



STONEHENGE INTER

ANNUAL REPORT 2020

One Report



STONEHENGE INTER PLC.
บริษัท สโตนเฮ็นจ์ อินเตอร์ จำกัด (มหาชน)

**“To be No 1, in project management,
construction management, architectural
and engineering design service.”**



Stonehengeinter



www.sti.co.th

Vision

“Becoming a fully integrated Consulting and Project Management and the best Architectural and Engineering design service provider.”

B

Benefit

S

Smart

E

Efficiency

T

Trustworthy

Mission

The organization's mission is as follows



To provide services with international professional standards by understanding and recognizing the needs of customers which also giving the priority of project's budget control in order to maintain the maximum benefit of customers.



To ensure a good corporate governance in terms of fairness, transparency, accountability and competitiveness to guarantee the quality of service in all projects.

To manage the project by experienced and field expertise personnel in order to ensure the success of the project according to the customer's plan.





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STI's group

Stonehenge Inter Public Company Limited and subsidiaries

The Company

Stonehenge Inter Public Company Limited (STI)

Subsidiaries

Stonehenge Company Limited (STH),
Stonehenge Inter Venture Company Limited (STV)
and Asian Engineering Consultants Corporation Limited (AEC)

UV

Univentures Public Company Limited

UVCAP

Univentures Capital Company Limited

BOT

Bank of Thailand

NESDC

The Office of the National Economic
and Social Development Council

NSO

National Statistical Office of Thailand

OTP

The Office of Transport and Traffic Policy and Planning

MRTA

Mass Rapid Transit Authority of Thailand

SEC

The Securities and Exchange Commission

SET

The Stock Exchange of Thailand

Financial Highlights



		Consolidated financial statements for the year ended		
		31 Dec 2018	31 Dec 2019	31 Dec 2020
Operating Results				
Service income	Million Baht	631.39	712.35	1,570.25
Total revenues	Million Baht	635.10	727.28	1,576.17
Cost of service	Million Baht	431.39	471.96	1,071.72
Gross profit	Million Baht	200.00	240.39	498.53
Net profit	Million Baht	73.03	85.50	178.76
Net profit attributable to equity holders of the Company	Million Baht	73.03	85.50	149.22
Financial Position				
Cash and cash equivalents	Million Baht	443.90	37.03	76.10
Total assets	Million Baht	716.82	785.03	1,857.16
Total liabilities	Million Baht	144.63	159.95	1,004.91
Issued and paid-up capital	Million Baht	134.00	134.00	134.00
Equity attributable to owners of the Company	Million Baht	572.19	625.08	712.67
Total shareholders' equity	Million Baht	572.19	625.08	582.25
Par value per share	Baht	0.50	0.50	0.50

Key Financial Ratios

Key Financial Ratios		Consolidated financial statements for the year ended		
		31 Dec 2018	31 Dec 2019	31 Dec 2020
Current Ratio	Times	6.98	8.07	2.00
Quick Ratio	Times	5.60	5.71	0.61
Operating Cash Flow Ratio	Times	1.00	0.18	(0.20)
Accounts Receivable Turnover	Times	6.95	7.25	9.04
Average Collection Period	Days	52.50	50.33	40.36
Accounts Payable Turnover	Times	37.87	34.43	20.86
Payment Period	Days	9.64	10.60	17.50
Cash Cycle	Days	42.86	39.72	22.86
Profitability ratio				
Gross Profit Margin	%	31.68	33.75	31.75
EBIT Margin	%	13.92	15.08	14.87
Other Income Ratio	%	0.58	2.05	0.38
Cash Ratio Margin	%	81.30	15.25	(29.54)
Net Profit Margin	%	11.50	11.76	9.47
Return on Equity	%	20.03	14.28	24.20
Efficiency ratio				
Return on Asset	%	14.88	11.39	13.53
Return on Fixed Asset	%	705.14	582.83	106.04
Total Asset Turnover	Times	1.29	0.97	1.19
Financial policy ratio				
Debt to Equity Ratio	Times	0.25	0.26	1.41
Interest Coverage Ratio	Times	83.77	232.18	33.66
Interest Bearing Debt to EBITDA Ratio	Times	0.09	0.00	1.13
Debt Service Coverage Ratio	Times	13.42	372.10	2.10
Dividend Payout Ratio	%	95.85	31.30	44.90



Message from Chairman of the Board of Directors

Dear Shareholders,
Stonehenge Inter Public Company Limited

2020 was a year of significant change for the world. During the epidemic of Coronavirus 2019 (Covid-19) which strongly affected living conditions of all people and global economy, various economic sectors were in temporary hiatus. There were measures to control the spread of Covid-19 in many country and the world, as well as the lockdown measure of Thailand which impacted Thai economy in overall. Despite Thai government's measures for economic stimulus via short-term fiscal policy or monetary policy, Thai economy in 2020 faced the highest contraction since Asian economic crisis in 1998. Although Thailand was able to manage the first phase of epidemic during early year well, it had to face the new wave of outbreak during late 2020. Therefore, the Thai economy is quite affected heavily especially many operators in the sector because Thailand's revenue is highly reliant upon foreign tourists.

During the situation of economic fluctuations of both Thailand and global in 2020, the Board of Directors and the Management team still determined to achieve business targets of STI Group closely, monitoring and evaluating situations that might impact the business, and preparing to adjust strategies to current situation. The Company cared for health and safety of all employees so it was monitoring Covid-19 situation and preventive measures issued by the government continuously, as well as, issuing policies to strictly control and prevent spread of covid-19 to its employees.

At the same time, the Company was aware of the importance of operating business on the basis of transparency according to good corporate governance principles, corporate responsibilities to environment and society, code of conduct,



and benefits to shareholders for sustainable long-term returns to all related parties. Although overall Thai economy in 2020 fluctuated significantly and impacted the country in all aspects, the Company was still able to continue its business and achieved its business plans as shown in the financial reports in this annual report.

The Company operated its business strictly under related regulations. It also reviewed and amended its Corporate governance policy, Code of conduct, and Charters of the Board of Directors and Sub-committees to be in line with Good corporate governance principles for listed companies. The Company received survey results of Corporate Governance Report 2020 in level “Excellent” from Thai Institute of Directors and received assessment results of 2020 annual general shareholders’ meeting at full 100 points from Thai Investors Association. These indicated as another year of good development in corporate governance for the Company. The Board of Directors also aimed to develop the Company to grow with sustainable development. Besides, the company also operated business and Public activities for corporate

social responsibilities and environmental and all stakeholders as shown in 2020 Annual Report.

On behalf of the Board of Directors of Stonehenge Inter Public Company Limited, I would like to give my appreciation to shareholders, customers, trade partners, and all stakeholders who have continuously offered trust and support for the Company. The Company shall continue to further develop its business with commitment and operate its business with discretion and adherence to corporate governance principle in order to offer long-term and sustainable returns to all related parties. I would also like to give my appreciation to all executives and employees who invested their time and heart to perform at their full capability which is an important part to drive the Company to grow with stability and sustainability.

Mr. Jumpol Sumpaopol
Chairman of the Board of Directors



Message from Chief Executive Officer

Dear Shareholders,

Stonehenge Inter Public Company Limited

In 2020, Thai economy faced an inevitable crisis resulting from the pandemic of coronavirus 2019 (Covid-19) since early 2020. This gravely impacted business operators in various sectors resulting in business closure or layoff in order to maintain business success in such a situation. This also impacted to Thai property sector in 2020 which caused delay in some construction projects or apparent decline in purchasing power of property sector.

In this regard, the management team had operated under discretion and caution and closely monitored situations that might impact the business in terms of business plan and management strategy, and also implemented various measures to prevent the spread of Covid-19 among its employees and complied with announcements and laws issued by government agencies. In 2020, the Company was still able to operate its business continuously through its adaption to new normal working process and meetings to follow up project progress through

electronic media. The Company's employees also strictly complied to pandemic preventive measures in which none of its employees was infected with Covid-19 and all were able to perform work effectively with the new normal. This resulted in its business operations in 2020 achieving planned targets. STI had revenue from service of THB 1,570.3 million which grew by 120.5%. It had shareholder's equity of THB 149.2 million which grew by 74.5% compared to previous year. This was mainly due to the Company merging with Asian Engineering Consultant Company Limited (AEC) which is an engineering consultancy firm with more than 40 years of expertise in infrastructure and utilities projects. Its investment in AEC was considered successful according to its plan to use capital from IPO and its plan to expand more business into public sector. The success of its merge with AEC supported its operations in 2020 to grow to new high of the Company in both revenue and profit from operations. In addition, the Company also had more



construction management projects of major projects such as One Bangkok Project, Renovation of Queen Sirikit National Convention Center, Development project for expansion of the Government Complex (Zone C), Development of BLOC 33 area within commercial area of Suanluang-Samyan of Property Management Office, Chulalongkorn University (PMCU), and various residential projects. It also had construction management projects of infrastructure and utilities projects such as construction management of the Yellow Line Project Ladprao-Samrong, management of high speed rail connecting 3 airports, construction management of Runway no.3 of Suvarnabhumi Airport, and construction management of Laem Chabang Port Development Phase 3, etc. This resulted in its combined backlog of more than THB 4,000 million to be realized in the next 2-3 years. Its work covers both infrastructure of government sector and leading private companies in which its current ratio of customer groups is in similar proportion this is in line with its plan to diversify risk from the decline of revenue from customers in condominium market.

The success of the Company in previous year was resulting from the opportunities, trust, and confidence that the Company received from operators of various industries to manage their major projects and offer construction consultancy as mentioned previously. The Company developed innovation and information technology system to support new normal working process, developed program for examining construction quality with clear key performance indicators for each project, developed program for assessing work quality of its team to perform according to the standard of ISO 9001:2015, and developed application to support

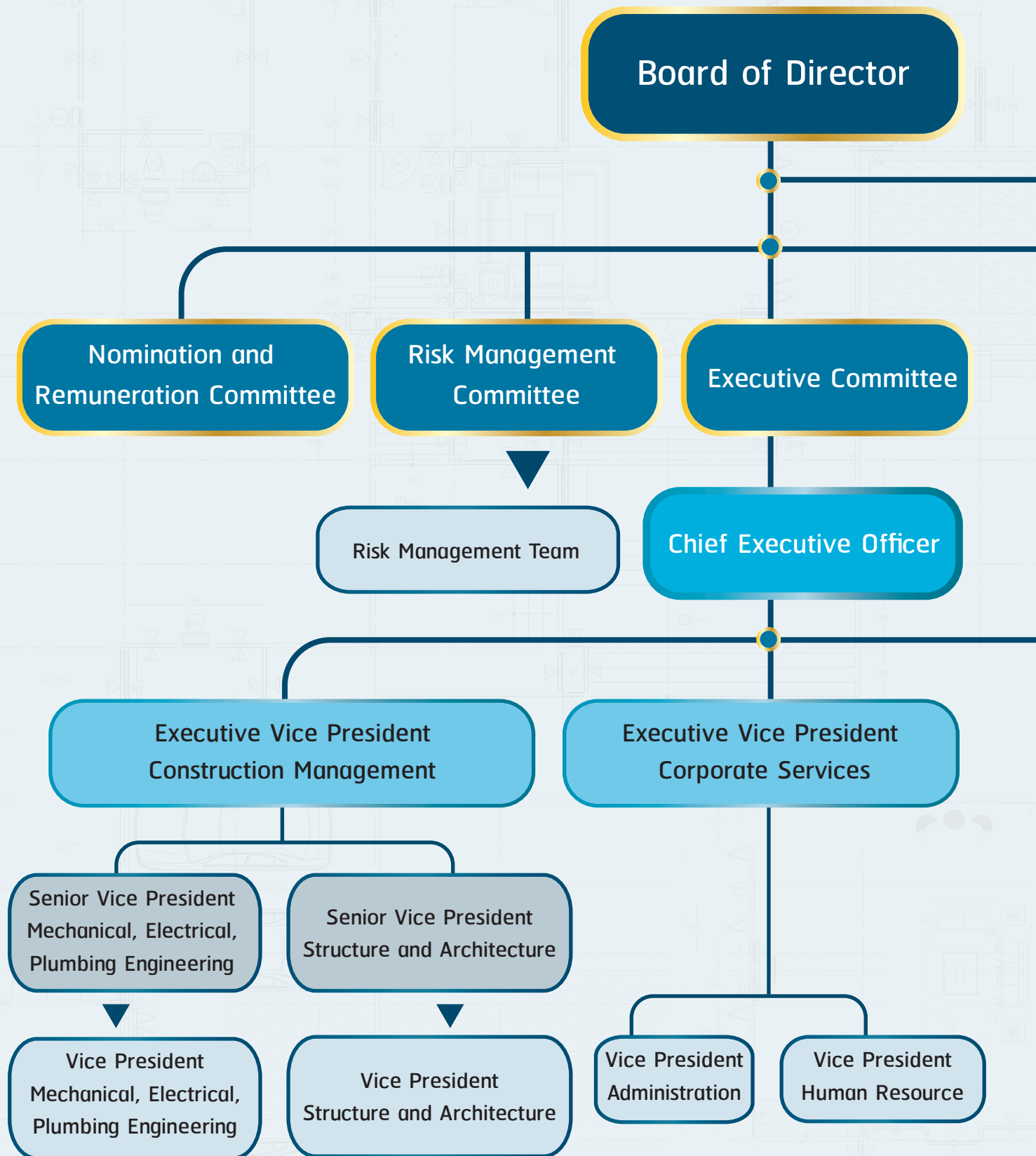
operations of all working units to be accurate, efficient, and ready to offer services to variety of customers. It also gave importance to welfare of its employees via offering of appropriate benefits and activities and conducting professional training regularly to increase competency and capability of its employees who were critical factor to drive its business into sustainable development. In addition, the Company looked for opportunities to grow exponentially in the future in which it is in process of searching for partners to invest in companies with growth potential and to increase its strengths in long-term. It also aimed to expand its services into international markets.

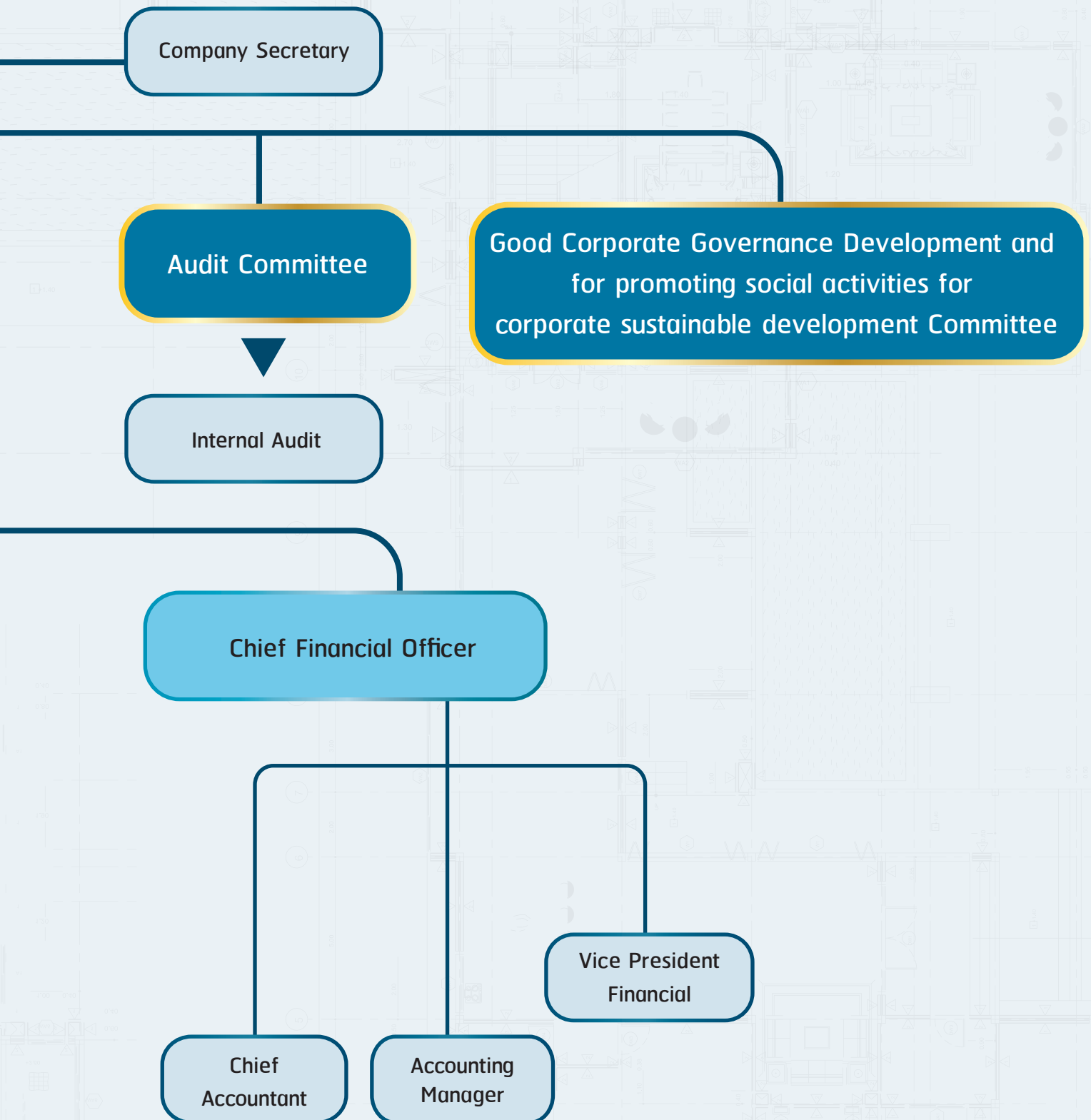
The aforementioned success was partly due to the unity of all forces to drive the business to achieve targets on the basis of professional responsibilities and transparency according to good corporate governance principles. I would like to give my appreciation to the Board of Directors who provided supports and advices beneficial for all aspects of business operations, to executives and employees of STI who were the heart of the Company that overcame challenges in 2020 together, as well as to customers, suppliers, trade partners, shareholders, and all stakeholders who offered trust and supported the Company's operations. The Company truly wishes to receive such great support continuously in order for the Company to grow and provide proper returns for its shareholders.



Mr. Somkiat Silawatanawong
Chief Executive Officer

Organization Chart







Part

Business Operations and Results



Business Operations and Results



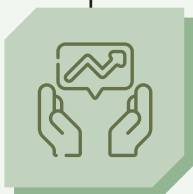
1.1 Structure and Operation of the Group

1.1.1 Vision Mission and Gold in Business Operation

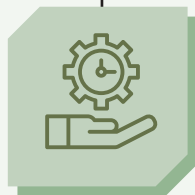
Vision

Becoming a fully integrated Consulting and Project Management and the best Architectural and Engineering design service provider.

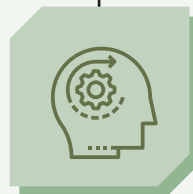
B E S T



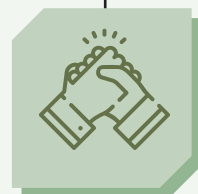
Benefit



Efficiency



Smart



Trustworthy

Mission/Values

The organization's mission is as follows

■ To provide services with international professional standards by understanding and recognizing the needs of customers which also giving the priority of project's budget control in order to maintain the maximum benefit of customers.

■ To manage the project by experienced and field expertise personnel in order to ensure the success of the project according to the customer's plan.

■ To ensure a good corporate governance in terms of fairness, transparency, accountability and competitiveness to guarantee the quality of service in all projects.

Under the mission, it leads to the formulation of the working policies of the Group as follows:

■ Take into account the objectives of the work, such as quality, time and budget for the best results

■ Establish pro-active management standards for efficiency and productivity

■ Cooperate and assist in working in the same direction both with the employers, designers, supervisors and contractors (Team Work) for the best benefit of the project

■ Adhere to integrity, morality, ethics and code of conduct, not to abuse authority, not to claim benefits, bribes or bribery from work.

■ Perform duties with responsibility towards the environment, society and corporate governance, taking into account the interests of all stakeholders concerned, and for conducting business on the basis of good corporate governance and committed to the company's sustainable growth.



Goals in Business operation

1 To create continuous growth and increase the competitiveness of the business by developing personnel to be competent and qualified professionally recognized as well as developing innovations and applying modern information technology systems to help enhance working process and continually expanding customer base in both private and public sectors.

2 Seek allies to create business growth opportunities and expand a wide range of services by investing in businesses related to the core business or investing in new know-how to help strengthen personnel knowledge and join forces together to create quality and comprehensive service work in order to create unique selling propositions for the Group to grow with sustainability.

3 Lead the company to the international customer market whose economy tends to expand continuously, and it is an opportunity for the Group to win over such major projects from the CLMV countries.

1.1.2 Background History, Changes and Milestones

The Company was incorporated as a limited company on October 13, 2004 with an initial registered capital of 1.00 million Baht, with the objective to operate the business of providing consulting engineer, management and construction supervision services that are still likely to expand in the real estate and construction industry during that time. The real estate entrepreneurs have a need for engineers, consultants with expertise and experience to supervise construction projects to be able to operate efficiently, with quality, to meet standards, and to be completed within the period and budget according to the set plan.



Since 2007, the Company's shareholders have expanded to provide consulting engineer services in various fields and related businesses such as surveys, price estimation, websites providing the information in the engineering industry, as well as expanding the services of consulting and managing construction projects to target employers in various regions of the country, which are Northeast, North and East. The shareholders of the Company have established a new company together with business allies to support the expansion of the various businesses mentioned above. In 2009, the Company increased its registered capital from 1.00 million Baht to 5.00 million Baht.

In 2016, the company organized the Group's structure to increase management efficiency and

prepare for listing on the SET by STI investing in 100.00 percent of common shares of STH and increasing its registered capital from 5.00 million Baht to 100.00 million Baht. This structuring includes the merger of companies operating the business of providing consulting engineer services and/or companies that operate related businesses or support the business operation of the Group, which became a division within the Group. In the same year, Univentures Capital Company Limited ("UVCAP"), a subsidiary of the Univentures Public Company Limited ("UV"), invested in the Company by purchasing 350,000 shares of the Company or equivalent to 35.00% of the total issued and paid-up shares of the Company at that time (1,000,000 shares), resulting in the Company becoming an indirect affiliate of UV.



Key Changes and Developments of STI Group

2017

The Company received certification of ISO 9001 : 2015 quality standards related to Consultant and Pre-Construction Management from TUV NORD Institution which is an institution that issues certification of system quality standards for both domestic and international related to quality, safety, health, environment, and social responsibility.



2018

April

The Company's shareholders had a resolution to change the Company's par value from THB 100.00 per share to THB 0.50 per share which resulted in the change of number of STI shares from 1,000,000 shares to 200,000,000 shares. There was a resolution to increase registered capital from THB 100.00 million to THB 134.00 million by issuing new ordinary shares for capital increase of 68,000,000 shares at par value of THB 0.50 per share. In addition, there was a resolution to transform the Company into a public company by initial public offering in which the Company proceeded with registration with the Ministry of Commerce to transform into a public company, changed the par value of its share, and issued new ordinary shares for capital increase on May 7, 2018.

July

The Company filed the application for an offer for sale of shares and draft prospectus to the Office of the Securities and Exchange Commission (SEC) on July 19, 2018.

December

■ The application for an offer for sale of shares and draft prospectus was effective on December 4, 2018.

■ The Company had its initial public offering (IPO) for its ordinary shares of 68 million shares with par value of THB 0.50 per share and selling price of THB 6.30 per share. KTB Securities (Thailand) Public Company Limited was responsible as the underwriter of the Company's newly issued ordinary shares on December 6-7 and 11, 2018.

■ The Company organized 1st Trading Day event at the Stock Exchange of Thailand Building and entered to trade securities on SET on December 19, 2018.

2019

March

Stonehenge Company Limited (STH) increased registered capital from THB 5.00 million to THB 40.00 million

2020

March

Stonehenge Inter Venture Company Limited (Subsidiary) registered capital THB 1.00 million and the newly-incorporated on March 9, 2020.

April

Stonehenge Inter Venture Company Limited (STV) increased registered capital from THB 1.00 million to THB 276.00 million on April 29, 2020.

Stonehenge Inter Venture Company Limited being the subsidiary to acquire 344,250 shares or 63.75 of total issued shares of Asian Engineering Consultant Co., Ltd. ("AEC") at the price of BAHT 799.00 per share, totaling of BAHT 275.06 million on April 30, 2020.



June

Stonehenge Inter Venture Company Limited (STV) increased registered capital from THB 276.00 million to THB 310.50 million on June 23, 2020.

Asian Engineering Consultant Co., Ltd. ("AEC") increased registered capital from THB 276.00 million to THB 310.50 million on June 28, 2020.

Shareholding Structure

STI Group currently comprises of the Company and a subsidiary with details as follows:

	Company Name	Percentage of shareholding by company	Nature Business
1	Stonehenge Inter Public Company Limited (STI) Registered Capital of THB 134.00 million		Project Management and Construction Management
2	Stonehenge Company Limited (STH) Registered Capital of THB 40.00 million	99.99	<ul style="list-style-type: none"> Architectural, Engineering, Interior Design and Historic Conservation services Project Management and Construction Management services
3	Stonehenge Inter Venture Company Limited (STV) Registered Capital of THB 310.50 million	99.99	Shareholding or investment in shares of limited companies or any legal entities in both domestic and international
4	Asian Engineering Consultant Company Limited (AEC) Registered capital of THB 108 million	63.75	<ul style="list-style-type: none"> Project Management and Construction Management for the infrastructure and transportation projects survey and detailed design

1.1.3 Use of fund raising for the purposes stated in the registration statement for offering of securities

Use of Fund	Estimated Amount of Funds Spent (Million Baht)	Estimated Time for the Use of Funds	Details/Progress of the Use of Funds/Reasons & Measures in Case of Spending Funds that does not Meet its Purpose
1. Invest in the establishment of a training center and develop knowledge training for employees to increase their potential in business operations.	40.00	Within 2020	In 2020, the company utilized all of this investment for the construction of training centers and the rental of training center space and sending staff to a training for additional knowledge to expand their potential, enhance their new knowledge, acquire new technology skills for efficiency development.
2. Invest in computer system equipment, design program, work control and finance-accounting to support business growth	30.00	Within 2021	In 2020, the company has spent 18.32 million Baht, remaining 11.68 million Baht, which was used for purchasing and developing programs for use in management, construction supervision, engineering, architecture, finance - accounting and human resources.
3. Invest in systems and information technology systems to increase management efficiency	20.00	Within 2021	In 2020, the company has spent 9.99 million baht, remaining 10.01 million Baht, which was used for procurement and development of information technology systems to increase management efficiency.

Use of Fund	Estimated Amount of Funds Spent (Million Baht)	Estimated Time for the Use of Funds	Details/Progress of the Use of Funds/Reasons & Measures in Case of Spending Funds that does not Meet its Purpose
4. Investments in other businesses for which the Company is pending consideration for related details.	200.00	Within 2021	In 2020, the Company spent 157.98 million Baht, the remaining 42.02 million Baht, which was used for investing in STV's subsidiary to acquire AEC, including financial consultation and other investment legal advisory fees.
5. Working capital in business	121.07	Within 2021	In 2020, the company has spent 77.23 million Baht, remaining 43.84 Million Baht, which was used as working capital for its businesses.
Total	411.07		

1.1.4 Obligations pledged by the company in the registration statement for offering of securities and / or the terms of the authorization of the Office

- None -

1.1.5 Company Information

Company Name : Stonehenge Inter Public Company Limited

Stock Quote : STI

Address and Location : 163 Soi Chokchai Ruamit (Ratchada 19),
Dindaeng Sub-district, Dindaeng District, Bangkok 10400

Type of Business : Project Management and
Construction Management

Company Registration : 0107561000153

Registered Capital : 134,000,000 Baht

Paid-up Capital : 134,000,000 Baht

Registered Shares : 268,000,000 ordinary shares

Par Value : Baht 0.50 per share

Tel : 02 690 7462

Fax : 02 690 7463

Website (URL) : www.sti.co.th



1.2 Nature of Business

1.2.1 Revenue Structure

Revenue structure from providing services of STI Group during 2018 — 2020 are as follows:

Structure of service revenue by business unit of STI Group

For the year ending December 31, 2018 - 2020

Description	Operated by	Percentage of shareholdin by company	Consolidated financial statements for the year ending					
			Dec 31, 2018		Dec 31, 2019		Dec 31, 2020	
			THB million	%	THB million	%	THB million	%
Revenue from Project Management & Construction Management business	STI/STH/AEC	STH 99.99 AEC 63.75	551.02	87.27	603.48	84.72	1,221.00	77.76
Revenue from architectural, engineering, design and other business	STI/STH/AEC	STH 99.99 AEC 63.75	80.37	12.73	108.87	15.28	349.25	22.24
Total revenue from services			631.39	100.00	712.35	100.00	1,570.25	100.00

1.2.2 Product Information

(1) Features of products or services and business innovation development

The Company operates consulting services on project and construction management, focusing on the construction project management business, whereby it has a license of the controlled professional engineering as a juristic person. Besides, STH, a subsidiary company, is also engaged in the business of providing services in Architectural Design, Interior Design, Structural and Civil Engineering Design, Mechanical & Electrical Engineering Design, including consultation, analysis, research, evaluation,

report preparation, inspection, and examination of environmental impacts. STH also has expertise and experience in historical conservation, which can serve from surveying, designing, and construction supervision, which STH obtains a license to practice the controlled architecture profession as a juristic person and a license to practice the controlled engineering profession as a juristic person. Also, AEC, a company that has been operating for more than 40 years, has expertise in infrastructure and utilities, which enhances the diversity of the Group's services. The service characteristics of the Group are as follows:

1

2

3

4

*PM & CM**Design**Quantity Surveyor
(QS)**Feasibility Study*

Construction Consultant

- Project Management
- Construction Management

- Architecture
- Structural Engineering
- System Engineering
- Interior
- Infrastructure

Cost estimation and
surveying quantity both
before - after the bidding
including reviewing periodic
reports and plans use the fund.

Study the feasibility of
the project, the audit
and evaluate the cost
of investment.

(1.1) Project and Construction Management Business

The Group is the management consultant and supervision of various construction works as mentioned above. The Group acts as the project owner's representative in managing and supervising construction projects to achieve the goals, in terms of time frame, cost, and quality that have been defined, which can be divided by working period as follows.

(a) Pre - Construction Period

• Master Schedule of a Construction Plan :

The Group is a layout planner and/or a master plan of the construction project management structure, as well as giving suggestions to the project owner in inspecting and/or reviewing the construction

drawings with the project checklist for suitability and economics. In addition, the scope of services of the group of companies that can provide services includes the following services.

- Coordinate the preparation of environmental impact assessment (EIA) reports.
- Consider, analyze and make consultation with the designer
- Study designs and present value engineering
- Provide Consultation on material quantity and type, as well as estimate the construction price

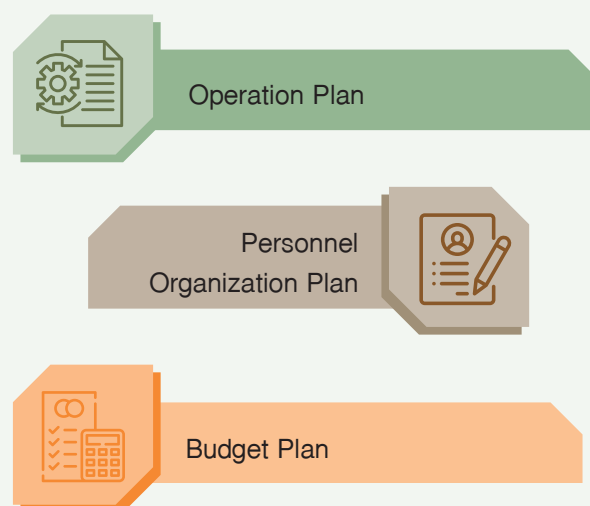
- Tender Process : The Group provides advice and/or assistance to project owners in mastering bids for hiring project contractors. The process includes the event planning for the tender, setting up a tender system, and preparing tender documents such as presenting a list of contractors, making bidding conditions, conducting bidding, determining the bid price, etc.

- Tender Evaluation : The Group provides advice to project owners in considering the selection of construction project contractors as follows:

- Together with the project owner in selecting eligible candidates to participate in the bidding
- Participate in the meeting, clarify the form, answer questions and lead the bidders to visit the construction site.
- Provide a summary of information and analysis of each bidder's proposals for both technical and price proposals.
- Negotiate prices or conditions with the tenderers
- Provide advice for the decision of the bidding result
- Provide advice on the preparation of the contract to hire the selected contractors.
- Provide advice in applying for various licenses related to the construction of the project.

- Project Planning for Implementation :

The Group will prepare a project plan for resource allocation and monitoring and control of construction work. The mentioned project plan contains details of the work that needs to be performed, personnel structure, project supervisor, budget, personnel, and resources to support each task, determining the time limit for completion of each part, on a first-come, first-served basis, which consists of 3 main project plans as follows:



(b) Construction Period: Responsibilities of the Group in project management during the construction period to ensure the construction work can be carried out in accordance with the plans, quality, duration, and budget are summarized as follows:

- Project Monitoring
- Quality Control
- Job Consultancy
- On-site Coordination
- Troubleshooting tasks
- Payment Analysis of Installments to Contractors
- Work Progress Reports
- Safety and Environment Control
- Claim Analysis

- Evaluation and Negotiation of Change Orders
 - Implementing the Job to Achieve the Goals
 - Project Handover to the Owner
- (c) Post-Construction Period and Handing over the Project to Owner
- Inspection of the Project Checklist
 - Inspection of the Work Defects
 - Post-construction Planning after Completion

In this regard, the work of the Group has been well known in the past for medium and large construction projects as follows.

Mixed use and office building

- 1 Bhiraj Tower Bangkok
- 2 Empire Tower
- 3 Pearl Bangkok
- 4 Century The Movie Plaza Onnut
- 5 One Bangkok
- 6 Alliance Francaise
- 7 The PARQ
- 8 TIPCO Tower 2
- 9 Vanissa Building
- 10 UOB New Head Office Bangkok



- 11 Mercedes Benz (Primus)
- 12 Renovation of Queen Sirikit National Convention Center
- 13 Development project for expansion of the Government Complex Commemorating His Majesty the King's 80th Birthday Anniversary, 5 December, BE 2550 (Zone C)
- 14 Development of BLOC 33 area of Property Management Office, Chulalongkorn University (PMCU)



- 15 King Bridge Tower
- 16 Southeast Building

Hotels and Resorts projects

- 1 Baan Lamsai Beach Resort
- 2 Indigo Hotel Bangkok
- 3 Marriott Hotel Renovation and Extension
- 4 Grande Centre Point Thonglor
- 5 Holiday Inn Huahin
- 6 Intercontinental Resort Kamala
- 7 Jazzotel Bangkok
- 8 Modena Buriram
- 9 Banyan Tree Krabi
- 10 Baba Beach Club, Phang Nga
- 11 Rosewood, Luang Prabang, Laos

Hospital projects



- 1 TPP Healthcare International
- 2 Ruamjaiarak Hospital
- 3 King Chulalongkorn Memorial Hospital
- 4 Learning Center and Research Development Building 60 years HRH Princess Chulabhorn, Chulabhorn Royal Academy



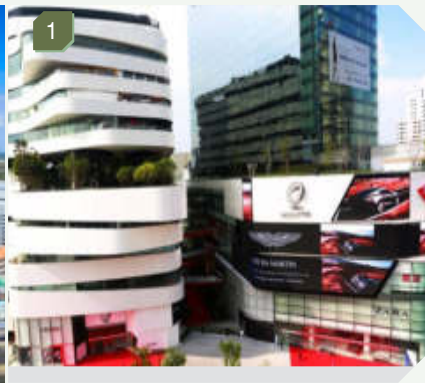
Educational buildings

- 1 Vidyasirimedhi Institute of Science and Technology (VISTEC) Rayong
- 2 Observatory within VISTEC and Reforestation Institute



- 3 Kamnoetvidya Science Academy Rayong
- 4 DAWDUNGS 65 within VISTEC
- 5 Faculty Center within VISTEC
- 6 Crown Prince Maha Vajiralongkorn 48 Convention hall at

Department store projects



- 1 The Emquartier & The Emporium 2
- 2 The Walk Ratchapruek
- 3 The Walk Kaset Nawamin
- 4 The Promenade Phase 2
- 5 Bluport Resort Mall Huahin
- 6 Terminal 21 (Korat)
Department Store
- 7 Terminal 21 (Rama 3)

Factory Buildings

- 1 TOA Myanmar Office
- 2 TOA Cambodia Office
- 3 Unicorn Bangplee 2
- 4 Havi
- 5 Simummuang Market



Factories and Others

- 1 Seafood Processing Plant in Songkla
- 2 Processed Seafood Production Building



Temple

- 1 Dhammachedi Museum Phradhamavisuddhi-mongkol (Ajahn Maha Bua)
- 2 Wat Rattanaram, Bo Rai District, Trat



Condominium and Residential Building projects

- | | |
|--------------------------------|-------------------------------|
| 1 Rhythm Ratchadapisek | 11 The Address Sathorn |
| 2 Ivy Thonglor | 12 The Address Asoke |
| 3 Vantage | 13 The POLITAN RIVE |
| 4 Rhythm Sukhumvit 50 | 14 Q Sukhumvit |
| 5 The Tree Bang Po | 15 The POLITAN Aqua |
| 6 Ivy Ampio | 16 Nivati (True 888 Thonglor) |
| 7 The Capital Condominium | 17 Jin Wellbeing County |
| 8 Life Ratchadaphisek | 18 Ciela Sripatum |
| 9 The Tree Interchange Hua Mak | 19 De LAPIS Charan 81 |
| 10 The Room BTS Wongwain Yai | 20 Elio Phaholyothin |



- | |
|---------------------------------|
| 21 KNB Prime Sathorn |
| 22 KNB Prime Onnut |
| 23 KNB Prime Ratchayothin |
| 24 KNB Ramkhamhaeng |
| 25 The Tree Interchange Huamark |
| 26 IDEO Q Sukhumvit36 |
| 27 Elio Sathorn-Wutthakat |
| 28 Chewathai Residence Thonglor |
| 29 Metro Sky Wutthakat |
| 30 Ciela Charan 13 Station |
| 31 Maru Ladprao |



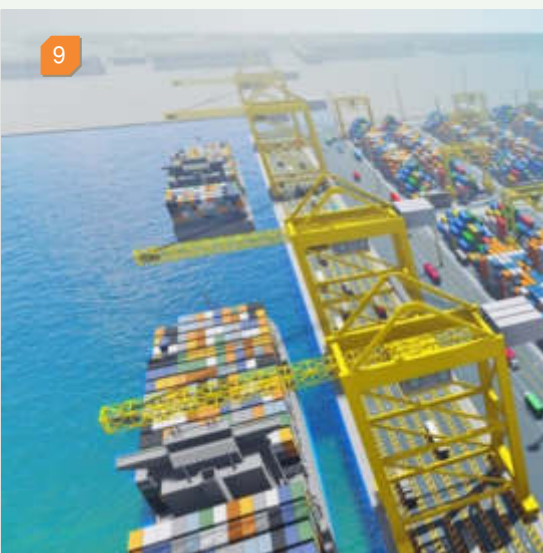
- | |
|----------------------------------|
| 32 Muniq Langsuan |
| 33 Quintara Arte Sukhumvit 52 |
| 34 Denim Jatujak |
| 35 The Nich Mono
Ramkhamhaeng |
| 36 The Privacy Taopoon |
| 37 Ciela Charoen Nakhon |
| 38 Blue Lasalle 105 |
| 39 Blue Phaholyothin |
| 40 Blue Sukhumvit 89 |



- | |
|---|
| 41 Klein Thonglor |
| 42 Supalai ICON Sathorn |
| 43 Baan Thew Talay Phase 1-3,
Petchaburi |
| 44 Swanlake , Kao yai |
| 45 ISSI Condo Suksawad |

Infrastructure / Utilities Project

- 1 Construction Supervision of the High Speed Rail Linking Three Airports Project
- 2 Project Management and Construction Supervision Consultant (PMCSC) for MRT Yellow Line Project: Lat Phrao-Samrong Section
- 3 Project Management and Construction Supervision Consultant (PMCSC) for MRT Green Line (North) Project: Mo Chit-Sapan Mai-Khu Khot Section
- 4 Project Management and Construction Supervision Consultant (PMCSC) for MRT Orange Line (East) Project: Thailand Cultural Centre - Min Buri (Suwinthawong) Section
- 5 Construction Supervision of the Northeastern Double Track Railway from Map Kabao-Thanon Jira Junction
- 6 Construction Supervision of the Southern Double Track Railway from Nakhon Pathom-Chumphon
- 7 Greater Mekong Subregion (GMS) Highway Expansion Phase 2 Project

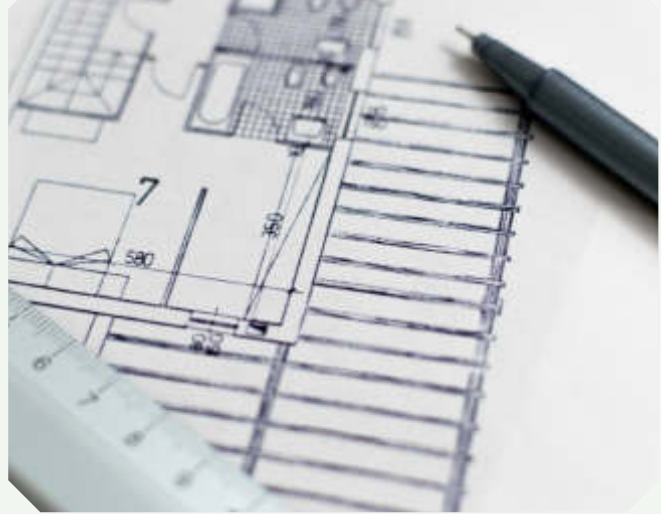


- 8 Construction Supervision Consultant of Fifth Thai-Lao Friendship Bridge (Bueng Kan - Bolikhamxai)
- 9 Construction Supervision of Laem Chabang Port Development, Phase 3 (Parts 1-4) Project
- 10 Public-Private Partnership of Maptaphut Industrial Port Development Phase 3 Project
- 11 Detailed Design, Project Management and Construction Supervision of EECi @ Wangchan Valley Land Development Project
- 12 Construction Supervision of the 3rd Runway for Suvarnabhumi Airport Expansion Project
- 13 Detailed Design of Civil Works for the Cooperation between the Government of the Kingdom of Thailand and the Government of the People's Republic of China on Bangkok-Nong Khai HSR Development for Regional Connectivity (Phase 2: Nakhon Ratchasima-Nong Khai) Project



(1.2) The business of providing architectural design, engineering design, interior design, and historic preservation services.

The Company operates services in architecture and the engineering of the construction project covering both Architectural and Engineering Designs, Interior Design, Structural and Civil Engineering Design, Mechanical & Electrical Engineering Design, including consultation, analysis, research, evaluation, report preparation, inspection, and examination of environmental impacts. The business is run by STH that uses academic knowledge, experience, expertise, and creativity in architecture and engineering. It includes the preservation requirements for archaeological sites, which are unique and contain a historical value (in the case of archaeological conservation projects) in constructing drawings and construction details. All construction project designs will be presented in images, specifications, and cost estimates. Thereby, the design, engineering, and architectural services of STH comprise the following steps and work details.



(a) Survey and Design

STH will study, analyze and design suitable alternatives for the layout and project development, taking into account the needs of the project owner along with the suitability of the project in such various perspectives as engineering, economy, society, and environment, based on the following important steps.

- Discuss with the owners and their other advisors.
- Survey the project area and study the land map
- Carry out developmental design

(b) Detailed Design and Construction Drawing

Once the development design, which STH has designed with regard to the initial requirements and investment budget that the project owner initially approved, has been approved by the project owner, STH will produce detailed designs and make construction drawings along with the preparation of specifications and price estimation accordingly. STH can provide services in Architectural Drawing, Structural Engineering Drawing, Electrical and Communication Drawing, Plumbing drawings and Sanitary Drawing, Air Condition Drawing. STH will review the design in detail, construction design, requirements based on academic principles, legal requirements, and in accordance with the concept, objectives, and requirements of the project.



(c) Tender Document Preparation

After STH submits the detailed design and construction drawings, STH will provide consultation and prepare documents to be used for the tender in the selection of contractors and to advise the project owner to perform relevant actions for the commencement of construction, as below:

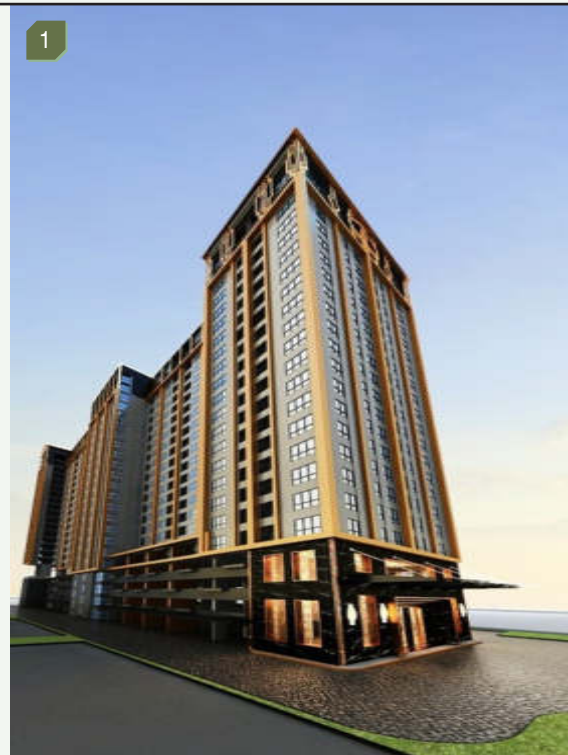
- Prepare the specifications and Bill of Quantities (B.O.Q) including the cost of construction
- Proceed to apply for a building construction permit

- Prepare documents for tender
- Consultation during construction
- Attend meetings with the project owner and all parties involved during construction.

For the past STH's portfolio of design, architectural and engineering, decorative and preservation projects, they are both medium and large construction projects which are well-known generally in the circles of architecture and engineering, as follows:

Architectural design

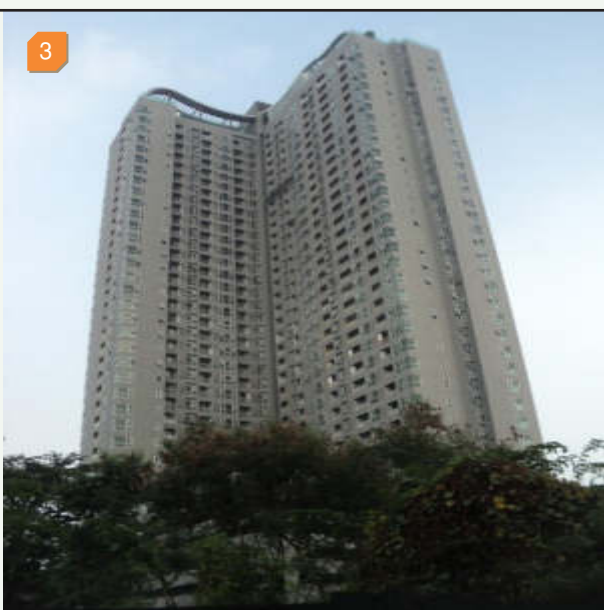
- 1 Thana Astorial Charan Sanit Wong
- 2 Dharma practice building, Wat Thep Sirin Tharawat
- 3 Centennial Building, Somdej Phra Yanasawon, Patriarch of the Kingdom of Thailand, Bowon Niwet Ratchaworawihan Temple
- 4 150-year-old building, Wat Makut Kasattriyaram Ratchaworawihan
- 5 TOA Coating Offices and Factories in Myanmar and Cambodia
- 6 Community Development Project of Eastern Economic Corridor (EEC) Chonburi
- 7 New passenger resident and parking area of Loei Airport
- 8 Wat Rattanaram, Bo Rai District, Trat



Engineering design



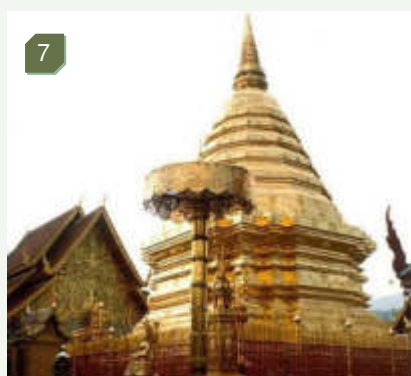
- 1 Condominium The Niche Taksin
- 2 Condominium The Address Asoke
- 3 Condominium RHYTHM Sathorn
- 4 IBIS Hotel
- 5 Condominium Life Asoke
- 6 Condominium Noble B19
- 7 Parking Building of Cosmo Bazaar Department Store
- 8 Rosewood Luang Prabang Hotel
- 9 Condominium The Politan Phase 4
- 10 Condominium Noble State 39



- 11 Condominium Noble Thonglor
- 12 Condominium ANIL Sathorn 12
- 13 Condominium Ciela Charan 13 Station
- 14 Condominium Ciela Sripatum
- 15 Condominium Ciela Charoen Nakhon
- 16 Condominium Mazarine Ratchayothin
- 17 Condominium De LAPIS Charan 81

Historical conservation

- 1 Chalermprakiat Building, Ratchapradit Sathit Mahasima Temple
- 2 Pagoda of Bowon Niwet Ratchaworawihan Temple
- 3 Phu Khao Thong Pagoda, Ayutthaya
- 4 Don Chedi Monument
- 5 Manutsayanak Building, Bowon Niwet Ratchaworawihan Temple



- 6 Library Building of Mahamakut Buddhist University
- 7 Slope stability increase of the soil at Wat Phrathat Doi Suthep
- 8 Rajaphatikaram Temple
- 9 Wat Phitchaya Yatikaram

(1.3) Estimating prices and measuring workload before and after the tender, including reviewing periodic reports and financial spending plans (Quantity Surveyor)

Operated by a team with professional experience and expertise, the tasks involve the workloads preparation out of project design and estimation of a project before tendering for a contractor. The project owner is well assisted during the construction tender process to keep the price within the budget. A financial plan is laid out, whereas undertaking the procurement of materials, equipment, and contractors in various fields. This includes measuring the amount of work quantity, inspecting the periodic work, and taking pictures of the construction progress before the construction reimbursement for the contractors. It also provides advice on the construction inspection and making a work summary for the project owner as well as coordinating with the relevant units and others as assigned.

(1.4) Feasibility Study of Project, Inspection, and Investment Valuation Evaluation

Project feasibility studies or analysis of various aspects are undertaken to determine whether the chosen project is feasible, pragmatic, rewarding, or worthwhile for investment. The studies shed light on how long the project takes to complete and to what extent resources are utilized efficiently without causing any environmental impact and society afterwards. It is to consider if the objectives can be achieved within budget and time constraints. Advantages and disadvantages are analyzed as alternatives. Therefore, project feasibility studies are required to analyze projects in terms of demand or market, technical, financial and economic, management, social, and environmental aspects. Whether the project belongs to the government or a private sector is necessarily taken into account based on the nature of each project.

Business Innovation Development

In accordance with the goals and business strategies that the Group will adopt Digital Technology to develop the company's work, the information technology department has studied the work processes of employees and has invested resources in creating innovation by jointly improving and developing multiple self-use programs to increase work efficiency, which are detailed as below.

1. Cloud Based HR Software

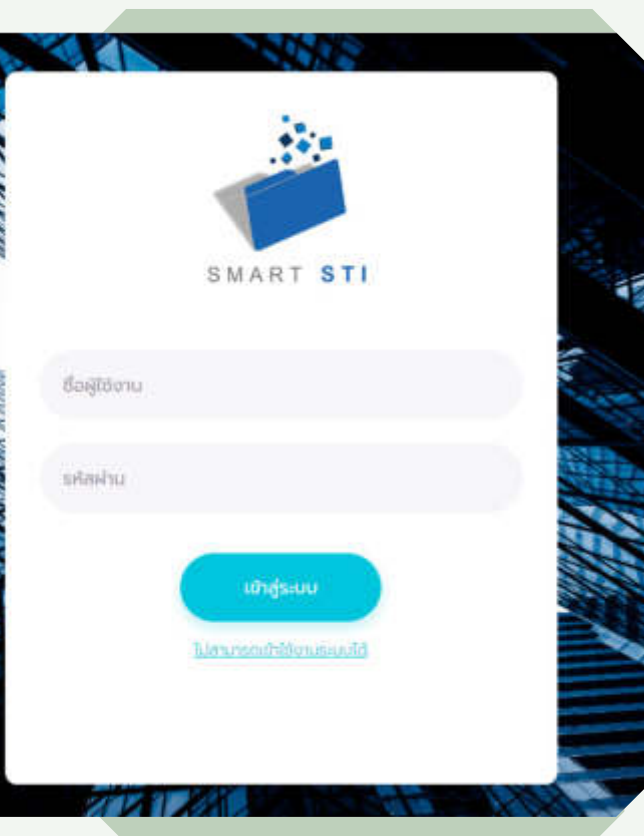
The company has hired a developer of a personal management program with the most users and co-developed the human resource management program with the Company's HR team to support work on both computers and mobile devices. The employees can request for a leave of absence and can check their work leave eligibility. The supervisor can immediately approve the request as well as record the time sheet of employees. So, the company can calculate the job costing of each project immediately.

2. Smart STI

The company has developed a Smart STI system, a direct internal communication program that provides news, announcements, and new employee information, which will alert all employees when there are an update and other announcements. Employees could have access to accurate and current company information. This includes access to documents that need to be used, the use of administrative office services, as well as reporting on leave of absence or traveling to outside meetings. It enables team members to locate which project their members are stationed and it helps them to collaborate among themselves with efficiency and agility. It is also a program that connects to many other programs that the company has developed, as below:

2.1 Document Management

Document management is at the heart of work as it contains the entire documents of the company, the parts that are shared with the owner of the project and the contractor, as well as the drawings used in the construction. These are the central information for collaboration between companies, project owners and contractors, in order to minimize errors in the use of inaccurate and not up-to-date project documentation or drawings. Therefore, the company has developed a data storage in the electronic format to be a database with classification for enabling search by organizing teams through the Cloud so that information can be accessed from anywhere. The company has developed a system that users could access from both personal computers, mobile phones, and smartphones. Currently, the central office and almost all external projects have started utilizing the system.



2.2 Progress

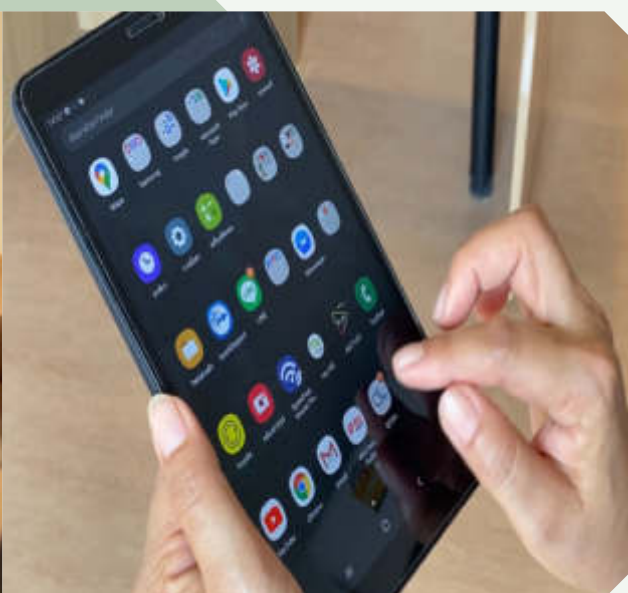
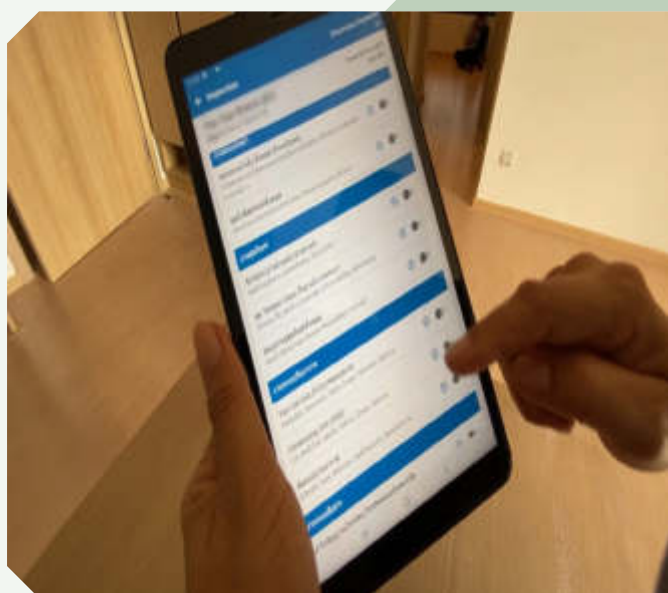
The company has developed a system to send information according to the project progress, both in the form of a plan based on the progress and photographs of the project progress. Each project team will be able to update the information on monthly progress into the developed system. This will enable the management and related parties to track the progress of the current and historical projects themselves without following up on-site information. The system collects data via the Cloud, making it instantly accessible from a smartphone. The company has access protection by setting the access code of each user.

2.4 Team

The program that the company has developed supports effective group work by defining activities and assigning concerned parties; the team could discuss and consult on such activities. Especially through this program, they can share texts, images, and sounds, and the system allows the management to monitor the progress of the activity.

2.3 Room History Storage System

The company has developed large building construction projects, which have procedures in reviewing and approving the installation of decorative materials and a large number of electrical equipment, which was previously used as a photographic method and collected as a report. There is a chance that data may be lost, and it is time-consuming to document due to a large amount of information available, and it wastes a considerable time to retrieve it. The company, therefore, developed a room history to be stored on a database, collected in the Cloud, making it easier and more convenient to search and review. The benefit of keeping a room history is to be able to look back and see if there were any problems or where it was ignored. This allows for precise fixes and to force audits without compromising the process. As a result, the Company's construction project supervision is accurate, precise, and satisfactory for the customers. However, for access to information, the company has set access rights for the safety of crucial information.



(2) Marketing and Competition

(a.) Marketing Policies and Core Products and Services

The Group's Marketing Policies

1. Service standards and quality control to provide highest satisfaction to employer

STI Group has policy to control service standards and quality to ensure that the services are in line with agreement under main consideration for the highest benefits to employer. For construction management services, STI Group will assign at least one project director to take responsibility of the project together with staff who have related expertise on the task in order to manage and control project construction to complete according to the employer's goal in terms of time, cost, and quality. Furthermore, the Group also arranges meeting between the executives and the project managers of all ongoing projects every week for work site of each project and every month for all projects in order to acknowledge progress and challenges of each project. They will also attend and examine each construction site to evaluate and provide suggestions to drive performance of its individuals in each project to be efficient according to its standards.

STI Group also arranges construction quality assessment equipment as its own assets such as ground level measurement, noise level measurement, humidity level measurement, etc. It also prescribes its individuals responsible in each project to utilize such equipment to assess quality of construction work in each process to be in line with requirements in agreement and to be accurate according to engineering academic principles. Additionally, it prepares and delivers report of results



of such assessment to project owner (while some construction project managers prepare assessment report in reference to quality assessment results of contractor). This results in project owner having confidence in quality and service standards of STI Group. Regarding architectural and engineering design services, STI Group offers design services with individuals with knowledge and expertise on architectural and engineering design and with consideration of the need and highest benefits of project owner and/or regulations for preservation of ancient sites.

2. Experience and expertise of a group of management engineers

The management of the Group are engineers with more than 30 years of experience and expertise in the said business. As a result, the management can supervise, recommend, control, and monitor the performance of project management personnel and overall service quality. This ensures that each project's services are complete according to the target and by the contractual agreement with the employers, providing quality service in line with

the technical principles and standards of the Group. It has been involved in the success of many well-known large-scale construction projects. Details of the project information can be found on the company's website. The Group could manage risks, leading to prudent prevention and problem-solving at every stage of the project implementation, as well as establishing a competitive approach under the limitations of the circumstances effectively.

3. Readiness and capability of employees

The current engineers and employees in each business unit of STI Group are individuals with knowledge and experience in construction management business and architectural and engineering design business who have received excessive internal training of STI Group. In addition STI Group gives importance to selecting individuals with suitable qualifications for each project and will assign individuals for each project to be sufficient for the project size in order for its employees to perform their work with efficiency and drive the construction or design project to success in every aspects to create satisfaction for employer.



4. Continuous efficiency development of management system, technology, and employee quality



STI Group gives importance to the continuous development of management system, technology, and employee quality to improve efficiency and quality of services and increase opportunity for STI Group to be obtain project from targeted employer group. This is an important approach to maintain competitive capability of STI Group as one of the business leaders. Furthermore, STI Group organizes training courses for employees and develops its computer software to support construction management business which is the main business. It organizes internal training to new employees prior to the start of their work, as well as providing training during actual operations.

Individuals with expertise and experience in each department will provide their knowledge and skills to other individuals which results in increase of working skills and knowledge for employees of STI Group. Furthermore, the Company utilizes new computer programs and information technology such as development of STI Group's computer programs and using personal portable laptop to record information and prepare job inspection report of contractor which can connect data and photos of employees from each project to its head office immediately. This increases efficiency in work performance of its employees to be flexible, agile, and to have better quality.

5. Setting competitive prices and selecting appropriate project and employer

STI Group has policy to set their service prices to cover all estimated costs and expenses in which such prices must provide appropriate level of profit rate according to the type of work and can be competitive with prices of other operators in the business. STI Group also gives importance to selection of construction project for price proposal or bidding. It will consider reputation, credibility, and financial status of employer, as well as readiness of its employees to accept such project in order to mitigate risks of possible problems in the case that STI Group cannot realize revenue or deliver completed tasks according to plan.

Private employers of STI Group are employer group in variety in terms of business type, project characteristic, project location such as Land and House Group Public Company Limited, Prueksa Holding Public Company Limited, AP (Thailand)

Public Company Limited, Siam Retail Development Company Limited, Proud Residence Group Company Limited, TCC Group, Ananda Development Group, and Government Sector such as Department of Public Works and Town & Country Planning, State Railway of Thailand, Expressway Authority of Thailand, Mass Rapid Transit Authority of Thailand, Department of Highways, Department of Rural Roads, ETA Port Authority of Thailand, Marine Department, Industrial estate Authority of Thailand, PTT Public Company Limited, etc. This is an approach to mitigate risk from dependency on a single group of employers. In this regard, employers are all well known companies with strong financial status and continuous investment plan in new real estate projects, as well as having variety in project location in Bangkok and vicinity area and other provinces that are economic cities and/or important tourism cities in each region of Thailand.

6. Well known reputation and portfolio

Over the past period, STI Group was responsible for the construction management of successful and quality mega construction projects well known to general public in various types, and provided architectural or engineering design services to major real estate projects, school buildings, and multi-purpose buildings of Rajabhat University in various regions, important religious place such as Dhammachedi Museum Phradhamavisuddhimongkol (Ajahn Maha Bua), Centennial Building, Somdej Phra Yanasawon, Patriarch of the Kingdom of Thailand, Bowon Niwet Ratchaworawihan Temple, Dharma practice building, Wat Thep Sirin Tharawat, Phra Chedi, Wat Bowon

Niwet Vihara. as well as STH work on historical conservation of important historic sites that have been recognized by the service providers of architecture and engineering, such as Saranrom Palace and Don Chedi Monument at Suphanburi Province, National Museum of Ban Chiang at Udon Thani Province, Krom Phra Naresorwarit Palace (Maliwan Palace), Wang Burapha Subway Station (Blue Line), etc. including infrastructure and utilities project. In addition, STI Group also receives trust from both private and public project owners to act as construction project management and/or to design new projects regularly. It also continues to be referred to new employers regularly.

(b.) Competitive Conditions

(1) Pricing Strategy

When submitting a job bid or accepting a job from a project owner, the company uses professional standards bidding guidelines. The criterion for determining is the use of the standard price of each expert. By preparing a project cost estimate, it consists of significant costs such as personnel costs,

direct costs, for the project, (direct costs such as documentation costs, meeting costs, survey costs, travel expenses, etc.). It also includes the cost of outsourcing of the Company plus the margin (Cost Plus Margin) in accordance with the Company's policy. Besides, the Company also uses criteria for assessing project risk and price competition in considering bidding for it could complete the project successfully.

(2) Service Channel Strategy (Place) and Marketing and Public Relations Strategy (Promotion)

The company has four important service channels to meet the needs of the target group for they could access easily and quickly, as follows:

1 Registered as company consultant with the Consultant Database Center, Public Management Office, Ministry of Finance, government agencies and state enterprises that own the project can access the company's database and review the information appropriately. According to the registration criteria, the company shows qualifications and credentials in the specified field to be used to demonstrate the previous projects or expertise of the company.

2 Having coordinated, and followed up with government agencies and the private sector closely via the Internet system, the business development department of the company is responsible for keeping up with the announcements of tenders, bid submissions, and upcoming project trends, etc. This department follows directly with the project owner, screening bidding news, announcements for submission of project proposals, and new project plans of each agency via the Internet system such as the websites of Comptroller General's Department, Ministries, Departments and private companies and so on. The company has regularly screened news and information in order to report to the management for consideration.

3 Recommendations from a group of strategic partners who have worked together on projects and from customers who have used the services and want to use the service again or have recommended new customers to the Group, which is resulted from satisfaction in the services and performances of the Company.

4 The Company's website is a channel for a liaison from external organizations. It displays the Company's clearly categorized credentials in various fields for promoting the company. The customers and interested parties can acknowledge the results of the company's projects and can coordinate with the company quickly and easily.



(3) A good internal management system and a focus on teamwork

The company has a quality management system in accordance with the international standard of ISO 9001: 2015, which is a system that has been recognized both domestically and internationally. Employees' operations have clear guidelines and procedures that can be examined in all aspects, resulting in the most effective work results. The Company places great emphasis on teamwork and mutual cooperation of all employees because they are the quality human resources of the Company and are a vigorous complement to the Company's operations to achieve its goals.

(4) Creating business alliances to build a stable business network.

To grow with sustainability and stability and expand the market and increase the customer base, the Company has considered selecting business partners or strategic partners to build a continuous business network. It also exposes the company's personnel with the Know-How to enhance their knowledge in various fields. Especially the knowledge of digital technology

that has developed rapidly so that it can be applied in all activities of the Company; therefore, it could keep pace with the current digital transformation. It could build up the strength of the organization, increase the competitiveness, and create opportunities for revenue generation in new forms. This includes expanding the business to other types of businesses that will be the Company's future goals, such as overseas customers in the CLMV countries with continued economic growth.



Targeted Employer

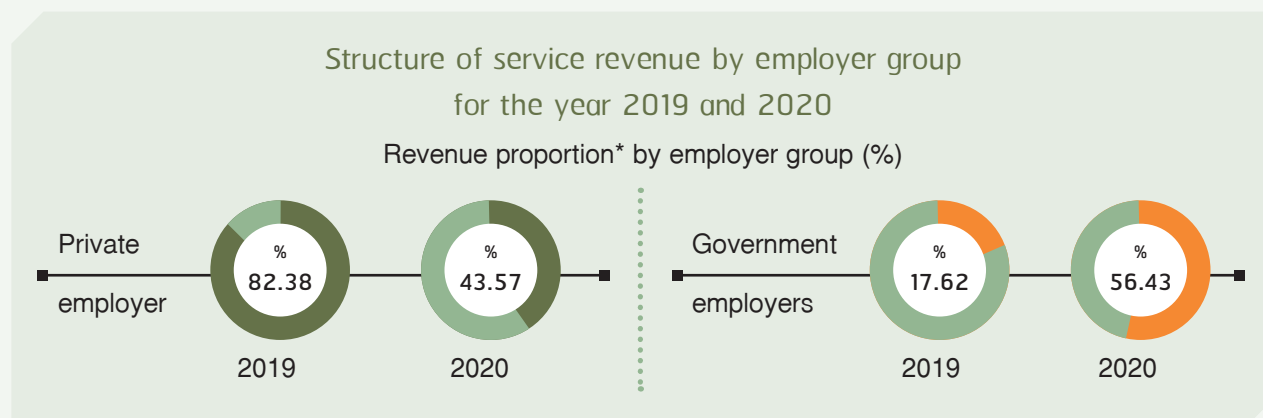
Employers of STI Group can be separated into two main groups as follows :

(a) Private Employer

Private employer includes real estate developers of various types, including low-rise and high-rise residential building, office building, multi-purpose buildings, hotel, department store, exhibition center, factory and service center, which are project owners that employ STI Group for the project. Private employer also includes construction contractor that employs external companies with specific expertise to be responsible for part of the large construction project that it receives right from project owner to take responsibility of all project design and construction. Most of these private employers are well known companies with good financial status. They will select contractor via 2 methods: (1) Price bidding in which they will select contractor that offers prices and/or conditions that are the most appropriate and beneficial to the employer, as well as considering qualifications, experience, expertise, and readiness of the contractor, and (2) Select STI Group specifically in which such employment usually involves employers with good relationship and continuous employment of STI Group. STI Group had revenue proportion from providing services to private employers in 2019 and 2020 of 82.38% and 43.57% of total revenue services, respectively, excluding other revenue apart from normal service fees in each period.

(b) Government Employers

Government employers includes government agency and state enterprise in which most of the services that Government employers employs STI Group to provide are architectural design and historical conservation which STH has expertise and experience. Government employers will select contractor mostly through price bidding by selecting contractor with the best qualifications and offered prices. In addition, in 2019 and 2020, STI Group had revenue proportion from Government employers of 17.62% and 56.43% of total revenue services, respectively, excluding other revenue apart from normal service fees in each period. The proportion of revenue from Government employers in 2020 increased in comparison to 2019 due to the employment to be engineering consultant for various government projects in 2020 such as Development project for expansion of the Government Complex Commemorating His Majesty the King's 80th Birthday Anniversary, 5 December, BE 2550 (Zone C), Mixed Use Building Project, Department of Public Works and Town & Country Planning Project, Infrastructure and Utilities Project etc. This resulted in its business operations in 2020 achieving planned targets and its plan to expand more business into public sector.



Channels for Services and Provision

Executives of STI Group are responsible for following information, movement, and/or new project investment plans of employers, both private and public, which disclose information via media or communication channels. This is for preparation in the case that STI Group wishes to participate in price bidding and/or price offering for such projects. In addition, they will regularly contact existing employers of both private and public in order to maintain good relationship which helps increase opportunity for STI Group to receive projects from new employers via reference of existing employers apart from opportunity to continuously receive projects from existing employers. Nevertheless, STI Group may sometimes receive contact directly from employers, including existing employers and new employers who receive suggestion from the existing employers, who believe in quality of services from the previous construction projects that STI Group designed and/or managed.



In addition, over the past period, as the executives participated as lecturers for training of construction management skills and architectural and engineering design to educational institutions, government agencies, private companies, and other companies related to engineering industry, this was an approach that helped support good corporate image and advertised reputation and work of STI Group to be well known and memorable, especially to targeted employers of STI Group.

Market conditions and competition

Overall economic conditions

The Thai economic outlook for 2020 was expected to decline by 6.4 percent, with merchandise export value declining by 7.5 percent, private consumption and total investment falling down by 0.9 percent and 3.2 percent, respectively. Average headline inflation was at -0.9 percent and the current account surplus was 2.8 percent of GDP. In the third quarter of 2020, government spending and public investment accelerated. Private consumption

and investment and merchandise exports declined at a slower pace from the second quarter, while service exports continued to decrease. Production and construction sectors accelerated, while the fields of accommodation and food services, industrious sectors, agriculture, transportation and storage facilities, wholesale, retail and repair sectors, electricity and gas declined at a slower rate than

the previous quarter. Investment in construction expanded by 0.3 percent, improving from a decline in the previous quarter, in line with the returning to expand the permitted construction in municipal areas. The expansion of the construction material sales index, with the construction sector increased by 10.5 percent, in line with the high expansion of public construction and the return of private construction.

Public construction expanded by 18.6 percent, improving from the previous quarter. Private construction expanded as a result of construction in the service and transportation categories and other types of construction expanded continuously. While the construction of residential buildings and the construction of non-residential buildings continued to decline following a decline in domestic demand, according to the Office of the National Economic and Social Development Council published in November 2020.

Bank of Ayudhya Research Center Public Company Limited announced that The Thai economy in 2020 contracted the worst since the 1998 Asian financial crisis, at -6.4 percent compared to a 2.4 percent expansion in 2019. As a result of the coronavirus disease (COVID-19) pandemic since early 2020, the global economy inevitably faced a severe crisis. While the overall outlook of Thailand, although it copes well with the first outbreak, the end of the year



has faced a new wave of severely risky outbreaks. Therefore, the Thai economy is quite affected heavily. This is due to the high reliance on income from foreign tourists, about 13 percent of the gross domestic product (GDP), which is considered a higher rate than other countries in the same Asian region. In addition, it also faces supply disruption both within and outside the country, as well as the negative impact of lower income. There was also an additional negative factor in the domestic political tensions in the last quarter of the year.



For Kasikorn Research Center, it viewed that the construction industry would be likely to change greatly in the future. In the past, the construction industry in Thailand is labor-intensive. But given the lack of construction workers in recent years, construction businesses may have to look for less labor-intensive construction solutions by replacing them with construction tools and technology. The technology that is likely to solve the above problem is pre-fabrication or pre-cast construction. This construction method is expected to reduce the total cost of construction projects by an average of 15% per project due to a reduction in labor use of approximately 50% and a faster construction period of approximately 30%. Currently, this type of construction is used in private construction of low-rise residential buildings worth not more than 10 million Baht. In 2020, the construction cost is approximately 1.39 billion Baht, accounting for 11% of the total construction value, and the proportion of pre-cast construction to the total number of private low-rise housing projects is approximately 48%. In 2020, KASIKORN RESEARCH CENTER sees that the proportion of construction work that will deploy the pre-cast construction in private low-rise residential buildings will increase by an average of 3% per year until 2025. This is primarily a result of scarce construction workers and higher wages. As pre-cast construction helps control the costs, this type of construction may also meet future needs. As in 2021, Thailand is expected to be classified as a completely aging society, the trend of housing styles may have to change to meet the needs of the aging society.

The Thai economy in the third quarter gradually recovered after easing the COVID-19 epidemic control measures both in Thailand and overseas. Private consumption gradually recovered but remained at a low level following lower household income. Weak consumer confidence and higher household debt linger. Private investment shrank in line with low corporate



confidence, but government spending remained a key economic driver. However, the Monetary Policy Committee (MPC) considers that the recovery of the Thai economy will take at least 2 years to return to pre-pandemic levels of COVID-19 and still face high uncertainty. In addition, the trend of economic recovery is very different among each sector of the economy and the business operators. The government sector, therefore, should take measures that are targeted, timely, and facilitate appropriate adjustment and integration of measures to be more consistent and connected. Hence, the easing monetary policy will support fiscal policy through low borrowing costs in the financial markets, subject to high liquidity in the financial markets.

By the end of 2020, the housing market is getting good news after more progress is made to vaccine developments. Together with Thai economic figures in the third quarter from the Office of the National Economic and Social Development Board (NESDB), which came out better than expected, positively affecting the housing market. However, the COVID-19 pandemic has resulted in the full year 2020 both the number of launches and the number of residential transfers in the Bangkok and suburbs declined significantly.

As for the housing market direction in 2021, although it has passed its lowest point, the trend ahead continues to face challenges such as economic recovery, purchasing power, and the COVID-19 situation both within the country and overseas. In addition, the pressure from the accumulated number of properties for sale remained at a high level, especially the accumulated number of townhouses with the acceleration. As a result, operators are still careful in launching additional projects. With such factors, the Kasikorn Research Center views that in 2021, the launching of new residential projects in Bangkok and suburbs should be approximately 7.2-7.5 thousand units, or a contraction of approximately 1.4 percent to a slight expansion of 2.7 percent.

Meanwhile, purchasing power of Thai consumers is expected to stabilize close to 2020 due to economic factors recovering from the impact of COVID-19. As a result, purchasing power is likely to have not yet returned, along with concerns about occupational stability. While foreign buyers are expected to have limited demand for purchases in the country due to restrictions on international travel and repeated outbreaks in major countries of the world. This is expected to continue to affect the confidence and ability of foreign buyers. In addition, there is also an issue of competition in the housing market in each country that is likely to influence foreigners' decision to buy housing. For these reasons, the Kasikorn Research Center sees that

the rate of housing purchase in Bangkok and its suburbs in 2021 will amount to approximately 7.1-7.6 thousand units or a contraction of 5.3 percent to a slight expansion of 1.3 percent. While the amount of ownership transfer in Bangkok and suburbs will remain at the level similar to the previous year, with an expected amount of 1.85-1.89 hundred units or a contraction of about 1.1 percent to a slight expansion of 1.1 percent. However, the government's economic stimulating policy remains to be pursued in the future to create a positive climate for the residential businesses. In conclusion, Kasikorn Research Center expects that the real estate market situation in 2021 is a gradual adjustment. Due to the inconducive housing market environment to investment, entrepreneurs have to be cautious. As with all residential trading activities, there are still high limitations for business operators to continue to aggressive marketing.

Moreover, according to the real estate information center, Government Housing Bank, the current severe COVID-19 pandemic has a huge impact on the Thai real estate business in 2020. This has clearly caused a slowdown in purchasing power in the real estate sector, especially the condominium market, even though the Bank of Thailand may have lowered certain LTV measures' strictness to ease stress and stimulate purchasing power. In addition, it was found that some large developers in the stock market still have plans to develop condominium projects in the average selling price range of fewer than 50,000 Baht per square meter in both Bangkok and metropolitan areas. Such a strategy aims to attract customers' purchasing power with real demand and investors focusing on buying for rent in the easily accessible price range. It could be seen that entrepreneurs return to invest in condominium projects in the middle-lower market again.

In this regard, the information from the executives of STI Group indicates that the current engineering consultancy companies with service scope (construction management and consultancy, architectural and engineering design) and employer group similar to those of STI Group are as follows:



List of other companies operating similar businesses

Unit : THB million

no.	Company	Authorized Capital	Assets	Revenue
1	Right Tunnelling Public Company Limited	550.00	4,050.02	2,860.80
2	Team Consulting Engineering and Management Public Company Limited	340.00	2,008.42	1,712.92
3	Index International Group Public Company Limited	175.00	725.08	573.35
4	Project Planning Services Public Company Limited	279.45	589.63	385.45
5	Projects Asia Company Limited	10.00	209.33	250.51
6	EEC Engineering Network Company Limited	40.00	314.07	169.46
7	CEL Engineers Company Limited	10.00	84.07	106.12
8	A E ASIA Company Limited	5.00	54.26	97.56
9	A Built Management Company Limited	5.00	24.06	133.08

Remark : 1-4 2020 Annual Financial Statement

5-9 Information of BOL as at December 31, 2019

However, due to the experience and expertise in the business of over 30 years of the executives, the workforce readiness, the reputation and portfolio on construction management, architectural, engineering, infrastructure and utilities project services well known for quality over the previous period, as well as the policy of STI Group to commit to competing with service quality under service fees appropriate for scope of work of employer rather than price competition, this results in the main employer group of STI Group to be project owner of major real estate projects with continuous real estate construction that gives importance to quality of construction work that must complete within set time period and budget. The Company also has good relationship with the main employer group, does not cease from developing its service quality to meet standards, regularly keeps up with new construction technologies, continuously improves its employee quality, and applies information technology to increase its work efficiency. These aforementioned factors therefore provide confidence that STI Group has the capability to

compete with other companies operating similar businesses in which STI Group has the readiness and capability to develop and adjust its business direction to timely align with competitive situation or changes of surrounding factors. Furthermore, STI Group also operated as engineering consultant in historical conservation project which has only a few competitors that can manage and provide design in such project as the historical conservation work requires experience, expertise, and specific precision, and some of the work are under responsibility of government agencies such as Fine Arts Department, Faculty of Archeology, Silpakorn University, including Infrastructure and Utilities Project service to government sector such as Double Track Construction Project, High Speed Rail Construction Project, Mass Rapid Transit Construction Project, Highway Construction Project, Expressway Construction Project, Airport Construction Project, Port Construction Project. Its operated by subsidiary company to had experience and Trustworthy to be competent and qualified professionally recognized in both public sectors and state enterprise.

(3) Service Provision

- Project Acceptance Process and Service Provision

(a) Project Acceptance Process

- The project owner informs the Company to take part in service proposals and / or bidding or the project owner contacts and reports the intention to hire the company directly. The group of companies follows the news of the procurement of government agencies and state enterprises through various public media such as announcements in newspapers, website of the Office of Information Commissioner, (OIC), the websites of the government bidding news center (www.bnc.co.th), etc. There are channels for disseminating news of various organizations such as websites of government agencies or state enterprises, website of the Architect Council, etc.

- The Company receives the details and project term of reference (TOR) from the project owner. Then, it has to study the project details or its requirements to consider whether the project should be accepted or the Company should propose its services or participate in a bidding or not. The key factors that the Group bases its project acceptance on the following criteria:

- The readiness of the Group for project acceptance is based on the number of projects currently in operation of the Group, the readiness of personnel, type of projects, project size and duration of the said new projects.

- The worthiness of the return, disadvantages and risks that might arise from the project acceptance.

- The credibility and affordability of the project owner.

- In the event that the Company wishes to accept a project or participate in offering service tasks, it will select a project director to be responsible for preparing a plan for all aspects of the project, such as the number of personnel in each position in accordance with the type of work and project size, the duration of each step taken, and service cost. It has to determine the service price that is suitable for the scope of work and create a valuable return to the Company.

- The management considers and approves the project plan and the service price provided by the project director to submit proposals to the project owner or submit bids according to the procedures of various departments.

- The Management, together with the project director or other designated persons, present details about the project plan and the cost of the service to the project owner. The management is responsible for negotiating the price and terms of accepting the project with the owner.

- The management signs an employment contract with the project owner.

- the case of a new employer, it means the employer who is a natural person or a juristic person that the company has never provided services before. The following guidelines shall apply.

- The secretary of the department will conduct a survey of employer (KYC form) to collect employer's information and open a new account as well as collect supporting documents to prove their identity and financial status.



- The department's secretary is required to conduct an analysis and assessment of employer risk (new employer risk analysis form) for consideration by the management.

- If the employer is not a connected person, the Department Secretary will propose to the Executive Vice President - Management to consider approving the acceptance of a new employer.

- If the employer is a connected person according to Securities Act Section 258, the secretary of the department will send the matter to the Corporate Secretary to examine the relationship with the person, identify the relationship and sign to verify the information in the new employer's account request form.

- The secretary of the department sends all documents to the Accounting Department for verification again.

- In case of providing services before receiving the employment contract, the Group requires a Letter of Intent to be issued and the employer has to sign within 30 days after the start of service. It has to expedite the contract for hiring the service and has the employer sign within 60 days from the start of service.

(b) Procedures during services

- Project Director assigned in that project together with personnel in all departments who have been selected to work in the said project have to start working according to the work plan service details and the time specified in the employment contract.

- Throughout the service period, a project director and supervisor in each department jointly perform management duties, supervise and inspect the construction performed by the contractor selected by the project owner and/or architectural design work and/or the Group's engineering design. They have to ensure the progress, or the achievement of the projects undertaken with quality and in accordance with the plan and schedule. In addition, the Company will prepare a report on the construction progress and financial status of the project including other important information about

the construction project and/or inform of the progress of the design work and other services within the scope of service under the employment contract to the project owner regularly according to the agreed period.

- When the service work for each period is completed in accordance with the conditions and deadlines specified in the contract, the Group's accounting and finance department will send an invoice to collect service fees from the project owner.



Please see additional information on the scope and process of the Group's services in Section 1.2.2. (1) regarding the characteristics of products or services as appeared in this document.

(C) Post-service Procedures

- Proceed to request a refund of the guarantee for the project management and supervision upon the expiration of the agreed insurance period (if any).

- Providing advice and/or suggestions related to the service of the Group to the project owner at the beginning of the project, after the design work has been delivered or the construction project is delivered once completed and passed the inspection and testing of building systems accordingly (if any).

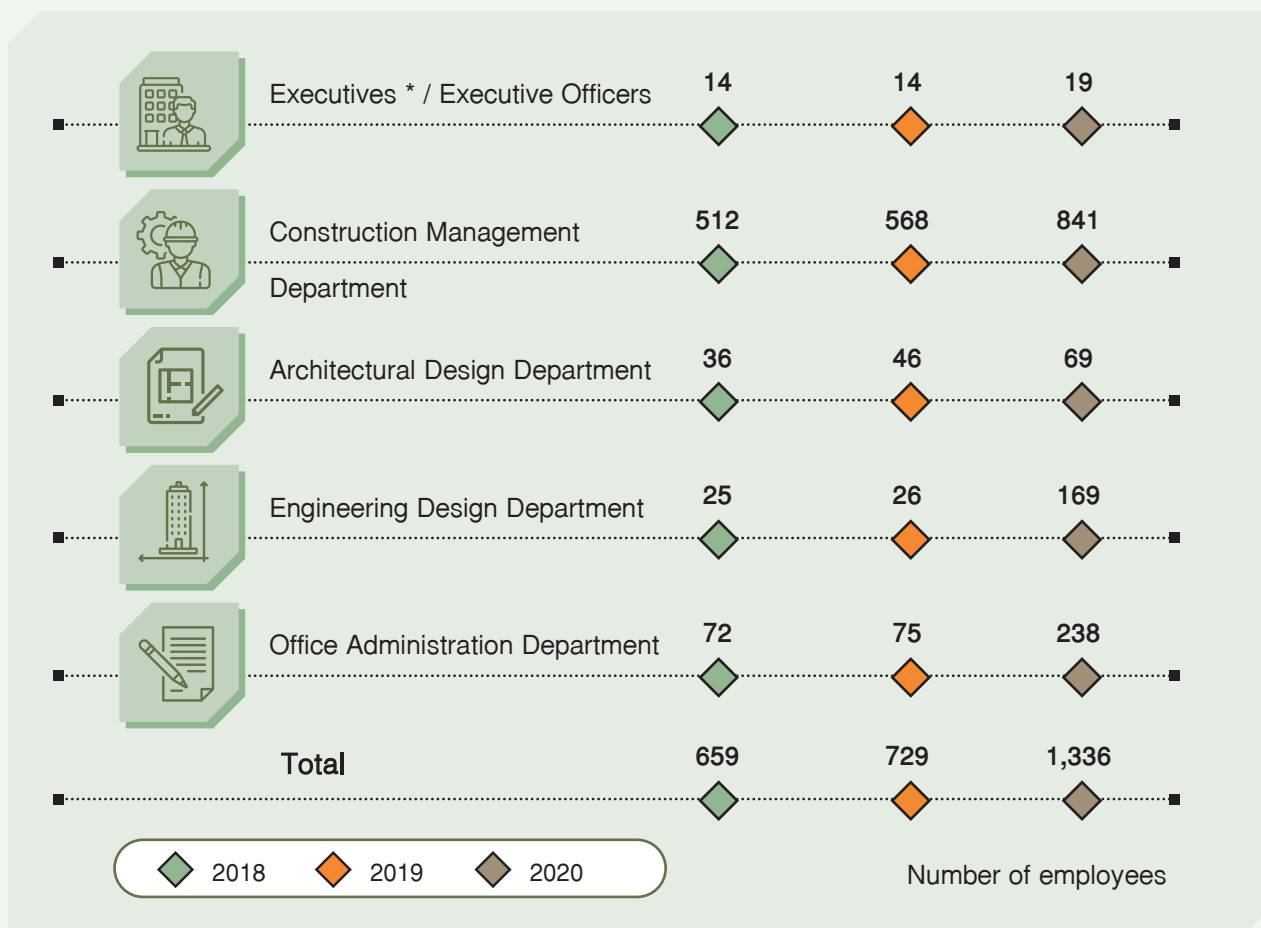
- Personnel Recruitment

As people are the key factor in ensuring quality work and being recognized by the employers and playing a vital role in the success of the services. Therefore, the Group attaches great importance to recruiting personnel who join the company. Each year, the Group will survey the current manpower rate and plan for the future manpower of each department to ensure sufficiency, including the qualifications of personnel suitable for the Company's work in progress and its new tasks likely to be contracted in the near future. The executives of each department and/or project director are responsible for assessing the sufficiency of the personnel under their supervision in accordance with the workload and plan of future projects. When the management of each department and/or the project director is assigned to a particular project; the position, number, qualifications, length of work will be specified

for approval from the management who has authority to approve such matters. It is to allocate personnel from existing permanent employees of the Group and/or to recruit new personnel in the form of permanent or fixed term employees.

As of December 31, 2020, the Group has a number of personnel in the form of permanent employees in all departments of 1,336 people to support construction consulting and management businesses, design, architectural and engineering services businesses, interior design, and archaeological site conservation projects of the Company as shown in the table below. The Group has a policy of hiring and managing personnel to be suitable for the workload in service and in accordance with the revenue forecast of the Group. In each period, details of the number of employees of the Company and its subsidiaries are classified by department as follows:

Number of employees separated by department Of STI Group



Remark *The Executives of STI in accordance with the notification of the SEC

Sub-contracting

Accepting certain projects is based on a certain scope of service requires specialized knowledge such as soil and topography studies and surveys where construction projects are located, passenger volume trends, and freight forwarding of the airport and the analysis of the number of passengers in the busiest hours in the future. These data are used as sources for the design of the passenger terminal building, parking space, and the provision of airport facilities, etc. However, the Group has limited personnel with knowledge, expertise or experience for such specific project. At certain times the Group has insufficient personnel in construction project management or architectural design or engineering design. The Group of Companies will outsource those who have knowledge, expertise and work characteristics that meet the service quality standards of the Group. Such outsourcing enables sub-contractors to work with the Group on a temporary basis for some projects or in certain stages of services. In considering outsourcing to work with the Group, it will select a juristic person or an individual who has knowledge, expertise, experience of engineering work in various fields with quality as accepted, which is listed on the sub-contractor list. The executives of the Group have jointly considered and compiled such information



to be a database to consider hiring sub-contractors to work with the group if necessary. The project manager of the outsourced project (which will be the personnel of the Group) will be responsible for supervising, controlling and monitoring the outsourcing to complete and achieve quality work assigned by the Group as agreed. For determining the appropriateness of the outsourcing rate, the Group will consider by comparing the current rate of personnel wages of the Group. At present, the amount of such outsourcing will not exceed the budget framework, costs, expenses that the Group set for the given project.



Agencies involved in business operation

The main agencies related to the business operation of the Group are as follows :



1. Council of Engineers Thailand

The Council of Engineers Thailand was established under the Engineers Act B.E. 2542 to consider and issue licenses to engineers and entities engaged in the engineering business including supervising members to comply with laws and professional ethics. If a licensee violates or fails to comply with professional ethics in accordance with the regulations, they shall receive penalties from the warning, considering the suspension or revocation of the license, certificate, degree, diploma, or diploma in the practice of controlled engineering. The Council also supervises professional engineering professionals to comply with the regulations of the Council of Engineers. An engineer must have a professional license as a person completely and subject to the regulations of the Council of Engineers.



2. Architect Council of Thailand

The Architect Council was established under the Architects Act B.E. 2543, which issues licenses to architects and juristic persons engaged in the design business including supervising members to comply with laws and professional ethics. If a licensee violates or fails to comply with professional ethics in accordance with the regulations, they shall receive penalties from the warning, considering the suspension or revocation of the license, certificate, degree, diploma, or diploma in the practice of controlled architecture profession. The Council also supervises architecture professionals to comply with the regulations of the Architect Council. STH which operates the architectural and engineering design businesses, obtains full license to practice the controlled architecture profession and is subject to the regulations of the Architect Council of Thailand.



3. Department of Public Works and Town & Country Planning

The Department of Public Works and Town & Country Planning is responsible for defining and overseeing land-use policies, settlement systems, and infrastructure, as well as defining quality and construction standards in architecture and urban planning engineering to provide an environment, buildings according to a good urban planning system. The Group is responsible for managing and supervising the construction work including architectural and engineering design in accordance with relevant rules and laws, including Town Planning Law, etc.



4. Environmental Impact Assessment Office

The Environmental Impact Assessment Office has the authority to approve to project development through an audit of the Environmental Impact Assessment (EIA) report on whether the project will cause damage to the environmental quality or not, to what level the damage will be, and if there is any environmental impact, how the project developer takes measures to prevent and mitigate such environmental impacts.

In providing services as a consultant, the management and construction supervision of the Group during the pre-construction period, the Group will be the consultant and provide opinion on the preparation of the environmental impact assessment report of the construction project to the experts in preparing such report of the project.

For the service as a consultant, management, and supervision of construction work during the construction period, it is when the construction project is approved and acknowledged by the Environmental Impact Assessment Office, the Group is required to carry out construction management in accordance with the environmental impact prevention measures stated in the report of the given project's environmental impact assessment.



5. Government Agencies and State Enterprises

Government agencies and state enterprises with power in the civil planning, construction of infrastructure and utilities in the country consist of Department of Public Works and Town & Country Planning (District Civil Department / Subdistrict Administrative Organization), Bangkok Metropolis, Mass Rapid Transit Authority of Thailand, State Railway of Thailand, ETA Port Authority of Thailand, Department of Highways, Department of Rural Roads, PTT Public Company Limited, PTT Exploration and Production Public Company Limited, Thai Airways International Public Company Limited, and Airports of Thailand Public Company Limited, etc.

(4) Operating assets

4.1 Fixed assets

On 31 December 2020, the net book value after deducting accumulated depreciation as shown in the financial statements of operating fixed asset of STI group is 241.96 Million Baht. The details of fixed assets are:

No.	Fixed asset	Net book value As of 31 December 2020 (Million Baht)	Proprietary	Obligation
Stonehenge Inter Public Company Limited				
1	Leasehold improvements (Office buildings decoration and extension) ¹	27.91	Owner	None
2	Office equipment and supplies used in the Company's office buildings	6.99	Owner	None
3	Business vehicles ²	0.22	Owner, paying an installment under the financial lease	On 31 December 2020 STI has total liabilities under finance lease agreement amounting to 0.23 Million Baht
Stonehenge Company Limited				
4	Leasehold improvements (Office buildings decoration and extension)	0.17	Owner	None
5	Office equipment and supplies used in STH's office buildings	1.23	Owner	None
Asian Engineering Consultants Corporation Limited				
6	Office building, Sathorn Nakorn Tower No.1 100/34 21 st floor No.1 Condominium Registration No. 7/2540 North Sathorn road, Silom sub-district, Bangrak district, Bangkok ³	89.76	Owner	Collateral loan
	Office building, Sathorn Thaini No. 90/18-90/20 9 th floor North Sathorn road, Silom sub-district, Bangrak district, Bangkok ³	103.35	Owner	Collateral loan
7	Office equipment and supplies used in AEC office buildings	10.93	Owner	None
8	Business vehicles ⁴	1.40	Owner, paying an installment under the financial lease	On 31 December 2020 STI has total liabilities under finance lease agreement amounting to 2.98 Million Baht
Total		241.96		

Remark ¹ On 31 December 2020, STI has leasehold improvements from the decoration and extension of office building, meeting room and training centers to support the expansion of the business.

² On December 2020, STI's business vehicles are 4 cars with an accidental insurance. One of the cars is under finance lease agreement.

³ On 31 December 2020, the appraised value of the office buildings are 91.90 Million Baht and 106.10 Million Baht. During 2020, AEC appraised condominium prices using independent appraisers with the market approach.

⁴ On 31 December 2020, AEC's business vehicles are 9 cars with an accidental insurance.

4.2 Investment properties

On 31 December 2020, investment properties of STI group are vacant lands which were not specified the future use :

No.	Fixed asset	Net book value As of 31 December 2020 (Million Baht)	Proprietary	Fair value	Obligation
Stonehenge Inter Public Company Limited					
1	Vacant land, 6-0-92.1 Rai Chum Phae sub-district, Chum Phae district, Khon Kaen	4.58	Owner	17.45	None
2	Vacant land, 5-0-10 Rai Mae Raem sub-district, Mae Rim district, Chiang Mai	16.08	Owner	16.08	None
	Total	20.66			

Investment property, the vacant land in Khon Kaen, has an acquisition cost of 4.58 Million Baht and a fair value of 17.45 Million Baht, while the vacant land in Chiang Mai has an acquisition of 18.28 Million Baht and fair value of 16.08 Million Baht. The fair values were appraised by independent appraisers with the market approach. In addition, the fair value measurement of these investment property was rated at a level 2 based on the data criteria used in the valuation technique.

4.3 Net Intangible Assets

On 31 December 2020, STI group has intangible assets, such as computer software for business operation on each entity, of 7.35 Million Baht at the net book value. In addition, STI Group has a backlog which is an intangible asset acquired from a business merging, of 132.01 Million Baht at the net book value, and has a remaining period of the contract as well as an unrealized obligation of approximately 9 years.

4.4 Right-of-use assets

On 31 December 2020, STI group has Right-of-use assets, which are buildings, building improvements and vehicles used in the business operation of each entity, of 71.43 Million Baht at the net book value. This is a result of right-of-use assets recording under the lease, in accordance with IFRS 16: Lease Agreement, that STI group has adopted for the first time in the current year. The terms of the agreement are between 3 - 10 years, whereby STI group has recorded lease liability for the right-of-use assets of 73.14 Million Baht

4.5 Important agree of STI group

4.5.1 Building lease agreement

4.5.2 Major loan agreements

4.5.3 Insurance policy

For further details, please refer to Attachment 4 of the report.

4.6. Investment and management policy for subsidiary

STI Group has a policy to invest in businesses that are involved, support the core businesses, or facilitate a synergy to the businesses for the higher operating results or profits, higher potential and increasing the competitiveness. STI group may consider investing in other businesses, if they have a potential and generate good return on investment

for STI Group and its shareholders. Also, STI will consider the benefits, returns, risks from investments, liquidity, financial and economic conditions, and relevant business environment carefully at the time of investing. In addition, an investment in any business will be approved by the board of directors meeting of the company and / or the shareholders' meeting, depending on the situation.

(5) Backlog

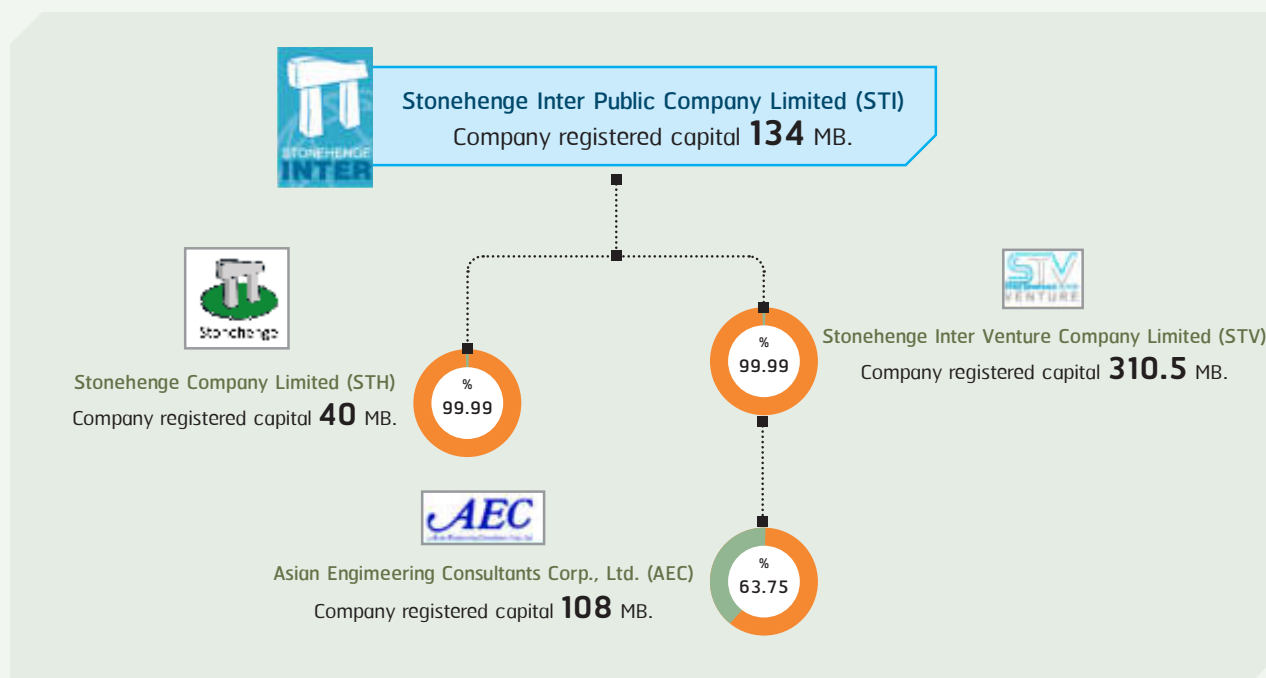
STI group has remaining backlog as on 31 December 2020 of 3,824.47 Million Baht which is composed of (1) Consulting and project management business 3,533.10 Million Baht and (2) Architectural and engineering design and other businesses 291.37 Million Baht. These were included only the projects that STI group already received a service contract or service confirmation documents. The detail of remaining backlog classified by type of business and value of the contract as of 31 December 2020 are:

Remaining backlog as of 31 December 2020 classified by type of businesses

No.	Type of work	No. of Contract	Contract value (Million Baht)	Recognized revenue (Million Baht)	Remaining backlog (Million Baht)	Remaining term of contract
As of 31 December 2020						
1	Consulting and project management business					
	Contract value not exceeding 10 Million Baht	68	302.47	211.93	91.04	0 — 2 years
	Contract value greater than 10 Million Baht and not exceeding 20 Million Baht	32	449.49	382.38	67.11	0 — 2 years
	Contract value greater than 20 Million Baht	63	7,246.01	3,871.06	3,374.95	0 — 7 years
	Total	163	7,998.47	4,465.38	3,533.10	
2	Architectural and engineering design and other businesses					
	Contract value not exceeding 1 Million Baht	55	74.28	58.33	15.95	1 — 7 months
	Contract value greater than 1 Million Baht and not exceeding 5 Million Baht	27	113.64	89.02	24.62	2 — 5 months
	Contract value greater than 5 Million Baht	34	1,331.24	1,080.44	250.80	3 — 16 months
	Total	116	1,519.16	1,227.79	291.37	
	Total	279	9,517.63	5,693.17	3,824.47	

1.3 Shareholding Structure of the Group

1.3.1 Shareholding Structure of the Group



1.3.2 Persons who may have conflicts hold shares in subsidiaries or associated companies altogether for more than 10 percent of the voting shares of that company. Explanation is required with supporting reasons.

- None -

1.3.3 Relationship with the businesses of major shareholders

As of December 31, 2020, Univentures Capital Company Limited ("UVCAP"), the Company's major shareholder, holds 28.00% of STI's total shares, which is a subsidiary of Univentures Company Public Company Limited ("UV") (where UV holds 100.00 percent of UVCAP's shares). UV is a listed company on the Stock Exchange of Thailand, which operates businesses in investing in various companies (Holding company) divided into real estate business, business lines related to real estate and other businesses including producing zinc oxide powder and energy investment.

To provide services to UV Group or a juristic person who is a person related to UV Group's directors and major shareholders, the Group has undertaken various processes such as bidding, consideration of job

acceptance. It includes general commercial conditions. Likewise, the Group's service provision to other third-party employers who are not connected persons with the Group.

In addition, the Company has a policy of operations to protect the best interests of the business and its shareholders as a whole by stipulating policies and procedures for approval of related transactions, such as participating in bidding or submitting a bid for projects from UV Group or a juristic person who is related to the UV Group's controlling authority. The Company and its subsidiaries can implement the established procedural policies, which are in accordance with the relevant rules and regulations of the SEC and the Stock Exchange of Thailand.

1.3.4 shareholders

(1) List of the major shareholders including the number of share and the percentage of total share as of book-closing date (Record Date) December 30 2020.

No.	Shareholders	Number of shares	(%)
1	Univentures Capital Co., Ltd.	75,045,700	28.00
2	Mr. Somkiat Silawatanawong	40,000,000	14.93
3	Mr. Pairuch Laoprasert	31,219,000	11.65
4	Mr. Somchit Peumpremsuk	30,000,000	11.19
5	Mr. Issarin Suwatano	12,000,000	4.48
6	Mr. Kittisak Suphakawat	8,020,000	2.98
7	Saha Pathana Interholding Public Company Limited	6,409,800	2.39
8	Mr. Rangsan Phatcharakitti	6,105,000	2.28
9	Mr. Terdsakul Vividworn	4,100,000	1.53
10	Mrs. Methinee Sae Kor	1,647,500	0.62
	Other shareholders	53,453,000	19.95
	Total	268,000,000	100.00

(2) Subsidiary Company

Stonehenge Company Limited (STH) was established on November 7, 1992 with its head office located at 163 Soi Chokchai Ruammit (Ratchada 19), Ratchadaphisek Road, Dindaeng Subdistrict, Din Daeng District, Bangkok. It has operated the business of providing architectural and engineering design services, interior design

and archeological site conservation, and consulting for construction management. Currently, the registered capital is 40 million Baht, divided into 400,000 ordinary shares at a par value of 100 baht per share, with the Company holding 399,998 shares or representing 99.99 percent of the total registered capital. STH has 8 directors as follows:

No.	Name-Surname	Position
1.	Mr. Pairuch Laoprasert	Chairman
2.	Mr. Somchit Peumpremsuk	Director
3.	Mr. Somkiat Silawatanawong	Director
4.	Mr. Kittisak Suphakawat	Director
5.	Mr.Boonchai Tienwang	Director
6.	Mr.Metha Khlaikeao	Director
7.	Miss Wanphen Wannau-dom	Director
8.	Mr.Sanyar Khurumaneetakoon	Director

Stonehenge Inter Venture Company Limited (STV) was established on March 9, 2020; its head office is located at 49 Soi Vibhavadi Rangsit 16/43, Ratchadaphisek Subdistrict, Din Daeng District, Bangkok. STV has operated a business of holding or investing in shares of a limited company or a public limited company or any legal entity that is assembled both inside and outside the country. Currently, the registered capital is 310.5 million Baht, divided into 31,050,000 ordinary shares at 10 baht per share, with the Company holding 31,049,997 shares or representing 99.99 percent of the total registered capital. STV has 5 directors as follows:

No.	Name-Surname	Position
1.	Mr.Somkiat Silawatanawong	Chairman
2.	Mr.Pairuch Laoprasert	Director
3.	Mr.Somchit Peumpremsuk	Director
4.	Mr.Bundit Muangsornkeaw	Director
5.	Mr.Wichai Mahutdejkul	Director

Asian Engineering Consultants Company Limited (AEC) was established in 1977, headquartered at 90/18-90/20 North Sathorn Road, Silom, Bangrak, Bangkok, Stonehenge. Stonehenge Inter Ventures Company Limited, as a subsidiary of the Company acquired ordinary shares of AEC on April 30, 2020. AEC operates project management consultancy (PMC) and construction supervision consultant (CSC), conducts feasibility study (FS), detailed design (DD), and tender management to seek construction contractors and work on study, analysis, consultancy, selection of private equity to join investment (TM/PPP). Currently, the registered capital is 108 million Baht, divided into 1,080,000 ordinary shares at a par value of 100 baht per share, with the Company holding 688,500 shares or representing 63.75 percent of the total registered capital. AEC has 9 directors as follows:

No.	Name-Surname	Position
1.	Mr.Somkiat Silawatanawong	Chairman
2.	Mr.Pairuch Laoprasert	Director
3.	Mr.Somchit Peumpremsuk	Director
4.	Mr.Kittisak Suphakawat	Director
5.	Mr.Issarin Suwatano	Director
6.	Mr.Sithichai Sereepattanapol	Director
7.	Mr. Charoon Patai	Director
8.	Mr.Sompon Limpawutiwaranont	Director
9.	Mr. Niphat Santathadaporn	Director

(3) Agreement between a group of major shareholders

- None -

1.4 Registered capital and Paid-up capital

As of December 31 2020, the Company has a registered capital of THB 134 million with a registered paid-up capital of THB 134 million, consisting of 268 million existing common shares, with par value of THB 0.50 each.

1.5 Issuance of other securities

- None -

1.6 Dividend payment policy

The Company and its subsidiaries have the policy to pay dividends to shareholders with criteria and conditions of payment as follows:

- The Company has the policy to provide dividend payment to shareholders each year for the rate of at least 50 per cent of net profit after the deductible of all types of legal reserve by considering from the consolidated financial statements of the company. However, such dividend payment may be subjected to change depending on the economic situation, cash flow, investment plan, and legal conditions in which the Company will consider necessity and suitability of other factors in the future and such dividend payment shall not significantly impact general business operations of the Company. In this regard, the resolution of the Board of Directors of the Company for approval of such dividend

payment shall be presented to the general meeting of shareholders for approval. The Board of Directors has the authority to consider interim dividend payment if they view that it is appropriate and does not impact the business operations of the Company. In this regard, this shall be reported to the meeting of shareholders in the next meeting.

- The subsidiary company has a policy to pay dividends each year at a rate of not less than 50 percent of the net income after tax and after deduction of all reserves as required by law. Dividend payment will depend on appropriateness, investment plan, liquidity and financial condition of the subsidiary.

The details of dividend payment for the previous year as follows :

Description	For the year ending Dec 31, 2018	For the year ending Dec 31, 2019
1. Net Profit (million baht) of the consolidated financial statements	73.03	85.50
2. Annual dividend payout ratio (Baht : Share)	0.40	0.25
3. Total approximate dividend payment (Million Baht)	86.80	67.00
4. Dividend payout ratio per net profit	118.86%	78.36%



2

Risk Management



2.1 Risk Management Policy and Plan

The Group has established a risk management policy for the entire organization with the essence of the policy as follows:

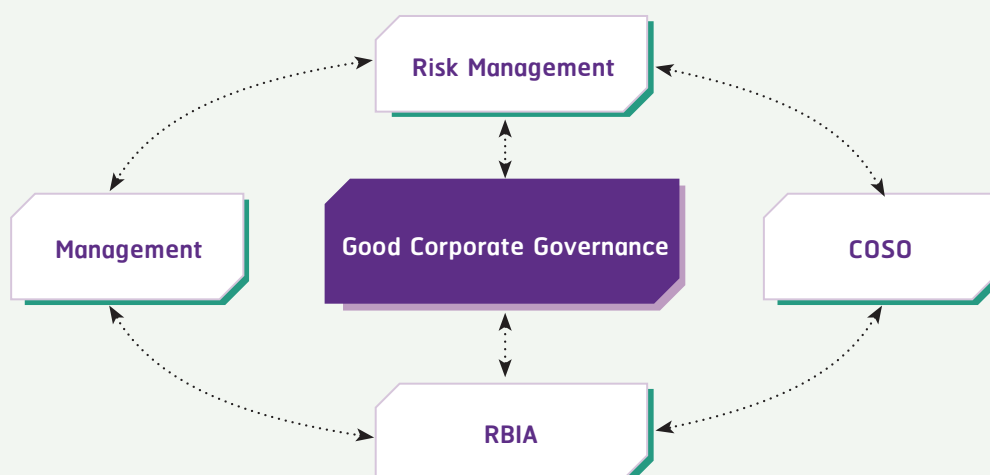
1. Objectives and Scope of the Policy

This policy is intended to provide a general framework for the risk management of the Stonehenge Inter Public Company Limited Group (hereinafter referred to as “The Company”) based on the principles of good corporate governance. This is to instil risk management and internal control into all activities as an integral part of the Company’s business operations.

This policy applies to all activities of the Company, the Board of Directors (hereinafter referred to as “Board”), executives and all employees.

Risk management of the company at present

At present, the Company has managed various risks by implementing Good Corporate Governance (GCG), Anti-Corruption Policy and Measures, Internal Control System, Performance Evaluation System. In practice, the Company was able to manage the risks according to the specified framework.



However, the Board of Directors places great importance on risk management in the organization to ensure the efficiency and effectiveness of risk management. The Board, therefore, appointed the Risk Management Committee. The Risk Management Committee consists of the Risk Management Working Group, executives from various main functions directly involved in risk management.

2. Definition of Enterprise wide Risk Management

Enterprise-wide risk management is a process that is established and used by the Board of Directors, management, and all employees within an organization to formulate strategies and apply to all departments throughout the organization. It has been designed to be able to identify potential events that may affect the organization, including managing its risks within acceptable risk levels to provide reasonable assurance that the organization will meet its objectives as it has targeted.

Risk is defined as the effect of uncertainty that impedes the achievement of an organizational objective, including a failure to obtain the greatest opportunity.

3. Principles of practice

The key elements of the Company's enterprise-wide risk management are:

- Fundamental principles of risk management.
- Acceptable Risk
- Risk Management Process
- Roles and responsibilities

3.1 Basic principles of risk management

The Company is committed to continually developing and improving the risk management system throughout the organization by operating in accordance with the following basic principles.

3.1.1 Risk management helps build and protect the value of the organization.

Good risk management encourages the organization to achieve its objectives and improves operations through continuous review of processes and systems.

3.1.2 Risk management is an integral part of all processes in an organization.

Risk management is not an activity that is separate from the core activities and processes of an organization. Risk management is an essential part of corporate governance, planning and reporting processes at both operational and strategic levels.

3.1.3 Risk management is an integral part of the decision-making process.

Risk management helps decision-makers to make clear choices, prioritize actions, and maximize the efficiency and effectiveness of the course of action.

3.1.4 Risk management is used to manage uncertainty.

The company is able to create controls and deal with various uncertainties in order to increase the chances of receiving returns and reduce the chances of losses through identifying potential risks.

3.1.5 Systematic risk management has a clear pattern and keeps up with the situation.

The risk management process should be consistent across the company to help deliver results that are efficient, consistent, comparable and reliable.

3.1.6 Risk management should be based on the best information available.

It is important to understand and consider all available information pertaining to the operational activities and be aware that there may be limitations regarding such information. The decision-makers are informed and understand all the information used for the risk management process.



3.1.7 Risk management should be appropriate for the organization.

Risk management must be carried out in line with the internal and external environment of the organization, including risk profile.

3.1.8 Risk management should take into account human and cultural factors.

Risk management recognizes the capabilities, perceptions and intentions of both internal and external personnel of the organization, which can contribute to the achievement of organizational objectives.

3.1.9 Risk management should be transparent and participatory.

Risk management requires appropriate and timely participation from both internal and external stakeholders in the decision-making process so that a wide range of perspectives presented can be considered.

3.1.10 Risk management should be carried out on an ongoing basis.

It requires to reproduce and respond to changes in the environment. This includes knowledge, monitoring, and review of emerging risk activities and changing or unidentified risks.

3.1.11 Risk Management helps the organization to continually improve.

Risk management promotes continuous improvement of the Company's operations by developing and implementing strategies to improve the integrity of all aspects of risk management.

3.2 Acceptable risk level

The Board of Directors has set and communicated the acceptable level of risk of the Company. It depends on the choices between assumed risks and potential values to guide the management and performance of employees, their acceptance and risk management.

The Company has an acceptable level of risk regarding various risks as follows:

- Financial Management - The Company does not accept any risk for unreliable financial reports, including non-compliance with accounting standards.
- Compliance with Laws and Regulations - The Company does not accept the risk of violation of laws or regulations and violations of the employee code

of conduct or lack of good corporate governance in the organization.

- Image and Reputation - The Company does not accept the risk of damage to its image and reputation, decline in service quality, and the reliability of the stakeholders.

3.3 Risk management process

Total risks affecting the achievement of organizational strategic objectives, including operating department risks, critical business decisions, and critical routine operations must be dealt with as follows:

- Objectives that are supportive and aligned with the organization's mission must be defined and aligned with acceptable risk levels.

Risk Map					
(Likelihood)		(Impact)			
		1	2	3	4
4					
3					
2					
1					
Total Risk Level	Score	Meaning			
Low		Acceptable risk level without risk control management is required.			
Medium		Acceptable risk level must be in the controls to prevent the risk from reaching an unacceptable level of risk.			
High		Unacceptable level of risk and must be managed to remain at an acceptable level.			
Extreme		Unacceptable level of risk and must be imperative to expedite risk management to reach an acceptable level.			

- Timely and comprehensive risk identification must be provided.
- There must be an assessment of the likelihood of an event occurring and its impact, if the risk arises.
- There must be a selection of risk response methods in accordance with the acceptable risk level of the organization (Risk appetite) and acceptable risk deviation (Risk tolerance) and taking into account the expected cost and return.

- Risks must be managed through control activities designed to provide reasonable assurance that the Company has prevented any unacceptable losses.
- Risk monitoring is required to ensure that the Company's risks are managed appropriately

3.4 Roles and responsibilities of the Risk Management Committee

3.4.1 The Board of Directors will supervise the risk management throughout the organization by appointing a risk management committee with the following responsibilities:

- | | |
|---|---|
| <ol style="list-style-type: none"> 1 Set and review the policy and framework for organizational risk management. 2 Supervise and support the implementation of corporate risk management in line with business strategies and goals, as well as changing circumstances. 3 Consider reports on organizational risk management results and provide comments on possible risks including guidelines for formulating control or mitigation measures and continually developing an organization's risk management system. 4 Report the results of corporate risk management to the Audit Committee and the Board of Directors for acknowledgment, in the event that there is an important factor or event that may have a significant impact on the Company, it must be reported to the Board of Directors for acknowledgment and consideration as soon as possible. | <ol style="list-style-type: none"> 5 Establish an operational framework and supervise risk management throughout the organization under the Chief Executive Officer's leadership, in the event that the management found that the risk management policy across the organization was not suitable for operating conditions, it must be presented to the board of directors of the company through the Risk Management Committee to seek approval to revise the risk management policy throughout the organization. 6 Provide a risk management system that covers the entire organization and practice guidelines. 7 Ensure the accuracy, timeliness, and consistency of corporate-wide risk management information to the Board and the Audit Committee. 8 Create a culture of risk management awareness in the organization. 9 Perform any other duties as assigned by the Board of Directors. |
|---|---|

3.4.2 The Company established a Risk Management Working Group to support the work of the Risk Management Committee with roles and responsibilities as follows:

- | | | |
|---|--|---|
| <ol style="list-style-type: none"> 1 Each department defines its own functional objectives that support and align with the organization's mission, taking into account the acceptable risk levels. | <ol style="list-style-type: none"> 2 Each department makes a risk profile of all important risks of their respective departments, where potential risks arise, and prioritize such risks. | <ol style="list-style-type: none"> 3 Each department conducts a risk assessment for each aspect to assess the likelihood of having such a risk (Likelihood) and the degree of impact or damage (Impact) that may occur when the risk arises. |
|---|--|---|

4 Each department defines its management options or risk response methods to be within the acceptable risk appetite and within the acceptable risk tolerance range. It is important to consider the costs that may arise from the method of managing the risk and the appropriateness of the expected return.

5 Each department has to manage risks by implementing a set of control activities or measures to prevent risks, such as preparing a manual for the department's operations, training people on risk management and working in accordance with the job position, etc. It has to provide confidence that the Company can prevent the occurrence of risks that may lead to unacceptable effects or damage to the organization.

4. Exceptions to this policy

In the event management finds that the organization-wide risk management policy is not suitable for operating conditions, it must be presented to the Audit Committee and the Board of Directors through the Risk Management Committee to seek approval to revise the risk management policy throughout the organization.

5. Review of this policy

This fundamental policy and procedure will be reviewed annually to ensure its continued and interrelated implementation, and it will be reviewed and implemented effectively, efficiently and independently to provide suggestions to the Board and lead to continuous improvement.



2.2 Risk Factors

2.2.1 Business risks of the company

- **The risks from relying on management and personnel**

The business operations of the Group in the past have been under the management of and undertaken by 3-4 key executives. All executives are co-founders and knowledgeable engineers who have good relations with employers who own real estate projects and construction contractors, as well as having subordinate level executives with having professional engineer experience as a vital force. Therefore, if there is a change in the management of the Group in the future, for any reason, it may affect the business operations of the Group.

At present, the company has established a clear organizational structure in separating the duties and responsibilities of each department to distribute power and administrative responsibility to the subordinate executives as appropriate. Also, there is decentralized authorization at each level. In order to approve the transactions that will affect the Group, they have to be undergone the established procedures and processes. This will reduce dependence on the main management and support the transaction to be efficient, transparent, and beneficial to the Company.

In addition, the company has also prepared a succession plan to support the transition from management, from generation to generation with the founding group who is to supervise and follow up. Therefore, the succession of the Group means searching for “Talent” within the company who can deliver the best performance that the Company expects to assume a certain position as soon as that position becomes vacant. Generally, the organization will prepare at least 3 “talents” for one position; the “talent” is suitably qualified by age and qualifications, including being ready to hold a position that is vacant immediately as specified by the company. However, in the end, the Company will select only one successor under the Company’s selection criteria so that the person who has been selected for the position will be a “readiest and most suitable” successor. This constitutes an important task of the company to assign the right person at the right time (Put the right person on the right job at the right time), in order to ensure the continuity of the work in such a position without any interruption in any case.



- **Risks from Business Competitors and the Entry of New Entrepreneurs**

Consulting engineer business is not a business that has many restrictions on entering the market of new entrepreneurs, nor does a company rely on a large amount of capital. Besides, during the past years, the development of real estate projects and large-scale construction projects of the government sector continued to expand, which resulted in more new

operators. While the current operators have expanded the scope of engineering services to be a more utterly full scale, there was an impact from the result of liberalization of the movement of skilled or professional workers in specific fields between ASEAN Member Countries under the regional agreement framework. From 2016 onwards, these issues resulted in the stated business to face intense competition due to the increase in the number of entrepreneurs in the market and the use of price competition strategies affecting the profit margin and the continuity of revenue from the new work of the Group.



However, the Group has extensive experience, knowledge and expertise of the management in business for more than 30 years (more than 40 years incase AEC) together with the readiness of personnel, the full scale of consulting engineer services; therefore, the work quality of the Group is well-accepted over these past years. Most of the projects the Group had were sizeable real estate projects well-known by the general public. Also with the policy of the Group, it focuses on the competition with the quality of service under the reasonable service fee that is suitable for the scope of the project owner rather than concentrating on price competition. As a result, the major employers that choose to use the services of the Group will be the owners of medium and large-sized real estate projects. They stressed the importance of the quality of construction work that must be completed according

to the timeframe and under the stipulated budget. And government employers group who have been providing and receiving consulting engineer who are highly experienced and have a proven track record.

- **Risk from Project Delays**

As the operation of one construction project may hire a separate party responsible for each part of the work, and there are many people involved who will affect the success of the project. If the responsible person or one of the related parties cannot perform various tasks under the scope of their work to be completed according to the quality and duration specified, it would affect the start of the next step, such as the delay delivery of materials and equipment, or the contractor or the installer of the system cannot complete the construction or system installation on time. The delay of the project may cause the Group as the management and control of the project may have to pay the fine to the employer (in the case of conditions agreed in the contract). The Group is also unable to charge the service fee from the employer as expected, which may affect personnel management to perform their work for new projects of the Group.

The Group has established guidelines to reduce risks in such matters by assigning the project director to regularly inspect construction projects under their own responsibility. The project director could provide useful suggestions and push forward the project to be implemented smoothly and completed according to the time set for each step. While each project manager must closely monitor and coordinate with all relevant parties through weekly internal team meetings of each project, attend meetings with executives to report progress and obstacles of each project. In addition, in the event that the project is delayed due to the main reasons from the employer, the Group will be able to charge service fees for the service during the extended period of time from the employer (specify conditions in the contract).



- **Risks of future business growth**

Since the consulting engineer business is a business that depends on the development of real estate projects and large construction projects of the government sector, which has expanded in line with the economic conditions. Therefore, the Group is at risk from market constraints that may shrink due to economic slowdown or government budget restrictions, as well as information technology developments that play an important role in business operations in all sectors. Besides, the Company's business has to rely on technology to support business growth and development, bringing technology systems to help enhance the work process to stay ahead of competitors. Therefore, there is a chance of leakage, loss, or may cause business interruption

The Group has a risk management approach by developing cooperation with foreign partners in order to strengthen its business in a market that the Company is not yet able to access. The Company has the concept of seeking joint ventures with the same business or businesses that will enhance the Company's growth prospects in the future. The Company has studied technology (Big Data, AI) to improve the current working method to increase work efficiency (increase profitability rate and reduce staff in the Back Office) or establish a company or invest in a company with a Know-How technology that is likely to grow in the future.

2.2.2 Financial Risks

- **Liquidity Management Risk**

The Group is exposed to the financial risk concerning the sufficiency of working capital and financial liquidity. Financial liquidity is essential for the businesses of construction management consultancy and architectural and engineering design services that require sufficient working capital to cover business operations expenses. While the company's service income comes from the service under the contract, the service fee can be billed only when the work's progress is under the conditions agreed with the employer and/or when the contractor accepts the work delivered at each stage. Sometimes the progress of the project is delayed, causing customers not to pay as expected. Besides, the company will have to bear various costs that may cause liquidity problems.

The Group of Companies is well aware of this risk and therefore has devised a method for managing liquidity risks by considering and assessing clients' quality before bidding or accepting projects. When accepting or bidding on a project, the company will pay close attention to the service contract to ensure that the company can deliver a quality project according to the time frame specified to the customers. The company has also prepared a business plan and an annual budget plan, specifying revenue targets based on service types and the proportion of projects that come from public and private sectors. This enables the Company's management to analyze data and plan for a suitable job acceptance or bidding for a new project. There is a regular tracking of outstanding receivables and pending income. There is a request for a credit limit from banks to provide adequate liquidity and maintain the working capital ratio (current ratio) and debt to equity ratio at the appropriate level regularly.

- **Risk from income volatility**

Each project or department bidding has different procedures, procedures, and time frames. Also, other

environmental factors may affect the investment in new real estate projects for each type, such as the economic situation, the political situation, the tourism business, the residual housing volume in the market, the situation of the COVID-19 pandemic etc. As a result, the Group could not know for sure the chance of winning the tender. It includes the start-up period and the number of construction projects in the industry that may change according to the employer's wishes and other environmental factors mentioned above. Therefore, the group's income, performance, and cash inflow in each period may fluctuate according to the number of projects on hand, the project's hiring value, the progress, or the completion stage of the project to collect the service fee in accordance with the contract agreed, and continuity of receiving new projects.

STONEHENGE INTER PUBLIC COMPANY LIMITED

"เราคือผู้นำด้านงานที่ปรึกษา
บริหารและควบคุมงานก่อสร้างแบบครบวงจร"



However, the Group has a risk management approach in this regard by diversifying the risks from providing service as a consulting engineer in various projects. Such projects include, for example, condominiums, mixed-use development projects, office buildings, shopping centers, educational establishments, multi-purpose buildings Infrastructure projects, and projects for archaeological conservation. These projects require specialized expertise in providing services and diversifying exposure to a wider variety of public and private sectors, such as the merger of the AEC with core segments as government customers.

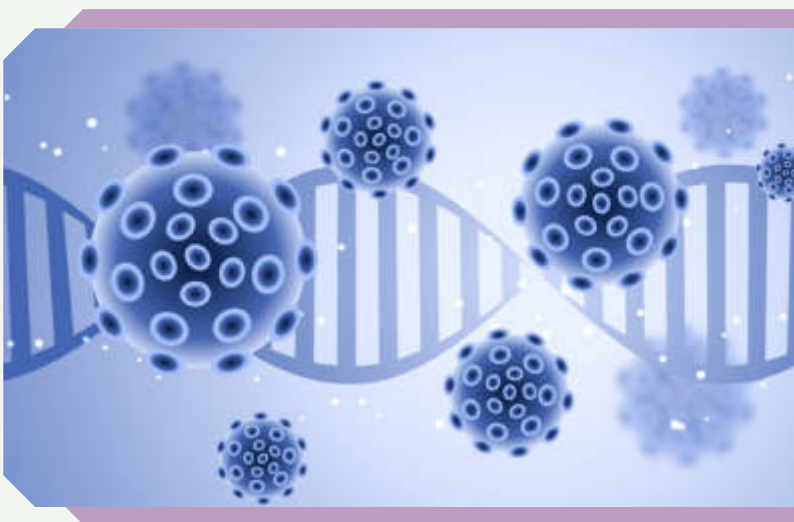
2.2.3 Social environmental risk

- **Outbreak risk of 2019 coronavirus disease (COVID-19)**

The COVID-19 pandemic is a massive outbreak worldwide. Since the end of 2019, the rapid spread of the virus has alarmed people worldwide, especially in Thailand, which is an external factor that the company has no control over. In this situation, the government issued an Emergency Decree on Public Administration in the Emergency Situation from March 26, 2020 onwards. The issued important measures are controlling travel in and out of the Kingdom, the curfew, the suspension of travel across provincial areas, and the ban on mass activity to curb the COVID-19 outbreak. As a result, many projects that the company offers. There is a slowdown in work during such imposed measures. When the situation began to resolve in the second half of the year, many construction projects proceeded as planned. Some projects may have some impact due to foreign workers' needs, such as from Myanmar, Laos, and Cambodia.

However, the company was impacted by project bids in the first half of 2020 due to the country shut down. This resulted in the disruption of both the public and private sectors' operations, reduction of the opening of the auction, and postponement of the auction. By postponing the government's auction, it can affect the company's revenue recognition that may be reduced and delayed later than planned. However, the Company does not have much impact on the revenue recognition as the Company currently operates projects that continue to generate income. Moreover, the COVID-19 situation in the country began to improve in the second half of 2020. The Company expects that real estate projects, both public and private sectors, will begin construction normally, and the company will be able to take control of each project and bid on the next plan.

As for the impact on the sources of funds and liquidity used in operations and the impact on the Company's financial statements, it was found that the COVID-19 pandemic had no impact on the source of funds and liquidity used in the operations of the Company. The Company can keep track of payments from customers on schedule and pay interest, pay debts



to financial institutions regularly, and continually pay salaries to employees until the end of the year. However, such a situation does not have any impact on the financial statements for the year 2020; the Company is still able to close the financial statements according to the specified period.

For the COVID-19 situation in Thailand, the Company, as a construction management consultant, had a meeting with partners and relevant departments to analyze both short-term and long-term impacts. The Company considers external factors and controls of the spread of government measures affecting working hours, partners, or third parties. Most of the company's employees reside in various projects in Bangkok and other provinces, so they are affected by Government Emergency Decree including access control policies in some provinces. As a result, the construction was delayed later than planned. Some projects were suspended, which the Company has closely discussed to adjust the construction plans with the project owners and contractors.

2.2.4 Good corporate governance risk

- **Risk from Corruption**

It is a risk arising from performing or omitting a duty or abusing the authority to exploit various forms of improper benefits. It includes either giving or accepting a bribe, offering, making a commitment to requesting or soliciting money, property, or any other benefit that is not appropriate for a government official, government agency, private organization, or any other person doing business with the Company. It is for the said person to perform or refrain from performing the duties in the acquisition of

a business, or for any other benefit that is improper for a business. This is to reduce the risk of corruption that may occur in the business operations or activities of the Group. The Company has therefore established guidelines on the prevention of involvement with corruption. The Company has published them on the Company's website, on the corporate intranet and instructed the directors, executives, and employees of the Group to apply them strictly.

2.2.5 The risks affecting the investment rights of the securities holders

- **The risk that the Company has a major shareholder of more than 25%**

The Company has a major shareholder, Univentures Capital Company Limited, holding 28% of the total issued shares. As a result, such shareholders could control the resolution of the meeting in matters stipulated by the Company's Articles of Association or the relevant laws requiring a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote. Thereby, other shareholders may not be able to gather votes to examine or balance matters proposed by the major shareholders.

However, with the management structure of the company, it consists of the Board of Directors and various sub-committees, each of which has a clear scope of powers and duties to make the management of the Company transparent and verifiable. Also, the Company has established a policy for managing conflicts of interest, whereby directors, executives, or stakeholders in such transactions must not participate in decision-making, and any connected transactions must be reviewed or considered by the Audit Committee which has no interest in such connected transaction as well. The company must disclose information on connected transactions in accordance with the laws or regulations prescribed by the regulators. The management structure and policy for managing conflicts of interest are a guideline to mitigate the impact of risks on this matter.

- **Management risk in a subsidiary operating its core business due to having less than 75% of its shareholding**

The Company holds 63.75% of shares in the AEC subsidiary. In 2020, AEC accounted for 46% of the revenues from the services of the Group. Although the company has more than half of the voting rights in shareholders' meetings, the company cannot control almost all of the shareholders' resolutions.



This is because certain types of transactions require at least three-fourths of support from the shareholders' meeting, such as capital increase, capital reduction, purchase or sale of the business, etc.

The management structure of the Company consists of the Board of Directors and various sub-committees, each of which has a clear scope of duties and responsibilities to make the management of the company transparent and verifiable. Besides, the Company has established a policy for managing conflicts of interest whereby directors, executives, or stakeholders must not participate in the decision-making. The company must disclose information on connected transactions in accordance with the laws or regulations prescribed by the regulators. The management structure and policy for managing conflicts of interest are a guideline to mitigate the impact of risks on this matter.

2.2.6 The risk from other external factors

- **Risk from the internet or cyber threats.**

Today, the business sector has changed the business model and way of working by increasing the adoption of information technology in work processes and organizational management, such as the use of systems in the quality inspection process and construction progress, linking information of various departments,



and contacting stakeholders of the Group through the Internet. As a result, the Group's business operations are more vulnerable to the Internet or cyber threats, such as attacks on network systems, accessing important internal information of the Group such as Commercial information, customer information, innovation development information by third parties who are not affiliated and unauthorized to destroy or use such inside information in any way causing damage

to the Group. Such threats may affect the financial, business operations, reputation, and creditability of the Group. Therefore, the company has set a policy to maintain the security and safety of the information technology system and set the regulations for the use of computer systems in various fields, controlling access to information in applications such as the use of electronic mail and the Internet. By installing a security protection system for communicating or

transmitting information over the Internet (SSL), it is to increase the security of data, the use and installation of computer software programs, access control, and system security and information. It also requires executives and employees to strictly abide by, including having a backup and recovery system. The Company organizes an annual rehearsal of the data recovery plan and provides training on the correct use of technology to ensure it is safe from cyber threats and to continuously raise awareness of the use of technology to employees. It also has a Business Continuity Planning (BCP) to deal with critical and emergency situations.

- **Risks from the effects of changes in regulations, laws and procedures**

Changes to the regulations, laws, and procedures relevant to the business operations of the Group at any given time can be a risk factor that affects the Group, either on reputation, loss of business opportunity, loss of business opportunity, or penalties and fines if the Group does not comply or cannot fully and complete perform. However, the Company requires that changes in government policies, laws, and regulations related to the business operation of the Group of Companies are closely monitored. In addition, we will continue to improve regulations, regulations, business practices and codes of conduct, professional ethics in line with the laws, regulations, and changing practices regularly, and communicate to employees of the Group to abide by.



The enforcement of the Personal Data Protection Act 2019 and related laws on May 27, 2020, causes the business sector to undertake various actions in order to be ready and able to comply with the law when it is completely applicable. By doing so, there are additional expenses and business costs and may be at risk of prosecution by the subject of infringement in the event of fallibility in the implementation of the provisions of the said law. However, the Company has appointed a working group to oversee and prepare various plans to support such law enforcement and establish personal information protection policy as a guideline for the operations of the Group. It includes measures for determining the purpose and conditions of use of information, notifications for consent and informed consent, the collection, use, and disclosure of information in accordance with the law. Training is organized within the group of companies to educate executives and employees. The management and staff of relevant departments are encouraged to attend seminars organized by government agencies or relevant regulators and review the efficiency and sufficiency of information security systems both in terms of technology and processes to prevent unauthorized access to confidential information.





Driving Business for Sustainability



3.1 Sustainable Management Policy and Goals

Stonehenge Inter Group Public Company Limited realizes the importance of conducting business based on good corporate governance and striving for the sustainability of the organization to grow into a strong professional institution including being responsible for the environment, society, and corporate governance. This is one of the important factors that will help the Group's business operations be recognized and supported by all stakeholders. As a result, the business of the Group could grow steadily and sustainably in the long term.

To operate the business within the framework of good governance with honesty, transparency, and accountability, the Group focuses on and considers the benefits and/or impacts of its business operations that will occur to the economy, environment, and all stakeholders involved. These stakeholders include shareholders, investors, employees, customers, business partners, communities and society, and various organizations. It also supervises and promotes the work of the directors, executives, and employees of the Group in the same direction. Therefore, the Group has policies and practices on sustainability management at the enterprise level, and it has disclosed such policies on its website. The Company has the following corporate sustainability management goals:



Good Governance

Fair Business Operation

The Group has fair business practices including promoting social and environmental responsibility in every step of the business chain. The guidelines and practices in such matters are as follows:

- 1** The Group has strict guidelines for compliance with laws and regulations related to business operations and cooperation towards operations and/or any activities under the proper law enforcement by government officials.
- 2** The Group has established business practices with honesty, transparency, and accountability, including on the basis of adhering to the agreed commitments and sharing of benefits appropriately and fairly.
- 3** The Group has guidelines for promoting free trade competition, whereby the Group will act against its competitors within the framework of sound and fair competition etiquette.
- 4** The Group operates its business with social and environmental responsibility based on ethics and good governance



principles to develop business growth while creating economic, social, and environmental balance.

- 5** The Group has a guideline to avoid any action that may lead to a conflict of interest or an intellectual property infringement, and it does not support any form of corruption on all stakeholders.

Human Rights

Human Rights Respect



The Group realizes the importance of respect for human rights by not doing anything that violates all stakeholders' rights and liberties and all parties. It ensures that its business does not involve and/or advocate for human rights violations but encourages business partners and/or stakeholders to comply with human rights principles in accordance with international standards.

Environment

As the business of the Group of Companies is a service-oriented business, does not produce products, but has a way to operate the business with environmental responsibility in accordance with the relevant laws and regulations, as well as investing, developing, and improving the environmental management system. The company continues to seek new measures and methods to enhance the efficiency of environmental quality management and control. It also focuses on environmental conservation, reduces pollution that affects the overall environment. Thereby, it invents and seeks ways and methods to reduce the use of resources and energy and reducing emissions of waste and greenhouse gases, with the aims to prevent, control and reduce impacts on the environment, community, and society. There are campaigns for employees of the Company to use resources efficiently environmentally and friendly by saving electricity, water saving, etc., as well as supporting activities related to community development in appropriate opportunities.

The Company is also aware of and analyzes the risks and environmental impacts that may arise from the service provided by the Group, along with supervising and controlling construction projects for which the Group provide services of the project consulting and construction management. There is a construction system or regulations in place that will not affect the environment and community surrounding the project, such as air and noise pollution, waste management system, etc. It includes the supervision of project construction or other related operations to strictly comply with environmental regulations and/or laws.



Safety

The Group realizes the importance of safety and hygiene of its personnel and the surrounding communities of the office and every person in the construction projects for which the Group provides services. It aims to promote and instill awareness of quality, safety, occupational health, and environment to the Group's personnel for its benefits, its business partners, communities, and society. The Group has established requirements and standards for quality, safety, occupational health, and environment with measures not less than those required by law in accordance with international standards. The personnel of the Group are required to study and comply with relevant laws, guidelines, requirements and standards on quality, safety, occupational health, and environment concerned. There are safety officers of the Group to inspect the operation of the project. If any part is found to be defective, they will notify the relevant departments and improve immediately. The target for occupational accidents as "zero" is set by having to develop, improve, raise safety standards above the criteria set by the law.



Society and Community

The Group realizes the importance of taking part in community or social development by providing support for projects and / or activities to help and develop society in areas such as religion and culture, education and youth activities, quality of life, community relations, etc. This consists of projects and / or activities held in local communities with distress in various fields and general social projects and / or activities. The Group strengthens and fosters the participation of relevant communities and stakeholders through open, transparent, and constructive listening, consultation, treating equality and respect for differences. The Group supports the improvement of the quality of life and the strength of the community, and cooperates with government agencies, business partners and other stakeholders to participate in the development and/or application of good sustainability standards and practices of the company and/or various sectors. In addition, the Group has adopted the concept of social and environmental responsibility and creativity in creating business innovations that enhance the quality of services and the competitiveness of the enterprise. It also promotes the raising of service standards in the business and creating benefits for customers and society. In this regard, the Group will explore its business operations and/or services whether they pose risks or create negative impacts on society and the environment, and study for solutions to



mitigate such impacts. Along with their consideration, the work processes of various departments are detailed and comprehensive in all aspects. It creates discovery opportunities to develop business innovations that can generate business growth while generating profitability of the business. In addition, the Group will disclose innovations that are beneficial to society and the environment to encourage businesses and other entrepreneurs to follow, which may benefit society.

3.2 Managing stakeholder impacts in the business value chain

3.2.1 Business value chain

The nature of the Company's business operation is primarily a service operation. Stakeholders in the business value chain include customers who are real estate and construction companies, and the contractors as business partners to achieve operational goals and meet customer needs. The Company is committed to creating the value of professional services for giving customers the utmost satisfaction by dividing the business value chain as follows:

1. Main Activities

Industry		
Type:	:	Job Description:
Service Business	:	Project Management and construction management / Architectural and Engineering Design
Business Value Chain		
Management of Production Factors		Operations
<ul style="list-style-type: none"> Control the construction work to meet international standards and professional ethics with quality. Design projects that meet the customer's needs and be friendly to the nearby environment. 		<ul style="list-style-type: none"> Apply professional standards to supervise the construction projects. Develop innovations to help enhance the work process to achieve accuracy, speed, accuracy, and confidence among customers. Consider the safety and impact on the community. Reduce the amount of waste and environmental impact from the construction process.
Distribution of Products and Services		Marketing and Sales
<ul style="list-style-type: none"> Inspection and delivery of services to customers accurately and completely, reduce problems and errors with honesty and sincerity, as if we were the owner of the construction project and deployed innovation to help support throughout the work process. 		<ul style="list-style-type: none"> Pricing is reasonable, fair, and transparent. Communicating and providing information about the project in its entirety. Delivering standardized work by adding an application to a functional audit such as quality assurance to ensure that the services provided by the company can meet the quality requirements as agreed.
		Management of After-sales
		<ul style="list-style-type: none"> After-sales service such as tracking progress and defects in order to jointly resolve problems for customers by taking room history so that they can examine the work that has the characteristics of faults in different rooms.

2. Support activities

Since the Group is a service-oriented business that brings in knowledge, expertise, and experience in the engineering profession as the core in acting as a consultant for management and supervision of various construction projects for the customers who are the project owners. The Group is committed to providing efficient services to customers both in terms of quality of work that meet international professional standards under the control of the time frame and budget of the construction projects. The scope of service ranges from study, survey,



consultation, suggestion, management, and supervision of construction to complete the projects as planned. In addition, the services provided by the Group include architectural and engineering design services, interior design, and archaeological works, which are the main activities of the Group. Therefore, supporting activities play an important role in achieving the main activities of the target, including human resource management. Due to the nature of the services of the group of companies, personnel are a vital force in driving the business sustainably, therefore, the selection of personnel to work for a company is of great importance. The company therefore has a thorough selection process to acquire quality personnel. It also emphasizes on supporting and promoting various knowledge related

to the operation and fostering personnel to love and bond with the organization and have full dedication to perform the work as assigned. It includes infrastructure work such as accounting and finance, procurement systems, organizational management, innovation, and technology development, which are essential components of the core work processes. For example, BIM innovations are deployed to enhance the validation of project work accurately and quickly.

Therefore, those who are involved in supporting activities are an important part of driving the service business of the Group to achieve its objectives and goals. It is also a group of stakeholders to whom the Group attaches great importance.

3.2.2 Stakeholder

Stakeholders are individuals or entities that are directly and/or indirectly related to the business operations of the Company, which are divided as follows:

Stakeholders within the organization

Stakeholders : Shareholders

Stakeholders' Expectations

- Good operating results and continuous growth.
- Business stability
- Transparency and accountability
- Disclosure of information that is fast, accurate and complete in a timely manner.

Meeting stakeholder expectations

- Make a business plan for sustainable performance.
- Develop and expand the business base to continue to grow and have recognized potential.
- Allocate various communication channels with shareholders such as communicating the performance through stock exchange channels, company website, participating in Opportunity Day activities to meet investors, listening to opinions and suggestions through various communication channels of the organization such as letters, website, www.sti.co.th, etc.
- Dividends are paid to shareholders annually according to the Company's policy.

Stakeholders : Employees

Stakeholders' Expectations

- Compensation and benefits
- Career advancement and stability
- Self-learning and development
- Safety at work
- Fair and equitable treatment
- Participation in expressing opinions

Meeting stakeholder expectations

- Manage compensation and welfare to satisfy employees and be competitive at the same industry level.
- Provide a salary structure and career path.
- Create a human resource development plan to develop potential and retain good personnel with the organization.
- There is a system for safety and hygiene in the work.
- Treat all employees equally and fairly.
- Organize activities to create bonding and encouragement to employees, to ensure that employees are like family members.

Stakeholders outside the organization

Stakeholders : Customers

Stakeholders' Expectations

- Good quality of service, efficiency, accuracy, speed, accuracy.
- Reasonable and fair price.
- Resolve problems arising from the work process carefully and quickly.
- The safety of the buildings in the project.
- Transparency throughout the work process.
- Deliver work on time.
- Comply with laws and professional ethics.
- Continuous service after the project delivered.

Meeting stakeholder expectations

- Operate professionally according to international standards with experienced personnel.
- Service-oriented to achieve the highest satisfaction with the customers, to be honest and provide customers with trust and confidence in the operation of the company.
- Develop work processes to be most efficient by developing innovations to enhance work processes.
- Follow the terms and conditions strictly and fairly.
- Operate under the anti-corruption policy.
- Welcome opinions and complaints through various communication channels, both directly and indirectly, such as through the supervisor level, or mail, website www.sti.co.th, a channel to "welcome complaints" to improve and develop the service.

Stakeholders : Business Partners

Stakeholders' Expectations

- Building good relationships and cooperation with each other in the long term.
- Fair and transparent action that can be verifiable.
- Welcome comments and suggestions.

Meeting stakeholder expectations



- Build confidence among business partners through efficient and standardized operation and a partner selection process that can be performed according to the standards set by the company to meet the quality requirements of the company and meet the standards according to the relevant laws.
- Focus on building and maintaining a good relationship with business partners sustainably.
- Be honest and on the basis of fair compensation for both parties and strictly abide by contracts and/or conditions agreed with trading partners.
- Treat all trade partners equally and fairly.
- There are prohibitions in the solicitation, and/or acceptance of any dishonest property or benefit from a business partner.
- Operate under the anti-corruption policy.
- Welcome opinions and complaints through various communication channels, both directly and indirectly, such as through the supervisor level, or mail, website www.sti.co.th, a channel to "welcome complaints" to improve and develop the service.

Stakeholders : Designers / Contractors

Stakeholders' Expectations

- Providing expert advice.
- Good and effective coordination.
- Fair and transparent operations.
- Safety at work.

Meeting stakeholder expectations

- Operate professionally according to international standards.
- Follow the terms and conditions strictly and fairly.
- Treat designers/contractors equally, transparently, and fairly.
- Operate under the anti-corruption policy.
- Set up a system for occupational safety and health and monitor closely.
- Hold meetings to discuss and exchange opinions together regularly.
- Open a channel for welcoming complaints via mail, company website www.sti.co.th

Stakeholders : Community

Stakeholders' Expectations

- Management of safety and environmental impact
- Managing complaints quickly and efficiently.
- Participation in community development for sustainable growth.
- Getting support and promotion in various fields.

Meeting stakeholder expectations

- Explore needs or their impact on the community.
- Build good relationships between people in the community and organizations.
- Operate professionally according to international standards.
- Manage the environment and safety systematically.
- Carry out sustainability projects covering economic, social, and environmental aspects to be a part of community development for sustainable growth.
- Helping, supporting, and promoting the community through various project activities.

Stakeholders : Society

Stakeholders' Expectations

- Energy and Environmental Management.
- Obtaining useful information that can be applied to various situations.
- Getting support and assistance in various fields.

Meeting stakeholder expectations

- Operate professionally according to international standards.
- Manage energy and the environment systematically and for maximum benefit.
- Organize activities to disseminate knowledge to society, such as being the co-host of the program "Mechanic Clinic," attending a special lecture on engineering work to various university students to gain knowledge from real work experience to explore places. In the event of a disaster, jointly propose impactful solutions to problems.
- Support and promote through various activities and projects based on current events and situations.
- welcome ideas and suggestions through corporate communication channels such as letters, company websites. www.sti.co.th

However, the company will assess the expectations of all stakeholders at least once a year through a process and welcoming opinions, conducting satisfaction surveys, holding meetings, or enabling other participation channels to acknowledge impacts and issues concerning the company and stakeholders, both positive and negative perspectives.

3.3 Sustainability Management in the Environmental Dimension

3.3.1 Environmental Policies and Practices

As the business of the Group is a service business, it does not produce products but is determined to conduct the business with environmental responsibility in accordance with the relevant laws and regulations, along with investing in the development and improvement of the environmental management system including seeking new measures and methods to improve the efficiency of environmental quality management and control. The company emphasizes environmental conservation, reducing pollution that affects the overall environment, inventing and seeking ways and methods to reduce the use of resources and energy. It aims to reduce the emission of waste, construction dust and greenhouse gases to prevent, control and reduce impacts on the environment, community, and society. There is a campaign held to encourage the employees of the company to use resources that are worthwhile and environmentally friendly, guidelines for saving electricity, saving water, etc. It includes supporting activities related to community development in the appropriate opportunities.

The Company is also aware of and analyzes the risks and environmental impacts that may arise from the Group's services, along with overseeing and controlling the construction projects where it provides consultancy and construction management services. There is a construction system or a regulation that will not affect the environment and community surrounding the project, such as air and noise pollution, prevention of dust pollution in construction, waste management system, etc. It includes supervising projects or other related operations to comply with environmental regulations and/or laws strictly.

In addition, the Company realizes the importance of the safety and hygiene of the Company's personnel

and the surrounding communities of the offices and construction projects for which the Group provides services. The company aims to promote and instill awareness of quality, safety, occupational health, and the environment to the company's personnel for the benefit of the group of companies, business partners, community, and society as a whole. The company has established requirements and standards for quality, safety, occupational health, and the environment with measures not less than those required by the law in accordance with international standards. It requires the Company's personnel to study and strictly abide by the laws, guidelines, requirements, and standards on quality, safety, occupational health, and environment. In addition, the company will take steps to control and prevent various types of losses due to accidents, fires, injury or illness from work, loss or damage of property, breach of security system, improper operation, and errors that occur. It also maintains a safe working environment for the Company's personnel and to regularly rehearse the security plan. It is the responsibility of management and employees to report the accident in accordance with the established procedures.



The Company is committed to reducing the negative impact on the environment in areas such as saving energy, water, garbage, wastes, pollution, and reducing greenhouse gas emissions. It also has concrete action plans and aims to reduce the consumption of electricity, water supply, and greenhouse gas emissions from business processes by 2022.

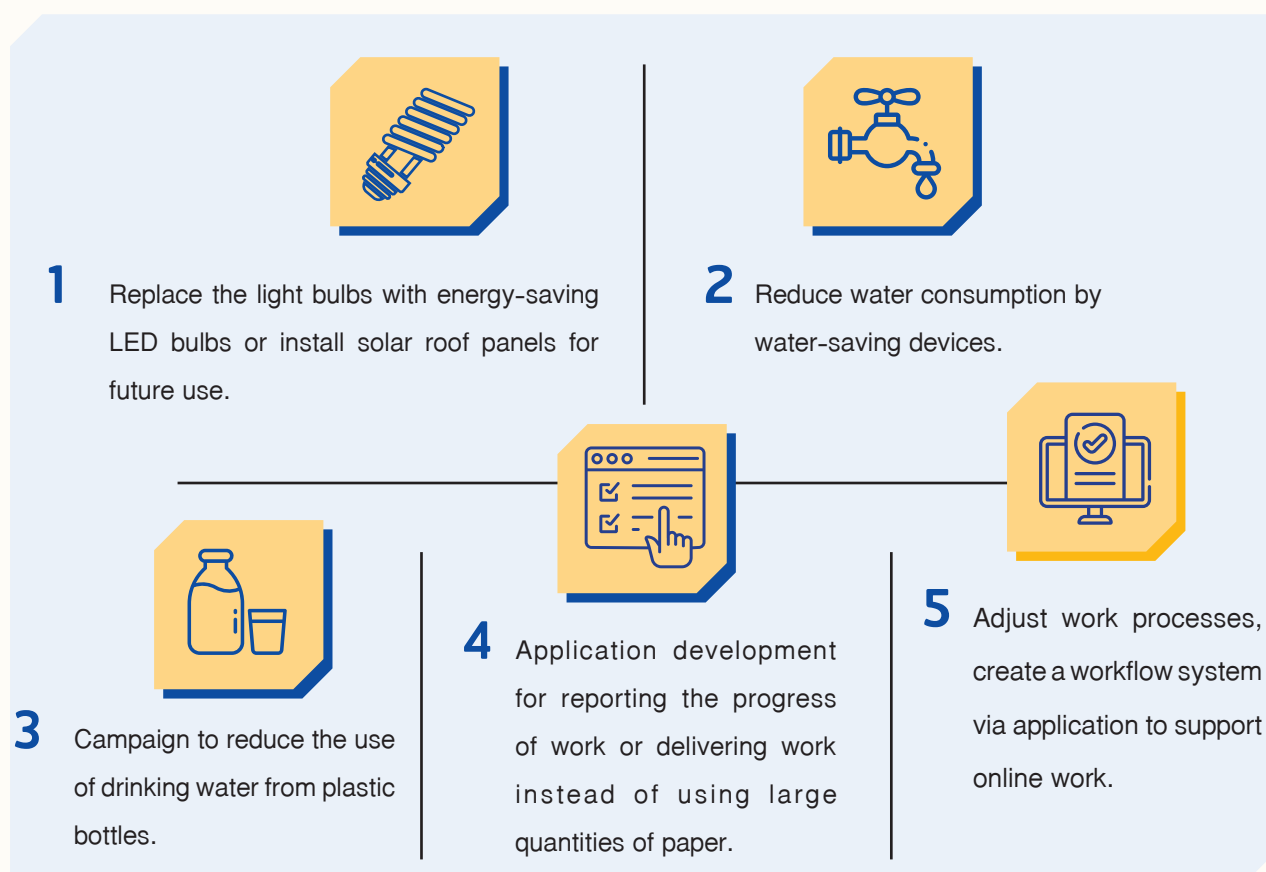
3.3.2 Operation Results for Environment

Taking responsibility for the environment is one of the important duties of The Company therefore it sets out legal-based practices for personnel and related persons. The company defines the environmental boundaries referring to the environment within the organization and within the project/community developed by the company as well as outside society. By asking for cooperation from all groups of stakeholders, namely its personnel, customers, partners, and allies, it aims to improve the overall environment. As a result, in 2020 there were no violations of regulations and laws on environment and safety.

As a consultant for construction management, the company recognizes and gives importance to the

announcements of the Office of Natural Resources and Environmental Policy and Planning, the Ministry of Natural Resources and Environment, and strictly adheres to the environmental impact mitigation guidelines (EIA). The projects operated by the Company are in strict compliance with the relevant laws by controlling noise, dust, wastewater, and controlling and preventing traffic problems around the construction area and saving electricity, saving water to reducing pollution problems.

The company has plans to manage and improve in various areas, starting with office buildings to be part of the social responsibility as follows:



Power Consumption (Electricity)



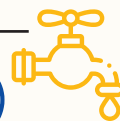
The Company mainly uses energy from electricity in its business operations. The Company, therefore, organizes an energy-saving campaign in the headquarter buildings and project offices under the operation of the company. It aims to raise consciousness and awareness among employees in the use of electricity to save electricity bills each month and to help the environment, reduce carbon emissions that would not destroy the atmosphere, and would not cause a greenhouse effect, resulting in global warming and pollution problems that affect the overall public health. For example, it creates publicity signs and digital media in various formats to promote and campaign for all employees to participate and help reduce energy

consumption by turning off the air conditioner and the lights during lunch and turn off the air conditioner 30 minutes before leaving the office. The Company is committed to efficient energy management in lighting and air conditioning systems by installing and maintaining equipment, controlling related electrical systems.

In the year 2020, the Company continued to collect electricity usage statistics as information for planning and setting goals to continuously reduce the amount of electricity consumption. In 2021, the company shall begin to change the electric light in the office to LED and study the use of a solar power generation system (Rooftop) to reduce electricity consumption.



Resource Consumption (Water)



The Company realizes and attaches importance to the conservation of natural resources, especially the management of water for maximum benefit, and strives to operate with efficiency to reduce the cost of operating the business and reduce the risk of water shortage in the future.

In the year 2020, the Company has collected electricity usage statistics to be information in planning to control and reduce water consumption. It regularly checks for leaks of water pipes at each stop by collecting annual statistics to compare and set an annual goal.



Since the Company is a service business, which does not have many production processes in operation, but still has a systematic waste and waste management in the business process (Reduce Reuse Recycle). There is an efficient waste sorting system. Also, awareness and participation with stakeholders are raised to reduce waste disposals such as food waste from employees, the quantity of paper bags, plastic bags, paper boxes, water bottles, and plastic bottles. It manages to divide waste into hazardous waste, determine if it is recyclable waste or not, and discipline employees to focus on proper waste separation according to hygiene principles. So, it would not cause environmental pollution. By campaigning for employees to sort and throw garbage into the bin provided, the Company could then help not cause trouble to the nearby community and reduce direct impact on employees and nearby communities' health and safety.

In 2020, the Company did not receive any complaints from nearby communities.

For the construction control work that the company provides services for, the company, trading partners and construction contractors realize and give importance to reducing the amount of waste and pollution in the construction area. Cooperation is made in laying out preventive measures, waste management, and pollution caused by the construction of various projects. It aims not to affect and causes trouble to the communities near the construction site, such as managing and monitoring the amount of dust generated that spreading out in the area. It provides a room with a dust filter system for cutting off construction materials that cause dust and collecting and disposing of it, including guidelines for installing water sprayers around the construction area to manage dust from spreading out.



Management to Reduce Greenhouse Gas Problems



The Company realizes and attaches importance to the problem of greenhouse gas emission. It would like to be a part of the campaign to reduce the problem with the goal of promoting employees to use the mass transit system. It helps reduce air pollution emissions that directly generate greenhouse gases. The Company indirectly controls greenhouse gas generation through the purchase of electricity used in the organization, water consumption, paper consumption and the amount of internal waste generated by the organization.



In 2020, the Company has built awareness of the impact that will occur on a wide range of society and the nation by emphasizing on employees' awareness and importance of being part of social responsibility. There is a control of paper consumption and technology used to help reduce the paper consumption. The company has implemented a campaign for employees to use paper economically to reduce deforestation by emphasizing the use of both sides of

the paper, recycling and raising awareness of the use of office equipment appreciably to prolong the service life of the device. It aims to reduce the amount of paper used for the preparation of meeting documents of the Board of Directors by preparing paperless meeting documents instead and archiving the generated documents digitally. There is a preparation of the inspection report and the work to be delivered to the customer on applications via smartphones, tablets, etc. In addition, the Company is in the process of developing the workflow system so that all departments can operate through application to support the work in the New Normal style as well as develop additional innovations to use application helps to check project work efficiently

The company has focused on mitigating the greenhouse gas problem, finding that the activities of businesses with the largest amount of greenhouse gas emissions are the use of electricity from office air conditioners and the use of fuel from corporate vehicles. Therefore, the Company has regular maintenance measures for air conditioners to be cleaned according to the solar panel power generation period and plans to gradually replace the company's cars with hybrid or electric vehicles from 2022 onwards.

The company will continue to collect energy consumption statistics every year to compare and measure results, as well as set goals to reduce the consumption of natural resources, which is part of the social and environmental responsibility for the sustainable growth of the organization and the country.

3.4 Sustainability Management in the Social Dimension

3.4.1 Social Policy and Practices

The Group realizes the importance of contributing to community or social development by providing support for projects and/or activities to support and develop society in areas such as religion and culture, education, and youth activities on quality of life, relationships in the community, etc. This includes projects and/or activities organized in local communities with a wide range of shortages, and general social programs and/or activities that strengthen and promote the participation of the community and relevant stakeholders. As well as supporting the development of quality of life and the strength of the community, the Company cooperates with government agencies, business partners and other stakeholders to contribute to the development and/or application of good corporate sustainability standards and practices of companies and/or sectors.

In addition, the Group has adopted the concept of social and environmental responsibility and creativity in creating business innovations that improve service quality and the Company's competitiveness. It is also to promote service standards in the business and create benefits for customers and the society. In this regard, the Group will explore the Group's business operations and/or services whether it poses risks or creates negative impacts on society and the environment and study for solutions to mitigate such impacts. Along with considering the work processes of various departments in detail, it covers all aspects to create opportunities to discover and develop business innovations that can generate business growth while generating profitability of the business. In addition, the Group will disclose innovations that are beneficial to society and the environment to encourage businesses and other entrepreneurs to follow, which may benefit the society in general. The Company also publishes

the entire policy and guidelines on social management on the Company's website.



Human Rights Policy

The Company has established a policy and practices on respect and non-violations of human rights in the Corporate Ethics Manual and communicated to all employees for acknowledgment and compliance and published such documents on the SMART STI intranet system, too.

The Company is ready to comply with the Universal Declaration of Human Rights and the United Nations Guiding Principles on Business and Human Rights: "UNGPs." The Company places great emphasis on fair, equitable and non-discriminatory labor practices, and respect in terms of employment, compensation, promotion, training, and employee development without the discrimination of gender, age, educational institution, race and religion. It also supports the employment of disadvantaged groups, including the elderly, the disabled, and the unprepared to create opportunities for stable career and income, and be part of the achievement of the Sustainable Development Goals (SDGs) of the country and the world.

Human Rights Respect

The Group attaches great importance to respect for human rights by not doing anything that violates the rights and liberties of all stakeholders. Also, it prevents the Group's business from being involved and/or advocating for the infringement of humanitarian rights and will encourage trading partners and/or stakeholders to comply with human rights principles according to international standards.

Respect for and not violating human rights : The Company has a policy and practices that do not involve human rights violations. All directors, top executives and staff of the Company comply with the importance of respect for human rights regarding equality, not discriminating against race, religion, sex, marital status, physical performance, status, or any other status which is not directly related with their performance. They shall respect for the individuality and the dignity of the human being.



Fair Labor Practices

The Group aims to treat employees of all levels equally and fairly by determining compensation for employees based mainly on qualifications, duties and responsibilities, and their performances. It also provides welfare to employees appropriately in accordance with the law and organizes the working environment to ensure work safety and good hygiene in the workplace. In addition, the Group has guidelines to promote the development of knowledge and work skills of personnel towards professionalism according to international standards, along with encouraging employees to have good attitudes, morality, and ethics and to develop teamwork skills. The Company provides training to educate employees as well as creating a safe working environment, encouraging them to be creative and able to work to their full potential and capability. This is done to contribute to sustainable development and to enable all employees to establish a family bond with the organization.

Career promotion for people with disabilities : The Company began to promote the occupation of the disabled by hiring people with disabilities to work to promote and improve the quality of life of the disabled in a concrete way. In 2020, the Company has hired people with disabilities to be employees and receive welfare according to the Company's regulations, which promotes people with disabilities to have a sustainable income-generating career. It has complied with the criteria set out by the Disability Quality of Life Promotion and Development Fund, the Department of Disability Quality of Life Promotion and Development, Ministry of Social Development and Human Security.

3.4.2 Social Performances

(1) Customers

The Company places great importance on customer satisfaction. The construction management and supervision in accordance with ISO 9001: 2015 quality standards cover the entire construction project management system. The Company's personnel will learn about working standards in a systematic manner and continuously improve and update the working system to comply with the international system based on the principles of quality control in terms of time, cost, and quality. It conducted a survey on demand and established channels for welcoming the customers' opinions to analyze and take steps to improve in response to customers' needs and expectations. The Company conducts an annual satisfaction survey and welcomes to customers' opinions through various communication channels such as receiving complaints, meeting with customers, as well as monitoring the performance against the indicators to bring the results as information on how to improve plans and develop management that are consistent with customer needs.

In the year 2020, the Company received a very satisfied level of customer satisfaction (representing 80.35%) and there were no customer complaints about important matters, and it did not affect the company's service work.

Development of an organization that customers can trust and believe in the service regularly.

Throughout the years of operation, the Company has been committed to operating in response to customer needs. Therefore, the personnel in the organization will continually develop the knowledge base related to the operation. There is a technological development that adapts to the organization with the knowledge of modern technology that can be applied in operations to serve customers with greater potential. There shall be a support to personnel to enhance their technological knowledge to keep pace with customer changes and respond to the additional customer needs and create impressive satisfaction in the company's services.

Development of Innovation

At present, innovation is essential to businesses that will help increase competitiveness and create sustainability for the organization. The Company realizes the importance of innovation development within the organization and develops innovation to help continuously enhance the company's services. It encourages employees to participate in the development of work efficiency by co-developing innovations that are consistent with various businesses. By focusing on the use of innovation, it could improve service quality, reduce costs, and meet customer satisfaction with responsibility, honesty and ethics by studying the direction and business channels related to future technology.

In 2020 The Company had adopted digital technology to develop in creating innovation to increase work efficiency as below:



Employees and Labor

The company continually takes care of its employees to be an organization that everyone accepts and maintains a good image. Therefore, to maintain competitiveness and prevent human resource shortage, the Company is committed to developing all employees to have the knowledge and ability to respond to the competitive demand and business operations both now and in the future.

Corporate engagement : To strengthen employee engagement with the organization, the Company organized a survey of opinions on implementing various activities. It used the results and suggestions of employees to improve the organization's culture

continuously. The Company also analyzed the differences of the assessment results between the supervisory departments and between the assessors' work levels to respond to various issues more effectively. Personnel development policies are reviewed, encouraging good people and talent to progress in line with its succession plan. As a result, the company employees have a positive attitude and feelings towards the organization, which will help foster the employees' affection and attachment to the organization and be an important force that will lead the organization to the growth of the Company.

Employees

No	Employees	Stonehenge Inter Public Co., Ltd. (STI)		Stonehenge Co., Ltd. (STH)		Asian Engineering Consultant Co., Ltd. (AEC)		Remark
		Male	Female	Male	Female	Male	Female	
1	Number of Permanent Employees	317	144	162	55	143	103	
2	Number of Contract Employees	41	7	17	8	256	81	
3	Number of Disabled Employees	5	-	1	1	2	-	
		358	151	179	63	399	184	

Performance Evaluation and Remuneration:

The Company requires employees to receive a quarterly performance appraisal, encompassing all employees throughout the organization. It considers the evaluation results of employees for the adjustment of remuneration and promotion. It is the policy for the remuneration and welfare of employees who are assessed on the same criteria and procedures. For remuneration determination, the Company reviews and compares remuneration in the same industry and adheres to the principle of equality, consistency with corporate performance, and in connection with employee performance.

Company personnel development : Developing the potential of employees in all functions is an organizational strategy for developing the organization's competitiveness. Therefore, the Company requires supervisors and employees to jointly monitor and evaluate performance and review plans to develop skills needed to work through individual development planning. In the year 2020, employees received training to promote knowledge according to the criteria of the Labor Department, summarized details as follows:

Detail	Stonehenge Inter Public Co., Ltd. (STI)	Stonehenge Co., Ltd. (STH)	Asian Engineering Consultant Co., Ltd. (AEC)
The Proportion of employees trained	57.17%	56.61%	21.08%
Employee Training Hour/Person	7.30	7.50	14.00

Training separated by companies as follows

Stonehenge Inter Public Co., Ltd. (STI)

No	Detail	In House			Public		
		Course	Total training hours / courses	Total Attendee training	Course	Total training hours / courses	Total Attendee training
1	Hard Skill Course	15	166	231	14	227	25
2	Soft Skill	1	6	60	-	-	-
		16	172	291	14	227	25

Stonehenge Co., Ltd. (STH)

No	Detail	In House			Public		
		Course	Total training hours / courses	Total Attendee training	Course	Total training hours / courses	Total Attendee training
1	Hard Skill Course	10	89	137	4	36	14
2	Soft Skill	-	-	-	-	-	-

Asian Engineering Consultant Co., Ltd. (AEC)

No	Detail	In House			Public		
		Course	Total training hours / courses	Total Attendee training	Course	Total training hours / courses	Total Attendee training
1	Hard Skill Course	4	46	75	22	346	23
2	Soft Skill	-	-	-	-	-	-

Employee Engagement

The Board of Directors realizes that all employees are the most important resource and factor of the Company's success. It, therefore, adheres to the principle of caring and treating employees fairly and

equitably in the areas of opportunity, compensation, and benefits. This policy creates employee engagement to maintain and motivate employees to work with the company for a long time.

In 2020, the company has the following employee engagement development plans:

Welfares : The Company provides welfares and other compensation besides salary, bonus, and provident fund to management and employees as appropriate to the economic conditions and livelihoods. It is to be able to compete as well as comparable to the standards of the Group in the same business such as welfare, helping sick employees or giving birth, marriage, funerals, and helping families of employees who have been in trouble, such as in the case of a house fire, etc.

Provident fund : The Company provides a provident fund to promote savings and ensure employees' future lives and their families upon resignation or disability or retirement or death. Employees can apply for membership to a provident fund voluntarily with the following provident fund welfare rates:

Number of years worked	Employee's contribution	Employer's contribution
1-3 years	3%	3%
3-10 years	3 or 5 %	3 or 5 %
More than 10 years	7.5 or 10%	7.5 or 10%



Annual health check-up program : The Company organizes health checks for all employees annually. According to the employee welfare policy, the Company allows employees to have regular and continuous monitoring of their health. In the year 2020, the company organized an annual health checkup program for employees of all levels. The Company follows up on health examination results to bring the results to plan for the organization's development. This ensures that they are healthy and ready to be important forces in the company's business operation as human resources are crucial to driving operations in accordance with goals.

The Company always pays attention to the health of employees as well. Even when Thailand encountered the COVID-19 pandemic, it has put in place measures to prevent the spread of the disease and closely monitored the contamination of employees in the Group. There is publicity to employees about the measures through all channels. Face masks and alcoholic gels are distributed to employees. The employees' health is monitored in all areas. If an employee is found at risk from the disease or is a carrier in a pandemic, the Company will proceed for that employee detained immediately as the government has stipulated the rules. Also, all employees are required to refrain from traveling in the

risky area or if it is found that there are employees traveling in high-risk areas, the Company will take severe punishment measures.

Scholarship Program for Employee's Children : It is one program from the Company's intention given to all employees by providing an opportunity for them to apply to join the program annually according to the company's criteria. The Company aims to promote education for the children of full-time employees and



alleviate the burden of expenses for the employees. Based on the criteria, employees working for 1 year can apply for scholarship eligibility.

Organizing relationship activities for employees : From the management's intention, activities are organized to promote corporate relationships with employees, executives, and the relationship among themselves. The activities aim to create a sense of bonding, affection, and harmony, such as annual leisure activities, New Year's parties, social activities, etc.

In 2020, due to the COVID-19 pandemic situation, the Company had to refrain from organizing annual parties to reduce the epidemic's risk. However, as the easing of epidemic situation during the year and the government sector has eased various measures, the Company had the opportunity to organize annual leisure activities for some employees under the Company's welfare guidelines. The Company enables management and employees to follow epidemic prevention principles, such as wearing masks, using hand sanitizer, and spacing in joint activities throughout the event.

In 2020, STI Group had an employee turnover rate as follow:

No	Company	Year	Number of Employees	Number of resignation Employees	Turn Over Rate %	increase/decrease
1	STI	2562	485	117	24.12	-10.17
		2563	509	71	13.95	
2	STH	2562	244	52	21.31	-7.67
		2563	242	33	13.64	
3	AEC	2562	566	55	9.72	+0.57
		2563	583	60	10.29	

Besides, during the 2020 COVID-19 pandemic, the company has raised concerns about its employees' health. It has distributed a mask to the cleaning management staff by using the disinfectant spray in the office area monthly. Especially during the critical period of the pandemic, regular cleaning of equipment was carried out, handwashing gels were provided for employees in the work area, and thermometers were installed to measure the temperature of employees and persons who came to contact. In this regard, employees in both project and office areas must wear masks and wash their hands frequently. Documents are sorted into and out of the company while the Company emphasized that all departments strictly follow the stipulated measures to comply with government guidelines. As a result,



the employees or individuals who come in contact with the company do not become infected with COVID-19. Some employees currently work-from-home to reduce the congestion in the office and refrain employees from commuting in public. The company believes the coronavirus outbreak will not affect the Company's construction work in progress. However, it is still closely monitoring the situation.

Safety, occupational health, and working environment

The Company has managed a safety and risk management system and corporate crisis to be at an acceptable level covering all groups of stakeholders. In this regard, the company has audited the safety system and crisis management, examined the safety equipment to be suitable for the working areas, and up to date with the requirements of the project works serviced by the Company. In addition, the Company also provides knowledge to staff and office workers on workplace safety, organizing first aid training and safety precautions, etc.

In 2020 number of accidents caused by the operations of employees was as follows:

Detail	Head Office			Site			Total		
	Female	Male	Total	Female	Male	Total	Female	Male	Total
Total number of occupational injuries (persons)	-	-	-	1	4	5	1	4	5
The number of accidents causing the need to stop the work (persons)	-	-	-	-	-	-	-	-	-

Actions to reduce the impact on safety and occupational health

The Company, as a construction management consultant, cares about environmental impact prevention. It also pays attention to the safety and occupational health protection of its employees and those of the construction contractors for which the company is responsible. By continuing to follow up on safety protection measures throughout the construction period, it emphasizes hiring non-child labor or forced labor. Through focusing on respect for human rights, the Company has a unit of “Safety Officer” (Professional level) to define and lay measures out together with the project owners and construction contractors as follows:



- To reduce safety impacts as a supervisor and project manager.

- In addition to managing the project to have a safe working condition for both employees and associates on behalf of the companies involved, such as contractors, project owners or designers, and related parts. The Company sets up a safety framework and has the contractors' work methods presented to assure the project owners that any contractor company's work will be safe as common standards.

- To emphasize the importance of safety management knowledge by organizing training for employees of the company, and STI Safety Manual has been created so that employees can understand the requirements and can control the contractors to perform the work with safety.

- To require projects to have regular safety weekly audits so that safety actions are continually inspected.

- To determine and recommend the project by arranging a centralized staff to inspect it to identify any hidden hazards that may cause future danger in addition to inspections from project staff.

- In 2020, the Company has organized the training of safety officers at the “supervisor level” to provide knowledge about work safety and the role of supervisors in the prevention and control of electrical machinery hazards and safety in the establishment of business, including occupational safety, health, and environment laws.

Besides, the Company considers the safety, occupational health, and working environment of the office staff. It has organized a fire prevention and suppression training program and firefighting and fire escape training for the year 2020 on October 16, 2020, at the company's training center. The Disaster Prevention and Mitigation Office speakers were invited to educate and practice fire fighting and escape from simulated fire situations.

(3) Community and Society

The Company operates its business with responsibility towards the community and the environment by focusing on reducing the environmental impact and avoiding any activities that may adversely affect the quality of life of the communities surrounding the establishment. In 2020, no complaints from the community were found on social or environmental issues. In addition, the company is also involved in improving the quality of life and promoting participation with the community. In the year 2020, the company had activities for the benefit of society and the environment as follows:

Activities to promote knowledge in the engineering profession :

1. Special lecture at ACT FORUM '20 Design + Built on the topic of "CONSTRUCTION MANAGEMENT & PROJECT MANAGEMENT", organized by the Council of Architects, together with sharing useful experiences to upgrade engineering and architecture work towards international standards.



3. Joined the activity "Engineering Clinic for the People" providing consultation on engineering problems by volunteer engineers, as well as suggesting solutions to various problems for the public who have home problems at no cost. This activity is an activity held annually by the Engineering Institute of Thailand.



2. Special lecture on "the implementation of high-rise and super-large-scale construction projects" on the implementation of the construction of high-rise and super-large buildings from the start of the project until the delivery of work, focusing on details in the foundations system, and underground structures for the students organized by the Department of Civil and Environmental Engineering, Faculty of Engineering, Mahidol University.



4. Joined as a lecturer in a training project for technology, design and construction of large buildings organized by Civil Engineering Department, Faculty of Engineering, Rajamangala University of Technology Rattanakosin (RMUTT). The objective is to develop engineers and technicians to have knowledge and understanding of the application of new technology in analysis, design, and management of large building construction. This event is to increase the potential of entrepreneurs in the construction industry, especially medium and large-scale entrepreneurs, who would have to prepare and develop their academic and professional skills.

5. STI organized booths at KMUTT to celebrate the 60th anniversary of the founding of King Mongkut's University of Technology Thonburi (KMUTT) to introduce young people about the practice of engineering, including knowledge and new innovations to be applied in their work, reflecting good role models and inspiring current students as well as alumni and potential students who may come to study at KMUTT.



Social Activities

The Group has the intention to take part in social responsibility by continuing to undertake projects and/or activities for the benefit of society and environment under the cooperation between management and employees of the Group as follows:

1. Assistance offered in the 2020 COVID-19 pandemic, which has widespread across the country, includes:

(1) Donated money and 100 thermometers worth 200,000 Baht to the Thai Red Cross Society by Mrs. Chanprapa Wichitcholchai, Deputy Director of the Revenue Office, acting as a representative at Amnuaynaratham Building, 2nd floor of the Thai Red Cross Society, with the objective of using for the relief of COVID-19.

6. STI was invited as a guest speaker on “Interesting Engineering Materials and Construction Techniques” to 4th year undergraduate students from the Department of Civil Engineering, Faculty of Engineering, King Mongkut's University of Technology Thonburi (KMUTT) at the 2nd floor of Wisawa Wathana Building, KMUTT.



7. Continuing to support education for KMUTT, STI donated money to Department of Civil Engineering, Faculty of Engineering, King Mongkut's University of Technology Thonburi (KMUTT) in the amount of 400,000 baht with the objective of supporting the education of the university, procuring educational equipment, textbooks, academic books, media, and educational technology as well as other relevant materials for the benefit of human resource development and as part of the corporate social responsibility program.



(2) Set up the STI Group's happiness sharing cabinets under the project "Take it way as necessary, if you have more to share, put it in the cabinet," it provided food and living necessities and jointly distributed 200 bags of rice and soybean oil, 5 kilograms per bag, to share with people in its nearby community affected by the COVID-19 pandemic and were unable to work during the period. It also helped them alleviate the cost burden and share the kindness from those who have enough resources to help bring the things they want to share into this happiness-sharing cabinets. With the management's intention, the STI Group's happiness sharing cabinets are located at Stonehenge Inter Headquarters, Ratchadapisek Road. This cooperation reflects the management team's spirit and all employees who are aware of the impact of this crisis. It intends to campaign for everyone to join as a giver and receiver and help take care of the happiness sharing cabinets and fight the COVID-19 threat together.



(3) Supporting the project of the Engineer Volunteers, Engineering Institute of Thailand under the Royal Patronage of His Majesty the King, STH donated 50,000 Baht for the construction of a Negative Pressure Cabinet according to the prototype designed by the engineering institute to be a cabinet for separating infected persons or vulnerable groups to prevent the spread of infection. It is given to Phranangklao Hospital, Nonthaburi Province, and Kanchanaphisek Medical Center, Faculty of Medicine Siriraj Hospital Mahidol University, Salaya. This support is for healthcare personnel's work in the safety of treating people infected by the COVID-19 pandemic. The Stonehenge Group is aware of the severe and widespread impact of the virus. It would like to be one of the private sector organizations contributing to special projects to help communities and society continue to overcome this crisis.

(4) Employees participated in volunteer activities, producing face shields for 1,500 pieces to Yala Hospital and Phranangklao Hospital.

2. Volunteered to survey the structure of the school building at Wat Lannabun School (Nom Hong Sadej Patronage)

The Wat Lanabun Shool (Nom Hongsadej Patronage), located at Mueang Nonthaburi District, Nonthaburi Province, has requested help from the Engineering Institute of Thailand under the Royal Patronage to explore the first old building of the school that was built in 1972. This building has decaying cracks around 27 reinforced concrete columns, fearing that it will be dangerous to use. Stonehenge Co., Ltd. has volunteered to lead a team of engineers to survey the school building by establishing a Corporate Social Responsibility (CSR) project called "Building Construction Reinforcement Survey and Design Project 017."

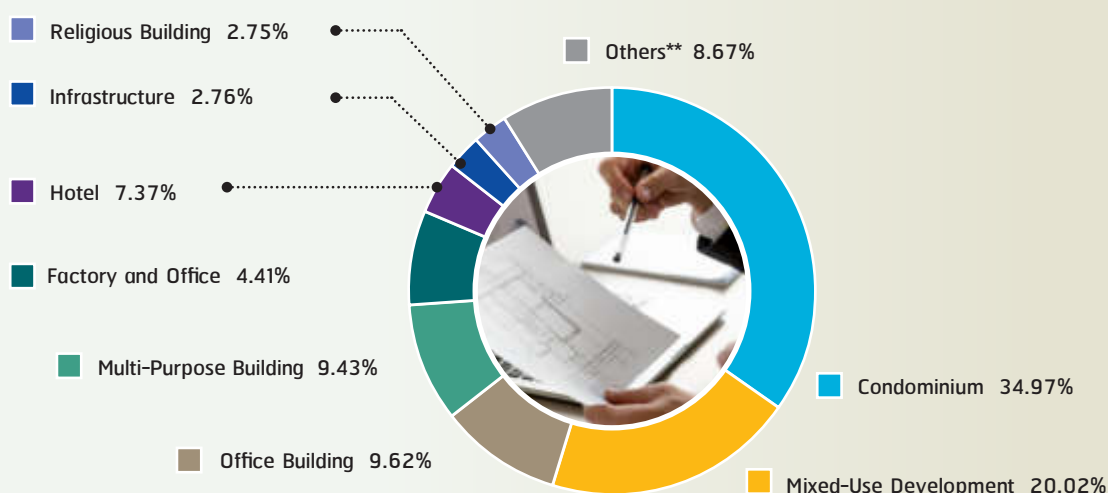


In 2019 and 2020, STI group had the revenue from consulting and project management business, amounted to 603.48 Million Baht and 1,221.00 Million Baht respectively, and the revenue from architectural and engineering design and other businesses in 2019 and 2020 amounted to 108.87 Million Baht and 349.25 Million Baht respectively. The revenue of STI group are mainly derived from consulting and project

management business, which in 2019 and 2020 proportionally represented between 84.72 percent and 77.76 percent of total service revenue.

STI group has provided the consulting and project management services to many project types. The propotion of revenue received from each types of project in 2019 and 2020 can be brokendown as follows:

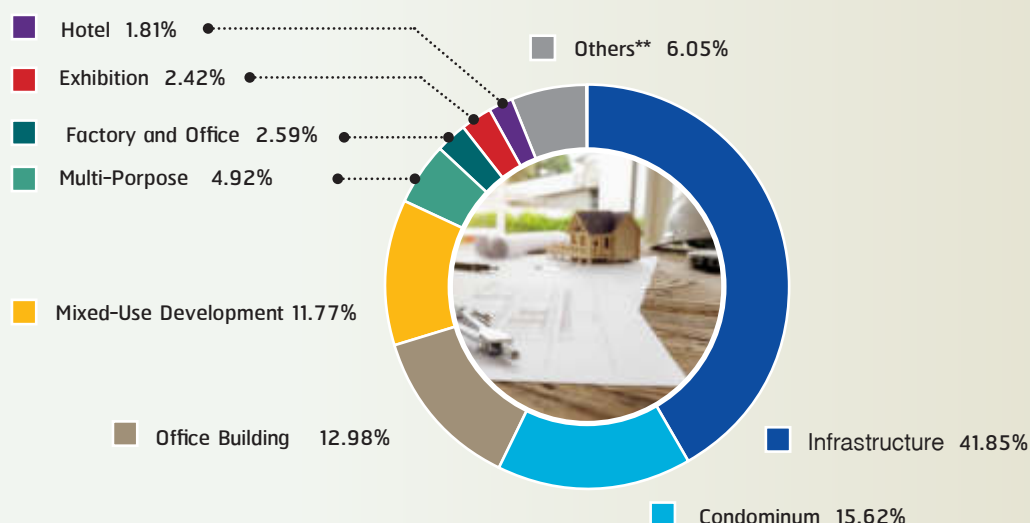
Revenue Proportion* from Consulting and Project Management Businesses of STI Group Classified by nature of the project for 2019



Note * Not including revenue other than normal service charges.

** Others, such as educational institution, exhibition, shopping center and show room & service center etc.

Revenue Proportion* from Consulting and Project Management Businesses of STI Group Classified by nature of the project for 2020



Note * Not including income other than normal service charges.

** Others, such as hospital, shopping center, park, and educational institution etc.



Analysis and Explanation from the Management



4.1 Performance Analysis

Revenue from services

In 2019 and 2020, STI group has a service revenue of 712.35 Million Baht and 1,570.25 Million Baht respectively, which can be classified as (1) revenue from consulting and project management business and (2) revenue from architectural and engineering design and other businesses according to the type of business of STI group. The revenue breakdown of each services in 2019 and 2020 are as follows:

Income structure from services classified by segment of STI group
For the year ended 31 December 2019 and 2020

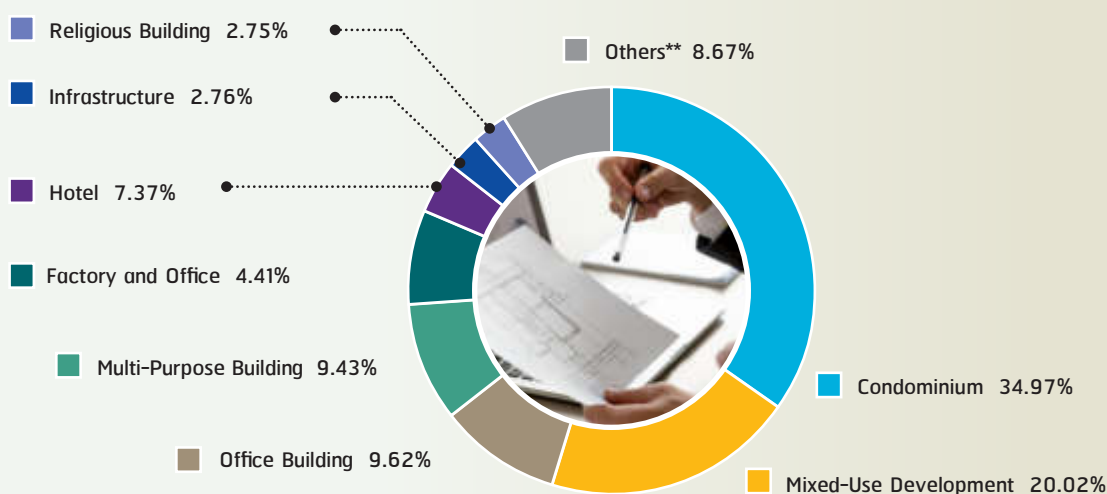
Details	Conducted By	Consolidated financial statements For the year ended			
		31 December 2019		31 December 2020	
		Million Baht	Percent	MillionBaht	Percent
Revenue from consulting and project management business	STI/STH/AEC	603.48	84.72	1,221.00	77.76
Revenue from architectural and engineering design and other businesses	STH/AEC	108.87	15.28	349.25	22.24
Total revenue from services		712.35	100.00	1,570.25	100.00

In 2019 and 2020, STI group had the revenue from consulting and project management business, amounted to 603.48 Million Baht and 1,221.00 Million Baht respectively, and the revenue from architectural and engineering design and other businesses in 2019 and 2020 amounted to 108.87 Million Baht and 349.25 Million Baht respectively. The revenue of STI group are mainly derived from consulting and project

management business, which in 2019 and 2020 proportionally represented between 84.72 percent and 77.76 percent of total service revenue.

STI group has provided the consulting and project management services to many project types. The proportion of revenue received from each types of project in 2019 and 2020 can be brokendown as follows:

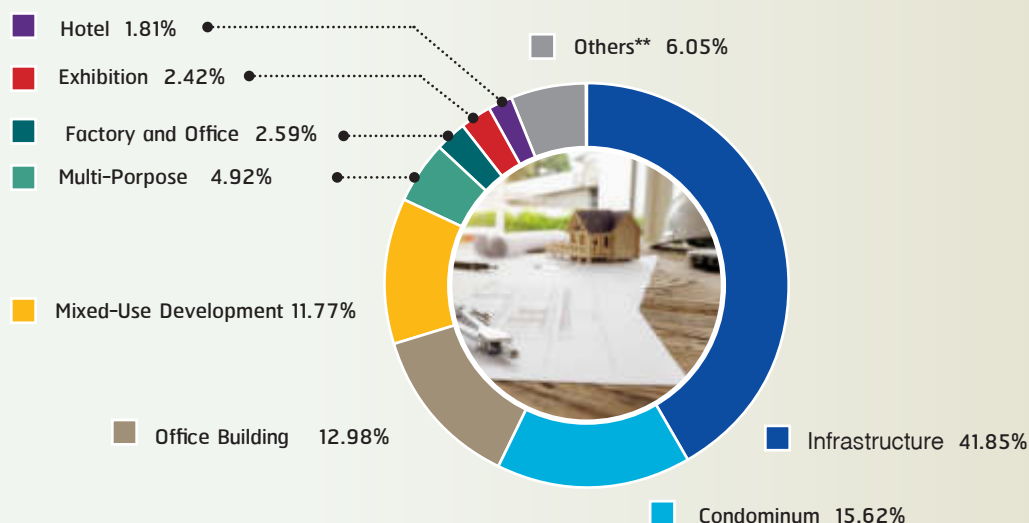
Revenue Proportion* from Consulting and Project Management Businesses of STI Group Classified by nature of the project for 2019



Note * Not including revenue other than normal service charges.

** Others, such as educational institution, exhibition, shopping center and show room & service center etc.

Revenue Proportion* from Consulting and Project Management Businesses of STI Group Classified by nature of the project for 2020



Note * Not including income other than normal service charges.

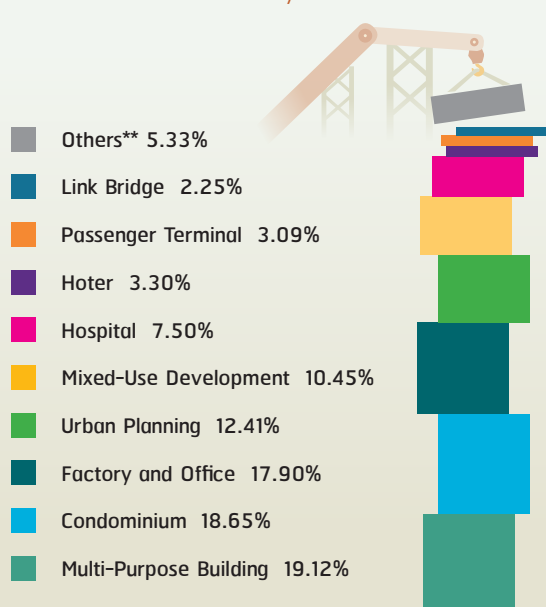
** Others, such as hospital, shopping center, park, and educational institution etc.

STI group's consulting and project management business has a large proportion of revenue from Infrastructure. In 2019 and 2020, its revenue respectively represented 2.76 percent and 41.85 percent of revenue from consulting and project management business not including non-normal service income, which caused from the consolidation of services income with Asian Engineering Consultants Corp., Ltd. (AEC) from May to December 2020. Main infrastructure projects are such as consulting and project management of yellow and orange line for Mass Rapid Transit Authority of Thailand, Double track railway project Map Kabao — Thanon Jira Junction project for State Railway of Thailand, High-Speed Rail Linked 3 Airport Project for The Eastern Economic Corridor. In addition, STI group had revenue from both low-rise and high-rise condominium projects in 2019 and in 2020, representing for 34.97 percent and 15.62 percent

of revenue from consulting and project management business not including non-normal service income. Excluding from infrastructure and condominium projects, the number of mixed-use developments, office buildings, multipurpose buildings, hotels and factories projects provided by STI in 2020 are continuously increasing when comparing with the previous year. The principal projects are such as the One Bangkok project, the renovation project of the Queen Sirikit National Convention Center, the development of the area of the Government Center Zone C, and several condominium projects.

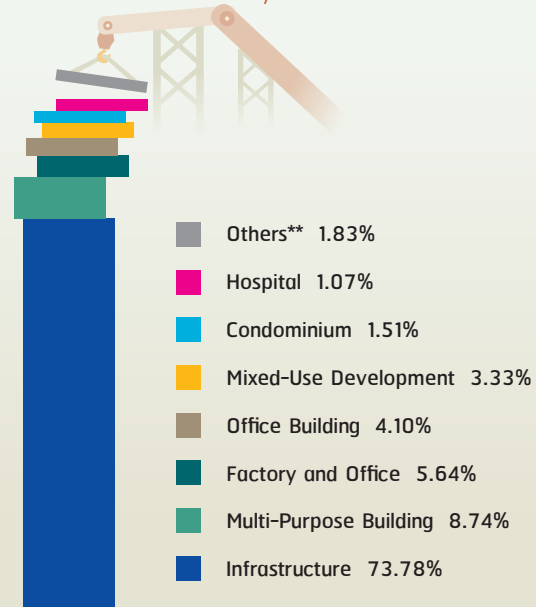
For STI group's architectural and engineering design and other businesses, the revenue was also mainly from infrastructure as same as consulting and project management business. The propotional of the revenue received from each kind of project in architectural and engineering design and other businesses in 2019 and 2020 can be brokedown as follows:

Revenue Proportion of Architectural and Engineering Design and Other Businesses of STI Group Classified by Project Types for the year 2019



Note **Others, such as religious buildings, shopping center, and public utilities or construction projects, etc..

Revenue Proportion of Architectural and Engineering Design and Other Businesses of STI Group Classified by Project Types for the year 2020



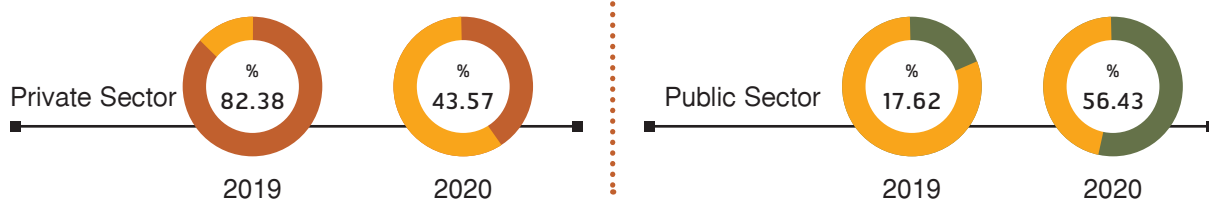
Note **Others, such as exhibition, hotel, link bridge and research centre, etc.

Same as consulting and project management business, STI group's Architectural and Engineering Design and Other Businesses contained the main proportion of revenue from Infrastructure projects in 2020 of 73.78 percent, which caused from the consolidation of services income of AEC. The principal projects are such as High-Speed Rail (Phase 2) Nakhon Ratchasima - Nong Khai project for State Railway of Thailand, and Transit-Oriented

Development project for Office of Transport and Traffic Policy and Planning. STI group's revenue from multi-purpose building projects in 2019 and 2020 accounted for 19.12 percent and 8.74 percent of revenue from architectural and engineering design and other businesses respectively. Apart from that, STI group also provided services in various types of projects such as factories and offices, office building, mixed-use development buildings and condominiums.

Revenue Structure of STI Group Classified by Customers For 2019 and 2020

Revenue Proportion Classified by Customers (Percent)



In 2019 and 2020, STI group has a proportion of revenue from private sector at 82.38 percent and 43.57 percent of the service revenue not including non-normal services income in each period. In 2020, STI has invested in AEC which caused to the increasing of Public Sector revenue not including non-normal service income from 17.62 percent in 2019 to 56.43 percent in 2020. The customers were both listed companies on the Stock Exchange of Thailand (SET) and non-listed companies, such as:

- Univentures Public Company Limited Group
- Everland Group Public Company Limited
- Ananda Development Public Company Limited Group
- Land and Houses Group Public Company Limited
- Origin Property Group Public Company Limited
- Pruksa Real Estate Group Public Company Limited

- PTT Group Public Company Limited
- TCC Assets Group (Thailand) Company Limited
- Proud Residence Group Company Limited
- The Asian Group Elite Development Limited
- Frasers Property Holdings (Thailand) Co., Ltd.
- Thai Beverage Public Company Limited
- NCC Management & Development Company Limited
- Metropolis Properties Company Limited

The customers are also included the public sectors, such as:

- | | |
|---|---|
| ■ Department of Public Works and Town Planning | ■ State Railway of Thailand |
| ■ Pak Kret Municipality Office | ■ Mass Rapid Transit Authority of Thailand |
| ■ Airport Department | ■ Eastern Economic Corridor |
| ■ Mahasarakham Municipality | ■ Department of Highways |
| ■ King Chulalongkorn Memorial Hospital | ■ Department of Rural Roads |
| ■ Property Management of Chulalongkorn University | ■ Port Authority of Thailand |
| ■ Dhanarak Asset Development Company Limited | ■ Office of Transport and Traffic Policy and Planning |

For 2020, STI group's revenue from services increased by 857.90 Million Baht or equivalent to 120.43 percent compared to 2019. An increase was mainly from the revenue from consulting and project management business contributed 617.52 Million Baht which was included the revenue from AEC in May to December 2020. Also, the number of services provided in 2020 has continuously increased from the previous year such as the One Bangkok project, the renovation project of the Queen Sirikit National Convention Center, National Government Complex Extension Zone C, residential condominium projects, office building projects and multi-purpose projects. At the same time, the revenue from architectural and engineering design and other businesses increased by 240.38 Million Baht including the contribution of 247.10 Million Baht from AEC.

Other Revenue

STI group has other revenue in 2019 and 2020 at the amount of 14.93 Million Baht and 5.92 Million Baht, respectively, or equivalent to 2.05 percent and 0.38 percent of the total revenue each year respectively.

In 2020, STI group's other revenue decreased 9.01 Million Baht from 2019. It was mainly from the decrease of Interest income and profit from other current financial assets amounting to 3.80 Million Baht. Also, STI group has less profit from disposal of fully utilized cars decreasing from the previous year by 5.90 Million Baht.



Cost of Services and Gross Profit

STI group has cost of services in 2019 and 2020 at the amount of 471.96 Million Baht and 1,071.72 Million Baht respectively, which can be classified as: (1) costs related to employees, (2) cost of subcontractors and (3) costs related to the provision of other services. The details of the service cost classified by types of STI group in year 2019 and 2020 are as follows:

Cost structure of STI services For the year ended 31 December 2019 and 2020

Details	Consolidated financial statements			
	For the year ended			
	31 December 2019		31 December 2020	
	Million Baht	Percent	Million Baht	Percent
1. Costs of employees	392.66	83.20	571.10	53.29
2. Costs of subcontractors	66.13	14.01	389.91	36.38
3. Costs of provision of other services*	13.17	2.79	110.71	10.33
Total cost of the services	471.96	100.00	1,071.72	100.00

Note *Costs of provision of other services are professional fee, Rental expenses from lease agreements, blueprints, copy fee, material cost etc.

The major cost of services of STI group is the cost of employees, which in 2019 and 2020 amounting to 392.66 Million Baht and 571.10 Million Baht respectively. These costs represented for 83.2 percent and 53.29 percent of service costs each year, respectively. The costs of STI employees in 2020 increased by 178.44 Million Baht, representing an increase of 45.44 percent from the previous year, from which mainly caused from the consolidation with AEC from May to December 2020, the increase in the number of employees to support the higher workloads and the increment of salary paid to staffs which rise by year.

In case of the projects required specialized skills or the shortage of staffs in a short service period, STI group may hire a third-party sub-contractor to provide consulting and project management business services, architectural and engineering design services or other related works, in order to compensate the following needs. STI group has sub-contractor costs in 2019 and 2020 at the amount of 66.13 Million Baht and 389.91 Million Baht respectively. The increase of 323.78 Million Baht, representing 489.61 percent from the previous year, was from hiring AEC's sub-contractor. The cost was increasing as same as the services revenue.

Also, STI group's service costs can be classified by the business types of STI group as (1) cost from consulting and project management business and (2) cost from Architectural and Engineering Design and other Businesses. The details of revenue, cost and gross profit from each service business are as follows:

Revenue, Cost and Gross Profit from the Services of STI Group
for the year Ended 31 December 2019 and 2020

Details	Consolidated financial statements			
	For the year ended			
	31 December 2019		31 December 2020	
	Million Baht	Percent	Million Baht	Percent
Consulting and Project Management Businesses				
Revenue from services	603.48	100.00	1,221.00	100.00
Service cost	392.24	65.00	812.34	66.53
Gross profit	211.24	35.00	408.66	33.47
Architectural and Engineering Design and Other Businesses				
Revenue from services	108.87	100.00	349.25	100.00
Service cost	79.72	73.22	259.38	74.27
Gross profit	29.15	26.78	89.87	25.73
Total				
Revenue from services	712.35	100.00	1,570.25	100.00
Service cost	471.96	66.25	1,071.72	68.25
Gross profit	240.39	33.75	498.53	31.75

STI group has gross profit from consulting and project management business in 2019 and 2020, at 211.24 Million Baht and 408.66 Million Baht respectively or equivalent to 35.00 and 33.47 percent of the gross profit margin of each year. Regardless a slightly decreasing in gross margin, the gross profit from the consulting and project management business increased by 197.42 million baht compared to the previous year.

Also, STI group has gross profit from architectural and engineering design and other businesses in 2019 and 2020, at 29.15 Million Baht

and 89.87 Million Baht, respectively, or equivalent to a gross profit margin of 26.78 percent and 25.73 percent each year respectively. The decrease in gross profit margin was from the lesser design projects which have the high gross profit in 2020. However, the gross profit from architectural and engineering design and other business increased 60.72 Million from the previous year.

By overall, the gross profit in 2019 and 2020 was 240.39 and 498.53 Million Baht respectively, representing 33.75 percent and 31.75 percent of the gross profit margin each year respectively.

Administrative expenses

STI group has administrative expenses of 2019 and 2020 at the amount of 147.90 Million Baht and 270.97 Million Baht respectively. The details of the administrative expenses of each year are as follows:

The Structure of Administrative Expenses of STI Group for the year ended 31 December 2019 and 2020

Details of Expenses	Consolidated financial statements			
	For the year ended			
	31 December 2019		31 December 2020	
	Million Baht	Percent	Million Baht	Percent
Employee expenses	95.51	64.58	147.82	54.55
Depreciation and amortization	5.39	3.64	46.73	17.25
Professional fees	10.37	7.01	16.82	6.21
Rental expenses from lease agreements	14.25	9.63	3.58	1.32
Loss from provisioning the liabilities legal litigation	0.28	0.19	0.05	0.02
Bad debts and doubtful accounts	(0.59)	(0.40)	4.04	1.49
Advertising fees, service promotion and entertainment expenses	4.06	2.75	9.18	3.39
Utilities fee	1.93	1.30	4.89	1.80
Insurance premium	1.23	0.83	4.10	1.51
Office supplies and photocopying fees	4.10	2.77	5.88	2.17
Others /1	11.37	7.69	27.88	10.29
Total Administrative Expenses	147.90	100.00	270.97	100.00

Note /¹ Other administrative expenses which are repair and maintenance, public donations, bank fees, and travel expenses.

The major administrative expenses of STI group were from employee expenses. In 2019 and 2020, STI Group had 95.51 Million Baht and 147.82 Million Baht, representing 64.58 percent and 54.55 percent of the total administrative costs, respectively.

In 2020, STI group had an increase in administrative expenses of 123.07 Million Baht, or an 82.21 percent increase compared to that of 2019, mainly due to the increase in administrative expenses of AEC during May to December 2020 of 93.92 Million Baht, former STI group's employee

salaries increased in the current year, and the increase of staffs to support the expansion of the business.

In addition, STI group had an increase in depreciation and amortization of 41.34 Million Baht or an increase of 766.98 percent compared to the previous year. This is due to the fact that STI group had an increasing in assets including amortization expense of intangible assets from the acquisition of AEC in 2020 amounting to 17.40 Million Baht.

Financial cost

The financial costs of STI group in 2019 and 2020 accounted for 0.48 Million Baht and 8.36 Million Baht respectively, which can be classified as: (1) Interest expenses from loans (2) Interest expenses from instalments of lease liabilities. The details of financial costs in each period are as follows:

Financial Cost Structure of STI Group for the year ended 31 December 2019 and 2020

Details of Expenses	Consolidated financial statements			
	For the year ended			
	31 December 2019		31 December 2020	
	Million Baht	Percent	Million Baht	Percent
Interest expenses from loans	-	-	5.24	62.68
Interest expenses from lease liabilities	0.48	100.00	3.12	37.32
Total Financial Cost	0.48	100.00	8.36	100.00

The interest expenses from loans vary according to the changes in loans of STI group from financial institutions. The expenses consisted of overdrafts and short-term and long-term loans from financial institutions.

In 2020, STI group had financial expenses of 8.36 Million Baht, an increase of 7.88 Million Baht from the previous year, or an increase of 1,641.47 percent, mainly due to the interest expense of long-term loan from financial institutions to invest in AEC this year in the amount of 3.40 Million Baht. While the interest expense from the lease will vary with the STI group's lease liabilities, consisting liabilities under lease agreements, right-of-use and hire purchase of assets of the STI group. In 2020, the interest expense from lease liabilities increased by 2.64 Million Baht, or an increase of 550.00 percent compared to the previous year. The increase was mainly from an increase in STI group's right-of-use assets this year.

Net profit and net profit margin

The net profit of STI group in 2019 and 2020 were 85.50 Million Baht and 178.76 Million Baht, representing a net profit margin of 11.76 percent and 11.34 percent respectively which the margin was slightly decreased from the previous year. STI is able maintain a similar net profit margin of each year.

In 2020, net profits increased from the previous year by 93.26 Million Baht or by 109.08 percent. This was a result of an increase in AEC service revenues that were included in 2020 and the increased service volume of the former STI group, resulting in a gross profit of 258.14 Million Baht and administrative expenses increased by 123.07 Million Baht, resulting in an increase in net profit for the year this year accordingly.

Net profit and net profit margin attributable to the Company's shareholders

2020, STI Group had profit attributable to shareholders of the Company (net profit) of 149.22 million baht, an increase of 63.72 mMillionBaht or an increase of 74.53 percent compared to the previous year. Also, there was a profit attributable to non-controlling interest of the subsidiary amounting to 29.54 Million Baht, which was the profit attributable to non-controlling interests in AEC.

STI Group recorded a slightly lower net profit margin of 9.47 percent in 2020 comparing with 11.76 percent in the previous year, as profits are shared by non-controlling interests in AEC.

4.2 Analysis of Financial Position

Asset

STI group has total assets as of 31 December 2019 and 2020, at the amount of 785.03 Million Baht and 1,857.16 Million Baht respectively, which consisted of the current assets of 717.89 Million Baht and 1,232.03 Million Baht accordingly. Such amount accounted for 91.45 percent and 66.34 percent of the total assets each year respectively and with non-current assets of 67.14 Million Baht and 625.13 Million baht respectively or equivalent to 8.55 percent and 33.66 percent of the total assets each year respectively.

The details of each vital item are as follows:

Cash and Cash Equivalents

STI group had cash and cash equivalents as of 31 December 2019 and 2020, at the amount of 37.03 million Baht and 76.10 Million Baht respectively, representing a 4.72 percent and 4.10 percent of total assets in each year, accordingly. The change in cash and cash equivalents can be determined by the summary table of the cash flow statement as below:

the Summary Table of Cash Flow Statement of STI Group
for the year ended 31 December 2019 and 2020

(Unit: Million Baht)	Consolidated financial statements for the year ended	
	31 December 2019	31 December 2020
Net cash flows from operating activities	16.38	(68.97)
Net cash flows from investment activities	(387.92)	37.85
Net cash flows from financing activities	(35.33)	22.10
Net increase (decrease) in cash and cash equivalents	(406.87)	(9.02)
Cash and cash equivalents at the beginning of the year	443.90	37.03
Cash and cash equivalents of subsidiaries at the acquisition date	-	48.09
Cash and cash equivalents at the end of the year	37.03	76.10

As of 31 December 2020, STI group had an increase in cash and cash equivalents of 39.07 Million Baht, representing an increase of 105.51 percent from cash and cash equivalents as of 31 December 2019. It was mainly from net cash flow out from investment activities in 2020 in the amount of 37.85 Million Baht. This was mainly due to the purchase and sale of other current financial assets (2019: temporary investment) amounting to 309.56 Million Baht, as well as an increase of 48.09 Million Baht in cash and cash equivalents of

the subsidiary as of the acquisition date. However, STI group paid the cash for investments in subsidiaries in the amount of 275.06 Million Baht.

In addition, STI Group had Baht 22.10 million of cash acquired in financing activities in 2020, mainly due to STI group's net cash received from short-term and long-term loans from financial institutions in the amount of 94.49 Million Baht. However, STI Group has paid dividends to STI's shareholders of 67.00 Million Baht and lease liabilities of 19.74 Million Baht.

In 2020, STI group has net cash flows used in operating activities amounted to 68.97 Million Baht, which decreased 85.35 Million Baht from 2019. This mainly caused by the increase in unbilled receivables of 559.76 Million Baht from the increasing of service income in the current year, especially the proportion of job income of government sector, which requires higher working capital than the private sector.

Accounts Receivable

STI group had accounts receivable as of 31 December 2019 and 2020 at the amount of 94.29 million Baht and 235.94 million Baht respectively, which accounted for 12.01 percent and 12.70 percent of total assets in each year, accordingly. This was due to an increase in revenue from service of STI group in the current period. The details of STI group's accounts receivable structure are as follows.

Accounts Receivable Structure of STI Group as of 31 December 2019 and 2020

Details	Consolidated Financial Statements as of			
	31 December 2019		31 December 2020	
	Million Baht	Percent	Million Baht	Percent
Not yet due	59.46	60.76	140.69	56.42
Overdue				
Less than 3 months	30.40	31.06	62.00	24.86
3 — 6 months	2.20	2.25	15.10	6.06
6 — 12 months	1.05	1.07	6.12	2.45
More than 12 months	4.75	4.85	25.46	10.21
Total accounts receivable	97.86	100.00	249.37	100.00
(Less) Expected Credit Loss Provisions	(3.57)	(3.65)	(13.42)	(5.38)
(2019: Allowance for doubtful debt)				
Net Total of Accounts Receivable	94.29	96.35	235.95	94.62

Most of the less than 3 months overdue STI group's accounts receivable is caused by the delayed process of the service payment from the employer, which resulted in the overdue from the payment term. The main reasons for those accounts receivable overdue from 3 months to 12 months were (1) the disbursement process of the service fees from the employer may be delayed and (2) delays occurred in project delivering of the contractor which resulted in the employer to delay the service fee payment until the contractor could deliver the project completely.

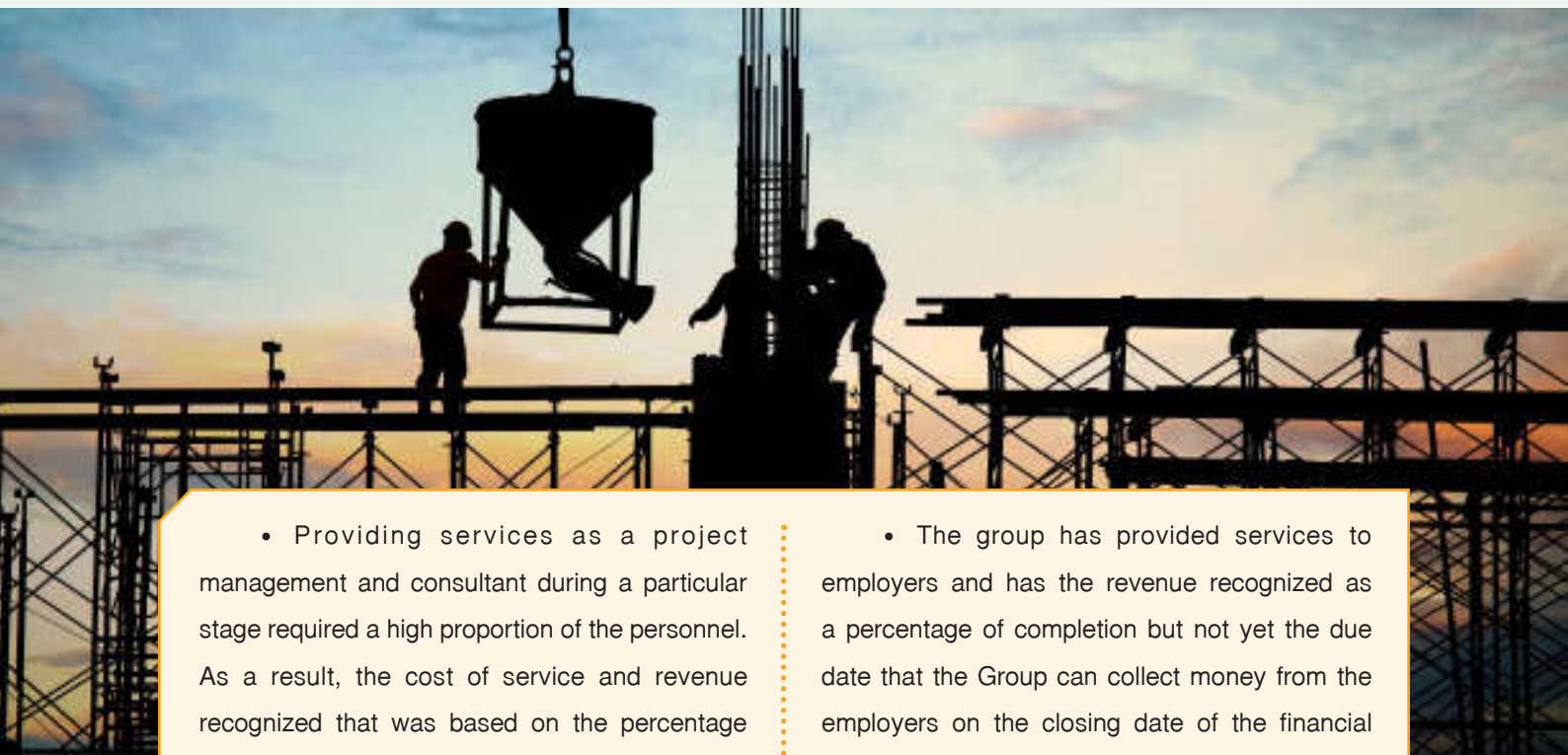
However, for the overdue trade receivables, STI manages its risks by applying appropriate credit control policies and procedures and carefully consider setting up an allowance for doubtful accounts. STI Group also has regular tracking of the outstanding trade receivables and provided non-concentrated lending, as STI group has a large customer base across industries. Therefore, it is not expected that any significant financial losses will occur.

Unbilled receivables

STI group considered the revenue recognition from services based on the percentage of completion of each project by considering the proportion between the actual service cost and the estimated service cost expected to be used in the service until the end of the project. As a result, the income from the service may not be equal to the service fee charged to the employer. In case, the Company has revenues recognized from services upon the percentage of completion in the higher amount when compared with the service fees charged to that employer. This difference will be recorded as unbilled receivables in the financial statements.

As of 31 December 2019 and 2020, STI group had unbilled receivables of 192.53 Million Baht and 763.78 Million baht respectively, representing 24.53 percent and 41.13 percent of total assets in each year accordingly. As of 31 December 2020, STI group had an increase of unbilled receivables at the amount of 571.25 Million Baht, representing an increase of 296.71 percent from the previous year.

Unbilled receivables will vary according to the difference between the service revenue recognized over the service fee charged to the employer in each period, most of which are caused by the following situations:



- Providing services as a project management and consultant during a particular stage required a high proportion of the personnel. As a result, the cost of service and revenue recognized that was based on the percentage of completion were in a higher proportion when compared to the other periods of the project. Most of the service projects as a project management and consultant will have the schedule of the service fee payment from the employer at the same rate throughout the service period, which resulted in revenue from the services during this period to be higher than the amount compared to the service fee charged by the employer.

- The group has provided services to employers and has the revenue recognized as a percentage of completion but not yet the due date that the Group can collect money from the employers on the closing date of the financial statement. As a result, the revenue from the service fees was higher when compared to the service fees charged by the employers. As such, it was considered the main reason why STI group had unbilled receivables as of 31 December 2019 and 2020.

Other current financial assets (2019: Current investments)

On 31 December 2020, STI group has 67.97 Million Baht of other current financial assets, which are prepared for business growth and used as working capital, consisting of long-term deposits with financial institutions intended to hold for no more than one year and investments in fixed income funds.

Investment Property

STI group had investment properties as of 31 December 2019 and 2020 at 20.66 Million Baht and 20.66 Million Baht respectively, representing a 2.63 percent and 1.11 percent of the total assets in each year respectively. The details of investment properties as of 31 December 2019 and 2020 are as follows:

Investment Properties of STI Group as of 31 December 2019 and 2020

Capital Price (Unit: Million Baht)	Consolidated financial statements as of	
	31 December 2019	31 December 2020
1. Land area 6-0-92.1 rai in Khon Kaen	4.59	4.59
2. Land area 5-0-10 rai in Chiang Mai	18.28	18.28
(Less) Impairment loss of investment property	(2.20)	(2.20)
Net total of Investment properties	20.66	20.66

STI group recorded the impairment loss of investment properties in the amount of 2.20 Million Baht for the vacant land in Chiang Mai regarding the difference between book and fair value which was referred from the asset valuation report under the objective to acquire the market value of the property. Estimated value of land as of 21 December 2020 was at 16.08 Million Baht.

Buildings and Equipment

As of 31 December 2019 and 2020, STI group had buildings and equipment at the amount of 22.28 Million Baht and 241.96 Million Baht respectively, representing 2.84 percent and 13.03 percent of the total assets in each period, accordingly. The increase was 291.68 Million Baht which is 986.00 percent increase from 2019. These caused from the consolidation of AEC's buildings, which are mainly used for business operation, and equipment in the amount of 205.40 Million Baht.

In 2019 to 2020, STI group expanded the office building and meeting room, and establish a staff training center in order to serve business expansion in the future.



Intangible Assets

On 31 December 2019 and 2020, STI group has intangible assets of 6.21 Million Baht and 139.36 Million Baht, respectively, representing 0.79 percent and 7.50 percent of total assets each year. There is an increase of 133.15 Million Baht or an increase of 2,144.12 percent compared to the previous year. which mainly caused from the recording of the outstanding 132.01 Million Baht (net book value) of backlog as an intangible asset acquired from a business acquisition.

STI group focused on deploying technology in services and management of its Group. As it foresaw that technology would be a critical factor in uplifting the efficiency and quality of services to increase the opportunity for STI group to be selected as a service

provider for potential customers. The vital mean to maintain its competitiveness of STI group as one of the leaders of such businesses in the future, computer technology and new information technology were deployed. For example, there was the development of computer programs of STI group and portable personal computers were used to record data and prepare a report of the inspection of the contractor's work. Such programs and devices could facilitate linkage of information and pictures of employees from each construction project to the central office in real time, which could help to increase the efficiency of staff performance for greater flexibility and better quality.

Right-to-use assets

STI Group had right-to-use assets of 71.43 Million Baht, representing 3.85 percent of total assets in 2020, as a result of recording leasehold rights assets in accordance with IFRS 16: Leases, which STI Group has adopted for the first time in the current year.

Goodwill

Goodwill of 80.30 million baht as a result of the acquisition of AEC. STI group determined that the goodwill was not impaired as of 31 December 2020.

Debts

As of 31 December 2019 and 2020, STI group had the debts totaling 159.95 Million Baht and 1,004.91 Million Baht respectively, consisting of the current liabilities of 89.01 Million Baht and 615.10 Million Baht accordingly or equivalent to 11.34 percent and 33.12 percent of total liabilities and shareholders' equity each year. STI group had non-current liabilities of 70.94 Million Baht and 389.81 Million Baht, representing 9.04 percent and 20.99 percent of the debt and equity to shareholders in each year, respectively. The details of each item were shown belows.



Bank overdrafts and short-term loans

As of 31 December 2020, STI group had bank overdrafts and short-term loans from banks of 86.63 Million Baht or 4.66 percent of total liabilities and equity, for use as working capital. These included overdrafts amounting to 6.49 Million Baht and promissory notes amounting to 80.14 million baht, respectively.

Accounts Payable

As of 31 December 2019 and 2020, STI group had accounts payable in the amount of 16.15 Million Baht and 86.60 Million Baht respectively, or 2.06 percent and 4.66 percent of the total liabilities and shareholders' equity each year accordingly. The accounts payable of STI group encompassed mainly the cost of hiring sub-contractors to perform tasks related to providing the services that were not due each period.

As of 31 December 2020, STI group's accounts payable increased 70.45 Million Baht, representing 436.22 percent increase, compared to the amount as of 31 December 2019. The change in accounts payable was primarily from the consolidation with AEC's accounts payable amounting to 67.95 Million Baht and the increase or the reduction of the cost of hiring sub-contractors that had yet to be paid at the end of each year.

Other Payables

As of 31 December 2019 and 2020, STI group had other payables at the amount of 26.66 Million Baht and 73.22 Million Baht respectively, representing 3.40 percent, and 3.94 percent of the liabilities and shareholders' equity in each year, accordingly. Other creditors of STI group composed of the accrued expenses related to employees, accrued professional fees, and the revenue department creditors of STI group that are not due for payment in each year.



Service income received in advance and advances received from customers

STI group considered the revenue recognition from services based on the percentage of completion of each project by considering the proportion between the actual service cost and the estimated service cost expected to be used in the service until the end of the project. As a result, the income from the service may not be equal to the service fee charged by the employer. In case, the Company has revenues recognized from services upon the percentage of completion in the higher amount; the difference would be recorded as service income received in advance and advances received from customers.

As of 31 December 2019 and 2020, STI group had service income received in advance and advances received from customers at the amount of 23.21 Million Baht and 278.03 Million Baht, respectively, representing 2.96 percent and 14.97 percent of the debts and shareholders' equity included in each year, accordingly. As of 31 December 2020, STI group's service income received in advance and advances received from customers increased 254.82 Million Baht or 1,097.89 percent increase comparing with the amount as of 31 December 2019.

Service income received in advance and advances received from customers will vary according to the difference between the service charged to the customers that is higher than the revenue from the service in each period. There are 2 main reasons : 1) receiving advance payments from clients upon commissioning at the beginning of the contract 2) the services as a construction management and control consultant when requiring a low proportion of personnel. As a result, the cost of services and income that can be

recognized according to the percentage of completion in a low proportion compared with other periods of the project. While the project provides services as a construction management and control consultant, most of which have the same schedule of the service fee payment from the employer at the same rate throughout the service period. As a result, the amount of service fees collected from employers is higher when compared to the revenue from the services during that period.

Other Current Liabilities

STI group had other current liabilities as of 31 December 2019 and 2020, at the amount of 19.88 Million Baht and 31.27 Million Baht respectively or equivalent to 2.53 percent and 1.68 percent of total liabilities and shareholders' equity of each year accordingly. The main items of other liabilities consisted of withholding tax, suspense output tax and provision for liabilities from lawsuits.

Long-term Loans from Financial Institutions

On 31 December 2020, STI group had an increase of 153.63 Million Baht in long-term loans from banks mostly for investment in AEC, which can be broken down to the long-term loans due within one year of 26.66 Million Baht and Long-term due for more than one year in the amount of 126.97 Million Baht.

Lease Liabilities

On 31 December 2019 and 2020, STI group had the lease liabilities of 0.53 Million Baht and 77.76 Million Baht respectively or 0.07 percent and 4.19 percent of the debts and shareholders' equity in each period accordingly. The lease of STI group came from the liabilities under lease agreements, right-to-use and hire purchase assets which the lease term is approximately 3 - 10 years for each contract.

On 31 December 2020, STI group's liabilities under lease agreements increased 77.23 Million Baht mainly caused from the recording of the lease agreement in accordance with IFRS 16, which was divided into an increase in liabilities due within one year of 20.32 Million Baht and long-term liabilities of 56.91 Million Baht.



Provision for Employee Benefits

STI group recorded a retirement benefit program for employees regarding the employee rights and years worked as a provision for employee benefits. The record was calculated on an actuarial basis. As of 31 December 2019 and 2020, STI group had the employee benefit obligations of 70.71 Million Baht and 141.11 Million Baht respectively, representing 9.01 percent and 7.60

percent of the total liabilities and shareholders' equity in each period respectively.

As of 31 December 2020, STI group had provisions for employee benefits increasing 70.40 Million Baht, which mainly resulted from the combination with AEC's employee benefit obligations.

Shareholders' Equity

As of 31 December 2019 and 2020, STI group had shareholders' equity of 625.08 Million Baht and 852.25 Million Baht respectively. The details of the increase in shareholders' equity are as follows:

As of 31 December 2020, the shareholders' equity of STI group increased by 227.17 Million Baht which is due to net profits for the year of 149.22 Baht Million offsetting with dividend payment relating to interim dividend for the year 2019 of 67.0 Million Baht, provisions for long-term employee benefits included in other comprehensive income of 5.38 Million Baht, and the non-controlling interests of AEC increased by 139.56 Million Baht.

Issued and Paid-up Capital

On 31 December 2019 and 2020, STI had a total registered capital of 134.00 Million Baht, which was composed of the 268 million common shares and the par value per share of 0.50 baht as well as issued and paid-up capital at the amount of 134.00 Million Baht.

Premium on Ordinary Shares

In December 2018, the company had the initial public offering of 68 million newly issued shares by selling new shares to those who reserved for a price of 6.30 Baht per share (0.50 Baht capital and the share premium of 5.80 Baht). The total amount received from the sale of shares was 428.40 Million Baht, divided into paid-up capital of 34.00 Million Baht and share premium of 394.40 Million Baht. The company registered the increase of paid-up capital with the Ministry of Commerce on the 13 December 2018. The shares of the company commenced trading in the Market for Alternative Investment (MAI) on 19 December 2018. The expenses directly related to the

public offering of shares at the amount of 17.33 Million Baht showed the deduction from the share premium received from the offering of shares to new investors.

Surplus from Share-based Payment

In 2015, some STI shareholders sold STI shares to the management to boost the motivation in performing their duty and operating STI business. The difference between the fair value and the transaction price has been recorded as the surplus from the share-based payment in the shareholders' equity of STI at the amount of 9.98 Million Baht. Also, the employee-related expenses by share-based payment were recorded at the same amount of administrative expenses in 2015.

Other components of shareholder's equity

Discount from the Business Combination under the Common Control

In 2016, STI took control over Stonehenge Company Limited ("STH") by acquiring 99.99 percent of the ordinary shares of that company from the same group of shareholders, which was considered a Business Combination of Entities under Common Control. STI group recorded the discount from the business combination entities under common control on the shareholders' equity of STI as of 31 December 2016 at the amount of 2.87 Million Baht. The difference was between the investment in STH at the amount of 24.25 Million Baht and the book value of STH at the date of the purchase of shares at the amount of 21.38 Million Baht.

Return on Equity

STI group had a return on equity in 2019 and 2020 at 14.28 percent and 24.20 percent respectively. The increase in STI Group's return on equity from the previous year represents its growth and profitability.



Liquidity

As of 31 December 2019 and 2020, STI group had a quick ratio of 5.74 and 0.62 respectively. STI group had a decrease in liquidity ratio as of 31 December 2020 regarding the decrease in cash and cash equivalents as well as the current investment. STI group had a lower quick ratio on 31 December 2020, which mainly caused from a decrease in other current financial assets (2019: current investments) to invest in AEC and an increase in short-term loans from financial institutions for use as working capital.

Capital Structure

As of 31 December 2019 and 2020, debt to equity ratio of STI group was 0.26 and 1.41 respectively. Besides, if considering the interest-bearing debt to equity ratio of STI group as of 31 December 2019 and 2020, the ratios were 0.00 and 0.45, respectively.

STI group had an increase in a debt-to-equity ratio and the interest-bearing debt to equity ratio, as STI group has increased the borrowing from banks which are the short-term loans for working capital and long-term loans to finance investment in AEC.

In addition, if considering the cash cycle of STI group as of 31 December 2019 and 2020, STI group had an average collection period of 50.33 days and 40.36 days, respectively. While the periods of debt repayment to trade payable were 10.60 days and 17.50 days respectively or representing a cash cycle of 39.72 days and 22.86 days accordingly. STI group had decreased cash cycle in 2020, which was mainly caused by the decrease in the average collection periods resulting from more effective debt tracking the internal control system of STI group. However, the STI group has a significant increase in unbilled receivables due to the increase in revenues from its services, especially in the government sector, which STI has focused on and is monitored on a regular basis.

4.3 Financial Highlights

4.3.1 Summary of Auditor's report

(1) Auditor

Auditor for the financial statements and financial information of STI Group can be summarized as follows

The Financial Statements	Auditor	Audit Firm
The audited Consolidated and separate financial statements of STI and its subsidiaries (the Group) as at 31 December 2018	Ms. Vilaivan Pholprasert Certified Public Accountant (Thailand) No. 8420	KPMG Phoomchai Audit Limited
The audited Consolidated and separate financial statements of STI and its subsidiaries (the Group) as at 31 December 2019	Mr. Chatchai Kasemsrithanawat Certified Public Accountant (Thailand) No. 5813	EY Office Limited
The audited Consolidated and separate financial statements of STI and its subsidiaries (the Group) as at 31 December 2020	Mr. Chatchai Kasemsrithanawat Certified Public Accountant (Thailand) No. 5813	EY Office Limited

(2) Summary of Auditor's report

The Financial Statements	Auditor's Opinion
The audited Consolidated and separate financial statements of STI and its subsidiaries (the Group) as at 31 December 2018	Opinion - The Consolidated and separate financial statements of STI and its subsidiaries (the Group) present fairly, in all material respects, the financial position of the Group and the Company, respectively, as at 31 December 2018 and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs).
The audited Consolidated and separate financial statements of STI and its subsidiaries (the Group) as at 31 December 2019	Opinion - The consolidated financial statements of STI and its subsidiaries (the Group) and the separate financial statements of STI present fairly, in all material respects, the financial position as at 31 December 2019, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.
The audited Consolidated and separate financial statements of STI and its subsidiaries (the Group) as at 31 December 2020	Opinion - The consolidated financial statements of STI and its subsidiaries (the Group) and the separate financial statements of STI present fairly, in all material respects, the financial position as at 31 December 2020, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

4.3.2 Summary of Consolidated financial statements

STI Group has service income from Engineering Consultancy Services which can be classified into 2 main businesses as (1) Consulting and Project Management Service and (2) Architectural and Engineering design, Interior design, Historical Conservation, Feasibility Study and Tender Management (“Architectural and Engineering design service and other services”), STI Group recognises service income of 2 businesses based on percentage of completion from comparison of actual service costs incurred up to the end of the period and total anticipated cost of service at completion.

(1) Statement of financial position

Statement of financial position of STI Group as at 31 December 2018 – 2020

Statement of financial position	Consolidated financial statements as at					
	31 Dec 2018		31 Dec 2019		31 Dec 2020	
	Million Baht	Percent	Million Baht	Percent	Million Baht	Percent
Assets						
Current assets						
Cash and cash equivalents	443.90	61.93	37.03	4.72	76.10	4.10
Trade receivables	94.42	13.17	94.29	12.01	235.95	12.70
Other receivables	6.13	0.86	8.41	1.07	33.10	1.78
Unbilled receivables	115.01	16.04	192.53	24.53	763.78	41.13
Work in process	4.93	0.69	-	-	-	-
Short-term loans	0.23	0.03	0.19	0.02	0.20	0.01
Other current financial assets (2019: Current investments)	-	-	377.13	48.04	67.97	3.66
Other current assets	6.66	0.93	8.31	1.06	54.93	2.96
Total current assets	671.28	93.65	717.89	91.45	1,232.03	66.34
Non-current assets						
Restricted bank deposits	-	-	-	-	0.29	0.02
Investments in subsidiaries	-	-	-	-	-	-
Investment properties	20.66	2.88	20.66	2.63	20.66	1.11
Plant and equipment	8.57	1.20	22.28	2.84	241.96	13.03
Right-of-use assets	-	-	-	-	71.43	3.85
Intangible assets	2.76	0.39	6.21	0.79	139.36	7.50
Goodwill	-	-	-	-	80.30	4.32
Deferred tax assets	11.81	1.65	15.80	2.01	6.01	0.32
Retention receivables	-	-	-	-	62.87	3.39
Other non-current assets	1.74	0.24	2.19	0.28	2.25	0.12

Statement of financial position	Consolidated financial statements as at					
	31 Dec 2018		31 Dec 2019		31 Dec 2020	
	Million Baht	Percent	Million Baht	Percent	Million Baht	Percent
Total non-current assets	45.54	6.35	67.14	8.55	625.13	33.66
Total assets	716.82	100.00	785.03	100.00	1,857.16	100.00
Liabilities and shareholders' equity						
Current liabilities						
Bank overdrafts and short-term loans from banks	-	-	-	-	86.63	4.66
Trade payables	11.27	1.57	16.15	2.06	86.60	4.66
Other payables	28.28	3.95	26.66	3.40	73.22	3.94
Current portion of long-term loans	-	-	-	-	26.66	1.44
Current portion of lease liabilities	7.12	0.99	0.30	0.04	20.62	1.11
Service income received in advance and advances received from customers	27.70	3.86	23.21	2.96	278.03	14.97
Income tax payable	-	-	2.81	0.36	12.07	0.65
Other current liabilities	21.81	3.04	19.88	2.53	31.27	1.68
Total current liabilities	96.18	13.42	89.01	11.34	615.10	33.12
Non-current liabilities						
Long-term loans, net of current portion	-	-	-	-	126.97	6.84
Lease liabilities, net of current portion	1.50	0.21	0.23	0.03	57.14	3.08
Provision for long-term employee benefits	46.95	6.55	70.71	9.01	141.11	7.60
Deferred tax liabilities	-	-	-	-	64.59	3.48
Total non-current liabilities	48.45	6.76	70.94	9.04	389.81	20.99
Total liabilities	144.63	20.18	159.95	20.38	1,004.91	54.11
Shareholders' equity						
Share capital						
Registered	134.00	18.69	134.00	17.07	134.00	7.22
Issued and fully paid	134.00	18.69	134.00	17.07	134.00	7.22
Share premium	377.06	52.60	377.06	48.03	377.06	20.30
Capital reserve for share-based payment transactions	9.98	1.39	9.98	1.27	9.98	0.54
Retained earnings						
Appropriated - statutory reserve	8.95	1.25	12.85	1.64	13.40	0.72
Unappropriated	45.07	6.29	94.06	11.98	181.12	9.75
Other components of shareholders' equity	(2.87)	(0.40)	(2.87)	(0.37)	(2.87)	(0.15)
Equity attributable to owners of the Company	572.19	79.82	625.08	79.62	712.69	38.38
Non-controlling interests of the subsidiaries	-	-	-	-	139.56	7.51
Total shareholders' equity	572.19	79.82	625.08	79.62	852.25	45.89
Total liabilities and shareholders' equity	716.82	100.00	785.03	100.00	1,857.16	100.00

(2) Statement of comprehensive income

Statement of comprehensive income of STI group for the year ended 31 December 2018 - 2020

Statement of comprehensive income	Consolidated financial statements as at					
	31 Dec 2018		31 Dec 2019		31 Dec 2020	
	Million Baht	Percent	Million Baht	Percent	Million Baht	Percent
Service income	631.39	99.42	712.35	97.95	1,570.25	99.62
Other income						
Dividend income	-	-	-	-	-	-
Interest income	0.39	0.06	5.19	0.71	1.08	0.07
Others	3.31	0.52	9.74	1.34	4.84	0.31
Total revenues	635.09	100.00	727.28	100.00	1,576.17	100.00
Cost of service	431.39	67.93	471.96	64.89	1,071.72	68.00
Administrative expenses	115.83	18.24	147.90	20.34	270.97	17.19
Total expenses	547.22	86.16	619.86	85.23	1,342.69	85.19
Operating profit	87.87	13.84	107.42	14.77	233.48	14.81
Finance cost	1.14	0.18	0.48	0.07	8.36	0.53
Profit before income tax expenses	86.73	13.66	106.94	14.70	225.12	14.28
Income tax expenses	13.70	2.16	21.44	2.95	46.36	2.94
Profit for the year	73.03	11.50	85.50	11.75	178.76	11.34
Other comprehensive income:						
Other comprehensive income not to be reclassified to profit or loss in subsequent periods						
Actuarial gain (loss) - net of income tax	1.17	0.18	(5.81)	(0.80)	4.65	0.30
Other comprehensive income for the year	1.17	0.18	(5.81)	(0.80)	4.65	0.30
Total comprehensive income for the year	74.20	11.68	79.69	10.96	183.41	11.64
Profit attributable to						
Equity holders of the Company	73.03	11.50	85.50	11.76	149.22	9.47
Non-controlling interests of the subsidiaries	-	-	-	-	29.54	1.87
Total comprehensive income attributable to						
Equity holders of the Company	74.20	11.68	79.69	10.96	154.60	9.81
Non-controlling interests of the subsidiaries	-	-	-	-	28.82	1.83
Earnings per share						
Profit attributable to equity holders of the Company		0.36		0.32		0.56
Weighted average number of ordinary shares outstanding (million shares)		204		268		268

(3) Cash flow statement

Cash flow statement of STI group for the year ended 31 December 2018 - 2020

Cash flow statement (Unit: Million Baht)	Consolidated financial statements for the year ended		
	31 Dec 2018	31 Dec 2019	31 Dec 2020
Cash flows from operating activities			
Profit before income tax	86.73	106.94	225.12
Adjustments to reconcile profit before income tax to net cash provided by (paid from) operating activities			
Depreciation and amortisation	7.66	5.39	47.75
Allowance for expected credit losses (reversal) (2019: Allowance for doubtful accounts)	0.94	(0.59)	3.33
Provision for long-term employee benefits	6.89	18.37	13.52
Unrealised loss on exchange rate	0.01	-	-
Unrealised loss (gain) on changes in value of other current financial assets (2019: Current investments)	-	(1.43)	1.28
Gain on sale of other current financial assets (2019: Current investments)	-	(0.29)	(1.68)
Gain on disposal of equipments	(0.03)	(7.17)	(1.29)
Interest income	(0.39)	(5.19)	(1.08)
Interest expenses	1.14	0.48	8.36
Profit from operating activities before changes in operating assets and liabilities	102.95	116.51	295.31
Operating assets (increase) decrease			
Trade and other receivables	(17.56)	(0.26)	5.40
Unbilled receivables	(32.93)	(77.52)	(319.84)
Work in process	(4.93)	4.93	-
Other current assets	(0.61)	(1.64)	4.51
Retention receivables	-	0.54	3.46
Other non-current assets	(0.65)	(0.99)	0.55
Operating liabilities increase (decrease)			
Trade and other payables	15.88	1.22	(16.37)
Service income received in advance and advances received from customers	20.63	(4.49)	12.49
Other current liabilities	10.88	(1.93)	(7.25)
Cash paid for long-term employee benefits	(3.64)	(1.87)	(7.56)
Cash flows from (used in) operating activities	90.02	34.50	(29.30)
Interest received	-	3.05	0.52
Cash paid for income tax	(18.58)	(21.17)	(40.19)
Net cash flows from (used in) operating activities	71.44	16.38	(68.97)

Cash flows from investing activities

Cash flow statement (Unit: Million Baht)	Consolidated financial statements for the year ended		
	31 Dec 2018	31 Dec 2019	31 Dec 2020
Decrease in restricted bank deposits	-	-	23.57
Purchase of other current financial assets	-	-	(134.87)
Proceed from sales of other current financial assets	-	-	444.43
Proceed from sales of current investments	-	55.04	-
Purchase of current investments	-	(430.46)	-
Cash paid in short-term loans	(0.59)	(0.55)	(0.49)
Cash received from short-term loans	0.68	0.60	0.48
Proceed from sales of equipment	0.12	8.86	1.31
Cash paid for purchases of investments in subsidiary	-	-	(275.06)
Interest received	0.39	0.83	1.80
Cash paid for acquisitions of equipment and buildings improvement	(1.41)	(17.78)	(22.03)
Cash paid for acquisitions of intangible assets	(1.02)	(4.46)	(1.29)
Net cash flows from (used in) investing activities	(1.83)	(387.92)	37.85
Cash flows from financing activities			
Preceeds from issue of shares	411.06	-	-
Cash received in short-term loans from banks	-	-	179.99
Cash received in long-term loans from banks	-	-	165.70
Cash received from issuance of ordinary shares	-	-	19.58
Cash paid under lease liabilities	(3.88)	(8.57)	(19.74)
Cash paid for short-term loans from banks	-	-	(239.14)
Cash paid for long-term loans from banks	(8.42)	-	(12.06)
Dividend paid to shareholders	(70.00)	(26.76)	(67.00)
Interest paid	(0.38)	-	(5.23)
Net cash flows from (used in) financing activities	328.38	(35.33)	22.10
Net increase (decrease) in cash and cash equivalents	397.99	(406.87)	(9.02)
Cash and cash equivalents at the beginning of the year	45.91	443.90	37.03
Cash and cash equivalents of subsidiary at acquisition date	-	-	48.09
Cash and cash equivalents at the end of the year	443.90	37.03	76.10
Supplemental cash flow information:			
Non-cash transactions			
Purchases of equipment and intangible assets for which no cash has been paid	0.02	1.99	5.10
Increase in right-of-use assets from lease liabilities	-	-	5.86

(4) Key Financial Ratios

Key Financial Ratios of STI Group for the year ended 31 December 2018 - 2020

Key Financial Ratios		Consolidated financial statements for the year ended		
		31 Dec 2018	31 Dec 2019	31 Dec 2020
Current Ratio	Times	6.98	8.07	2.00
Quick Ratio	Times	5.60	5.71	0.62
Operating Cash Flow Ratio	Times	1.00	0.18	(0.20)
Accounts Receivable Turnover	Times	6.95	7.25	9.04
Average Collection Period	Days	52.50	50.33	40.36
Accounts Payable Turnover	Times	37.87	34.43	20.86
Payment Period	Days	9.64	10.60	17.50
Cash Cycle	Days	42.86	39.72	22.86
Profitability ratio				
Gross Profit Margin	%	31.68	33.75	31.75
EBIT Margin	%	13.92	15.08	14.87
Other Income Ratio	%	0.58	2.05	0.38
Cash Ratio Margin	%	81.30	15.25	(29.54)
Net Profit Margin	%	11.50	11.76	9.47
Return on Equity	%	20.03	14.28	24.20
Efficiency ratio				
Return on Asset	%	14.88	11.39	13.53
Return on Fixed Asset	%	705.14	582.83	106.04
Total Asset Turnover	Times	1.29	0.97	1.19
Financial policy ratio				
Debt to Equity Ratio	Times	0.25	0.26	1.41
Interest Coverage Ratio	Times	83.77	232.18	33.66
Interest Bearing Debt to EBITDA Ratio	Times	0.09	0.00	1.13
Debt Service Coverage Ratio	Times	13.42	372.10	2.10
Dividend Payout Ratio	%	95.85	31.30	44.90



General and Other Significant Information



5.1 General Information

5.1.1 The Company

(1) Information of Securities Issuing Companies



Company Name : Stonehenge Inter Public Company Limited

Stock Quote : STI

Address : 163 Soi Chokchai Ruamitr (Ratchada 19),
Dindaeng Sub-district, Dindaeng District, Bangkok 10400

Type of Business : Project Management and Construction
Management

Company Registration : 0107561000153

Registered Capital : 134,000,000 Baht

Paid-up Capital : 134,000,000 Baht

Registered Shares : 268,000,000 ordinary shares

Par Value : 0.50 Baht

Tel : +662-690-7462

Fax : +662-690-7463

Website (URL) : www.sti.co.th

(2) Subsidiaries



Company Name :

Stonehenge Company Limited
(STH)

Address :

163 Soi Chokchai Ruamittr
(Ratchada 19), Dindaeng
Sub-district, Dindaeng District,
Bangkok 10400

Type of Business :

■ Architectural, Engineering,
Interior Design and Historic
Conservation services

■ Project Management and
Construction Management

Company Registration :

0105535158797

Registered Capital :

40,000,000 Baht

Tel :

+662-690-7460

Fax :

+662-690-7461

Website (URL) :

www.stonehenge.co.th

Company Name :

Stonehenge Inter Venture
Company Limited (STV)

Address :

49 Soi Vibhavadi Rangsit 16/43
Ratchadapisek Sub-district,
Dindaeng District, Bangkok
10400

Type of Business :

■ Shareholding or investment
in shares of limited companies
or any legal entities in both
domestic and international

Company Registration :

0105563043206

Registered Capital :

310,500,000 Baht

Tel :

+662-690-7462

Fax :

+662-690-7463

Company Name :

Asian Engineering Consultants
Corp., Ltd. (AEC)

Address :

90/18-90/20 North Sathorn road,
Silom sub-district, Bangrak district,
Bangkok 10500

Type of Business :

■ Project Management

Consultants and Construction
Supervision Consultant

(PMC / CSC), Feasibility Study
(FS), Detailed Design (DD)

and Tender Management

and Public Private Partnership
(TM / PPP)

Company Registration :

0105520009065

Registered Capital :

108,000,000 Baht

Tel :

+662-636-7510

Fax :

+662-236-6086

Website (URL) :

www.aec-th.com

5.1.2 Other Reference Persons

(1) Registrar

Company Name :

Thailand Securities Depository Co., Ltd.

Address :

93 The Stock Exchange of Thailand Building,
Ratchadaphisek Rd., Dindaeng Sub-district, Din-
daeng District, Bangkok 10400

Tel : +662-009-9381

Fax : +662-009-9001 Ext. 9381

(2) Auditor

Company Name :

EY Office Company Limited

Mr. Chatchai Kasemsrithanawat License No. 5813

Address :

33rd Floor, Lake Rajada Office Complex,
193/136-137 Ratchadaphisek Rd., Klong Toei,
Bangkok 10110

Tel : +662-264-9090

Fax : +662-264-0790

(3) Legal Advisor

Company Name :

DN36 Limited

Address :

395/4-5 Sathupradit Road., Chongnonsi Sub-district,
Yannawa District, Bangkok 10120

Tel : +662-674-2564-6

Fax : -

(4) Internal Audit

Company Name :

Dharmniti Internal Audit Co., Ltd.

Address :

178 Dharmniti Building 5th floor, Soi Permsap
(Prachachuen 20),
Prachachuen Rd., Bang Sue, Bangkok 10800

Tel : +662-596-0500

Fax : +662-596-0539

5.2 Other Significant Information

- None -

5.3 Legal Disputes

As at 31 December 2020, the Company was sued in the case of neglecting its duties regards to a service contract by a customer for 1 case. Currently,

the case has been dismissed by the Civil Court and is in the process of appeal. The Company believes that this case would not incur any impact on the Company.



Part

Corporate Governance

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STONEHENGE

6 Corporate Governance Policy



The Company is aware of the importance of good corporate governance and believes that good corporate governance will be beneficial for business operations of STI Group by creating management system that is efficient, transparent, and accountable, which is an important approach to build confidence and credibility for shareholders, investors, stakeholders, and all related parties. In this regard, the Company has applied Corporate Governance Code for Listed Companies 2017 issued by Securities and Exchange Committee (SEC) to be guideline for prescribing corporate governance policy of the Company as practice guidelines for its operations.

The meeting of the Board of Directors of the Company No. 4/2020 on November 13, 2020 had the resolution to amend names and responsibilities of Corporate Governance Committee to be Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee. The committee is responsible for determining, evaluating, reviewing, and amending the Company's Code of Conduct to be suitable with the changes in business, environment, and laws in each period, as well as ensuring the Company to communicate and provide knowledge regarding good corporate governance to directors, executives, and employees of the Group in order for them to be aware and comply continuously for the sustainable growth of the Company.

6.1 Overall Corporate Governance Policy

6.1.1 Policies and guidelines of the Board of Directors

Guideline for nomination of Directors and Top Executives

The Company has policies and guidelines for nomination of Directors and Top Executives as follows:

1. The Board of Directors

Qualifications of a Board Director

1 A Board Director must be an individual with knowledge, skills, honesty, business ethics, and sufficient time to dedicate his or her knowledge and capability to perform duties for the Company.

2 A Board Director must not possess any prohibited characteristics according to Securities and Exchange Act and related regulations as well as characteristics that portray the lack of suitability to be trusted for managing a business with public shareholders according to Section 89/3 of Securities and Exchange Act B.E. 1992 (including revision).

3 A Board Director can be a director in another company which must not be an obstacle to performing his or her duties as a director of the Company and must be in line with guidelines of the Office of Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). He or she shall inform the Board of Directors for acknowledge of such matter. A Board Director cannot operate business with similar characteristic that competes with the business of the Company, or become a partner or a director in other legal entity with similar characteristic that competes with the business of the Company, regardless of whether this is for his/her own benefit or benefit of other individuals, unless this is notified in the shareholder's meeting prior to the resolution for appointment.

4 An Independent Director must not take the role of an executive and must be independent from the management and shareholders with controlling authority. He or she must not have business relationship with the Company in a manner that limits his/her independent opinion and must possess qualifications according to the Notification of the Capital Market Advisory Board.



Director's Recruitment and Appointment Process

The Nomination and Remuneration Committee has a duty to recruit directors with the following process:

1 Considering and selecting suitable candidates with knowledge, experience, and capabilities that are beneficial to the business. Qualities that are in accordance with the rules and regulations set by the Company, the Securities and Exchange Act, SEC office and the SET - as well as coinciding with the current business direction.

2 Check that the qualified person can fully devote their time to the Company.

3 Proceed to approach the person who meets the criteria and to ensure that such persons are willing to take the position of director, if they were to be appointed by the board of directors or company shareholders.

4 List the educational and professional history of potential candidate, as well as obtain their photos while providing a reason behind their selection as preparation to present to the Board of Directors and / or company shareholders.

In 2020, the Company allowed opportunity for minor shareholders to nominate individuals to become directors according to corporate governance principles and criteria prescribed by the Company during October 1 - December 30, 2020. There was no shareholder who nominated individuals to become directors of the Company.

2. Terms of Directors

A director shall be in his term for 3 years each term. He shall leave his position when the term is over and can be reelected to become a Board director again. In every Annual Ordinary Shareholders' Meeting, directors shall resign from positions for at least 1 out of 3 of total directors. In the event that it's not possible to divide number of directors by 3, they shall leave their positions in numbers closest to 1 out of 3. In the event that a director position is vacant due to other reasons apart from end of term, the Board shall elect an individual, who has proper qualifications and without legally prohibited characteristics according to regulations of listed companies and regulations of SEC, to become a director for the next Board meeting, unless the term of such individual is less than 3 months. The individual who becomes the director shall be in position as long as the term of the director that he or she replaces.

Independence of the Board of Directors and the Management

3. Separation of duties between the Board of Directors and the Management

The Company separates the roles of Chairman of the Board, Chairman of the Executive Committee, and Chief Executive Officer from being same individual in order to create balance of power. Chairman of the Board is an independent director with no relationship with the Management. Their roles are defined clearly follows;

Matters managed by the Board of Directors:

1. Determining objectives and main goals for business
2. Building organizational culture that adheres in ethics as well as behaving as role model
3. Managing structure and performance of the Board of Directors to be suitable for efficiently achieving objectives and main goals in business
4. Recruiting, developing, and determining remuneration and performance assessment of Chief Executive Officer under approval of the Nomination and Remuneration Committee

5. Determining remuneration structure that motivates employees to perform their work according to objectives and main goals of the Company

Matters managed by the Board of Directors together with the Management:

-  Determining and reviewing annual strategy, goal, and business plan
-  Managing suitability and sufficiency of risk management and internal control system
-  Determining authority suitable for responsibilities of the Management
-  Determining scope for human resource management, development, and budget such as policy and plan for human resource management and Information technology policy
-  Monitoring and assessing work results
-  Managing disclosure of financial and non-financial information to have credibility

Duties of Chairman of the Board of Directors

1. Lead the Board of Directors in governing, monitoring, and managing work of the Board to have efficiency and achieve main objectives and goals of the Company

2. Determine agendas of Board meeting by consulting with Chief Executive Officer and ensuring that important matters are included in the agendas

3. Act as Chairman of the meeting or assign other director to act in place in the event that he or she has necessary cause that results in inability to attend the meeting. In the event that the vote results are on par, the Chairman of the Board shall provide an additional vote for final resolution.

4. Act as Chairman of the meeting of shareholders and manage the meeting to be in line with regulations of the Company

5. Allocate sufficient time for the Management and directors to present important matters with discretion and independence

Duties and Responsibilities of Chief Executive Officer:

1. Manage and approve work related to daily operations of the Company for the benefits of the Company according to its policies, strategies, and business plans prescribed by the Board of Directors and/or the Executive Committee and in line with objectives, regulations, and resolutions of the meetings of the Board of Directors and the meetings of shareholders under related regulations and scope of authority set by the Board of Directors

2. Prepare annual policy, strategy, goal, business plan, and budget as well as management structure and authority of the Company to propose to the Executive Committee for consideration before further propose to the Board of Directors for approval

3. Monitor, assess, control, and report overall business results of the Company to the Board of Directors and the Executive Committee on regular basis

4. Ensure that top executives and individuals in each department perform their duties and work with efficiency and effectiveness as well as driving continuous development of organization and human resources and maintaining good corporate image

5. Prescribe and amend management structure and authority of the Company to be in line with the Company's policy and industrial competitiveness

6. Employ, appoint, relocate, and terminate employment of individuals as well as prescribing remuneration for employees in lower level than Chief Executive Officer under the scope of the Company's regulations

7. Issue, revise, add, and improve regulations and policies related to operations of the Company to ensure that work is in line with the Company's policy as well as maintaining the Company's benefits and maintaining work discipline within the organization

8. Assign authority and/or individuals to perform work and/or proceed on matters in place of himself or herself under the scope of authority guidelines and regulations prescribed by the Board of Directors and/or the Executive Committee

9. Hold authority to act and represent the Company to external individuals in matters related and beneficial to the Company

10. Hold authority to approve operating expenses and/or other expenses that are normal expenses of the Company within approved budget as well as authority to consider, negotiate, and approve entering into legal contract and/or any procedures related to the business under authority and/or budget approved by the Board of Directors and/or the Executive Committee

11. Make procedures as assigned by the Board of Directors and/or the Executive Committee in which Chief Executive Officer must receive performance assessment by the Board of Directors every year

12. Assess performance of top executives to evaluate and prescribe appropriate remuneration and motivating incentives



In regard to assigning duties and responsibilities of Chief Executive Officer, it shall not be in the characteristics of assigning authority or sub authority that allows Chief Executive Officer and/or individual assigned by Chief Executive Officer to approve transactions that himself or herself may hold conflicts to (according to the definition of SEC and SET) or may hold interests or may receive benefits in any forms or may create other conflict of interests with the Company, unless such approval is for normal transaction for normal business process with normal trade conditions.

4. Board Meetings

The Company shall determine schedule of Board meeting in advance every year and inform directors on meeting itinerary. There shall be at least 4 Board meetings per year with common meeting agenda such as financial statement evaluation, policy planning and monitoring of performance, review of strategies, and review of policies and charters according to good corporate governance principles. It may organize additional extraordinary meeting as necessary. In order for the Board of Directors to perform efficiently, the Company shall send meeting invitations, comprising of clear meeting agendas and supporting

documents, to the Board of Directors at no less than 7 days prior to meeting date. This is for directors to have sufficient time to study information before attending the meetings. In the event that there is urgency to maintain rights or benefits of the Company, Chairman of the Board or assigned individual may communicate meeting notification via other methods and set meeting date to be sooner. The Company has policy on minimum quorum number which requires that in order to make resolution in Board meeting there shall be directors no less than 2 out of 3 of total directors with voting rights on such agenda.

(4.1) Chairman of the Board of Directors and Chief Executive Officer shall together consider and approve matters that will become agendas in Board meeting. All directors have opportunities to propose matters that are beneficial to the Company as meeting agendas. Furthermore, the meeting shall always have the agenda for acknowledgement and/or consideration to monitor and control business results of the Company every time. Board meeting can be held via electronic media which must comply with regulations and guidelines set by the laws.

(4.2) Chairman of the Board of Directors shall act as the Chairman of the meeting who shall be responsible for managing and allocating time for each agenda to be sufficient for directors to make enquiries and provide independent opinions on important matters on the basis of fair interests of shareholders and all related parties. A director who has significant interest in the agenda in consideration must leave the meeting during the evaluation of such agenda and shall have no voting rights. If Chairman of the Board of Directors cannot attend the meeting, Vice Chairman of the Board of Directors shall be the Chairman of the meeting. If Vice Chairman of the Board of Directors does not attend the meeting, the directors present at the meeting shall elect a director to act as the Chairman of the meeting. The Chairman of the meeting is responsible for managing and allocating time for each agenda to be sufficient for presenting, enquiries, and consideration on information in which all directors can make enquiries and provide independent opinions on important matters on the basis of fair interests of the Company, shareholders, and all related parties.

(4.3) The Company Secretary shall attend the meeting to record minutes of meeting and submit minutes of meeting to the Chairman of the Board for his consideration and validated signature to further propose in the next meeting. The Company Secretary shall also maintain information or documents related

to the meeting systematically to provide convenience for search and reference and to ready them for any examination of the Board of Directors and/or related individuals.

(4.4) In meeting agendas on significant matters that will impact the Company, the Board of Directors has the right to access necessary information from the Management, the Company Secretary, or other assigned executives. Furthermore, the Board of Directors may request opinions of external consultants or professionals additionally as necessary and appropriate which is considered expenses of the Company.

(4.5) The Board of Directors encourages top executives of related management to attend Board meeting as necessary and appropriate in order to present important information related or beneficial to meeting agendas, as well as, for such top executives or related management to directly acknowledge policies and apply them efficiently.

Meeting of Non-executive directors

The Board of Directors prescribes policy for non-executive directors to hold meeting as necessary without attendance of executive directors. The Audit Committee shall also attend meeting with the auditor without attendance of the Management for at least once per year. This is for the confidence that the Company's directors can perform their duties as representatives of shareholders with independence and right balance of power. Chairman of the Board may also inform Chief Executive Officer on the meeting summary.


In 2020 (January 1 - December 31, 2020), the Board of Directors had total 7 meetings with one meeting held by non-executive directors on November 11, 2020.


5. Remuneration of Directors and Executives

The Board of Directors prescribes that:

(5.1) The remuneration of directors shall align with the knowledge, skills, experience, duties, responsibilities, and expected benefits from each director. In this regard, the Board of Directors prescribes clear policies and guidelines on remuneration of directors according to opinions of the Nomination and Remuneration Committee and proposes for approval in every annual general shareholder meeting by considering guidelines of transparency and accountability in comparison to companies with similar business and size, as well as appropriate level of compensation that is sufficient to influence or retain quality directors.

(5.2) For remuneration of Chief Executive Officer, the Nomination and Remuneration Committee shall consider and propose to the meeting of the Board of Directors for approval in both short-term and long-term remuneration as follows;

 Considering from business results of the Company each year whether they are in alignment with policies and business plans that the Board of Directors assign or not, comparing to the previous year.

 Considering the capability to distinctly connect vision, mission, goal, and strategy of the Company to business results and the capability to develop, improve efficiency, and amend business operations in timely manner according to business situation.

Remuneration in the forms of monthly salary, bonus, and other compensation shall be in proper amount in which the level of remuneration shall be in line with duties, responsibilities, and work results. The remuneration shall be in competitive rate with that of similar business and size in order to influence or retain quality executive.

In this regard, the Nomination and Remuneration Committee is responsible for work assessment of Chief Executive Officer to apply for considering remuneration of Chief Executive Officer each year by using remuneration criteria agreed with Chief Executive Officer concretely together with work performance results to drive the business to achieve set goals or plans. The Board of Directors shall consider and approve such assessment in which the Chairman of the Board shall inform results of consideration to Chief Executive Officer.

Details of remuneration of directors and executives of the Company in 2020 are presented in section “Remuneration of Directors and Executives”.

6. Development of Directors and Executives

(6.1) The Board of Directors shall encourage and support directors, audit committee members, executives, and the Company Secretary to receive training beneficial to their work and to participate in activities to exchange experience and ideas with the Board of Directors of other companies to apply the knowledge and experience in their work as well as to receive additional knowledge related to business management system of the Company in order to increase work performance. It is responsible for preparing documents and information related to business characteristics and/or other information beneficial to the duty of directors to new directors,

as well as orientation for new directors in order to provide sufficient information for performing their work within their scope of responsibilities.

Currently, all directors have passed training courses related to performing their duties as directors from Thai Institute of Directors (IOD) (Details of participation in training courses of IOD of each director are presented in section “The Board of Directors”).

In 2020, the Board of Directors attended additional training courses related or beneficial to their duties as directors as follows;

First Name – Last Name	Position	Attended training courses in 2020
1 Mr. Somkiat Silawatanawong	Executive Director, Chief Executive Officer, and Nomination and Remuneration Committee member	Top Executive Program in Commerce and Trade : TEPCoT Batch 13, organized by Commerce Academy, University of the Thai Chamber of Commerce
2 Mr. Issarin Suwatano	Executive Director, Executive Vice President, Risk Management Committee member, Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee member	2MORROW SCALER Batch 5 to drive Thai Economy, organized by 2MORROW SCALER Company Limited
3 Mr. Kittisak Suphakawat	Executive Director, Executive Vice President, Risk Management Committee member	FIDIC Construction Engineering Contract Management Course 3 Module 4, organized by the Consulting Engineers Association of Thailand (CEAT) Advanced Certificate Course in Public Economic Management for Executives Batch 19 by King Prajadhipok's Institute
4 Mr. Somchit Peumpremsuk	Executive Director, Chairman of Risk Management Committee, Chairman of Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee	SD Professional Sharing 2/2020: Sustainability Report “not as hard” as you think, organized by SET

(6.2) The Board of Directors prescribes Chief Executive Officer, managing director of subsidiary, and top level executives to prepare plan for development and/or succession for successor in order to create readiness for the Company to continue

its businesses in the case that they cannot perform their duties, regardless of the cause. Furthermore, the Board of Directors prescribes managing director to report tasks performed during the year to develop executives and report succession plan every year.

7. Self-Assessment of the Board of Directors



The Board of Directors shall conduct self-assessment by board level and individual level. The Board of Directors and Sub-Committees shall conduct self-assessment at least once per year in order for the Board of Directors to evaluate results, issues, challenges, as well as recommendations, to together develop efficiency and effectiveness on performance of the Board of Directors further.

Furthermore, the Company also assesses performance of Chief Executive Officer by using goals and criteria for assessment related to success of strategic plan. In this regard, the performance assessment result of Chief Executive Officer shall be kept confidential and shall be used in consideration of proper remuneration for Chief Executive Officer before further propose to the meeting of the Board of Directors for approval.

Self-Assessment

According to Good Corporate Governance Principles of Listed Companies, the Board of Directors and Sub-Committees shall conduct self-assessment at least once a year in order for the directors to mutually evaluate performance and make improvements in which the assessment is made by group level and individual level.

The Company arranged self-assessment of the Board of Directors and Sub-Committees for 2020 during October period in which the process for assessment was as follows:

1. The Company Secretary submitted assessment form to each director.
2. Results of assessment including opinions and recommendations were collected and delivered to each committee for consideration.
3. Results were presented to the Board of Directors. In 2020, the results of self-assessment of the Board of Directors by group level and individual level were presented to the meeting of the Board of Directors No.7/2020 on November 11, 2020 which can be summarized as below.

Results of self-assessment of the Board of Directors by group level

Rank	Assessment Topic	Results (%)
1	Structure and qualification of directors	87.04
2	Meeting of the Board of Directors	88.19
3	Roles, duties, and responsibilities	85.07
4	Relationship with the Management	89.58
5	Self-development of directors and development of executives	89.58
	Average results	87.89

Results of self-assessment of the Board of Directors by individual level

Rank	Assessment Topic	Results (%)
1	Structure and qualification of directors	89.58
2	Meeting of the Board of Directors	88.54
3	Roles, duties, and responsibilities	87.08
	Average results	88.40

Results of self-assessment of the Audit Committee by group level

Rank	Assessment Topic	Results (%)
1	Structure and qualification of directors	96.43
2	Meeting of the Sub-Committee	98.61
3	Roles, duties, and responsibilities	98.81
	Average results	97.95

Results of self-assessment of the Nomination and Remuneration Committee by group level

Rank	Assessment Topic	Results (%)
1	Structure and qualification of directors	98.21
2	Meeting of the Sub-Committee	98.96
3	Roles, duties, and responsibilities	96.88
	Average results	98.02

Results of self-assessment of the Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee by group level

Rank	Assessment Topic	Results (%)
1	Structure and qualification of directors	100.00
2	Meeting of the Sub-Committee	91.67
3	Roles, duties, and responsibilities	93.33
	Average results	95.00

Results of self-assessment of the Risk Management Committee by group level

Rank	Assessment Topic	Results (%)
1	Structure and qualification of directors	100.00
2	Meeting of the Sub-Committee	95.83
3	Roles, duties, and responsibilities	93.33
	Average results	96.39


6.1.2 Policies and Guidelines on Shareholders and Stakeholders


The Company is aware of the importance of positive relationship with stakeholders as an important factor to support its business operations to grow and expand continuously and sustainably. Consequently, the Company considers the rights of all stakeholders related to the Company, including internal stakeholders such as shareholders,


employees, and executives, and external stakeholders such as trade partners, customers, competitors, community, and society. The Company prescribes policies and guidelines on treatment of all stakeholders to be equal, fair, and in line with all related laws and regulations as follows;

1. Shareholders

The Board of Directors determines to be a good role model of shareholders to operate business on the basis of honesty and ethics in order to develop the business for growth and stability with consideration of creating sustainable long-term returns for shareholders under the guideline for treatment to shareholders as follows:

 Performs duties within the framework of law and regulations of the Company with honesty, transparency, and operates with caution and discretion for the highest benefits for shareholders

 Manages the Company's business to grow with stability by utilizing knowledge, skills, and experience, as well making decisions for the overall benefits of shareholders

 Provides respect to the right of shareholders by reporting status and business results of the Company and other information to all shareholders equally, regularly, timely, and accurately, with supporting information that is reasonable and in line with guidelines of SEC and SET.

Rights of Shareholders

As shareholders have the right of ownership of the Company by controlling the Company via appointment of the Board of Directors to perform their duties and have the rights to make decisions related to important changes of the Company. Consequently, the Company gives importance and encourages shareholders to exercise their rights, as well as not conducting any actions that violate or deprive rights of shareholders, which consist of 1. Fundamental rights of shareholders such as the right to purchase, sale, or transfer shares, and the right to receive profit sharing from the business, 2. Right to receive significant information by receiving sufficient information of the business, and 3. Right to participate in shareholder's meeting by attending the meeting to exercise their rights to appoint or remove directors, appoint auditor, and to exercise votes on matters impacting the Company such as dividend allocation, formulation or amendment of Articles of Association and Memorandum, capital increase or decrease, and approval of special transaction, etc.

In this regard, the Company prescribes policies and guidelines in matters that support and facilitate exercising rights of shareholders as follows:

(1) Shareholder's Meeting

The Company shall organize an annual ordinary general meeting of shareholders within four months of the last day of the fiscal year of the Company. The Company has policy to encourage all shareholders to attend the meeting of shareholders in which the Company shall provide facilitation for shareholders to exercise their rights to attend the meeting and vote and shall not conduct any actions that restrict opportunity to attend meeting of shareholders such as organizing meeting to vote for resolution that does not have too complicated method or high expenses, arranging meeting location that is convenient for transportation of shareholders, etc.

The Company shall send the notices of meeting invitation to shareholders together with supporting

documents 7 days prior to the meeting date or as the period specified by laws or legal notifications. It shall publish the meeting date in newspaper for 3 days consecutively and at least 3 days prior to the meeting date.

The Company shall disclose important information related to the meeting of shareholders via the Company's website prior to the meeting. In addition, the Company shall arrange channels for shareholders to submit their opinions, suggestions, and enquiries prior to the meeting date to the Company via email cs@sti.co.th.



In 2020, the the Company organized 2020 Annual General Meeting of Shareholders on Thursday, July 9, 2020 at 14:00 at the Company's meeting room at 163 Chokechairuammitr (Ratchada19), Ratchadaphisek Rd. Dindaeng District, Dindaeng, Bangkok in which the meeting was postponed from original schedule of Tuesday, April 28, 2020 due to Covid-19 situation. There were shareholders who attended the meeting by themselves and proxies in total of 61 individuals who held total shares of 221,802,218 or 82.76% of total issued and paid shares of the Company. There were 12 directors attending from total 12 directors or 100%. Top executives, auditor of the Company, and legal consultant all attended the meeting.



Nevertheless, in 2020 the Company provided opportunities for minor shareholders to propose meeting agendas and nominate individuals with knowledge, capabilities, and qualifications fitting for consideration as directors in advance during October 1 — December 30, 2019. It also provided rights for shareholders to submit questions related to meeting agendas to the Company Secretary in advance prior to the meeting date since June 8, 2020. The guidelines and methods for proposing agendas and nomination of individuals for consideration as directors were presented on the Company's website and communicated to shareholders via news network of SET according to good corporate governance principles. There was no shareholders who submitted meeting agendas or nominated individuals with knowledge, capabilities, and qualifications fitting for consideration as directors

The Company sent invitations for the Annual General Meeting in both Thai and English and also disclosed such invitation with supporting documents onto its website since June 8, 2020, 21 days prior to the meeting date, in order for shareholders to receive the documents before the meeting and have time to study the information sufficiently. It also provided convenience for shareholders who could not attend the meeting by sending letter of Proxy Form A, B, and C to shareholders along with the meeting invitation and details for process of proxy in shareholder's meeting in order to provide convenience in giving proxy. Shareholders can download such forms from the Company's website. For letter of Proxy Form B, shareholders can determine voting for each agenda. Furthermore, they also provided list of name and profile of independent directors for shareholders to select as proxy.

(2) Procedures on Meeting Date



The Company encourages the Board of Directors, executives, and related individuals, as well as auditor, to attend the meeting of shareholders altogether.



The Company shall provide opportunity to all shareholders equally. Before proceeding with the meeting, the Company shall inform the meeting on voting rules and method for counting votes in the meeting. After information is provided according to the meeting agenda, the Chairman of the meeting shall allocate appropriate time for shareholders to share their opinions and make enquiries to the Company in which there will be related directors and executives attending the meeting to respond to such enquiries and listen to opinions and suggestions from shareholders. Furthermore, if there are multiple meeting agenda such as appointment of directors, the Company shall organize resolution voting for each agenda.



For meeting agenda to elect for directors, the Company shall provide opportunity for shareholders to vote for director one by one. The shareholders have the right to select representatives who they view as having suitable qualifications to take the role of directors to maintain their benefits in order to create diversity and become the real representation of shareholders.



For important meeting agenda such as entering into connected transaction, sale or acquisition of assets, etc., the Company shall arrange voting ballots for transparency and accountability in the case of later dispute.



The Company encourages an independent individual to participate as vote counter in the meeting of shareholders in which the results shall be disclosed in the meeting and recorded in the minutes of meeting.



Shareholders who attend the meeting after it has already started shall have rights to vote for the agenda that is being considered and is yet to result in resolution.

On the date of 2020 Annual General Shareholders' Meeting, the Company prescribed meeting procedures that were accurate by law and considered convenience, rights, and equal treatment to all shareholders. It allowed shareholders to register for the meeting via barcode system at least 2 hours before the meeting in which the registration could continue until the meeting ended. The Company arranged sufficient people for the registration and also provided duty stamp for shareholders who gave proxy to other individuals or independent directors to attend. It distributed voting ballots to all shareholders for voting. For the purpose of transparency in counting votes, the Company invited Mr. Saprang Thongchunit, a legal consultant from KNSAT LEGAL & TAX Company Limited, to assess accuracy of counting votes as well as managing the meeting. The Company also invited shareholders in the meeting to participate in counting votes together with the legal consultant in which there were representatives of the attended shareholders who volunteered to do so.

(3) Preparation of Minutes of Meeting and Disclosure of Meeting Resolution

TT The Company shall disclose resolution of each agenda in letters to SET and disclose on its website <https://www.sti.co.th> on the same as the meeting or within 9:00am of the next business day. In 2020, the Company disclosed resolution of its general shareholders' meeting with voting results in each agenda, separated into agree, disagree, and abstention in both Thai and English through news system of SET and the Company's website after the end of the meeting on July 9, 2020.

TT After the meeting, the Company shall prepare correct and complete minutes of meeting with specification on method and process for voting, questions and answers, and voting results of each agenda including approval votes, opposing votes, and withhold from voting, as well as record of name list of directors who attend the meeting and directors who are absent from the meeting. It shall send

meeting minutes to SET within 14 days and disclose such meeting minutes on the Company's website. In 2020, the Company delivered the meeting minutes to SET and SEC on July 21, 2020.



Equitable Treatment of Shareholders

The Company is aware of the importance of equitable treatment to all shareholders, including executive shareholders and non-executive shareholders. The Company has policies and/or guidelines on this matter as follows:

(1) Equitable Treatment of Shareholders


TT The Company shall prepare meeting invitation in both Thai and English.

TT The Company shall proceed with the meeting in respect to agenda specified in the meeting invitation and shall not unnecessarily add agenda that was not informed in advance, especially important agenda that the shareholders require time to study information before making decision, in order to provide fairness to shareholders who did not attend the meeting.


(2) Protection of Rights of Minor Shareholders

holders The Company provides opportunity for minor shareholders to propose additional meeting agenda and propose nomination of individual for director. The minor shareholders shall propose additional meeting agenda and the name of nominated individual to the Board of Directors prior to the meeting date. The Company shall provide time period for shareholders to propose agenda and nominate individuals to become directors via SET website and shall also disclose related guidelines and forms on its website. Furthermore, the Company shall provide opportunity for shareholders to submit questions in advance prior to the meeting date via post or email using form for question submission that is disclosed on its website. In this regard, the independent director is responsible for considering agendas for the meeting and propose to the Board of Directors for opinion to be further included as meeting agenda. The opinion of the Board of Directors shall be considered as final.

The Nomination and Remuneration Committee takes responsibility to consider name list of individuals who will be nominated as Board directors and present to the Board of Directors to consider whether or not to propose such individuals to the meeting of shareholders. The opinions of the Board of Directors are considered final.


 The Company has policy not to add meeting agenda in the meeting of shareholders without informing shareholders in advance, especially for meeting agenda that requires time for shareholders to study information before making decisions in order for the shareholders to have opportunity to study information supporting the meeting agenda before, unless it is necessary. In addition, it shall not restrict the right to attend meeting of shareholders who


attend the meeting after the Company already proceeded with meeting according to the specific time, etc.

 The Company gives importance to disclosure of information related to the Company correctly, completely, and timely for all shareholders equally through website of SET and the Company's website.


(3) Protection of Internal Information

Usage


 The Company has strict management of internal information usage to prevent exploitation of internal information for self or other individual (Abusive Self-Dealing) in order to create fairness for all stakeholders. The Company prescribes guidelines to maintain internal information of the Company and guidelines for protection of internal information usage for personal benefits in written forms and notifies everyone in the organization to comply.


 The Company restricts directors, executives, employees, as well as any individuals who have access or ownership of internal information to use such information for benefits of self or other individuals which is considered unfair to other shareholders such as insider trading, exposure of internal information to related individuals which are considered unfair or damaging to overall shareholders. Furthermore, the Company restricts directors, executives, and employees working in departments that receive internal information to trade securities of the Company by themselves, their spouses, their underage children, for both

indirect and direct trading (such as through private funds) within 1 month before disclosure of the Company's financial statements to the public and within at least 3 business days after the disclosure of such financial statements. The Company prescribes policy for directors and top executives to notify the Board of Directors or individuals assigned by the Board regarding the trading of its securities at least 1 day prior to the transaction.

 The Company prescribes directors and executives to report their shareholding of the Company, including holding by themselves, their spouses, and their underage children, to SEC within 30 days from the date of their position appointment. In addition, in the case that directors or executives of the Company change their shareholding of the Company, it shall be notified to the Company and reported such change to SEC within 3 business days from the date of purchase, sale, or transfer.

(4) Interests of Directors

 The Management can conduct business transaction which has general trading terms. Business transaction between the Company and subsidiary and directors, executives, or related individuals shall have trading terms in similar characteristics done with other contract parties within similar circumstances with trade bargaining power that excludes influence from their position as directors, executives, or related individuals. In this regard, such important transaction shall be disclosed in Annual Report and Annual Registration Statement.

 The Company prescribes its directors and executives to report interests of themselves and related individuals for the first time they are appointed or when there are changes in information. It prescribes such information to be reported every year and submitted to the Company's secretary for informing Chairman of the Board of Directors and Chairman of the Audit Committee before every change in order for the Board of Directors to consider the Company's transactions that may have conflict of interests and make decisions for overall benefits of the Company.

In 2020, directors and executives of the Company submitted report of interests of themselves and related individuals in order for the Company to have supporting information according to guidelines for connected transaction which is transaction that may cause conflict of interests and result in transfer of benefits for the Company and its subsidiary. The Company Secretary was sent a copy of the report to the Chairman and the Audit Committee.

2. Employees



The Board of Directors is aware that all employees are important resources and success factors of the Company. The Company therefore adheres to the principle of equal and fair treatment to employees in which it has guideline for treatment of employees as follows;

II The Company gives importance to all employees and is aware that employees are valuable resources of the Company and are success factors to achieve its goals. The Company provides care and fair treatment in terms of opportunity, remuneration, nomination, and relocation that are suitable to work performance of each employee and business performance of the Company

II The Company has policy to determine employee remuneration in short-term which is to consider from profits of the Company each year that is capability to be profitable of the Company and collaboration of all employees in the organization. For overall remuneration of employees, it shall determine from assessment of work performance in which remuneration rates shall be in line with market rates with major consideration to knowledge,

experience, and work results of each individual. The guideline for determining remuneration structure of the Company not only considers competitiveness to market rates but also considers internal equality within the Company. Regarding equality, the Company assesses this from scope of responsibilities for each position and experience and skills used for work differently. Each year the Company shall adjust salary of employees by considering business results of the Company and economic situation as supporting factors. In addition to monthly remuneration, the Company also provides annual bonus to employees by considering business results of the Company and provides benefits such as health insurance, annual health check-up, provident fund, loan welfare, monetary support in the case of death of employees or parents of employees, or spouses of employees, etc. Furthermore, the Company also gives importance to development of competency and capabilities of employees in all levels by supporting them to have knowledge and skills fitting for duties, developing potential employees to leadership roles, as well as involving employees to participate in setting business direction in one alignment.

II The Company has duty to take care of work environment of employees to be sanitary, supportive for efficient work, and safe for lives and assets of employees.

The Company prescribed regulations for safety, occupational health, and work environment, effective July 22, 2019 and communicated to executives and employees to comply strictly as follows;

1. The Company shall encourage employees to work with safety in which safety at workplace is the first priority that every employee shall take responsibility.

2. The Company shall consider all employees as valuable resources. Consequently, safety, occupational health, and work environment of employees are considered important regulations for the Company.

3. The Company shall support and encourage development and improvement of work environment and safe methods for work in order to ensure safety at work. It provides equipment with safety that is sufficient for work condition, motivates employees to be aware of all occupational hazards, as well as suggesting causes and protections from such dangers.

4. The Company shall regularly develop work environment and hygiene to ensure safety and healthiness of workplace which shall lead to quality work life and health of employees.

5. The Company shall support and encourage safety activities that can stimulate safety sense of employees such as training workshops, public relations, competition, etc.

6. The Company shall support regulations for search and evaluation of dangers.

7. The Company shall review security system regularly for continuous development.


8. The Company shall prescribe all supervisors to behave as role models and take responsibility in safety, occupational health, and work environment of their subordinates according to safety regulations of the Company in strict manner.



9. The Company shall prescribe regulations for all employees to have duties and responsibilities to operate their work with safety for themselves and colleagues according to safety regulations of the Company in strict manner.

10. The Company shall consider all employees to have participation in prevention of accidents and conservation of environment. The Company shall gladly accept suggestion and opinion of employees for improvements as viewed appropriate.

Furthermore, the Company also provides knowledge and suggestion on safety to employees via new employee orientation, training workshops, and safety manual which is distributed to all employees. It also communicates news related to safety, occupational health, and environment through its intranet and social media and through emails from Corporate Communication Department to inform executives and employees.

 The Company has policy to support skills and work capability of employees via training to provide knowledge and develop work capability for employees. This includes internal workshop through knowledge and experience transfer from individuals to individuals in order to apply such experience in increasing work efficiency. It also sends executives and employees to attend workshop, academic seminar, company visit, and participation in

activities and projects with external parties on matters that are beneficial in increasing work efficiency and development of work capability of employees. The Company has duty to maintain personal information of employees in which it shall not disclose personal information of employees such as monthly salary and medical history to external individuals, unless the Company has duty to disclose such information according to regulations and/or laws.

■ The Company has policy to provide opportunity for employee participation in proposing suggestions, opinions, and guidelines for work that are beneficial to all parties and create positive relationship for collaboration. It provides channels

for employees to file complaints and whistleblowing on wrongful actions against its Code of Conduct in situations or incidents impacting work or decision of employee. This complies with its policy to offer protection and fairness to employees who provide information related to corruption or illegal activities (Whistleblower Policy).

■ The Company has duty to strictly comply with laws and regulations related to labor laws and employee welfare.

In 2020, the Company did not receive any complaints from both internal and external individuals such as employees and trade partners

3. Trade Partners



■ The Company gives importance to building and maintaining good and sustainable relationship with trade partners in which it has policy to operate businesses with honesty on the basis of mutually fair returns to both sides. In addition, the Company shall strictly comply with contracts and/or conditions agreed with trade partners.

■ The Company has policy to treat every trade partners equally and fairly.

■ The Company has prohibition on requesting and/or accepting any dishonest assets or benefits from trade partners

■ The Company has policy to focus on operating business with trade partners that operate business fairly with awareness of social responsibility.

■ The Company selects trade partners with capability to operate according to standards that the Company prescribes in order to obtain demand quality and standards according to related laws.

In the year 2020, the company had good relations with trade partners. And able to conduct business together in under business “Consortium Joint venture” and the performed smoothly and successfully.

4. Customers

¶ The Company has policy to focus on creating customer satisfaction and confidence with service quality and standards at international level under appropriate and fair prices to customers.

¶ The Company has policy to manage its services quality to be in line with standards, regulations, related laws, as well as providing efficient services that align with customer demand. The Company has the duty to provide information related to its services to customers correctly, completely, and sufficiently for decision of customers in which it shall not intentionally conceal information and/or provide information in ways that may cause customers to misunderstand its services.

¶ The Company has the duty to maintain confidentiality of its customers and shall not use such information for its benefits or benefits of related individuals in wrongful way. It shall not disclose customer information without their consent or approval

from authoritative figure of the Company, unless such information is necessary to disclose for related external individuals for legal procedures.

¶ The Company shall arrange channels for customer to provide opinions or complaints related to its products and services according to its Whistleblower Policy.

The Company gives importance for creating customer satisfaction in its services and considers customer satisfaction survey as a key strategy in competition. In 2020, the Company conducts customer satisfaction survey regularly every quarter and summarizes overall findings annually in order to apply such results in improvements of its services to be efficient, including matters of related systems and services offered by its employees. In addition to the use of results to improve its services, this also results in satisfaction of its customers in its services and continuity to employ its services.

5. Competitors

¶ The Company has policy to support free and fair trade competition in which it shall treat its business competitors under the framework of good and fair competition.

¶ The Company shall not conduct any actions to damage reputation of business competitors by making negative accusations without proven and validated facts.

¶ The Company shall not conduct any actions that violate intellectual property and copyright of others and/or business competitors.



6. Creditors

■ The Company has duty to strictly comply with regulations and/or conditions in agreed contracts. In the case that the Company has force majeure that results in its inability to comply with any of the regulation and/or condition in the contract and/or has reason to default on debt payment, the Company will not conceal such facts and will quickly inform trade partners/creditors to together consider reasonable solutions.

■ The Company aims to manage its capital to have appropriate structure that can support its business operations to proceed with stability which is one approach to create confidence for trade partners/creditors.

■ The Company aims to maintain good relationship with trade partners/creditors by trusting one another.

In the year 2020, the company has not defaulted on the payment / failure to comply with the mutual agreement in any way.



7. Community, Society and Environment

■ Company has policy to operate its businesses with social and community responsibility in which it gives importance to correctly complying with laws and/or standards related to security, stability, sanitation, and environment. Furthermore, the Company encourages providing of knowledge and training for its employees to foster conscience of responsibilities to community, society, and environment, as well as providing support on activities beneficial to development of quality of life in society and community such as religious support, educational support, and cultural support, etc. It also fosters consciousness and encourages usage of natural resources with conservation and at maximum efficiency.

It encourages awareness of operating business on the basis of environmental responsibility in every stage of work by using technology and management system in international standards to apply in its operations. It encourages participation in energy or environmental projects to drive the Group for continuously efficient usage of energy which will reduce energy costs and pollution impact to environment.

■ The Company has policy not to conduct any actions that will damage reputation of the country and not to cooperate or support individuals or organizations that operate illegal businesses or are threats to society and national security.

8. Government Agencies

TT The Company has duty to strictly comply with regulations and laws related to its business operations.

TT The Company has policy to conduct transaction with officers and government agencies with transparency. It opposes bribery for government officers in various forms to provide convenience or benefits to the Company.

The Company arranges channels for whistleblowing or filing complaints on illegal activities, wrongful actions, or any incidents that may be against Corporate Governance or Code of Conduct which also includes inaccurate financial report or faulty internal control system from stakeholders of the Company. Complaints can be sent via post to the Secretary Department according to the Company's address or through email. Channels are as follows;

1. Email to complaint receivers

- The Audit Committee : ac@sti.co.th
- The Board of Directors: bod@sti.co.th
- The Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee : cg@sti.co.th
- The Company Secretary: cs@sti.co.th

2. Post to complaint receivers, specifying the complaint receiver and followed by this address

Stonehenge Inter Public Company Limited
163 Chockchairuammit (Ratchada 19)
Ratchadaphisek Road, Din Daeng, Bangkok

It shall protect rights of stakeholder who provides such complaints in which all information shall be kept confidential. The Audit Committee shall proceed to investigate, suggest solutions, and further report to the Board of Directors.

Information Disclosure and Transparency

The Company gives importance to disclosing of significant information related to the Company, including financial information and non-financial information, correctly, completely, timely, and transparently, via trustworthy channels that all stakeholders can access to such information conveniently and equally. In this regard, the Company will disclose important information related to the Company via communication channels of SET, Annual Registration Statement (Form 56-1), Annual Report, and the Company's website as main channels. The Company will always update information on its website to be up-to-date.



In this regard, all important information related to the Company in which the Company has policy to disclose to public includes vision and mission, business characteristics, list of the Board Directors and Executives, balance statement, financial statement, Annual Registration Statement (Form 56-1), Annual Report, documents presented to analysts, shareholding structure, organizational structure, list of major shareholders, shareholding information of directors and executives, Corporate Governance, Risk management policy, duties, responsibilities, and remuneration of the Board of Directors and Subcommittees, auditing fees and other service fees of auditor, etc.



Transaction of Directors and Executives

- 1** The Company prescribes its directors to disclose report of every trading of the Company's securities within 3 days from the transaction date to the Board of Directors to acknowledge every quarter and report to SEC according to regulations.
- 2** The Company prescribes policy for its directors and executives to report their interests within 15 days after appointment. They shall disclose information on their positions as directors or executives in other legal entities and their shareholding in other legal entities of report and related individuals, including any changes, within 3 days from the date of change for the Company Secretary to maintain and present to the Audit Committee.
- 3** The Company prescribes the Audit Committee to examine and manage risks from report of the Risk Management Committee to ensure that the Company has appropriate risk management process, as well as managing risks to be in acceptable level.
- 4** The Company prescribes policy in which an important connected transaction must receive consideration from the Audit Committee and the Board of Directors.

Furthermore, the Company assigns Executive Vice President, Chief Financial Officer, and the Company Secretary to be responsible for answering enquiries and disclosing information of the Company with accuracy, completion, timeliness, and equality in information access by all stakeholders, especially for important information that will impact financial status, business results, or security price of the Company, in order for stakeholders to apply such information in their investment decisions efficiently. In this regard, shareholders, investors, financial analysts, media, general public, and other related individuals can contact Investor Relations Department of the Company at phone number 0-2690-7462, fax number 0-2690-7463, or email ir@sti.co.th. In 2020, the Company had channels for communication through media and activities for the benefits of accessing and following of its news and information as follows:

II The Company's website, SET website, and social media

II Attending SET Opportunity Day organized by SET twice, the Company Attended SET Opportunity Day organized by SET twice on March 20, 2020 and August 26, 2020 in order to disclose important information about operations and development to shareholders, investors, the public and general interested parties.

II Organizing Analyst Meeting for one time

II Organizing Press Interview for one time

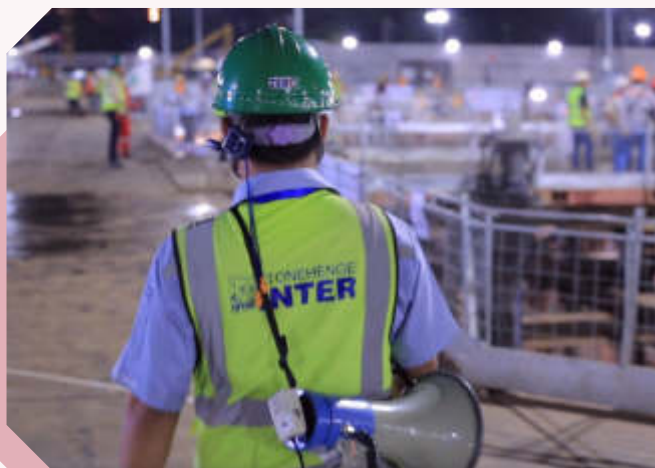
II Regular publish news via online media and newspapers in the last year

II Regular disclosure of information to employees via electronic media such as intranet and email

6.2 Code of Conduct

The Board of Directors has policy to support corporate governance by focusing on operating business on the basis of social responsibility which covers needs of all stakeholders as well as aligning with way of creation and balance between business, society and environment that will leads to sustainable organization. In this regard, the Board of Directors arranged Code of Conduct to be used as practice guidelines for directors, executives, and employees of all companies within Stonehenge

Inter Public Company Limited. It operates its business on the basis of good governance and responsibilities to related parties, both internal and external. It also prescribes to have review and follow up of compliance to Code of Conduct regularly every year.



Code of Conduct

Business Guidelines

Vision : Becoming a fully integrated Consulting and Project Management and the best Architectural and Engineering design service provider.

- ▶ **B : Benefit**
- ▶ **E : Efficiency**
- ▶ **S : Smart**
- ▶ **T : Trustworthy**

The Board of Directors has applied principle of sufficient economy for operating sustainable business to be guideline for operating its business under business philosophy of creating sustainability to business and maintaining benefits of stakeholders and society, as well as providing opportunities for stakeholders to share opinions related to business operations in order to create mechanism and procedure to ensure actions that will lead to true corporate governance as follows:

1. Strictly complying to laws, rules and related regulations
2. Complying to the Company's "Corporate Governance" and "Code of Conduct"

3. Determining to operate business with transparency, honesty, and fairness
4. Adhering to behave as a good citizen and instill good conscience in employees
5. Considering benefit and impact from business operations with equality and social justice to stakeholders of the Company
6. Operating business with responsibility and maintaining benefits of stakeholders and society
7. Developing strong work system to prevent corruption via concise and proper internal audit system

8. Prescribing directors, executives, and employees to participate in anti-corruption, report conflict of interest, communicate effectively, and encourage quality of work life

9. Providing opportunity for stakeholders to have channels for complaints and opinions and setting measures for whistleblower protection.

10. Driving the organization toward sustainability by building awareness of business operations on the basis of good corporate governance and responsibilities to society and environment.

Furthermore, business operations of the Company cover services of construction management, architectural design, and structural engineering which are professions in control with regulations and acts and their own professional council. The Company is therefore aware of the importance in operating its businesses according to professional ethics and prescribes


executives and related employees to comply with regulations of the council, including **Code of Ethics of Controlled Engineering Profession according to Regulations of the Council of Engineers regarding the Code of Ethics for the Engineering Profession and Violation of Code of Ethics Bringing Dishonour to the Professional Integrity B.E. 2559**, issued under Engineering Act, B.E. 2542, and the **Code of Ethics of Architectural Profession according to the Regulations of the Council of Architects B.E. 2558**.


The Board of Directors shall follow up on strict compliance to the Code. Negligence or violation shall receive disciplinary punishment and/or legal punishment depending on the case. In the event that an action that may violate STI's Code of Conduct is seen, it shall be reported to supervisor or Chief Executive Officer depending on the case. The Company discloses its Code of Conduct on its website at <https://www.sti.co.th>.


6.3 Important changes and developments on Policies, Practice Guidelines, and systems for Corporate Governance in the previous year

6.3.1 Important changes and developments related to review of Policies, Practice Guidelines, and systems for Corporate Governance or Charter of the Board of Directors in the previous year

In 2020, the Board of Directors conducted review and approval of vision, mission, strategy, objective, director, and business operation of the Company which also included review of policies and guidelines of corporate governance. It arranged and amended charters, policies, guidelines, and Code of Conduct to be in line with CG Code guidelines and criteria of Corporate Governance Report of Listed Companies as follows.

 Reviewed and amended Charters of the Board of Directors and Subcommittees to be in line with Emergency Decree on Electronic Meetings, B.E. 2563 on Organizing Meetings.

 Reviewed the Company's policies to be in line with the current working condition and amended Code of Conduct on supervision process to lead to good corporate governance regarding driving sustainable organization, as well as amending the name of Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee.

 Reviewed Corporate Governance Policy by reviewing vision, mission, and amending Board meetings via electronic media to be in line with policies and procedures set by laws.

In 2020, the Company also received its assessment results for its 2020 Annual General Shareholders' Meeting by Thai Investors Association with results of 100%. It also received survey results of Corporate Governance Survey of Thai Listed Companies 2020 as "Excellent" level from Thai Institute of Directors.

Regarding the annual review and revision of charters, policies, guidelines, and Code of Conduct of the Company, the Company has disclosed such

information on its website <https://www.sti.co.th> under category of Investor Relations and sub-category of Sustainability to be information for shareholders, investors, stakeholders, and all related individuals. It has also disclosed such information on its intranet website and news bulletin board to communicate to directors, executives, and employees to be aware of the importance of corporate governance and adhere as practice guidelines in their work which will result in sustainable development of the Company.



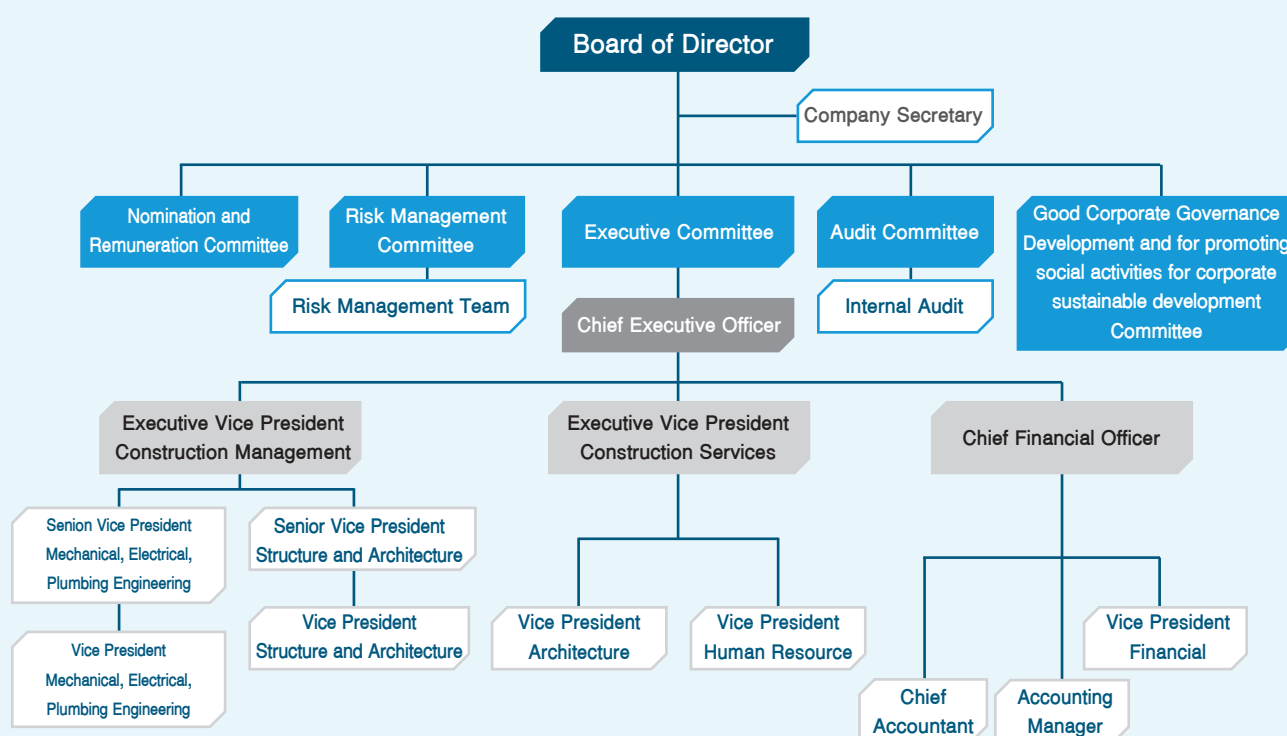
6.3.2 Other procedures related to Corporate Governance

In 2020, the Company attended CGR 1-1 Workshop 2020 Clinic on December 16, 2020 which provided advices and preparation for completing CGR survey organized by SET. The Company aimed to accept advices and proposals related to corporate governance according to the results of 2020 Corporate Governance Survey of Thai Listed Companies of Thai Institute of Directors (IOD).

Management Structure and Important Information Related to the Board of Directors and Sub-Committees, Executives, Employees, and Others



7.1 Management Structure



The management structure of the Company consist of Board of Directors and 5 sub-committees; Audit Committee, Executive Committee, Nomination and Remuneration Committee, Risk Management Committee and Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee.



7.2 The Board of Directors

7.2.1 Board Composition

◆ The Board of Directors consists of directors who possess variety of knowledge, competence, and experience in business and other subjects that are beneficial to the work of the Board of Directors and business operations of the Company. The Board of Directors must comprise of sufficient numbers of directors to manage the business efficiently in which there shall be minimum of 5 individuals and at least 1 out of 3 of total directors and no less than 3 individuals shall be independent directors. In addition, it must include non-executive committee at least 1 person with experience in finance and accounting. The Board of Directors determines overall policies of the Company, managing of important matters of the Company, and governing and examining business operations of the Company to align with prescribed plan correctly, efficiently, and transparently with consideration of vision, mission, Corporate Governance, and Code of Conduct

◆ As at December 31, 2020, the Board of Directors consisted of 12 people, including 5 executive directors (41.67% of total 12 directors), 3 non-executive directors (25.00% of total 12 directors), and 4 non-executive directors with qualifications of being independent directors (33.33% of total 12 directors).

This is in line with criteria of SEC in which a registered company must have independent directors of at least 1 out of 3 of total directors in order to maintain balance in voting, to have freedom to provide opinions on business operations under prescribed policies, and to review management of executives to keep highest benefits to the Company and overall shareholders. The independent directors must not have prohibited characteristics according to related notifications of SEC and SET. In this regard, the Company's independent directors consist of female directors more than one person in which the directors' profile are disclosed in attachments.

◆ The Board of Directors has policy for number of directors who are not independent directors to be at fair proportion to investment of controlling shareholders in the Company.

◆ The nomination of directors shall be in accordance with regulations of the Company and related laws in which such nomination must be transparent and there shall be correct and sufficient information of education and work experience of nominated individuals for the benefit of consideration by the Board of Directors and shareholders.

◆ The Company's Article of Association prescribes that at the annual general meeting of shareholders, one-third of the Directors, or if their number is not multiple of three, then the number nearest to one-third, must retire from the office. In this regard, a retiring Director is eligible for re-election.

◆ Directors have term of office according to the Company's Articles of Association. Directors who are vacant from office are eligible for re-election with no limitation of re-elected times. On qualifications for the position of independent directors, the Board of Directors prescribes policy in which a director shall be in his term for 3 years each term. He shall leave his position when the term is over and can be reelected to become a Board director again. An independent director can be in office for 9 years or 3 consecutive terms in which the Board of Directors shall review the independency of such director every year.

◆ The Company prescribes policy for maintaining a role as a Board Director in no more than 5 listed companies. However, it does not prescribe policy to limit role as a Board Director in subsidiaries of listed companies.

◆ The Board of Directors clearly divides authority and responsibility between prescribing governance policy and daily management in which the Chairman of the Board of Directors and Chief Executive Officer are not the same individual. The Board of Directors is responsible for prescribing policies and governing operations of executives to be in line with approved policies and goals. The Company also clearly separates duties and responsibilities between the Board of Directors and executives with balance of power. The Board of Directors is responsible for prescribing policies and governing operations of executives in policy level while executives are responsible for managing business of the Company to be in line with prescribed policies.

◆ The Company prescribes policy for taking director position in other companies in which the Company's director shall not operate business or become a director of other company that operates similar business and competes directly with the Company's business.

◆ The Board of Directors is responsible for appointing the Company Secretary who must have appropriate qualifications and experience to perform such role. The Company Secretary has duties and responsibilities according to Securities and Exchange Act in providing legal and regulation consultancy that the Board of Directors should be aware of, as well as managing activities of the Board and coordinate with all related parties to comply with resolutions of the Board. In this regard, the Company shall disclose qualifications and experience of the Company Secretary in Annual Report and its website.

◆ The Board of Directors has duty to support the Company Secretary to continuously receive training and knowledge development on matters related or beneficial to increase the performance of the Company Secretary such as laws, accounting, and duties of the Company Secretary, etc.



7.2.2 Individual information of the Board of Directors and Authorized Directors of the Company

The Board of Directors

As at December 31, 2020, the Board of Directors consists of 12 members as follows.

No.	Name — Last name	Position
1	Mr. Jumpol Sumpaopol	Chairman of the Board of Directors/ Independent Director
2	Mr. Pairuch Laoprasert	Vice Chairman of the Board of Directors
3	Mr. Somkiat Silawatanawong	Vice Chairman of the Board of Directors
4	Assoc. Prof. Dr. Sarayut Nathaphan	Independent Director
5	Miss Chawaluck Sivayathorn	Independent Director
6	Mrs. Suparanan Tanviruch	Independent Director
7	Mr. Somchit Peumpremsuk	Director
8	Mr. Issarin Suwatano	Director
9	Mr. Kittisak Suphakawat	Director
10	Mr. Worawat Srisa-an	Director
11	Mr. Bundit Muangsornkeaw	Director
12	Mr. Khumpol Poonsonee	Director

Mrs. Nongnuch Phumphol served as secretary of Board of Directors and Company secretary.

Authorized Directors of the Company

Authorized Directors consist of Mr. Somkiat Silawatanawong or Mr. Somchit Peumpremsuk or Mr. Pairuch Laoprasert jointly sign with Mr. Worawat Srisa-an or Mr. Bundit Muangsornkeaw or Mr. Khumpol Poonsonee with the Company's seal affixed.

Qualifications of an Independent Director

An Independent Director must not take the role of an executive and must be independent from the management and shareholders with controlling authority. He or she must not have business relationship with the Company in a manner that limits his/her independent opinion and must possess qualifications according to the Notification of the Capital Market Advisory Board, which are:

- 1) He or she must hold shares not exceeding 1% of total shares with voting rights of the Company, subsidiary, joint venture, major shareholder, or individual with controlling authority of the Company. In this regard, this also includes shareholding of individuals related to such independent director, including spouse and underage children.
- 2) Not being or have been a director who is involved with administration, employees, staff, or has acted as an advisor who received a regular salary, or acted as an authoritative figure of the company, whether it be the parent company, subsidiary company, associated company, same-level subsidiary, or major shareholder. Unless they have been terminated for not less than 2 years before the date of appointment as an independent director.

3) Is not someone with a blood relationship or legally registered in connection to - in the manner of parents, siblings, or offspring of other directors, executives, major shareholders, authority figures, the person who will be become a director, executives, or any other subsidiaries.

4) Does not or never had a business relationship with the Company, parent company, subsidiary company, associate company, major shareholder or authority figures in a manner that may interfere with independent judgment - including not being or having been a significant shareholder that had a business relationship with the Company, parent company, subsidiary company, associate company, or major shareholder, or company leader unless they have been terminated for not less than 2 years before the date of appointment as an independent director.

5) Not being or having been an auditor of the Company, parent company, subsidiary company, associate company, major shareholder, company leader, a juristic person or managing partner of the audit office. Unless the person has been terminated for not less than 2 years before being appointed as an independent director.

6) Not being or having been a professional service provider, which includes providing services as a legal advisor or financial advisor that has received service fees upward of 2 million baht per year from the Company, its parent company, subsidiary, associated company, or major shareholder. Unless that person has been terminated for not less than 2 years before being appointed as an independent director. In the event that such professional service provider is a legal entity, this shall include being a major shareholder, a dependent director, an executive, or a managing partner of such professional service provider.

7) Not being a director that has been appointed as a representative of the Company's director, major shareholder or other shareholders who are related to major shareholders.



8) Not operating in a business that has the same condition and is a significant competition with the Company or subsidiary. Not being a significant partner in the partnership or a director who is involved in the management of employees and, consultants that receive a regular salary. Furthermore, individuals that hold more than one percent of the total voting rights of other companies that operates a business of the same condition and is in significant competition with the business of the Company or subsidiary is prohibited.

9) Not holding any other characteristics that prohibit himself or herself from providing independent opinions related to the Company's operations. For example, he or she must not be appointed as a representative to protect benefits of the Board of Directors, major shareholders, or shareholders related to major shareholders of the Company.

10) The Audit Committee must be an independent director of the Company. According to the qualifications prescribed by the Securities and Exchange Commission (SEC).

After being appointed as an independent director with the characteristics according to Article 1 - 10, independent directors may be assigned by the Board of Directors. To make decisions in the operation of the Company, subsidiaries, associated companies, same-level subsidiaries, conflicting juristic persons, major shareholders or company leaders - where they reach an agreement by making a collective decision.

7.2.3 Roles and Duties of the Board of Directors

Roles, Duties, and Responsibilities of the Board of Directors

Duties and Responsibilities of the Board of Directors

The Board of Directors is responsible for considering and providing approval on important matters related business such as vision, mission, strategy, financial goals, risks, business plan, budget, as well as governing the management to operate according to prescribed policies and plans with efficiency and effectiveness under laws, regulations, and Code of Conduct. The Board of Directors shall use its judgment and discretion in making decisions and shall perform its duties with responsibility and honesty for long-term benefits of the Company. The Board of Directors is responsible for financial statements of the Company and report on the Board responsibility to financial reports as shown in Annual Report.

Authority of the Board of Directors

The Board of Directors has approval authority as follows;

1. Approves policies, goals, business strategies, business plans, and annual budgets of the Company and its subsidiaries
2. Approves investment in projects apart from annual budgets
3. Approves transaction of sale and acquisition of assets, connected transaction, sale and acquisition of assets, acquisition of companies, joint ventures that shall comply with regulations of SET and SEC and contain value more than approval authority of the Management
4. Approves transaction or any action that has major impact on financial status and liability
5. Approves interim dividend payment
6. Approves changes of policies and procedures that have significance related to accounting, risk management, and internal control of the Group
7. Approves determination and amendment of approval authority given to the Management
8. Approves appointment and termination of directors and the Company Secretary
9. Approves appointment and determination of duties of subcommittees
10. Approves revision of Corporate Governance Policy
11. Approves revision of Code of Conduct
12. Approves revision and amendment to organizational structure
13. Approves any other procedures to be in line with laws, objectives, regulations, and resolutions of the shareholders' meetings

7.3 Sub-Committees

7.3.1 Structure of Sub-Committees

The structure of the Company's directors consists of the Board of Directors and 5 Sub-Committees which are appointed by the Board of Directors. They include the Audit Committee, the Executive Committee, the Nomination and Remuneration Committee, the Risk Management Committee, and the Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee.

7.3.2 List of Sub-Committees

The Audit Committee

The Audit Committee consists of 3 independent directors as follows;

No.	First Name - Last Name	Position	Director Type / Expertise
1	Assoc. Prof. Dr. Sarayut Nathaphan	Chairman of the Audit Committee	Independent Director / Possess Financial & Accounting Knowledge
2	Miss Chawaluck Sivayathorn	Audit Committee Member	Independent Director / Possess Legal Knowledge
3	Mrs. Suparanan Tanviruch	Audit Committee Member	Independent Director / Possess Accounting Knowledge

Mrs. Nongnuch Phumphol is the Secretary of the Audit Committee.

In this regard, Assoc. Prof. Dr. Sarayut Nathaphan and Mrs. Suparanan Tanviruch are members of the Audit Committee who possess knowledge and experience of accounting sufficient for the review of the Company's financial statements.

Duties and Responsibilities of the Audit Committee

(1) Review the financial statements of the Company and its subsidiaries to ensure accuracy, reliability, including adequate information disclosure by coordinating with external auditors and the management responsible for preparing quarterly and annual financial reports.

(2) Review that the Company and its subsidiaries have appropriate and effective internal control and internal audit systems, and evaluate the independence of the Internal Audit Department, as well as advising on the appointment, transfer, termination of Chief of Internal Audit or other department responsible for the internal audit, and approving internal audit plans of the Company and its subsidiaries in compliance with

acceptable methods and standards, monitoring the operations of the internal audit department or proving suggestions for review or examination of any items that are considered necessary and important. Also, the Audit Committee is to provide recommendations on important and necessary improvements in the internal audit system to the Board of Directors by reviewing with the external auditor and the manager of the system audit department

(3) Review that the Company's and its subsidiaries in compliance with the Securities and Exchange Act of Thailand, the regulations of the Stock Exchange of Thailand, or the laws relating to the business of the Company.

(4) Review the risk management of the Company and its subsidiaries from the report of the Risk Management Committee to ensure that the Company has adequate and effective risk assessment and risk management processes, monitors and conducts risk assessment of the situation and changing business environment, and establishes consistent risk mitigation measures for both long and short terms.

(5) Consider, select, and nominate an independent person to be auditor of the Company and propose auditor's remuneration by considering his/her creditability, sufficiency of resources and experience of the person assigned to be an auditor of the Company. The Audit Committee has to attend the meeting with the auditors without the management for at least once a year.

(6) Evaluate connected transactions or transactions that may lead to conflicts of interest in compliance with the laws and regulations of the Stock Exchange of Thailand including the disclosure of information of the Company's regarding the mentioned transactions with accuracy and completeness to ensure that such transactions are reasonable and of utmost benefit to the Company.

(7) Report the operations of the Audit Committee to the Board of Directors at least four times a year.

(8) Prepare the Audit Committee report and have it disclosed in the Company's annual report which is signed by the Chairman of the Audit Committee. The report shall contain at least the following information.

(8.1) Comments on the accurateness, completeness, and creditability of the Company's financial report.

(8.2) Comments on the adequacy of the Company's internal control system.

(8.3) Comments on the Company's compliance with the Securities and Exchange Act, the regulations of the Stock Exchange or laws related to the Company's business.

(8.4) Comments on the suitability of the auditor.

(8.5) Comments on connected transaction or transactions that may have conflicts of interest.

(8.6) Comments on the risk management systems of the Company and its subsidiaries.

(8.7) Number of Audit Committee meetings and attendance of each member of the Audit Committee.

(8.8) Other transactions which should be made available to shareholders and general investors within the scope and duties and responsibilities assigned by the Company's Board of Directors.

(9) In performing duties of the Audit Committee, the committee may seek independent opinions from any other professional advisors when it is deemed necessary at the Company's expense.

(10) Provide opinions on the appointment, termination, employee performance evaluation of the internal audit department.

(11) In performing duties as scoped, the committee shall have the authority to invite the management, executives or employees of the Company to give opinions, attend in the meeting, or deliver the documents which deemed relevant or necessary.

(12) Have the authority to hire a consultant or third parties in accordance with the regulations of the company to provide comments or advice if necessary.

(13) Review and amend the Charter of the Audit Committee.

(14) Perform other duties as assigned by the Board of Directors within the scope of duties and responsibilities of the Audit Committee.

The Executive Committee

The Executive Committee consists of 8 directors as follows;

No.	First Name - Last Name	Position	Director Type
1	Mr. Pairuch Laoprasert	Chairman of the Executive Committee	Executive Director
2	Mr. Somkiat Silawatanawong	Vice Chairman of the Executive Committee	Executive Director
3	Mr. Somchit Peumpresuk	Director	Executive Director
4	Mr. Issarin Suwatano	Director	Executive Director
5	Mr. Kittisak Suphakawat	Director	Executive Director
6	Mr. Worawat Srisa-an	Director	Non-Executive Director
7	Mr. Bundit Muangsonkeaw	Director	Non-Executive Director
8	Mr. Khumpol Poonsonee	Director	Non-Executive Director

Mrs. Nongnuch Phumphol is the Secretary of the Executive Committee.

Duties and responsibilities of the Executive Committee

(1) To oversee the management of the company to be in accordance with the policy set by the Board of Directors and report the results of operations to the Board of Directors. In conducting the meeting of the Executive Committee, there must be a committee to attend the meeting more than half of the total number of executive director. As for the resolution of the Executive Committee, a majority vote must be obtained from the meeting.

(2) To consider the annual budget and steps to spend the budget to propose to the Board of Directors and oversee expenditures in accordance with budgets that have been approved by the Board of Directors.

(3) To consider and determine policies, direction, strategies, targets, business strategic plans, annual budget, and management authority of the Company and its subsidiaries by working in collaboration with top management to propose to the Board of Directors for approval.

(4) To supervise and monitor the Company's operations and its subsidiaries in accordance with the approved business plans.

(5) To approve the Company's operations and its subsidiaries in various matters as the scope assigned by the Board of Directors.

(6) To scrutinize the matters proposed by top management beyond the authority of the Executive Committee so as to present to the Board of Directors.

(7) To define the effective structures of organization and management.

(8) To approve matters relating to finance, investments and assets of the Company in the scope of approval authority under the annual budget as approved in principle and / or assigned by the Board of Directors.

(9) To possess the authority to appoint a working team to study or consider various matters as the Executive Committee deems appropriate Including having the authority to hire consultants related to the management of the Company in order to create the highest level of management efficiency.

(10) To assign the Chief Executive Officer to consider or perform various matters as the Board of Directors deems appropriate.

(11) To consider the profit and loss of the Company and propose to pay interim dividends and/or annual dividends to the Board of Directors.

(12) To consider new business practices or dissolution of the business in order to propose to the Board of Directors.

(13) To supervise the procedures in which the employees could report immediately incidents or unusual actions or violations of the law to the Executive Committee and in the case that such incident has a significant impact, the Board of Directors must be informed as they could consider resolving it in due course.

(14) To proceed with any actions to support the aforementioned actions or according to the opinion of the Board of Directors or as authorized by the Board of Directors.

(15) To supervise and approve matters relating to the company's operations and may appoint or assign any person or persons to act on behalf of the Executive Committee as appropriate in which the Executive Committee can cancel, change or amend such authority.

In this regard, the delegation of authority, duties and responsibilities of the Executive Committee does not have the characteristics of delegation or sub-delegation which grants capability for the Executive Committee or the delegate of authority of the Executive Committee to approve transactions on which he/she or other persons may have a conflict of interest with the Company or its subsidiaries, as defined in the Notification of the Securities and Exchange Commission. The approval of such transactions must be submitted to the Board of Directors and/or the shareholders' meeting (as the case may be) to approve such transactions according to the regulations of the Company and its subsidiaries or related laws, except for the approval of transactions with normal business conditions with clear boundaries.

(16) The Executive Committee must report to the Board of Directors in the Board of Director's meeting. In this regard, the Executive Committee will not be able to approve transactions on which he/she or other persons have or may have a conflict of interest in other ways with the Company or its subsidiaries.

(17) To annually review and update the Charter of the Executive Committee.

(18) To perform other duties as assigned by the Board of Directors.

The Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of 4 directors as follows;

No.	First Name - Last Name	Position	Director Type
1	Mr. Jumpol Sumpaopol	Chairman of the Nomination and Remuneration Committee	Independent Director
2	Assoc. Prof. Dr. Sarayut Nathaphan	the Nomination and Remuneration Committee Member	Independent Director
3	Mr. Somkiat Silawatanawong	the Nomination and Remuneration Committee Member	Executive Director
4	Mr. Worawat Srisa-an	the Nomination and Remuneration Committee Member	Non-Executive Director

Mr. Kittisak Suphakawat is the Secretary of the Nomination and Remuneration Committee.

Duties and Responsibilities of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee is responsible for consideration on the following matters before presenting to the Board of Directors for approval.

Nomination

(1) Select a qualified candidate to be nominated as a new director, search for Chief Executive Officer by determining criteria, or methods of recruitment and selection with principles and transparency, in order to propose to the Meeting of the Board of Directors and/or the Meeting of Shareholders for approval.

(2) Determine qualifications of directors by considering the diversity of knowledge, expertise, skills and experience that are beneficial to the Company's business operations.

(3) Regularly review the succession plan for the Chief Executive Officer, the management and top executives along with a list of suitable candidates for succession.

(4) Encourage the Company to allow minority shareholders to nominate candidates for the Board of Directors.

(5) Select directors in the subcommittee that are qualified to be Board directors and nominate to the Board of Directors to appoint as appropriate or when there are vacancies.

Remuneration

(1) Establish the structure of remuneration of the Company on a yearly basis, the criteria and guidelines for determining remuneration and other benefits for company directors, and set criteria or methods for determining remuneration with fairness and sensibility. This shall be presented to the Board of Directors and/or proposed to the Annual General Meeting of Shareholders for consideration and approval.



(2) Consider the special remuneration for directors as appropriate with their responsibilities by connecting the remuneration with the evaluation results of the business plan and the overall performance of the company within the limit approved by the Meeting of the Shareholders. This shall be presented to the Board of Directors for approval before proposed to the Annual General Meeting of Shareholders for consideration and approval respectively.

(3) Evaluate the performance of the Chief Executive Officer and propose the evaluation result to the Board of Directors for consideration and approval.

(4) Establish the annual remuneration structure of the Company for top executives, employees, including proposing the criteria for bonus payment, salary rate adjustment to the Board of Directors for consideration and approval.

(5) Perform other duties as assigned by the Board of Directors.

(6) Review and amend the Charter of the Remuneration and Nomination Committee annually.

(7) Prepare a report on the performance results of the Nomination and Remuneration Committee, signed by the Chairman of the Nomination and Remuneration Committee, for disclosure in the Annual Report in accordance with the Good Corporate Governance Principles.

The Risk Management Committee

The Risk Management Committee consists of 3 directors as follows;

No.	First Name - Last Name	Position	Position in the Management
1	Mr. Somchit Peumpremsuk	Chairman of the Risk Management Committee	Executive Director/ Executive Vice President of Stonehenge Company Limited
2	Mr. Kittisak Suphakawat	Risk Management Committee Member	Executive Vice President
3	Mr. Issarin Suwatano	Risk Management Committee Member	Executive Vice President

Miss Jurairat Maipranet served as secretary of Risk Management Committee.

Duties and responsibilities of the Risk Management Committee

(1) To prescribe and review policies, and risk management framework as guidelines for the Management to manage risks effectively and in the same direction.

(2) To prescribe the framework of integrated risk management which shall cover major risks of the business, such as business risk, operational risk and so on.

(3) To appoint a risk management working team comprising of representatives from each organizational department in the company and its subsidiaries to support the work of the Risk Management Committee in assessing risks, laying out measures and guidelines of risk prevention, following up with the risk factors that may arise in which the team could report the Risk Management Committee.

(4) To supervise and support the operations of organizational risk management in consistence with the strategies, business targets including changing circumstances.

(5) To consider and report the results of organizational risk management and suggest the risks that might arise including guidelines for controlling or mitigation measures as well as the development of an organizational risk management system for continuous efficiency.

(6) To report the results of organizational risk management to the Audit Committee and the Board of Directors and if there are crucial factors or incidents arising that might affect the company significantly, the Board of Directors must be informed immediately for further consideration.

(7) To establish an operation framework and oversee risk management of the entire organization under the leadership of the Chief Executive Officer. If company executives find that the risk management policy of the entire organization is not suitable for the operating conditions, they shall propose to the Board of Directors through the Risk Management Committee to review and approve the amendment of the risk management policy of the entire organization.

(8) To establish a risk management system to mitigate the impact that may affect the company's business operations to cover the entire organization and to provide operational guidelines including regular evaluation of risk management.

(9) To prepare and approve suitable risk management plan, by assessing risk factors that may affect the business operations of the company, and prepare risk management plan at all levels through brainstorming among the executives and staff from various departments.

(10) To ensure the Board of Directors and Audit Committee could be confident that the information of risk management is accurate, timely and consistent throughout the organization.

(11) To encourage the executives and staff so that they are aware of the importance of management and administration of risks that may cause the company not being able to achieve its targets including to push forward the development of culture of awareness of risk management in the organization.

(12) To perform other tasks as assigned by the Board of Directors.

(13) To monitor the progress in complying with the risk management plan of the company, and provide advices and recommendations in regard to risk management.

(14) The duties and responsibilities for network infrastructure and information security as CSO (Chief Security Officer) are as follows:

(14.1) To set policy goals in information security by determining them to be in the same direction as the corporate strategic plan.

(14.2) To develop policies, standard, procedure and guideline for information security for the organization to acquire the confidentiality, integrity and availability of the information.

(14.3) To manage and monitor the attacks on various systems and threats that may occur with the system by utilizing an Intrusion Detection System (IDS), Intrusion Prevention System (IPS) or Anti-Virus Systems as well as to establish Business Continuity Plan & Disaster Recovery Plan (BCP and DRP).

(14.4) To undertake the management and analysis of risks that may cause systems to create problems affecting the business operations of the organization.

(14.5) To present the top executive (CEO) the action plans, policies, budgets and manpower including outsource plans for information security to for approval so that the top executives are aware of the significance of information security.

(14.6) To act as an information security system consultant for other departments that need IT in their operations.

(14.7) To communicate and maintain relationships with partners, organizations, or external parties involved in information security from both public and private sectors such as police, journalists, Systems Integrator (SI), Outsourcer, Managed Security Services Provider (MSSP) and auditors.

(14.8) To issue procurement regulations for an information security system (Requests for Proposal: RPF).

(14.9) To establish and control an Incident Response team so as to ensure the company continues its operations in times of emergency such as the outbreak of computer viruses.

(14.10) To be prepared to encounter circumstances and learn new techniques in information security continuously.

(15) To communicate with the Audit Committee about significant risks that may affect the internal control.

(16) To report to the Board of Directors of the risks and the progress of management such risks.

Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee.

Consists of 3 directors as follows;

No.	First Name - Last Name	Position	Director Type
1	Mr. Somchit Peumpremsuk	Chairman of Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee.	Executive Director
2	Miss Chawaluck Sivayathorn	Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee Member	Independent Director
3	Mr. Issarin Suwatano	Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee Member	Executive Director

Mrs. Nongnuch Phumphol served as secretary of Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee.

Duties and responsibilities of the Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee.

(1) Set the objectives and main goals of the business for sustainable development.

(2) Review and present to the Board of Directors to approve the policies regarding Good Corporate Governance, business ethics, corporate sustainability management, any other policies and practices that will support the operation of the Company as a leader to create sustainable value for the business in accordance with the principles of Good Governance to create transparency, fairness and support the sustainable growth of the Company.

(3) Follow up and review various systems within the organization in accordance with the established code of conduct and good practice.

(4) Follow up and command if management and employees' operations are subject to non-compliance with established policies and guidelines.

(5) Monitor and report performance results, support participation and communication with shareholders in accordance with the Good Corporate Governance policy and other related policies to report to the Board of Directors, stakeholders, and external organizations as appropriate.



(6) Supervise and advise the management on sustainable development operations (SD) in accordance with the corporate sustainability management policy and the business strategy plan of the Group, as well as approving sustainability development reports to drive the organization towards sustainability and to report to the Board of Directors and for public disclosure

(7) Follow up and encourage the directors, executives, and employees of the Group to become aware of and take part in driving the organization to develop sustainability encompassing the environment, society, and corporate governance.

(8) Review and revise the Board of Directors' Charter annually and propose to the Board of Directors for approval.

(9) Perform any other duties as assigned by the Board of Directors.

7.4 Management Team

7.4.1 Names and Positions of the Management Team

As of December 31 2020, the Management team consists of 12 members as follows:

No.	Name — Last name	Position
1	Mr. Somkiat Silawatanawong	Chief Executive Officer
2	Mr. Kittisak Suphakawat	Executive Vice President of Construction Management Department
3	Mr. Issarin Suwatano	Executive Vice President of Corporate Services Department
4	Mr. Vichian Daopalangphrom	Senior Vice President of Structure and Architecture Department
5	Mr. Sitthikorn Kamolwanon	Senior Vice President of Structure and Architecture Department
6	Mr. Rangsan Phatcharakitti	Senior Vice President of Structure and Architecture Department
7	Mr. Thana Ratananakin	Senior Vice President of Structure and Architecture Department
8	Mr. Terdsakul Vividworn	Senior Vice President of Mechanical, Electrical, Plumbing Engineering
9	Mr. Sithichai Sereepattanapol	Chief Financial Officer
10	Mrs. Suwanna Sangthong	Vice President Financial
11	Mr. Tawatchai Pangchat	Accounting Manager
12	Miss Wanida Chusree	Chief Accountant



7.4.2 Remuneration of Executive Directors and Management Team

(1) Monetary Remuneration

Remuneration of Management Team	2020	
	Total individuals	Remuneration (THB million)
Remuneration of Management Team, including salary, bonus, wage, welfares*, and other benefits**	12	35.38

Remarks * Welfares provided by the Company are Social Security fund and Provident fund. Provident fund was established on 1 January 2013 in order to pay company contribution to employees according to their employment period at 3% and maximum 10% of their monthly salary.

** Other benefits such as Transportation fares, Living accommodation and mobile phone bill payment.

(2) Other Remuneration

Other remuneration of the Management Team

The Company arranges provident fund and welfares such as social security contribution, premium fees for accident insurance, life insurance, and professional indemnity, etc., to its executives. Furthermore, the Company also arranges Directors' and Officers' Liability Insurance as mentioned previously.

7.5 Personnel

As of December 31, 2020, the Company and its subsidiaries consist of full-time employees during the past 3 years, separated by companies, as follows:

Company	Number of employees		
	2018	2019	2020
Stonehenge Inter Public Company Limited (STI)	434	485	509
Stonehenge Co.,Ltd. (STH)	225	244	242
Asian Engineering Consultants Company Limited (AEC)*			585
Total	659	729	1,336

Remark * The Company invested and acquired Asian Engineering Consultants Company Limited (AEC) on April 30, 2020.

The Company has a policy of hiring and managing personnel suitable with the workload they being assigned to and expected to occur in the future. The number of employees in the Company is separated by department and working experiences as follows:

Number of employees separated by department Stonehenge Inter Public Company

Department	Number of employees		
	2018	2019	2020
Executives * / Executive Officers	14	14	19
Construction Management Department	512	568	841
Architectural Design Department	36	46	69
Engineering Design Department	25	26	169
Office Administration Department	72	75	238
Total	659	729	1,336

Remarks * The Executives in accordance with the notification of the SEC

Employee Remuneration

STI has details of employee remuneration during 2018-2020 as follows:

Employee Remuneration	2018 (THB million)	2019 (THB million)	2020 (THB million)
Remuneration to Employees including Salary, Welfares* and Other benefits **	413.54	488.17	718.92

Remarks * Welfares provided by the Company are Social Security fund and Provident fund.

** Other benefits such as Transportation fares, Living accommodation and mobile phone bill payment.

Labour Dispute

No labour dispute with the employees of the Company during 2018 - 2020.

Human Resource Development

The Company operates its business with adherence to the principles of good corporate governance of the Stock Exchange of Thailand (SET). The Company considers human resource to be an important and valuable factor for driving business operations. It therefore established human resource development guidelines to be used as frameworks and guidelines for human resource planning in order to utilize human capital, create transparency, fairness, and accountability in human capital management, and generate happiness for its workforce. The details are as follows.

1. Restructure of work system and personnel rate

1.1 Plan, support, and encourage work system structure, framework of personnel rate, and personnel management to be appropriate, sufficient, and agile for performing work in all units of the Company, as well as possessing efficient assessment system.

1.2 Develop human resource management tools including recruitment, promotion, performance assessment, human resource planning, and compensation management.



1.3 Develop organizational chart, job analysis and descriptions.

1.4 Design performance appraisal systems for each unit.

1.5 Initiate Succession planning.

2. Human resource development

2.1 Support continuous and systematic development via increasing knowledge, capability, competency, and work skills properly in order to perform work efficiently and successfully, as well as, encouraging moral and ethics to personnel.

2.2 Create human resource development program based on position.

2.3 Develop competency of executives and increase work capability to all personnel in all levels continuously.

2.4 Encourage employees to adhere to organizational culture, comply with Code of Conduct, possess fairness, ethics, sacrifice, unity, and dedication for the Company and overall.

2.5 Develop programs for knowledge management to build learning culture, knowledge and experience transfer and exchange continuously.

2.6 Support and facilitate trainings of directors and executives of the Company related to corporate governance in order to improve performance continuously. The Company supported directors to attend related training courses to understand their duties and responsibilities as directors of a listed company such as training courses of Thai Institute of Directors Association (IOD), Director Accreditation Program (DAP), Director Certification Program (DCP), Advanced Audit Committee Program (AACP), and Company Secretary (CS), as well as supporting employees to attend external training programs beneficial to their work.

3. Information System Development

3.1. Promote and support the use of information technology for human resource management in order to obtain accurate, complete, fast, up-to-date, and real-time information which reduces work processes, paperwork and also useful for analysis of decision-making at work and efficient human resource management.

3.2. Improve employee database system.



3.3. Improve and develop human resource information system to be efficient.

3.4. Educate employees on how to use human resource information system in order to get them familiarized with the system and increase their capacity for using the developed system in the future.

4. Welfares and Labour relations

4.1 Strengthen stability, morale, life quality, happiness, and satisfaction of its employees in order to retain talents by supporting career progress of talents in every opportunities, offering motivations and special rewards, providing benefits and good occupational health, safety, and environment at work as necessary and appropriate as required by laws, as well as supporting activities that foster good relationship between executives and employees at all levels.

4.1.1 Improve motivational system at work

4.1.2 Improve conditions of occupational health, safety, and environment at work

4.1.3 Praise employees who have qualities, integrity, and create positive values to the Company

4.1.4 Improve welfare and benefit system

4.1.5 Improve communication channels for human resource

4.1.6 Promote labour relations

5. Recruitment and Selection Process

5.1 Selecting workers with knowledge, ability and experience that are relevant to the field.

5.2 The Company will manage the employee placement process based on relevant criteria. To be qualified for the position, employees must have skills and qualifications required for the job description.

6. Employee retention

6.1 Arrange performance assessment in each business unit to be key performance indicator.

6.2 Create individual development plans for employee of all levels, under the succession plan policy, to provide opportunities for employees to advance their career.

6.3 Put information system to use in employee management and continuously develop to reduce process of work, workloads and documents.

6.4 Determine a fair base pay for each position by considering the duties and responsibilities of each position, economic conditions, living conditions, market wage at that time and benchmark with the competitors in the same field.

6.5 Organize activities between executives and employees or between employees to bring harmony. Accept opinions and concerns of employees and response to suggestions and complaints urgently.

7.6 Other important information

7.6.1 List of individuals assigned to be responsible in each aspect

Company Secretary

Mrs. Nongnuch Phumphol was appointed as company secretary on September 13 2017, with the scope of duties and responsibilities as follows:

1. Preparing and keeping the following documents:

1.1) a register of directors;

1.2) a notice calling director meeting, a minute of meeting of the board of directors and an annual report of the Company;

1.3) a notice calling shareholder meeting and a minute of shareholders' meeting;

2. Keeping a report on interest filed by a director or an executive.

3. Submit a copy of the report on interest under Section 89/14 to the Chairman and the Chairman of Audit Committee within seven business days from the date on which the Company has received such report.



The Company shall arrange a system for safekeeping of documents and evidence in relation to disclosure of information and monitor safekeeping of such documents or evidence for its accuracy and completion as well as availability for inspection for the period of ten years from the date of producing such documents or information.

4. Performing any other acts as specified in the notification of the Capital Market Supervisory Board.

(Profile of the Company Secretary is in Attachment 1).

Individual who holds top responsibility in accounting and finance (CFO)

Mr. Sithichai Sereepattanapol, Chief Financial Officer for accounting and finance department, is the person who holds top responsibility in accounting and finance of the Company. He is an individual with qualifications in line with criteria or SEC and SET in which he regularly undertakes accounting training no less than 6 hours per accounting year. The training content covers principles and impact of current accounting standards or new accounting standards that align with business characteristics or may impact financial statements of the Company (Profile is in Attachment 1).

Individual assigned to be directly responsible for accounting management (Chief Accountant)

Mr. Tawatchai Pangchat was appointed as accounting manager since June 16, 2017 and Miss Wanida Chusree, Chief Accountant, was assigned to be directly responsible for the Company's accounting management. She is an individual with qualifications in line with criteria or SEC and SET in which she is registered as accountant according to the notification of department of business development and attends training to develop accounting knowledge no less than 6 hours per accounting year according to criteria of department of business development (Profile is in Attachment 1).

Individual who manages internal audit of the Company

STI employs services of Dharmniti Internal Audit Co., Ltd. an outsource company, to audit internal system of the Company and assigns Miss Korakot Wanasawas as Head of internal audit department (Profile is in Attachment 3).

Individual who manages compliance

The Company assigns Mrs. Nongnuch Phumphol, the Company Secretary, to lead compliance department in which the scope of responsibilities are as follows.

1. Support policies and objectives of organization and top executives to ensure sufficient and proper compliance.
2. Presents the Management team in order to supervise work of STI to be in line with laws, regulations of related authority, rules and policies of corporate governance, and Code of Conduct of STI.
3. Review and amend policies, rules, regulations on corporate governance and Code of Conduct of the Company to be in line with laws, regulations of related authority, and business conditions.
4. Offer advices related to compliance with laws, regulations of related authority, rules and policies of corporate governance, and Code of Conduct of STI.
5. Disclose and arrange training programs on corporate governance and code of conduct to directors, executives, and employees to acknowledge, understand, and comply.
6. Coordinate with authoritative organizations such as SET and SEC.
7. Act as center of collection of laws, regulations of related authority, rules and policies of corporate governance, and Code of Conduct of STI for directors, executives, and employees.

Details of the head of compliance is in Attachment 1.

7.6.2 Head of Investor Relations

Mr. Sithichai Sereepattanapol, Chief Financial Officer, is appointed as Head of Investor Relations. He can be contacted via email: ir@sti.co.th.

7.6.3 The remuneration of the auditors

(1) Audit Fee

In 2020, the Company appointed EY Office Company Limited as the auditor of the Company and subsidiaries in which the Company paid the audit fee for the fiscal year that ended in December 31, 2020, THB 2,400,000 with comparison table as below.

Auditor	Audit Fee	
	2019 (THB)	2020 (THB)
EY Office Company Limited	2,200,000	2,400,000

This fee consisted of audit fee of annual financial statements in amount of THB 1,740,000 and audit fee of quarterly financial statements of the Company in amount of THB 660,000. This amount did not include audit fee of subsidiaries.

(2) Non - audit Fee

In 2020, the Company had Non-audit fee of THB 450,000 which was fee for training of Purchase Price Allocation from acquisition.



Report of significant operations on Corporate Governance



8.1 Summary of performance of directors in the previous year

The Board of Directors is aware of the importance of operating business on the basis of transparency according to corporate governance principles and responsibilities to stakeholders, society, and environment. It therefore adheres to corporate governance principles for sustainable long-term return to all related parties. In 2020, the Board of Directors performed their duties in supporting and offering suggestions beneficial to business and all aspects of operations, including determining policies or strategies, governing sufficiency of internal control system, as well as risk

management. With the collaboration of executives and all employees of STI who dedicated their work to be in line with policies and guidelines of the Company, the Company received results of 2020 Corporate Governance Survey of Listed Companies at “Excellent” level or 4 stars from Thai Institute of Directors (IOD) which was higher than the result of the year before. This was considered another successful step for the principle of the Company to adhere and develop the organization according to good corporate governance of listed companies continuously.

8.1.1 Nomination, development, and assessment of the Board of Directors

(1) Independent Directors

Criteria for selection of independent directors is in line with Section 6.1.1 Policies and Guidelines of the Board of Directors regarding guidelines for nomination of directors and top executives.

(2) Nomination of directors and top executives

For selection of directors, the Nomination and Remuneration Committee, comprising of 2 independent directors from total 4 directors of the Committee, are responsible for selection and evaluation of individuals who have qualifications fitting with Article

68 of Public Company Act B.E. 2535 and do not possess prohibited characteristics to become directors according to criteria of SEC and SET, as well as according to regulations of the Company. They shall also nominate individuals with proper qualifications to be directors who have knowledge and experience beneficial for the business and are able to provide significant values to the Company, taking into consideration of the structure, size, and composition of the Board of Directors. It is prescribed that directors shall leave their positions by one out of

three. If the number of directors cannot be divided in three, the closest estimation shall be considered. The directors who resign may be reappoint as directors again in which the directors who stay on the position longest shall resign and propose opinions to the Board of Directors for approval. The names of directors shall then be presented to the shareholders' meeting to select the directors as next procedures.

In 2020, the Nomination and Remuneration Committee offered opportunity for minor shareholders to nominate individuals with knowledge, skills, and appropriate qualifications to become directors in advance. It disclosed guidelines and methods for nomination on the Company's website and informed shareholders via news system of SET according

to good corporate governance and the Company's regulations since September 17 - December 30, 2020. There were no shareholders who nominated meeting agendas or individuals with knowledge, skills, and appropriate qualifications to become directors to the Company.

Regarding the meeting of shareholders to vote new directors to replace resigning directors, the Company collects all voting ballots. It asks all shareholders to vote including those who agree, disagree, and abstain from voting. Staff collects ballots of directors who are nominated individually. The resolution of the meeting shall comprise of the majority of votes from shareholders who attend and vote in the meeting.

8.1.2 Meeting Attendance and Compensation to Individual Board Director

Meeting attendance of the Board of Directors in 2020 was as follows.

No.	Name - Surname	Meeting attendance / Total meetings	
		Board Meeting	2020 Annual General Shareholders Meeting
1	Mr. Jumpol Sumpaopol	7/7	1/1
2	Assoc. Prof. Dr. Sarayut Nathaphan	7/7	1/1
3	Miss Chawaluck Sivayathorn	7/7	1/1
4	Mrs. Suparanan Tanviruch	6/7	1/1
5	Mr. Pairuch Laoprasert	7/7	1/1
6	Mr. Somkiat Silawatanawong	7/7	1/1
7	Mr. Somchit Peumpresuk	7/7	1/1
8	Mr. Issarin Suwatano	7/7	1/1
9	Mr. Kittisak Suphakawat	7/7	1/1
10	Mr. Worawat Srisa-an	7/7	1/1
11	Mr. Bundit Muangsornkeaw	7/7	1/1
12	Mr. Khumpol Poonsonee	7/7	1/1

Regarding voting in every Board meeting, there were 2 out of 3 directors presented in each agenda of the meeting.

• Remuneration of the Board of Directors and Sub-Committees

(1) Fixed Remuneration

Remuneration comprises of (1) director's remuneration including monthly salary and meeting allowance with remuneration rates as below, and (2) special remuneration in which the Nomination and Remuneration Committee approves special remuneration to 4 independent directors in the amount not exceeding the remaining amount of total remuneration for all directors approved by 2020 Annual general meeting of shareholders in total amount of not more than 5 million baht. Details are as follows:

	Director's Remuneration			
	Chairman of the Board		Directors	
	Monthly Compensation (THB / month)	Meeting Allowance (THB / month)	Monthly Compensation (THB / month)	Meeting Allowance (THB / month)
Board of Directors	20,000	25,000	10,000	20,000
Audit Committee	-	15,000	-	10,000
Nomination and Remuneration Committee	-	15,000	-	10,000
Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee	-	15,000	-	10,000
Executive Committee	-	-	-	-
Risk Management Committee	-	-	-	-

In 2020, monetary remuneration for directors of the Company were as follows:

No.	Name - Surname	Board Directors	Audit Committee	Nomination and Remuneration Committee	Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee	Special Remuneration*	Total
1	Mr. Jumpol Sumpaopol	415,000	-	30,000	-	491,700	936,700
2	Assoc. Prof. Dr. Sarayut Nathaphan	260,000	60,000	10,000	-	402,300	732,300
3	Miss Chawaluck Sivayathorn	260,000	40,000	-	10,000	298,000	608,000
4	Mrs. Suparanan Tanviruch	240,000	30,000	-	-	298,000	568,000
5	Mr. Pairuch Laoprasert	260,000	-	-	-	-	260,000
6	Mr. Somkiat Silawatanawong	260,000	-	20,000	-	-	280,000
7	Mr. Somchit Peumpremsuk	260,000	-	-	15,000	-	275,000
8	Mr. Issarin Suwatano	260,000	-	-	10,000	-	270,000
9	Mr. Kittisak Suphakawat	260,000	-	-	-	-	260,000
10	Mr. Worawat Srisa-an	260,000	-	20,000	-	-	280,000
11	Mr. Bundit Muangsornkeaw	260,000	-	-	-	-	260,000
12	Mr. Khumpol Poonsonee	260,000	-	-	-	-	260,000
	Total	3,255,000	130,000	80,000	35,000	1,490,000	4,990,000

Remark : * Nomination and Remuneration Committee is responsible for allocation of special remuneration to 4 independent directors by evaluating rate of no more than 1% of the business results of the given year. In 2020, the Company had total net profit of THB 149 million.

(2) Other Remuneration

The Company does not provide other benefits to the directors. However, the Company is responsible for expenses for training and seminar of Thai Institute of Directors and other related institutions that are beneficial to performance of its directors. It also arranges Directors' and Officers' Liability Insurance with limit of 50 million baht and maturity of 1 year in which the Company renews the insurance every year. In 2020, the Company never requested for compensation of such insurance.

• Remuneration of Directors and Executives who are Directors in Subsidiaries that Operate Main Business

(1) Monetary Remuneration

The Board of Directors of Subsidiaries

There is no monetary remuneration given to the Board of Directors of Subsidiaries.

Executives of Subsidiaries

Monetary remuneration of executives of subsidiaries comprises of monthly salary and bonus.

(2) Other Remuneration

No other remuneration or benefits is given.

However, subsidiaries that are main business of the Company arrange provident fund and welfares such as social security contribution, premium fees for accident insurance, life insurance, and professional indemnity, etc.

8.1.3 Supervision of Subsidiaries and Associates

The Company has a policy to invest in other related businesses to benefit the main company in which the investment must have potential in generating profits for the Company in the long run by controlling and supervising the management of subsidiaries in order to continuously and sustainably maintain the benefits of the investments, as well as creating additional value and confidence for the Company stakeholders. The Company has therefore established policies to control and supervise subsidiaries and associated companies that the Company has invested in as follows.


(1) The Company has established the management structure of subsidiaries and associated companies to control and manage the operations of subsidiaries and associates as follows:


Nominating persons to be directors and executives of subsidiaries and associates:


(1.1) For subsidiaries, the Company will send persons approved by the Board of Directors to participate as directors and executives according to the shareholding ratio in order to supervise and set the management policy as if it were a unit of the Company. The subsidiary company must hire an auditor of the same company as the auditor of the Company. The auditors prepare financial statements in accordance with financial reporting standards for public interest entities. The Company must have the right to appoint the managing director or equivalent as well as the chief financial officer. The number of people to join as a director in the subsidiary company must be in accordance with the shareholding proportion of the Company in the subsidiary company or according to mutual agreement.

For investment in a joint venture and assigning representatives to join as directors, the Company shall assign the person approved by the Board of Directors to join as a director in the associated company according to the shareholding ratio. Such individual must have appropriate qualifications and experience in managing the business of that associated company.

(1.2) Scope of duties and responsibilities of directors and executives in subsidiaries and associate companies

 Closely monitor the operations of the subsidiaries and associates to meet the goals set by the Company

 Perform duties established by the Board of Directors, subsidiaries and associates, as well as the Company's shareholders


 Evaluate and vote in the Board of Directors' meetings of subsidiaries and associates in matters relating to general operations within normal business of the subsidiary and associated companies as the directors and executives of the subsidiaries and associated companies deem appropriate for the maximum benefit of the subsidiaries, associates and the Company. However, there is exception for evaluation and vote in the following matters in which such matters must be approved by the Board of Directors and / or the shareholders' meeting of the Company, depending on the case, before proceeding.


1. Transaction of subsidiaries according to the notification of connected transaction and the notification of the sale and acquisition

2. Transactions that may have a significant impact on the financial status and operating results of the subsidiaries, including:

- Significant sale or transfer of business
- either completely or partially - of the subsidiaries to other individuals
- Acquisition or acceptance of business transfers of other companies to the subsidiaries

- Liquidation of the subsidiary
- Transfer or waive of benefits and claims that are significant to the damage of the subsidiary
- Borrowing, lending, guaranteeing, creating contingent obligations, or providing financial assistance to other companies that significantly affect the financial position of the subsidiary
- Amendment of the subsidiary's regulations
- Capital increase, allocation of newly issued shares, reduction of registered capital of subsidiaries, as well as any other actions that result in reduction of both direct and indirect shareholding of the Company in the subsidiary from 10 percent of the paid-up capital of that subsidiary, or any decrease until it reaches less than 50 percent of the paid-up capital of that subsidiary.

 (2) The directors and executives of subsidiaries, including related persons of such directors and executives, has a duty to inform the Board of Directors of the subsidiary about the relationship and transactions with subsidiaries in a manner that may cause conflicts of interest. They must avoid making transactions that may cause conflicts of interest with such subsidiaries. The Board of Directors of the subsidiary has a duty to inform such matters to the Company. Directors and executives of the subsidiaries must not participate in approving matters in which they have interests or have conflicts of interest.

 (3) The subsidiary must prepare a business plan and annual profit and loss estimate in order for the Company to include such information in budget proposal to the board to approve the budget of the consolidated financial statements. This also includes investment projects, manpower plans, investment with other operators, and monthly subsidiary performance reports which must be submitted to the Company. The subsidiary must also submit related information or documents to the Company when requested. In the event that the Company detects any significant issues, it may notify the subsidiary to clarify and / or submit documents for consideration of the Company.

The policy for controlling and supervising the subsidiaries and associates of the group was reviewed and approved by the Board of Directors Meeting No. 4/2019 on November 13, 2019 and was effective from November 14, 2019 onwards. In 2020, the Company still maintained this policy without any changes.

8.1.4 Compliance to policies and guidelines of corporate governance

The Company gives importance on corporate governance by prescribing related policies and guidelines in its Corporate Governance Policy and Code of Conduct, as well as supporting real practice in order to build confidence to all stakeholders.

In the previous year, the Company monitored and followed up compliance and practice of corporate governance in 5 sections; Section 1 Right of Shareholders, Section 2 Equivalent Treatment to Shareholders, Section 3 Roles of Stakeholders, Section 4 Information Disclosure and Transparency, and Section 5 Responsibilities of the Board of Directors. From the results of its monitoring, the Company had completed its procedures on each section.

Furthermore, the Company also monitored compliance of corporate governance in 4 additional aspects as follows.

(1) Prevention of conflicts of interest

The Board of Directors prescribes policies and guidelines for consideration of entering into investment that may incur conflicts of interest of the Company in order to maintain benefits of the Company and overall shareholders. The Company has policy preventing directors, executives, employees, and related individuals to such persons such as spouses, children, relatives, to seek personal benefits that create conflicts of interest with the Company. Any actions that may create conflicts of interest shall be avoided. In addition, persons who are related or have interests in the matter in consideration have duties to inform the Company on the relationship or connection of themselves on such matters.

They shall not be involved in consideration, decision, or approval on such transactions in which the Company shall consider transactions with conflicts of interest under discretion.

In this regard, connected transaction and transaction with conflicts of interest must go through discreet evaluation of the Audit Committee before further presenting to the Board of Directors. For entering into transaction, the Company shall comply with guidelines of SEC and SET strictly. Furthermore, the Board of Directors shall ensure compliance on procedures on such matter and disclose information of transaction that may have conflicts of interest in financial statements, annual report, and annual registration form accurately and completely.

In 2020, the Company had a connected transaction in which such transaction was in line with normal trade and pricing conditions. The transaction supported operations of the Company, had fairness, complied with policy on connected transaction, and complied with regulations set by SEC and SET.

(2) Using internal information for benefits

The Company has policy on usage of internal information to prevent directors, executives, and employees from using internal information of the Company and subsidiaries for their benefits or benefits of related persons in wrongful way. It discloses such policy on its website www.sti.co.th and its intranet for directors, executives, and employees to acknowledge and comply as follows.

(1) Directors, executives, and employees with access to internal information and/or confidential information of the Company and subsidiaries are prohibited from disclosing such information to unrelated individuals or agencies and/or from using such information for benefits of oneself or benefits of related individuals, both directly and indirectly.

(2) Directors, executives, and employees who receive financial information and/or important information regarding business operations of the Company and subsidiaries that impact prices of the Company's securities such as investment plan, joint venture plan, merger plan, acquisition plan, dividend payment or non-payment plan, disclosure of business results, significant trade gain or loss, loan in significant amount to financial status and business performance, issuance of shares for capital increase, important legal disputes, sale or purchase of important assets, price proposal for acquisition of other company's securities, important changes in accounting policies, or business condition, must not use benefits from such as information before disclosure to the public. In this regard, directors and executives of all level of the Company and subsidiaries are prohibited from trading securities of the Company 1 month before financial information or important business information of the Company is disclosed to the public. They shall exempt from trading securities until the public receives such information for evaluation for at least 24 hours after initial disclosure or 48 hours in the case that the publication is not widespread.

(3) After the Company's securities are listed in SET, directors and executives of the Company have duty to report shareholding of the Company securities according to Section 59 of the notification of SEC Re: Disclosure of shareholding of directors and executives. The amount of securities that the directors and executives must report will include securities holding of directors and/or executives with spouses,



underage children, indirectly and directly, in which when it is considerably evaluated, such directors and/or executives with spouses, underage children are found to have ownership in such securities such as holding of securities through nominee or through private fund, etc.

In this regard, the Company shall provide information related to duties of directors and executives in shareholding report as well as disciplinary actions according to the Securities and Exchange Act BE 1992. The Company prescribes the directors and executives to report security holdings of themselves and their spouses and their underage children to the SEC within 30 days from the date of being appointed to the position. When the directors or executives of the Company have changed the holding of the Company's security protocol, they must notify the Company and report the change of holding of such security protocols to the SEC office within 3 working days from the date of purchase, sale, transfer or acceptance of transfer in accordance with Section 59 of the Securities and Exchange Act BE 1992 and for public distribution.

(4) The Company has imposed disciplinary actions for company directors, executives and employees that disclose internal information in the pursuit of personal benefit or causing any harm to the Company. The Company will consider implementing a punishment according to the offence committed, this ranges from a verbal warning to a written warning as well as probation or even termination of employment. In this regard, the punishment shall be considered from intention and seriousness of such wrongdoing.

Directors, executives, employees, former directors, former executives, and all staff members that have resigned are prohibited from disclosing internal information that the former employees came across while working for the Company, even if the disclosure of such information does not cause any damage to the Company itself or the Company's partners.

In 2020, directors and executives had complied with notifications of SEC by reporting their changes in shareholding after sale and acquisition of securities to SEC. The information on changes in shareholding of directors and executives of the Company in 2020 are as follows.

The Board of Directors

No.	Name - Surname	Position	Spouses and underage children	Number of holding shares (including those of spouses and children)		Changes in number of shares	Shareholding (%)
				As at Dec 31, 2019	As at Dec 31, 2020		
1	Mr. Jumpol Sumpaopol	Chairman of the Board	-			-	-
2	Assoc. Prof. Dr. Sarayut Nathaphan	Chairman of the Audit Committee	-			-	-
3	Miss Chawaluck Sivayathorn	Audit Committee	-			-	-
4	Mrs. Suparanan Tanviruch	Audit Committee	-	1,300,000	1,100,000	(200,000)	0.41
5	Mr. Pairuch Laoprasert	Chairman of the Executive Committee	-	31,219,000	31,219,000		11.65
6	Mr. Somkiat Silawatanawong	Chief Executive Officer	-	40,000,000	40,000,000	-	14.93
7	Mr. Somchit Peumpresuk	Executive Director	-	30,000,000	30,000,000	-	11.19
8	Mr. Issarin Suwatano	Executive Director	-	12,000,000	12,000,000	-	4.48
9	Mr. Kittisak Suphakawat	Executive Director	20,000	8,000,000	8,000,000	-	2.99
10	Mr. Worawat Srisa-an	Executive Director	-			-	-
11	Mr. Bundit Muangsonkeaw	Executive Director	-			-	-
12	Mr. Khumpol Poonsonee	Executive Director	-			-	-

Executives according to definition of SEC

No.	Name - Surname	Position	Spouses and underage children	Number of holding shares (including those of spouses and children)		Changes in number of shares	Shareholding (%)
				As at Dec 31, 2019	As at Dec 31, 2020		
1	Mr. Rangsak Phatcharakitti	Senior Vice President	-	6,100,000	6,105,000	5,000	2.28%
2	Mr. Terdsakul Vividworn	Senior Vice President	-	4,100,000	4,100,000	-	1.53%
3	Mr. Vichian Daopalangphrom	Senior Vice President	-	20,000	0	(20,000)	0.00%
4	Mr. Sitthikorn Kamolwanon	Senior Vice President	-	100,000	100,000	-	0.04%
5	Mr. Thana Ratananakin	Senior Vice President	-	150,000	83,600	(66,400)	0.03%

(3) Anti-Corruption

The Company is aware of the importance of moral business operations under good corporate governance as it adheres to corporate governance principles, code of conduct, business ethics, social responsibility, environmental responsibility, and responsibility to all stakeholders. It commits to operate business with transparency, fairness, and accountability. The Company prescribes Anti-Corruption Policy and discloses it on its website at <https://www.sti.co.th> under section: Investor relations, sub-section: Sustainable Development to provide information to shareholders, investors, stakeholders, and all related parties. It also discloses such information on its intranet and news bulletin board of the Company to communicate to the Board of Directors, executives, and employees for their acknowledgement and compliance in their work, as well as providing channels to receive complaints.

The Company prescribes regular review of Anti-Corruption Policy annually. In 2020, its Anti-Corruption Policy was reviewed and approved by the meeting of the Board of Directors no. 7/2020 on November 11, 2020 which has been effective since November 12, 2020.

In 2020, the Company did not receive any complaints regarding corruption. If such incident occurs, the Company shall proceed with its policy and conduct strict disciplinary punishment.

Joining Thailand's Private Sector Collective Action Coalition Against Corruption (CAC)


Regarding its joining of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC), the Company is still in process of study and preparation to join the project.




(4) Whistleblowing

The Company arranges channels for whistleblowing or filing complaints on illegal activities, wrongful actions, or any incidents that may be against Corporate Governance or Code of Conduct which also includes inaccurate financial report or faulty internal control system from stakeholders of the Company. Complaints can be sent via post to the Secretary Department according to the Company's address or through email. Channels are as follows;

1. Email to complaint receivers


 The Audit Committee : ac@sti.co.th

 The Board of Directors: bod@sti.co.th

 The Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee: cg@sti.co.th

 The Company Secretary: cs@sti.co.th

2. Post to complaint receivers, specifying the complaint receiver and followed by this address

 Stonehenge Inter Public Company Limited
163 Chockchairummit (Ratchada 19)
Ratchadaphisek Road, Din Daeng, Bangkok

It shall protect rights of stakeholder who provides such complaints in which all information shall be kept confidential. The Audit Committee shall proceed to investigate, suggest solutions, and further report to the Board of Directors.

In 2020, the Company did not receive any complaints from both internal and external individuals from these channels.

8.2 Report of the Audit Committee

In 2020, the Company had total Audit Committee members of 3 persons who were experts with experience on accounting, finance, legal, and business management. There were therefore qualified for performing their duties according to Charter of the Audit Committee and related regulations of SEC and SET.

8.2.1 Meeting attendance by the Audit Committee

In the previous year, the Company organized total of 4 meetings and reported summary of meetings to the Board of Directors for acknowledgement every time. Details of attendance by the Audit Committee are as follows.

1. Assoc. Prof. Dr. Sarayut Nathaphan	Chairman of the Audit Committee	Attended meetings 4/4 times
2. Miss Chawaluck Sivayathorn	Audit Committee Member	Attended meetings 4/4 times
3. Mrs. Suparanan Tanviruch	Audit Committee Member	Attended meetings 3/4 times

In every meeting, the Audit Committee invited executive directors and related persons to the meeting to provide additional information in important matters in order to increase efficiency and effectiveness of evaluation and review. In addition, there was a meeting with auditor without attendance of the Management Team in total of 1 time with the objective focusing on reviewing sufficiency and efficiency of internal control system, effectiveness of operations, risk management, credibility of financial reports and management, compliance to laws and related regulations, and assets management of the Company and subsidiaries.

8.2.2 Results of activities the Audit Committee

Summary of activities of the Audit Committee in 2020 are as follows.

1. Review the separated financial statements and consolidated financial statements: The Audit Committee reviewed significant information in the separated financial statements and consolidated financial statements of the Company and its subsidiaries by quarter and annual for the year 2020 together with the management, internal auditor and external auditor, including reviewing matters to significant accounting policies, significant changes for the year, potential impact and connected transactions. For consideration, the Audit Committee invited financial managers and top executives to the meeting for clarification before providing their opinions and proposing to the Board of Directors for approval every time. The Audit Committee had the same opinion



with the Auditor that the financial statements present accurately, fully and reliably the financial position and financial performance of the Company and its subsidiaries in accordance with Thai Financial Reporting Standards. In addition, the disclosure of information in the financial statements was adequate, and there were no transactions or events that may materially affect the financial statements.

2. Review and monitor the effectiveness of the Company's internal control system and internal audit to be proper and effective: The Audit Committee considered and approved the 2020 internal audit plan to determine priorities among each system to ensure alignment with corporate goals and objectives, as well as providing constructive recommendations as to the functioning of an internal audit in order to ensure that the Company maintained proper internal control and evaluated its results as part of a corporate governance procedure and achieved desired results according to agreed internal audit plans in accordance with general accepted standards. In addition, the Audit Committee approved the appointment of internal audit executive and assessed the performance of the internal audit to encourage improvements in the internal audit function. It also evaluated assessment results of internal control system of the Management Team according to the framework of internal control guidelines in which it used sufficiency survey for internal control system of SEC before presenting to the Board of Directors to evaluate sufficiency of internal control system for 2020 which is disclosed on Annual Registration Form (56-1). In this regard, the Audit Committee viewed that the Company's internal control system is proper and efficient enough for operating business under the current conditions of the Group and did not find any significant issues that might impact the Company from reaching its objectives. This excluded assessment of internal control system of Asian Engineering Consultants Company Limited (AEC) which the Company recently invested in. In 2021, the Company has plan to conduct internal assessment of systems that are important to operations of AEC to ensure that there is compliance to internal control system prescribed by the Company.

3. Review on risk management: The audit committee reviewed the risk management of the company and its subsidiaries to ensure that the Company has risk management processes that are



appropriate and effective. The Risk Management Committee was responsible for determining duties and goals for management of risks within total organization, developed efficient risk management system, and prescribed measures and directions for management in order to mitigate risks that may happen and also follow up for results every quarter. The Chairman of the Risk Management Committee shall report progress of risk management to the Audit Committee in quarterly basis before presenting to the Board of Directors. The review results showed that the risk management operation was effective by managing significant risks including strategic, operation, financial, business risk and legal compliance risks to an acceptable level which was sufficient according to the policy and strategy of the Company.

4. Review the Company's compliance with laws, regulations, and related policies: The Audit Committee gave importance to regulatory compliance and supervised the Company and its subsidiaries to strictly adhere to applicable rules and regulations and operated the business legally in accordance with the Securities and Exchange Act, SEC and SET regulations. The Audit committee has followed the progress of the laws regularly. In 2020, the Audit Committee did not find any indications to believe that the Company and its subsidiaries misconducted and/or violated relevant rules, regulations and laws, as well as its Corporate Governance Policy, Code of Conduct, and Anti-Corruption Policy.

5. Consider, nominate, terminate, and propose the audit fee for the year 2020: The Audit Committee



considered and selected qualified candidates based on a level of independence, knowledge, skills, experience, credentials, and remuneration for conducting an audit of the Company and submitted the nomination list to the Board of Directors for consideration and approval in its 2020 annual general meeting of shareholders. The meeting passed a resolution appointing Mr. Supachai Phanyawattano CPA 3930 or Mr. Natthawut Santipet CPA 5730 or Mr. Chatchai Kasemsrithanawat CPA 5813 or Miss Krongkaew Limkittikul or CPA 5874 from EY Office Company Limited as an external auditor to audit and express an opinion on the Company's financial statement for the year 2020. In addition, the Audit Committee has considered the scope, guidelines and audit work plans together with the auditor as well as conducting meeting with the auditor without the Management to acknowledge and discuss issues on auditing in 2020.

6. Review connected transactions or transactions that may lead to conflicts of interest: The Audit Committee reviewed the connected transactions to ensure compliance with regulations of the SEC and the SET governing the disclosure of information and conduct of listed companies in relation to connected transactions that may lead to conflicts of interest. The Audit Committee was of the opinion that the connected transactions were under normal business conditions, lacked conflicts of interest and were conducted in a reasonable manner under the SET regulations. As such, there was full, accurate and adequate disclosure of information and no unusual transactions were identified. The Audit Committee acknowledged the compliance

with the guidelines set by the Board of Directors regarding the rules and procedures for reporting interests of directors and executives of the company as stipulated by the SEC to listed companies.

7. Review and amend Charter of the Audit Committee: The Audit Committee conducted review of the Charter every year to manage and improve Charter of the Audit Committee to align with Corporate Governance Principles of SEC and SET. It also evaluated performance of the Audit Committee as a group in which the performance assessment results for 2020 was in good level. It found that duties were performed completely according to the Charter. The Audit Committee utilized their knowledge and capability to provide opinions and suggestions to the Management and the Board of Directors continuously with independence. It also reported activity results of the Audit Committee and review results of financial statements to the Board of Directors in quarterly basis and also arranged the Report of Audit Committee to disclose in 2020 Annual Report.

In summary, in the year 2020, the Audit Committee performed its duties and responsibilities as specified in the Charter of Audit Committee, which was approved by the Board of Directors, by using knowledge, ability, prudence and sufficient independence for the benefit of the interested parties equally. The Audit Committee is of the opinion that the separated financial statements and consolidated of the Company and its subsidiaries are accurate and reliable in accordance with Thai Financial Reporting Standards. The Company had an effective and appropriate internal control system and conducted its business operations in accordance with the corporate governance policy, legal compliance and related regulations and obligations to its business. In the previous year, the Audit Committee did not find or did not suspect that there was any incident or situation indicating transactions or transactions that might significantly impact financial conditions and operating results of the Company.

8.3 Summary of activities of other Sub-Committees

8.3.1 Meeting attendance of other Sub-Committees

No.	Name - Surname	Meeting attendance / Total meetings			
		The Nomination and Remuneration Committee	The Risk Management Committee	The Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee	The Executive Committee
1	Mr. Jumpol Sumpaopol	2/2	-	-	-
2	Assoc. Prof. Dr. Sarayut Nathaphan	1/2	-	-	-
3	Miss Chawaluck Sivayathorn	-	-	2/2	-
4	Mrs. Suparanan Tanviruch	-	-	-	-
5	Mr. Pairuch Laoprasert	-	-	-	12/12
6	Mr. Somkiat Silawatanawong	2/2	-	-	12/12
7	Mr. Somchit Peumpremsuk	-	4/4	2/2	12/12
8	Mr. Issarin Suwatano	-	4/4	2/2	12/12
9	Mr. Kittisak Suphakawat	-	4/4	-	11/12
10	Mr. Worawat Srisa-an	2/2	-	-	10/12
11	Mr. Bundit Muangsornkeaw	-	-	-	12/12
12	Mr. Khumpol Poonsonee	-	-	-	11/12

8.3.2 Summary of activities of other Sub-Committees

In 2020, sub-committees including the Nomination and Remuneration Committee, the Risk Management Committee, The Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee, and the Executive Committee had performed their duties and responsibilities according to the Charters of each committee which were approved by the Board of Directors. They utilized their knowledge, capability, discretion, and independence sufficiently for benefits of all stakeholders equally according to the Corporate Governance Policy, as well as complying to laws, regulations and obligations related to business of the Company.





9

Internal Control and Related Party Transactions



9.1 Internal Control

9.1.1 The Opinion of the Board of Directors Regarding the Internal Control System of the Group

The Group has given importance to the establishment of a good internal control system which is one factor that helps support the effective business operation. The Group provided an adequate and effective internal control system covering the operations of the Group in all aspects and in accordance with the law, related regulations and regulations. Also, the Group provided a mechanism for monitoring and balance that is effective enough to protect the assets of the Group, not to be misused and used to prevent fraud that may occur. Clear approval authority and written procedures and the scope of duties and responsibilities of the executives and employees of each department were determined in order to inspect and balance with each other.

The Group had an internal auditor which was an independent agency from outside, Dharmniti Internal Audit Co., Ltd. ("DIR" or "Independent internal auditor") acted to monitor the operations of various departments of the Group in accordance with the policies and regulations laid down. This independent internal auditor reported the audit results directly to the Audit Committee. In addition,

EY Company Limited, which was a certified public accountant of the Company and subsidiaries, considered Internal control of the Group and subsidiaries in relation to the preparation and presentation of financial statements to ensure the appropriateness and reliability of financial reporting. There were no material deficiencies that could materially affect the opinion of the auditor for the Company's financial statements and subsidiaries for the year ended December 31, 2020.

The Meeting of the Board of Directors Company assessed the adequacy of the internal control system of the Group according to the assessment form of the Office of SEC. The evaluation of internal control system was undertaken encompassing 5 aspects as below:

- (1) Control Environment
- (2) Risk Assessment
- (3) Control Activities
- (4) Information & Communication
- (5) Monitoring Activities

Board of Directors had the opinion that the internal control system of the company group was sufficient and appropriate by which all parts complied effectively with generally accepted accounting standards, SEC Office's announcement and SET regulations in reporting quarterly financial statements, annual financial statements of the company consistently. The process of preparing and disclosing the information in the financial statements was accurate, complete, sufficient and in a timely manner. The internal control system was sufficient and appropriate including the corrections made in line with the changing situation effectively.

Such process and system could ensure the operations of the Group to achieve the set objectives and be in accordance with the related laws and regulations. Hence, any significant problems or defects that could cause damage to the operations of the Group were not found. Also, the system of internal control over transactions with major shareholders, directors, executives involved with such a person, was then adequate. The committee has no opinion different from the opinion of the Board of Directors.

9.1.2 Internal Audit Report to the Internal Control System

DIR, as an independent internal auditor which has been appointed by the Company to assess, audit, and monitor the results of the improvement of the adequacy and efficiency of the internal control system of the Company and subsidiaries. The independent internal auditor conducts risk assessments, makes annual internal auditing plans, performs auditing as well as follows up on system improvements and reports directly to the Audit Committee. The main objective is to assess the efficiency and adequacy of the current internal control system, the compliance with relevant policies and procedures as well as the suitability and reliability of the Group's financial reports.

In this regard, the performance of the independent internal auditor has the scope to assess the components of the internal control in accordance with the COSO guidelines in all 5 aspects and the risk assessment from the internal control system of the Group's core processes as follows:

(1) General accounting system consisting of personnel management control system, fixed asset control system, cheque payment control system and daily financial status report, accounts receivable control system, daily cash receipt control system, advance payments control system and petty cash control system

(2) Income control system consisting of service revenue from consulting and project management, engineering design and architectural design

(3) Cost control system consisting of the cost of consulting and project management service, engineering design and architectural design

After the independent internal auditor has assessed and audited the internal control system for the company, the independent internal auditor has noted and made recommendations for the Group to perform corrective actions. The Group company continuously improves the internal control system according to the recommendations made by the independent internal auditor and presented in the meeting of the Audit Committee of the company. In 2020, the independent internal auditors did not make any high-risk observations or recommendations.



9.1.3 Head of Internal Audit of the Group

In 2020, the Audit Committee Meeting approved the appointment of DIR to perform internal audits of the Group. DIR assigned Ms. Korakot Wanasawat, head of inspection team of an internal audit division, to be a main responsible person to perform the duties of the internal auditor of the Group. The Audit Committee considered the qualifications of DIR and Ms. Korakot Wanasawat, and agreed that they are appropriate for such duties, with an independence, experiences

in performing internal audit work, and have attended courses related to the practice of internal audit. In this regard, the appointment and removal of internal auditors of the Group must be approved by the Audit Committee only.

In the year 2020, the DIR examined the internal control of the Group to present to the Audit Committee for acknowledgement in every quarter.

9.2 Related Party Transactions

Related Party Transactions and Conflict of Interest

STI group recognizes the importance of conducting business with transparency and considering all stakeholders' interests. Therefore, STI group has clearly defined the policies and procedures for related transactions, which are used as a guideline for entering connected transactions. STI group shall ensure that all connected transactions are transparent, undertaken without any conflict of interest, and approved by the management of the Board of Directors or the shareholders' meeting, which are also disclosed correctly and completely in order to maximize the benefits of STI group and shareholders as well as the normal business transactions.

Undertaking transactions with related parties that occurred during the previous year is a normal business transaction with the conditions of the related transactions in accordance with the guidelines determined to be under the normal trading conditions as well as the market price (Arm's Length Basis), with the same operations as those performed with third parties with the same or similar nature.

Information of related party transactions in the fiscal year 2020, 1 January 2020 – 31 December 2020, shows the following details:

1) Connected transactions with a normal course of business

Individuals / juristic persons that may have conflict of interest	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
1. Grand Unity Development Company Limited	Shared common directors	Revenue from services <ul style="list-style-type: none"> - Revenue from consulting and project management - Engineering design revenue - Accounts receivable - Unbilled receivables - Service income received in advance 	37.67	50.41
			7.25	2.86
			3.53	3.08
			0.74	5.89
			9.42	1.95

Necessity and appropriateness of connected transactions / Opinion of the Audit Committee

Necessity and appropriateness

In 2020, STI group has provided services to Grand Unity Development Company Limited 9 projects in total. The services contracts for all 9 projects are under normal business conditions which has earned a similar gross profit margin as other services provided to non-connected parties.

Opinion of the Audit Committee

The following transactions are STI's group normal course of business, under the fair price and conditions, which have been offered to non-connected parties as well (Arm's length basis).

Individuals / juristic persons that may have conflict of interest	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
2. Lertrattakarn Property Development Company Limited	Shared common directors	Revenue from services <ul style="list-style-type: none"> - Revenue from consulting and project management - Accounts receivable - Unbilled receivables 	-	0.77
			-	0.29
			-	0.03

Necessity and appropriateness of connected transactions / Opinion of the Audit Committee

Necessity and appropriateness

STI group has provided consulting service and project management 1 project in total. All services contracts are under normal business conditions which has earned a similar gross profit margin as other services provided to non-connected parties.

Opinion of the Audit Committee

The following transactions are STI's group normal course of business, under the fair price and conditions, and have been offered to non-connected parties as well (Arm's length basis). For The projects or working scopes which the price were not able to compare with non-connected parties, their gross profit margin were greater than the stipulated gross margin at the point of a project acceptance.

Individuals / juristic persons that may have conflict of interest	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
3. Andaman Resort Asset Company Limited (Formerly known as Banyan Tree Krabi Resort and Spa Company Limited)	A major shareholder of the parent company is a relative of a major shareholder of Univentures Capital Company Limited's parent company	Revenue from services		
		- Revenue from consulting and project management	11.15	0.73
		- Accounts receivable	1.53	1.53
		- Unbilled receivables	2.87	0.04
Necessity and appropriateness of connected transactions / Opinion of the Audit Committee	Necessity and appropriateness A service contract of Banyan Tree Krabi (Tub Kaek) project are under normal business conditions, which has earned a similar gross profit margin as other services provided to non-connected parties.			
	Opinion of the Audit Committee The following transactions are STI's group normal course of business, under the fair price and conditions, which have been offered to non-connected parties as well (Arm's length basis).			

Individuals / juristic persons that may have conflict of interest	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
4. ASM Management Company Limited	Shared common directors with the parent company of Univentures Capital Company Limited	Revenue from services		
		- Revenue from consulting and project management	2.27	1.23
		- Accounts receivable	0.82	-
		- Service income received in advance	1.23	-
Necessity and appropriateness of connected transactions / Opinion of the Audit Committee	Necessity and appropriateness STI group has provided project management services under the Stock Exchange of Thailand's office building and car park renovating project, with normal business conditions, which has earned a similar gross profit margin as other services provided to non-connected parties.			
	Opinion of the Audit Committee The following transactions are STI's group normal course of business, under the fair price and conditions, which have been offered to non-connected parties as well (Arm's length basis).			

Individuals / juristic persons that may have conflict of interest	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
5. TCC Hotel Asset Management Company Limited	A major shareholder of the parent company is a relative of a major shareholder of Univentures Capital Company Limited's parent company	Revenue from services <ul style="list-style-type: none"> - Revenue from consulting and project management - Unbilled receivables 	4.80 0.10	0.10 -
Necessity and appropriateness of connected transactions / Opinion of the Audit Committee	Necessity and appropriateness STI group provided consulting and project management services for the Imperial Boathouse Beach Resort project, with normal business conditions, which has earned a similar gross profit margin as other services provided to non-connected parties.			
	Opinion of the Audit Committee The following transactions are STI's group normal course of business, under the fair price and conditions, which have been offered to non-connected parties as well (Arm's length basis).			

Individuals / juristic persons that may have conflict of interest	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
6. Fraser Property BFTZ Company Limited	Its major shareholder has shared common directors with the parent company of Univentures Capital Company Limited	Revenue from services <ul style="list-style-type: none"> - Revenue from consulting and project management - Architectural design revenue - Engineering design revenue - Accounts receivable - Unbilled receivables 	7.39 - 0.30 0.59 1.34	7.98 0.88 1.22 0.59 2.12
Necessity and appropriateness of connected transactions / Opinion of the Audit Committee	Necessity and appropriateness STI group provided services under Unicorn Bangplee 2 projects, with normal business conditions, which has earned a similar gross profit margin as other services provided to non-connected parties.			
	Opinion of the Audit Committee The following transactions are STI's group normal course of business, under the fair price and conditions, which have been offered to non-connected parties as well (Arm's length basis).			

Individuals / juristic persons that may have conflict of interest	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
7. Fraser Property Industrial (Thailand) Company Limited	Its major shareholder has shared common directors with the parent company of Univentures Capital Company Limited	Revenue from services		
		- Revenue from consulting and project management	-	6.77
		- Architectural design revenue	4.92	4.03
		- Engineering design revenue	1.40	0.97
		- Accounts receivable	0.71	1.20
		- Unbilled receivables	3.53	10.65
Necessity and appropriateness of connected transactions / Opinion of the Audit Committee	Necessity and appropriateness STI group provided services under 6 projects in total, with normal business conditions, which has earned a similar gross profit margin as other services provided to non-connected parties.			
	Opinion of the Audit Committee The following transactions are STI's group normal course of business, under the fair price and conditions, which have been offered to non-connected parties as well (Arm's length basis).			

Individuals / juristic persons that may have conflict of interest	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
8. Frasers Property (Thailand) Public Company Limited	Its major shareholder has shared common directors with the parent company of Univentures Capital Company Limited	Revenue from services		
		- Revenue from consulting and project management	0.39	9.33
		- Architectural design revenue	3.12	2.22
		- Engineering design revenue	0.80	0.50
		- Accounts receivable	1.42	1.46
		- Unbilled receivables	0.66	5.14
Necessity and appropriateness of connected transactions / Opinion of the Audit Committee	Necessity and appropriateness STI group provided services under Endeavour project, with normal business conditions, which has earned a similar gross profit margin as other services provided to non-connected parties.			
	Opinion of the Audit Committee The following transactions are STI's group normal course of business, under the fair price and conditions, which have been offered to non-connected parties as well (Arm's length basis).			

Individuals / juristic persons that may have conflict of interest	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
9. Sirivadhanabhakdi Foundation	Shared common directors with the parent company of Univentures Capital Company Limited	Revenue from services		
		- Revenue from consulting and project management	-	0.40
		- Accounts receivable	-	0.50
		- Unbilled receivables	-	0.02

Necessity and appropriateness of connected transactions / Opinion of the Audit Committee

Necessity and appropriateness

STI group constructed monastery library at Wachiratham Sathit temple, with normal business conditions, which has earned a similar gross profit margin as other services provided to non-connected parties.

Opinion of the Audit Committee

The following transactions are STI's group normal course of business, under the fair price and conditions, which have been offered to non-connected parties as well (Arm's length basis).

Individuals / juristic persons that may have conflict of interest	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
10. One Bangkok Co., Ltd. (Formerly named as Kasem Sapwatana Company Limited)	Shared common directors with the parent company of Univentures Capital Company Limited	Revenue from services		
		- Revenue from consulting and project management	96.22	110.12
		- Architectural design revenue	6.10	4.65
		- Engineering design revenue	7.64	6.36
		- Accounts receivable	18.55	11.52
		- Unbilled receivables	48.08	59.08
		- Other payables	1.54	1.54

Necessity and appropriateness of connected transactions / Opinion of the Audit Committee

Necessity and appropriateness

STI group provided services under 3 projects in total, with normal business conditions, which has earned a similar gross profit margin as other services provided to non-connected parties.

Opinion of the Audit Committee

The following transactions are STI's group normal course of business, under the fair price and conditions, which have been offered to non-connected parties (Arm's length basis). For The projects or working scopes which the price were not able to compare with non-connected parties, their gross profit margin were greater than the stipulated gross margin at the point of a project acceptance.

Individuals / juristic persons that may have conflict of interest	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
11. Kasem Subsiri Company Limited	Shared common directors with the parent company of Univentures Capital Company Limited	Revenue from services		
		- Revenue from consulting and project management	12.78	1.72
		- Accounts receivable	2.00	-
		- Unbilled receivables	0.26	-
		- Service income received in advance	-	0.37

Necessity and appropriateness of connected transactions / Opinion of the Audit Committee

Necessity and appropriateness

STI group provided services under The Parq project, with normal business conditions, which has earned a similar gross profit margin as other services provided to non-connected parties.

Opinion of the Audit Committee

The following transactions are STI's group normal course of business, under the fair price and conditions, which have been offered to non-connected parties as well (Arm's length basis).

Individuals / juristic persons that may have conflict of interest	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
12. The Street Retail Development Company Limited	Being a subsidiary of TCC Asset (Thailand) Company Limited	Revenue from services		
		- Engineering design revenue	0.15	-

Necessity and appropriateness of connected transactions / Opinion of the Audit Committee

Necessity and appropriateness

In 2019, STI group provided a safety railing strengthened projects in car park, with normal business conditions, which has earned a similar gross profit margin as other services provided to non-connected parties.

Opinion of the Audit Committee

The following transactions are STI's group normal course of business, under the fair price and conditions, which have been offered to non-connected parties as well (Arm's length basis).

Individuals / juristic persons that may have conflict of interest	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
13. Bangkok Logistic Park Company Limited	Its major shareholder has shared common directors with the parent company of Univentures Capital Company Limited	Revenue from services		
		- Revenue from consulting and project management	-	1.32
		- Architectural design revenue	4.76	2.76
		- Engineering design revenue	1.09	0.96
		- Accounts receivable	1.86	-
		- Unbilled receivables	1.07	1.87

Necessity and appropriateness of connected transactions / Opinion of the Audit Committee

Necessity and appropriateness

STI group provided the service under River 2 projects, with normal business conditions, which has earned a similar gross profit margin as other services provided to non-connected parties.

Opinion of the Audit Committee

The following transactions are STI's group normal course of business, under the fair price and conditions, which have been offered to non-connected parties as well (Arm's length basis). For The projects or working scopes which the price were not able to compare with non-connected parties, their gross profit margin were greater than the stipulated gross margin at the point of a project acceptance.

Individuals / juristic persons that may have conflict of interest	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
14. Wangnoi Logistic Park Company Limited	Its major shareholder has shared common directors with the parent company of Univentures Capital Company Limited	Revenue from services		
		- Architectural design revenue	0.70	0.17
		- Engineering design revenue	0.22	(0.04)
		- Unbilled receivables	0.26	0.40

Necessity and appropriateness of connected transactions / Opinion of the Audit Committee

Necessity and appropriateness

STI group provided the service under Nihonbashi - Wangnoi project, with normal business conditions, which has earned a similar gross profit margin as other services provided to non-connected parties.

Opinion of the Audit Committee

The following transactions are STI's group normal course of business, under the fair price and conditions, which have been offered to non-connected parties as well (Arm's length basis). For The projects or working scopes which the price were not able to compare with non-connected parties, their gross profit margin were greater than the stipulated gross margin at the point of a project acceptance.

Individuals / juristic persons that may have conflict of interest	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
15. Bangpakong Logistic Park Company Limited	Its major shareholder has shared common directors with the parent company of Univentures Capital Company Limited	Revenue from services <ul style="list-style-type: none"> - Architectural design revenue - Engineering design revenue - Unbilled receivables 	1.70 0.38 0.76	0.06 (0.03) 0.35

Necessity and appropriateness of connected transactions / Opinion of the Audit Committee

Necessity and appropriateness

STI group provided the service under Nihonbashi - Bangpakong Phase 1 project, with normal business conditions, which has earned a similar gross profit margin as other services provided to non-connected parties.

Opinion of the Audit Committee

The following transactions are STI's group normal course of business, under the fair price and conditions, which have been offered to non-connected parties as well (Arm's length basis). For The projects or working scopes which the price were not able to compare with non-connected parties, their gross profit margin were greater than the stipulated gross margin at the point of a project acceptance.

Individuals / juristic persons that may have conflict of interest	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
16. N.C.C. Management & Development Company Limited	Shared common directors with the parent company of Univentures Capital Company Limited	Revenue from services <ul style="list-style-type: none"> - Revenue from consulting and project management - Architectural design revenue - Engineering design revenue - Accounts receivable - Unbilled receivables 	8.34 0.65 0.12 1.45 0.37	30.67 1.98 - 1.88 11.17

Necessity and appropriateness of connected transactions / Opinion of the Audit Committee

Necessity and appropriateness

STI group provided survey and design the demolish management plan for Queen Sirikit National Convention Center (QSNCC), with normal business conditions, which has earned a similar gross profit margin as other services provided to non-connected parties.

Opinion of the Audit Committee

The following transactions are STI's group normal course of business, under the fair price and conditions, which have been offered to non-connected parties as well (Arm's length basis). For The projects or working scopes which the price were not able to compare with non-connected parties, their gross profit margin were greater than the stipulated gross margin at the point of a project acceptance.

Individuals / juristic persons that may have conflict of interest	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
17. Thai Beverage Public Company Limited	Shared common directors with the parent company of Univentures Capital Company Limited	Revenue from services		
		- Revenue from consulting and project management	2.34	0.04
		- Accounts receivable	0.31	-
		- Unbilled receivables	0.24	-

Necessity and appropriateness of connected transactions / Opinion of the Audit Committee

Necessity and appropriateness

STI group provided project management service under Baan Huai Khap project, with normal business conditions, which has earned a similar gross profit margin as other services provided to non-connected parties.

Opinion of the Audit Committee

The following transactions are STI's group normal course of business, under the fair price and conditions, which have been offered to non-connected parties as well (Arm's length basis). For The projects or working scopes which the price were not able to compare with non-connected parties, their gross profit margin were greater than the stipulated gross margin at the point of a project acceptance.

Individuals / juristic persons that may have conflict of interest	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
18. Southeast Insurance Public Company Limited	Shared common directors with the parent company of Univentures Capital Company Limited	Revenue from services		
		- Revenue from consulting and project management	0.10	2.54
		- Unbilled receivables	0.10	2.63

Necessity and appropriateness of connected transactions / Opinion of the Audit Committee

Necessity and appropriateness

STI group provided consulting and project management service for Southeast Insurance Building project, with normal business conditions, which has earned a similar gross profit margin as other services provided to non-connected parties.

Opinion of the Audit Committee

The following transactions are STI's group normal course of business, under the fair price and conditions, which have been offered to non-connected parties as well (Arm's length basis). For The projects or working scopes which the price were not able to compare with non-connected parties, their gross profit margin were greater than the stipulated gross margin at the point of a project acceptance.

2) Other connected transactions with the normal course of business

Individuals / juristic persons that may have conflict of interest	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
1. Mr. Somkiat Silawattanawong	Shareholder, director and management of STI group	Payable of an advance payment - Other payables	0.32	0.28
Necessity and appropriateness of connected transactions / Opinion of the Audit Committee	Necessity and appropriateness An expense reserved for STI group's business operations.			
	Opinion of the Audit Committee The following advance payment was the transaction in the normal course of business and used in the best interests of STI group.			
2. Mr. Pairuch Laoprasert	Shareholder, director and management of STI group	Payable of an advance payment - Other payables	0.29	-
Necessity and appropriateness of connected transactions / Opinion of the Audit Committee	Necessity and appropriateness An expense reserved for STI group's business operations.			
	Opinion of the Audit Committee The following advance payment was the transaction in the normal course of business and used in the best interests of STI group.			
3. Mr. Somchit Peumpremsuk	Shareholder, director and management of STI group	Payable of an advance payment - Other payables	0.25	-
Necessity and appropriateness of connected transactions / Opinion of the Audit Committee	Necessity and appropriateness An expense reserved for STI group's business operations.			
	Opinion of the Audit Committee The following advance payment was the transaction in the normal course of business and used in the best interests of STI group.			
4. Mr. Kittisak Suphakawat	Shareholder, director and management of STI group	Payable of an advance payment - Other payables	0.04	-
Necessity and appropriateness of connected transactions / Opinion of the Audit Committee	Necessity and appropriateness An expense reserved for STI group's business operations.			
	Opinion of the Audit Committee The following advance payment was the transaction in the normal course of business and used in the best interests of STI group.			

Individuals / juristic persons that may have conflict of interest	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
5. Mr. Issarin Suwatano	Shareholder, director and management of STI group	Payable of an advance payment - Other payables	0.15	0.04
Necessity and appropriateness of connected transactions / Opinion of the Audit Committee	Necessity and appropriateness An expense reserved for STI group's business operations.			
	Opinion of the Audit Committee The following advance payment was the transaction in the normal course of business and used in the best interests of STI group.			

3) Normal business support transactions

Other revenues				
Individuals / juristic persons that may have conflicts	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
1. S.A. Auto Company Limited	Shared common shareholders and directors with STI group	New Year's party Event - Other revenues - Other receivables	0.03 0.03	- -
Necessity and appropriateness of connected transactions / Opinion of the Audit Committee	Necessity and appropriateness STI group and S.A. Auto Company Limited joined a new year party event in 2019. STI group paid for an expense of this event in advance and already collected the following expense from S.A. Auto Company Limited.			
	Necessity and appropriateness The following transaction was a reasonable normal business support within a normal business condition.			

Property Rental				
Individuals / juristic persons that may have conflicts	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
2. T.C.C. Technology Company Limited	Shared common directors with the parent company of Univentures Capital Company Limited	Information technology equipment rental and service <ul style="list-style-type: none"> - Administrative expenses - Prepaid expenses - Other payables 	2.33 - 0.35	3.28 0.01 0.45
Necessity and appropriateness of connected transactions / Opinion of the Audit Committee	Necessity and appropriateness STI group signed agreements with TCC Technology Company Limited (Lessor) for the rental of computer equipment and information technology services to STI group. STI group has already compared the suitability of the offer to other services and concluded that the service offer of TCC Technology Limited is appropriate and consistent with the nature of the service and the business of STI group. The equipment rental fee is based on the standard rate of TCC Technology Company Limited.			
	Opinion of the Audit Committee The following transaction was a normal business support which the rental and service fee was reasonable under a normal business condition.			
Individuals / juristic persons that may have conflicts	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
3. S.A. Auto Company Limited	Shared common directors with STI group	Office space rental <ul style="list-style-type: none"> - Administrative expenses - Financial costs - Lease liabilities - Other payables 	4.76 - - -	0.48 1.49 35.47 0.05
Necessity and appropriateness of connected transactions / Opinion of the Audit Committee	Necessity and appropriateness STI group has entered into 3-years lease agreement for certain areas on the first and second floor of the building No. 123 Soi Chokchai Ruammit (Ratchada 19), Ratchadaphisek Road, Din Daeng Subdistrict, Din Daeng District, Bangkok. The rental fee under these contracts are similar to a lease contract making with other leaser for building No. 163 Soi Chokchai Ruammit (Ratchada 19), Ratchadaphisek Road, Din Daeng Subdistrict, Din Daeng District, Bangkok, where is the head office of STI group.			
	In 2020, the lease agreement has been recorded as a liability under the lease agreement of STI group, which is a result from the application of IFRS 16: leases. Opinion of the Audit Committee The following transaction was a normal business support which the rental and service fee was reasonable under a normal business condition.			

Individuals / juristic persons that may have conflicts	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
4. Southeast Capital Company Limited	Shared common directors with the parent company of Univentures Capital Company Limited	Liabilities under finance lease agreements and operating lease agreements from leasing of vehicles		
		- Financial costs	0.03	0.08
		- Other expenses (car rental fee)	0.15	-
		- Lease liabilities	0.54	2.21

Necessity and appropriateness of connected transactions / Opinion of the Audit Committee

Necessity and appropriateness

STI group has signed a financial lease contract for 1 Honda Accord car in 2016 from Southeast Capital Company Limited for 60 months with normal business conditions. The rental fee of the car is equal to the standard rates of Southeast Capital Company Limited.

Besides, in 2019, STI group has signed an operational lease contract for 2 Honda Accord cars from Southeast Capital Company Limited for 60 months with normal business conditions. The rental fee of the car is similar to the standard rates of Southeast Capital Company Limited. In 2020, the lease agreement has been recorded as a liability under the lease agreement of STI group, which is a result from the application of IFRS 16: leases.

Opinion of the Audit Committee

The following transaction was a normal business support which the rental and service fee was reasonable under a normal business condition.

Insurance Services				
Individuals / juristic persons that may have conflicts	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
5. SoutheastLifeInsurance Public Company Limited	Shared common directors with the parent company of Univentures Capital Company Limited	Accident insurance for employees		
		- Administrative expenses	-	0.69
		- Other receivables	-	0.89
		- Other payables	-	0.01

Necessity and appropriateness of connected transactions / Opinion of the Audit Committee

Necessity and appropriateness

In 2020, STI group purchased a group accident insurance for the employees from Southeast Life Insurance Public Company Limited on an annual basis. When compared to the offer of services from other insurance companies at the same coverage rate, South East Life Insurance Public Company Limited has a lower insurance premium rate.

Opinion of the Audit Committee

The following transaction was a normal business support with the reasonable insurance premium rate under a normal business condition.

Individuals / juristic persons that may have conflicts	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
6. Southeast Insurance Public Company Limited	Shared common directors with the parent company of Univentures Capital Company Limited	Professional insurance - Administrative expenses - Other receivables	0.51	0.50
			0.37	-

Necessity and appropriateness of connected transactions / Opinion of the Audit Committee

Necessity and appropriateness

STI group has made Professional Indemnity Insurance with the Southeast Insurance Public Company Limited on a yearly basis. When compared to the offer of services from other people in the same amount of liability, the rates are similar and more suitable coverage conditions.

Opinion of the Audit Committee

The following transaction was a normal business support with the reasonable insurance premium rate under a normal business condition.

Individuals / juristic persons that may have conflicts	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
7. Southeast Insurance Public Company Limited	Shared common directors with the parent company of Univentures Capital Company Limited	Director and Management Liability Insurance - Administrative expenses - Other receivables	0.40	0.59
			0.38	0.43

Necessity and appropriateness of connected transactions / Opinion of the Audit Committee

Necessity and appropriateness

STI group has insured the director and officer liability with the South East Insurance Public Company Limited on a yearly basis. When compared to the offer of services from other people in the same liability amount, the Southeast Insurance Public Company Limited has similar insurance premium rates under more appropriate coverage conditions.

Opinion of the Audit Committee

The following transaction was a normal business support with the reasonable insurance premium rate under a normal business condition.

Individuals / juristic persons that may have conflicts	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
8. Southeast Insurance Public Company Limited	Shared common directors with the parent company of Univentures Capital Company Limited	Vehicle Insurance		
		- Administrative expenses	0.05	0.04
		- Other receivables	0.02	0.01

Necessity and appropriateness of connected transactions / Opinion of the Audit Committee

Necessity and appropriateness

STI group has insurance for 1 Toyota Camry car and 1 Toyota Alphard car with Southeast Insurance Public Company Limited on a yearly basis. When compared to the offer of services from other people in the coverage offer, it was found that Southeast Insurance Public Company Limited has lower insurance premium rates.

Opinion of the Audit Committee

The following transaction was a normal business support with the reasonable insurance premium rate under a normal business condition.

Individuals / juristic persons that may have conflicts	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
9. Southeast Insurance Public Company Limited	Shared common directors with the parent company of Univentures Capital Company Limited	Office building insurance - Administrative expenses	0.02	0.02

Necessity and appropriateness of connected transactions / Opinion of the Audit Committee

Necessity and appropriateness

STI group has insured the office building no. 163 and No. 123 with the Southeast Insurance Public Company Limited on an annual basis which has normal business conditions. This premium rate was according to the standard rate of the Southeast Insurance Public Company Limited.

Opinion of the Audit Committee

The following transaction was a normal business support with the reasonable insurance premium rate under a normal business condition.

Consulting Expenses				
Individuals / juristic persons that may have conflicts	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
10. Univentures Consulting Company Limited	Shared common directors with STI group	Consulting expense		
		- Administrative expenses	1.20	3.53
		- Other payables	1.20	0.30
Necessity and appropriateness of connected transactions / Opinion of the Audit Committee	Necessity and appropriateness			
	STI group engaged Univentures Consulting Company Limited for a financial advisor, and found that the service proposal of Univentures Consulting Company Limited was suitable and consistent with the nature of STI group's usage and business operation.			
	Necessity and appropriateness			
	Comparing to an engagement proposed by other consulting companies, the engagement with Univentures Consulting Company was more suitable with STI's need and operation.			

Other Expenses				
Individuals / juristic persons that may have conflicts	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
11. GODANG 19 Company Limited	Shared common shareholders and directors with STI group	New Year's Party Event		
		- Administrative expenses	1.07	-
Necessity and appropriateness of connected transactions / Opinion of the Audit Committee	Necessity and appropriateness			
	In 2019, STI group hired Warehouse 19 Company Limited to organize the New Year party for employees including booking event places and artists. STI group has already compared the suitability of the offer to other services and concluded that the service fee of GODANG 19 Company Limited is comparable and the service offer is more appropriate and consistent with the nature of the service and the business of STI group.			
	Opinion of the Audit Committee			
	The following transaction was a normal business support which the service fee was reasonable under a normal business condition.			

4) Connected transactions which are not a normal course of business and will not occur in the future.

Transactions which provided the support to STI group				
Individuals / juristic persons that may have conflicts	Relationship	Nature of Transaction	Amount of Transaction (Million Baht)	
			Year Ended 31 Dec 2019	Year Ended 31 Dec 2020
1. STI group's shareholders and managements		Lawsuit Compensation		
		- Other income	0.28	0.05
		- Other receivables	3.01	-
Necessity and appropriateness of connected transactions / Opinion of the Audit Committee	Necessity and appropriateness <p>In 2017, STI was sentenced by the Court of First Instance to pay the case at the amount of 1.69 Million Baht. In 2018, STI was appealed by the Court of Appeal to pay the case at the amount of 4.42 Million Baht, which increased from the original amount of 2.73 Million Baht. It was from the service in one project in 2013. STI submitted a petition to the Supreme Court in 2019. However, the court ordered dismissing this petition in November 2019, and STI is currently in the process of executing the case.</p> <p>Also, STI group's shareholders and managements has an agreement with UVCAP which has the requirement that in case of STI group is sued and sentenced to pay before the investment by UVCAP (2016), STI group's shareholders and managements would take a responsible and pay the compensate. In 2017, STI group recorded the following compensation as other income and other receivables in the amount of 1.69 Million Baht on the date that STI was sentenced by the Court of First Instance to pay for the case (2017). In the first quarter of 2018, STI group's shareholders and managements paid the compensation to STI in order to guarantee for damages resulting from the judgment of the said Court of First Instance. In 2018, STI group recorded such compensation as other income and other receivables in the amount of 2.73 Million Baht on the date that STI was appealed by the Court of Appeal to pay for the case (2018) and additional recorded for accrued interest expenses in amount of 0.28 Million Bath and 0.05 Million Bath in 2019 and 2020 accordingly. While the interest shall be calculated from the date of filing until the payment is complete.</p> <p>In addition, Shareholders and managements has already paid an entire amount payable which exceeded 1.69 Million Baht of compensation in 2020.</p>			
	Necessity and appropriateness <p>Receiving compensation from STI group's shareholders and the management is a benefit of STI group when losing the case. Hence, it is an appropriate transaction.</p>			

9.3 Measures or procedures for related transactions approval

UVCAP holds 28.00% of the shares registered and paid-up capital of STI group (as of 30 December 2020). As UVCAP is a company held by UV, which has a large number of related persons or companies, STI group therefore, has a guideline for checking and identifying connected persons with related transactions with STI group to ensure that there are approval, inspection and disclosure of related transactions completely. STI group has collected a data file of connected persons who have already had transactions with STI group, which helps to identify the relationship immediately when having transactions with that company again. When bidding in the new project, STI group will check the list of directors and shareholders of the engaged companies every time. If shareholders of engaged companies hold a shares in multiple companies, STI group will check the information of the directors and shareholders of all companies to find out the ultimate shareholder and determine whether engaged companies are considered as a connected person or not.

STI group approved the principles of trade mechanics with general trading conditions for doing business between companies and their subsidiaries with directors, managements or related persons. There is a trade agreement in the same manner that an ordinary person should do with a general contractor in the same situation, and STI group will prepare for a transaction summary report for the Audit Committee every quarter.

STI group places importance on consideration of transactions with transparency and advantages to STI group. Therefore, STI group gives a priority to preventing any transactions that may lead to a conflict of interest, a connected transaction or related transactions with the following important principles:

1. Directors and managements shall notify STI group regarding the relationship or connected transaction in a business that may lead to the conflicts of interest.

2. STI group shall avoid making transactions that are related to directors, managements or related persons that may lead to the conflicts of interest with STI group. If the transaction is necessary, STI group has to propose the connected transactions to the Audit Committee for their consideration and opinions before proposing to the Board of Directors for their approval and/or the shareholders' meeting of STI group (as the case may be). The transaction shall be in accordance with the criteria of connected transactions that SET, Capital Market Supervisory Board, and Securities and Exchange Commission ("the office of SEC") prescribe, and shall follow the principles of good corporate governance.

3. Directors, managements or related persons shall conduct any transaction with STI or its subsidiaries only when the transaction was approved by the Board of Directors and/or the shareholders' meeting of STI group (as the case may be) in accordance with the criteria for connected transactions based on SET, Capital Market Supervisory Board, and the Office of the Securities and Exchange Commission. Except only when such a transaction will fall into any of the following characteristics:

(a) Transactions that are normal business or normal business support transactions with trade agreements in the same manner that ordinary people should do with general counter parties in the same situation, with commercial bargaining power without influence in the status of being a director, a management or a related person and it is a trade agreement or business support.

(b) Borrowing money according to the regulations for staff and employees.

(c) Transactions that the other party of STI group or both parties have a status as

(1) A subsidiary that is a shareholder, not less than 90 percent of all paid-up shares of the subsidiary or

(2) A subsidiary of which its directors, managements or related persons holding shares or having a vested interest, whether directly or indirectly, not exceeding the amount of the rate or having the characteristics as specified by the Capital Market Supervisory Board.

d) Transactions in categories or with value not exceeding the amount prescribed by the Capital Market Supervisory Board.


4. Managements and employees shall comply strictly with STI group's regulation as well as its business ethics for STI group to be reliable and trusted by all stakeholders. STI group shall disseminate information in order to create understanding among employees throughout STI group.


By approving the related transactions of STI group, those who may have a conflict of interest or those who have an interest in the transaction shall not be able to participate or vote during an approval of the transaction. STI group shall comply with the Notification of the Board of the Stock Exchange of Thailand regarding disclosure of information and operations of STI group in the connected transaction, 2003, Chapter 5. The method of proceeding for a connected transaction is to follow the law on securities and exchange, regulations, notifications, orders or requirements of the SEC, the Capital Market Supervisory Board and the Stock Exchange of Thailand, whatever involved in the matter. STI group shall comply with the regulations relating to the disclosure of connected transactions of STI group and its subsidiaries according to the accounting standards set by Federation of Accounting Professions under the royal patronage. STI group shall disclose related party transactions in the notes to the financial statements that have been audited or reviewed by STI group's auditor, annual report, and the annual registration statement of STI group.


In addition, for entering related party transactions that are similar to normal business operations, the policy on entering into related party transactions requires

the management of STI group to have the authority to approve the entering into such transaction. However, in order to protect the interests of STI group including transparency in the control and supervision of related transactions, STI group has considered and approved the guidelines to prove the fairness of entering transactions that are normal business. It is to prove whether the connected transactions that STI group or the subsidiary will agree to do are normal business with fair prices and conditions or not. The details of the guidelines are summarized as follows:

A normal business transaction means providing services to or the purchase of products / services from persons who are related or related to STI group, related to the main business operations of STI group, namely, management and construction supervision consultants, providing design services for architecture and engineering, interior decoration, the conservation of ancient sites, etc. Also, the transaction is made under the fair price and conditions in the same manner that the ordinary person should do with a general contractor in the same situation with the bargaining power of trade without any influence on his status as an executive director or a related person (Arm's Length Basis), for examples;

 Trading under the price and conditions that STI group or the subsidiary has received or provided to the general public or

 Trading under the price and conditions that the connected person gives to the general public or

 Trading under the price and conditions that STI group shows that the business operator in the same manner as STI group to the general public, etc.

If the services are provided to or the products / services are purchased from persons who are related or related to STI group, related to the main business operation of STI group under the fair prices and conditions, it will be considered as a normal business transaction.

The management has the authority to approve such a transaction. The management must compare the gross margin, that is expected to receive from the project services involving management and control consultant of the construction or architectural and engineering design services, interior decoration, and preservation of ancient sites which is a related party transaction (" RPT Project "), with the estimated gross margin for the projects with similar characteristics and complexities to third parties. If it is the project that STI group has never provided services before and there are no other projects that can be compared with, STI group has to consider the RPT project whether it has a higher gross margin that the minimum charge set out in the regulations of the professional service fees of STI group or not. It is to prove the fairness of the price in service projects under RPT. In addition, the management need to check the terms of the service

contract draft whether there is a condition that is not a normal trade or not; so, they can consider the fairness of the terms and conditions of the RPT projects. However, if the management considers such a RPT project that it has a price and / or conditions of contract that are unfair or not normal, STI group has to collect relevant information including reasons and necessities and propose to the Audit Committee to consider the appropriateness for approving the transaction.

Given the guideline for proving the fairness of entering related transactions that is a normal business transaction, it will help support business operations with connected persons to be transparent, proven with fair conditions and prices. It can be compared to conducting business with other people in order to protect the interests of shareholders from transferring benefits to connected persons with STI group.

9.4 Measures or trends of related transactions approval

STI group expects that related party transactions arising from normal business operations of STI group will continue in the future as necessary and appropriate, such as providing advisory services for consulting and project management, architectural design, engineering design, and insurance with a company that is a connected person to STI group of companies, etc. The entering into such transactions shall be in accordance with the nature of trading with commercial terms. There are clear guidelines for proving the fairness

of entering related transactions as a normal business under a fair and reasonable price and terms. STI group shall place importance on its interests and those of its subsidiaries as well as requires the Audit Committee to inspect in compliance with the criteria of STI group and its subsidiaries. Such guidelines ensure that STI group complies with the policy on entering related party transactions and follow guidelines for proving the fairness of entering into related transactions that are normal business transactions correctly and completely.





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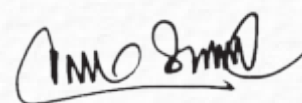
The Financial Statements

Report of the Board of Directors' Responsibilities for Financial Statements

The Board of Directors is aware of its duties and responsibilities as Board Directors of a listed company to be responsible for financial statements and financial information of the Company and its subsidiaries as of 31 December 2020 which presented in the Annual Report. These financial statements have been prepared in accordance with Thai Financial Reporting Standards by adopting accounting policies that are appropriate and corresponding to the business operation, which are undertaken on a regular basis and careful discretion and best estimation for the preparation of financial statements. The Company also considers and maintains adequate provisions for uncertainty items or items that may have significant effect on future operation. The company discloses sufficiently significant information in the Notes to financial statements in order to benefit to shareholders of the Company and general investors. In this regard, an independently certified auditor, namely EY office Limited, has provided auditing and opinions without conditions on the aforementioned financial statements. In the audit, the Company and subsidiaries have supported the information and documents for the auditor to be able to audit and express opinions in accordance with the auditing standards and the auditor's opinion is presented in the auditor's report as part of this Annual Report.

Furthermore, the Board of Directors has appointed the Audit Committee, comprising of independent and with complete qualifications as established by the Securities and Exchange Commission (SEC). to review the financial statements for compliance with the Thai Financial Reporting Standards to review the appropriateness and adequacy of internal control system, internal auditing, and risk management system, Including considering the entering of connected transactions that may cause conflicts of interest whether they are normal business transactions or necessary transactions and reasonable to support the Company's normal business, including considering that the conditions of the connected transactions are in accordance with the normal trading conditions and the market price (Fair and Arm's Length Basis) and to oversee that there are no conflict of interest. as well as ensuring that connected transactions comply with relevant laws. The opinions of the Audit Committee are expressed in the Report of the Audit Committee which has been included within the Annual Report 2020.

The Board of Directors is of the opinion that good corporate governance, risk management system and internal control system of the Company and its subsidiaries is appropriate and able to provide reasonable assurance that the separated financial statements and consolidated financial statements of Stonehenge Inter Public Company limited and its subsidiaries for the year 2020 are reliable and conducted in accordance with Thai Financial Reporting Standards as well as showing the financial status and operating results. as it should be in essence and in accordance with generally accepted accounting principles.



Mr. Jumpol Sumpaopol
Chairman of the Board of Directors



Stonehenge Inter Public Company Limited and its subsidiaries

Report and consolidated financial statements

31 December 2020

Independent Auditor's Report

To the Shareholders of Stonehenge Inter Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of Stonehenge Inter Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2020, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Stonehenge Inter 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 Stonehenge Inter Public Company Limited and its subsidiaries and of Stonehenge Inter Public Company Limited as at 31 December 2020, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

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

Emphasis of Matter

I draw attention to Note 13.1 to the consolidated financial statements, which describes the acquisition of a new subsidiary (Asian Engineering Consultants Corp., Ltd.), of which the fair value measurement of the identifiable assets acquired and the liabilities assumed at the acquisition date, and the measurement of goodwill were completed during the third quarter of 2020. My opinion is not modified in respect of this matter.

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 their policies on recognition of revenue from service income, estimation of project costs and provision for losses on projects in Note 5 and Note 6 to the financial statements. I identified the recognition of revenue from service income and the estimates of possible losses from service contracts to be areas of significant risk in audit. This is because the amount of revenue from service income that the Group recognise in each year forms a significant portion of the Group's total revenue. In addition, the process of measurement, the determination of appropriate timing of recognition and the estimates of possible losses are areas requiring management to exercise significant judgement to assess the percentage of completion of project, the probability of loss, and the measurement of possible losses. There are therefore risks with respect to the amount and timing of the recognition of revenue from service income and the estimates of possible losses from service contracts.

I examined the recognition of revenue from service income and the provision for losses on projects 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's 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 and performed analytical procedures on gross margins of projects. In addition, I evaluated the possible losses on projects assessed by the management through an analysis of the ratio of actual cost incurred against cost estimates for projects for each significant cost component.

Other Information

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

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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

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

Chai Kasemsrih

Chatchai Kasemsrithanawat

Certified Public Accountant (Thailand) No. 5813

EY Office Limited

Bangkok: 24 February 2021

Stonehenge Inter Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2020

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2020	2019	2020	2019
Assets					
Current assets					
Cash and cash equivalents	8	76,098,460	37,030,292	71,791,238	23,061,065
Current investments		-	377,128,232	-	377,128,232
Trade and other receivables	7, 9	269,053,960	102,700,911	119,928,269	95,908,438
Unbilled receivables	7, 10	763,779,062	192,534,835	244,314,804	90,493,835
Short-term loans	7	196,896	185,972	17,044,003	11,040,000
Other current financial assets	11	67,964,190	-	67,964,190	-
Other current assets	12	54,925,165	8,307,448	17,401,947	6,463,267
Total current assets		1,232,017,733	717,887,690	538,444,451	604,094,837
Non-current assets					
Restricted bank deposits		294,195	-	-	-
Investments in subsidiaries	13	-	-	368,999,030	59,249,030
Investment properties	14	20,664,557	20,664,557	20,664,557	20,664,557
Plant and equipment	15	241,956,235	22,276,166	35,191,037	20,937,808
Right-of-use assets	21	71,434,909	-	54,979,903	-
Intangible assets	16	139,360,662	6,207,819	5,536,801	4,691,219
Goodwill	17	80,303,578	-	-	-
Deferred tax assets	26	6,012,159	15,798,296	-	10,055,723
Retention receivables	10	62,873,409	-	158,836	-
Other non-current assets		2,243,399	2,191,807	1,299,164	1,421,770
Total non-current assets		625,143,103	67,138,645	486,829,328	117,020,107
Total assets		1,857,160,836	785,026,335	1,025,273,779	721,114,944

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

Stonehenge Inter Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2020

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2020	2019	2020	2019
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts and short-term loans from banks	18	86,632,913	-	-	-
Trade and other payables	7, 19	159,817,172	42,803,239	46,689,109	31,906,930
Current portion of long-term loans	20	26,664,000	-	22,860,000	-
Current portion of lease liabilities	21	20,621,448	303,177	11,610,051	303,177
Service income received in advance					
and advances received from customers	7, 10	278,030,491	23,214,344	34,081,957	20,657,181
Income tax payable		12,068,112	2,807,240	-	1,036,932
Other current liabilities	22	31,272,704	19,877,896	10,276,129	16,016,464
Total current liabilities		615,106,840	89,005,896	125,517,246	69,920,684
Non-current liabilities					
Long-term loans, net of current portion	20	126,972,000	-	125,710,000	-
Lease liabilities, net of current portion	21	57,140,373	232,727	45,009,340	232,727
Provision for long-term employee benefits	23	141,106,022	70,704,078	43,124,681	44,768,718
Deferred tax liabilities	26	64,594,431	-	18,869,243	-
Total non-current liabilities		389,812,826	70,936,805	232,713,264	45,001,445
Total liabilities		1,004,919,666	159,942,701	358,230,510	114,922,129

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

Stonehenge Inter Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2020

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2020	2019	2020	2019
Shareholders' equity					
Share capital					
Registered					
268,000,000 ordinary shares of Baht 0.5 each		134,000,000	134,000,000	134,000,000	134,000,000
Issued and fully paid					
268,000,000 ordinary shares of Baht 0.5 each		134,000,000	134,000,000	134,000,000	134,000,000
Share premium		377,066,968	377,066,968	377,066,968	377,066,968
Capital reserve for share-based payment transactions		9,975,903	9,975,903	9,975,903	9,975,903
Retained earnings					
Appropriated - statutory reserve	24	13,400,000	12,850,000	13,400,000	12,850,000
Unappropriated		181,115,255	94,064,448	132,600,398	72,299,944
Other components of shareholders' equity		(2,873,685)	(2,873,685)	-	-
Equity attributable to owners of the Company		712,684,441	625,083,634	667,043,269	606,192,815
Non-controlling interests of the subsidiaries		139,556,729	-	-	-
Total shareholders' equity		852,241,170	625,083,634	667,043,269	606,192,815
Total liabilities and shareholders' equity		1,857,160,836	785,026,335	1,025,273,779	721,114,944

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

Directors

Stonehenge Inter Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2020

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2020	2019	2020	2019
Profit or loss:					
Revenues					
Service income	7	1,570,252,954	712,345,815	641,086,281	479,422,078
Other income					
Dividend income	7	-	-	44,291,937	11,999,940
Interest income	7	1,075,660	5,191,517	1,609,909	5,393,877
Others	7	4,835,675	9,743,776	15,145,049	18,861,678
Total revenues		<u>1,576,164,289</u>	<u>727,281,108</u>	<u>702,133,176</u>	<u>515,677,573</u>
Expenses					
Cost of service	7	1,071,719,378	471,961,853	425,779,013	317,586,892
Administrative expenses	7	270,972,166	147,895,504	127,152,962	103,751,595
Total expenses		<u>1,342,691,544</u>	<u>619,857,357</u>	<u>552,931,975</u>	<u>421,338,487</u>
Operating profit		233,472,745	107,423,751	149,201,201	94,339,086
Finance cost		(8,355,230)	(485,883)	(5,719,170)	(343,824)
Profit before income tax expenses		225,117,515	106,937,868	143,482,031	93,995,262
Income tax expenses	26	(46,356,175)	(21,435,684)	(20,383,534)	(16,578,014)
Profit for the year		<u>178,761,340</u>	<u>85,502,184</u>	<u>123,098,497</u>	<u>77,417,248</u>
Other comprehensive income:					
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Actuarial gain (loss) - net of income tax		4,654,765	(5,805,599)	4,751,957	(3,436,853)
Other comprehensive income for the year		<u>4,654,765</u>	<u>(5,805,599)</u>	<u>4,751,957</u>	<u>(3,436,853)</u>
Total comprehensive income for the year		<u>183,416,105</u>	<u>79,696,585</u>	<u>127,850,454</u>	<u>73,980,395</u>

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

Stonehenge Inter Public Company Limited and its subsidiaries

Statement of comprehensive income (continued)

For the year ended 31 December 2020

(Unit: Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
<u>Note</u>	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Profit attributable to:				
Equity holders of the Company	149,220,266	85,502,184	123,098,497	77,417,248
Non-controlling interests of the subsidiaries	29,541,074	-		
	<u>178,761,340</u>	<u>85,502,184</u>		
Total comprehensive income attributable to:				
Equity holders of the Company	154,600,807	79,696,585	127,850,454	73,980,395
Non-controlling interests of the subsidiaries	28,815,298	-		
	<u>183,416,105</u>	<u>79,696,585</u>		
Earnings per share	27			
Basic earnings per share				
Profit attributable to equity holders of the Company	<u>0.56</u>	<u>0.32</u>	<u>0.46</u>	<u>0.29</u>

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

Stonehege Inter Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2020

(Unit: Baht)

Consolidated financial statements

	Equity attributable to owners of the company										Total equity attributable to shareholders of the Company	Non-controlling interests of the subsidiaries	Total shareholders' equity
	Issued and fully paid share capital	Share premium	Capital reserve for share-based payment transactions	Retained earnings		Unappropriated statutory reserve	Other components of shareholders' equity		Total equity attributable to shareholders of the Company				
				Appropriated -	Unappropriated		business combination under common control	Deficit on					
Balance as at 1 January 2019	134,000,000	377,066,968	9,975,903	8,950,000	45,067,863		(2,873,685)		572,187,049	-	572,187,049		
Profit for the year	-	-	-	-	85,502,184		-		85,502,184	-	85,502,184		
Other comprehensive income for the year	-	-	-	-	(5,805,599)		-		(5,805,599)	-	(5,805,599)		
Total comprehensive income for the year	-	-	-	-	79,696,585		-		79,696,585	-	79,696,585		
Dividend paid	-	-	-	-	(26,800,000)		-		(26,800,000)	-	(26,800,000)		
Transfer to appropriated statutory reserve	-	-	-	3,900,000	(3,900,000)		-		-	-	-		
Balance as at 31 December 2019	134,000,000	377,066,968	9,975,903	12,850,000	94,064,448		(2,873,685)		625,083,634	-	625,083,634		
Balance as at 1 January 2020	134,000,000	377,066,968	9,975,903	12,850,000	94,064,448		(2,873,685)		625,083,634	-	625,083,634		
Profit for the year	-	-	-	-	149,220,266		-		149,220,266	29,541,074	178,761,340		
Other comprehensive income for the year	-	-	-	-	5,380,541		-		5,380,541	(725,776)	4,654,765		
Total comprehensive income for the year	-	-	-	-	154,600,807		-		154,600,807	28,815,298	183,416,105		
Increase from acquisition of subsidiary	-	-	-	-	-		-		-	130,316,431	130,316,431		
Dividend paid	-	-	-	-	(67,000,000)		-		(67,000,000)	(19,575,000)	(86,575,000)		
Transfer to appropriated statutory reserve	-	-	-	550,000	(550,000)		-		-	-	-		
Balance as at 31 December 2020	134,000,000	377,066,968	9,975,903	13,400,000	181,115,255		(2,873,685)		712,684,441	139,556,729	852,241,170		

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

Stonehenge Inter Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2020

(Unit: Baht)

	Separate financial statements					
	Issued and fully paid share capital	Share premium	Capital reserve for share-based payment transactions	Retained earnings		Total shareholders' equity
				Appropriated - statutory reserve	Unappropriated	
Note						
Balance as at 1 January 2019	134,000,000	377,066,968	9,975,903	8,950,000	29,019,549	559,012,420
Profit for the year	-	-	-	-	77,417,248	77,417,248
Other comprehensive income for the year	-	-	-	-	(3,436,853)	(3,436,853)
Total comprehensive income for the year	-	-	-	-	73,980,395	73,980,395
Dividend paid	-	-	-	-	(26,800,000)	(26,800,000)
Transfer to appropriated statutory reserve	-	-	-	3,900,000	(3,900,000)	-
Balance as at 31 December 2019	134,000,000	377,066,968	9,975,903	12,850,000	72,299,944	606,192,815
Balance as at 1 January 2020	134,000,000	377,066,968	9,975,903	12,850,000	72,299,944	606,192,815
Profit for the year	-	-	-	-	123,098,497	123,098,497
Other comprehensive income for the year	-	-	-	-	4,751,957	4,751,957
Total comprehensive income for the year	-	-	-	-	127,850,454	127,850,454
Dividend paid	-	-	-	-	(67,000,000)	(67,000,000)
Transfer to appropriated statutory reserve	-	-	-	550,000	(550,000)	-
Balance as at 31 December 2020	134,000,000	377,066,968	9,975,903	13,400,000	132,600,398	667,043,269

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

Stonehenge Inter Public Company Limited and its subsidiaries

Cash flow statement

For the year ended 31 December 2020

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Cash flows from operating activities				
Profit before income tax	225,117,515	106,937,868	143,482,031	93,995,262
Adjustments to reconcile profit before income tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	47,754,876	5,388,974	16,411,012	3,287,543
Allowance for expected credit losses (reversal)				
(2019: Allowance for doubtful accounts)	3,327,495	(587,600)	(267,570)	(587,600)
Provision for long-term employee benefits	13,521,413	18,367,169	6,789,909	11,291,689
Dividend income from subsidiaries	-	-	(44,291,937)	(11,999,940)
Unrealised loss (gain) on changes in value of other current financial assets (2019: Current investments)	1,281,406	(1,426,500)	1,281,406	(1,426,500)
Gain on sale of other current financial assets (2019: Current investments)	(1,682,725)	(286,159)	(1,682,725)	(286,159)
Gain on disposal of equipments	(1,294,778)	(7,173,147)	-	(5,357,718)
Interest income	(1,075,660)	(5,191,517)	(1,609,909)	(5,393,877)
Interest expenses	8,355,230	485,883	5,719,170	343,824
Profit from operating activities before changes in operating assets and liabilities	295,304,772	116,514,971	125,831,387	83,866,524
Operating assets (increase) decrease				
Trade and other receivables	5,400,275	(258,977)	14,082,597	(10,335,587)
Unbilled receivables	(319,831,363)	(77,523,336)	(153,820,969)	(43,017,812)
Work in process	-	4,933,045	-	3,237,185
Other current assets	4,510,378	(1,641,121)	434,224	(863,725)
Retention receivables	3,459,426	540,400	(158,836)	-
Other non-current assets	550,488	(995,790)	122,606	(825,790)
Operating liabilities increase (decrease)				
Trade and other payables	(16,371,583)	1,217,439	14,011,083	676,015
Service income received in advance and advances received from customers	12,488,341	(4,486,134)	13,424,776	(6,229,534)
Other current liabilities	(7,246,522)	(1,927,957)	(5,740,334)	(2,179,137)
Cash paid for long-term employee benefits	(7,557,333)	(1,872,000)	(2,494,000)	(1,872,000)
Cash flows from (used in) operating activities	(29,293,121)	34,500,540	5,692,534	22,456,139
Interest received	515,933	3,052,476	449,585	2,985,042
Cash paid for income tax	(40,192,029)	(21,172,528)	(11,800,878)	(16,663,308)
Net cash flows from (used in) operating activities	(68,969,217)	16,380,488	(5,658,759)	8,777,873

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

Stonehenge Inter Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the year ended 31 December 2020

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Cash flows from investing activities				
Decrease in restricted bank deposits	23,566,379	-	-	-
Purchase of other current financial assets	(134,868,809)	-	(134,868,809)	-
Proceed from sales of other current financial assets	444,434,170	-	444,434,170	-
Proceed from sales of current investments	-	55,045,432	-	55,045,432
Purchase of current investments	-	(430,461,005)	-	(430,461,005)
Cash paid in short-term loans	(491,003)	(552,000)	(7,121,003)	(65,000)
Cash received from short-term loans	480,079	597,910	1,117,000	30,072,000
Proceed from sales of equipment	1,305,636	8,859,813	-	6,710,280
Cash paid for purchases of investments in subsidiary (Note 13.1)	(275,055,750)	-	-	-
Cash paid in investment in subsidiary	-	-	(309,750,000)	(35,000,000)
Dividend received	-	-	11,999,940	-
Interest received	1,804,932	827,327	2,361,948	1,175,005
Cash paid for acquisitions of equipment and buildings improvement	(22,027,671)	(17,778,388)	(18,150,095)	(17,099,411)
Cash paid for acquisitions of intangible assets	(1,286,282)	(4,462,063)	(899,195)	(3,810,500)
Net cash flows from (used in) investing activities	37,861,681	(387,922,974)	(10,876,044)	(393,433,199)
Cash flows from financing activities				
Cash received in short-term loans from banks	179,992,779	-	-	-
Cash received in long-term loans from banks	165,700,000	-	160,000,000	-
Cash received from issuance of ordinary shares	19,575,000	-	-	-
Cash paid under lease liabilities	(19,743,109)	(8,570,622)	(12,887,265)	(5,715,504)
Cash paid for short-term loans from banks	(239,143,130)	-	-	-
Cash paid for long-term loans from banks	(12,064,000)	-	(11,430,000)	-
Dividend paid to shareholders	(66,999,775)	(26,760,283)	(66,999,775)	(26,760,283)
Interest paid	(5,234,524)	-	(3,417,984)	-
Net cash flows from (used in) financing activities	22,083,241	(35,330,905)	65,264,976	(32,475,787)
Net increase (decrease) in cash and cash equivalents	(9,024,295)	(406,873,391)	48,730,173	(417,131,113)
Cash and cash equivalents at the beginning of the year	37,030,292	443,903,683	23,061,065	440,192,178
Cash and cash equivalents of subsidiary at acquisition date	48,092,463	-	-	-
Cash and cash equivalents at the end of the year	76,098,460	37,030,292	71,791,238	23,061,065

Supplemental cash flow information:

Non-cash transactions

Purchases of equipment and intangible assets for which

no cash has been paid

5,099,623 1,994,657 770,871 1,982,157

Increase in right-of-use assets from lease liabilities

5,863,084 - -

Dividend receivable from subsidiaries

- - 44,291,937 11,999,940

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

Stonehenge Inter Public Company Limited and its subsidiaries

Notes to consolidated financial statements

For the year ended 31 December 2020

1. General information

1.1 Corporate information

Stonehenge Inter Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. Its major shareholder is Univentures Capital Company Limited, which was incorporated in Thailand. The Company is principally engaged in the consulting and construction management services. The Group is principally engaged in the consulting and construction management services, the design of architectural, engineering services and other services. The registered office of the Company is at No. 163, Chokechairuammitr (Ratchada19), Ratchadaphisek Road, Dindaeng District, Dindaeng, Bangkok.

1.2 Coronavirus disease 2019 Pandemic

The Coronavirus disease 2019 pandemic is adversely impacting most businesses and industries. This situation may bring uncertainties and have an impact on the environment in which the Company and its subsidiaries ("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 of financial statements

- 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 included the financial statements of Stonehenge Inter Public Company Limited ("the Company") and the following subsidiary companies ("the subsidiaries").

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			<u>2020</u> Percent	<u>2019</u> Percent
<u>Subsidiaries directly owned by the Company</u>				
Stonehenge Company Limited	The consulting and construction management services, the design of architectural and engineering services	Thailand	100	100
Stonehenge Inter Venture Company Limited	Investing in the other entities and/or operating the consulting business or other businesses	Thailand	100	-
<u>Subsidiary indirectly owned by the Company</u>				
Asian Engineering Consultants Corp., Ltd.	The consulting and construction management services and other services	Thailand	63.75	-

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

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

3 New financial reporting standards

(a) Financial reporting standards that became effective in the current year

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

Financial reporting standards related to financial instruments

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

Financial reporting standards:

TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments

Accounting standard:

TAS 32	Financial Instruments: Presentation
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Financial Reporting Standard Interpretations:

TFRIC 16	Hedges of a Net Investment in a Foreign Operation
TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

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

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

- Recognition of expected credit losses - The Group recognises an allowance for expected credit losses on its financial assets measured at amortised cost, and it is no longer necessary for a credit-impaired event to have occurred. The Group applies the simplified approach to consider impairment of trade receivables.

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

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

TFRS 16 Leases

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

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

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

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

Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the COVID-19 Pandemic

The Federation of Accounting Professions announced Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the COVID-19 Pandemic. Its objectives are to alleviate some of the impacts of applying certain financial reporting standards, and to provide clarification about accounting treatments during the period of uncertainty relating to this situation.

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

During the year from the first quarter to the third quarter of 2020, the Group elected to apply the temporary relief measures on accounting alternatives relating to not take into account forward-looking information when determining expected credit losses, in cases where the Group uses a simplified approach to determine expected credit losses.

In the fourth quarter of 2020, the Group has assessed the financial impacts of the uncertainties of the COVID-19 Pandemic on the valuation of assets. As a result, in preparing the financial statements for the year ended 31 December 2020, the Group has decided to discontinue application of temporary relief measures on accounting alternatives with no significant impact on the Group's financial statements.

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

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

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

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

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

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

(Unit: Thousand Baht)

	Consolidated financial statements			
		The effect of		
		Financial reporting		
		standards related		
	31 December	to financial		1 January
	2019	instruments	TFRS 16	2020
Statement of financial position				
Assets				
Current assets				
Current investments	377,128	(377,128)	-	-
Trade and other receivables	102,701	-	-	102,701
Other current financial assets	-	377,128	-	377,128
Non-current assets				
Right-of-use assets	-	-	75,626	75,626
Liabilities and shareholders' equity				
Liabilities				
Current liabilities				
Current portion of lease liabilities	303	-	13,130	13,433
Non-current liabilities				
Lease liabilities, net of current portion	233	-	62,496	62,729
Shareholders' equity				
Retained earnings - unappropriated	94,064	-	-	94,064

(Unit: Thousand Baht)

	Separate financial statements			
		The effect of		
		Financial reporting standards related		
	31 December	to financial		1 January
	2019	instruments	TFRS 16	2020
Statement of financial position				
Assets				
Current assets				
Current investments	377,128	(377,128)	-	-
Trade and other receivables	95,908	-	-	95,908
Other current financial assets	-	377,128	-	377,128
Non-current assets				
Right-of-use assets	-	-	66,669	66,669
Liabilities and shareholders' equity				
Liabilities				
Current liabilities				
Current portion of lease liabilities	303	-	10,715	11,018
Non-current liabilities				
Lease liabilities, net of current portion	233	-	55,954	56,187
Shareholders' equity				
Retained earnings - unappropriated	72,300	-	-	72,300

4.1 Financial instruments

The Group adopted financial reporting standards related to financial instruments, there is no significant impact to retained earnings and measurement basis of financial assets.

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

(Unit: Thousand Baht)

	Consolidated financial statements			
	The former carrying amount	Classification and measurement in accordance with TFRS 9		
		Fair value through		
		profit or loss	Amortised cost	Total
Financial assets as at				
1 January 2020				
Cash and cash equivalents	37,030	-	37,030	37,030
Other current financial assets	377,128	277,127	100,001	377,128
Trade and other receivables	102,701	-	102,701	102,701
Short-term loans	186	-	186	186
Total financial assets	517,045	277,127	239,918	517,045

(Unit: Thousand Baht)

	Separate financial statements			
	The former carrying amount	Classification and measurement in accordance with TFRS 9		
		Fair value through		
		profit or loss	Amortised cost	Total
Financial assets as at				
1 January 2020				
Cash and cash equivalents	23,061	-	23,061	23,061
Other current financial assets	377,128	277,127	100,001	377,128
Trade and other receivables	95,908	-	95,908	95,908
Short-term loans	11,040	-	11,040	11,040
Total financial assets	507,137	277,127	230,010	507,137

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

4.2 Leases

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

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
Operating lease commitments as at 31 December 2019	53,206	42,200
Less: Short-term leases and leases of low-value assets	(5,887)	(2,805)
Add: Option to extend lease term	39,020	37,400
Less: Deferred interest expenses	(10,713)	(10,126)
Increase in lease liabilities due to the adoption of TFRS 16	75,626	66,669
Liabilities under finance lease agreements as at 31 December 2019	536	536
Lease liabilities as at 1 January 2020	76,162	67,205
Weighted average incremental borrowing rate (percent per annum)	3.0 - 4.0	3.0 - 4.0
Comprise of:		
Current lease liabilities	13,433	11,018
Non-current lease liabilities	62,729	56,187
	76,162	67,205

5. Significant accounting policies

5.1 Revenues and expenses recognition

Service income

The Group determines that its service contracts generally have one performance obligation. The Group recognises service revenue over time where the stage of completion is measured using an input method, which is based on comparison of actual service costs incurred up to the end of the period and total anticipated cost of service at completion.

The likelihood of contract variations or claims and liquidated damages 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 value and percentage of completion cannot be reasonably measured, revenue is recognised only to the extent of contract costs incurred that are expected to be recovered.

Interest income

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

Finance cost

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

Dividends

Dividends are recognised when the right to receive the dividends is established.

Other revenues and expenses

Other revenues and expenses are recognised on an accrual basis.

5.2 Cash and cash equivalents

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

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

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.

A service income received in advance is the excess of the billings to date over the cumulative revenue earned and the Group has the obligation to transfer goods or services to a customer. Service income received in advance is recognised as revenue when the Group fulfils its performance obligations under the contracts.

Advances received from customers are advance payment specified in the contracts. This advance will be gradually deducted with invoice billed in each installment at the agreed rate.

5.4 Investments in subsidiaries

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

5.5 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).

No depreciation is provided on land classified as investment properties.

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

5.6 Plant and equipment/Depreciation

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

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

Buildings	10 and 25	years
Buildings improvement	5 and 10	years
Furniture, fixtures and office equipment	3 and 5	years
Motor vehicles	5	years

Depreciation is included in determining income.

No depreciation is provided on assets under installation.

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

5.7 Intangible assets

Intangible assets acquired through business combination are initially recognised at their fair value on the date of business acquisition while intangible assets acquired in other cases are recognised at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

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

A summary of the intangible assets with finite useful lives is as follows:

	<u>Useful lives</u>
Backlog	4 - 10 years
Computer software	3 - 5 years

5.8 Goodwill

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

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

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

5.9 Leases

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

The Group as a lessee

Accounting policies adopted since 1 January 2020

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

Right-of-use assets

Right-of-use assets are measured at cost, less accumulated depreciation, any accumulated impairment losses, 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 and buildings improvement	3 - 10 years
Vehicles	5 years

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

Lease liabilities

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

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

Short-term leases and leases of low-value assets

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

Accounting policies adopted before 1 January 2020

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

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

5.10 Related party transactions

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

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

5.11 Foreign currencies

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

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

Gains and losses on exchange are included in determining income.

5.12 Impairment of non-financial assets

At the end of each reporting period, the Group performs impairment reviews in respect of the plant and equipment, right-of-use asset, investment properties and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Group also carries out annual impairment reviews in respect of goodwill. 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. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

5.13 Employee benefits

Short-term employee benefits

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

Post-employment benefits

Defined contribution plans

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

Defined benefit plans

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

The obligation under the defined benefit plan is determined based on actuarial techniques, using the projected unit credit method.

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

5.14 Equity-settled share-based payment transactions

The Group recognises the share-based payment transactions at the date on which the options are granted, based on the fair value of the share options. They are recorded as expenses over the expected life of the share options, and a capital reserve for share-based payment transactions is presented in shareholders' equity.

5.15 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.

5.16 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.

5.17 Financial instruments

Accounting policies adopted since 1 January 2020

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

Classification and measurement of financial assets

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

Financial assets at amortised cost

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

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

Financial assets at FVTPL

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

These financial assets include derivatives, security investments held for trading, equity investments which the Group has not irrevocably elected to classify at FVOCI and financial assets with cash flows that are not solely payments of principal and interest.

Classification and measurement of financial liabilities

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

Derecognition of financial instruments

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

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

Impairment of financial assets

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

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

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due and considers a financial asset in default when contractual payments are 90 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, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

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

Offsetting of financial instruments

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

Accounting policies adopted before 1 January 2020

Trade accounts receivable

Trade accounts receivable are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

Investments

Investments in securities held for trading are stated at fair value. Changes in the fair value of these securities are recorded in profit or loss.

The fair value of marketable securities is based on the latest bid price of the last working day of the year. The fair value of debt instruments is determined based on yield rates quoted by the Thai Bond Market Association. The fair value of unit trusts is determined from their net asset value.

The weighted average method is used for computation of the cost of investments.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

5.18 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group applies a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measures fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Group determines whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

6. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Revenue from 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.

Allowance for expected credit losses of trade receivables

In determining an allowance for expected credit losses of trade 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.

Goodwill and intangible assets

The initial recognition and measurement of goodwill and intangible assets, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash-generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

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.

Litigation

The Group has contingent liabilities as a result of litigation. The Group's management has used judgement to assess of the results of the litigation and believes that no loss will result. Therefore, no contingent liabilities are recorded as at the end of reporting period.

7. Related party transactions

During the years, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Group and those related parties.

	(Unit: Thousand Baht)				
	Consolidated		Separate		Transfer pricing policy
	financial statements		financial statements		
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>	
<u>Transactions with subsidiaries</u>					
(eliminated from the consolidated financial statements)					
Service income	-	-	1,308	3,637	Contract price
Rental income	-	-	1,589	1,589	Contract price
Interest income	-	-	601	270	Contract rate
Dividend income	-	-	44,292	12,000	As declared
Other income	-	-	11,737	9,383	Contract price, At cost
Subcontractor cost	-	-	44,809	20,759	Contract price
Other expenses	-	-	154	-	Contract price
<u>Transactions with related parties</u>					
Service income	251,685	224,758	235,937	194,367	Contract price
Other income	-	31	-	31	At cost
Other expenses	9,122	10,493	7,078	9,182	Contract price and agreed price
Interest expense	1,572	28	1,572	28	Contract rate
<u>Transactions with management</u>					
Other income	46	281	46	281	Contract price

The balances of the accounts as at 31 December 2020 and 2019 between the Group and those related related parties are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
<u>Trade and other receivables - related parties</u>				
<u>Trade receivables - related parties (Note 9)</u>				
Subsidiary	-	-	182	2,404
Related parties (common directors)	21,588	32,762	20,748	27,889
Total trade receivables - related parties	21,588	32,762	20,930	30,293
<u>Other receivables - related parties (Note 9)</u>				
Subsidiaries	-	-	49,612	22,684
Related parties (common directors)	1,344	797	798	540
Management	-	3,013	-	3,013
Total other receivables - related parties	1,344	3,810	50,410	26,237
Total trade and other receivables - related parties	22,932	36,572	71,340	56,530
<u>Unbilled receivables - related parties (Note 10)</u>				
Subsidiaries	-	-	-	720
Related parties (common directors)	99,401	60,282	90,768	53,473
Total unbilled receivables - related parties	99,401	60,282	90,768	54,193
<u>Trade and other payables - related parties</u>				
<u>Trade payables - related parties (Note 19)</u>				
Subsidiary	-	-	19,113	8,257
Total trade payables - related parties	-	-	19,113	8,257
<u>Other payables - related parties (Note 19)</u>				
Subsidiary	-	-	10	-
Related parties (common directors)	2,350	3,090	2,070	2,876
Management	1,816	2,388	1,816	1,855
Shareholders of a subsidiary	19,575	-	-	-
Total other payables - related parties	23,741	5,478	3,896	4,731
Total trade and other payables - related parties	23,741	5,478	23,009	12,988

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
<u>Service income received in advance and advance received from customers - related parties (Note 10)</u>				
Subsidiary	-	-	12	-
Related parties (common directors)	2,328	10,749	2,328	10,444
Total service income received in advance and advance received from customers - related parties	2,328	10,749	2,340	10,444
<u>Lease liabilities - related parties (Note 21)</u>				
Related parties (common directors)	37,675	536	37,675	536
Total lease liabilities - related parties	37,675	536	37,675	536

Short-term loans to related party

As at 31 December 2020 and 2019, the balances of short-term loans to related party between the Group and the movement of these loans to are as follows:

	(Unit: Thousand Baht)			
	Separate financial statements			
	Balance as at	Increase	Decrease	Balance as at
	<u>31 December 2019</u>	<u>during the year</u>	<u>during the year</u>	<u>31 December 2020</u>
Subsidiary				
Stonehenge Company Limited	11,000	7,000	(1,000)	17,000

This loan is repayable on demand and unsecured, and carries interest at the rate of 1.50 and 4.00 percent per annum (2019: 1.50 percent per annum).

Directors and management's remuneration

During the years ended 31 December 2020 and 2019, the Group had employee benefit expenses payable to their directors and management as below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Short-term employee benefits	73,569	52,107	45,664	37,823
Post-employment benefits	1,973	6,564	1,105	3,505
Total	<u>75,542</u>	<u>58,671</u>	<u>46,769</u>	<u>41,328</u>

8. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Cash	282	230	120	90
Bank deposits	<u>75,816</u>	<u>36,800</u>	<u>71,671</u>	<u>22,971</u>
Total	<u>76,098</u>	<u>37,030</u>	<u>71,791</u>	<u>23,061</u>

As at 31 December 2020, bank deposits in saving accounts and fixed accounts carried interests between 0.05 and 0.60 percent per annum (the Company only: 0.05 and 0.60 percent per annum) (2019: between 0.22 and 0.38 percent per annum, the Company only: between 0.22 and 0.38 percent per annum).

9. Trade and other receivables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
<u>Trade receivables - related parties</u>				
Aged on the basis of due dates				
Not yet due	20,913	28,446	20,255	25,162
Past due				
Up to 3 months	263	4,316	263	3,585
3 - 6 months	412	-	412	583
6 - 12 months	-	-	-	963
Total trade receivables - related parties	<u>21,588</u>	<u>32,762</u>	<u>20,930</u>	<u>30,293</u>
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	119,788	31,024	24,271	20,849
Past due				
Up to 3 months	61,736	26,084	8,816	15,106
3 - 6 months	14,684	2,195	2,818	258
6 - 12 months	6,119	1,046	2,278	218
Over 12 months	25,455	4,751	2,099	903
Total	<u>227,782</u>	<u>65,100</u>	<u>40,282</u>	<u>37,334</u>
Less: Allowance for expected credit losses				
(2019: Allowance for doubtful debts)	<u>(13,421)</u>	<u>(3,572)</u>	<u>(526)</u>	<u>(794)</u>
Total trade receivables - unrelated parties, net	<u>214,361</u>	<u>61,528</u>	<u>39,756</u>	<u>36,540</u>
Total trade receivables, net	<u>235,949</u>	<u>94,290</u>	<u>60,686</u>	<u>66,833</u>
<u>Other receivables</u>				
Other receivables - related parties	1,344	3,810	50,410	26,237
Other receivables - unrelated parties	31,761	4,601	8,832	2,838
Total other receivables	<u>33,105</u>	<u>8,411</u>	<u>59,242</u>	<u>29,075</u>
Total trade and other receivable - net	<u>269,054</u>	<u>102,701</u>	<u>119,928</u>	<u>95,908</u>

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

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
As at 1 January 2020	3,572	794
Provision for expected credit losses	10,289	172
Written off	(440)	(440)
As at 31 December 2020	13,421	526

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

10.1 Contract balances

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Unbilled receivables	763,779	192,535	244,315	90,494
Retention receivables	63,131	-	159	-
Less: Allowance for expected credit losses	(258)	-	-	-
Retention receivables, net	62,873	-	159	-
Service income received in advance and advances received from customers				
Service income received in advance	40,118	22,350	6,691	20,657
Advances received from customers	237,912	864	27,391	-
Total	278,030	23,214	34,082	20,657

10.2 Revenue recognised in relation to contract balances

Revenue recognised in relation to contract balances for the year ended 31 December 2020 and 2019 are as follow:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Revenue recognised that was included in at service income received in advance the beginning of the year	55,594	13,906	20,494	13,092
Revenue recognised from changes in variable considerations of performance obligations satisfied in previous years	38,413	3,712	27,618	217

10.3 Revenue to be recognised for the remaining performance obligations

As at 31 December 2020, the Group's revenue aggregating to Baht 3,824.5 million (the Company only: Baht 1,094.9 million) (2019: Baht 1,490 million, the Company only: Baht 1,339 million) is expected to be recognised in the future relating to performance obligations that are unsatisfied (or partially unsatisfied) of contracts with customers. The Group expects to satisfy the performance obligations within 9 years (2019: 5 years).

11. Other current financial assets

	(Unit: Thousand Baht)
	Consolidated / Separate financial statements
	<u>31 December 2020</u>
Financial assets at FVTPL	
Investments in debt securities open-ended fund	67,964
Total other current financial assets	<u>67,964</u>

The fair value of investments in debt securities open-ended are determined from their net asset value of the last working day of the end of each reporting period which is the fair value measurement level 2 based on the fair value hierarchy.

12. Other current assets

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Advance payment for subcontract	33,459	-	-	-
Withholding tax receivable	16,544	5,735	15,947	5,173
Others	4,922	2,572	1,455	1,290
Total	<u>54,925</u>	<u>8,307</u>	<u>17,402</u>	<u>6,463</u>

13. Investments in subsidiaries

13.1 Details of investments in subsidiaries as presented in the separate financial statements

Company's name	Paid-up capital		Shareholding percentage		Cost		Dividend received during the year	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
			(Percent)	(Percent)				
Stonehenge Company Limited	40	40	100	100	59	59	12	12
Stonehenge Inter Venture Company Limited	310	-	100	-	310	-	32	-
Total					<u>369</u>	<u>59</u>	<u>44</u>	<u>12</u>

Changes in the investments in subsidiaries account during the year 31 December 2020 are described below.

Stonehenge Inter Venture Company Limited

On 27 February 2020, the Board of Director's meeting of the Company resolved to purchase of 99,997 issued ordinary shares of Stonehenge Inter Venture Company Limited, which is principally engaged in investing in the other entities and/or operating the consulting business or other businesses, at the value of Baht 10 per share, representing 99.97 percent of registered share capital of that company. On 6 March 2020, the Company made a payment totaling Baht 0.25 million.

On 27 April 2020, the Extraordinary General Meeting of Stonehenge Inter Venture Company Limited (the subsidiary) passed a resolution to increase its registered share capital from Baht 1 million to Baht 276 million through the issuance of 27.5 million of the new ordinary shares of Baht 10 each. The shares were allocated to the existing shareholders in proportion to their shareholding. The Company made a full payment of the newly share capital on 28 April 2020.

On 11 June 2020, the Extraordinary General Meeting of Stonehenge Inter Venture Company Limited (the subsidiary) passed a resolution to increase its registered share capital from Baht 276 million to Baht 310.5 million through the issuance of 3.45 million of the new ordinary shares of Baht 10 each. The shares were allocated to the existing shareholders in proportion to their shareholding. The Company made a full payment of the newly share capital on 23 June 2020.

Asian Engineering Consultants Corp., Ltd.

On 30 April 2020, Stonehenge Inter Venture Company Limited (the subsidiary) acquired 344,250 ordinary shares of Asian Engineering Consultants Corp., Ltd. at a price of Baht 799 each, or for a total of Baht 275 million. The investment represents 63.75 percent of all issued shares of that company, which is principally engaged in consulting and construction management services. The subsidiary made a fully share payment on 30 April 2020.

On 24 June 2020, Stonehenge Inter Venture Company Limited (the subsidiary) acquired 344,250 new ordinary shares of Asian Engineering Consultants Corp., Ltd. at a price of Baht 100 each or for a total of Baht 34.4 million. The investment represents 63.75 percent of all issued shares of that company. The subsidiary made a fully share payment on 24 June 2020.

Based on an assessment of the above transaction, the management of the Group believes that the investment is a business combination because the assets acquired and liabilities assumed constitute a business, and the Group has control over that business, in accordance with the definition specified in TFRS 3 Business Combinations.

The Group has had the fair value of the identifiable assets acquired and liabilities assumed assessed as at the acquisition date, which was 30 April 2020. This fair value measurement was completed during the third quarter of 2020. Within the measurement period, the Group received additional information about the fair value of the assets and liabilities and so has presented herein.

Details of the acquisition are as follows:

	(Unit: Million Baht)
Acquisition cost	275
Share of net assets acquired	(195)
Goodwill	80

The fair value of net assets acquired as at 30 April 2020 are as follows:

	(Unit: Million Baht)
	Fair value
Assets	
Cash and cash equivalents	48
Trade and other receivables	170
Unbilled receivables	251
Other current assets	40
Plant and equipment	205
Intangible assets	150
Other non-current assets	91
Total assets	955
Liabilities	
Bank overdrafts and short-term loans from banks	146
Trade and other payables	109
Service income received in advance and advances received from customers	242
Income tax payable	7
Other current liabilities	19
Lease liabilities	5
Provision for long-term employee benefits	70
Deferred tax liabilities	51
Total liabilities	649
Net assets acquired	306
Shareholding percentage (Percent)	63.75
Share of net assets acquired	195

13.2 Details of investments in subsidiary that have material non-controlling interests

(Unit: Million Baht)

Company's name	Proportion of equity interest held by		Accumulated balance of		Profit/loss allocated to		Dividend paid to	
	non-controlling interests		non-controlling interests		non-controlling interests		non-controlling interests	
	2020	2019	2020	2019	2020	2019	2020	2019
	(Percent)	(Percent)						
Asian Engineering Consultants Corp., Ltd.	36.25	-	140	-	30	-	20	-

13.3 Summarised financial information that based on amounts before inter-company elimination about subsidiary that have material non-controlling

Asian Engineering Consultants Corp., Ltd.

Summarised information about financial position

(Unit: Million Baht)

	2020
Current assets	600
Non-current assets	279
Current liabilities	(499)
Non-current liabilities	(100)

Summarised information about comprehensive income

(Unit: Million Baht)

For the period ended
31 December 2020

Revenue	729
Profit	95
Other comprehensive income	(3)
Total comprehensive income	92

Summarised information about cash flow

	(Unit: Million Baht)
	For the period ended
	31 December 2020
Cash flow used in operating activities	(22)
Cash flow used in investing activities	(6)
Cash flow used in financing activities	(19)
Net decrease in cash and cash equivalents	(47)

14. Investment properties

The investment property represents a number of pieces of land that is held for a currently undetermined future use. The net book value of investment properties as at 31 December 2020 and 2019 are presented below.

	(Unit: Thousand Baht)	
	Consolidated/Separate	
	financial statements	
	2020	2019
Costs	22,868	22,868
<u>Less</u> Allowance for impairment	(2,203)	(2,203)
Net book value	20,665	20,665

As at 31 December 2020, the fair values of the above investment properties is approximately Baht 33.5 million (2019: Baht 33.5 million) and has been determined based on valuation performed by an accredited independent valuer. The fair value of land has been determined using the market approach.

15. Plant and equipment

Movements in the plant and equipment account during the year 31 December 2020 and 2019 are summarised below.

	Consolidated financial statements						(Unit: Thousand Baht)
	Buildings	Buildings improvement	Equipment	Office equipment	Vehicles	Assets under installation	
Cost							
1 January 2019	1,581	12,901	380	7,647	30,207	-	52,716
Additions	-	180	-	6,155	-	13,438	19,773
Disposals/write off	-	-	-	-	(24,838)	-	(24,838)
31 December 2019	1,581	13,081	380	13,802	5,369	13,438	47,651
Increase from acquisition of subsidiary	243,433	2,002	15,824	108,584	13,466	-	383,309
Additions	-	16,732	-	9,810	-	-	26,542
Disposals/write off	-	-	(10,133)	(89,340)	(3,804)	-	(103,277)
Transfer	-	13,438	-	-	-	(13,438)	-
31 December 2020	245,014	45,253	6,071	42,856	15,031	-	354,225
Accumulated depreciation							
1 January 2019	1,473	12,308	302	5,024	25,043	-	44,150
Depreciation for the year	108	276	49	1,125	2,819	-	4,377
Depreciation on disposals/write off	-	-	-	-	(23,152)	-	(23,152)
31 December 2019	1,581	12,584	351	6,149	4,710	-	25,375
Increase from acquisition of subsidiary	45,433	2,002	15,757	103,768	11,482	-	178,442
Depreciation for the year	4,885	1,861	28	3,916	1,026	-	11,716
Depreciation on disposals/write off	-	-	(10,133)	(89,327)	(3,804)	-	(103,264)
31 December 2020	51,899	16,447	6,003	24,506	13,414	-	112,269
Net book value							
31 December 2019	-	497	29	7,653	659	13,438	22,276
31 December 2020	193,115	28,806	68	18,350	1,617	-	241,956
Depreciation for the year							
2019 (the balance in administrative expenses)							4,377
2020 (the balance in administrative expenses)							11,716

(Unit: Thousand Baht)

Separate financial statements

	Buildings improvement	Equipment	Office equipment	Vehicles	Assets under installation	Total
Cost						
1 January 2019	1,799	308	3,435	22,659	-	28,201
Additions	-	-	5,644	-	13,438	19,082
Disposals/write off	-	-	-	(18,000)	-	(18,000)
31 December 2019	1,799	308	9,079	4,659	13,438	29,283
Additions	15,932	-	2,245	-	-	18,177
Transfer	13,438	-	-	-	(13,438)	-
31 December 2020	31,169	308	11,324	4,659	-	47,460
Accumulated depreciation						
1 January 2019	1,162	240	2,070	18,640	-	22,112
Depreciation for the year	196	40	590	2,054	-	2,880
Depreciation on disposals/write off	-	-	-	(16,647)	-	(16,647)
31 December 2019	1,358	280	2,660	4,047	-	8,345
Depreciation for the year	1,830	12	1,685	396	-	3,923
31 December 2020	3,188	292	4,345	4,443	-	12,268
Net book value						
31 December 2019	441	28	6,419	612	13,438	20,938
31 December 2020	27,981	16	6,979	216	-	35,192
Depreciation for the year						
2019 (the balance in administrative expenses)						2,880
2020 (the balance in administrative expenses)						3,923

As at 31 December 2020, certain items of plant and equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 81.3 million (2019: Baht 7.9 million) (the Company only: Baht 5.7 million, 2019: Baht 5.3 million).

16. Intangible assets

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

	Consolidated financial statements			Separate financial statements	
	Computer			Computer	
	Backlog	software	Total	software	Total
As at 31 December 2020					
Cost / Fair value	149,401	23,959	173,360	7,675	7,675
<u>Less:</u> Accumulated amortisation	(17,395)	(16,604)	(33,999)	(2,138)	(2,138)
Net book value	132,006	7,355	139,361	5,537	5,537
As at 31 December 2019					
Cost	-	10,521	10,521	6,031	6,031
<u>Less:</u> Accumulated amortisation	-	(4,313)	(4,313)	(1,340)	(1,340)
Net book value	-	6,208	6,208	4,691	4,691

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

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Net book value at beginning of year	6,208	2,759	4,691	1,288
Increase from acquisition of subsidiary	676	-	-	-
Increase of backlog from acquisitions of subsidiary	149,401	-	-	-
Acquisition of computer software	2,080	4,462	1,644	3,811
Amortisation	(19,004)	(1,013)	(798)	(408)
Net book value at end of year	139,361	6,208	5,537	4,691

Acquisition during the year

Backlog is intangible assets acquired through business combination. These backlogs have remaining period and performance obligations of 3 - 9 years.

17. Goodwill

The Group has determined the recoverable amounts of its cash-generating units based on value in use by preparing projections of the cash flows that are expected to be generated from that group of assets in the future, with reference to financial projections approved by the management. These cash flow projections cover a period of 7 years due to the period cover almost services years of asset units.

Key assumptions used in the determination of value in use of assets are summarised below.

	(Unit: Percent per annum)	
	<u>Year 2021</u>	<u>Year 2022 - 2027</u>
Growth rate	5 - 10	5 - 10
Pre-tax discount rate	12	12

Management has considered the growth rate based on past performance and the expectations of the market growth and a pre-tax discount rate that reflects the risks specific to the asset. The management believes that goodwill is not impaired.

18. Bank overdrafts and short-term loans from banks

		(Unit: Thousand Baht)			
		Consolidated		Separate	
Interest rate		financial statements		financial statements	
(percent per annum)		2020	2019	2020	2019
Bank overdrafts	MOR	6,491	-	-	-
Promissory note	MLR - 2.00, MLR - 2.10 and MLR - 2.40	80,142	-	-	-
Total		86,633	-	-	-

Some of bank overdrafts and promissory note are secured by mortgage of the subsidiary's buildings.

19. Trade and other payables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Trade payables - related parties	-	-	19,113	8,257
Trade payables - unrelated parties	86,602	16,146	8,074	3,737
Other payables - related parties	23,741	5,478	3,896	4,731
Other payables - unrelated parties	21,540	14,044	7,130	10,032
Accrued expenses	27,934	7,135	8,476	5,150
Total	<u>159,817</u>	<u>42,803</u>	<u>46,689</u>	<u>31,907</u>

20. Long-term loans

			(Unit: Thousand Baht)			
			Consolidated		Separate	
			financial statements		financial statements	
Loan	Interest rate (percent per annum)	Repayment schedule	2020	2019	2020	2019
1	MLR-2.25% and MLR-2.00%	The first repayment of principal in December 2020 and is to be repaid in full within June 2027. Repayment interest on quarterly basis.	130,000	-	130,000	-
2	MLR-2.25% and MLR-2.00%	The first repayment of principal in December 2020 and is to be repaid in full within June 2027. Repayment interest on quarterly basis.	18,570	-	18,570	-
3	Fixed 2.00%	The first repayment of principal and interest in November 2020 and last repayment of principal in April 2022.	5,066	-	-	-
Total			<u>153,636</u>	<u>-</u>	<u>148,570</u>	<u>-</u>
Less: Current portion			<u>(26,664)</u>	<u>-</u>	<u>(22,860)</u>	<u>-</u>
Long-term loans, net of current portion			<u>126,972</u>	<u>-</u>	<u>125,710</u>	<u>-</u>

Movements of the long-term loans accounts during the year ended 31 December 2020 are summarised below:

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
Balance as at 1 January 2020	-	-
Add: Increased during the year	165,700	160,000
Less: Repayment	(12,064)	(11,430)
Net book value as at 31 December 2020	153,636	148,570

On 27 April 2020, the Company drew down Baht 140 million under a long-term loan agreement made with a bank for the purpose of purchasing ordinary shares of Stonehenge Inter Venture Company Limited. The long-term loan is repayment within 7 years. Under the loan agreements, the Company is required to comply with certain financial conditions and restrictions as prescribed in the agreements such as maintaining the debt to equity ratio, debt service coverage ratio. The loan is secured by the share certificates of Asian Engineering Consultants Corp., Ltd. at the value of Baht 140 million thereon and guaranteed by Stonehenge Inter Venture Company Limited.

On 19 June 2020, the Company drew down Baht 20 million under a long-term loan agreement made with a bank for the purpose of purchasing ordinary shares of Stonehenge Inter Venture Company Limited. The long-term loan is repayment within 7 years. Under the loan agreements, the Company is required to comply with certain financial conditions and restrictions as prescribed in the agreements such as maintaining the debt to equity ratio, debt service coverage ratio. The loan is secured by the share certificates of Asian Engineering Consultants Corp., Ltd. at the value of Baht 20 million thereon and guaranteed by Stonehenge Inter Venture Company Limited.

On 21 May 2020, the subsidiary drew down Baht 5.7 million under a long-term loan agreement made with a bank for the purpose of increasing in liquidity. The long-term loan is repayment within 2 years. Under the loan agreements, the subsidiary is required to comply with certain financial conditions and restrictions as prescribed in the agreements such as maintaining the debt service coverage ratio.

21. Leases

The Group as a lessee

The Group has lease contracts for various items of plant and equipment used in its operations. Leases generally have lease terms between 3 - 10 years.

a) Right-of-use assets

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

(Unit: Thousand Baht)

	Consolidated financial statements		
	Buildings and buildings improvement	Vehicles	Total
1 January 2020	48,518	27,108	75,626
Increase from acquisition of subsidiary	2,390	4,590	6,980
Addition during the year	-	5,863	5,863
Depreciation for the year	(9,212)	(7,822)	(17,034)
31 December 2020	41,696	29,739	71,435

(Unit: Thousand Baht)

	Separate financial statements		
	Buildings and buildings improvement	Vehicles	Total
1 January 2020	46,093	20,576	66,669
Depreciation for the year	(7,146)	(4,543)	(11,689)
31 December 2020	38,947	16,033	54,980

b) Lease liabilities

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Lease payments	87,126	556	64,463	556
Less: Deferred interest expenses	(9,365)	(20)	(7,844)	(20)
Total	77,761	536	56,619	536
Less: Portion due within one year	(20,621)	(303)	(11,610)	(303)
Lease liabilities - net of current portion	57,140	233	45,009	233

A maturity analysis of lease payments is disclosed in Note 33.1 under the liquidity risk.

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

(Unit: Thousand Baht)

	For the year ended 31 December 2020	
	Consolidated	Separate
	financial statements	financial statements
Depreciation expense of right-of-use assets	17,034	11,689
Interest expense on lease liabilities	3,121	2,301
Expense relating to short-term leases	363	-
Expense relating to leases of low-value assets	3,952	2,223

d) Others

The Group had total cash outflows for leases for the year ended 31 December 2020 of Baht 23.7 million, including the cash outflow related to short-term lease, leases of low-value assets. Moreover, the Group had non-cash additions to right-of-use assets and lease liabilities of Baht 5.9 million.

22. Other current liabilities

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Deferred output tax	16,104	7,010	4,096	4,641
Withholding tax payable	13,709	6,775	6,026	5,282
Provision for legal cases	-	4,698	-	4,698
Others	1,460	1,395	154	1,395
Total	<u>31,273</u>	<u>19,878</u>	<u>10,276</u>	<u>16,016</u>

23. Provision for long-term employee benefits

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

			(Unit: Thousand Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Provision for long-term employee benefits				
at beginning of year	70,704	46,952	44,769	31,053
Increase from acquisition of subsidiary	70,256	-	-	-
Included in profit or loss:				
Current service cost	11,691	6,896	6,077	5,156
Interest cost	1,830	1,517	713	979
Past service cost	-	9,954	-	5,156
Included in other comprehensive income:				
Actuarial (gain) loss arising from				
Demographic assumptions changes	(8,844)	(6,345)	(6,202)	(5,599)
Financial assumptions changes	2,726	1,603	983	1,196
Experience adjustments	300	11,999	(721)	8,700
Benefits paid during the year	(7,557)	(1,872)	(2,494)	(1,872)
Provisions for long-term employee				
benefits at end of year	<u>141,106</u>	<u>70,704</u>	<u>43,125</u>	<u>44,769</u>

The Group expects to pay Baht 3.9 million of long-term employee benefits during the next year (the Company only: Baht 1.0 million) (2019: Baht 2.5 million, the Company only: Baht 2.5 million).

As at 31 December 2020, the weighted average duration of the liabilities for long-term employee benefit of the Group are approximately 17 - 20 years (the Company only: 20 years) (2019: 18 - 20 years, the Company only: 20 years).

Significant actuarial assumptions are summarised below:

			(Unit: percent per annum)	
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Discount rate	0.90 - 1.30	1.52 - 1.59	1.01	1.59
Salary increase rate	4.50 - 5.00	5.00	5.00	5.00
Turnover rate	2.00 - 22.00	1.00 - 36.00	2.00 - 22.00	1.00 - 22.00

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

(Unit: Million Baht)

As at 31 December 2020				
	Consolidated		Separate	
	financial statements		financial statements	
	<u>Increase 0.5%</u>	<u>Decrease 0.5%</u>	<u>Increase 0.5%</u>	<u>Decrease 0.5%</u>
Discount rate	(6.59)	7.09	(1.78)	1.90
Salary increase rate	7.20	(6.74)	1.73	(1.64)
	<u>Increase 10%</u>	<u>Decrease 10%</u>	<u>Increase 10%</u>	<u>Decrease 10%</u>
Turnover rate	(3.88)	4.31	(1.75)	1.99

(Unit: Million Baht)

As at 31 December 2019				
	Consolidated		Separate	
	financial statements		financial statements	
	<u>Increase 0.5%</u>	<u>Decrease 0.5%</u>	<u>Increase 0.5%</u>	<u>Decrease 0.5%</u>
Discount rate	(3.98)	4.36	(2.68)	2.95
Salary increase rate	4.38	(4.04)	2.96	(2.72)
	<u>Increase 10%</u>	<u>Decrease 10%</u>	<u>Increase 10%</u>	<u>Decrease 10%</u>
Turnover rate	(2.89)	3.14	(2.01)	2.17

24. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5 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 distribution. At present, the statutory reserve has fully been set aside.

25. Expenses by nature

Significant expenses classified by nature are as follows:

			(Unit: Thousand Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Salaries and wages and other employee benefits	718,917	488,166	354,821	329,789
Subcontractor cost	389,905	66,132	126,180	49,078
Depreciation and amortisation expense	47,754	5,389	16,411	3,288
Professional fee/Consultant expense	83,994	10,367	10,716	8,907
Loss from provision for legal case	46	281	46	281
Rental expenses from lease agreements	5,485	15,168	2,231	11,210

26. Income tax

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

			(Unit: Thousand Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Current income tax:				
Current income tax charge	31,548	23,969	-	17,699
Deferred tax:				
Deferred tax relating to origination and reversal of temporary differences	14,808	(2,533)	20,383	(1,121)
Tax expenses reported in profit or loss	<u>46,356</u>	<u>21,436</u>	<u>20,383</u>	<u>16,578</u>

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

			(Unit: Thousand Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Deferred tax on actuarial gains (losses)	<u>1,164</u>	<u>(1,451)</u>	<u>1,188</u>	<u>(859)</u>

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

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Accounting profit before tax	225,118	106,938	143,482	93,995
Applicable tax rate	20%	20%	20%	20%
Accounting profit before tax multiplied by income tax rate	45,024	21,388	28,696	18,799
Effects of:				
Non-deductible expenses	2,037	467	1,087	470
Exemption of income	-	-	(8,858)	(2,400)
Additional expense deductions allowed	(705)	(419)	(542)	(291)
Total	1,332	48	(8,313)	(2,221)
Income tax expenses reported in profit or loss	46,356	21,436	20,383	16,578

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

	(Unit: Thousand Baht)			
	Statements of financial position			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Deferred tax assets				
Allowance for expected credit losses				
(2019: Allowance for doubtful debts)	2,736	714	105	159
Allowance for asset impairment	472	441	441	441
Accumulated depreciation - Buildings improvement	1,139	-	162	-
Accumulated depreciation - Computer software	64	-	59	-
Provision for long-term employee benefits	28,221	14,141	8,625	8,954
Service income received in advance	1,179	-	1,179	-
Other current liabilities	54	1,210	-	1,210
Lease liabilities	229	-	195	-
Unused tax loss	9,525	-	9,525	-
Total	43,619	16,506	20,291	10,764
Deferred tax liabilities				
Unbilled receivables	(39,132)	(60)	(39,132)	(60)
Service income received in advance	-	(363)	-	(363)
Fair value of plant and equipment from acquisition of a subsidiary	(36,640)	-	-	-
Fair value of backlog	(26,401)	-	-	-
Unrealised gain from revaluation of other current financial assets	(29)	(285)	(29)	(285)
Total	(102,202)	(708)	(39,161)	(708)

27. Earnings per share

Basic earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

	For the years ended 31 December			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Profit to equity holders of the Company (Thousand Baht)	149,220	85,502	123,098	77,417
Weighted average number of ordinary shares (Thousand shares)	268,000	268,000	268,000	268,000
Earnings per share (Baht per share)	0.56	0.32	0.46	0.29

28. 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 services and have two reportable segments as follows:

- (1) Consulting and management services segment
- (2) Design of architectural, engineering services and other services segment

No operating segments have been aggregated to form the above reportable operating segments.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and on a basis consistent with that used to measure operating profit or loss in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The basis of pricing policies for the inter-segment transfer are at the prices as described in Note 7 to the financial statements.

Business operations of the Group is mainly carried on in Thailand. Below is the consolidated financial information for the year ended 31 December 2020 and 2019 of the Group by segment.

(Unit: Thousand Baht)

	Consulting and management services		Design of architectural, engineering services and other services		Elimination of inter-segment transactions		Consolidated	
	2020	2019	2020	2019	2020	2019	2020	2019
Service income								
Revenue from external customers	1,221,005	603,474	349,248	108,872	-	-	1,570,253	712,346
Inter-segment revenues	46,117	24,396	1,498	-	(47,615)	(24,396)	-	-
Total revenues	1,267,122	627,870	350,746	108,872	(47,615)	(24,396)	1,570,253	712,346
Segment operating gross profit	408,668	211,234	89,865	29,150	-	-	498,533	240,384
Unallocated income and expenses:								
Other income							5,911	14,935
Administrative expenses							(270,972)	(147,895)
Finance cost							(8,355)	(486)
Income tax expenses							(46,356)	(21,436)
Profit for the year							178,761	85,502

Major customers

For the year 2020, the Group has revenue from two major customers in amount of Baht 228.3 million and Baht 184.2 million, arising from revenues by 1 and 2 segments (2019: Baht 109.6 million derived from one major customer, arising from revenues by 1 and 2 segments).

29. Provident fund

The Group and its employees have jointly established provident funds in accordance with the Provident Fund Act B.E. 2530. Both employees and the Group contribute to the funds monthly at the rate of 3 - 10 percent of basic salary. The funds, which are managed by three asset management companies will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2020 amounting to approximately Baht 12.2 million (the Company only: Baht 6.2 million) (2019: Baht 8.8 million, the Company only: Baht 5.7 million) were recognised as expenses.

30. Dividends

Dividends	Approved by	Total dividends (Million Baht)	Dividend per share (Baht)
Final dividends for 2018	Annual General Meeting of the shareholders on 23 April 2019	26.8	0.10
Total dividends for 2019		26.8	0.10
Interim dividends from the Company's profit for the year 2019	Board of Director's meeting on 30 March 2020	67.0	0.25
Total dividends for 2020		67.0	0.25

31. Commitments and contingent liabilities

31.1 Lease commitments

As at 31 December 2020, future minimum lease payments of the Group required under short-term leases and leases of low-value assets contracts are totaling Baht 8.2 million (the Company only: Baht 2.8 million).

31.2 Service commitments

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

- The Group has commitments totaling Baht 409.9 million (the Company only: Baht 41.1 million) (2019: Baht 25.8 million, the Company only: Baht 35.8 million) in respect of cost of service, for which the Group had already entered into agreements.

- b) The subsidiaries have commitments totaling Baht 3.6 million (2019: Baht 0.1 million) in respect of other service commitments, for which the subsidiaries had already entered into agreements.

31.3 Bank guarantees

As at 31 December 2020, the Group had outstanding bank guarantees of approximately Baht 646.5 million (the Company only: Baht 72.6 million) issued by banks on behalf of the Group as required in the normal course of business (2019: Baht 88.4 million, the Company only: Baht 63.2 million).

31.4 Litigation

In August 2019, the Company was sued in the case of neglecting its duties regards to a service contract by a customer for 1 case. The value is Baht 8.5 million with interest at 7.5% per annum. Currently, the case has been dismissed by the Civil Court and is in the process of appeal. The Company believes that this case would not incur any impact on the Company. Therefore, the Company does not record any allowance for the impact that may incur from the said matter in the financial statements.

32. Fair value hierarchy

As at 31 December 2020 and 2019, the Group had the assets that were measured at fair value or for which fair value was disclosed using different levels of inputs as follows:

	(Unit: Million Baht)			
	Consolidated financial statements/ Separate financial statements			
	As at 31 December 2020			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Financial assets measured at FVTPL	-	68.0	-	68.0
Assets for which fair value are disclosed				
Investment property	-	33.5	-	33.5

(Unit: Million Baht)

	Consolidated financial statements/ Separate financial statements			
	As at 31 December 2019			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Held for trade investments				
Debt instruments	-	277.1	-	277.1
Assets for which fair value are disclosed				
Investment property	-	33.5	-	33.5

33. Financial instruments

33.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade accounts receivable, loans, other current financial assets, bank overdrafts and short-term loans, long-term loans 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 trade accounts receivable, loans, deposits with banks and other financial instruments. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

Trade receivables

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 are regularly monitored. In addition, the Group does not have high concentrations of credit risk since it has a large customer base in various industries.

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.

Financial instruments and cash deposits

The Group manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Executive Committee on an annual basis, and may be updated throughout the year subject to approval of the Group's Executive Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

Interest rate risk

The Group's exposure to interest rate risk relates primarily to its cash at banks, loans, bank overdrafts and short-term loans from banks, long-term loans 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.

The Group manages its interest rate risk by closely following up the impact from floating interest rate and may consider applying financial instruments such as Interest Rate Swap to reduce its risk as necessary.

As at 31 December 2020 and 2019, significant financial assets and liabilities classified by type of interest rate 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: Million Baht)

Consolidated financial statements as at 31 December 2020							
Fixed interest rates							
	Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rate (percent per annum)
Financial assets							
Cash and cash equivalent	50.0	-	-	22.6	3.5	76.1	0.05 - 0.60
Trade and other receivables	-	-	-	-	269.1	269.1	-
Deposits at bank with restrictions	-	-	0.3	-	-	0.3	1.25
Other current financial assets	-	-	-	-	68.0	68.0	-
	50.0	-	0.3	22.6	340.6	413.5	
Financial liabilities							
Bank overdraft and short-term loans from banks	-	-	-	86.6	-	86.6	MOR, MLR - 2.00, MLR - 2.10 and MLR - 2.40
Trade and other payables	-	-	-	-	159.8	159.8	
Long-term loans	4.0	1.0	-	148.6	-	153.6	2.00, MLR - 2.00 and MLR - 2.25
Lease liabilities	20.7	43.8	13.3	-	-	77.8	3.00 - 14.59
	24.7	44.8	13.3	235.2	159.8	477.8	

(Unit: Million Baht)

Consolidated financial statements as at 31 December 2019

	Fixed interest rates						
	Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non-interest bearing	Total	Effective interest rate
							(percent per annum)
<u>Financial assets</u>							
Cash and cash equivalent	-	-	-	36.8	0.2	37.0	0.22 - 0.38
Trade and other receivables	-	-	-	-	102.7	102.7	-
Current investments	100.0	-	-	-	277.1	377.1	1.80
	100.0	-	-	36.8	380.0	516.8	
<u>Financial liabilities</u>							
Trade and other payables	-	-	-	-	42.8	42.8	-
Lease liabilities	0.3	0.2	-	-	-	0.5	3.96
	0.3	0.2	-	-	42.8	43.3	

(Unit: Million Baht)

Separate financial statements as at 31 December 2020

	Fixed interest rates						
	Within	1-5	Over	Floating	Non- interest		Effective
	1 year	years	5 years	interest rate	bearing	Total	interest rate
							(percent per annum)
<u>Financial assets</u>							
Cash and cash equivalent	50.0	-	-	18.7	3.1	71.8	0.05 - 0.60
Trade and other receivables	-	-	-	-	119.9	119.9	-
Short-term loans to related parties	17.0	-	-	-	-	17.0	1.50 and 4.00
Other current financial assets	-	-	-	-	68.0	68.0	-
	67.0	-	-	18.7	191.0	276.7	
<u>Financial liabilities</u>							
Trade and other payables	-	-	-	-	46.7	46.7	-
Long-term loans	-	-	-	148.6	-	148.6	MLR - 2.00 and MLR - 2.25
Lease liabilities	11.6	31.7	13.3	-	-	56.6	3.00 - 4.00
	11.6	31.7	13.3	148.6	46.7	251.9	

(Unit: Million Baht)

Separate financial statements as at 31 December 2019

	Fixed interest rates						
	Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rate
							(percent per annum)
<u>Financial assets</u>							
Cash and cash equivalent	-	-	-	22.0	1.1	23.1	0.22 - 0.38
Trade and other receivables	-	-	-	-	95.9	95.9	-
Short-term loans to related parties	11.0	-	-	-	-	11.0	1.50
Current investments	100.0	-	-	-	277.1	377.1	1.80
	111.0	-	-	22.0	374.1	507.1	
<u>Financial liabilities</u>							
Trade and other payables	-	-	-	-	31.9	31.9	-
Lease liabilities	0.3	0.2	-	-	-	0.5	3.96
	0.3	0.2	-	-	31.9	32.4	

The Group considers the sensitivity of profit before tax to a reasonably possible change in interest rates on that portion of floating rate loans from banks affected as at 31 December 2020 is immaterial.

Liquidity risk

The Group monitors the risk of a shortage of liquidity through the use of bank overdrafts, bank loans and lease contracts. Approximately 61% of the Group's debt will mature in less than one year at 31 December 2020 (2019: 56%) (the Company only: 35%, 2019: 61%) based on the carrying value of borrowings reflected in the financial statements. The Group has 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 non-derivative financial liabilities as at 31 December 2020 based on contractual undiscounted cash flows:

(Unit: Thousand Baht)

	Consolidated financial statements				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Financial liabilities					
Bank overdraft and short-term loans					
from banks	-	87,498	-	-	87,498
Trade and other payables	-	159,817	-	-	159,817
Long-term loans	-	31,327	128,660	11,606	171,593
Lease liabilities	-	23,402	49,627	14,097	87,126
Total	-	302,044	178,287	25,703	506,034

(Unit: Thousand Baht)

	Separate financial statements				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Financial liabilities					
Trade and other payables	-	46,689	-	-	46,689
Long-term loans	-	27,548	126,759	11,606	165,823
Lease liabilities	-	13,509	36,857	14,097	64,463
Total	-	87,656	163,616	25,703	276,975

Foreign currency risk

As at 31 December 2020 and 2019, the Group considers itself not to be exposed to foreign currency risk because the financial transactions are in Baht currency.

33.2 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 value is not expected to be materially different from the amounts presented in the statement of financial position.

34. Capital management

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2020, the Group's debt-to-equity ratio was 1.18 (2019: 0.26) and the Company's was 0.54 (2019: 0.19).

35. Events after the reporting period

On 24 February 2021, the Company's Board of Directors' meeting passed the resolution to approve a dividend payment to the shareholders of Baht 0.40 per share. The dividend is to be paid from the Company's operating results for the year 2020. However, this resolution will be further proposed for the shareholders' approval in the Annual General Meeting of the shareholders for the fiscal year 2021.

36. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 24 February 2021.

Certification of information accuracy

The company has already reviewed all information containing in annual report carefully. The company, hereby, represent and warrant that all such information are accurate and complete and contain no false statement without any lack of material fact which should have been informed where such information may cause damages to the purchasers of those shares. In addition, the company would like to certify that :

(1) Financial statements and financial information, attached to this filing, are represent accurate and complete without any lack of material fact about the financial status, performance and cash flow of the company and its subsidiaries.

(2) The company is responsible to provide the good disclosure system of the information of the company to ensure that the company discloses the material fact of the company and its subsidiaries accurately and completely. The company also supervises the practice of that system.

(3) The company is responsible to provide the good corporate governance system of the company and supervise the practice of that system.

(4) In addition, the company already inform the result of the good corporate governance appraisal as of 24 February 2021 to the Auditor and the Audit and Risk Committee of the company including the material incomplete and change of the corporate governance as well as false practice that may influent the preparation of the financial statements of the company and its subsidiaries.

In this regard, as proof that all documents are the same as the documents certified by the Company, I have assigned Mrs. Nongnuch Phumphol, Company Secretary to sign every page of the documents. If any document does not contain Mrs. Nongnuch Phumphol, Company Secretary signature, I will deem that such document is not the information that I have certified as above.

Name	Position	Signature
1. Mr. Somkiat Silawatanawong	Director and Chief Executive Officer	Mr. Somkiat Silawatanawong
2. Mr. Bundit Muangsornkeaw	Director and Executive Director	Mr. Bundit Muangsornkeaw (stamp)

Attorney

Name	Position	Signature
Mrs. Nongnuch Phumphol	Company Secretary	Mrs. Nongnuch Phumphol

Attachment 1

**Details of Directors,
Executives , Controlling Person,
The highest responsibility
in accounting and finance,
The person who directly responsible
for accounting supervision
and Company Secretary.**

Board of Directors

Mr. Jumpol Sumpaopol

Age (Years) : 67

Nationality : Thai

Position : Independent Director/ Chairman/ Chairman of
the Nomination and Remuneration Committee

First Appointment Date : February 17, 2017

Tenure : 3 years 10 months



Education

- Bachelor of Engineering, Civil Engineering, King Mongkut's University of Technology Thonburi.
- Bachelor of Sciences Industrial Education and Technology, Civil Engineering, King Mongkut's University of Technology Thonburi
- Certificate of Public and Private Management Program, National Institute of Development Administration

Training in Thai Institute of Directors Association (IOD)

- Directors Certification Program (DCP) 136/2012

Other Training Courses

- Diploma of Metropolitan Leader, Bangkok Metropolitan and King Prajadhipok's Institute
- Certificate of Public and Private Management Program, National Institute of Development Administration
- Certificate of New Government Budget Management, University of California Los Angeles (UCLA)
- Certificate of Infrastructure and System Development Traffic and Transportation
- Certificate of Corporate Governance for Director and Senior Executive of State Enterprises and Public Organization (Class 11), King Prajadhipok's Institute
- Certificate of Senior Executive Management of Metropolitan Development "Mahanakhon" (Class 1), Bangkok Metropolitan
- Certificate of Systematic Problem Solving and Decision Making: SPSDM, Office of the Public Sector Development Commission (OPDC)
- The Rule of Law and Democracy (Class 3), College Constitution Court
- Business Revolution and Innovation Network "BRAINS" (Class 2), The Federation of Thai industries (F.T.I.)
- Certificate Health Ambassador (Class 1), Chulabhorn Royal Academy

% of Shares Held in STI Included Holding by
Spouse and Minor Children - None

Family relationship among directors/ executives
- None

Directorship positions in Other listed Companies and Non-Listed Companies/ Working Experience during the Past 5 Years

Position in Other Listed Companies

2019-Present Independent Director/ Member of
the Audit Committee, IRPC Public Co., Ltd.

Position in Non-Listed Companies

2007-Present University Promotion Committee Board,
King Mongkut's University of
Technology Thonburi

Experience in Other Listed Companies - None

Experience in Non-Listed Companies

2013-2016 Deputy Governor of Bangkok,
Bangkok Metropolitan Administration

2011-2013 Board of Directors,
Metropolitan Electricity Authority (MEA)

2011-2013 Deputy Permanent Secretary for Bangkok,
Bangkok Metropolitan Administration

2009-2011 Director General, Public Works Department,
Bangkok Metropolitan Administration

2007-2009 Director General, Traffic and
Transportation Department,
Bangkok Metropolitan Administration

Legal record in the past 10 years - None

Meeting attendance in fiscal year 2020

The Board of Director Meeting	7/7
The Nomination and Remuneration Committee	2/2



Associate Professor Dr. Sarayut Nathaphan

Age (Years) : 49

Nationality : Thai

Position : Independent Director/
Chairman of the Audit Committee/
Member of the Nomination and
Remuneration Committee

First Appointment Date : August 17, 2017

Tenure : 3 years 4 months

Education

- Doctor of Philosophy (Finance), Thammasart University
- Master of Science (Finance), University of Denver, USA
- Bachelor of Faculty of Business Administration (Finance), Thammasart University

Training in Thai Institute of Directors Association (IOD)

- Advanced Audit Committee Program (AACP) 4/2019
- Director Certificate Program (DCP) 184/2014
- Directors Accreditation Program (DAP) 92/2011

Other Training Courses

- Disruptive Innovation (DI) 2017, Harvard Business School, USA
- Leadership Succession Program (LSP), Institute of Research and Development for Public Enterprises (IRDP) 7/2016
- Strategy & Innovation for Business Asia for Management (SIBA) 5/2015, College of Management, Mahidol University with Massachusetts Institute of Technology (MIT)

% of Shares Held in STI Included Holding by

Spouse and Minor Children - None

Family relationship among directors/ executives

- None

Directorship positions in Other listed Companies and Non-Listed Companies/ Working Experience during the Past 5 Years

Position in Other Listed Companies - None

Position in Non-Listed Companies

- | | |
|--------------|---|
| 2019-Present | Member of the Audit Committee,
Office of the Energy Regulatory Commission |
| 2018-Present | Investment Management Sub-Committee
Digital Government Development Agency
(Public Organization) |
| 2015-Present | Dputy Dean, Academic Affairs and
Research and Development, Mahidol
University International College |
| 2014-Present | Risk Management Sub-Committee,
Electronic Government Agency
(Public Organization) |

Experience in Other Listed Companies - None

Experience in Non-Listed Companies

- | | |
|-----------|---|
| 2011-2014 | Executive Director/ Independent Director/
Member of the Audit Committee,
Ausiris Future Co., Ltd. |
| 2010-2014 | Head of Finance Department, Faculty of
Commerce and Accountancy, Thammasart
University |

Legal record in the past 10 years - None

Meeting attendance in fiscal year 2020

- | | |
|---|-----|
| The Board of Director Meeting | 7/7 |
| The Audit Committee Meeting | 4/4 |
| The Nomination and Remuneration Committee | 1/2 |

Miss Chawaluck Sivayathorn

Age (Years) : 43

Nationality : Thai

Position : Independent Director/ Member of the Audit Committee/ Member of the Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee

First Appointment Date : February 27, 2017

Tenure : 3 years 10 months



Education

- LL.M. in International Business Law, University of Manchester, The United Kingdom
- Master of Science in Business Management, University of Strathclyde, The United Kingdom
- Bachelor of Law, Chulalongkorn University

Training in Thai Institute of Directors Association (IOD)

- Advanced Audit Committee Program (AACP) 34/2019
- Directors Accreditation Program (DAP) 150/2018

Other Training Courses - None

% of Shares Held in STI Included Holding by Spouse and Minor Children - None

Family relationship among directors/ executives

- None

Directorship positions in Other listed Companies and Non-Listed Companies/ Working Experience during the Past 5 Years

Position in Other Listed Companies - None

Position in Non-Listed Companies

2005-Present Managing Partner, Thanathip & Partners
Legal Counsellors Limited

Experience in Other Listed Companies - None

Experience in Non-Listed Companies - None

Legal record in the past 10 years - None

Meeting attendance in fiscal year 2020

The Board of Director Meeting	7/7
The Audit Committee Meeting	4/4
The Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee	2/2



Mrs. Suparanan Tanviruch

Age (Years) : 54

Nationality : Thai

Position : Independent Director/ Member of
the Audit Committee

First Appointment Date : April 23, 2019

Tenure : 1 years 8 months

Education

- Master of Accounting, Thammasat University
- Bachelor of Accounting, Thammasat University

Training in Thai Institute of Directors Association (IOD)

- Director Certificate Program (DCP) 216/2016

Other Training Courses

- Directors Diploma Examination for graduated member, Thai IOD and Australian Institute of Company Directors (AICD)
- TLCA Executive Development Program (EDP) 11/2014, Thai listed Company Association
- Academy of Business Creativity (ABC) 3/2015, Academy of Business Creativity Sri Pathum University
- Executive Program in Urban Management 2/2017, Navamindradhiraj University
- Executive Program in Capital Market (CMA) 26/2018, Capital Market Academy

% of Shares Held in STI Included Holding by Spouse and Minor Children

1,100,000 shares (0.41%)

Family relationship among directors/ executives

- None

Directorship positions in Other listed Companies and Non-Listed Companies/ Working Experience during the Past 5 Years Position in Other Listed Companies

- | | |
|--------------|--|
| 2019-Present | Independent Director and Member of
the Audit Committee
Major Development Plc. |
| 2019-Present | Independent Director and Chairman of
the Audit Committee
Nation International Edutainment Plc. |

- | | |
|--------------|-----------------------------------|
| 2018-Present | Advisor
BTS Group Holding Plc. |
|--------------|-----------------------------------|

Position in Non-Listed Companies - None

Experience in Other Listed Companies

- | | |
|-----------|--|
| 2016-2018 | Chairman of the Executive Committee and
Chief Executive Officer
Master Ad Plc. |
| 2008-2016 | Chief Financial Officer
VGI Global Media Plc. |

Experience in Non-Listed Companies

- | | |
|-----------|--|
| 2019-2020 | Director, Smart Bus Co., Ltd. |
| 2019-2020 | Independent Director & Member of the Audit
Committee, Mith-Mitree Medical Co., Ltd. |
| 2017-2018 | Director, Thai Listed Company Association |
| 2016-2018 | Director, Green Ad Co., Ltd. |
| 2016-2018 | Director, Inkjet Images (Thailand) Co., Ltd. |
| 2016-2018 | Director, Landy Development Co., Ltd. |
| 2016-2018 | Director, Open Plays Co., Ltd. |
| 2016-2018 | Director, MACO Outdoor Sdn.Bhd. |
| 2016-2018 | Director, Eyeball Channel Sdn.Bhd. |
| 2016-2018 | Director, Master and More Co., Ltd. |

Legal record in the past 10 years - None

Meeting attendance in fiscal year 2020

- | | |
|-------------------------------|-----|
| The Board of Director Meeting | 6/7 |
| The Audit Committee Meeting | 3/4 |



Mr. Pairuch Laoprasert

Age (Years) : 57

Nationality : Thai

Position : Director/ Executive Director/ Chairman of
the Executive Committee
(Authorized Directors of the Company)

First Appointment Date : October 13, 2004

Tenure : 16 years 2 months

Education

- Master of Business Administration, The University of Queensland, Australia
- Bachelor of Faculty of Engineering, Civil Engineering, King Mongkut's University of Technology Thonburi

Training in Thai Institute of Directors Association (IOD)

- Directors Accreditation Program (DAP) 134/2017

Other Training Courses - None

% of Shares Held in STI Included Holding by Spouse and Minor Children

31,219,000 shares (11.65%)

Family relationship among directors/ executives

- None

Directorship positions in Other listed Companies and Non-Listed Companies/ Working Experience during the Past 5 Years

Position in Other Listed Companies - None

Position in Non-Listed Companies

April 2020-Present	Director/ Chairman of the Executive Committee Asian Engineering Consultant Co., Ltd.
March 2020-Present	Director/ Executive Director Stonehenge Inter Venture Co., Ltd.
2012-Present	Director S.A. Auto Co., Ltd.
1992-Present	Director/ Chief Executive Officer Stonehenge Co., Ltd.

Experience in Other Listed Companies - None

Experience in Non-Listed Companies

2012-2016	Director, CAMC Motor (Thailand) Co., Ltd.
2012-2016	Director, S.M. Motor Sales Co., Ltd.
2012-2016	Director, Rich Auto Part Co., Ltd.
2012-2016	Director, A.K.S.A Co., Ltd.
2012-2016	Director, A.K. Gas Co., Ltd.
2012-2016	Director, Amnuaysup Development Co., Ltd.

Legal record in the past 10 years - None

Meeting attendance in fiscal year 2020

The Board of Director Meeting	7/7
The Executive Committee	12/12



Mr. Somkiat Silawatanawong

Age (Years) : 56

Nationality : Thai

Position : Director/ Executive Director/ Member of
the Nomination and Remuneration Committee
Chief Executive Officer
(Authorized Directors of the Company)

First Appointment Date : October 13, 2004

Tenure : 16 years 2 months

Education

- Honorary Doctorate Degree in Civil Engineering, Faculty of Engineering, Rajamangala University of Technology Rattanakosin
- Master of Business Administration (Finance), National Institute of Development Administration
- Bachelor of Faculty of Law, Thammasat University
- Bachelor of Faculty of Engineering, Civil Engineering, King Mongkut's University of Technology Thonburi

Training in Thai Institute of Directors Association (IOD)

- Director Accreditation Program (DAP) 134/2017
- Directors Certification Program (DCP) 264/2018

Other Training Courses

- Top Executive Program in Commerce and Trade (TEPCoT) 13, by Commerce Academy, University of the Thai Chamber of Commerce
- Chief Transformation Officer - CTO Course by mai and maiA
- Executive Program in Capital Market (CMA) 26/2018, Capital Market Academy
- Diploma, National Defence College, The National Defence Course Class 2018

% of Shares Held in STI Included Holding by Spouse and Minor Children

40,000,000 shares (14.93%)

Family relationship among directors/ executives

- None

Directorship positions in Other listed Companies and Non-Listed Companies/ Working Experience during the Past 5 Years

Position in Other Listed Companies - None

Position in Non-Listed Companies

April 2020-Present	Chairman/ Executive Director Asian Engineering Consultant Co., Ltd.
March 2020-Present	Chairman/ Executive Director Stonehenge Inter Venture Co., Ltd.
2012-Present	Director/ Executive Director Stonehenge Co., Ltd.
2012-Present	Director S.A. Auto Co., Ltd.

Experience in Other Listed Companies - None

Experience in Non-Listed Companies

2012-2016	Director, CAMC Motor (Thailand) Co., Ltd.
2012-2016	Director, S.M. Motor Sales Co., Ltd.
2012-2016	Director, Rich Auto Part Co., Ltd.
2012-2016	Director, A.K.S.A Co., Ltd.
2012-2016	Director, A.K. Gas Co., Ltd.
2012-2016	Director, Amnuaysup Development Co., Ltd.

Legal record in the past 10 years - None

Meeting attendance in fiscal year 2020

The Board of Director Meeting	7/7
The Executive Committee	12/12
The Nomination and Remuneration Committee	2/2

Mr. Somchit Peumpremsuk



Age (Years) : 56

Nationality : Thai

Position : Director/ Executive Director/ Chairman of the Risk Management Committee/ Chairman of the Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee (Authorized Directors of the Company)

First Appointment Date : October 13, 2004

Tenure : 16 years 2 months

Education

- Bachelor of Faculty of Engineering, Civil Engineering, King Mongkut's University of Technology Thonburi

Training in Thai Institute of Directors Association (IOD)

- Directors Certification Program (DCP) 237/2017
- Risk Management Program for Corporate Leaders (RCL) 17/2019

Other Training Courses

- SD Professional Sharing 2/2020 : Sustainability Report "not as hard" as you think, by The Stock Exchange of Thailand

% of Shares Held in STI Included Holding by Spouse and Minor Children

30,000,000 shares (11.19%)

Family relationship among directors/ executives

- None

Directorship positions in Other listed Companies and Non-Listed Companies/ Working Experience during the Past 5 Years

Position in Other Listed Companies - None

Position in Non-Listed Companies

April 2020-Present	Director/ Executive Director Executive Vice President Asian Engineering Consultant Co., Ltd.
March 2020-Present	Director/ Executive Director Stonehenge Inter Venture Co., Ltd.
2012-Present	Director, S.A. Auto Co., Ltd.
1992-Present	Director/ Executive Vice President Stonehenge Co., Ltd.

Experience in Other Listed Companies - None

Experience in Non-Listed Companies

2017-2019	Vice President #3, The Engineering Institute of Thailand Under His Majesty The King's Patronage
2012-2016	Director, CAMC Motor (Thailand) Co., Ltd.
2012-2016	Director, S.M. Motor Sales Co., Ltd.
2012-2016	Director, Rich Auto Part Co., Ltd.
2012-2016	Director, A.K.S.A Co., Ltd.
2012-2016	Director, A.K. Gas Co., Ltd.
2012-2016	Director, Amnuaysup Development Co., Ltd.

Legal record in the past 10 years - None

Meeting attendance in fiscal year 2020

The Board of Director Meeting	7/7
The Executive Committee	12/12
The Risk Management Committee	4/4
The Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee	2/2



Mr. Issarin Suwatano

Age (Years) : 49

Nationality : Thai

Position : Director/ Executive Director/ Member of the Risk Management Committee/ Member of the Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee/ Executive Vice President

First Appointment Date : October 13, 2004

Tenure : 16 years 2 months

Education

- Master of Faculty of Business Administration, National University of San Diego, California, USA
- Bachelor of Faculty of Business Administration, Rangsit University

Training in Thai Institute of Directors Association (IOD)

- Directors Certification Program (DCP) 237/2017
- Risk Management Program for Corporate Leaders (RCL) 17/2019

Other Training Courses

- 2MORROW SCALER Batch 5 to drive Thai Economy, by 2MORROW SCALER Company Limited

% of Shares Held in STI Included Holding by Spouse and Minor Children

12,000,000 shares (4.48%)

Family relationship among directors/ executives

- None

Directorship positions in Other listed Companies and Non-Listed Companies/ Working Experience during the Past 5 Years

Position in Other Listed Companies - None

Position in Non-Listed Companies

April 2020-Present	Director/ Executive Director Executive Vice President Asian Engineering Consultant Co., Ltd.
2012-Present	Director/ Executive Director GODANG 19 Co., Ltd.
2012-Present	Director/ Executive Director S.A. Auto Co., Ltd.

2012-Present	Director/ Executive Director CAMC Motor (Thailand) Co., Ltd.
2012-Present	Director/ Executive Director S.M. Motor Sales Co., Ltd.
2012-Present	Director/ Executive Director Rich Auto Part Co., Ltd.
2012-Present	Director/ Executive Director A.K.S.A Co., Ltd.
2012-Present	Director/ Executive Director A.K. Gas Co., Ltd.
2012-Present	Director/ Executive Director Amnuaysup Development Co., Ltd.

Experience in Other Listed Companies - None

Experience in Non-Listed Companies - None

Legal record in the past 10 years - None

Meeting attendance in fiscal year 2020

The Board of Director Meeting	7/7
The Executive Committee	12/12
The Risk Management Committee	4/4
The Good Corporate Governance Development and for promoting social activities for corporate sustainable development Committee	22

Mr. Kittisak Suphakawat



Age (Years) : 50
Nationality : Thai
Position : Director/ Executive Director/
Member of the Risk Management Committee/
Executive Vice President
First Appointment Date : August 11, 2016
Tenure : 4 years 4 months

Education

- Master of Public Administration Program,
National Institute of Development Administration
- Bachelor of Faculty of Engineering, Civil Engineering,
Southeast Asia University

Training in Thai Institute of Directors Association (IOD)

- Director Accreditation Program (DAP) 134/2017
- Director Certification Program (DCP) 263/2018

Other Training Courses

- FIDIC Construction Engineering Contract Management
Course 3 Module 4, by the Consulting Engineers
Association of Thailand (CEAT)
- Advanced Certificate Course in Public Economic
Management for Executives Batch 19 by
King Prajadhipok's Institute

% of Shares Held in STI Included Holding by Spouse and Minor Children

8,020,000 shares (2.99%)

Family relationship among directors/ executives

- None

Directorship positions in Other listed Companies and Non-Listed Companies/ Working Experience during the Past 5 Years

Position in Other Listed Companies - None

Position in Non-Listed Companies

April 2020-Present	Director/ Executive Director Asian Engineering Consultant Co., Ltd.
2012-Present	Director/ Executive Director Stonehenge Co., Ltd.

Experience in Other Listed Companies

2016-2017	Deputy Managing Director Stonehenge Inter Public Co., Ltd.
2010-2016	Vice President/ Deputy Managing Director, Stonehenge Co., Ltd.

Experience in Non-Listed Companies - None

Legal record in the past 10 years - None

Meeting attendance in fiscal year 2020

The Board of Director Meeting	7/7
The Executive Committee	11/12
The Risk Management Committee	4/4



Mr. Worawat Srisa-an

Age (Years) : 48

Nationality : Thai

Position : Director/ Executive Director/ Member of
the Nomination and Remuneration Committee/
(Authorized Directors of the Company)

First Appointment Date : August 11, 2016

Tenure : 4 years 4 months

Education

- Master of Urban Planning, Columbia University, USA
- Bachelor of Architecture, Illinois Institute of Technology, USA

Training in Thai Institute of Directors Association (IOD)

- Board Nomination and Compensation Program (BNCP) 8/2019
- Financial Statement for Directors (FSD) 28/2015
- Successful Formulation and Executive of Strategy (SFE) 20/2014
- Director Certification Program (DCP) 178/2013

Other Training Courses

- Executive Program in Capital Market (CMA) 17/2013, Capital Market Academy

% of Shares Held in STI Included Holding by Spouse and Minor Children - None

Family relationship among directors/ executives

- None

Directorship positions in Other listed Companies and Non-Listed Companies/ Working Experience during the Past 5 Years Position in Other Listed Companies

2013-Present	Director/ Executive Director/ Member of the Corporate Governance Committee Univentures Public Co., Ltd.
1 Oct 2020-Present	Consultant of the Risk Management and Sustainability Committee Univentures Public Co., Ltd.
2013-30 Sep 2020	President/ Chairman of the Risk Management Committee Univentures Public Co., Ltd.

Position in Non-Listed Companies

1 Oct 2020-Present	Deputy Chief Executive Officer, Development, Frasers Property Holdings Thailand Co., Ltd.
Dec 2020-Present	Director, Kasem Subsiri Co., Ltd.
Oct 2019-Present	Director, Lertrattakarn Property Development Co., Ltd.
Dec 2018 - Present	Director, Collective Co., Ltd.
Nov 2017-Present	Director, AheadAll Co., Ltd.
Jul 2017-Present	Director, LRK Development Co., Ltd.
Jan 2017-Present	Director, Connexion Co., Ltd.
2016-Present	Director, Univentures Capital Co., Ltd.
2013-Present	Director, Lertrattakarn Co., Ltd.
2013-Present	Director, ESCO Ventures Co., Ltd.
2013-Present	Director/ Chief Executives Grand Unity Development Co., Ltd.
2013-Present	Director/ Chief Executives Grand U Living Co., Ltd.
2013-Present	Director, Univentures BGP Co., Ltd. (Formerly Univentures Consulting Co., Ltd.)
2013-Present	Director, Univentures Asset Management Co., Ltd.
2013-Present	Director, Thai-Lysaght Co., Ltd.
2013-Present	Director, Forward System Co., Ltd.

Experience in Other Listed Companies – None

Experience in Non-Listed Companies

2012-2018	Director, Thanthavaorn (2012) Co., Ltd.
2013-2018	Director, Panachai Panichayakarn Co., Ltd.
2013-2018	Director, Yodying Intertrade Co., Ltd.
2013-2016	Director, Excellent Energy International Co., Ltd.

Legal record in the past 10 years – None

Meeting attendance in fiscal year 2020

The Board of Director Meeting	7/7
The Executive Committee	10/12
The Nomination and Remuneration Committee	2/2



Mr. Bundit Muangsornkeaw

Age (Years) : 51

Nationality : Thai

Position : Director/ Executive Director
(Authorized Directors of the Company)

First Appointment Date : August 11, 2016

Tenure : 4 years 4 months

Education

- Master of Business Administration, Chulalongkorn University
- Bachelor of Business Administration (Accounting & Finance), University of the Thai Chamber of Commerce

Training in Thai Institute of Directors Association (IOD)

- Directors Certification Program (DCP) 252/2018
- Risk Management Program for Corporate Leaders (RCL) 13/2018

Other Training Courses

- Strategic CFO 2/2016 by The Stock Exchange of Thailand
- CFO Getting Together 2018 by The Stock Exchange of Thailand
- Orientation Course, CFO 3rd Edition by The Stock Exchange of Thailand

% of Shares Held in STI Included Holding by Spouse and Minor Children - None

Family relationship among directors/ executives

- None

Directorship positions in Other listed Companies and Non-Listed Companies/ Working Experience during the Past 5 Years

Position in Other Listed Companies

2015-Present Executive Vice President-Financial Budgeting and Accounting
Univentures Public Co., Ltd.

Position in Non-Listed Companies

Mar 2020-Present Director/ Executive Director
Stonehenge Inter Venture Co., Ltd.
Oct 2019-Present Director, Lertrattakarn Property Development Co., Ltd.

Dec 2018 - Present Director, Collective Co., Ltd.
Nov 2017-Present Director, AheadAll Co., Ltd.
Jul 2017-Present Director, LRK Development Co., Ltd.
Jan 2017-Present Director, Connexion Co., Ltd.
Jan 2017-Present Director, Sense Property Management Co., Ltd.
2016-Present Director, Univentures Capital Co., Ltd.
2013-Present Director, Lertrattakarn Co., Ltd.
2013-Present Director, ESCO Ventures Co., Ltd.
2013-Present Director/ Chief Executives
Grand Unity Development Co., Ltd.
2013-Present Director/ Chief Executives
Grand U Living Co., Ltd.
2013-Present Director, Univentures BGP Co., Ltd.
(Formerly Univentures Consulting Co., Ltd.)
2013-Present Director
Univentures Asset Management Co., Ltd.
2013-Present Director, Thai-Lysaght Co., Ltd.
2013-Present Director, Thai-Zinc Oxide Co., Ltd.
2013-Present Director, Forward System Co., Ltd.

Experience in Other Listed Companies

Jul 2003-Dec 2014 Accounting and Finance Department
Manager
Bumrungrad Hospital Public Co., Ltd.

Experience in Non-Listed Companies - None

Legal record in the past 10 years - None

Meeting attendance in fiscal year 2020

The Board of Director Meeting 7/7
The Executive Committee 12/12

Mr. Khumpol Poonsonee



Age (Years) : 49

Nationality : Thai

Position : Director/ Executive Director
(Authorized Directors of the Company)

First Appointment Date : August 11, 2016

Tenure : 4 years 4 months

Education

- Master of Business Administration, University of Newcastle upon Tyne, UK
- Bachelor of Science Program in Agricultural Economics, Kasetsart University

Training in Thai Institute of Directors Association (IOD)

- Company Secretary Program (CSP) 55/2015
- Director Certification Program (DCP) 185/2014
- Risk Management Committee Program (RMP) 4/2014
- Directors Accreditation Program (DAP) 87/2011

Other Training Courses

- Executive Program in Capital Market (CMA) 24/2017, Capital Market Academy

% of Shares Held in STI Included Holding by Spouse and Minor Children - None

Family relationship among directors/ executives

- None

Directorship positions in Other listed Companies and Non-Listed Companies/ Working Experience during the Past 5 Years

Position in Other Listed Companies

26 Jan 2021-Present	Director	Univentures Public Co., Ltd.
1 Oct 2020-Present	President/ Executive Director/ Chairman of the Risk Management and Sustainability Committee	Univentures Public Co., Ltd.
Dec 2016-30 Sep 2020	Executive Vice President-Investment and Business Development	Univentures Public Co., Ltd.
2018-Present	Member of the Sustainability and Risk Management Committee	Amarin Printing and Publishing Plc.
Mar 2017-Present	Director/ Executive Director/	Amarin Printing and Publishing Plc.

Position in Non-Listed Companies

Oct 2020-Present	Director, Thai-Zinc Oxide Co., Ltd.
Oct 2020-Present	Director, Thai-Lysaght Co., Ltd.
Oct 2020-Present	Director
	Grand Unity Development Co., Ltd.
Oct 2020-Present	Director, Forward System Co., Ltd.
Oct 2020-Present	Director
	Sense Property Management Co., Ltd.
Oct 2020-Present	Director/ Chief Executives
	Grand U Living Co., Ltd.
Oct 2020-Present	Director, Connexion Co., Ltd.
Oct 2020-Present	Director, Univentures Asset Management Co., Ltd.
Oct 2020-Present	Director, ESCO Ventures Co., Ltd.
Aug 2020-Present	Executive Director/Senior Executive Vice President-Strategy and Business Development, Adelfos Co., Ltd.
May 2020-Present	Executive Director
	F&B International Co., Ltd.
Apr 2020-Present	Director, F&B International Co., Ltd.
May 2020-Present	Executive Director, N.C.C. Image Co., Ltd.
Apr 2020-Present	Director, N.C.C. Image Co., Ltd.
May 2020-Present	Executive Director
	N.C.C. Exhibition Organizer Co., Ltd.
Apr 2020-Present	Director
	N.C.C. Exhibition Organizer Co., Ltd.
Oct 2019-Present	Director, Lertrattakarn Property Development Co., Ltd.
2019-Present	Executive Director
	TCC Assets (Thailand) Co., Ltd.
Sep 2018-Present	Executive Director
	T Space Digital Co., Ltd.

Position in Non-Listed Companies (continued)

Jun 2018-Present	Director/ Vice Chairman of Executive Committee, Amarin Book Center Co., Ltd.	Jan 2018-Nov 2020	Director, GMM Media Public Co., Ltd.
May 2018-Present	Vice Chairman of the Board of Director/Vice Chairman of Executive Committee, Amarin Television Co., Ltd.	2016-Oct 2020	Director/ Managing Director Univentures BGP Co., Ltd. (Formerly Univentures Consulting Co., Ltd.)
Feb 2017-Present	Director, Amarin Television Co., Ltd.	2013-Sep 2020	Director, Golden Land Residence Co., Ltd.
Jan 2018-Present	Director, NY Property Development Co., Ltd.	2013-Sep 2020	Director, Golden Habitation Co., Ltd.
Dec 2017-Present	Director, Univentures Capital Co., Ltd.	2013-Sep 2020	Director, Golden Land (Mayfair) Co., Ltd.
Dec 2017-Present	Director, AheadAll Co., Ltd.	2013-Sep 2020	Director, Golden Land Polo Ltd.
Nov 2017-Present	Director/ Executive Director Amarin Omniverse Co., Ltd.	2013-Sep 2020	Director, Golden Property Services Co., Ltd.
Jul 2017-Present	Director, LRK Development Co., Ltd.	2013-Sep 2020	Director, Grand Mayfair Co., Ltd.
2016-Present	Director, Vadhanabhakdi Co., Ltd.	2013-Sep 2020	Director, Grand Paradise Property Co., Ltd.
Apr 2017-Present	Director, Siridamrongdham Co., Ltd.	2013-Sep 2020	Director, MSGL Property Co., Ltd.
2016-Present	Director, Univentures BGP Co., Ltd. (Formerly Univentures Consulting Co., Ltd.)	2013-Sep 2020	Director, Narayana Pavilion Co., Ltd.
2016-Present	Director, Lertrattakarn Co., Ltd.	2013-Sep 2020	Director, North Sathorn Realty Co., Ltd.
2002-Present	Director Cathay Asset Management Co., Ltd.	2013-Sep 2020	Director, Ritz Village Co., Ltd.
		2013-Sep 2020	Director, Sathorn Thong Co., Ltd.
		2013-Sep 2020	Director, United Homes Co., Ltd.
		2013-Sep 2020	Director, Walker Homes Co., Ltd.
		2013-Sep 2020	Director, Sathorn Supsin Co., Ltd.
		2013-Feb 2019	Director, Baan Chang Estate Co., Ltd.
		Jul 2018-Jan 2019	Director, TARAD Dot Com Group Co., Ltd.
		Jul 2018-Dec 2018	Director, Siribhakdidham Co., Ltd.
		Feb 2018-Aug 2018	Director, T Space Digital Co., Ltd.
		Oct 2017-Dec 2019	Director, Bhakdivattana Co., Ltd.
		2013-2018	Director, SeaQuest Explorer Co., Ltd.
		2015-2016	Director, North Sathorn Hotel Co., Ltd.
		2011-2013	Investment Committee Kinnaree Property Fund

Experience in Other Listed Companies

Feb 2013-Sep 2020	Executive Director, Golden Land Property Development Plc.
2013-Nov 2016	Member of the Risk Management Committee/ Company Secretary/ Secretary of the Executive Committee/ Secretary of the Risk Management Committee/Executive Vice President-Business Development, Golden Land Property Development Plc.
2008-2012	Senior Vice President-Business Development, Univentures Public Co., Ltd.

Experience in Non-Listed Companies

Jul 2018-Feb 2021	Director, Pay Solution Co., Ltd.
Jul 2018-Feb 2021	Vice Chairman of Executive Committee Tarad Dot Com Group Co., Ltd.
Sep 2018-Nov 2020	Director, A-Time Media Co., Ltd.
Sep 2018-Nov 2020	Director, GMM TV Co., Ltd.
Sep 2018-Nov 2020	Director GMM Studios International Co., Ltd.
Aug 2018-Nov 2020	Executive Director GMM Channel Holding Co., Ltd.
Apr 2018-Nov 2020	Director, Change 2561 Co., Ltd.

Legal record in the past 10 years - None

Meeting attendance in fiscal year 2020

The Board of Director Meeting	7/7
The Executive Committee	11/12

Mr. Vichian Daopalangphrom

Age (Years) : 60

Nationality : Thai

Position : Senior Vice President of Structure and
Architecture Department

Education / Training Courses

- Master of Business Administration, Dhurakij Pundit University
- Bachelor of Faculty of Architecture, Silpakorn University

Training Course:

- BIM TRAINING 2019 Course
- BIM-Naviswork Course 2019
- CPM planning Course by Microsoft Project 2020
- Primavera for Project planning Course 2020

% of Shares Held in STI Included Holding by

Spouse and Minor Children - None

Family relationship among directors/ executives

- None

Directorship positions in Other listed Companies and Non-Listed Companies/ Working Experience during the Past 5 Years

Position in Other Listed Companies - None

Position in Non-Listed Companies

2013-2017 Assistant to Managing Director
Stonehenge Inter Co., Ltd.

Mr. Sitthikorn Kamolwanon

Age (Years) : 57

Nationality : Thai

Position : Senior Vice President of Structure and
Architecture Department

Education/ Training Courses

- Bachelor of Faculty of Engineering, Civil Engineering,
King Mongkut's University of Technology Thonburi

Training Course:

- CPM planning by Microsoft Project 2020
- Creating 3D model by photo from Drone for apply to
Civil Engineering 2020
- Extension of time in Construction by CPM Method and
Case Study of Dispute in Courts 5/2020

% of Shares Held in STI Included Holding by

Spouse and Minor Children

100,000 shares (0.04%)

Family relationship among directors/ executives

- None

Directorship positions in Other listed Companies and Non-Listed Companies/ Working Experience during the Past 5 Years

Position in Other Listed Companies - None

Position in Non-Listed Companies

2013-2017 Assistant to Managing Director
Stonehenge Inter Co., Ltd.

Mr. Rangsan Phatcharakitti

Age (Years) : 47

Nationality : Thai

Position : Senior Vice President of Structure and
Architecture Department

Education/ Training Courses

- Master of Business Administration, Khon Kaen University
- Bachelor of Faculty of Engineering, Khon Kaen University
- Company Secretary Program (CSP) 79/2017

Training Course:

- BIM TRAINING Course 2019
- CPM planning Course by Microsoft Project 2020
- Primavera for Project planning Course 2020

% of Shares Held in STI Included Holding by

Spouse and Minor Children

6,105,000 shares (2.28%)

Family relationship among directors/ executives

- None

Directorship positions in Other listed Companies and Non-Listed Companies/ Working Experience during the Past 5 Years

Position in Other Listed Companies - None

Position in Non-Listed Companies

2013-2017 Assistant to Managing Director
Stonehenge Inter Co., Ltd.

Mr. Terdsakul Vividworn

Age (Years) : 61

Nationality : Thai

Position : Senior Vice President of Structure and
Architecture Department

Education/ Training Courses

- High Vocational Certificate of Faculty of Architectur,
Rajamangala University of Technology, Uthenthawai Campus
- Construction and Management of Mechanical, Electrical,
Plumbing Engineering (Trainer)

% of Shares Held in STI Included Holding by Spouse and Minor Children

4,100,000 shares (1.53%)

Family relationship among directors/ executives

- None

Directorship positions in Other listed Companies and Non-Listed Companies/ Working Experience during the Past 5 Years

Position in Other Listed Companies - None

Position in Non-Listed Companies

2013-2017 Assistant to Managing Director
Stonehenge Inter Co., Ltd.

Mr. Thana Ratananakin

Age (Years) : 58

Nationality : Thai

Position : Senior Vice President of Structure and
Architecture Department

Education/ Training Courses

- Bachelor of Faculty of Engineering, Kasetsart University

Training Course:

- BIM TRAINING Course 2019
- CPM planning Course by Microsoft Project 2020
- Primavera for Project planning Course 2020

% of Shares Held in STI Included Holding by Spouse and Minor Children

83,600 shares (0.03%)

Family relationship among directors/ executives

- None

Directorship positions in Other listed Companies and Non-Listed Companies/ Working Experience during the Past 5 Years

Position in Other Listed Companies - None

Position in Non-Listed Companies

2007-2017 Manager Construction Department
YHS International Co., Ltd.

Mr. Sithichai Sereepattanapol

Age (Years) : 50

Nationality : Thai

Position : Chief Financial Officer/ Investor Relation

Education/ Training Courses

- Master of Applied Finance, University of Melbourne, Australia
- Master of Business Administration, Faculty of Commerce and Accountancy, Thammasat University
- Bachelor of Business Administration, Faculty of Commerce and Accountancy, Thammasat University

Training Course:

- Strategic CFO in Capital Markets 8/2019
- CFO Refresher Course #1 by The Stock Exchange of Thailand

% of Shares Held in STI Included Holding by Spouse and Minor Children - None

Family relationship among directors/ executives

- None

Directorship positions in Other listed Companies and Non-Listed Companies/ Working Experience during the Past 5 Years

Position in Other Listed Companies

2016-2017 Deputy to Chief Executive Officer-
Financial and Accounting
Nusasiri Public Co., Ltd.

2013-2015 Executive Vice President-Financial
and Accounting
Univentures Public Co., Ltd.

Position in Non-Listed Companies

Apr 2020-Present Director/ Executive Director/ Chief
Financial Officer
Asian Engineering Consultant Co., Ltd.

Mrs. Suwanna Sangthong

Age (Years) : 45

Nationality : Thai

Position : Vice President - Financial Department

Education/ Training Courses

- Bachelor of Business Administration, Dhurakij Pundit University

Training Course:

- Insight Finance Management Course
- Financial Model 1 (Fundamentals of Finance)
- Financial Model 2 (Feasibility Study)
- Financial Model 3 (Financial Projection and DCF)

% of Shares Held in STI Included Holding by Spouse and Minor Children - None

Family relationship among directors/ executives

Sister of Mr. Somchit Peumpremsuk

Directorship positions in Other listed Companies and Non-Listed Companies/ Working Experience during the Past 5 Years

Position in Other Listed Companies - None

Position in Non-Listed Companies

2016-2017 Manager - Financial Department
Stonehenge Inter Co., Ltd.

Mr. Tawatchai Pangchat

Age (Years) : 38

Nationality : Thai

Position : Accounting Manager

Education/ Training Courses

- Bachelor of Engineering (Logistics Engineering), University of the Thai Chamber of Commerce
- Bachelor of Accountancy Program, Sukhothai Thammathirat Open University
- Master of Science Program in Financial Engineering, University of the Thai Chamber of Commerce
- Master of Accountancy Program, University of the Thai Chamber of Commerce
- Diploma in Thai Financial Reporting (Dip-TFR) 1/2018
- Financial Reporting Standards Course (Assets) 1/2020

% of Shares Held in STI Included Holding by
Spouse and Minor Children - None

Family relationship among directors/ executives

- None

Directorship positions in Other listed Companies and Non-Listed Companies/ Working Experience during the Past 5 Years

Position in Other Listed Companies - None

Position in Non-Listed Companies

Feb 2017- Jun 2017 Assistant Manager-Financial and
Accounting, RHB Bank Thailand

2013-2017 Costing Analyst
ISS Support Services Co., Ltd.

2012-2013 Senior Financial Analyst
Big C Supercenter Public Co., Ltd.

Miss Wanida Chusree

Age (Years) : 38

Nationality : Thai

Position : Chief Accountant

Education/ Training Courses

- Bachelor of Business Administration, Northeastern University
- High Vocational Certificate of Accounting and Business Administration, ChaiyaPhum Technical College

Training Course:

- Withholding tax system and E-Withholding Tax
- Impact from TFRS 16-Lease
- Update the new law as a result of net profit calculation

% of Shares Held in STI Included Holding by
Spouse and Minor Children - None

Family relationship among directors/ executives

- None

Directorship positions in Other listed Companies and Non-Listed Companies/ Working Experience during the Past 5 Years

Position in Other Listed Companies - None

Position in Non-Listed Companies

2005-2011 Finance Officer S.C. Mining Co., Ltd.

Mrs. Nongnuch Phumhol

Age (Years) : 49

Nationality : Thai

Position : Company Secretary/ Secretary of the Audit
Committee/Secretary of the Executive
Committee/ Secretary of the Corporate
Governance and Social activities Development
for Sustainable Development Committee/
Head of Compliance

Education/ Training Courses

- Bachelor of Communication Arts Program, Sukhothai Thammathirat Open University

Training Course:

- Board Reporting Program (BRP) 1/2009
- Company Secretary Program (CSP) 18/2006
- Effective Minutes Talking (EMT) 4/2006
- Advance Company Secretary 2018 by Thai Listed Companies Association (TLCA)
- SD Professional Sharing 2/2020 : Sustainability Report "not as hard" as you think, by The Stock Exchange of Thailand
- Preliminary to Corporate Sustainability (P01)

% of Shares Held in STI Included Holding by Spouse and Minor Children - None

Family relationship among directors/ executives
- None

Directorship positions in Other listed Companies and Non-Listed Companies/ Working Experience during the Past 5 Years

Position in Other Listed Companies - None

Position in Non-Listed Companies

2016-2017	Secretary of Chief Executive Officer Spring News Corporation Co., Ltd.
2012-2016	Secretary of Honorary Chairman of the Board Media Expertise International (Thailand) Co., Ltd.
2008-2012	Company Secretary Nation International Edutainment Public Co., Ltd.

1.2 Duties and Responsibilities of the Company Secretary

The Company Secretary has duties and responsibilities by carefully and faithful and duties according to Securities and Exchange Act in providing legal, Article of Company and regulation consultancy that the Board of Directors should be aware of, and coordinate with all related parties to comply with resolutions of the Board and resolutions of the Shareholder Meeting. The Company Secretary with duties and responsibilities as follows:

- (1) Preparing and keeping the following documents:
 - (1.1) a register of directors
 - (1.2) notice calling director meeting, a minute of meeting of the board of directors and an annual report of the Company
 - (1.3) a notice calling shareholder meeting and a minute of shareholders' meeting;
- (2) Keeping a report on interest filed by a director or an executive
- (3) Submit a copy of the report on interest under Section 89/14 to the Chairman and the Chairman of Audit Committee within seven business days from the date on which the Company has received such report. The Company shall arrange a system for safekeeping of documents and evidence in relation to disclosure of information and monitor safekeeping of such documents or evidence for its accuracy and completion as well as availability for inspection for the period of ten years from the date of producing such documents or information.
- (4) Performing any other acts as specified in the notification of the Capital Market Supervisory Board

2. Details of directors, management, controlling person of subsidiaries and related companies

Company Name	Mr. Jumphol	Mr. Pairuch	Mr. Somkiat	Mr. Somchit	Mr. Issarin	Mr. Kittisak	Mr. Worawat	Mr. Bundit	Mr. Khumpol	Assoc. Prof. Dr. Sarayut	Miss Chawaluck Suparanan	Mrs Suparanan	Mr. Vichian	Mr. Sithikom Rangsan	Mr. Terdakul	Mr. Thana	Mr. Sithichai	Mrs. Suwanna	Mr. Tawat	Miss. Wanida
STI	X, /	/, //	/, //	/, //	/, //	/, //	/, //	/, //	/, //	/	/	/	-	-	-	-	-	-	-	-
STH	-	X, /, //	/, //	/, //	-	/, //	-	-	-	-	-	-	-	-	-	-	-	-	-	-
STV	-	/, //	X, /, //	/, //	-	-	-	/, //	-	-	-	-	-	-	-	-	-	-	-	-
AEC	-	/, //	X, /, //	/, //	/, //	/, //	-	-	-	-	-	-	-	-	-	-	/, //	-	-	-
Related companies																				
S.A. Auto Co., Ltd.	-	/	/	/	/, //	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
A.K.S.A Co., Ltd.	-	-	-	-	/, //	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
A.K. Gas Co., Ltd.	-	-	-	-	/, //	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Rich Auto Part Co., Ltd.	-	-	-	-	/, //	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
CAMC Motor (Thailand) Co., Ltd.	-	-	-	-	/, //	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
S.M. Motor Sales Co., Ltd.	-	-	-	-	/, //	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
GODANG 19 Co., Ltd.	-	-	-	-	/, //	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Annuausup Development Co., Ltd.	-	-	-	-	/, //	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Univentures Public Co., Ltd.	-	-	-	-	-	-	/, //	/	/, //	-	-	-	-	-	-	-	-	-	-	-
Anam Printing and Publishing Plc.	-	-	-	-	-	-	-	-	/, //	-	-	-	-	-	-	-	-	-	-	-

Company Name	Mr. Jumphol	Mr. Pairuch	Mr. Somkiat	Mr. Somchit	Mr. Issarin	Mr. Kittisak	Mr. Worawat	Mr. Bundit	Mr. Khumpol	Assoc. Prof. Dr. Sarayut	Miss Chawaluck Suparanan	Mrs. Vichian	Mr. Sithikorn	Mr. Rangsak	Mr. Terdskul	Mr. Thana	Mr. Sithichai	Mrs. Suwanna	Mr. Tawat	Miss. Wanida
Thai-Zinc Oxide Co., Ltd.	-	-	-	-	-	-	-	/	/	-	-	-	-	-	-	-	-	-	-	-
Thai-Lysaght Co., Ltd.	-	-	-	-	-	-	/	/	/	-	-	-	-	-	-	-	-	-	-	-
Grand Unity Development Co., Ltd.	-	-	-	-	-	-	/, //	/	/	-	-	-	-	-	-	-	-	-	-	-
Forward System Co., Ltd.	-	-	-	-	-	-	/	/	/	-	-	-	-	-	-	-	-	-	-	-
Sense Property Management Co., Ltd.	-	-	-	-	-	-	-	/	/	-	-	-	-	-	-	-	-	-	-	-
Grand U Living Co., Ltd.	-	-	-	-	-	-	/, //	/	/	-	-	-	-	-	-	-	-	-	-	-
Connexion Co., Ltd.	-	-	-	-	-	-	/	/	/	-	-	-	-	-	-	-	-	-	-	-
Univentures Asset Management Co., Ltd.	-	-	-	-	-	-	/	/	/	-	-	-	-	-	-	-	-	-	-	-
ESCO Ventures Co., Ltd.	-	-	-	-	-	-	/	/	/	-	-	-	-	-	-	-	-	-	-	-
Adelfos Co., Ltd.	-	-	-	-	-	-	-	-	//	-	-	-	-	-	-	-	-	-	-	-
F&B International Co., Ltd.	-	-	-	-	-	-	-	-	/, //	-	-	-	-	-	-	-	-	-	-	-
N.C.C. Image Co., Ltd.	-	-	-	-	-	-	-	-	/, //	-	-	-	-	-	-	-	-	-	-	-
N.C.C. Exhibition Organizer Co., Ltd.	-	-	-	-	-	-	-	-	/, //	-	-	-	-	-	-	-	-	-	-	-

Company Name	Mr. Jumphol	Mr. Pairuch	Mr. Somkiat	Mr. Somchit	Mr. Issarin	Mr. Kittisak	Mr. Worawat	Mr. Bundit	Mr. Khumpol	Assoc. Prof. Dr. Sarayut	Miss Chawaluck	Mrs Suparanan	Mr. Vichian	Mr. Sithikorn	Mr. Rangsak	Mr. Terdsakul	Mr. Thana	Mr. Sithichai	Mrs. Suwanna	Mr. Tawat	Miss. Wanida
Lertrattakarn Property Development Co., Ltd.	-	-	-	-	-	-	/	/	/	-	-	-	-	-	-	-	-	-	-	-	-
TCC Assets (Thailand) Co., Ltd.	-	-	-	-	-	-	-	-	//	-	-	-	-	-	-	-	-	-	-	-	-
T Space Digital Co., Ltd.	-	-	-	-	-	-	-	-	//	-	-	-	-	-	-	-	-	-	-	-	-
Amarin Book Center Co., Ltd.	-	-	-	-	-	-	-	-	/, //	-	-	-	-	-	-	-	-	-	-	-	-
Amarin Television Co., Ltd.	-	-	-	-	-	-	-	-	/, //	-	-	-	-	-	-	-	-	-	-	-	-
NY Property Development Co., Ltd.	-	-	-	-	-	-	-	-	/	-	-	-	-	-	-	-	-	-	-	-	-
Univentures Capital Co., Ltd.	-	-	-	-	-	-	/	/	/	-	-	-	-	-	-	-	-	-	-	-	-
AheadAll Co., Ltd.	-	-	-	-	-	-	/	/	/	-	-	-	-	-	-	-	-	-	-	-	-
Amarin Omniverse Co., Ltd.	-	-	-	-	-	-	-	-	/, //	-	-	-	-	-	-	-	-	-	-	-	-
LRK Development Co., Ltd.	-	-	-	-	-	-	/	/	/	-	-	-	-	-	-	-	-	-	-	-	-
Vadhanabhadki Co., Ltd.	-	-	-	-	-	-	-	-	/	-	-	-	-	-	-	-	-	-	-	-	-
Siridamrongtham Co., Ltd.	-	-	-	-	-	-	-	-	/	-	-	-	-	-	-	-	-	-	-	-	-
Lertrattakarn Co., Ltd.	-	-	-	-	-	-	/	/	/	-	-	-	-	-	-	-	-	-	-	-	-

Company Name	Mr. Jumphol	Mr. Pairuch	Mr. Somkiat	Mr. Somchit	Mr. Issarin	Mr. Kittisak	Mr. Worawat	Mr. Bundit	Mr. Khumpol	Assoc. Prof. Dr. Sarayut	Miss Chawaluck	Mrs Suparanan	Mr. Vichian	Mr. Sitthikorn	Mr. Rangsan	Mr. Terdsakul	Mr. Thana	Mr. Sithichai	Mrs. Suwanna	Mr. Tawatchai	Miss. Wanida
Univentures BGP Co., Ltd.	-	-	-	-	-	-	/	/	/	-	-	-	-	-	-	-	-	-	-	-	-
Cathay Asset Management Co., Ltd.	-	-	-	-	-	-	-	-	/	-	-	-	-	-	-	-	-	-	-	-	-
Collective Co., Ltd.	-	-	-	-	-	-	/	/	-	-	-	-	-	-	-	-	-	-	-	-	-
IRPC Public Co., Ltd.	/	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Major Development Plc.	-	-	-	-	-	-	-	-	-	-	-	/	-	-	-	-	-	-	-	-	-
Nation International Edutainment Plc.	-	-	-	-	-	-	-	-	-	-	-	/	-	-	-	-	-	-	-	-	-
Fraser's Property Holdings Thailand Co., Ltd.	-	-	-	-	-	-	//	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Kasem Subsiri Co., Ltd.	-	-	-	-	-	-	/	-	-	-	-	-	-	-	-	-	-	-	-	-	-



Details of Directors of subsidiaries

Details of Directors of subsidiaries as of 31 December 2020

		Stonehenge Company Limited	Stonehenge Inter Venture Company Limited	Asian Engineering Consultants Corporation Limited
1	Mr. Pairuch Laoprasert	X, /, //	/, //	/, //
2	Mr. Somchit Peumpremsuk	/, //	/, //	/, //
3	Mr. Somkiat Silawatanawong	/, //	X, /, //	X, /, //
4	Mr. Kittisak Suphakawat	/, //	-	/, //
5	Mr. Issarin Suwatano	-	-	/, //
6	Mr. Bundit Muangsornkeaw	-	/, //	-
7	Mr. Sithichai Sereepattanapol	-	-	/, //

Remarks X = Chairman / = Director // = Executive Director

Details of Head of Internal Audit and Head of Compliance

The Company to appointed Dharmniti Internal Audit Co., Ltd. which was an independent agency from outside (Outsource) an internal audit had perform to internal audits of the Group.

The Head of Internal Audit and Head of Compliance has qualifications, educational and work experience as follows:

Name-Surname	Age (Years)	Education/ Training Courses	% of Share held in STI	Family relationship among directors/ executives	Working Experience		
					Period	Position	Company/Organization
1. Miss Korakot Wanasawat (Internal Audit)	41	<u>Education</u> - Bachelor's Degree from the Faculty of Applied Science in Computer Science, King Mongkut's University of Technology North Bangkok - Bachelor's Degree from the Faculty of Business Administration in Accountancy, Ramkhamhaeng University <u>Certificate</u> - Certified Professional Internal Auditors of Thailand (CPIAT) <u>Training Courses</u> - COSO 2013 Course: Theory and Practice	- None -	- None -	3 Jun 2016-Present	- Vice President	- Dharmniti Internal Audit Co., Ltd./ Internal Audit Services
					1 Jan 2016-2 Jun 2016	- Executive Director	- Internal Audit Department/
					2012-2015	- Director	Dharmniti Auditing Co., Ltd./
					2010-2011	- Deputy Director	External Audit and Internal
					2008-2009	- Senior Internal Auditor	Audit Services
					2003-2007	- Internal Auditor	

Name-Surname	Age (Years)	Education/ Training Courses	% of Share held in STI	Family relationship among directors/ executives	Working Experience		
					Period	Position	Company/Organization
		<ul style="list-style-type: none"> - IT Audit Course by Federation of Accounting Professions - Certified Professional Internal Auditors of Thailand (CPIAT) Course - IA Standards and Internal Audit Process Improvement - Anti-Corruption Section - Asian Confederation of Institutes of Internal Auditors (ACIIA) Conference 2016 - Leading IA in the ERA of Digital Disruption - CAC SME Certification - Transforming IA for the Digital Age - Introduction to COBIT 2019 					

Name-Surname	Age (Years)	Education/ Training Courses	% of Share held in STI	Family relationship among directors/ executives	Working Experience		
					Period	Position	Company/Organization
		<ul style="list-style-type: none"> - CAE Forum 2019 - Smart IA in The Digital World 2020 					
2. Mrs. Nongnuch Phumhol (Head of Compliance)					Please refer to Attachment 1 of the report		

Duties and Responsibilities of the Head of Compliance

The Company assigns Mrs. Nongnuch Phumhol, the Company Secretary, to lead compliance department in which the scope of responsibilities are as follows.

1. Support policies and objectives of organization and top executives to ensure sufficient and proper compliance.
2. Presents the Management team in order to supervise work of STI to be in line with laws, regulations of related authority, rules and policies of corporate governance, and Code of Conduct of STI.
3. Review and amend policies, rules, regulations on corporate governance and Code of Conduct of the Company to be in line with laws, regulations of related authority, and business conditions.
4. Offer advices related to compliance with laws, regulations of related authority, rules and policies of corporate governance, and Code of Conduct of STI.
5. Disclose and arrange training programs on corporate governance and code of conduct to directors, executives, and employees to acknowledge, understand, and comply.
6. Coordinate with authoritative organizations such as SET and SEC.
7. Act as center of collection of laws, regulations of related authority, rules and policies of corporate governance, and Code of Conduct of STI for directors, executives, and employees.

(4) Operating assets

4.1 Fixed assets

On 31 December 2020, the net book value after deducting accumulated depreciation as shown in the financial statements of operating fixed asset of STI group is 241.96 Million Baht. The details of fixed assets are:

	Fixed asset	Net book value As of 31 December 2020 (Million Baht)	Proprietary	Obligation
Stonehenge Inter Public Company Limited				
1	Leasehold improvements (Office buildings decoration and extension) ¹	27.91	Owner	None
2	Office equipment and supplies used in the Company's office buildings	6.99	Owner	None
3	Business vehicles ²	0.22	Owner, paying an installment under the financial lease	On 31 December 2020 STI has total liabilities under finance lease agreement amounting to 0.23 Million Baht
Stonehenge Company Limited				
4	Leasehold improvements (Office buildings decoration and extension)	0.17	Owner	None
5	Office equipment and supplies used in STH's office buildings	1.23	Owner	None
Asian Engineering Consultants Corporation Limited				
6	Office building, Sathorn Nakorn Tower No.1 100/34 21 st floor No. 1 Condominium Registration No. 7/2540 North Sathorn road, Silom sub-district, Bangrak district, Bangkok ³	89.76	Owner	Collateral loan
	Office building, Sathorn Thaini No. 90/18-90/20 9 th floor North Sathorn road, Silom sub-district, Bangrak district, Bangkok ³	103.35	Owner	Collateral loan
7	Office equipment and supplies used in AEC office buildings	10.93	Owner	None

	Fixed asset	Net book value As of 31 December 2020 (Million Baht)	Proprietary	Obligation
8	Business vehicles ⁴	1.40	Owner, paying an installment under the financial lease	On 31 December 2020 STI has total liabilities under finance lease agreement amounting to 2.98 Million Baht
Total		241.96		

Remark ¹ On 31 December 2020, STI has leasehold improvements from the decoration and extension of office building, meeting room and training centers to support the expansion of the business.

² On December 2020, STI's business vehicles are 4 cars with an accidental insurance. One of the cars is under finance lease agreement.

³ On 31 December 2020, the appraised value of the office buildings are 91.90 Million Baht and 106.10 Million Baht. During 2020, AEC appraised condominium prices using independent appraisers with the market approach.

⁴ On 31 December 2020, AEC's business vehicles are 9 cars with an accidental insurance.

4.2 Investment properties

On 31 December 2020, investment properties of STI group are vacant lands which were not specified the future use:

	Fixed asset	Net book value As of 31 December 2020 (Million Baht)	Proprietary	Fair value	Obligation
Stonehenge Inter Public Company Limited					
1	Vacant land, 6-0-92.1 Rai Chum Phae sub-district, Chum Phae district, Khon Kaen	4.58	Owner	17.45	None
2	Vacant land, 5-0-10 Rai Mae Raem sub-district, Mae Rim district, Chiang Mai	16.08	Owner	16.08	None
Total		20.66			

Investment property, the vacant land in Khon Kaen, has an acquisition cost of 4.58 Million Baht and a fair value of 17.45 Million Baht, while the vacant land in Chiang Mai has an acquisition of 18.28 Million Baht and fair value of 16.08 Million Baht. The fair values were appraised by independent appraisers with the market approach. In addition, the fair value measurement of these investment property was rated at a level 2 based on the data criteria used in the valuation technique.

4.3 Net Intangible Assets

On 31 December 2020, STI group has intangible assets, such as computer software for business operation on each entity, of 7.35 Million Baht at the net book value. In addition, STI Group has a backlog which is an intangible asset acquired from a business merging, of 132.01 Million Baht at the net book value, and has a remaining period of the contract as well as an unrealized obligation of approximately 9 years.

4.4 Right-of-use assets

On 31 December 2020, STI group has Right-of-use assets, which are buildings, building improvements and vehicles used in the business operation of each entity, of 71.43 Million Baht at the net book value. This is a result of right-of-use assets recording under the lease, in accordance with IFRS 16: Lease Agreement, that STI group has adopted for the first time in the current year. The terms of the agreement are between 3 - 10 years, whereby STI group has recorded lease liability for the right-of-use assets of 73.14 Million Baht.

4.5 Important agree of STI group

4.5.1 Building lease agreement

(1) Building lease agreement – Company office (1st building)

Parties	:	Lessor: Mrs. Somjit Wachirajongkol Lessee: Stonehenge Inter Public Company Limited
Date of agreement	:	1 May 2019
Property	:	Land Title Deed No.17589, Samsen nok (South of Bang Sue) sub-district, Bang Kapi (Bang Sue) district, Bangkok, with 4-storey commercial building and mezzanine of 4 booths, and warehouse in front of the Building No. 163 Soi Chokchai Ruammit (Ratchadaphisek 19) , Ratchadaphisek road, Din Daeng sub-district, Din Daeng district, Bangkok, 112 square wah
Purposes	:	Operating business related to consulting, design, decoration, real estate development
Terms	:	3 years, from 1 May 2019 – 30 April 2022
Security deposit	:	<ul style="list-style-type: none"> ○ The lessee agreed to pay a security deposit of 300,000 Baht to the lessor. ○ The lessor will refund the security deposit to the lessee once the lessee has removed all belonging and attendants from the leased property and doesn't breach any obligation on lease agreement. ○ If there is any damage to the leased property or the lessee has outstanding debt to the lessor, the lessee agreed that the lessor may deduct the payment from the rental security deposit. If the insurance deductible is insufficient for the occurring damage, the lessor has the right to demand full payment from the lessee. ○ If there is any damage to the leased property, or the lessee owes the rent, water and electricity bills or has outstanding debt to the lessor, the lessee agreed that the lessor may deduct the payment from the rental security deposit. If the insurance deductible is insufficient for the occurring damage, the lessor has the right to demand full payment with interest at the rate of 15% per annum from the lessee.

(2) Building lease agreement – Company office (2nd building)

Parties	:	Lessor: Sutepmantion Limited Partnerships' Lessee: Stonehenge Inter Public Company Limited
Date of agreement	:	8 May 2018
Property	:	Room No. 115 – 117 – 119 Sutepmantion Limited Partnerships' building, Sutepmantion No. 157 Soi Chokchai Ruammit, Vibhavadi Rangsit road, Ratchadaphisek sub-district, Din Daeng district, Bangkok, 105.60 square meters
Purposes	:	Lessee's office
Terms	:	3 years, from 1 May 2018 – 30 April 2021
Security deposit	:	<ul style="list-style-type: none"> ○ The lessee agreed to pay a security deposit of 120,000 Baht to the lessor. ○ The lessor will refund the security deposit to the lessee once the lessee has removed all belonging and attendants from the rental property and doesn't breach any obligation on lease agreement. ○ If there is any damage to the leased property or the lessee has outstanding debt to the lessor, the lessee agreed that the lessor may deduct the payment from the rental security deposit. If the insurance deductible is insufficient for the occurring damage, the lessor has the right to demand full payment from the lessee.

(3) Building lease agreement – Company office (3rd building)

Parties	:	Lessor: S.A. Auto Company Limited* Lessee: Stonehenge Inter Public Company Limited
Date of agreement	:	1 May 2019
Property	:	Areas on the first floor of building No. 123 Soi Vibhavadi 16 (Ratchadaphisek 19), Ratchadaphisek road, Ratchadaphisek sub-district, Din Daeng district, Bangkok 10400, 120 square meters
Purposes	:	Lessee's office
Terms	:	3 years, from 1 May 2019 – 30 April 2022

Remark * Related party which shares common directors and shareholders: 1) Mr. Pairuch Laoprasert 2) Mr. Somkiat Silawatanawong 3) Mr. Somchit Peumpresuk, and 4) Mr. Issarin Suwatano. **For further details, please refer to 9.2 Related Party Transactions of the report.**

(4) Building lease agreement – Company office (3rd building Incremental area)

Parties	:	Lessor: S.A. Auto Company Limited* Lessee: Stonehenge Inter Public Company Limited
Date of agreement	:	1 January 2019
Property	:	Areas on the first and the second floor of building No. 123 Soi Vibhavadi 16 (Ratchadaphisek 19), Ratchadaphisek road, Ratchadaphisek sub-district, Din Daeng district, Bangkok 10400, 881 square meters

Purposes	:	Lessee's office
Terms	:	3 years, from 1 January 2019 – 31 December 2021

Remark * Related party which shares common directors and shareholders: 1) Mr. Pairuch Laoprasert 2) Mr. Somkiat Silawatanawong 3) Mr. Somchit Peumpremsuk, and 4) Mr. Issarin Suwatano. **For further details, please refer to 9.2 Related Party Transactions of the report.**

(5) Lease agreement for car parking space

Parties	:	Lessor: Mrs. Somjit Wachirajongkol Lessee: Stonehenge Inter Public Company Limited
Date of agreement	:	1 May 2019
Property	:	Concrete patio area on back and sides of Building No. 163 Soi Chokchai Ruammit (Ratchadaphisek 19) , Ratchadaphisek road, Din Daeng sub-district, Din Daeng district, Bangkok, 701.01 square meters
Purposes	:	Car parking space or any purposes approved by the lessor only
Terms	:	3 years, from 1 May 2019 – 30 April 2022
Security deposit	:	<ul style="list-style-type: none"> ○ The lessee agreed to pay a security deposit of 100,000 Baht to the lessor. ○ The lessor will refund the security deposit to the lessee once the lessee has removed all belonging and attendants from the leased property and doesn't breach any obligation on lease agreement. ○ If there is any damage to the leased property or the lessee has outstanding debt to the lessor, the lessee agreed that the lessor may deduct the payment from the rental security deposit. If the insurance deductible is insufficient for the occurring damage, the lessor has the right to demand full payment with interest at the rate of 15% per annum from the lessee. ○ If the lessor terminates the rental before the end of Terms, the lessee agrees to pay the rent to the lessor until the expiration of the lease agreement immediately.

(6) Building lease agreement – Subsidiary's office (Area 1)

Parties	:	Lessor: Stonehenge Inter Public Company Limited Lessee: Stonehenge Company Limited
Date of agreement	:	2 May 2020
Property	:	Areas on the second to the fourth floor of Building No. 163 Soi Chokchai Ruammit (Ratchadaphisek 19) , Ratchadaphisek road, Din Daeng sub-district, Din Daeng district, Bangkok, 331 square meters
Purposes	:	Businesses operation
Terms	:	1 year, from 1 May 2020 – 30 April 2021

(7) Building lease agreement – Subsidiary's office (Area 2)

Parties	:	Lessor: Somjitapartment Limited Partnership Lessee: Stonehenge Company Limited
Date of agreement	:	1 January 2020
Property	:	Areas on the first floor of Somjit apartment No. 49 Soi Vibhavadi Rangsit 16/43 Vibhavadi Rangsit road, Ratchadaphisek sub-district, Din Daeng district, Bangkok, 248.50 square meters

Purposes	:	Lessee's office
Terms	:	3 years, from 1 January 2020 – 31 December 2023
Security deposit	:	<ul style="list-style-type: none"> ○ The lessee agreed to pay a security deposit of 135,000 Baht to the lessor. ○ The lessor will refund the security deposit to the lessee once the lessee has removed all belonging and attendants from the leased property and doesn't breach any obligation on lease agreement. ○ If there is any damage to the leased property or the lessee has outstanding debt to the lessor, the lessee agreed that the lessor may deduct the payment from the rental security deposit. If the insurance deductible is insufficient for the occurring damage, the lessor has the right to demand full payment from the lessee.

(8) Building lease agreement – Subsidiary's office (Area 3)

Parties	:	Lessor: Somjitapartment Limited Partnership Lessee: Stonehenge Company Limited
Date of agreement	:	1 May 2018
Property	:	Areas on the first floor of Somjit apartment No. 49 Soi Vibhavadi Rangsit 16/43 Vibhavadi Rangsit road, Ratchadaphisek sub-district, Din Daeng district, Bangkok, 111 square meters
Purposes	:	Lessee's office
Terms	:	1 May 2018 – 30 April 2021
Security deposit	:	<ul style="list-style-type: none"> ○ The lessee agreed to pay a security deposit of 198,000 Baht to the lessor. ○ The lessor will refund the security deposit to the lessee once the lessee has removed all belonging and attendants from the leased property and doesn't breach any obligation on lease agreement. ○ If there is any damage to the leased property or the lessee has outstanding debt to the lessor, the lessee agreed that the lessor may deduct the payment from the rental security deposit. If the insurance deductible is insufficient for the occurring damage, the lessor has the right to demand full payment from the lessee.

(9) Building lease agreement – Subsidiary's office (Area 4)

Parties	:	Lessor: Somjitapartment Limited Partnership Lessee: Stonehenge Company Limited
Date of agreement	:	1 April 2019
Property	:	Areas on the first floor of Somjit apartment No. 49 Soi Vibhavadi Rangsit 16/43 Vibhavadi Rangsit road, Ratchadaphisek sub-district, Din Daeng district, Bangkok, 30 square meters
Purposes	:	Lessee's office
Terms	:	1 April 2019 – 31 March 2022
Security deposit	:	<ul style="list-style-type: none"> ○ The lessee agreed to pay a security deposit of 100,000 Baht to the lessor. ○ The lessor will refund the security deposit to the lessee once the lessee has removed all belonging and attendants from the leased property and doesn't breach any obligation on lease agreement. ○ If there is any damage to the leased property or the lessee has outstanding debt to the lessor, the lessee agreed that the lessor may deduct the payment from the rental security deposit. If the insurance deductible is insufficient for the occurring damage, the lessor has the right to demand full payment from the lessee.

(10) Building lease agreement – Company office (9th floor of Sathorn Thani Building 1)

Parties	:	Lessor: Mr.Patcharapong Na pompetch Lessee: Asian Engineering Consultants Corporation Limited
Date of agreement	:	11 January 2019
Property	:	289 square meters
Purposes	:	Lessee's office
Rental period	:	1 December 2018 – 30 November 2021 (3 years)
Security deposit	:	<ul style="list-style-type: none"> ○ The lessee agreed to pay a security deposit of 195,075 Baht to the lessor. ○ The lessor will refund the security deposit to the lessee once the lessee has removed all belonging and attendants from the leased property and doesn't breach any obligation on lease agreement. ○ If there is no damage to the leased property, the lessor will refund the entire rental security deposit without interest within 60 days.

4.5.2 Major loan agreements

(1) Credit memorandum of Stonehenge Inter Public Company Limited

Parties	:	Borrower: Stonehenge Inter Public Company Limited Lender: a commercial bank
Date of agreement	:	6 September 2019, 22 April 2020, 4 December 2020
Type of loan	:	Letter of Guarantee, long-term loan, overdraft, and short-term loan
Loan limits	:	205.00 Million Baht, 160.00 Million Baht, 15.00 Million Baht and 60.00 Million Baht
Purposes	:	To place letters of guarantee as collateral for projects, to acquire Asian Engineering Consultants Corporation Limited's shares, and to be a capital for business operations
Collateral	:	long-term loan: Asian Engineering Consultants Corporation Limited's shares and the ownership of Stonehenge Inter Venture Company Limited

(2) Credit memorandum of Stonehenge Inter Public Company Limited

Parties	:	Borrower: Stonehenge Inter Public Company Limited Lender: a commercial bank
Date of agreement	:	27 November 2019
Type of loan	:	Letter of Guarantee
Loan limits	:	50.00 Million Baht
Purposes	:	To guarantee the envelope submission, contract performance, money received in advance for doing the business with government agencies, state enterprises and the private companies.
Collateral	:	None

(3) Credit memorandum of Stonehenge Company Limited

Parties	:	Borrower: Stonehenge Company Limited Lender: a commercial bank
Date of agreement	:	7 January 2019, 24 April 2020, 23 November 2020
Type of loan	:	Letter of Guarantee, Overdraft, and short-term loan
Loan limits	:	30.00 Million Baht, 15.00 Million Baht and 20.00 Million Baht
Purposes	:	To place letters of guarantee as collateral for projects and to be a capital for business operations
Collateral	:	Letter of Guarantee from Stonehenge Inter Public Company Limited

(4) Credit memorandum of Asian Engineering Consultants Corporation Limited

Parties	:	Borrower: Asian Engineering Consultants Corporation Limited Lender: a commercial bank
Date of agreement	:	1 February 2017, 21 February 2020
Type of loan	:	Overdraft, short-term loan, and Letter of Guarantee
Loan limits	:	30.00 Million Baht, 190.00 Million Baht, and 150.00 Million Baht
Purposes	:	To place letters of guarantee as collateral for projects, to be a capital for business operations, and to be a guarantee for the project
Collateral	:	Mortgage office building Sathorn Thani 9 th floor

(5) Credit memorandum of Asian Engineering Consultants Corporation Limited

Parties	:	Borrower: Asian Engineering Consultants Corporation Limited Lender: a commercial bank
Date of agreement	:	13 October 2016, 18 December 2017, 20 July 2020
Type of loan	:	Overdraft, short-term loan, Letter of Guarantee, and long-term loan
Loan limits	:	30.00 Million Baht, 142.00 Million Baht, 185.00 Million Baht and 5.70 Million Baht
Purposes	:	To place letters of guarantee as collateral for projects, to be a capital for business operations, and to be a guarantee for the project
Collateral	:	Mortgage office building Sathorn Nakorn Tower 21 st floor

4.5.3 Insurance policy

(1) Business insurance policy and business property

Insurer	Insurance policy period	Type of contract	Coverage (Million Baht)	Insured
Southeast Insurance Public Company Limited *	23 December 2020 - 23 December 2021	Accidental Damage (Property) Insurance of No.163 Soi Chokchai Ruammit (Ratchadaphisek 19), Ratchadaphisek road, Din Daeng sub-district, Din Daeng district, Bangkok and No.123 Soi Chokchai Ruammit (Ratchadaphisek 19), Ratchadaphisek road, Din Daeng sub-district, Din Daeng district, Bangkok, Including the buildings and its foundation, furniture, fixtures, extensions, decorations, tools, office equipment, computers, electronic equipment, system works such as electricity, plumbing, cooling, and all kinds of assets in possession, control or supervision of the insured as a guardian.	46.30	Stonehenge Inter Public Company Limited and/or affiliated companies and/or Mrs. Somjit Wachirajongkol and/or Sutepmanton Limited Partnerships
Southeast Insurance Public Company Limited *	23 December 2020 - 23 December 2021	Insurance for loss or damage to property and injuries or death of the third party located at No.163 Soi Chokchai Ruammit (Ratchadaphisek 19), Ratchadaphisek road, Din Daeng sub-district, Din Daeng district, Bangkok and No.123 Soi Chokchai Ruammit (Ratchadaphisek 19), Ratchadaphisek road, Din Daeng sub-district, Din Daeng district, Bangkok.	3.00	Stonehenge Inter Public Company Limited and/or affiliated companies and/or Mrs. Somjit Wachirajongkol and/or Sutepmanton Limited Partnerships
Southeast Insurance Public Company Limited *	23 December 2020 - 23 December 2021	Accidental Damage (Property) Insurance of No.163 Soi Chokchai Ruammit (Ratchadaphisek 19), Ratchadaphisek road, Din Daeng sub-district, Din Daeng district, Bangkok and No.123 Soi Chokchai Ruammit (Ratchadaphisek 19), Ratchadaphisek road, Din Daeng sub-district, Din Daeng district, Bangkok, Including the buildings and its foundation, furniture, fixtures, extensions, decorations, tools, office equipment, computers, electronic equipment, system works such as electricity, plumbing, cooling, and all kinds of assets in possession, control or supervision of the insured as a guardian, and all Stonehenge Company Limited's assets on the first floor of Somjit apartment No. 49 Soi Vibhavadi Rangsit 16/43 Vibhavadi Rangsit road, Ratchadaphisek sub-district, Din Daeng district, Bangkok.	5.00	Stonehenge Inter Public Company Limited and/or affiliated companies and/or Mrs. Somjit Wachirajongkol and/or Sutepmanton Limited Partnerships

Remark * Related party which shares common directors with the parent company of UVCCAP. For further details, please refer to Part 2 9.2 Related Party Transactions

Insurer	Insurance policy period	Type of contract	Coverage (Million Baht)	Insured
Navakij Insurance Public Company Limited	31 December 2020 - 31 December 2021	Accidental Damage (Property) Insurance for No.90 Sathorn Thani 1 building, North Sathorn road, Silom sub-district, Bangrak district, Bangkok and No.92 Sathorn Thani 2 building North Sathorn road, Silom sub-district, Bangrak district, Bangkok including the buildings and its foundation, furniture, fixtures, extensions, decorations, tools, office equipment, computers, electronic equipment and power systems, utilities, telephone system, elevator system, refrigeration, air conditioning system, elevators, machinery and central assets, all kinds of assets in possession of the insured as a guardian, and all Asian Engineering Consultants Corporation Limited's assets which are located in room No. 90/18,90/19,90/20 on the 9 th floor.	1,900.00	Legal entity of Sathorn Thani office building
Navakij Insurance Public Company Limited	31 May 2020 - 31 May 2021	Accidental Damage (Property) Insurance for the property located at No.100, North Sathorn road, Silom sub-district, Bangrak district, Bangkok including the buildings without its foundation, machines and supplies, furniture, fixtures, elevator, electric system, air conditioning system, water supply system, telephone system with equipment, other utilities, central assets, and all Asian Engineering Consultants Corporation Limited's assets which are located in Sathorn Nakorn Tower room No. 100/34 on 21 st floor.	1,200.00	Legal entity of Sathorn Nakorn Tower office building

(2) Professional Indemnity Insurance

Insurer	Insurance policy period	Type of contract	Coverage (Million Baht)	Insured
Southeast Insurance Public Company Limited *	4 October 2020 - 4 October 2021	Professional Indemnity Insurance for construction and project management (domestic and foreign) covering the consultation and construction, estate and Legal and Spousal Liability, defamation, joint Venture Liability, loss of documents, intellectual Property Infringement, consult, sub-contractors and agents, dishonesty of Employees. However, the policy does not cover bodily injury and property damage, and defect of machinery or computer software. The detailed scope and coverage conditions are as specified in the policy.	100.00	Stonehenge Inter Public Company Limited
Southeast Insurance Public Company Limited *	23 July 2020 - 23 July 2021	Professional Indemnity Insurance for construction and project management (domestic and foreign) under the same conditions and coverages with Stonehenge Inter Public Company Limited's	50.00	Stonehenge Company Limited
Chubb Samaggi Insurance Public Company Limited	1 March 2020 - 1 March 2021	Professional Indemnity Insurance for construction and project management	100.00	Asian Engineering Consultants Corporation Limited

Remark * Related party which shares common directors with the parent company of UVCCAP. For further details, please refer to Part 2 9.2 Related Party Transactions

(3) Directors and Officers Liability Insurance

Insurer	Insurance policy period	Type of contract	Coverage (Million Baht)	Insured
Southeast Insurance Public Company Limited *	18 November 2020 - 18 November 2021	Directors and Officers Liability Insurance & Company Reimbursement Policy for any legally responsible loss or financial damage due to infringement or wrong doing of Directors and Executive Officers, including the protection to STI and subsidiaries in case that they were authorized or bounded to indemnify the directors and/or officials for managerial professional liability which is liable under the law.	50.00	Stonehenge Inter Public Company Limited

Remark * Related party which shares common directors with the parent company of UVCCAP. For further details, please refer to Part 2 9.2 Related Party Transactions

4.6 Investment and management policy for subsidiary

STI Group has a policy to invest in businesses that are involved, support the core businesses, or facilitate a synergy to the businesses for the higher operating results or profits, higher potential and increasing the competitiveness. STI group may consider investing in other businesses, if they have a potential and generate good return on investment for STI Group and its shareholders.

Also, STI will consider the benefits, returns, risks from investments, liquidity, financial and economic conditions, and relevant business environment carefully at the time of investing. In addition, an investment in any business will be approved by the board of directors meeting of the company and / or the shareholders' meeting, depending on the situation.

Corporate Governance Guidelines

Stonehenge Inter Public Company Limited is aware of the importance of corporate governance and believes that good corporate governance will be beneficial to its business operations by creating management system that is efficient, transparent, and accountable which is an important approach for building confidence and credibility for shareholders, investors, stakeholders, and all related parties. In this regard, the Company has applied 2017 Corporate Governance Code for Listed Companies (CG Code) set by SEC as guidelines to determine its Corporate Governance Policy which can be separated into 5 sections as follows.

Section 1 Rights of Shareholders

Section 2 Equitable Treatment to Shareholders

Section 3 Consideration for Roles of Stakeholders

Section 4 Information Disclosure and Transparency

Section 5 Responsibilities of the Board of Directors

In addition, the Board of Directors has arranged Code of Conduct to be used as guidelines at work for directors, executives, and employees of all companies under Stonehenge Inter Public Company Limited. It shall operate business on the basis of good governance and responsibilities to related individuals in both external and internal. It also prescribes review and monitoring of compliance to its Code of Conduct continuously.

Corporate Governance Policy and Code of Conduct were reviewed and approved by the meeting of the Board of Directors no. 7/2020 on November 11, 2020 and has been effective since November 12, 2020.

The Company discloses its Corporate Governance Policy and Code of Conduct, as well as the Charter of the Board of Directors and Sub-Committees in full on its website at www.sti.co.th.

Report of the Audit Committee

In 2020, the Company had total Audit Committee members of 3 persons who were experts with experience on accounting, finance, legal, and business management. There were therefore qualified for performing their duties according to Charter of the Audit Committee and related regulations of SEC and SET, the Company organized total of 4 meetings and reported summary of meetings to the Board of Directors for acknowledgement every time. Details of attendance by the Audit Committee are as follows.

1. Assoc. Prof. Dr. Sarayut Nathaphan	Chairman of the Audit Committee	Attended meetings 4/4 times
2. Miss Chawaluck Sivayathorn	Member of the Audit Committee	Attended meetings 4/4 times
3. Mrs. Suparanan Tanviruch	Member of the Audit Committee	Attended meetings 3/4 times

In every meeting, the Audit Committee invited executive directors and related persons to the meeting to provide additional information in important matters in order to increase efficiency and effectiveness of evaluation and review. In addition, there was a meeting with auditor without attendance of the Management Team in total of 1 time with the objective focusing on reviewing sufficiency and efficiency of internal control system, effectiveness of operations, risk management, credibility of financial reports and management, compliance to laws and related regulations, and assets management of the Company and subsidiaries. The summary of activities of the Audit Committee in 2020 are as follows.

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| <p>1. Review the separated financial statements and consolidated financial statements : The Audit Committee reviewed significant information in the separated financial statements and consolidated financial statements of the Company and its subsidiaries by quarter and annual for the year 2020 together with the management, internal auditor and external auditor, including reviewing matters to significant accounting policies, significant changes for the year, potential impact and connected transactions. For consideration, the Audit Committee invited financial managers and top executives to the meeting for clarification before providing their opinions and proposing to the Board of Directors for approval every time. The Audit Committee had the same opinion with the Auditor that the financial statements present accurately, fully and reliably the financial position and financial performance of the Company and its subsidiaries in accordance with Thai Financial Reporting Standards. In addition, the disclosure of information in the financial statements was adequate, and there were no transactions or events that may materially affect the financial statements</p> | <p>2. Review and monitor the effectiveness of the Company's internal control system and internal audit to be proper and effective : The Audit Committee considered and approved the 2020 internal audit plan to determine priorities among each system to ensure alignment with corporate goals and objectives, as well as providing constructive recommendations as to the functioning of an internal audit in order to ensure that the Company maintained proper internal control and evaluated its results as part of a corporate governance procedure and achieved desired results according to agreed internal audit plans in accordance with general accepted standards. In addition, the Audit Committee approved the appointment of internal audit executive and assessed the performance of the internal audit to encourage improvements in the internal audit function. It also evaluated assessment results of internal control system of the Management Team according to the framework of internal control guidelines in which it used sufficiency survey for internal control system of SEC before presenting to the Board of Directors to evaluate sufficiency of internal control system for 2020</p> |
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which is disclosed on Annual Registration Form (56-1). In this regard, the Audit Committee viewed that the Company's internal control system is proper and efficient enough for operating business under the current conditions of the Group and did not find any significant issues that might impact the Company from reaching its objectives. This excluded assessment of internal control system of Asian Engineering Consultants Company Limited (AEC) which the Company recently invested in. In 2021, the Company has plan to conduct internal assessment of systems that are important to operations of AEC to ensure that there is compliance to internal control system prescribed by the Company.

3. Review on risk management : The audit committee reviewed the risk management of the company and its subsidiaries to ensure that the Company has risk management processes that are appropriate and effective. The Risk Management Committee was responsible for determining duties and goals for management of risks within total organization, developed efficient risk management system, and prescribed measures and directions for management in order to mitigate risks that may happen and also follow up for results every quarter. The Chairman of the Risk Management Committee shall report progress of risk management to the Audit Committee in quarterly basis before presenting to the Board of Directors. The review results showed that the risk management operation was effective by managing significant risks including strategic, operation, financial, business risk and legal compliance risks to an acceptable level which was sufficient according to the policy and strategy of the Company.

4. Review the Company's compliance with laws, regulations, and related policies : The Audit Committee gave importance to regulatory compliance and supervised the Company and its subsidiaries to strictly adhere to applicable rules and regulations and operated the business legally in accordance with the Securities and Exchange Act, SEC and SET regulations. The Audit committee has followed the progress of the laws regularly. In 2020, the Audit Committee did not find any indications to believe

that the Company and its subsidiaries misconducted and/or violated relevant rules, regulations and laws, as well as its Corporate Governance Policy, Code of Conduct, and Anti-Corruption Policy.

5. Consider, nominate, terminate, and propose the audit fee for the year 2020 : The Audit Committee considered and selected qualified candidates based on a level of independence, knowledge, skills, experience, credentials, and remuneration for conducting an audit of the Company and submitted the nomination list to the Board of Directors for consideration and approval in its 2020 annual general meeting of shareholders. The meeting passed a resolution appointing Mr. Supachai Phanyawattano CPA 3930 or Mr. Natthawut Santipet CPA 5730 or Mr. Chatchai Kasemsrithanawat CPA 5813 or Miss Krongkaew Limkittikul or CPA 5874 from EY Office Company Limited as an external auditor to audit and express an opinion on the Company's financial statement for the year 2020. In addition, the Audit Committee has considered the scope, guidelines and audit work plans together with the auditor as well as conducting meeting with the auditor without the Management to acknowledge and discuss issues on auditing in 2020.

6. Review connected transactions or transactions that may lead to conflicts of interest : The Audit Committee reviewed the connected transactions to ensure compliance with regulations of the SEC and the SET governing the disclosure of information and conduct of listed companies in relation to connected transactions that may lead to conflicts of interest. The Audit Committee was of the opinion that the connected transactions were under normal business conditions, lacked conflicts of interest and were conducted in a reasonable manner under the SET regulations, As such, there was full, accurate and adequate disclosure of information and no unusual transactions were identified. The Audit Committee acknowledged the compliance with the guidelines set by the Board of Directors regarding the rules and procedures for reporting interests of directors and executives of the company as stipulated by the SEC to listed companies.

7. Review and amend Charter of the Audit Committee :

The Audit Committee conducted review of the Charter every year to manage and improve Charter of the Audit Committee to align with Corporate Governance Principles of SEC and SET. It also evaluated performance of the Audit Committee as a group in which the performance assessment results for 2020 was in good level. It found that duties were performed completely according to the Charter. The Audit Committee utilized their knowledge and capability to provide opinions and suggestions to the Management and the Board of Directors continuously with independence. It also reported activity results of the Audit Committee and review results of financial statements to the Board of Directors in quarterly basis and also arranged the Report of Audit Committee to disclose in 2020 Annual Report.

In summary, in the year 2020, the Audit Committee performed its duties and responsibilities as specified in the

Charter of Audit Committee, which was approved by the Board of Directors, by using knowledge, ability, prudence and sufficient independence for the benefit of the interested parties equally. The Audit Committee is of the opinion that the separated financial statements and consolidated of the Company and its subsidiaries are accurate and reliable in accordance with Thai Financial Reporting Standards. The Company had an effective and appropriate internal control system and conducted its business operations in accordance with the corporate governance policy, legal compliance and related regulations and obligations to its business. In the previous year, the Audit Committee did not find or did not suspect that there was any incident or situation indicating transactions or transactions that might significantly impact financial conditions and operating results of the Company.



Associate Professor Dr. Sarayut Nathaphan
Chairman of the Audit Committee

Report of the Nomination and Remuneration Committee

In 2020, the Nomination and Remuneration Committee of Stonehenge Inter Public Company Limited in total of 4 persons had 2 meetings to evaluate on nomination of directors, remuneration of directors and top executives of the Company, and annual remuneration of top executives and employees. The details of meeting attendance of the Nomination and Remuneration Committee are as follows.

• Mr. Jumpol Sumpaopol Chairman of the Nomination and Remuneration Committee	Attend 2/2 meetings
• Assoc. Prof. Dr. Sarayut Nathaphan Member of the Nomination and Remuneration Committee	Attend 1/2 meetings
• Mr. Worawat Srisa-an Member of the Nomination and Remuneration Committee	Attend 2/2 meetings
• Mr. Somkiat Silawatanawong Member of the Nomination and Remuneration Committee	Attend 2/2 meetings

The Nomination and Remuneration Committee performed their duties assigned by the Board of Directors and prescribed in the Charter with discretion and independence while adhering to good corporate governance principles and highest benefits of the Company and all stakeholders. Summary of their significant activities in 2020 are as follows.

- Determine qualification and suitability of individuals in director position and Board directors with end of terms every year by considering variety of knowledge, skills, and experience beneficial to the business in order to present to the shareholders' meeting for approval. It proposed directors who resigned by end of terms to be reappointed as directors of the Company and Sub-Committees for another term and also provided opportunity for minor shareholders to nominate individuals to become directors in advance before the meeting of shareholders. In 2020, there was no nomination from any shareholders.
- Determine annual remuneration structure for top executives and employees as well as criteria for bonus payment and salary rate increase in order to present to the Board of Directors for approval.
 - Assess performance of Chief Executive Officer to determine remuneration of Chief Executive Officer and present to the Board of Directors for approval.
 - Assess performance of the Nomination and Remuneration Committee in 2020 to develop work efficiency as well as reviewing the Charter of the Nomination and Remuneration Committee and annual remuneration to be in line with good corporate governance principles.
- Determine remuneration of the Board of Directors of the Company and subsidiaries as well as remuneration limit for 2020 in order to present to the Board of Directors for approval and further present to the general meeting of shareholders for approval. This was considered based on duties and responsibilities assigned and comparing with listed companies within the same industry.



Mr. Jumpol Sumpaopol
Chairman of the Nomination and
Remuneration Committee



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