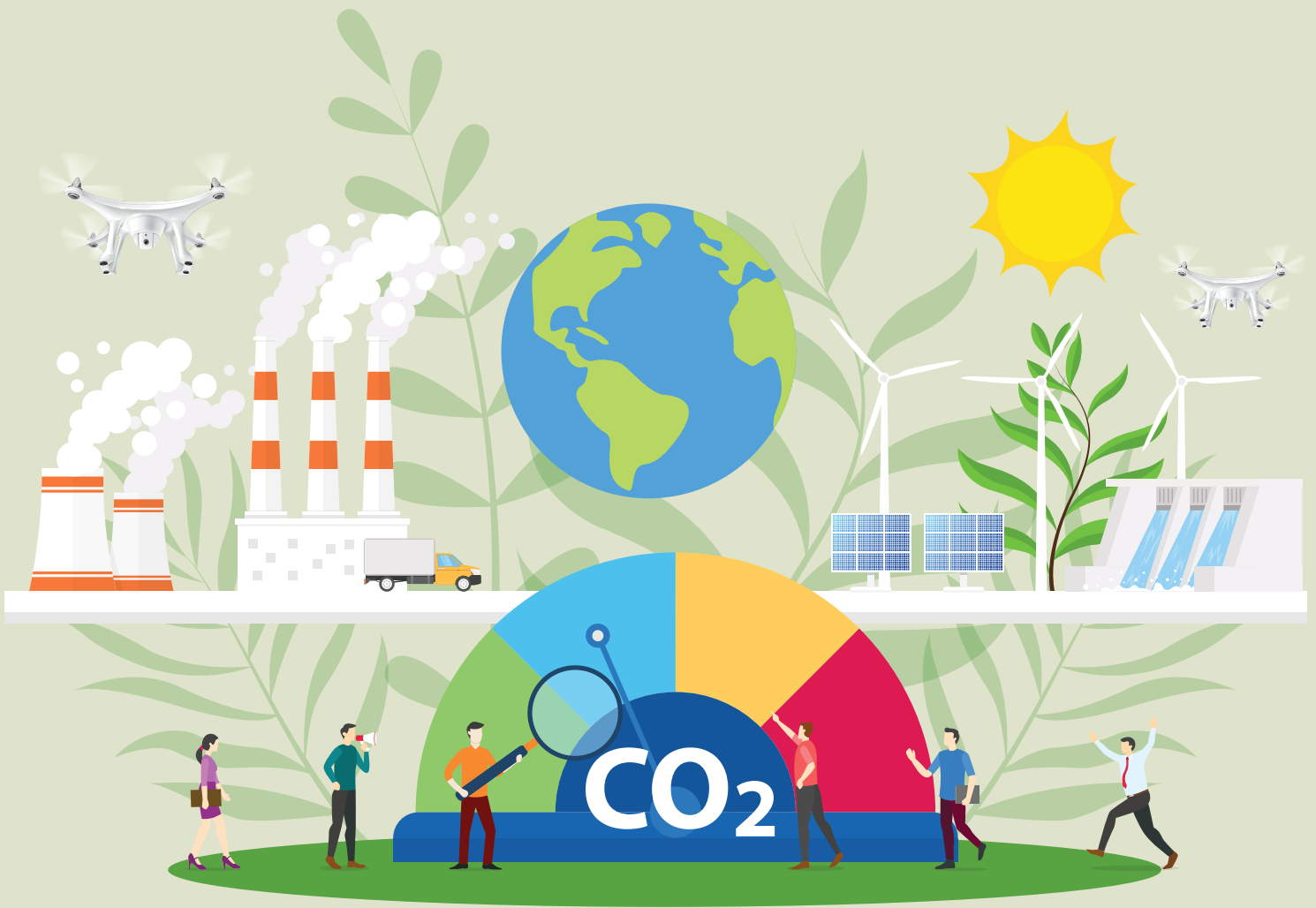




Synergy of Knowledge towards Environmentally-Friendly Innovative Business





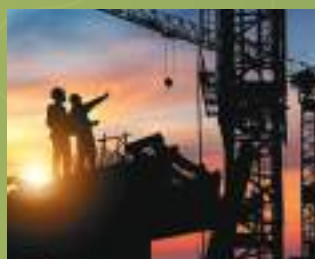
**Synergy of Knowledge towards
Environmentally-Friendly
Innovative Business**

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"Any reference in this report disclosed on the Company's website at www.teamgroup.co.th shall be deemed that such information is part of this 56-1 One Report form. The Board of Directors is responsible for the correctness and completeness of the referenced information as well as the presentation of the information in the 56-1 One Report form."

Message from the **Chairman of the Board**



In 2021, Thailand and many other countries remained deeply impacted by new waves of the COVID-19 pandemic, which adversely affected businesses and the national economy.

Fortunately, in the face of this crisis TEAM GROUP retained its clients' confidence and received further opportunities on a continuous basis. The company was awarded contracts for several large-scale projects while ongoing projects were completed as planned. Overall corporate revenue was thus in the satisfactory range.

The pandemic situation seemed to be improving in early 2022 but at the time of writing this article the situation has relapsed, despite most of the infections being generated by the less harmful Omicron variant. However, TEAM GROUP is always vigilant and remains prepared for any new exigencies by revising its business strategies to suit the New Normal context, expanding its scope of services in response to the changing situation and strictly imposing measures for infection prevention. These measures include temperature screening, regular disinfection of the workplace area and adoption of appropriate technology to facilitate efficient communication and data protection in case any employees are forced to self-isolate or work from home due to COVID-19 threats. Most importantly, careful management of liquidity is underscored to ensure financial preparedness. The company's cash flow has been closely monitored, updated and analyzed. Policies on rigid control of costs and expenses have been established to ensure that clients, shareholders and all stakeholders are confident that TEAM GROUP will be able to deliver quality and cost-effective services without interruption.

Operations in 2022 will remain in line with the vision for 2021-2025; that is, to become "A regional solution provider and innovative business developer". A key strategy is to maintain leadership in integrated and comprehensive consulting services while expanding into non-consulting businesses. Cutting-edge technology and innovations will be introduced to enhance operations and services in the domains of our expertise, namely renewable energy, water resources, environmental engineering and management, and infrastructure systems. This thrust will also support expansion into different businesses to best meet clients' satisfaction and generate as much income as that received by other consulting businesses. This will ensure corporate resilience to internal and external changes and increased competitiveness.

Compounding the pandemic resurgence, other obstacles and challenges lie ahead. In particular, these concern business competition that is becoming more and more intense. However, I strongly believe that prudence, preparedness, synergy as well as the knowledge and skills of TEAM GROUP staff will be key mechanisms for driving our businesses towards sustainable growth. With due concern about social and environmental impacts on our stakeholders, we will maintain a strong focus on such developments. This will enable TEAM GROUP to grow and further secure its leading position in the ASEAN market and generate continuous acceptable returns for our shareholders while continuing our ongoing contributions to societal welfare.

On behalf of the Board of Directors, I would like to extend my appreciation to all shareholders, investors, clients, business partners and other related parties who have constantly put their faith in and supported TEAM GROUP. My sincere thanks also go to the directors, management team and all employees who have actively united and altruistically dedicated themselves to driving TEAM GROUP through critical times to the success we enjoy today. TEAM GROUP pledges its commitment to operating in line with the good corporate principles, caring for all stakeholders, and embracing social and environmental responsibility. We will continue to develop and deliver excellent services to our clients and set the standard for premium consultancy services that result in sustainable business success.

Mr. Sanit Rangnoi
Chairman of the Board

Message from the CEO



In 2021, Thailand and many countries worldwide continued to experience issues and impacts related to the COVID-19 pandemic, especially in terms of lifestyles and businesses. Companies had to adjust and revise their strategies and operational models to move forward. Technologies and innovations, in particular, were the best tools to increase efficiency with every corner of the world being remotely accessible and connected via cyberspace.

TEAM GROUP has been closely monitoring and assessing the situation. At the same time, we have also prepared, adapted, and fine-tuned our strategies through marketing plans, cutting-edge technology, and innovation development in a bid to enhance our efficiency. In terms of the 'disruptive' technology working environment, we have also raised our personnel's capacity in communication skills, data analysis, understanding of clients' needs, team planning and development to enhance our performance, reduce costs, and make other economies. We have also collaborated with partners with diverse expertise to strengthen our businesses.

Moreover, TEAM GROUP has also focused on expanding its businesses using the Environmental, Social and Governance concept or ESG, which embraces three main domains of responsibility, i.e. the environment, society, and good corporate governance. The concept accords with the company's business targets vis-à-vis the circular economy and the objective of being **"A regional solution provider and innovative business developer"**. The ESG innovation was adopted in many projects; for example, the District Cooling Project Agreement of Commercial Area in Suanluang-Samyan with Chulalongkorn University, which is a model for the promotion of energy and environmental conservation via the use of renewable energy and energy management innovation. Other applications such as building information modeling (BIM), artificial intelligence (AI), and virtual reality (VR) were also employed in project design, planning, and construction supervision, generating precise and cost-effective construction, and reducing material wastage. In addition, the Digital Twin technology, or digital replication of a building, was also provided for clients' effective building maintenance and management.

It is anticipated that in 2022 the pandemic will wane and the economy will revive. TEAM GROUP, however, continues to operate in a circumspect and vigilant manner, taking into account the welfare of our stakeholders, while also taking responsibility for society and the environment under the ESG concept. At the same time, we quickly respond to managing risks and are ready to provide quality output congruent with international standards for the utmost satisfaction of our clients.

On behalf of the executives and management team, I would like to extend my sincere thanks to our shareholders, directors, business partners, and all stakeholders for your continued trust and support in the operations of TEAM GROUP. Please remain confident that the company will strive to develop in accordance with the ESG principles to maintain steady growth and produce worthwhile returns for our shareholders, while being a key force for the sustainable development of our nation.



Dr. Aphichat Sramoon
Chief Executive Officer

Company Background

Initial confident step

Before 1978, Thailand was expediting infrastructure development while improving its economic and social framework to catch up with other developed countries. At that juncture, foreign engineering consulting companies played a crucial role and rapidly expanded their activities in Thailand while Thai engineers had a limited role. However, with a far-reaching vision and strong belief that Thai engineers rivalled their foreign counterparts, a small group of Thai engineers jointly founded **TEAM Consulting Engineers Company Limited** in 1978 (currently TEAM Consulting Engineering and Management Public Company Limited) to provide comprehensive engineering consulting services for clients, with strong commitment to delivering the same quality services as those provided overseas.

The First Decade: Harvesting Experience

From initial baby steps with a limited number of staff in the first decade, TEAM GROUP began operations by providing engineering consulting services in the domains of water and environmental management. Particular emphasis was put on environmental survey, study and analysis for a number of water resource and irrigation projects that aimed to develop water resources in remote areas, construct dams and improve water supply systems nationwide.

The Second Decade: Continuous Growth

Entering its second decade, TEAM GROUP continued to grow and expand its services to cover more diverse areas. The focus was on urban and regional development, community development, transportation and infrastructure development, and energy efficiency, with integrated management in the form of **one-stop services** to reduce operational redundancy in each project. This initiative proved to be highly successful and boosted clients' confidence and satisfaction. Owing to these achievements, TEAM GROUP became renowned and widely recognized both domestically and internationally as one of the leading consortiums for providing the most comprehensive consulting services in Thailand.

The Third Decade: Building on and Expanding a Solid Foundation

TEAM GROUP thus entered its third decade with a solid foundation and a competent staff complement with wide-ranging expertise; moreover, it had a strong network

of alliances both domestically and internationally. These attributes helped TEAM GROUP to become Thailand's leading engineering and related-business consulting consortium with a number of project achievements not only in Thailand but also in other countries, namely Cambodia, Lao PDR, Myanmar, Vietnam, Nepal, Sri Lanka, Timor-Leste and Yemen. In addition, TEAM GROUP further expanded into the fields of transportation and logistics, cutting-edge infrastructure development, alternative energy, addressing corporate management issues, and public relations.

The Fourth Decade: Endless Opportunities

TEAM GROUP effortlessly entered the fourth decade with determination. This was a decade of great transformation as TEAM GROUP was listed as a public company on 12 July 2018 and the company's ordinary shares became listed securities and open to trade on the Stock Exchange of Thailand (SET) on the same day. This transformation was a good opportunity for TEAM GROUP to exploit its potential through fund raising for business operations and further investment, enabling it to capitalize on innovations and enhance service efficiency.

Professionalism and the strong commitment of dedicated personnel, who have staunchly worked to provide world-class quality services to clients for more than 40 years, have helped to create a strong ethic of "TEAM Power". As a result, TEAM GROUP is highly recognized by domestic and international leading organizations alike and has become a leader in the fields of integrated consulting and related businesses in the region. It has a record of more than 2,800 successful projects, as well as a reputation for delivering optimal client satisfaction.

Today, TEAM GROUP continues to broaden its horizons by investing in infrastructure projects to create recurrent income. This is further significant evidence of our expansion into more integrated services. However, we will unceasingly continue to diversify and provide even more comprehensive services to suit all clients' needs, as well as to capitalize on new innovations and technologies. We remain ready to stand firm as a team to achieve our goals and continue to grow strongly and sustainably into the future.



TEAM GROUP in the Spotlight

With over 40 years of experience, TEAM GROUP has become a leader in Thailand's consulting business arena and is now targeting “consulting business leadership in the ASEAN region”. Through highly effective management, unceasing improvement of services, staff capacity building as well as continuous development and sourcing of technologies and innovations, we stand prompt to deliver excellent services and premium work quality for our clients' highest satisfaction.

Accumulated Experience, Knowledge Acquisition

For more than 40 years, TEAM GROUP has continuously accumulated experience and compiled knowledge – in other words “intellectual treasure” – a strong foundation for a consulting business today. Through knowledge transfer from generation to generation plus regular training and development in both theory and practice, our workforce has gained experience and expertise in diverse areas, enabling it to respond to clients' comprehensive needs. These attributes have created confidence and trust among clients domestically and in the ASEAN region.

Advanced Technologies, Progressive Innovations

TEAM GROUP has always valued the development of technologies and innovations. The River Network Model has made TEAM GROUP a water expert while drones or unmanned aerial vehicles enhance survey activities. The Building Information Model or BIM that assists with data collection and the creation of 3D models of buildings has helped to improve the quality of architectural, engineering, and construction endeavors. This technology has also contributed to the analysis and development of smart cities as well as asset and infrastructure management, resulting in increased income, reduced expense and shorter time requirements for projects. Ultimately, it is efficient integration of knowledge, advanced technologies, and progressive innovations.



One-stop Services

One of TEAM GROUP's strengths lies in one-stop services delivered by experienced and knowledgeable teams. Our diversified expertise encompasses the domains of transport and logistics, water resources, building and infrastructure development, environmental management, energy management, and technology adoption, backstopped by related businesses. Our services cover, inter alia, master planning studies, feasibility studies, survey and design, environmental study and assessment, project management, and construction supervision, as well as other relevant operations. In other words, our one-stop services are delivered from the start to the end of the project.

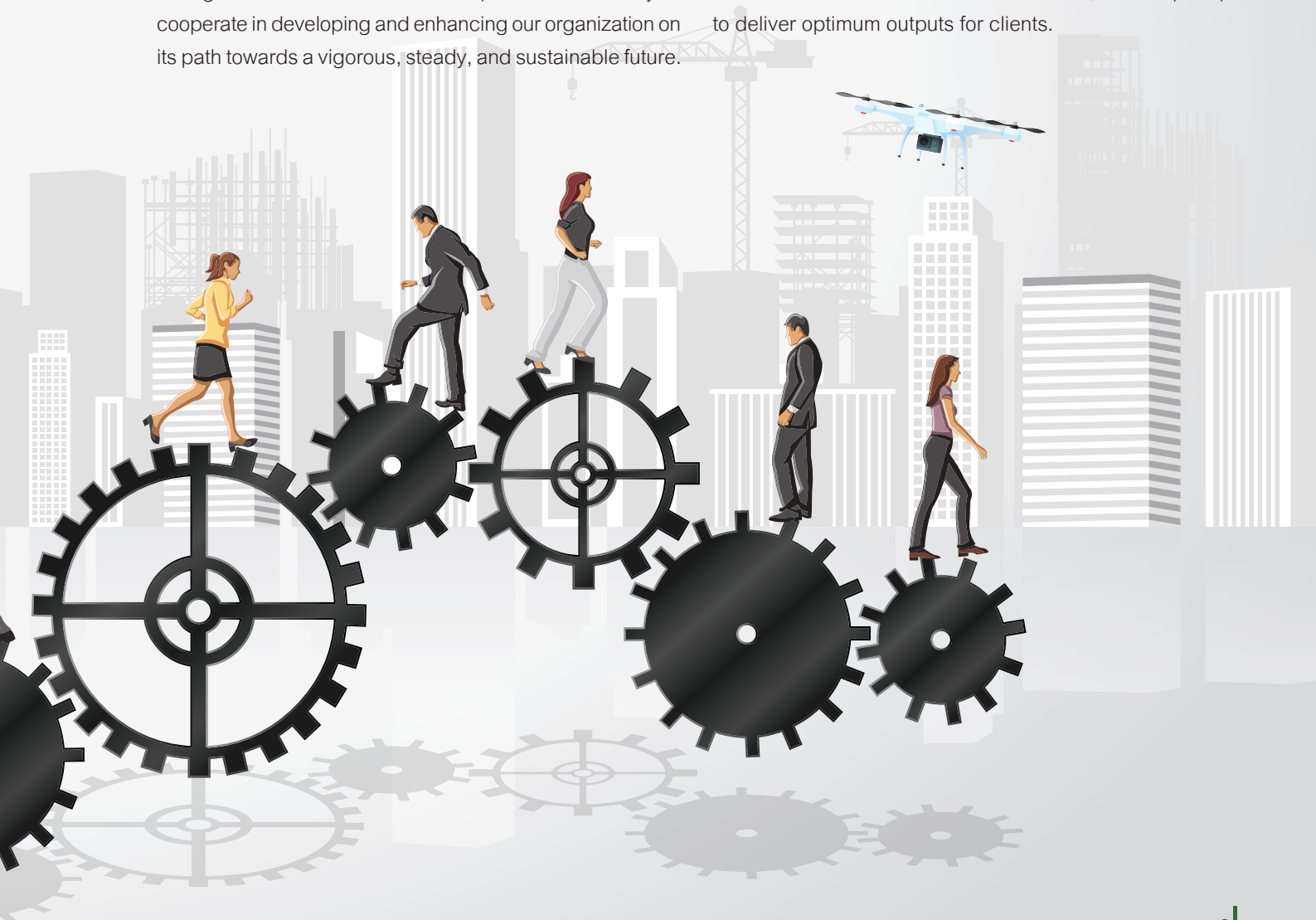
Joining Forces for Enduring Friendship

Partners have been key forces during TEAM GROUP's four decades of stable growth and experience accumulation, as well as knowledge and expertise development. Our strong domestic and international partners are ready to cooperate in developing and enhancing our organization on its path towards a vigorous, steady, and sustainable future.

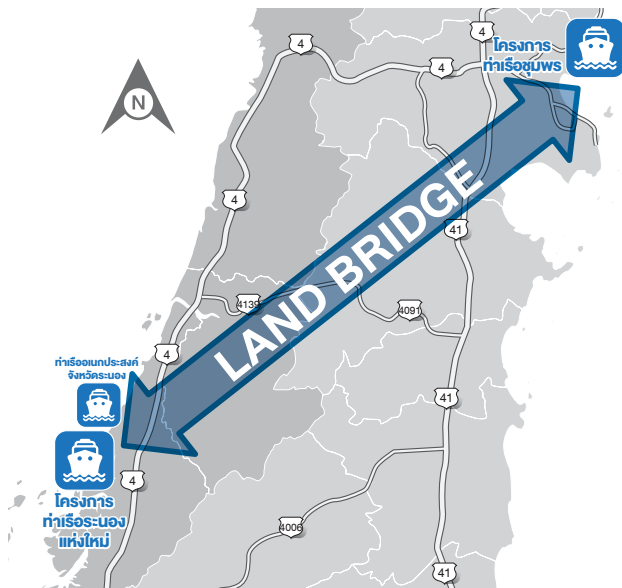
TEAM GROUP has entered into cooperation agreements with business entities, state enterprises, and educational institutions, with related objectives and values. This is a means of fortifying our academic background further and developing our human resources so that we are prompt to deliver quality services and work for our clients while also continuing expansion into the ASEAN region. TEAM GROUP's diverse network of active partners from Lao PDR, Myanmar, Vietnam, Malaysia, Singapore, Indonesia, the Philippines, the United States of America, and Japan has helped to enhance its capacity and extend its scope of services efficiently.

Power of Teamwork, Power of TEAM GROUP

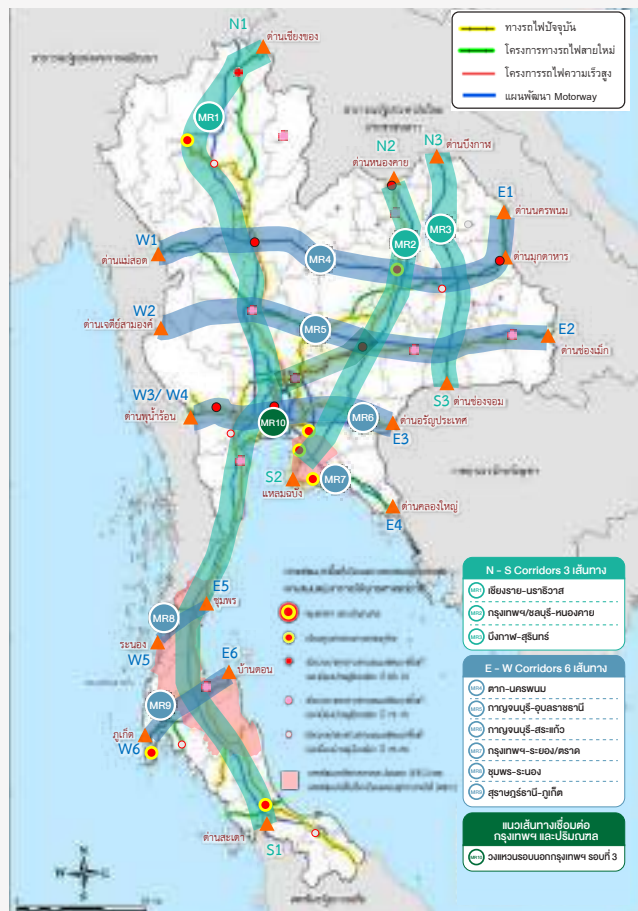
Teamwork has always been TEAM GROUP's most important strength. From its inception, all its achievements have derived from the determination, dedication, perseverance, and unity of all 1,500 staff members, based in Thailand and overseas, who are prompt to deliver optimum outputs for clients.



Highlight Projects



Feasibility Study, Preliminary Design, Environmental Impact Assessment, and Business Development Model Analysis for the Transport Infrastructure Development Project to Develop the Southern Economic Corridor Connecting the Gulf of Thailand and the Andaman Sea: Office of Transport and Traffic Policy and Planning



Study and Improvement of The Motorway Network Development Master Plan by Using Toll Fee Funds with a Pre-Feasibility Study.: Department of Highways



Study on Infrastructure Project to Support Telecommunication System in Industrial Estates and Industrial Port Operated by IEAT: Industrial Estate Authority of Thailand



Project Management Consultant (PMC) for the Development of U-Tapao Airport and the Eastern Aviation City, Phase 1: Eastern Economic Corridor Office



Engineering Services for Survey and Detailed Design of Highways Environmental Guidance Preparation Project : Department of Highways



Survey, Study and Master Planning for Water Management of Rattanakosin-Swankhalok-Khlong Samsen Area Department of Drainage and Sewerage, BMA



Detailed Design of Songkhla Port Improvement Project: Chaophaya Terminal International Co., Ltd.



Water Chart of Ping, Wang, Yom and Nan River Basins: Office of the National Water Resources



Construction Supervision of Khlong Saen Saep Drainage Tunnel from Khlong Saen Saep and Khlong Lat Phrao Drainage Tunnel to Soi Lat Phrao 130 Project: Department of Drainage and Sewerage, BMA



Consultancy Contract for Construction Supervision of Water Transmission Tunnel and Related Work (Contract SV-903) under the 9th Bangkok Water Supply Improvement Project: Metropolitan Waterworks Authority



Feasibility Study, Survey, and Design of Khuan Krong Peat Swamp, Nakhon Si Thammarat Province and Phatthalung Province to Conserve Ecosystem and Natural Resources: Department of Water Resources



Environmental Monitoring Report during Construction Period for Laem Chabang Port Phase 3: Port Authority of Thailand



Design and Construction Supervision for Two Additional Clarifier Tanks and Eight Additional Filter Ponds Including Related Work at Bangkhen Water Treatment Plant: Metropolitan Waterworks Authority



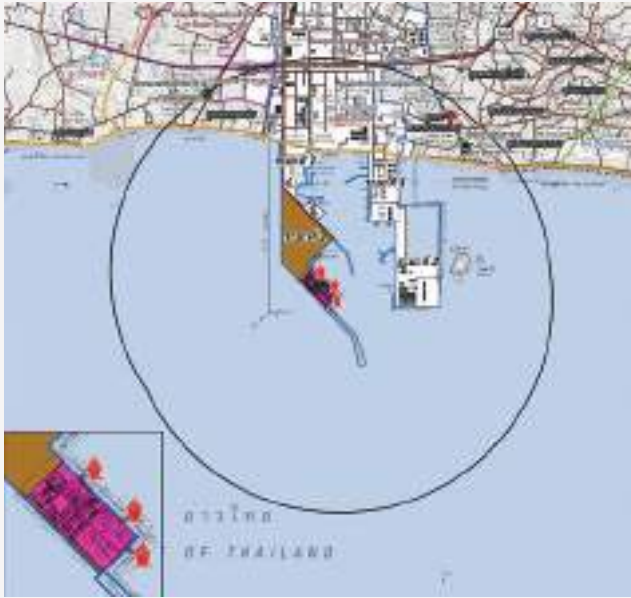
Dam Instrumentation for Ban Sap Krachai Reservoir, Kraitsana Sub-District, Sikhio District, Nakhon Ratchasima Province: Royal Irrigation Department



Water Treatment and Water Supply System for Sawanpracharak Hospital (New Branch) Project Agreement: Sawanpracharak Hospital



Tender Design for Relocation of Sha Tin Sewage Treatment Works – Main Cavern Construction, Hong Kong: Golder Associates (HK) Limited



Preparation of Environmental and Health Impact Assessment Report for the Liquefied Natural Gas Terminal located at Map Ta Phut Industrial Port Phase 3: Gulf MTP LNG Terminal Co., Ltd.



Project Management and Construction Supervision of Nue Noble Center Bang Na: Continental City Co., Ltd.



Construction Supervision of Lumphini Underground Substation: Metropolitan Electricity Authority



Project Management and Construction Supervision of Life Rama 4 – Asoke: AP (Thailand) Public Company Limited



Detailed Design for the Underground Substation of the Extension Project along the MRT Pink and Yellow Lines: Metropolitan Electricity Authority



BIM Consultancy Services for Central Ayutthaya: Central Retail Corporation Public Company Limited



Solar Power Purchase Agreement (Solar Rooftop) with Linh Gas Cylinder Company Limited

Major Achievements (Awards)



Corporate Governance Report of Thai Listed Companies 2021

In 2021, the Company has been awarded “Excellent” level of recognition (5 stars) for the corporate governance practices by the Corporate Governance Report of Thai Listed Companies (CGR), undertaken by the Thai Institute of Directors Association (Thai IOD).



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

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



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



Board of Directors



① Mr. Sanit Rangnoi
Chairman of the Board



② Dr. Prasert Patramai
Deputy Chairman



③ General Wichien Sirisoonthorn
Director



④ Mrs. Suvimol
Chrityakierne
Director



⑤ Dr. Thanasarn
Khuayjarempanishk
Director



⑥ Mr. Chawalit Chantararat
Director



⑦ Dr. Chana Poomee
Director



⑧ Dr. Aphichat Sramoon
Director



⑨ Mr. Issarin Patramai
Director

Audit Committee



① Mr. Sanit Rangnoi
Chairman of the Audit Committee



② General Wichien Sirisoonthorn
Member of the Audit Committee



③ Mrs. Suvimol Chrityakierne
Member of the Audit Committee

Nomination and Compensation Committee



① General Wichien Sirisoonthorn
Chairman of the Nomination and
Compensation Committee



② Mr. Chawalit Chantararat
Member of the Nomination and
Compensation Committee



③ Mr. Issarin Patramai
Member of the Nomination and
Compensation Committee

Advisors to the Executive Committee



① Professor Dr. Worsak
Kanok-Nukulchai
Senior Advisor



② Mr. Chaiyuth Sudthitanakorn
Senior Advisor



③ Mr. Chawalit Chantararat
Advisor



④ Dr. Sirinimit Boonyuen
Advisor



⑤ Mr. Kittipol Bunnim
Advisor



⑥ Mr. Prasong Wangrattanapranee
Advisor

Executive Committee



① Dr. Aphichat Sramoon
Chairman of the
Executive Committee



② Mr. Nakorn Sanyasiri
Member of the
Executive Committee



③ Dr. Teerawut Juirnarongrit
Member of the
Executive Committee



④ Mr. Sompat Suwapit
Member of the
Executive Committee



⑤ Mrs. Penpilai Phonchaipanich
Member of the
Executive Committee

Risk Management Committee



1 **Dr. Aphichat Sramoon**
Chairman of the Risk Management Committee



2 **Mr. Nakorn Sanyasiri**
Member of the Risk Management Committee



3 **Dr. Teerawut Juirnarongrit**
Member of the Risk Management Committee



4 **Mr. Sompot Suwapit**
Member of the Risk Management Committee



5 **Mr. Meererk Passara**
Member of the Risk Management Committee



6 **Mr. Polrach Khongchum**
Member of the Risk Management Committee



7 **Mr. Phongton Kusoljit**
Member of the Risk Management Committee



8 **Dr. Pimpida Chanyarakskul**
Member of the Risk Management Committee



9 **Mrs. Netchanok Tapinta**
Member of the Risk Management Committee



10 **Mr. Naris Denpaiboon**
Member of the Risk Management Committee



11 **Mr. Salyawate Prasertwitayakarn**
Member of the Risk Management Committee



12 **Mr. Worapong Preecha**
Member of the Risk Management Committee



13 **Mrs. Penpilai Phonchaipanich**
Member of the Risk Management Committee



14 **Ms. Mayuree Khuayjarempanishk**
Member of the Risk Management Committee



15 **Ms. Nuanprae Patramai**
• Member of the Risk Management Committee
• Secretary of the Risk Management Committee

Management Team



① **Dr. Aphichat Sramoon**
- Chief Executive Officer
- Acting Deputy
CEO-Development



② **Mr. Nakorn Sanyasiri**
Deputy CEO-Operation



③ **Dr. Teerawut Juirnarongrit**
Chief Operating Officer



④ **Mr. Sompot Suwapit**
Chief Investment Officer



⑤ **Mrs. Penpilai Phonchaipanich**
Chief Financial Officer

Financial Highlights

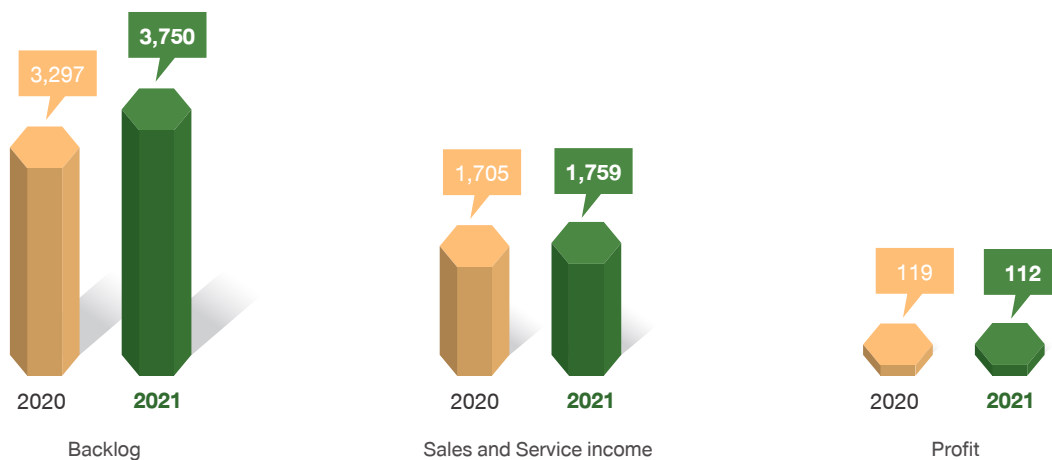
Financial Highlights	2021	2020	2019	2018	2017
Income Statement (Million Baht)					
Sales and Service Income	1,759.3	1,705.0	1,836.0	1,654.2	1,590.2
Cost of Sales and Service*	1,318.3	1,249.8	1,291.8	1,107.1	1,034.0
Administrative expenses*	322.6	320.5	408.8	418.0	447.5
Profit for the year	111.9	119.4	115.5	113.6	98.7
Statement of Financial Position (Million Baht)					
Current Assets	1,650.2	1,471.7	1,346.8	1,328.8	831.1
Non-Current Assets	526.4	536.7	539.5	499.2	474.0
Total Assets	2,176.6	2,008.4	1,886.3	1,828.0	1,305.1
Current Liabilities	864.6	770.4	663.2	693.0	619.5
Non-Current Liabilities	295.7	323.7	295.2	207.7	213.6
Total Liabilities	1,160.3	1,094.1	958.4	900.7	833.1
Shareholders' equity	1,016.3	914.3	927.9	927.3	472.0
Financial Ratio					
Number of shares (Million shares)	680.00	680.00	680.00	680.00	2.50
Par value (Baht/share)	0.50	0.50	0.50	0.50	100.00
Book value (Baht/share)	1.49	1.34	1.36	1.36	188.81
Earnings Per Share** (Baht/share)	0.16	0.18	0.17	0.19	0.23
Return on Asset ratio (%)	5.3%	6.1%	6.2%	7.3%	7.3%
Return on Equity ratio (%)	11.6%	13.0%	12.4%	16.2%	25.9%
Debt-to-Equity ratio (time)	1.1	1.2	1.0	1.0	1.8

*Included depreciation and amortization

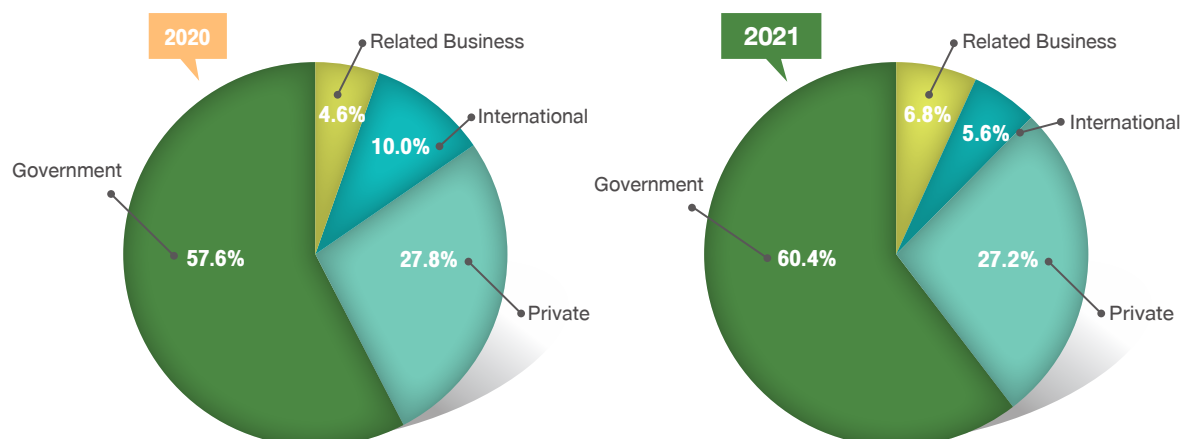
**Calculated by weighted average number of ordinary shares

Operating Results

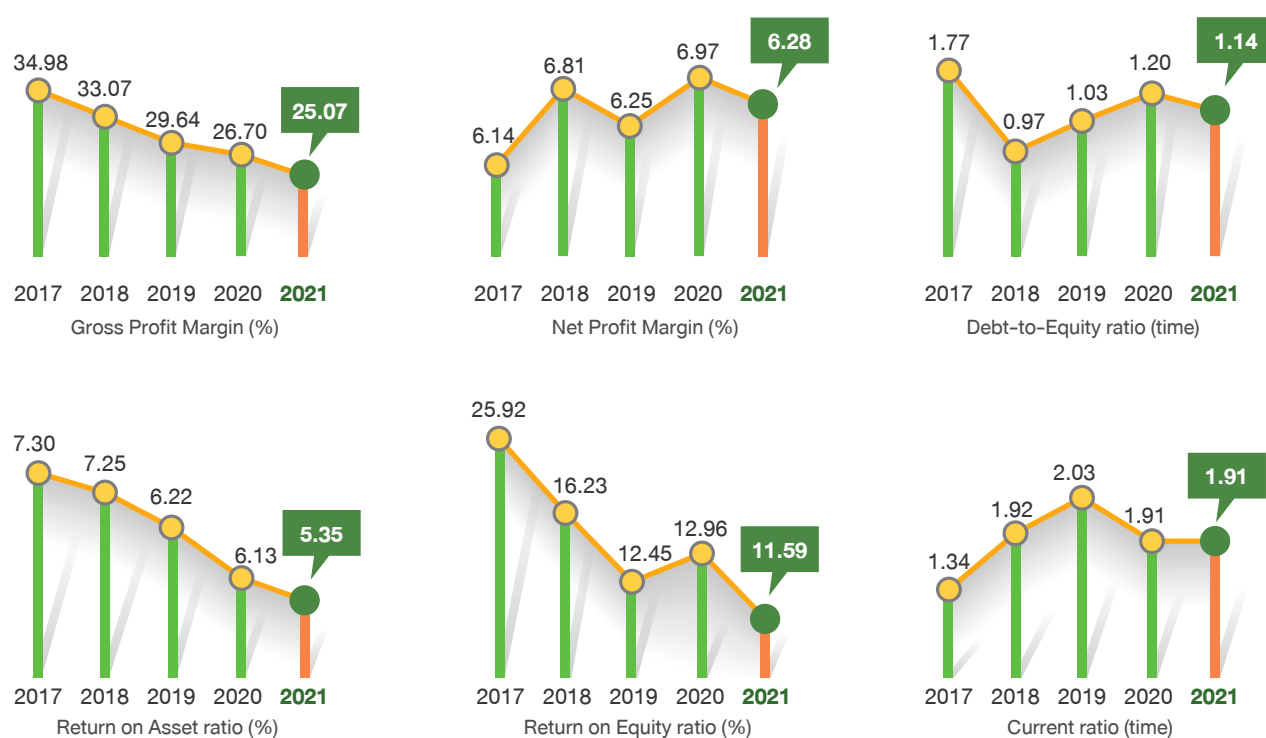
(Unit : Million Baht)



Revenue Structure by Segment



Financial Ratio





Part 1



“ Business Operation and Operating Results



1 The Company's Operational Structure

1.1 Policy and Business Overview

The Company and subsidiaries provides integrated engineering and environmental consulting services. The following are the six subsidiaries of the company that are still in operation: 1) ATT Consultants Company Limited ("ATT"), a consultant firm specializing in energy, power, oil, gas, petrochemicals, and related industries, as well as ports and utilities; 2) Geotechnical and Foundation Engineering Company Limited ("GFE"), which provides geotechnical, foundation, and underground structural consultancy services; 3) TEAM Construction Management Company Limited ("TEAM-CM") which specializing in project management and construction supervision for all kind of buildings; 4) TEAM SQ Company Limited ("TEAM SQ"), a firm that specializes in planning, interior design, landscape architecture, and urban development; 5) TLT Consultants Company Limited ("TLT") which provides environmental impact assessment report preparation services; and 6) LTEAM Sole Company Limited ("LTEAM") which provides environmental impact assessment report services in Lao PDR.

1.1.1 Vision, mission, values, objectives, strategies and goals of the Group's business operations.



Vision

A regional solution provider and innovative business developer



Mission

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



Values

SQT (Service, Quality, Teamwork)

S-Service:

- Customer Centricity
- Accountability
- Ethics

Q-Quality:

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

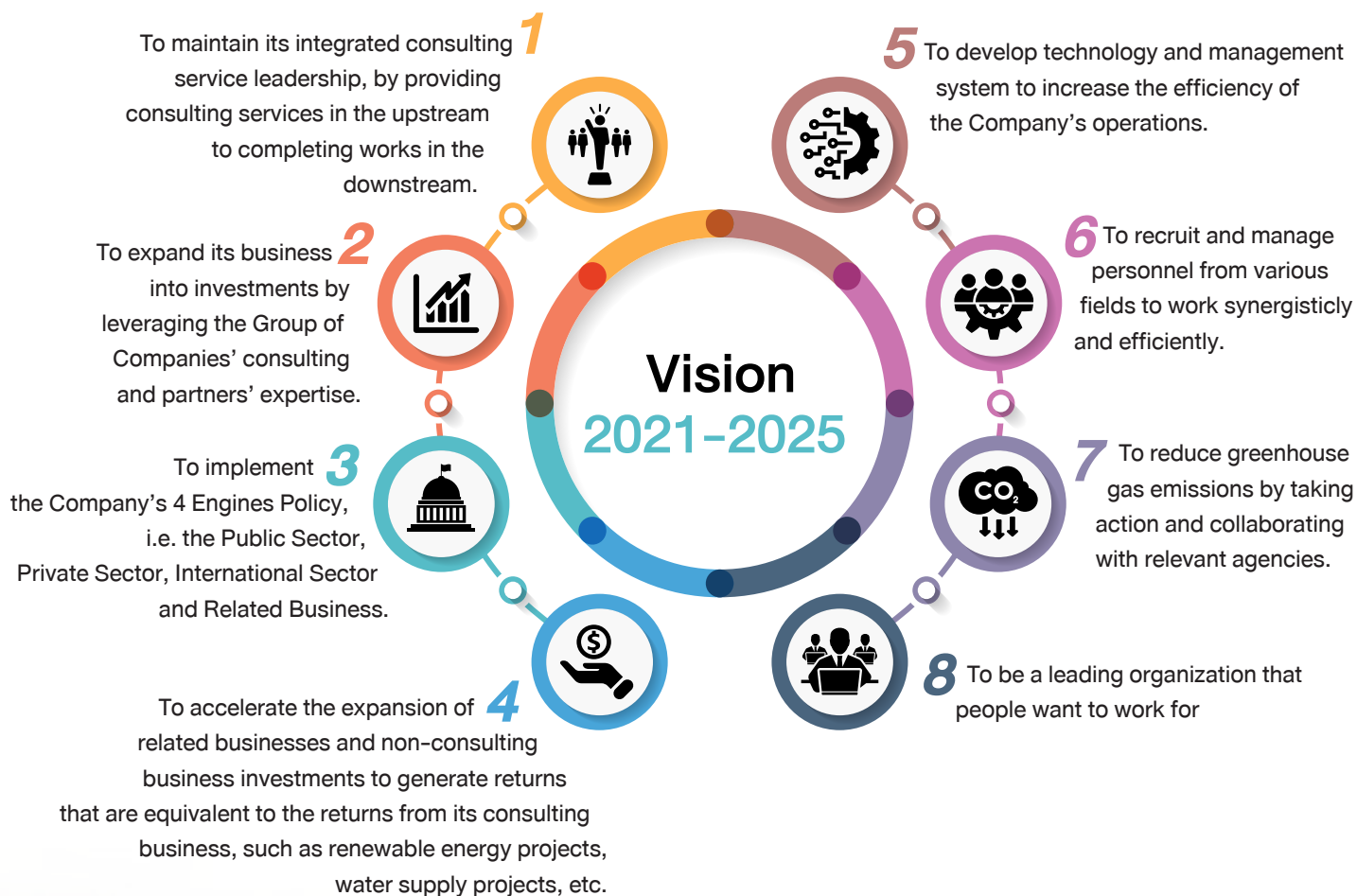
T-Teamwork:

- Synchronization
- Unity
- Borderless



2021-2025 Company Business Strategies

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





1.1.2 Major changes and developments

Background

TEAM Consulting Engineers Company Limited (now TEAM Consulting Engineering and Management Public Company Limited) was founded in 1978 by a group of engineers to provide water resources engineering and environmental consulting services, preceding to developing the services in the fields of architectural services, urban development, energy, transportation, and traffic, as well as building, utility management and integrated management. TEAM GROUP has grown to become one of Thailand's largest consulting firms with strong competitiveness both in Thailand and abroad. Its highly skilled and experienced staffs of more than 1,300 are dedicated to exceeding the valued client's expectations.

After over 44 years of innovation and development, we are currently a premier provider of cost-effective, integrated solutions in diverse market sectors – from transportation and logistics, building and infrastructure, water resources, environment, energy, management to public relations. To date, we have executed more than 2,900 domestic and cross-border projects.

With our strengths lying in our professional approach focusing on Service, Quality and Teamwork, vast experience and strong commitment to clients, we are among the forefront in Thailand, and are now taking a big step towards regional excellence.

In 2018, TEAM Consulting Engineering and Management Company Limited has been converted to a public company and was listed on the Stock Exchange of Thailand (SET). The Initial Public Offering (IPO) took place during 4 and 6 July 2018, and on 12 July 2018, TEAMG started its trading on the SET.

Control over the Company in the past year, change of shareholds structure, management, or business operations or significant events during the past three (3) years

On 7 September 2021, Nexter Ventures Company Limited ("Nexter Ventures"), a subsidiary of Siam Cement Public Company Limited, purchased the company's shares from a group of major shareholders, namely Mr. Prasert Patramai, Mr. Peerawat Premchun, Mr. Thanasam Khuayjarernpanishk, Mr. Kittipol Bunnim, and Mr. Issarin Patramai under the Big Lot Transaction through the Stock Exchange of Thailand. The total number of shares purchased were 67,328,800 shares, equals to 9.90% of the total issued and sold shares, at the price of 2.54 Baht per share. As a result of the acquisition of Nexter Ventures, the structure of the top ten shareholders was changed with Nexter Ventures being the number one major shareholder. However, the change in shareholding structure has had no effect on the management structure, management, or business policy in any way.



Major changes and developments in 2019–2021

► Year 2019

(1) In April 2019, the Company purchased the additional registered shares of SQ which amounted to 50,000 shares at a par value of 100 Baht per share, totaling 5,000,000 Baht. SQ will have a registered capital and paid-up capital of 10,000,000 baht following the capital increase, enhancing the company's competitiveness and potential in the field of architecture and urban planning.

(2) In July 2019, Geotechnical and Foundation Engineering Company Limited (GFE), a subsidiary of the Company, established iGL Synergy Co., Ltd. in Lao PDR through a joint venture with ILF Consulting Engineers (Asia) Limited, a registered capital of 1,000,000,000 kip (LAK), with GFE holding 30% of the registered capital to conduct business and invest in Lao PDR.

(3) In September 2019, The Company signed the Concession Contract for Wastewater Treatment and Water Recycling Project for the Suan Luang – Sam Yan Area with Chulalongkorn University. The project aimed to promote private investment in the wastewater treatment and recycling system with a capacity of at least 200 cubic meters per day.

► Year 2020

(1) The Company invested in a 90.09 kWp solar rooftop system to convert solar energy, which is a clean source of energy, into electricity for usage in the TEAM buildings. As a result of the electric power generated by the system, TEAM buildings have consumed less energy from fossil fuel, reduced global warming while also assisting in the reduction of the TEAM buildings' electrical costs.



(2) In November 2020, ATT Consultants Company Limited (ATT), a subsidiary of the Company, signed a solar power Purchase Agreement (Solar Rooftop) with Siam Quality Steel Company Limited. ATT will invest on the installation of solar panels and other related structures on the roof of the factory, with a capacity of approximately 0.6 MW and will distribute electricity to Siam Quality Steel Company Limited for a period of 10 years.



(3) In December 2020, the company established a joint venture company namely, Chula District Cooling Company Limited with 2 investors i.e. (1) BCPG Public Company Limited and (2) Keppel DHCS Pte. Ltd. in order to operate the business of installing and managing the District Cooling system for the distribution of chilled water in the commercial area of Suanluang - Samyan to buildings in such area of Chulalongkorn University.



► Year 2021

(1) In May 2021, ATT Consultants Company Limited (ATT), a subsidiary of the Company, signed the Solar Power Purchase Agreement (Solar Rooftop) with Linh Gas Cylinder Company Limited. ATT will invest on the installation of solar panels and other related structures on the roof of the factory, with a capacity of approximately 1.0 MW and will distribute electricity to Linh Gas Cylinder Company Limited for a period of 10 years.



(2) In September 2021, the Company established a joint venture company, Asset Activator Company Limited, with four joint venture partners: (1) Maneuver Holding Company Limited, (2) Bay Computing Company Limited, (3) Cons Robotics Company Limited, and (4) Mr. Ponn Virulrak in order to expand and increase business opportunities with regard to the Property Technology. The company holds shares in the ratio of 30 percent of the registered capital.

(3) In September 2021, the Company has signed the Water Treatment and Water Supply System for Sawanpracharak Hospital (New Branch) Project Agreement. The Company will invest in the construction, installation, management, production, and maintenance of the water treatment and water supply system including the raw water system, raw water pipeline system, water treatment plant, and water distribution system in the hospital area. The clean water will be sold through the distribution system for domestic and medical usage in the hospital for a period of 25 years and the Company will receive water fee based on actual usage.



(4) In September 2021, Nexter Ventures Company Limited, a subsidiary of Siam Cement Public Company Limited, purchased the Company's shares from a group of major shareholders. The total number of shares purchased were 67,328,800 shares, equals to 9.90 % of the total issued and sold shares.



1.1.3 Use of the proceeds obtained from fund raising

According to the company's fund raising through the Initial Public Offer (IPO) during the period of 4-6 July 2018 which offered 180 million newly issued ordinary shares at initial selling price of 2.42 Baht/share with par value of 0.50 Baht per share, totaling 410.77 million Baht after deducting underwriting commission and expenses in connection with the offering.

On 21 January 2022, the Company reported to the Stock Exchange of Thailand the usage of fund raising through the IPO as of 31 December 2021.

(Unit: Million Baht)

No.	Planned usage of IPO proceeds	Estimated amount of IPO proceeds	IPO proceeds used until 31 December 2021	Balance of IPO proceeds as of 31 December 2021
1	Investing in computer systems, software, and investment in business related to advanced technology	65.00	56.92	8.08
2	Working Capital Management	345.77	345.77	-
Total Value		410.77	402.69	8.08

The usage of IPO proceeds was in accordance with the objectives disclosed in the filing document and the resolution approved by the Board of Directors Meeting No. 1/2020 held on 19 February 2020 with regard to the additional planned usage of the IPO proceeds to invest in computer systems, software, and business investments related to advanced technology, which the Company has informed the Stock Exchange of Thailand and the 2021 Shareholders' Meeting for acknowledgment.

1.1.4 Obligations made by the Company in its registration statement for the issuance of securities and/or the Office's license conditions

There are no obligations on the part of the Company in this matter.

1.1.5 Company Name, address of head office, type of business, company registration number, telephone number, fax number, company website, and the total number and type of the company's outstanding shares

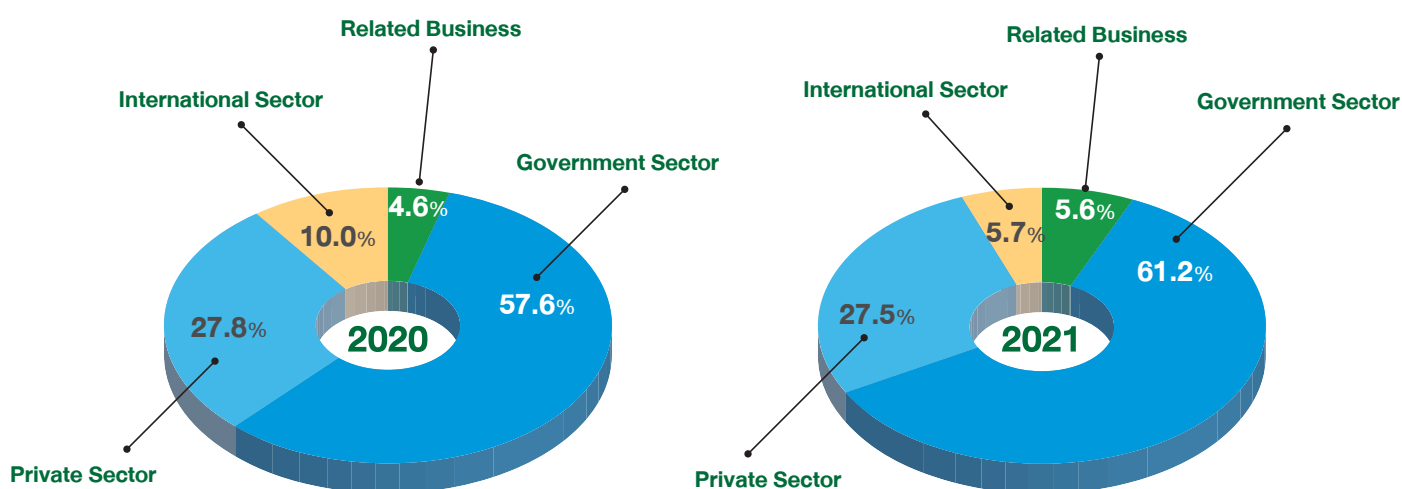
Company name	TEAM Consulting Engineering and Management PCL.
Stock symbol	TEAMG
Company registration number	0107561000030
Type of business	The integrated engineering, environment, management consultancy services
Industry	Property & Construction
Sector	Construction Services
Authorized Capital	Baht 340,000,000.00 (680,000,000 listed Common Stock shares at Baht 0.50 per share)
Issued and Paid-up Capital	Baht 340,000,000.00 (680,000,000 listed Common Stock shares at Baht 0.50 per share)
Address	151 Nuan Chan Road, Nuan Chan, Bueng Kum, Bangkok 10230
Website	www.teamgroup.co.th
Telephone	0-2509-9000
Fax	0-2509-9090

1.2 Nature of Business

1.2.1 Revenue Structure

The Company and its subsidiaries have acquired clients from various segments which are from the government, private and international sectors as well as related businesses. In 2020-2021, the segment portions are administrated as follows:

Revenue Portion by Business Sectors



1.2.2 Product/Service Information

1) Nature of Products and Services

The Company and its subsidiaries provide integrated consulting services for planning, construction, development and improvement of various engineering projects under the concept “One-stop Services” that can serve the clients completely and in a timely manner. The scope of works ranges from the initiation of the project ideas, project master planning, feasibility studies, surveys, detailed design and environmental studies. The Company also provides consultation services in construction supervision and project management including operation and maintenance of equipment and measuring system after the delivering of projects, as well as engineering services in related businesses which include installation of instrumentation equipment, aerial photography service and mapping, Building Information Modeling (BIM) process for architecture, engineering and construction

and also engineering education and training services. Our engineering consulting services cover transportation and logistics, water resources, building and infrastructure, environment, energy, and non-engineering consulting services such as strategic organization management, finance, investment, and marketing. The clients of the Company and subsidiaries are government and private sectors in Thailand and overseas, in particular, developers in the CLMV countries (Cambodia, Lao PDR, Myanmar and Vietnam).

In addition, the Company also aims to be a regional solution provider and innovative business developer by expanding the business to invest in related businesses in areas where the company has expertise such as renewable energy and water resources as well as adopting new innovations that enhance work efficiency and are environmentally friendly to generate continuous recurring income .

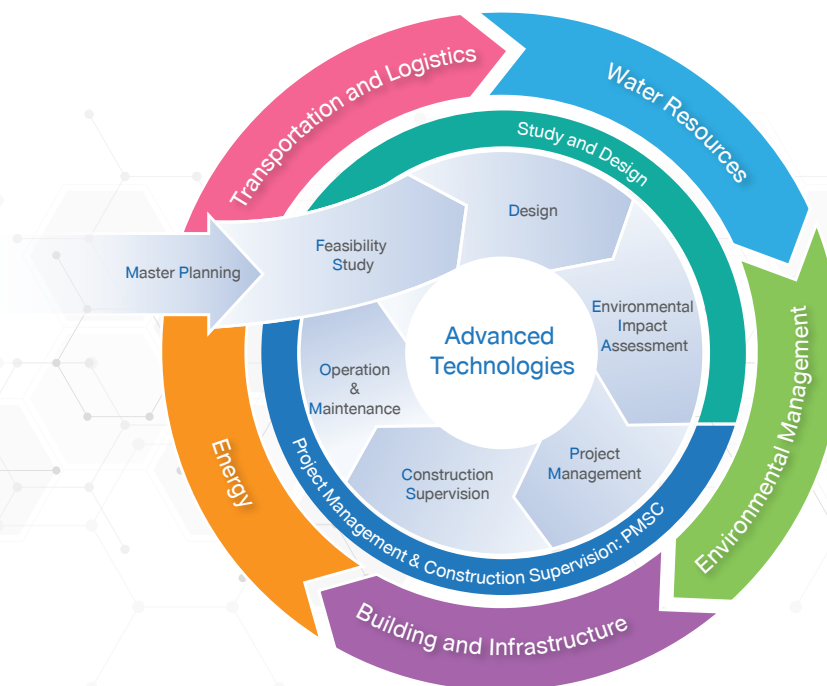
Building Information Modeling (BIM) is a process of project modeling showing the image in the form of digital representations of physical and functional characteristics of places. The Company applies BIM for design tasks and construction project management leading to higher efficiency and reduction of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

The Company’s services can be classified as follows;

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

The Company and its subsidiaries conduct integrated engineering and environmental consultancy services with

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



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

- **Study, Design and Report Preparation (Study & Design)**

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

- o **Master Plan**

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

- o **Feasibility Study**

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

- o **Survey and Detailed Design**

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

- o **Survey, Study, and Environmental Impact Assessment (EIA)**

Environmental impact assessment is the study to anticipate both positive and negative effects from the development of significant projects or businesses that

will affect the environment including natural resource, economic, social and health aspects. This is to determine the most effective preventive measures to be used in making the decision to develop such projects or businesses.

- **Project Management and Construction Supervision (PMSC)**

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

- **Related Businesses**

In addition to the consultancy services mentioned above, the Company also provides services in the related businesses to fulfill broader client's demand. These services cover the installation of equipment and supporting devices (instrumentation), aerial photograph and mapping (drone-based survey), Building Information Modeling (BIM) for architecture, engineering and construction. Apart from that, the company has expanded its investments in related businesses as follows:

- o **The Water Treatment and Water Recycling Project for the Suan Luang-Sam Yan Area of Chulalongkorn University.** The Company invested in this project in 2019. The capacity of wastewater treatment system is 240 cu.m. per day. The wastewater discharged from CU-Terrace and CU iHouse will be treated and used to water the plants in the CU Centenary Park and nearby area. The project period is 10 years.

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

within “The Chula Smart City Project”, located in the heart of Bangkok city, Suanluang-Samyan, Chulalongkorn University.

o The Solar Power Purchase Agreement (Solar Rooftop). At present, ATT Consultants Company Limited (ATT), a subsidiary of the Company, has two Solar Rooftop projects that are in progress as shown below.

- The Solar Power Purchase Agreement (Solar Rooftop) with Siam Quality Steel Company Limited. In 2020, ATT invested in the installation of solar panels and other related structures on the roof of Siam Quality Steel Company Limited's factory. The project has a capacity of approximately 0.6 MW and will distribute electricity to Siam Quality Steel Company Limited for a period of 10 years

- Solar Power Purchase Agreement (Solar Rooftop) with Linh Gas Cylinder Company Limited. In 2021, ATT Consultants Company Limited, a member of TEAM GROUP, invested in the installation of solar panels and associated components on the roof of the factory building owned by Linh Gas Cylinder Company Limited. Under construction, this project has generating capacity of 1 MW and aims to sell the electricity generated from solar power to Linh Gas Cylinder Company Limited for a period of 10 years.

o The Water Treatment and Water Supply System for Sawanpracharak Hospital (New Branch) Project. In 2021 the Company invested in the water treatment and water supply system for Sawanpracharak Hospital (new branch) which will be fully opened in 2022. The hospital is expected to have a maximum water demand of 2,400 cubic meters per day. The company will invest in the construction, installation, management, production, and maintenance of the water treatment and water supply system which including the raw water system, raw water pipeline system, water treatment plant and water distribution system in the hospital area. The clean water will be sold through the distribution system for domestic and medical usage in the hospital for a period of 25 years and the company will receive water fee based on actual usage.

o Establishment of Asset Activator Company Limited. In 2021 the Company and partners established a joint venture namely, Asset Activator Company Limited, which aims to implement BIM technology in Facility Management of the building to reduce costs and optimize efficiency of building and energy management. Asset Activator, as the first company in Thailand, developed platforms to integrate, display, and link data to ERP systems in one place and started to experiment with real estate development companies and government agencies.



Total Pressure Cell Monitoring in Tunnel



Open End Standpipe Piezometer Installation



Inclinometer Installation



Instrument House



Application of Drone (Point Cloud)



Water Recycling for Chulalongkorn University



Application of BIM in Design work



District Cooling



Application of BIM in Design work



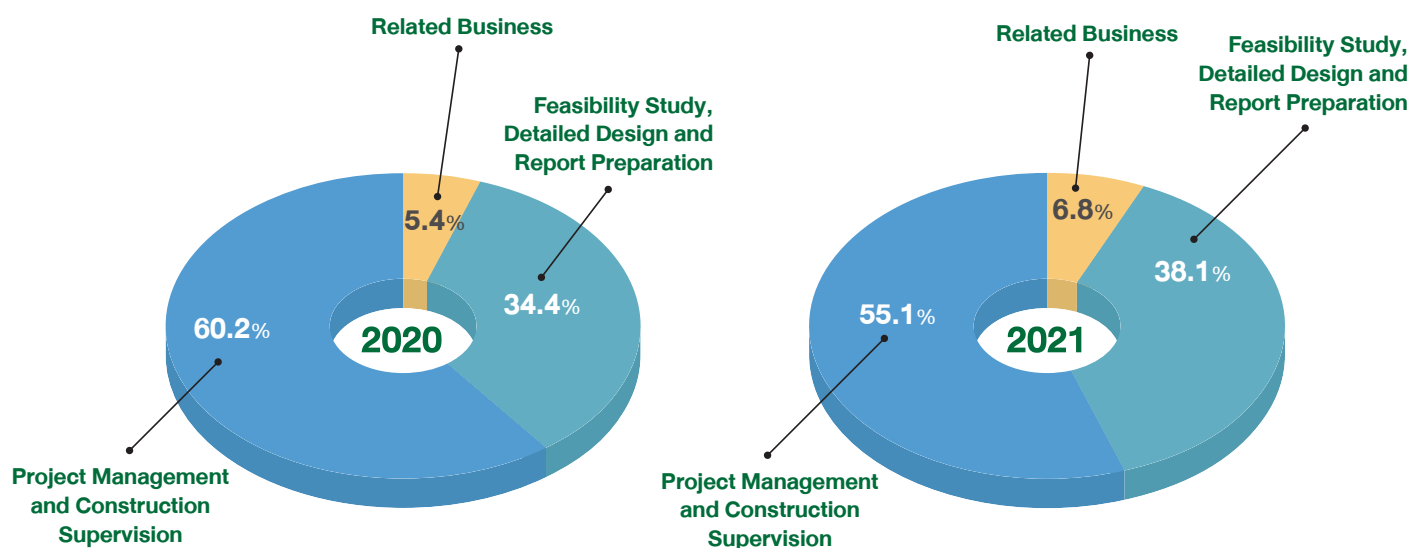
Solar Rooftop



Water Treatment and Water Supply System for Sawanpracharak Hospital (New Branch)

In 2020 and 2021, the Company and its subsidiaries could generate revenue from Study and Design Services, Project Management and Construction Supervision (PMSC), and Related Businesses as follows;

Revenue Portion by Type of Services



(2) Types of Services Based on Specialization

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

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

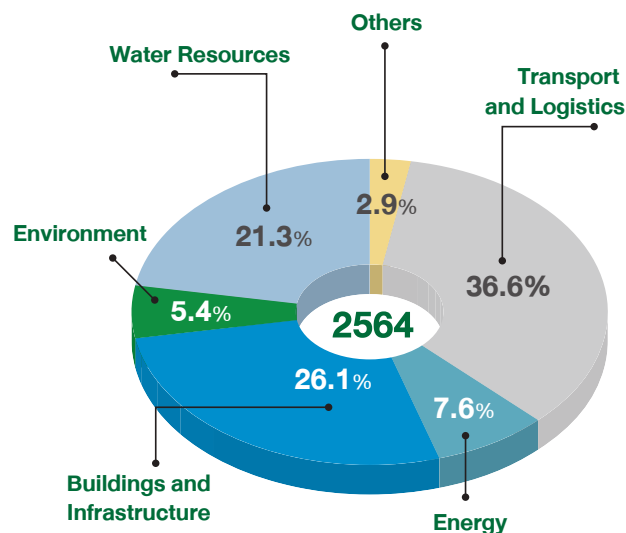
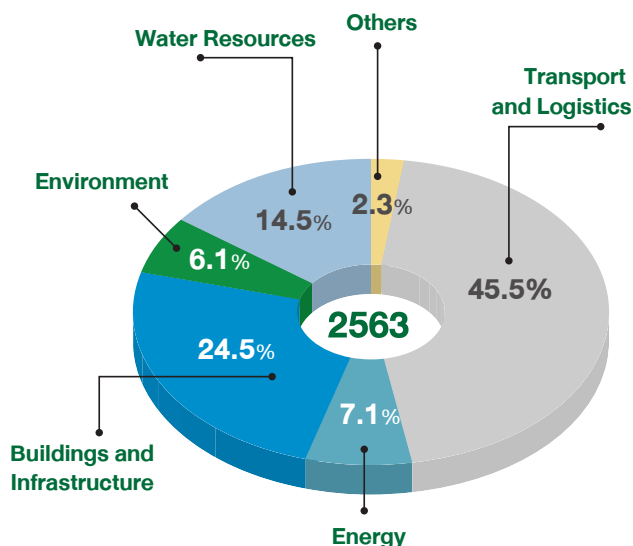
- **Water Resources (WE):** water resource management and development for consumption and irrigation, hydroelectric power, flood prevention and drainage, coastal engineering including forecasting water situation.

- **Urban, Buildings and Infrastructure (UBI):** all types of buildings and infrastructure, various real estate development projects such as condominiums, hotels, shopping centers and mixed-use complexes, industrial estates, industrial factories, green buildings, city planning and regional planning, land, buildings and industrial estates development planning, as well as Transit Oriented Development (TOD).

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

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

Revenue Portion by Expertise



2) Industry Outlook and Competition

(1) Marketing Policy

The Company and its subsidiaries provide integrated engineering and environmental consulting services with engineering team, technical staffs and senior experts. The team consists of personnel with specialized knowledge and experience, as well as a portfolio of more than 2,900 projects at national and regional levels.

• Competition Strategies

o Cost Proposal

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

o Advanced Technology Application

The company aims to be a regional solution provider and innovative business developer by adopting new innovations that enhance work efficiency and are environmentally friendly. The Building Information Modeling

(BIM) for architectural and engineering design as well as construction of buildings and infrastructure is employed to generate display of 3D images which contributes to the structure analysis, cost estimation, inspection of design conflicts during construction in order to reduce waste, including operation and maintenance and facility / assets management. Moreover, the Unmanned Aerial Vehicle (UAV) or drone and Real Time (Kinematic) are applied for topographic survey, and aerial photographic to deliver high-density photography and high-accuracy 3D models which can significantly reduce cost and time of the study and survey.

o Human Resource Development

The Company gives high importance to human resource development in order to enhance their advanced knowledge and skills in response to the changing situation. The mentoring system is continuously applied to increase and develop working skills. Moreover, the Company also arrange training courses for large-scale construction project management and supervision for new engineers. Apart from that, the Company also provides BIM training courses. The purpose is to enhance all engineers, architects and draftsmen the ability to use BIM, one of the most significant services of the Company, in order to provide quality services in line with engineering standards.

- **Sales Channel**

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

- **Target Groups**

The target clients are both from the government and private sectors from medium- to large-scale projects both domestically and internationally. The Company aims to expand the business to the ASEAN countries and Timor-Leste. In 2019, the Company revenue comprised of the government sector for 61%, the private sector for 27%, the international sector for 6%, and related businesses for 6%.

(2) Competition Outlook of Consulting Business in the Past Year

- **Industry Outlook**

In 2021 the Thai economy continuously affected by the pandemic of COVID-19, however, in the 4th quarter the economy slightly recovered due to the gradual improved condition of the COVID-19 pandemic and the easing of the COVID-19 control measures. Thus, the overall Thai economy in 2021 grew by 1.6%, recovering from a decline of 6.2% in 2020. On the expenditure side, export of goods, private consumption, and investments expanded by 18.8%, 0.3%, and 3.4%, respectively. The headline inflation was

at 1.2% and the current account registered a deficit of 2.2% of GDP (Source:Thai Economic Performance in Q4 of 2021 and the Outlook for 2022, NESDC). The improved economic situation from 2020 together with the acceleration of the government's important projects to stimulate the economy and build investor confidence resulted in the commencement of many government mega projects in 2021. Consequently, the consulting engineering industry has improved from 2020 due to the increasing number of large-scale projects awarded.

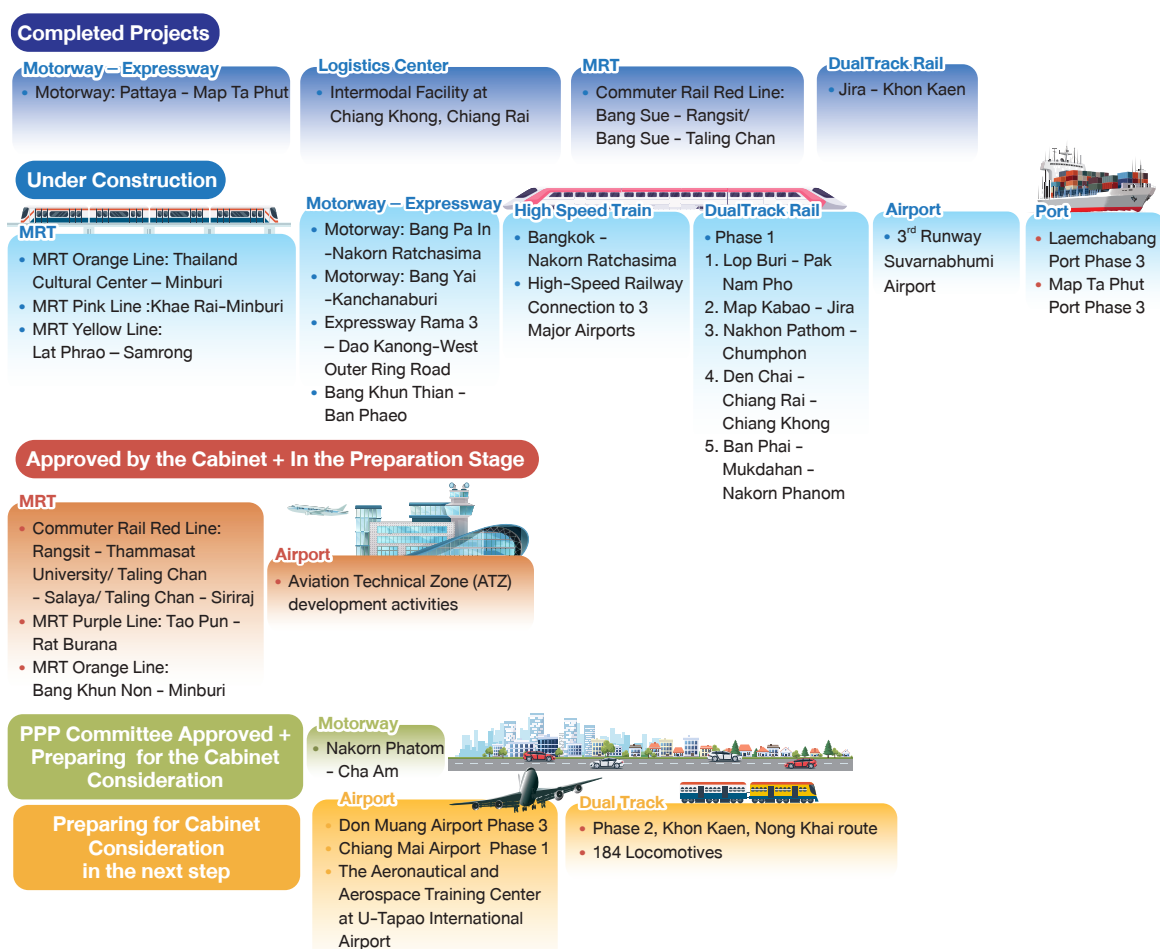
The Thai economy in 2022 is projected to expand in the range of 3.5 – 4.5%, mainly supported by; (i) the regaining in domestic demand; (ii) the recovery of domestic tourism; (iii) the continual expansion of export of goods; and (iv) the support from public investment. Export value of goods in US dollar terms is anticipated to expand by 4.9%. Meanwhile, private consumption expenditure and private investment are expected to increase by 4.5% and 3.8%, respectively. Public investment is projected to increase by 4.6%. Headline inflation is estimated to be in the range of 1.5 – 2.5% and the current account is projected to record a surplus of 1.5% of GDP.

The economic management for the year 2022 needs to prioritize on following issues: (1) Containing the domestic outbreak and preventing resurgences; (2) Assisting affected business and sectors that are experiencing difficulty to recovery (3) Maintaining momentum from domestic expenditure (4) Resolving household debt burden (5) Encouraging export of goods (6) Stimulating private investment (7) Maintaining growth momentum from government expenditure and investments; (8) Monitoring, scrutinizing, and preparing for the volatilities from global economy; and (9) Focusing on the economic restructuring policy aiming in particular at enhancing competitiveness, improving income distribution, and moving towards a low-carbon society (Source:Thai Economic Performance in Q4 of 2021 and the Outlook for 2022, NESDC).

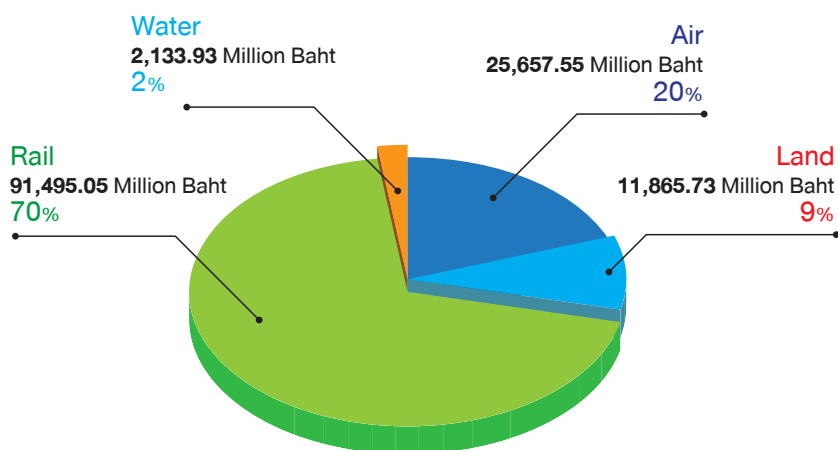
The government investment in 2022 is still a critical factor to stimulate the economy and improve the country's competitiveness. The progress of EEC projects as of January 2022 is as follows;

Project	Progress
1. The U-Tapao Airport and the Eastern Airport City	<ul style="list-style-type: none"> The Investor is in the process of detailed design contractor procurement. The 2nd Runway <ul style="list-style-type: none"> Phase 1: Preparing for construction Phase 2: In the process of budget consideration and TOR preparation. It is expected that contractors can be procured within 2022.
2. High-Speed Railway Connection to 3 Major Airports	Preparing for construction.
3. Laem Chabang Port Phase 3	<ul style="list-style-type: none"> Preparing for construction. The Public-Private Partnership (PPP) contract on Terminal F Project was signed in November 2021.
4. Map Ta Phut Industrial Port Phase 3	<ul style="list-style-type: none"> Phase 1: Preparing for construction Phase 2: Private investors is expected to be contracted within November 2022.

As for the development of transportation projects in 2021, the government continues to expedite projects such as the development of the double-track railway system to increase the efficiency of rail transport, the development of regional airports, and the planning of the motorway development to be in line with the expansion of the double-track railway and high-speed rail network nationwide. This includes the development of the mass transit system to alleviate traffic problems. The progress of significant infrastructure projects under Ministry of Transport are shown below.



2022 Investment Budget of State Enterprise under Ministry of Transport: 131,152.26 Million Baht



Source: Cabinet Resolution of 21 September 2021 regarding the framework and investment budget of state enterprises for the fiscal year 2022

The investment in infrastructure of both public and state-owned enterprises mentioned above will contribute to the distribution of funds in the economy, increasing competitiveness. Moreover, it will be the critical factor to drive the economy and also the engineering and environmental consulting businesses in addition to accelerating the economic recovery from the COVID-19 outbreak.

• **Competition of Engineering and Environmental Consultancy Business**

Consultant and juristic person and individuals who can submit proposal to work with government agencies must register with the Consultant Database Center of Public Debt Management Office (PDMO), Ministry of Finance or have a

certificate from the Consultant Database Center as defined in Government Procurement and Supplies Management Act, B.E. 2560 (2017). According to the Consultant Database of the PDMO, consultants could be categorized into six groups, namely independent consultant, company or partnership consultant, educational institution consultant, foundation consultant, association consultant, and governmental agency consultant. At present, there are 2,684 registered consultants, divided into 452 independent consultants and 2,232 juristic person consultants (as of 12 January 2022). As for the registration in specific fields of expertise and services, it depends on qualifications and conditions of the individual consultant and/or the objectives of the company whether they are consistent with the field as well as the experience of completed projects in the same area.

General information of the companies in similar business operations (Year 2020)

		Authorized Capital	Assets	Revenue
1	Project Planning Service PCL.	279.45	589.63	409.66
2	Index International Group Co., Ltd.	175.00	725.08	576.81
3	Stonehenge Inter PCL.	134.00	1,857.16	1,576.16
4	MAA Consultants Co., Ltd.	72.00	690.34	657.21
5	Consultants of Technology Co., Ltd. (COT)	40.00	385.20	4.32
6	Panya Consultants Co., Ltd.	20.00	307.37	330.34
7	Chotichinda Consultants Limited	20.00	521.14	426.93
8	Epsilon Co.,Ltd.	10.00	315.35	387.59

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

(Unit: Million Baht)

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

- o **Specialized Consultants**

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

- o **Integrated Consultants**

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

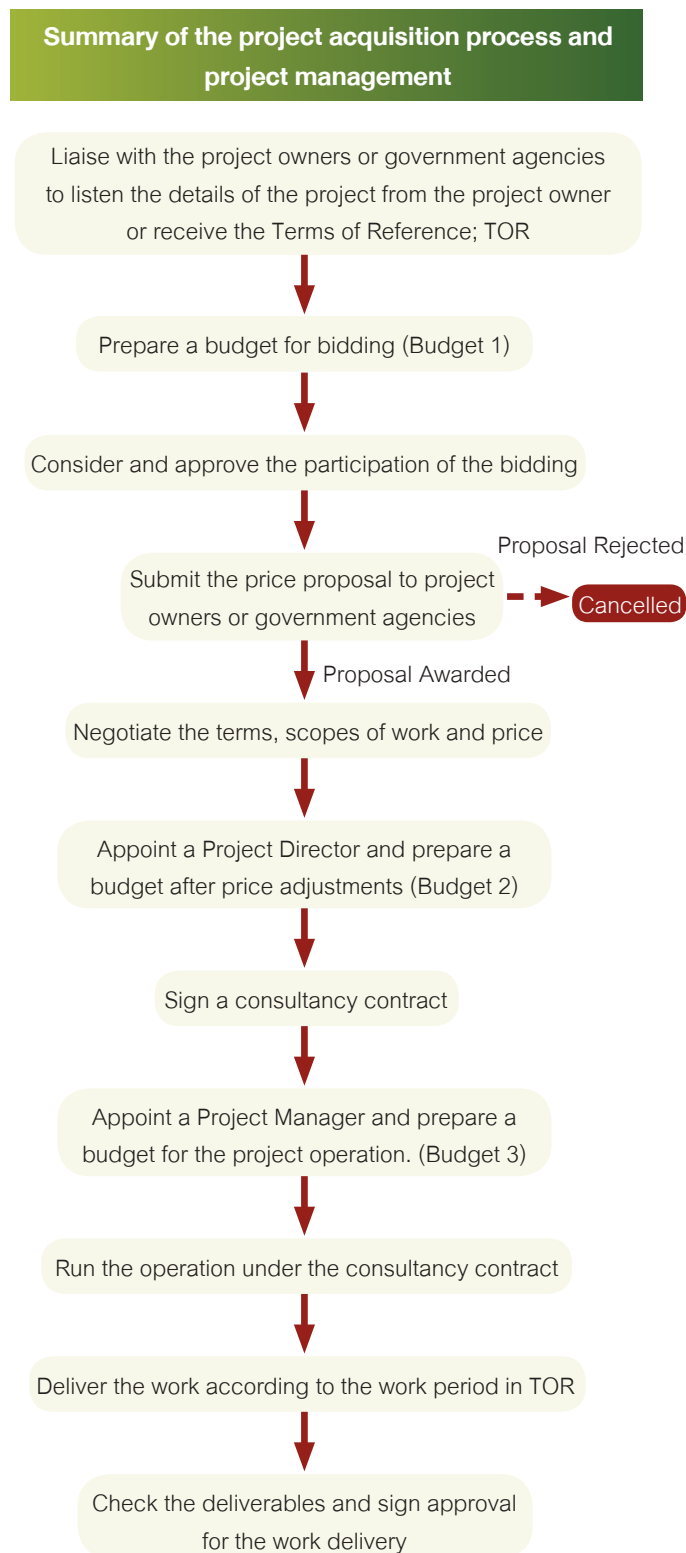
- o **Multinational Consultants**

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

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

3) Procurement of products or services

(1) Project Acquisition Process and Project Management



Description

1.The project owners express their intention to invite the company and/or its subsidiaries join in offering services by submitting technical and cost proposals. Another way is the Company's key account executives (Account Group) responsible for each specific client approaches the project owners or government agencies to listen to the details of the project or receive the terms of reference of the project. (TOR)

2.The account group considers project information, the readiness for project implementation including conducting a risk analysis and formulating project risk management strategies in various fields

3.The account group conducts plan and project proposals including the budget for bidding (Budget 1), taken in to account the project activities that must be performed and selection of suitable personnel for project.

4.For general projects Managing Director of Business Unit (MD BU) considers project proposals and relating documents and gives an initial approval for the participation of bidding, then, the Chief Executive Officer (CEO) considers and gives final approval for the Participation. For special projects, which consist of these following characteristics: 1) Project duration less than 2 months or more than 4 years, 2) Project budget of more than 200 million THB but not more than 1,000 million THB, 3) Complicated work or work that has never done before, or 4) Project that is highly vulnerable to public opposition, the Executive Board's approval is required.

5.Managing Director of a Business Unit (MD BU) appoints a person or a group of people to participate in the preparation of detailed plans and operations together with the service pricing and project management plans, to present to the project owners or government agencies according to the proposal prepared.

6.In case that the person in charge of the project receives a confirmation letter from the project owner or government agency, the person in charge of the project will negotiate the project terms and conditions, scopes of work, and negotiate the price under the price adjustment framework and the scope of operations approved by MD BU and CEO before the negotiation.

7.Managing Director of Business Unit (MD BU) appoints the Project Director to direct the project and prepare a budget framework (Budget 2) for project management in accordance with the contract, and present it to the Chief Executive Officer for approval.

8.The Company and/or its subsidiaries sign the consultancy contract.

9.The project director appoints a project manager (PM: Project Manager) to prepare a cost budget for operations (Budget 3) in accordance with Budget 2, as well as prepare the Project Quality Plan, which covers project management, quality control, cost control, guidelines and methods of operation

10.The Company and/or its subsidiaries begin to operate and allocate personnel according to the plan as well as deliver the work in accordance with the work period stipulated in the consultancy contract.

(2) External Outsource

• External Consultants or Experts

The Company and its subsidiaries employ some external personnel, especially external consultants and/or experts, both domestic and abroad to join as a team for project proposal. For some projects, the project owner may require specific expertise in the project requirements such as specific kinds of project achievements and/or specific educational qualifications, etc. However, even if there is no requirement from the employer to have a specialist, the Company and its subsidiaries may also consider the appropriateness of recruiting and hiring specialists to be part of the project, especially hiring foreign experts because for some certain types of projects, foreign experts will have more experiences and expertise than domestic personnel such as land development specialists, Transit-Oriented Development (TOD) expert, marketing specialist, high speed rail specialist, railway signaling system specialist, hydropower expert, etc. Examples of projects that employs external experts are high-speed rail projects and hydroelectric power project.

In this regard, the Company assigns the Human Resources department or Procurement Department together with the project director and/or the project manager to recruit external consultants and/or experts. The recruitment includes verifying the qualification and background of the external consultants and/or experts, negotiating conditions and service rates under the budget framework for hiring until a preliminary conclusion. Then, proceed the employment process according to the personnel management policy and the procurement policy that the company has set.

• Contractors / Sub-consultants

The Company and its subsidiaries procure and hire contractors for some small-scale work, which is a work part of the project such as survey work, ground drilling, rock to analyze the strength of the foundation (Ground Survey), as well as drilling for the installation of various tools. In addition, for the study of statistical data on certain types of project

work, the Company and its subsidiaries have procured and outsourced external worker for data collection, such as collecting animal behavior data and producing observation reports, collecting questionnaires in community areas, collecting data on road traffic volumes, etc. In the procurement and hiring of such contractors and/or external labor, the procurement department is responsible for implementing the procurement in accordance with the Company's procurement policy.

- **External Lecturers**

In addition to the internal training lecturer, the company also employs external qualified lecturers who have knowledge, expertise and practical experience as well as having the ability to transmit knowledge through the training courses for the employees of the Company and its subsidiaries, to increase their skills, knowledge, and understanding in the project implementation and effective management. For example, the training on "Effective Business Presentation Skill, "Coaching for Higher Performance", and "Conzol Project System Solutions" by qualified speakers, etc. The procurement department is responsible for procurement and hiring according to the procurement policy.

4) Assets for business undertaking

The Company has presented information on the important characteristics of the main fixed assets used in

business operations as well as investment policies in its subsidiaries and associated companies as described in Attachment 4.

5) Backlog

The Company and its subsidiaries divided the backlog into two parts according to the business structure as follow:

1. The Backlog of Consulting Services, which is the main business of the Company and its subsidiaries, is recorded in the total value of 3,749.88 Million Baht as the end of 2021, increased by 12.07% from that of 3,297.33 Million Baht in 2020. In 2021, the Company and its subsidiaries acquired large-scale projects from both government sector and International sector as following;

- Project Management Consultant (PMC) for the Development of U-Tapao Airport and Eastern Aviation City, the first phase
- Construction Supervision of water transmission tunnel and related work (Contract SV-903) under the 9th Bangkok Water Supply Improvement Project
- Construction Supervision of Khlong Prem Prachakon Drainage Tunnel from Khlong Bang Bua into the Chao Phraya River Project
- Detailed Design of Luang Prabang Hydropower Project

Backlog		As of 31 December 2021	
		Million Baht	%
1	Classified by sectors	3,749.88	100.00
	Government sector	2,469.28	65.85
	Private sector	817.99	21.81
	International sector	394.71	10.53
	Related services sector	67.90	1.81
2	Classified by type of services	3,749.88	100.00
	Project Management and Construction Supervision	2,761.37	73.64
	Study, Design, and Report Preparation	924.52	24.65
	Related Services	63.99	1.71
3	Classified by specialization	3,749.88	100.00
	Transport and Logistics	1,354.06	36.11
	Building and Infrastructure	1,065.44	28.41
	Water Resources	991.70	26.44
	Environmental Management	116.10	3.10
	Power & Energy	211.49	5.64
	Others	11.09	0.30

2. The Backlog of Non-Consulting Business which started to operate in 2021. As of the end of 2021, the Company and its subsidiaries had the total backlog value of 876.80 million Baht.

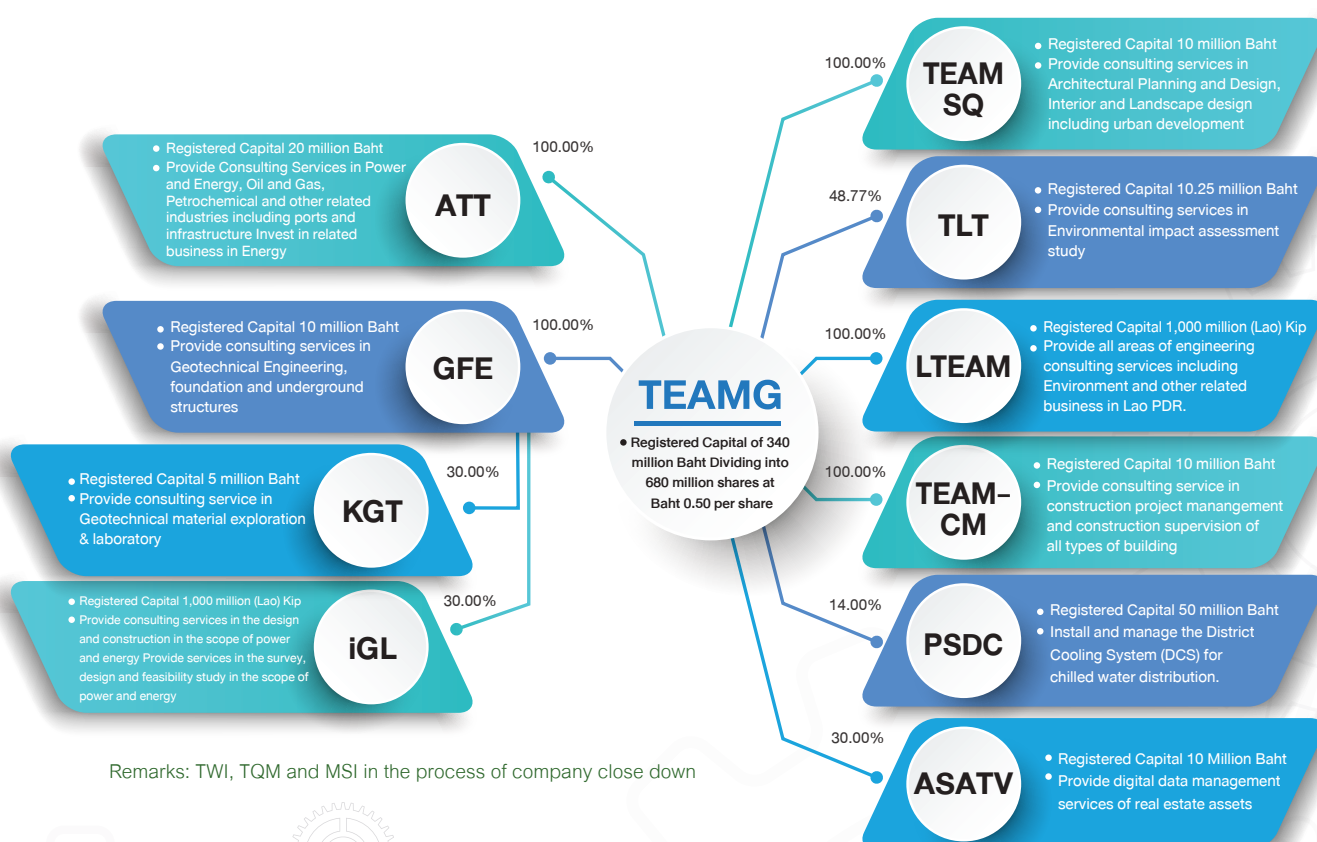
Backlog	As of 31 December 2021	
	Million Baht	%
Project Investment	876.80	100.00
1. Water Supply	237.52	27.09
2. Wastewater Treatment	3.85	0.44
3. Renewable Energy	44.64	5.09
4. Energy Efficiency	590.80	67.38

1.3 Group of Companies Shareholding Structure

1.3.1 Group of Companies Shareholding Structure

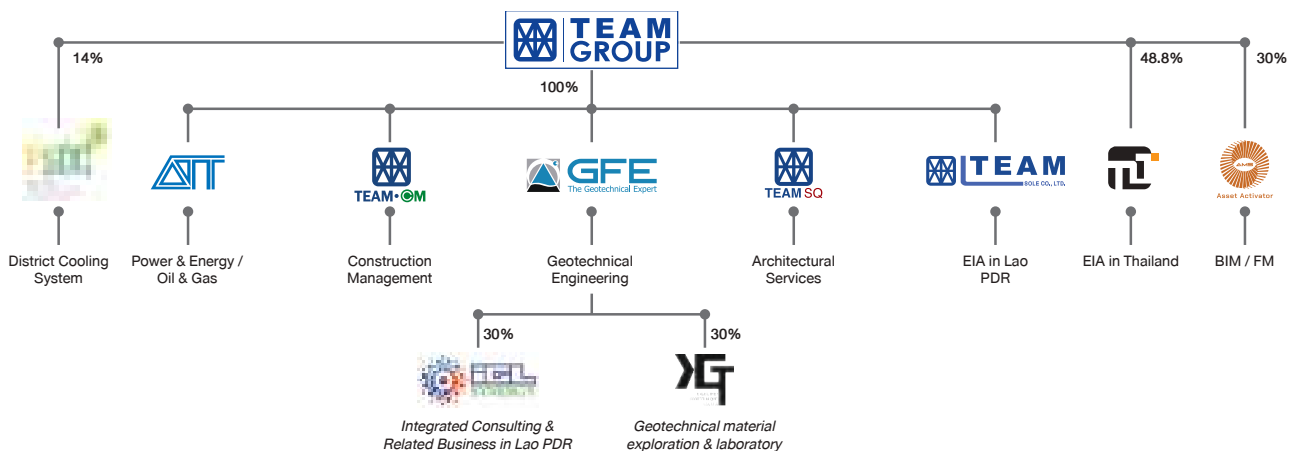
1) Policy to divide the operations of companies in the group

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



2) Shareholding Diagram of the Group of Companies

At present, the Company Group consists of 10 subsidiaries and associated companies which are currently under operation, shareholding structure as below.



3) Entity in which the company holds at least 10 percent

Details of the subsidiaries

Company Name	Company Details	
ATT Consultants Co., Ltd. (ATT)	Nature of business	Consulting services in the fields of energy, power, oil & gas, petrochemical and other related industries including port and utilities.
	Capital	20 million Baht
	Proportion held by the company	100 percent
Geotechnical & Foundation Engineering Co., Ltd. (GFE)	Nature of business	Consulting services in the fields of geotechnical engineering, foundation and underground structures.
	Capital	10 million Baht
	Proportion held by the company	100 percent
TEAM Construction Management Co., Ltd. (TEAM-CM)	Nature of business	Consulting services in the fields of construction project management and construction supervision of all types of building.
	Capital	10 million Baht
	Proportion held by the company	100 percent
TEAM SQ Co., Ltd. (TEAM-SQ)	Nature of business	Consulting services in architectural planning and design, interior and landscape design including urban development.
	Capital	10 million Baht
	Proportion held by the company	100 percent
TLT Consultants Co., Ltd. (TLT)	Nature of business	Consulting services in the Environmental Impact Assessment (EIA) study.
	Capital	10.25 million Baht
	Proportion held by the company	48.77 percent
LTEAM Sole Co., Ltd.	Nature of business	All areas of engineering consulting services including environment and other related business in Lao PDR.
	Capital	1,000 million (Lao) Kip (approximately 4 Million Baht)*
	Proportion held by the company	100 percent

*Remarks: The currency exchange rate between "Baht" and "Kip" used above is 250 Kip per 1 Baht.

Subsidiary companies under the process of business closure / liquidation

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

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

Associated companies

Company Name		Company Details
Krungthep Geotechnique Co., Ltd. (KGT)	Nature of business	Geotechnical investigations and materials testing
	Capital	5 million Baht
	Proportion held by the company	30 percent
iGL Synergy Co., Ltd. (iGL)	Nature of business	<ul style="list-style-type: none"> Consulting services in the design and construction in the scope of power and energy Survey, design and feasibility study in the scope of power and energy
	Capital	1,000 million (Lao) Kip
	Proportion held by the company	30 percent
Pratumwan Smart District Cooling Co., Ltd.	Nature of business	Install and manage the District Cooling System (DCS) for chilled water distribution.
	Capital	50 million Baht
	Proportion held by the company	14 percent
Asset Activator Company Limited ("ASATV")	Nature of business	Provide digital data management services of real estate assets
	Capital	100 million Baht
	Proportion held by the company	30 percent

1.3.2 Persons with conflicts of interest, holding more than 10 percent of the Company's voting shares in subsidiaries or associated companies

- No -

1.3.3 Relationship with major shareholders' businesses

- No -

1.3.4 Major Shareholders

Top 10 major shareholders as of 30 December 2021

No.	Major Shareholders	No. of Shares	Percentage of Shares
1	Nexter Ventures Company Limited	67,328,800.00	9.90%
2	Mr. Prasert Patramai	48,279,000.00	7.10%
3	Mr. Amnat Prommasutra	37,637,000.00	5.53%
4	Mr. Peerawat Premchun	24,590,700.00	3.62%
5	Mr. Issarin Patramai	20,429,800.00	3.00%
6	Mrs. Penpilai Phonchaipanich	20,275,000.00	2.98%
7	Mr. Chai Manophars	20,000,000.00	2.94%
8	Mr. Prasong Wangrattananpranee	17,007,600.00	2.50%
9	Mr. Chawalit Chantarat	15,495,100.00	2.28%
10	Saha Pathana Inter-Holding Public Company Limited	15,000,000.00	2.21%

Source: Thailand Securities Depository Company Limited

1.4 Amount of Registered and Paid-up Capital

As of December 31, 2021, the Company has a registered capital of 340 million Baht, paid-up capital of 340 million Baht, divided into 680 million ordinary shares with a par value of 0.50 Baht

1.5 Issuance of other securities

The Company has no other types of shares with different rights or conditions than ordinary shares.

Other than ordinary shares, the Company does not have any other types of shares with different rights or conditions. Furthermore, the company has no plans to issue and sell shares or convertible securities to a foreign mutual fund (Thai Trust Fund), and it does not offer an option for returns on underlying securities (NVDR).

1.6 Dividend payment policy

The company has a policy to pay dividends annually at a rate of not less than 40% of the net profit as per the company's separate financial statement, after deduction of

corporate income tax and all legal reserves as stipulated by law. However the dividend payment may change depending on the operating results, financial status, liquidity, investment plan, legal conditions and other reasons in the future. Besides, the dividend payment will not significantly impact on the usual operations of the company.

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

In 2021, the company paid out the annual dividend payment from the operating results for the period of 1 July – 31 December 2021, of 34.0 million Baht or 0.05 Baht per share.

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

Dividend	Approved by The Board of Directors ⁽¹⁾ /Annual General Meeting of Shareholders ⁽²⁾	Dividend/Share (Baht/Share)	Dividend Payment (MB)
2018 Interim dividend	9 August 2018 ⁽¹⁾	0.075	51.0
2018 Annual dividend	3 April 2019 ⁽²⁾	0.075	51.0
2019 Interim dividend	7 August 2019 ⁽¹⁾	0.05	34.0
2019 Second interim dividend	7 April 2020 ⁽¹⁾	0.06	40.8
2020 Interim dividend	11 August 2020 ⁽¹⁾	0.11	74.8
2020 Annual dividend	29 April 2021 ⁽²⁾	0.05	34.0
2021 Annual dividend	23 February 2022 ⁽¹⁾	0.15	102.0

Remarks : There will be proposed to the Shareholder Meeting on 26 April 2022

2 Risk Management

2.1 Risk Management Policy and Plan

TEAM Consulting Engineering and Management Public Company Limited emphasizes the importance of the efficient risk management to build confidence in the operation to achieve the goals of the organization and prevent damage as well as reduce the uncertainty that may occur. In addition, we are seeking opportunities to add business value for sustainable growth under a changing environment and uncertainty in the business operations. Therefore, the organization's risk management policy is set as follows:

2.1.1 The revised risk management guidelines of the Stock Exchange of Thailand and COSO-ERM 2017 (The Committee of Sponsoring Organization of Treadway Commission; Enterprise Risk Management - Integrated Framework 2017) is applied for managing the risk of the company. The 6 components of major risk management activities are as follows:

1. Objective Setting
2. Risk Identification
3. Risk Assessment
4. Risk Response
5. Control Activities
6. Monitoring and Reporting

2.1.2 The Risk Management Committee is responsible for preparing a risk management manual by defining the components of risk management in accordance with business operations and management processes.

2.1.3 The risk management manual must be used as a guideline in practicing risk management and all Business Units are responsible in utilizing it in the operation.

2.2 Risk Factors for the Company's Business Operations

The company continually reviews the risks considering both internal and external factors including current risks and new emerging risks and identify risk factors as well as set risk management measures as follows:

2.2.1 Risks of human resource management

The Company and its subsidiaries provide services with regard to integrated engineering and environmental consulting, which emphasizes on knowledge and expertise in various fields. The competitiveness of the company and its subsidiaries depends on the selection of qualified and suitable employees in a sufficient number to meet the project requirements.

Risk Management

The Company realizes the importance of such human resource management and implement as follows:

- Determine a specific department to recruit qualified employees to work on the project.
- Emphasize on knowledge management in the organization (Knowledge Management: KM) by developing a database system to store and search for personnel information in order to continuously improve employees' knowledge and capability.
- Organize training courses to develop employees' knowledge and expertise regularly.
- Build a network of partners from leading universities such as Chulalongkorn University, Asian Institute of Technology (AIT) and King Mongkut's Institute of Technology Ladkrabang to request support from expert professors to participate in projects.

2.2.2 Risks of Management and Quality Control

Actively committing on delivering the quality services that meet professional standards, the Company has adopted the ISO 9001:2015 system in managing and controlling the quality of its consulting engineering and environmental businesses, including study, planning, design, cost estimation, tender document preparation, environmental impact assessment, project management and construction supervision, aerial photography and mapping, and Building Information Modelling (BIM).

Risk Management

The company has set the overall work quality control as follows:

- Establish the Quality Management Committee (QMC) to set the quality policy, company's annual quality indicators and targets as well as monitor and review the implementation of the quality management system and formulate guidelines for continuous improvement.
- Appoint Quality Assurance Experts to supervise the project implementation in accordance with technical quality policy and specified standards. Closely monitor and supervise the implementation of significant projects which may have quality-related risk and strictly inspect the quality of work before delivering to clients.
- In order to comply with the quality management system ISO 9001:2015, the company has appointed a Quality Management Representative (QMR) to supervise the implementation of the quality management system. Maintain a quality management system in accordance with ISO requirements, monitor and evaluate the performance in accordance with the quality management system of the

overall organization.

- Set up a system to monitor customer satisfaction (Customer Satisfaction Survey) with regard to the Company's performance and services, as well as teamwork in every project

2.2.3 Risks from investment in development projects and investments in subsidiaries and associated companies

The company has invested in various development projects by the company itself and joint venture with partners as well as investing in subsidiaries and associated companies to create long-term growth. Therefore, there may be risks from such investment. However, the risk from investment in subsidiaries and associated companies is limited to the investment in each company.

Risk Management

- The company carefully analyzes and studies the feasibility of the investment of the development projects as well as the Investment in subsidiaries and associated prior to making decision.
- Trustworthy joint venture partners with similar core values are considered before proposing to the Executive Committee and the Board of Directors for careful consideration.
- The performance and operating results, as well as the project return will be monitored and assessed regularly.

2.2.4 Risks of corruption

The company is committed to good corporate governance. Therefore, a strong internal control system and the anti-corruption policy have been set.

Risk Management

The company and its subsidiaries are aware of such risk events. Therefore, risk management guidelines have been set as follows:

- Set a clear and strict anti-corruption policy.
- Strictly comply with procurement regulation and set measures to control and monitor important work processes that may cause corruption.
- Provide channels for stakeholders to report clues, suggestions, or complaints about corruption (Whistleblower) via website and email.
- Appoint a committee to review and investigate in case of complaints with transparency and accountability.

2.2.5 Risks from changes in external factors during the project implementation

The company and its subsidiaries provide consulting services for various types of engineering projects. The duration of the operation depends on the nature of the project and the scope of assigned work. There may be

factors that change or unexpected events that will directly or indirectly affect the implementation of the project during the operation, for example, the protest against the project by the masses, financial liquidity of the project owner/contractor, delays in project process or changes in construction designs / scope of work, etc.

Risk Management

The company and its subsidiaries are aware of such risk events. Therefore, risk management guidelines have been set as follows:

- For accepting the job, the responsible department must review and understand the details about the nature of the project and the scope of work in each project, including study the project information, analyze the initial feasibility of the project, analyze business reputation and financial status of the project owner or client.
- Closely monitor the problems in each project throughout the project implementation period and adjust the operational plan in time.
- Continuously coordinate with client in order to solve problems in time and complete the work according to the schedule.

2.2.6 Risks of pandemics and force majeure events

Since 2020, the world has been facing with the COVID-19 pandemic causing many people to get sick and lose their lives.

Risk Management

The company has established guidelines for risk management in such matters as follows:

- Implement the Business Continuity Plan (BCP) and allow employees to work from home to reduce the risk exposure.
- Provide vaccines to prevent disease outbreaks for employees. In addition, the company has provided assistance to employees who work abroad.
- Provide measures to prevent the spread of COVID-19 within the building for employees and visitors.
- Adapt the operation and working process to operate online and utilize conference call system in the meeting. Despite the government lockdown measures, the impact on the work during the Covid-19 situation could be mitigated.

2.2.7 Risks from changes in government policy

Since the company has more than 50 percent of the revenue from the government sector, therefore, government infrastructure driving policy including political stability, changes in state policy, and delays in driving investment play an important role in the operation of the company.

Risk Management

The company has established guidelines for risk management as follows:

- Increase the proportion of revenue from the private sector both domestically and internationally to reduce the risk.
- Set targets towards investments in related businesses in the fields that the company has expertise in to generate stable income, such as investment in a project of a central cooling system (District Cooling), investment in the installation of solar panels on the roof (Private -PPA), investment in the wastewater treatment project, installation and operation of water supply systems, etc.

2.2.8 Risks from increased competition of consulting companies both in

At present, there are many various kinds of project development. The development of large-scale infrastructure is increasing and becoming more complex both in domestic and international. Therefore, there are many engineering consulting companies, either Thai companies or multinational companies including more mergers and acquisitions of consultants to respond to the increasing demand. The company and its subsidiaries consequently have a higher risk of competition in the number of consulting companies which may affect the operating results of the company and its subsidiaries.

However, the company's main clients are those who develop medium to large projects that focus on the quality of work and the work experience of the engineering team and the company is regarded as one of the leading engineering consulting companies with management and consulting engineer team with more than 40 years of service experiences.

Risk Management

- Build competitive advantage from having a wide range of expertise in providing integrated consulting services. The company is able to provide services covering all types of work (One stop services).
- Maintain work credibility and establish good relationship with clients.
- Build and maintain more than 900 employees with expertise in engineering, architecture, environment, and academic disciplines under an efficient human resource management plan.
- Create extensive network with competent consulting companies both domestically and internationally, enhancing the ability and chances to acquire more projects and, in the meantime, reducing competition among consulting companies.

2.2.9 Risks from changes in engineering technology

At present, the Company has constantly applied the advanced technologies to develop our work procedures for design, feasibility study, project management & construction supervision, and work inspection to enhance efficiency, augment quality of work and respond to demands of different project owners.

Risk Management

The company and its subsidiaries are aware of the changes in engineering technology. Therefore, the measures are set as follows:

- Study to learn new technologies and apply them in the working process, for example, the use of drones in aerial topographic surveys, the use of BIM in 3D design that help increase work efficiency, reduce errors in work and use less resources, etc.
- Collaborate with innovation companies both domestically and internationally to create cooperation in the application of technology, for example, in the fields of smart city development and environmental innovation.
- Organize training courses on modern engineering technical knowledge for employees and its subsidiaries regularly.
- Set the policy that all engineers under the age of 40 must be trained and able to use BIM in the architecture, engineering, and construction work.

2.2.10 Risks from cyber threats

Nowadays, business operations require more information technology systems to increase operational efficiency, such as project data storage and internal and external communication. At the same time, it may cause exposure from cyber threats, including data theft, data loss or disruption of system.

Risk Management

The company has a cyber threat prevention system to keep the information system working continuously and safe from data theft, data loss and the disruption of the system as follows:

- Authentication for accessing to the network.
- Multifactor Authentication
- Network communication control system with Firewall
- Data backup system
- Stability testing and recovery procedure testing on a periodic basis



3 Driving Business Towards Sustainability

3.1 The Policy and Objectives of Sustainable Management

To achieve the vision of being “A Regional Solution Provider and Innovative Business Developer”, the Company has based its consulting services in the government sector, the private sector, the international market and related businesses. Concomitantly, the Company has expanded into non-consulting businesses to generate as much return as that derived from the consulting business to secure corporate financial sustainability.

The sustainable development approach and social and environmental responsibility thrusts are recognized as a solid foundation components for ongoing and sustainable corporate growth so that a company can generate consistent benefits for all stakeholders. The Company has thus established the sustainability, social, and environmental responsibility policy that encourages the participation of directors, the management team and employees at all levels.

Operational Approach

1. To strive to be the regional total solution provider focusing on excellent services, quality, and teamwork (SQT) as its core values; develop innovative business to ensure sustainable growth; and adopt technology and innovations through collaboration with partners in order to create value added, and optimally meet clients' satisfaction.

2. To underscore business transparency and continuous development. Operating with transparency, fairness, and respecting client confidentiality as well as complying with Corporate Governance Code.

The policy on business sustainability and social and environmental responsibility is available at www.teamgroup.co.th



3.2 Management of Impacts on Stakeholders in the Value Chain

Type of Business Industry: Property and construction

Type of Service: Construction

The Company provides integrated engineering and environmental consulting services under the vision of being “A Regional Solution Provider and Innovative Business Developer”. Its one-stop service covers:

- Master planning
- Feasibility studies
- Survey and detailed design
- Environmental impact assessment (EIA)
- Project management and construction supervision

(PMSC)

- Operation and maintenance
- Public-private partnership (PPP)
- Investment in infrastructure development

The Company offers multidisciplinary expertise ranging from transportation and logistics, water resource management, environmental management, building and infrastructure services, power and energy, to other non-engineering consulting services such as organizational strategic management, financing, investment and marketing, for public and private clients both in Thailand and overseas. Currently, the Company also provides services in related businesses including instrumentation, drone-based survey, Building Information Modeling (BIM). Apart from that, the Company also invests in infrastructure development projects, to secure its revenue in the long term.

3.2.1 Value Chain

The value chain of the Company consists of:

1) Main activities

Project Acquisition and Management Processes

Coordinate with the project owner or the government agency in charge to make an appointment for project briefing or to obtain the Terms of Reference (TOR)



Submit a technical and financial proposal

Not awarded

Canceled



Awarded

Sign a consultancy contract



Complete the assignments



Inspection and acceptance of the delivery

Activities in the value chain	Related activities
Management of inputs	<ul style="list-style-type: none"> • Studying the details of the project and scope of assignments for delivering efficient services. • Providing qualified staff as required in the TOR. • Selecting a consortium/subcontractor with appropriate qualifications.
Operation	<ul style="list-style-type: none"> • Providing consulting services which include a study, planning, design, construction supervision and management with professional standards at efficient cost and time. • Overseeing the operation of the consortium/subcontractor to ensure performance that meets professional standards. • Coordinating with the client continuously and responding immediately to any problems that may arise. • Adopting innovations to enhance operational efficiency including time and cost reduction.
Distribution of goods and services	Assigning a Quality Assurance Expert to supervise project implementation to ensure that quality work, congruent with professional principles, is delivered to the client completely and punctually.
Marketing and sales	<ul style="list-style-type: none"> • Preparing brochures, the company's website, and online social media. • Account Managers meet the client to introduce the company's services and to follow up on delivery of work for acceptance inspection. • Setting reasonable and fair charges for services. • Providing advice and communication with the client throughout the project's duration. • Assessing the client's satisfaction every six months after project implementation has been launched. In case the result does not meet the set criteria, the project manager must formulate and propose a plan for problem solving to the executives and the client.
After-sales service	<ul style="list-style-type: none"> • Service guarantee, solving problems that arise after service delivery in an honest and sincere manner, and monitoring opportunities for future projects.

2) Supporting activities

The following supporting activities help drive the main activities for achieving set goals.

(1) Human resource management. As a consulting company, human resources are valuable assets and a primary resource. The human resource management unit is responsible for recruiting qualified staff for a particular project and provides human resource development programs to enhance staff knowledge and expertise.

(2) Financing, accounting and procurement. This unit is responsible for accounting and financial management regarding the company's operations as well as overseeing

procurement processes to ensure transparency in every step.

(3) Legal affairs. This unit provides legal support to ensure compliance with the project contract and assisting with problem solving in all projects.

(4) Information technology management. This unit helps enhance operational efficiency and enables faster operations through the application of cutting-edge technology.

These backstopping activities are essential for company operations and contribute to the success of each project.

3.2.2 Analysis of the Stakeholders in the Value Chain

Stakeholders	Stakeholders' expectations	Responses to expectations of stakeholders	Channels for stakeholder participation
Shareholders, investors and analysts	<ul style="list-style-type: none"> Reasonable returns on investment Good performance with stable and sustainable growth, and achievement of set goals Transparency in company operations Equitable treatment of shareholders 	<ul style="list-style-type: none"> Provision of complete and accurate information on an equitable basis Compliance with the laws, rules, regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) in accordance with Corporate Governance Code 	<ul style="list-style-type: none"> Annual general meeting of shareholders Analysts' meeting Conferences and company visits Participation in SET's Opportunity Day Annual report Sharing of opinions and complaints, both directly and indirectly, through various company communication channels such as by telephone, video conferencing, standard letters, email, etc. Newspapers and other media
Employees	<ul style="list-style-type: none"> Reasonable compensation, remuneration, and welfare Advancement in career path Employee capacity development Participation in providing opinions Equitable and fair treatment 	<ul style="list-style-type: none"> Complying with labor laws Offering reasonable and fair remuneration and benefits. Establishing individual development plan to develop staff's potential. Organizing training sessions and seminars to promote and develop employees' capacity Imposing appropriate occupational health and safety measures Adopting a mentoring system to pass on corporate culture and working knowledge from the senior to the younger generation. Remaining open to opinions and complaints through the company's communication channels such as email, letter and complaints' box. Complying with laws, regulations and Corporate Governance Code. 	<ul style="list-style-type: none"> Executive and staff meetings Training activities and seminars Email Morning screen on the Intranet system Facebook Notification board Circular letters Clarification by supervisors Standard letters Complaint box
Clients/project owners • Public sector • Private sector	<ul style="list-style-type: none"> Quality services in congruence with international and professional standards and punctual delivery. Reasonable and fair prices Clients' optimal satisfaction with services provided Transparent work processes Maintaining client confidentiality 	<ul style="list-style-type: none"> Providing qualified staffs for a particular project Assessing client satisfaction twice for each project to improve service quality Establishing a Quality Assurance Expert for inspecting service quality before delivery 	<ul style="list-style-type: none"> Project meetings with clients Reports and other documentation as required by the TOR Satisfaction surveys Telephone calls Email Standard letters Whistleblowing and complaint channels Company website

Stakeholders	Stakeholders' expectations	Responses to expectations of stakeholders	Channels for stakeholder participation
Business Partners <ul style="list-style-type: none"> • Subcontractor • Supplier 	<ul style="list-style-type: none"> • Cooperation and co-creation of value added • Punctual payment for goods and remuneration in full on time • Transparent and fair operations 	<ul style="list-style-type: none"> • Treating all partners on an equitable basis • Carrying out transparent procurement processes 	<ul style="list-style-type: none"> • Reports on procurement documentation • Related reports as required • Meetings with subcontractors and suppliers • Other channels provided for communication and complaints such as telephone, standard letters, email and the company website
Business competitors	<ul style="list-style-type: none"> • Treatment based on the principles of ethical procedures and pursuant to laws • Not to discredit reputation of competitors 	<ul style="list-style-type: none"> • Operating business in compliance with law and Corporate Governance Code 	<ul style="list-style-type: none"> • Meetings with associations of engineering consultants or other professional cooperation networks
The media	<ul style="list-style-type: none"> • Provision of precise, updated and complete information about the company's performance and revenue as well as useful beneficial academic information • The information is provided to members of the media on an equitable basis. 	<ul style="list-style-type: none"> • Providing precise, updated and complete and equal information • Treating members of the media in the same manner as other stakeholders 	<ul style="list-style-type: none"> • Press releases, articles and online news • Interviews with executives and investors • Telephone calls • Email • Video conferencing
Communities	<ul style="list-style-type: none"> • Assisting, supporting and promoting the interests of local communities • Opportunities for taking part in community development and empowerment 	<ul style="list-style-type: none"> • Surveying the needs of communities neighboring the company compound and around project areas • Hosting activities to promote the participation of local communities in improving their quality of life • Participating in improving the quality of life of people in the community • Providing advice and assistance in engineering and environmental contexts 	<ul style="list-style-type: none"> • Community development activities • Telephone calls • Standard letters • Email • Company website • Facebook
Society	<ul style="list-style-type: none"> • Provision of engineering information, such as that pertaining to hydrological resources and BIM, which is useful for the public and the country 	<ul style="list-style-type: none"> • Providing precise, updated and complete engineering information in general • Hosting seminars/lectures to disseminate engineering knowledge and information 	<ul style="list-style-type: none"> • Seminars and lectures held for different associations and institutes • News reports, articles and online news • Standard letters • Email • Company website • Facebook

3.3 Sustainability Management in the Environmental Dimension

3.3.1 Environmental Policies and Practices

Environmental Management Policy

The Company operates in strict compliance with the laws, regulations and other requirements related to the environmental responsibilities of business entities. The company applies academic principles in project studies to ensure minimum impact on the environment as well as to promote and support energy conservation with a focus on the use of renewable energy and efficient use of natural resources to reduce greenhouse gas emissions (GHGs), which are a primary cause of global warming.

The company also underscores mitigation of environmental impacts in nearby communities. Several measures have been imposed including treating wastewater to meet the specified effluent disposal standards and reducing the amount of waste generated by the office. In addition, the Company strives to inculcate environmental responsibility in its personnel at all levels and encourages them to participate in formulating such practice guidelines.

Environmental Responsibility Practice Guidelines

1. Strictly complying with laws, rules and regulations on environmental protection.
2. Developing and improving the building's environmental management system, encompassing use of water and energy, wastewater treatment and waste reduction to ensure efficient environmental conservation.
3. Encouraging employees to follow the guidelines for the effective use of resources, especially water and energy, to reduce the use of resources and waste generation.
4. Promoting necessary activities for instilling environmental responsibility in employees.

3.3.2 Environmental operating results

1) Energy Management Practices

Aware of its roles as a leading total solution provider in the domain of smart energy as well as the importance

of energy conservation, cost-effective use of energy and reduction of carbon dioxide emissions, the Company has established the Energy Conservation Committee to supervise energy management of the TEAM Building as well as encourage all employees to participate in reducing energy consumption. Video clips have been produced and presented on the company's Intranet system in a campaign to encourage energy-saving practices such as turning lights off during lunch breaks and using energy-saving appliances such as LED bulbs in the office building.

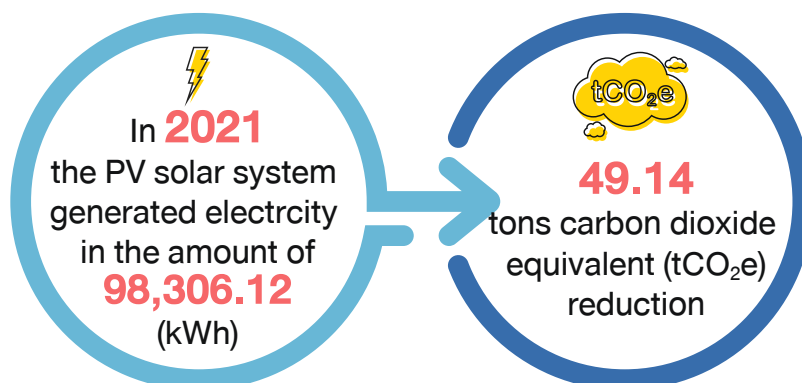
Performance

The company's environmental management thrust is described below.

(1) Development of energy consumption indicators and energy efficiency innovations. The Company has studied and developed technology for enhancing energy efficiency, especially the building's cooling system which accounts for a considerable portion of the electricity bill. In 2021, the company installed the smart chiller system at TEAM Building to help reduce electricity consumption.

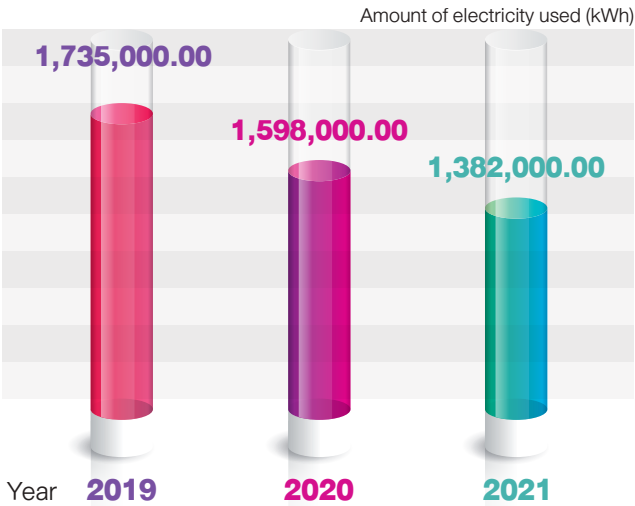
(2) Renewable energy generation and use. Currently, the photovoltaic (PV) solar system is the most popular renewable energy system for electricity generation since it is easy to install and use. The system produces electricity quite consistently and the PV price has dropped significantly over the past several years. In 2020, the company invested 2.5 million baht in the installation of a 90.09 kWp solar power generation system on rooftop of the TEAM Building. Solar energy, which is clean energy, is converted to electricity for indoor use. This helps reduce the amount of electricity purchased from the Metropolitan Electricity Authority (MEA) and the power generation system causes no environmental pollution. It is also a measure to reduce the company's carbon footprint in terms of global warming.

As mentioned above, in 2021 the PV solar system generated electricity in the amount of 98,306.12 kWh which could be converted to the reduction of Scope 2 GHG emissions as follows.



From 2019 to 2021, the company's electricity consumption declined continuously, partly due to the installation of the PV solar system and the smart chiller system which enabled the company to save on electricity consumption.

The Company's electricity consumption from 2019 to 2021

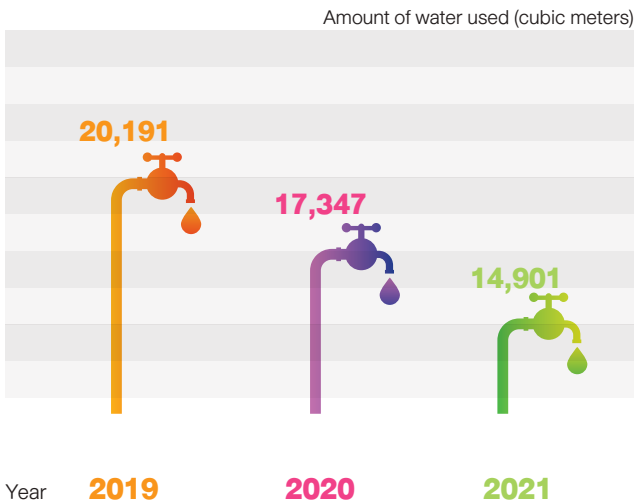


2) Water Resource Management Practices

The Company realizes the importance of water resources. Therefore, effective use of resources has been promoted among employees continuously to encourage water conservation practices; examples are turning off taps after use, using water-saving appliances (e.g. taps that stop automatically) and regular inspection and maintenance of the pipe water system to prevent leakage.

Performance

The amounts of water used at TEAM Building from 2019 to 2021 are shown below.



In this regard, from 2019 to 2021, the company's use of tap water declined continuously, partly due to the work from home policy implemented during the COVID-19 pandemic.

In addition, during this period of time the company, as a consultant specializing in water resource management, was entrusted with studies on the following water resource rehabilitation and conservation projects implemented by government agencies.



- Master Plan of Water Resource Management for the Chao Phraya River Basin Project (employed by the Office of the National Water Resources). The Company conducted a study on water source development and water resource management approaches to seek sustainable solutions to the drought, flood and water quality issues in the area.



- Feasibility study, survey, and design of Khuan kreng peat swamp, Nakhon si thammarat province and Phatthalung province to conserve ecosystem and natural resources (employed by the Department of Water Resources). The Company conducted a study for conservation and rehabilitation of the ecosystem and natural resources in the Khuan Khreng peat swamp; participation by the public and related agencies to ensure environmental balance and sustainability was an important objective.

- The water chart of the Ping, Wang, Yom and Nan river basins and a water chart of the Sakae Krang, Pa Sak, Chao Phraya and Tha Chin river basins (employed by the Office of the National Water Resources). The study aimed to formulate plans for the improvement and rehabilitation of natural waterways and water sources that connect to the main rivers as well as guidelines for water resource management in these river basins both in the dry and rainy seasons.



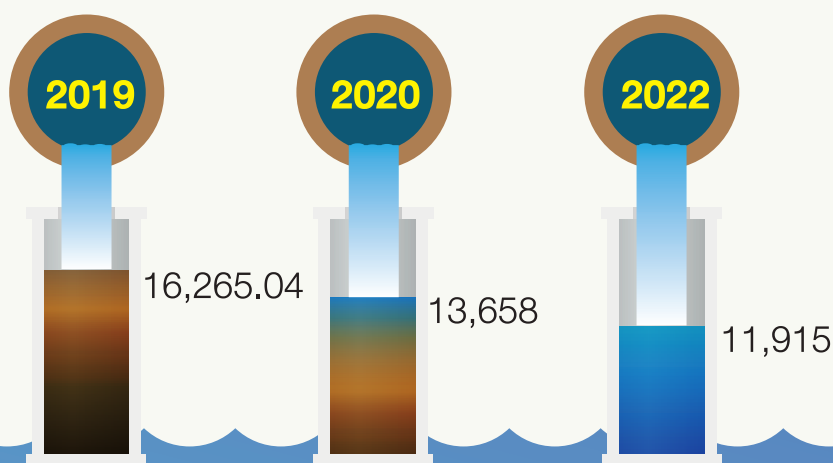
- The Company's executives have annually updated water situation information via different media, e.g. television, the Internet and newspapers, so the public can prepare for impending water situations – be they droughts or floods. In particular, this enables farmers to plan their farming activities and production management.



3) Wastewater Management

The Company has established guidelines for managing the treatment of wastewater generated by various activities within TEAM Building. An aerated wastewater treatment system using a sequencing batch reactor (SBR) has been adopted to treat wastewater and discharge treated water congruent with effluent disposal standards into public drains.

On a regular basis, the company has inspected wastewater quality, recorded data, produced reports, and maintained the equipment in the wastewater treatment system. In case the effluent quality does not meet the required standard, the company will immediately take action to improve the quality before releasing the effluent into the public drainage system. The amounts of wastewater treated from 2019 to 2021 are shown below.



Amount of wastewater (cubic meters)

4) Solid Waste and Pollution Management Practices

The Company is committed to reducing and making use of solid waste in line with the 3Rs (Reduce, Reuse and Recycle) approach, especially with respect to waste paper generated by report preparation. An active measure is to ensure that both sides of paper for printing are used. When such paper is no longer needed, it is sold for recycling. Staff members are also encouraged to use cloth bags instead of plastic bags and to sort out used plastic bottles for recycling.

To reduce the use of paper and promote a paperless working environment, documents such as meeting agendas and employee performance evaluation forms are stored in digital format and sent by email. In addition, a document management system is adopted in all projects related to construction management and supervision which results in the reduction of paper documents such as circular letters, accounting, financial and procurement documents.

These measures have been imposed as the company's main target for executives and employees to carry out in line with the guidelines on conservation of natural resources and environmental protection. Through careful practice, environmental impacts on surrounding communities are minimized. In 2021, the company did not receive any complaints from nearby communities in this regard.

Performance

• The “Plastic Bottles for Medical Support” Project

Out of deep concern for the environment and social well-being and with strong commitment to optimizing plastic product use based on the 3Rs principle, the Company joined in the “Plastic Bottles for Medical Support” Project organized by PTT Public Company Limited. The aim was to sort out and convert PET plastic bottles into PPE gowns for medical staff. This not only alleviated solid waste issues but also addressed the shortage of PPE gowns during the COVID-19 pandemic.



• Collecting garbage on Bang Saen Beach

Each year, substantial volumes of plastic waste are dumped in the sea and this adversely affects marine life and marine ecosystems. Therefore, the Company has continuously encouraged its staff to reduce the use of plastic and taught them how to properly sort and discard solid waste. Garbage collection activities were held at Bang Saen Beach in Saen Suk Subdistrict, Mueang Chon Buri District, Chon Buri Province in 2019 and 2020. These activities, in which staff members and their families participated, helped to enhance their environmental responsibility and strengthen their mutual relations as well as corporate unity.



Recycling of solid waste



5) Reduction of GHG emissions

Practices

The Company is aware of the impacts of global warming and severe climate change caused by GHGs directly and indirectly generated by business activities. The company has thus established guidelines for reducing GHG emissions. The activities of companies that generate GHGs include:

- Direct emission (Scope 1 Emission) is caused by the combustion of various fuels used by the company such as gasoline, refrigerant leakage, as well as methane gas buildup in wastewater treatment systems.
- Indirect emission (Scope 2 Emission) is caused by the consumption of electricity as detailed in the section on “Energy Management”.

- Other types of indirect emissions (Scope 3) are caused by the use of fuels from employee traveling and the use of tap water.

To address the GHG emission issue, the company focuses on reducing the use of electricity as detailed in the section on “Energy Management” as well as the use of resources and consumables such as paper, plastic bottles, and plastic bags. The measures imposed include reuse of different items and paperless operations.

Performance

In 2021, The Company used electricity generated by the PV solar systems, which resulted in the reduction of Scope 2 GHG emissions as shown below.

Electricity consumption from the PV solar system	2021
Kilowatts/hour (kWh)	98,306.12
Tons of carbon dioxide equivalent (tCO ₂ e) reduction	49.14

In sum, from 2019 to 2021, the company's electricity consumption declined continuously, partly due to the installation of the PV solar system and the smart chiller system as detailed in the section on “Energy Management”. This could be converted to the declining trend of Scope 2 GHG emissions as follows;

The Company's GHG emissions reported as Scope 2 Protocol Guidance from 2019 to 2021

Electricity Consumption	2019	2020	2021
Kilowatts/hour (kWh)	1,735,000.00	1,598,000.00	1,382,000.00
Tons of carbon dioxide equivalent (tCO ₂ e)	867.33	798.84	690.86

The amount of Scope 2 GHG emissions was 690.86 tons carbon dioxide equivalent (tCO₂e) in 2021.



6) Dispute on environmental issues and violation of environmental laws and regulations

There were no such disputes caused by the Company's operation in 2021.

3.4 Social Sustainability Management

3.4.1 Policies and Practices on Social and Human Rights Social and Human Rights Policy

The Company is committed to operating with honesty, transparency and fairness, respecting human rights, and caring for society and communities. Therefore, the following practice guidelines on social responsibility, human rights, and treatment of employees have been established.

Practice Guidelines

1. Focusing on the importance of doing business with honesty, transparency and fairness. Establishing policies, rules and regulations for taking care of all groups of stakeholders in accordance with the Good Corporate Governance Code and business ethics.

2. Operating with high respect for human rights. Supporting and treating all stakeholders, especially the company's personnel – the primary asset for human resource management and development, on an equitable basis and without discrimination against persons with disabilities or people of different races, religious, genders, languages, ages, color, social status, cultures and traditions.

3. Treating employees with fairness and equality. Valuing their quality of life; assigning appropriate tasks to each of them; offering reasonable benefits and welfare including a healthcare system and an appropriate remuneration structure, encouraging individual development through different training programs hosted by both the company and other organizations; providing encouragement; and promoting a good working attitude among staff at all levels.

4. Establishing guidelines for executives and employees to participate in activities that benefit society and the community in general.

3.4.2 Performance

1) Treatment of employees and workers

The Company follows the principles of human rights and labor protection from the stage of personnel recruitment, through employment as well as welfare provision for employees. The following personnel management endeavors were executed in 2021.

(1) Fair employment

The Company recruited and retained personnel on equitable basis and without discrimination against persons with disabilities or people of different races, religious, genders, languages, ages, color, social status. Each personnel is recruited based on suitable qualification with regard to each position. In 2021, a total of 84 positions were recruited and the Company had no dispute on violation of human rights or use of child labor.

(2) Employee Training (Employee Development and Training Plan)

The Company formulated an employee development and training plan based on corporate strategies, values, workplans, job titles, legal or regulatory requirements and problems that occurred in the past year. The objectives were to enhance staff knowledge and capacity, instill organizational culture and ethics among employees at all levels, support and develop their capacity, respond to business needs, and prepare for business expansion both domestically and internationally. The company continuously develops skills, knowledge and capacities among employees at all levels, along with the implementation of the management system in congruence with the framework for corporate strategies and business practices. Different activities were held to serve these purposes, for example, in-house training, external training, on-the-job training, site visits, self-learning programs, and establishment of the Community of Practices (CoPs).

In 2021, the Company encouraged employees to participate in training sessions hosted by both the Company and other organizations. The total number of hours in terms of employee development training was 10.40 hours per person for the year.

(3) Occupational Health and Safety and Working Environment

The Company has always given importance to occupational health and safety. To encourage employees to operate with greater concern about their own safety as well as that of co-workers, clients, business partners and all related parties, in 2021 the Board of Directors approved the establishment of a policy on safety, occupational health and working environment as posted on the company website. The following activities were held to promote occupational safety.

The 5S System

The Company encouraged employees to value the 5S system which involves the practice of sorting, setting in order, shining, standardizing and sustaining hygienic habits to create a well-organized workplace environment. Practice guidelines were established for improvement and maintenance of a clean orderly workplace to enhance operational convenience, safety and efficiency.

Reducing the Risk of COVID-19 Infection

For the safety and good health of employees and visitors and to reduce the risk of COVID-19 infection, the Company has allocated working space that allows for physical distancing and encourages employees to maintain distances between each other at all times while working. Face masks, hand sanitizers and disinfecting equipment are provided in sufficient quantities at appropriate locations. Disinfection of the office is regularly carried out.

In addition, employees on duty at construction sites are instructed to prioritize operational safety and always use protective equipment such as safety vests and helmets while working.

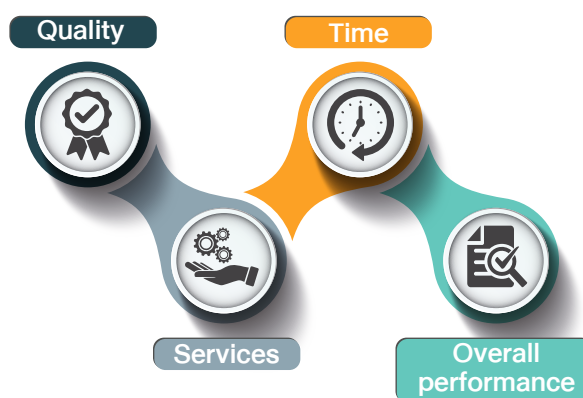
As such, in 2021, no severe accidents at construction sites that resulted in employee's absence or sickness were reported.

2) Production and Service Delivery with Responsibility for Clients

For active and continuous enhancement of the quality management system, The Company established a policy on quality management to optimize client satisfaction and produce quality work congruent with professional standards and on-time delivery. The ISO 9001:2015 quality management and control system has been adopted and is driven by the Quality Management Committee (QMC) which determines policy on the Company's quality management system, quality indicators and annual quality targets. The Committee also monitors the implementation of the quality management system and establishes guidelines for continuous improvement to enhance operational efficiency. Regarding the projects the company has been entrusted with, The Company has quality assurance experts to supervise project implementation in line with technical quality policy and established standards, Projects with substantial impacts and high risk related to quality are closely monitored and overseen. The quality of work is strictly inspected before delivery to clients.

The company has carried out customer satisfaction assessment on a regular basis through customer satisfaction surveys which involved interviews and the use of questionnaires. The assessment has concluded and has

reported on four categories with a total of 10 issues.



The ratings in the client satisfaction survey:

- 4 -----> Very satisfied / Exceed expectations
- 3 -----> Satisfied / As expected
- 2 -----> Dissatisfied / Lower than expected
- 1 -----> Very dissatisfied / Much lower than expected

A project that is considered to have passed the assessment criteria must achieve 3 points or more in all 10 issues. If the number in an assessment issue is lower than 3, the overall performance in that project is determined as not passing the criteria and the project manager must prepare the improvement plan for the managing director and the clients.

In 2021, the company assessed client satisfaction in 175 projects. The assessment result showed 167 projects that passed the criteria, accounting for 95% of the projects assessed. The average points for each category were as follows:

Category	Average score achieved (from the total of 4)
1. Quality	3.6
2. Time	3.6
3. Service	3.7
4. Overall performance	3.7

3) Participation in Social and Community Development

Practices

The Company is aware of the roles and duties of being a good member of society. The Company thus encourages executives and employees to participate in activities that benefit society as well as surrounding and other communities. Part of the mission is to provide educational support for schools in need, schools and child care centers in the neighborhood of the TEAM Building and schools for disabled children; concomitantly, environmental conservation activities are held to promote environmental stewardship and awareness among employees.

Performance

• Projects for Educational Support

Since 2007, the Company and TEAM GROUP Foundation has continuously presented scholarships to students at five schools in Nakhon Sawan Province, four schools in Nakhon Nayok Province and four schools in Bangkok to broaden educational opportunities for children in need. In 2021, owing to the COVID-19 pandemic the scholarships were transferred to the bank accounts of each school for further delivery to grantees.

- o Presented scholarships to Nakhon Sawan School, Wat Ban Makluea School, Wichawadi School, Wat Si Sawan Sangkharam School and Wat Khao Mano School in Nakhon Sawan Province

- o Presented scholarships to Wat Tha Dan School, Wat Wang Yai Chim School, Wat Hup Moei School and Wat Tha Chai School in Nakhon Nayok Province

- o Presented scholarships to Wat Nuan Chan School in Bangkok

- o Presented scholarships to Wat Nuan Chan Pre-school Children Care Center in Bangkok

- o Presented scholarships to Wat Bun Si Munikon Pre-school Children Development Center in Bangkok

- o The Give & Share Project for Ban Dek Ramindra School (Home for the Multiple Handicapped Blind Children)



• The “TEAM GROUP Unites to Fight COVID-19” Project

During the COVID-19 pandemic, the Company and TEAM GROUP Foundation initiated the “TEAM GROUP Unites to Fight COVID-19” project to extend assistance to affected people and stakeholders in projects involving the company as well as to support the operations of medical staff. Under the project, the following activities were carried out:



- o Donation of automated external defibrillators (AEDs) worth 480,000 baht to Sawanpracharak Hospital in Nakhon Sawan.



- o Cash donations to King Chulalongkorn Memorial Hospital, Priest Hospital, Siriraj Hospital, Ramathibodi Hospital in Bangkok and Pattani Hospital in Pattani Province, for the purchase of medical equipment

- o Cash donation to the Opportunity Foundation (300,000 baht) for helping affected people in 10 communities in Bangkok



- o Presented ready to eat food to vaccination service team at the Bangkok Social Security Office Area 9



- o Placed Tu Pan Suk or Happiness-Sharing Cabinet in front of TEAM Building and at current construction project sites of the Company, such as the Red Line Commuter Train and the Lop Buri – Pak Nam Pho Double-track Railway projects



- o Presented ready to eat food to support the “Food for Fighters: Zero Hunger” project implemented by the Chulalongkorn University Alumni Association under the Royal Patronage of His Majesty the King and the Kuvant Foundation



- **Blood Donation**

For 28 consecutive years, the Company has cooperated with the National Blood Centre, Thai Red Cross Society to contribute to a blood donation mobile unit at the TEAM Building every three months, which has always garnered active responses from executives and employees.



- **Knowledge Sharing**

As an expert on water resource management, the Company has organized online public seminars on the discipline to provide academic information, encourage knowledge sharing and mutually seek solutions from experts and the public alike. In addition, The Company's experts have been invited to give lectures by different organizations to provide the public with knowledge and useful information. Examples are an online Zoom lecture on "The latest water situation: do we get to the critical point?" hosted by TISCO Securities Company Limited to provide investors with a water situation update, an interview on the water situation issued in the Prachachat Business newspaper, and an online Zoom seminar on "Water Situation 2020".



*"The latest water situation: do we get to the critical point?"
– an online Zoom lecture*

- **Publications**

The Company has shared knowledge and experience through different public media and established the Knowledge Management Unit to systematically manage bodies of knowledge by compiling information on different projects and also publishing books on topics of public interest which have become reliable reference sources. Examples of these publications are "TEAM GROUP's Secret Revealed" which provides working tips, "Be Aware and Prepared for Flooding", "Hydropower" and so forth.



4 Management Discussion and Analysis

1. 1. Overview and Important Changes

The COVID-19 situation has persistently continued since 2020 and became more severe in 2021, resulting in a new wave of lockdowns and zone restrictions, closure of construction sites, and social distancing to prevent the spread of COVID-19 over a prolonged period of time. It also necessitated a shift from the normal work practice to working from home in line with the government's request for cooperation. The Company and its subsidiaries have therefore shifted to a new way of working with greater application of technology to enhance smooth operations, similar to many organizations which had to adopt new working practices, such as online public participation forums for environmental projects or smaller groups of participants with an increased number of public participation forums to meet the required number in compliance with the stipulated provisions; employment of local people to conduct surveys in place of normal contracting method; and online project approval meetings, etc.

The adaption to new working practices took some time in the initial period, leading to a slowdown of the operations of the Company and its subsidiaries in the first three quarters of the year. Another reason was the Consultants' inability to enter the project sites as usual during the closure of construction sites in July 2021 announced by the government. However, when the Company and its subsidiaries have better adapted to the new working practices, they have accelerated the income generation in the new normal way of work in the last quarter of 2021, resulting in the improved performance nearing the expected target.

In addition, the Company and its subsidiaries have further expanded the Non-Consulting Business continuously and explore opportunities for investment in various projects where their relevant expertise can be applied in consistency with the new 5-year vision of the organization. Business partners have increased in 2021, either from the change in shareholding restructure in the 3rd quarter or joint investment with another 4 partners to set up a new company specializing in Property Technology related services.

With regard to the organization, the Company and its subsidiaries have strictly complied with risk measures for preventing the spread of COVID-19 and also supported the employees to get fully vaccinated. Work from home has been implemented in support of the government's policy. ATK tests have been arranged on a regular basis for employees with exposure risks at work. Moreover, financial assistance has been provided to employees affected by

construction site closure. The Company and its subsidiaries have continued to control and limit the administrative expenses to only those necessary for the operations and beneficial to the organization and also monitored the cash on hand to be sufficient and suitable for the business operations of the Company and its subsidiaries.

2. 2. Analysis of Operating Results

Service Revenue

The 2021 service revenue of the Company and its subsidiaries amounted to 1,737.35 million baht, which increased from 1,704.95 million baht in 2020 or a growth of 1.90%. The proportion of service revenue by sector, compared to the total service revenue, consisted of (1) 1,062.51 million baht from the government projects or 61.16%, (2) 477.74 million baht from the private sector projects or 27.50%, (3) 98.86 million baht from international projects or 5.69%, and (4) 98.24 million baht from the related business sector or 5.65%. The proportion of revenue by specialization was as follows: (1) 644.21 million baht from transportation and logistics service or 37.08%, (2) 459.55 million baht from building and infrastructure service or 26.45%, (3) 374.51 million baht from water resources service or 21.56%, (4) 134.43 million baht from power and energy services or 7.74%, (5) 95.28 million baht from environment service or 5.48%, and (6) 29.36 million baht from others or 1.69%.

The service revenue from the government sector rose by 80.73 million baht from the 2020 figures or an increase by 8.22%. In 2021, the Company and its subsidiaries recognized revenue from several large projects newly-awarded in the year such as Water Charts Development for Ping, Wang, Yom and Nan River Basins Project, Project Management Consultant for the development of U-Tapao Airport and Eastern Aviation City, Construction Supervision of Water Transmission Tunnel and related work under the 9th Bangkok Water Supply Improvement Project, in combination with the recognized revenue from previously awarded large-scale projects such as Project Management and Construction Supervision of the Pink Line Mass Transit System (Khae Rai - Min Buri Section); Project Management and Construction Supervision for Track Doubling Project for Northern Line (Lop Buri – Pak Nam Pho); Project Management and Construction Supervision for the High-Speed Rail Linking 3 Airports Project; etc.

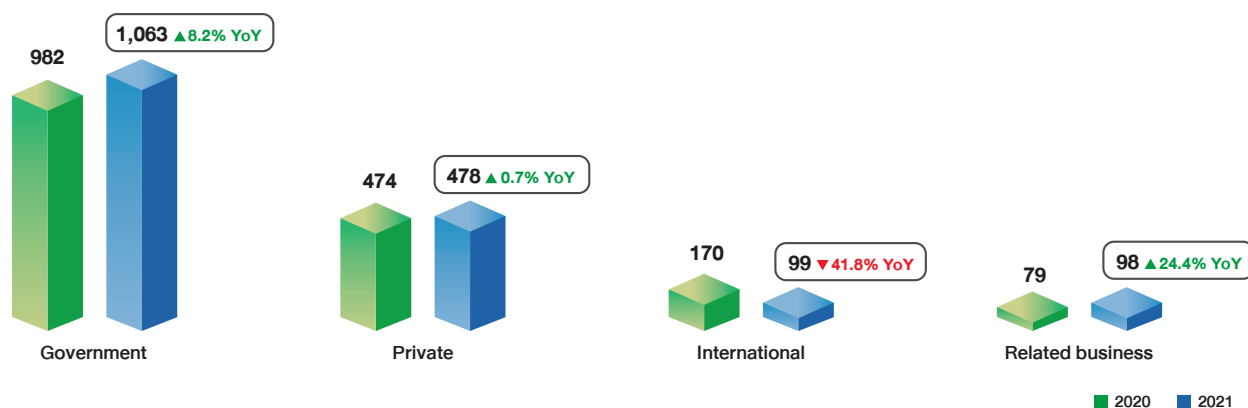
The service revenue from the private sector was comparable to that in year 2020, with a slight increase of 3.43 million baht or a rise by 0.72%. The revenue from private sector projects dropped by the end of the 2nd quarter and early 3rd quarter due to the closure of construction sites in accordance with the government policy, and the situation has returned to a former state of normal. The trend of implementation of private projects remained stable, similar to that in 2020, due to the persistent COVID-19 outbreaks.

The service revenue from the international sector saw a continued decline as the Company and its subsidiaries were awarded small number of International projects in 2020. As a result, the revenue in this sector in 2021 declined

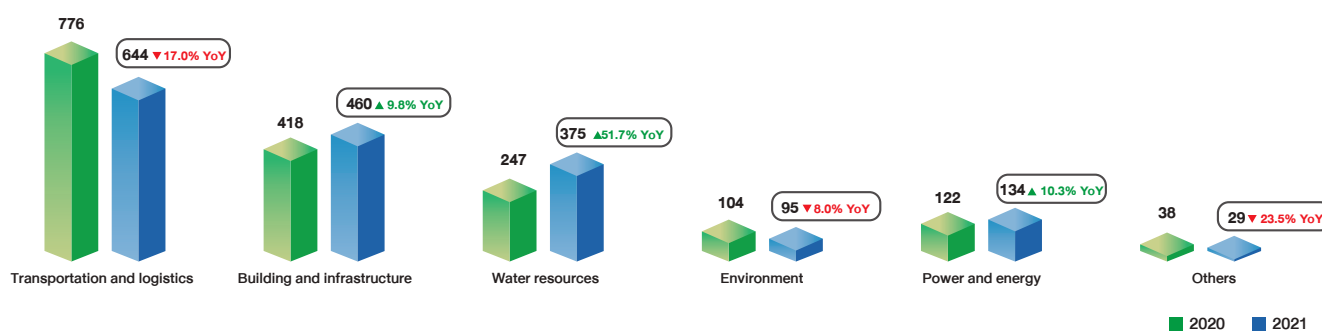
by 71.05 million Baht compared to the previous year or a decline by 41.82%. However, in the 3rd quarter and by the end of 4th quarter of 2021, the Company and its subsidiaries began to win contracts for a number of medium- and large-scale international projects and they are expected to generate revenue for the Company and its subsidiaries from 2022 onwards.

The service revenue from related businesses grew 24.43% over that in 2020 or 19.28 million Baht because the Company and its subsidiaries were successively awarded a larger number of dam instrumentation projects, compared to the preceding years, in the 3rd and 4th quarters.

Revenue by Sector



Revenue by Specialization

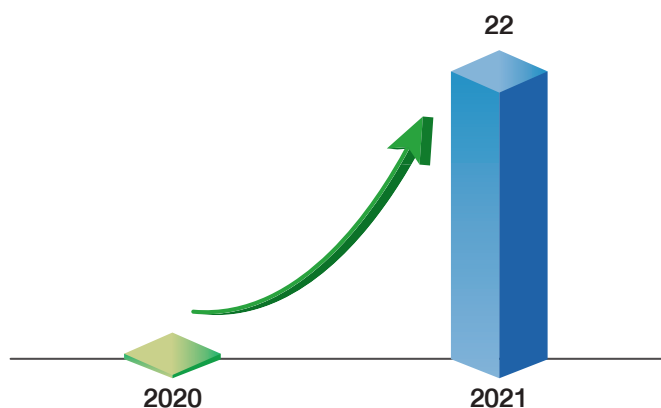


Sales revenue

The year 2021 is the first year that the Company and its subsidiaries recognized the sales revenue from investment projects in accordance with the new business structure regarding non-consulting business. The revenue from investment projects recognized in 2021 was generated

from a total of 4 investment projects in wastewater treatment, renewable energy and water supply services in the amount of 21.96 million Baht or 1.23% of the total revenue of the Company and its subsidiaries.

Sales revenue



Other Revenues

In 2021, the Company and its subsidiaries had other revenue, such as revenue from software sales, report preparation, and others. The other revenue amounted to 21.31 million Baht or 1.20% of the total revenue of the Company and its subsidiaries.

and/or repetition of work procedure by the Company and its subsidiaries in response to the COVID-19 outbreak situations. Furthermore, the unconcluded negotiations for additional expenses for the extension of project period of large projects while the Consultants had to continue their services also brought about the higher cost of services.

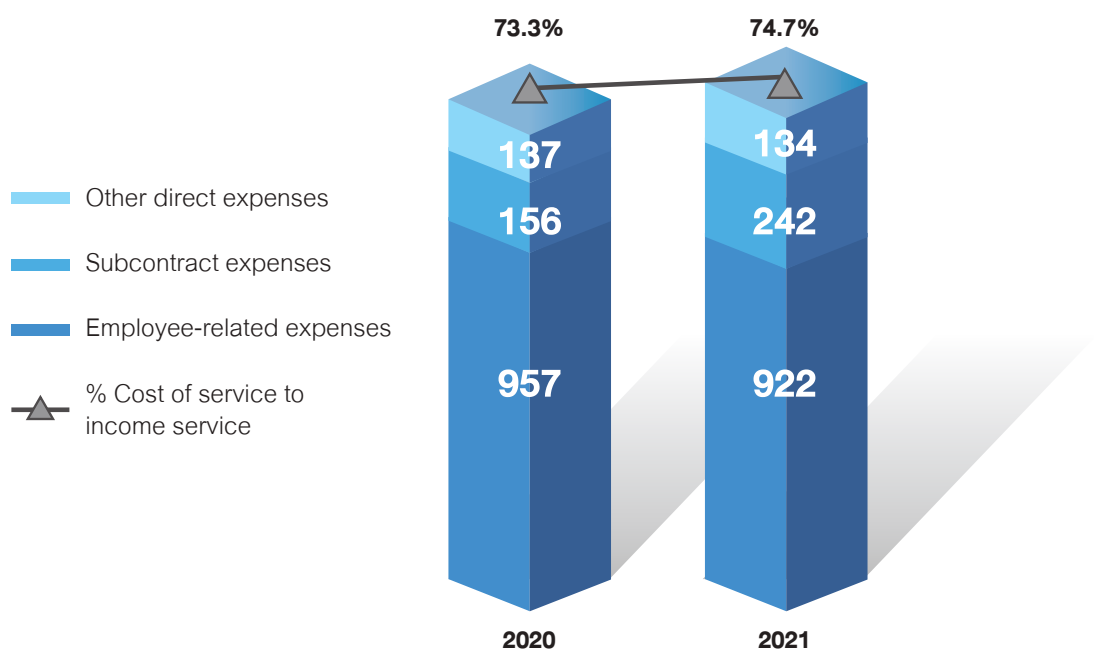
Cost of Services, Gross Profit and Gross Profit Margin

Cost of Consulting Services

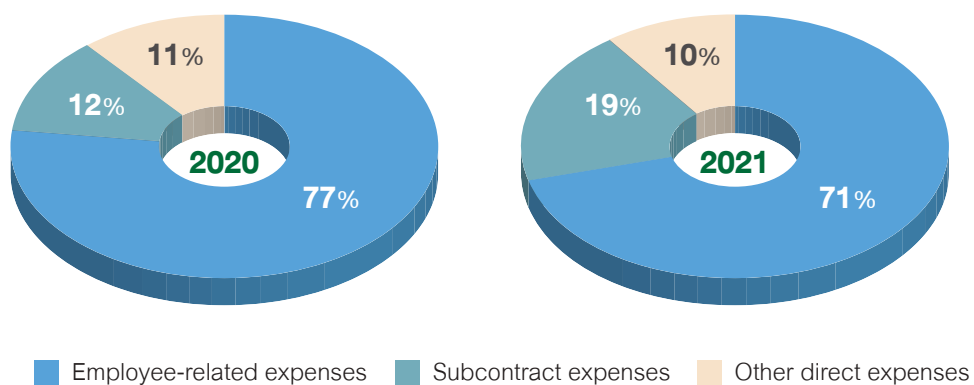
The total cost of services of the Company and its subsidiaries amounted to 1,297.69 million Baht which grew from 1,249.76 million Baht in the preceding year or an increase by 3.84%. The higher cost of services partly corresponded to the revenue growth. However, the cost ratio to the service revenue in 2021 was 74.69% increasing from the ratio of 73.30% in 2020. The reasons for the increased cost of services included adjustment of various working patterns, which frequently resulted in addition

The cost of services structure of the Company and its subsidiaries in 2021 comprised (1) employee-related expenses, mostly professional personnel, amounting to 921.71 million Baht; (2) subcontract expenses, e.g. site surveys and other surveys, including payment to data analysis experts, amounting to 242.45 million Baht; and (3) other direct expenses, e.g. field work expenses, report preparation, equipment expenses, etc., in the amount of 133.53 million Baht. The proportion of each cost category to the total cost of services was 71.03%, 18.68% and 10.29% respectively. When compared with the cost of services structure of the preceding year, the proportion of subcontract expenses soared by 55.27%.

Cost of Services Structure



Proportion of Cost of Services

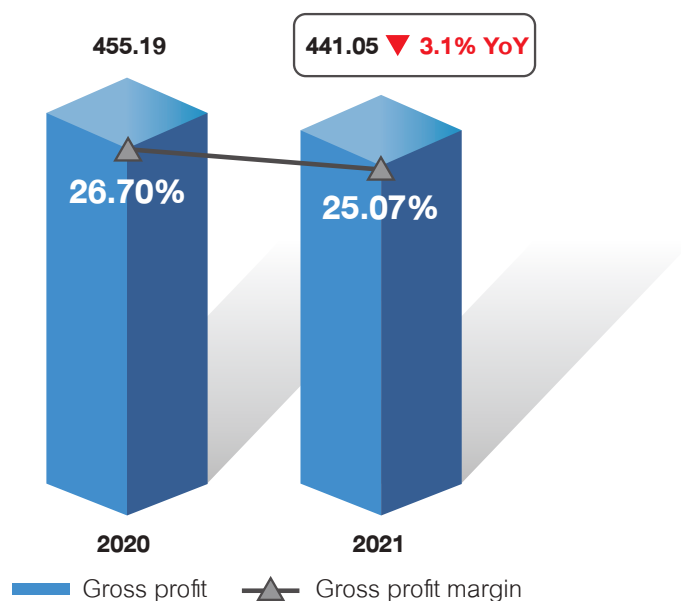


Costs of sales

The combined cost of sales of the Company and its subsidiaries were 20.56 million Baht. The ratio of costs of sales to sales revenue was 93.65%. The main costs were the subcontract costs during the construction of small- and medium-scale investment projects.

Gross Profit and Gross Profit Margin

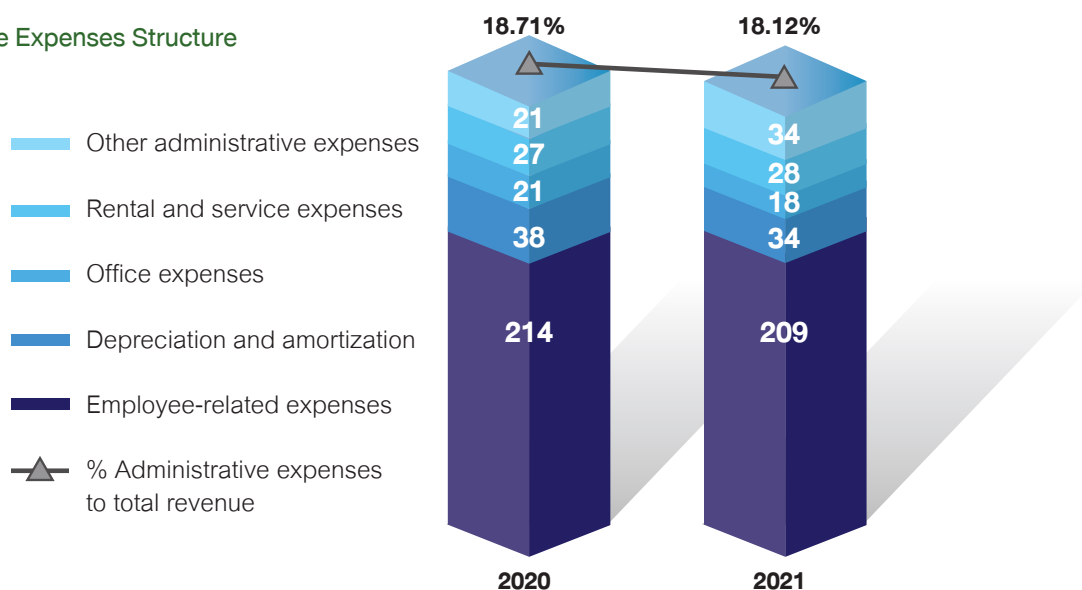
From the above-mentioned cost structure, the Company and its subsidiaries had a gross profit of 441.05 million Baht in 2021, a decrease by 3.11% from the previous year or the gross profit margin was 25.07% of the total sales and service revenues.



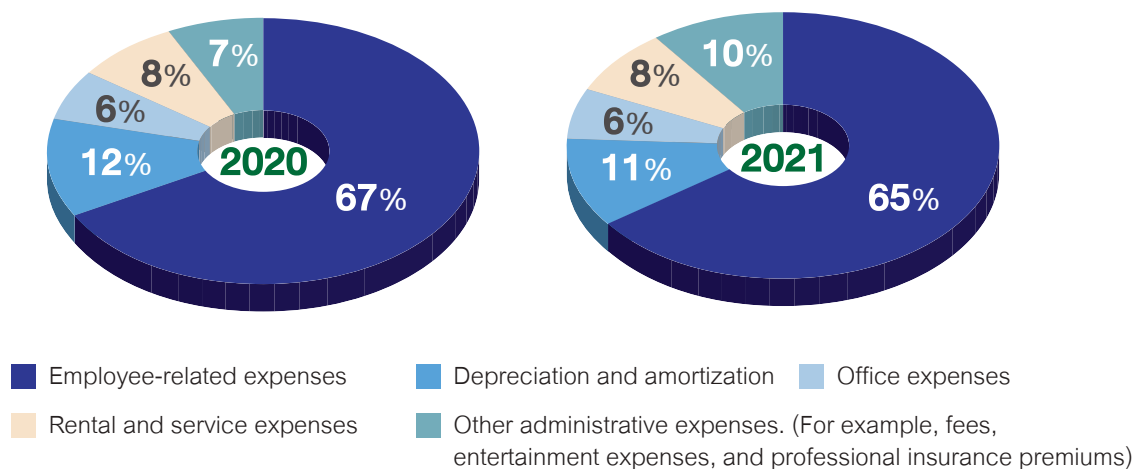
Administrative Expenses and Operating Profit

The 2021 administrative expenses of the Company and its subsidiaries were 322.59 million Baht in total. The ratio of administrative expenses to total revenue was 18.12% compared to the 2020 ratio of 18.71%, demonstrating the Company's continued efficiency in cost management. The structure of administrative expenses is presented as follows:

Administrative Expenses Structure

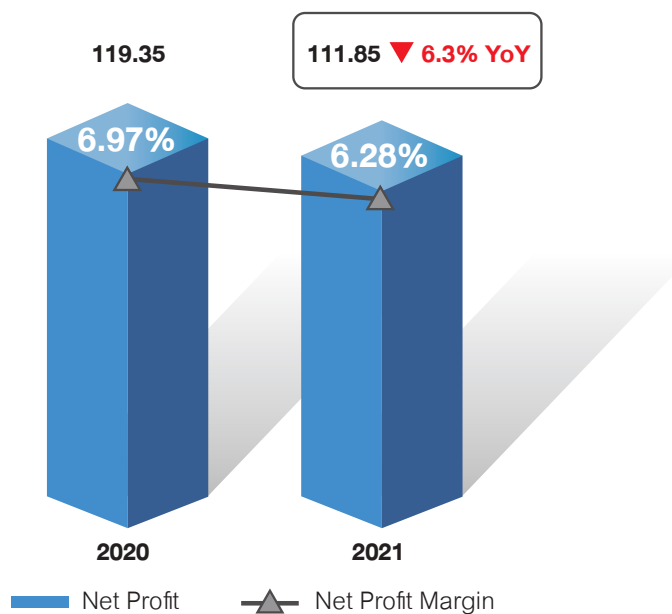


Proportion of Administrative Expenses



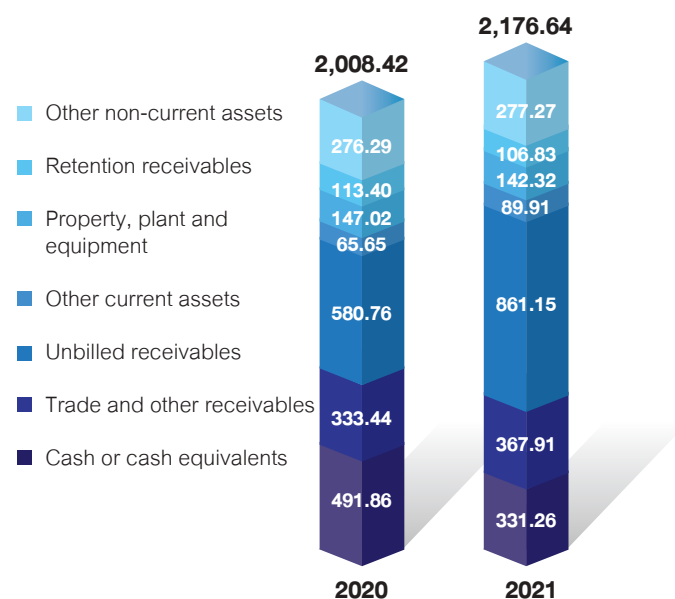
Net Profit and Net Profit Margin

The Company and its subsidiaries had a net profit of 111.85 million Baht in 2021, reduced by 7.50 million Baht compared to that in the previous year or a 6.28%.decrease. The net profit to total revenue ratio was 6.28%, slightly lower than the ratio of 6.97% in 2020. This resulted from the higher cost of services of the Company and its subsidiaries due to the prolonged COVID-19 outbreaks. In addition, the Company and its subsidiaries commenced other businesses which required high costs of sales in the initial stage of the project.



3. 3. Analysis of Financial Position

Statement of Financial Position



Assets

As at 31 December 2021, the Company and its subsidiaries had the total assets of 2,176.64 million baht, increased 168.21 million baht from the 2020 total assets or an 8.38% growth. The total assets were divided into current assets of 1,650.22 million Baht and non-current assets of 526.42 million Baht. Main components of the total assets of the Company and its subsidiaries are as follows:

Cash and Cash Equivalents At the end of 2021, cash and cash equivalents amounted to 331.26 million Baht, dropped 160.60 million Baht compared to those at the end of 2020 or a reduction by 32.65% due to the decrease in cash flow from operating activities which was used for accelerating the work in the last quarter of the year including investment in small non-consulting business projects.

Trade and Other Receivables rose 34.47 million Baht, raising the total outstanding receivables to 367.91 million Baht at the end of 2021, compared to 333.44 million Baht at the end of 2020. More than 70% of the receivables of the Company and its subsidiaries were less than 3 months old.

Unbilled Receivables: The Company and its subsidiaries had a higher amount of unbilled receivables as at 31 December 2021, increased by 280.39 million Baht to 861.15 million baht from 580.76 million Baht at the end of 2020 or a 48.28% increase. This was mainly due to the increase in unbilled receivables of large government projects with slow disbursement process in combination with the COVID-19 situation which also contributed to the lower disbursement rate of public investment.

Liabilities

As at 31 December 2021, the Company and its subsidiaries had the total liabilities of 1,160.29 million baht, compared to 1,094.10 million baht as at 31 December 2020. An increase of 6.05% or 66.19 million baht comprised the current liabilities of 864.55 million Baht and the non-current liabilities of 295.74 million Baht. Major components of the liabilities of the Company and its subsidiaries are as follows:

Trade and Other Payables were up 26.06 million Baht, increasing the total payables to 211.52 million Baht or a rise of 14.05%.

Service Income Received in Advance and Advances Received from Customers amounted in total to 521.77 million Baht at the end of December 2021, rose by 34.78 million Baht or a growth of 7.14%. The increase was primarily due to the advances received from employers in large-scale projects additionally awarded in 2021 while the service income received in advance was comparable to that in the preceding year.

Provision for Long-term Employee Benefits dropped 24.59 million Baht, reducing the total provision for long-term employee benefits at the end of 2021 to 271.59 million Baht from 296.18 million Baht at the end of 2020 or a decrease by 8.30% due to the impact of higher interest rate.

Shareholders' Equity

As at 31 December 2021, the shareholders' equity of the Company and its subsidiaries reached 1,016.35 million Baht, an increase by 102.02 million Baht, compared to 914.33 million Baht as at 31 December 2020. The growth rate was 11.16% from the net profit from the 2021 operating activities.

Cash Flow, Liquidity and Significant Financial Ratio

The Company and its subsidiaries had a negative cash flow from the 2021 operating activities in the amount of 160.60 million Baht. The main cash outflows included 133.71 million Baht for operating activities; 8.15 million Baht for investment activities such as improvement of building and equipment including computer software for the operations, and 18.89 million Baht for financing activities such as dividend payment and debt repayment according to lease agreements.

As at 31 December 2020, the Company and its subsidiaries had a current ratio of 1.91 times, similar to that of 2020. The quick ratio fell to 0.81 times as against 1.07 times at the end of 2020. This was due to the increase in receivables and unbilled receivables in the year. The debt to equity ratio (D/E ratio) at the end of 2021 declined to 1.14 times from the previous year. The gearing ratio increased slightly from 0.09 times to 0.10 times from the increase in liabilities with interest rates.

Cash flow and Significant Financial Ratios	2021	2020	Increase (Decrease)
Net Cash (Million Baht)			
Cash and Cash Equivalents at the Beginning of the Year	491.86	350.88	140.98
Cash Flow from Operating Activities **	(133.56)	272.12	(405.68)
Cash Flow from Investing Activities	(8.15)	(18.96)	10.81
Cash Flow from Financing Activities	(18.89)	(112.18)	93.29
Cash and Cash Equivalents at the End of the Year	331.26	491.86	(160.60)
Liquidity (Times)			
Current Ratio	1.91	1.91	0.00
Quick Ratio	0.81	1.07	(0.26)
Leverage Ratio (Times)			
Debt to Equity Ratio (D/E ratio)	1.14	1.20	(0.06)
Gearing Ratio	0.10	0.09	0.01
Interest Coverage Ratio (EBIT / Interest paid)	38.51	52.54	(14.03)

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

5 General Information and Other Significant Information

5.1 General Information

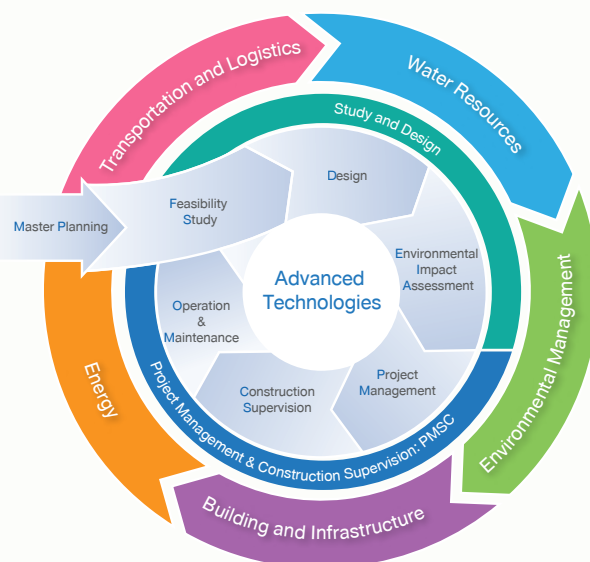
Company name	TEAM Consulting Engineering and Management PCL.
Stock symbol	TEAMG
Company registration number	0107561000030
Type of business	The integrated engineering, environment, management consultancy services
Industry	Property & Construction
Sector	Construction Services
Authorized Capital	Baht 340,000,000.00 (680,000,000 listed Common Stock shares at Baht 0.50 per share)
Issued and Paid-up Capital	Baht 340,000,000.00 (680,000,000 listed Common Stock shares at Baht 0.50 per share)
Address	151 Nuan Chan Road, Nuan Chan, Bueng Kum, Bangkok 10230
Telephone	+66 2 509 9000
Fax	+66 2 509 9090
Website	www.teamgroup.co.th
Investor Relations's Contact	ir@team.co.th/ +66 2 509 9000 ext. 2019/ +66 8 0271 9521
Corporate Secretary's Contact	cs@team.co.th

Reference

Securities registration	Thailand Securities Depository Co., Ltd. 93 Ratchadaphisek Road, Din Daeng, Din Daeng, Bangkok 10400 Telephone: +66 2 034 0000, Fax: +66 2 034 0100
Company auditor	1. Mr. Chatchai Kasemsrithanawat 2. Miss Siraporn Ouuanunkun 3. Mrs. Chonlaros Suntiasvaraporn Auditors from EY Office Limited 193/136-137 Rajadapisek Road, 33 th Floor Lake Rajada Office Complex, Khlong Tan Nuea, Khlong Toei, Bangkok 10110

5 Fields of TEAM GROUP's Excellent Services

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



Transportation and Logistics

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



Water Engineering

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



Environmental Management

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



Building and Infrastructure

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


































Energy














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

Strong Amalgamation to Provide Total Solutions



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

International Organizations & Private Enterprises

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

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

Government & State Enterprises

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

5.2 Other Significant Information

None

5.3 Legal Dispute

As of 31 December 2021, the Company and its subsidiaries have no legal disputes which have negative impact against the assets value of the Company or its subsidiaries that are higher than 5% of the shareholders' equity. However, there are 2 court cases, namely civil and labour cases that are under consideration of the Court of Appeal and Labour Court, respectively. The summaries of which are as follows:

1. On 23 February 2016, an individual, the plaintiff, filed a complaint against TEAM Construction Management Company Limited in the Civil Court as a consumer protection case. Nature of claim is breach of hire of work Agreement and tort. The plaintiff claimed damages in total amount of 30,472,758.42 Baht with interest 7.5% per annum from the date of filing the complaint.

On 17 April 2019, the Civil Court ordered TEAM Construction Management Company Limited to pay the plaintiff in the amount of 950,000 Baht with interest 7.5% per annum after the date of filing (filing on 23 February 2016) onwards until the payment is completed.

On 6 September 2019, TEAM Construction Management Company Limited filed an appeal against the judgment of the Civil Court. On 7 October 2019, the plaintiff filed an appeal to amend the judgment of the Civil Court, requesting that TEAM Construction Management Company Limited to be liable for all the plaintiff's complaint.

Currently the case is being considered by the Court of Appeal.

2. On 2 June 2021, a former employee, the plaintiff, filed a complaint against TEAM Consulting Engineering and Management Public Company Limited in the Central Labour Court, a labour case, allegation to claim unfair termination and severance pay from TEAM Consulting Engineering and Management Public Company Limited in total amount of 621,538.20 Baht and interest 15% per annum of principal amount 607,613.85 Baht after the date of filing, TEAM Consulting Engineering and Management Public Company Limited filed a testimony. The court set a trial date for evidence examination and settle as a point in dispute on 29 March 2022.

However, the management of the Company and subsidiaries believe that the outcome of the cases will not have any material impact on the Company's financial statements and operations.

5.4 The Secondary Market

-None-

5.5 Financial Institutions with regular contact (Only in the case of the company that issues bonds)

None





part 2



“ Corporate Governance ”

6 Corporate Governance Policy

6.1 Overview of Corporate Governance Policy and Guidelines of Corporate Governance

The Company recognizes the significance of operating the business in accordance with the Corporate Governance Code (CG Code) to ensure the organization's long-term viability, and adheres to it as a guideline and internal management mechanism, with the goal of strengthening the relationship between the Board of Directors, executives, employees, and shareholders, and achieving the essential objectives in providing appropriate benefits to all shareholders and stakeholders. The following essential principles must be reflected in the structure and method of the given management.

1. Accountability - being responsible for one's own decisions and actions, as well as having the ability to describe and justify such decisions.
2. Responsibility - carrying out responsibilities with sufficient capacity and efficiency.
3. Equitable Treatment - treating all stakeholders fairly and equally.
4. Transparency - the ability to trace and truly disclose information to stakeholders.
5. Vision to Create Long-term Value - having a vision to add long-term value to the organization
6. Ethics - adhering to morality and ethics when conducting business operations.

The Board of Directors, therefore, has established a written policy on corporate governance and business ethics as the framework for business operations in order to maximize the benefits for all parties involved. The Company also emphasizes the importance of fair and equal treatment to all shareholders, and provides adequate and accurate information to ensure transparency in all levels of the business operations, including the Board of Directors, executives, employees, and stakeholders for the long-term benefits of shareholders, clients, investors, and the public in general. The Company has steadily applied the Code of Business Ethics and the Code of Conduct as the guidelines for directors and executives to conform to the Code of Best Practice in alignment with the Corporate Governance Code as set forth by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

The Corporate Governance Code and Business Ethics Policy are available on the Company's website under the "Corporate Governance" tab. The essence of the Corporate Governance Code is divided into eight sections:

- Section 1: Rights of Shareholders
- Section 2: Equal Treatment of Shareholders
- Section 3: Role of Stakeholders

- Section 4: Information Disclosure and Transparency
- Section 5: Responsibilities of the Board of Directors
- Section 6: Business Ethics

Section 7: Important Policies and Compliance Monitoring

- Section 8: Anti-corruption Policy

Please see "Attachment 5, the Corporate Governance and Business Ethics Policy on the Company" Website: www.teamgroup.co.th for more information.



6.1.1 Policies and Guidelines for the Board of Directors

The Company has policies and guidelines in place for the Board of Directors that cover important issues including the Board of Directors composition, the policy of limiting the number of companies in which directors and chief executive officers hold positions, the policy of separating the positions of the Chairman if the Board and the Chief Executive Officer into two distinct persons, the duties and responsibilities of directors, roles and duties of the chairman of the board, appointment of sub-committees, guidelines for determining directors and senior management remuneration, the directors' term of office, assessment of the board of directors and the executive committee, director and executive development, succession plan, orientation for new directors, Board of Directors meetings, internal meetings among non-executive directors. The significant issues are described as follows, with more details provided in Section 5 of the Good Corporate Governance Policy and Business Ethics.

1) Nomination of Directors and Executives

The appointed persons to serve as the Company's directors and executives must be qualified persons under Section 68 of the Public Limited Company Act, B.E. 2535 (1992) and the Capital Market Supervisory Board's Notification No. Thor Jor. 39/2559 on Application for and Approval of Issuance of New Shares. The following are the composition and nomination criteria:

(1) Composition and Nomination of the Board of Directors

- The Board of Directors of the Company is responsible for the operation of the Company's business. The Board of Directors must consist of at least five (5) members, with no less than half of the members having a residence in the Kingdom of Thailand, and that the Company's directors must have the qualifications stated by law. The directors can be either shareholders or not.

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

- A shareholder's one (1) share is one (1) vote.
 - Each shareholder shall exercise all available votes stated in 2.1 to elect one person or several persons as directors. In case of multiple persons, the number of votes for each director cannot be divided.

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

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

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

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

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

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

The Board shall consist of directors with diverse qualifications, which include skills, experience and expertise that are useful to the Company. The directors have independence in making decisions for the best interests of the Company and shareholders and play vital roles in establishing Company policy, monitoring the operations of the executives and evaluating corporate performance based on the set criteria. The Board constitutes nine directors, comprising two executives, four non-executives and three independent directors. The number of the independent directors, which is one-third of the total directors, provides an appropriate balance. The audit committee shall comprise three independent members who each have office terms of three years. Their roles and authorities are clearly specified in the Audit Committee Charter.

Each independent director shall not take office for more than nine consecutive years from the day of appointment. In case there is a need to designate an independent director to occupy a position for a longer term, the Board is required to deliberate such necessity.

(2) Composition and Nomination of the Audit Committee

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

qualifications of the Audit Committee in accordance with the criteria and notifications prescribed by the SEC, and the Stock Exchange of Thailand as follows:

Qualifications of the Audit Committee Members

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

- Not being a director assigned by the Board of Directors to decide on matters relating to the conduct of businesses of the Company, parent company, subsidiary company, joint venture company, same-level subsidiary, as well as a major shareholder or a person with a controlling power over the Company.
- Not being a director of the parent company, subsidiary company or same-level subsidiary company, whereby this is applicable only to listed companies.
- Having sufficient knowledge and experience to perform duties as the Audit Committee member. However, at least one member of the Audit Committee must have sufficient knowledge and experience to review the credibility of the financial statements.
- Having the same duties as prescribed in the notification of the Stock Exchange of Thailand regarding the Qualifications and Scope of Work of the Audit Committee.

(3) Composition and Nomination of the Executive Committee

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

(4) Composition and Nomination of the Nomination and Compensation Committee

The Nomination and Compensation Committee must be appointed by the Board of Directors. The Committee shall consist of at least three members, and the majority of the members must be independent directors and non-executive directors. The Board of Directors will appoint one member as the Chairman of the Nomination and Compensation Committee. Each member of the Nomination and Compensation Committee shall not hold the position in more than five listed companies.

(5) Composition and Nomination of the Risk Management Committee

The Risk Management Committee members must

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

(6) Composition and Nomination of the Chief Executive Officer

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

2) Guidelines for Determining Remuneration for Directors and Executives

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

3) The independence of Directors from the Management

The Company has a policy to separate the person holding the position of the Chairman of the Board and the Chief Executive Officer to be different person for transparency of the management. The scope of duties and responsibilities of the Chairman of the Board and the Chief Executive Officer are distinctly specified and disclosed in this report in section 7.2.3 Duties and Responsibilities of the Board of Directors.

4) Development of Directors and Executives

The Board of Directors resolved to arrange an orientation for the new directors to pass on knowledge and understanding of the Company's business and related rules and regulations. The Board of Directors also has the policy to promote all directors, senior executives and the Company Secretary to regularly attend training courses on corporate governance organized by internal departments and external

organizations, such as the Stock Exchange of Thailand, the Office of the Securities and Exchange Commission, or the Thai Institute of Directors (IOD).

5) Self-assessment of Directors

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

6.1.2 Policy and Guidelines for shareholders and stakeholders

The Company underscores the importance of overseeing all groups of stakeholders such as employees, clients, business partners, shareholders, investors, debtors, and the community where the Company is located. The Company will take care of stakeholders as per the rights stipulated by relevant laws. The Company will not undertake any act that infringes the right of stakeholders pursuant to the laws or existing agreement. The Company establishes a policy and guidelines for shareholders and stakeholders that address significant issues such as shareholder rights, equal treatment of shareholders, stakeholder role, and Information Disclosure and Transparency. The Company has disclosed the treatment to shareholders and stakeholders in this Report under the section "The other practices in accordance with the principles of good corporate governance."

6.2 Code of Conduct

The Board of Directors encourages the establishment of the Code of Conduct for directors, executives and employees to adhere to and comply with as the mutual duties and responsibilities for the utmost benefits of stakeholders, as well as to build reliability in the business operations which will lead to sustainable business growth. The Company operates its business by adhering to the following Code of Conduct as follows;

- Conduct business with honesty, integrity, and responsibility toward society, and adhere to the laws, morality and good practice toward people, communities, society, and the environment.
- Treat clients with fairness regarding products and services without discrimination.
- Conduct business under the standard of business operations with adequate control. Use one's knowledge and ability to the utmost, with prudence, sufficient information and evidence. Strictly comply with relevant requirements.

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

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

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

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

In addition, the Company has established guidelines for executives and employees to follow with regard to the treatment with shareholders, clients, business partners, competitors, society, and the environment. This is stated in Section 6 of the Good Corporate Governance Policy and Business Ethics, which is available on the Company's website at www.teamgroup.co.th

Please see "Attachment 5, the Corporate Governance and Business Ethics Policy on the Company" Website: www.teamgroup.co.th for more information.



6.3 The Major Changes and Developments of Policy and Practice, Corporate Governance, during the Past Year.

6.3.1 Major changes and developments relating to the review of policies and practices, corporate governance, and Board Charters in the past year.

Every year, the Company has been determined to review its policy on good corporate governance and business ethics, as well as related policies, to ensure that they are appropriate for the company's context and are in line with good corporate governance principles (Corporate Governance Code 2017) at all times. The Board of Directors considered, supervised, and developed good corporate governance in 2021. The following are the most important actions:

Policies and Practices

- Reviewed and revised the Company's policies in context of the current situation and organizational structure, approved the policy on sustainable development and social and environmental responsibility as well as approved the formulation of the Safety, Occupational Health and Working Environment Policy.

- Approved the amendment to the conflict of interest prevention policy to include more stringent scrutiny of directors' performance and to ensure that management is transparent and auditable.
- Consider improving the subcommittee charters to align with the principles of good corporate governance under the Corporate Governance Report of Thai Listed Companies (CGR) Project.
- Consider the arrangement of the Board of Directors and sub-committee meetings via electronic means in compliance with the Emergency Decree on Electronic, B.E. 2563 (2020)

Determining the vision, mission and strategy of the Company

The Board of Directors has reviewed the vision, mission and strategy of the Company and has provided practical advices to the management, emphasizing on doing business with environmental, social ,responsibility, and good governance in accordance with the concept of sustainable development of the organization.

Due to the determination to promote good corporate governance practices, The Company was awarded the excellent level or 5 stars from the assessment under the Corporate Governance Report of Thai Listed Companies (CGR) Project 2021 organized by the Thai Institute of Directors Association (IOD).

6.3.2 Other practices in accordance with good corporate governance principles

The Company has practiced good corporate governance principles in compliance with the Corporate Governance Report of Thai Listed Companies (CGR) Project. The following are the five topics covered: Shareholder Rights, Equal Treatment of Shareholders, Role of Stakeholders, Information Disclosure and Transparency, and Board of Directors Responsibilities. Details are as follows;

1) Shareholder Rights

The Company realizes the importance of the fundamental rights of shareholders, therefore, the Company set the principles of fair treatment of shareholders and compliance with the law, e.g. the right to acquire and dispose shares, the right to receive dividend payment, the right to receive news and information of the Company, the right to attend the Shareholder Meeting, the right to cast the vote on each agenda item, the right to appoint a proxy to attend the meeting, the right to appoint directors and auditors, the right to express opinions and raise questions to directors in the Shareholder Meeting and the right to propose meeting agenda items and to nominate names of directors in advance. The Company strictly ensures all shareholders receive such rights and does not undertake any actions that violate or infringe the rights of shareholders. In this regard, the Company has set out the Policy and Guidelines for shareholders as follows:

(1) Holding the Shareholder Meeting

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

- The Company discloses the policy to support or promote all groups of shareholders to attend the Shareholder Meeting.
- The Company provides information on the meeting date, time, venue, and agenda together with explanations and rationales for agenda items or resolutions as specified in the letter of invitation to the general meeting and extraordinary meeting of shareholders, or in the attachment to the meeting agenda.
- The Company facilitates shareholders to exercise their rights in attending the meetings and casting their votes, and refrains from any actions that limit the opportunity of shareholders to participate in the meetings. For example, the procedures for attending the meetings to cast the vote

should not be too complicated or too costly, and the place of the meeting should be a convenient location that is easy to reach.

- The Company allows shareholders to send their questions prior to the meeting date by specifying clear criteria for raising questions in advance, and informs shareholders together with sending invitation letters to shareholders. The criteria for submission of questions in advance are published on the Company's website as well.
- The Company supports shareholders to use the suitable proxy form by which shareholders can define a voting direction, and proposes at least one independent director as a proxy holder.

(2) Procedures on the Shareholder Meeting Date

- The Company promotes the use of technologies in the Shareholder Meeting, covering the registration of shareholders, vote counting and displaying of voting results to enable the fast, accurate and precise meeting procedures.
- All directors should attend the Shareholder Meeting, and shareholders can inquire the chairmen of the sub-committees regarding relevant matters.
- The resolution for each agenda item in the Shareholder Meeting is reached by voting.
- The Board of Directors should promote or assign an independent person to count or check the votes in the general meeting and extraordinary meeting of shareholders and disclose the results in the Shareholder Meeting, as well as record them in the meeting minutes.
- The Board of Directors should support the ballot casting in important agenda items, e.g. connected transactions, acquisition or disposal of assets, etc., to assure the transparency and traceability in case of any dispute arising afterward.
- The Chairman of the Meeting should allocate proper time and support shareholders in expressing their opinions and raising questions in the meeting regarding the matters concerning the Company.

(3) Preparing Minutes of the Meeting and Disclosing the Resolutions of the Shareholder Meeting

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

directors.

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

In 2021, the Company organized the Annual General Meeting of Shareholders on 29 April 2021 at the Company's conference room, at 151 TEAM Building, Nuan Chan sub-district, Bueng Kum district, Bangkok 10230. All members of the Board of Directors and the sub-committees, including the executives and the Company Secretary, attended the meeting. The Company's external auditor and the representative of the Corporate Legal Office also attended the meeting to give explanations on the related agenda items and to answer the questions of the shareholders. The Company arranged for all shareholders to obtain the rights with regard to the Shareholder Meeting in accordance with the relevant laws and the Corporate Governance Code as follows:

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

- The Company provided the shareholders with the opportunities to propose additional agenda items, to nominate the competent and suitably qualified candidates for directorship, or to send their questions prior to the date of the 2021 Annual General Meeting of Shareholders
- The Company assigned the Thailand Securities Depository Co., Ltd. (TSD) which is the Company's registrar to distribute to the shareholders the Invitation to the 2021 Annual General Meeting of Shareholders, the QR Code Form, the meeting agenda, and the Board of Directors' opinions in summary version. The full version of the invitation letter, the meeting agenda, the Board of Directors' opinions, Proxy Forms A, B and C, Annual Report, and other documents for consideration in Thai and in English were publicized on the Company's website for the shareholders to download. The Company also notified the shareholders via the Electronic Listed Company Information Disclosure System of the Stock Exchange of Thailand that the invitation letter was publicized on the Company's website on 30 March 2021, which was not less than 30 days prior to the meeting date, so as to provide the shareholders sufficient time to consider the agenda and supplementary documents in advance for decision-making. Moreover, the invitation letter, containing the date, time and venue of the Shareholder Meeting and meeting agenda, was publicized in a newspaper for three consecutive days prior to the meeting date to allow shareholders enough time to

prepare themselves for the meeting.

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

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

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

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

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

- The Company did not suddenly distribute documents containing significant information in the meeting

- The Company supported or promoted all groups of shareholders to attend the Shareholder Meeting by allowing the shareholders who could not attend the meeting in person to appoint proxies or delegate any independent director to attend and vote on their behalf at the meeting by using the provided three types of proxy forms as stipulated by laws. The Company's Board of Directors proposed two independent directors for shareholders to appoint as their proxies to attend and vote on their behalf at the Shareholder Meeting. In the 2021 Annual General Meeting of Shareholders, there were totally 44 shareholders registered, consisting of 13 shareholders by self-attendance and 31 shareholders by proxy.

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

- The Company held the 2021 Annual General Meeting of Shareholders on 29 April 2021 at 14.00 hrs., which was not a holiday or fell on any day of three or more consecutive holidays, at the Company's conference room.

The meeting venue was a convenient location for traveling of shareholders, and the map was enclosed with the invitation letter.

- The Company completely and accurately followed the meeting procedures as stipulated by relevant laws, taking into consideration the convenience, rights, and equal treatment of shareholders. The Company provided officers to welcome and give information to shareholders, as well as to verify their documents for registration to attend the meeting. Shareholders could register to attend the meeting early two hours before the commencement of the meeting. Besides, the Company applied technologies, including barcode system, to the Shareholder Meeting, covering the registration of shareholders, counting of votes, and displaying the result to enable efficient, fast, accurate, and precise meeting procedures. The Company did not perform any action to limit the shareholders' rights to attend the meeting. Every shareholder was eligible to register to attend the meeting anytime during the course of the meeting. The duty stamps were also provided for those who wanted to appoint proxies.

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

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

- The Company delegated the Corporate Legal Advisor to act as the Voting Inspector who oversaw the procedures of registration, the Shareholder Meeting, and vote counting to ensure every step was transparent and in compliance with the related laws and the Company's Articles of Association. Shareholders could volunteer to witness the vote counting. In the 2021 Annual General Meeting of Shareholders, there was a shareholder, Khun Pramwanee Predapun, who attended the meeting in person and offered to watch the vote counting.

- The Chairman of the Meeting allocated sufficient time for the meeting and ensured the meeting proceeded in a proper and transparent manner based on the order of the

meeting agenda without adding any agenda items which were not included in the invitation letter.

- The Company stipulated that the voting right in the meeting shall be based on the number of shares held by shareholders, whereby one share shall equal one vote. The Company had only one type of share, which was ordinary share.

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

- During the meeting, the Chairman of the Meeting allowed all shareholders to equally inquire or express their opinions in the meeting. The Chairman of the Board, Chairman of the Audit Committee, Chairman of the Nomination and Compensation Committee, Chief Executive Officer, top management, and external auditor attended the meeting to answer the questions and give information to the shareholders until they had no doubt. All questions, explanations and recommendations were recorded in the minutes of the meeting to further inform the shareholders who did not attend the meeting.

- The Chairman of the Meeting clearly announced the voting results in the meeting, including the number of approving votes, disapproving votes, abstentions and voided ballots, which were also presented on the projector

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

- The Company publicized via the Electronic Listed Company Information Disclosure System of the Stock Exchange of Thailand within the meeting date the meeting resolutions, the total number of votes, number of approving votes, disapproving votes, abstentions and voided ballots for each agenda item so that the shareholders who did not attend the meeting immediately knew the resolutions.

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

- Names and positions of the directors and executives attending the meeting

- Voting right, voting methods, and ballot casting

- All questions raised by shareholders and explanations or answers by relevant directors or the Management

- All resolutions and voting results of each agenda item, including number of approving votes, disapproving

votes, abstentions and voided ballots

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

From the commitment to provide shareholders with the right to shareholder meetings and voting, the Company was rewarded with full scores of 100% in the AGM Checklist 2021 program held by the Thai Investors Association.

2) Equal Treatment of Shareholders

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

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

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

Right to Propose Additional Agenda Items

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

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

- The Company will check the status of shareholders who propose additional meeting agenda items with the shareholders' register as of the closing date of shareholder's register. The proposed matters to be included in the meeting agenda must relate to the business operations or may significantly affect the business operations of the Company.

Upon approval of the Board of Directors, such matters will be added to the agenda of the shareholder meeting and specified as the items proposed by shareholders.

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

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

- Having due qualifications and not having prohibited characteristics as prescribed in the Public Limited Company Act, the Securities and Exchange Act, and the Corporate Governance Code of the Company.
- Having educational degrees, work experience or other qualifications as specified by the Company.
- Dedicating his/her time sufficiently and devote his/her ability for the utmost benefits of the Company, regard it as the duty and is willing to regularly attend the meetings of the Company.
- Not holding a directorship in more than five listed companies.

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

The Company realizes the importance of equal and fair treatment of all shareholders in compliance with related laws and the promotion of the Corporate Governance Code regarding protection of shareholders' rights. The Company treats shareholders with fairness and equality as follows.

- Shareholders may appoint proxies or delegate any independent director to attend the meeting on their behalf. The Company promotes shareholders to assign any of the Company's independent directors as their proxy. In 2020, all relevant explanations and profiles of independent directors proposed to be selected as proxies were enclosed with the

invitation letter.

- The Company distributed the invitation letters and related documents to all shareholders. In 2021, Thailand were affected by the COVID-19 pandemic, and the Thai government requested for collaboration in complying with social distancing measures. During the outbreak of COVID-19, the Company followed the social distancing measures by promoting shareholders to appoint their proxies to attend the meeting by using the Proxy Form B by which each shareholder can define his/her vote to elect the Company's Directors in place of those retiring by rotation.

- In 2021, the Company allowed one or more shareholders who hold total shares of not less than 5% of the voting shares of the Company to propose additional agenda items in advance; to nominate candidates for directorship in advance; and to submit questions in advance for the 2021 Annual General Meeting of Shareholders from 14 October 2020 to 31 December 2020. The criteria and forms for the relevant matters were determined clearly for shareholders. The Company published news through the Electronic Listed Company Information Disclosure System of the Stock Exchange of Thailand and disclosed the information on its website at www.teamgroup.co.th under the tab "Investor Relations" ➡ "Shareholders Information" ➡ "Shareholder's Meeting".

- The Company provides channels for all shareholders, both major and minor, institutional investors, and analysts to directly suggest and express their opinions or ask for more information via email: ir@team.co.th or Tel. 0-2509-9000 Ext. 2019 and 080 271 9521.

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

Protection of Inside Information

The Company has a policy to restrict the use of inside information to only the medium to high level executives within the related departments or the Company. The financial statements audited or reviewed are retained by the Chief Financial Officer, and other confidential financial information is used for discussion or consultation with the personnel at the senior managerial level upwards only. The Company has penalties for relevant persons in case of

misuse of inside information which leads to damage. The Company also requires the directors and executives to disclose their shareholdings of the Company to the Office of the Securities and Exchange Commission.

Control of Insider Trading

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

3) Role of Stakeholders

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

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

Shareholders

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

Employees

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

Clients

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

Business Partners

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

Business Competitors

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

Creditors

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

Communities, Society, and Environment

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

The Company always promotes the treatment of stakeholders to build financial security and sustainability of business operations for the best benefit for all stakeholders.

- The Company is committed to take responsibility and deliver the optimum satisfaction to all shareholders under the sustainable growth concept. Hence, the shareholders regularly received the returns at the satisfying rate.

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

- a. Employee performance evaluations are taken into account when determining reasonable remuneration for all levels of employees, including monthly salary and bonuses.

- b. The company develops an employee development plan on a regular basis to help employees meet their professional goals. In 2021, the Company offered an average of 10.40 hours per person per year to its employees.

- c. Employees have access to a provident fund that has been in place for approximately 30 years and a variety of welfare benefits, such as life insurance, health insurance, group accident insurance, annual health checkups, annual vaccinations, and a social security fund. Additional welfare benefits including Per Diem allowance, housing allowance, travel expenditure, mobile phone allowance, are also provided.

- d. The Company emphasizes on the workplace safety and hygiene. As a result, the Board of Directors agreed to adopt the Safety, Occupational health, and Working environment policy, which is outlined on the Company's website under the heading "Sustainable Development." In 2021, there had been no work-related

accidents or illnesses, and most importantly, during the Coronavirus Disease 2019 or COVID-19 pandemic, the company prioritized health care for employees to keep them safe and reduce the risk of infection, such as allowing employees to work from home, arranging meetings in an online format by providing necessary equipment, and developing an IT system to support such operations.

In terms of the work environment, the company has divided the work area in proportion and strictly adhered to social distancing measures, clean office equipment and provide equipment to prevent the spread of germs such as hand sanitizer, masks, disinfectant pads for control panels in elevators, and modify the sign-in- scanner to a touchless format, as well as provide a COVID-19 vaccine to employees and closely monitor the health risks of employees.

- The Company is committed to develop and maintain the good quality of work and services by being awarded ISO 9001:2015 certification. The customer satisfaction survey was also conducted to evaluate their satisfaction with the Company's operating performance in various aspects. The Company received average ratings of 95 percent in 2021. The evaluation results were used to improve and develop the Company's services in order to respond to client demand as quickly and efficiently as possible.

- The Company has no dispute with any business competitor and creditor.

- The Company takes appropriate responsibility for neighboring communities and society in terms of environmental stewardship, support for public benefit activities, and improvement of environmental conditions of nearby communities and society to ensure better quality of life. Our employees were encouraged to participate in various social and environmental activities as presented in this report under the section "Driving business towards sustainability".

4) Information Disclosure and Transparency

Recognizing the importance of information disclosure, the Board of Directors will ensure that important information about the Company, both financial and non-financial information, is disclosed in an accurate, adequate, timely, and transparent manner, as required by law, through various channels that are easily and equally accessible and reliable. Financial reports and non-financial information that may influence the Company's share price are among the crucial information to be disclosed. The disclosure must comply with the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

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

In 2021, the Company fully complied with the Corporate Governance Code without late submission of financial reports. Important information related to the Company was disclosed to shareholders and general investors through various channels in an accurate and complete manner. The information disclosed, via the 56-1 One Report and the Company's website, comprised the Company's annual and quarterly operating performance results, contract signing of important projects, preparation of financial reports, Report on the Board of Directors' Responsibilities for the Financial Report, the Auditor's Report, and other matters in compliance with the Corporate Governance Code.

In addition to disclosing information in compliance with the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand's regulations, the Company provides accurate and timely information, publicity, and interviews without distortion to the media through various channels, as well as presents its performance to analysts, investors, and employees on a regular basis. Investors and all stakeholders are given accurate facts in a timely and impartial manner, with an emphasis on communication that promotes a correct understanding of the company's business operations. The Investor Relations Unit of the company is in charge of disclosing company information and news to shareholders, investors, analysts, and the general public. The following is the Investor Relations contact information.

Mailing Address: Investor Relations

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

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

Telephone: 0 2509 9000 ext. 2019 or 080 271 9521

Facsimile: 0 2509 9090

In addition, interested parties can schedule visits with the Company and meet the executives for additional business information. In 2021, The Company held four investor relations activities with 12 institutional investors and analysts in Thailand and overseas to update analysts and investors on the Company's operating performances, as follows:

Investor Relations Activities in 2021	Number of Times
Analyst Meeting	4
Joint Activities with the SET to Meet Investors (Opportunity Day)	2

The information is provided in both Thai and English on the Company's website, www.teamgroup.co.th, for all stakeholders to review.

6.3.2 The adoption of CG Code 2017 for listed companies issued by the SEC.

The Board of Directors has reviewed the corporate governance and business ethics policy on a regular basis with reference to the Corporate Governance Code for Listed Companies 2017 of the Office of the Securities and Exchange Commission, especially the implementation of the CG Code in business operations. The Company fully complied with the CG Code in 2021. The Management and the Company Secretary shall report to the Board of Directors for consideration of improvement guidelines for the CG criteria that have not yet been established in the Company's policy or implemented in the organization. However, in the last year, the following criteria from the the Corporate Governance Report of Thai Listed Companies) were not implemented in the Company.

CGR Categories that Require Company's Compliance	Company's Explanations
Role of Stakeholders	
The Company should have a corporate social responsibility report included in the annual report or should have a separate sustainable development report according to the Global Reporting Initiative (GRI) standard.	The Company prepared a corporate social responsibility report as part of the annual report's "Corporate Social Responsibility and Sustainable Development" section, and is currently studying more information in order to prepare a sustainable development report in accordance with the GRI standard
The Company should have a corruption risk assessment procedures by becoming a certified company under the Thailand's Private Sector Collective Action Against Corruption (CAC).	The Company is still working on gathering information and preparing documents in order to join the Thai Private Sector Collective Action Coalition Against Corruption after the Covid-19 pandemic has alleviated. The Company has evaluated the corruption risk in the risk management plan. In addition, the risk management manual was prepared and distributed to staffs for their acknowledgement and compliance.
The company should establish and disclose an employee compensation policy that is consistent with the company's short-term and long-term performance.	In the personnel management regulations, the Company has established an employee remuneration policy that is consistent with the Company's performance, both short- and long-term, and has disclosed for the management and employees via the intranet system.
Board Responsibilities	
The Board of Directors should clearly state in the company's corporate governance policy with regard to the term of office of the independent director, which should not exceed 9 years without exception	The Company stipulated that each independent director's term of office should not exceed nine years. In the event that a term extension is required, the Board of Directors must conduct a thorough review in accordance with CG Guideline 3.2.5 of the Corporate Governance Code for Listed Companies 2017. Currently, each of the Company's Independent Directors has been in the position for four years, which has not exceeded nine years. Furthermore, the company's independent directors are persons with good understanding of the company's business, as well as the ability, experience, and independence. This will be a critical instrument to protect the Company's, shareholders', and other stakeholders' interests.

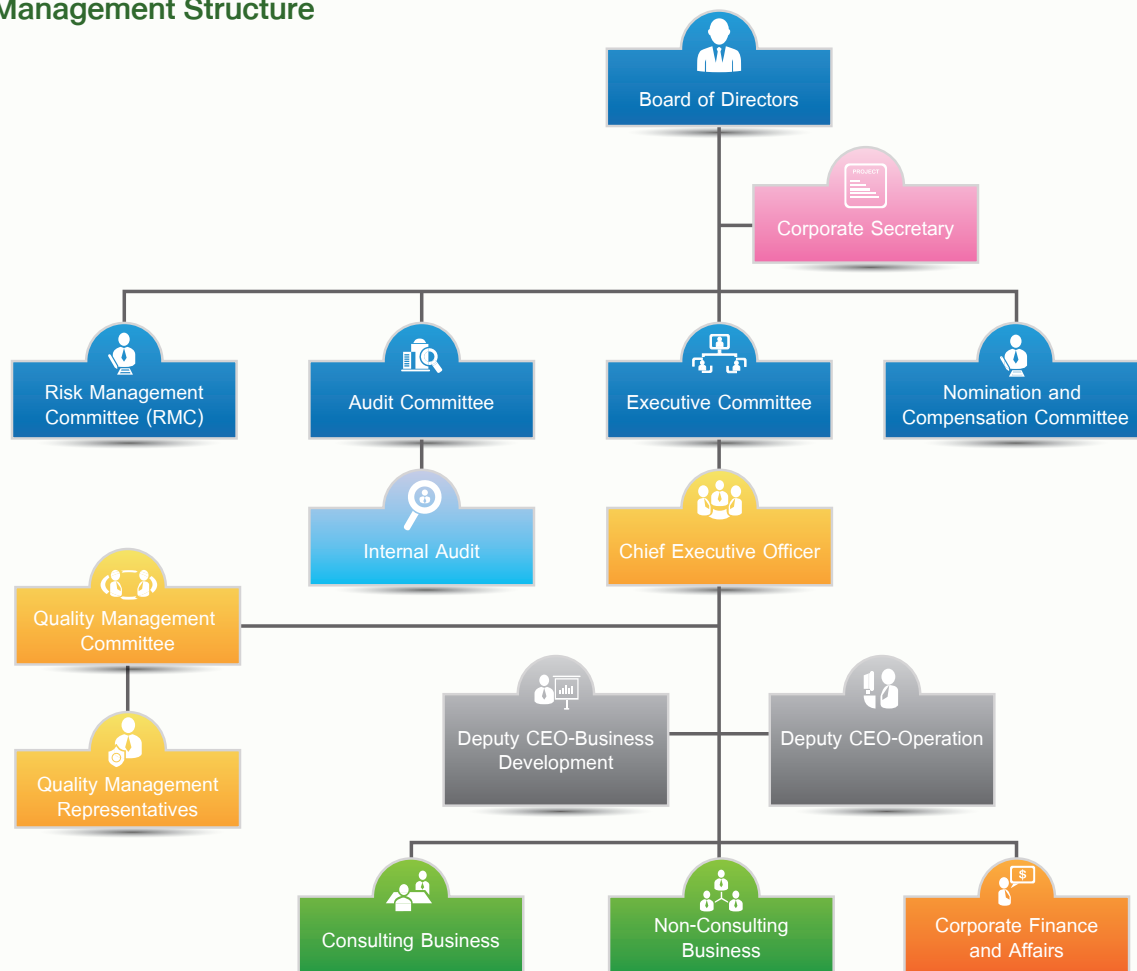
CGR Categories that Require Company's Compliance	Company's Explanations
Board Responsibilities	
<p>The Company should establish a policy requiring a minimum quorum of at least 2/3 of board members while making a resolution in the Board of Directors' meeting.</p>	<p>Currently, the Company's Articles of Association stipulates that "the Board of Directors' meeting shall consist of one-half of total directors present at the meeting to constitute a quorum." This is in compliance with Section 80 of the Public Limited Company Act. Besides, all directors were present at each of the Board of Directors' meetings, and every Director expressed opinions independently before a resolution was made to ensure the maximum benefits of all groups of stakeholders.</p>
<p>The Board of Directors should appoint a CG Committee (at director level).</p>	<p>The Board of Directors has assigned the Executive Committee to assist the Board of Directors, in screening and monitoring the compliance with various policies, particularly the policy on corporate governance, sustainable development, and social responsibility, which has been appropriate up to this point.</p>

For Practices that have not been implemented or applied, the Company considered them in Board meetings. Details were recorded in the resolution.



7 Corporate Governance Structure and Important Information of the Board of Directors, Sub-Committees, Executives, Staff, and others.

7.1 Management Structure



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

7.2 Information of the Board of Directors

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

7.2.1 Composition of the Board of Directors

The Board of Directors comprises of qualified individuals with a variety of skills, knowledge, experience, gender, and age that are beneficial to the Company's business operations. The Board of Directors of the Company consists of nine members, one of whom is a female director, and three qualified independent directors who serve as a counterbalance to the board. The qualifications of an independent director are in accordance with the SEC Office's requirements.

Composition of the Board of Directors as of 31 December 2021

Three Independent Directors (33.0 percent of total number of Directors)	Four Non-Executive Directors (45.0 percent of total number of Directors.)	Two Executive Directors (22 percent of total number of Directors.)
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7.2.2 Information of the Board of Directors and the Controlling Person

1) As of 31 December 2021, the List of the Board of Directors are as shown in the table below.

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

With Ms. Pommara Patthanabhumthanint as the Company Secretary

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

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

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

* Dr. Prasert Patramai submitted a letter of resignation from being a director of the company, effective from April 26, 2022. Then, the Board of Directors' meeting resolve to appoint Dr. Prasert as the Honorary Chairman, effective from April 26, 2022 onwards.

2) Company's Authorized Directors

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

7.2.3 Duties and Responsibilities of the Board of Directors

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

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

- Perform its duties with honesty, integrity and prudence in accordance with the law, regulations and the Company's objectives including the resolutions of shareholders' meetings.
- Consider and approve the appointment of persons with qualifications and not having prohibited characteristics as specified in the Securities and Exchange Act B.E. 2535 and the law on the securities and exchange including the regulations and/or regulations related to director positions in the event that the director position is vacant due to reasons other than the termination.
- Consider the appointment of sub-committees selected from the Directors and/or executives of the Company and/or suitably skilled persons along with defining the scope of powers, duties and responsibilities of the said committee.
- Consider and appoint the Audit Committee considering the qualifications and prohibited characteristics as defined by the regulation of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) or to propose to the shareholders' meeting for further appointment as independent director and audit committee of the Company.

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

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

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

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

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

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

- Conduct an evaluation of the Board of Directors' performance and determine the remuneration for the Directors and senior management.

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

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

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

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

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

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

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

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

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

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

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

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

The Board of Directors and with votes no less than three-fourths of the total number of votes from the Shareholders who attended and are entitled to vote in the Shareholders' meeting must approve the following cases.

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

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

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

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

(e) Increase or reduction of capital.

(f) The decision to dissolve the Company.

(g) The issuance of debentures.

(h) The merger with other companies.

(i) Other actions, as specified in the regulations under the Securities Law and/or the Stock Exchange of

Thailand must be approved by the Shareholders' meeting with aforementioned votes such as the acquisition or sale of assets, related party transactions, etc.

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

Roles and Duties of the Chairman of the Board

- Supervise and monitor the operations of the Board and other committees to ensure they perform duties in an efficient manner and meet the corporate objectives and main targets.

- Promote and support the Board to fully perform duties and partake in encouraging creation of the organizational culture which embraces good corporate governance and business ethics.

- Call and preside over the Board of Directors' meetings and the shareholders' meetings in accordance with the Company's articles of association.

- Cast a vote in case of a tie of votes in the Board of Directors' meeting.

- Determine, together with the Chief Executive Officer, the Board of Directors' meeting agenda and ensure the important matters are included in the meeting agenda.

- Allocate sufficient time for the management to propose matters for consideration and for the directors to carefully discuss important issues. Encourage the directors to exercise their discretion to consider the matters and express opinions independently.

- Promote good relationships between executive directors and non-executive directors and between directors and the management.

Scope of Duties and Responsibilities of the Chief Executive Officer

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

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

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

- To have the authority to hire, appoint, relocate a person as found appropriate, determine the reasonable scope of duties and appropriate remuneration, to have the power to dismiss, and terminate employment as considered appropriate as defined in the authority manual.
- To have the authority set the terms of trade for the benefit of the Company.
- To consider investment on new businesses or terminate business, and propose such matter to the Executive Committee and/or the Board of Directors.
- To approve and appoint advisors necessary for the Company's business operation.
- To perform any works assigned by the Executive Committee and/or the Board of Directors.

Board of Directors Meeting

The Board of Directors Meeting schedule is set in advance on a yearly basis in order to comply with Corporate Governance Code s so that directors can arrange their schedule to attend the meeting. The Company Secretary will send the meeting's invitation and relevant documents to the directors at least 7 days prior to the meeting date to allow sufficient time for the directors to study the information and request for additional information from the Company Secretary. Moreover, the Board of Directors also cautiously emphasizes on the conflict of interests. In case that any director has conflict of interest on the agenda discussed, the director shall not participate in that agenda. Generally, the board members are welcomed to comment and make resolutions before the end of the meeting. The resolutions are recorded in the minutes of the meeting and proposed for certification in the next meeting. Afterwards, the Chairman of the Board will endorse the certified minutes of meeting before filing for further reference.

Meeting of Non-Executive Directors

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

7.3 Information of Sub-Committees

The Board of Directors approved the appointment of four sub-committees, namely the Audit Committee, the Executive Committee, the Risk Management Committee, and the Nomination and Compensation Committee, to closely monitor and oversee the business operations and

regularly report to the Board of Directors. The members and the scope of duties and responsibilities of the four sub-committees are clearly set out as follows:

1. The Audit Committee

As of 31 December 2021, the Audit Committee consisted of three members with a three-year term of office as follows.

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

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

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

Scope of Duties and Responsibilities of the Audit Committee

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

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

- To consider the appointment and nomination of an independent person to serve as the Company's auditor, the remuneration of such a person, and to recommend to the Board of Directors the termination of External auditors, as well as attend a non-management meeting with the auditor at least once a year.

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

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

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

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

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

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

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

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

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

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

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

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

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

Directors.

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

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

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

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

- To review and improve the Audit Committee Charter.

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

2. The Executive Committee

As of 31 December 2021 the Executive Committee consisted of 6 members with a three-year term of office as follows:

Name - Surname	Position
1. Mr. Chawalit Chantararat	Chairman of the Executive Committee
2. Mr. Kittipol Bunnim	Member of the Executive Committee
3. Mr. Prasong Wangrattanapranee	Member of the Executive Committee
4. Dr. Sirinimit Boonyuen	Member of the Executive Committee
5. Dr. Aphichat Sramoon	Member of the Executive Committee
6. Mrs. Penpilai Phonchaipanich	Member of the Executive Committee

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

As of 24 February 2022 the Executive Committee consisted of 5 members as follows:

Name – Surname	Position
1. Dr. Aphichat Sramoon	Chairman of the Executive Committee
2. Mr. Nakorn Sanyasiri	Member of the Executive Committee
3. Dr. Teerawut Juirnarongrit	Member of the Executive Committee
4. Mr. Sompat Suwapit	Member of the Executive Committee
5. Mrs. Penpilai Phonchaipanich	Member of the Executive Committee

Ms. Kampichcha Tiawudompaisarn serves as the Secretary of the Executive Committee.

Scope of Duties and Responsibilities of the Executive Committee

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

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

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

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

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

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

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

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

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

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

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

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

- To control and supervise the operations of subsidiaries and associated companies.

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

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

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

3. The Risk Management Committee

As of 31 December 2021, the Risk Management Committee consisted of 15 members with a three-year term of office as follows:

Name – Surname	Position
1. Dr. Aphichat Sramoon	Chairman of the Risk Management Committee
2. Mr. Nakorn Sanyasiri	Member of the Risk Management Committee
3. Mr. Worapong Preecha	Member of the Risk Management Committee
4. Dr. Teerawut Juirnarongrit	Member of the Risk Management Committee
5. Mr. Sompat Suwapit	Member of the Risk Management Committee
6. Mr. Meererak Passara	Member of the Risk Management Committee
7. Mr. Polrach Khongchum	Member of the Risk Management Committee
8. Mr. Phongton Kusoljit	Member of the Risk Management Committee
9. Dr. Pimpida Chanyarakkul	Member of the Risk Management Committee
10. Mrs. Netchanok Tapinta	Member of the Risk Management Committee
11. Mr. Naris Denpaiboon	Member of the Risk Management Committee
12. Mr. Salyawate Prasertwitayakarn	Member of the Risk Management Committee
13. Mrs. Penpilai Phonchaipanich	Member of the Risk Management Committee
14. Ms. Mayuree Khuayjarernpanishk	Member of the Risk Management Committee
15. Ms. Nuanprae Patramai	Member of the Risk Management Committee

Ms. Nuanprae Patramai serves as the Secretary of the Risk Management Committee.

Scope of Duties and Responsibilities of the Risk Management Committee

- To define policies and structures for risk management in order to propose to the Board of Directors pursuant to the risk management guidelines of the Stock Exchange of Thailand and the Association of Internal Auditors of Thailand.
- To establish strategies following the Risk Management Policy to ensure the assessment, monitoring and control of each type of risks to be at an acceptable level with the participation of risk management and control of other units.
- To evaluate corporate risk and determine risk management approach to be at an acceptable level as well as to ensure that the risk management is in accordance with the established procedures.
- To review the Risk Management Policy and improve its efficiency and effectiveness to ensure the sufficiency of risk control.
- To have the authority to call upon related persons for clarification or to appropriately appoint and assign roles to risk management officers at all levels who will report to the Risk Management Committee to ensure the achievement of the risk management's objectives.
- To report the result of risk management to the Executive Committee and the Audit Committee for consideration and further proposing to the Board of Directors on a quarterly basis.
- To prepare the risk management manual and announce to employees for acknowledgement and implementation.
- To identify all aspects of risks and analyze and evaluate possible risks which may occur, including the trends of risks which may affect the Company.
- To prepare the work plan to prevent or reduce risks.
- To conduct a risk assessment and prepare the Risk Management Report.
- To organize the integrated risk management system by linking to the information technology system.
- To perform other duties as assigned by the Board of Directors.

4. The Nomination and Compensation Committee

As of 31 December 2021, the Nomination and Compensation Committee consisted of 3 members with a three-year term of office as follows:

Name – Surname	Position
1. Gen Wichien Sirisoonthorn	Chairman of the Nomination and Compensation Committee
2. Mr. Chawalit Chantararat	Member of the Nomination and Compensation Committee
3. Mr. Issarin Patramai ¹	Member of the Nomination and Compensation Committee

Note:¹ Mr. Issarin Patramai was appointed as a Member of the Nomination and Compensation Committee in replacement of Mr. Weera Sutesophon, effective from 6 September 2021.

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

Scope of Duties and Responsibilities of the Nomination and Compensation Committee

Nomination

- To determine the appropriate nomination methods for the position of director to suit the nature and business of the organization by stipulating qualifications, knowledge, and expertise of each needed aspect.
- To nominate candidates to fill vacancies to the Board of Directors for consideration. The Board of Directors may consider renewal of the term of the existing directors, or allow nomination by the shareholders, or use the recruitment company's service, or consider candidates from the List of Chartered Directors, or qualified candidates nominated by each director, etc.
- To consider the list of nominated candidates and select the qualified candidates whose qualifications meet the stipulated qualifications.
- To check if the nominated person's qualifications meet the legal requirements or regulations of the related organizations.
- To approach the individuals whose qualifications meet the requirements to ensure that they are willing to accept the position of the directors of the Company, if appointed by the shareholders.

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

- To nominate the candidates for the positions of sub-committee members and the Chief Executive Officer of the Company as assigned by the Board of Directors.
- To nominate a person to serve as a consultant to provide opinions or consultation in case of necessity.

Compensation

- To consider the criteria of the remuneration of directors, sub-committee members, and the Chief Executive Officer to ensure its appropriateness by reviewing the appropriateness of the present criteria in comparison with the remuneration information of other companies in the same industry as the Company. The criteria shall be appropriate in order to achieve the expected results, fairness and to reward the persons who are a part of the company's success.
- To review all types of remuneration, e.g. fixed remuneration, performance-based remuneration, and meeting allowance, taking into account the practice of companies in the same industry, the Company's business performance and size, as well as responsibility, knowledge, ability, and experience of the directors and senior executives required by the Company.
- To consider the performance evaluation criteria of the Chief Executive Officer as assigned by the Board of Directors.
- To determine the annual remuneration of directors and the Chief Executive Officer according to the compensation criteria set forth, and propose it to the Board of Directors for approval of remuneration of sub-committee members and the Chief Executive Officer. Meanwhile, the remuneration of directors will be proposed to the Shareholder Meeting by the Board of Directors for approval.
- To consider the appropriateness and provide approval upon the issuance of the new shares to the directors and employees of the Company by focusing on the principles of fairness to shareholders, and providing work motivation to the directors and employees which leads to the creation of long-term value added to the shareholders as well as retention of quality personnel.

7.4 Information regarding Executives

7.4.1 Executives (according to the definition of the SEC)

List of five (5) executives of the Company as defined by the Securities and Exchange Commission (SEC) as of 31 December 2021 is as follows:

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

7.4.2 Policies of remuneration of Executive Directors and Executive (including the Chief Executive Officer)

Directors' Remuneration

The Company has set out the criteria and procedures for consideration of the Directors' remuneration in written form to motivate and maintain Directors who are with qualified knowledge, skills, and experience suitable and valuable to the success of the Company's business operations. The Nomination and Compensation Committee is responsible for determining and proposing the Directors' remuneration to the Board of Directors and Shareholders for approval. The consideration of the Directors' remuneration must be reasonable in accordance with the existing criteria and within the standard or level comparable

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

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

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

1.1 The remuneration of the Directors and Sub-Committees are considered based on their duties, responsibilities, and performance.

1.2 The Nomination and Compensation Committee shall consider types of remuneration, payment methods and amount of remuneration for Directors and Sub-Committees.

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

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

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

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

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

2.3 Other remuneration – i.e. annual bonus. The director who carries out the duties as an executive of the Company is not entitled to receive the remuneration defined in 2.1 and 2.2.

3. Payment Method

3.1 The monthly remuneration of the Independent Directors and Non-Executive Directors are paid by way of a monthly payment while the Executive Directors are not entitled to receive monthly remuneration.

3.2 Meeting allowance is paid to the directors and members of the sub-committees who are present in the meeting(s) which include Independent Directors, Non-Executive Directors and members of the Sub-Committees. The Directors who carry out the duties as the Executive Officers of the Company are not entitled to receive meeting allowance.

Remuneration of the Executives

The Company has set out a compensation structure in order to motivate the Company's Executives to work towards the achievement of the expected business objectives and long-term benefits of the Company.

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

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

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

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

1.2 The Nomination and Compensation Committee shall consider reasonable remuneration of the Chief Executive Officer by revising the suitability of existing criteria, comparing to remuneration standards of other companies in the same industry. The Committee then shall set appropriate and fair criterias to motivate the achievement of expected business results in order to reward those who contributed to the Company's success.

2. Types of Remuneration of the Chief Executive Officer

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

3. Payment Method for the Chief Executive Officer

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

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

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

7.4.3 Remuneration of Executive Directors and Senior Executive Officers.

1. Monetary Remuneration

In 2021, the Company paid the management remuneration to six executives including an executive who holds a position as a Director. The remuneration payment for the executives are as follows:

Remuneration Type	No. of Person	Amount (Million Baht)
Salary	6	17.46
Others Compensation ⁽¹⁾	6	11.70
Total	6	29.16

Note: ⁽¹⁾Other compensations include bonus, social insurance contributions, approved provident fund contributions, post-employment benefits and other forms of welfare.

2. Other Remunerations

-None-

7.5 Information of Employees

1) Number of employees and number of employees in each main line of work

The total number of employees of the Company and its affiliates as of December 31, 2021, classified by line of work, are as follows:

Line of Work	Number of Employees in 2021 (Persons)
General Administration Department, e.g. Legal Department, Company Secretary, and Executive Secretaries	17
Office of Corporate Accounting and Finance	40
Information and Communication Technology Department	11
Office of Human Resources	19
Office of Strategic Business Development	5
Office of General Affairs such as Administrative Service Department, Procurement Department, Corporate Planning & Budgeting & etc.	61
Engineers	672
Architects	54
Specialist such as Geologist, Environmental Expert, Environmental Scientist	109
Operation Supporting Unit such as draftsmen, construction supervision officers and site secretary	293
Total	1,281

2) Reasons/Policy in case of significant change in the number of employees or labor dispute (during the last 3 years)

Between 2019 and 2021, the company's workforce did not change significantly. In terms of labor disputes, the Company has disclosed in this report under the heading "5.3 Legal Dispute."

3) Employee compensation and types of compensation given to employees.

In order for employees to receive fair compensation in accordance with their duties and responsibilities, and be able to live in adequate social conditions, the Company sets a wage management policy, salary, compensation by considering the domestic economic situation, labor market, domestic wage rate, comparison of wage rates among similar businesses in the same area, as well as the company's size and affordability. The compensation must also be in accordance with job responsibilities, experience,

and competency, as well as the company's circumstances and requirements.

Apart from the salary, which is based on the value of the work in each position, basic welfare and other benefits are also provided. These welfares includes life and health insurance, accident insurance, annual health checks, vaccinations, and social security, as well as additional benefits from work such as allowances, accommodation, travel, and telephone expenses that are fairly provided to employees. The basic welfare are provided to support employees for comfort and stability in their lives. Other benefits are compensation designed to facilitate and motivate performance. Employee welfare and benefits are crucial tools for enhancing morale and encouraging employees to work efficiently and effectively, as well as motivating knowledgeable and capable employees to work in the Company and maintaining them with the organization.

4) Provident fund (Proportion of employees with PVD to total employees)

The Company established a provident fund under the Provident Fund Act of 1987, which demonstrates the company's commitment to long-term employee care. Employees can choose to invest in the provident funds

based on their specific needs and risk tolerance. Currently, the Company has made contribution to the Ayutthaya Master Fund. The following are the details of the proportion of provident fund members to total full-time employee:

PVD Rate	No. of full-time Employees (Persons)	No. of Employees who joined PVD (Persons)	Percentage of Total Employees
3%	605	390	64.46%
4%	342	298	87.13%
5%	262	230	87.79%
Total	1,209	918	75.93%

5) Human resource development policy

The Company places a high value on the employee development. The Company encourages employees to participate in professional development activities like training, seminars, academic conferences, and study tours. As a result, employees will be able to broaden their knowledge and skills which will improve their capability. Employees will be more motivated as a result of this and are competent to provide their services at a higher level, resulting in more efficient operations and growth in line with the company's expansion.

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

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

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

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

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

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

7.6 Other Important Information

7.6.1 Information of the Company Secretary, Account Controller, Head of the Internal Audit Office and Compliance

Company Secretary

The Board of Directors has appointed Ms. Pommara Patthanubhumthanint as the Company Secretary, effective from 14 November 2019. The duties and responsibilities of the Company's Secretary are as follows:

- Preparation and maintain books and records including the following:

- (1) a register of directors;

- (2) a notice calling a director meeting, minutes of the meetings of the board of directors and an annual report of the company;

- (3) a notice calling a shareholder meeting and minutes of the shareholders' meeting

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

- Perform any other tasks as announced by the Capital Market Supervisory Board.
- To perform the her duties, with prudence, and honesty, in compliance with the law, objectives, articles of association, resolution of the Board of Directors, resolution of shareholders, and prohibit from conducting any action that has conflict of interests with the Company.
- In performing duty with responsibility and due care, the Company secretary shall act in the similar manner as an ordinary person undertaking the like business under the same circumstances by:

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

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

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

Account Controller

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

Head of the Internal Audit Officer

Since 2016, the Company has hired IVL Auditing Co., Ltd. as an independent internal auditor, IVL Auditing Co., Ltd. appoints Miss Valdee Sibunruang, an audit partner, to be a main person responsible for the internal auditing of the Company

7.6.2 Head of the Investor Relations Department

Ms.Nuanprae Patramai - Investor Relations acts as Head of the Investor Relations Department of the Company. The contact information of the head of Investor Relations is as follows:

Mailing Address:

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

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

Telephone: 0 2509 9000 ext. 2019 / 080 271 9521

Facsimile: 0 2509 9090

7.6.3 Audit-Fee

The Company paid the audit fee and the review fee of the financial statements for the accounting year 2021 to EY Office Limited, the audit firm approved by the Office of the Securities and Exchange Commission. Details of the auditor's remuneration are as follows:

1. Audit Fee

Unit : Baht	
Audit Fee	Year 2021
1. Annual audit fee	1,755,000
2. Review fee for quarterly financial statements	945,000
Total	2,700,000

Note: The audit fee for the year 2021 was approved by the 2021 Annual General Meeting of Shareholders on 29 April 2021.

2. Non-Audit Fee

- None -



8 Corporate Governance Committee Report

8.1 Summary of the Board of Directors Performance in the Past Year

Despite the challenge of the COVID-19 pandemic in 2021, the Board of Directors has continued to promote and support good corporate governance at all levels of the organization, encourage the review of strategies, good corporate governance policies, and related policies with regard to the current situation, particularly in managing new risks that have arisen, such as the risk of COVID-19 spreading. The Board of Directors also monitor and supervise the business operations of the Company to ensure that it operates in accordance with defined goals as well as consider maximum benefits of all stakeholders in order to ensure corporate sustainability. The highlights of the Board of Directors' performance in 2021 are listed below:

8.1.1 Recruitment, Development, Assessment of the Performance of the Board of Directors

1. Nomination of Independent Directors

The Selection of the independent directors is considered from the following qualifications;


- Holding shares of no more than 1% of the total number of shares with voting rights of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, including shares held by related persons of such independent director.
- Neither being nor used to be a member of the Management, employee, staff, advisor with regular

salary, or controlling person of the Company, its parent company, subsidiary, associated company, same-level subsidiary, major shareholder, or controlling person, unless the foregoing status has ended not less than two years prior to the filing of the application date with the Office of the Securities and Exchange Commission. Such prohibited qualification shall not include the case where the independent director used to be a government official or consultant of a government agency which is a major shareholder or controlling person of the Company.

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

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

- Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associated company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company,



associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the filing of the application date with the Office of the Securities and Exchange Commission.

- Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two Million Baht per year from the Company, its parent company, subsidiary company, associated company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the filing of the application date with the Office of the Securities and Exchange Commission.

- Not being a director appointed as representative of director of the Company, major shareholder or shareholder who is related to a major shareholder.

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

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

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

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

In 2021, there were no independent directors in the Board of Directors who had served for more than 9 years since their first appointment.

2. Nomination of Directors and Executives

1) Nomination of Directors

Criteria and Procedures for Nominating the Directors

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

Qualifications of Directors

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

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

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

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

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

1.6 To appoint independent directors, consider the independence of the nominated persons under the criteria set forth by the Office of the Securities and Exchange Commission, and the definition of the Company's independent directors, the characteristics of independence as set forth in the Company's corporate governance code and business ethics policy published on the Company's website.

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

Nomination of Directors

In the selection of the Company's directors and sub-committees, the Nomination and Compensation Committee shall consider the following aspects.

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

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

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

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

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

Term of Office of the Directors

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

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

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

However, the Company provided the shareholders with the opportunities to propose additional agenda items, to nominate the competent and suitably qualified candidates for directorship, or to send their questions prior to the date of the 2021 Annual General Meeting of Shareholders from 14 October 2020 to 31 December 2020 as announced on the Company's website: www.teamgroup.co.th, under the tab "Investor Relations" > "Shareholder Information" > "Shareholder's Meeting". However, during such period, no agenda item, question, or nominated candidate for directorship was proposed.

Shareholders exercise their right to nominate candidates for appointment as directors at every Annual General Meeting. The Shareholder Meeting shall pass a resolution to appoint the directors in according to the following criteria and procedure.

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

2. Each shareholder shall exercise all available votes stated in 1. to elect one person or several persons as directors. In case of multiple persons, the number of votes for each director cannot be divided.

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

4. The resolution shall be passed by a majority vote of the shareholders attending the meeting and casting their votes for each candidate.

In addition, the Company has the policy to limit a maximum of five directorships in SET-listed companies for each director. The Company also has a policy that the Chief Executive Officer shall not be a director or executive of more than five companies, regardless of whether being listed on the SET or not and whether in the country or other countries. The Chief Executive Officer shall report to the Board each time of being a director or executive in other company.

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

2) Nomination of the Chief Executive Officer

In the selection of the Chief Executive Officer, the Executive Committee nominates a person either from one of the Executive Directors at that time or other persons as the Executive Committee considers appropriate. The nominated person will be proposed to the Nomination and Remuneration Committee for consideration with regard to the qualification, knowledge, abilities, and experiences beneficial to the Company's operations in all aspects and then will be proposed to the Board of Directors for further consideration.

3) Succession Plan

The Board of Directors established the policy and criteria for the selection of executives and prepared the Succession Plan with transparent procedures in case of emergency or retirement of executives. Candidates' knowledge, abilities, experience, and ethics are among the requirements.

In 2021, the Executive Committee was assigned by the Board of Directors to supervise the issue of succession, and the Committee is responsible for supervising and driving the implementation of significant succession plans according to the following guidelines:

- The Executive Director together with the Chief Executive Officer, develops significant succession plans by determining the qualifications, skills, knowledge, and abilities of the successor.
- The Chief Executive Officer proposes the person who will be the successor as well as the individual development plan of the nominated persons to the Executive Committee, Nomination and Remuneration Committee, and the Board of Directors.
- The Chief Executive Officer oversees the individual development of the prospective successors.
- The Chief Executive Officer is responsible for reporting the implementation of the succession plan to the Executive Board, Nomination and Remuneration Committee, and Board of Directors at least once a year or when there are significant changes.

4) Development of Directors and Executives

All directors passed the basic training courses for directors and other useful programs provided by IOD. Details of the training courses taken by individual directors are shown in their profiles. In 2021, General Wichien Sirisoonthorn and Mr. Chawalit Chantararat, the Company's director, attended the Board Nomination and Compensation Committee (BNCP). The Company also updates all directors on information, notifications, rules and new regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand on a regular basis.

IOD Training Courses Taken by Individual Directors

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

The Company Secretary passed the Company Secretary Program arranged by the IOD, including other courses necessary for the Company Secretary to perform her tasks and to support the Board of Directors that discharged their duties with great emphasis placed on Corporate Governance Code. In 2021, the Company Secretary took additional online courses arranged by the Stock Exchange of Thailand, i.e. Sustainability Disclosure in One-Report (RE01), Sustainability Commitment (S01), Value Chain and Stakeholder Analysis (S02), Sustainability Strategy and Initiative (S03), and Business and human rights and human rights data entry guidelines for 56-1 One report under the Business and Human Rights Project For the business sector in the Thai capital market (Phase 1) organized by the Office of the Securities and Exchange Commission in collaboration with Chulalongkorn University, the Faculty of Law.

In 2021, the Company established the guidelines for executive and employee development which were suitable and consistent with their specific capabilities as follows:

- The Company arranged an orientation for new executives and employees on a regular basis as appropriate to create understanding of the Company's vision, values, nature of business and direction of business operations, as well as the corporate governance code and business ethics policy, anti-corruption policy, and significant policies and practices relating to the Corporate Governance Code.

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

5) Orientation of New Directors

In 2021, the Company has prepared a director manual for new directors that includes company information such as organizational structure, shareholding structure, nature of business, main products and services, company regulations, Good Corporate Governance Policy and Business Ethics,

Charter of the Board of Directors and Sub-Committees along with important company documents. These documents include company certificates, articles of association, and memorandum of association, as well as the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, and legal regulations related to the company, in order for such directors to understand the Company's operations, including acknowledging the roles, duties, and responsibilities of being a director under the law. In addition, the Chief Executive Officer also provide information for the new directors about the the Company's vision, strategy, and business direction before attending the first Board of Directors meeting.

6) Self-assessment of Directors

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

In 2021, the Board of Directors conducted the assessment of the Board's performance (the entire board) for the year 2021 and assessment of individual directors (self-assessment) for the year 2021 including the assessment of the Chief Executive Officer of the Company for the year 2021. The Board applied and adjusted the guideline from the Stock Exchange of Thailand to suit the Company's nature of businesses and organizational structure for considering the Board's performance and other matters related to the Company's business operations.

The company secretary will submit the assessment form to the Board of Directors for an annual performance evaluation of each Director, both individually and as a group. Once each director has completed the assessment, the form will be delivered back to the company secretary who will gather each director's evaluation ratings and summarize the outcomes of the Board of Directors' performance review for the year. The evaluation report will then be given to the Board of Directors for consideration. The results of the assessment are discussed by the Board of Directors to improve the efficiency of the directors' performance and to design a strategy for continuous improvement of the directors' performance of duties in order to achieve the above-mentioned goals.

1. Performance Assessment of the Board of Directors (the Entire Board) for the Year 2021

1.1 There are six main topics for assessment.

- Structure and qualifications of the Board of Directors
- Roles, duties, and responsibilities of the Board of Directors
- The Board of Directors' Meeting
- Performance of the directors
- Relationship with the Management
- Self-development of the directors and the development of the executives

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

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

1.3 Result of the performance assessment of the Board of Directors (the entire board) for the year 2021 was "Excellent" with a score of 98.38%

2. Performance Assessment of Individual Directors (Self-assessment) for the Year 2021

2.1 There are four main topics for assessment.

- Structure and qualifications of the Board of Directors
- Performance of the directors
- The Board of Directors' Meeting
- Independence of the directors

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

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

2.3 Result of the performance assessment of individual directors (self-assessment) for the year 2021 was "Excellent" with a score of 98.12%.

3. Performance Assessment of the Sub-committees, Including the Audit Committee (as a group) and the Nomination and Compensation Committee (as a group) for the Year 2021

3.1 There are three main topics for assessment.

- Structure and qualifications of the sub-committees
- Meetings of the sub-committees
- Roles, duties, and responsibilities of the sub-committees

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

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

3.3 Results of the Performance Assessment of the sub-committees for the Year 2021

- Result of the performance assessment of the Audit Committee (as a group) for the year 2021 was “Excellent” with a score of 100.00%.
- Result of the performance assessment of the Nomination and Compensation Committee (as a group) for the year 2021 was “Excellent” with a score of 99.56%.

4. Assessment of the Chief Executive Officer's Performance for the Year 2021

The Board of Directors determines to assess the Chief Executive Officer's yearly performance. The assessment criteria were created to assist the Chief Executive Officer in managing work in accordance with the Company's objectives, primary targets, and strategies for the Company's long-term benefit. The Chief Executive Officer was notified in advance of the assessment criteria consisting of the following four main parts.

- Part 1 Corporate key performance indicators
- Part 2 Competency-based
- Part 3 Management skills-based
- Part 4 Summary of overall assessment results

The Board of Directors has appointed the Chief Executive Officer Performance Assessment Committee to evaluate the Chief Executive Officer's performance for the year 2021. The assessment's results will be presented to the Nomination and Compensation Committee for determining the compensation of the Chief Executive Officer and the results will be subsequently proposed to the Board of Directors for approval.

8.1.2 Board Members' Attendance and Remuneration of Individual Director

1) Summary of the Board of Directors' Meeting Attendance in 2021

In 2021, the Company set the dates and times for the Board of Directors meetings in advance for the entire year and gave prior notice to the directors to enable them to allocate time for the meetings. The agenda for each meeting was clearly prepared, and extraordinary meetings may be convened as deemed

In 2021, there were seven Board of Directors Meetings held, in which 98.40% of Board of Directors attended the meeting. Apart from that, there was one Non-Executive Directors Meeting for the year 2021.

Meeting Attendance of Board Members and Committees

Name	The Board of Directors	The Audit Committee	The Nomination and Compensation Committee	The Executive Directors	The Risk Management Committee
1. Mr. Sanit Rangnoi	7/7	5/5	-	-	-
2. Dr. Prasert Patramai	7/7	-	-	-	-
3. General Wichien Sirisoonthorn	7/7	5/5	5/5	-	-
4. Mrs. Suvimol Chrityakerne	6/7	5/5	-	-	-
5. Dr.Thanasarn Khuayjarernpanishk	7/7	-	-	-	-
6. Mr.Chawalit Chantararat	7/7	-	5/5	22/22	-
7. Dr. Chana Poomee ¹	3/3	-	-	-	-
8. Mr. Issarin Patramai	7/7	-	1/1	-	-
9. Dr. Aphichat Sramoon ²	7/7	-	-	22/22	6/6

¹ Since Dr. Chana Poomee was appointed as the Board of Directors replacing Mr. Weera Sutesophon who resigned, effective from 6 September 2021, he began attending Board meeting No. 5/2021 held on November 2021 onwards.

² Since Mr. Issarin Patramai was appointed as a Member of the Nomination and Compensation Committee replacing Mr. Weera Sutesophon who resigned, effective from 6 September 2021, he began attending the Nomination and Compensation Committee Meeting no. 5/2021 held on December 2021 onwards.

2) Remuneration of Directors

Cash Remuneration

The 2021 Annual General Meeting of Shareholders held on 29 April 2021 passed a resolution on the approving the remuneration for the Board of Directors, the Audit Committee, and the Nomination and Compensation Committee for the fiscal year 2021 within the amount not exceeding 7,000,000 Baht and the annual bonus of 1,910,000 Baht. Details are as shown in the table below:

Position	Monthly Remuneration and Meeting Allowance in 2021
1. Board of Directors	
1.1 Monthly Remuneration (Baht/month)	
Chairman of the Board	37,500 Baht/month
Deputy Chairman	32,500 Baht/month
Director	25,000 Baht/month
1.2 Meeting Allowance	
Chairman of the Board	7,500 Baht/meeting
Deputy Chairman	6,500 Baht/meeting
Director	5,000 Baht/meeting
1.3 Rewards (Bonus)	
2. Audit Committee	
2.1 Monthly Remuneration (Baht/month)	
Chairman of the Audit Committee	30,000 Baht/month
Member of the Audit Committee	20,000 Baht/month
2.2 Meeting Allowance (Baht/Meeting)	
Chairman of the Audit Committee	7,500 Baht/meeting
Member of the Audit Committee	5,000 Baht/meeting
3. Nomination and Compensation Committee	
3.1 Monthly Remuneration	- None-
3.2 Meeting Allowance (Baht/meeting)	
Chairman of Nomination and Compensation Committee	7,500 Baht/meeting
Member of Nomination and Compensation Committee	5,000 Baht/meeting

Note: Directors who hold the position of the executive of the Company from the Chief Executive Officer level down will not receive both Director's monthly remuneration and meeting allowance.

Summary of the Remuneration for Board of Directors in 2021

Unit: Baht

Name	Position	Remuneration in 2021		
		Board of Directors	Audit Committee	Nomination and Compensation Committee
1. Mr. Sanit Rangnoi	Independent Director Chairman of the Board Chairman of the Audit Committee	931,895	397,500	-
2. Dr. Prasert Patramai	Deputy Chairman of the Board	793,320		
3. General Wichien Sirisoonthorn	Independent Director Member of the Audit Committee Chairman of the Nomination and Compensation Committee	628,755	265,000	30,000
4. Mrs. Suvimol Chrityakierne	Independent Director Member of the Audit Committee	616,255	265,000	-
5. Dr.Thanasarn Khuayjajernpanich	Director	621,255	-	-
6. Mr.Chawalit Chantararat	Director Chairman of the Executive Committee Member of the Nomination and Compensation Committee	596,255	-	25,000
7.Dr.Chana Poomee ⁽¹⁾	Director	202,843	-	-
8. Mr.Issarin Patramai	Director Member of the Nomination and Compensation Committee	621,255	-	5,000
9. Dr.Aphichat Sramoon	Director Member of the Executive Committee Chairman of the Risk Management Committee Chief Executive Officer	286,255	-	-
10.Mr.Weera Sutesopon ⁽²⁾	-	412,578	-	15,000

Remark: According to Accrual Basis

⁽¹⁾ Dr. Chana Poomee has been the Director since September 6, 2021 to present

⁽²⁾ In the year 2021, Mr. Weera Sutesopon was the Director and Member of the Nomination and Compensation Committee during 1 January 2021 to 4 September 2021

Other Remunerations

The Directors do not have any other benefits from the company. However, the Company is responsible for the costs of training and seminar courses conducted by the Thai Institute of Directors Association and other organizations that will benefit the Company's directors' performance. In addition, the Company does provide Directors' and Officers' Liability Insurance with a limit of 100 million Baht for a period of 1 year.

8.1.3 Governance of Subsidiaries and Associated Companies

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

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

Management Control Policy for Subsidiaries and Associated Companies

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

the suitable and sufficient internal control system for the subsidiaries, disclosure and delivery of the information of the directors and executives in the subsidiaries, including related persons, and supervision of the use of inside information.

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

Financial Control Policy for Subsidiaries and Associated Companies

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

The Company also requires the Company's directors to monitor the operating results of the subsidiaries and the associated companies to be constantly in line with the work plan and the budget; and to ensure that the subsidiaries shall disclose the information about the connected transactions, and the acquisition or disposal of assets to the Company according to the related notifications of the Capital Market Supervisory Board and the Securities and Exchange Commission.

8.1.4 Monitoring to Ensure Compliance with Corporate Governance Policy and Guidelines on Good Corporate Governance

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

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

In 2021, the Board of Directors Meeting No. 7/2021 which was held on December 21, 2021 reviewed the policies of good corporate governance, business ethics, and other related policies, and monitored the implementation of

the policies, as well as provided useful suggestions for continuous improvement and enhancement of good corporate governance to a higher standard.

Preventing Conflicts of Interests

The Company is committed to conducting business with integrity and honesty. In order for the Company's and its subsidiaries' directors, executives, and employees to act in a transparent and verifiable manner, the Board of Directors has established a written policy on conflict of interest prevention and a written policy on connected transactions that apply to the Company and its subsidiaries. The policy is available on the Company's website, www.teamgroup.co.th.

Directors, executives and employees of the Company must avoid participating in any activity and transactions connected to him/herself or related persons/juristic persons that may cause conflicts of interest, and must not use the opportunity or information of the Company for the benefit of him/herself or others, including doing business that competes with the company or doing related business.

In the event that it is necessary to make a connected transaction and may cause a conflict of interest to do that transaction, it must be conducted in the way as if such transaction is conducted with a third party and must have a commercial agreement in the same way that a sensible person would do with a general contractual party with commercial bargaining power without influence as a director, executive, employee or any related person and the related person must not be involved in the consideration of approval in that transaction.

Such related person/Directors/Executives must not attend the meeting or refrain from voting on matters that may cause conflicts of interest. In consideration of any transaction that could result in a conflict of interest, the Independent Directors must attend the meeting to consider such matters. A report of interests of one's own or associated persons' must also be prepared for the Board of Directors' acknowledgement.

In 2021, connected transactions or transactions with potential conflicts of interest occurred were conducted according to business necessity. The transactions were transparent with fair processes for the maximum interests of the Company. In addition, the Company has not received any complaints with regard to conflicts of interest caused by directors and executives.

Misuse of Inside Confidential Information for Personal Gain

The Company has set the measures to prevent and oversee the use of inside information in accordance with

the Good Corporate Governance Principle. The measures cover the announcement of the use of the Company's inside information policy, which apply to the Company and subsidiaries. Such policy is available on the website www.teamgroup.co.th. This is to prevent misuse of inside information which has not been disclosed to the public for one's benefits or others'. The said policy was announced and communicated to directors, executives, employees and staffs of the Company for acknowledgment and strict compliance. The essentials of the policy are as follows:

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

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

Furthermore, the Company set out the policy on information disclosure to prevent the insider trading of the related persons, including executives, employees, auditors and departments with privilege of inside information and those related to the said parties. The policy was announced and communicated to directors, executives, employees and staff of the Company for acknowledgment and strict compliance. The essentials of the policy are as follows:

- Do not trade the Company's securities for the period of one month prior to the disclosure of the quarterly financial statements and annual financial statements and for 24 hours after disclosure of the said financial statements (blackout period).
- After being aware of or having access to any information which has not been disclosed to the public and may affect the securities price of the Company, such persons

must not purchase or sell securities of the Company for 45 days prior to disclosure of information and 24 hours after disclosure to the public. Do not disclose inside information to any third party or an irrelevant person in order to prevent insider trading.

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

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

In the year 2021, The Company has complied with the Corporate Governance Code, the Company Secretary and the secretary of the Risk Management Committee notified in writing

the directors and executives of the blackout period for trading of the Company's securities. The changes in their securities holding, as well as the shareholding changes of their spouses and children (not yet of legal age), were reported to the Office of the Securities and Exchange Commission and the Company Secretary within three working days from the date of acquisition, disposal, transfer or receipt of the transfer thereof.

In addition, the Board of Directors has assigned the Company Secretary to report to the Board of Directors every quarter on the Company's securities holdings by the Board of Directors, executives, both their own, their spouses, and non sui juris child, and to disclose information on these securities holdings in this report.

In 2021, neither directors nor executives violated the Company's policy on the use of inside information and the policy on information disclosure. In addition, the Company has received no complaints with regard to the misuse of inside information by directors and executives.

The summary of Changes in Securities Holding of Directors and Executives as of 30 December 2021 are as follows:

Summary of Changes in Securities Holding of Directors

No.	Name	As of 30 December 2020 Proportion/ Number of shares	As of 30 December 2021 Proportion/ Number of shares	Changes during the Year
1.	Mr. Sanit Rangnoi Spouse Minor Children	0.06% / 375,000 0.005 % / 34,000 -	0.06% / 375,000 0.005 % / 34,000 -	- - -
2.	Dr. Prasert Patramai Spouse Minor Children	10.75% / 73,098,800 - -	7.10% / 48,279,000 - -	(3.65%) - -
3.	General Wichien Sirisoonthorn Spouse Minor Children	0.04% / 300,000 - -	0.04% / 300,000 - -	- - -
4.	Mrs. Suvimol Chrityakerne Spouse Minor Children	0.04% / 300,000 - -	0.04% / 300,000 - -	- - -
5.	Dr. Thanasarn Khuayjarernpanishk Spouse Minor Children	3.47% / 23,587,000 - -	1.07% / 72,66,200 - -	(2.40%) - -

No.	Name	As of 30 December 2020 Proportion/ Number of shares	As of 30 December 2021 Proportion/ Number of shares	Changes during the Year
6.	Mr. Chawalit Chantararat	4.16% / 28,278,400	2.28% / 15,495,100	(1.88%)
	Spouse	-	-	-
	Minor Children	1.47 / 10,000,000	0.44/ 3,000,000	(1.03%)
7.	Dr.Chana Poomee	-	-	-
	Spouse	-	-	-
	Minor Children	-	-	-
8.	Mr. Issarin Patramai	3.18% / 21,627,900	3.00% / 20,429,800	(0.18%)
	Spouse	-	-	-
	Minor Children	-	-	-
9.	Dr. Aphichat Sramoon	0.15% / 1,050,000	0.07% / 500,000	(0.08%)
	Spouse	-	-	-
	Minor Children	-	-	-

Summary of Changes in Securities Holding of Executives

No.	Name	As of 30 December 2020 Proportion/ Number of shares	As of 30 December 2021 Proportion/ Number of shares	Changes during the Year
1.	Mr. Nakorn Sanyasiri	-	-	-
	Spouse	-	-	-
	Minor Children	-	-	-
2.	Dr. Teerawut Juirnarongrit	-	-	-
	Spouse	-	-	-
	Minor Children	-	-	-
3.	Mr. Sompat Suwapit	0.03% / 222,900	-	(0.03%)
	Spouse	-	-	-
	Minor Children	-	-	-
4.	Mrs. Penpilai Phonchaipanich	2.98% / 20,275,000	2.98% / 20,275,000	-
	Spouse	0.01% / 100,000	0.01% / 100,000	-
	Minor Children	-	-	-

Anti-Corruption

For the benefit of shareholders and other stakeholders, the company is committed to conducting business based on good corporate governance and business ethics. As a result, the Company has adopted an anti-corruption policy that all directors, executives, and employees must comply with. Every year, the company requires such policy to be reviewed. In 2021, the policy was reviewed at the Board of Directors Meeting No. 7/2564 held on 21 December 2021 which could be summarized as follows.

1. Do not offer any compensation, bribes, solicit, agree to, or accept bribes from other persons or any other agencies in any form, whether directly or indirectly, in order to receive mutually benefits relating to the company's activity.
2. Do not engage in illegal transactions with government officials or any other person or entity, either directly or indirectly.
3. Do not make any donations or contributions to other persons or entities as a means of bribes.
4. Do not support any money donation or other benefits to political parties, political groups, or any person involved in politics, whether directly or indirectly, for the profit of the business or for the benefit of oneself and group.

The Anti-Corruption Policy is available on the Company's website at www.teamgroup.co.th under the tab "Sustainability"



In terms of becoming a member of the Thai Private Sector Collective Action Against Corruption (CAC) (certified companies), the Company is currently preparing and gathering information in order to participate in the project following the alleviation of the Coronavirus -19 pandemic. Currently, the Company has set the risk assessment of corruption as part of the enterprise's risk management plan. In addition, no complaints of corruption have been received by the company as of 2021.

1) Business Risk Assessment

On a quarterly basis, the Risk Management Director assesses the corruption risk and report to the Risk Management Committee, the Executive Committee, the Audit Committee, and the Board of Directors, respectively. The Company also established measures to manage such risks by strictly following the procurement regulations, controlling and monitoring important work processes that may cause corruption, establishing channels for

stakeholders to report clues, provide suggestions, or file complaints about corruption (Whistleblower) via website and email, as well as appointing a committee to review and investigate complaints in a transparent and accountable manner.

2) Guidelines

The Company prepare an Enterprise Risk Management Manual and distributes it through its internal website (Intranet). The components of risk management were formulated in accordance with the company strategies and business objectives. All departments are required to utilize the Enterprise Risk Management Manual as a guideline for risk management practices to minimize the risk of corruption.

3) Communication and employee training

The Company's Anti-Corruption Policy is communicated to its directors, executives, employees, and all stakeholders via the Company's website at www.teamgroup.co.th under the topic "Sustainable Development" and via the Company's Intranet. It is also included in the orientation of new employees.

4) Follow-up assessment

The Company's risk management has been monitored and assessed by the Risk Management Committee every quarter and the results of the risk assessment were reported to the Executive Committee, the Audit Committee, and the Board of Directors, respectively.

5) Review of completeness and adequacy of all anti-corruption processes

The Audit Committee reviewed the effectiveness of the corruption risk management from the internal auditor report by the internal auditor every two quarters together with and the external auditor report every quarter.

6) Whistleblowing and complaint-making

The Company is unquestionably committed to conducting businesses in compliance with the Corporate Governance Code and has the clear and precise policy on anti-corruption. Consequently, the Company determined the policy on whistleblowing and complaint-making by both employees and all groups of stakeholders, as well as mechanism to protect whistleblowers and keeping of complaints as confidentiality to create confidence among whistleblowers. The Company assigned the Chief Executive

Officer to appoint the investigation committee to collect evidence; to take actions to find factual information about the lodged complaints; and to suggest the approaches to manage such complaints. The investigation procedures must be fair and transparent.

The Company clearly provides the channels for whistleblowing which are under the supervision of the Company Secretary who will receive and collect all complaints on fraudulent activities for further proceedings. Employees or those who detect or have reasonable grounds for suspecting malpractice or misconduct may file their complaints to one of the following channels:

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

In 2021, the Company has received no whistleblowing nor complaints with regard to the corruption action by directors, executives and employees of the Company.

The Whistleblowing Policy is available on the Company's website at www.teamgroup.co.th under the tab "Sustainability"



8.2 Report on the Audit Committee's Performance

Please see attachment no. 6, the Report of the Audit Committee.

8.3 Report on the Nomination and Remuneration Committee's performance

Please see attachment no. 7, the Report of the Nomination and Compensation Committee.

8.4 Report on the Risk Management Committee's performance

Please see attachment no. 8, the Report of the Risk Management Committee.

9 Internal Control and Related Transactions

9.1 Internal Control

The summary of the Board of Directors' opinion towards the company's internal control systems

The Board of Directors realizes the importance of the internal control systems. To ensure that the management system and work operation of the company maintain sufficiency and accuracy in accordance to the company's objectives, also to prevent and minimize potential risk, the Board of Directors therefore assigns the Audit Committee, comprising 3 qualified independent directors, to have authority and duty to evaluate the appropriateness and effectiveness of the company's internal control systems, and to review the correctness and adequacy of the financial reports, to be complied with laws on securities and stock exchange as well as the regulations of Stock Exchange of Thailand and relevant business laws. The Audit Committee moreover responsibilities to select the auditor who be appointed, consider the audit fee, examine the related party transactions or transactions that have a conflict of interest, propose to the Board of Directors.

In 2021, the Audit Committee conducts five meetings together with the Company's management, the auditor of EY Office Limited (attended every meetings), and the internal auditor of IVL Auditing Co., Ltd. (attended two meetings). The Audit Committee also conducts a meeting with the auditor without the management's presences. The Audit Committee is to prepare the report of Audit Committee to the Board of Directors for consideration and disclosure in attached 6 on the Company's website at www.team.co.th under the tab "Investor Relations" > "Publication".

The Board of Directors also highly emphasized on the importance of the corporate risk management which covers all major risks both in the managerial and operational levels. The Board of Directors appointed the Risk Management Committee responsible for setting up the corporate risk management guidelines and structure. In addition, the Management also formulated an annual risk management handbook which comprises of risk identification, risk assessment, risk management (taking account of changes in internal and external factors and opportunities for corruption), determination of risk response guidelines and risk control measures, implementation of the risk management plan to ensure the acceptable level of risks, risk monitoring, and risk reporting. The Management also communicated with the head of each department

to enhance the importance of the risk management. The results of the risk management were reported to the Risk Management Committee every quarter for consideration with regard to the adequacy and appropriateness of the risk management measures. The Risk Management Committee then reported to the Board of Directors and revised the Risk Management Plan on a yearly basis. In addition, the Business Continuity Plan was also prepared to ensure that in any event of emergency, the Company will be able to continue its business operations as usual.

In the Board of Directors' Meeting No. 1/2022 on February 23, 2022, consists of 3 independent directors, the Board of Directors evaluated the adequacy and appropriateness of the Company's internal control throughout the management's documentation and the report of Audit Committee, in summary, the evaluation of the Company's internal control in various areas and adhere to the five components which is the corporate control environment, risk assessment, operational control, information and communication system, and monitoring system, together with the performance report from the Risk Management Committee are adequate and suitable for the business operation without significant problems or material shortcomings detected. The system can prevent the Company's assets from misuse or unauthorized use by the executives. The opinion of the Board of Directors was that the Company had adequate and appropriate internal control for business operation, there were no significant defective controls, which can prevent from the management's misuse or unauthorized use of assets. In addition, the Board of Directors, the Audit Committee and the auditor concurred that the financial reports of the Company are correct and reliable in accordance with the general accepted accounting principle and standards.

The Company's Internal Auditor

Since 2016, the Company has hired IVL Auditing Co., Ltd. as an independent internal auditor, IVL Auditing Co., Ltd. appoints Miss Valdee Sibunruang, an audit partner, to be a main person responsible for the internal auditing of the Company, to review and evaluate the adequacy of the internal control system both corporate control and activities control of individual department in line with COSO (The Committee of Sponsoring Organization of the Treadway Commission), prepare report to the Audit Committee and recommend proper adjustment to the weakness found in the Company's internal control system for the management improvement.

The Audit Committee had considered the qualification of IVL Auditing Co., Ltd. and Miss Valdee Sibunruang, then was of the view that they have abilities to perform such duty due to their independency and Miss Valdee Sibunruang has an experience over 20 years.

9.2 Related Transactions

9.2.1 Related Transactions between the Company and its subsidiaries with other related Companies/persons which may have conflict of interests in 2021 can be summarized, as follows:

Related company	Relationship with the Group	Nature of the related transactions	Transaction value for the year 2021 (Million Baht)	Necessity and rationale
iGL Synergy Co., Ltd.	An associated company of Geotechnical & Foundation Engineering Company Limited (GFE) and common director	Service income	0.77	The subsidiary subcontracts consultancy services of iGL Synergy Co., Ltd. and its clients under general commercial price and conditions.
Asset Activator Company Limited.	An associated company of the Company	Other income	0.09	The Company provides software development services for Asset Activator Company Limited.
The Concrete Products and Aggregate Co., Ltd. (CPAC)	Common director	Service income	0.39	The Company provides engineering inspection services under general commercial price and conditions.

Related company	Relationship with the Group	Nature of the related transactions	Transaction value for the year 2021 (Million Baht)	Necessity and rationale
Daoruek Communications Company Limited	Common shareholders	Service income	0.51	The Company subcontracts project management services of Daoruek Communications Company Limited and its clients under general commercial price and conditions.
		Other income	0.14	The Company provides printing and publication services under general commercial price and conditions.
		Cost of service	3.42	Daoruek Communications Company Limited provides the services of advertisements, project seminars and media creation including dissemination of information to support the operation of the Company and its subsidiaries.
		Other expenses	0.82	These transactions are under general commercial price and conditions.
Vista Cafe Company Limited	Common director and shareholder (From 1 January - 5 September 2021)	Other expenses	0.01	The Company purchases coffee beans under general commercial price and conditions.



Opinion of the Audit Committee

The Audit Committee and the Management of the Company has reviewed and considered that the Related Transactions carried out with the person(s) or juristic person(s) that may have a conflict of interest during the fiscal year 2021 were undertaken under general commercial price, at reasonable prices and conditions, therefore deemed appropriate.

9.2.2 Measures and procedures for approval of related transactions

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

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

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

9.2.3 Policy or trend of related transactions in the future

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

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



part 3



Financial Statements

Report on the Board of Directors' Responsibilities for the Financial Report

The Board of Directors of Team Consulting Engineering and Management PCL. has provided the financial statements to reflect the financial position and the operating results of the Company and its subsidiaries in 2021 in compliance with the Public Limited Companies Act, B.E. 2535 and Regulations of the Stock Exchange of Thailand. The Board of Directors is responsible for the company's consolidated financial statements and separate financial statements in the annual report prepared in accordance with the generally accepted accounting principles in Thailand by applying the appropriate accounting policies with careful discretion and reasonable estimation. Significant information is adequately and transparently disclosed in the notes to financial statements for the benefit of shareholders and investors.

Recognizing the importance of duties and responsibilities to ensure the financial statements are prepared in an efficient manner, the Board of Directors appointed the Audit Committee comprising independent directors who have knowledge and expertise in finance and accounting. They are responsible for the revision of the accounting policies, the quality of the financial statements, and the appropriateness and effectiveness of the internal control, internal audit and risk management systems to

assure that the financial records are accurate, complete and adequate to protect the Company's assets and to prevent any significant operational risks or irregularities; as well as the disclosure of connected transactions. The Audit Committee's comments on these matters are included in the Report of the Audit Committee in this Annual report as shown in the Attachment 6.

The Company and its subsidiaries' consolidated and separate financial statements were audited by the Certified Public Accountant of EY Office Limited. The auditor's opinions are included in the Report of Independent Auditor in this Annual report.

Considering the above-mentioned supervisory practices, the Board of Directors is of the opinion that the Company and its subsidiaries' separate and consolidated financial statements as of 31 December 2021 accurately show the credibility and significant aspects of the financial status and performance results in compliance with the financial reporting standards, and relevant laws and regulations.

The Board of Directors assures that all significant information of the Company in the financial report has been carefully verified on a regular and continuous basis.



(Mr. Sanit Rangnoi)

Chairman of the Board of Directors



(Mr. Aphicahat Sramoon)

Chief Executive Officer

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

31 December 2021

Independent Auditor's Report

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

Opinion

I have audited the accompanying consolidated financial statements of TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2021, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of TEAM Consulting Engineering and Management Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries and of TEAM Consulting Engineering and Management Public Company Limited as at 31 December 2021, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

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

Key Audit Matters

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

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

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

Recognition of revenue from service income

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

I examined the recognition of revenue from service income by assessing and testing the effectiveness of the internal controls put in place by the Group over the procurement process, the estimation of project costs and revisions thereto, the recognition of revenue and the estimation of percentage of work completion and possible losses from projects by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls. I also read the service contracts to consider the conditions relating to revenue recognition, made enquiry of responsible executives, gained an understanding of the Group process to assess the percentage of completion and cost estimates for projects, checked estimates of project costs to the project budgets. I checked actual costs against supporting documents, tested the calculation of the percentage of completion based on actual projects costs incurred, performed analytical procedures on gross margins of projects and compared the percentage of completion as evaluated by the project engineer to the percentage of completion based on actual projects costs incurred.

Other Information

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

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

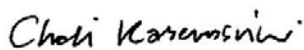
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting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

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

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

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

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



Chatchai Kasemsrithanawat

Certified Public Accountant (Thailand) No. 5813

EY Office Limited

Bangkok: 23 February 2022

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2021

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Assets					
Current assets					
Cash and cash equivalents	7	331,255,297	491,857,374	97,320,674	319,617,202
Trade and other receivables	8	367,910,977	333,444,147	334,137,924	274,838,496
Unbilled receivables	9	861,146,490	580,760,403	574,064,598	318,053,151
Current portion of finance lease receivables	21	1,410,026	-	-	-
Short-term loans to related parties	6	-	-	81,500,000	64,500,000
Inventories	10	15,968,441	4,030,540	-	-
Other current financial assets		4,115,302	1,342,591	3,878,326	1,106,082
Other current assets	11	68,412,077	60,278,937	45,855,597	49,710,504
Total current assets		1,650,218,610	1,471,713,992	1,136,757,119	1,027,825,435
Non-current assets					
Restricted bank deposits	12	55,673,230	61,980,000	43,160,000	49,160,000
Finance lease receivables, net of current portion	21	17,716,786	-	3,495,934	-
Long-term loan to related party	6	-	-	1,300,000	1,670,000
Investments in subsidiaries	13	-	-	108,245,140	114,844,840
Investments in associated companies	14	10,475,970	10,960,574	7,750,000	7,000,000
Investment properties	15	2,440,597	1,240,609	9,786,149	9,195,392
Property, plant and equipment	16	142,324,152	147,017,081	121,319,253	128,598,038
Right-of-use assets	21	39,732,671	48,710,417	29,166,418	38,067,434
Intangible assets - computer software	17	51,495,238	59,894,647	44,631,162	52,190,254
Deferred tax assets	28	58,017,908	62,003,681	38,613,496	44,418,790
Retention receivables	9	106,826,824	113,404,252	70,348,560	78,472,992
Other non-current assets		41,714,844	31,499,058	40,068,172	27,130,661
Total non-current assets		526,418,220	536,710,319	517,884,284	550,748,401
Total assets		2,176,636,830	2,008,424,311	1,654,641,403	1,578,573,836

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

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2021

(Unit: Baht)

	<u>Note</u>	Consolidated financial statements		Separate financial statements	
		<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts and short-term loans from banks	18	67,474,717	31,666,005	-	-
Trade and other payables	19	211,520,153	185,458,844	139,383,509	135,952,324
Current portion of lease liabilities	21	14,017,792	18,887,239	9,718,289	14,437,527
Service income received in advance and advances received from customers	9	521,770,198	486,987,182	327,157,253	339,428,387
Income tax payable		6,284,539	3,666,693	4,402,557	-
Other current liabilities	20	43,487,473	43,729,292	28,803,353	29,522,616
Total current liabilities		864,554,872	770,395,255	509,464,961	519,340,854
Non-current liabilities					
Lease liabilities, net of current portion	21	24,148,749	27,522,807	17,913,916	22,383,502
Provision for long-term employee benefits	22	271,587,465	296,179,638	192,138,365	220,434,353
Total non-current liabilities		295,736,214	323,702,445	210,052,281	242,817,855
Total liabilities		1,160,291,086	1,094,097,700	719,517,242	762,158,709

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

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2021

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Shareholders' equity					
Share capital					
Registered					
680,000,000 ordinary shares of Baht 0.5 each		340,000,000	340,000,000	340,000,000	340,000,000
Issued and fully paid					
680,000,000 ordinary shares of Baht 0.5 each		340,000,000	340,000,000	340,000,000	340,000,000
Share premium		424,317,995	424,317,995	424,317,995	424,317,995
Deficit from the change in the ownership interests in subsidiaries		(22,215,349)	(22,215,349)	-	-
Deficit from the reorganisation of business of group under common control		(22,547,939)	(22,547,939)	-	-
Retained earnings					
Appropriated - statutory reserve	23	23,300,000	16,700,000	23,300,000	16,700,000
Unappropriated		268,266,114	172,989,254	147,506,166	35,397,132
Other components of shareholders' equity					
Exchange differences on translation of financial statements in foreign currencies		-	(95,200)	-	-
Equity attributable to owners of the Company		1,011,120,821	909,148,761	935,124,161	816,415,127
Non-controlling interests of the subsidiaries		5,224,923	5,177,850	-	-
Total shareholders' equity		1,016,345,744	914,326,611	935,124,161	816,415,127
Total liabilities and shareholders' equity		2,176,636,830	2,008,424,311	1,654,641,403	1,578,573,836

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

(Mr. Chawalit Chantararat)

Director

(Mr. Apichat Sramoon)

Director

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2021

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Profit or loss:					
Revenues					
Sales and service income	24	1,759,306,534	1,704,950,190	1,123,269,834	1,037,712,720
Other income					
Dividend income	13	-	-	51,277,808	79,297,904
Others		21,312,143	7,971,845	81,882,705	70,623,220
Total revenues		1,780,618,677	1,712,922,035	1,256,430,347	1,187,633,844
Expenses					
Cost of sales and service		1,318,258,397	1,249,760,318	850,577,259	785,933,805
Administrative expenses		322,588,810	320,538,335	262,827,869	265,300,567
Total expenses		1,640,847,207	1,570,298,653	1,113,405,128	1,051,234,372
Operating profit		139,771,470	142,623,382	143,025,219	136,399,472
Share of profit (loss) from investments in associates	14	(1,329,803)	174,675	-	-
Finance income	25	6,872,247	8,397,209	10,629,362	11,408,831
Finance cost	26	(3,766,581)	(2,878,074)	(1,488,047)	(1,657,338)
Profit before income tax expenses		141,547,333	148,317,192	152,166,534	146,150,965
Income tax expenses	28	(29,692,555)	(28,963,873)	(21,067,625)	(12,176,391)
Profit for the year		111,854,778	119,353,319	131,098,909	133,974,574
Other comprehensive income:					
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i>					
Exchange differences on translation of financial statements in foreign currencies	14	95,200	(48,956)	-	-
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods:</i>					
Actuarial gain (loss) - net of income tax	22	24,334,041	(8,104,173)	21,610,125	(10,957,417)
Other comprehensive income for the year		24,429,241	(8,153,129)	21,610,125	(10,957,417)
Total comprehensive income for the year		136,284,019	111,200,190	152,709,034	123,017,157

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

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Statement of comprehensive income (continued)

For the year ended 31 December 2021

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2021	2020	2021	2020
Profit attributable to:					
Equity holders of the Company		111,542,819	119,372,250	131,098,909	133,974,574
Non-controlling interests of the subsidiaries		311,959	(18,931)		
		<u>111,854,778</u>	<u>119,353,319</u>		
Total comprehensive income attributable to:					
Equity holders of the Company		135,972,060	111,219,121	152,709,034	123,017,157
Non-controlling interests of the subsidiaries		311,959	(18,931)		
		<u>136,284,019</u>	<u>111,200,190</u>		
Earnings per share					
Basic earnings per share	29				
Profit attributable to equity holders of the Company		0.16	0.18	0.19	0.20
		<u>680,000,000</u>	<u>680,000,000</u>	<u>680,000,000</u>	<u>680,000,000</u>
Weighted average number of ordinary shares (shares)					

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

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2021

(Unit: Baht)

Consolidated financial statements										
Note	Equity attributable to owners of the Company					Other components of equity				
	Issued and fully paid share capital	Share premium	Deficit from the change in the ownership interests in subsidiaries	Deficit from the reorganisation of business of group under common control	Retained earnings - Appropriated - statutory reserve	Unappropriated	Other			
							comprehensive income	Exchange differences on translation of financial statements in foreign currency	Total equity attributable to shareholders of the Company	Equity attributable to non-controlling interests of the subsidiaries
Balance as at 1 January 2020	340,000,000	424,317,995	(22,215,349)	(22,547,939)	10,000,000	184,021,177	(46,244)	(46,244)	913,529,640	5,461,377
Profit for the year	-	-	-	-	-	119,372,250	-	-	119,372,250	(18,931)
Other comprehensive income for the year	-	-	-	-	-	(8,104,173)	(48,956)	(48,956)	(8,153,129)	-
Total comprehensive income for the year	-	-	-	-	-	111,268,077	(48,956)	(48,956)	111,219,121	(18,931)
Transfer unappropriated retained earnings to statutory reserve	-	-	-	-	6,700,000	(6,700,000)	-	-	-	-
Dividend paid	-	-	-	-	-	(115,600,000)	-	-	(115,600,000)	-
Dividend paid to non-controlling interests of the subsidiaries	-	-	-	-	-	-	-	-	-	(264,596)
Balance as at 31 December 2020	340,000,000	424,317,995	(22,215,349)	(22,547,939)	16,700,000	172,989,254	(95,200)	(95,200)	909,148,761	5,177,850

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

(Unit: Baht)

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

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2021

(Unit: Baht)

Separate financial statements						
	Note	Issued and share capital fully paid	Share premium	Retained earnings		Total shareholders' equity
				Appropriated - statutory reserve	Unappropriated	
Balance as at 1 January 2020		340,000,000	424,317,995	10,000,000	34,679,975	808,997,970
Profit for the year		-	-	-	133,974,574	133,974,574
Other comprehensive income for the year		-	-	-	(10,957,417)	(10,957,417)
Total comprehensive income for the year		-	-	-	123,017,157	123,017,157
Transfer unappropriated retained earnings to statutory reserve	23	-	-	6,700,000	(6,700,000)	-
Dividend paid	32	-	-	-	(115,600,000)	(115,600,000)
Balance as at 31 December 2020		340,000,000	424,317,995	16,700,000	35,397,132	816,415,127
Balance as at 1 January 2021		340,000,000	424,317,995	16,700,000	35,397,132	816,415,127
Profit for the year		-	-	-	131,098,909	131,098,909
Other comprehensive income for the year		-	-	-	21,610,125	21,610,125
Total comprehensive income for the year		-	-	-	152,709,034	152,709,034
Transfer unappropriated retained earnings to statutory reserve	23	-	-	6,600,000	(6,600,000)	-
Dividend paid	32	-	-	-	(34,000,000)	(34,000,000)
Balance as at 31 December 2021		340,000,000	424,317,995	23,300,000	147,506,166	935,124,161

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

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Cash flow statement

For the year ended 31 December 2021

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Cash flows from operating activities				
Profit before income tax	141,547,333	148,317,192	152,166,534	146,150,965
Adjustments to reconcile profit before income tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	43,634,507	46,566,110	33,776,877	36,487,264
Allowance for expected credit losses	17,114,056	1,376,536	14,024,392	1,624,058
Allowance for impairment of investment in subsidiary (reversal)	-	-	(3,400,000)	800,000
Loss on return of capital of investment in subsidiary	-	-	3,523,888	-
Share of (profit) loss from investments in associates	1,329,803	(174,675)	-	-
Loss on disposal/write-off of building improvements, equipment, vehicles and right-of-use assets	19,577	1,407,686	27,104	1,141,325
Loss on write-off of improvements of land and building for rent	-	1,089	-	226,901
Unrealised exchange (gains) losses	(1,722,490)	739,712	(1,264,312)	536,440
Allowance for project losses (reversal)	(6,108)	44,411	(730,482)	(1,997,559)
Provision for long-term employee benefits	32,896,020	32,999,997	22,848,744	22,559,407
Written-off withholding tax deducted at source	144,690	665,016	-	665,016
Dividend income	-	-	(51,277,808)	(79,297,904)
Finance income	(6,872,247)	(8,397,209)	(10,629,362)	(11,408,831)
Finance cost	3,766,581	2,878,074	1,488,047	1,657,339
Profit from operating activities before changes in operating assets and liabilities	231,851,722	226,423,939	160,553,622	119,144,421
Operating assets (increase) decrease				
Trade and other receivables	(42,466,200)	134,936,867	(64,878,541)	112,455,063
Unbilled receivables	(282,328,943)	(108,819,528)	(257,524,870)	(18,529,309)
Finance lease receivables	247,334	-	73,530	-
Inventories	(11,937,900)	-	-	-
Other current assets	(34,229,475)	(5,994,839)	(12,819,486)	(11,541,209)
Retention receivables	6,577,428	21,182,832	8,124,432	6,993,057
Other non-current assets	25,375	1,410,340	167,418	(853,702)
Operating liabilities increase (decrease)				
Trade and other payables	26,050,777	(25,739,226)	4,195,933	(47,968,877)
Services income received in advance and advances received from customers	34,783,016	125,656,806	(12,271,134)	141,943,285
Other current liabilities	(128,898)	(24,898,062)	(737,593)	(16,932,267)
Cash paid for provision for long-term employee benefits	(27,070,642)	(31,737,271)	(24,132,075)	(20,809,821)
Cash flows from (used in) operating activities	(98,626,406)	312,421,858	(199,248,764)	263,900,641
Interest received	1,517,600	2,996,601	5,031,048	5,100,410
Interest paid	(3,766,581)	(2,878,074)	(1,488,047)	(1,657,339)
Corporate income tax received	3,678,462	3,574,323	-	-
Corporate income tax paid	(36,514,571)	(44,012,424)	(16,262,305)	(23,675,994)
Net cash flows from (used in) operating activities	(133,711,496)	272,102,284	(211,968,068)	243,667,718

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

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the year ended 31 December 2021

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Cash flows from investing activities				
Increase in other current financial assets	(2,772,711)	(191,182)	(2,772,244)	(190,444)
Decrease in restricted bank deposit	6,306,770	1,250,000	6,000,000	-
Increase in short-term loans to related parties	-	-	(17,000,000)	(29,800,000)
Decrease in long-term loan to related party	-	-	370,000	400,000
Cash received from return of capital of investment in subsidiary	-	-	6,475,812	-
Dividend income from subsidiaries	-	-	51,277,808	79,297,904
Cash paid for additional of investment in associates	(750,000)	(7,000,000)	(750,000)	(7,000,000)
Dividend received from investment in associates	-	299,980	-	-
Cash paid for acquisitions of improvements of building for rent	(1,493)	-	(287,752)	-
Cash paid for acquisitions of building improvements and equipment	(9,815,570)	(4,528,604)	(4,850,822)	(3,842,205)
Cash paid for acquisitions of intangible assets - computer software	(2,267,337)	(8,800,018)	(1,282,936)	(8,393,689)
Cash received from disposal of equipment, vehicles and right-of-use assets	1,151,304	7,477	1,146,306	321,288
Net cash flows from (used in) investing activities	(8,149,037)	(18,962,347)	38,326,172	30,792,854
Cash flows from financing activities				
Increase in bank overdrafts and short-term loans from banks	35,808,712	24,921,066	-	-
Payment of principal portion of lease liabilities	(20,324,711)	(21,519,227)	(14,808,779)	(15,767,561)
Dividend paid	(33,981,670)	(115,446,348)	(33,981,671)	(115,446,348)
Cash paid to non-controlling interests of the subsidiary				
due to the dissolution of a subsidiary	(194)	-	-	-
Dividend paid to non-controlling interests of the subsidiaries	(395,942)	(133,346)	-	-
Net cash flows used in financing activities	(18,893,805)	(112,177,855)	(48,790,450)	(131,213,909)
Effect of exchange rate on cash and cash equivalents	152,261	16,839	135,818	(1,041)
Net increase (decrease) in cash and cash equivalents	(160,602,077)	140,978,921	(222,296,528)	143,245,622
Cash and cash equivalents at the beginning of year	491,857,374	350,878,453	319,617,202	176,371,580
Cash and cash equivalents at the end of year	331,255,297	491,857,374	97,320,674	319,617,202
	-	-	-	-
Supplemental cash flow information:				
Non-cash transactions				
Decrease in accounts payable from purchase of				
building improvements, equipment and intangible assets	(230,314)	(1,185,072)	(239,312)	(1,141,048)
Purchases of vehicles under lease agreements	12,081,206	22,790,037	7,030,248	21,829,525
Transfer of land and buildings to investment properties	1,229,369	16	647,401	3,503
Transfer of right-of-use assets to equipment	2,667,329	-	1,171,829	-
Increase (decrease) in dividend payables	(112,920)	284,902	18,329	153,652

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

TEAM Consulting Engineering and Management Public Company Limited
and its subsidiaries

Notes to consolidated financial statements

For the year ended 31 December 2021

1. General information

1.1 Corporate information

TEAM Consulting Engineering and Management Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. The Company is principally engaged in the integrated engineering, environment and management consultancy services. The registered office of the Company is at No. 151, TEAM Building, Nuan Chan Road, Nuan Chan, Bueng Kum, Bangkok.

On 7 September 2021, Nexter Ventures Co., Ltd. purchased the Company's ordinary shares from major shareholders in amount of 67.3 million shares at the price of Baht 2.54 per share. As a result, the Company has five major shareholders that are Nexter Ventures Co., Ltd., Dr. Prasert Patramai, Mr. Amnat Prommasutra, Mr. Peerawat Premchun and Mr. Chawalit Chantararat.

1.2 Coronavirus disease 2019 pandemic

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

2. Basis of preparation

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

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

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

2.2 Basis of consolidation

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

Company	Nature of business	Country of incorporation	Percentage of shareholding	
			<u>2021</u> Percent	<u>2020</u> Percent
ATT Consultants Company Limited	Consulting services in the fields of energy, power, oil, gas and petroleum as well as related industries including port and utilities	Thailand	100.00	100.00
Geotechnical & Foundation Engineering Company Limited	Consulting services in the fields of geotechnical, foundation, and underground structure engineering	Thailand	100.00	100.00
Management Solutions International Co., Ltd.	Consulting services in the areas of strategic management, finance and investment, accounting, marketing, project management and project development	Thailand	100.00	100.00
TEAM SQ Company Limited	Architectural planning and design, interior design, landscape architecture, and design for urban development	Thailand	100.00	100.00
TEAM Construction Management Company Limited	Consulting services in construction management and supervision for various types of buildings and infrastructure	Thailand	100.00	100.00
TEAM Consulting International Company Limited	Consulting services in various fields of engineering, environmental management, and related businesses internationally	Thailand	-	100.00
TLT Consultants Company Limited	Consulting services on environmental impact assessment (EIA)	Thailand	48.77	48.77
TEAM Quality Management Company Limited	Consulting services in energy engineering including energy conservation, energy management system, energy measurement, energy utilisation inspection and analysis	Thailand	83.75	83.75
TWI Consultants Company Limited	Consulting services in the areas of water resources and utility system	Thailand	93.73	93.73
LTEAM Sole Co., Ltd.	Consulting services in the fields of engineering, environment, and related businesses in Lao PDR	The Lao People's Democratic Republic	100.00	100.00

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
 - c) Subsidiaries are fully consolidated as from being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
 - d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
 - e) The financial statements of TLT Consultants Company Limited are included in the consolidated financial statements even though the Company's shareholding is 48.77 percent. This is because the Company has voting rights that is more than half of shares and voting rights over of such company, and the Company has the ability to direct the significant activities, while other shareholders are only minor shareholders, therefore regarded as subsidiary.
 - f) Material balances and transactions between the Group, investments in subsidiaries and share capital of the subsidiaries have been eliminated from the consolidated financial statements.
 - g) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.
 - h) The difference between the net proceeds paid or received from the change in the percentage of shareholding in the Company's subsidiaries and the interest of the non-controlling interests of the subsidiaries in the net book value of the subsidiaries as of the date of such change it is included in the consolidated statement of changes in shareholders' equity under caption of "Deficit from the change in the ownership interests in subsidiaries".
- 2.3 The separate financial statements present investments in subsidiaries and associates under the cost method.

3. New financial reporting standards

3.1 Financial reporting standards that became effective in the current year

During the year, the Group has adopted the 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 adoption of these financial reporting standards does not have any significant impact on the Group's financial statements.

3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2022

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2022. 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, for some standards, providing temporary reliefs or temporary exemptions for users.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

4. Significant accounting policies

4.1 Revenues and expenses recognition

Revenue from sales

The Group recognises revenue from sale when control of the asset is transferred to the customer, generally upon delivery of the goods. Revenue is measured at the amount of the consideration received or receivable, excluding value added tax, of goods supplied after discounts.

Service income

The Group determines that its service contracts generally have one performance obligation. The Group recognises service revenue over time where the stage of completion is measured using an input method, which is based on comparison of actual service costs incurred up to the end of the period and total anticipated cost of service at completion.

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

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

Interest income

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

Finance cost

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

Dividends

Dividends are recognised when the right to receive the dividends is established.

Other revenues and expenses

Other revenues and expenses are recognised on an accrual basis.

4.2 Cash and cash equivalents

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

4.3 Unbilled receivables / Retention receivables

An unbilled receivable is the excess of cumulative revenue earned over the billings to date. Unbilled receivables are transferred to receivables when the rights become unconditional (i.e. services are completed and delivered to customer).

Retention receivables are non-interest bearing, unsecured and relate to service contracts and classified as non-current asset based on the contractual terms of respective contract. Retention receivables were derived from the amount deducted at the agreed rate from the service fees paid to the Group by its customers for each payment. These retention receivables shall be returned when the Group meets obligations and conditions stipulated in service contracts.

4.4 Service income received in advance and advances received from customers

A service income received in advance is the excess of the billings to date over the cumulative revenue earned and the Group has the obligation to transfer goods or services to a customer. Service income received in advance is recognised as revenue when the Group fulfils its performance obligations under the contracts.

Advances received from customers are advance payment specified in the contracts. This advance will be gradually deducted with invoice billed in each installment at the agreed rate.

4.5 Inventory

Inventory is valued at the lower of cost (under the specific method) or net realisable value.

4.6 Investments in subsidiaries and associates

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

Investments in subsidiaries and associates are accounted for in the separate financial statements using the cost method.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

4.7 Investment properties

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

Depreciation of investment properties is calculated by reference to their costs on the straight-line basis over estimated useful lives of 20 years and 40 years. Depreciation of the investment properties is included in determining income. No depreciation is provided on land classified as investment properties.

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

4.8 Property, plant and equipment/Depreciation

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

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

Buildings	20 - 40	years
Buildings improvements	5 - 20	years
Solar cell and smart chiller equipment	6 - 25	years
Furniture, fixtures and office equipment	5 - 10	years
Motor vehicles	5 - 10	years

Depreciation is included in determining income.

No depreciation is provided on land and assets under installation.

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

4.9 Intangible assets

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

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

Intangible assets of the Group with finite useful lives are computer software, and have useful lives of 5 - 10 years.

4.10 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

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

Right-of-use assets

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

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

Buildings	2	years
Office equipment	3 - 5	years
Motor vehicles	1 - 5	years

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

Lease liabilities

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

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

Short-term leases and leases of low-value assets

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

The Group as a lessor

A lease that transfers substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee is classified as finance leases. As at the commencement date, an asset held under a finance lease is recognised as a receivable at an amount equal to the net investment in the lease or the present value of the lease payments receivable and any unguaranteed residual value. Subsequently, finance income is recognised over the lease term to reflect a constant periodic rate of return on the net investment in the lease.

4.11 Related party transactions

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

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

4.12 Foreign currencies

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

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

Gains and losses on exchange are included in determining income.

4.13 Impairment of 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 assets, investments in subsidiaries and associates, 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.

4.14 Employee benefits

Short-term employee benefits

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

Post-employment benefits

Defined contribution plans

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

Defined benefit plans

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

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

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income.

4.15 Provisions

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

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

4.16 Income tax

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

Current tax

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

Deferred tax

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

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

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

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

4.17 Financial instruments

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

Classification and measurement of financial assets

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

Financial assets at amortised cost

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

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

Classification and measurement of financial liabilities

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

Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially

different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

Impairment of financial assets

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

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

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due and considers a financial asset as credit impaired or default when contractual payments are 180 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

For trade receivables and unbilled receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are calculated 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.

4.18 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group applies a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measures fair value using valuation techniques that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Group determines whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

5. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Allowance for expected credit losses of trade receivables and unbilled receivables

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

Revenue from service contracts

The Group recognises revenue from service contracts over time. To the satisfaction of the performance obligation, the management determines the stage of completion by using an input method based on comparison of actual service costs incurred up to the end of the period and total anticipated service costs at completion of the service. The significant judgements are required in determining the extent of the contract costs incurred for work performed to the end of period, the estimated total contract revenue and service cost,

the recoverability of the contract costs to complete as well as assessing potential deduction to revenue due to delay in delivery or contractual penalties. In making these judgements, the Group evaluates based on past experience, historical information and information from the project engineers or relying on the work of specialists (if any).

Estimated project costs

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

Provision for losses on projects

Management applied judgement in estimating the loss they expect to be realised on each project, based on estimates of anticipated costs, taking into account the progress of the project and actual costs incurred to date, together with fluctuations in cost of labour and the current situation.

Deferred tax assets

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

Post-employment benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

6. Related party transactions

During the years, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Group and those related parties.

(Unit: Million Baht)

	Consolidated		Separate		Transfer pricing policy
	financial statements		financial statements		
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	
<u>Transactions with subsidiaries</u>					
(eliminated from the consolidated financial statements)					
Service income	-	-	28.4	58.1	Contract price or cost plus margin
Dividend income	-	-	51.3	79.3	As declared
Management fee income	-	-	56.7	52.8	Contract price or cost plus margin
Building rental income	-	-	2.3	2.5	Contract price
Interest income	-	-	4.2	3.1	Interest rates of 3.83 - 5.83% per annum (2020: Interest rates of 3.89 - 6.53% per annum)
Other income	-	-	8.7	7.4	Cost plus margin or as agreed
Cost of service	-	-	62.0	66.2	Contract price or cost plus margin
Other expenses	-	-	1.0	0.6	Cost plus margin or as agreed
<u>Transactions with associates</u>					
Service income	0.8	1.4	-	-	Contract price
Other income	0.1	-	0.1	-	Contract price
Cost of service	-	6.9	-	0.4	Contract price
Dividend income	-	0.3	-	-	As declared
<u>Transactions with related parties</u>					
Service income	0.9	0.5	0.9	0.5	Contract price
Other income	0.1	0.2	0.1	0.2	Contract price or cost plus margin
Cost of service	3.4	6.3	2.8	5.2	Contract price
Other expenses	0.8	0.9	0.8	0.9	Contract price or market price

As at 31 December 2021 and 2020, the balances of the accounts between the Group and those related companies are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
<u>Trade and other receivables - related parties</u>				
<u>Service contract receivables - related parties</u>				
(Note 8)				
Subsidiaries	-	-	26,836	33,047
Associate	104	-	-	-
Related companies (common director)	416	428	416	-
Total	520	428	27,252	33,047
Less: Allowance for expected credit losses	-	(13)	(512)	(163)
Total service contract receivables - net	520	415	26,740	32,884
<u>Other receivables - related parties (Note 8)</u>				
Subsidiaries	-	-	42,184	23,069
Related company (common director)	8	9	8	9
Total	8	9	42,192	23,078
Less: Allowance for expected credit losses	-	-	(1,178)	(267)
Total other receivables - net	8	9	41,014	22,811
Total trade and other receivables - related parties - net	528	424	67,754	55,695
<u>Retention receivables - related parties</u>				
Subsidiaries	-	-	2,596	2,596
Total retention receivables - related parties	-	-	2,596	2,596
<u>Advance payments for cost of service</u>				
<u>- related party</u>				
Related company (common director)	93	93	93	93
Total advance payments for cost of service				
- related party	93	93	93	93

Short-term loans to related parties

As at 31 December 2021 and 2020, the balance of short-term loans between the Company and its subsidiary and the movement in loans are as follows:

(Unit: Thousand Baht)

		Separate financial statements			
Short-term loan	Related by	Balance as at			Balance as at
		31 December 2020	Increase during the year	Decrease during the year	31 December 2021
ATT Consultants					
Company Limited	subsidiary	64,500	10,000	-	74,500
TLT Consultants					
Company Limited	subsidiary	-	5,000	-	5,000
TWI Consultants					
Company Limited	subsidiary	-	2,000	-	2,000
		<u>64,500</u>	<u>17,000</u>	<u>-</u>	<u>81,500</u>

These short-term loans are repayable on demand and unsecured, and carry interest at the rate announced by the Company, with rate referenced to MLR.

Long-term loan to related party

As at 31 December 2021 and 2020, the balance of long-term loan between the Company and its subsidiary and the movement in loan is as follows:

(Unit: Thousand Baht)

		Separate financial statements			
Long-term loan	Related by	Balance as at			Balance as at
		31 December 2020	Increase during the year	Decrease during the year	31 December 2021
ATT Consultants					
Company Limited	subsidiary	1,670	230	(600)	1,300

This loan contract grants a credit facility of Baht 2.3 million and as at 31 December 2021, the subsidiary had drawn down loan in full. This long-term loan is repayable in monthly installments and is to be fully repaid within 15 years from the contract date. The loan carries interest at the rate announced by the Company minus 2 percent, with the rate referenced to MLR. The loan is unsecured.

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
<u>Trade and other payables - related parties</u>				
<u>Trade payables - related parties (Note 19)</u>				
Subsidiaries	-	-	14,619	12,145
Related company (common shareholders and director)	-	446	-	246
Total trade payables - related parties	-	446	14,619	12,391
<u>Other payables - related parties (Note 19)</u>				
Subsidiaries	-	-	523	108
Related companies (common shareholder and director)	181	4	181	4
Total other payables - related parties	181	4	704	112
<u>Retention payable - related parties</u>				
Subsidiaries	-	-	90	90
Related company (common director)	463	436	463	436
Total retention payable - related parties	463	436	553	526
<u>Accrued expenses - related parties</u>				
Subsidiaries	-	-	-	1
Related company (common director)	111	580	111	580
Total accrued expenses - related parties	111	580	111	581
Total trade and other payables - related parties	<u>755</u>	<u>1,466</u>	<u>15,987</u>	<u>13,610</u>
<u>Advances received from customer - related party</u>				
Subsidiary	-	-	-	3,340
Total Advances received from customer - related party	<u>-</u>	<u>-</u>	<u>-</u>	<u>3,340</u>

Directors and management's remuneration

During the years ended 31 December 2021 and 2020, the Group had employee benefit expenses payable to their directors and management as below.

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Short-term employee benefits	55	50	29	28
Post-employment benefits	3	3	1	1
Total	58	53	30	29

Guarantee obligations with related parties

The Company has outstanding guarantee obligations with its subsidiaries, as described in Note 33.3 to the financial statements.

7. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Cash	370	439	290	359
Bank deposits	330,885	491,418	97,031	319,258
Total	331,255	491,857	97,321	319,617

As at 31 December 2021, bank deposits in saving accounts and fixed accounts carried interests between 0.05 and 1.10 percent per annum (the Company only: between 0.05 and 0.40 percent per annum) (2020: between 0.05 and 1.10 percent per annum, the Company only: between 0.05 and 0.60 percent per annum).

8. Trade and other receivables

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2021	2020	2021	2020
<u>Trade receivables - related parties</u>				
Aged on the basis of due dates				
Not yet due	-	-	2,517	8,016
Past due				
Up to 3 months	520	-	7,346	14,706
3 - 6 months	-	-	6,934	4,211
6 - 12 months	-	-	7,148	4,021
Over 12 months	-	428	3,307	2,093
Total	520	428	27,252	33,047
Less: Allowance for expected credit losses	-	(13)	(512)	(163)
Total trade receivables - related parties, net	520	415	26,740	32,884
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	128,872	145,778	73,152	94,033
Past due				
Up to 3 months	139,371	100,716	122,317	65,634
3 - 6 months	24,204	2,826	18,058	1,803
6 - 12 months	5,730	10,615	4,565	8,789
Over 12 months	84,698	82,583	56,935	56,042
Total	382,875	342,518	275,027	226,301
Less: Allowance for expected credit losses	(18,528)	(13,868)	(11,654)	(11,150)
Total trade receivables - unrelated parties, net	364,347	328,650	263,373	215,151
Total trade receivables - net	364,867	329,065	290,113	248,035
<u>Other receivables</u>				
Other receivables - related parties	8	9	42,192	23,078
Other receivables - unrelated parties	3,802	4,440	3,772	4,078
Accrued interest income	73	164	55	147
Total	3,883	4,613	46,019	27,303
Less: Allowance for expected credit losses	(839)	(234)	(1,994)	(500)
Total other receivables - net	3,044	4,379	44,025	26,803
Total trade and other receivables - net	367,911	333,444	334,138	274,838

The normal credit term is 30 to 90 days.

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

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Beginning balance	14,115	16,737	11,813	15,540
Provision for expected credit losses	11,844	964	10,752	2,013
Recognises interest income	(2,339)	(2,357)	(4,089)	(4,568)
Amount recovered	(365)	(1,204)	(365)	(1,155)
Amount written off	(4,473)	-	(4,473)	-
Effect from foreign exchange	585	(25)	522	(17)
Ending balance	19,367	14,115	14,160	11,813

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

9.1 Contract balances

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Unbilled receivables	864,406	582,077	575,986	318,461
Less: Allowance for expected credit losses	(3,260)	(1,317)	(1,921)	(408)
Total unbilled receivables - net	861,146	580,760	574,065	318,053
 Retention receivables	 106,827	 113,404	 70,349	 78,473
 Service income received in advance and advances received from customers				
Service income received in advance	301,141	309,180	177,552	190,113
Advances received from customers	220,629	177,807	149,605	149,315
Total	521,770	486,987	327,157	339,428

As at 31 December 2021, the Group has the balances of unbilled receivables amounted to approximately Baht 761 million (the Company only: Baht 543 million) is expected to bill with customers within 1 year (2020: the Group has the balances of unbilled receivables amounted to approximately Baht 562 million, the Company only: Baht 318 million is expected to bill with customers within 1 year).

9.2 Revenue recognised in relation to contract

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Revenue recognised during the year that was included in service income received in advance at the beginning of the year	261,594	170,887	167,333	66,532
Revenue recognised during the year from changes in variable considerations of performance obligations satisfied in previous years	2,238	4,945	(4,672)	9,534

9.3 Revenue to be recognised for the remaining performance obligations

As at 31 December 2021, revenue totaling to Baht 3,245 million (the Company only: Baht 2,077 million) (2020: Baht 3,116 million, the Company only: Baht 1,955 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 Group expects to satisfy these performance obligations within 7 years (the Company only: 7 years) (2020: 8 years, the Company only 8 years).

10. Inventories

	(Unit: Thousand Baht)	
	Consolidated	
	financial statements	
	<u>2021</u>	<u>2020</u>
Work in process	13,676	4,031
Equipment	2,292	-
Total inventories	<u>15,968</u>	<u>4,031</u>

11. Other current assets

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Prepaid expenses	10,322	11,456	8,561	8,690
Advance payments for cost of service	33,032	22,091	31,687	22,041
Value added tax refundable	1,180	2,588	-	-
Purchase vat awaiting tax invoices	7,842	5,723	2,512	1,599
Current tax assets	7,342	14,064	-	13,105
Others	8,694	4,357	3,096	4,276
Total other current assets	<u>68,412</u>	<u>60,279</u>	<u>45,856</u>	<u>49,711</u>

12. Restricted bank deposits

The outstanding balances represent bank deposit accounts which have been pledged with banks to secure the issuance of bank guarantees for electricity utilisation, other guarantee from banks and credit facilities of the Group.

13. Investments in subsidiaries

Details of investments in subsidiaries as presented in separate financial statements are as follows:

Company	Paid-up capital		Shareholding percentage		Cost		Allowance for impairment loss on investments		Carrying amount based on cost method - net		Dividend received during the years	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
(Unit: Million Baht)												
ATT Consultants Company Limited	20	20	100.00	100.00	46.4	46.4	-	-	46.4	46.4	9.8	44.0
Geotechnical & Foundation Engineering Company Limited	10	10	100.00	100.00	12.3	12.3	-	-	12.3	12.3	14.0	15.0
Management Solutions International Co., Ltd.	10	10	100.00	100.00	14.9	14.9	(5.5)	(5.5)	9.4	9.4	-	-
TEAM SQ Company Limited	10	10	100.00	100.00	11.8	11.8	-	-	11.8	11.8	5.7	3.5
TEAM Construction Management Company Limited	10	10	100.00	100.00	15.2	15.2	-	-	15.2	15.2	10.5	8.8
TEAM Consulting International Company Limited	-	10	-	100.00	-	10.0	-	(3.4)	-	6.6	-	-
TLT Consultants Company Limited	10.25	10.25	48.77	48.77	5.5	5.5	-	-	5.5	5.5	11.3	8.0
TEAM Quality Management Company Limited	10	10	83.75	83.75	6.5	6.5	(3.0)	(3.0)	3.5	3.5	-	-
TWI Consultants Company Limited	15	15	93.73	93.73	14.1	14.1	(14.1)	(14.1)	-	-	-	-
LTEAM Sole Co., Ltd. (paid-in capital LAK 1,000 million)	5	5	100.00	100.00	4.5	4.5	(0.4)	(0.4)	4.1	4.1	-	-
Total investments in subsidiaries					131.2	141.2	(23.0)	(26.4)	108.2	114.8	51.3	79.3

On 18 November 2016, the Extraordinary General Meeting of the shareholders No.1/2016 of TEAM Consulting International Company Limited, a subsidiary, passed a special resolution approving the dissolution of such company. The liquidator of the subsidiary registered the dissolution with the Ministry of Commerce on 30 November 2016. Subsequently in September 2021, the subsidiary returned its capital to the Company amounting to Baht 6.5 million and registered the liquidation with the Ministry of Commerce on 11 October 2021.

14. Investments in associates

14.1 Details of associates held through the Group.

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Consolidated financial statements					
			Shareholding percentage		Cost		Carrying amounts based on equity method	
			2021	2020	2021	2020	2021	2020
			(percent)	(percent)				
Krungthep Geotechnique Company Limited	Providing services in exploration and testing of geotechnical materials	Thailand	30	30	1,500	1,500	3,229	3,168
iGL Synergy Co., Ltd.	Providing services in engineering consultancy and project management	The Lao People's Democratic Republic	30	30	1,064	1,064	-	986
Prathumwan Smart District Cooling Company Limited	Providing services in installing and managing the District Cooling system for the distribution of chilled water	Thailand	14	14	7,000	7,000	6,781	6,807
Asset Activator Company Limited	Providing property Technology related services	Thailand	30	-	750	-	466	-
Total investments in associates					10,314	9,564	10,476	10,961
Less: Allowance for impairment loss on investment					(1,064)	-	-	-
Investments in associates - net					9,250	9,564	10,476	10,961

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Separate financial statements			
			Shareholding percentage		Cost	
			<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
			(percent)	(percent)		
Prathumwan Smart District Cooling Company Limited	Providing services in installing and managing the District Cooling system for the distribution of chilled water	Thailand	14	14	7,000	7,000
Asset Activator Company Limited	Providing property Technology related services	Thailand	30	-	750	-
Total investments in associates					<u>7,750</u>	<u>7,000</u>

During the current year, the Company invested in ordinary shares of Asset Activator Company Limited, which registered its incorporation with the Ministry of Commerce on 13 September 2021. Its registered share capital is Baht 10 million (1,000,000 ordinary shares with a par value of Baht 10 each) and 25% of the registered share capital was called up. The Company acquired 30% of its share capital for a total investment of Baht 0.75 million.

14.2 Share of comprehensive income

During the years, the Group recognised its share of comprehensive income from investments in associates in the consolidated financial statements as follows:

(Unit: Thousand Baht)

Company's name	Consolidated financial statements			
	Share of profit (loss) from investments in associates during the years		Share of other comprehensive income from investments in associates during the years	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Krungthep Geotechnique Company Limited	61	365	-	-
iGL Synergy Co., Ltd.	(1,081)	3	95	(49)
Prathumwan Smart District Cooling Company Limited	(27)	(193)	-	-
Asset Activator Company Limited	(283)	-	-	-
Total	<u>(1,330)</u>	<u>175</u>	<u>95</u>	<u>(49)</u>

14.3 Financial information about material associates

Summarised information about financial position

	(Unit: Thousand Baht)			
	Krungthep Geotechnique		Prathumwan Smart District	
	Company Limited		Cooling Company Limited	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Current assets	7,016	7,768	48,521	50,002
Non-current assets	4,620	4,552	700	12
Current liabilities	323	1,299	788	1,379
Non-current liabilities	550	460	-	-

Summarised information about comprehensive income

	(Unit: Thousand Baht)			
	Krungthep Geotechnique		Prathumwan Smart District Cooling	
	Company Limited		Company Limited	
	For the years ended		For the period as	
	31 December		from 1 October to	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Revenue	14,895	16,892	49	2
Profit (loss)	202	1,216	(190)	(1,377)
Total comprehensive income	202	1,216	(190)	(1,377)

15. Investment properties

The net book value of investment properties as at 31 December 2021 and 2020 is presented below.

	Consolidated financial statements			Separate financial statements		
	Land and office buildings		Total	Land and office buildings		Total
	for rent	Others		for rent	Others	
As at 31 December 2021:						
Cost	1,777	3,880	5,657	34,468	3,880	38,348
<u>Less: Accumulated depreciation</u>	(524)	(2,692)	(3,216)	(25,870)	(2,692)	(28,562)
Net book value	1,253	1,188	2,441	8,598	1,188	9,786
As at 31 December 2020:						
Cost	168	3,880	4,048	35,180	3,880	39,060
<u>Less: Accumulated depreciation</u>	(130)	(2,677)	(2,807)	(27,188)	(2,677)	(29,865)
Net book value	38	1,203	1,241	7,992	1,203	9,195

(Unit: Thousand Baht)

A reconciliation of the net book value of investment properties for the years 2021 and 2020 is presented below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Net book value at beginning of year	1,241	1,259	9,195	9,766
Additions	2	-	288	-
Transfer from property, plant and equipment	1,229	-	647	4
Write-off during the year - net book value as at write-off date	-	(1)	-	(227)
Depreciation for the year	(31)	(17)	(344)	(348)
Net book value at end of year	<u>2,441</u>	<u>1,241</u>	<u>9,786</u>	<u>9,195</u>

The fair value of the investment properties as at 31 December 2021 and 2020 stated below:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Land and office buildings for rent	3,141	113	25,266	23,993
Others	4,750	4,750	4,750	4,750

The fair value of the above investment properties has been determined based on valuation performed by an accredited independent valuer and categorised within Level 3 of the fair value hierarchy. The fair value of the land and other investment properties has been determined based on market prices, while that of the office buildings for rent has been determined using the replacement cost approach.

The Company has mortgaged investment properties amounting to approximately Baht 9 million (2020: Baht 8 million) as collateral against credit facilities received from financial institutions, as described in Note 18 to the financial statements.

16. Property, plant and equipment

	Consolidated financial statements							(Unit: Thousand Baht)
	Land	Buildings and building improvements	Solar cell and smart chiller equipment	Furniture, fixtures and office equipment	Motor vehicles	Assets under installation	Total	
Cost								
As at 1 January 2020	73,626	198,329	2,459	129,799	46,126	-	450,339	
Additions	-	58	-	3,277	254	240	3,829	
Transfer to right-of-use assets	-	-	-	(17,080)	(44,189)	-	(61,269)	
Disposals/write off	-	(1,827)	-	(1,264)	(23)	-	(3,114)	
As at 31 December 2020	73,626	196,560	2,459	114,732	2,168	240	389,785	
Additions	-	1,814	2,073	6,151	-	-	10,038	
Transfer from right-of-use assets	-	-	-	2,316	5,677	-	7,993	
Transfer to investment properties	(815)	(792)	-	-	-	-	(1,607)	
Disposals/write off	-	(30)	-	(2,056)	(2,929)	-	(5,015)	
Transfer in (out)	-	240	-	-	-	(240)	-	
As at 31 December 2021	72,811	197,792	4,532	121,143	4,916	-	401,194	
Accumulated depreciation								
As at 1 January 2020	-	154,120	91	83,014	30,559	-	267,784	
Depreciation for the year	-	2,300	159	13,544	329	-	16,332	
Transfer to right-of-use assets	-	-	-	(9,562)	(30,093)	-	(39,655)	
Depreciation on disposals/write off	-	(596)	-	(1,087)	(10)	-	(1,693)	
As at 31 December 2020	-	155,824	250	85,909	785	-	242,768	
Depreciation for the year	-	2,337	259	11,911	443	-	14,950	
Transfer from right-of-use assets	-	-	-	2,309	3,017	-	5,326	
Transfer to investment properties	-	(378)	-	-	-	-	(378)	
Depreciation on disposals/write off	-	(1)	-	(2,037)	(1,758)	-	(3,796)	
As at 31 December 2021	-	157,782	509	98,092	2,487	-	258,870	
Net book value								
As at 31 December 2020	73,626	40,736	2,209	28,823	1,383	240	147,017	
As at 31 December 2021	72,811	40,010	4,023	23,051	2,429	-	142,324	
Depreciation for the year								
2020 (Baht 2 million included in cost of services and the balance in administrative expenses)							16,332	
2021 (Baht 2 million included in cost of services and the balance in administrative expenses)							14,950	

(Unit: Thousand Baht)

	Separate financial statements				
	Land	Buildings and building improvements	Furniture, fixtures and office equipment	Motor vehicles	Assets under installation
Cost					Total
As at 1 January 2020	71,764	161,074	100,605	35,865	-
Additions	-	27	2,581	254	240
Transfer to right-of-use assets	-	-	(11,995)	(34,199)	-
Transfer to investment properties	-	(4)	-	-	-
Disposals/write off	-	(1,492)	(2,200)	-	-
As at 31 December 2020	71,764	159,605	88,991	1,920	240
Additions	-	1,161	3,949	-	-
Transfer from right-of-use assets	-	-	-	2,930	-
Transfer from (to) investment properties	(685)	1,685	-	-	-
Disposals/write off	-	-	(1,755)	(2,930)	-
Transfer in (out)	-	240	-	-	(240)
As at 31 December 2021	71,079	162,691	91,185	1,920	-
Accumulated depreciation					
As at 1 January 2020	-	124,872	64,492	25,522	-
Depreciation for the year	-	1,751	11,166	286	-
Transfer to right-of-use assets	-	-	(6,857)	(25,080)	-
Depreciation on disposals/write off	-	(487)	(1,743)	-	-
As at 31 December 2020	-	126,136	67,058	728	-
Depreciation for the year	-	1,799	9,605	322	-
Transfer from right-of-use assets	-	-	-	1,758	-
Transfer to investment properties	-	1,647	-	-	-
Depreciation on disposals/write off	-	-	(1,739)	(1,758)	-
As at 31 December 2021	-	129,582	74,924	1,050	-
Net book value					
As at 31 December 2020	71,764	33,469	21,933	1,192	240
As at 31 December 2021	71,079	33,109	16,261	870	-
Depreciation for the year					
2020 (Baht 2 million included in cost of services and the balance in administrative expenses)					13,203
2021 (Baht 2 million included in cost of services and the balance in administrative expenses)					11,726

As at 31 December 2021, certain plant, equipment and vehicle items of the Group have been fully depreciated but are still in use. The gross carrying amount (before deducting accumulated depreciation) of those assets amounted to approximately Baht 58 million (the Company only: Baht 45 million) (2020: Baht 43 million, the Company only: Baht 31 million).

The Company has mortgaged land together with buildings constructed thereon amounting to approximately Baht 104 million (2020: Baht 105 million) as collateral against credit facilities received from financial institutions, as described in Note 18 to the financial statements.

17. Intangible assets

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

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2021	2020	2021	2020
Cost	127,094	125,279	99,304	98,520
Accumulated amortisation	(75,599)	(65,384)	(54,673)	(46,330)
Net book value	51,495	59,895	44,631	52,190
Amortisation expenses included in the profit or loss for the year	10,215	9,759	8,343	7,849

A reconciliation of the net book value of intangible assets for the years 2021 and 2020 is presented below.

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2021	2020	2021	2020
Net book value at beginning of year	59,895	61,339	52,190	52,046
Acquisitions of computer software	1,815	8,315	784	7,993
Amortisation	(10,215)	(9,759)	(8,343)	(7,849)
Net book value at end of year	51,495	59,895	44,631	52,190

18. Bank overdrafts and short-term loans from banks

(Unit: Thousand Baht)

		Consolidated financial statements	
Interest rate			
(% p.a.)		<u>2021</u>	<u>2020</u>
Bank overdrafts	Rate of saving deposits plus the specific rate, rate of fixed deposit 12 and 24 months plus the specific rates, MOR - 1 and MOR	9,475	1,666
Promissory notes	Rate of 3.6%, rate of saving deposits plus 1%, rate of fixed deposit 24 months plus 2%, MLR - 1, MLR - 1.5 and MMR	58,000	30,000
Total		<u>67,475</u>	<u>31,666</u>

Credit facilities from financial institutions of the Group are secured by certain saving deposits and fixed deposits of the Group, certain mortgaged land with constructions thereon and investment properties of the Company, and include transfer of rights over receipt of payment under certain contracts of the Group.

19. Trade and other payables

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Trade payables - related parties	-	446	14,619	12,391
Trade payables - unrelated parties	52,499	21,828	30,443	14,131
Other payables - related parties	181	4	704	112
Other payables - unrelated parties	14,933	17,886	10,541	12,077
Retention payables	4,599	14,050	2,494	12,329
Accrued expenses	139,308	131,245	80,583	84,912
Total trade and other payables	<u>211,520</u>	<u>185,459</u>	<u>139,384</u>	<u>135,952</u>

20. Other current liabilities

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Deferred output tax	26,178	23,676	18,898	16,455
Withholding tax payable	5,718	7,567	4,051	4,493
Value added tax payable	6,772	9,140	3,707	6,341
Others	4,819	3,346	2,147	2,234
Total other current liabilities	<u>43,487</u>	<u>43,729</u>	<u>28,803</u>	<u>29,523</u>

21. Leases

21.1 The Group as a lessee

The Group has lease contracts for various assets used in its operations. Leases generally have lease terms between 3 months - 5 years.

a) Right-of-use assets

Movement of right-of-use assets for the years ended 31 December 2021 and 2020 are summarised below:

	(Unit: Thousand Baht)			
	Consolidated financial statements			
	Office			
	<u>Buildings</u>	<u>equipment</u>	<u>Motor vehicles</u>	<u>Total</u>
As at 1 January 2020	163	12,609	33,619	46,391
Additions	-	-	22,796	22,796
Write-off during the year -				
net book value as at write-off date	-	(18)	-	(18)
Depreciation for the year	(123)	(6,204)	(14,132)	(20,459)
As at 31 December 2020	40	6,387	42,283	48,710
Additions	242	219	11,687	12,148
Transfer to property, plant and				
equipment	-	(6)	(2,661)	(2,667)
Write-off during the year -				
net book value as at write-off date	-	(19)	-	(19)
Depreciation for the year	(122)	(4,133)	(14,184)	(18,439)
As at 31 December 2021	<u>160</u>	<u>2,448</u>	<u>37,125</u>	<u>39,733</u>

(Unit: Thousand Baht)

	Separate financial statements		
	Office equipment	Motor vehicles	Total
As at 1 January 2020	9,663	21,663	31,326
Additions	-	21,830	21,830
Depreciation for the year	(4,711)	(10,378)	(15,089)
As at 31 December 2020	4,952	33,115	38,067
Additions	-	7,030	7,030
Transfer to property, plant and equipment	-	(1,172)	(1,172)
Write-off during the year - net book value as at write-off date	(19)	(1,376)	(1,395)
Depreciation for the year	(3,252)	(10,112)	(13,364)
As at 31 December 2021	1,681	27,485	29,166

b) Lease liabilities

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Lease payments	41,207	50,254	29,727	39,900
Less: Deferred interest expenses	(3,040)	(3,844)	(2,095)	(3,079)
Total	38,167	46,410	27,632	36,821
Less: Portion due within one year	(14,018)	(18,887)	(9,718)	(14,438)
Lease liabilities - net of current portion	24,149	27,523	17,914	22,383

Movements of the lease liability account during the years ended 31 December 2021 and 2020 are summarised below:

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Balance at beginning of year	46,410	45,157	36,821	30,759
Additions	12,082	22,790	7,030	21,830
Accretion of interest	2,123	2,402	1,488	1,657
Repayments	(22,448)	(23,921)	(16,297)	(17,425)
Cancellation of the lease agreements	-	(18)	-	-
Transfer the right of the lease agreements to the subsidiaries	-	-	(1,410)	-
Balance at end of year	38,167	46,410	27,632	36,821

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

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

Expenses relating to leases that are recognised in profit or loss for the years ended 31 December 2021 and 2020 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Depreciation expense of right-of-use assets	18,439	20,459	13,364	15,089
Interest expense on lease liabilities	2,123	2,402	1,488	1,657
Expense relating to short-term leases	1,388	5,015	293	3,421
Expense relating to leases of low-value assets	-	70	-	-

d) Others

The Group had total cash outflows for leases for the year ended 31 December 2021 of Baht 24 million (the Company only: Baht 17 million) (2020: Baht 29 million, the Company only: Baht 19 million). including the cash outflow related to short-term lease, leases of low-value assets.

21.2 Group as a lessor

The Group has entered into finance leases for its sales of water recycling system and solar power generation system of the lease terms are 10 years.

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
	<u>2021</u>	<u>2021</u>
Undiscounted lease payments receivable under finance leases		
Within 1 year	2,263	28
Over 1 and up to 5 years	11,785	1,416
Over 5 years	9,792	2,266
Total	23,840	3,710
Less: Deferred interest income	(4,713)	(214)
Net investment in the finance leases	19,127	3,496

Amounts recognised in profit or loss for finance leases

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
	<u>2021</u>	<u>2021</u>
Selling profit (loss) for finance leases	1,437	-
Interest income on the net investment in finance leases	189	44

22. Provision for long-term employee benefits

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

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Defined benefit obligation at beginning of year	296,180	284,787	220,434	204,988
Included in profit or loss:				
Current service cost	28,871	28,922	20,091	19,771
Interest cost	4,025	4,078	2,757	2,788
Included in other comprehensive income:				
Actuarial (gain) loss arising from				
Demographic assumptions changes	2,774	(1)	-	-
Financial assumptions changes	(25,376)	5,452	(17,021)	4,288
Experience adjustments	(7,816)	4,679	(9,991)	9,409
Benefits paid during the year	(27,071)	(31,737)	(24,132)	(20,810)
Provisions for long-term employee benefits at end of year	<u>271,587</u>	<u>296,180</u>	<u>192,138</u>	<u>220,434</u>

The Group expects to pay Baht 31 million of long-term employee benefits during the next year (the Company only: Baht 27 million) (2020: Baht 42 million, the Company only: Baht 42 million).

As at 31 December 2021, the weighted average duration of the liabilities for long-term employee benefits is 13 - 17 years (the Company only: 14 years) (2020: 14 - 18 years, the Company only: 14 years).

Significant actuarial assumptions are summarised below.

	(Unit: % per annum)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Discount rate	2.29 - 2.83	1.49 - 1.90	2.38	1.49
Salary increase rate	6.00	6.00	6.00	6.00

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2021 and 2020 are summarised below:

	(Unit: Million Baht)			
	As at 31 December 2021			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>Increase 1%</u>	<u>Decrease 1%</u>	<u>Increase 1%</u>	<u>Decrease 1%</u>
Discount rate	(25)	29	(17)	19
Salary increase rate	28	(24)	19	(16)

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

23. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve equal to at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any) until the reserve reaches 10 percent of the registered share capital. The statutory reserve is not available for dividend payment.

According to Section 1202 of the Thai Civil and Commercial Code, the subsidiaries (incorporated under Thai Laws) are required to set aside a statutory reserve equal to at least 5 percent of its net profit each time the company pays out a dividend, until such reserve reaches 10 percent of its registered share capital. The statutory reserve is not available for dividend payment.

24. Revenue from contracts with customers

Disaggregated revenue information.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Service income	1,737,347	1,704,950	1,117,115	1,037,713
Revenue from sales of water recycling system and solar power generation system	19,375	-	3,570	-
Revenue from construction of water supply system	2,585	-	2,585	-
Total	1,759,307	1,704,950	1,123,270	1,037,713

25. Finance income

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Interest received from bank deposits	1,238	2,957	707	1,991
Interest received from loans	-	-	4,188	3,097
Interest received from finance lease	189	-	44	-
Interest income from reversing allowance for expected credit losses	5,445	5,440	5,690	6,321
Total	6,872	8,397	10,629	11,409

26. Finance cost

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Interest expenses on borrowings	1,644	476	-	-
Interest expenses on lease liabilities	2,123	2,402	1,488	1,657
Total	3,767	2,878	1,488	1,657

27. Expenses by nature

Significant expenses classified by nature are as follows:

			(Unit: Thousand Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Salaries and wages and other employee benefits	990,904	1,034,606	602,359	639,321
Survey expenses and subcontractors costs	242,451	156,145	256,993	165,028
Depreciation and amortisation	43,635	46,566	33,777	36,487

28. Income tax

Income tax expenses for the years ended 31 December 2021 and 2020 are made up as follows:

			(Unit: Thousand Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Current income tax:				
Current income tax charge	31,791	28,750	20,665	9,906
Deferred tax relating to origination and reversal of temporary differences	(2,098)	214	403	2,270
Income tax expense reported in profit or loss	<u>29,693</u>	<u>28,964</u>	<u>21,068</u>	<u>12,176</u>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2021 and 2020 are as follows:

			(Unit: Thousand Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Deferred tax relating to actuarial gain (loss)	<u>6,084</u>	<u>(2,026)</u>	<u>5,403</u>	<u>(2,739)</u>

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

(Unit: Thousand Baht)				
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Accounting profit before tax	141,547	148,317	152,167	146,151
Income tax at the Company in Thailand's corporate income tax rate of 20%	28,309	29,664	30,433	29,230
Difference in tax rate in group companies	-	(20)	-	-
Effects of:				
Promotional privileges	(306)	(12)	-	-
Non-deductible expenses	5,297	988	4,212	802
Exemption of income	(2,408)	(1,088)	(12,706)	(17,124)
Additional expense deductions allowed	(265)	(892)	(208)	(739)
Unused tax loss in the current year	31	352	-	-
Utilisation of previously unrecognised tax losses	(544)	-	-	-
Share of (profit) loss from investment in associates	266	(35)	-	-
Other	(687)	7	(663)	7
Total	1,384	(680)	(9,365)	(17,054)
Income tax expenses reported in profit or loss	29,693	28,964	21,068	12,176

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

(Unit: Thousand Baht)				
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Deferred tax assets				
Provision for long-term employee benefits	54,318	59,236	38,427	44,087
Unused tax losses	951	-	-	-
Effect on elimination of intercompany transactions	2,560	2,431	-	-
Others	189	337	186	332
Total	58,018	62,004	38,613	44,419

As at 31 December 2021, the subsidiaries have unused tax losses totaling Baht 0.1 million (2020: Baht 6.5 million), on which deferred tax assets have not been recognised as the subsidiaries believe that future taxable profits may not be sufficient to allow utilisation of the unused tax losses.

Details of expiry date of unused tax losses are summarised as below:

	(Unit: Thousand Baht)	
	Consolidated	
	financial statements	
	<u>2021</u>	<u>2020</u>
31 December 2021	-	2,229
31 December 2022	40	40
31 December 2023	-	29
31 December 2024	-	3,898
31 December 2025	8	343
31 December 2026	11	-
	<u>59</u>	<u>6,539</u>

29. Earnings per share

Basic earnings per share is calculated by dividing profit for the year (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

	For the year ended 31 December			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Profit attributable to equity holders of the Company (Thousand Baht)	111,543	119,372	131,099	133,975
Weighted average number of ordinary shares (Thousand shares)	680,000	680,000	680,000	680,000
Earnings per share (Baht per share)	0.16	0.18	0.19	0.20

30. Operating segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance. The chief operating decision maker has been identified as the Executive Committee.

For management purposes, the Group is organised into business units based on its type of service and specialisation and has eight reportable segments as follows:

- (1) Transportation and logistics project segment
- (2) Water resources project segment
- (3) Urban, building and infrastructure project segment
- (4) Project management and construction supervision segment
- (5) Construction management and supervision for various types of buildings and infrastructure segment
- (6) Energy, power, oil and gas, petrochemical and related industry, including port and infrastructure project segment
- (7) Geotechnical engineering and underground structure project segment
- (8) Other segment, which consists of environment science project work, architectural planning and design, interior design, landscape architecture and design work for urban development project, and related business project work

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and on a basis consistent with that used to measure operating profit or loss in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The basis of pricing policies for the inter-segment transfer are at the prices as described in Note 6 to the financial statements.

The following tables present revenue and profit information regarding the Group's operating segments for the years ended 31 December 2021 and 2020, respectively.

(Unit: Million Baht)

For the year ended 31 December 2021

		Transportation and logistics project segment	Water resources project segment	Urban, building and infrastructure project segment	Project management and construction supervision segment	Construction management and supervision for various types of buildings and infrastructure segment	Energy, power, oil and gas, petrochemical and related industry, including port and infrastructure project segment	Geotechnical engineering and underground structure project segment	Other segment	Total	Elimination	Consolidated financial statement
Revenues from external customers	410	230	204	296	200	132	155	132	132	1,759	-	1,759
Segment profit	92	72	45	84	47	29	38	34	441	441	-	441
Other income									28	28		28
Share of loss from investments in associates												(1)
Administrative expenses												(322)
Finance cost												(4)
Profit before income tax expenses												142
Income tax expenses												(30)
Profit for the year												112

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Geographic information

Revenues from external customers set up by customer location.

	(Unit: Million Baht)	
	Consolidated	
	financial statements	
	2021	2020
Revenues from external customers		
Project domestic segment	1,660	1,535
Project international segment	99	170
Total	1,759	1,705

Major customers

In 2021, the Group had service revenues from major customers, which consisted of a group of government and state enterprise, amounting to Baht 1,169 million (2020: Baht 1,074 million).

31. Provident funds

The Company and some subsidiaries and their employees have jointly established provident funds in accordance with the Provident Fund Act B.E. 2530. The Group and their employees contribute to the funds monthly at the rate of 3 to 5 percent of basic salary. The funds, which are managed by Krungsri Asset Management Company Limited will be paid to employees upon termination in accordance with the fund rules. The contribution for the years 2021 were recognised as expenses amounting to Baht 25 million (the Company only: Baht 16 million) (2020: Baht 25 million, the Company only: Baht 17 million).

32. Dividends

Dividends	Approved by	Total dividends (Million Baht)	Number of ordinary shares (Million Shares)	Dividend per share (Baht)
Interim dividend for the period as from 1 July 2019 to 31 December 2019	Board of Directors Meeting of the Company on 7 April 2020	40.8	680	0.06
Interim dividend for year 2020	Board of Directors Meeting of the Company on 11 August 2020	74.8	680	0.11
Total dividend for 2020		115.6		

Dividends	Approved by	Total dividends (Million Baht)	Number of ordinary shares (Million Shares)	Dividend per share (Baht)
Dividend for year 2020	Annual General Meeting of the shareholders on 29 April 2021	34.0	680	0.05
Total dividend for 2021		34.0		

33. Commitments and contingent liabilities

33.1 Capital commitments

As at 31 December 2021, the Group had capital commitment of approximately Baht 7 million (the Company only: Baht 6 million) (2020: Baht 2 million, the Company only: Baht 2 million) relating to the acquisition of building improvement, tools, office equipment and computer software.

33.2 Service commitments

As at 31 December 2021, the Group has the following service commitments:

- The Group has commitments totaling Baht 211 million (the Company only: Baht 181 million) (2020: Baht 194 million, the Company only: Baht 178 million) in respect of cost of service, for which the Group had already entered into agreements.
- The Group has commitments totaling Baht 3 million (the Company only: Baht 3 million) (2020: Baht 3 million, the Company only: Baht 3 million) in respect of other service commitments, for which the Group had already entered into agreements.

33.3 Related party guarantees

As at 31 December 2021, the Company had provided guarantees totaling Baht 720 million (2020: Baht 720 million) for bank credit facilities on behalf of its subsidiaries.

33.4 Bank guarantees

As at 31 December 2021 and 2020, there were outstanding bank guarantees issued by banks on behalf of the Group in respect of certain performance bonds as required in the normal course of business of the Group. The details of bank guarantees are as follows:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Guarantee of service contracts, advance payment and bidding	775	730	615	565
Guarantee of retention	103	67	76	46
Other guarantees	2	2	2	2
	<u>880</u>	<u>799</u>	<u>693</u>	<u>613</u>

33.5 Litigation

The Company

In 2013, an employer was filed a lawsuit against the Company with the Central Administrative Court for its breach of a hire of work contract, seeking damages totaling approximately Baht 8 million. On 21 August 2017, the Central Administrative Court ordered the Company to pay damages, together with interest in total amount of approximately Baht 0.7 million. The Company recorded the whole amount as an expense in the statement of comprehensive income for the year 2017.

Subsequently, on 19 September 2017, the plaintiff and the Company appealed to the Supreme Administrative Court, and the Company requested an amendment to its appeal on 8 December 2017. Currently, the Company is awaiting a judgment from the Supreme Administrative Court. However, the management of the Company expects no additional material losses to be incurred as a result of the case.

Subsidiary

On 23 February 2016, a lawsuit was filed against TEAM Construction Management Company Limited, a subsidiary, with the Civil Court on the grounds related to breach of a hire of work contract with the plaintiff, who sought damages of Baht 31 million from the subsidiary. The contract value was Baht 0.9 million, with a maximum fine of 10 percent of the contract value specified in the contract. On 17 April 2019, the Civil Court ordered the subsidiary to pay damages, together with interest and other fees in total amount of approximately Baht 1.2 million. The subsidiary recorded the whole amount as an expense in the statement of comprehensive income for the year 2019. Subsequently, on 6 September 2019 and 8 October 2019, the subsidiary and the plaintiff, respectively, lodged appeals with the Appeal Court. Currently, the subsidiary is awaiting a judgment from the Appeal Court. However, the management of the Group expects no additional material losses to be incurred as a result of the case.

34. Financial instruments

34.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade and other receivables, finance lease receivables, loans to related parties, other current financial assets, restricted bank deposits, bank overdrafts and short-term loans from banks, trade and other payables and lease liabilities. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Group is exposed to credit risk primarily with respect to cash and cash equivalents, trade and other receivables, unbilled receivables, finance lease receivables, loans to related parties, other current financial assets and restricted bank deposits. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

Trade receivables and unbilled receivables

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

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

Bank deposits

The Group manages the credit risk of bank deposits by entering into agreements with counterparties that are banks and financial institutions with high credit ratings assigned by international credit-rating agencies.

Market risk

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

Foreign currency risk

The Group's exposure to foreign currency risk arises mainly from consulting contracts and advances received from employers that are denominated in foreign currencies.

As at 31 December 2021 and 2020, the balances of financial assets and liabilities of the Group denominated in foreign currencies are summarised below.

Foreign currency	Consolidated financial statements					
	Financial assets		Financial liabilities		Average exchange rate	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
USD	1.1	0.9	0.1	0.1	33.4199	30.0371
LAK	32.0	163.2	-	-	0.0030	0.0032

Foreign currency	Separate financial statements					
	Financial assets		Financial liabilities		Average exchange rate	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
USD	0.7	0.5	0.1	0.1	33.4199	30.0371

The Group considers that the sensitivity of the Group's profit before tax to a reasonably possible change in above foreign currencies exchange rates affected as at 31 December 2021 and 2020 is not material.

Interest rate risk

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

As at 31 December 2021 and 2020, significant financial assets and liabilities classified by type of interest rates are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Thousand Baht)

Consolidated financial statements											
As at 31 December											
	Fixed interest rates						Non-interest bearing			Total	
	Within 1 year		1 - 5 years		Over 5 years		Floating interest rate		Non-interest bearing		Effective interest rate
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	
Financial assets											(% p.a.)
Cash and cash equivalents	782	390	-	-	-	-	271,488	353,723	58,985	137,744	0.05 - 1.10
Trade and other receivables	-	-	-	-	-	-	-	-	367,911	333,444	0.05 - 0.60
Finance lease receivables	1,410	-	8,747	-	8,970	-	-	-	-	-	-
Other current financial assets	4,115	1,343	-	-	-	-	-	-	-	-	-
Restricted bank deposits	51,923	61,980	3,750	-	-	-	-	-	55,673	61,980	0.10 - 0.20
	58,230	63,713	12,497	-	8,970	-	271,488	353,723	426,896	471,188	0.05 - 1.10
									778,081	888,624	0.10 - 1.10
Financial liabilities											
Bank overdrafts and short-term loans from banks	7,500	-	-	-	-	-	59,975	31,666	-	67,475	Note 18
Trade and other payables	-	-	-	-	-	-	-	-	211,520	185,459	-
Lease liabilities	14,018	18,887	24,149	27,523	-	-	-	-	-	38,167	4.39 - 6.93
	21,518	18,887	24,149	27,523	-	-	59,975	31,666	211,520	317,162	4.39 - 6.93
									185,459	263,535	4.39 - 6.93

Separate financial statements

As at 31 December													
Fixed interest rates						Floating interest rate				Non-interest bearing		Effective interest rate	
Within 1 year		1 - 5 years		Over 5 years		Within 1 year		1 - 5 years		bearing		Total	
2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Financial assets													
	-	-	-	-	-	61,338	194,201	-	-	35,983	125,416	97,321	319,617
Cash and cash equivalents	-	-	-	-	-	-	-	-	-	334,138	274,838	334,138	274,838
Trade and other receivables	-	1,302	-	2,194	-	-	-	-	-	-	-	3,496	-
Finance lease receivables	-	-	-	-	-	81,500	64,500	-	-	-	-	81,500	64,500
Short-term loans to related parties	3,878	1,106	-	-	-	-	-	-	-	-	-	3,878	1,106
Other current financial assets	-	-	-	-	-	-	-	1,300	1,670	-	-	1,300	1,670
Long-term loan to related party	43,160	49,160	-	-	-	-	-	-	-	-	-	43,160	49,160
Restricted bank deposits	47,038	50,266	1,302	-	2,194	-	142,838	258,701	1,300	1,670	370,121	400,254	564,793
													710,891
Financial liabilities													
	-	-	-	-	-	-	-	-	-	139,384	135,952	139,384	135,952
Trade and other payables	9,718	14,438	17,914	22,383	-	-	-	-	-	-	-	27,632	36,821
Lease liabilities	9,718	14,438	17,914	22,383	-	-	-	-	-	139,384	135,952	167,016	172,773

The Group considers that the sensitivity of the Group's profit before tax to a reasonably possible change in interest rates on that portion of floating rate loans from affected as at 31 December 2021 and 2020 is not material.

Liquidity risk

The Group monitors the risk of a shortage of liquidity through the use of bank overdrafts and short-term loans from banks and lease contracts. Approximately 75% of the Group's debt will mature in less than one year at 31 December 2021 (2020: 70%) (the Company only: 71%, 2020: 68%) based on the carrying value of borrowings reflected in the financial statements. The Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding.

The table below summarises the maturity profile of the Group's financial liabilities as at 31 December 2021 and 2020 based on contractual undiscounted cash flows:

(Unit: Thousand Baht)

	Consolidated financial statements				
	As at 31 December 2021				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Bank overdraft and short-term loans					
from banks	-	67,475	-	-	67,475
Trade and other payables	-	211,520	-	-	211,520
Lease liabilities	-	15,521	25,686	-	41,207
Total	-	294,516	25,686	-	320,202

(Unit: Thousand Baht)

	Consolidated financial statements				
	As at 31 December 2020				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Bank overdraft and short-term loans					
from banks	-	31,666	-	-	31,666
Trade and other payables	-	185,459	-	-	185,459
Lease liabilities	-	20,842	29,412	-	50,254
Total	-	237,967	29,412	-	267,379

(Unit: Thousand Baht)

	Separate financial statements				
	As at 31 December 2021				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Trade and other payables	-	139,384	-	-	139,384
Lease liabilities	-	10,779	18,948	-	29,727
Total	-	150,163	18,948	-	169,111

(Unit: Thousand Baht)

	Separate financial statements				
	As at 31 December 2020				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Trade and other payables	-	135,952	-	-	135,952
Lease liabilities	-	15,880	24,020	-	39,900
Total	-	151,832	24,020	-	175,852

34.2 Fair values of financial instruments

Since the majority of the Group's financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair values are not expected to be materially different from the amounts presented in the statement of financial position.

35. Capital management

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value.

As at 31 December 2021 and 2020, the Group's debt-to-equity ratio is summarised below:

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Debt-to-equity ratio	1.14	1.20	0.77	0.93

36. Event after the reporting period

On 23 February 2022, the meeting of the Company's Board of Directors No. 1/2022 passed a resolution to propose to the 2022 Annual General Meeting of the Company's shareholders a dividend of Baht 0.15 in respect of the Company's net profit for the year 2021 to be paid to the Company's shareholders who hold 680 million shares, or a total of Baht 102 million, for approval.

37. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 23 February 2022.

Attachments:

Attachment 1	Details of directors, executives, controlling persons, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision, the Company's secretary and the representative for contact and coordination in case of a foreign company
Attachment 2	Details of the directors of subsidiaries
Attachment 3	Details of the Heads of the Internal Audit
Attachment 4	Assets for business undertaking
Attachment 5	Unabridged policy and guidelines on corporate governance and unabridged code of conduct prepared by the Company
Attachment 6	Report of the Audit Committee
Attachment 7	Report of the Nomination and Compensation Committee
Attachment 8	Report of the Risk Management Committee



Further corporate information can be accessed at the company website, www.teamgroup.co.th

"Any referenced information in this report disclosed on the Company's website at www.teamgroup.co.th shall be deemed that such information is part of this 56-1 One Report. The Board of Directors is responsible for the correctness and completeness of those referenced information as well as the information presented in this 56-1 One Report form."





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