generally accepted accounting standards. Disclosure of financial reports is reliable, accurate, complete and adequate without any significant defects. The Company upholds the business ethics and demonstrates compliance with relevant rules, regulations and laws, including the criteria set by the Stock Exchange of Thailand and the Office of Securities and Exchange Commission.



(Mr. Sarawut Charuchinda)

Chairman of the Audit Committee

ATTACHMENT 8 WHISTLEBLOWING POLICY**WHISTLEBLOWING POLICY**

The Company realizes good corporate governance, transparency and accountability. Therefore, the Whistleblowing Policy has been prepared to help company know about complaints in illegal activities and code of conduct. In case of an incident that may be a problem or may cause damage to the company or when there is a behavior that is inappropriate or contrary to the ethics of the company, all interested parties can contact the complaint or report any matter. The Company will listen to all complaints in an equitable, transparent manner as well as fairness to all parties. The implementation and investigation period will carefully and appropriately.

SCOPE OF NOTIFICATION OF CLUES OR COMPLAINTS

Complainants can provide clues or complaints about important issues that may have a negative impact for the Company as follows:

1. Illegal acts or failures to comply with corporate governance policy, Anti-corruption Policy and Code of Conduct.
2. Violation of regulations and regulations of the Company.
3. Invalid financial report, insufficient internal control system and false financial document.
4. Conflicts of Interest.

CONDITIONS FOR NOTIFICATION OF CLUES OR COMPLAINTS

1. Complainant must specify name, address and contact number include the name of the offender and the offense. However, the complainant can choose not to disclose themselves if the disclosure will cause unsecure or any damage, but self-disclosure will allow the company to report progress, clarify the facts or to relieve the damage quickly.
2. Complainant must provide information or evidence related to the subject to report clues or complaints clearly enough and not false.

CHANNELS FOR REPORTING CLUES OR COMPLAINTS

1. By Mail: To: Secretary of Audit Committee or Company
Address: BT Wealth Industries Public Company Limited
593/3 Soi Ramkhamhaeng 39 (Thepleela 1), Ramkhamhaeng Rd.,
Kwang Wangthonglang, Khet Wangthonglang, Bangkok 10310
2. By E-mail: info@btw.co.th
3. Website: <https://www.btwealthindustries.com/en/sustainability/cg>

ACTION ON COMPLAINTS

1. Company Secretary will collect, filing and submitting complaints to the management.
2. Management will investigate of preliminary facts. If found to be true, the Audit Committee and the Board of Directors will be informed to set guidelines for conducting the audit, investigate the facts, including timeline to find solutions to terminate the matter and the penalty.
3. Send audit report to the complainant in case of the complainant reveals himself.

PROTECTIVE MEASURES FOR COMPLAINERS, COMPLAINANTS OR RELATED PERSONS

1. Information of the complainant or related parties will be closed confidential and not disclosed to non-related persons except as required by law. The person concerned with the complaint must keep the information confidential and not disclose it to any other person except as required by law. If the information is deliberately violated, the Company will punish according to the Company's regulations and / or legal proceedings, as the case may be.
2. Recipient's information must be kept confidential and disclosed as necessary by taking into account of the safety or suffering of the complainant, or related parties.
3. The complainant will be protected from all kinds of harassment or bullying during the investigation and after the investigation. The complainant will be mitigated by proper and fair procedures.

CLUES OR FALSE COMPLAINTS

If the company found that clues or complaint or any other information has an evidence to proof that an act of intentional dishonesty, false and is intended to cause damage, the company will action as follows:

- ☐ In case of employees of the company, he will be subject to disciplinary action in accordance with the Company's regulations.
- ☐ In case of other person, the Company will consider legal action against such person if the action causes the damage to the Company

ATTACHMENT 9 CHARTER OF THE BOARD OF DIRECTORS**CHARTER OF THE BOARD OF DIRECTORS****PURPOSE**

The Board of Directors as a representative of shareholders, has the duty and responsibilities of ensuring that the Company operates in accordance to the principles of corporate governance, to add values to the organization, and generate maximum interests to shareholders in the longer term.

COMPOSITION OF THE BOARD OF DIRECTORS

1. The Board of Directors composes of no less than 5 directors.
2. At least one-third of the total number of the Board must be independent directors, and must be no less than 3 directors.
3. The Board of Directors to appoint one of the directors as the Chairman of the Board.
4. The Company Secretary acts as secretary of the Board of Directors, unless the Board of Directors designates otherwise.

APPOINTMENT AND TENURE

1. The general meeting of shareholders or the Board of Directors is to approve the appointment of directors.
2. The tenure of the directors of the Board is 3 years, and when due can be reelected back into the position. However, the tenure of the independent directors shall not exceed 9 years except as necessary and approved by the shareholders' meeting.
3. At every annual general meeting of the shareholders, one-third of the directors of the Board will be retired. If the number of directors to be retired as such is not an integer, the closest number to one-third will be applied.
4. The directors to retire in the first and second year after company registration will be decided by draw lots. For subsequent year, the directors who have been in office for the longest period will be retired.
5. Any director wishes to resign from the position shall tender his/her resignation to the Chairman of the Board of Directors no less than 30 days prior to resignation.
6. In case when there is a vacancy in the Board position for reasons other than normal retirement process, the Board of Directors will appoint a candidate who possesses suitable qualification and is not prohibited by law, to fill the vacant position and join in the subsequent Board Meeting. This candidate will be in position only for the remaining term of the director he/she replaces. However, such director appointment procedure will not be applicable if the remaining term of resigned director is less than 2 months.

POSITION OF DIRECTOR IN OTHER LISTED COMPANIES

Each director can hold the position of director in other listed companies, include the company, not more than 5 listed companies except as necessary and approved by the shareholders' meeting.

QUALIFICATIONS OF INDEPENDENT DIRECTORS

Independent Directors of the Company must have the following qualifications:

1. Not holding shares exceeding one percent of the total number of voting shares of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person of the Company, including shares held by related persons of the independent director.
2. Not be nor have been an executive director, employee, officer, advisor who receives monthly salary, or controlling person of the Company, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholder, or controlling person of the Company unless the foregoing status ended not less than 2 years prior to date of appointment as independent director.
3. Not be a person related by blood or registration by law, such as a father, mother, spouse, sibling, or child, including spouses of child, to other directors, executives, major shareholders, controlling persons, or persons to be nominated as directors, executives, or controlling persons of the Company and its subsidiaries.
4. Neither have nor have had a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder, or controlling person of the Company, in a manner which may interfere with his/her independent judgement, including never be nor have been a substantial shareholder or controlling person of any entity who has business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder, or controlling person of the Company unless the foregoing status ended not less than 2 years prior to date of appointment as independent director.
5. Not be nor have been an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder, or controlling person of the Company, and not be a substantial shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate, major shareholder, or controlling person unless the foregoing status ended not less than 2 years prior to date of appointment as independent director.
6. Not be nor have been any kind of professional advisor, including legal advisor or financial advisor who receives annual service fee exceeding 2 million baht from the Company, its parent company, subsidiary, affiliate, major shareholder, or controlling person of the Company, and not be a substantial shareholder, controlling person, or partner of the professional advisor unless the foregoing status ended not less than 2 years prior to date of appointment as independent director.
7. Not be a director who has been appointed as a representative of the Company's director, major shareholder, or shareholder who is a related person to the major shareholder.
8. Not conduct business which has similar nature with nor is a significant competition to the business of the Company or its subsidiaries, or not be a substantial partner in partnership nor be director who is involved in business operation, employee, officer, advisor with regular salary, or holding share of more than 1 percent of total voting shares of other companies whose business is of similar nature and is a significant competition to the business of the Company and its subsidiaries.
9. Not have any characteristics which may render him/her incapable of providing independent opinion with regards to the Company's business operations.

AUTHORITY, DUTIES AND RESPONSIBILITIES

ROLES OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

1. To be a chairman of the Board of Directors' meeting and the shareholders' meeting of the Company. Has a role in conducting the meeting to be in line with the agenda, Company regulations and related laws.
2. Consider with the Chief Executive Officer to set agenda for the Board of Directors Meeting.
3. Regulate the use of policies and strategic management practices, including advise and support management business.
4. Support and promote the Board of Directors to act at full capabilities within the scope of authority, responsibility and good corporate governance.
5. Supervise the management of the Board of Directors and other committees to achieve the objectives set.
6. Allocate sufficient time and encourage all directors to exchange opinions freely with regard to considerations of all stakeholders.
7. Keep the minutes of the meeting to reflect the resolution of the meeting and what needs to be done.
8. Ensure transparency management and disclosure of information.

AUTHORITY AND DUTIES OF THE BOARD OF DIRECTORS

1. Perform its duties with honesty and integrity in accordance with the law, the Company's objectives, articles of association, as well as the resolutions of shareholders' meetings, and carefully protect the Company's interests.
2. To set or change the name of directors who are granted with signing authority which legally bind the Company.
3. Approve and review the appointment and role setting of various Board Committees according to appropriateness and necessity in administrative support to the Board of Directors.
4. Determine the Company's vision, policy, and strategic direction, and supervise the management to operate accordingly with efficiency and effectiveness.
5. Determine the Company's business plan, annual budget, and monitor the administration and management of the management team, including consideration of performance, contributions and earnings of the Company's quarterly result against business plan and budget.
6. Consider and approve the performance evaluation of the Chairman of Executive Director and Chief Executive Officer.
7. Consider and approve the framework and policy for determining salaries, salary increase, bonus, compensation, and pension rewards for the top executive and employees in the Company.
8. Ensure that the management has arranged appropriate accounting systems, preparation of financial reports, and a reliable auditing system, as well as oversee that the internal control systems and risk management systems are adequately and appropriately put in place.
9. Consider and approve the acquisition or disposal of assets, investments in new business, and any other operations pursuant to law, legal notifications, requirements and related regulations.
10. Consider and approve and/or provide opinion on related transactions and/or entry to related transaction (in case where transaction size does not need authorization from the shareholders' meeting) of the Company and its subsidiaries in compliance with law, legal notifications, requirements and related regulations.
11. Ensure avoidance of conflicts of interests amongst the Company's stakeholders.
12. Operate business in accordance to business code of conduct and business ethics, and review the Company's corporate governance policy.

13. Report on the execution of the Board's responsibility to prepare financial reports, along with the external auditor's report in the annual report, covering various key issues in accordance to the SET's Code of Best Practices for Directors of a Listed Company.
14. Able to delegate authority to a director or many directors, or other persons to act on behalf of the committee, however, such delegation of authority must not permit the committee or the appointed persons to approve any transaction between them or conflicting persons having mutual benefits or conflicts of interests with the Company or its subsidiaries.
15. Consider and approve of interim dividend payment to shareholders, and report on such dividend payment to shareholders in the following general shareholders' meeting.
16. Provide the Company Secretary to ensure that the Board of Directors and the Company operate in accordance with the laws and related regulations.

MEETINGS

1. The Board shall hold its meeting at least 4 times per year.
2. At the Board meeting, not less than one-half of the directors must be present to form a quorum.
3. Directors must attend all Board Meetings and shareholders' meetings, unless there is overriding necessity.
4. The resolution of the Board meeting shall be made by a majority of votes, where each director shall have 1 vote. In case of equality of votes, the chairman of the meeting shall have a final vote.
5. Director with possible conflict or has conflict of interest in a given matter has no right to vote on such matter.
6. Send out the notification of the Board of Directors' meeting to directors no less than 7 days prior to the meeting date, unless in case of urgent need.

ASSESSMENT ON BOARD PERFORMANCE

The Board of Directors conduct assessment on board performance every year. The assessment results are used as supplementary information to the Board's recommendation to shareholders in the election of directors to replace those retired by rotation.

CHARTER REVIEW AND UPDATE

The Board of Directors to review and update this charter yearly, and recommend amendments as deems appropriate.

ATTACHMENT 10 CHARTER OF THE AUDIT COMMITTEE**CHARTER OF THE AUDIT COMMITTEE****PURPOSE**

The Audit Committee is a Board Committee that has been established to assist the Board of Directors (the “Board”) in supervising the Company, ensuring it has good corporate governance system. The Audit committee enhances management flexibility, provides vision and straightforward comments towards financial reports and internal control system, as well as provides the management and auditors the opportunities to consult and manage the risks that may occur, and ensures that the financial reports are reliable, of good quality, and add value to the organization eventually.

COMPOSITION OF THE AUDIT COMMITTEE

1. Comprise of at least 3 independent directors of the Board, with 1 audit committee member acting as Chairman of the Audit Committee.
2. The Audit Committee must include persons whose qualifications fully conformed to that specified by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). At least 1 of the audit committee members must have the knowledge and understanding, or have experience in Accounting or Finance, and sufficient knowledge towards the reasons for changes of the financial reports.
3. The Audit Committee shall appoint one of the Company officers to act as Secretary to the Audit Committee.

APPOINTMENT AND OFFICE TERM OF THE AUDIT COMMITTEE

1. The Audit Committee and Chairman of Audit Committee shall be appointed by the Board.
2. The office term of the members of the Audit Committee shall be concurrent with their directorship and the members of the Audit Committee who retire by rotation may be re-appointed.
3. The members of the Audit Committee who wish to resign from the position shall tender their resignation letter to the Chairman of the Board at last 30 days in advance.
4. If the number of the serving members of the Audit Committee falls below the established threshold, the Board shall appoint new members of the Audit Committee to fill the vacancy within 90 days.
5. In case when the entire Audit Committee vacates the office, the outgoing Audit Committee shall continue to serve for an interim period until the new Audit Committee is on duty.

DUTIES AND RESPONSIBILITIES OF THE AUDIT COMMITTEE

1. Conduct reviews to ensure that the Company’s financial reports are accurate and sufficiently disclosed.
2. Conduct reviews to ensure that the Company has appropriate and effective internal control system and internal audit systems, evaluate the independence of the internal audit function, and approve the appointment, transfer or dismissal of the Head of Internal Audit or any other unit in charge of the internal audit function as proposed by the management team.

3. Conduct reviews to ensure the Company's compliance with the laws governing securities and exchange, the rules of the Stock Exchange of Thailand, or laws that are applicable to the Company's businesses.
4. Screen, select, nominate and dismissal persons who are independent to act as auditors of the Company, and propose the compensation of such persons.
5. Consider on related-party transactions or transactions with potential conflicts of interest in order to ensure that such transactions are in compliance with the laws and the rules of the Stock Exchange of Thailand, reasonable, and in the Company's best interest.
6. Have the authority to request the management team or employees of the Company to attend meeting and provide explanations or opinions where necessary.
7. Engage external advisors or professional experts in providing consultation, advices or opinions as the Audit Committee deems appropriate.
8. Prepare the Audit Committee's Report which is part of the Company's Annual Report. The Audit Committee's Report shall be signed by the Chairman of the Audit Committee and contain, at a minimum, the following:
 - 8.1. Opinions on the accuracy, integrity, and reliability of the Company's financial reports.
 - 8.2. Opinions on the adequacy of the Company's internal control system.
 - 8.3. Opinions on the compliance with the laws governing securities and exchange, the rules of the Stock Exchange of Thailand, or laws that are applicable to the Company's businesses.
 - 8.4. Opinions on the suitability of the auditors.
 - 8.5. Opinions on transactions with potential conflicts of interest.
 - 8.6. Number of the meetings of the Audit Committee and the meeting attendance of each Audit Committee member.
 - 8.7. Opinions or observations of the Audit Committee as a result of the Audit Committee's performance of duties in accordance with the Charter of the Audit Committee.
 - 8.8. Other information that the Audit Committee, given the scope of duties and responsibilities assigned by the Board, views that the shareholders and investors should be made aware of.
9. Perform any other tasks as assigned by the Board and agreed to by the Audit Committee.

MEETINGS

1. Not less than one-half of the total number of audit committee's members must be present to form a quorum.
2. The Audit Committee must hold its meetings at least 4 times per year, including joining in meeting with the auditor at least 1 time per year without the presence of the management.
3. The resolution of the meeting shall be made by a majority of votes, where each audit committee member shall have 1 vote. In case of equality of votes, the chairman of the meeting shall have a final vote.
4. Any Audit Committee member who has conflict of interest in a given matter has no right to vote on such matter.

CHARTER REVIEW AND UPDATE

The Audit Committee to review and update this charter yearly, and propose to the Board of Directors for approval of amendments (if any).

ATTACHMENT 11 CHARTER OF THE NOMINATION & REMUNERATION AND GOOD GOVERNANCE COMMITTEE

CHARTER OF THE NOMINATION & REMUNERATION AND GOOD GOVERNANCE COMMITTEE

PURPOSE

The Nomination & Remuneration and Good Governance Committee (“NR Committee”) is a Board Committee, which has been established to ensure that the consideration of remuneration for directors and senior executives are fair, appropriate, and transparent, in accordance with the principles of good corporate governance.

COMPOSITION OF THE NOMINATION & REMUNERATION AND GOOD GOVERNANCE COMMITTEE

1. The Board of Directors to appoint the NR Committee and Chairman of the NR Committee.
2. The NR Committee consists of at least 3 directors, and at least one-half of which shall be independent directors.
3. Chairman of the NR Committee shall be independent director.
4. Personnel Manager shall be the Secretary to the NR Committee.

AUTHORITY, DUTIES, AND RESPONSIBILITIES

NOMINATION

1. Setting procedures for nominating candidates to serve as directors and Chief Executive Officer, by considering from qualifications that are suitable with the Company’s strategies, have the knowledge, experience and expertise that are consistent with the needs of the Company, and be able to devote time to work for the Company.
2. Recruit and nominate suitable candidates for the positions, and present them to the Board of Directors or the Shareholders’ Meeting for consideration and appointment.

REMUNERATION

1. Determine appropriate structure, amount, format, and guidelines in all types of remuneration, both monetary and non-monetary, for the Chairman, Board of Directors, Chief Executive Officer and employees by reviewing the appropriateness of the criteria currently in used, comparison with the compensation information of other companies in similar industry, and other listed companies in the Stock Exchange of Thailand whose market capitalization are close to that of the Company, and propose them to the Board of Directors and/or Shareholders’ Meeting for approval.
2. Consider of criterion for evaluating the performance of the Chief Executive Officer and present the appraisal results based on such criterion to the Board of Directors for approval.
3. Consider appropriate terms and conditions for stock offering, warrants to purchase shares or other securities as compensation to directors and employees, and approve in cases where there is an allocation of more than 5 percent of all securities to be allotted on that occasion to any director or employee. No NR Committee member shall be allocated more than 5 percent of all securities to be allotted on that occasion.
4. Perform any other matters relating to the nomination and remuneration as assigned by the Board of Directors.

GOOD GOVERNANCE

1. Review of Corporate Governance Policy, Business Ethics, including policies and guidelines for Corporate Social Responsibility and Environment to ensure compliance with good corporate governance principles and propose to the Board of Directors.
2. Present guidelines and/or policies related to corporate governance to the Board of Directors.
3. Advise the Board of Directors In matters relating to corporate governance.
4. Supervise the management to implement the corporate governance policy in practice.
5. Follow up on social and environmental responsibility and report to the Board of Directors.
6. Perform any other matters assigned by the Board of Directors.

MEETINGS

1. The NR Committee must hold its meetings at least 2 times per year.
2. Not less than one-half of the total number of NR Committee's members must be present in the meeting to form a quorum.
3. The resolution of the meeting shall be made by a majority of votes, where each NR Committee member shall have 1 vote. In case of equality of votes, the chairman of the meeting shall have a final vote.
4. Any NR Committee member who has conflict of interest in a given matter has no right to vote on such matter, except when considering remuneration to the Board of Directors as a whole.

CHARTER REVIEW AND UPDATE

The NR Committee to review and update this charter as required and when deem appropriate, and propose to the Board of Directors for approval of amendments (if any).

ATTACHMENT 12 CHARTER OF THE RISK MANAGEMENT COMMITTEE**CHARTER OF THE RISK MANAGEMENT COMMITTEE****PURPOSE**

The Risk Management Committee is a Board Committee that has been appointed to consider the Risk Management Policy to cover the entire organization, as well as overseeing that appropriate risk management systems are implemented, to reduce the impact from both internal and external which will negatively affect the operations of the Company, ensuring that the Company will achieve its specified goals.

COMPOSITION OF THE RISK MANAGEMENT COMMITTEE

1. The Board of Directors to appoint the Risk Management Committee and Chairman of the Risk Management Committee.
2. The Risk Management Committee consists of at least 2 directors, and may include executives responsible for the Company's main line of work, where number of members is as the Board of Directors deem appropriate.
3. Risk management committee must be a director or employee of the Company.
4. The Risk Management Committee shall appoint 1 of the Company's officer to act as Secretary to the Risk Management Committee.

AUTHORITY, DUTIES AND RESPONSIBILITIES

1. Determine policy and operational framework in risk management of the Company, including provision of recommendations to the Board of Directors and the management in risk management issues.
2. Determine strategies in accordance with risk management policy, such that the overall risks of the Company can be evaluated, monitored, and controlled at appropriate and acceptable levels.
3. Supervise, support and encourage cooperation in the risk management of the Company, and continuously review adequacy of the policy and risk management system to ensure that risk management is implemented effectively.
4. Report to the Board of Directors' meeting regarding significant risks, assessment of risk status, risk management, effects on operations, as well as preventive and corrective measures. In the event of a serious matter which has major implications on the Company, this must be reported to the Board of Directors in a timely manner.
5. Obtain the power to establish a working group to serve in risk management and report to the Risk Management Committee.
6. Perform other tasks relating to risk management as assigned by the Board of Directors.

MEETINGS

1. The Risk Management Committee must hold its meetings at least 2 times per year.
2. Not less than one-half of the total number of the Risk Management Committee's members must be present in the meeting to form a quorum.
3. The resolution of the meeting shall be made by a majority of votes, where each Risk Management Committee member shall have 1 vote. In case of equality of votes, the chairman of the meeting shall have a final vote.
4. Any Risk Management Committee member who has conflict of interest in a given matter has no right to vote on such matter.

CHARTER REVIEW AND UPDATE

The Risk Management Committee to review and update this charter as required and when deem appropriate, and propose to the Board of Directors for approval of amendments (if any).

ATTACHMENT 13 CHARTER OF THE EXECUTIVE COMMITTEE**CHARTER OF THE EXECUTIVE COMMITTEE****PROPOSE**

The Executive Committee is a sub-committee appointed to support the performance of the Board of Directors to manage and supervise the operations of the Company in accordance with strategies, policies, business plans and budgets including the regulations of the Company.

STRUCTURE OF THE EXECUTIVE COMMITTEE

1. The Executive Committee and the Chairman of the Executive Committee shall be appointed by the Board.
2. The Executive Committee shall be comprised of a number of members as the Board deems appropriate.
3. The Executive Committee shall appoint an employee of the Company to serve as the Secretary to the Executive Committee.

DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

1. To formulate plans, policies, directions, strategies and operational management structure of the Company by taking into account the economic conditions and the market competition and propose them to the Board for approval.
2. Determine the business plan, the budget plan, and the approval authority applicable to undertakings of the Company and propose them to the Board for approval.
3. Supervise the operations of the Company to ensure that they are in accordance with the policies, the strategies, the business plan, and the budget approved by the Board.
4. Consider the Company's execution of commercial agreements and agreements on the acquisition of assets or rights for the benefit of the Company's business operations.
5. Approve capital expenditures which are included in the annual expenses budget that has already been approved or approved in principle by the Board.
6. Approve borrowing and requesting credit facilities that are related to normal business operations of the Company, e.g., trading, investment or joint ventures with other parties, for the benefit of the Company's operation, including any other acts pertaining to such borrowing or requesting credit facilities.
7. Consider and approve communication, execution and registration which are made in the name of the Company with governmental agencies for the benefit of the Company's operations in accordance with its purpose.
8. Deliberate on the Company's operating results, profit/loss, and propose interim or annual dividend payments prior to proposal thereof to the Board.
9. Deliberate on and immediately report to the Board actual or suspected frauds, non-compliance or irregularities.
10. Have the authority to sub-delegate authority to a person or persons to perform acts under the supervision by the Executive Committee, or to delegate the authority within the scope and the time frame that the Executive Committee deems appropriate and Executive Committee may cancel, revoke or alternate or replace such delegate(s) and delegation as appropriate.

CHARTER REVIEW AND UPDATE

The Executive Committee shall review this Charter as necessary and appropriate and propose to the Board of Directors for approval (if any).



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