



SIAMRAJATHANEE
PUBLIC COMPANY LIMITED

ONE REPORT

56-1



SO NEXT



SO GREEN



SO WHEEL

SO PEOPLE 



SOLUTION TO YOUR BUSINESS

SIMPLIFY YOUR LIFE

Annual Registration Statement / Annual Report

56-1 One Report

As of 31 December 2020

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Message from Directors

Mr. Weidt Nuchjalearn



Mr. Jiranu Kulchanarat

The year 2020 was the year in which the world confronted many crises with impacts on Thai economy, such as the China-US trade war, the appreciation of Thai Baht currency affecting exports and reducing trade competitiveness, and the worst of all was the COVID-19 pandemic. Thai economy contracted 6.5% in the year 2020. Overall operating performance was affected at every level, prompting major platform change into the new normal to overcome problems and correspond with megatrends of the digital disruption world, where technological changes occur rapidly.


Siamrajathanee Public Company Limited had outstanding operating performance in the year 2020. Total revenue was THB 2,067.6 million, an increase of 5.7% compared to the same period of last year of THB 1,955.9 million. Net profit was THB 139.6 million, an increase of 28% from the same period of last year of THB 109.1 million, which was a record high result over the last 40 years since incorporation. Debt to equity ratio decreased from 2.45 times to 0.75 time.

The outstanding operating performance was achieved through efficient management by professional team with years of experience and trade partners in government and private sectors who had strong financial positions and continuous growth. The Company places importance on technology and had invested in technological systems for the Company's operations as well as for responding to customers needs, increasing convenience and reducing administrative costs. The Company targets to transform into 100% digital system in the year 2021.

With over 40 years of experience, the Company has accumulated knowledge and personnel in outsourcing services, offering service excellence that no machines could ever substitute, and we strive to meet customers' demands to the optimum level.

From being a small company, we have sustained growth until becoming a listed company on the Stock Exchange of Thailand. Being a public company with strong financial positions and capital for business expansion and venture into new and related businesses, the Company has a potential to grow alongside with the Thai economy in the future.

On behalf of the Board of Directors, we wish to express our gratitude to shareholders, employees, customers and all related persons. We can assure you that the Company will comply with good corporate governance principles to achieve sustainable growth, having corporate social responsibilities, and cooperating with partners for improved efficiency and mutual success.


(Mr. Jiranu Kulchanarat)
Chief Executive Officer
(Mr. Weidt Nuchjalearn)
Chairman of the Board

SIAMRAJATHANEE PUBLIC COMPANY LIMITED

Section 1

Business and Operating Performance

1. Structure and Nature of Business

1.1 Policy and Business Overview

Siamrajathanee Public Company Limited (the “Company”) was incorporated on 17 May 1976 with the initial registered capital of THB 4.00 million and the initial objective to conduct business of production and distribution of agricultural products, consumer goods and animal feed.

Subsequently, the Company expanded its business into design and distribution of industrial pumps and related engineering systems, construction of metering station and natural gas transmission pipeline, natural gas for vehicles business, landscape maintenance, and outsourcing services.

In the year 1984, there was significant growth in outsourcing services and design and distribution of industrial pumps and related engineering systems. The Vimolchalao Family had then segregated the family assets by separating the business of design and distribution of industrial pumps and related engineering systems and established the business as a new company by the name of Engineering Products Co., Ltd. (the company name was later changed to Siamrajathanee Corporation Co., Ltd. in the year 2008, and in the year 2015 the company was converted into a public company and changed its name to Siamraj Public Company Limited and was listed into the Stock Exchange of Thailand).

Such segregation of the family's business had resulted in the Company's main business being outsourcing services, which had started out in the year 1981, when the management recognized business competition in the present world which entailed various cost reduction and minimized business obligations for government and private sectors. The Company had then entered into outsourcing service business, starting from providing landscape maintenance service for an industrial factory.

The Company later expanded into outsourcing services by providing a full range of services, starting with providing general labor management service to customer in the energy sector. The Company then started to provide technicians to Provincial Electricity Authority, being one of the first company to provide technician services. After that, the Company continuously expanded its outsourcing service business by providing drivers and office staff. Majority of customers in the beginning was governmental organizations and state enterprises.

Due to continuous growth in outsourcing service business, the Company expanded its business into vehicle rental service with demands from the same group of customers to whom the Company had been providing outsourcing services. Majority of customers was government organizations and state enterprises who wished to improve operational efficiency and reduce operational burdens in terms of both personnel and vehicles. Since customer base of this business continued to grow, the Company had set up a department for vehicle rental services and diversified business risk by expanding into more customers in private sectors.

With trust being placed in the Company by various organizations, including government and private sectors, the Company had developed and expanded business continuously into data entry service, document scanning and provision of meter recording and report of electricity and water bills. Throughout business operation, the Company had taken into consideration customers' needs, added additional services, and expanded the Company's business, enabling continuous growth and being widely recognized by customers in government sector, state enterprises and private sector. Moreover, the Company has identified business opportunities to expand its business into other services for individuals, such as provision of vans for wheelchair

users under the project name “Mr. Journey”, provision of short-term driver service under the project name “Drive4U” to the general public and executives, and provision of valet parking service etc.

The Company's outsourcing services and vehicle rental service enable the Company's customers to reduce their burden on personnel management and vehicle procurement. The services also assisted the customers in controlling labor cost and administrative expenses efficiently. The customers could instead focus on their main business, while passing on the burden of personnel administration to the Company who is a specialist in this field.

At present, the Company's business can be divided into 2 main groups:

1. Outsourcing Services

The Company provides outsourcing services that meet various customers' requirements. The services also lower customers' burden in administration and personnel management, improve management efficiency, and reduce costs. The Company focuses on providing services to juristic customers in private sector, government sector, and state enterprises, including individuals. The services can be divided into 2 categories:

- 1) Outsourcing services: There are 3 types of services: 1) management of drivers and office staff; 2) management of technicians; and 3) data entry service.
- 2) Landscape maintenance services: The Company provides a full range of landscape maintenance services to individuals and juristic persons in private sector, government sector, and state enterprises. There are 3 types of services: 1) maintenance of large landscape; 2) design and construction of landscape; and 3) large tree cutting (Tree Care).

2. Rental and Services

The Company's rental and services could be divided into 2 categories, based on characteristic of the services:

- 1) Vehicle rental service: The Company has various types of vehicles for lease such as sedans, mini-trucks, vans, and modified vehicles to provide convenience for customers. Customers can choose vehicle type for the duration of lease as needed. The service includes 2 types: vehicle rental service and vehicle rental with driver service.
- 2) Property lease: The Company has office space for rent in Country Complex Building, Level 11, located at No. 223 Sanphawut Road, Bangna Sub-district, Bangna District, Bangkok 10260 to third parties.

The Company has built brand recognition through the name “SO People” for outsourcing of driver, office staff and technician; “SO Next” for data entry service; “SO Green” for landscape maintenance service; and “SO Wheel” for vehicle rental service.

1.1.1 Vision, Mission, and Business Strategy

Vision

Siamrajathanee is a provider of life changing solution and business made easy (Siamrajathanee All Solutions One Outsource: Simplify Your Life).

Mission

1. Understand problems, apply knowledge to develop, create innovation, reduce burden and create benefits to facilitate customers' business operations;
2. Focus on developing capabilities, consistent growth, and generate returns to employees, organizations and shareholders;

3. Build corporate culture, comply with good corporate governance policies, and have corporate social responsibilities;
4. Cooperate with business partners to jointly improve efficiency and create success.

Business Strategy

1. Develop strategy to find proper solutions to challenging business questions (Insight-based Solution);
2. Create new services to meet ever revolving customers' demands (Innovation);
3. Build personnel to improve capabilities, skills and knowledge (People);
4. Build business partners through friendship and sincerity at every level of service (Service Passion);
5. Improve all work procedures to become the top service provider in the country (Leader Operation with Excellence).

Based on its experience, the Company has been able to respond to customers' specific needs. The Company has taken customers' needs to provide add-on services and expand its business, creating customers' satisfaction. With long-term experience and capabilities, the Company has become well-known in the industry and recognized among customers. The Company is ready to expand business further in the future and to improve its competitiveness and achieve the Company's vision.

The Company has adopted sustainability as framework for its operation. The Company recognizes the customers' requirements, whether it is solution, new services, new product. The Company would always find ways to respond to customers' requirements and differentiate itself from competitors. The Company has created services that could respond to the actual needs of customers. In the year 2021, the Company has determined strategies that respond to customers' needs and are practical in the current situation.

1. **Consult Strategic:** Readiness to give recommendations and advice by applying expertise in each service to offer alternatives to customers who need to lower business cost, flexibility in management to counter pre-planned situations.
2. **Partner Strategic:** Improve existing service capabilities to respond to customers' needs and quickly become better than competitors through cooperation with business partners to expand the Company's business, create selling opportunities and expand customer base.
3. **Customer Trust:** Impress customers with more convenience and simplicity in using the Company's service with a solution that would create impression, reduce work process, save time and expenses, and have measurable results.
4. **Lean Management:** Manage loss, control cost, increase revenue and profit sustainably.
5. **Cross Selling:** Expansion of each business by offering additional services to customers and increase selling opportunities of other services.
6. The Company had set up the Strategic Committee to study policy on merger and acquisition and joint venture of large projects relating to the Company's existing business.

1.1.2 Major Changes and Developments

Year	Key Milestones
2018	The Company participated in and won bidding to provide outsourcing of staff for Provincial Electricity Authority in 4 areas with the total contract value (exclusive of VAT) of THB 1,133.9 million. This was continual services by the Company.
	The Company started virtual reality services (“ Virtual Reality: VR ”), imitating driving in various situations to test the quality of drivers.
	The Company developed software for internal use to improve its efficiency, for example documentation system called “ DIGIDOCs ”, application, shortlisting and follow-up system for recruitment called “ iRecruit ”, clock-in and out, resignation, overtime payment system called “ Tik track ”, “ Car Pool ” system, and developed software for customers, for example system which used input data to evaluate water, and invoice issuing system called “ Meter Reading ”.
2019	In May 2019, the Company and Department of Skill Development signed a memorandum of understanding to develop skills of driver workforce with the objectives to improve driving abilities, increase knowledge, and skills of drivers continuously, creating quality drivers who are conscious of driving safety.
	The Company developed a software to service customers with online salary slips “E-slip” for service staff sent to work with customers.
	The Company implemented Business Intelligence Technology (“ BI ”), a system providing summary on information in the form of dashboard for management when making decisions.
	<p>The Extraordinary General Meeting of Shareholders No. 2/2019 of Siamrajathanee Public Company Limited held on 5 July 2019 resolved to approve:</p> <p>(1) to convert the Company into a public limited company and change the company name to Siamrajathanee Public Company Limited, and change par value of the Company’s shares from THB 1,000.00 per share to THB 1.00 per share;</p> <p>(2) to increase registered capital of the Company by THB 85,000,000.00, by issuing 85,000,000 new ordinary shares at the par value of THB 1.00 per share. This would result in an increase in the Company’s registered capital from THB 225,000,000.00 to THB 310,000,000.00, divided into 310,000,000 shares at the par value of THB 1.00 per share. The shareholders’ meeting had approved allotment of the new ordinary shares in the number of not exceeding 85,000,000 shares at the par value of THB 1.00 per share as follows:</p> <p>(1) newly issued ordinary shares in the number of 76,500,000 shares at the par value of THB 1 per share shall be offered to the general public (Initial Public Offering: IPO);</p> <p>(2) newly issued ordinary shares in the number of not exceeding 8,500,000 shares at the par value of THB 1 per share shall be offered to directors, executives and/or employees of the Company. The offer price shall be the same as the initial public offering price. In the event of remaining newly issued ordinary shares from allotment according to this item, such shares shall be offered to the general public through IPO.</p>
	On 8 July 2019, the Company registered for conversion into a public limited company.
	On 18 July 2019, the Company signed a memorandum of understanding with Dhipaya Insurance Public Company Limited in respect of the project called “Drive Safe, Social Happiness, Accident

Year	Key Milestones
	Free", with the objective to improve driving knowledge and skills for drivers, including providing accurate guidelines on insurance and meet government's policy in minimizing accidents, loss of property, and loss of life from driving.
2020	In September 2020, the Company was awarded a certification from Chevron (Thailand) Limited in respect of attentiveness and care to employees during the Covid-19 pandemic.
	On 8 October 2020, the Company's registered capital had been fully paid. The amount of capital increase was THB 85,000,000 from the registered capital of THB 225,000,000, resulting in the total registered capital of THB 310,000,000.
	On 14 October 2020, the Company offered its ordinary shares to the general public for the first time (Initial Public Offering: IPO).

1.1.3 Use of proceeds is in accordance with the purpose under the filing

(1) Utilization of proceeds from securities offering

Use of Proceeds	Approximated Amount	Utilization Period	Details/progress of utilization/reasons and measures if the proceed is not utilized according to its purpose
1. Repayment of loans from financial institutions and repayment of other liabilities that the Company may have in the future	THB 325.50 million	During 15 October – 30 December 2020	Repayment of loans from financial institutions
2. Use as working capital for business operations	THB 82.00 million	During 15 October – 30 December 2020	Use as working capital according to the purpose
Total	THB 407.50 million		

1.2 Nature of Business

1.2.1 Revenue Structure

Revenue structure of the Company for the year 2018 - 2020 was as follows:

	For the year ending 31 December					
	2018		2019		2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenue from outsourcing services ^{/1}	1,657.96	89.58	1,726.34	88.26	1,793.92	86.76
Revenue rental and services	154.57	8.35	201.66	10.31	241.84	11.70
Gain on sale of assets for lease held for sale and equipment ^{/2}	31.53	1.70	20.15	1.03	24.34	1.18
Other income	6.82	0.37	7.83	0.40	7.48	0.36
Total revenues	1,850.88	100.00	1,955.98	100.00	2,067.58	100.00

Remarks: ^{/1} The Company generated revenue from operation in Laos in the year 2018 to 2019 in the amount of THB 26.46 million and THB 7.09 million respectively. The service agreement between the Company's unit in Laos and customer was expired and the unit no longer generated revenue from 1 April 2019 onwards.

^{/2} Such income was mainly derived from gain on sale of vehicle for lease for which service agreement with customer had expired. The Company therefore generates this type of income every year.

1.2.2 Characteristics of Products and Services

The business of Siamrajathanee Public Company Limited (the "Company") can be categorized into 2 main business units:

Group 1: Outsourcing Services consists of:

- 1) Management service can be categorized into 3 types of services: 1) management of drivers and office staff; 2) management of technicians; and 3) data entry and management service.
- 2) Landscape maintenance service can be categorized into 3 types of services: 1) large-scale landscape maintenance service; 2) landscape design service; and 3) large tree cutting service (Tree Care).

Group 2: Rental and services consists of: 1) vehicle rental service; and 2) property lease.

Group 1 Outsourcing Services

The Company provides management services by providing services that respond to customers' various needs, and lower burden of administration and personnel management, increase management efficiency and reduces costs. The Company had used customers' needs to create additional services and expand the Company's business, providing services to customers who are juristic entities in private sector, government sector, state enterprises, and individuals. The Company's outsourcing services include 2 types of services: 1) outsourcing services; and 2) landscape maintenance service.

Revenue structure of outsourcing services in the year 2018 – 2020 was as follows:

	For the year ending 31 December					
	2018		2019		2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenue from outsourcing service	1,526.76	82.49	1,588.28	81.20	1,653.18	79.96
Revenue from landscape maintenance service	131.20	7.09	138.06	7.06	140.74	6.81
Total revenue from outsourcing services	1,657.96	89.58	1,726.34	88.26	1,793.92	86.76

1) Outsourcing services can be divided into 3 types as follows:

1.1 Management of driver and office staff

1.1.1 Management of drivers

The Company offers management of driver service with a term of service of 6 months and above, under the tradename “Drive4U” for private sector, government sector and state enterprises. The work process includes from procurement and selection to handling customers’ complaints. The Company has teams with expertise in managing drivers to meet customers’ need in terms of quantity and qualifications of drivers as stipulated in the contract. The Company’s services include recruitment, selection, screening, and testing of drivers in theory as well as practice. The Company also provides criminal background check. Such process are carried out to recruit drivers with qualifications required by the customer, for examples, age, gender, and language proficiency etc. In addition, the Company prepares additional staff for replacement in case any staff resigns, takes leave or in case of emergency absence. The Company has a team of coordinators who oversee employees’ conducts and manage customers’ complaints throughout the duration of the contracts. This is to ensure that the customers’ business operations will not encounter interruption from any event. The Company’s duties are to manage remuneration package, overtime pay, benefits and welfare to drivers according to Labor Protection Act and at the rates and conditions offered to employees by the Company.

Types of drivers provided by the Company:

1. Drivers for Thai and foreign executives.
2. Drivers for carpool service, who provide various service functions, depending on car management and work plan.
3. Drivers for valet parking service are staff with management system to minimize lack of parking problem at events, weddings, seminars or hospitals for instance. Staff must be experienced and skilled in driving all types and models of cars.
4. Drivers for large vehicles, drivers for trucks with 6 wheels and above.
5. Forklift operators for standing and seating, electrical or mechanical forklifts.



Drivers for executives



Drivers for carpool service



Drivers for valet parking service

Drivers for large vehicles



Forklift operators

The Company realized the importance of safety for customers and had established safety driving measures and had been awarded ISO 39001 : 2012 Road Traffic Safety Management Systems, international standards for safety driving, which would reduce, eliminate or limit the loss of lives, injuries and major accidents on the road. This is also to comply with the laws and create safety standard in providing driver service, and to reassure customers that the Company's drivers had been educated, tested and trained to master driving and be responsible for road users.

In the year 2014, the Company had expanded the business into Laos People's Democratic Republic by entering into a contract to provide drivers for Hongsa Power Co., Ltd. The contract started on 1 August 2014 and ended on 30 April 2016, and was later extended to 31 March 2017. The contract was renewed in 2017 for a duration of 2 years from 1 April 2017 to 31 March 2019, with no further renewal.

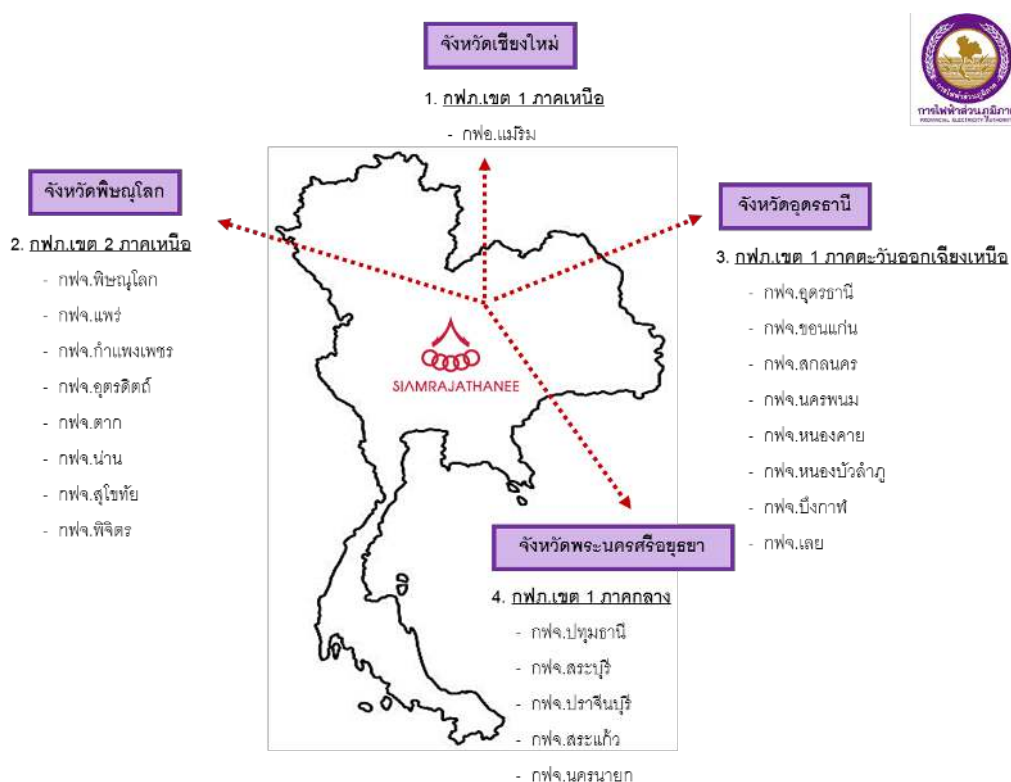
1.1.2 Management of office staff

The Company provides office staff for administrative functions, internal documentation, accounting and financial supporting staff, and receptionists etc. The Company provides qualified staff as required by customers and assigns a responsible person to coordinate and support the customers throughout the duration of the contracts, which are mostly for a term of 12 months and above. The Company's staff must pass its recruitment and selection process in both theory and practice and have qualifications suitable to the positions required by the customers.

1.2 Management of technicians

The Company provides outsourcing of technicians to Provincial Electricity Authority with scope of duties including: (1) construction; (2) electricity malfunction; (3) repair, improvement and maintenance of electrical system; (4) metering; (5) transformers; (6) parcel service; (7) electrical system service; (8) tree cutting; and (9) concrete products. The Company has been providing outsourcing of technicians to Provincial Electricity Authority for the past 20 years since the year 1996 and had participated in every bidding. In providing services, the Company assigns a coordinator in every region to collect data, administrate the unit, and report to head office. The coordinators are experienced and have duties to manage the team of technicians in the quantity and qualifications as agreed in the contracts. The technicians provided to Provincial Electricity Authority must be tested and evaluated by Provincial Electricity Authority before assuming the position. In the case of resignation, the Company would provide replacement and be responsible to pay compensation, over-time and benefits and welfare to the employees as stipulated under the labor laws and as per customers' contracts.

Map illustrating service areas



Scope of duties of the Company's technicians in 3 categories:

Category of Technician	Details of Duties
Normal	<ul style="list-style-type: none"> - Dig, installation of electrical pole, climb pole - Cut and tie steel, lay concrete - Prune trees near electricity transmission lines and low and high voltage distribution system - Production of concrete pole - Screw and unscrew nuts and bolts - Cut PC wires for redistribution
Skillful	<ul style="list-style-type: none"> - Assemble electricity equipment on electrical pole

Category of Technician	Details of Duties
	<ul style="list-style-type: none"> - Determine spacing for construction - Repair electricity malfunctions, both low and high voltages - Installation/removal of electricity equipment on electrical pole, antenna, and radio antenna - Installation/removal, connect set of ground rod - Installation/removal of surge protection for communication equipment - Being trained in standard tree care
Specialists	<ul style="list-style-type: none"> - Install and adjust transmission line - Survey using camera - Understand electricity construction planning chart - Report electricity malfunction in details - Determine spacing for construction - Install and repair underground cable - Install and repair power pole head equipment and underground head equipment - Visual check on transmission line - Use GPS equipment for communication - Maintain and repair malfunctioned electronic and communication equipment - Preliminarily repair and adjust transformers with minor faults - Supervise standard tree care



Normal technicians



Skillful technicians



Specialist technicians

Structure for outsourcing of drivers, office staff and technicians can be divided into 4 units as follows:

1. Marketing Unit: responsible for securing new customers, offering the Company's services to customers and listening to customers' requirements.
2. Operation Unit: responsible for planning services, monitoring services to be in accordance with contracts, solve any problem which occurs during the term of the contract, setting preventive measures, supervising staff on sites, and coordinating internally and externally for smooth services to customers.
3. Recruitment & Select Quality Unit: divided into 2 roles:
 - 3.1 Recruitment: source applicants for recruitment process as specified by written orders from source.
 - 3.2 Select quality: short-list applicants, set interviews, and find replacement staff.
4. Department of Suppression and Investigation (DSI): divided into 2 roles:
 - 4.1 Investigation: be the first point of contact and co-ordinate accidents related issues, investigate staff in case of accident, fraud, misconduct, and safety driving.
 - 4.2 Training: organize training to improve skills and awareness to staff.

1.3 Data Entry and Management Service

The Company provides data entry service with leading technology, applying international standard ISO 27001: 2013 in respect of Information Security Management System. The Company provides different types of services by taking customers' needs to enhance the services and expanded the Company's business to meet customers' requirements in both government and private sectors. The Company has been providing data entry service for over 20 years and has been entrusted by customers. Data entry and management service can be divided into 3 types.

1.3.1 Digital scan management

The Company provides complete services in document scanning, from labor, accessories, equipment, tools needed for scanning. The Company collects documents from customers, prepare, separate by categories, scan data, recheck and return documents to customers together with digital files. During the process, there is a team who recheck if quality of work is in accordance with the contract prior to delivery to the customers.

The Company has staff with skills, expertise and experience in management of documentation, from consulting, listening to problem from customer to design and format scanning, recording and filing systems, solving customers' problems concisely with systematic planning and professionalism. The Company is able to accommodate scanning services with different issues, scanning of important documents or highly confidential documents. These required skills and good understanding of work process, periodical cross check for accuracy of work, adjustment of equipment to minimize possible errors, maintenance and safe-keeping of documents of which major customers are large organizations such as hospitals and National Credit Bureau etc.

1.3.2 Data entry service

The Company provides data entry service by a team of professional who inputs data and controls quality (Quality Control: QC) for customers in order to achieve accuracy and speed. There are 2 forms of data entry service.

1. Onsite service: Internal data entry service provided at customers' sites. The Company will send staff and install equipment for data entry at customers' office. This type of service is suitable for organizations with sufficient space who could not send out documents for data entry or having documents that are needed to be kept confidential.
2. Offsite service: Data entry service whereby documents or information of customers are being recorded at the Company's office. The Company will arrange to pick up documents, input data and return documents to customers. In every process, the Company has a system for receiving documents and protective system to keep the information confidential according to international standards ISO 27001:2013 to ensure safety of the customers' information.

At present, the Company provides data entry service to customers in government and private sectors such as the Social Security Office and National Credit Bureau Co., Ltd. etc.

1.3.3 Data collection

The Company provides data collection service by recording electricity and water meters. The Company provides outsourcing staff, from recruitment, selection, training for knowledge and good understanding of duties required by the contracts, including being responsible for compensation and welfare according to the labor laws. Duties consist of collection of data from electricity and water meters, verification of type of water users (only for Provincial Waterwork Authority), and provision of summary and report to customers. The Company also provides supports and assists in solving problems by the Company's coordinators throughout the duration of the contracts.

To provide the abovementioned service, the Company must have equipment and software which meet the standards required by customers. Such equipment and software are used to collect and assess data efficiently, quickly and timely. Equipment used in data collection includes reader and recorder or smart phone and mobile printer to print electricity or water bills. In respect of recording water usage, the Company has developed own software to support efficient and timely work. Customers for this type of service are Provincial Electricity Authority and Provincial Waterworks Authority.

Steps in recording electricity and water usage

- 1) The Company holds a meeting with teams to go through work plan, process, duties and responsibilities of each staff. Teams are divided by designated areas or routes.

- 2) Preparation of equipment necessary for recording water and electricity usage, including requisite program (if applicable).
- 3) Staff to record electricity and water usage on the designated routes and deliver correct and complete utility bills.
- 4) Submit report on recording of electricity and water usage according to the daily plan determined by the Company.
- 5) Prepare correct and complete report as specified by the Company for delivery to customers.

Table showing data collection in the year 2018 - 2020

Unit: Million Entries	For the year ending 31 December		
	2018	2019	2020
Number of records	33.71	33.50	37.56

2) Landscape maintenance service

The Company provides a full range of landscape maintenance services to individuals and juristic entities in private and government sectors, and state enterprises. The Company's services started from planning, staff recruitment, purchasing equipment and accessories required for the service. The Company also supervises staff, site monitoring and managing complaints from customers throughout the term of the contracts. There are 3 types of landscape maintenance services: 1) large-scale landscape maintenance; 2) landscape design and construction; and 3) large tree cutting (Tree Care).

Scope of work of landscape maintenance service depends on terms and conditions of each contract between the Company and each customer. The Company is capable of landscape maintenance with the standard of services certified by international standards ISO 9001:2015 with equipment and accessories. In provision of services, the Company focuses on safety and good environment to customers according to ISO 14001:2015 certified quality in environmental conservation in order to create highest customers' satisfaction.



Landscape maintenance services can be categorized into 3 types:

2.1 Maintenance of large garden plot

The Company provides maintenance for large garden plot with area of 30 Rai and above according to international standard as certified by ISO 9001:2015 (Quality Management System) and ISO 14001:2015 (Environment Management System) by experienced and knowledgeable team with over 30 years of experience.

The team is fully equipped with equipment and tools to create highest customers' satisfaction. There is safety officer who visits site according to the work plan and is ready to provide safety information to staff.

Scope of work includes lawn care and garden care, consisting of trimming grass, pruning shrub and trees, watering, fertilizing, loosening the soil, pest control, plant delivery and garbage collection.



2.2 Landscape design and construction

The Company provides landscape design according to customers' requirements. The Company is able to recommend garden styles and ideas, including presenting the design in 3-dimensional image for preview by landscape design professional. In addition, the Company provides advice to customers on selecting types of plants and trees that are suitable for the area.



Photo of actual site (before service)



Virtual reality design



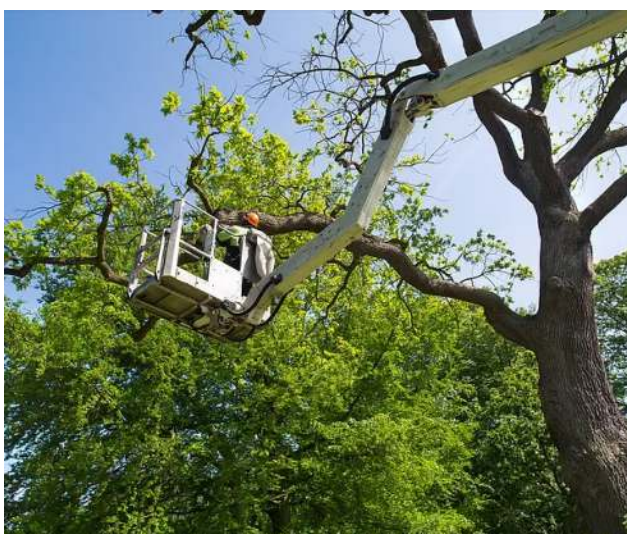
Photo of actual site (after service)

2.3 Large tree cutting (Tree Care)

The Company provides trimming and cutting of large tree service according to principles of arboriculture (professional in the practice of cultivation and management of large trees). The Company has expertise and provides services that adhere to safety standards. The services are provided by a team of arborists (professional in the management and care of large size trees). They have been trained and awarded with certification. Duration of work will depend type of cutting and on tree conditions at actual site.

In addition, the Company provides care for trees with unhealthy root system (Root Care) by encouraging small groups of roots to grow to support new sprouts and increase density of leaves. New groups of roots would also help support trees, preventing them from falling during the storms.

The Company also has Thailand's leading consultant in tree care, Kru Tor, Taradon Tunduan, who is an expert in tree care according to principles of arboriculture. Customers can assure that the Company's arborists can create suitable landscape and provide good images for customers. Most of the customers for the Company's tree care service are governmental organizations and important places such as embassies, universities, Department of Arts, and archaeological sites etc.



Structure of landscape maintenance business can be divided into 2 units as follows:

1. Marketing Unit: responsible for securing new customers, maintaining existing customers, offering the Company's services to customers, providing quotation and signing contract.

2. Operation Unit: divided into 2 roles:

2.1 Operation: responsible for performing duties according to plan, preparing summary on expenses, and staff care.

2.2 Technical: responsible for repair and maintenance of equipment and tools.

(2) **Marketing and Competition**

Competition Strategy

The Company aims to become a leading outsourcing service provider in Thailand under the concept “Siamrajathanee All Solutions One Outsource: Simplify Your Life.” The Company focuses on providing variety of services and quality services. The Company has brought customers’ requirements to create additional services and expand the Company’s business. Therefore, the Company is able to solve customers’ problems efficiently with expertise of quality personnel, equipment, management system of international standard level, use of technology and up-to-date database that can respond to customers’ requirements precisely.

- **Personnel: sufficiency and quality of service personnel**

Efficient and complete recruitment process has enabled the Company to recruit personnel quickly, which is a critical factor in the Company’s business. The Company has the ability to recruit staff in the number and with qualifications when required. The Company is capable of managing a large number of personnel. It consistently recruits personnel through short-listing from the Department of Employment, participation in job market events, Facebook and website advertisement, setting up booths at various locations, job announcement boards, notice board, leaflets and networking through word of mouth etc. The Company also has a training center for “professional drivers” under the name of “ACADEMY By Siamrajathanee” which serves as another channel for recruitment of drivers. The Company can recruit staff within 3 – 7 days, resulting in the Company being number 1 in Thailand for outsourcing of drivers. The Company has compiled a waiting list database with a large number of drivers, allowing the Company to be able to replace driver within 2 hours.

The Company has qualified employees. The Company’s recruitment process is examinable. Its recruitment process is of high standards, including criminal record check, eyesight test, behavioral test (DISC Model), which is used to screen distinctive human behaviors, enabling the Company to categorize personnel by personalities and match each personality with suitable work and position, field-test drive, virtual reality test drive, preliminary interview and English language interview, and analytical and personality assessment interview etc. There are also random checks on drivers on drugs and alcohol addictions.

The Company provides trainings by its internal unit to improve skills of employees, training on safety driving, defensive driving, knowledge on risk (hazardous test) as preventive measures, service mind, traffic laws, other useful laws, travel routes and preparation before taking up the positions.

- **Service Strategy - Development of services by using technology to improve services and efficiency in personnel, equipment and tools.**

With over 40 years of experience in the outsourcing service business, the Company had acquired in-dept knowledge of customers' needs in government sector, state enterprises and private sector and had brought customers' requirements into consideration in creating additional services and expanding the Company's business. The Company had continuously expanded from initial services for more extensive coverage and new services.

The Company utilizes modern technologies to support the services by developing various software for internal applications, for examples documentation system (DIGIDOCs), recruitment system including employee application, screening and employee handover (iRecruit), clocking in and out, leave of absence, overtime reimbursement system (Tik track) , and centralized carpool system (Car Pool) . Such software development supports internal operations of each department of the Company and mitigates problems during work process, simplifies management, and responds to the Company's requirements. Moreover, the Company has adopted new technologies and applied "lean" system to administrate the organization in order to create office automation that would reduce costs and improve efficiency of modern services.

Service Quality. The Company focuses on providing quality service to customers so that the customers will return to the Company for continued services and introduce new customers to the Company. Therefore, the Company has a dedicated operation unit who monitors that the services performed are in accordance with the contract, solves problem that arises during the term of the contract, establishes preventive measures, and takes care of service staff at sites, including coordinating with all relevant units. The Company also takes the following actions to ensure quality of services:

- Management of drivers: The Company has designated a special department called "Department of Suppression and investigation (DSI) " to control and supervise complete emergency and accident network to provide speed, convenience and mitigate further incidents, to facilitate rescue mission, hospital contacts, ambulance, tow car and police.
- Data entry and management service: At present, all business entities in both government and private sectors have recognized the importance of data management and application towards digital transformation. The market for management of data entry service has become broader, for example, data entry into systems, document storage in the form of digital filing, data privacy and KYC (Know You Customers) etc. The Company is confident in expanding market sector of "SO Next" department to provide complete and one stop services with qualified personnel, specifically designed software and equipment, as well as safety work process according to international standard ISO 27001 : 2013 which is international standard for data safety management. These qualifications are considered competitive advantage of the Company.

- Public Relations Strategy

In respect of landscape maintenance service, the Company has engaged the country's leading consultant to provide advice on tree care in order to provide quality services. The Company also deploys safety officer with vocational training to supervise at sites.

The Company has built brand recognition through the name "**SO People**" for management of drivers, office staff and technicians. "**SO Next**" for data entry and management service, and "**SO Green**" for landscape

maintenance service. In addition, the Company has made advertisement and public relation activities to promote the Company's services via online and offline channels, for example: (1) attracting interests in the services through promotions during holidays for trials, building interesting contents for targeted customers; (2) utilization of social media for public relations; (3) setting up booth for advertisement and public relations; (4) conducting corporate social responsibility (CSR) related to driving safety in cooperation with leading organizations such as Department of Skill Development and Diphaya Insurance Public Company Limited.

The Company prioritizes management to meet customers' needs consistently. This can be seen from the management of the Company being awarded certifications in various international industrial standards ISO 9001 : 2015 , ISO 39001 : 2012, ISO 14001 : 2015 และ 27001 : 2013. The Company also requires customers to provide assessment on every service provided by the Company. The results of assessment are used to improve quality of service and internal work process with the objective to achieve highest customers' satisfaction.

Characteristics of Customers and Target Customers

Main group of customers for outsourcing services include government organizations, state enterprises, and private companies in various business, including financial institutions, insurance, hospitals, vehicle and vehicle parts, food and drinks, steel industry, properties, energy and petroleum, industrial factories, including Provincial Electricity Authority and Provincial Waterworks Authority.

(1) Procurement of products and services

Nature of outsourcing services business requires a large number of personnel to promptly respond to demands. Therefore, the Company has various channels for recruitment such as application through branches, recruitment through job agencies, internet advertisement, Facebook, website, booth set up in various locations, job advertising boards, notice board, and leaflets etc. The Company recruits employees on a regular basis. It has developed a recruitment software called "iRecruit", a system to collect applications, short listing, screening and follow through with employee handover. This is to respond to current and future demands from customers. It also helps in preventing risk of shortage in personnel. The Company would recruit suitable candidates that meet customers' needs applying different selection methods for each position required.

Competition in the Industry

The outsourcing service industry consists of medium and large-scale operators, providing different types of outsourcing services, for example outsourcing of drivers, security guards, cleaners, office administrators and receptionists etc.

Competition in the private sector would be decided based on quality of service in conjunction with pricing. Customer would determine nature of work, quantity, and other relevant conditions. If any service provider can meet customer's requirements, it would be selected for these positions. Competition depends on the ability to meet customers' requirements. Once being selected, most customers would continue to utilize such company services continuously.

Competition in the government sector and state enterprises would be decided based primarily on pricing. In the year 2015, the Comptroller General's Department developed a procurement and recruitment system using electronic bidding to improve efficiency, transparency and verifiability. Selection criteria includes pricing and price performance, taking into consideration quality, to achieve quality procurement that meets requirements

and beneficial to the government's operations. The development of such system had encouraged companies in the industry to compete more on quality of service and less on pricing. As a result, companies with good service records and quality service have been awarded more often in biddings. The Company is considered a quality service provider, providing good standard of services. It has experience and long-term service record in the government sector. Therefore, the Company is beneficial from the new bidding system.

Despite a high number of operators and strong competition in the industry, the Company with over 40 years of experience has been providing quality and international standard quality of services, having customers in government sector, state enterprises as well as private sectors. The Company's management is confident of our ability to compete with others in the outsourcing service business such as Eastern Technical Engineering Public Company Limited, ISS Support Service Co., Ltd., Man Management Service Co., Ltd., and Unity Inter Marketing Co., Ltd etc. However, majority of the Company's customers have been using the Company's services for a long time and have good relationship with the Company. Therefore, change to a new service provider would be improbable. In addition to maintaining existing customers, the Company consistently expands its services to new customers in order to expand its customer base. In respect of management of technicians, service providers are required to have qualifications, experience and past performance. Other service providers in this business include Eastern Technical Engineering Public Company Limited, P.M.C Contractor Co., Ltd., and Power Technology Development Co., Ltd.

Group 2 Rental and Service Business**Characteristics of Products and Services**

The Company's rental and service business can be divided into 2 types according to characteristic of services:

1) vehicle rental service; and 2) property for lease.

1) Vehicle rental service

The Company provides various types of vehicles for lease including sedan, mini-truck, truck, and modified vehicle to meet customers' needs. Customers could select type of vehicle and contract period according to their needs.

1.1 Vehicle rental service

The Company provides vehicle for lease for a duration of contract ranging from daily to 5 years. Majority of the customers are juristic person customers whose requirement is to lease our vehicle. Customers can use the Company's vehicle with flexibility, while reducing the burden of managing vehicles within the organization and having better budget control. The Company has brought customers' needs to enhance its services and expand the business. Customers can select type of car and model as required. Customers can also request the Company to design interior, new fitting and accessory to the vehicle to fit their required usage.

- 1) Short-term vehicle rental service daily rental or for a period of not more than 3 years
 - Daily vehicle rental service: The Company provides daily vehicle rental service for business engagement or tourism. Many vehicle models are available to best suit customers' requirements. Reasonable pricing is offered. The Company provides vehicle delivery service to customers in Bangkok and its perimeter.
 - Vehicle rental service for a period of up to 3 years: The service is suitable for all types of organizations. Various duration of lease is offered including weekly, monthly, and annually, but not exceeding 3 years. This help reduce burden of car management within the organization.
- 2) Long-term vehicle rental service with duration of 3 years and above. The service is suitable for organizations with the need to lower internal management of car service and for better control of vehicle expenses.

For standard vehicles, the Company will procure vehicle upon demand from customer. The Company would contact vehicle distributor or dealer who is under the Company's vendor list to procure vehicle that meets customer's needs.

At present, the Company's vehicles for service include sedans, mini-trucks, vans, trucks and modified cars with variety of brands and models, including Toyota, Honda, Nissan, Isuzu, Hyundai, Volkswagen, BMW and Hino etc.

Modified car is the type of car that customers could design by themselves to fit their requirements or have unique features of their Companies. The Company will procure vehicle with brand and model as required and send the vehicle to car accessory distributor under the Company's vendor list. The vehicle can be decorated

or fitted with accessories such as radio, amplifier system, LCD screen, curtains, filtered film and floor mat etc. The period used for decoration or installation ranges from an approximate of 30 – 180 days, depending on the complexity. Types of modified vehicles provided by the Company include reefers, trucks, and modified four wheelers etc. Modified vehicles are provided for long-term lease with minimum of 3 years.

Vehicle repair and maintenance

During the period of lease contract, the Company provides maintenance services for the vehicles, including mileage check-up, engine oil change, tyre replacement, and battery replacement etc. Customers can notify the Company if the vehicle has reached specific time for service, or after 6 months of service and the vehicle has not been sent for service, the Company will contact customer to bring in the vehicle for service. Customers can choose between bringing the vehicle to service center themselves or have the Company bringing the vehicle to service center on their behalf. The Company has a network of service centers all over the country for which customers can use nearby service centers for convenience. The services also include repair after accident. The Company also provides 24 hours call center service for customers in case of emergency.

Vehicle replacement

While being under repair from accident or periodical maintenance, for non-stop service of the lease, the Company can provide replacement vehicle. The customer will be at convenience while the vehicle is being repaired or maintained. The Company will provide replacement vehicle with model and characteristics similar to customers' leased vehicles for temporary use. The Company's officers will follow up on repair and maintenance process to ensure fast completion and return of vehicle to customers.

Renewal of insurance and vehicle tax labels

When vehicle for lease were due for insurance or vehicle tax renewals, the Company's officers will notify customers. The Company has a system to ensure that renewal would be carried out within the necessary period as well as minimizing documentation burden for customers.

After the end of long-term lease contracts, the Company will consider conditions of vehicles including years of usage, inside and outside, and mileage. If the vehicles remain in good serviceable conditions, the Company might consider transferring them to assets for short-term lease or retain as replacement vehicles during repair and maintenance. If the vehicles have been in service for longer time, the Company might consider them for sales. However, the Company maintains a policy of not using vehicles with over 8 years of service. The Company's decision on managing each vehicle must be reached within 3 months after contract expiry date, and such mandate must be carried out within 3 months after the decision has been reached.

Sale of vehicles for lease can be carried out in 2 ways:

1. Sales through auction. The Company uses auction company, such as Union Auction Public Company Limited, Alliance Auto Auction Co., Ltd., Apple Auto Auction (Thailand) Co., Ltd., and Manheim Asia Pacific Co., Ltd., to handle auctions for the Company.
2. Direct sales. The Company will allow 2nd car dealers to participate in the auction when selling a number of cars. Dealers would submit their offers to the Company, and the Company would select the best price offered. The auction is usually carried out every quarter.

1.2 Vehicle rental with driver service

Vehicle rental with driver service is another service to customers, as an addition to vehicle rental service. The Company provides vehicles and drivers as required by customers. Customers will receive all services similar to vehicle rental service. Customers can select model and brand of the vehicle and driver to meet their requirements. The Company provides drivers who have passed testing in terms of knowledge and skill so that customers would receive efficient service throughout the duration of the contracts.

Number of vehicles by type as of 31 December 2018 – 2020

Vehicle Type	Number of Vehicles		
	As of 31 December		
	Year 2018	Year 2019	Year 2020
Sedan	123	109	79
Mini-truck	383	401	425
Van	208	256	368
Truck	8	4	111
Total vehicles for lease	722	770	983

1) Characteristics of Customers and Target Customers

Vehicle rental service

Major customers for vehicle rental service are government organizations, state enterprises and private companies. Target customers for vehicle rental with driver service are juristic person customers. Current customers consist of 3 groups as follows:

1. Government organizations and state enterprises: At present, the Company has various government organizations and state enterprises as customers, for examples, Provincial Electricity Authority, Social Security Office, Office of the Permanent Secretary to Ministry of Culture, Emergency Medical Foundation of Thailand, Wastewater Management Organization etc. Most of the services is in the form of vehicle for lease for use within the organization or for business conduct. There could be installation of additional equipment and fittings to suit the service, with duration of service between 1 – 5 years. Normally, the government sector would require that trade partners place a letter of guarantees in the amount of 5 – 10 % of the total value of contract as performance security.
2. Private companies: Customers from private sector are varied in sizes and types of business. Mostly, vehicles are leased for executives and employees to commute. These vehicles are mainly standard vehicles or vehicles with a few additional fittings. Duration of lease ranges from 1 day to 5 years. For private company customers, the Company maintains a policy of collecting deposits in the amount equivalent to an average 2-month of rental payment per vehicle.
3. Individuals: At present, the Company provides a short-term vehicle rental service and van with driver service for wheelchair user (Mr.Journey) to individual customers.

Procurement of Products and Services (Vehicles for Lease)

The Company procures vehicles according to customers' requirements through each car dealer such as Toyota, Honda and Isuzu, who are listed in the Company's approved list of vendors. The Company has many dealers under the list to mitigate the risk of dependency on a single supplier and for price comparison.

In respect of modified vehicles, the Company would secure vehicles according to brand and model required by customers and have them fitted according to customers' specifications by car accessory dealers in the Company's vendor list.

Competition in the Industry (Vehicles for Lease)

Vehicle rental service is a constantly growing business because of consumers' changing behaviors, by choosing more outsourcing service. This had added a large number of new operators into the market as well as expansion of business among existing operators.

In respect of short-term vehicle rental service, target customers are individual customers who use the service short-term of daily, weekly or monthly. There are many operators in the short-term vehicle rental service and, therefore, there is a strong competition in the market. As individual customers' main consideration is price, there is a high competition in pricing. The Company, however, focuses on quality of service more than pricing. The quality service up to standard would impress customers and bring them back for repeated services.

In respect of long-term vehicle rental service, target customers are private companies, government organizations and state enterprises who use long-term lease of more than 1 year, mostly for operations of the organization. This sector focuses more on quality of service and ability to meet their needs than pricing. Moreover, customers in government sector, state enterprises and large private companies most likely would have pre-conditions in selecting participation to the biddings, for examples, minimum registered capital, past performance and experience. Competition in the long-term vehicle rental service is not as fierce as in the short-term vehicle rental service. With quality of service and good standard, the Company has been continuously granted contracts from leading companies and government organizations.

Some examples of companies in vehicle rental service industry include Japanrent (Thailand) Public Company Limited, Premier Inter Leasing Co., Ltd., Krungthai Carrent and Lease Public Company Limited, Master Car Rental Co., Ltd., Synergetic Auto Performance Public Company Limited, Thai Rent A Car (1978) Co., Ltd., Worldclass Rent A Car Co., Ltd., and Asia Rent A car Co., Ltd. etc.

2) Property for lease

The Company provides space for rent in Country Complex Building A, Level 11, located at No. 223 Sanphawut Road, Bangna Sub-district, Bangna District, Bangkok 10260. The Company also provides management, repair and maintenance service for tenant. The Company determines pricing for property for lease into 2 portions, rental and service fees. The fees are calculated by multiplying space with rental rate and service fee per square meter. The Company also collects deposits in the amount equivalent to 2 – 3 months of rent as guarantee for damages.

The Company has total leased area of 1,158 square meters, with lease details as of 31 December 2020 as follows:

Total Area (square meters)	Leased Area (square meters)	Outstanding Area (square meters)	Occupancy Rate (%)
1,158	1,158	-	100.00

Assets Used in Business Operations

Key Permits/ Standard and Copyrights for Business Operations

Permit / Standard / Copyright	Details	Duration of Permit/Standard
ISO 9001 : 2015	System of quality and assessment of Data Processing & Data Base, outsourcing service for landscape maintenance and waste management (exclusive of designing), vehicle for lease with driver and transportation service.	12 October 2017 to 12 October 2020
ISO 14001 : 2015	System on environmental management, cleaning service, sewer cleaning service, non-toxic waste management and lawn maintenance.	12 October 2017 to 12 September 2020
ISO 27001 : 2013	Information security management system	4 January 2018 to 31 January 2021
ISO 39001 : 2012	Road traffic safety management system	28 November 2019 to 27 November 2022
Personal transport license, with vehicles used to transport animals or merchandise ^{/1}	License holders must use not more than 45 units of vehicles for transport animal or merchandise, 7 units of truck type, 30 units of vans, 7 units of liquid trucks and 1 ad hoc truck.	20 February 2017 to 19 February 2022
Valet Parking Mobile	Certificate of Copyrights by Department of Intellectual Property Type of Work: Literature Character: Computer Program Name of Work: Valet Parking Mobile	Starting from 6 February 2018 onwards
DIGIDOCS	Certificate of Copyrights by Department of Intellectual Property Type of Work: Literature Character: Computer Program Name of Work: DIGIDOCS	Starting from 29 October 2018 onwards
Tik Track	Certificate of Copyrights by Department of Intellectual Property Type of Work: Literature Character: Computer Program Name of Work: Tik Track	Starting from 29 October 2018 onwards

Remark: ^{/1} Such license is required for landscape maintenance service and vehicle rental service.

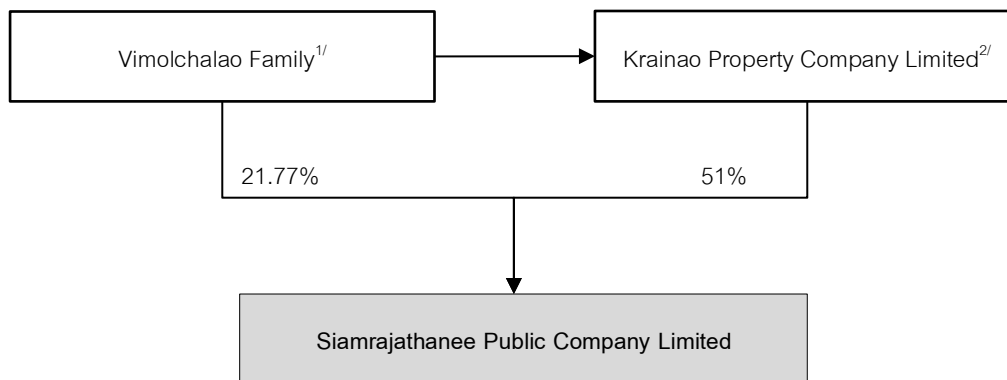
Key License in Business Operations

License / Standard / Copyright	Details	Duration of License/Standard
Personal transport license, with vehicles used to transport animals or merchandise ^{/1}	License holders must use not more than 45 units of vehicles for transport animal or merchandise, 7 units of truck type, 30 units of vans, 7 units of liquid trucks and 1 ad hoc truck.	20 February 2017 to 19 February 2022

Remark: ^{1/} Such license is required for landscape maintenance service and vehicle rental service.

1.3 Shareholding Structure

The below diagram illustrates shareholding structure of the Company and percentage of shareholding as of 24 November 2020.



Remarks:

Registered and paid-up capital of THB 310,000,000

^{1/}

Vimolchalao Family consists of: (1) Mr. Krai Vimolchalao with 10.79% shareholding; (2) Mrs. Naowarat Vimolchalao with 2.88% shareholding; (3) Mr. Nattaphol Vimolchalao with 2.7% shareholding; (4) Mr. Vatcharaphol Vimolchalao with 2.7% shareholding; and (5) Mr. Pojcharaphol Vimolchalao with 2.7% shareholding.

^{2/}

Krainao Property Company Limited (former name is Siamraj Property Company Limited) was incorporated on 23 September 2016 to conduct land lease and property rental service. The company was registered in Thailand with the registered and paid-up capital of THB 4.00 million, consisting of 4,000 ordinary shares at the par value of THB 1,000.00 per share.

1.4 Registered Capital and Paid-up Capital

The Company has the registered and paid-up capital in the amount of THB 310,000,000, consisting of 310,000,000 ordinary shares at the par value of THB 1.00 per share.

Top 10 major shareholders as of 24 November 2020		Number of shares (shares)	% of total number of shares
1.	Krainao Property Company Limited	158,100,000	51.00
2.	Mr. Krai Vimolchalao	33,450,000	10.79
3.	Mr. Charupoj Neesanan	12,101,800	3.90
4.	Mrs. Charunee Chinwongvorakul	11,168,000	3.60
5.	Mrs. Naowarat Vimolchalao	8,913,000	2.88
6.	Mr. Nattaphol Vimolchalao	8,363,000	2.70
7.	Mr. Vatcharaphol Vimolchalao	8,362,000	2.70
8.	Mr. Pojcharaphol Vimolchalao	8,362,000	2.70
9.	Mr. Sompong Chonecadeedumrongkul	4,550,000	1.47
10.	Mrs. Wiwan Tharahirunchot	3,000,000	0.97
Top 10 major shareholders in total		256,369,800	17.30
Total number of shares		53,630,200	100

1.5 Issuance of Other Securities

- none -

1.6 Dividend Policy

The Company's dividend policy is to maintain a dividend payout ratio of not less than 50% of net profit after deduction of corporate income tax and statutory reserve in each year. In determination of dividend payment, the Company considers various factors in order to create optimum benefits to the shareholders. Dividend payment shall not have significant impact on the Company's normal business operations. Such dividend payment shall be subject to changes based on operating performance and financial positions, liquidity, business expansion plan, necessity and appropriateness in the future and other factors relating to management by the Company as the Board of Directors deems appropriate. The resolutions of the Board of Directors' Meeting approving dividend payment shall be submitted to the shareholders' meeting for approval, except for interim dividend payment. The Board of Directors has the authority to approve interim dividend payment if it deems that the Company has sufficient profit for dividend payment without causing impact on the Company's business operations. The Board of Directors shall report the interim dividend payment in the next shareholders' meeting.

In the year 2020, the Board of Directors' Meeting No. 8/2020 resolved to approve interim dividend payment from retained earnings as of 30 June 2020 in the amount of THB 49.60 million or dividend per share of THB 0.16. The Company has set dividend payment date on 9 December 2020.

2. Risk Management

2.1 Risk management policy and plan

The Company realizes the importance of risk management in the management system and operations management. Its objective is to have risk management become a culture of every operator. Risk management not only enables the organization to achieve its main objective and other goals, but also supports the Company in concretely creating value-added operations. In order to have various units of the Company attain methods of risk management in the same direction, the Risk Management Committee has set up the Risk Management Policy by taking into consideration expected change in business environment that affects business operations to be consistent with the Company's visions and business strategies. The Company has continuously reviewed risks by considering external and internal factors, opportunities of risks occurring, and their impact on the Company's business both directly and indirectly, in order to assess risks and identify important risks of the Company and determine suitable strategies for governance and control of risks to be within an acceptable level. In respect of monitoring and assessment, the Company has a policy for every business unit to monitor and attain the results whether they are suitable, and if risks can be managed effectively. After monitoring and assessment, every business unit must report progress, problems, obstacles in managing risks to the Risk Management Committee to be used as guidelines or improvement of risk management policy. Key risk factors that affect business operations are as follows:

2.2 Risk factors which affect business operations

2.2.1 Risk of shortage of personnel and risk of dependency on skilled personnel

Since the Company's business includes management service business, landscape maintenance business, and car lease service which offer a variety of services to respond to all range of customers' requirements, personnel are therefore an important mechanism to drive the Company's business. In the past, the Company's business has been growing continuously with increasing number of customers and revenues, it has become necessary for the Company to depend on large number of personnel, both general and skilled personnel such as skillful technicians, specialists and arborists.

At present, the Company has 2 main types of employees which are office employees and operational employees who work directly with customers. As of 31 December 2020, the Company has office employees and operational employees who work directly with customers in total of 8,923 persons. If the Company cannot recruit personnel to maintain services and replace resigned personnel in a timely manner, it could significantly affect the Company's services and business operations.

In general, provision of personnel service has a high rate of staff turnover because employee who works directly with customer may resign and apply for a job with another company. An employee may resign for a period of 10-15 days and is unable to specify exact date of returning to work. Such employee then sets out to resign, and with each resignation, the Company will remove the name of the employee from its system and report resignation of the employee to the Social Security Office. Therefore, the abovementioned staff turnover rates in respect of operational employees who work directly with customers included the number of resigned employees who re-applied for work in the same fiscal year, resulting in a high turnover rate. If the number of resigned employees who re-applied for work in the same fiscal year is removed, the staff turnover rate in respect of operational employees who work directly with customers will be as follows:

The Company realizes the aforementioned risk and has set the following measures to prevent the risk of shortage of personnel:

(1) The Company regularly prepares recruitment plans for office employees and operational employees who work directly with customers. The Company adheres to recruiting skilled employees and specialists to suit the positions and qualifications required by customers. In case of operational employees who work directly with customers, the Company has a recruitment department whose duty is to recruit employee according to qualifications required by customer through various means including online and offline channels, for example, shortlisting from the names of applicants provided by the Department of Employment, distributing hiring positions to public and private employment agencies, educational institutes or universities, taking part in labor fairs, advertising on internet, Facebook, websites, and participate in setting up booths at various locations, posting on job advertisement boards, distributing leaflets, building a network through word of mouth, and transferring on-site employees whose contracts with their previous recruitment agencies had expired to the Company. Such actions have created a name to the Company as a center for drivers. In each case, the goal is to have a maximum number of applicants, including recruiting employees within the responsible work zones or their neighborhoods. As a result, the Company has a sufficient database of applicants for recruitment of suitable personnel for each type of service. In addition, the Company has set up "ACADEMY by Siamrajathanee" in order to carry out a training course for Executive Drivers by its experts. The training course is to support and develop interested persons, new generation, and groups of female drivers and senior drivers (through our website www.siamrajacademy.com). It is considered another channel for recruitment of drivers who are qualified and efficient.

(2) In respect of office employees, the Company has a policy to remunerate employees at every level fairly and appropriately according to the Company's performance and employee performance. Information from salary & benefits survey of similar business is also taken into consideration in determining remuneration payment. In respect of operational employees who work directly with customers, the Company has a policy to remunerate employees, adhering to commitment and conditions as agreed with employees, including transparency in remuneration payments. For instance, the Company pays remuneration to employees within the agreed period of time, and there will be no incorrect deductions other than those specified in the employment contracts.

(3) In respect of office employees and operational employees who work directly with customers, the Company places importance in quality of life for employees by providing fringe benefits such as staff uniform, health insurance, life and accident insurance, annual health check-up, provident funds, transportation, and appropriate financial support and other welfare for family members of employees including scholarships for employees' children, bereavement support payment.

(4) In respect of office employees and operational employees who work directly with customers, the Company develops employees to become specialists in specific areas and provides training programs to and improve skills and expertise of employees in line with the Company's growth, for example:

- Annual Training and Development Plan. The Company has surveyed and analyzed the need for trainings and development and uses them in formulating annual plan. The training programs can be categorized as follows:

- Internal general training on basic/general knowledge such as basic fire fighting and fire drill course and first aids program.

- Internal competency training (internal trainings on skills) such as Google Adwords, Facebook advertising, Analyzing Data With Power BI.

- External competency training (sending personnel to participate in courses offered by external organizations on various skills). For example, courses on management of all risks, systematic examination, and tree care in landscape projects.

- Succession Plan. The Company has prepared a succession plan by determining qualifications of personnel who will hold positions of middle management and above, to support growth of the organization and to prevent shortage of personnel in important positions. The succession plan also supports growth in qualified personnel with capabilities and potential by setting up Individual Development Plan: IDPs to prepare and develop personnel using various methods such as training, tutoring and consulting etc.

- Training by internal unit (SO Academy) which provides training and improve skills of personnel, including safety driving, defensive driving, knowledge on hazardous test to prevent accidents, service mind, traffic rules, basic laws, directions, and preparation before the jobs etc.

Apart from the risk of shortage of personnel, the Company also realizes the risk of dependency on skilled personnel, both office employees and operational employees who work directly with customers. Since majority of management personnel of the Company have industry experience and have worked with the Company for over 10 years, they are knowledgeable and understand the needs of customers. In respect of operational employees who work directly with customers, the Company has provided know-how, develop and build skills before commencing the work and continuously during performance of duties. This has, therefore, created job proficiency. To prevent the risk of dependency on skilled personnel, the Company has set the following measures:

(1) Since the Company has experience in human resources management service for over 40 years with variety of services and has expanded into new type of services continuously, it has therefore acquired many prominent customers. The Company has become one of the leading outsourcing services company, who is able to provide work to personnel looking for employment and create attractive incentives to retain personnel with the Company who would grow together with the Company.

(2) The Company provides good employee welfare and has taken good care of its employees. As a result, the majority of the Company's employees stays with the Company for a long period of 5 – 7 years. Even after resigning from the Company, the majority of the Company's employees comes back to work with the Company. This is different from competitors who do not adhere to commitment made with employees resulting in employee resignation. This does not happen to the Company and the Company can retain its employees for a long period of time.

(3) The Company has a system to prevent losing qualified, skilled and knowledgeable employees who have experience for a long period of time.

- Building career paths. The Company supports skilled and specialist employees who have been working with the Company for a long period of time to advance in their career path whether vertically, that is to allow opportunity for qualified employees for promotion, or horizontally, through job transfer or rotation, in order to prevent losing skilled and specialist employees, as well as to exchange knowledge and experience within the Company .

- Management of knowledge of skilled and specialist employees who have been working with the Company for a long period of time by designating them as mentors for new employees to pass on knowledge to the new generations.

- A 360-degree performance assessment and key performance index (KPI) are used to retain qualified an specialist employees who have been working with the Company for a long period of time. The Company has performance evaluation system that is clear, fair and standardized.

However, the Company does not depend on any particular skilled employee or specialists, in respect of both office employees and operational employees who work directly with customers. The Company has a suitable organization structure to support sustainable growth in business. It has Recruitment and Selection Department for recruiting and selecting potential candidates. Based on the foregoing measures, the Company is confident that it can reduce the risk of dependency on skilled personnel.

2.2.2 Risk of increasing compensation for operational employees

Management service business, landscape maintenance business, and car lease business require a large number of personnel, especially operational employees who work with customers and directly provide services to customers to create customer satisfaction. Therefore, cost of human resources management service is considered the most important cost. During the period of 3 years from 2018 to 2020, the Company incurred cost of human resources management service on the average of 82.49% of income from human resources management service.

	For the year ending 31 December		
	2018	2019	2020
Service income from human resources management (million baht)	1,657.96	1,726.34	1,793.92
Cost of human resources management service (million baht)	1,369.67	1,427.80	1,474.05
Percentage of cost of human resources management service to service income from human resources management	82.61	82.71	82.17

If the government sector issues a measure to increase minimum wage, staff cost might increase and in the event the Company cannot request for increase in service fees in respect of existing service agreements to compensate, wholly or partially, for the increase in staff cost, its gross profits may decrease and be different from the Company's forecast, resulting in significant negative impact on the Company's operating performance.

To reduce the risk of increasing compensation for operational employees working directly with customers, the Company has set up measures to prevent the risk of increasing compensation for operational employees working directly with customers by assigning the legal department to keep up to date with changes in the relevant laws, rules, or regulations which might affect wage rate. The Company also reviews its cost budgeting on a regular basis to reduce significant impact on the Company's operating performance. In addition, the Company has set measures on contracts with trade partners by setting conditions relating to wages for staff working directly with customers in order to prevent the risk. In the case of short-term contracts of not more than 1 year, the Company will include a condition under the contract that it may adjust minimum wage according to the laws. In the case of long-term contracts, the Company would make forecast which covers increase in wage under the cost breakdown in order to reduce the risk of increasing wage in the future. In the case that the law

announces increase in wage rate, the Company will renegotiate with customers to ask for wage adjustment proportionate to an increase by the laws, only in the case that the customers pay the Company at a rate lower than the minimum wage rate under the laws. In the past, the Company was never negatively affected in such cases.

2.2.3 Risk of inability to sell used cars of which lease contracts have expired (scrap value) at forecast prices, in the forecasted prices

The Company conducts car lease service with short-term lease (not more than 3 years) and long-term lease (3 – 5 years). In the case that long-term car lease agreement expires, the car lease business unit and the Company's related units will consider directions in managing the vehicle within 3 months after the expiry date of the agreement by transferring car for lease to: (1) vehicle for lease under short-term lease or stand-by vehicle for lease; or (2) vehicle for use in carrying out the Company's business and/or (3) vehicle held for sale for which the Company has a policy to dispose such type of vehicle within 3 months after the date on which a direction has been determined with exceptions in certain cases. In respect of sale of vehicles, the Company will offer vehicles to used car dealer companies and/or sell the vehicles through the sales to used car dealers and/or sale through Union Auction.

The Company has risks of inability to sell vehicles or selling vehicles at lower prices than forecasted amount due to various factors such as model, brand, type, conditions, market demand and supply, and forecasted sale prices. However, the Company is confident that the risks of inability to sell vehicles or selling vehicles at lower prices than forecasted amount will be at low level because: (1) during the past 3 years (2018 – 2020), majority of cars for lease are TOYOTA and ISUZU, which are of popularly brands and will help increase opportunities in selling the vehicles in the future; (2) effective determination of scrap value – in determining scrap value at the beginning of lease contract, car lease business unit with over 18 years of experience will estimate selling price at the end of term of usage deducted by direct cost of sale. To obtain the most accurate scrap value, the Company will set estimates by taking into consideration and analyzing industry information, median market prices, and forms and types of contracts entered with customers which would affect conditions of the vehicles at the end of the contract period. The Company will consider each vehicle individually. In addition, all estimated scrap values must be approved by the Company's management. At present, the Company has a policy to set scrap values or fair values for future sale at the end of lease contracts at 40% – 65% of the value of vehicles at the beginning of the contracts. In the past 3 years (2018 – 2020) the Company has always made profits from sales of used vehicles. However, the Company considers a more accurate estimated scrap value by adjusting account estimates of assets' scrap values to correspond with the market of used cars and the current business environment. The Company had adjusted such account estimates under its financial statements from Quarter 3/2019 onwards. This will result in a decrease in accumulated depreciation of assets for lease and will result in a lower level of margin from future sales of used vehicles, whether such sales create profit or loss.

2.2.4 Risk of high competition in car lease business

Car lease business is a continuously growing business due to growth in tourism industry and the change in consumers' behavior who use more outsourcing services. This has resulted in a substantial increase in the number of new operators in the industry and additional investment by existing operators whereby: (1) short-term car lease business faces strong competition since there are many well-known operators, both domestic

and international companies, as well as many small-scale operators. In addition, clients of short-term car lease are individuals whose main consideration is pricing. Such factor has created quite high price competition, while (2) long-term car lease business has lower competition than short-term car lease business since clients are private companies, government sectors and state enterprises who focus more on quality of services and abilities to meet requirements rather than pricing.

The Company realizes such risk and has, therefore, created various competitive strategies via online and offline channels. For example: (1) provision of full range and quality services, from responding to customers' needs in terms of model and quantity, provision of designated vehicles and additional car equipment, maintenance of vehicle insurance and compulsory motor insurance, and managing all relevant documents for customers, including car repair and provision of stand-by vehicles. There is a call center to connect and resolve problems 24 hours. Moreover, the Company engages drivers on a contract basis which allows the Company to provide a combination of car lease and driver service to customers; (2) building awareness of services through tie-in advertising by well-known personalities, social activities and participation in events with various organizations; (3) generating interest in services by organizing promotions with special prices during holidays for trials and develop interesting content to targeted customers; (4) utilization of social media to promote services; and (5) setting up booths for advertisement and public relations.

2.2.5 Risk of reliance on a small group of key customers

In the year 2018 – 2020, the Company's total revenues was THB 1,850.88 million, THB 1,955.99 million, and THB 2,067.58 million respectively. Such amount of revenues included revenues from Provincial Electricity Authority of THB 698.10 million, THB 760.74 million, and THB 838.95 million or representing a ratio of 37.72%, 38.89% and 40.58% of the Company's total revenues respectively.

Services to Provincial Electricity Authority include short-term and long-term contracts (from 1 year up to 5 years) of which the beginning and the expiry date of each contract varies. Before expiration of contract, Provincial Electricity Authority will open a bidding process for private companies to participate. The Company will then participate in the new bidding. In respect of certain type of services, Provincial Electricity Authority will also assess the Company's performance so that it is approved as qualified service provider. However, in case the Company does not win the next round of bidding and its contracts is not renewed by Provincial Electricity Authority, the Company's performance might be adversely affected, the details of which are set out in the below table.

Revenues from Provincial Electricity Authority is derived from services include: 1) provision of drivers and office staff; 2) provision of technicians; 3) data entry service; and 4) car lease service. Each service is provided through a separate contract with different beginning and expiration dates. Such factor allows the Company to mitigate risk that might occur from reliance on Provincial Electricity Authority.

In addition, the Company has entered into a contract with a government organization in respect of car lease service in April 2020. The contract is a long-term contract with the term of 5 years. The number of cars for lease according to the contract is a total of 244 cars. This may pose risk of reliance on this customer, and at the end of 5-year term, the Company may face risk of disposing a large number of vehicles under such contract. One of the vehicles for lease is truck, with a total number of 98 units. This is the type of vehicle that the Company did not previously have for lease in a high number. This may pose risk of disposing such type of vehicles.

However, the ratio of revenues from this customer compared to service revenues from car lease for the year 2020 is equivalent to 15.2%, and compared to the Company's total revenues for the same period is equivalent to only 1.84%. In respect of disposing cars at the end of contract, the Company has determined scrap values according to its policy, including surveying prices and demand for used trucks. Since trucks are used commercially for transportation, they are continuously in demand in the logistics industry.

2.2.6 Risk of non-compliance with obligations under service agreements

Service agreements relating to the Company's management service business, landscape maintenance business, and car lease business consist of terms and conditions of which the Company must comply with. The terms include provision of staff in the number and with qualifications as prescribed in the agreement, provision of service up to the term of the agreement, provision of replacement staff in the event that the existing staff resigns, is on normal or emergency leave, provision of additional staff as requested by customer in a responsive and timely manner, provision of replacement vehicle within 24 hours, delivery of data / data on each water usage / correct and complete data entry delivered in a timely manner, and procurement of materials, tools, operating equipment etc. The Company's inability to comply with any contractual term may result in payment of penalty by the Company at the rate specified under the agreement or forfeiture of deposit or bank guarantee and/or termination of the agreement by customer.

Nevertheless, the Company has Marketing Officer and/or Operation Officer and Department of Suppression and Investigation (DSI) who liaise with customers and acknowledge problems and requirements from customer. They also take care of safety and organize trainings for employees so that the Company can efficiently provide services to customer according to terms and conditions under the agreement. The Company will organize a meeting with customer in the event that it could not deliver work on the monthly delivery date specified under the agreement in order to agree a new delivery date and deliver the work on such new delivery date. Due to expertise, experience, and quality service provided by the Company, the Company has never encountered any event that would give rise to the Company's being unable to comply with material term agreed with customer.

2.2.7 Risk of non-renewal of service agreements

Service agreement includes a period of service which varies from day, month or year. The Company's Marketing Officer and/or Operation Officer will prepare reports at the end of each month to prepare for renewal of service agreements by enquiring customers' requirements in each event including bidding or normal quotation in order to submit bidding and/or quotation to customers. For each renewal of agreement, there is a risk of similar business operators submitting bidding and/or quotation to customer and may result in the Company's service agreement not being renewed by customer.

The Company's approach in mitigating risk of non-renewal of service agreements is to have Marketing Officer and/or Operation Officer, responsible for liaising with customer, acknowledges and understands customer's problems and requirements and makes assessment on customer's satisfaction. The information obtained through Marketing Officer and/or Operation Officer shall be used to improve the Company's services in order to secure renewal of service agreements by customers. In addition, the Company has insurance policies relating to its services in place such as 1st class insurance for customers, 3rd class auto insurance, third-party insurance for employees, and hires Safety Officer to provide safety training and recommend safety equipment, warning signs, and notices in order to build confidence in respect of safety in customers and employees. The Company is also

a leading company in providing management service business and has qualifications and portfolio acceptable to the public. We have capabilities to recruit a large number of staffs for customer. In the event that staff is on leave, the Company can find a replacement staff within a short period of time. Based on the past record of services provided by the Company to customers, the Company has been maintaining the same customers, representing 90% of the total revenues, and new customers, representing at least 10 – 12% of the total revenues.

2.2.8 Risk of errors by and damages incurred during performance of duties by operational staff who work directly with customers

During performance of duties by operational staff who work directly with customers, errors or damages may occasionally be incurred. Since the majority of staff performs their duties according to customers' instructions, therefore if there is any error or damage incurred during performance of services by operational staff according to customers' instructions, the Company and customer must jointly review whether consequence of such damage is caused by mistake of the Company's staff or by compliance with the customers' instruction. If the damage arises due to the latter, the Company shall not be responsible for such damage. For instance, in respect of driver service, if any damage arises and is not due to negligence by the Company's staff, the Company shall not be responsible for such damage. However, the Company realizes the risk of errors and damages incurred during performance of duties by operational staff who work directly with customers due to the fault of the Company's staff. Therefore, service contract between the Company and customer includes performance guarantee to insure against any damages in the amount of 5% - 10% of the total contract value. The Company also maintains insurance policies suitable with each type of services for comprehensive coverage in case of any damages occurred to customer's assets due to the fault of the Company's operational staff. The insurance policies include: (1) third-party insurance in respect of driver service to insure against damages to vehicles, third parties, and passengers; (2) driver insurance (unlisted driver protection) of which coverage includes damages to vehicles and third-party liabilities in case of injury; (3) group insurance for staff. In the case of provision of technician staff to Provincial Electricity Authority, the insurance policy includes loss to staff (in case of any damage incurred due to service provided, the Company has provided collateral for damages with Provincial Electricity Authority for which the Provincial Electricity Authority can deduct for damages according to the conditions specified under the contract); (4) vehicle insurance, in the case of vehicle for lease service with driver, the insurance coverage includes any damage to vehicles and third-party liabilities in case of injured third party etc. Based on the Company's past experience, in case that damages arise due to errors of the Company's staff, the insured amount under the policies maintained by the Company had relatively been sufficient to cover for damages. However, in case that damages exceed the insured amount under the policies maintained by the Company and the damages were directly due to the fault of the Company's staff, the Company shall be responsible for such damages. Based on the past experience, the values of such differences were not significant. The Company had to be responsible for such expenses in the amount of THB 1.44 million in the year 2019, and in the amount of THB 1.14 million in the year 2020.

2.2.9 Risk of changes in technology

Societies across the world have changed in line with the changes in technology. At present, there is a trend towards adopting more technology. Government organizations, state enterprises and private companies, therefore, have to adapt themselves and adjust their work process to be in line with new technology. This includes building systematic and real-time management and performance assessment to create effective and competitive work system. In order to respond to changing customers' needs, the Company as a service provider

must also adapt to technological change. At present, every business sector to which the Company offers services has adopted software and hardware technology for internal use and servicing customers.

Any changes in technology may have impact on the Company's operating performance and services. However, the Company has realized such risk and keeps up to date with information on changes in technology. The Company runs its new platforms as trial within the organization before applying such platforms to customers, for example, program for management of internal documentation and program for recording working hours through mobile phone application (Tik Track) etc. The Company upgrades its internal ERP system, prepares Data Backup and Disaster Recovery Plan (BCP), and conducts studies on new software on a regular basis. In respect of software, the Company provides trainings on software development and computer languages to employees on a regular basis. In respect of providing services to customers, the Company has collaborated with a reputable company whose strength is in technology, for example, Internet Thailand Public Company Limited, one of the leading internet companies in Thailand. The Company also seeks for business cooperation to enhance new technology and ensure that services provided by the Company will be conducted effectively.

2.2.10 Risk of non-compliance with Personal Data Protection Act (PDPA)

Thailand has enacted Personal Data Protection Act (PDPA) in the year 2019, which will be in effect in May 2021. The Company's business operations are connected to personal data of various stakeholders such as customers, trading partners, and employees. The Company has reviewed its work procedures relating to personal data such as data retrieval, data storage, usage of data, data transfer and data disposal etc. The Company has designated measures in various areas, including adjusting work procedures, adjusting information technology and setting policy on personal data protection, and revising relevant contracts and legal documents to comply with such laws before it becomes in effect.

2.2.11 Risk of failure to comply with laws and regulations

Management service business, landscape maintenance business, and vehicles for lease business involve a large number of labor force. The business operation is subject to the relevant laws, rules and regulations, particularly labor laws, which plays an important part in the business.

Therefore, compliance with the relevant laws, rules, regulations, and standards currently in use and future changes thereon is very important to the Company's business operations. The Company must monitor its operations to ensure that they are in compliance with the relevant regulations at all time. Sometimes, changes in regulations may incur additional costs or expenses to the Company. If the Company is found to be in violation of the relevant regulations or is unable to renew any license or certification which would affect its business operations, there might be significant negative impact on the Company's products, reputation, operations or business opportunities. Therefore, the Company must consider the importance of, and strictly comply with, the relevant laws, rules, regulations and standards. The Company engaged Kudun and Partners Company Limited as legal adviser for the initial public offering and the listing of the Company's shares on the Stock Exchange of Thailand, and Kridthapong Charoenpanich Law Office Company Limited as legal advisor for general matters and lawsuits. The Company also has its internal legal department which reviews and keeps contracts and other documents, and is responsible for monitoring changes in the relevant laws, rules, regulations and standards. The department must report to the management of any changes and future trend on changes in the laws

promptly and on a regular basis so that the Company can effectively prepare for changes in a timely manner without any obstacles to the Company's future business operations.

2.2.12 Risk of the spread of Covid-19

The Covid-19 pandemic has had widespread impact towards societies and economy and has affected every business and industry. It has forced business operators to adjust timely to technology and to the change in consumers' behavior. However, there has been a limited impact on the Company's financial statements as majority of the Company's clients are government organizations and large private companies who have confidence in the quality service provided by the Company, and constantly require the Company's service in providing personnel. This can be observed through the Company's operating performance which has been improved compared to the same period of previous year in terms of both revenues and net profits. Such growth has prevented the Company from impact on its sources of capital and liquidity. In addition, during the past economic downturns such as Tom Yum Kung Crisis in the year 1997 or Hamburger Crisis in the year 2008, the majority of companies preferred to outsource personnel in the form of personnel outsourcing service agreements.

Nevertheless, if the spread of Covid-19 is ongoing for a long period, the Company expects possible impact on its revenues in term of overtime service by customers, particularly in provision of driver service. The ongoing spread will result in a lower overtime payment which is one of the Company's key supplemental income due to delay, postponement or reduction of services required by customers affected from curfews and closure of various business establishments such as department stores, restaurants, and hotels which has impact on valet parking service at department stores, and cancellation of driver service to one of the airlines etc. However, the Company recognizes that such risk could have impact on the Company's performance and the Company has been communicating and in close discussion with customers to maintain its existing customers and continuously increase number of new customers. The Company also set important measures and policies in respect of taking care of employees and provision of services to customers. For instance, the Company has: (1) adopted various applications such as MicrosoftTeam, TikTrack, GoogleHangout, DIGIDOCs, Onedrive in its operations and in servicing customers, creating fast work process that is responsive to customers' needs and seamless communication among the Company's staff as in the normal situation; (2) tests for Covid-19 conducted by specialist from leading hospital prior to sending replacement driver to service customer in order to ensure customer safety and contentment; (3) cancelled all overseas trips from 26 February 2020 onwards, staff who returned from overseas before 26 February 2020 must be self-quarantine for 14 days; (4) every staff must wear protective mask during performance of duties; (5) every staff must wash his/her hands, take temperature check, and apply indicative sticker before entering office building everyday; (6) postponed holidays according to the government's announcement; and (7) in respect of social responsibilities in the Covid-19 pandemic, the Company donated ventilators to Rajavithi Hospital and Rayong Hospital, and donated dry food and other supplies to the community, and provided cars with drivers to Chulalongkorn Hospital for transportation of Covid-19 patients, and sharing knowledge via the Company's online media such as Facebook etc.

2.2.13 Risk of major shareholder having influence over management of the Company's business operations

As of 31 December 2020, the Company's major shareholder is Vimolchalao Family holding 225.55 million shares in the Company, representing 72.76% of the total paid-up capital. Therefore, such group of shareholders has a control over the Company and may exercise their rights to approve matters at the shareholders' meeting even

if not all shareholders attending the meeting, including appointment of director or matters requiring majority votes of the shareholders attending the meeting or special resolutions passed by not less than three-fourths of the shareholders attending the meeting and having the rights to vote. Therefore, there is a risk that the Company's other shareholders may not collect sufficient votes to balance matters proposed by the major shareholder for consideration by the shareholders' meeting.

However, the Company's organization structure consists of the Board of Directors, the Audit Committee, the Nominating and Governance Committee, the Risk Management Committee, the Strategy Committee, and the Executive Committee. Roles and responsibilities of each committee are clearly specified and, therefore, the Company is transparent in respect of management of its business operations. The Board of Directors of the Company consists of 10 members of which 4 members are independent directors. The Chairman of the Board of Directors is an independent director. Three independent directors are members of the Audit Committee. Their roles are to evaluate, balance decision-makings, and approve transactions prior to being proposed for consideration by the shareholders' meeting. In the event of connected transactions with directors, major shareholders, controlling persons, related parties, and persons who may have a conflict of interests, such person may not vote to approve such transaction. In the event of securities offering which affect shareholders, minority shareholder shall have the right to abstain using a vote of only 10% of the total number of shareholders attending the meeting. An approval of such transaction must be in accordance with regulations of the Office of the Securities and Exchange Commission (the "SEC Office") and the Stock Exchange of Thailand (the "SET").

2.2.14 Shareholders of the Company might be subject to restrictions on exercising rights to subscribe the Company's newly issued ordinary shares in the future

Although public companies are not required to offer newly issued shares to existing shareholders before issuing newly issued shares, public companies can, from time to time, issue instruments, including newly issued shares and other instruments such as Transferable Subscription Rights (TSR) or warrants to purchase shares (Warrant) or convertible bonds by allotting them to existing shareholders in proportionate to their existing shareholding. The Company has a discretion to consider whether to offer the rights to purchase newly issued shares or other rights to shareholders. The Company may not offer such rights to shareholders who reside outside of Thailand. In addition, the Company may be prohibited to offer such instruments to shareholders in certain countries, subject to the applicable laws, unless the relevant procedures are performed. For instance, the Company may not offer such rights to any shareholder who is considered a U.S. Person according to Regulation S under the United States Securities Act of 1933 (as amended), unless (A) there is registration statement as required under the United States Securities Act; or (B) such offering to shareholders is exempted under the United States Securities Act. The Company's compliance with securities acts or other regulations of certain countries may prohibit investors from exercising their rights in proportionate to their existing shareholding and may dilute shareholding by such investors. The Company is not obligated to submit registration statement of the Company's ordinary shares in any countries to allow foreign investors to exercise their rights to purchase newly issued shares in proportionate to their existing shareholding in the future.

3. Drive for Business Sustainability



Strategies for Sustainable Development

The implementation of strategic plan is important to Siamrajathanee Public Company Limited (the “Company” or “we”), and the Company has been following its strategies. The Company focuses on development and promotion of operating efficiency in each business unit in order to consistently create values to society and environment.

In respect of business strategies, the Company understands its customers’ requirements - whether their requirements are solution, new services or new product. We often find methods, requirements, and distinction to differentiate ourselves from competitors. As a result, the Company can create services that truly respond to customers’ needs. In the year 2021, the Company has set a strategy to respond to customers’ requirements, which is achievable under the present situations.

1

Consult Strategic

Ready to advice and provide recommendations by offering expertise in each business as an alternative to customers who wish to change their expense obligations. The alternative provides convenience for management and responds to situation, which should be planned in advance.

2

Partner Strategic

Increase the existing service efficiency in order to respond to customers’ requirement and rapidly rise beyond competition. Cooperation with partner to expand its business by increasing sale opportunities and expanding customer base.

3

Customer Trust

Create customer trust by offering comfort and ease of service usage by offering solutions that would create impression since they reduce work process save time and expenses and results of engagement are measurable.

4

Lean Management

Manage loss, control costs, and create sustainable growth in revenues and profits.

5

Cross Selling

Leverage on each business in order to offer variety of services to customers and encourage new spending opportunities on other products or services.

6

Strategy Committee

Set-up Strategy Committee to oversee the Company’s strategic plan in respect of M&A, joint venture, and mega project by selecting projects relating to the Company’s existing business.

Nature of Business of Siamrajathanee Public Company Limited

The Company's business can be categorized into 2 main business units:

1

Outsourcing Services, which include:

Management service business can be categorized into 3 types of services:

- 1) Management and supervision of drivers and administrative officers;
- 2) Management and supervision of technical officers; and
- 3) Management and supervision of data entry officers.

Landscape maintenance business can be categorized into 3 types of services:

- 1) Large-scale garden maintenance service;
- 2) Landscape design service; and
- 3) Tree care.

2

Lease Services, which include:

- 1) Car lease service;
- 2) Property lease.

At present, the Company use a designated trade name for each business:



SO People for human resources management service



Challenges and Goals

- ✓ Achieving growth amidst economic contraction is considered a challenge. The Company must prepare a strategy in creating services that are responsive to Covid-19 situation. We prepare tools or solutions which respond to customers' requirements, offer flexible services, and relieve customers' workload. Customers' business will be operated more efficiently alongside with services offered by the Company.
- ✓ Create a new job application system that is accessible by a diversified group of people and will act as a job market between customers and candidates, promoting new form of employment, suitable for use by customers or cost sharing, and leading to change for sustainability.



Change for Sustainability

- ✓ Lean management allows the Company to efficiently manage its costs and increase competitive opportunities. The Company is the first company to apply for standard certification in order to build customer confidence and offer practical solutions that can be evaluated in every process.
- ✓ An automated system helps in streamlining work process and building good standards for employees, candidates, and customers. It creates happiness at work and create ease at work to customers.



Success and Growth

- ✓ Establish Lean Management Team to grow the business. Ongoing assessment and create S-Curve of profit growth.
- ✓ An automated system helps in streamlining work process and building good standards for employees, candidates, and customers. It creates happiness at work and create ease at work to customers.



SO Wheel for car lease service



Challenges and Goals

- ✓ Increasing market competition is our challenge. The Company must prepare a strategy that responds to a competitive market by securing new markets and using technological tools to create differentiated services.
- ✓ Develop a new niche market which has differentiation in terms of product, using technological platform.



Change for Sustainability

- ✓ Create a new market for modified cars to respond to changing and growing market in various industries such as logistics, food and medicine and consumer products etc.
- ✓ Use technological platform in the reservation system to create differentiation and provide ease of use to customers.



Success and Growth

- ✓ Expand customer base to diversified and niche customer groups to respond to growing customers in different markets.
- ✓ Build partnership for business cooperation in order to respond to customers' needs and design products that meet various usages by customers.
- ✓ Build on seminar with the topic of "Guru and Modified Cars" to educate organizations in using modified cars.



SO Next for data entry service



Challenges and Goals

- With increasing market competition, using technology to create differentiation and encourage service usage in this era is a challenge and has been determined as one of the Company's strategies. Since the Company's goal is to become a top outsourcing service company in terms of quality, it has continuously studied and improved its services. In the year 2021, one of the Company's goals is to bring its internal technological platform to its existing customers with over 300 contracts. This will allow the customers to use technology in their organization for managing work process. The objective also includes to develop a platform that serve the requirements and provide solutions to problems faced by customers in various sectors such as health and beauty industry, automotive sector and real estate agent advisory service sector.

Change for Sustainability

- Set-up a team for development of technology and Platform Solution to increase organizational efficiency and transform between the Company and customers to create good customer service experience. Problems and obstacles act as a drive to develop the Company's service differentiation.
- Recruit and select partner to improve team efficiency and support the growth in business.
- Consist of leader with expertise in technology who is ready to support and promote learning, instigating organizational change and building business connections through partners. Increase new sales and service opportunities. Become an outsource solution provider who strives to develop innovations that truly respond to customers' needs.

Success and Growth

- Platform Solution developed by the Company to solve internal problems has been used to service customers who have contracts with the Company. The system has been modified and improved for continuous usage. The initiation has received a positive feedback and cooperation for future service improvement.
- Cooperation with Platform Solution in order to quickly respond to customers' needs and suit the current situations. This has created new services and customers without boundaries and has opened up an opportunity for the Company to find partners who can support and promote each other.

เปลี่ยน

ขั้นตอนการทำงานแบบเก่า เพิ่มโอกาสทางธุรกิจ

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E-Signature Documents management

ทดลองใช้งาน ฟรี



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ทดลองใช้งาน ฟรี

ให้การอนุมัติเอกสาร ผ่านทางออนไลน์ ไม่ใช้เรื่องยุ่งยากอีกต่อไป

E-Signature Documents management

ทดลองใช้งาน ฟรี





SO Green for landscape design and management service



Challenges and Goals

- ✓ Global warming or climate change has caused Earth's average temperature to increase and has become one of the greatest threats to global security. The effects are apparent, from unexpected change in climate to shifting seasons. Hence, every organization places importance on a campaign to reduce global warming using various methods. The first method in the campaign to reduce global warming came up by organizations is to create the maximum green space. As a result, there is a demand in vendor with equipment, tools, expertise and experience.
- ✓ So Green has tools, equipment and up-to-date machinery and experience of over 40 years in maintaining large green space with area of 30 Rai and above. Although such maintenance costs must be reduced by companies during Covid-19 situation, the Company was able to secure customers by defining quality and service level agreement (SLA) to create differentiation above competitions such as ISO 14001 standard, standard of arborists or tree doctors who can design and prolong trees' lives to tell stories and create good memories.

Change for Sustainability

- ✓ Change from sale to consulting in order to design service that is suitable to customer's budget.
- ✓ Promote learning and encourage decrease in use of chemical fertilizer through the use of natural fertilizer which helps reduce residues that are harmful to human, animals, and environment.
- ✓ Use new technologies and apply lean system in organizational management in order to create office automation. This helps reduce management costs and improve service efficiency to be up-to-date, easy for inspection and storage of information on trees of each customer.

Success and Growth

- ✓ Develop a team of arborists as strategy in creating sustainable services. The Company has been known for its reliability and providing standard level of services, and has differentiated itself from competitors.
- ✓ Consultant for large tree care, Mr. Tor Naradon Tandan, has increased the Company's capabilities and competitiveness. Innovations allow the team to learn, become successful, and receive wide acceptance.
- ✓ Participate as a member of Thai Association of Landscape Architects.

We believe that operating business on the ground of sustainability is an important fundamental for organization growth. We focus on becoming an organization that cares about society, community and environment and provides good services to customers and partners in order to drive the business to the right directions and create benefits to all stakeholders. Determining a sustainable development policy to operate the business with growth and stability, covering all aspects including economy, society and environment, is an implementation of sustainable development concept.

We also devote our attention to compliance with laws and regulations relating to environment, occupational health and safety at community, national, and regional levels, and following international business ethics. The Company's directors, executives, and employees shall comply with laws, rules and regulations, and shall not take part in, assist with or conduct any act that is in violation of the related laws, rules and regulations. We do not support any act or behavior that is in violation of intellectual property. The Company's directors, executives, and employees are required to comply with laws, rules and regulations and shall not take part in, assist with or conduct any act that is in violation of laws, rules and regulations relating to intellectual property.

We focus on creating values that are in consistence with operating the business according to good cooperate governance, promoting fair competition, developing skills to employees, promoting suitable and safe work environment, creating organizational cultures of diversity and equality, and creating values to supply chain in our core operation to be in line with stakeholders' needs.

3.2.2 Analysis of stakeholders in business value chain

The Company determines its stakeholders by considering participation and characteristics of each group of individual stakeholders or individual stakeholder with impacts on the Company and directly or indirectly affected by the Company's business operations and activities. The Company has initially determined its stakeholders as group of individuals or organizations that have impacts on the Company or affected by the Company's business operations and activities. Our stakeholders include employees, shareholders and investors, community, and trade partners.

3.3 Environmental sustainability management

3.3.1 Environmental policy and practices

The Company places importance on analysis of risks and environmental impacts, safety in every business procedure, effective resource utilization, and energy savings according to international standards.

Corporate Social and Environmental Responsibility Report

The Company shall disclose information relating to compliance with guidelines on corporate social responsibilities for the benefits of all stakeholders. It has prepared Corporate Social and Environmental Responsibility Report which includes actions relating to business operations, safety and environment, and society. The Company provides accurate information and distribute the information through various channels to enable its stakeholders to access them conveniently.

3.3.2 Actions on environmental responsibilities

The Company encourages its directors, executives and employees at all level to use resources efficiently, suitably and sufficiently for maximum benefits. This includes communicating, educating, and creating awareness to all employees and related parties to manage use of resources for optimum benefits of the organization.

- campaign for reduction of paper use, by sending data through electronic means such as emails, authorization through the Company's platform called "DIGIDOCs" designed and developed by the Company
- campaign for use of LED to reduce electricity consumption

1. Energy management. The management understands the need to manage energy, and has therefore created a Save Energy Policy as guidelines for executives and employees. It also realized the importance of efficient use of energy and has developed practice guidelines on energy conservation and building control for employees so that all employees can take part in the energy conservation program. The objective is to reduce the Company's costs, for instance, lights and air conditioners are turned-off during lunch break between 12.00 – 13.00 p.m.

2. Water management. The Company has managed wastewater from dish washing, washroom cleaning or other activities into central wastewater system of the building. (The Company is not required by the laws to examine water quality).

3. Garbage, waste and pollution management. The management's policy is to establish a designated unit to manage and be responsible for managing garbage, waste and pollution. An announcement was made to employees and executives that the Company has divided garbage bins into 3 categories. Employees and executive must sort garbage before disposal: for example general waste bin, water bottle or plastic cup bin

and recycle bin; while food waste or wet garbage must not be disposed inside the building. They must be sorted and disposed outside the building in the area designated by caretakers cleanliness and convenience to caretakers.

4. Greenhouse gas management. “No data”. Even though the Company has not yet had data on how to manage greenhouse gas as it is a medium size office, the use of electricity is not too high, depending on the climate and the numbers of working days of each month. The Company has an outsource who comes in and manages waste such as printer’s ink or printer. The Company has also developed a policy to conserve energy in order for employees and executives to be aware of the importance of efficient use of energy resource.

3.4 Management of social sustainability

3.4.1 Policy and practices on social responsibility

The Company has a business policy in respect of Corporate Social Responsibility (CSR) under the guidance of basic ethics to create fairness to all stakeholders and has applied good corporate governance principles as guidelines to maintain balance in operations in respect of economy, community, society and environment, leading to success in sustainable business development.

The Company places importance on respecting human rights. We wish to create equality and fairness both outside and inside of the organization. We regularly check and ensure that our business does not involve in violation of freedom whether directly and indirectly, for example, we do not support forced labor and are against child labor. The Company respects and treats all stakeholders with fairness, based on human dignity without prejudice, including treating the Company’s personnel equally without segregation by origin, race, gender, age, color, religion, physical appearance, financial or social or any other status that is not directly involved in his/her duty. The Company also monitors compliance with its internal human right regulations as well as encouraging compliance with human rights principles according international standards. The roles of business operators in respect of human rights also extend to the Company’s associated companies, co-investors and trading partners. In addition, the Company hires employees with disabilities as it foresees their opportunities to generate income and be in the workforce.

Moreover, the Company has a policy for every employee to be together in a happy and accepting environment, and treating every level of employees as if they were siblings, without taking advantage of each other. In respect of employee care, the Company manages human resources at every step to maximize efficiency, from sourcing, selecting, developing to continuous training. The Company sets a fair compensation and suitable welfare. In addition, the Company encourages and supports every employee to make progress in their jobs and learn at every level of the organization, including training to improve the level of professionalism under suitable working environment.

3.4.2 Actions on social responsibilities

1. Employees and labor. The Company complies with human rights principles from hiring to taking care of employees and personnel, so that employees and personnel would develop a bond with the organization. In the year 2020, the Company has performed the following acts in relation to employees:

1.1 Employment

Details	Number of employees	
	Male	Female
Head office employees	78	191
On-site employees	7,886	768
Employees with disabilities	6	84
Total	7,970	1,043

1.2 Employee remuneration and welfare

The Company has a policy to compensate its employees in the form of salary and/or bonus that is fair and suitable with each employee's capabilities. It also offers job security and fairly provide opportunities for career advancement. The Company provides employee benefits and welfare as required by the laws, for instance, social security, as well as other employee benefits in addition to those required by the laws, such as health insurance and accidental insurance, and other financial supports, such as financial support for parents funerals etc.

1.3 Development of employees' knowledge and capabilities and training

The Company has a policy to promote human resources development. We encourage our employees to improve their knowledge, skills, capabilities, have good attitude, moral character, ethics and good teamwork. In addition, the Company supports the development of organization and human resources by focusing on efficient work procedures, clearly defining employees' roles and responsibilities, determining suitable remuneration, development of performance evaluation system and improvement of employees' capabilities. In the year 2020, the Company has organized a total of 37 training programs to improve employees' skills and capabilities.

1.4 Occupational health and safety policy

The Company has set a policy to promote employees' performance of duties according to occupational health and safety standards. We focus on prevention of all possible accidents to the best of our abilities and encourage our employees to have workplace safety awareness. In addition, the Company has professional safety officer who takes care of workplace safety. We educate our employees through trainings and promote our employees to have good health and wellbeing. The employees shall not act in any way that would be harmful to health of customers or service receivers, and shall always maintain hygienic and safety workplace. In the year 2020, the Company placed importance on measures to prevent the spread of Covid-19 and actions for employees to protect oneself and others during the spread of Covid-19.

2. Customers and consumers

The Company takes into consideration the highest customer satisfaction as customers are buyers of the Company's products and services. We also consider consumer satisfactions as consumers are users of the Company's products and services with fair prices, quality, and responsibilities to customers and consumers by using the following practices:

2.1 The Company dedicates to develop a full range of products and services, fast and quality services that continuously respond to the needs of customers and consumers. The Company's employees must fully devote themselves to meet the needs of the customer and consumers, offering services with reasonable prices and quality that are appropriate for the situation, and without limiting the consumers' rights, including offering fair terms and conditions to consumers.

2.2 The Company must not act in any way to deceive or create misconception in the quality of the Company's products and services.

2.3 The Company focuses on the development of product/service safety as consumer safety is very important. The Company must have safety warning signs in place, inspect workplace safety, and encourage and strictly and continuously provide employee trainings on consumer safety.

3. Community and Society

The Company's policy is to conduct business that is beneficial to economy and society, and adheres to being good citizens. The Company also complies with all relevant laws and regulations. The Company focuses on developing and improving quality of life in the society and community in which the Company is located so that quality of life in the community shall improve alongside the growth of the Company.

The Company's policy is to take care and build relationships with neighboring communities. It has therefore supported community activities on a regular basis. In doing so, the Company considers suitability and benefits that the society and community will receive for sustainable community development. The Company has its employees participating in the community activities and supports community activities frequently and regularly.



Corporate Social and Environmental Responsibilities Activities

The Company realizes the importance of society and community. Therefore, it has continuously conducted activities that are beneficial to society and community. Some activities conducted by the Company include:

1) Project to improve landscape of Sanam Chandra Palace

The Company was invited by the Nakorn Pathom Municipality Office to take care and trim trees inside Sanam Chandra Palace, to create beautiful landscape and ensure safety of the public who will visit and use the services within Sanam Chandra Palace before its official opening on 1 April 2018.



2) Project to improve skills of vehicle drivers

The Company together with the Department of Skill Development jointly developed a course for drivers and other training programs to continuously improve driving skills, knowledge, and other skills. The trainings will enable drivers to maintain quality and aware of safe driving.



3) Project to provide van service for wheelchair users (Mr. Journey)

The Company, together with Friendly Design for All Foundation and Tourism Authority of Thailand, provided van service for wheelchair users to participate in an activity called “Friendly Design Trip” to promote universal accessibility and tourism destinations for all people.

In June, the Company and Krung Thep Thanakom Co., Ltd., together with Bangkok Metropolitan Administrator and Faculty of Medicine Vajira Hospital, Navamindradhiraj University, have provided van as transport service for patients using wheelchairs to service areas designated by the hospital.



4) Cooperation project under the campaign “Safe Driving, Worry-Free Society, Zero Accident”

In July 2019, the Company signed a memorandum of understanding in respect of the project “Safe Driving, Worry-Free Society, Zero Accident” with Dhipaya Insurance Public Company Limited with the main objective to provide driving knowledge and skills and knowledge on insurance. The project was in line with the governmental policy to reduce road accidents, loss of assets, and loss of life caused by driving.



5) Project to support hospitals and patients affected from the spread of COVID-19

The COVID-19 pandemic has an impact on economic conditions and the general public of Thailand to a large extent. The Company realized such problems and impacts and wished to take a part in providing assistance to hospitals and patients affected from such situation by taking the following actions:

5.1 Donation of ventilators to Rajavithi Hospital and Rayong Hospital

The Company supported the society by donating ventilators to Rajavithi Hospital in the value of THB 1.20 million and to Rayong Hospital in the value of THB 1.20 million.

5.2 Support of cars and drivers to Chulalongkorn Hospital

The Company provided cars and drivers to Chulalongkorn Hospital for transport of COVID-19 patients.

5.3 Donation of supplies and dry food to Kusol Song Samakki Community

The Company has an opportunity to take part in donating supplies and dry food to Kusol Song Samakki Community. The community will distribute them to people who are affected from the pandemic.

5.4 Support and development of quality of life for disadvantaged and disabled employees

The Company and its employees have set up a campaign “Fighting COVID-19 Together” to raise money for disadvantaged and disabled employees who have been affected by the COVID-19 pandemic, and provided THB 5,000 to each employee with a total of 81 employees and amounting to THB 405,000. Lunch was also provided in an effort to reduce hardships for such employees. The campaign has allowed the Company, as private organization which operates business in parallel with implementing social responsibilities policies, to take part in supporting and promoting the development of quality of life to the disadvantaged and disabled employees. This campaign was held in Bang Boh Community, Bang Boh District, Samut Prakarn Province on 13 June 2020.



4 Management Discussion and Analysis: MD&A

4.1 Management Discussion and Analysis

Summary on Operating Performance

Siamrajathanee Public Company Limited (the “Company” or “SO”) started as a family business of the Vimolchalao Family. The Company was incorporated as a limited company on 17 May 1976 with the initial registered capital of THB 4.00 million to conduct production and distribution of agricultural products, consumer goods and animal feed. Subsequently, the Company expanded the business into design and sale of commercial pumps and related engineering equipment, construction of natural gas metering station and transmission pipeline, natural gas for vehicles business, landscape maintenance, management of technicians, management of office staff, data entry service, vehicle for lease, and driver service. The Vimolchalao Family subsequently restructured the family’s business by segregating Siamraj Public Company Limited which conducts construction of natural gas metering station and transmission pipeline. Such company was listed on the Stock Exchange of Thailand in the year 2015. Such segregation of the family’s business had divided the Company’s business into 2 main groups as follows:

Group 1 Outsourcing services, comprising of

- 1) Management service business, which can be divided into 3 categories: 1) management of driver and office staff; 2) management of technician; and 3) data entry service.
- 2) Landscape Maintenance

Group 2 Rental and services, comprising of

- 1) Vehicle for lease service
- 2) Property lease service

In the year 2020, Thailand encountered the spread of Covid-19, which had severely affected the economic system of Thailand, especially the tourism industry where the number of incoming tourists to Thailand had reduced drastically, compared to the same period of last year. In addition, the government enforced lock down measures to prevent the spread of such virus and the measures might have negative impact on economic growth of Thailand. Nevertheless, increase in the number of customers in government sector was at a higher rate than that of private sector customers. At present, income from customers in government sector represents an approximated ratio of 60% of revenues from outsourcing services and rental and services in aggregate. During the past 3 years, the Company’s customers in government sector represents an approximated ratio of 56% of revenues from outsourcing services and rental and services in aggregate and the Company’s quality of services has been recognized by the Company’s customers. As a result, there has been continuous customers’ demands on the Company’s outsourcing services. This can be observed through the Company’s operating performance in terms of growth in revenues and net profit compared to the same period of last year. Such growth had prevented the Company from being affected in terms of sources of financing and liquidity. In the past, during the economic crisis, majority of companies normally chose to recruit personnel in the form of outsourcing. Such trend could be a positive factor for the Company’s business which focuses outsourcing services.

The spread of Covid-19 had resulted in the government’s imposing a state of emergency and prohibiting citizen all over the country from leaving the households during specific period (curfew). Therefore, most customers

using the Company's driver service has reduced their demand for overtime (OT) service and overtime payment, which is one of the Company's important supplementary revenue, has decreased. In addition, the spread of Covid-19 had resulted in one of the Company's state enterprise customers, to whom the Company had provided driver service, was severely affected from the situation as its business depended on tourism industry and went into rehabilitation. To conform with conservative basis of accounting, the Company had set allowance for doubtful debts as of 31 December 2020 in the amount of THB 5.78 million. The Company will closely monitor the rehabilitation process of the aforementioned customer. The Company already exercised the right to terminate the service agreement with such customer and is in the process of requesting for debt repayment.

In respect of relief measures for entities affected by the Covid-19 outbreak as additional options for preparation of financial statements, the Company did not choose to apply such relief measures.

In the year 2019 and 2020, the Company's total revenues were THB 1,955.98 million and THB 2,067.58 million respectively, or an increase of THB 111.59 million or 5.71% increase. Such increase was a result of growth in revenue from outsourcing services, particularly growth in management of technician service for which the Company entered into a new contract in early 2020. Under such contract, the customer from government sector increased the number of staff and service fees compared to the former contract awarded to the Company in the same period of last year. There was also a growth in revenue from rental and services, particularly revenue from provision of vehicles for lease. The Company entered into a contract to provide vehicles for lease with a large governmental organization in Q2/2019 and had recognized revenue from then until Q1/2020. Furthermore, after the expiration of such short-term contract, the Company participated in the bidding with the same customer, and due to widely accepted quality of service and competitive pricing, the Company won the bidding and had been awarded a long-term contract with a term of 5 years in April 2020. Therefore, the Company was able to record additional revenue from such contract.

In the year 2019 and 2020, the Company incurred cost of outsourcing services and cost of rental and services in the amount of THB 1,598.17 million and THB 1,663.31 million respectively. There was an increase of THB 65.14 million or 4.1% increase, compared to the same period of last year. The increase was mainly consistent with growth in revenue. The increase was also due to increase in expenses relating to the entry into new contracts with customers such as bank charges for letter of guarantee and stamp duties etc. The increase in such expenses was caused by increase in the number of contracts and the value of contracts. The Company's service expenses and administrative expenses in the year 2019 and 2020 were THB 214.90 million and THB 219.95 million respectively. There was an increase of 2.3% compared to the same period of last year. This was as a result of: 1) an increase in allowance for doubtful debts of THB 5.78 million, which occurred due to one of the state enterprise customers had entered into business rehabilitation, and to conform with conservative basis of accounting, the Company set allowance for doubtful debts for the full amount; 2) expenses related to charitable donations to hospitals and people affected by the Covid-19 pandemic in the amount of THB 2.48 million (please refer to additional details under Section 1.3 Page 50, 5.1 Donation of ventilators to Rajavithi Hospital and Rayong Hospital)

In respect of net profit in the year 2019 and 2020, the Company's net profit, excluding gain on sale of assets for lease held for sale and equipment in the year 2020, was THB 115.21 million. There was an increase of THB 26.31 million, compared to the same period of the year 2019. The increase was due to growth in operating profit from growth in revenue from outsourcing services and rental and services. The growth in the Company's expenses was lower than growth in revenue as a result of economy of scale and the Company's earlier preparation for business expansion including investments in human resources, building, equipment, and

information technology system during the past 3 years. As a result, such expenses of the Company did not increase in the year 2020.

The Company's net profit in the year 2020 was THB 139.55 million or equivalent to a net profit margin of 6.75%. There was an increase in net profit compared to the same period of the year 2019 with net profit of THB 109.06 million and net profit margin of 5.58 %.

In respect of the Company's financial positions, the Company's total assets as of 31 December 2018 was THB 1,017.39 million or an increase of 5.02% year-on-year. Such increase was due to increase in property, plant and equipment as the Company had constructed buildings to be used as its head office. The buildings were completed and opened for operation in October 2017. The Company's total liabilities as of 31 December 2018 was THB 653.01 million or an increase of 18.07%. Such increase in total liabilities was due to increase in short-term loans from financial institutions in the amount of THB 215 million in the year 2017 to be used for dividend payment. The Company's shareholders' equity as of 31 December 2018 was THB 364.38 million or a decrease of 12.35 %. In the year 2017, the Company increased its registered capital from THB 80.00 million to THB 225.00 million. In the year 2017, the Company made dividend payment in the amount of THB 350.00 million. In the year 2018, the Company made dividend payment in the amount of 159.75 million. As a result, the Company's retained earnings significantly decreased, and the Company's shareholders' equity decreased.

As of 31 December 2019, the Company's total assets was THB 1,089.92 million or an increase of 7.13% compared to the year ending 2018. The increase was mainly due to increase in account receivables and assets for lease. The Company's total liabilities was THB 774.04 million or an increase of 18.53% compared to the year ending 2018. The increase was mainly due to increase in liabilities under hire purchase agreements relating to acquisition of assets for lease and short-term loans from financial institutions in the amount of THB160.00 million for the purpose of dividend payment. The Company's shareholders' equity was THB 315.88 million or a decrease of 13.31% compared to the year ending 2018 as a result of dividend payment in Q3/2019 in the amount of THB160.00 million.

As of 31 December 2020, the Company's total assets was THB 1,534.65 million or an increase of 40.80 % compared to the year ending 2019. The increase was mainly due to increase in assets for lease from securing a sizable long-term contract from a governmental organization and increase in bank deposits from the initial public offering (IPO) on 14 October 2020. The Company's total liabilities was THB 665.47 million or a decrease of 14.03% compared to the year ending 2019. The decrease was mainly due to repayment of short-term loans from financial institutions in full. The Company's shareholders' equity was THB 869.17 million or an increase of 175.16 % compared to the year ending 2019. This was due to share premium from the initial public offering.

In respect of preparation of the interim financial statements ending 31 December 2020, the Company had adopted key accounting policies similar to the policies used with the annual financial statements for the year ending 31 December 2019 with an exception to accounting policies that had been changed because the Company has adopted Financial Reporting Standard 9 regarding financial instruments and standards relating to financial instruments and Financial Reporting Standard 16 regarding leases, which has become effective since 1 January 2020. The Company chose to adjust retained earnings as of 1 January 2020 and chose not to adjust earlier financial statements for comparison. Therefore, the following accounting items were affected:

- 1) Financial instruments
- 2) Leases

(Unit : Thousand Baht)

		Impact from:		
		Financial Reporting Standard Regarding Financial Instruments	Financial Reporting Standard 16 Regarding Leases	
	31 December 2019			1 January 2020
Statements of Financial Position				
Assets				
Current assets				
Other current financial assets	-	988	-	988
Other current assets	19,729	(988)	-	18,741
Non-current assets				
Other non-current financial assets	-	802	-	802
Other long-term investment	-	-	-	-
Other non-current assets	7,227	(802)	-	6,425
Total	26,956	-	-	26,956
Liabilities and shareholders' equity				
Current liabilities				
Current portion of long-term lease liabilities	-	-	99,812	99,812
Current portion of liabilities under hire purchase agreements	99,812	-	(99,812)	-
Non-current liabilities				
Long-term lease liabilities, net of current portion	-	-	189,309	189,309
Liabilities under hire purchase agreements - net of current portion	189,309	-	(189,309)	-
Other non-current financial liabilities	-	10,034	-	10,034
Other non-current liabilities	10,034	(10,034)	-	-
Total	299,155	-	-	299,155

Analysis of Operating Performance

In the year 2020, the Company's total revenue was THB 2,067.58 million with an increase of 5.60% year-on-year. Such increase was due to growth in revenue from outsourcing services, particularly management of technician service, and growth in revenue from rental and services. This was as a result of revenue from provision of vehicle for lease. The Company entered into a contract to provide vehicles for lease with a large governmental organization in Q2/2019 and had recognized revenue from then until the first half of the year 2020. Furthermore, the Company was awarded a long-term contract by such governmental organization with a term of 5 years in April 2020. Therefore, the Company was able to record additional revenue from such contract.

Analysis of Operating Performance by Revenue Structure

Table illustrating revenue structure for the year ending 31 December 2018 - 2020

Item	For the year ending 31December					
	2018		2019		2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenue from outsourcing services:						
– Revenue from management service	1,526.76	82.49	1,588.28	81.20	1,653.18	79.96
– Revenue from landscape maintenance	131.20	7.09	138.06	7.06	140.74	6.81
Total revenues from outsourcing services	1,657.96	89.58	1,726.34	88.26	1,793.92	86.76
Revenue from rental and services						
– Revenue from vehicle rental service	149.57	8.08	195.43	9.99	234.86	11.36
– Revenue from rental of investment properties	5.00	0.27	6.23	0.32	6.98	0.34
Total revenues from rental and services	154.57	8.35	201.66	10.31	241.84	11.70
Gain on sale of assets for lease held for sale and equipment	31.53	1.70	20.15	1.03	24.34	1.18
Total operating revenues	1,844.06	99.63	1,948.15	99.60	1,948.15	99.60
Other income	6.82	0.37	7.83	0.40	7.48	0.36
Total revenues	1,850.88	100.00	1,955.98	100.00	2,067.58	100.00

Revenue from Outsourcing Services

In the year 2019, the Company's revenue from outsourcing services was THB 1,726.34 million, representing an approximate of 88.26% of the total revenues. This could be divided into revenue from management service, representing 81.20% of the total revenues, and revenue from landscape maintenance, representing 7.06% of the total revenues.

In the year 2020, the Company's revenue from outsourcing services was THB 1,793.92 million, representing an approximate of 86.76% of the total revenues. This could be divided into revenue from management service, representing 79.96% of the total revenues, and revenue from landscape maintenance, representing 6.81% of the total revenues.

Analysis of revenue from outsourcing services is as follows:

Revenue from management service

Revenue from management service consists of: 1) management of drivers and office staff; 2) management of technicians; and 3) data entry service. In the year 2018 and 2019, the Company's revenue from management service were THB 1,455.02 million and THB 1,526.76 million respectively, representing 91.74% and 92.09 % of total revenue from outsourcing services. There was an increase of 4.93% year-on-year. The increase was due to quality of service that had been recognized by customers, leading to continuous renewal of service contracts. The Company had also secured new contracts with increased in number of service staff with its existing customers. In respect of attaining new customers, the Company had expanded its customer base into new groups of customers such as banking and hospital sectors. It had also expanded into new business of management of short-term drivers. Such factors had stimulated growth in revenue and helped in mitigating risk of dependency on a few major customers.

In the year 2020, the Company's revenue from outsourcing services was THB 1,793.91 million or an increase of 3.92% compared to the same period of the year 2019. The growth was mainly due to management of technicians for which the contract had been entered into in the beginning of the year 2020. Under such contract, the customer from government sector had increased the numbers of staff and service fees compared to the former contract awarded in the same period of last year. In addition, there was significant growth in revenue from data entry service due to entry into additional service contracts with customers from logistics and hospital sectors.

Revenue from landscape maintenance

Revenue from landscape maintenance service was derived from provision of providing 3 types of services: 1) large landscape maintenance; 2) landscape design; and 3) tree care for large-sized trees. The scope of each of landscape maintenance service varies depending on agreement between the Company and each customer.

In the year 2018 and 2019, the Company's revenue from landscape maintenance were THB 131.20 million and THB 138.06 million respectively or an increase of 5.23% year-on-year. The revenue from landscape maintenance accounted for 7.09% and 7.06% of the total revenue from outsourcing services. Such revenue was slightly increased due to the Company's maintenance of quality service and standards which has resulted in retention of the existing customers for landscape maintenance. The majority of customers are confident in the quality of service and continuously renew the contracts with the Company.

In the year 2020, the Company's revenue from landscape maintenance was THB 140.74 million, an increased of 1.94% compared to the same period of the year 2019. The increase was attributed to the standard of service that had been recognized by customers, resulting in the Company's retention of existing customers. Moreover, one of the customers in government sector had entered into a new contract with the Company, expanding area requiring landscape maintenance service. As a result, the Company's revenue from such service has increased.

Revenue from rental and services

Revenue from rental and services accounted for an approximate of 8 – 11% of the Company's total revenues. In the year 2018 and 2019, the Company had revenue from rental and services in the amount of THB 154.57 million and THB 201.66 million. Such revenue could be divided into 2 parts: 1) vehicle rental service which accounted for 8.08% and 9.99% of the total revenues in the year 2018 and 2019 respectively; and 2) rental of investment properties which accounted for 0.27% and 0.32% of the total revenues in the year 2018 and 2019 respectively.

In the year 2020, the Company had revenue from rental and services in the amount of THB 241.84 million, accounting for 11.70% of the total revenues. This could be divided into revenue from vehicle rental service which accounted for 11.36% of the total revenues, and revenue from rental of investment properties which accounted for 0.34% of the total revenues.

Analysis of revenue from rental and services is as follows:

Revenue from vehicle rental service

Revenue from vehicle rental service is derived from rental of vehicles with various rental terms from short-term, daily and monthly, and long-term rental of 3 years and above. The Company has various types of vehicles for rent such as sedans, pickup trucks, vans, trucks and modified vehicles to meet demands of customers. As of 31 December 2020, the Company's total number of vehicles for rent was 983 units.

In the year 2018 and 2019, the Company had revenue from vehicle rental service in the amount of THB 149.57 million and THB 95.43 million respectively, accounting for 96.77% and 96.91% of the total revenue from rental and services respectively and an increase of 30.66% year-on-year. Such increase in revenue was mainly due to increase in the number of vehicles rented. The number of vehicles for rent as of 31 December 2019 was 770 units (exclusive of the number of vehicles under operating lease through sub-contract with third party companies), compared to the number of vehicles for rent as of 31 December 2018 of 722 units. The increase in the number of vehicles of over 40 units was a result of the entry into car rental service contract with a large governmental organization with high quantity of rental vehicle of 86 units in the later part of Q2/2019. The revenue had also been increased due to the entry into car rental service contract with another large governmental organization in Q2/2019 with high quantity of rental vehicle of 216 units. The contract is a short-term contract of 5 months (the customer had agreed to renew the service contract to extend the term of contract until the end of Q1/ 2020).

In the year 2020, the Company had revenue from vehicle rental service in the amount of THB 234.86 million or an increase of 20.18% compared to the same period of the year 2019. The increase was due to revenue from a large governmental organization with whom the Company had entered into a contract since Q2/2019, and the Company had continuously recorded revenue through to Q1/2020. In addition, after such short-term contract had expired, the Company participated in the bidding process with the same customer and won the bidding and was awarded a long-term contract with a period of 5 years in April 2020. As a result, the Company has recorded additional revenue from such contract.

Revenue from rental of investment properties

Revenue from rental of investment properties was derived from renting a space of 1,158.00 square meters in Country Complex Building A, Level 11. The properties had been purchased as the Company's asset since the year 2011.

In the year 2019, the Company had revenue from rental of investment properties in the amount of THB 6.24 million or an increase of 24.60%. This was due to increase in space for rent at Country Complex Building A, Level 11, and revenue from rental of property to related entity of which the Company had entered into a rental agreement at the end of June 2019. The rental term under the agreement started from Q3/2019.

In the year 2020, the Company had revenue from rental of investment properties in the amount of THB 6.98 million with an increase of 12.00 % compared to that of the same period of the year 2019. This was due to the fact that the Company had full tenancy of the rental space in Q1/ 2020.

Gain on sale of assets for lease held for sale and equipment

The Company has designated a policy for sale of vehicle for lease. In the case a long-term rental contract has expired, the Company has a policy that the relevant department shall complete directives in respect of vehicle under such contract within 3 months after expiration of the contract. The Company requires that the sale of vehicle for lease must be completed within 3 months after the date on which such asset has been categorized.

In respect of vehicles held for sales recorded under the Company's current assets at book value or fair value after deduction of cost of sale, whichever is lower, the Company's policy is to dispose such vehicle within 3 months after the date on which such asset has been categorized.

Due to the abovementioned reasons, gain on sale of assets for lease held for sale and equipment might differ each year, depending on the number of vehicles for which rental service contracts had expired in such year, and the type of vehicles for sale. The Company has designated a department to be responsible for finding markets for sale of vehicles for lease under expired contracts within the period and pricing that would yield maximum profits to the Company.

In the year 2018, the Company's gain on sale of assets for lease held for sale and equipment increased due to expiration of service contract under which a large number of vans was provided to a governmental organization. As a result, the Company had a high quantity of vehicles for lease held for sale. The quantity of vehicles for lease held for sale under such contract represented 57% of the total quantity of vehicles for lease sold in the year of 2018. In addition, used vans registered before the year 2015 enjoyed high demand in the market in such year as the responsible governmental organization had imposed stricter regulations on vans registered after the year 2015. Therefore, the Company was to sell used vans for lease from the expired contract at high prices.

In the year 2019, the Company had gain on sale of assets for lease held for sale and equipment amounting to THB 20.15 million with a decrease of 36.09% compared to the same period of the year 2018. The decrease was due to different types of vehicles being sold in each year. Particularly, during the selling period in the year 2018, vans were popular in the used car market. Therefore, the Company was able to sell vans at higher prices compared to the same period of the year 2019, during which majority of vehicles for sale were pickup trucks of which prices were not as high as vans.

In the year 2020, the Company had gain on sale of assets for lease held for sale and equipment in the amount of THB 24.34 million with an increased of 20.79% compared to revenue from the same period of the year 2019. This was due to the fact that the Company had a high number of vehicles for lease held for sale of 143 units, which was a higher number compared to the first half of the year 2019 of 101 units.

Other income

In the year 2019, the Company had other income in the amount of THB 7.83 million, a slight increase compared to the same period of the previous year for which other income was in the amount of THB 6.82 million. In the year 2019, the Company received dividend from a joint venture in the amount of THB 1.80 million.

In the year 2020, the Company had other income in the amount of THB 7.48 million with a decrease of 4.47% compared that in the same period of the year 2019. This was due to the fact that the Company received dividend from a joint venture in the amount of THB 1.80 million in the year 2019, while the Company received dividend from such joint venture in the amount of THB 0.11 million in the year 2020. Nevertheless, such joint venture had ceased its business since 31 May 2020.

Analysis of Operating Performance by Cost Structure

Tables illustrating cost structure for the year ending 31 December 2018 to 2020

Item	For the year ending 31 December					
	2018		2019		2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Cost of outsourcing services	1,369.67	74.00	1,427.81	73.00	1,474.06	71.29
Cost of rental and services	125.23	6.77	170.37	8.71	189.26	9.15
Total costs of outsourcing services and rental and services	1,494.90	80.77	1,598.18	81.71	1,663.32	80.45

Remark: In percentage compared to total revenues

Cost of outsourcing services

The main costs of outsourcing services are wages/salaries and overtime payment which accounted for an approximate of 79% of total cost of outsourcing services in the year 2020.

In the year 2018 and 2019, the Company incurred cost of outsourcing services in the amount of THB 1,369.67 million and THB 1,427.81 million respectively, which accounted for 74.00% and 73.00% of the total revenues respectively. These was an increase of 4.24% year-on year. Most of the increase was due to increase in replacement labor cost, which is a cost in hiring external temporary personnel to substitute and replace primary personnel who is unable to perform services, and increase in cost of services in respect of management of technician service due to increase in cost of training.

In the year 2020, the Company incurred cost of outsourcing services in the amount of THB 1,474.06 million, with an increase of 3.24% compared to the same period of the year 2019. Most of the increase was in line with increase in revenue from outsourcing services. The increase was partially due to increase in expenses for entering into new contracts with customers such as bank charges for letter of guarantee and stamp duties etc. Such expenses were resulted from increase in the number of contracts and the values of contracts.

Cost of rental and services

Cost of rental and services consists of depreciation of assets for lease and depreciation of investment properties, accounting for 60% of total cost of rental and services. The Company's depreciation policy for vehicles for lease is using a straight-line method, by recognizing cost of vehicles over the estimated useful life as follows:

- Vehicles for lease under long-term lease contract (3 years and above): according to term of lease contract
- Vehicles for lease under short-term lease contract and reserved vehicles for lease: 8 years

The Company estimates scrap value of assets for lease based on the value that was expected from sales of such vehicle at the end of a service period, deducted with direct expenses incurred from the sale of assets. Due to such reason, cost of rental and services, especially depreciation, would be a variable cost which depends on total revenue and lease contracts entered into during the year.

In the year 2018 and 2019, the Company incurred cost of rental and services in the amount of THB 125.23 million and THB 170.37 million respectively, accounting for 6.77% and 8.71% of the total revenues respectively. There was an increase of 36.04%, which was a higher ratio than an increase in revenue from vehicle rental service. This was due to: 1) increase in cost of securing vehicles for one of the major customers in government sector. In Q2/2019, the Company entered into a vehicle lease contract with a governmental organization to lease a high

number of vehicles of 216 units. In addition, the type of lease contract was for a short-term period of 5 months. Therefore, the Company had to procure majority of vehicles for lease via a sub-lease contract with another company, resulting in a lower gross profit margin compared to the Company's normal process in which the Company would hire-purchase vehicles for lease; 2) increase in vehicle preparation cost before delivery to another large governmental organization with the number of vehicles for lease per contract of 86 units. As a condition under the service contract, such governmental organization had to deliver vehicles to various destinations all over the country, incurring higher cost to the Company at the beginning of the service; and 3) certain significant costs were recorded concurrently within the same year such as cost of repair and maintenance of vehicles for lease.

In the year 2020, the Company incurred cost of rental and services in the amount of THB 189.26 million, an increase of 11.09% compared to the same period of the year 2019. The increase was mainly due to expenses relating to vehicle lease service with significant increase in the number of vehicles for lease in the first 6-month of the year 2020 from the entry into long-term lease contract with a large governmental organization in April for a period 5 years. The total number of vehicles for lease under such contract is 244 units, consisting of 98 trucks, 16 pickup trucks and 130 vans.

Gross profit

Tables illustrating gross profit and gross profit margin for the year ending 31 December 2018 to 2020

	For the year ending 31 December		
	2018	2019	2020
Gross Profit (Unit: Million Baht)	317.63	329.82	372.44
– Gross profit from outsourcing services	288.29	298.53	319.86
– Gross profit from rental and services	29.34	31.29	52.58
Gross Profit Margin (Unit: %)	17.52	17.11	18.30
– Gross profit margin from outsourcing services	17.39	17.29	17.83
– Gross profit margin from rental and services	18.98	15.52	21.74

In the year 2019, the Company's gross profit was in the amount of THB 329.82 million or equivalent to gross profit margin of 17.11%, which was lower than gross profit margin in the year 2018 of 17.52%. The decrease was due to decrease in gross profit margin from outsourcing service from 17.39% to 17.29% and decrease in gross profit margin from rental and services from 18.98% to 15.52%. The main reasons for the decrease in gross profit margin were: 1) increase in extraordinary and non-recurring expense such as cost of repair and maintenance of vehicles for lease; 2) increase cost of management service in respect of technician management service due to increase in training cost; and 3) increase in cost of securing vehicles for lease for a large governmental organization.

In the year 2020, the Company's gross profit was THB 372.44 million and gross profit margin was 18.30%. The increase in gross profit margin was mainly due to increase in gross profit from rental and services which derived from the entry into a long-term contract with major customer, enabling better cost management.

Gross profit from outsourcing services

In the year 2018 and 2019, the Company's gross profit from outsourcing services were in the amount of THB 288.29 million and THB 298.53 million respective. There was a slight decrease in gross profit from outsourcing services. The gross profit margin to revenue from outsourcing services was of 17.39 % and 17.29% respectively. This was mainly due to replacement labor cost which was cost of hiring external personnel to replace primary staff who were unable to perform their duties. In the year 2019, such cost increased from THB 10.35 million to THB 25.57 million due to relatively high turnover of staff sent to work with customers. This had resulted in the Company having to pay replacement labor cost at higher rates than normal salaries. In addition, there was an increase in cost of technician management service due to increase in cost of staff training.

In the year 2020, the Company's gross profit from outsourcing services was in the amount of THB 319.86 million or equivalent to gross profit margin from outsourcing services of 17.83%. The gross profit margin slightly increased due to technician management service, for which a new contract was entered into at the beginning of the year 2020 with higher profit margin, and the Company was able to manage cost more efficiently.

Gross profit from rental and services

In the year 2018 and 2019, the Company's gross profit from rental and services were in the amount of THB 29.34 million and THB 31.29 million with an increase of 6.65% year-on-year. The gross profit margin to revenue from rental and services were 18.98% and 15.52% respectively. There was a decrease in the gross profit margin compared to gross profit margin from rental and services in the same period of the year 2018. The majority of cost of rental and services recorded during the term of lease consists of semi-fixed costs. Therefore, such costs would not differ significantly in each accounting period. Examples of such costs are depreciation, vehicle license renewal fees and insurance fees. Only certain costs, which account for a small proportion, might be different in each accounting period, such as repair and maintenance cost, which might vary depending on the period of examination, and hire-purchase interest which would be recorded differently based on the amount of outstanding debt at the time. In the year 2019, the Company incurred cost of repair and maintenance of vehicle in the amount of THB 18.22 million, an increase from the amount of THB 16.48 million incurred in the same period of last year. This was due to the fact that there were contracts with large number of vehicles for lease in the same period, resulting in a large number of vehicles due for maintenance and tyre replacement according to specific time period or mileage concurrently. In Q2/2019, the Company entered into a lease contract with a governmental organization with a high number of vehicles for lease of 216 units and with a short-term lease of 5 months. Therefore, the Company had to secure majority of vehicles for lease via sub-lease contracts with other companies. This had resulted in gross profit margin of the aforementioned contract being lower than normal business operation where the Company would hire-purchase vehicles for lease. In addition, the Company also incurred increase in cost of preparing vehicles before delivery to another governmental organization with the number of vehicles for lease of 85 units. As a condition under the service contract, such governmental organization had to deliver vehicles to various destinations all over the country. Therefore, the Company's cost of service had increased at the beginning of the contract. Such factors had resulted in decrease in gross profit and gross profit margin.

In the year 2020, the Company's gross profit from rental and services was in the amount of THB 52.58 million or equivalent to gross profit margin from rental and services of 21.74%. The main reason for gross profit margin from rental and services in the year 2020 being higher than that of the same period of last year was because, in the year 2019, the Company had a large number of vehicles that were due for repair and maintenance concurrently. In addition, there was cost of preparing vehicles before delivery to a large governmental organization with the number of vehicles for lease under the contract of 86 units. As a condition under the

contract, the governmental organization must deliver vehicles to various destinations all over the country. This had resulted in higher cost of service by the Company and gross profit margin in that year being lower than normal level.

4.2 Analysis of Service Expenses and Administrative Expenses

Majority of service expenses and administrative expenses consist of expenses relating to salary and benefits for office staff and the Company's management such as salary and bonus etc. Such expenses accounted for 80% of total service and administrative expenses. In the year 2018, the Company's service and administrative expenses was THB 226.56 million or equivalent to 12.24% of the total revenues. There was an increase in service and administrative expenses of 27.30% year-on-year. The Company's service expenses and administrative expenses significantly increased. This was mainly due to increase in base salary of office staff to motivate office staff and attract office staff and skilled and experienced management personnel to work with the Company. In addition, as preparation for the listing on the Stock Exchange of Thailand and enhancement of work efficiency, the Company hired additional office staff and management personnel and appointed various committees during the year. As of 1 January 2017, the Company had office staff and management personnel in total of 254 persons, and 9 members of the Company's Board of Directors. In the year 2018, the number of office staff and management personnel increased to 319 persons and 11 members of the Company's Board of Directors. In addition, an increase in service expenses and administrative expenses was partially due to depreciation of the Company's head office building for which the Company had to record such expense in full in the year 2018.

In the year 2018, the Company incurred significant non-recurring expenses including: 1) loss from provision for litigation expenses in the amount of THB 3.47 million. The Company was sued in a civil lawsuit because its forklift operator had caused damages to customer's merchandise during the transportation of merchandise. The Company recorded provision for such liabilities in the maximum value of the expected obligations in the year 2018. However, the Company had already paid for damages in full to the customer in accordance with the court judgement; 2) expenses on staff benefits in the amount of THB 6.88 million which was incurred due to the fact that the Company had adopted, even before its enforcement date, the new Labor Protection Act. The new law requires additional severance pay in the event of termination of employment by employer. Employees with 20 years of consecutive service shall be entitled to severance pay of not less than 400 days of his/her latest wage. The Company, therefore, incurred additional expense from compliance with such law.

In the year 2019, the Company's service expenses and administrative expenses was THB 214.89 million, accounting for 10.99% of the total revenues. There was a decrease in such expenses of 5.15% compared to the same period of the year 2018, although expense relating to salary and benefits for office staff was at a similar level to the same period of the previous year. However, the Company had managed to reduce expenses such as expense on information technology system consultation and depreciation relating to computer equipment etc., resulting in overall decrease in administrative expenses.

In the year 2020, the Company's service expenses and administrative expenses was in the amount of THB 219.95 million or an increase of 2.3% compared to that in the same period of the year 2019. This was due to: 1) allowance for doubtful debts in the amount of THB 5.78 million, which was recorded as a state enterprise customer entered into business rehabilitation. To comply with conservative basis of accounting, the Company had set allowance for doubtful debts for such contract in the full value of the outstanding debt; 2) expenses

relating to charitable donation to hospital and persons affected by the Covid-19 pandemic in the amount of THB 2.48 million (please refer to additional details under Section 2.3.12 regarding Corporate Social Responsibility).

Finance cost

Majority of finance cost consists of interests on short-term loans in the form of promissory notes. In the year 2018 and 2019, the Company's finance cost were THB 5.24 million and THB 6.03 million respectively, equivalent to 0.28% and 0.31% of the total revenues respectively. There was an increase in finance cost of 15.16% compared to the same period of the year 2018. The increase was in line with change in the value of short-term loans from financial institutions in the period.

In the year 2020, the Company's finance cost was in the amount of THB 5.50 million, a decrease of 0.27% compared to the same period of the year 2019. This was due to repayment for short-term loans in full in Q4/2020.

Operating profit and net profit

Tables showing operating profit and net profit in the year ending 31 December 2018 to 2020

Item	For the year ending 31 December		
	2018	2019	2020
Operating profit (Million Baht) ¹	122.59	135.08	178.83
Operating profit margin (%) ¹	6.65	6.93	8.65
Net profit (Million Baht) ²	101.01	109.06	139.55
Net profit margin (%) ²	5.46	5.58	6.75
Net profit – exclusive of gain on sale of assets for lease held for sale and equipment (Million Baht)	69.48	88.91	115.21
Net profit margin – exclusive of gain on sale of assets for lease held for sale and equipment (%)	3.76	4.55	5.57
Return on equity (%)	25.90	32.06	16.06

Remarks: ¹ The Company's operating profit included gain on sale of assets for lease held for sale and equipment.

² The Company's net profit included gain on sale of assets for lease held for sale and equipment.

The Company's operating profit (inclusive of gain on sale of assets for lease held for sale and equipment) for the year 2018 and 2019 equaled to THB 122.59 million and THB 135.08 million respectively, equivalent to operating profit margin of 6.65% and 6.93% respectively. There was an increase in operating profit of 10.19% compared to the same period of the year 2018. Net profit (exclusive of gain on sale of assets for lease held for sale and equipment) was THB 88.91 million, or equivalent to net profit margin of 4.55%. There was an increase in net profit of 27.97% compared to the same period of the year 2018 due to: 1) increase in overall revenue from both main business units; 2) the Company was able to maintain gross profit margin in the year 2019 at a similar ratio to that of the same period of the previous year; 3) the Company managed to reduce expenses such as consultation expense relating to information technology system and depreciation relating to computer equipment etc., resulting in overall decrease in administrative expenses; 4) in the year 2018, the Company incurred extraordinary and non-recurring expenses including loss from provision for liabilities from litigation and long-term employee benefits as a result of adopting the new Labor Protection Act into practice. As a result, the Company's service expenses and administrative expenses in such year was higher than normal level. Net profit in the year 2019 was THB 109.06 million or equivalent to net profit margin of 5.58%. There was an increase of 7.96%. The reason for a significant lower increase in net profit and net profit margin than increase in net profit (exclusive of gain on sale of assets for lease held for sale and equipment) was due to the fact that, in the year 2018, the Company had gain on sale of assets for lease held for sale and equipment as high as THB 31.53

million. This was because the majority type of the Company's vehicles sold in such year was van, which was popular in the market and was able to earn high prices. While in the year 2019, the majority type of the Company's vehicles sold was pickup truck, which could be sold for lower prices. Therefore, gain on sale of assets for lease held for sale and equipment was only THB 20.15 million.

The increase in service expenses and administrative expenses had caused a significant decrease in the Company's net profit in the past 3 years. Such expenses were fixed costs, including the Company's investment to improve and develop its internal resources in order to prepare for future growth.

In the year 2020, the Company's operating profit (inclusive of gain on sale of assets for lease held for sale and equipment) was THB 184.39 million, equivalent to operating profit margin of 8.9 % or an increase of 28.90% compared to the same period of the year 2019. The growth in operating profit was mainly due to increase in the Company's total revenues, including revenues from outsourcing services, rental and services, and gain on sale of assets for lease and equipment, while the Company's overall expenses increased at a lower rate than revenue growth due to economy of scale. Economy of scale was achieved by the Company's preparation for expansion of business through investments in human resources and office building, equipment, and various information technology system during the past 3 years. Therefore, during the period of 6 month of the year 2020, the Company did not incur increase in such expenses. As a result, the Company's overall expenses increases at a lower level than increase in the Company's revenues.

In the year 2020, the Company's net profit (exclusive of gain on sale of assets for lease held for sale and equipment) was THB 115.21 million. The increase in net profit (exclusive of gain on sale of assets for lease held for sale and equipment) was mainly due to increase in operating profit.

In the year 2020, the Company's net profit was THB 139.55 million or equivalent to net profit margin of 6.75%. The increase in net profit and net profit margin was due to increase in revenues and better control of expenses. As a result, growth in revenues was higher than growth in selling and administrative expenses.

Return on equity

The Company's shareholders' equity in the year 2018 was THB 364.38 million. Return on equity in the year 2018 was 25.90%. The Company made dividend payment in the amount of THB 159.75 million. Such dividend payment had caused significant decrease in the Company's retained earnings and shareholders' equity.

In the year 2019, the Company's return on equity was 32.06%, an increase compared to that as of the end of the year 2018. The significant increase was due to dividend payment in the amount of THB 160.00 million during Q3/2019, which had resulted decrease in the shareholders' equity in the same amount.

In the year 2020, the Company's return on equity was 16.06%. There was a decrease due to the initial public offering (IPO), which had resulted in share premium in the year 2020 and increase in shareholders' equity.

4.3 Analysis of Statement of Financial Positions

Assets

The Company's total assets as of 31 December 2018 and 2019 were in the amount of THB 1,017.39 million and THB 1,089.92 million respectively, an increase of 7.13% year-on-year. Such increase in total assets was due to

increase in non-current assets, namely assets for lease. Increase in assets for lease was due to increase in the number of vehicles for lease to meet increase in demand from the Company's customers.

As of 31 December 2020, the Company's total assets was THB 1,534.65 million, an increase of 40.80% compared to the end of year 2019. The increase was mainly due to: 1) increase in cash and cash equivalents from THB 23.44 million to THB 183.75 million or an increase of 684.03% as a result of the initial public offering; 2) increase in trade and other receivables increased from THB 311.23 million to THB 327.95 million or an increase of 6.01%, in line with increase in revenues in the year 2020; and 3) increase in assets for lease from THB 434.86 million to THB 727.19 million or an increase of 67.22%. As of 31 December 2020, the number of vehicles for lease was increased from 770 units at the end of the year 2019 to 983 units (exclusive of vehicles from lease contracts with other companies).

Current assets

Cash and cash equivalents

As of 31 December 2018 to 31 December 2020, the Company's cash and cash equivalents were in the amount of THB 22.28 million, THB 23.44 million and THB 183.75 million respectively, accounting for 2.19%, 2.15% and 11.97% of total assets respectively. Such item consisted of cash and bank deposits. The increase in cash and cash equivalents was mainly due to the initial public offering of the Company's ordinary shares to the general public.

As of 31 December 2020, the Company's cash and cash equivalents was in the amount of THB 183.75 million. Majority of cash and cash equivalents was bank deposits.

Trade and other receivables

As of 31 December 2018 to 31 December 2020, the Company's trade and other receivables were in the amount of THB 265.19 million, THB 311.23 million and THB 327.95 million respectively, accounting for 26.07%, 28.56% and 21.37% of total assets respectively. The Company has a policy on credit term of approximately 30-60 days. The Company's average collection period as of 31 December 2018 to 31 December 2020 were 50.58 days, 53.79 days and 57.99 days respectively. Majority of trade and other receivables consisted of trade receivables, which accounted for 99 % of total trade and other receivables.

Tables illustrating aging of trade and other receivables

As of 31 December 2018 to 2020

Age of Account	As of 31 December 2018		As of 31 December 2019		As of 31 December 2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Not yet due^{/1}	234.31	87.12	233.59	75.09	243.86	74.37
Past due						
Less than 3 months	30.67	12.86	73.34	23.58	74.90	22.85
3 - 6 months	0.05	0.02	4.13	1.33	8.92	2.72
Over 6 months	0.00	0.00	0.00	0.00	5.97	1.82
<u>Deduct</u> Allowance for doubtful accounts	0.00	0.00	0.00	0.00	(5.78)	(1.76)
Total trade receivables - net	265.03	100.00	311.06	100.00	327.87	100.00
Other receivables	0.16		0.17		0.08	
Trade and other receivables	265.19		311.23		327.95	

Remark: ^{/1} Under Notes to Financial Statements as of 31 December 2019, accrued income was separated from trade receivables which were not yet due. Therefore, the financial advisor included accrued income as of 31 December 2019 as part of trade receivables which were not yet due for comparison purpose to other fiscal years.

In respect of analysis of the Company's trade receivables, majority of trade receivables were not due and were overdue for not exceeding 6 months. At the end of the year 2018 to 2020, majority of the Company's trade receivables were not yet due and overdue for not exceeding 6 months. The main reason that the Company had a low ratio of overdue trade receivables of over 6 months was due to effective management of account receivables and the Company's quality of service. Most of the Company's customers were large governmental organization, state enterprises and private companies with strong financial positions and operating performance. Therefore, the customers did not have issue with paying service fees to the Company. In addition, the Company provides continuous services. Most customers make payment of service fees in a timely manner to avoid shortage of personnel.

As of 31 December 2020, the Company had trade and other receivables in the amount of THB 327.95 million, a slight increase of 5.37% compared to that at the end of the year 2019. This was due to increase in trade receivables at the end of the year 2020. However, such accounts were paid in full according to their credit terms during the first 6-months of the year 2021. The Company's average collection period as of 31 December 2020 equaled to 58 days.

In respect of policy on provision for doubtful debts, the Company records provision for doubtful debt by taking into consideration collection experience and analysis on aging of accounts. In the past, the Company has been able to manage trade receivables efficiently. Most of the Company's trade receivables are not yet due and has not been overdue for more than 6 months, representing 99% of total trade receivables. During the past 3 years, the Company has never recorded provision for doubtful debts for any trade receivables.

However, due to the Covid-19 outbreak, one of the state enterprise customers, to whom the Company provided driver service, had been severely affected from the situation and had entered into business rehabilitation. In order to apply conservative basis of accounting, the Company recorded allowance for doubtful debts for such contract in the amount of THB 5.78 million. At present, the Company have already terminated the contract with such customer.

Other current assets

Most of other current assets consisted of advance payment for insurance premium, advance payment for vehicle registration, and withholding taxes. As of 31 December 2018 to 31 December 2020, the Company's other current assets were in the amounts of THB 25.24 million, THB 19.73 million, and THB 16.45 million respectively, accounting for 2.48%, 1.81% and 1.07% of total assets respectively.

Non-current assets

Assets for lease

Assets for lease included vehicles, mostly sedans. The Company will designate useful life of assets for lease for the purpose of calculating depreciation according to duration of lease contract with customer. As of 31 December 2018 to 31 December 2020, the Company's assets for lease were in the amount of THB 397.20

million, THB 434.86 million, and THB 727.19 million respectively, accounting for 39.04%, 39.90% and 47.38% of total assets respectively.

As of 31 December 2019, there was an increase in assets for lease by 9.48% compared to that as of 31 December 2018. This was due to the entry into a lease contract between the Company and a governmental organization in Q2/2019 under which the Company provided vehicles for lease in total of 86 units. As a result, the number of vehicles for lease increased to 770 units as of 31 December 2019 (exclusive of vehicles from lease contracts with other companies in the form of sub-lease contracts).

As of 31 December 2020, the Company's assets for lease was THB 727.19 million, an increase of 67.22% compared to at the end of year 2019. Majority of the increase was due to the Company's entry into a lease contract with a large governmental organization with the number of vehicles under the contract in the total of 244 units, consisting of 98 trucks, 16 pickup trucks and 130 vans. As a result, the Company's vehicles for lease increased from 770 units at the end of year 2019 to 983 units at the end of December 2020. In the year 2019, the Company had earlier provided service to this customer in the form of short-term lease. After the short-term lease had expired, the Company participated in this customer's bidding process, and due to quality of service that had been recognized as well as competitive pricing, the Company won the bidding and was awarded a long-term contract with the duration of 5 years in April 2020. The number of vehicles under the new lease contract is higher than the number of vehicles under the previous short-term contract. In respect of such contract, the Company entered into hire-purchase agreement directly with car manufacturer and the Company is the owner of all vehicles for lease.

Determination of scrap value is an important process in conducting vehicles for lease business since scrap value is one of the main factors used in calculating depreciation of assets for lease, gain/loss from sale of assets for lease. In the process of determining scrap value, the Company will estimate terminal value at the end of useful life deducted by direct selling expenses. To generate correct and accurate estimated scrap value, the Company will consider industry information, median market price, and form and nature of contract with customer which would affect conditions of vehicle at the end of the contract. In this consideration, the Company would review each vehicle individually. In addition, each determination of scrap value must be approved by the Company's management. To ensure that the determination of scrap value would be most accurate, the Company has changed accounting estimates on scrap value of assets to be consistent with used car market and the Company's current business conditions. The Company had adopted such accounting change since Q3/2019. This resulted in lower accumulated depreciation for assets for lease and would result in insignificant gain on sale of vehicles, whether incurring gain or loss.

Property, building and equipment

Majority of property, building and equipment consisted of land, building, and building improvements of the Company's head office. As of 31 December 2018 to 31 December 2020, the Company's property, building and equipment were to THB 236.99 million, THB 213.88 million, and THB 197.26 million, accounting for 23.29%, 19.62% and 12.85% of total assets respectively.

Increase in property, building and equipment in the year 2017 to 2018 was due to construction of office building to be used as the Company's head office in the year 2017. The total value of the project was THB 116.90 million (exclusive of land cost). Such project was a relocation from the former office building leased by the Company

from a related entity. The former office building had insufficient space to accommodate increase in the number of personnel and the relocation was to accommodate future growth.

Decrease in property, building and equipment as of 31 December 2019 was by 9.75% compared to the end of the year 2018. This was mainly due to depreciation during the year and the Company did not purchase any high value item of property, building and equipment in such period.

As of 31 December 2020, the Company's property, building and equipment was THB 197.26 million, a decrease of 7.78% compared to the end of the year 2019. The decrease was mainly due to depreciation during the year and the Company did not purchase any high value item of property, building and equipment in such period.

Investment properties

Investment properties the Company consisted of office building. The Company has ownership in Country Complex Building A, Level 11. As of 31 December 2018 to 31 December 2020, the Company's investment properties were THB 13.00 million, THB 18.18 million, and THB 16.06 million, accounting for 1.28%, 1.67% and 1.05 % of total assets respectively.

Investment properties of the Company as of 31 December 2019 increased by THB 5.18 million compared to that as of the end of the year 2018. The increase was as a result of transfer of assets in the value of THB 7.05 million from property, building and equipment to investment properties. The transfer occurred due to leasing of such building by the Company to an associated company as office space at a rental rate comparable to the market rate.

As of 31 December 2020, the Company's investment properties was THB 16.06 million, a decrease of 13.20% when compared to that as of the end of the year 2019. The decrease was due to depreciation incurred during the year.

Other non-current assets

Majority of other non-current assets consisted of deposits and withholding taxes due to the Revenue Department. As of 31 December 2018 to 31 December 2020, the Company's non-current assets were in the amount of THB 8.70 million, THB 7.23 million, and THB 11.54 million, accounting for 0.86%, 0.66% and 0.75% of total assets respectively.

Decrease in other non-current assets as of 31 December 2019 by THB 1.47 million or 16.93% decrease was due to withholding tax on revenue during the year.

As of 31 December 2020, the Company's non-current assets was in the amount of THB 11.54 million or an increase of 59.61% compared to that as of the end of the year 2019. This was a result of transfer of withholding tax on revenue of the year 2019 to non-current assets and was under the process of tax return.

Sources of Funding

Liabilities

As of 31 December 2019, the Company's total liabilities equaled to THB 774.04 million, an increase of 18.53% compared to the end of the year 2018. The increase was due to increase in short-term loans from financial institutions for the purpose of dividend payment, increase in trade and other payables and liabilities under finance lease agreements which was in line with expansion of business in outsourcing services and rental and services.

As of 31 December 2020, the Company's total liabilities equaled to THB 665.47 million, a decrease of 16.31% compared to the end of the year 2019. The decrease was mainly due to decrease in short-term loans from financial institutions as the Company had working capital from the initial public offering. This was in line with increase in cash and cash equivalents.

Short-term loans from financial institutions

Majority of short-term loans from financial institutions were in the form of promissory notes (P/N) with the interest rates of 1.90% to 2.05%. As of 31 December 2017 to 31 December 2019, the Company's short-term loans from financial institutions were in the amount of THB 215.00 million, THB 246.13 million, and THB 337.12 million, accounting for 22.19%, 24.19% and 30.93 % of total assets respectively. Increase in short-term loans from financial institutions during the year 2017 to 2018 was due to loan for the purpose of dividend payment to shareholders.

As of 31 December 2019, short-term loans from financial institutions increased by 36.97% compared to the end of the year 2018. The increase was due to loan in the amount of THB 160.00 million for the purpose of dividend payment in Q3/2019.

As of 31 December 2020, the Company had no short-term loans from financial institutions. This was due to repayment of loans to the financial institutions. In addition, the Company did not have any additional loans from financial institutions during such period.

Trade and other payables

Table illustrating trade and other payables
As of 31 December 2018 to 2020

(Unit: Million Baht)	As of 31 Dec 2018	As of 31 Dec 2019	As of 31 Dec 2020
Trade payables	5.69	10.15	4.84
Other payables			
- Accrued expenses	60.16	62.37	55.18
○ Accrued wages	23.08	22.34	20.22
○ Other accrued expenses	37.08	40.03	34.96
- Other payables	1.59	1.11	1.41
Total	67.44	73.63	61.43

Since the nature of the Company's business is outsourcing service, majority of the Company's trade and other payables consisted of accrued expenses relating to staff compensation and benefits. As of 31 December 2018 to 31 December 2020, the Company's trade and other payables were in the amount of THB 67.44 million, THB 73.63 million, and THB 61.43 million, accounting for 6.63%, 6.76% and 4.07% of total assets respectively.

Increase in trade and other payables during the year 2018 to 2019 was due to increase in other payables, in the form of accrued expenses, which had increased from accrued staff compensation and benefits. Such increase in accrued expenses was consistent with the Company's continuous growth in revenue during the period.

As of 31 December 2020, trade and other payables decreased by 16.57% compared to the end of the year 2019. The decrease was as a result of the Covid-19 outbreak whereby the amount of wages paid to service staff sent to work with customers had reduced due to reduction in activities by customers.

Liabilities under finance lease agreements

Table illustrating liabilities under finance lease agreements
As of 31 December 2018 to 2020

	As of 31 Dec 2018		As of 31 Dec 2019		As of 31 Dec 2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Liabilities under finance lease agreement						
Current portion of liabilities under finance lease agreement	87.54	34.16	99.81	34.52	162.72	31.41
Liabilities under finance lease agreement, net of current portion	168.71	65.84	189.31	65.48	355.32	68.59
Total liabilities under finance lease agreements	256.25	100.00	289.12	100.00	518.04	100.00

Liabilities under finance lease agreements of the Company occurred due to purchase of vehicles for lease to service the Company's customers. In general, the Company would enter into finance lease agreements with financial institutions or auto leasing companies and designate term of the agreements in line with the Company's lease contracts with customers. Majority of the Company's finance lease agreements has a term of 3 to 5 years. The Company would make a down payment and monthly payments for the duration of the finance lease agreement. As of 31 December 2018 to 31 December 2019, the Company's liabilities under finance lease agreements were in the amount of THB 256.25 million and THB 289.12 million, accounting for 25.19% and 26.53% of total assets respectively.

The increasing liabilities under finance lease agreements was in line with expansion in the Company's vehicle rental service and increase in the number of vehicles for lease from the total of 722 units at the end of year 2018 to the total of 770 units at the end of year 2019 (exclusive of vehicles under operating lease agreements with other companies).

In this regards, the Company has adopted Financial Reporting Standard 16 - Leases which became effective on 1 January 2020 into practice. Therefore, the Company would no longer record liabilities under finance lease agreements as of 31 December 2020. The outstanding balance of liabilities under finance lease agreements as of 31 December 2019 was recategorized as lease liabilities.

Lease liabilities

The Company had adopted Financial Reporting Standard 16 - Leases which became effective on 1 January 2020 into practice. However, the reporting standard did not have a significant impact on the Company's financial

statements. The consequence of adopting such standard was only the recategorization of the outstanding balance of liabilities under finance lease agreements as of 31 December 2019 as part of lease liabilities.

As of 31 December 2020, the Company's long-term lease liabilities was THB 518.04 million (consisting of current portion of long-term lease liabilities in the amount of THB 162.72 million and long-term lease liabilities, net of current portion in the amount of THB 355.32 million), an increase of 79.18% compared to the end of year 2019. This was a significant increase of lease liabilities due to the entry into vehicle rental service agreement with a large governmental organization with a long-term contract of 5 years. As a result, the Company had the number of vehicles for lease as of 31 December 2020 in total of 983 units.

Other current liabilities

Other current liabilities of the Company mostly consisted of withholding tax payables, accrued social security, and deferred income. As of 31 December 2018 to 31 December 2020, the Company had other current liabilities in the amount of THB 25.94 million, THB 27.33 million, and THB 30.53 million, accounting for 2.45%, 2.51% and 1.99% of total assets respectively.

Provision for long-term employee benefits

Tables showing provision for long-term employee benefits
As of 31 December 2018 to 2020

	As of 31 Dec 2018		As of 31 Dec 2019		As of 31 Dec 2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Provision for long-term employee benefits						
Service staff sent to work with customers	11.15	24.51	7.47	20.29	4.50	12.13
Management and office staff	34.35	75.49	29.33	79.71	32.61	87.87
Total provision for long-term employee Benefits	45.50	100.00	36.80	100.00	37.11	100.00

Provision for long-term employee benefits is the provision made for severance pay to staff at the end of service. As of 31 December 2018 to 31 December 2020, the Company's provision for long-term employee benefits were in the amount of THB 40.50 million, THB 36.80 million, and THB 37.11 million, accounting for 4.47%, 3.38% and 2.42% of total assets respectively. Increase in provision for long-term employee benefits in respect of management personnel and office staff was in line with increase in the number of the Company's staff and increase in base salary for office staff and management personnel. The significant increase in such provision in the year 2018 at a higher-than-normal level was due to adjustment of severance pay for staff with over 20 years of consecutive service, who would be entitled to severance pay in the amount of not less than 400 days of his/her latest wage. There was a continuous decrease in provision for long-term employee benefits for service staff sent to work with customers during the year 2018 to 2019 due to revision of assumptions to reflect actual business operations, particularly an assumption on staff turnover. Therefore, there was a continuous decrease in provision for long-term employee benefits during the year 2018 and 2019.

During the end of the year 2018, the National Legislative Assembly had passed a new Labor Protection Act, for which at the time, was under the process of announcement in the Royal Thai Government Gazette. This Act stipulates additional severance pay in case of employer's termination for employees who have been employed

up to 20 years consecutively to be entitled to severance pay of not less than salary rates of the last 400 days. To prepare for such matter, the Company had considered and adopted mandate as per this new Act as of 13 December 2018 onwards, in advance of its enforcement date. This would also apply to employees who were terminated or retired on or after 13 December 2018 onwards, including employees who were scheduled to retire before 13 December 2018 and were still working and the Company did not make severance pay according to the law. Due to the foregoing reason, provision for long-term employee benefits for management personnel and office staff had increased significantly from THB 14.55 million to THB 34.35 million. In the year 2018, the Company also changed actuarial assumptions relating to service staff sent to work with customers to be consistent with specific characteristics of the business by adjusting staff turnover rate. As a result, provision for long-term employee benefits in respect of service staff sent to work with customers decreased from THB 29.13 million to THB 11.15 million.

As of 31 December 2020, the Company's provision for long-term employee benefits was THB 37.11 million, a decreased of 0.82% compared to the end of the year 2019. This was due to increase in provision for long-term employee benefits in respect of office staff as a result of base annual salary adjustment for office staff and management personnel.

Other non-current liabilities

Other non-current liabilities of the Company included deposits received from vehicle rental service. In general, the Company would collect deposits on the date of the lease contracts according to terms and conditions under the contracts. As of 31 December 2017 to 31 December 2019, the Company's other non-current liabilities were in the amount of THB 7.67 million, THB 9.27 million, and THB 10.04 million, accounting for 0.79%, 0.91% and 0.92% of total assets respectively. The increase in other non-current liabilities was mainly due to increase in deposits received from vehicle rental service, which was in line with expansion in the business.

As of 31 December 2020, the Company had reclassified the accounting item from other non-current liabilities to other non-current financial liabilities in the amount of THB 11.31 million, an increase of 12.65% compared to the end of the year 2019. The increase was due to increase in deposits received from vehicle rental service, which was in line with expansion in the business.

Shareholders' Equity

The Company's shareholders' equity as of 31 December 2018 to 31 December 2019 were in the amount of THB 364.38 million and THB 315.88 million respectively, accounting for 35.82% and 28.98% respectively. There was a decrease in shareholders' equity by 13.31% as a result of dividend payment to the Company's existing shareholders.

In the year 2018, the Company paid interim dividend based on the resolutions of the Board of Directors' Meeting No. 2/2018 held on 14 September 2018 in the amount of THB 159.75 million.

As of 31 December 2019, the Company's shareholders' equity was in the amount of THB 315.88 million, a decrease of 13.31% compared to the end of the year 2018. The decrease was due to the resolutions of the Board of Directors' Meeting No. 4/2019 held on 14 August 2019 approving interim dividend payment from retained earnings as of 30 September 2019 in the amount of THB 160.00 million or equivalent to dividend payment of THB 0.7111 per share (after the change in par value of shares). The Company determined 13 September 2019 as the date of dividend payment. Such dividend payment had an impact on the Company's

financial positions, causing an increase in its debt to equity ratio to 2.45 times from 1.79 times in the same period of the previous year.

As of 31 December 2020, the Company's shareholders' equity was THB 869.18 million, an increase of 175.16% compared to the end of the year 2019. This was a result of increase in the Company's registered capital from the initial public offering.

Appropriateness of Capital Structure

The Company's debt to equity ratio as of 31 December 2018 to 31 December 2020 were 1.79 times, 2.45 times, and 0.77 times respectively.

The Company's debt to equity ratio as of 31 December 2019 had increased compared to that as of the end of the year 2018. The increase was mainly due to dividend payment on 13 September 2019 in the amount of THB 160.00 million. Such transaction had caused the Company's debt to equity ratio to increase from 1.79 times to 2.45 times. The current terms and conditions of the Company's short-term loans from financial institutions do not include any financial covenant which prohibits the Company from incurring additional loans in the future.

As of 31 December 2020, the Company's debt to equity ratio was 0.77 times, a decrease compared to the end of the year 2019. The decrease was mainly due to the fact that the Company no longer had short-term loans from financial institutions, which was in accordance with bank overdrafts and short-term loans from financial institutions.

The current terms and conditions of the Company's short-term loans from financial institutions do not include any financial covenant which prohibits the Company from incurring additional loans in the future.

On 4 August 2020 and on 12 November 2020, the Board of Directors' Meeting resolved to approve interim dividend payment in the amount of THB 68 million and THB 49.60 million, or equivalent to dividend per share of THB 0.30 and THB 0.16 respectively. The Company had determined dividend payment dates on 2 September 2020 and 2 December 2020 respectively. Such dividend payment might affect the Company's financial positions as follows:

Item	Amount (Million Baht)
Retained Earnings	
Retained earnings – unappropriated as of 30 June 2020 (before deduction of dividend)	205.15
<u>Deduct</u> Retained earnings, appropriated – statutory reserve	(9.50)
<u>Deduct</u> Interim dividend	(117.60)
Retained earnings – unappropriated (after deduction of dividend)	78.05

Changes to the relevant financial ratios for the period of 12-month ending 31 December 2020 due to the interim dividend payments:

Financial Ratio	Unit	For 12-month period ending 31 December 2020	
		Before deduction of dividend	After deduction of dividend
Debt to equity ratio	time	0.67	0.77

16.1.3 Liquidity Analysis

Cash flow statement

Tables illustrating cash flow statement for the year ending 31 December 2018 to 2020

Cash Flow Statement (Unit: Million Baht)	For the year ending 31 December		
	2018	2019	2020
Net cash flows from (used in) operating activities	183.12	154.99	250.25
Net cash flows from (used in) investing activities	35.22	41.72	40.95
Net cash flows from (used in) financing activities	(249.79)	(195.55)	(130.90)
Net increase (decrease) in cash and cash equivalents	(31.45)	1.16	160.31

Cash flows from (used in) operating activities

The Company had net cash flows from (used in) operating activities in the amount of THB 183.12 million and THB 154.99 million in the year 2018 – 2019 respectively. The decrease in net cash flows from operating activities compared to the same period of the previous year was due to decrease in operating assets in respect of trade and other receivables and severance payment to employees in the amount of THB 10.03 million.

In the year 2020, the Company had net cash flows from (used in) operating activities in the amount of THB 250.25 million, an increase of THB 154.99 million compared to the same period of the previous year. The increase was due to increase in the Company's operating profits.

Cash flows from (used in) investing activities

In the year 2019, the Company had net cash flow from (used in) investing activities in the amount of THB 41.72 million, which was a result of sale of vehicles for lease during the year.

In the year 2020 the Company had net cash flow from (used in) investing activities in the amount of THB 40.94 million, which was a result of sale of vehicles for lease during the year.

Cash flows from (used in) financing activities

In the year 2018, the change in cash flows from (used in) financing activities was mainly due to dividend payment in the amount of THB 159.75 million and repayment of liabilities under finance lease agreements in the amount of THB 111.56 million.

In the year 2019, the Company had net cash flow from (used in) financing activities in the amount of THB (195.55) million, which included dividend payment in the amount of THB 160.00 million and repayment of liabilities under finance lease agreement in the amount of THB 126.54 million.

In the year 2020, the Company had net cash flow from (used in) financing activities in the amount of THB (130.90) million, which included repayment of lease liabilities and repayment of short-term loans from financial institutions.

Liquidity Ratio

Table illustrating key liquidity ratios
As of 31 December 2018 to 2020

Key Liquidity Ratio	Unit	As of 31 Dec 2018	As of 31 Dec 2019	As of 31 Dec 2020
Current ratio	(time)	0.73	0.69	5.61
Quick ratio	(time)	0.67	0.62	2.00
Average collection period	(day)	50.58	53.79	57.46
Average payment period	(day)	15.68	15.89	12.91

The Company's current ratio and quick ratio in the year 2018 were 0.73 times and 0.67 times respectively. The significant decrease in current ratio and quick ratio was caused by increase in current liabilities in the form of short-term loans from financial institutions in the amount of THB 215.00 million in the year 2017. Such loan was used for the purpose of dividend payment to the Company's shareholders.

In the year 2019, the Company's current ratio and quick ratio were 0.69 times and 0.62 times respectively. The decrease in such ratios was caused by increase in short-term loans from financial institutions which was used for the purpose of dividend payment in Q3/2019.

In the year 2020, the Company's current ratio and quick ratio were 5.61 times and 2.00 times respectively. The increase was caused by the initial public offering of the Company's ordinary shares, resulting in increase in cash. The Company was able to utilize the proceeds for repayment of short-term loans from financial institutions in full.

The Company had an average collection period in the year 2018 to 2020 equaled to 50.58 days, 53.79 days, and 57.46 days respectively. The Company's average collection period corresponded to the credit terms given by the Company to its customers with an approximate of 30 days to 60 days. Due to efficiency in debt collection, the Company never had any customer having overdue payment which would require making allowance for doubtful debts.

However, the Covid-19 outbreak had resulted in one of the state enterprise customers in the tourism industry having been severely affected from the said situation and entered into business rehabilitation. To conform with conservative basis of accounting, the Company had set allowance for doubtful debts for such contract in full in the amount of THB 5.78 million in the year 2020.

The Company's average payment period in the year 2018 to 2020 were 15.68 days, 15.89 days, and 12.91 days respectively. The reason for a low level of average payment period was due to nature of the Company's business operations. The Company's primary cost includes salaries which have certain payment dates. As a result, the Company's trade and other payables was at a low level compared to the Company's overall cost of services.

The Company's trade and other payables (accrued wages) at the end of the year would be lower than that of other months. This was due to policy on salary payment for service staff sent to work with customers. In the month of December, the Company would pay salaries to staff within 31 December, while salaries in other months would be paid to staff at the beginning of the following months. Therefore, trade and other payables (accrued wages) at the end of the year would be lower than that of other months. This resulted in the Company's average payment period at the end of the year being lower than other periods of the year.

Due to the nature of the Company's business, it records average collection period at a higher level than average payment period by approximately 35 – 37 days. However, since the Company's business is to provide services, it has no inventories and no requirement for investment in machinery. Major of the Company's current assets consists of trade receivables. Therefore, the Company does not encounter an issue of shortage in capital from maturity mismatch as a result of the average collection period being higher than the average payment period. In addition, taking into consideration of the Company's past performance, the Company had always generated profit from business operations. Therefore, the Company has large amount of remaining facilities from financial institutions which could be utilized should the Company encounter shortage in liquidity in the future. The current terms and conditions of the Company's short-term loans from financial institutions do not include any financial covenant which prohibits the Company from incurring additional loans in the future.

Revenues from Provincial Electricity Authority derived from various types of work: 1) management of drivers and office staff; 2) management of technicians; 3) data entry service; and 4) vehicle rental service. There is individual contract for each work with different commencement dates and expiration dates. Such factor allows the Company to diversify the risk of dependency on Provincial Electricity Authority.

An approximate of 76.41% (in the year 2019) of revenues from Provincial Electricity Authority was derived from management of technician service. However, the Company incurs revenue from management of technicians under 4 contracts and each of the contracts is not related. If the Company does not win bidding of any one of the contracts, it would affect only certain contracts, but not all contracts. In addition, such revenue was derived from service contracts awarded by Provincial Electricity Authority to the Company for provision of continuous services (over 10 years) due to recognition in the Company's quality of service and reasonable service fees. To participate in biddings by Provincial Electricity Authority, it requires companies which have suitable qualifications in terms of track record and financial positions. Due to the aforementioned reason, there is a limited number of qualified bidders who can compete with the Company.

The below table illustrates sensitivity analysis, reflecting the impact which may occur to the Company's operating performance for the year ending 31 December 2019, in the case the Company could not win bidding with Provincial Electricity Authority. If the Company lost such customer in each different scenario, the impact on the Company's revenues and gross profit would be as follows:

Impact On	In case the Company lost revenues from Provincial Electricity Authority (calculated as % of total revenues in the year 2020)		
	Loss of revenue by 10%	Loss of revenue by 20%	Loss of revenue by 50% ¹²
Total revenues 2020	Reduced by 4.06% of total revenues	Reduced by 8.12% of total revenues	Reduced by 20.23% of total revenues
Gross profit 2020 ¹¹	Reduced by 4.34% of gross profit	Reduced by 8.68% of gross profit	Reduced by 21.68% of gross profit

Remarks: ¹¹ Using average gross profit margin of all contracts with Provincial Electricity Authority in calculating impact on gross profit in year 2020.

¹² The Company is confident that the possibility of the Company losing revenue from Provincial Electricity Authority is very low.

In addition, the Company had entered into a contract with a governmental organization for provision of vehicle rental service in April 2020. The contract is a long-term contract with a duration of 5 years and with the number

of vehicles in the total of 244 units. The Company may have risk of dependency on such customer. Upon expiration of the contract in 5 years, the Company might encounter risk in selling a large number of vehicles for lease. One type of the vehicles includes trucks in the total number of 98 units. In the past, the Company provided a low quantity of trucks for rental service. This might pose risk in selling such type of vehicles for lease. However, revenue from this customer to revenue from vehicle rental service in the year 2020 is equivalent to only 15.2%. The revenue from this customer to the Company's total revenues in the same period is equivalent to only 1.84%. In respect of sale of vehicles upon the expiry of contracts, the Company had already determined scrap values according to its policy. The Company had also conducted a survey on pricing and demand for used trucks and found that there is demand for used trucks since they are used in commercial transportation. There is continuous demand in the logistics industry.

5. General information and other material information
5.1 General Information

Issuer	:	Siamrajathanee Public Company Limited
Head Office	:	329 Moo 10 Kusun Song Samakkhi Soi 1 Old Railway Road, Samrong Sub-district, Phrapradaeng District, Samutprakarn 10310
Branch Locations	:	<ol style="list-style-type: none"> 35 Soi Samanchan-Barbos, Sukhumvit 42 Road, Phra Khanong Sub-district, Khlong Toei District, Bangkok 10110 223/37, 11th Floor, Sanpawud Road, Bang Na Sub-district, Bang Na District, Bangkok 10260 73 Moo 4, Surasak Sub-district, Si Racha District, Chonburi Province 20110
Company Registration No.	:	0107562000297
Business Type	:	<ol style="list-style-type: none"> <u>Outsourcing Services Business</u> <ol style="list-style-type: none"> Management services Landscape management services <u>Rental and Services Business</u> <ol style="list-style-type: none"> Automobile rental services Property rental services
Industry Sector	:	Services / Professional Services
Securities Information	:	Siamrajathanee Public Company Limited's ordinary shares listed on the Stock Exchange of Thailand in year 2020 and the ticker is "SO"
Registered Capital	:	THB 310,000,000
Paid-up Capital	:	THB 310,000,000
Par Value	:	THB 1.0 per share
Telephone	:	02-363-9300
Facsimile	:	02-363-9377
Website	:	www.siamrajathanee.com
Contact Information	:	<p>Company secretary, please contact: +66 (0) 2363 9300 ext. 9300 or email: cs@siamraj.com</p> <p>Investor relations, please contact: +66 (0) 2363 9300 ext. 7101 or email: nattanont.k@siamraj.com</p>

5.2 Other Material Information**1. Securities Registrar**

Company's name : Thailand Securities Depository Company Limited

Head Office : The Stock Exchange of Thailand Building
: 62 Ratchadaphisek Road, Khlong Toei Sub-district, Khlong Toei District, Bangkok 10110

Telephone : 02-229-2800

Facsimile : 02-359-1259

2. Auditor

Company's name : EY Office Limited

Head Office : 33rd Floor, Lake Rajada Office Complex, 193/136-137 Rajadapisek Road, Ratchadaphisek Road, Khlong Toei District, Bangkok 0110

Telephone : 02-264-9090

Facsimile : 02-264-0789-90

3. Legal Advisor

Company's name : Kudan and Partners Company Limited

Head Office : 127, Gaysorn Tower, 23rd Floor, Units C&F, Ratchadamri Road, Lumpini Sub-district, Pathum Wan District, Bangkok 10330

Telephone : 02-838-1750

Facsimile : 02-838-1795

4. Financial Advisor

Company's name : RHB Securities (Thailand) Public Company Limited

Head Office : 8th and 10th Floors, 98 Sathorn Square Office Tower, North Sathorn Road, Silom Sub-district, Bang Rak District, Bangkok 10500

Telephone : 02-088-9999

5.3 Legal Disputes

Siamrajathanee Public Company Limited did not a party to any legal proceedings or arbitrations which might create a significant impact to the financial position or profits of the Company.

SIAMRAJATHANEE PUBLIC COMPANY LIMITED

Section 2

Corporate Governance

Section 2 Corporate Governance**6. Corporate Governance Policy**

The Company values the importance of good corporate governance principle of which it will support the efficiency and sustainable growth of the Company's business operation which will lead to the highest interest of all stakeholders such as employees, investors, shareholders and other stakeholders. Therefore, the Board of Directors has resolved to have the good corporate governance principle in place which include the importance principle consisting of structure, roles, duties and responsibilities of the Board of Directors and the management principle with the integrity, transparency, and supportable as the guideline of organization management to ensure the Company's business operation will be performed with fairness and highest interest of all shareholders and stakeholders.

To ensure that the Company will be reliable for all shareholder and stakeholders, and for the benefit of creating sustainable value for the business according to the expectation of the private sector, investors, capital market and society, the Company has prepared the good corporate governance principle in accordance with the good corporate governance principle of the listed companies in 2017 prepared by the Securities and Exchange Commission as the guideline of the corporate governance of companies.

Corporate Governance Policy

The Board of Directors values the importance of the compliance with the good corporate governance principle which consists of 8 principles in accordance with the good corporate governance principle as follows:

Principle 1: Roles and responsibilities of the board

- 1) The Board of Directors understands its role and recognizes the responsibility as a leader who shall oversee the organization's good management which include (1) setting objectives and goals (2) setting strategies, operating policies. As well as allocation of important resources to achieve objectives and goals (3) monitoring, evaluation and monitoring of performance reporting.
- 2) The Board of Directors will supervise the Company to achieve the result of the good corporate governance principle.
- 3) The Board of Directors will ensure that all directors and executives perform their duties with duty of care and honesty towards the organization (duty of loyalty) and ensure that the operations are in accordance with the laws, regulations and resolutions of the meeting of the Board of Directors as well as the policies or guidelines set forth, as well as having a process for approving important operations such as investments and transactions that have a significant impact on the Company, entering to a transaction with a connected person, acquisition or disposal of assets and dividend payment, etc.
- 4) The Board of Directors will understand the scope of duties and responsibilities of the Board of Directors and it shall set the scope of assigning duties and responsibilities to the Chief Executive Officer and the management clearly as well as monitoring and supervising the Chief Executive Officer and the management to perform duties as assigned.

Principle 2: The company's objectives and main goals for sustainability.

- 1) The Board of Directors determines or oversees the objectives and main goals of the Company to be sustainable. It is an objective and a goal that is consistent with creating value for all clients, stakeholders of the Company and society as a whole.
- 2) The Board of Directors will ensure that the objectives, goals and strategies of the medium term and/or yearly period of the Company are in line with the achievement of the objectives and main goals of the Company by using the proper and safe technology.

Principle 3: Strengthen effective board

- 1) The Board of Directors is responsible for determining and reviewing the board structure in terms of element, size, proportion of independent directors who are suitable and necessary to lead the organization to the main objectives and goals set forth.
- 2) The Board of Directors will select the appropriate person to be the chairman of the Board of Directors and ensure that the composition and operation of the Board of Directors is conducive to the exercise of discretion in making independent decisions.
- 3) The Board of Directors shall hold a meeting to consider the criteria and procedures for recruiting persons in order to obtain qualified directors who will provide the Board of Directors with appropriate knowledge and expertise, as well as to consider the history of such persons before presenting to the shareholders' meeting to appoint directors. In addition, the Company will adequately inform shareholders about the nominated persons to make decisions.
- 4) To propose remuneration for shareholders for approval, the Board of Directors will consider the structure and remuneration rate to be appropriate for accountability and incentivize the Board of Directors to lead the organization to meet both short-term and long-term goals.
- 5) The Board of Directors is responsible for supervising all directors to perform their duties and allocate sufficient time.
- 6) The Board of Directors is responsible for overseeing the framework and mechanisms for supervising the policies and operations of subsidiaries and other businesses in which the Company invests significantly at the appropriate level for each business, including subsidiaries and other businesses in which the Company invests to have a correct understanding.
- 7) The Board of Directors will conduct an evaluation of the work of the entire committee for review including problems and obstacles of each year so that assessment results can be used to improve the operations in various areas.
- 8) The Board of Directors shall ensure that each director has an understanding of the roles, duties, nature of business and laws relating to business operations, as well as to encourage all directors to regularly enhance their skills and knowledge for their duties.

9) The Board of Directors will ensure that the Board of Directors' operations are complete, have access to the necessary information, and have a Company Secretary with the necessary knowledge and experience to support the Board of Directors' operations.

Principle 4: Recruitment and development of senior executives and managements

1) The Board of Directors will ensure the recruitment and development of Chief Executive Officers and senior executives to have the knowledge, skills, experience and attributes necessary to drive the organization towards its goals.

2) The Board of Director, with the recommendations of the Nomination and Remuneration Committee, will supervise the design of appropriate remuneration and evaluation structures.

3) The Board of Directors will understand the structure and relationship of shareholders that may affect the management and operations of the Company.

4) The Board of Directors will monitor the management and development of personnel to ensure that they will have the knowledge, skills, experience and motivation.

Principle 5: Operating of business with responsibility

1) The Board of Directors values and supports actions that value the business while creating benefits for customers or related parties and have social and environmental responsibility.

2) The Board of Directors will monitor the management of business with social and environmental responsibility and reflected in the work ethic to ensure that all parties of the organization comply with the objectives, the Company's core goals and strategic plans.

3) The Board of Directors will monitor the management of resource allocation and management effectively and efficiently in order to achieve the main objectives and goals in a sustainable manner.

4) The Board of Directors will establish a corporate information technology supervision and management framework that meets the company's needs, as well as ensure that it adopts information technology to increase business opportunities and develop risk management operations so that the Company can achieve its core objectives and goals.

Principle 6: Ensure proper risk management and internal control systems

1) The Board recognizes the importance of risk management in the management and operational system with the aim of providing risk management as a culture of all workers, which in addition to helping the organization achieve its core objectives and goals, it also encourages the Company to have operations that create added value for the organization in a concrete way. The Board of Directors will ensure that the Company has a risk management system and internal control system that will achieve its objectives effectively and in accordance with the relevant laws and standards.

2) The Board of Directors will establish an audit committee that can perform its duties effectively and independently.

- 3) The Board of Directors will monitor and manage potential conflicts of interest between the Company and management, the Board of Directors, or shareholders, including preventing the undiluted use of assets, information and opportunities of the Company and transactions with people with ties to the Company in an unreasonable manner.
- 4) The Board of Directors will oversee the preparation of clear anti-corruption policies and practices and communicate at all levels of the organization and to outsiders in order to ensure practicality, including supporting activities that promote and cultivate all employees to comply with relevant laws and regulations.
- 5) The Board of Directors will supervise the Company to have a mechanism for handling complaints, and the proceedings of the case are clue-pointing.

Principle 7: Maintain financial credibility and disclosure

- 1) The Board of Directors has a responsibility to maintain that the financial reporting system and important disclosures are accurate, adequate, timely in accordance with relevant rules, standards and practices.
- 2) The Board will monitor the adequacy of financial liquidity and debt repayment capacity.
- 3) In the face of financial difficulties or likely problems. The Board of Directors will ensure that the Company has a plan to solve the problem or that there are other mechanisms that can solve financial problems under the consideration of stakeholder rights.
- 4) The Board of Directors will consider the preparation of sustainability reports as appropriate.
- 5) The Board of Directors shall supervise the management team to provide a unit or person responsible for investor relations that communicates with shareholders and other stakeholders such as investors, analysts, appropriately, equally and timely.
- 6) The Board of Directors will encourage the adoption of information technology in the dissemination of information.

Principle 8: Support of participation and communication with shareholders

- 1) The Board of Directors will ensure that shareholders are involved in making decisions on important matters of the Company.
- 2) The Board of Directors will ensure that the proceedings on the day of the shareholders' meeting are completed, transparency, efficiency and enable shareholders to exercise their rights.
- 3) The Board of Directors shall ensure that the disclosure of the resolutions of the meeting and the preparation of the minutes of the shareholders' meeting shall be accurate and complete. The Company does not discriminate against a particular group of shareholders. Shareholders have equal access to information about the Company which is disclosed to shareholders and the public through the Company's website at www.siamrajathanee.com. For more information, please contact at 0-2363-9300 ext. 7101 or email address: nattanont.k@siamraj.com

6.1 Overview of Corporate Governance Policies and Guidelines

6.1.1 Policy and guidelines on the Board of Directors

The Company has the following criteria for nominating and appointing directors, sub-committees and Chief Executive Officer as follows:

Nomination and appointment of directors, sub-committee member and Chief Executive Officer

Criteria for nomination and appointment of directors

The Board of Directors shall select qualified and non-prohibited persons as prescribed and presented to the Board of Directors' meeting and/or the shareholders' meeting (as the case may be) to consider appointing such persons to the Board of Directors in order to maximize the benefits of the Company and in accordance with good corporate governance guidelines.

Composition of the Board of Directors

1. According to the Articles of Association, the Board of Directors shall consist of at least 5 directors and at least half of the total number of directors must be residing in the Kingdom of Thailand. Directors of the Company must be qualified as required by laws, and directors may or may not be shareholders of the Company.
2. The Board of Directors consists of executive directors at least one-third of independent directors and at least 3 independent directors are required to meet the requirements of the Stock Exchange of Thailand.
3. The Board of Directors selects one director from a non-executive director to be chairman of the Board of Directors.
4. The Board of Directors selects a person, serves as the secretary of the Board of Directors. The secretary of the Board of Directors may or may not be a director.
5. The Chairman of the Board of Directors must not be the same person as the Chairman of the Executive Committee and the Chief Executive Officer in order to have a clear separation of roles and balance the operational power.

Qualifications of Directors

1. He or she is not prohibited by securities and exchange laws and other applicable laws.
2. He or she shall have knowledge, competency, expertise, diversity of skills and work experience that benefit the Company's business and can devote the full amount of time, which is determined without limiting gender, race, religion, age and other specific abilities.
3. He or she shall have leadership and control over executive actions effectively and efficiently.
4. Being a director of no more than 5 listed companies on the Stock Exchange of Thailand (inclusive of the case that he or she has been appointed to be a director of the Company).

5. For the Independent Directors, in addition to the qualifications of the above directors, the Independent Directors shall have the qualifications as required by the Capital Market Supervisory Board.

Appointment and termination of the position of Director

1. To appoint directors in accordance with the law, the Company's Articles of Association and relevant regulations of which it shall be carried out with transparency.
2. The Board of Directors is responsible for managing the company's business operations in accordance with the term of office, the Articles of Association of the Company. At every Annual General Meeting of shareholders, one-third (1/3) of total number of directors at that time shall be removed from the position. If the number of directors is not divided into three parts, the nearest number of directors of one-third (1/3) shall be removed. The retired directors, maybe re-elected. For the committees of specified matters, namely, the Audit Committee, the Nomination and Corporate Governance Committee's roles and the Risk Management Committee shall have a term of office for 3 years at a time, whereby 1 year herein referring to the period between the date of the Annual General Meeting of shareholders appointed to the date of the next Annual General Meeting of Shareholders. The Directors retiring from their term may be nominated and appointed to new positions.
3. The Board of Directors may retire for the following reasons:
 1. Death
 2. Resignation
 3. Lack of qualifications or have characteristics prohibited by the law concerning the public limited companies or the law concerning securities and exchange.
 4. The shareholders' meeting resolved to approve the retirement before the end of the term with the voting of at least three-quarters (3/4) of the number of shareholders attending the meeting and having the right to vote, and not less than half of the shares held by shareholders attending the meeting and having the right to vote.
 5. Retirement by the court's order.

Criteria for nomination and appointment of the Audit Committee

Audit Committee Composition

1. The Audit Committee consists of at least 3 independent directors.
2. The Audit Committee has the appropriate skills and expertise according to the assigned tasks and must have at least one audit committee member with knowledge or experience in accounting or finance.
3. The Board of Directors shall select and appoint one of the audit committee members to be the chairman of the Audit Committee.
4. The manager of the Internal Audit Unit shall be the secretary of the Audit Committee by position.

Qualifications of the Audit Committee

1. Being appointed by the Board of Directors of the Company
2. Being qualified under the Public Companies Act and the Securities and Exchange Act
3. At least one member of the Audit Committee must be knowledgeable in accounting and finance.
4. The Audit Committee shall be an independent director and have the following qualifications:
 - a) Holding no more than 1% of the total voting shares of parent company, subsidiaries, associated companies, major shareholders or controlling persons of which it shall include the shareholding of the relevant parties of the independent directors.
 - b) Not be or have been a director who is involved in management, employees, consultants who earn regular salaries, or who have control over the Company, subsidiaries, associated companies, subsidiaries of the same order, major shareholders or controlling persons of the Company, unless they have been retired from such characteristics at least 2 years prior to the date of application for permission to the Securities and Exchange Commission. Such prohibited characteristics do not include the cases where an independent director has been a government official or advisor to a government agency which is a major shareholder or controlling person of the Company.
 - c) Not be a person with a blood relationship or by legal registration in the manner of a parent, spouse, siblings and children, including spouses of children of executives, major shareholders, controlling persons, or individuals who will be offered to be executives or controlling persons of the Company or its subsidiaries.
 - d) No or never have a business relationship with a parent company, subsidiaries, associated companies, major shareholder or controlling person of the Company in a manner that may impede the use of its independent judgment and it shall never been or has ever been a significant shareholder or controlling person of a person who has a business relationship with a parent company, subsidiaries, associated companies, major shareholders or controlling persons unless the it has retired from such characteristics for at least 2 years before being appointed as an independent director.
 - e) Not being or ever been an auditor of a parent company, subsidiaries, associated companies, major shareholder or controlling person of the Company and is not a significant shareholder, controlling persons or partner of the audit firm which has the auditor of the parent company, subsidiaries, associated companies, major shareholder or controlling person of the Company unless it has been retired from such characteristics for at least 2 years before being appointed as an independent director.

- f) Not being or ever been a professional service provider, including providing services as legal or financial advisor, which receives service fees in excess of THB 2 million per year from a parent company, subsidiaries, associated companies, major shareholder or controlling person of the Company and is not a significant shareholder, controlling persons or partners of professional service providers unless it has retired from such characteristics at least 2 years before being appointed as an independent director.
- g) Not being a director appointed to represent as representative if the directors of the major shareholders' company or shareholders who are related to major shareholders.
- h) Not being engaged in business of the same condition and is in significant competition with the business of the Company or its subsidiaries, and not being an partner in the partnership or a director who is engaged in management, employees consultants who receive regular salaries or hold more than 1% of the total voting shares of other companies operating in the same business and in significant competition with the Company or its subsidiaries.
- i) No other characteristics that prevent an independent opinion on the Company's operations.
- j) To be able to independently perform duties and express their opinions or report performance in accordance with their assigned duties without the control of the Company's executives or major shareholders, including those involved or close relatives of such persons.
- k) Being a trusted and generally accepted person.
- l) Able to devote sufficient time to carry out the duties of the Audit Committee.

Appointment and termination of the position of Audit Committee Member

- 1) The Audit Committee shall have the term of 3 years at a time of which the 1 year period herein referring to the period between the date of the Annual General Meeting of Shareholders appointed until the date of the next Annual General Meeting of shareholders, and the Audit Committee, which is retiring from its term, may be nominated and appointed to a new position.

The Audit Committee member may retire for the following reasons:

- a) Death
- b) Resignation
- c) Lack of qualifications or have characteristics prohibited by the law concerning the public limited companies or the law concerning securities and exchange.
- d) Retired as Director

If any audit committee member resigns, he or she shall submit a resignation letter to the Chairman of the Board of Directors at least 1 month in advance with reason for the Board of Directors' approval. The Company will disclose the resignation with a copy of the resignation letter to the Stock Exchange of Thailand. If the entire Audit Committee retires from the position, the retired Audit Committee shall assume the position to proceed until the new Audit Committee takes over, and in the event that the audit committee position is vacant for reasons other than the term of issuance, the Board of Directors shall appoint a qualified person to be the audit committee within 90 days so that the Audit Committee has the number as specified by the Board of Directors.

Criteria for nomination and appointment of the Nomination and Corporate Governance Committee

Composition of the Nomination and Corporate Governance Committee

1. The Nomination and Corporate Governance Committee consists of at least 3 directors provided that at least half must be independent directors.
2. Member of the Nomination and Corporate Governance Committee must not be Chairman of the Board of Directors or Chief Executive Officer.
3. The Board of Directors shall appoint an independent director who is a member of the Nomination and Corporate Governance Committee to act as the chairman of the Nomination and Corporate Governance Committee.

Qualifications of the Nomination and Corporate Governance Committee

1. Have qualification and shall not prohibited by laws concerning public companies and other applicable laws.
2. Member of the Nomination and Corporate Governance Committee which is an independent director, must be independent and adhere to the Company's good corporate governance principles.
3. Being a person with knowledge, competency and experience who is useful for performing his duties as a Member of the Nomination and Corporate Governance Committee and able to devote sufficient time to the duties in order to achieve the Nomination and Corporate Governance Committee's objectives.

Appointment and termination of positions of the Nomination and Corporate Governance Committee

1. Nomination and Corporate Governance Committee must be appointed by the Board of Directors.
2. Chairman of the Nomination and Corporate Governance Committee shall be appointed by the Board of Directors
3. The Company assigns employees to perform the duties of the secretary of the Nomination and Corporate Governance Committee by obtaining the approval of the Nomination and Corporate Governance Committee.
4. The Nomination and Corporate Governance Committee shall have the term in accordance with the term of the Company's director whereby the retiring member of the Nomination and Corporate Governance Committee may be re-appointed to the position.
5. The member of the Nomination and Corporate Governance Committee may retire for the following reasons:

- (a) End of term of directorship
- (b) Retirement from a directorship
- (c) Death
- (d) Resignation
- (e) Lack of qualification or have characteristics prohibited by the laws concerning public companies
- (f) Retirement by the resolution of the Board of Directors

Criteria for nomination and appointment of risk management committee members**Composition of the Risk Management Committee**

1. The Risk Management Committee consists of at least 3 directors with at least one member of the Risk Management Committee is an independent directors and the Company's senior management is also a member of the Risk Management Committee.

Qualifications of the Risk Management Committee

1. The member of the Risk Management Committee must understand the Company's business or specialize in areas relating to the Company's business operations in order to achieve the Company's objectives.
2. The member of the Risk Management Committee can devote sufficient time to working as a member of the Risk Management Committee in order to achieve its objectives.

Appointment and termination of positions of the Risk Management Committee

1. The Risk Management Committee shall have the term in accordance with the term of directorship. The member of the Risk Management Committee who retired, may be reappointed for another term.
2. In the event that the position of the member of the Risk Management Committee is vacant due to reasons other than the retirement by rotation, the Board of Directors will appoint a fully qualified person as the member of the Risk Management Committee in order to have the number of the member of the Risk Management Committees as specified by the Charter.
3. The person who replaces the retired member of the Risk Management Committee shall have the term equal to the remaining term of the retired member of the Risk Management Committee.
4. The Risk Management Committee may retire for the following reasons:
 - (a) End of term of directorship
 - (b) Retirement from a directorship
 - (c) Death
 - (d) Resignation
 - (e) Lack of qualification or have characteristics prohibited by the laws concerning public companies
 - (f) Retirement by the resolution of the Board of Directors

Criteria for nomination and appointment of executive directors**Composition of the Executive Committee**

1. The Executive Committee consists of at least 5 executive directors of which it may consist of directors who are executives, employees at the executive level or qualified third parties, but do not serve as directors or executives of the Company.
2. The Chairman of the Executive Committee must not be the same person as the Chairman of the Board of Directors and the Chief Executive Officer in order to have a clear separation of roles and a balance of operational power.
3. The Chief Executive Officer is appointed as executive director by the position.

Qualifications of executive directors

1. Have qualification and shall not prohibited by laws concerning public companies and other applicable laws.
2. Being a person with knowledge, capabilities and experience that is beneficial to the Company's business.
3. Honesty, integrity, ethics and sufficient time to dedicate their duties to the fullest and efficient operation of the Executive Committee and not being a partner or become a director in another juristic person of the same condition and compete with the Company's business, whether for their own benefit or the interests of others, unless it has notify to the Board of Directors in advance or the Board of Directors has acknowledged it before to the appointment (as the case may be).

Appointment and termination of the position of executive director

1. The Board of Directors appoints the first executive committee for the appointment of the next executive director to be appointed by the resolution of the Board of Directors' meeting.

The Executive Director may retire for the following reasons:

- (a) End of term of directorship
- (b) Retirement from a directorship
- (c) Death
- (d) Resignation
- (e) Lack of qualification or have characteristics prohibited by the laws concerning public companies
- (f) Retirement by the resolution of the Board of Directors

Criteria for recruiting and appointing chief executive officers

The Board of Directors will consider the appointment of qualified persons to act as the Chief Executive Officers if the position of Chief Executive Officer is vacant.

Director and Executive Development With respect to the training of directors and executives, the Board of Directors has a policy on promoting and facilitating training and educating directors and executives of the Company to ensure continuous, improvement and operation for both internal and external training courses. All members of the Board of Directors must be trained to understand their duties as directors. The Board of Directors and senior executives are focused on participating in trainings or seminars in various courses or

developing competencies. The Board of Directors has completed training courses with the Thai Institute of Directors (IOD), namely the Director Certification Program (DCP), the Director Accreditation Program (DAP), the Audit Committee Program. The Company has also sent directors and executives to participate in training courses organized by the Thai Institute of Directors IOD and other institutions.

Supervision of operations in subsidiaries and associated companies

The Company establishes supervision and management policies for its subsidiaries and/or associated companies with the aim of establishing direct and indirect measures and mechanisms for the Company to be able to supervise and manage the business of subsidiaries and associated companies, as well as monitor subsidiaries and associated companies to comply with the measures and mechanisms established as an entity of the Company itself in order to maintain the interests of the Company's investments in subsidiaries and associated companies, the Company will dispatch qualified persons with appropriate experience to conduct business to represent the Company to act as a director in each subsidiaries and/or associated companies in proportion to the shareholding in each company in order to supervise the subsidiaries and/or associated companies to comply with the law, corporate governance policy, in which the submission of representatives of the Company to act as directors of each subsidiaries and/or associated companies must be considered and approved by the Board of Directors' meeting, taking into account the suitability of each company.

In addition, the Company will closely monitor the performance and operations of such subsidiaries and/or associated companies and present the results of the analysis as well as comments or recommendations to the Board of Directors for consideration, determination or improvement of the business of subsidiaries and/or associated companies for the sustainable development and growth.

6.1.2 Policy and guidelines on shareholders and stakeholders

The Company values the rights of shareholders by recognizing the importance of shareholders to obtain basic rights and practices fairly and equitably, as well as receiving accurate, adequate and timely information about the Company's information to monitor its operations and to encourage shareholders to attend the shareholders' meeting to exercise their right and to express their opinions including to make recommendations and make decisions on important issues of the Company, including monitoring the operations of the Board of Directors and management and to provide measures to prevent the use of inside information for their own benefit, to protect the interests of shareholders, and not to do anything that infringes or deprives the rights of shareholders. The Company has good practices for shareholders. as follows:

In regard to the supervision of the use of information within the Company, the Company attaches importance to preventing the use of internal data of the Company, with the aim of having a policy prohibiting directors from using the Company's internal data. The Company's executives and employees shall not disclose confidentiality or internal information of the Company that has not been publicly disclosed or exploited by themselves or others, directly or indirectly, and whether returns are received or not, and the Company's securities must not be traded using the inside information. The Company has established guidelines for preventing the use of internal information as follows:

Prohibitions on the trading of securities using inside information

Directors and all executives and employees are required to comply with the prohibition on the trading of securities using internal information, which is defined in the Securities and Exchange Act B.E. 2535 (1992) section 242 "it is forbidden for anyone who knows or possesses inside information concerning the issuing company to do the following:"

- (a) buy or sell securities or be bound by futures contracts relating to securities, whether for themselves or others, unless
 - To comply with the laws or court's orders or orders of competent authorities
 - To comply with obligations under futures contracts made prior to their know-how or possession of internal information concerning the issuers.
 - It is an act in which he or she does not know or make decisions but has assigned the person who has authorized or registered by the laws to manage funds or investments, or decides on the purchase or sale of securities or be bound by futures contracts relating to such securities;
 - To acts in a manner that does not exploit other persons or in the manner prescribed by the Securities and Exchange Commission.
- (b) Disclose inside information to other persons, either directly or indirectly, in any way, knowingly or knowing that the data receiver may use that information for the purpose of buying or selling securities, or being bound by futures contracts relating to securities, whether for themselves or others, unless acting in a manner that does not exploit another person or in the manner prescribed by the Securities and Exchange Commission."

In the event that this circumstance occurs, a person who knows or possesses inside information relating to the Company may be liable as required by the law and the Company shall consider taking a disciplinary offence in accordance with the Company's work rules.

The Company Secretary is responsible for maintaining the register of persons designated by the Company and notifying them when they are added in or deleted from the register.

1) Blackout Period

- (a) Person who knows or possesses inside information, is not permitted to trade the Company's securities in the 30 days before the quarterly and annual financial statements or internal information is made public, and within the 24 hours after such internal information has been made to public and other periods that the Company will determine from time to time.
- (b) In exceptional circumstances, a person who knows or possesses inside information concerning the Company may sell the Company's securities during the prohibited period of trading if you are in a situation such as severe financial difficulties or have to comply with legal requirements or fall under a court order and you must always provide a record of the reasons and request approval for the following details:
 - The chairman of the Board of Directors (in case the seller is a director or Company Secretary)
 - The chairman of the Audit Committee (in case the seller is chairman of the Board of Directors)

- The Chief Executive Officer (in case the seller is a person designated by the Company who is not a director and company secretary)

A copy of the request must also be submitted to the Company Secretary.

- (c) The Compliance Department will announce the prohibited period of trading in advance to help the persons prescribed by the Company comply with these rules.

Securities Holding Reporting

- (a) Person responsible for reporting

The person is required to the report means to the director, management team and in the event that the Company undergoes rehabilitation, including interim executives, plan-making officers. In addition, in the reporting of such persons must include spouses or those who live together, underage child, and juristic persons whose shareholdings in total more than 10% of the total voting rights and the largest shareholding in that juristic person.

- (b) First reporting

To submit the report to the Company Secretary within 7 business days from the date of appointment.

- (c) Reporting on changes

To report the change of holding of securities within 3 business days from the date of trading by submitting the report to the Company Secretary.

- (d) Directors and first four level executives including spouses or underage child are obliged to prepare and disclose the company's securities holding reports and the change of securities' holding to the Office of the Securities and Exchange Commission according to Section 59 of the Securities and Exchange Act B.E.2535 (1992).

- (e) The Company Secretary must produce a copy of the report in accordance with Clauses 3.2 and 3.3 and send to the Chairman of the Board of Directors, the Chairman of the Audit Committee and the Chief Executive Officer within 7 days following the date on which the report has been received and it shall report to the Board of Directors in the next meeting.

- (f) The changes to the holding of exempted securities (this Policy does not apply in the following circumstances)

- Securities derived from Right Offering
- Securities derived from stock dividend payments
- Shares derived from the exercise of rights under convertible securities
- Securities acquired through inheritance
- Securities derived from ESOP/EJIP projects
- Changes in securities holding due to transactions, borrowing or lending securities or depository centers in accordance with the regulations of the Securities and Exchange Commission's notification
- Securities derived from the transfer of securities from the collateral of the futures trading (only for lending or borrowing transactions)

(g) Other restrictions on securities trading

- The Company encourages individuals designated to invest in the Company's securities in the long term, not to trade the Company's securities in the short term or speculate on the Company's securities. The short term means less than 3 months.
- The person designated by the Company should avoid the following transactions:
 - Short sales of the Company's securities which will lead the Stock Exchange of Thailand that the seller has no confidence in the Company.
 - Derivatives trading (e.g. futures and options) related to the Company's securities, which may cause securities trading characteristics using internal information.
 - Holding the Company's securities in margin accounts, which may be forced by securities companies to sell such securities without consent if it cannot provide additional collateral.

Anti-Corruption Policy and Guidelines

The Company recognizes the importance of good corporate governance principles by adhering to business operations with integrity, transparency and fairness and takes responsibility and be vigilant under the laws and relevant regulations and standards.

Best Practices

- (a) Directors, executives, employees at all levels shall comply with the Company's anti-corruption policy and code of conduct and shall not involve in the corruption, either directly or indirectly.
- (b) Employees should not be neglected or ignored when a corruption act is seen involving the Company, the supervisor or person in charge must be notified and such employee shall cooperate in the investigation.
 1. If you have any questions or inquiries, please consult with your supervisor or the person designated to be responsible for monitoring the Company's compliance with the code of conduct through the specified channels.
 2. The Company will provide fairness and protection to employees who deny or report corruption related to the Company by using measures to protect complainants or those who cooperate in reporting corruption as defined by the Company in its policy.
 3. A person who commits corruption which is considered as unethical and must be disciplined in accordance with the regulations prescribed by the Company. In addition, it may be punished by laws if the act is illegal.
 4. The Company recognizes the importance of disseminating, educating and understanding other persons who are performing duties related to the Company or may have an impact on the Company in matters that must be followed in accordance with this Anti-Corruption Policy.
 5. The Company is committed to creating and maintaining an organizational culture that adheres to corruption as unacceptable in both transactions with the public and private sectors.

Whistleblowing or complaints

The Company provides a channel through which all stakeholders can contact the Board of Directors. Whistleblowing is based on the basic principles of good understanding and cooperation between the Company and its stakeholders. This is especially beneficial for sustainable development. The Company provides processes and channels for receiving stakeholder complaints and protecting the rights of whistleblowers and related parties to be fair and not bullied. In the event that the stakeholders have doubts or witness any acts suspected of violating or complying with the laws and regulations, or business ethics and corruption in duties such as breaking the laws and regulations and rules of the Company, fraud, corruption, abuse of power or exploitation, impairment of duties or misconduct, human rights violations, doing things that affect society and community and environment, you can inquire, whistle blow or complaint and provide details of evidence to related parties or department at the company's website www.siamrajathanee.com or by postal mail to the Company's Directors or e-mail to the Office of Company Secretary at cs@siamraj.com

or postal mail to the address: Siamrajathanee Public Company Limited
329 Moo 10 Kusun Song Samakkhi Soi 1
Old Railway Road, Samrong Sub-district,
Phrapradaeng District, Samutprakarn 10310

Disclosure and Transparency

The Company adheres to the principles of accurate, complete, transparent and timely disclosure of both financial and non-financial information to all investors and stakeholders. There is reliable and sufficient information to make decisions through the Stock Exchange of Thailand system and the Company's website to provide all individuals with equal access to the information. The Company has guidelines for maintaining internal information to be limited to the person who need to know only.

6.2 Code of Conduct

The Board of Directors intends to promote the Company as an effective organization in both business operations, good management and conducting business with ethical, fair, transparent, accountable and to create highest benefits for shareholders and to take into account the stakeholders, to build mutual confidence and sustainable growth, and to ensure that directors, executives and employees have the best practice and behave in a way that is appropriate for professional and business practices as well as morality, economic and social responsibility as a whole, in compliance with the following business ethics:

- (1) Conduct business with integrity and operate the business with social responsibility, legal, ethical, and committed to doing good for individuals, community groups, society and environment.
- (2) Treat customers fairly in terms of products and services without discrimination.
- (3) Operate the business with a standardized and well-regulated operating system by using the full knowledge with caution and with sufficient information and evidence can be referenced, as well as strictly comply with applicable laws and requirements.
- (4) Not disclose the customer's information that they have been aware of due to business operations, which is information that is normally reserved for non-disclosure unless disclosing in accordance with legal requirements.

- (5) It allows customers to complain about the incomplete of goods and services.
- (6) To disclose the information of products and services correctly.
- (7) Comply fairly with the terms and conditions of the customer. If the terms or conditions are not complied with, the Company needs to inform the customer to find a solution together.

Best Practices for Executives

All executives must behave in accordance with rules, regulations, announcements and orders of the Company and its supervisors at higher levels as follows:

- (1) To promote the policy and compliance with regulations, orders, agreements, notices or circulars of the Company which are strictly announced to all employees.
- (2) To perform its duties with integrity as well as report incidents that may damage the Company's reputation and assets as soon as possible.
- (3) Be polite and respectful to colleagues.
- (4) To perform duties with intent and maintain the Company's rules and governance to set a good example for employees in general in order for the Company to grow and be accurate in accordance with the fairness.
- (5) To maintain the company's interests and confidentiality of the Company, client or any business related to the Company strictly. The dissemination of information relating to the Company's financial and business must only be carried out in accordance with the appropriate guidelines as permitted and must be done with prudence and efficiency. All employees agree to keep the above-mentioned confidential information as confidential information. If disclosed or sent to others or used such information in matters other than performance of duties to the Company, the employee agrees to be responsible for indemnifying the Company in all respects.
- (6) To take precautions and to protect the Company's assets without damage or loss, whether from individuals or from any disaster, as far as possible, and not to take any items, whether the Company's equipment or assets, for personal use or for the benefit of others who are not involved in the Company's business operations.
- (7) To promote morality and ethics at all levels of the Company, as well as monitor and manage potential conflicts of interest in the Company.
- (8) To close supervision of subordinates and shall have justice without prejudice.
- (9) Being ready to work as a team and be able to listen to the opinions of others.
- (10) To comply with the regulations, as well as support and supervise the employees in the command to comply with the regulations relating to the company's requirements for using computer systems, computer information, the company's computer traffic information strictly in order to comply with the computer laws, copyright laws or other applicable laws and prevent damage to the Company's reputation and image.

Best practices for employees

To enhance good work and efficiency, the employees should have best practices as follows:

- (1) Employees should work with integrity and due diligence and improve productivity. This is for the benefit of ourselves and the Company.
- (2) Employees should strictly comply with the Company's work rules and regulations.
- (3) Employees should respect and obey supervisors who command in favors the Company's policies and regulations.
- (4) Employees should be friendly and generous in helping each other. This will avoid the conflict between each other which will lead to damage to other parties and the Company.
- (5) Employees should respect their rights and respect each other, avoiding the disclosure of information or stories of others in terms of performance and personal matters in a way that will cause damage both to employees and to the Company.
- (6) Employees should avoid receiving any gifts that may make themselves uncomfortable on their duties in the future. If this is inevitable, notify the supervisor immediately.
- (7) Employees do not use their positions or benefit from their duties, seek personal or partisan interests, or do business with the Company.
- (8) Employee shall treat the customers and partners with integrity and equality.
- (9) Employees should strictly maintain the confidentiality of customers, partners and organizations.
- (10) Employees should report the matter to the supervisor without delay when the matter is acknowledged, it may affect the Company's operations or reputation.
- (11) Employees should maintain the Company's benefits and assets in good condition to make full use of it, saving, not wasting, damaging or degrading prematurely.

Past operations

1. The Company creates a complaint channel for customers or stakeholders through its [website www.siamrajathanee](http://www.siamrajathanee.com). The complaint channels and complaint handling processes and the complainant's personal information is kept confidential and not disclosed to anyone else.
2. The Company has established a privacy policy and has appointed a Personal Data Protection Officer, including documents and contracts as well as forms relating to personal information, including customers, partners and employees, to prevent potential risks on the subject of confidentiality.

6.3 Major changes and developments of policy guidelines and corporate governance system in the past year

6.3.1 Past Actions

In the past, the Company has reviewed good corporate governance policy every year except in 2020, the Company presented it to the Nomination and Corporate Governance Committee for approval and proposed to the Board of Directors' meeting to approve the charter in the early February 2021. The reason that the policy was not reviewed in 2020 because the Company just reviewed the policy in July 2021 due to the conversion into a public limited company.

As for the charters' review of various committees, the Company reviews them annually. The Company will present to the Board of Directors' meeting for acknowledgement and present it to the meeting of the sub-committees for approval and subsequently propose to the Board of Directors for approval.

For the shareholders' meeting, the Company gives shareholders the opportunity to propose agenda and nominate candidates to be nominated as directors for the 2021 Annual General Meeting of Shareholders in advance before the date of the meeting by determining the criteria for submitting questions in advance and publishing them on the Company's website and informing them on the Stock Exchange of Thailand's website in order to promote fair and equitable treatment of shareholders.

For the Board of Directors' Meeting, the Corporate Governance Policy of the Company requires the Board of Directors to have the meeting at least every 3 months in which the Board of Directors has guided and determined the direction of business operations, including setting policies and setting goals for the Company through the meeting. The Board of Directors, which is held at least 6 times a year and the meetings of sub-committees throughout the year. The Board of Directors has considered the policy regarding the attendance of the Board of Directors, which is stated in the Code of Conduct and Good Corporate Governance Principles, that the Board of Directors is obliged to attend Board of Directors' meetings regularly, with directors should attend the Board of Directors' meetings at least 75% of total number of meeting per year. In 2020, the Company held 8 meetings of the Board of Directors. The proportion of attendees of the Board of Directors' meetings was 90.90%.

The Chairman of the Board of Directors, the Chief Executive Officer and the Company Secretary will jointly consider determining the agenda before each meeting provided that the appropriateness of the agenda shall be considered by the Chairman of the Board of Directors.

The Company Secretary shall deliver the documents for the meeting in the agenda that can be disclosed in writing without affecting the Company. The directors shall have at least 7 days in advance together with the invitation letter stating the date, time, place and agenda.

During the meeting, the Chairman of the meeting shall allocate a sufficient time to discuss important issues and shall promote all directors to express their opinions constructively and independently. The Company Secretary and legal advisor will attend the meeting and take note of the minutes of every meeting.

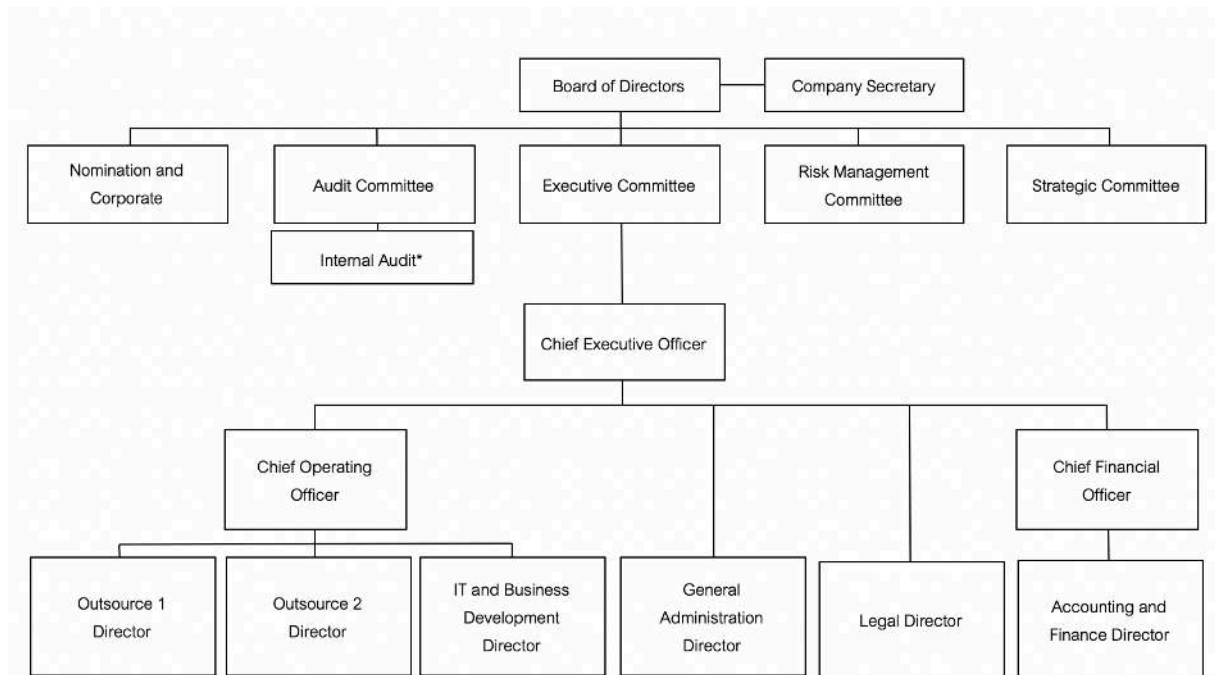
Meeting documents, minutes of meetings, and related information or documents are fully stored in a safe place, stored in electronic file format along with the storage of original documents.

In case of inquiries at the meeting and it is important to follow up on information from related parties, the Company Secretary will be a coordinator and send the management's additional clarification to the Board of Directors as soon as possible.

The Board of Directors shall consider the changes in laws and regulations, the important of rules as well as news and movements regarding good corporate governance in order to ensure that the duties of directors will comply with the up-to-date laws and regulations, rules and best practices and guidelines.

7. Corporate Governance Structure and Information of the Board of Directors, Sub-committees, Managements and employees and other information

7.1 Corporate Governance Structure



Remark

* The Company has appointed IVL Audit Company Limited ("IVL") to act as the internal auditor. (Attachment 3)

** The Outsource 1 group focuses on management service business and the Outsource 2 group focuses on landscape service business and vehicle rental service.

7.2 Information of Board of Directors

The Board of Directors consists of directors with diverse knowledge and experience that are beneficial to the Company's business operations. The management structure of the Company consists of the Board of Directors and sub-committees, namely the Audit Committee, Executive Committee, Nomination and Corporate Governance Committee, Risk Management Committee, Strategic Committee and management team.

- In 2020, the Board of Directors has approved to change the name of the sub-committees from the original name "Nomination and Remuneration Committee" was newly named "Nomination and Corporate Governance Committee" and resolved to increase the scope of powers and duties and responsibilities of corporate governance to the Nominating and Corporate Governance Committee in the Charter of the Nomination and Corporate Governance Committee. The charter has 3 areas of duties and responsibilities: recruitment, remuneration and corporate governance to support the performance of duties of the Board of Directors in supervising the Company's operations to be in line with the good corporate governance principles and there is coordination and balance of power between the Board of Directors and the management at an appropriate level to build confidence to all stakeholders of the Company in conducting business with transparency and fairness.

Details of committees of the Company are as follows:

7.2.1 Board of Directors

The Board of Directors consists of 10 directors as follows:

Name	Position
1. Mr. Weidt Nuchjalearn	Chairman of the Board of Directors /Independent Director
2. Mr. Krai Vimolchalao	Director
3. Mrs. Naowarat Vimolchalao	Director
4. Mr. Jiranu Kulchanarat	Director
5. Mrs. Sopa Aroonratana	Director
6. Mrs. Nawarat Chuarak ^{/1}	Director
7. Miss Kanthima Jangwansook	Director
8. Mr. Udomsak Rojviboonchai	Chairman of the Audit Committee / Independent Director
9. Mr. Nattakit Tangpoonsinthana, Ph.D.	Member of the Audit Committee / Independent Director
10. Mr. Supachai Parchariyanon, M.D.	Member of the Audit Committee / Independent Director

- Remark ^{/1}** - Resigned from the director with the effective date on 12 January 2020 according to the Board of Directors' resolution no. 1/2021 on 13 January 2021.
- The Board of Directors no. 1/2021 held on 13 January 2021 has resolved to approve the appointment of Mr.Nattaphol Vimolchalao to act as the director of the Company.
 - 4 Independent Directors representing 1 in 3 of the total number of directors. All Independent Directors shall perform their duties and give opinions with independence and take into account the benefits of the Company and shareholders including all stakeholders appropriately.
 - The Chairman of the Board of Directors is the representative of the shareholders and is not the same person as the Chief Executive Officer in order to have a clear separation of roles and a balance of power in operations.

7.2.2 Authorized Directors to bind the Company

“Mr. Krai Vimolchalao or Mr. Jiranu Kulchanarat or Mrs. Sopa Aroonratana or Mrs. Nawarat Chuarak¹ or Miss Kanthima Jangwansook or Mrs. Naowarat Vimolchalao any two of directors jointly sign to bind the company together with the company's seal affixed”

The information and details of the Board of Directors are presented in the Attachment 1 (Details of directors, managements, controlling persons, a person who is responsible for accounting and finance group, person who is responsible for supervising the preparation of accounting and company secretary)

Remark ¹ - Resigned from the director with the effective date on 12 January 2020 according to the Board of Directors' resolution no. 1/2021 on 13 January 2021.

- The Board of Directors no. 1/2021 held on 13 January 2021 has resolved to approve the appointment of Mr. Nattaphol Vimolchalao to act as the director of the Company.

7.2.3 Roles and Duties of Directors

Term of Director

At every annual general meeting of shareholders, one-third of the directors shall retire from office at that time. If the number of directors cannot be divided into three parts, the number closest to one-third shall retire, provided that a retiring director may be re-elected to take office.

Scope of power, duties and responsibilities of the Board of Directors

1. To perform duties in accordance with the law, objectives, regulations of the company and the resolutions of the shareholders' meeting with duty of loyalty, duty of care, accountability, and ethics, taking into account the interests of shareholders.
2. To consider and approve the appointment of persons having qualifications and not having the prohibited characteristics as specified in Public Companies Act B.E. 2535 (1992) and the law concerning securities and exchange, including announcements, regulations and/or rules related to director positions. In the event that the director position is vacant due to reasons other than the retirement by rotation.
3. To consider and appoint independent directors and sub-committees based on qualifications and prohibited characteristics under the laws concerning securities and exchange, as well as relevant announcements, regulations and/or rules of the Stock Exchange of Thailand or to propose to the shareholders' meeting for appointment as an Independent Director and member of sub-committee.
4. To determine and amend the names of directors who are authorized to bind the Company.
5. To appoint any other person to operate the Company's business under the control of the Board of Directors or may authorize such person to have power and / or within the period as the Board of Directors deems appropriate, in which the Board of Directors may cancel, withdraw, change or amend that power.
6. To consider and approve the acquisition or disposition of assets of the Company, except in the event that such transactions require approval from the shareholders' meeting. In consideration of such approval, it shall be in accordance with the announcement. Regulations and / or related regulations of the Stock Exchange of Thailand.

7. To consider and approve connected transactions, except in the event that such transactions require approval from the shareholders' meeting, such approval shall be in accordance with the announcement. Regulations and / or regulations related to the Stock Exchange of Thailand.
8. To consider and approve the payment of dividends to the shareholders when it sees that the company is profitable to do so and reports such dividend payment to the shareholders 'meeting at the next shareholders' meeting.
9. To consider and appoint a qualified person to take the position of Chief Executive Officer if the position of Chief Executive Officer becomes vacant
10. To define vision, policy and operating direction of the company, business strategy, annual budget and supervise the management to perform its duties according to the specified policies efficiently and effectively to add maximum economic value for shareholders and sustainable growth.
11. Be responsible to shareholders regularly and perform duties to protect shareholders' interests and disclose accurate, complete, standardized and transparent information that is essential to investors
12. To evaluate the performance of directors and senior management.
13. To supervise the management to have an appropriate and efficient risk management system.
14. To consider matters such as business policies and plans, large-scale investment projects, administrative powers, acquisition or disposition of assets, and other items as required by law.
15. To determine the authority and level of authorization for transactions and actions related to the work of the company for the group or individual as appropriate and in accordance with the relevant law by preparing a manual of authorizations and giving an effective review at least once a year
16. To arrange to prepare a balance sheet and profit and loss statement at the end of the company's fiscal year and sign it to certify such financial statements to present to the Annual General Meeting of shareholders for consideration and approval.
17. To approve the nomination of auditor and to approve the annual audit fees to propose to the shareholders for consideration and approval of the appointment.
18. To report of the Board of Directors' responsibility for preparing financial transactions, which is presented together with the auditor's report in the annual report, covers important matters in accordance with the policy of good practices for directors of listed companies of the Stock Exchange of Thailand.
19. To supervise the performance of various committees to be in accordance with the specified charter.
20. The Board of Directors is required to self-assess performance and assess overall performance.
21. To ensure that the Company and its subsidiaries adopt an appropriate and efficient accounting system, including an internal control system and an internal audit system.
22. To establish a written corporate governance policy and implement such policy effectively to ensure that the company is responsible for all stakeholders with fairness and encourages communication to everyone in the Company to understand and comply with it.
23. Independent directors should exercise independent judgment in determining strategies, administration, resource utilization, appointment of directors and setting of business standards, as well as being ready

- to object to the actions of management or other directors in the event of the conflicts of opinion on matters affecting the equality of all shareholders.
24. To provide accurate, complete, transparent, reliable, timely and equitable disclosure of information to shareholders and stakeholders.
 25. To establish an appropriate and efficient risk management process that can assess, monitor and manage critical risks.
 26. To arrange for a company secretary to assist in supervising the activities of the Board of Directors and to assist the Board of Directors in complying with relevant laws and regulations.
 27. To provide a code of business ethics for directors, executives and employees as the standard of business conduct of the Company.
 28. To arrange for a succession plan for the senior executives of the Company.
 29. To regularly review and update important policies and plans to be up to date and appropriate to business conditions.
 30. To organize a review and amendment of the Board of Directors Charter to be in line with the circumstances.
 31. Be able to seek professional opinion on business operations by hiring an outside consultant at the expense of the Company.
 32. To perform any other duties in connection with the Company's business as assigned by the shareholders. Independent directors may be assigned by the Board of Directors to make operational decisions of the Company, parent companies, subsidiaries, associated companies, same level subsidiaries, major shareholders or controlling persons of the Company as the collective decision

Board of Director's meeting

Details of attendance of each director are as follows:

	No. of Attendances
1. Mr. Weidt Nuchjalearn	8 / 8
2. Mr. Krai Vimolchalao	8 / 8
3. Mrs. Naowarat Vimolchalao	8 / 8
4. Mr. Jiranu Kulchanarat	8 / 8
5. Mrs. Sopa Aroonratana	8 / 8
6. Mrs. Nawarat Chuarak ^{/1}	7 / 8
7. Miss Kanthima Jangwansook	7 / 8
8. Mr. Udomsak Rojviboonchai	8 / 8
9. Mr. Nattakit Tangpoonsinthana, Ph.D.	8 / 8
10. Mr. Supachai Parchariyanon, M.D. ^{/2}	-

- Remark**
- ^{/1} - Resigned from the director with the effective date on 12 January 2020 according to the Board of Directors' resolution no. 1/2021 on 13 January 2021.
 - The Board of Directors no. 1/2021 held on 13 January 2021 has resolved to approve the appointment of Mr. Nattaphol Vimolchalao to act as the director of the Company.
 - ^{/2} - Appointed as the director according to the Board of Directors' resolution no. 8/2020 held on 10 November 2020.

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

1. To call a meeting of the Board of Directors and chair the meeting of the Board of Directors and chair the shareholders' meeting as well as have a role in setting the meeting agenda with the Chief Executive Officer
2. To have a role in controlling meetings to be efficient in accordance with the Company's regulations, supporting and allowing directors to express their opinions independently.
3. To support and promote the Board of Directors to perform their duties to the best of their ability in accordance with the scope of powers, duties, responsibilities and in accordance with good corporate governance principle
4. To oversee and monitor the management of the Board of Directors and other sub-committees to achieve the specified objectives.
5. To be the casting vote in the event that the Board of Directors' meeting has equal votes.
6. To give approval in arranging agendas for the Board of Directors' meetings in consultation with the Chief Executive Officer.
7. The Chairman of the Board of Directors is independent from the management and does not interfere in the normal day-to-day management of the management by clearly dividing roles and duties.
8. To supervise the efficient performance of duties of the Board of Director, to support and to give advice and assistance to the management's operations in accordance with the scope of powers assigned by the Board of Directors.

7.3 Information relating to the Sub-Committees

7.3.1 Information of the Sub-Committees

The Company's sub-committees consist of the Audit Committee, the Nominating and Corporate Governance Committee, the Risk Management Committee, the Strategic Committee and the Executive Committee.

Audit Committee

Scope of Duties

The Audit Committee consists of at least 3 independent directors having powers, duties and responsibilities as follows:

1. To review the financial reports to ensure they are accurate and reliable, including adequate information disclosure by coordinating with the external auditors and the management responsible for preparing the quarterly and annual financial reports.

2. To review to ensure that the Company has an internal control system and internal audit to be appropriate and efficient, and to consider the independence of the internal audit unit as well as to approve the appointment, transfer and termination of the head of the internal audit department or any other function responsible for the internal audit and may recommend a review or audit of any items deemed necessary and important. In addition, recommendations on important and necessary improvements to the internal control system are presented to the Board of Directors by reviewing together with the external auditors and the internal audit manager.
3. To review the compliance with the law on securities and exchange or regulations of the Stock Exchange of Thailand, policies, rules, regulations and other laws related to the business of the Company
4. To consider, select and propose to appoint an independent person to act as the auditor, including to consider proposing the remuneration of the Company's auditors to the Board of Directors, as well as to attend a meeting with the auditor without the management team attending the meeting at least once a year.
5. To review the internal audit plan of the Company according to generally accepted methods and standards
6. To consider related party transactions or transactions that may lead to conflicts of interest in accordance with the laws and regulations of the Stock Exchange, as well as the disclosure of the Company's information on such matters to ensure accuracy and completeness to ensure that the transaction is reasonable and is in the best interest of the Company.
7. To review to ensure that the company has an appropriate and efficient risk management system.
8. To report the performance of the Audit Committee to the Board of Directors at least 4 times a year.
9. To prepare the Audit Committee's report and disclose in the Company's annual report, which must be signed by the Chairman of the Audit Committee and must contain at least the following information:
 - a) Opinions on the accuracy, completeness and creditability of the Company's financial reports.
 - b) Opinion on the adequacy of the Company's internal control system.
 - c) Opinion on the compliance with the law on securities and exchange, the regulations of the Stock Exchange of Thailand, or the laws related to the Company's business.
 - d) Opinion on the suitability of the auditor.
 - e) Opinions on transactions that may lead to conflicts of interest.
 - f) Number of Audit Committee meetings and the attendance of each member of the Audit Committee.
 - g) Opinions or overall observations received by the Audit Committee in the performance of their duties under the Charter.
 - h) Other items that should be known to shareholders and general investors within the scope of duties and responsibilities assigned by the Board of Directors.
10. To prepare reports to share opinions on the appointment, dismissal, and evaluate the performance of the staff of the internal audit department.

11. In the performance of duties according to the scope of duties, the Audit Committee has the power to request the management, executives or employees of the Company to give opinions, attend meetings or send documents that are relevant or necessary.
12. To have the power to engage consultants or third parties according to the Company's regulations to give opinions or give advice if necessary.
13. The Audit Committee shall report the results of the assessment as well as problems and obstacles in the work that may cause the performance of the work to not achieve the objectives of the establishment of the Audit Committee for the consideration of the Board of Directors every year.
14. To review and revise the Audit Committee Charter at least once a year.
15. To perform other tasks as assigned by the Board of Directors within the scope of duties and responsibilities of the Audit Committee.

Nominating and Corporate Governance Committee

Scope of duties and duties in the recruitment area

1. To determine the criteria and methods for nominating directors of the Company.
2. To consider the structure, size and composition of the Board of Directors and sub-committees to be appropriate with the Company's strategy and changing situations.
3. To determine appropriate methods for recruiting persons to hold director positions are suitable for the nature and business operations of the organization by defining qualifications and expertise.
4. To determine the qualifications of those who will hold the position of director, taking into account the diversity of knowledge, expertise, skills and experience that are beneficial to the Company's business operations and devote their time.
5. In the event that the director position is vacant due to
 - 5.1 Retire by rotation - To consider recruiting and selecting qualified persons as directors in order to propose opinions to the Board of Directors and seek approval from the Annual General Meeting of Shareholders.
 - 5.2 Leave for reasons other than the expiration of the term - To consider recruiting and selecting qualified persons to be directors to propose to the Board of Directors for appointment to replace the vacant positions.
6. To encourage the Company to provide opportunities for minority shareholders to propose names of persons to be nominated as directors of the Company.
7. To consider and select suitable Company directors to be members of the sub-committees to propose to the Board of Directors for appointment as appropriate or when there are vacant positions.
8. Review succession plans for the Chief Executive Officer and high-level executives to prepare potential individuals for succession positions in the event that such positions are retired, resigned, or unable to perform their duties in order for the Company to continue to operate, and to propose a list of suitable candidates to be considered for succession to the Board of Directors for appointment.

Scope of Duties and Responsibilities for Consideration of Compensation

1. To consider the criteria of remuneration to be appropriate by reviewing the appropriateness of the current criteria, comparing with the compensation information of other companies in the same industry as the Company and setting appropriate criteria for the effect in order to create work as expected and it shall be fair and it shall compensate the person who help to the work of the Company successful.
2. To determine the remuneration both in monetary and non-monetary compensation of the directors, the Chief Executive Officer, the member of the Executive Committee and senior executives in accordance with the payment criteria which have been considered and presented to the Board of Directors for approval of the remuneration of the Chief Executive Officer, the member of the Executive Committee and senior executives. For the directors, the company shall propose the director's remuneration to the shareholders' meeting for approval.
3. To review the operating framework and the compensation structure, annual salary increase, annual bonus, and other benefits as follows:
 - To consider the overview and operational framework of the compensation structure, annual salary increase and annual bonus, as well as any other benefits of senior management and employees according to the management's proposal to suit and contribute the results as expected with fairness and it shall compensate the employees that help the works of the Company successful.
 - To consider the budget, annual salary increase and annual bonus, as well as other special compensation as determined by the Company for its employees.
4. **Consideration of Directors' Remuneration**
 - To provide opinions to the Board of Directors on the structure and composition of remuneration for directors annually
 - To consider and approve and review the performance assessment form of the Board of Directors to propose to the Board of Directors for approval whereby the Nomination Committee will use the results of the aforementioned assessment in determining the directors' remuneration.
 - To propose remuneration criteria appropriate to the duties and responsibilities of the directors by linking the compensation with the assessment results of the business plan and the overall performance of the Company to be able to motivate and retain capable, quality and potential directors. The Board of Directors shall consider and approve it before proposing to the Annual General Meeting of shareholders for consideration and approval.
5. **Consideration of Chief Executive Officer Compensation**
 - To consider, approve and review the annual performance assessment form of the Chief Executive Officer.
 - To consider, approve and review the structure and composition of compensation for the Chief Executive Officer annually.

- To conduct an annual performance assessment of the Chief Executive Officer and to use the aforementioned results to consider and determine the appropriate compensation for the Chief Executive Officer.

Scope of powers and duties of corporate governance

1. To establish a good corporate governance policy, ethics and business ethics of the Company and corporate social responsibility policy by proposing to the Board of Directors for approval.
2. To supervise the performance of the Board of Directors, various committees and management in order to comply with the principles of good corporate governance and good practice of ethics and business ethics.
3. To promote an ethical organizational culture, to supervise the implementation of the policy and good corporate governance practices of the Company's personnel in order to comply with the principles of good corporate governance and the Company's business ethics.
4. To review and improve the good corporate governance policy to be suitable for proposing to the Board of Directors.
5. To perform any other acts as assigned by the Board of Directors in connection with the good corporate governance of the Company.

Risk Management Committee**Scope of powers and duties**

1. To set up a risk management framework (which includes Risk management policy, structure and process of risk management), including regular reviews and reviews at least annually to ensure that the risk management framework is effective in accordance with international standards and in line with the strategic directions and business plans before proposing to the Board of Directors for acknowledgment.
2. To consider and approve the determination of the risk appetite of the Company before proposing to the Board of Directors for acknowledgment.
3. To supervise, monitor and review the reporting of critical risk management. The Company also provides advice and opinions on the results of the risk assessment, risk management measures and the remaining risk management plans of the Company to ensure that the risk management is effective and suitable for the Company's business operations and able to manage various risks to an acceptable level in line with the risk management policy.
4. To establish and review the Risk Management Committee Charter to be in line with the risk management policy for effectiveness and sufficiency in accordance with changing circumstances
5. To provide support for the development of risk management and risk management tools at all levels throughout the organization on a continuous and efficient basis, as well as promoting and supporting the continual improvement and development of the internal risk management system on continuous and consistent basis.

6. To report significant risk management results to the Board of Directors for acknowledgment if there have any events which may have a material effect on the Company.
7. To responsible for any other activities assigned by the Board of Directors regarding risk management.
8. In the performance of duties, the Risk Management Committee may seek independent advisor's opinion when it considers that it is necessary and appropriate, where the Company is responsible for the expenses.
9. To regularly communicate, exchange and coordinate information about risks and internal controls with the Audit Committee.

Strategy Committee

Scope of powers and duties

1. To supervise the management to formulate a strategic plan in order for the Company to be an organization that is able to compete effectively and can generate sustainable returns including the operation of the group companies (if any).
2. To consider and scrutinize the management's proposals from presenting various investment projects or expanding IT investment businesses to present to the Board of Directors meeting and it shall consider all risks that may have as well.
3. To supervise and study feasibility for business investment projects and monitor the performance of the investment project progress, as well as report any problems or obstacles that occur with improvement guidelines for the Board of Directors.
4. To follow up and acknowledge progress, including monitoring and supervising the strategic plan, and giving advice to the management to implement the said plan, as well as to supervise the management to have the executive responsible for the implementation of each strategic plan clearly
5. To appoint advisors to support the formulation and implementation of the strategic plan as it deems appropriate.
6. To evaluate the performance of the Strategy Committee and report the results to the Board of Directors (including the disclosure of the assessment results in the annual report).
7. To able to request documents and relevant persons to clarify for information on consideration.
8. To appoint a working group to carry out action as necessary and appropriate.
9. To perform any other acts as assigned by the Board of Directors from time to time.

Executive Committee

Scope of powers and duties

1. The Executive Committee is responsible for administering the Company's business in accordance with the Company's objectives or any order of the Board of Directors. In addition, the Executive Committee is responsible for considering various matters to be presented to the Board of Directors for approval.

2. To control the Company's management in accordance with the policy set by the Board of Directors and report the performance to the Board of Directors.
3. To consider the determination of the appropriate authority and level of approval of each individual and to establish a segregation of duties that may lead to corruption, including the formulation of procedures and methods of conducting transactions with major shareholders, directors, executives or those related to such persons appropriately to prevent the transfer of interests and then propose to the Board of Directors for approval in principle including ensuring that the approved principles and requirements are complied.
4. To consider the annual budget and budget expenditure procedure to submit to the Board of Directors and to supervise the expenditure in accordance with the budget approved by the Board of Directors.
5. To consider and improve the Company's business operation plan to be appropriate for the benefit of the Company.
6. To consider approving investments and setting investment budgets according to the authorization in the authorization level manual.
7. To consider entering into various contracts that are binding on the Company according to the authorization in the authorization level manual and to be responsible for having sufficient important information of the Company to support decision-making of the Board of Directors, shareholders, including preparing financial reports that are reliable, in accordance with good standards and transparency.
8. To consider the profits and losses of the Company and propose annual dividends to the Board of Directors for approval.
9. To consider new business operations or business dissolution to propose to the Board of Directors for approval.
10. To supervise a procedure for employees and to report unusual incidents or acts or illegal acts to the Executive Committee in a timely manner and in the event that such events have a material impact, they must be reported to the Board of Directors for rectification within a reasonable time.
11. To take any action to support the aforementioned actions or as per the opinion of the Board of Directors or as authorized by the Board of Directors.
12. To proceed to propose to the Executive Committee Meeting on any matter which has been approved and/or approved by the Executive Committee Meeting and must be reported to the Board of Directors at the next Board Meeting. In this regard, the Executive Committee will not be able to approve transactions that may have special interests, or other conflicts of interest with the Company or its subsidiaries.

7.3.2 List of Sub-Committees

The Audit Committee consists of 3 member as follows:

Name	Position
1. Mr. Udomsak Rojviboonchai	Chairman of the Audit Committee / Independent Director
2. Mr. Nattakit Tangpoonsinthana, Ph.D.	Member of the Audit Committee / Independent Director
3. Mr. Supachai Parchariyanon, M.D.	Member of the Audit Committee / Independent Director

Mr. Udomsak Rojviboonchai is a person with sufficient knowledge and experience in accounting and finance to review the reliability of the financial statements of Siamrajathanee Public Company Limited. Mr. Udomsak Rojviboonchai graduated with a bachelor's degree in accounting, University of the Thai Chamber of Commerce and master's degree, Faculty of Commerce and Accountancy, Chulalongkorn University, currently holding a position as a company director of Krungthai Panich Insurance Public Company Limited and Terabyte Net Solution Public Company Limited. The details of qualifications and experience of 3 members of the Audit Committees are set out in *the Attachment 1 (Details of directors, executives, controlling person, persons assigned to the highest responsibility in accounting and finance, a person assigned to have a direct responsibility for accounting supervision and Company Secretary)*

The meeting of the Audit Committee

Details of the attendance of the meeting are as follows:

Name	No. of Meeting attended
	2020
1. Mr. Udomsak Rojviboonchai ^{/1}	6 / 6
2. Mr. Nattakit Tangpoonsinthana, Ph.D. ^{/2}	6 / 6
3. Mr. Supachai Parchariyanon, M.D. ^{/1}	-

Remark ^{/1} - Appointed as the Audit Committee according to the Board of Directors' resolution no. 8/2020 held on 10 November 2020

- In the past, Mr. Pawut Phongwithayapanu was the Audit Committee and he resigned from the position with the effective from 10 November 2020. He attended 5 of 6 meetings of the Audit Committee.

Executive Committee

The Executive Committee consists of 6 members as follows:

Name	Position
1. Mr. Krai Vimolchalao	Chairman the Executive Committee
2. Mrs. Naowarat Vimolchalao	Vice Chairman the Executive Committee
3. Mr. Jiranu Kulchanarat	Executive Director
4. Mrs. Sopa Aroonratana	Executive Director
5. Mr. Nattaphol Vimolchalao	Executive Director
6. Mr. Vatcharaphol Vimolchalao	Executive Director

Remark: Mr. Krai Vimolchalao and Mr. Vatcharaphol Vimolchalao are the executive director but they did not hold the executive position in year 2019.

Nomination and Corporate Governance Committee

The Nomination and Corporate Governance Committee consists of 3 members as follows:

Name	Position
1. Mr. Nattakit Tangpoonsinthana, Ph.D.	Chairman of the Nomination and Corporate Governance Committee / Independent Director
2. Mr. Krai Vimolchalao	Member of the Nomination and Corporate Governance Committee
3. Mr. Udomsak Rojviboonchai	Member of the Nomination and Corporate Governance Committee / Independent Director

Remark: The name was changed from the Nomination and Remuneration Committee to the Nomination and Corporate Governance Committee according to the resolution of the Board of Directors' meeting no. 8/2020 held on 10 November 2020.

Risk Management Committee

The Risk Management Committee consists of 3 members as follows:

Name	Position
1. Mr. Weidt Nuchjalearn	Chairman of the Risk Management Committee / Independent Director
2. Mr. Jiranu Kulchanarat	Member of the Risk Management Committee
3. Miss Kanthima Jangwansook	Member of the Risk Management Committee

Remark: Miss Kanthima Jangwansook has been appointed to act as the member of the Risk Management Committee according to the resolution of the Board of Directors' meeting no. 8/2020 held on 10 November 2020 due to Mr. Pongnimit Dusitnitsakul has resigned from the Risk Management Committee on 14 August 2020.

7.4 Information of Managements

Managements (Pursuant to the definition of the management of the Notification of the Securities and Exchange Commission No. KhorJor. 17/2551 re: the determination of the definitions of the notification regarding the issuing and offering of securities (as amended))

The management team consists of 8 members as follows:

Name	Position
1. Mr. Jiranu Kulchanarat	Chief Executive Officer and Acting Director of Legal Division
2. Mr. Nattaphol Vimolchala	Chief Operating Officer
3. Mrs. Sopa Aroonratana	Chief Finance Officer
4. Miss Kanthima Jangwansook	Outsource 1 Director
5. Mrs. Nawarat Chuarak ^{/1}	Outsource 2 Director
6. Mrs. Naowarat Vimolchalao	Director of General Administration
7. Mr. Chinapat Chadcharoen	Director of IT and Business Development
8. Mrs. Suchitra Disthapan	Director of Accounting and Finance

Remark: Mrs. Nawarat Chuarak has resigned from the management with the effective from 1 March 2021 and Mr. Nattaphol Vimolchala has been appointed in replacement of the vacant position according to the resolution of the Board of Directors no. 2/2021 held on 23 February 2021.

Scope of Duties and Responsibilities of the Chief Executive Officer

1. To oversee, manage, operate and perform regular business operations for the benefit of the Company in accordance with the Company's objectives and regulations, including policies, plans and budgets as determined by the Board of Directors' meeting and/or the shareholders' meeting within the relevant legal framework and the scope of powers prescribed by the Board of Directors.
2. To supervise the business operation of the Company and/or to manage the daily work of the Company.
3. Being the Company's authorized person for managing the Company's business in accordance with the objectives, regulations, policies, rules, requirements, orders, resolutions of the shareholders' meeting and/or the resolutions of the Board of Directors' meetings.
4. To prepare and present business policies, business plans, goals, operational plans, business strategies, annual budgets of the Company used in business operations, budget, annual reports and to determine the managements of the administration which will be presented to the Executive Committee and the Board of Directors.
5. To comply with the policy of the Board of Directors to determine directions, strategies, and business goals in order to determine the main missions for the management to implement.
6. To control, audit and follow up the performance of the management and to suggest solutions to solve problems and obstacles in order for the executives and the management to execute the strategies and business plans laid out in accordance with the Company policy.
7. To delegate power and duties to the Company's executive officers to have the power to act in any matter or several matters as deemed appropriate.
8. To have the power, duties and responsibilities in managing subsidiaries and other departments in the Company.
9. To promote development of knowledge, abilities and potential of employees to increase the organization's abilities.
10. To monitor and evaluate the performance of the management team and to regularly report on the performance of the management of the work progress to the Executive Committee, the Audit Committee and the Board of Directors.
11. To approve the appointment of advisors in matters necessary to the operation of the business and to comply with the requirements of the SEC and the Stock Exchange of Thailand.
12. To have the power to approve the related party transactions which are normal commercial conditions and expenses for operating the normal business of the Company such as the purchase of property, the significant investment expenditures for the benefit of the Company and other transactions for the benefit of the Company whereby the authorization shall be in accordance with the authorization manual.
13. To consider the entering into the business operation contract of the Company in accordance with the authorization manual.
14. To perform other duties as assigned by the Executive Committee and/or the Board of Directors

15. To have the power to hire, appoint, transfer persons as he deems appropriate, as well as the determination of jurisdiction and appropriate remunerations, and to have the power to lay off as appropriate for employees of various levels as specified in the authorization manual.

In this regard, in any matters that the Chief Executive Officer or an authorized person of the Chief Executive Officer or person who may have a conflict (according to the definition of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or relevant authorities) having an interest or a conflict of interest with the Company and/or its subsidiaries and/or related companies. The Chief Executive Officer has no authority to approve the action in this regard. Such matters must be proposed to the Board of Directors and/or the shareholders' meeting (as the case may be) for further approval, saved for the approval of transactions that are normal commercial conditions in accordance with the Notifications of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or related authorities.

7.4.2 Directors and management remuneration

Monetary compensation

(a) Directors' remuneration

The Company has appointed 5 sub-committees, namely the Audit Committee, the Executive Committee, the Nominating and Corporate Governance Committee, the Risk Management Committee, and the Strategy Committee.

At the 2020 Annual General Meeting of Shareholders on April 28, 2020, it resolved to approve directors' remuneration by paying in the form of remuneration on a one-time basis according to the tenure of office according to the following criteria:

Remark: Directors who are company employees will not receive such meeting allowance.

In addition, the Board of Directors' Meeting No. 5/2020 on August 4, 2020 resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2020 On August 25, 2020, approved monthly remuneration to non-executive directors of the Company at the rate of 10,000 baht per month.

For the year 2019, the Company has paid remuneration to 11 directors totaling the amount. 1,155,000 baht with details as follows:

List of Directors	Remunerations (2019)						
	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Executive Committee	Director's Bonus	Total
1. Mr. Weidt Nuchjalearn	120,000			40,000			160,000
2. Mr. Krai Vimolchalao	60,000		15,000		160,000		235,000
3. Mrs. Naowarat Vimolchalao	60,000				105,000		165,000
4. Mr. Jiranu Kulchanarat							
5. Mrs. Sopa Aroonratana							
6. Mr. Pongnimit Dusitnitsakul							
7. Mrs. Nawarat Chuarak							
8. Miss Kanthima Jangwansook							
9. Mr. Udomsak Rojviboonchai	90,000	120,000	30,000				240,000
10. Mr. Nattakit Tangpoonsinthana, Ph.D.	75,000	75,000	40,000				190,000
11. Mr. Pawut Phongwithayapanu	75,000	90,000					165,000
Total	480,000	285,000	85,000	40,000	265,000		1,155,000

Remark: In 2019, the Company has paid the remuneration to the executive directors, namely Mr. Nattaphol Vimolchalao and Mr. Vatcharaphol Vimolchalao in the amount of THB 195,000.

In 2020, the Company has paid the remuneration of 11 directors in the amount of THB 1,695,000 as follows:

List of Directors	Remunerations (2020)						
	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Executive Committee	Director's Bonus	Total
1. Mr. Weidt Nuchjalearn	160,000	-	-	40,000	-	-	200,000
2. Mr. Krai Vimolchalao	105,000	-	90,000	-	220,000	-	415,000
3. Mrs. Naowarat Vimolchalao	105,000	-	-	-	165,000	-	270,000
4. Mr. Jiranu Kulchanarat	-	-	-	-	-	-	-
5. Mrs. Sopa Aroonratana	-	-	-	-	-	-	-
6. Mr. Pongnimit Dusitnitsakul	-	-	-	-	-	-	-
7. Mrs. Nawarat Chuarak	-	-	-	-	-	-	-
8. Miss Kanthima Jangwansook	-	-	-	-	-	-	-
9. Mr. Udomsak Rojviboonchai	120,000	120,000	90,000	-	-	-	330,000
10. Mr. Nattakit Tangpoonsinthana, Ph.D.	120,000	90,000	120,000	-	-	-	330,000
11. Mr. Pawut Phongwithhayapanu	90,000	60,000	-	-	-	-	105,000
Total	700,000	270,000	300,000	40,000	385,000	-	1,695,000

Remark: In 2020, the Company has the remuneration to the executive directors, namely Mr. Nattaphol Vimolchalao and Mr. Vatcharaphol Vimolchalao in the amount of THB 165,000 due to Mr. Nattaphol Vimolchalao has been appointed as the Deputy Chief Executive Officer by the resolution of the Nomination and Remuneration Committee no. 3/2020 held on 12 May 2020 therefore, he received the monthly remuneration in replacement of the meeting allowances and Mr. Pawut Phongwithhayapanu has resigned from the director's position with the effective from 9 November 2020 and the Board of Directors no. 8/2020 held on 10 November 2020 has acknowledged it.

(b) Remuneration of Management

In 2019, the Company paid remuneration to 7 executives totaling approximately THB 38.61 million. Such compensation is in the form of salaries and bonuses.

In 2020, the Company has paid compensation to 9 executives totaling approximately THB 18,174,000, which is the compensation in the form of salaries and bonuses.

Non-Monetary Remuneration

The Company has no policy to pay non-monetary remuneration.

7.5 Information of Employees

Number of Employees

As of 31 December 2020, the Company has 8,923 employees dividing into 269 employees at the Company's office and 8,654 employees at the customers' sites. Details of employees per department are as follows:

Department	2018	2019	2020
Office Staff			
Executive Officers	2	- ^{/1}	- ^{/2}
Managements	7	7	7 ^{/2}
Outsource 1 Group	118	122	104
Outsource 2 Group	55	54	44
General Administration Group	47	36	25
IT and Business Development Group	18	27	25
Accounting and Finance Group	72	71	64
Total Office Staff	319	317	269
Employees sent to work with customers.	7,620	8,557	8,654
Total	7,939	8,874	8,923

Remark

1. In 2019, 2 executive directors, namely Mr. Krai Vimolchalao and Mrs. Naowarat Vimolchalao which were not the management of the Company and they resigned from the Company's employees on 30 April 2019.
2. In 2020, 2 executive directors, namely Mr. Krai Vimolchalao and Mr. Vatcharaphol Vimolchalao were not the Company's employee and another 2 executive directors, namely Mrs. Naowarat Vimolchalao and Mr. Nattaphol Vimolchalao have been appointed as the management and employee on 25 June 2020 and 13 May 2020, respectively.
3. Outsource 1 Group provides management services and Outsource 2 Group provide landscape and vehicle rental services

The significant shift in the number of employees involved in the workforce of the customer is in line with the growth of the Company's business.

Compensation of Employees

a. Monetary Compensation

In 2018, the Company paid compensation to 7,939 employees totaling approximately THB 1,358.09 million.

In 2019, the Company paid compensation to 8,874 employees totaling approximately THB 1,429.96 million.

In 2020, the Company paid compensation to 8,923 employees totaling approximately THB 1,476.52. million, which is compensation in the form of salary, bonus and other compensation with details as follows:

Type of Employee	2018		2019		2020	
	No. (Person)	No. of Amount (Baht Million)	No. (Person)	No. of Amount (Baht Million)	No. (Person)	No. of Amount (Baht Million)
Office Staff	319	146.59	317	147.61	269	148.24
Staff at Customers' Sites	7,620	1,211.50	8,557	1,283.25	8,654	1,328.28
Total	7,939	1,358.09	8,874	1,429.96	8,923	1,476.52

Remark

1. The provident fund of the Company has been established on 8 October 2017 and it has been registered with the Office of the SEC and it is effective from 8 October 2017.
2. The 6-months compensations in 2017 including the compensation of Mr. Krai Vimolchalao and Mrs. Naowarat Vimolchalao during January to April 2017. However, such 2 persons have resigned from the employee on 30 April 2019.
3. In 2020, the 2 executive directors, namely Mr. Krai Vimolchalao and Mr. Vatcharaphol Vimolchalao were not the Company's employee and another 2 executive directors, namely Mrs. Naowarat Vimolchalao and Mr. Nattaphol Vimolchalao have been appointed as the management and employee on 25 June 2020 and 13 May 2020, respectively. Mrs. Naowarat Vimolchalao wished to not receive the salary of employee.

b. Non-monetary Compensation

The Company has no policy to pay non-monetary remuneration.

7.6 Other Information

7.6.1 The person taking the highest responsibility in finance and accounting

The company appointed Mrs. Sopa Aroonratana is assigned the highest level of responsibility in the accounting and finance field of the company. Mrs. Sopa Aroonratana has the qualifications in accordance with the Notification of the Capital Market Supervisory Board No. 39/2559 regarding the application and permission to offer for sale of newly issued shares as follows:

1. Mrs. Sopa Aroonratana holds a bachelor's degree in accounting, Prince of Songkla University.
2. Mrs. Sopa Aroonratana has been assigned the highest responsibility in the accounting and finance department of the company for at least 1 year prior to the date of submission of the application to the office.
3. Mrs. Sopa Aroonratana has at least 3 years' experience in accounting or finance in the 5 years prior to the submission of the request for an offering for sale of newly issued shares to the SEC.

2017 - Present	Chief Financial Officer Siamrajathanee Public Company Limited
2006 - 2016	Assistant Managing Director Siamrajathanee Company Limited
2005 - 2006	Director of Accounting and Finance Siamrajathanee Company Limited
1995-2005	Assistant Director of Accounting and Finance Siamrajathanee Company Limited
1988-1995	Accountant B. Grimm Industrial and Commercial Services Limited

4. Mrs. Sopa Aroonratana completed the accounting training as specified by the SEC on the SEC's website as follows:
 - 4.1) Preparation courses in accounting and finance organized by the Federation of Accounting Professions under the Royal Patronage of His Majesty the King By training Orientation Course - CFO Focus on Financial Reporting Class 1/2017 between 15-16 March 2017, the number of training hours 14 hours.
 - 4.2) Passed the continuing accounting knowledge development courses in the curriculum which are

- Course TFRS 15 Revenue from contracts with customers (Application and Disclosure) Training organized by NYC Management Company Limited attended the training on 25 September 2018, the number of training hours is 7 hours.
- Course TFRS 9, Accounting of Financial Instruments For organizations that are not financial institutions, organized by NYC Management Company Limited, trained on June 18, 2019, the number of training hours is 7 hours, and on 20 June 2019, the number of training hours is 7 hours.
- Course (Draft) TFRS 16 Lease Agreement, organized by NYC Management Company Limited, trained on 26 June 2019, the number of training is 7 hours.

The person supervising accounting

The Company has appointed Mrs. Suchitra Disthapan to act as the person supervising accounting of the Company of which Mrs. Suchitra Disthapan has the qualification pursuant to the Notification of the Capital Market Supervisory Board no. ThorJor. 39/2559 re: the approval and permission of the offering of newly issued shares as follows:

1. Mrs. Suchitra Disthapan graduated with a bachelor's degree in Business Administration (Accounting), Ramkhamhaeng University.
2. Mrs. Suchitra Disthapan has been assigned the highest responsibility in the accounting and finance department of the company for at least 1 year before the date of submission of the application to the office
3. Mrs. Suchitra Disthapan has worked in accounting or finance for at least 3 years in the 5 years prior to the date of submission of the request for an offering for sale of newly issued shares to the SEC.

2010 - Present	Director of Accounting and Finance Siamrajathanee Public Company Limited
2005 - 2010	Assistant Director of Accounting and Finance Siamrajathanee Company Limited
2003 - 2004	Accounting and Finance Manager Vinyltec Industry Company Limited
1998 –2003	Audit Officer, Revenues Department

4. Mrs Suchitra Disthapan completed the accounting training as specified by the SEC on the SEC's website as follows:
 - 4.1) Preparation courses in accounting and finance organized by the Federation of Accounting Professions under the Royal Patronage by training Orientation Course - CFO Focus on Financial Reporting Class 1/2017 between 15-16 March 2017 with the number of training hours of 14 hours.
 - 4.2) Have passed the continuing accounting knowledge development courses in the curriculum which are
 - Course to handle the new revenue recognition criteria according to IFRS 15 for General Business, Class 1/2018 organized by the Federation of Accounting Professions under the Royal Patronage attending the training on 27 March 2018, with the number of training hours 6 hours.
 - Course TFRS 9, Accounting of Financial Instruments For organizations that are not financial institutions, organized by NYC Management Company Limited, trained on 18 June 2019, the number of training hours is 7 hours, and on 20 June 2019, the number of training hours is 7 hours.

- Course (Draft) TFRS 16 Lease Agreement, organized by NYC Management Company Limited, trained on 26 June 2019 with 7 hours of training hours.

Company Secretary

The Board of Directors has appointed Miss Chorfa Chamcherdanantakul to act as the Company Secretary with the effective date on 26 September 2017, with duties and responsibilities as stipulated under the Section 89/15 of the Securities and Exchange Act. The details of duties and responsibilities of a person holding a position as the Company Secretary are as follows:

- (1) To prepare and maintain the following documents.
 - (a) Director registration
 - (b) Invitation letter to the Board of Directors meeting, minutes of the Board of Directors meeting and the annual report of the Company.
 - (c) Invitation letter to shareholder meeting and minutes of shareholders meeting.
- (2) To keep reports of interest reported by directors or executives.
- (3) To submit a copy of the report of interest to the Chairman of the Board of Directors and the Chairman of the Audit Committee within 7 business days from the date on which the Company receives the report, and the Company must have a system to keep documents or evidence relevant to the information presentation and maintenance and to ensure that it is kept correct and complete and it can be examined from the date on which such document or information is prepared.
- (4) To perform other acts as specified in the notification of the Capital Market Supervisory Board.
- (5) To support the management of the Company in accordance with the principles of good corporate governance.
- (6) To provide preliminary advice and recommendations to the Board of Directors and the specific committees on issues related to laws, regulations, Company rules and corporate governance practices by following up such committee to comply with accuracy and consistency including to report any significant changes to the Company's directors.
- (7) To providing advice for new director.
- (8) To liaise with shareholders to acknowledge various rights of shareholders and company news.

The profile of the Company Secretary is set out in the Attachment 1 (Details of directors, executives, controlling person, a person assigned to the highest responsibility in accounting and finance, a person assigned directly to be responsible for supervision of accounting and Company Secretary).

7.6.2 Investor Relations

The Company realizes the importance of business operations in accordance with good corporate governance principles in order to ensure that the performance of the Investor Relations segment is correct, complete, transparent and in accordance with the laws and regulations of the Company. The Investor Relations segment is the center and agent for disclosing information about the company, both financial and non-financial information, as well as strengthening and managing relationships with shareholders, investors, securities analysts, public and private individuals. Stakeholders are equally correct, complete, consistent, timely and in accordance with the Stock Exchange of Thailand. The Company discloses important information in both Thai and English and is useful in making investment decisions to shareholders and investors through various channels such as Disclose information through the Stock Exchange, the Securities and Exchange Commission, newspapers and press releases, etc., including published on the Company's website under the topic of Investor Relations (and updated regularly).

Mr. Natthanon Kritsanarungruang,
Accounting and Finance Director, acting as the Investor Relations
Address: Siamrajathanee Public Company Limited
329 Moo 10 Kusun Song Samakkhi Soi 1 Old Railway Road,
Samrong, Phrapradaeng Samut Prakarn 10310
Telephone 0-2363-9300 ext. 7101
email : nattanont.k@siamraj.com

7.6.3 Auditor's remuneration

Audit Fee

For the fiscal year ended December 31, 2019, the Company paid audit fees to EY Office Limited which was the Company's auditor, in the amount of THB 2.31 million, which consisted of quarterly review fees for financial statements, annual IT system audit fees, overtime expenses and travel expenses including other expenses (out-of-pocket expense) related to the review of quarterly financial statements and audit fees.

For the fiscal year ended 31 December 2020, the 2020 Annual General Meeting of shareholders has resolved to approve the audit fees for EY Office Limited of THB 2.45 million, which consisted of quarterly financial statements review fees, annual audit fee and IT system audit fees.

Non-Audit Fee

In 2019, the Company did not pay other non-audit fees to EY Office Limited.

8. Corporate Governance Report

8.1 Summary of the performance result of the Board of Directors in the past year

8.1.1 The selection, development and assessment of performance of the Board of Directors

(1) Independent Director

Qualification of director

Pursuant to Section 68, a director shall be a individual person and shall have the following qualifications:

1. Age of legal capacity
2. Not a bankrupt, incompetent, or virtually incompetent.
3. He or she has never served a prison sentence by a final judgment for property offences committed fraudulently.
4. He or she has never been convicted of dismissal or dismissal from a government agency due to the corruption.
5. Director shall be qualified and shall not have any prohibited characteristics as specified in the laws concerning public company and shall not have characteristics indicating that he or she lacks of suitability to be trusted to manage a company that has the public as the shareholders as specified by the notification of the Securities and Exchange Commission (Section 89/3 of the Securities and Exchange Act B.E. 2551 (2008))
6. Being a director of not greater than 5 companies listed on the Stock Exchange of Thailand
7. Being a person who has a knowledge, integrity and business ethic and sufficient time to devote knowledge and expert to perform the duties.
8. Directors may or may not be a shareholder of the Company.
9. Director can hold positions in other companies, but this must not affect the performance of his or her duties.

Qualification of Independent Director

1. Hold shares in the Company not greater than 1% of total shares with the voting right of the Company, subsidiaries, associated companies, and major shareholders including the shareholding of the relevant parties of the Independent Director.
2. Not being an executive director, employee, advisor who earns monthly salary of the Company, subsidiaries, associated companies, and subsidiaries in the same level or juristic persons that may have conflict of interest (at present and 2 years before the appointment)
3. No blood relationship or relationship by registration in the categories of father, mother, spouse, brother and sister and children including a spouse of children with executive, major shareholder, controlling person or a person who will be nominated as the executive or controlling person of the Company or subsidiaries.
4. No business relationship and no benefits or interests whether direct or indirect in term of financial or management of the Company, group companies, associated companies or a person that may have conflict of interest in a way that causes a lack of independence.

5. Not being or ever been the auditor of the Company, subsidiaries, associated companies or a juristic person that may have conflict of interest or executive director, management, managing partner of the audit firm of the auditor of the Company, parent company, subsidiaries, associated companies, or a juristic person that may have conflict of interest unless he or she retired from such characteristics at least 2 years before the date of application for permission to the Office of the Securities and Exchange Commission.
6. Not being or ever been a professional service provider including a legal or financial advisor which earns a service fee over THB 2 million per annum from the Company, parent company, subsidiaries, associated companies, or a juristic person that may have conflict of interest. In addition, if the professional service provider is a juristic person, it shall include a major shareholder, executive directors, managements, or managing partner of the professional service provider unless he or she retired from such characteristics at least 2 years before the date of application for permission to the Office of the Securities and Exchange Commission.
7. Not being a director the appointment as the representative of the director of the Company, major shareholder, or shareholder.
8. Other characteristics that prevent from giving an independent opinion on the Company's operations.
9. The Company has a policy to set the term of office of an independent director no later than 9 years from the date of appointment to the first independent director if necessary, to appoint the independent director to the position, the Board of Directors must reasonably consider such a necessity.

Qualification of the Audit Committee

The Audit Committee shall have the qualification as follows:

32. Hold shares in the Company not greater than 1% of total shares with the voting right of the Company including the shareholding of the relevant parties of the Independent Director.
33. Not involved in the management of the Company, its affiliates, subsidiaries, Related companies or major shareholders of the Company.
34. Not being an employee or advisor who earns monthly salary of the Company, subsidiaries, associated companies, and relevant companies of major shareholder of the Company.
35. There are no interests or interests, either directly or indirectly, both in finance and management of the Company, subsidiaries, associated companies, or major shareholders in the past year before the appointment as audit committees unless the Board of Directors carefully considers that the previous benefits or interests will have no impact on the performance of duties and independent opinions.
36. Not be related or close relatives of the Company's executives or major shareholders.
37. Not appointed as an agent to protect the interests of the Company's directors, major shareholders or shareholders who are related to the Company's major shareholders.
38. Able to express opinions or report performance in accordance with the duties assigned by the Board of Directors without being under the control of the Company's executives or major shareholders, including those involved or close relatives of such persons (those involved, including those who are related to or related to the Company, so that they cannot act independently or agilely, such as suppliers, customers, creditors, debtors or those with significant business relevance, etc.).

Nomination of directors and senior executives

Currently, the Company has 10 directors consisting of 4 independent directors and executive directors as required by the definition of the Securities and Exchange Commission. The Chief Executive Officer is the highest level of executives. The appointment of directors and Chief Executive Officers must be considered by the Nomination and Corporate Governance Committee. For the nomination of directors, the Company gives the opportunity for the directors and shareholders to participate in the nomination of qualified persons by considering and refining the nomination of qualified persons who has knowledge, competency, skills and experience that are beneficial to the Company's operations and understand the Company's business and can manage the business to achieve the objective and goal as determined by the Board of Directors.

Nomination of director

- The appointment of directors shall be in accordance with the laws, Company's Articles of Association and relevant rules and it shall proceed with transparency and 1 shareholder shall have 1 vote.
- In the election of directors, it may vote to elect 1 director, or more than 1 director as specified by the shareholders' meeting as it deems appropriate. For each voting, a shareholder shall use all of its vote under Clause 1 and such vote cannot be divided, therefore, a shareholder cannot divide its vote in the election of director according to Section 70 paragraph 1 of the Public Companies Act.
- The person who receives the highest votes, respectively, shall be elected as a director as much as the number of directors shall be elected at that time. In the event that the person who is elected in the following order has the same number of votes with the others and it exceed the number of directors that are available at that time, the chairman of the meeting shall be the casting vote.

Dismissal of director

In addition to the retirement by rotation, a director shall be retired if the following circumstances occur:

- (a) Death
 - (b) Resignation
 - (c) Lack of qualification or have prohibited characteristics according the laws concerning public companies or securities and exchange
 - (d) Retirement by the resolution of the shareholders' meeting with the voting of not less than three-fourth of the total number of shareholders who attend the meeting and have the right to vote
 - (e) Retirement by court's order
- Any director will resign from his position to submit his resignation to the Company, with the resignation effective from the date of resignation to the Company. Directors who resign under the first paragraph may also inform the registrar of their resignation.
 - In the event that the position of director is vacant for reasons other than the retirement by rotation, the Board of Directors shall select a person who is qualified and has no prohibited characteristics under the law concerning public companies or securities and exchange to serve as the director unless the term of the director who resigned is less than two months, the person who is appointed as the director will be in the position of director only as far as the remaining term of the director who resigned. The resolution of the Board of Directors in accordance with the first paragraph shall consist of at least three-fourth of the remaining number of directors.

- Directors of the Company who will serve as directors of other companies must be approved by the Board of Directors. In the event of retirement of the entire Board of Directors, such the entire Board of Directors shall remain in office to continue to operate the Company until the new Board of Directors takes over unless otherwise ordered by the court if the Board of Directors retires from office in accordance with the court order.

Evaluation of directors' performance

The Board of Directors has conducted the performance assessment form of the Board of Directors at least once a year, which the Company Secretary will send the assessment form and compile a summary report to the Board of Directors' meeting to jointly consider the work and make further improvements. The evaluation criteria are more than 85% = excellent, more than 75% = very good, more than 65% = good, more than 50% = enough, below or equal to 50% = should be improved. The results of assessment are as follows:

- 1) **The entire Board of Directors** has topics to evaluate, including the structure and qualifications of the Board of Directors, roles, duties and responsibilities of the Board of Directors, the meetings of Board of Directors, duties of the Board of Directors, relationship with management and self-development of directors and executive development. The average score is 97% which is equivalent to excellent.
- 2) **The sub-committees** have topics to evaluate, including the structure and qualifications of the committees in regards to the appropriateness of the performance, the meeting of the sub-committees, the effective performance of duties and duties and responsibilities of the three sub-committees as a whole. The average score is 97%.
- 3) **Individual Director**, by each director, topics used in the assessment include the structure and qualifications of the directors, meetings and roles and responsibilities of the directors. The average score is 95% which is equivalent to excellent.

The Chief Executive Officer's performance evaluation includes the following topics: plan progress, performance measurement, leadership, strategy determination, strategy practices, planning and financial performance. relations with the Board of Directors, third party and employees, succession, product and service knowledge, and personal characteristics. The average score is 94% which is equivalent to excellent.

Succession plan and executive development

The Board of Directors has defined a succession plan policy by clearly establishing the rules for selecting candidates, divided into 3 levels: level 1 to select "good people", level 2 to select good people who are "talented" and level 3 seeing good people and talents as "suitable".

Process

- Define the main administrative positions that require a successor to include: Chief Executive Officer, Chief Financial Officer and directors of all lines of business.
- Knowledge, competence and experience, and evaluate the performance required for a position.
- Create a leadership development plan for individuals who are fit to be successors to each position.

8.1.2 Attendance and remuneration of each director

In 2020, the Board of Directors held 8 meetings to review good corporate governance policies, charters of various committees and to establish privacy policies and potential risks as well as to determine visions and

operational directions to catch up with the changing of business environments (especially the COVID-19 pandemic).

Summary of the attendance of the Board of Directors

Name of Director	Position	Board of Directors' Meeting (Attendance/No. of Meeting)
1.Mr. Weidt Nuchjalearn	Chairman of the Board of Director Chairman of the Risk Management Committee Independent Director	9/ 8
2.Mr. Krai Vimolchalao	Chairman of the Executive Committee Member of the Nomination and Corporate Governance Committee Member of the Strategic Committee	8 / 8
3.Mrs. Naowarat Vimolchalao	Vice Chairman of the Executive Committee Director of General Administration	9 / 8
4.Mr. Jiranu Kulchanarat	Chief Executive Officer Member of the Risk Management Committee Director	8/ 8
5.Mrs. Sopa Aroonratana	Chief Financial Officer Director	8/ 8
6.Mrs. Nawarat Chuarak ^{/1}	Outsource 2 Director Director	6/ 8
7.Miss Kanthima Jangwansook ^{/2}	Outsource Director 1 Director	7/ 8
8.Mr. Udomsak Rojviboonchai	Chairman of the Audit Committee Member of the Nomination and Corporate Governance Committee Independent Director	8/ 8
9.Mr. Nattakit Tangpoonsinthana. Ph.D.	Chairman of the Nomination and Corporate Governance Committee Chairman of the Strategy Committee Member of the Audit Committee Independent Director	8/ 8
10.Mr. Supachai Parchariyanon, M.D. ^{/3}	Member of the Audit Committee Independent Director	-

- Remark**
- ^{/1}- Resignation from directorship effective from 12 January 2020 according to the resolutions of the Board of Directors no. 1/2021 on 13 January 2021
 - The reason why the meeting was not attended 1 time was due to the need to take care of the mother at the hospital.
 - The Board of Directors' Meeting no. 1/2021 held on 13 January 2021 has resolved to approve the appointment of Mr. Nattaphol Vimolchalao to act as the director (in replacement of Mrs. Nawarat Chuarak)
 - ^{/2}- The reason why the meeting was not attended 1 time was due to the continued training of the course.
 - ^{/3}- appointed as the director according to the resolution of the Board of Directors no. 8/2020 on 10 November 2020

Remuneration for Directors and Executives

The Company pays remuneration to directors and sub-committees taking into account their suitability for their duties and responsibilities with transparent and fair, and it can be comparable to the remuneration of companies listed on the Stock Exchange of Thailand that are in similar sizes of industries and businesses in order to maintain the qualified directors and enable the directors to perform their duties in accordance with the goals and business direction of the Company. The Nomination and Corporate Governance Committee, which is responsible for scrutiny, determines the remuneration of directors and sub-committees for consideration before presenting to the shareholders' meeting for approval.

Meeting allowances and monthly compensation

Position	Remuneration
<u>Meeting allowance</u>	
(1) Chairman of the Board of Directors	THB 20,000/person/time
(2) Member of the Board of Directors	THB 15,000/person/time
(3) Chairman of the Sub-Committee	THB 20,000/person/time
(4) Member of the Sub-Committee	THB 15,000/person/time
<u>Monthly compensation</u>	
Non-Executive Director	THB 10,000/person/month

Directors who are executives will not receive meeting allowances and monthly remuneration. In addition, the Company does not pay remuneration and other benefits to the Board of Directors and sub-committees, in addition to those listed above.

Remuneration of Directors

(1) Monetary remuneration

1.1 Remuneration of Directors consists of a meeting allowance, which is paid based on the number of the meeting is attended as follows:

List of Directors	Position	Remuneration of Directors (THB)							
		Board of Directors	Audit Committee	Nomination and Corporate Governance Committee	Risk Management Committee	Executive Committee	Strategic Committee	Remuneration (monthly) only for independent directors	Total
1. Mr. Weidt Nuchjalearn	Chairman of the Board of Director Chairman of the Risk Management Committee Independent Director	160,000			40,000			40,000	240,000
2. Mr. Krai Vimolchalao	Chairman of the Executive Committee Member of the Nomination and Corporate Governance Committee Member of the Strategic Committee	105,000		90,000		220,000			415,000
3. Mrs. Naowarat Vimolchalao	Vice Chairman of the Executive Committee Director of General Administration	105,000				165,000			270,000
4. Mr. Jiranu Kulchanarat	Chief Executive Officer Member of the Risk Management Committee Director								
5. Mrs. Sopa Aroonratana	Chief Financial Officer Director								
6. Mrs. Nawarat Chuarak	Outsource 2 Director Director								

List of Directors	Position	Remuneration of Directors (THB)							
		Board of Directors	Audit Committee	Nomination and Corporate Governance Committee	Risk Management Committee	Executive Committee	Strategic Committee	Remuneration (monthly) only for independent directors	Total
7. Miss Kanthima Jangwansook	Outsource Director 1 Director								
8. Mr. Udomsak Rojviboonchai	Chairman of the Audit Committee Member of the Nomination and Corporate Governance Committee Independent Director	120,000	120,000	90,000				40,000	370,000
9. Mr. Nattakit Tangpoonsinthana, Ph.D.	Chairman of the Nomination and Corporate Governance Committee Chairman of the Strategy Committee Member of the Audit Committee Independent Director	120,000	90,000	120,000				40,000	370,000
10. Mr. Supachai Parchariyanon, M.D.	Member of the Audit Committee Independent Director							20,000	20,000

- Remark - In 2020, the Company has paid the remuneration to the executive director, namely Mr. Nattaphol Vimolchalao and Mr. Vatcharaphol Vimolchalao of THB 165,000 due to Mr. Nattaphol Vimolchalao has been appointed as the executive of the Company with the effective from 13 May 2021, therefore, he has received the monthly compensation in replacement of the meeting allowance.
- The director no. 6, namely Mrs. Nawarat Chuarak has resigned from the director position with the effective from 12 January 2021 and the Company has appointed Mr. Nattaphol Vimolchalao as the director with the effective from 13 May 2021 and Mrs. Nawarat Chuarak has also resigned from Outsource 2 Director with the effective from 1 March 2021 and the Company has appointed Mr. Nattaphol Vimolchalao for replacement. Therefore, Mr. Nattaphol Vimolchalao held the director, the Chief Operating Officer and Outsource 2 Director by receiving the compensation for the position of Chief Operating Officer only.

1. Executive Remuneration

In 2020, the Company paid compensation to 7 executives totaling approximately THB 35,900,666 and other benefits in the amount of THB 911,070 consists of provident funds, which the Company contributes to a ratio of 3-5% of salary and benefits.

8.1 3 Supervision of subsidiaries and associated companies

The Company has not had subsidiaries or associated companies, but the Company has implemented investment policies in subsidiaries and associated companies.

8.1.4 Monitoring the compliance with corporate governance policies and practices.

The Company attaches importance to good corporate governance by establishing relevant policies and practices in the Company's corporate governance policy and business ethics, while promoting real action to build trust among all stakeholders.

In the past year, The Company has followed up to ensure compliance with good corporate governance on each issue including employee care, non-discrimination, anti-unfair competition, environmental stewardship, hygiene and safety in the organization and information security.

In addition, the Company has pursued four good corporate governance issues. You can:

1. Prevention of conflicts of interest

The Company has established a policy that the Board of Directors, executives and employees must perform their duties in the best interests of the Company. In the event that any person has a conflict of interest or involve in the transaction and such person will be part of committee to consider the transaction, the person must notify the responsible department and must not participate in such transaction.

In the past year, the Company has reviewed the code of conduct of the Company. If there may have any conflict of interest on the prevention of the use of customer's information to reduce the risk on such matter, the Company has established the policy on such matter in year 2019.

2. Use of inside information for exploitation

The Company has established a policy to prevent the use of inside information for exploitation in order to prevent the use of information for trading of the Company's securities by having directors and executives, as well as the department involved in important information, refrain from trading the Company's securities, such as not trading 30 days in advance of the financial statements, and trading after the publication of 1 business day, as well as refraining from trading during periods when other important information that directors and executives know about, but which has not yet been released to investors.

3. Anti-Corruption Policy

The Company has established an anti-corruption policy. Details have been disclosed on the Company's website www.siamrajathanee.com under the heading Corporate Governance > Good Corporate Governance Documents.

4. Whistleblowing

The Company has opened channels for stakeholders to report whistleblowing and complaints through the company's website. The audit committee, which is independent of management, considers and moderates such leads and complaints. In recent years, the company has not received any whistleblowing on the matter.

8.2 Report on the performance of duties of the Audit Committee over the past year

The Company's Audit Committee consists of directors who are independent and experienced, with Mr. Udomsak Rojviboonchai as the Chairman of the Audit Committee and Mr. Nattakit Tangpoonsinthana, Ph.D. and Mr. Supachai Parchariyanon, M.D. are the member of the Audit Committee.

In 2020, the Audit Committee has 6 meetings and 1 of total meetings was attended by an auditor without management, which detailed the number of times the meeting was attended as follows:

8.2.1 Number of meetings of the Audit Committee

Member of the Audit Committee	Position	Attendance / No. of Meeting
1. Mr. Udomsak Rojviboonchai	Chairman of the Audit Committee Member of the Nomination and Corporate Governance Committee Independent Director	6/6
2. Mr. Nattakit Tangpoonsinthana, Ph.D.	Chairman of the Nomination and Corporate Governance Committee Chairman of the Strategy Committee Member of the Audit Committee Independent Director	6/6
3. Mr. Supachai Parchariyanon, M.D. ¹	Member of the Audit Committee Independent Director	-

Remark - Appointed as the director and member of the Audit Committee on 10 November 2020.

8.2.2. Performance of duties of the Audit Committee

In 2020, the Audit Committee has performed significant duties.

1. Review of financial statements Review of quarterly financial statements and annual financial statements, including related financial reports together with the auditor, internal audit department and management. The Audit Committee made inquiries and give opinions on matters affecting the financial statements such as changes in accounting and financial policies, financial reporting standards. This is to ensure that the financial statements are prepared in accordance with the accounting standards and the generally accepted accounting principles and adequate disclosure of information.

2. Review of related party transaction Review related party transactions or transactions that may lead to conflicts of interest and is of the view that the related party transactions are in accordance with normal business conditions and beneficial to the Company's business operation including the disclosure of information sufficiently.

3. Consideration of appointment of auditor To consider, select, nominate and propose compensation to EY Office Limited as the Company's auditor for the year 2021. At the meeting, the Audit Committee and Auditor had an opportunity to discuss issues from the audit and find solutions to solve important issues promptly.

4. Review of the risk management processes Review the sufficiency of the Company's risk management process and conduct an audit in accordance with the risk identification in 2020.

5. Review of the internal control system Review internal controls to reduce errors or damage to assets or sensitive information, reliability of financial reports, and compliance with laws, regulations, and compliance with the risk management measures from the 2019 coronavirus situation to ensure a good internal control system

6. Internal Audit Supervision Review the Charter of the Audit Committee to be in accordance with the rules and regulations of the SEC and SET, and the good corporate governance policy to provide confidence to shareholders, business partners and customers, as well as other stakeholders of the Company that the operations of the organization are in compliance with the requirements and in accordance with the code of ethics that should be performed and maintained an effective internal control system.

The Audit Committee has followed up on the implementation of the year 2020 in accordance with the assigned duties and responsibilities, with the opinion that the Company has prepared the financial statements correctly, in essence, in accordance with the accounting principles generally accepted and has adequate information disclosure of related party transactions or transactions that may create a conflict of interest, and has the Company's internal control and risk management systems that are appropriate for the business situation and has the Company to comply with the regulations of the Stock Exchange of Thailand and relevant laws.

8.3 Summary of duties of other sub-committees

8.3.1 Number of meetings of sub-committees

List of Directors	Position	Nomination and Corporate Governance Committee (Attendance / No. of Meeting)	Risk Management Committee (Attendance / No. of Meeting)	Executive Committee (Attendance / No. of Meeting)	Strategic Committee ¹ (Attendance / No. of Meeting)
1. Mr. Weidt Nuchjalearn	Chairman of the Board of Directors Chairman of the Risk Management Committee Independent Director		2/2		
2. Mr. Krai Vimolchalao	Chairman of the Executive Committee Member of the Nomination and Corporate Governance Committee Member of the Strategic Committee	6/6		11/12	
3. Mrs. Naowarat Vimolchalao	Vice Chairman of the Executive Committee Director of General Administration			11/12	
4. Mr. Jiranu Kulchanarat	Chief Executive Officer Member of the Risk Management Committee		2/2	12/12	
5. Mrs. Sopa Aroonratana	Chief Financial Officer Director			11/12	
6. Mrs. Nawarat Chuarak ^{1/2}	Outsource 2 Director Director				
7. Miss Kanthima Jangwansook ^{1/3}	Outsource Director 1 Member of the Risk Management Committee Director				

List of Directors	Position	Nomination and Corporate Governance Committee (Attendance / No. of Meeting)	Risk Management Committee (Attendance / No. of Meeting)	Executive Committee (Attendance / No. of Meeting)	Strategic Committee ¹ (Attendance / No. of Meeting)
8. Mr. Udomsak Rojviboonchai	Chairman of the Audit Committee Member of the Nomination and Corporate Governance Committee Independent Director	6/6			
9. Mr. Nattakit Tangpoonsinthana, Ph.D.	Chairman of the Nomination and Corporate Governance Committee Chairman of the Strategy Committee Member of the Audit Committee Independent Director	6/6			
10. Mr. Supachai Parchariyanon, M.D.	Member of the Audit Committee Independent Director	-	-	-	-
11. Mr. Nattaphol Vimolchalao ¹⁴	Chief Operating Officer			9/12	
12. Mr. Vatcharaphol Vimolchalao	Executive Director			10/12	

Remark ¹ Strategic Committee has been established on 10 November 2020 and no meeting has been held.

² Resigned from the executive director with the effective from 1 March 2021.

³ Appointed to act as the member of the Risk Management Committee on 10 November 2020 of which such period, there was no meeting of Risk Management Committee has been held.

⁴ Appointed to act as the director on 13 January 2021 and Outsource 2 Director with the effective date on 1 March 2021, he will not received the compensation for Outsource 2 Director position.

8.3 Summary of duties of other sub-committees

8.3.1 Number of meetings of sub-committees

List of Directors	Position	Nomination and Corporate Governance Committee (Attendance / No. of Meeting)	Risk Management Committee (Attendance / No. of Meeting)	Executive Committee (Attendance / No. of Meeting)	Strategic Committee ¹ (Attendance / No. of Meeting)
1. Mr. Weidt Nuchjalearn	Chairman of the Board of Directors Chairman of the Risk Management Committee Independent Director		2/2		
2. Mr. Krai Vimolchalao	Chairman of the Executive Committee Member of the Nomination and Corporate Governance Committee Member of the Strategic Committee	6/6		11/12	
3. Mrs. Naowarat Vimolchalao	Vice Chairman of the Executive Committee Director of General Administration			11/12	
4. Mr. Jiranu Kulchanarat	Chief Executive Officer Member of the Risk Management Committee		2/2	12/12	
5. Mrs. Sopa Aroonratana	Chief Financial Officer Director			11/12	
6. Mrs. Nawarat Chuarak ²	Outsource 2 Director Director				
7. Miss Kanthima Jangwansook ³	Outsource Director 1 Member of the Risk Management Committee Director				

List of Directors	Position	Nomination and Corporate Governance Committee (Attendance / No. of Meeting)	Risk Management Committee (Attendance / No. of Meeting)	Executive Committee (Attendance / No. of Meeting)	Strategic Committee ¹ (Attendance / No. of Meeting)
8. Mr. Udomsak Rojviboonchai	Chairman of the Audit Committee Member of the Nomination and Corporate Governance Committee Independent Director	6/6			
9. Mr. Nattakit Tangpoonsinthana, Ph.D.	Chairman of the Nomination and Corporate Governance Committee Chairman of the Strategy Committee Member of the Audit Committee Independent Director	6/6			
10. Mr. Supachai Parchariyanon, M.D.	Member of the Audit Committee Independent Director	-	-	-	-
11. Mr. Nattaphol Vimolchalao ¹⁴	Chief Operating Officer			9/12	
12. Mr. Vatcharaphol Vimolchalao	Executive Director			10/12	

Remark ¹ Strategic Committee has been established on 10 November 2020 and no meeting has been held.

¹² Resigned from the executive director with the effective from 1 March 2021.

¹³ Appointed to act as the member of the Risk Management Committee on 10 November 2020 of which such period, there was no meeting of Risk Management Committee has been held.

¹⁴ Appointed to act as the director on 13 January 2021 and Outsource 2 Director with the effective date on 1 March 2021, he will not received the compensation for Outsource 2 Director position.

9. Internal Control and Related Party Transactions

9.1 Internal Control

The Board of Directors' Meeting No. 2/2021 held on 23 February 2021 with 4 independent directors (and/or 3 member of the Audit Committee) attending the meeting. The Board of Directors evaluated the Company's internal control system through enquiries with the management. Based on the evaluation of internal control system of the Company and its subsidiaries, the system consists of the following five components:

- 1) Control Environment
- 2) Risk Assessment
- 3) Control Activities
- 4) Information and Communication
- 5) Monitoring Activities

The Board of Directors is of the view that the Company's internal control system is adequate and appropriate according to the Internal Control System Sufficiency Evaluation Form of the Securities and Exchange Commission. The Company has sufficient number of personnel who will comply with the system efficiently and the Company's internal control system is used for monitoring its operating performance, which helps in protecting its assets from being misused or used without authorization by the Company's director or management and adequately controls transactions with persons that may have conflict of interest and connected persons. In respect of internal control of other matters, the Board of Directors is of the view that the internal control is adequate.

Opinion of the Audit Committee on Internal Control System

All three members of the Audit Committee attended the meeting to consider the Internal Control System Sufficiency Evaluation Form. The Audit Committee's opinion is not different from the Board of Directors' opinion.

Actions in respect of the Company's Internal Control System

The Company understands the importance of the Company's internal control system and has appointed the Audit Committee who is responsible for assessing that the Company has appropriate and effective internal control system and evaluation system, and monitoring that the Company's business operation is in compliance with the laws relating to securities and exchange, SET regulations, and the laws relating to the Company's business. The Audit Committee will hold a meeting with the independent internal auditor and the auditor without the management at least once a year in order to make enquiries on results of assessment on the internal control system and acknowledging the Company's operating results as set out in the financial statements.

To ensure efficiency in the Company's internal control system, the Company has engaged I VL Auditing Co., Ltd. ("IVL") as the independent internal auditor who is responsible for auditing the internal control system at organizational level and activity level, including business operations and the internal control system in respect of information technology of the Company.

The Audit Committee Meeting No. 6/2020 held on 10 November 2020 resolved to appoint I VL Auditing Co., Ltd. (“IVL”) as the Company’s internal auditor from 1 January 2021 onwards. IVL has assigned Miss Wandee Sriboonruang, the Managing Director as key responsible person in performing duties of the Company’s internal auditor. Details on qualifications, experience, and trainings of key responsible person and IVL’s team are as set out under Attachment 3.

The Audit Committee has considered the qualifications of IVL and views that IVL is qualified to perform such duties due to its independence and long-term experience in internal audit.

Related Party Transactions
A. Related party transactions with persons who may have conflict of interest

Summary of related party transactions between the Company and persons who may have conflicts of interest in 2019 and 2020

The Company entered into related party transactions with individuals and juristic entities which may have conflicts of interest, the details of which are as summarized below.

Name of Related Party	Relationship
Mr. Weidt Nuchjalearn	250,000 shares - Holding the positions of Chairman of the Board of Directors / Independent Director / Chairman of the Risk Management Committee.
Mr. Krai Vimolchalao	- Having direct and indirect shareholding in SO, representing 10.79 % of the total paid-up capital of SO. The shareholding is as of 31 December 2020. - Holding the positions of Director / President of the Executive Committee / Member of the Nomination and Corporate Governance Committee's roles.
Mr. Kiat Vimolchalao	- Nither has shareholding nor holds any position in SO. - Brother of Mr. Krai Vimolchalao.
Mrs. Naowarat Vimolchalao	- Having direct and indirect shareholding in SO, representing 2.88% of the total paid-up capital of SO. The shareholding is as of 31 December 2020. - Holding the positions of Director / Vice President of the Executive Committee. - Appointed as Director of General Administration Department on 4 August 2020. - Spouse of Mr. Krai Vimolchalao.
Mr. Jiranu Kulchanarat	2,648,600 shares - Holding the positions of Director / Member of the Executive Committee / Member of the Risk Management Committee / Chief Executive Officer.
Mrs. Sopa Aroonratana	1,000,000 shares - Holding the positions of Director / Member of the Executive Committee / Chief Financial Officer.
Mrs. Nawarat Chuarak ^{/1}	1,000,000 shares - Holding the positions of Director / Director of Outsource 2 Department / Remarks: Resigned from the position of director on 12 January 2021 and resigned from the position of Director of Outsource 2 Department on 28 February 2021.
Miss Kanthima Jangwansook	1,000,000 shares - Holding the positions of Director / Director of Outsource 1 Department.
Mr. Udomsak Rojviboonchai	300,000 shares - Holding the positions of Member of the Audit Committee / Independent Director / Member of the Nomination and Corporate Governance Committee's roles.

Name of Related Party	Relationship
Mr. Nattakit Tangpoonsinthana, Ph.D.	500,000 shares - Holding the positions of Member of the Audit Committee / Independent Director / Chairman of the Nomination and Corporate Governance Committee's roles.
Mr. Supachai Parchariyanon	No shareholding in SO - Holding the positions of member of the Audit Committee / Independent Director.
Mr. Chinapat Chadcharoen	300,000 shares - Holding the position of Director of Technology and Business Development Department.
Mrs. Suchitra Ditpan	50,000 shares - Holding the position of Director of Accounting and Finance Department.
Mr. Nattaphol Vimolchalao	- Having direct and indirect shareholding in SO, representing 2.70% of the total paid-up capital of SO. The shareholding is as of 31 December 2020. - Appointed as Chief Operating Officer on 10 November 2020, Director on 13 January 2021, and Director of Outsource 2 Department on 1 March 2021. - Son of Mr. Krai and Mrs. Naowarat Vimolchalao
Vimolchalao Co., Ltd. ^{/3} ("VMC")	- VMC conducts property lease service. - Mr. Krai Vimolchalao, the Company's director, holds the position of director of VMC. - Top two shareholders of VMC are the Company's major shareholders: 1. Mr. Krai Vimolchalao holding 10.0% of the total registered capital of VMC as of 29 April 2020. 2. Mrs. Naowarat Vimolchalao holding 10.0% of the total registered capital of VMC as of 29 April 2020.
Rayong Sinsap Pattanat Co., Ltd. ("RSP")	- RSP conducts accommodation, and food and beverages services. - Mr. Krai Vimolchalao, Mrs. Naowarat Vimolchalao, Mr. Jiranu Kulchanarat, and Mrs. Sopa Aroonratana, the Company's directors, are directors of RSP. - Top two shareholders of VMC are the Company's major shareholders: 1. Mr. Krai Vimolchalao holding 95.3796% of the total registered capital of RSP as of 31 August 2019. 2. Mrs. Naowarat Vimolchalao holding 4.6198% of the total registered capital of RSP as of 31 August 2019. - Directors and Members of the Executive Committee of the Company have shareholding in RSP: 1. Mr. Jiranu Kulchanarat holding 0.0002% of the total registered capital of RSP as of 31 August 2019. 2. Mrs. Sopa Aroonratana holding 0.0002% of the total registered capital of RSP as of 31 August 2019.

Name of Related Party	Relationship
En-Technology Consultants Co., Ltd. ("ETC")	<ul style="list-style-type: none"> - ETC conducts industrial waste management business. - Mr. Krai Vimolchalao and Mrs. Naowarat Vimolchalao, the Company's directors, are directors of ETC. - Mr. Nattaphol Vimolchalao and Mr. Vatcharaphol Vimolchalao are the Company's members of the Executive Committee. Mr. Nattaphol Vimolchalao was appointed as Chief Operating Officer on 10 November 2020, Director on 13 January 2021, and Director of Outsource 2 Department on 1 March 2021. - Mr. Nattaphol Vimolchalao and Mr. Vatcharaphol Vimolchalao are directors of ETC. - Top five shareholders of ETC are the Company's shareholders: <ol style="list-style-type: none"> 1. Mr. Krai Vimolchalao holding 68.7% of the total registered capital of ETC as of 30 April 2020. 2. Mrs. Naowarat Vimolchalao holding 8.8% of the total registered capital of ETC as of 30 April 2020. 3. Mr. Nattaphol Vimolchalao holding 7.5% of the total registered capital of ETC as of 30 April 2020. 4. Mr. Phacharaphon Vimolchalao holding 7.5% of the total registered capital of ETC as of 30 April 2020. 5. Mr. Vatcharaphol Vimolchalao holding 7.5% of the total registered capital of ETC as of 30 April 2020.
Greenplus Organic Co., Ltd.	<ul style="list-style-type: none"> - Greenplus Organic Co., Ltd. conducts industrial waste management and production and distribution of fertilizers business. - Mr. Krai Vimolchalao and Mrs. Naowarat Vimolchalao, the Company's directors, are directors of Greenplus Organic Co., Ltd. - Mr. Nattaphol Vimolchalao and Mr. Vatcharaphol Vimolchalao, the Company's members of the Executive Committee, are directors of Greenplus Organic Co., Ltd. <p>The company registered for dissolution on 27 November 2019.</p>
Siamraj Public Company Limited ^{/4}	<ul style="list-style-type: none"> - Siamraj Public Company Limited conducts: 1) construction of metering stations and natural gas transmission pipelines; 2) renewable energy business; and 3) industrial pump business.
Metropolitan Waterworks Authority	<ul style="list-style-type: none"> - Mr. Nattakit Tangpoonsintha, Ph.D., the Company's director, is a director of Metropolitan Waterworks Authority.
Provincial Waterworks Authority	<ul style="list-style-type: none"> - Mr. Weidt Nuchjalearn, the Company's director, is a director of Provincial Waterworks Authority. However, Mr. Weidt Nuchjalearn resigned from the position of director of Provincial Waterworks Authority on 17 December 2018.
Zoological Park Organization of Thailand	<ul style="list-style-type: none"> - Mr. Weidt Nuchjalearn, the Company's director, is a director of the Zoological Park Organization of Thailand. However, Mr. Weidt Nuchjalearn resigned from the position of director of Zoological Park Organization of Thailand on 17 December 2018.
Bitkub Online Co., Ltd. ("BTCO")	<ul style="list-style-type: none"> - Mr. Jiranu Kulchanarat, the Company's director / Member of the Executive Committee / Member of the Risk Management Committee / Chief Executive Officer, has indirect shareholding (through Bitkub Capital Group Holdings Co., Ltd.), representing 0.70% of the total registered capital of BTCO as of 30 April 2020. - Three shareholders of BTCO are the Company's shareholders:

Name of Related Party	Relationship
	<ol style="list-style-type: none"> 1. Mr. Nattaphol Vimolchalao having indirect shareholding (through Bitkub Capital Group Holdings Co., Ltd.), representing 1.78% of the total registered capital of BTCO as of 30 April 2020. 2. Mr. Phacharaphon Vimolchalao having indirect shareholding (through Bitkub Capital Group Holdings Co., Ltd.), representing 1.78% of the total registered capital of BTCO as of 30 April 2020. 3. Mr. Vatcharaphol Vimolchalao having indirect shareholding (through Bitkub Capital Group Holdings Co., Ltd.), representing 1.78% of the total registered capital of BTCO as of 30 April 2020.
Union Auction Public Company Limited	- Mr. Weidt Nuchjalearn, the Company's director, is an executive director of Union Auction Public Company Limited as of 2 March 2020.

Details of Related Party Transactions

Name of Related Party	Nature of Transaction	Transaction Value (THB)		Necessity and Appropriateness of Related Party Transaction / Opinion of Audit Committee
		2019	2020	
Vimolchalao Co., Ltd.	<u>Rental/service fees</u> <ul style="list-style-type: none"> ● On 1 January 2019, the Company entered into lease agreement and service agreement for a period of 6 months, commencing from 1 January to 30 June 2019. The lease area was 571.43 square meters. The rental and service fees were THB 81,854.05 per month or THB 327.78 per square meter per month. ● On 1 February 2019, the agreements were amended to change the agreement term to 11 months, commencing from 1 February 2019 to 31 December 2019. The lease area was reduced to 390.56 square meters. The rental fee was THB 16,740.85 per month and no service fee was charged from February 2019 onwards. ● On 1 January 2020, the Company renewed the lease agreement for another one year, commencing from 1 January to 31 December 2020. The lease area was 428.89 square meters. The rental fee was THB 20,543.85 per month or THB 47.90 per square meter per month. 			<p>The Company leased space for storage and operating data entry service (Data Solution). In January 2019, the Company continued to lease office and storage space but reduced the leased area. The rental and service fees were at the rates similar to office space in the nearby area such as Viptel Building and Busayamas Tower with fees of THB 300 – 350 per square meter per month. In February 2019, the Company leased only storage space and terminated service agreement with Vimolchalao Co., Ltd. The rental fee was at the rate similar to storage in the nearby area of THB 53.33 per square meter per month. Due to the Covid-19 pandemic, the Company realized the risk, and to prevent the spread of the virus, the Company has adjusted its work plans. In respect of office staff, the Company requires safety distancing in the workplace. In April 2020, the Company leased additional office space with rental and service fees at the rates lower than rental and service fees of office space in the nearby area.</p>

Name of Related Party	Nature of Transaction	Transaction Value (THB)		Necessity and Appropriateness of Related Party Transaction / Opinion of Audit Committee
		2019	2020	
	<ul style="list-style-type: none"> On 1 April 2020, the Company entered into amendment to the lease agreement and service agreement for a period of 9 months, commencing from 1 April 2020 – 31 December 2020. The lease area was increased to 1,450.47 square meters. The rental and service fees were THB 391,236.45 per month or THB 269.73 per square meter per month. Due to the Covid-19 pandemic, the Company started to terminate office lease agreement in May and June 2020, but maintained storage lease at the rental fee of THB 19,460.85 per month or THB 46.58 per square meter per month. On 1 August 2020, the Company cancelled part of storage lease with remaining leased storage area of 74.45 square meters. The rental fees was THB 7,445 or THB 100 per square meter. The lease agreement expired on <u>31 December 2020</u>. 			<p>The location of leased space through the existing lease agreement is close to the Company's new head office and facilitates the Company's business operations. The rental and service fees are close to rental fees of office space in the nearby area.</p> <p>Opinion of Audit Committee</p> <p>The Audit Committee is of the view that the transaction is in the ordinary course of business and has appropriate terms and conditions.</p>
	- Office rental fee	222,168.50	325,135	
	- Service fee	48,834.90	428,329	
	- Accrued rent expense	16,740.85	7,445	
	- Accrued service expense	-	-	
Vimolchalao Co., Ltd.	<p><u>Service income from tree cutting</u></p> <p>The Company provided big tree cutting service to Vimolchalao Co., Ltd. for trees located inside parking lot and disposed debris and branches off-site.</p>			<p>The transaction occurred due to necessity and was in the ordinary course of business. The Company collected fees based on its Master Price List, a similar pricing charged to its other customers.</p> <p>Opinion of Audit Committee</p> <p>The Audit Committee is of the view that the transaction is reasonable and beneficial to the Company's business operations.</p>
	- Service income	6,500	-	
	- Account receivables	-	-	
Rayong Sinsap Pattanat Co., Ltd.	<p><u>Accommodation expense</u></p> <p>The Company sent employees to work on-site with customers in order to build good customer relationship, examine assets, and submit proposals to new customers.</p>			<p>The transaction was necessary to support the Company's normal business operations and for efficiency in providing services by the Company. The accommodation expense paid by the Company was at a similar rate charged to other customers.</p>
	- Accommodation expense	16,443.46	5,350	

Name of Related Party	Nature of Transaction	Transaction Value (THB)		Necessity and Appropriateness of Related Party Transaction / Opinion of Audit Committee
		2019	2020	
	- Trade payables	2,900.00	-	<u>Opinion of Audit Committee</u> The Audit Committee is of the view that the transaction is beneficial to the Company's normal business operations.
Rayong Sinsap Pattanat Co., Ltd.	<u>Service income from tree cutting</u> The Company provided big tree cutting service to Rayong Sinsap Pattanat Co., Ltd.			The transaction was necessary and in the ordinary course of business. The Company collected fees based on its Master Price List, a similar pricing charged to its other customers.
	- Service income	40,000.00	-	
	- Account receivables	-	-	<u>Opinion of Audit Committee</u> The Audit Committee is of the view that the transaction is reasonable and beneficial to the Company's business operations.

Name of Related Party	Nature of Transaction	Transaction Value (THB)		Necessity and Appropriateness of Related Party Transaction / Opinion of Audit Committee
		2019	2020	
En-Technology Consultants Co., Ltd.	<u>Revenues from office rental and service</u> On 28 June 2019, the Company entered into lease agreement and service agreement for a period of 3 years, commencing from 1 July 2019 to 30 June 2022. The leased area is 229.50 square meters. The rental and service fees are THB 71,145 per month or THB 310 per square meter per month.			<p>Since space in the head office is sufficient and it is unnecessary to utilize such leased area during the lease period, the Company utilizes such space by leasing out the space and collects rental and service fees at the rates similar to office space in the nearby area such as Viptel Building and Busayamas Tower with fees of THB 300 – 350 per square meter per month.</p> <p><u>Opinion of Audit Committee</u> The Audit Committee is of the view that the transaction is in the ordinary course of business and has appropriate terms and conditions.</p>
	- Revenues from rental and service fees and utility expenses	568,962.50	617,568.91	
	- Deposit for rental and service fees	223,892.82	223,892.82	
	- Account receivables	19,509.00	29,542.70	
Siamraj Public Company Limited	<u>Revenues from training/recruitment services</u> The Company provided training and recruitment services in respect of driving tests to Siamraj Public Company Limited.			<p>The transaction was necessary and in the ordinary course of business. The Company collected fees based on its Master Price List, a similar pricing charged to its other customers.</p> <p><u>Opinion of Audit Committee</u> The Audit Committee has reviewed the transaction and is of the view that the transaction is beneficial to the Company's normal business operations.</p>
	- Revenues from training/recruitment services	10,500.00	-	
	- Account receivables	-	-	
	<u>Lease income</u> The Company entered into agreement to lease cars to Siamraj Public Company Limited.			<p>The transaction was necessary and in the ordinary course of business. The Company collected fees based on its Master Price List, a similar pricing charged to its other customers.</p> <p><u>Opinion of Audit Committee</u> The Audit Committee has reviewed the transaction and is of the view that the transaction is beneficial to the Company's normal business operations.</p>
	- Revenues from service	20,000	-	
	- Account receivables	-	-	
Bitkub Online Co., Ltd.	<u>Revenues from service</u> In the year 2019 and 2020, the Company provided data review and entry service to Bitkub Online Co., Ltd.			

Name of Related Party	Nature of Transaction	Transaction Value (THB)		Necessity and Appropriateness of Related Party Transaction / Opinion of Audit Committee
		2019	2020	
	- Revenues from service	933,075.51	-	<p>The transaction was necessary and in the ordinary course of business. The Company collected fees based on its Master Price List, a similar pricing charged to its other customers.</p> <p><u>Opinion of Audit Committee</u></p> <p>The Audit Committee has reviewed the transaction and is of the view that the transaction is beneficial to the Company's normal business operations.</p>
	- Account receivables	-	-	
Union Auction Public Company Limited	<u>Revenues from disposal of cars</u>			<p>The transaction was necessary and in the ordinary course of business. After the end of car lease service agreement, the Company will review conditions of the car. If the car has been used for a long period, the Company will dispose the car through auction with auction companies. The selling price is the price auctioned through bidding with Union Auction Public Company Limited.</p> <p><u>Opinion of Audit Committee</u></p> <p>The Audit Committee has reviewed the transaction and is of the view that the transaction is beneficial to the Company's normal business operations.</p>
	The Company disposed its cars through auction with Union Auction Public Company Limited and received fees from disposal of cars through auction with Union Auction Public Company Limited. During March to December 2020, one of the Company's director held the position of executive director at Union Auction Public Company Limited.			
	- Revenues from disposal of cars	-	2,468,000	
	- Account receivables	-	-	

Name of Related Party	Nature of Transaction	Transaction Value (THB)		Necessity and Appropriateness of Related Party Transaction / Opinion of Audit Committee
		2019	2020	
Mr. Krai Vimolchalao and/or Mrs. Naowarat Vimolchalao	<p><u>Provision of guarantee</u></p> <p>As of 31 December 2019 and 31 December 2020, Mr. Krai Vimolchalao and/or Mrs. Naowarat Vimolchalao as the Company's directors and shareholders provided guarantee for facilities, including overdrafts, promissory notes, and letter of guarantee, from 6 financial institutions in the aggregate value of THB 1,853.70 million and THB 1,718.60 million. No fees were charged to the Company for the provision of such guarantee.</p> <p>In addition, one of the facilities required land mortgage from, and right to withdraw deposits from accounts of, Mr. Krai Vimolchalao and/or Mrs. Naowarat Vimolchalao as securities for the facilities.</p> <p>Remark: As of March 2021, such personal guarantees have been released by all financial institutions.</p>	No charge	No charge	<p>Mr. Krai Vimolchalao and/or Mrs. Naowarat Vimolchalao are the Company's major shareholders provided guarantee and pledge of bank deposits in the amount of THB 200 million as security for facilities granted to the Company from local financial institutions. In addition, the following land title deeds are subject to mortgage as security for the facilities:</p> <ul style="list-style-type: none"> - Land title deed no. 23558, no. 6351 and no. 6352, Map Ta Phut Sub-district (Huai Pong), Huai Pong, Mueang Rayong District, Rayong Province - Land title deed no. 7 and no. 548, Thap Sai Sub-district, Pong Nam Ron District, Chanthaburi Province - Land title deed no. 16173, Bangna Sub-district, Phra Khanong District, Bangkok - Land title deed no. 24752 and no. 24753, Nong Lalok Sub-district, Ban Khai District, Rayong Province <p>The transaction was necessary for the Company's business operations. The financial institutions' requirements for the Company's directors to provide guarantee and pledge the directors' personal assets as security for the facilities are normal conditions of commercial banks. The Company is not subject to any fees for provision of guarantee and pledge of assets provided as security to the financial institutions by Mr. Krai Vimolchalao and/or Mrs. Naowarat Vimolchalao.</p> <p><u>Opinion of Audit Committee</u></p> <p>The Company made a request to the financial institutions for the release of guarantee provided by Mr. Krai Vimolchalao and/or Mrs.</p>

Name of Related Party	Nature of Transaction	Transaction Value (THB)		Necessity and Appropriateness of Related Party Transaction / Opinion of Audit Committee
		2019	2020	
				Naowarat Vimolchalao. The financial institutions provided a letter stating that personal guarantee from directors and shareholders shall be released upon the Company's being granted approval from the SEC Office on the initial public offering. However, personal assets of directors and major shareholders used as security for the facilities have not been released by the financial institutions. However, such directors and major shareholders did not charge any compensation from the Company for the provision of assets as security for existing and future loans.

Name of Related Party	Nature of Transaction	Transaction Value (THB)		Necessity and Appropriateness of Related Party Transaction / Opinion of Audit Committee
		2019	2020	
Mr. Kiat Vimolchalao	<p><u>Branch registration</u></p> <p>The Company provides garbage management and landscape maintenance services to the Port Authority of Thailand. The Company has a garbage truck which transports garbage from the Port Authority of Thailand to On Nut area, where the Port Authority of Thailand had applied for a permission for the Company to dispose garbage in such area. The laws require that vehicle used for disposal of garbage in such area must have Bangkok license plate. Therefore, the Company used the branch address at 35 Soi Saman Chan, Sukhumvit 42 Road, Phra Khanong Sub-district, Khlong Toei District, Bangkok for obtaining Bangkok license plate for the garbage truck used for provision of services to the Port Authority of Thailand.</p> <p>Mr. Kiat Vimolchalao issued a letter dated 1 March 2010 under which he provides a consent to Siamrajathanee Public Company Limited in using the abovementioned address as the Company's branch without charge. The lessee signed a letter to the lessor (Mr. Kiat Vimolchalao) to acknowledge and agree to Siamrajathanee Public Company Limited using such address for registration as the Company's branch. In addition, Mr. Kiat issued a letter dated 8 July 2019 allowing Siamrajathanee Public Company Limited to use such place as the Company's branch for another 15 years from 8 July 2019 onwards without charge. In the event of new lessee, Mr. Kiat Vimolchalao, as owner, shall notify the new lessee to acknowledge and agree to Siamrajathanee Public Company Limited using such address as the Company's branch. In addition, the Company has posted a company</p>	No charge	No charge	<p>The transaction was necessary and in the ordinary course of business of the Company.</p> <p><u>Opinion of Audit Committee</u></p> <p>The Audit Committee has reviewed the transaction and is of the view that the transaction is beneficial to the Company's normal business operations.</p>

Name of Related Party	Nature of Transaction	Transaction Value (THB)		Necessity and Appropriateness of Related Party Transaction / Opinion of Audit Committee
		2019	2020	
	<p>signage in front of such address to notify the general public that it is location of the Company's branch.</p> <p>Due to increase in the number of vehicles, on 16 March 2020, Mr. Kiat Vimolchalao gave a letter of consent allowing the Company to use additional parking spaces for a period of 5 years from 16 March 2020 to 15 March 2025 without charge.</p>			
Mr. Nattakit Tangpoonsinthana, Ph.D.	<p><u>Revenue from service</u></p> <p>The Company provided one driver to Mr. Nattakit Tangpoonsinthana, Ph.D.</p>	-	123,439.37	<p>The transaction was necessary and in the ordinary course of business of the Company.</p> <p><u>Opinion of Audit Committee</u></p> <p>The Audit Committee has reviewed the transaction and is of the view that the transaction is beneficial to the Company's normal business operations.</p>

B. Necessity and reasonable of the related party transaction

In 2019, the Company entered into the related party transactions with the connected juristic persons or connected individual persons. Such related party transactions were necessary and reasonable such as the rental and service transactions with Vimolchalao Company Limited and other service transactions according to the normal business operation of the Company of which they were necessary and reasonable and the Company did not loss any benefits.

The Audit Committee has reviewed such related party transactions and resolved that they were necessary and reasonable, and beneficial to the Company.

Measures and approval process for related party transactions

The Board of Directors No. 3/219 held on 19 June 2019 has resolved to approve the policy and process of entry into related party transactions between the Company or its subsidiaries and the connected persons which might have conflict of interest or may have conflict of interest in the future such as major shareholders, directors, managements, controlling persons, a person who will be nominated as the executive director or controlling person and related persons and close relatives by considering the reasonableness, the fairness of price and the conditions of entry of transactions to achieve the transparency and benefits of the Company and its subsidiaries including the importance of prevention of the conflict of interest.

If a related party transaction occurs, the Company shall be required to comply with the laws concerning securities and exchange, regulations, notifications, rules and regulations of the Office of the Securities and Exchange Commission, the Capital Market Supervisory Board and the Stock Exchange of Thailand including the compliance with the regulations regarding the disclosure of the related party transaction of the Company or its subsidiaries according to the accounting standard issued by the Federation of Accounting Professions. The persons who may have the conflict of interest shall not participant or vote to approve such related party transactions.

If the applicable laws require the approval of the related party transaction by the Board of Directors or the shareholders' meeting, the Company shall procure the Audit Committee to attend the meeting for consideration and to provide opinion regarding the necessity of transaction and reasonable of transaction.

The entry of related party transactions with normal condition and the entry of related party transaction with not normal condition or other transactions shall have the principle as follows:

Related party transaction with a normal condition

The related party transaction with a normal condition occurred between the Company or its subsidiaries and the person who may have conflict of interest whether in present or in future. The Company has determined the framework of the entry of related party transactions which has been approved by the Audit Committee and the Board of Directors. If the entry of related party transaction occurs, the management team of the Company can approve the said transaction with commercial condition that is similar to the transaction will be entered by a reasonable person under the same circumstance with the power bargaining without influence as he or she holds director or management position or he or she is a connected person (Arm's Length Basis) and such transaction shall be a normal transaction entered into by the Company for business operation or shall be a

transaction that other companies in the same sector of the Company usually enters into for supporting business and the price and condition shall be fairness and shall not create the transfer of benefits including the commercial conditions as follows:

1. Price and conditions which the Company received or offered to general persons
2. Price and conditions which the connected persons offered to general persons
3. Price and conditions which the Company determined that other companies in the same sector of the Company offered to general persons

If the entry of related party transaction on an arm's length basis occurs, it shall be considered by the management team and the management team shall prepare the summary report of the said related party transaction for the Board of Directors' acknowledgement. If the Audit Committee and the Board of Directors viewed that the Company did not comply with the policy, the Audit Committee and the Board of Directors shall find the solution of this problem.

The entry of transaction that does not have a normal condition, or other transactions

The entry of transaction that does not have a normal condition, or other transaction between the Company and a person who may have the conflict of interest whether in present or in future, the Company shall propose such transaction to the Audit Committee for consideration and providing opinion regarding the necessity and suitability of the entry into such transaction including the suitability of price and conditions and it may compare the price that enter into with a third party or market price before proposing to the Board of Directors and/or the shareholders' meeting for approval, as the case may. The Company shall be required to comply with the laws concerning securities and exchange, regulations, notifications, rules and regulations of the Office of the Securities and Exchange Commission, the Capital Market Supervisory Board and the Stock Exchange of Thailand including the compliance with the regulations regarding the disclosure of the related party transaction of the Company or its subsidiaries according to the accounting standard issued by the Federation of Accounting Professions.

If the Audit Committee does not have an expertise in considering any related party transactions that may occur, the Company shall procure an independent expert or external auditor of the Company to provide an opinion in the said related party transaction as information for consideration of the Audit Committee, the Board of Directors or the shareholders' meeting, as the case may be. In this case, the person who may have conflict of interest shall not be permitted to participant in or vote for approval on the said related party transaction.

The Company has disclosed the related party transactions in the notes of the financial statements which have been audited or reviewed by the Company's auditor and if the Company's ordinary shares have been listed on the Stock Exchange of Thailand, the Company will disclose the said related party transactions in the Company's annual information form (form 56-1) and annual report as required by the laws concerning securities and exchange.

C. Policy or trend of the entry of related party transaction in the future

Although the Company has its policy to avoid the entry of related party transaction, the Company might enter into the related party transaction with a person who may has the conflict of interest in the future. The trend of entry into the related party transaction can be summarized as follows:

- 1) Normal business transaction: the transactions regarding the management services, the landscape services, vehicle rental services due to such transactions are in line with the normal business operation of the Company and it has the reasonable commercial conditions. Therefore, the Company views that in the future, these transactions will be occurred continually.
- 2) Supporting of normal business transaction: the transactions may be occurred in accordance with the necessity of the supporting of the Company's business operation and it shall have the reasonable service rate. Therefore, the Company views that in the future, these transactions will be occurred continually.
- 3) Up to 3-years property rental transaction: the transactions include the property rental and services transaction due to these transactions will be occurred according to the necessity of the supporting of the Company's business operation and it shall have the reasonable rental rate. Therefore, the Company views that in the future, these transactions will be occurred continually.
- 4) Providing or receiving financial support transaction:
 - 4.1) Receiving financial support transaction: the Company foresees that after the listing on the Stock Exchange of Thailand, this transaction will not be occurred.
 - 4.2) Providing financial support transaction: the Company foresees that after the listing on the Stock Exchange of Thailand, this transaction will not be occurred.

The related party transaction that continues to be occurred or will be occurred in the future, the Company shall determine the policy on the pricing distinctly according to the price and market conditions with reasonable, fairness and not transferring of benefits including taking into account of the benefits of the Company and its subsidiaries. The Audit Committee shall be required to review and to provide opinion on a related party transaction which is a normal business transaction or supporting of normal business transaction on a quarterly basis.

For the related party transaction which will be occurred in the future, the Board of Directors shall be required to comply with the laws concerning securities and exchange, regulations, notifications, rules and regulations of the Office of the Securities and Exchange Commission, the Capital Market Supervisory Board and the Stock Exchange of Thailand including the compliance with the regulations regarding the disclosure of the related party transaction of the Company or its subsidiaries according to the accounting standard issued by the Federation of Accounting Professions.

SIAMRAJATHANEE PUBLIC COMPANY LIMITED

Section 3

Report and Financial Statement

Section 3 Financial Statement

Declaration of the Directors' Responsibility for the Financial Statements

The Board of Directors of Siamrajathanee Public Company Limited has prepared the Company's financial statements to show its financial status and performance for 2020 under the Public Company Limited Act of 1992, the Accounting Act of 2000, the Securities and Exchange Act of 1992, and the announcement of the Capital Market Supervisory Board Concerning the criteria, conditions, and reporting method for the disclosure of information on financial status and performance of companies that issue securities.

The Board recognizes its duties and responsibility for directing a listed company, particularly the responsibility for financial statement of the Company and its subsidiaries – including financial information that appears in the Annual Registration Statement / Annual Report 2020. Such statements have been prepared under generally accepted accounting standards, which regularly complies with a suitable accounting policies and due and reasonable discretion exercised in the preparation of financial statements. Adequate significant information has been disclosed in the notes to these financial statements for transparent use by shareholders and investors at large.

The Board has instituted and maintained effective risk management and internal control system to become reasonably confident of accurate, complete, and adequate accounting information to retain Company assets and prevent frauds or significant anomalies in operation.

The Audit Committee, acting on behalf of the Board, has been assigned responsibility for the quality of financial reports and internal control system, and its opinions duly appear in its own report found in this publication.

It is our view that the Company's overall internal control system is satisfactory and can reasonably ensure that the financial statements of the Company and its subsidiaries for the year ended December 31, 2020, represented true and fairness, and showed essentially accurate financial positions, performance outcomes, and cash flows under financial reporting standards.


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(Mr. Jiranu Kulchanarat)

Chief Executive Officer


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(Mr. Weidt Nuchjalearn)

Chairman of the Board

Independent Auditor's Report

To the Shareholders of Siamrajathanee Public Company Limited

Opinion

I have audited the accompanying financial statements of Siamrajathanee Public Company Limited (the Company), which comprise the statement of financial position as at 31 December 2020, and the related statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Siamrajathanee Public Company Limited as at 31 December 2020, its 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 Company in accordance with the Code of Ethics for Professional Accountants as issued by the Federation of Accounting Professions as relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

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

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

Key audit matters and how audit procedures respond to each matter are described below.

Recognition of revenue from outsourcing services and rental and services

The Company's revenue from outsourcing services and rental and services is the most significant amount in the statement of comprehensive income. The Company entered into agreements with a large number of customers with a variety of outsourcing conditions, billing charge rates, calculation methods, including rental fees and period in each agreement. I therefore addressed the accuracy and completeness of the data used for recognition of revenue from outsourcing services and rental and services as a key audit matter.

Audit response

I have examined the revenue recognition of the Company by

- Assessing and testing the Company's internal controls with respect to the revenue cycle, process in preparing service and rental agreements, and revenue recognition, by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls, and expanding the scope of the testing of the internal controls related to the above risk.
- Applying a sampling method to select service and rental agreements to verify the occurrence and accuracy of revenue, whether revenue recognition was consistent with the conditions of the relevant agreements, and whether it was in compliance with the Company's policy.
- On a sampling basis, examining supporting documents for revenue from outsourcing services and rental and services transactions occurring during the year and near the end of the accounting period.
- Reviewing credit notes that the Company issued after the period-end.
- Performing analytical procedures on disaggregated data to detect possible irregularities in transactions throughout the period, particularly for accounting entries made through journal vouchers.

Cost of outsourcing service recognition

The Company's cost of outsourcing services mainly consists of salary and employee expenses. In addition, the Company has a large number of employees who provide services to several customers in multiple locations. I therefore addressed the accuracy and completeness of the data used for cost of outsourcing service recognition as a key audit matter.

Audit response

I assessed and tested the Company's internal controls with respect to the cost of outsourcing service cycle 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 performed outsourcing payroll register reconciliation with cost of outsourcing services. In addition, I performed analytical procedures on disaggregated data and gross profit margin of each service to detect possible irregularities in transactions throughout the period.

Estimation of residual value of assets for lease

The Company has a number of motor vehicles for lease with a variety of types, models and brands and with different residual values for each. According to the Company's accounting policy, the Company has to estimate the residual value of assets for lease. Since, the estimation of residual value is an area requiring the management to exercise significant judgement as it involves significant assumptions based upon net realisable value from termination of asset, and taking into consideration the current market price of secondhand motor vehicles which varies in the industry and economic situation, resulting in the depreciation which is recorded as part of cost of rental and services in the statement of comprehensive income. I therefore addressed the management judgement for the estimation of residual value of assets for lease as a key audit matter.

Audit response

I gained an understanding of, assessed, and tested the method and criteria used by the Company to determine the estimates for residual value of assets for lease. I also performed analytical procedures on net realisable value from sales of motor vehicles for lease against the current market selling price and the Company's historical selling price.

Other Information

Management is responsible for the other information. The other information comprise the information included in annual report of the Company, but does not include the financial statements and my auditor's report thereon. The annual report of the Company 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 Company, 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 Company'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 Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company'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 Company'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 Company'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 Company 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.

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.

Pimjai Manthajohnkit

Certified Public Accountant (Thailand) No. 4521

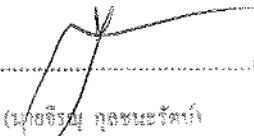
EY Office Limited

Bangkok: 23 February 2021

Siamrajathanee Public Company Limited
Statements of financial position
As at 31 December 2020

		(Unit: Baht)	
	Note	2020	2019
Assets			
Current assets			
Cash and cash equivalents	8	183,750,200	23,436,556
Trade and other receivables	7, 9	327,951,806	311,232,821
Assets for lease held for sale	10	303,946	4,810,505
Withholding tax deducted at source		-	11,544,733
Other current financial assets		736,193	-
Other current assets		16,446,573	19,728,865
Total current assets		529,188,718	370,753,480
Non-current assets			
Restricted bank deposits	11	50,358,934	40,342,513
Other non-current financial assets		249,300	-
Other long-term investment	12	-	-
Assets for lease	13	727,187,901	434,859,761
Investment properties	14	16,064,560	18,180,947
Property, building and equipment	15	197,257,861	213,881,521
Intangible assets	16	2,798,129	4,426,815
Deferred tax assets	26	-	249,600
Other non-current assets		11,544,733	7,226,851
Total non-current assets		1,005,461,418	719,168,008
Total assets		1,534,650,136	1,089,921,488

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

(ลงชื่อ).....

 (นายจิรพร กุลชนะรัตน์)

(ลงชื่อ).....

 (นางโสภา อุ่นรัตน)



Siamrajathanee Public Company Limited
Statements of financial position (continued)
As at 31 December 2020

		(Unit: Baht)	
	Note	2020	2019
Liabilities and shareholders' equity			
Current liabilities			
Bank overdrafts and short-term loans from financial institutions	17	-	337,119,858
Trade and other payables	7, 18	61,427,986	73,626,872
Current portion of long-term lease liabilities	19	162,719,859	-
Current portion of liabilities under hire purchase agreements	19	-	99,812,017
Income tax payable		624,496	-
Other current liabilities		30,533,374	27,332,793
Total current liabilities		255,305,715	537,891,540
Non-current liabilities			
Long-term lease liabilities, net of current portion	19	355,318,516	-
Liabilities under hire purchase agreements			
- net of current portion	19	-	189,308,854
Deferred tax liabilities	26	6,432,044	
Provision for long-term employee benefits	20	37,105,295	36,802,558
Other non-current financial liabilities		11,312,255	
Other non-current liabilities		-	10,033,681
Total non-current liabilities		410,168,110	236,145,093
Total liabilities		665,473,825	774,036,633

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

(ลงชื่อ).....กรรมการ
 (นายบรรณ ฤกษ์รัตน)

(ลงชื่อ).....กรรมการ
 (นางสาว อรุณรัตน์)

Siamrajathanee Public Company Limited
Statements of financial position (continued)
As at 31 December 2020

		(Unit: Baht)	
	Note	2020	2019
Shareholders' equity			
Share capital	21		
Registered			
310,000,000 ordinary shares of Baht 1 each		310,000,000	310,000,000
Issued and paid-up			
310,000,000 ordinary shares of Baht 1 each			
(2019: 225,000,000 ordinary shares of Baht 1 each)		310,000,000	225,000,000
Premium on share capital		450,123,057	-
Retained earnings			
Appropriated - statutory reserve	22	31,000,000	21,500,000
Unappropriated		78,053,254	69,384,855
Total shareholders' equity		869,176,311	315,884,855
Total liabilities and shareholders' equity		1,534,650,136	1,089,921,488

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

Directors

(ลงชื่อ).....กรรมการ
 (นายจิรศักดิ์ บุตรชนะรัตน์)

(ลงชื่อ).....กรรมการ
 (นางสาว อรุณรัตน์)



Siamrajathanee Public Company Limited
Statement of comprehensive income
For the year ended 31 December 2020

		(Unit: Baht)	
	Note	2020	2019
Profit or loss:			
Revenues			
Revenue from outsourcing services		1,793,915,874	1,726,343,855
Revenue from rental and services		241,840,452	201,660,824
Gain on sale of assets for lease held for sale and equipment		24,341,031	20,153,128
Other income		7,158,530	7,393,815
Total revenues		2,067,255,887	1,955,551,622
Expenses			
Cost of outsourcing services		1,474,056,182	1,427,808,887
Cost of rental and services		189,257,761	170,370,203
Service expenses		4,424,851	2,851,989
Administrative expenses		215,521,092	212,043,388
Total expenses		1,883,259,886	1,813,074,467
Profit from operating activities		183,996,001	142,477,155
Finance income		326,874	434,320
Finance cost	24	(5,497,153)	(6,034,542)
Profit before income tax expenses		178,825,722	136,876,933
Income tax expenses	26	(39,271,263)	(27,818,698)
Profit for the year		139,554,459	109,058,235
Other comprehensive income:			
<i>Other comprehensive income not to be classified to profit or loss in subsequent period:</i>			
Actuarial gain (loss)	19	(4,732,775)	3,053,774
Less: income tax	26	946,555	(610,755)
Other comprehensive income not to be classified to profit or loss in subsequent period - net of income tax		(3,786,220)	2,443,019
Other comprehensive income for the year		(3,786,220)	2,443,019
Total comprehensive income for the year		135,768,239	111,501,254
Earnings per share	27		
Basic earnings per share			
Profit for the year		0.57	0.48
Weighted average number of ordinary shares (shares)		244,743,170	225,000,000

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

(ลงชื่อ).....กรรมการ

(ลงชื่อ).....กรรมการ

(นายจิรวัฒน์ กุศลชนะรัตน์)

(นางไอลภา อรุณรัตน์)

Siamrajathanee Public Company Limited
Statement of changes in shareholders' equity
For the year ended 31 December 2020

	Note	Issued and paid-up share capital	Premium on share capital	Retained earnings		(Unit: Baht) Total shareholders' equity
				Appropriated - statutory reserve	Unappropriated	
Balance as at 31 December 2018		225,000,000	-	16,000,000	123,383,601	364,383,601
Profit for the year		-	-	-	109,058,235	109,058,235
Other comprehensive income for the year		-	-	-	2,443,019	2,443,019
Total comprehensive income for the year		-	-	-	111,501,254	111,501,254
Dividend payment	30	-	-	-	(160,000,000)	(160,000,000)
Appropriation of retained earnings to statutory reserve	22	-	-	5,500,000	(5,500,000)	-
Balance as at 31 December 2019		225,000,000	-	21,500,000	69,384,855	315,884,855
Balance as at 31 December 2019		225,000,000	-	21,500,000	69,384,855	315,884,855
Profit for the year		-	-	-	139,554,459	139,554,459
Other comprehensive income for the year		-	-	-	(3,786,220)	(3,786,220)
Total comprehensive income for the year		-	-	-	135,768,239	135,768,239
Increase capital during the year	21	85,000,000	450,123,057	-	-	535,123,057
Dividend payment	30	-	-	-	(117,599,840)	(117,599,840)
Appropriation of retained earnings to statutory reserve	22	-	-	9,500,000	(9,500,000)	-
Balance as at 31 December 2020		310,000,000	450,123,057	31,000,000	78,053,254	869,176,311

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

(ลงชื่อ).....กรรมการ

(นายอรรถ ฤกษ์นรินทร์)

(ลงชื่อ).....กรรมการ

(นางสาว อรุณรัตน์)



Siamrajathanee Public Company Limited

Cash flow statement

For the year ended 31 December 2020

	(Unit: Baht)	
	2020	2019
Cash flow from operating activities		
Profit before tax	178,825,722	136,876,933
Adjustments to reconcile profit before tax to net cash provide by (paid from) operating activities:		
Depreciation and amortisation	130,788,286	102,197,938
Allowance for expected credit losses	5,781,253	-
Gain on sale of assets for lease held for sale	(23,938,935)	(19,231,026)
Gain on sale of equipment	(402,096)	(922,102)
Provision for long-term employee benefits	3,677,265	4,389,289
Written off of withholding tax deducted at source	1,015,966	-
Provision for liabilities from litigation	-	526,409
Finance income	(326,874)	(434,320)
Interest expenses (Note 24)	23,160,132	16,962,783
Profit from operating activities before changes in operating assets and liabilities	318,580,719	240,365,904
Operating assets (increase) decrease		
Trade and other receivables	(22,547,727)	(46,043,355)
Other current financial assets	252,053	-
Other current assets	2,294,048	(908,491)
Other non-current financial assets	553,000	-
Other non-current assets	-	1,705,121
Operating liabilities increase (decrease)		
Trade and other payables	(14,423,167)	6,476,605
Other current liabilities	3,200,581	2,389,280
Other non-current financial liabilities	1,278,574	-
Other non-current liabilities	-	759,923
Cash flows from operating activities	289,188,081	204,744,987
Cash receipt from interest income	374,363	438,479
Cash receipt from tax refund	5,408,585	6,195,336
Cash paid for long-term employee benefits	(8,107,303)	(10,029,365)
Cash paid for liabilities from litigations	-	(3,998,332)
Cash paid for interest expenses	(5,590,437)	(5,971,825)
Cash paid for income tax	(31,018,568)	(36,393,397)
Net cash flows from operating activities	250,254,721	154,985,883

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

(ลงชื่อ).....กรรมการ

(นางจิรพร กุศลชนะรัตน์)

(ลงชื่อ).....กรรมการ

(นางโสภณ อรุณรัตน์)

Siamrajathanee Public Company Limited
Cash flow statement (continued)
For the year ended 31 December 2020

	(Unit: Baht)	
	2020	2019
Cash flows from investing activities		
Increase in restricted bank deposits	(10,016,421)	(16,272)
Cash paid for acquisition of equipment	(3,442,702)	(3,456,531)
Cash paid for acquisition of assets for lease	(444,939)	(400,325)
Cash paid for acquisition of intangible assets	-	(1,285,001)
Proceeds from sale of assets for lease held for sale	53,938,822	45,828,860
Proceeds from sale of equipment	919,282	1,046,762
Net cash flows from investing activities	40,954,042	41,717,493
Cash flow from financing activities		
Increase (decrease) in bank overdraft and short-term loans from financial institutions	(337,119,858)	90,994,703
Payment of principal portion of lease liabilities	(213,100,301)	-
Payment of principal portion of liabilities under hire purchase agreements	-	(126,542,413)
Proceeds from increase in share capital	552,500,000	-
Transaction costs on issue of shares	(17,376,943)	-
Dividend paid	(115,798,017)	(160,000,000)
Net cash flows used in financing activities	(130,895,119)	(195,547,710)
Net increase in cash and cash equivalents	160,313,644	1,155,666
Cash and cash equivalents at beginning of year	23,436,556	22,280,890
Cash and cash equivalents at end of year (Note 8)	183,750,200	23,436,556

Supplemental cash flows information

Non-cash items consist of

Transfer of assets for lease to assets for lease held for sales	25,493,329	31,408,338
Increase (decrease) in asset payables	531,211	(356,742)
Acquisition of assets for lease agreements	424,339,356	-
Acquisition of assets for lease under hire purchase agreements	-	147,052,850
Acquisition of motor vehicle for lease agreements/ lease under hire purchase agreements	-	1,426,467
Transfer of property, building and equipment to investment properties	-	7,050,406
Dividend payable	1,801,823	-

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

(ลงชื่อ).....กรรมการ

(นายจิรวัฒน์ ฤกษ์นรินทร์)

(ลงชื่อ).....กรรมการ

(นางโศภา อรุณรัตน์)

Siamrajathanee Public Company Limited
Notes to financial statements
For the year ended 31 December 2020
1. General information

Siamrajathanee Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. The Company is principally engaged in providing outsourcing services and vehicle operating lease services. The registered office of the Company is at 329 Moo 10, Old railway Road, Samrong, Phrapradaeng, Samutprakarn.

2. Basis of preparation

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.

3. New financial reporting standards
a) Financial reporting standards that become effective in the current period

During the year, the Company 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 Company's financial statements. However, the new standard involves changes to key principles, which are summarised below:

(ลงชื่อ).....กรรมการ
(นายจิโรฒ กฤษณะรัตน์)

(ลงชื่อ).....กรรมการ
(นางไศยา อรุณรัตน์)

Financial reporting standards related to financial instruments

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

Financial reporting standards:

TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments

Accounting standard:

TAS 32	Financial Instruments: Presentation
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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 include stipulations regarding the presentation and disclosure of financial instruments.

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

TFRS 16 Leases

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

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

This standard does not have any significant impact on the Company's financial statements.

(ลงชื่อ).....กรรมการ
(นายจิรณ ฤกษ์นระวิศน์)

(ลงชื่อ).....กรรมการ
(นางโสภา อรุณวิศน์)

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 first quarter of 2020, the Company elected to apply the temporary relief measures on accounting alternatives relating to measurement of expected credit losses using a simplified approach, impairment of assets, and reversal of deferred tax assets and provisions.

In the second quarter of 2020, the Company has assessed the financial impacts of the uncertainties of the COVID-19 Pandemic on the valuation of assets, provisions and contingent liabilities. As a result, in preparing the financial statements for the year ended 31 December 2020, the Company has decided to discontinue application of the temporary relief measures on accounting alternative which elected to applied during the first quarter of 2020. This has no significant impact on the Company's financial statements.

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

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

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

(ลงชื่อ).....กรรมการ
(นายจิรุตม์ ฤทธิชนะรัตน์)

(ลงชื่อ).....กรรมการ
(นางโสภา อรุณรัตน์)

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

As described in Note 3, during the current year, the Company 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)

		The effect of		
		Financial reporting standards related to financial instruments	TFRS 16	
	31 December 2019			1 January 2020
Statement of financial position				
Assets				
Current assets				
Other current financial assets	-	988	-	988
Other current assets	19,729	(988)	-	18,741
Non-current assets				
Other non-current financial assets	-	802	-	802
Other long-term investments	-	-	-	-
Other non-current assets	7,227	(802)	-	6,425
Total	26,956	-	-	26,956
Liabilities and shareholders' equity				
Current liabilities				
Current portion of lease liabilities	-	-	99,812	99,812
Current portion of liabilities under hire purchase agreements	99,812	-	(99,812)	-
Non-current liabilities				
Lease liabilities, net of current portion	-	-	189,309	189,309
Liabilities under hire purchase agreements, net of current portion	189,309	-	(189,309)	-
Other non-current financial liabilities	-	10,034	-	10,034
Other non-current liabilities	10,034	(10,034)	-	-
Total	299,155	-	-	299,155
ลงชื่อ).....	(นายจิรุตม์ ฤกษ์นระรัตน์)	ลงชื่อ).....	(นางโสภา อรุณรัตน์)	ลงชื่อ).....

4.1 Financial instruments

As at 1 January, classification and measurement of financial assets and financial liabilities required by TFRS 9, in comparison with classification and the former carrying amount are as follows:

	The former carrying amount	Classification and measurement in accordance with TFRS 9				(Unit: Thousand Baht)
		Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost	Total	
Financial assets as at 1 January 2020						
Cash and cash equivalents	23,437	-	-	23,437	23,437	23,437
Trade and other receivables	311,233	-	-	311,233	311,233	311,233
Other current financial assets	988	-	-	988	988	988
Restricted bank deposits	40,342	-	-	40,342	40,342	40,342
Other non-current financial assets	802	-	-	802	802	802
Other long-term investments (Note 12)	-	-	-	-	-	-
Total financial assets	376,802	-	-	376,802	376,802	376,802
Financial liabilities as at 1 January 2020						
Bank overdrafts and short-term loans from financial institutions	337,120	-	-	337,120	337,120	337,120
Trade and other payables	73,627	-	-	73,627	73,627	73,627
Other non-current financial liabilities	10,034	-	-	10,034	10,034	10,034
Total financial liabilities	420,781	-	-	420,781	420,781	420,781

(ลงชื่อ).....
(นายวิมล ขุนทรัพย์)

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(นายวิมล ขุนทรัพย์)

4.2 Leases

On adoption of TFRS 16 the Company 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 Company's incremental borrowing rate as of 1 January 2020. For leases that previously classified as finance leases, the Company 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)

Operating lease commitments as at 31 December 2019	1,351
Less: Short-term leases and leases of low-value assets	(654)
Less: Contracts reassessed as service agreements	(697)
Increase in lease liabilities due to TFRS 16 adoption	-
Liabilities under hire purchase agreements as at 31 December 2019	289,121
Lease liabilities as at 1 January 2020	289,121
Weighted average incremental borrowing rate (percent per annum)	3.94
Comprise of:	
Current lease liabilities	99,812
Non-current lease liabilities	189,309
	289,121

5. Significant accounting policies

5.1 Revenue and expense recognition

Rendering of services

Outsourcing service revenue is recognised when services have been completely provided.

Revenue from rental and service

Revenue from rental and service is recognised over the term of the contracts, using the straight line method.

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).

(ลงชื่อ).....
(นายจิรณ พูลชนะรัตน์)

(ลงชื่อ).....
(นางไศยา อรุณรัตน์)

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.

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 Assets for lease held for sales / Assets for lease

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

Depreciation of assets for lease is calculated by reference to their costs less residual value of assets on the straight-line basis over the following estimated useful lives:

Motor vehicles for lease under long-term agreement	the lease period
Motor vehicles for lease under short-term agreement	8 years
Spare motor vehicles awaiting for lease	8 years

Depreciation is included in determining income.

No depreciation is provided on assets for lease under installation.

The Company classifies motor vehicles for lease under long-term lease agreements which have expired and not used as motor vehicles for lease under short-term agreements or reserved as spare motor vehicles awaiting for lease are deemed to be assets for lease held for sale. Assets for lease held for sale are valued at the lower of net book value and net realisable value, which depreciation ceasing. On disposal of assets for lease held for sale, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

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5.4 Investment properties

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

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

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

5.5 Property, building and equipment/Depreciation

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

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

Buildings and improvement	5 - 20 years
Machinery and equipment	5 years
Furniture, fixtures and office equipment	3 - 5 years
Motor vehicles	5 - 8 years

Depreciation is included in determining income.

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

An item of property, building 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.

5.6 Intangible assets

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

Amortisation is calculated by reference to cost on a straight-line basis over the expected future period of economic benefit of each type of intangible asset.

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.

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Amortisation of intangible assets are calculated by reference to their costs, on the straight-line basis over their estimated useful life. A summary of the intangible assets with finite useful lives is as follows:

Computer software	5 years
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5.7 Leases

At inception of contract, the Company 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 Company as a lessee

Accounting policies adopted since 1 January 2020

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

Right-of-use assets

Right-of-use assets are measured at cost, less any 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.

Motor vehicles	5	years
Assets for lease	3-5	years

If ownership of the leased asset is transferred to the Company 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.

Right of use are presented as assets for lease and property, plant and equipment in the financial position.

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

Short-term leases and leases of low-value assets

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

The Company as a lessor

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

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Accounting policies adopted before 1 January 2020

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

5.8 Related party transactions

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

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

5.9 Foreign currencies

The separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the financial statements are measured using the functional currency of that entity.

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.

5.10 Impairment of non-financial assets

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

An impairment loss is recognised in profit or loss.

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In the assessment of asset impairment if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Company estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal, which exceeds the carrying amount that would have been determined, is treated as a revaluation increase.

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

Defined benefit plans

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

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

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income.

5.12 Provisions

Provisions are recognised when the Company 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.

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

At each reporting date, the Company 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 Company records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

5.14 Financial instruments

Accounting policies adopted since 1 January 2020

The Company 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 Company's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

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Financial assets at amortised cost

The Company 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.

Interest income, foreign exchange revaluation and impairment losses or reversals are recognised in profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to profit or loss.

Classification and measurement of financial liabilities

At initial recognition the Company'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 Company 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 Company has transferred substantially all the risks and rewards of the asset, or the Company 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.

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Impairment of financial assets

The Company 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 Company 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 Company 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 Company 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 Company applies a simplified approach in calculating ECLs. Therefore, the Company 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 and other receivables

Trade and other receivables 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.

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Investments

Investments in non-marketable equity securities, which the Company classifies as other investments, are stated at cost net of allowance for impairment loss (if any).

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.

5.15 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 at the measurement date. The Company 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 Company 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 observable 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 Company 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:

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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 Company's historical credit loss experience and forecast economic conditions may also not be representative of whether a customer will actually default in the future.

Assets for lease/Investment properties/Property/Building and equipment/Intangible assets/Depreciation and amortisation

In determining depreciation of assets for lease, investment properties, property, building and equipment, the management is required to make estimates of the useful lives and residual values of the assets for lease, investment properties, property, building and equipment and to review estimate useful lives and residual values when there are any changes.

In determining amortisation of intangible assets with finite lives, the management is required to make estimates of the useful lives of the Company's intangible assets and to review estimate useful lives when there are any changes.

In addition, the management is required to review assets for lease, investment properties, property, property, building and equipment and intangible assets for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

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.

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7. Related party transactions

The relationships between the Company and related parties are summarised below:

Name	Relationship
Siamraj Public Company Limited	Common directors
Vinyltec Industry Co., Ltd.	Common directors
Rayong Sinsub Pattana Co., Ltd.	Common directors
En-technology Consultants Co., Ltd.	Common directors
OPP Gravure Printing Co., Ltd.	Common directors
Vimolchalao Co., Ltd.	Common directors
Union Auction Public Company Limited	Common directors (From 2 March 2020)
Krainao Property Co., Ltd.	Major shareholder and director
Mr. Krai Vimolchalao	Major shareholder and director

During the years, the Company had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company and those related parties.

	2020	2019	(Unit: Thousand Baht) Transfer Pricing Policy
Transactions with related companies			
Rental and service income	1,140	646	Normal price and condition as other customer
Gain on sale of assets for lease held for sale and equipment	2,848	-	Referred to market price or auction price
Administrative expenses	786	287	Normal price and condition as other payable

As at 31 December 2020 and 2019, the balances of the accounts between the Company and those related companies are as follows:

	2020	2019
Trade and other receivable - related parties (Note 9)		
Related companies	18	20
Trade and other payables - related parties (Note 18)		
Related companies	7	20

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Directors and management's benefits

During the years ended 31 December 2020 and 2019, the Company had employee benefit expenses payable to their directors and management as below.

	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
Short-term employee benefits	36,955	39,955
Post-employment benefits	912	886
Total	<u>37,867</u>	<u>40,841</u>

Guarantee obligations with related parties

The Company has no outstanding guarantee obligations with its related parties.

8. Cash and cash equivalents

	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
Cash	150	140
Bank deposits	183,600	23,297
Total	<u>183,750</u>	<u>23,437</u>

As at 31 December 2020 and 2019, bank deposits in saving accounts, carried interests between 0.050% and 0.125% per annum. (2019: between 0.125% and 0.375% per annum).

9. Trade and other receivables

	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
<u>Trade accounts receivable - related parties</u>		
Aged on the basis of due dates		
Not yet due	18	20
Total trade accounts receivable - related parties	<u>18</u>	<u>20</u>
<u>Trade accounts receivable - unrelated parties</u>		
Aged on the basis of due dates		
Not yet due	112,247	117,258
Past due		
Up to 3 months	42,593	47,453
3 - 6 months	2,228	4,097
Up to 6 months	5,968	-
Total trade accounts receivable - unrelated parties	<u>163,036</u>	<u>168,808</u>

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	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
Less: Allowance for expected credit losses		
(2019: Allowance for doubtful accounts)	(5,781)	-
Total trade accounts receivable - related parties, net	<u>157,255</u>	<u>168,080</u>
Total trade accounts receivable, net	<u>157,273</u>	<u>168,828</u>
<u>Accrued income</u>		
Aged on the basis of revenues recognised dates		
Up to 1 months	131,610	116,327
1 - 3 months	32,302	25,884
3 - 6 months	<u>6,688</u>	<u>25</u>
Total accrued income	<u>170,600</u>	<u>142,236</u>
<u>Other receivables</u>		
Other receivables	53	96
Interest receivable	<u>26</u>	<u>73</u>
Total other receivables	<u>79</u>	<u>169</u>
Total trade and other receivables, net	<u>327,952</u>	<u>311,233</u>

Set out below is the movement in the allowance for expected credit losses of trade and other receivables:

	(Unit: Thousand Baht)
As at 1 January 2020	-
Provision for expected credit losses	<u>5,781</u>
As at 31 December 2020	<u>5,781</u>

10. Assets for lease held for sale

	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
Assets for lease held for sale - cost	1,179	24,392
Less: Accumulated depreciation	<u>(875)</u>	<u>(19,582)</u>
Net book value	<u>304</u>	<u>4,810</u>

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A reconciliation of the net book value of assets for lease held for sale for the year 2020 and 2019 is presented below.

	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
Net book value at the beginning of year	4,810	-
Transfers - net book value	25,494	31,408
Disposals	(30,000)	(26,598)
Net book value at the end of year	<u>304</u>	<u>4,810</u>

11. Restricted bank deposits

These represent saving accounts pledged with the banks to secure credit facilities, as discussed in Notes 17 and 31.3.

12. Other long-term investment

The Company had other long-term investment in respect of an investment in Siam Rajathanee joint venture and metering and pipeline transmission. Details are as follows:

	(Unit: Thousand Baht)
	<u>2019</u>
<u>Equity instruments are measured at cost net of</u>	
<u>allowance for impairment loss (if any)</u>	
Investment in Siam Rajathanee joint venture	-

In 2020, the Company adopted financial reporting standards related to financial instruments and the Company measured non-listed equity instruments at fair value through profit or loss which were previously stated at cost net of allowance for impairment loss (if any). However, the adaptation of these standards does not have any impact on other long-term investment as discussed in Note 4.

In May 2020, the Company signed the dissolution in Siam Rajathanee joint venture agreement which adhered to the resolution from the meeting of the Siam Rajathanee joint venture's Board of Directors.

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(นางโสภา อรุณรัตน์)

13. Assets for lease

Movements of the assets for lease account for the years ended 31 December 2020 and 2019 is presented below.

(Unit Thousand Baht)

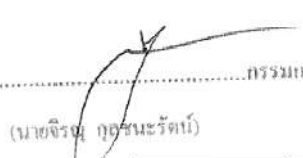
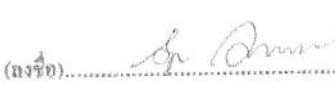
	Motor vehicles for lease	Assets for lease under installation	Motor vehicles for lease-right- of-use assets	Assets for lease under installation- right-of-use assets	Total
Cost					
As at 1 January 2019	635,277	1,206	-	-	636,483
Addition	-	147,453	-	-	147,453
Transfer from assets for lease under installation	143,899	(143,899)	-	-	-
Transfer to assets for lease held for sale	(125,820)	-	-	-	(125,820)
As at 31 December 2019	653,356	4,760	-	-	658,116
Adjustments of right-of-use assets due to TFRS 16 adoption	(512,095)	(4,760)	512,095	4,760	-
As at 1 January 2020	141,261	-	512,095	4,760	658,116
Additions	20	425	-	424,339	424,784
Transfer from assets for lease under installation- right-of-use assets	-	-	426,477	(426,477)	-
Transfer from assets for lease under installation	425	(425)	-	-	-
Transfer from motor vehicles for lease-right-of-use assets (Note 19)	74,743	-	(74,743)	-	-
Transfer to assets for lease held for sale	(102,414)	-	(766)	-	(103,180)
As at 31 December 2020	114,035	-	863,063	2,622	979,720

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(Unit Thousand Baht)					
	Motor vehicles for lease	Assets under installation	Motor vehicles for lease-right- of-use assets	Assets under installation- right-of-use assets	Total
Accumulated depreciation					
As at 1 January 2019	239,280	-	-	-	239,280
Depreciation for the year	78,388	-	-	-	78,388
Depreciation on transfers	(94,412)	-	-	-	(94,412)
As at 31 December 2019	223,256	-	-	-	223,256
Adjustments of right-of-use assets due to TFRS 16 adoption					
	(118,832)	-	118,832	-	-
As at 1 January 2020	104,424	-	118,832	-	223,256
Depreciation for the year	10,311	-	96,651	-	106,962
Depreciation on transfer from motor vehicles for lease-right-of-use assets (Note 19)					
	46,940	-	(46,940)	-	-
Depreciation on transfer to assets for lease held for sale					
	(77,166)	-	(520)	-	(77,686)
As at 31 December 2020	84,509	-	168,023	-	252,532
Net book value					
As at 31 December 2019	430,100	4,760	-	-	434,860
As at 31 December 2020	29,526	-	695,040	2,622	727,188
Depreciation					
2019 (included in cost of rental and service)					78,388
2020 (included in cost of rental and service)					106,962
As at 31 December 2020, the Company had assets for lease which were acquired under lease agreements amounted to Baht 698 million (2019: Baht 393 million).					
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**14. Investment properties**

The net book value of investment properties as at 31 December 2020 and 2019 is presented below.

(Unit: Thousand Baht)

	<u>2020</u>	<u>2019</u>
Office building for rent - cost	30,550	30,550
Less: Accumulated depreciation	(14,485)	(12,369)
Net book value	<u>16,065</u>	<u>18,181</u>

The reconciliation of the net book value of investment properties for the years 2020 and 2019 is presented below.

(Unit: Thousand Baht)

	<u>2020</u>	<u>2019</u>
Net book value at beginning of year	18,181	12,995
Transfer from property, building and equipment		
- net book value	-	7,050
Depreciation charged	(2,116)	(1,864)
Net book value at end of year	<u>16,065</u>	<u>18,181</u>

The fair value of the investment properties as at 31 December 2020 and 2019 stated below:

(Unit: Thousand Baht)

	<u>2020</u>	<u>2019</u>
Office building for rent	48,700	48,700

The fair value of the above office building for rent has been determined using the income approach by an accredited independent valuer.

As at 31 December 2020, the Company has pledged investment properties with net book value amounting to approximately Baht 16 million (2019: Baht 18 million) as collateral against credit facilities obtained from financial institutions, as discussed in Note 17.

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15. Property, building and equipment

(Unit: Thousand Baht)

	Land	Buildings and building improvement	Tools and equipment	Furniture, fixtures and office equipment	Motor vehicles	Motor vehicles- right-of-use assets	Total
Cost:							
As at 1 January 2019	84,700	130,929	6,944	61,089	58,588	-	342,250
Additions	-	-	506	2,488	1,442	-	4,526
Disposals	-	-	-	(98)	(4,989)	-	(5,087)
Transfers	-	(7,887)	-	-	-	-	(7,887)
As at 31 December 2019	84,700	123,042	7,540	63,479	55,041	-	333,802
Adjustments of right-of-use assets due to TFRS 16 adoption	-	-	-	-	(8,685)	8,685	-
As at 1 January 2020	84,700	123,042	7,540	63,479	46,356	8,685	333,802
Additions	-	-	343	3,631	-	-	3,974
Disposals	-	-	(5)	(927)	(3,922)	-	(4,854)
Transfers (Note 19)	-	-	-	-	1,355	(1,355)	-
As at 31 December 2020	84,700	123,042	7,878	66,183	43,789	7,330	332,922
Accumulated depreciation:							
As at 1 January 2019	-	15,532	5,353	33,880	50,491	-	105,256
Depreciation for the year	-	7,783	791	8,544	3,346	-	20,464
Depreciation on disposals	-	-	-	(75)	(4,888)	-	(4,963)
Depreciation on transfers	-	(837)	-	-	-	-	(837)
As at 31 December 2019	-	22,478	6,144	42,349	48,949	-	119,920
Adjustments of right-of-use assets due to TFRS 16 adoption	-	-	-	-	(5,138)	5,138	-
As at 1 January 2020	-	22,478	6,144	42,349	43,811	5,138	119,920
Depreciation for the year	-	7,554	656	9,103	1,387	1,381	20,081
Depreciation on disposals	-	-	(4)	(581)	(3,752)	-	(4,337)
Depreciation on transfers (Note 19)	-	-	-	-	1,281	(1,281)	-
As at 31 December 2020	-	30,032	6,796	50,871	42,727	5,238	135,664
Net book value:							
As at 31 December 2019	84,700	100,564	1,396	21,130	6,092	-	213,882
As at 31 December 2020	84,700	93,010	1,082	15,312	1,062	2,092	197,258
Depreciation for the year							
2019 (Baht 5 million included in cost of outsourcing service and the balance in administrative expenses)							20,464
2020 (Baht 4 million included in cost of outsourcing service and the balance in administrative expenses)							20,081

As at 31 December 2020, the Company had vehicles with net book value of Baht 2 million (2019: Baht 4 million) which were acquired under lease agreements.

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As at 31 December 2020, certain items of equipment and motor vehicles were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 81 million (2019: Baht 76 million).

The Company has pledged their property and building amounting to approximately Baht 162 million (2019: Baht 169 million) as collateral against credit facilities obtained from financial institutions, as discussed in Note 17.

16. Intangible assets

As at 31 December 2020 and 2019, book value of intangible assets is presented as below.

(Unit: Thousand Baht)

	<u>2020</u>	<u>2019</u>
Computer software - cost	10,571	10,571
Less: Accumulated amortisation	<u>(7,773)</u>	<u>(6,144)</u>
Net book value	<u>2,798</u>	<u>4,427</u>

The reconciliation of book value for the year 2020 and 2019 as follow.

(Unit: Thousand Baht)

	<u>2020</u>	<u>2019</u>
Book value at beginning of year	4,427	4,623
Acquisition of computer software	-	1,285
Amortisation	<u>(1,629)</u>	<u>(1,481)</u>
Book value at end of year	<u>2,798</u>	<u>4,427</u>

17. Bank overdrafts and short-term loans from financial institutions

(Unit: Thousand Baht)

	Interest rate (% per annum)	<u>2020</u>	<u>2019</u>
Bank overdrafts	MOR	-	17,120
Short-term loans from financial institutions	1.90 - 2.25	<u>-</u>	<u>320,000</u>
Total		<u>-</u>	<u>337,120</u>

As at 31 December 2019, the Company's short-term loans are promissory notes. Certain of promissory notes are repayable at call and the remaining are repayable between 13 March and 20 December 2020 (2020: None).

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Bank overdrafts and short-term loans from financial institutions are secured by the mortgage of land and construction thereon of the Company and of directors of the Company, the Company's fixed accounts. The loans are also guaranteed by directors of the Company.

As at 31 December 2020, the Company's short-term loans are promissory note which have not yet been drawn down amounted to Baht 485 million (2019: Baht 275 million) and bank overdrafts which have not yet been drawn down amounted to Baht 70 million (2019: Baht 57 million).

18. Trade and other payables

	(Unit: Thousand Baht)	
	2020	2019
Trade accounts payable - related parties	7	20
Trade accounts payable - unrelated parties	4,830	10,125
Other payables - unrelated parties	1,408	1,111
Dividend payable	1,802	-
Accrued expenses - unrelated parties	53,381	62,371
Total trade and other payables	61,428	73,627

19. Leases

19.1 The Company as a lessee

The Company has non-cancellable leases contracts for various items of property, plant, and equipment used in its operations. Leases generally have lease terms between 3 - 5 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)			
	Motor vehicles	Motor vehicles-for lease	Assets under installation	Total
1 January 2020	3,547	393,263	4,760	401,570
Additions	-	-	424,339	424,339
Transfer from assets under installation	-	426,477	(426,477)	-
Transfer to assets for lease held for sale	-	(246)	-	(246)
Transfer to assets for lease (Note 13)	-	(27,803)	-	(27,803)
Transfer to property, building and equipment (Note 15)	(74)	-	-	(74)
Depreciation for the year	(1,381)	(96,651)	-	(98,032)
31 December 2020	2,092	695,040	2,622	699,754

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b) Lease liabilities

	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
Lease payments	551,071	307,919
Less: Deferred interest expenses	(33,033)	(18,798)
Total	518,038	289,121
Less: Portion due within one year	(162,720)	(99,812)
Lease liabilities - net of current portion	<u>355,318</u>	<u>189,309</u>

The net book value lease liabilities for the year 2020 is presented below.

	(Unit: Thousand Baht)
Balance as at 1 January 2020	289,121
Addition during the year	424,339
Addition from interest expenses	17,678
Lease payments	(213,100)
Total as at 31 December 2020	518,038
Less: Portion due within one year	(162,720)
Lease liabilities - net of current portion	<u>355,318</u>

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)
	<u>2020</u>
Depreciation expense of right-of-use assets	98,032
Interest expense on lease liabilities	17,678
Expense relating to leases of low-value assets	1,015

d) Others

The Company had total cash outflows for leases for the year ended 31 December 2020 of Baht 214 million, including the cash outflow related to short-term lease, leases of low-value assets and variable lease payments that do not depend on an index or a rate. Moreover, the Company had non-cash additions to right-of-use assets and lease liabilities of Baht 424 million.

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19.2 Company as a lessor

The Company has entered into operating leases for its assets for lease portfolio consisting of vehicle leases of the lease terms are between 1 and 5 years (Note 13) and entered into operating leases for its investment property portfolio consisting of lease of office building of the lease terms are between 1 and 3 years (Note 14). The Company has future minimum rentals receivable under non-cancellable operating leases as at 31 December 2020 as follows:

	(Unit: Million Baht)	
	2020	2019
In up to 1 year	226	149
In over 1 and up to 5 years	504	233
Total	729	382

20. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, was as follows:

	(Unit: Thousand Baht)	
	2020	2019
Provision for long-term employee benefits		
at beginning of year	36,803	45,497
Included in profit or loss:		
Current service cost	3,120	3,406
Interest cost	557	983
Included in other comprehensive income:		
Actuarial (gain) loss arising from		
Demographic assumptions changes	-	8
Financial assumptions changes	(46)	3,584
Experience adjustments	4,778	(6,645)
Benefits paid during the year	(8,107)	(10,030)
Provision for long-term employee benefits at end of year	37,105	36,803

The Company expects to pay Baht 4 million (2019: Baht 7 million) of long-term employee benefits during the next year.

As at 31 December 2020, the weighted average duration of the liabilities for long-term employee benefit is 1 and 17 years (2019: 1 and 17 years).

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Significant actuarial assumptions are summarised below:

	(Unit: % per annum)	
	2020	2019
Discount rate	0.49 and 1.91	1.22 and 1.90
Salary increase rate	3.00 and 6.00	3.00 and 6.00
Turnover rate	2 - 75	2 - 75

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: Thousand Baht)					
	Discount rate		Salary increase rate		Turnover rate	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%	Increase 20%	Decrease 20%
As at 31 December 2020	(3,342)	3,983	3,777	(3,252)	(3,745)	5,063
As at 31 December 2019	(3,109)	3,702	3,511	(3,025)	(3,633)	4,824

21. Share capital

2020

During 3 - 7 October 2020, the Company offered 85 million of additional ordinary shares, which par value of Baht 1, at a price of Baht 6.50 per share to the initial public offering and the directors, executives, and employees of the Company amounting to Baht 552.5 million. The Company received full settlement of the additional share capital and registered the increase in its paid-up capital with the Ministry of Commerce on 8 October 2020.

The Stock Exchange of Thailand (SET) has approved the listing of the ordinary shares of the Company as securities on the SET, was traded on 14 October 2020.

Reconciliation of share capital

	Par value (Baht per share)	Share capital		Paid-up registered of share capital		
		Shares	Amount (Baht)	Shares	Amount (Baht)	Premium on share capital ⁽¹⁾ (Baht)
As at 31 December 2019	1.00	310,000,000	310,000,000	225,000,000	225,000,000	-
Increase capital during the year	1.00	-	-	85,000,000	85,000,000	450,123,057
As at 31 December 2020	1.00	310,000,000	310,000,000	310,000,000	310,000,000	450,123,057

(1) The Company has direct costs attributable to the share offering amounting to Baht 17 million are presented as a deduction from the premium on ordinary shares.

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**22. 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 of at least 5% of its net income after deducting accumulated deficits brought forward (if any), until the reserve reaches 10% of the registered share capital. The statutory reserve is not available for dividend distribution. At present, the statutory reserve has fully been set aside.

23. Significant balances of assets and liabilities from contracts with customers

(Unit: Thousand Baht)

	<u>2020</u>	<u>2019</u>
Contract assets		
Trade accounts receivable	113,498	135,394
Accrued income	153,980	128,733
Total	<u>267,478</u>	<u>264,127</u>
Contract liabilities		
Advances received from customers	622	317
Total	<u>622</u>	<u>317</u>

During the current year, Baht 5.8 million (2019: Nil) was recognised as allowance for expected credit losses on contract assets.

24. Interest expenses

Interest expenses for the years ended 31 December 2020 and 2019 are presented under cost of rental and service and finance cost as follows:

(Unit: Thousand Baht)

	<u>2020</u>	<u>2019</u>
<u>Cost of rental and service</u>		
Interest expenses on borrowings	5,482	6,035
<u>Finance cost</u>		
Interest expenses on lease liabilities	17,678	10,928
Total	<u>23,160</u>	<u>16,963</u>

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25. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
Salaries and wages and other employee benefits	1,562,782	1,526,922
Depreciation and amortisation	130,788	102,197
Insurance premium	34,168	26,052
Interest expenses on lease liabilities	17,678	10,928

26. Income tax

Income tax expenses for the years ended 31 December 2020 and 2019 are made up as follows:

	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
Current income tax:		
Current income tax charge	31,643	24,849
Deferred tax:		
Relating to origination and reversal of temporary differences	<u>7,628</u>	<u>2,970</u>
Income tax expense reported in the statement of comprehensive income	<u>39,271</u>	<u>27,819</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)	
	<u>2020</u>	<u>2019</u>
Deferred tax expense (income) relating to actuarial gain arising from defined benefit plan of employees	<u>(947)</u>	<u>611</u>

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The reconciliation between accounting profit and income tax expense is shown below.

	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
Accounting profit before tax	178,826	136,877
Applicable tax rate	20%	20% and 24%
Accounting profit before tax multiplied by income tax rate	35,765	27,375
Effects of:		
Non-taxable incomes	(21)	(360)
Non-deductible expenses	768	564
Additional expense deductions allowed	-	(3)
Others	2,759	243
Total	3,506	444
Income tax expenses reported in profit or loss	39,271	27,819

The components of deferred tax assets and deferred tax liabilities are as follows:

	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
Deferred tax assets		
Allowance for expected credit losses		
(2019: Allowance for doubtful accounts)	1,156	-
Deposits and advances received	2,404	2,101
Provision for long-term employee benefits	7,421	7,360
Total	10,981	9,461
Deferred tax liabilities		
Accumulate depreciation - motor vehicle and assets for lease	(10,807)	(9,212)
Lease agreements	(6,606)	-
Total	(17,413)	(9,212)
Deferred tax assets (liabilities) - net	(6,432)	249

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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.

Basic earnings per share were computed as follows:

	For the year ended 31 December	
	2020	2019
Profit for the year (Thousand Baht)	139,554	109,058
Weighted average number of ordinary shares (Thousand shares)	244,743	225,000
Profit per share (Baht/share)	0.57	0.48

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.

For management purposes, the Company is organised into business units based on its products and services and have two reportable segments as follows:

- Outsourcing service segment.
- Rental service 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 following table present revenue and profit information regarding the company's operating segments for the years ended 31 December 2020 and 2019.

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(Unit: Million Baht)

	For the years ended 31 December					
	Outsourcing services		Rental services		Total	
	2020	2019	2020	2019	2020	2019
Revenue from external customers	1,794	1,726	242	202	2,036	1,928
Gain on sale of assets for lease and equipment	-	-	24	20	24	20
Total revenue	1,794	1,726	266	222	2,060	1,948
Operating result						
Segment profit	320	299	77	51	397	350
Other income					6	7
Service expenses					(4)	(3)
Administrative expenses					(216)	(212)
Finance income					1	1
Finance cost					(5)	(6)
Profit before income tax expense					179	137
Income tax expense					(39)	(28)
Profit for the year					140	109

Geographic information

In 2019, the Company operates in Thailand and foreign segment in Lao People's Democratic Republic. However, revenue from overseas was less than 10% of total revenue. Therefore, there is no financial information is presented in geographical segment. (In 2020: the Company operates in Thailand)

Major customers

For the year 2020, the Company had one major customer in amount of Baht 838 million arising from outsourcing service segment (2019: Baht 759 million derived one major customer, arising from outsourcing service segment).

29. Provident fund

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both the Company and employees contribute to the fund monthly at the rates of 3% and 5% of basic salary. The fund, which is managed by TISCO Asset Management Co., Ltd., will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2020 amounting to approximately Baht 3 million (2019: Baht 3 million) were recognised as expenses.

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30. Dividends

Dividends	Approved by	Total dividends (Million Baht)	Dividend per share (Baht)
Interim dividends announced from retained earnings as at 30 June 2019	Board of Directors' Meeting on 14 August 2019	160.00	0.7111
Total for 2019		160.00	
Interim dividends announced from the operating results between 1 July 2019 and 31 December 2019	Board of Directors' Meeting on 4 August 2020	68.00	0.3022
Interim dividends announced from retained earnings as at 30 June 2020	Board of Directors' Meeting on 10 November 2020	49.60	0.1600
Total for 2020		117.60	

31. Commitments and contingent liabilities
31.1 Capital commitments

As at 31 December 2019, the Company had capital commitments of approximately Baht 0.2 million (2020: None), relating to the agreement of office building construction and equipment installation.

31.2 Operating lease commitments

The Company entered into several lease and services agreements in respect of office building space rental and services. The terms of the agreements are generally 1-3 years. As at 31 December 2019, future minimum lease and services payments required under these agreements are as follows:

(Unit: Million Baht)

2019

Payable:

In up to 1 year	0.7
In over 1 and up to 3 years	0.6

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In 2020, the Company adopted TFRS16. On 1 January 2020, the Company recognised lease liabilities previously classified as operating leases at the present value of the remaining lease payments, discounting using the Company's incremental borrowing rate and did not recorded lease liabilities for short-term leases and leases of low-value assets as discussed in Note 4.

As at 31 December 2020, future minimum lease payments required under lease agreements and service agreement, except lease agreements recorded under lease liabilities in the statements of financial position are as follows:

		(Unit: Million Baht)
		<u>2020</u>
Payable:		
In up to 1 year		0.6
In over 1 and up to 3 years		0.1

31.3 Letter of guarantees

As at 31 December 2020, the Company had outstanding bank guarantees of approximately Baht 315 million (2019: Baht 352 million) to guarantee contractual performance.

32. Fair value hierarchy

As at 31 December 2020 and 2019, the Company had the assets and liabilities that were disclosed at fair value using different levels of inputs as follows:

		(Unit: Million Baht)			
		As at 31 December 2020			
		Level 1	Level 2	Level 3	Total
Assets for which fair value are disclosed					
Investment properties		-	-	49	49

		(Unit: Million Baht)			
		As at 31 December 2019			
		Level 1	Level 2	Level 3	Total
Assets for which fair value are disclosed					
Investment properties		-	-	49	49

During current year, there is no transaction between level of fair value.

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(นางไสกา อรุณรัตน์)

33. Financial instruments

33.1 Financial risk management objectives and policies

The Company's financial instruments—principally comprise cash and cash equivalents, trade accounts receivable, restricted bank deposits, bank overdrafts and short-term loans. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Company is exposed to credit risk primarily with respect to trade accounts receivable, deposits with banks and financial institutions and other financial instruments. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

Trade accounts receivable

The Company manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade accounts receivable is regularly monitored.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Company classifies customer segments by customer type. 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. Generally, trade accounts receivable is written-off if past due for more than one year and not subject to enforcement activity.

Market risk and interest rate risk

The Company's exposure to interest rate risk relates primarily to its cash at banks, short-term borrowings and liabilities under hire purchase agreements. Most of the Company's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

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.

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(ลงชื่อ).....กรรมการ

(นางโสภา อรุณรัตน์)

(Unit: Million Baht)

As at 31 December 2020

	Fixed interest rates				Total	Effective interest rate (% per annum)
	Within 1 year	1-5 years	Floating interest rate	Non- interest bearing		
Financial Assets						
Cash and cash equivalent	-	-	172	12	184	0.05 - 0.13
Trade and other receivables	-	-	-	328	328	-
Restricted bank deposits	-	-	50	-	50	0.20 - 0.70
Other financial assets	-	-	-	1	1	-
	-	-	222	341	563	
Financial liabilities						
Trade and other payables	-	-	-	61	61	-
Lease liabilities	163	355	-	-	518	3.27 - 5.84
Other non-current financial liabilities	-	-	-	11	11	-
	163	355	-	72	590	

(Unit: Million Baht)

As at 31 December 2019

	Fixed interest rates				Total	Effective interest rate (% per annum)
	Within 1 year	1-5 years	Floating interest rate	Non- interest bearing		
Financial Assets						
Cash and cash equivalent	-	-	1	22	23	0.13 - 0.38
Trade and other receivables	-	-	-	311	311	-
Restricted bank deposits	-	-	40	-	40	0.70 - 1.10
	-	-	41	333	374	
Financial liabilities						
Bank overdrafts and short-term loans from financial institutions	320	-	17	-	337	1.90 - 2.25 and MOR
Trade and other payables	-	-	-	74	74	-
Liabilities under hire purchase agreements	100	189	-	-	289	1.20 - 5.84
Deposit received	-	-	-	10	10	-
	420	189	17	84	710	

Liquidity risk

The Company monitors the risk of a shortage of liquidity through the use of bank overdrafts, accounts payable, bank loans and lease contracts. Approximately 38% of the Company's debt will mature in less than one year at 31 December 2020 (2019: 71%) based on the carrying value of borrowings reflected in the financial statements. The Company has assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding [and debt maturing within 12 months can be rolled over with existing lenders.

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(ลงชื่อ).....กรรมการ

(นางโซภา อรุณรัตน์)

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The table below summarises the maturity profile of the Company's financial liabilities as at 31 December 2020 based on contractual undiscounted cash flows:

	(Unit: Thousand Baht)			
	On demand	Less than 1 year	1 to 5 years	More than 5 years
Financial liabilities				
Trade and other payables	2,014	59,414	-	-
Lease liabilities	-	177,756	373,315	-
Other financial liabilities	431	5,619	2,913	2,349
Total	2,445	242,789	376,228	2,349

33.2 Fair values of financial instruments

Since the majority of the Company's financial instruments are short-term in nature or carrying. Accounts payable, 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 Company's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholders' value. As at 31 December 2020, the Company's debt to equity ratio was 0.77:1 (2019: 2.45:1).

35. Events after the reporting year

On 23 February 2021, the meeting of the Company's Board of Directors passed the following resolutions to be proposed to the Annual General Meeting of the Company's shareholders to request for approval.

(1) The dividend payment from the operating results for the year 2020 (from 1 July 2020 to 31 December 2020) as detailed below

- Payment of a stock dividend of not more than 62 million ordinary shares of the Company, with a par value of Baht 1 per share, in a ratio of every 5 existing shares per 1 stock dividend, or at a rate of Baht 0.20 per share, a total of Baht 62 million. The cash dividend at a rate of Baht 0.20 per share will be paid to the shareholders who have indivisible shares after the allocation.
- Payment of a cash dividend at a rate of Baht 0.0222 per share, or a total of not more than Baht 6.9 million

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(นายโสภา อรุณรัตน์)



Payment of the stock dividend and cash dividend is to be made no later than 8 May 2021.

- (2) The increase in the registered share capital from Baht 310 million (310 million ordinary shares of Baht 1 each) to Baht 372 million (372 million ordinary shares of Baht 1 each), by issuing additional ordinary shares of Baht 62 million (62 million ordinary shares of Baht 1 each) in order to support stock dividend payment of the Company.

36. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 23 February 2021.

ลงชื่อ).....กรรมการ
(นายจิรณ คุตชนะรัตน์)

ลงชื่อ).....กรรมการ
(นางไศภา อรุณรัตน์)

SIAMRAJATHANEE PUBLIC COMPANY LIMITED

Section 4

Certivication of Information and Data Accuracy
for Submitting 56-1 One Report

Section 4 Certification Of Information and data Accuracy for Submitting 56-1 One Report

Having carefully verified the information and data shown in this annual registration statement / annual report, company certifies that they are completely accurate, factual, and not misleading or lacking in essential detail. In addition:

1. The financial statements and data summarized in annual registration statement / annual report show essentially accurate information and data about its financial standing, performance, and cash flow of company.
2. It has put in place a good information and data disclosure system to ensure that it discloses essential details about itself completely and accurately, while ensuring due compliance.
3. It has put in place a good internal control system and ensured due compliance with such system. The company has provided internal control system assessment details as of December 31st, 2020, to the external auditor and the Audit Committee, including defects and key changes in the internal control system together with wrongdoing potentially affecting the preparation of the financial report for itself

As evidence that all document are identical to those certified by company, the company has assigned Mr.Jiranu Kulchanarat and Mrs.Sopa Aroonratana to put their initials on every page of the document. Therefore, if their initials are missing on any given page, The company will disown such data.

Name	Position	Signature
1. Mr.Weidt Nuchjalearn	Chairman of the Board 

Authorized person	Position	Signature
1. Mr.Jiranu Kulchanarat	Chief Executive Officer 
2. Mrs.Sopa Aroonratana	Chief Accounting and Finance Officer 



SIAMRAJATHANEE PUBLIC COMPANY LIMITED

Attachment 1

Details on directors, management, controlling persons and company secretary

1. Details on directors, management, controlling persons and company secretary

Name-Surname/ Position / Date of Appointment	Age (Year)	Education Background / Training Experience	Shareholding in the Company (%) ⁽¹⁾	Family Relationship between the Management	Work Experience in the past 5 years			
					Period	Position	Company	Type of Business
1. Mr. Weidt Nuchjalearn - Chairman of the Board of Directors / 31 August 2017 - Chairman of the Risk Management Committee / 26 September 2017 - Independent Director / 31 August 2017 - (Former Name- Surname) - None -	67	- Bachelor of Economics (Agriculture), Faculty of Economics and Business Administration, Kasetsart University - Master of Commerce and Accounting, Thammasat University - Commercial Credit Skills Assessment Program Chulalongkorn University Financial Executive Development Program Class 14/2006, Thai Institute of Banking and Finance Association (FINEX) Top Executive Program in Commerce and Trade (TEPCOT) Class 3/2010, Commerce Academy, University of the Thai Chamber of Commerce - Class 31/2013, Thai Institute of Directors Director Accreditation Program (DAP) Class SEC/2015, Thai	0.08% (250,000 shares)	None	2017 – Present	Chairman of the Board of Directors / Chairman of the Risk Management Committee / Independent Director	Siamrajathanee Public Company Limited	Human resources management and rental services
					2018 – Present	Chairman	Thai Techno Glass Group Public Company Limited	Manufacturer and seller of glass for buildings
					2018 – Present	Chairman of the Fund Raising Committee	National Broadcasting Services of Thailand	State-owned enterprise
					2017 – Present	Consultant	Dhipaya Insurance Public Company Limited	Life insurances and non- life insurance
					2016 – Present	Chairman of Audit Committee/Chairman of Nomination and Remuneration Committee /Independent Director	WHA Utilities and Power Public Company Limited	procurement and distribution of water

Name-Surname/ Position / Date of Appointment	Age (Year)	Education Background / Training Experience	Shareholding in the Company (%) ⁽¹⁾	Family Relationship between the Management	Work Experience in the past 5 years			
					Period	Position	Company	Type of Business
		Institute of Directors Role of Chairman Program (RCP)			2015 – Present	Chairman of Audit Committee / Independent Director / Director	Siam Technic Concrete Public Company Limited	Manufacturer and seller of concrete products
					2015 – Present	Expert/Consultant	Small and Medium Enterprise Development Bank of Thailand	Financial institution
					2013 – Present	Chairman of the Audit Committee	Thaifoods Group Public Company Limited	Manufacturer and seller of meat / chicken / pork
					2020 - Present	Executive Director	Union Auction Public Company Limited	Vehicle auction
					2018 - Present	Chairman of the Board of Directors	Hinsitsu (Thailand) Company Limited	Sticker maker and printing colors on plastic sheets.
					2015 – 2019	Director	Srisawad Corporation Public Company Limited	Leasing
					2017 – Jun 2019	Director	Srisawad Finance Public Company Limited	Leasing
					2017 - 2019	Director	Raimon Land Public Company Limited	Real estate development
					2015 – 2016	Director	Hemaraj Clean Water Co., Ltd.	Supply of water treatment chemicals
					2016 - 2018	Director	Provincial Waterworks Authority	State-owned enterprises

Name-Surname/ Position / Date of Appointment	Age (Year)	Education Background / Training Experience	Shareholding in the Company (%) ⁽¹⁾	Family Relationship between the Management	Work Experience in the past 5 years			
					Period	Position	Company	Type of Business
					2015 – 2018	Director	The Zoological Park Organization of Thailand	State-owned enterprises
					2015 – 2017	Director	Forest Industry Organization	State-owned enterprises
					2015 – 2017	Director	Dhipaya Insurance Public Company Limited	Life insurance and non-life insurance
					2015 - 2016	Director	Hemaraj Land and Development Public Company Limited	Real estate development
					2015 - 2017	Honorary Director	Market for Alternative Investment Stock Exchange (MAI)	Capital market

Name-Surname/ Position / Date of Appointment	Age (Year)	Education Background / Training Experience	Shareholding in the Company (%) ⁽¹⁾	Family Relationship between the Management	Work Experience in the past 5 years			
					Period	Position	Company	Type of Business
2. Mr. Krai Vimolchalao - Director / 30 September 1997 - Chairman of the Executive Committee / 26 September 2017 - Member of the Nomination and Remuneration Committee / 26 September 2017 - Member of the Nomination and Corporate Governance Committee / 10 November 2020 (the Company has changed the name of sub-committee from the Nomination and Remuneration Committee to Nomination and Corporate Governance Committee on 10 November 2020)	62	<ul style="list-style-type: none"> - Bachelor of Economics (Agriculture), Faculty of Economics and Business Administration, Kasetsart University - Director Accreditation Program (DAP) Class 32/2005 - Director Certification Program (DCP) Class 59/2005 - Role of the Chairman Program (RCP) Class 12/2005 - Finance for Non-Finance Directors Program (FND) Class 18/2005 - Successful Formulation & Execution of Strategy Program (SFE) Class 3/2009 - Digital Edge Fusion Program (DEF) - Advance Retail Management Program (ARM) Class 25/2017 	61.79% including direct and indirect shareholding of spouse through Krainao Property Company Limited	Spouse of Mrs. Naowarat Vimolchalao	2020– Present	Chairman of the Executive Committee / Member of the Nomination and Corporate Governance Committee / Member of the Strategic Committee	Siamrajathanee Public Company Limited	Human resources management and rental services
					2560– Present	Chief Executive Officer / Member of the Nomination and Remuneration Committee	Siamrajathanee Public Company Limited	Human resources management and rental services
					2559– Present	Director / Managing Director	Krainao Property Company Limited	Property Rental Service
					2558– 2562	Director / Managing Director	Greenplus Organic Company Limited	Waste management service (liquidated)
					2556– Present	Director	O.P.P.Gravure Printing Company Limited	Label printing
					2002– Present	Director / Managing Director	Vinyltec Industry Company Limited	Production of plastic pellets and primary plastics
					2001– Present	Director / Managing Director	EN-Technology Consultants Company Limited	Waste management business
					1997 – Present	Director	Siamrajathanee Public Company Limited	Human resources management and rental services

Name-Surname/ Position / Date of Appointment	Age (Year)	Education Backgroud / Training Experience	Shareholding in the Company (%) ⁽¹⁾	Family Relationship between the Management	Work Experience in the past 5 years			
					Period	Position	Company	Type of Business
- Member of the Strategic Committee / 10 November 2021 - (Former Name- Surname) - None -					1994– Present	Director	Srisawan Hospital Company Limited	Hospital
					1989– Present	Director / Managing Director	Rayong Sinsap Pattana Company Limited	Hotel, resort and condominium
					Present	Director	Rayong City Hotel Company Limited	Hotel
					Present	Director	Vimolchalao Company Limited	Property Rental Service

Name-Surname/ Position / Date of Appointment	Age (Year)	Education Background / Training Experience	Shareholding in the Company (%) ⁽¹⁾	Family Relationship between the Management	Work Experience in the past 5 years			
					Period	Position	Company	Type of Business
3. Mrs. Naowarat Vimolchalao - Director / 18 January 2018 - Duty Chief Executive Officer/ 26 September 2017 - General Administration Director - (Former Name-Surname) Mrs. Nawarat Tricharoenrat	58	- Viriya Commercial College (St.Louis) - Director Accreditation Program (DAP) Class 147/2018 - ABC Difference Program, Sripatum University	53.88% including direct and indirect shareholding of spouse through Krainao Property Company Limited	Spouse of Mr. Krai Vimolchalao	2020– Present	General Administration Director	Siamrajathanee Public Company Limited	Human resources management and rental services
					2018– Present	Director	Siamrajathanee Public Company Limited	Human resources management and rental services
					2017– Present	Duty Chief Executive Officer	Siamrajathanee Public Company Limited	Human resources management and rental services
					2016– Present	Director	Krainao Property Company Limited	Property rental service
					2015– 2019	Director	Greenplus Organic Company Limited	Waste management service (liquidated)
					2013– Present	Director	O.P.P.Gravure Printing Company Limited	Label printing
					2002–Present	Director	Vinyltec Industry Company Limited	Production of plastic pellets and primary plastics
					2001– Present	Director	EN-Technology Consultants Company Limited	Waste management business
					2001– Present	Director	Rayong Sinsap Pattana Company Limited	Hotel, resort and condominium
					Present	Director	Rayong City Hotel Company Limited	Hotel

Name-Surname/ Position / Date of Appointment	Age (Year)	Education Backgroud / Training Experience	Shareholding in the Company (%) ⁽¹⁾	Family Relationship between the Management	Work Experience in the past 5 years			
					Period	Position	Company	Type of Business
					2010-2017	Director	Siamrajathanee Company Limited	Human resources management and rental services

Name-Surname/ Position / Date of Appointment	Age (Year)	Education Background / Training Experience	Shareholding in the Company (%) ⁽¹⁾	Family Relationship between the Management	Work Experience in the past 5 years			
					Period	Position	Company	Type of Business
4. Mr. Jiranu Kulchanarat - Director / 23 March 2010 - Executive Director / 26 September 2017 - Member of the Risk Management Committee / 26 September 2017 - Chief Executive Officer / 23 February 2017 - (Former Name-Surname) -Mr. Wisanu Jariyavejwattana -	61	- Bachelor of Laws, Ramkhamhaeng University - Master of Inter Business, West Coast University - Director Accreditation Program - DAP Class 141/2017 - Director Certification Program (DCP) Class 259/2018 - Financial Statements for Directors-FSD Class 36/2018	0.86% (2,000,100 shares)	-	2020 – Present	Acting Legal Director	Siamrajathanee Public Company Limited	Human resources management and rental services
					2010 – Present	Director	Siamrajathanee Public Company Limited	Human resources management and rental services
					2017 – Present	Executive Director / Member of the Risk Management Committee / Chief Executive Officer	Siamrajathanee Public Company Limited	Human resources management and rental services
					2001– Present	Director	Rayong Sinsap Pattana Company Limited	Hotel, resort and condominium
					Present	Director	J3K Company Limited	Room services, hotel, resort and condominium
					2009-2016	President	Siamrajathanee Company Limited	Human resources management and rental services
					2005-2008	Outsource 1 Director	Siamrajathanee Company Limited	Human resources management and rental services
					2001 - 2004	Marketing Manager	Siamrajathanee Company Limited	Human resources management and rental services

Name-Surname/ Position / Date of Appointment	Age (Year)	Education Background / Training Experience	Shareholding in the Company (%) ⁽¹⁾	Family Relationship between the Management	Work Experience in the past 5 years			
					Period	Position	Company	Type of Business
5. Mrs. Sopa Aroonratana - Director / 23 March 2010 - Executive Director / 26 September 2017 - Chief Financial Officer / 23 February 2017 - (Former Name-Surname) -Mrs. Sopa Tritewawongsa-	57	- Bachelor of Accounting, Faculty of Management Sciences, Prince of Songkla University - Director Accreditation Program (DAP) Class 141/2017 - Orientation Course - CFO Focus on Financial Reporting Class 1 /2017 - TFRS 15: Revenues from Contracts with Customers (Application and Disclosure of Information) - Revenues from Contracts with Customers (Principle and Accounting Standard) - Financial Instrument Accounting for Non Finance Organizations (TFRS 9) Program - (Draft) TFRS 16 Lease Contract Program	0.33% (1,000,000 shares)	-	2010 – Present	Director	Siamrajathanee Public Company Limited	Human resources management and rental services
					2017 – Present	Executive Director / Chief Financial Officer	Siamrajathanee Public Company Limited	Human resources management and rental services
					Present	Director	Rayong Sinsap Pattana Company Limited	Hotel, resort and condominium
					Present	Director	Rayong City Hotel Company Limited	Hotel
					2006-2016	Deputy Managing Director	Siamrajathanee Company Limited	Human resources management and rental services
					2005-2006	Accounting and Finance Director	Siamrajathanee Company Limited	Human resources management and rental services
					1995-2005	Assistant Director of Accounting and Finance	Siamrajathanee Company Limited	Human resources management and rental services

Name-Surname/ Position / Date of Appointment	Age (Year)	Education Background / Training Experience	Shareholding in the Company (%) ⁽¹⁾	Family Relationship between the Management	Work Experience in the past 5 years			
					Period	Position	Company	Type of Business
6. Mrs. Nawarat Chuarak - Director / 23 March 2010 - Outsource 2 Director / 23 February 2017 (the Board of Directors' resolution No. 1/2021 on 13 January 2021, resignation of director. the Board of Directors' resolution No. 2/2021 on 23 February 2021, resignation of director, resignation of Outsource 2 Director) - (Former Name-Surname) -Mrs. Nawarat Amklin –	51	- High School Graduate - Director Accreditation Program (DAP) Class 145/2018 - Digital Edge Fusion(DEF) รุ่น 2/2560, Sripatum University - Google Adwords Program - Digital Marketing Program - Digital Transform Program	0.33% (1,000,000 shares)	-	2010–Present	Director	Siamrajathanee Public Company Limited	Human resources management and rental services
					2017-Present	Outsource 2 Director	Siamrajathanee Public Company Limited	Human resources management and rental services
					Present	Director	Rayong City Hotel Company Limited	Hotel
					2015-2017	Deputy Managing Director	Siamrajathanee Company Limited	Human resources management and rental services
					2007-2015	Assistant Managing Director	Siamrajathanee Company Limited	Human resources management and rental services
					2006-2007	Vehicle Rental Service Director	Siamrajathanee Company Limited	Human resources management and rental services
					2003-2005	Labor Service Business Director	Siamrajathanee Company Limited	Human resources management and rental services

Name-Surname/ Position / Date of Appointment	Age (Year)	Education Backgroud / Training Experience	Shareholding in the Company (%) ⁽¹⁾	Family Relationship between the Management	Work Experience in the past 5 years			
					Period	Position	Company	Type of Business
7. Miss Kanthima Jangwansook - Director / 16 December 2016 - Outsource 1 Director / 23 February 2017 - Member of the Risk Management Committee / 10 November 2021 - (Former Name-Surname) -None-	48	- Bachelor of Business Administration, Saint John's University - Director Accreditation Program (DAP) Class 141 /2017 - Advance Retail Management (ARM) Class 26/2018 organized by CPALL Public Company Limited - ABC Difference Program Class 8/2561, Sripatum University	0.33% (1,000,000 shares)	-	2016–Present	Director	Siamrajathanee Public Company Limited	Human resources management and rental services
					2017–Present	Outsource 1 Director	Siamrajathanee Public Company Limited	Human resources management and rental services
					2013-2017	Assistant Managing Director	Siamrajathanee Company Limited	Human resources management and rental services

Name-Surname/ Position / Date of Appointment	Age (Year)	Education Background / Training Experience	Shareholding in the Company (%) ⁽¹⁾	Family Relationship between the Management	Work Experience in the past 5 years			
					Period	Position	Company	Type of Business
8. Mr. Udomsak Rojviboonchai - Director / 31 August 2017 - Chairman of the Audit Committee / 26 September 2017 - Member of the Nomination and Remuneration Committee / 26 September 2017 - (Former Name-Surname) -None-	65	- Bachelor of Accounting, University of the Thai Chamber of Commerce - Master's degree, Faculty of Commerce and Accountancy, Chulalongkorn University - Director Accreditation Program (DAP) Class 131/2016 - Director Certification Program (DCP) Class 248/2017 - Advanced Audit Committee Program (AACP) Class 24/2016 - Corporate Governance for Capital Market Intermediaries (CGI) Class 6/2015	0.10% (300,000 shares)	-	2017-Present	Director / Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee	Siamrajathanee Public Company Limited	Human resources management and rental services
					2016-Present	Chairman of the Executive Committee	Krungthai Panich Insurance Public Company Limited	Insurance
					2018-Present	Chairman	Terabyte Net Solution Public Company Limited	Selling equipment, providing installation services and consulting on computer systems.
					2017-2020	Director	SME Development Fund along the Pracharat	Implement of government policy
					2015-2018	Director	KT ZMICO Company Limited	Securities Broker
					2014-2016	Senior Executive Vice President – Managing Director	Krung Thai Bank Public Company Limited	Banking
					2011-2015	Director	Krung Thai IBJ Leasing Company Limited	Leasing

Name-Surname/ Position / Date of Appointment	Age (Year)	Education Background / Training Experience	Shareholding in the Company (%) ⁽¹⁾	Family Relationship between the Management	Work Experience in the past 5 years			
					Period	Position	Company	Type of Business
9. Mr. Nattakit Tangpoonsinthana, Ph.D. - Director / 31 August 2017 - Member of the Audit Committee / 26 September 2017 - Chairman of the Nomination and Remuneration Committee / 26 September 2017 - Chairman of Nomination and Corporate Governance Committee / 10 November 2020 (The Company has changed the name of the sub-committee from the Nomination and Remuneration Committee to Nomination and Corporate Governance Committee on 10 November 2020)	56	- Bachelor of Communication Arts, Chulalongkom University - Master of Business Administration, University of North Texas - Master of Marketing Communication, University of North Texas - Doctor of Philosophy (Communication Arts), Chulalongkom University - Director Certification Program (DCP) Class 209/2015	0.17% (500,000 shares)	-	2020–Present	Director / Member of the Audit Committee / Chairman of the Nomination and Corporate Governance Committee / Chairman of the Strategic Committee	Siamrajathanee Public Company Limited	Human resources management and rental services
					2017–Present	Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee	Siamrajathanee Public Company Limited	Human resources management and rental services
					Present	Director	Character Shop & Cafe Company Limited	Food services in restaurants
					Present	Director	Metropolitan Waterworks Authority	Waterworks
					2006–Present	Executive Vice President -Marketing	Central Pattana Public Company Limited	Real estate development and management for retails
					1995-2015	Director	T-One Management Company Limited	Property rental service (liquidated)

Name-Surname/ Position / Date of Appointment	Age (Year)	Education Backgroud / Training Experience	Shareholding in the Company (%) ⁽¹⁾	Family Relationship between the Management	Work Experience in the past 5 years			
					Period	Position	Company	Type of Business
<ul style="list-style-type: none"> - Chairman of the Strategic Committee / 10 November 2020 - (Former Name-Surname) -Mr. Chaiporn Tangpoonsinthana - 								

Name-Surname/ Position / Date of Appointment	Age (Year)	Education Backgroud / Training Experience	Shareholding in the Company (%) ⁽¹⁾	Family Relationship between the Management	Work Experience in the past 5 years			
					Period	Position	Company	Type of Business
10. Mr. Supachai Parchariyanon, M.D. - Director / Member of the Audit Committee / Member of Strategic Committee / 10 November 2020 - (Former Name-Surname) -None-	39	- Master of Biomedical, Informatics Oregon Health and Science University - Doctor of Medicine, Mahidol University - Stanford'sn Graduate School of Business	-	-	2020-Present	Director / Member of the Audit Committee	Siamrajathanee Public Company Limited	Human resources management and rental services
					2019-Present	Director	Rise Innovation Hub Company Limited	Consulting services in management
					2017-Present	Director	Rise Accel Company Limited	Consulting services in management
					2017-Present	Director	Ahead Asia Company Limited	Media agency
					2017-Present	Director	Fver Tecthology Company Limited	General Disease Clinic Activities
					2016-Present	Director	Kiddee Holding Company Limited	Holding company for investing in financial sector
					2016-Present	Director	Next Education Company Limited	Other educations
					2013-Present	Director	Commerci Asia Company Limited	Meeting organizer
					2011-Present	Director	Mcfiva (Thailand) Company Limited	Media agency

Name-Surname/ Position / Date of Appointment	Age (Year)	Education Background / Training Experience	Shareholding in the Company (%) ⁽¹⁾	Family Relationship between the Management	Work Experience in the past 5 years			
					Period	Position	Company	Type of Business
11. Mr. Nattaphol Vimolchalao - Deputy Chief Executive Officer / 13 May 2020 (nominated as Chief Operating Officer in accordance with the resolution of the Board of Directors' meeting on 10 November 2020) - Director / 13 January 2021 (nominated as the director in accordance with the resolution of the Board of Directors' meeting on 13 January 2021) - Outsource 2 Director / 23 February 2021 (nominated as the Outsource 2 Director in accordance with the resolution of the Board of Directors' meeting on 23 February 2021) - (Former Name-Surname) -None-	34	- Bachelor of Physics, University of Manchester - Master of Technology Policy Micro and Nanotechnology Enterprise, Emmanuel College, University of Cambridge - ABC Difference Program : 2015 : Sripatum University - Future Entrepreneurs Forum : 2015 : Bangkok University - IDEA Program : 2016 : University of the Thai Chamber of Commere - Young Entrepreneur Chamber of Commerce Program (YEC) : 2017 : University of the Thai Chamber of Commerce - Innovative Entrepreneurship Program Class 3 :2019 The Stock Exchange of Thailand - Digital CEO Program Class 2:2019 Digital Economy Promotion Agency	2.70 %	Son of Mr. Mr. Krai Vimolchalao and Mrs. Naowarat Vimolchalao	2020-Present	Chief Operating Officer	Siamrajathanee Public Company Limited	Human resources management and rental services
					2020-Present	Deputy Chief Executive Officer	Siamrajathanee Public Company Limited	Human resources management and rental services
					2019-Present	Executive Director	Siamrajathanee Public Company Limited	Human resources management and rental services
					2017-Present	Director	Getz Group (Thailand) Company Limited	Application service on restaurant and food delivery
					2017 – Present	Director	Deepvision MLOS Company Limited	Manufacturing, trading, modifying and improving of machine, equipment and system of electricity generating
					2012-Present	Director	Vinyltec Industry Company Limited	Production of plastic pellets and primary plastics
					2018-Present	Director	EN-Technology Consultants Company Limited	Waste management business
					2016-Present	Director	O.P.P.Gravure Printing Company Limited	Label printing

Name-Surname/ Position / Date of Appointment	Age (Year)	Education Backgroud / Training Experience	Shareholding in the Company (%) ⁽¹⁾	Family Relationship between the Management	Work Experience in the past 5 years			
					Period	Position	Company	Type of Business
12. Mr. Chinapat Chadcharoen - IT and Business Development Director / 23 February 2017 - (Former Name-Surname) -None-	38	<ul style="list-style-type: none"> - Bachelor of Software Development, Rajamangala University of Technology Krungthep - Global Mini MBA Program, Thammasat University - Effective Personal Productivity Program (EPP) - Google Adwords Program - Data Analysis Expression (DAX) For Power BI Program - Digital Edge Fusion Gravity Program (DEFG) 	0.10% (300,000 shares)	-	2017–Present	IT and Business Development Director	Siamrajathanee Public Company Limited	Human resources management and rental services
					2018-Present	IT and Business Development Director	Siamrajathanee Company Limited	Information Technology
					2017-2018	Outsource 3 Director	Siamrajathanee Company Limited	Human resources management and rental services
					2010-2017	Procurement of Data Collecting Officer Department Manager	Siamrajathanee Company Limited	Human resources management and rental services
					2008-2009	IT Division Manager	Siamrajathanee Company Limited	Human resources management and rental services
					2004-2008	Vehicle Rental Officer	Siamrajathanee Company Limited	Human resources management and rental services

Name-Surname/ Position / Date of Appointment	Age (Year)	Education Backgroud / Training Experience	Shareholding in the Company (%) ⁽¹⁾	Family Relationship between the Management	Work Experience in the past 5 years			
					Period	Position	Company	Type of Business
13. Mrs. Suchitra Ditpan - Accounting and Finance Director / 1 January 2010 - (Former Name-Surname) Mrs. Suchitra Watcharaphin	55	- Bachelor of Business Administration (Accounting), Ramkhamhaeng University - Director Accreditation (DAP) Class 141/2017 - Orientation Course - CFO Focus on Financial Reporting Program Class 1/ 2017 - Understanding the Revenue Recognition Criteria under IFRS 15 for General Business Program Class 1/2018 - Financial Instrument Accounting for Non Finance Organizations (TFRS 9) Program - (Draft) Lease Contract (TFRS 16) Program	0.02% (50,000 shares)	-	2010–Present	Director – Accounting and Finance	Siamrajathanee Public Company Limited	Human resources management and rental services
					2005-2010	Assistant Director – Accounting and Finance	Siam Ratchathani Company Limited	Human resources management and rental services
					2003-2004	Accounting and Finance Manager	Vinyltec Industry Company Limited	Production of plastic pellets and primary plastics
					1998-2003	Audit Officer	Revenue Department	Tax Collection

Name-Surname/ Position / Date of Appointment	Age (Year)	Education Backgroud / Training Experience	Shareholding in the Company (%) ⁽¹⁾	Family Relationship between the Management	Work Experience in the past 5 years			
					Period	Position	Company	Type of Business
14. Miss Chorfa Chamcherdanantakul - Company Secretary/ 26 September 2017 - (Former Name- Surname) Miss Arporn Chamcherdanantakul	45	<ul style="list-style-type: none"> - Bachelor in Finance and Banking, Kasem Bundit University - Master in Marketing, Ramkhamhaeng University - Company Secretary Program - CSP Class 84/2017 - Effective Minute Taking Program (EMT) Class 40/2018 - Fundamentals for New Auditors Program organized by the Institute of Internal Auditor of Thailand - 80 Fraud Issues that the Corporate Needs to Know Program Class 2/2018 organized by Thai Federation of Accounting Professions - Integrated Risk Management Program organized by KNC Training Center - Train the trainer - Leadership Program 	-	-	2017–Present	Company Secretary	Siamrajathanee Public Company Limited	Human resources management and rental services
					2014-2016	Supervisor and Strategy and Marketing Executive	Krung Thai Bank Public Company Limited, Bang Na District	Financial institution
					1995-2014	Duty Manager in Business and Marketing	Krung Thai Bank Public Company Limited, Sukhumvit 49 branch	Financial institution

Remark: ⁽¹⁾ It is the shareholding information as of 30 April 2020

Duties and responsibilities of company secretary

The company secretary of Siamrajathanee Public Company Limited shall have its duties and responsibilities in accordance with the Section 89/15 of the Securities and Exchange Act. Details of duties and responsibilities of the company secretary are as follows:

- (1) To prepare and maintain the following documents:
 - (a) the register of directors
 - (b) the invitation letter of the Board of Directors' meeting, minutes of the Board of Directors' meeting and Company's annual reports
 - (c) the invitation letter of shareholders' meeting and minutes of the shareholders' meeting
- (2) To maintain the report on interest prepared by the directors or managements
- (3) To submit the copy of the report on interest to the Chairman of the Board of Directors and the Chairman of the Audit Committee for acknowledgement within 7 business days following the date on which the Company has received such report. The Company shall procure to have the collection system for documentations and evidences relating to the data presentation and it shall ensure that the collection is accuracy, completeness and examinable from the date on which the documents or information have been prepared.
- (4) To take any other actions as required by the Capital Market Supervisory Board
- (5) To support the management of business operation in accordance with the good corporate governance principle
- (6) To provide advice and preliminary suggestions to the Board of Directors and the sub-committees in relation to the legal issue, rules and Company's Articles of Association and code of practice on the corporate governance by following up the Company to comply with such laws and regulations accurately and regularly including to report any significant changes to the Company's directors
- (7) To provide advice to the new directors
- (8) To communicate with the shareholders to understand the rights of shareholders and company's news.

Details on being directors, managements and controlling person of the Company as of 31 December 2020

	Mr. Weidt Nuchjaleam	Mr. Krai Vimolchalao	Mrs. Naowarat Vimolchalao	Mr. Jiranu Kulchanarat	Mrs. Sopa Aronratana	Mrs. Nawarat Chuarak	Miss Kanthima Jangwansook	Mr. Udomsak Rojviboonchai	Mr. Nattakit Tangpoonsinthana, Ph.D.	Mr. Supachai Parchariyanon, M.D.	Mr. Nattaphol Vimolchalao	Mr. Chinapat Chadcharoen	Mrs. Suchitra Ditpan
Company													
Siamrajathanee Public Company Limited	C, I, VI, X	I, IV, V, VII	I, IV, XI	I, IV, VI, XI	I, IV, XI	I, XI	I, XI	I, II, V, X	I, III, V, X, VII	I, III, X, VII	IV, XI	XI	XI
Relevant Companies													
Thai Techno Glass Group Public Company Limited	I												
National Broadcasting Services of Thailand	XII												
Dhipaya Insurance Public Company Limited	XII												
WHA Utilities and Power Public Company Limited	I, II, X												
Siam Technic Concrete Public Company Limited	I, II, X												
Small and Medium Enterprise Development Bank of Thailand	XII												
Thai Foods Group Public Company Limited	I, II, X												
Union Auction Public Company Limited	IV												
P-Sup Energy Company Limited	I												
Hinsitsu (Thailand) Company Limited	I												

	Mr. Weidt Nuchjaleam	Mr. Krai Vimolchalao	Mrs. Naowarat Vimolchalao	Mr. Jiranu Kulchanarat	Mrs. Sopa Aroonratana	Mrs. Nawarat Chuarak	Miss Kanthima Jangwansook	Mr. Udomsak Rojviboonchai	Mr. Nattakit Tangpoonsinthana, Ph.D.	Mr. Supachai Parchariyanon, M.D.	Mr. Nattaphol Vimolchalao	Mr. Chinapat Chadcharoen	Mrs. Suchitra Ditpan
Company													
Krainao Property Company Limited		I, XI	I										
O.P.P.Gravure Printing Company Limited		I	I								I		
Vinyltec Industry Company Limited		I, XI	I								I		
EN-Technology Consultants Company Limited		I, XI	I								I		
Srisawan Hospital Company Limited		I											
Rayong Sinsap Pattana Company Limited		I, XI	I	I	I								
Rayong City Hotel Company Limited		I	I		I	I							
Vimolchalao Company Limited		I											
J3K Company Limited				I									
Getz Group (Thailand) Company Limited											I		
Deepvision MLOS Company Limited											I		
Krungthai Panich Insurance Public Company Limited								I					
Terabyte Net Solution Public Company Limited								I					
SME Development Fund along the Pracharat								IV					

	Mr. Weidt Nuchjaleam	Mr. Krai Vimolchalao	Mrs. Naowarat Vimolchalao	Mr. Jiranu Kulchanarat	Mrs. Sopa Aroonratana	Mrs. Nawarat Chuarak	Miss Kanthima Jangwansook	Mr. Udomsak Rojviboonchai	Mr. Nattakit Tangpoonsinthana, Ph.D.	Mr. Supachai Parchariyanon, M.D.	Mr. Nattaphol Vimolchalao	Mr. Chinapat Chadcharoen	Mrs. Suchitra Ditpan
Company													
Character Shop & Cafe Company Limited									I				
Metropolitan Waterworks Authority									I				
Central Pattana Public Company Limited									XI				
Mcfiva (Thailand) Company Limited										I			
Commerci Asia Company Limited										I			
Next Education Company Limited										I			
Kiddee Holding Company Limited										I			
Fver Tecthology Company Limited										I			
Ahead Asia Company Limited										I			
Rise Accel Company Limited										I			
Bitkub Capital Group Holdings Company Limited										I			
Altotech Inter Company Limited										I			
Rise Innovation Hub Company Limited										I			

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C – Chairman

IV – Executive Director

I – Director

S – Authorized Director

V – Member of Nomination and Corporate Governance Committee

X – Independent Director

II – Chairman of Audit Committee

VI – Member of Risk Management Committee

XI – Management

III – Member of Audit Committee

VII – Member of Strategic Committee

XII – Others such as Consultant

SIAMRAJATHANEE PUBLIC COMPANY LIMITED

Attachment 2

Details on the directors of subsidiaries

Details on the directors of subsidiaries

- None -

SIAMRAJATHANEE PUBLIC COMPANY LIMITED

Attachment 3

Details of Head Internal Audit and Head Compliance

Details of Head Internal Audit and Head Compliance

The Company has engaged the external firm which was I VL Audit Company Limited to act as the independent internal auditor. The responsible person of I VL Audit Company Limited who acted as Head Internal Audit had the qualification and education background and working experience as follows:

Name- Surname / Position	Age (Year)	Education /Training	Shareholding (%)	Family Relationship with Managements	Working Experience			
					Period	Company	Position	Responsibility
Miss Waldee Sibunruang Audit Partner	55	<ul style="list-style-type: none"> - Bachelor's degree in accounting theory, Chulalongkorn University, - Certified public accountant no. 3829 - Director Accreditation Program (DAP) - Audit Committee Program (DCP) 	None	None	1994 – Present	I VL Audit Company Limited	Audit Partner	Management, audit and supervision of works
					1990 – 1994	Mandom Corporation (Thailand) Company Limited	Accounting and Finance Manager	Supervision of accounting and finance
					1986 – 1990	Deloitte Touche Tohmatsu Jaiyos Audit Company Limited	Senior Assistance Auditor	Supervision and audit
Ms. Angkana Thaicharassathien Audit Partner	43	<ul style="list-style-type: none"> - Master's degree in business administration (accounting), Ramkhamhaeng University - Bachelor's degree in accounting, Bangkok University - Certified public accountant no. 9346 	None	None	2012 – Present	I VL Audit Company Limited	Audit Partner	Supervision of works and audit and internal audit
					2008 - 2012	T.Krungthai Industries Public Company Limited	Accounting and Finance Manager	Supervision of accounting and finance
					2003 - 2008	Thai Taiyo Company Limited	Accounting Manager	Accounting
					2002 - 2003	Khon Kaen M.D.F. Board Company Limited	Audit Manager	Accounting and office administration
					2542 – 2544	I VL Audit Company Limited	Senior assistance auditor	Supervision and audit

SIAMRAJATHANEE PUBLIC COMPANY LIMITED

Attachment 4

Operating Assets and Information on Appraised Value of Assets

Attachment 4 Operating Assets and Information on Appraised Value of Assets
Operating Assets
Details on Operating Assets

As of 31 December 2020, the net value after deduction of accumulated depreciation of the Company's operating assets was THB 197.25 million. Details of the assets are as set out below.

Item		Type of Right	Net Book Value (Million Baht)	Encumbrance
1.	Land and improvement	Ownership	84.70	Partially mortgaged as security for loan from financial institution ^{/1}
2.	Buildings and building improvement	Ownership	93.01	Partially mortgaged as security for loan from financial institution ^{/1}
3.	Tools and equipment	Ownership	1.08	
4.	Furniture, fixtures and office equipment	Ownership	15.31	
5.	Motor vehicles	Ownership	3.15	
6.	construction in progress	Ownership	-	
Total			197.25	

Remarks : In respect of operating assets as of 31 December 2020, the Company has asset liability insurance (office) with coverage amount of THB 144.56 million, and third-party liability insurance with coverage amount of THB 5.00 millions.

^{/1} Two locations of land and improvement and buildings and building improvement are subject to mortgage as securities for loan from financial institutions. The loan amount from the first financial institution is equivalent to THB 323.00 million of which land and improvement and buildings and building improvement with the value as of 31 December 2020 of THB 146.91 million are mortgaged as securities for the loan. The loan amount from the second financial institution is equivalent to THB 215.00 million of which land and improvement with the value as of 31 December 2020 of THB 30.80 million is mortgaged as security for the loan.

Operating Intangible Assets

The Company's intangible assets consist of computer software and rights to use computer software. As of 31 December 2020, the net value after deduction of accumulated amortisation of the Company's operating intangible assets was THB 2.78 million.

Assets for Lease

The Company's assets for lease include vehicles for lease, both short-term and long-term leases. As of 31 December 2020, the net value after deduction of accumulated depreciation of the Company's assets for lease was THB 0.98 million.

In respect of vehicles for lease, the Company maintains insurance for such vehicles with many insurance companies such as Dhipaya Insurance Public Company Limited and Bangkok Insurance Public Company Limited etc.

Investment Properties

The Company's investment properties include units on Level 11 of Country Complex Building A and Building 2 of Siamrajathanee Public Company Limited. As of 31 December 2020, the value of the Company's investment properties was THB 16.07 million. Such investment properties are subject to mortgage with a financial institution.

To prevent risks to investment properties, the Company maintains insurance for buildings and assets in the buildings with the insured amount of THB 38.95 million.

Material Contracts Relating to Business Operations

As of 31 December 2020, the Company has the following material contracts:

1. Lease agreement: The Company entered into an office lease agreement with a related company. The key terms and conditions are as follows:

Lease Agreement		
Contractual parties	:	Party 1 : Vimolchalao Company Limited "Lessor" Party 2 : Siamrajathanee Public Company Limited or "Lessee"
Agreement name	:	Office Lease Agreement
Signing date	:	1 January 2020
Lease area	:	417.76 square meters ^{1/}
Rental fee	:	Monthly fee of THB 19,460.85 (equivalent to THB 46.58 /sq.m./month) ^{2/}
Term	:	12 months (from 1 January 2020 to 31 December 2020) ^{3/}
Key terms and conditions	:	<ul style="list-style-type: none"> - Lessor agrees to lease out, and Lessee agrees to rent, an area in the building of Vimolchalao Company Limited as storage. - At the end of lease term, Lessee agrees that if it wishes to renew the lease, Lessee shall notify Lessor in writing at least 2 months before the end of lease term, and the parties shall enter into a new lease agreement. - If the lease agreement expires without renewal, Lessee agrees that it will immediately remove its assets from the leased property. If Lessee does not move out within such specified date, Lessee agrees that Lessor or its representatives may immediately take possession of the leased property. - If any event prohibits Lessor from taking possession of the leased property, Lessee agrees to indemnify Lessor for damages at the rate as specified under the agreement.

Remarks: ^{1/} In Quarter 2/2020, the Company reduced the area leased from the related company from 428.59 square meters to 417.76 square meters.

^{2/} Such rental fee is at a rate similar to rental fee of storage in nearby area which is equivalent to THB 53.33 /sq.m./month

^{3/} At present, such agreement has expired without renewal. The Company has cancelled such lease agreement since 31 December 2020.

2. Agreements relating human resources procurement, lease and services

● Service agreements

Service agreements consist of: (1) short-term driver service agreement: (2) long-term driver service agreement: and (3) valet parking service agreement. Each agreement had key terms and conditions as follows:

Short-term Driver Service Agreement	
Contractual parties	: Party 1 : "Client" Party 2 : Siamrajathanee Public Company Limited or "Service Provider"
Scope of services	Provision of driver service for Client's executive and/or driving service for Client.
Service fee payment	On a monthly basis
Term	: From 1 month up to 12 months
Key terms and conditions	: The company agrees to provide short-term driver service to Client for driving its executive car or provide driving service for Client. <u>Key conditions of services</u> <ul style="list-style-type: none"> - The company agrees to provide short-term driver service at the time and on the date as agreed under the terms of services. - If Client requires the company's employee to drive at the time and on the date other than normal operating hours, Client agrees to make overtime payment according to terms of the agreement. - If the company's employee is required to perform his duties at a place other than the working place, Client shall be responsible for travel expense and accommodation expense incurred by the company's employee. - The company agrees to maintain professional liability insurance with coverage over damages to cars and third parties.

Long-term Driver Service Agreement	
Contractual parties	: Party 1 : "Client" Party 2 : Siamrajathanee Public Company Limited or "Service Provider"
Scope of services	: Provision of driver service for Client's executive and/or driving service for Client.
Service fee payment	: On a monthly basis
Term	: From 1 year – 5 years
Collateral	: - Bank guarantee at the rate as specified under the agreement. Client shall return the bank guarantee upon completion of terms and conditions under the agreement.
Key terms and conditions	: <u>Terms and Conditions</u> <ul style="list-style-type: none"> - Service Provider shall provide staff to Client in the number as specified under the agreement, and shall have additional staff available without interruption or damage. - Service Provider shall provide staff with qualifications as specified under the agreement.

Long-term Driver Service Agreement	
	<ul style="list-style-type: none"> - Service Provider shall be responsible for direct loss or damage to asset arising due to error or misconduct by its staff and during performance of duties under the agreement. - Service Provider shall prepare a service performance report and submit to client on a monthly basis. <p><u>Penalty</u></p> <ul style="list-style-type: none"> - If Service Provider cannot perform the services within the specified period or performs incomplete/incorrect services, Service Provider agrees to pay penalty fee according to the terms of the agreement. <p><u>Termination</u></p> <ul style="list-style-type: none"> - If either party breaches the agreement, the non-defaulting party shall submit a notice to the defaulting party to remedy the breach. If the defaulting party does not remedy the breach, the non-defaulting party shall have the right to terminate the agreement.

Valet Parking Service Agreement	
Contractual parties	: Party 1 : "Client" Party 2 : Siamrajathanee Public Company Limited or "Service Provider"
Scope of services	Management of cars belonging to Client's customers at Client's premise for parking in designated area.
Service fee payment	On a monthly basis
Term	: Short-term (agreement term of not exceeding 6 months) and long term (agreement term of 6 months to 1 year 7 months)
Key terms and conditions	: <u>Terms and Conditions</u> <ul style="list-style-type: none"> - Service Provider shall provide staff with qualifications suitable with Client's objectives and policies specified under the agreement. - Service Provider shall be responsible for any damage incurred to asset inside cars of Client's customers who use valet parking service in the amount as specified in the agreement. <p><u>Penalty</u></p> <ul style="list-style-type: none"> - In case that Service Provider acts or omits any act fraudulently, intentionally or negligently and/or Service Provider or any of its employees or representatives is in breach of the agreement, Service Provider shall be liable to Client in the value as specified in the agreement. - Service Provider represents that it can perform the services according to the standards under the agreement between Service Provider and Client. If performance by Service Provider is not in accordance with terms and conditions of the agreement, Service Provider agrees to pay penalty to Client in the form of discount to service fees in the amount equivalent to compensation for actual damage or claim for loss or expense arising from any action taken by Client. Such performance guarantee under each

Valet Parking Service Agreement	
	<p>agreement will be subject to negotiation between each Client and Service Provider.</p> <p><u>Termination</u></p> <ul style="list-style-type: none"> - If either party breaches the agreement, the non-defaulting party shall submit a notice to the defaulting party to remedy the breach. If the defaulting party does not remedy the breach, the non-defaulting party shall have the right to terminate the agreement.

● **Technical staff service agreement**

The Company has technical staff service agreement. It also offers such service in the form of joint venture. Key terms and conditions of the agreement are as set out below.

Technical Staff Service Agreement	
Contractual parties	: Party 1 : Client Party 2 : Siamrajathanee Public Company Limited or "Service Provider"
Term	: From 1 January 2020 – 31 December 2021
Agreement name	: Electricity system service agreement
Scope of services	: <p>Scope of electricity system services include 9 categories:</p> <ol style="list-style-type: none"> 1. Construction works and additional works. 2. Restoration of power outage. 3. Repairment, improvement and maintenance work of electricity system 4. Meter works consisting of installation, demolition, transfer, replacement, adding/reduction of meter and assembly equipment and maintenance of meter. 5. Transformer works consisting of installation, demolition, transfer, replacement of transformer and maintenance of transformer. 6. Parcel works consisting of picking, lifting, moving of parcel and electrical system equipment of warehouse. 7. electricity system service. 8. Gardening works consisting of cutting of tree nearby the electricity system to prevent the power failure in the electricity generating system and transmission line arising from trees. 9. Concrete production works consisting of provision of service in the concrete production line of the concrete factory.
Performance security	: <ul style="list-style-type: none"> - On the agreement date, Service Provider has provided a letter of guarantee issued by financial institution with the value equivalent to 5% of the total service fees as performance security. - Client shall return the letter of guarantee to Service Provider without interests upon release of Service Provider's obligations under the agreement.
Key terms and conditions	: <u>Terms and Conditions</u>

Technical Staff Service Agreement	
	<ul style="list-style-type: none"> - Client agrees to engage, and Service Provider agrees to accept such engagement, for provision of electrical system service by Service Provider's specialist staff, skilled staff, and standard staff. Scope of services and details of services to Client and price per unit shall be as agreed under the agreement. <p><u>Increase/decrease in number of staff</u></p> <ul style="list-style-type: none"> - During the term of the agreement, Client reserves the right to increase or decrease each type of staff, without fixed number of staff. In such case, Client shall notify Service Provider at least 6 business days in advance. <p><u>Penalty</u></p> <ul style="list-style-type: none"> - If Service Provider does not provide staff or does not provide staff in the number as specified in the agreement or does not provide replacement staff or change staff according to the terms and conditions of the agreement, Service Provider agrees to pay daily penalty to Client at a rate specified under the agreement.

● **Data collection service agreement**

Data collection service agreement consists of 2 categories: (1) data collection service in respect of water supply expenses and (2) data collection service in respect of electricity expenses

Date Collection Service Agreement in respect of Water Supply Expenses	
Contractual parties	: Party 1 : "Client" Party 2 : Siamrajathanee Public Company Limited or "service provider" or "joint venture", if under cooperation with other company.
Scope of services	: Provision of human resources management services for each category of works and provision of data collection and data processing through the meter reading and collecting tool including calculation and printing of invoices through mobile printer and delivery of the said invoices to water users in accordance with the conditions set out in the agreement.
Service fee payment	: On a monthly basis
Term	: 3 years
Performance guarantee	: <ul style="list-style-type: none">- Letter of guarantee issued by a financial institution with the guarantee value as set out in the agreement and the service provider will be required to provide the additional guarantee if the number of water user is greater than the beginning.
Key terms and conditions	: <u>Penalty</u> <ul style="list-style-type: none">- If the service provider cannot read or notify the water supply expenses or cannot provide the data collected from the water meters to the branches of Provincial Waterworks Authority within the specified period, the service provider shall pay the penalty according to the conditions as set out in the agreement.

Date Collection Service Agreement in respect of Water Supply Expenses	
	<ul style="list-style-type: none"> - If the water supply invoice is incomplete and a water user cannot pay the water supply expense to the water supply payee agent due to the service provider uses the damaged equipment and tools to read meter or to print water supply invoice, the service provider shall pay the penalty fee according to the conditions as set out in the agreement. <p><u>Termination</u></p> <ul style="list-style-type: none"> - If the service provider's performance score is lower than the standard for 2 consecutive times and/or 3 times in total, the client has the right to terminate the agreement. - If the client terminates the agreement, the client has the right to forfeit the performance guarantee in whole or in part as it deems appropriate.

Data Collection Service Agreement in respect of Electricity Expenses	
	<ul style="list-style-type: none"> - If the service provider fails to perform any of obligations, the client has the right to terminate the agreement immediately without prior notice
Contractual parties	: Party 1 : "Client" Party 2 : Siamrajathanee Public Company Limited or "service provider"
Scope of services	: Provision of human resources management and mobile meter electronic reading tools together with all relevant equipment services to collect electricity units and to notify electricity expenses to electricity users on behalf of the Provincial Electricity Authority
Service fee payment	: On a monthly basis
Term	: 1 year and if no termination, the agreement shall be automatically renewed for a period of 1 year.
Performance guarantee	: For the guarantee of performance, the service provider shall be required to provide the security to guarantee the performance according to the conditions as set out in the agreement.
Key terms and conditions	: <u>Penalty</u> <ul style="list-style-type: none"> - If the service provider provides the electricity units with delay or incomplete, the client has the right to demand the penalty according to the conditions as set out in the agreement. - If the service provider read the electricity unit in the meter incorrectly or does not change program or database to present causing the incorrect electricity expense on invoice, the client shall demand for penalty at the rate as set out in the agreement. - If the client needs to change the incorrect electricity expense to the actual and accurate expense due to the failure of the service provider, the service provider shall be liable for the incremental amount which the client cannot collect from the electricity user. <p><u>Termination</u></p>

Data Collection Service Agreement in respect of Electricity Expenses	
	<ul style="list-style-type: none"> - If the client considers that the service provider is inefficient in performing its obligation or if the electricity user makes a complain that the personnel of the service provider is misconduct causing the trouble to the electricity user and the client has verified such complain and has found that it was true, the client has the right to terminate the agreement immediately.

● **Date Collection Service Agreement**

The Company provide the data collection service and the data and electronic documents management service by the high technology in accordance with the international standard (ISO:27001) of the information security management. Key terms and conditions of the agreement are as set out below.

Data Collection Service Agreement	
Contractual parties	: Party 1 : "Client" Party 2 : Siamrajathanee Public Company Limited or "Service Provider"
Scope of services	: Provision of verification of documents and photocopy of documents in the electronic system and collection of data in accordance with the form specified by the client.
Service fee payment	: On a monthly basis
Term	: From 1 year up to 3 years
Performance security	: <ul style="list-style-type: none"> - To guarantee performance of obligations under the agreement, Service Provider shall deliver security as specified under the agreement.
Key terms and conditions	: <u>Penalty</u> <ul style="list-style-type: none"> - If the service provider fails to deliver the services within the period as specified under the agreement, the service provider shall pay the penalty to the client according to the conditions as set out in the agreement. - If the service provider can deliver the services within the period as specified under the agreement but the client detects any errors, the service provider shall pay the penalty to the client according to the conditions as set out in the agreement. <u>Termination</u> <ul style="list-style-type: none"> - If the client terminates the agreement, the client has the right to engage third party to perform the services until the completion and the client has the right to forfeit or enforce the performance security according to the conditions as set out in the agreement.

● **Administrative Staff Service Agreement**

Provision of the administrative staff service includes the front desk officer service and the receptionist service. Key terms and conditions of the agreement are as set out below.

Administrative Staff Service Agreement	
Contractual parties	: Party 1 : "Client" Party 2 : Siamrajathanee Public Company Limited or "Service Provider"

Administrative Staff Service Agreement		
Scope of services	:	Provision of personnel with the qualification as specified by the client to perform the services as set out in the agreement.
Service fee payment	:	On a monthly basis
Term	:	From 1 year up to 3 years
Performance security	:	- To guarantee performance of obligations under the agreement, the service provider shall deliver security as specified under the agreement.
Key terms and conditions	:	<p><u>Penalty</u></p> <ul style="list-style-type: none"> - If the service provider's personnel resign from the employee of the service provider and the service provider cannot replace with the new employee, the service provider shall pay the penalty to the client according to the conditions as set out in the agreement. - If the service provider's personnel fail to perform the services and the service provider cannot replace with the new employee, the service provider shall pay the penalty to the client according to the conditions as set out in the agreement. <p><u>Termination</u></p> <ul style="list-style-type: none"> - If the client wishes to terminate the agreement, the client shall provide the service provider the termination notice within the specified period prior to the date of termination.

● **Landscape maintenance agreement**

Landscape maintenance agreement can be categorized into: (1) large-scale landscape maintenance service; (2) landscape design service; and (3) tree care service (Tree care). The agreement contains the following key terms and conditions.

Large-scale landscape maintenance agreement		
Contractual parties	:	Party 1 : "Client" Party 2 : Siamrajathanee Public Company Limited or "Service Provider"
Scope of services	:	Provision of personnel to take care and maintain landscape, including maintaining surrounding of Client's office, area decoration, installation of decorative plants and/or cleaning service and other services as specified under the agreement.
Service fee payment	:	On a monthly basis
Term	:	Short-term (not exceeding 6 months) and long-term (from 6 months - 3 years)
Performance security	:	- Letter of guarantee from financial institution in the value as specified under the agreement. Client will return the letter of guarantee upon completion of the conditions as specified under the agreement.
Key terms and conditions	:	<p><u>Terms and Conditions</u></p> <ul style="list-style-type: none"> - Service Provider agrees to provide gardener with experience and has good knowledge in gardening to service Client. The number of gardener(s) shall be as specified under the agreement.

Large-scale landscape maintenance agreement	
	<ul style="list-style-type: none"> - In case that the gardener is absent, Service Provider shall provide replacement gardener to perform the duties for the period as specified in the agreement. - Throughout the term of agreement, Client shall evaluate Service Provider's performance according to criteria specified in the agreement. <p><u>Penalty</u></p> <ul style="list-style-type: none"> - If Service Provider could not commence services according to terms and conditions of the agreement, Service Provider shall pay penalty fee to Client according to terms and conditions of the agreement. - Client has the right to deduct any penalty or damage incurred due to the fault of Service Provider from service fees or Service Provider's retention or enforce from performance security, as the case maybe, subject to terms and conditions of the agreement. <p><u>Termination</u></p> <ul style="list-style-type: none"> - If either party breaches the agreement, the non-defaulting party shall submit a notice to the defaulting party to remedy the breach. If the defaulting party does not remedy the breach, the non-defaulting party shall have the right to terminate the agreement.

Agreements relating to automobile rental business and property lease business:
● Automobile Rental Service Agreement

The Company provides the automobile rental service. Key terms and conditions of the agreement are as set out below.

Long-term Automobile Rental Service Agreement	
Contractual parties	: Party 1 : "Lessee" Party 2 : Siamrajathanee Public Company Limited or "Lessor"
Scope of services	: Provision of procurement of vehicles and/or modified vehicles for rent as set out in the conditions of the agreement.
Service fee payment	: On a monthly basis
Term	: From 3 years to 5 years
Key terms and conditions	: <u>Terms and Conditions</u> <ul style="list-style-type: none"> - The lessee agrees to lease and the lessor agrees to provide the vehicle rental service. - The lessee agrees to pay the deposit to the lessor for the vehicle rental service, if the lease fails to perform any obligations under the agreement, the lessor has the right to forfeit the deposit as the penalty. - The lessor shall be responsible for all expenses relating the annual vehicle registration, vehicle insurance, maintenance cost according to the service period or the period as required under the standard of vehicle manufacturer. - The lessor shall be responsible for the first-class vehicle insurance covering all damages according to the insurance policy.

Long-term Automobile Rental Service Agreement	
	<ul style="list-style-type: none"> - The lessor shall provide the replacement vehicle in case of the leased vehicle cannot be used due to the accident which is not caused by willful or gross negligence of the lease. The lessor will provide the lessee the replacement vehicle in the same or similar model until the leased vehicle has been repaired in the normal condition. <p><u>Termination</u></p> <ul style="list-style-type: none"> - The lessor reserves the right to terminate the agreement without a prior written consent if the lessee fails to perform any obligations under the agreement or the lessee fails to pay the rental fee for two consecutive installments or it believes that the lessee cannot pay the rental fee whereby the lessee shall pay the penalty fee at 30% of the remaining rental fee to the lessor. If the lessor does not exercise the termination right, it shall be deemed that the lessor does not waive the right.

Remark: 1) Vehicle for long-term lease is a new and unused vehicle.

- 2) The vehicle rental service provides to private companies, governmental authorities and state enterprises whereby the key terms and conditions of the agreement for the private companies, governmental authorities and state enterprises are the same saved for the vehicle rental service for governmental authorities and state enterprises, the Company shall be required to provide performance security to them.

Short-term Automobile Rental Service Agreement	
Contractual parties	: Party 1 : "Lessee " Party 2 : Siamrajathanee Public Company Limited or "Lessor"
Scope of services	: Provision of procurement of vehicles and/or modified vehicles for rent as set out in the conditions of the agreement.
Service fee payment	: On a monthly basis
Term	: Up to 3 years
Key terms and conditions	<p><u>Terms and Conditions</u></p> <ul style="list-style-type: none"> - The lessee agrees to lease and the lessor agrees to provide the vehicle rental service. The lessor has the ownership over the vehicle or the possession right over the vehicle or the right and power to manage the vehicle according to the applicable laws. - The lessee agrees to pay the deposit to the lessor for the vehicle rental service, if the lease fails to perform any obligations under the agreement, the lessor has the right to forfeit the deposit as the penalty. - The lessor shall be responsible for all expenses relating the annual vehicle registration, vehicle insurance, maintenance cost according to the service period or the period as required under the standard of vehicle manufacturer. - The lessor shall be responsible for the first-class vehicle insurance covering all damages according to the insurance policy. - The lessor shall provide the replacement vehicle in case of the leased vehicle cannot be used due to the accident which is not caused by willful or gross negligence of the lease. The lessor will provide the lessee the

Long-term Automobile Rental Service Agreement	
	<p>replacement vehicle in the same or similar model until the leased vehicle has been repaired in the normal condition.</p> <p><u>Termination</u></p> <ul style="list-style-type: none"> - The lessor reserves the right to terminate the agreement without a prior written consent if the lessee fails to perform any obligations under the agreement or the lessee fails to pay the rental fee for two consecutive installments or it believes that the lessee cannot pay the rental fee whereby the lessee shall pay the penalty fee at 30% of the remaining rental fee to the lessor. If the lessor does not exercise the termination right, it shall be deemed that the lessor does not waive the right.

Remark: 1) The vehicle rental service provides to private companies, governmental authorities and state enterprises whereby the key terms and conditions of the agreement for the private companies, governmental authorities and state enterprises are the same saved for the vehicle rental service for governmental authorities and state enterprises, the Company shall be required to provide performance security to them.

● **Office lease agreement in respect of Country Complex Building**

The Company entered into lease agreements and service agreements in respect of units on Level 11 of Country Complex Building A. The key terms and conditions of the agreements are as set out below.

Property Lease Agreement	
Contractual parties	<p>: Party 1 : "Lessee" and/or "Client"</p> <p>Party 2 : Siamrajathanee Public Company Limited or "Lessor" and "Service Provider"</p>
Agreement names	: Office lease agreement and service agreement
Key terms and conditions	<p>: The Company agrees to lease out units on Level 11 of Country Complex Building A and provide services relating to the lease agreement.</p> <p><u>Key conditions of lease agreement and service agreement</u></p> <ul style="list-style-type: none"> - For the collateral for damages of the office lease agreement and the service agreement, the Company will collect it from the lessee and/or the client at the rate of 3 months of total value of the office lease agreement and the service agreement. - The lessee shall use the lease space and equipment for the purpose of business office only. The lessee shall not use the lease space for living, cooking or other activities which will breach the applicable laws, peace and public order or public moral. - If the Company sells, transfers or assigns the right of lease space to a third party, such third party shall assume the rights and obligations that of the Company. In addition, the Company has the right to use the lease space for pledge or creating other encumbrances without prior consent from the lessee. - The lessee shall not assign the rights and obligations to any other person without prior written consent from the Company.

Property Lease Agreement	
	<ul style="list-style-type: none"> - The Company may assign the rights and obligations of the service agreement to any other person without prior consent from the client provided that upon the assignment, the Company shall notify such assignment to the client in writing. - The client shall not assign the rights and obligations of the service agreement to any other person without prior written consent from the Company.
Leased area	: Units on Level 11 of Country Complex Building A located at No. 223 Sanphawut Road, Bangna Sub-district, Bangna District, Bangkok 10260 with the total area of 1,158.00 square meters
Lease term and renewal	: <p><u>Lease agreement</u></p> <p>Average lease term is 2 – 3 years and upon the expiry of the lease term, Lessee shall have the right to renew the lease for another 3 years.</p> <p><u>Service agreement</u></p> <p>Service agreement is related to lease agreement. Therefore, if lease agreement is renewed, service agreement shall also be renewed.</p>

5.5.4 Consortium Agreement

The Company has three consortium agreements with other juristic persons. The key terms and conditions of the agreements are as set out below.

- Consortium Agreement with Provincial Electricity Authority

Consortium Agreement No. 1	
Contractual parties	: <p>Party 1 : Siamrajathanee Public Company Limited</p> <p>Party 2 : Company No. 1</p> <p>Party 3 : Company No. 2</p> <p>or “Consortium”</p>
Agreement names	: Consortium Agreement
Term	Consortium agreement shall be expired after the expiration of services rendered to Provincial Electricity Authority, District 1 (Central Region), Phra Nakhon Si Ayutthaya Province.
Key terms and conditions	: <p><u>Terms and Conditions</u></p> <ul style="list-style-type: none"> - The parties acknowledge and agree that Siamrajathanee Public Company Limited shall be the main consortium which has the power to execute any documents together with the company’s stamp affixed for contacting and taking any actions with Provincial Electricity Authority such as the contacting and purchasing the bidding package, submission of bidding proposal and fee proposal of the governmental procurement system. - The parties agree to divide the duties, service fees and liabilities in part as set out in the agreement. <p><u>Termination</u></p> <ul style="list-style-type: none"> - The agreement shall be terminated after the completion of works of each party and all claims and liabilities of all parties have been settled.

Consortium Agreement No. 1		
		<u>Joint liability</u> - The parties shall have the joint and several liability to the client or third party.
Performance security	:	The parties agree to provide the performance security according to the scope of works of each party as set out in the agreement.

Consortium Agreement No. 2		
Contractual parties	:	Party 1 : Siamrajathanee Public Company Limited Party 2 : Company No. 1 or "Consortium"
Agreement names	:	Consortium Agreement
Term	:	Consortium agreement shall be expired after the expiration of services rendered to Provincial Electricity Authority, District 1 (Northern Region).
Key terms and conditions	:	<u>Terms and Conditions</u> - The parties agree to provide the electricity system service to Provincial Electricity Authority, District 1 (Northern Region), Chang Mai. - The parties agree to divide the duties, service fees and liabilities in part as set out in the agreement. - The parties shall have the joint and several liability to the client or third party. <u>Termination</u> - The agreement shall be terminated after the completion of works of each party and all claims and liabilities of all parties have been settled.
Performance security	:	- The parties agree to provide the performance security according to the scope of works of each party as set out in the agreement.

■ Consortium Agreement with Provincial Waterworks Authority

Consortium Agreement No. 3		
Contractual parties	:	Party 1 : Siamrajathanee Public Company Limited Party 2 : Company No. 1 or "Consortium"
Agreement names	:	Consortium Agreement
Term	:	Consortium agreement shall be expired after the expiration of services rendered to Provincial Waterworks Authority, District 10.
Key terms and conditions	:	<u>Terms and Conditions</u> - The parties agree to provide the meter reading service for Provincial Waterworks Authority, District 10 (26 branches in Provincial Waterworks Authority, District 10) - The parties shall be responsible for all works according to the scope of consortium as set out in the agreement without joint investment or dividing of profits or losses.

Consortium Agreement No. 3				
		-	The parties agree to divide the duties, service fees and liabilities in part as set out in the agreement.	
			<u>Termination</u>	
		-	The agreement shall be terminated after the completion of works of each party and all claims and liabilities of all parties have been settled.	
Performance security	:	-	The parties agree to provide the performance security according to the scope of works of each party as set out in the agreement.	

5.5.5 Insurance Policy

As of 31 December 2020, the Company maintains insurances in respect of assets and investment properties, details of which are as follows:

Type of Insurances	Insurance Policy Period	Insured Amount (Million Baht)		Beneficiary
		Property Damage Insurance	Third Party Liability Insurance	
Property All Risk Insurance	25 April 2020 – 25 April 2021	144.56	-	Financial institution under the encumbrance
Fire insurance for House (building (exclusive of foundation))	10 September 2018 – 10 September 2021	29.38	-	Financial institution under the encumbrance
Fire insurance for House (property in the building)	1 August 2019 – 10 September 2021	9.56	-	Financial institution under the encumbrance
Third Party Liability Insurance	25 April 2020 – 25 April 2021	-	5.00	Company

In addition to the insurance of movable assets and immovable assets for investments, the Company has the group insurance for employees of each department with the insured amount which covers loss of organs, death, disability of the employees and any third party.

5.6 Policy on investments in associates and subsidiaries

Siamrajathanee Public Company Limited (the “Company”) has a policy to invest in companies that have objectives consistent with the Company’s goals and strategic plan for growth. The investments should, therefore, result in improvement in operating performance or create synergy in order to increase the Company’s competitive advantage. The Company and its subsidiaries and/or associates may consider investments in other business if such business has a potential for growth or can be expanded or would be beneficial to the Company’s business and generate good return on investment. In consideration of any investment by the Company, its subsidiaries and/or associates, the Company will conduct a feasibility study on the investment, taking into consideration potential opportunities and investment risks. Investment analysis will be performed with suitable process. The investment must be approved by the Board of Directors’ meeting or the shareholders’ meeting of the Company (as the case maybe). Corporate actions required for investments in subsidiaries and/or associates shall be in accordance with the Notification of Capital Market Supervisory Board Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the

Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E. 2547 (2004). The Company may consider investing in business that is not its core business. The investment must be suitable with business environments, the Company's policies, goals, business directions, and strategic plan.

SIAMRAJATHANEE PUBLIC COMPANY LIMITED

Attachment 5

Policy and Guideline on Corporate Governance and Business Ethics

PART 1
General

SO VISION

Siamrajathanee All Solutions One Outsource : Simplify Your Life

SO MISSION

1. Understand the problem, use knowledge for development, create innovation, reduce burdens and create benefits for Customers to do their business conveniently.
2. Focus on potential developments, create growth and value for employees, company and shareholders.
3. Create a corporate culture, operate with good governance and be socially responsible.
4. Collaborate with business partners to increase efficiency and create success together.

PART 2**Good Corporate Governance Policy**

Siamrajathanee Public Company Limited values the importance of the good corporate governance principle which will support the Company's business operation with efficient and sustainable growth for the highest benefits of all stakeholders including employees, investors, shareholders and other stakeholders. Therefore, the Board of Directors has resolved to have the good corporate governance principle in place which include the importance principle consisting of structure, roles, duties and responsibilities of the Board of Directors and the management principle with the integrity, transparency, and supportable as the guideline of organization management to ensure the Company's business operation will be performed with fairness and highest interest of all shareholders and stakeholders.

To ensure that the Company will be reliable for all shareholder and stakeholders, and for the benefit of creating sustainable value for the business according to the expectation of the private sector, investors, capital market and society, the Company has prepared the good corporate governance principle in accordance with the good corporate governance principle of the listed companies in 2017 prepared by the Securities and Exchange Commission as the guideline of the corporate governance of companies.

Principle and Policy on Corporate Governance

The Board of Directors values the importance of the good corporate governance principle which include 8 corporate governance principles as follows:

- | | |
|-------------|---|
| Principle 1 | Establish Clear Leadership Role and Responsibilities of the Board |
| Principle 2 | Define Objectives that Promote Sustainable Value Creation |
| Principle 3 | Strengthen Board Effectiveness |
| Principle 4 | Ensure Effective CEO and People Management |
| Principle 5 | Nurture Innovation and Responsible Business |
| Principle 6 | Strengthen Effective Risk Management and Internal Control |
| Principle 7 | Ensure Disclosure and Financial Integrity |
| Principle 8 | Ensure Engagement and Communication with Shareholders |

Principle 1: Establish Clear Leadership Role and Responsibilities of the Board**Principle 1.1**

The Board of Directors should demonstrate a thorough understanding of its leadership role, assume its responsibilities in overseeing the company, and strengthen good governance, including:

- (1) defining objectives;
- (2) determining means to attain the objectives; and
- (3) monitoring, evaluating, and reporting on performance.

Principle 1.2

The Board of Directors shall monitor the Company to achieve the result of the good corporate governance as follows:

- (1) competitiveness and performance with long-term perspective;
- (2) ethical and responsible business;
- (3) good corporate citizenship; and
- (4) corporate resilience

The Board of Directors will adhere to the following principles in corporate governance to lead to good corporate governance results.

- 1.2.1 The Board of Directors will take into account the ethics, social and environmental impacts. In addition to financial performance
- 1.2.2 The Board of Directors will behave as a role model as a leader in corporate governance to drive an ethical corporate culture.
- 1.2.3 The Board of Directors shall provide policies for directors. Executives and employees who represent written principles and guidelines such as code of conduct, etc.
- 1.2.4 The Board of Directors shall supervise communications for directors. All executives and employees understand that there are sufficient mechanisms to facilitate the practicality of the above policies and follow up on the practice and review policies and practices regularly.

Principle 1.3

The Board of Directors shall ensure that all directors and executives perform their duties responsibly, carefully and honestly with the organization and ensure that the implementation of the laws, regulations and resolutions of the shareholders' meeting, as well as the policies or guidelines set forth, as well as the approval process for important operations such as investment, transactions that have a significant impact on the Company, transactions with connected parties, acquisition or disposition of assets or dividend payment etc.

Principle 1.4

The Board of Directors should demonstrate a thorough understanding of the division of board and management responsibilities. The Board of Directors should clearly define the roles and responsibilities of management and monitor management's proper performance of its duties

- 1.4. 1 The Board of Directors shall prepare a charter or corporate governance policy of the Board of Directors that specifies the duties and responsibilities of the Board of Directors for reference in the performance of duties of all directors and shall hold regular reviews of such charters at least once a year including reviewing the division of roles and duties of the Board of Directors, Chief Executive Officer and managements are regularly aligned with the direction of the organization.
- 1.4.2 The Board of Directors will understand the scope of its duties and assign the management authority to the management by making written recordings. However, such assignment does not discharge the responsibilities of the Board of Directors. The Board of Directors shall monitor the management to perform their duties as assigned. Scope of Duties and Responsibilities of the Board of Directors, Chief Executive Officer and managements may consider the following:

Matters for consideration

means the matter in which the Board of Directors is primarily responsible for the appropriate actions. The Board of Directors may assign management to propose the matters for consideration, including the following:

- 1) Setting objectives and key business goals.
- 2) Creating an organizational culture that adheres to ethics and behaves as a model.
- 3) Supervision of the structure and practices of the Board of Directors to achieve the objectives and main goals of the business effectively.
- 4) Nomination, development, remuneration and evaluation of the performance of the Chief Executive Officer
- 5) Establishing a remuneration structure that incentivizes personnel to work in accordance with the objectives, main goals of the organization.

Matters taken in conjunction with management

means the matters that the Board of Directors, Chief Executive Officer and management team shall consider it together and the management team shall propose such matter for the Board of Directors' consideration. The Board of Directors will supervise the overall policy in line with the objectives and main goals of the business, as well as assign management to be carried out by the monitoring committee and have the management report to the Board of Directors periodically as appropriate, including the following:

- a) Determination and review of strategies, goals, annual plans.
- b) Adequate suitability of risk management and internal control systems.
- c) Determining the appropriate authority for management's responsibilities.

- d) Establishing resource allocation frameworks, developments and budgets, such as human resource management policies and plans, and information technology policies.
- e) Monitoring and evaluating performance.
- f) It is important to keep financial and non-financial disclosure credible.

Matters that the Board of Directors should not be taken care

means the matters that Board of Directors will supervise at the policy level by assigning the Chief Executive Officer and management to be the main responsibility for the implementation, including the following:

1. Management in accordance with the strategies, policies, plans approved by the Board of Directors.

The Board should allow management to manage its operational decisions, procurement and recruitment, etc. in accordance with the established policy framework and monitor the results without interfering with decisions unless necessary.

2. Matters prohibited, such as approval of transactions in which directors have interests, etc.

The Company has designated the following matters as the authority and responsibility of the Board of Directors for consideration and/or approval.

1. To consider and approve the appointment of qualified and non-prohibited persons as prescribed in the Public Limited Companies Act B.E. 2535 (1992) and the Securities and Exchange Act, as well as announcements of regulations and/or regulations relating to director positions. In case the position of director is vacant for reasons other than agenda exercises.
2. To consider the appointment of independent directors and sub-committees based on prohibited qualifications and characteristics in accordance with the securities and exchange laws, including announcements of regulations and/or related regulations of the Stock Exchange of Thailand, or to propose to the shareholders' meeting for further appointment as independent directors and sub-directors of the Company.
3. To consider and amend the power to bind the Company of the authorized directors.
4. Appoint any other person to conduct the Company's business under the control of the Board of Directors or may authorize such person to have the authority and/or within the time limits deemed appropriate by the Board of Directors, which the Board of Directors may revoke, revoke, or revoke or change or modify that power.
5. To consider and approve the acquisition or disposition of assets of the Company, unless such transaction must be approved by the shareholders' meeting. Such approvals must be made in accordance with the laws, regulations and/or related regulations of the Stock Exchange of Thailand.
6. To consider and approve the connected transaction unless such transaction must be approved by the shareholders' meeting. In such approvals, it shall be made in accordance with the laws, regulations and/or related regulations of the Stock Exchange of Thailand.

7. To consider and approve the interim dividend payment to shareholders when it be seen that the Company is reasonably profitable to do so and reports the dividend payment to the shareholders' meeting at the next shareholders' meeting.
8. To consider the appointment of qualified persons to be chief executive officer in case the position of Chief Executive Officer is vacant
9. It is responsible for determining the Company's vision, policies and operational direction, business strategy, annual budget, and supervising management to effectively and effectively implement the defined policies to maximize economic value for shareholders and sustainable growth.
10. Responsible for shareholders regularly and operating the business by maintaining the interests of shareholders. The information that is material to investors is disclosed correctly with standard and transparency.
11. The performance of the directors is evaluated including the sub-committees and senior executives on a annual basis.
12. Supervise management to have a risk management system appropriately and efficiently.
13. Consider decisions on matters of essence, such as policies and business plans, large investment projects, administrative authority, acquisition or disposition of assets and other items required by laws.
14. Determine the authority and approval level of transactions and actions related to the Company's work to the faculty or individuals as appropriate and in accordance with the relevant laws and it shall conduct and review it at least once a year.
15. Prepare balance sheets and income statements at the end of the Company's fiscal year and sign them to certify the statements. Such financial statements shall be presented to the shareholders' meeting at the Annual General Meeting of shareholders for approval.
16. Approve the appointment of the auditor and consider the annual audit fee to be presented to the shareholders for approval of the appointment.
17. The Board of Directors' responsibilities for financial transactions are shown in conjunction with the auditor's report and in the annual report and shall cover important matters in accordance with the Best Practices Policy for directors of listed companies of the Stock Exchange of Thailand.
18. Supervise the performance of sub-committees in accordance with the charter.
19. The Board of Directors must evaluate the performance on its own and evaluate the overall performance.
20. The Company and its subsidiaries have implemented appropriate and efficient accounting systems, including internal control and internal audit systems.

21. Establish a policy on corporate governance in accordance with written governance principles and effectively implement such policies to ensure that the Company has a fair responsibility to all stakeholders and encourages communication to everyone in the Company to be informed and adhered to.
22. Independent directors should exercise their discretion independently in determining the strategy, job management, the use of resources, the appointment of directors and the standard setting of business operations, as well as being ready to oppose the actions of management or other directors in the event of a conflict of opinion on matters affecting the equality of all shareholders.
23. Provide accurate disclosure to all shareholders and stakeholders with the complete, transparent, reliable, timely and equitable.
24. Provide appropriate and effective risk management processes that can assess, monitor, and manage critical risks.
25. Arrange the Company Secretary to oversee the activities of the Board of Directors and assist the Board of Directors to comply with applicable laws and regulations.
26. Establish the Code of Conduct of directors, management and employees to standardize the Company's business practices.
27. Establish a succession plan for the Company's top executives.
28. Regularly review important policies and plans to be up-to-date and appropriate for business conditions.
29. To review and revise the Charter of the Board of Directors (as the case may be) annually.
30. Professional opinions on business operations can be sought by hiring external consultants at the expense of the Company.
31. Perform any other duties related to the Company's business as assigned by the shareholders.
32. Independent directors may be assigned by the Board of Directors to make decisions on the operation of the Company, the parent company, its subsidiaries, joint ventures, subsidiaries of the same order, major shareholders or controlling persons of the Company by making decisions in the form of collective decisions.
33. Development and management training for directors and executives, the Board of Directors has a policy of promoting and facilitating training and educating directors and executives of the Company to ensure continuous improvement and operation for both internal and external training courses and all Board of Directors' members must be trained to understand their duties as directors. The Board of Directors and senior executives are focused on participating in trainings or seminars in various courses or developing competencies, with most directors already trained with the Thai Institute of Directors Association (IOD), namely the Director Certification Program (DCP), the Director Accreditation Program (DAP), the Audit Committee Program. The Company has also continuously sent directors and executives to participate in training courses organized by the Thai Institute of Directors Association (IOD) and other institutions.

Principle 2: Define Objectives that Promote Sustainable Value Creation**Principle 2.1**

The board should define objectives that promote sustainable value creation and governance outcomes as a framework for the operation of the company.

2.1.1 The Board of Directors is responsible for maintaining that the Company has clear objectives or goals. It can be used as a core concept to define the business model and communicate to everyone in the organization driven in the same direction. It is prepared as a vision and shared values of the organization or its objectives and principles or other.

2.1.2 In achieving the main objectives or goals, the Board of Directors will establish a business model that can create value for companies, stakeholders, and society as a whole.

- 1) Environment and changes in factors including the proper adoption of technology
- 2) Needs of customers and stakeholders
- 3) Readiness, expertise Competitiveness of the Company
- 4) Purpose of incorporating a company
- 5) Key customer group of the Company
- 6) Profitability or competition by creating value for the company and its customers.
- 7) The company's long-term ability to exist under both opportunity and risk factors affecting the Company and its stakeholders.

2.1.3 The Board of Directors shall prompt the organization value of the good corporate governance principle such as the accountability, the integrity, the transparency and the due consideration of social and environmental responsibilities

2.1.4 The Board of Directors will promote communication and strengthen the main objectives and goals of the organization reflected in the decisions and operations of personnel at all levels to become a corporate culture.

Principle 2.2

The Board of Directors should ensure that the company's annual and medium-term objectives, goals, strategies, and plans are consistent with the long-term objectives, while utilising innovation and technology effectively.

2.2.1 The Board of Directors will oversee the preparation of annual strategies and plans that align with the company's core objectives and goals taking into account the Company's environmental factors at that time, as well as acceptable opportunities and risks, and encouraging the preparation or review of objectives, goals and strategies for the medium term of 3-5 years to ensure that the annual strategy and plan take into account the impact over a longer period of time, and also enough to predict it appropriately.

2.2.2 To formulate an annual strategy and roadmap The Board of Directors will ensure that the environment is analyzed. Factors and risks that may affect stakeholders involved along the line, including factors that may

influence the company's achieving core goals, are mechanisms that truly understand the needs of stakeholders.

- a) Specify the process, method or clear channel of engagement or communication between stakeholders and the Company so that the Company can access and accurately identify the issues or needs of each group of stakeholders as close as possible.
- b) Identify the relevant stakeholders of the Company, both internally and externally, as individuals, groups of individuals, organizational units such as employees, investors, customers, partners, Communities, government agencies, regulators, etc.
- c) Identify issues and expectations of stakeholders in order to analyze and classify them according to the importance and impact on both the Company and its stakeholders.

2.2.3 In formulating the strategy, the Board should ensure that innovation and technology are promoted and used to create competitiveness and meet the needs of stakeholders by remaining on the basis of social and environmental responsibility.

2.2.4 The Board of Directors will set goals to suit the company's business environment and potential. The Board of Directors will consider both money and non-money targets. In addition, the Board will be aware of the risks of setting goals that could lead to illegal conduct or lack of ethics.

2.2.5 The Board of Directors will supervise the transfer of objectives and goals through strategies and plans throughout the organization.

2.2.6 The Board of Directors shall supervise the allocation of appropriate resources and operational control and monitor the implementation of the annual strategy and plan. The Company has the responsibility to supervise and monitor its performance.

Principle 3: Strengthen Board Effectiveness

Principle 3.1

The board should be responsible for determining and reviewing the board structure, in terms of size, composition, and the proportion of independent directors so as to ensure its leadership role in achieving the company's objectives.

3.1.1 The Board of Directors is responsible for providing the board with a wide range of qualifications including skills, experience, capabilities and characteristics to ensure that the overall board is qualified. Able to understand and meet the needs of stakeholders at least one non-executive director must have experience in the core business or industry in which the Company operates.

3.1.2 The Board of Directors will determine the appropriate number of directors able to perform duties effectively with a minimum of 5 directors and no more than 12 directors.

3.1.3 The Board of Directors shall have a proportion between executive directors and non-executive directors that appropriately reflect the balanced power.

- a) Most of the directors are non-executive directors who can freely comment on the management's work.
- b) Independent directors have the number and qualifications of independent directors in accordance with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, as well as ensure that independent directors can work effectively with all boards and express their opinions freely.

3.1.4. The Board of Directors shall disclose the policy for determining the composition of the board of directors with diversity and information on directors such as age, education history, experience, shareholding, number of years as director and directorship in other listed companies. in the company's annual report and on the company's website.

The Structure of the Board of Directors consists of: Executive Director At least 5 non-executive directors and independent directors, but no more than 12, and have directors who are truly independent of management and free from any business relationship or other relationship that may influence the exercise of discretion independently. Not less than one-third of the total number of directors must be at least 3, all directors are free to express their opinions on the company's operations to ensure that the management's operations are efficient, accurate and transparent, and to ensure that the management and operation is in accordance with good corporate governance policy. The Board of Directors has established a sub-committee as follows:

(1) Audit Committee (2) Nomination and Corporate Governance Committee (3) Risk Management Committee and (4) Strategic Committee. The Audit Committee consists of all independent directors and has a number of not less than one member of the Audit Committee has the knowledge and financial experience to review the credibility of the financial statements.

Principle 3.2

The Board of Directors should select an appropriate person as the chairman and ensure that the board composition serves the best interest of the company, enabling the board to make its decisions as a result of exercising independent judgement on corporate affairs.

3.2.1 Chairman of the Board of Directors is an independent director.

3.2.2 Chairman and Chief Executive Officer have different responsibilities. The Board of Directors will clearly determine the authority of the Chairman and chief executive officer, and to prevent any person from having unlimited powers. The Company will separate the person who holds the chairman's position from the person who holds the position of Chief Executive Officer.

3.2.3 Chairman of the Board of Directors plays the leadership role of the Board of Directors. The duties of the Chairman of the Board of Directors cover the following matters:

- (1) Supervising, monitoring and ensuring that the Board of the Directors' duties are effective and achieving the main objectives and goals of the organization.
- (2) Ensuring that all directors are involved in promoting an ethical corporate culture and good corporate governance.

- (3) Setting the agenda of the Board of Directors' meetings with the Chief Executive Officer and taking measures to ensure that important matters are included as agenda items, chairing the Board of Directors' meetings and chairing shareholders' meetings.
- (4) Sufficient time is allocated for management to propose the matter and enough for the directors to carefully discuss key issues. Encouraging directors to exercise discretion and provide free opinions
- (5) Strengthening the relationship between executive directors and non-executive directors, and between the Board of Directors and management.
- (6) Monitor the management of the Board of Directors and other sub-committees to achieve the specified objectives.
- (7) Be a decisive vote in the event of a board of directors' meeting. There are equal votes and votes on both sides.

3.2.4 In the event that the Chairman and Chief Executive Officer are not explicitly separated, for example, the Chairman of the Board of Directors and the Chief Executive Officer are the same persons or the Chairman of the Board of Directors is not an independent director or the Chairman of the Board of Directors and the Chief Executive Officer are family members or members of the Executive Committee or working group, or are assigned to the administrative responsibilities of the Board of Directors to promote a balance of power between the Board of Directors and management by considering:

- (1) The board composition consists of more than half of independent directors (1/2); or
- (2) Appointment of an independent director to consider the agenda of the Board of Directors' meeting

3.2.5 The Board of Directors shall establish a policy for independent directors to hold positions continuously no more than nine (9) years from the date of the appointment of the first independent director. In the event that an independent director is appointed to the position, The Board of Directors will reasonably consider such a necessity.

3.2.6 The Board of Directors will consider the appointment of a sub-committee to consider specific issues, moderate information, and propose guidelines before proposing to the Board of Directors for further approval.

3.2.7 The Board of Directors will oversee the disclosure of the roles and duties of the Board of Directors. and sub-committees. The number of meetings and the number of times each director attended the meeting in the past year and the performance report of all sub-committees.

Principle 3.3

3.3.1 The Board of Directors should form a nomination committee, where the majority of members and the chairman should be independent directors.

- 3.3.2 The Nomination Committee should hold a meeting to consider the criteria and procedures for recruiting persons in order to obtain qualified directors to provide the Board of Directors with appropriate skillful elements, as well as to consider the history of such persons and to present their opinions to the Board of Directors before presenting the shareholders' meeting to appoint directors. In addition, the Company will adequately inform shareholders about the nominated persons to make decisions.
- 3.3.3 The Nomination Committee will review the criteria and procedures for nominating directors before the nomination of directors is completed. The Nomination Committee shall take into account the performance of the duties of such directors as follows:
- 3.3.4 In the event that the Board of Directors appoints any person to be an advisor to the Nomination Committee in the nomination process and determines the remuneration, it shall disclose the information of the advisor in the annual report, including independence or conflict of interest

Principle 3.4

When proposing director remuneration to the shareholders' meeting for approval, the Board of Directors should consider whether the remuneration structure is appropriate for the directors' respective roles and responsibilities, linked to their individual and company performance, and provide incentives for the board to lead the company in meeting its objectives, both in the short and long term.

- 3.4.1 The Board of Directors should establish a remuneration committee in which the majority of members and the chairman should be independent directors to consider the policies and criteria for determining remuneration.
- 3.4.2 The remuneration of directors must be in line with the company's long-term strategy and goals. Experience, obligations, the scope of roles and responsibilities, as well as the expected benefits of each director. This is in a way that is comparable to the levels performed in the same industry.
- 3.4.3 Shareholders must approve the structure and remuneration rate of directors. The Board of Directors will consider each form of remuneration appropriately. Both fixed-rate remuneration (e.g. regular remuneration, meeting allowances) and remuneration based on the Company's performance (e.g. bonuses, pensions) are linked to the value the Company generates for shareholders, but not at too high a level, resulting in a focus on short-term results.
- 3.4.4 The Board of Directors shall disclose policies and criteria for determining the remuneration of directors that reflect each person's obligations and responsibilities. This includes the format and amount of compensation. The amount of compensation disclosed includes the remuneration received by each director of the subsidiary.
- 3.4.5 In the event that the Board appoints any person to be the advisor of the Remuneration Committee, the advisor's information should be disclosed in the annual report, including independence or no conflicts of interest.

Principle 3.5

The Board of Directors should ensure that all directors are properly accountable for their duties, responsibilities and actions, and allocate sufficient time to discharge their duties and responsibilities effectively.

- 3.5.1 The Board of Directors shall ensure that there is a mechanism to encourage directors to understand their roles and duties.
- 3.5.2 The Board of Directors shall establish the criteria for holding positions in other companies of directors by considering the performance of directors who hold multiple positions and ensuring that directors can devote sufficient time to performing their duties in the Company. It determines the number of listed companies that each director will hold to suit the nature or business conditions of the Company, but in total should not exceed the five listed companies, as the effectiveness of duties as directors may be reduced. If the number of companies in which directors hold positions is excessive and the criteria should be disclosed, the rules should be disclosed.
- 3.5.3 The Board of Directors shall provide a reporting system for other positions of directors and expose it to acknowledgement.
- 3.5.4 In the event that a director serves as a director or executive or has a direct or indirect interest in other conflicts of interest or can use the Company's opportunities or information for their own benefit. The Board of Directors must ensure that the Company takes adequate precautions and that shareholders are informed as appropriate.
- 3.5.5 Each director shall attend at least 75% of the total board meetings held in the year, except where necessary.

Principle 3.6

The Board of Directors should ensure that the company's governance framework and policies extend to and are accepted by subsidiaries and other businesses in which it has a significant investment as appropriate.

- 3.6.1 The Board of Directors will consider the corporate governance policy of the subsidiary (if any), including:
- (1) For level of appointment of persons to be directors, the Board of Directors appoints unless the Company is a small operating arm of the Company. The Board of Directors may assign the Chief Executive Officer to be appointed.
 - (2) Determine the scope of duties and responsibilities of the person representing the Company in accordance with Clause (1) and have the Company's representatives supervise the compliance with the policies of the subsidiary. The Board of Directors will establish a policy for agents to do their best for the benefit of their subsidiaries and in accordance with the policies of the parent company.
 - (3) Appropriate and adequate internal control system of subsidiaries and transactions in accordance with the relevant laws and regulations.
 - (4) Disclosure of financial position and performance of transactions with connected parties, acquisition or disposition of assets, other important transactions, capital increase, capital reduction, dissolution of subsidiaries, etc.

- 3.6.2 If it is a significant participation in other businesses, such as having a voting shareholding of 20% but not exceeding 50% and the amount of investment or may require additional investment, there may be significant investment for the Company if necessary, the Board of Directors will ensure that a contract between shareholders or other agreements is held to provide clarity on management powers and participation in decision-making in important matters and performance tracking so that it can be used as information in the preparation of the Company's financial statements in accordance with standards and deadlines.

Principle 3.7

The Board of Directors should conduct a formal annual performance evaluation of the Board of Directors, its committees, and each individual director. The evaluation results should be used to strengthen the effectiveness of the Board of Directors.

- 3.7.1 The Board of Directors and sub-committees should evaluate the performance at least once a year so that the Board of Directors can jointly consider the work and problems for further improvement.
- 3.7.2 In the performance evaluation, both faculty and individual assessments should be performed, at least as a self-evaluation method, or the Board of Directors may consider cross-evaluation methods as well as disclose the criteria, procedures and overall assessment results in the annual report
- 3.7.3 The Board of Directors may consider the provision of external advisors to help determine the guidelines and suggest issues for evaluating the board's performance at least once every three years and disclose such actions in the annual report.
- 3.7.4 The Board of Directors' assessment results should be used to determine the suitability of the Board of Directors elements.

Principle 3.8

The Board of Directors should ensure that the Board of Directors and each individual director understand their roles and responsibilities, the nature of the business, the Company's operations, relevant law and standards, and other applicable obligations. The Board of Directors should support all directors in updating and refreshing their skills and knowledge necessary to carry out their roles on the Board of Directors and Board of Directors committees.

- 3.8.1 The Board of Directors shall ensure that the person appointed as a new director is recommended and has useful information that includes understanding of the objectives, main goals, vision, mission, corporate values, as well as the company's business characteristics and business practices.
- 3.8.2 The Board of Directors shall ensure that directors are continuously trained and develop the necessary knowledge.
- 3.8.3 The Board of Directors will understand the law, rules, standards, risks and environments relating to business operations, as well as regularly being informed of up-to-date information.
- 3.8.4 The Board of Directors will disclose the training information and continuous knowledge development of the Board of Directors in its annual report.

Principle 3.9

The Board of Directors should ensure that the Board of Directors and each individual director understand their roles and responsibilities, the nature of the business, the company's operations, relevant law and standards, and other applicable obligations. The Board of Directors should support all directors in updating and refreshing their skills and knowledge necessary to carry out their roles on the Board of Directors and Board of Directors' committees.

- 3.9.1 The Board of Directors shall arrange the schedule of meetings and agenda items in advance so that directors can schedule and attend meetings.
- 3.9.2 Requires the Board of Directors to have at least 6 meetings per year, and the Audit Committee has at least 4 meetings per year to acknowledge and jointly make decisions on the Company's business operations, with the meeting scheduled in advance throughout the year and additional special agenda meetings may be held as needed and matters of urgent importance.
- 3.9.3 The Board of Director shall ensure that each director, including management, is free to propose matters that benefit the Company to the agenda.
- 3.9.4 The Company Secretary shall deliver the invitation letter with agenda and supporting documents to the directors at least 7 days in advance so that the directors have time to study in advance of the meeting.
- 3.9.5 The Board of Directors will encourage the Chief Executive Officer to invite senior executives to attend board meetings to provide additional detailed information as directly related to the issue and to have the opportunity to know senior executives for consideration of succession plans.
- 3.9.6 The Board of Directors will have access to additional required information from the Chief Executive Officer the Company Secretary or other executives assigned within the scope of the policy specified and, where necessary, the Board of Directors may hold independent opinions from external advisors or practitioners at the expense of the Company.
- 3.9.7 The Board of Directors may consider the policy to give non-executive directors the opportunity to have meetings with each other as necessary to discuss issues related to management that are of interest without joint management by notifying the Chief Executive Officer of the results of the meeting.
- 3.9.8 The Chairman of the Board of Directors or the Chairman of the Sub-Committee (as the case may be) will serve as chairman of the meeting, responsible for allocating sufficient time for directors to debate independently on important issues. The interests of shareholders and stakeholders are taken into account fairly.
- 3.9.9 At the Board of Directors' meeting or sub-committees (as the case may be), a person who have significant stakeholders in consideration, must leave the meeting during the consideration of such matters.
- 3.9.10 The resolution shall be adopted by a majority vote, and if the director opposes the resolution, record the objections in the minutes of the meeting.

3.9.11 The Board of Directors shall determine the qualifications and experience of the appropriate Company Secretary to perform duties on behalf of the Company and/or the Board of Directors. The Company Secretary shall perform its duties under the Securities and Exchange Act B.E. 2535 (1992) in Sections 89/15 and Section 89/16, which came into force on 31 August 2011 with responsibility, caution, and integrity, and must comply with the law, objectives, Articles of Association, the Board of Directors' resolutions, as well as the resolutions of the shareholders' meeting, as well as recommendations on the laws and rules that the Board of Directors must know and the management of the board meeting documents, important documents and activities of the Board of Directors including coordinating the compliance with the Board of Directors' resolutions. In addition, the Board of Directors will disclose the qualifications and experience of the Company Secretary in the annual report and on the Company's website.

3.9.12 The Company Secretary will continuously train and develop knowledge that will be useful for the performance of duties and in the event of a certification course, the Company Secretary will also attend the training course. The legal duties of the Company Secretary are as follows:

1. Prepare and maintain the following documents:
 - (1) Registration of Directors
 - (2) Notice of the Board of Directors' Meeting Minutes of Board of Directors' Meeting and the Company's annual report.
 - (3) Notice of shareholders' meeting and minutes of shareholders' meeting
2. Maintain stakeholder reports reported by directors and executives.
3. Perform other actions as prescribed by the Capital Market Supervisory Board or assigned by the Board of Directors.
4. To send a copy of the report on the interests of directors and executives or related parties relating to the management of the Company or its subsidiaries to the Chairman of the Board of Directors and the Chairman of the Audit Committee knows within 7 business days from the date the Company receives the report.
5. Provide relevant legal and regulatory advice and governance practices in the board's operations in accordance with the law.
6. To conduct the Board of Directors' meetings and shareholders' meetings.
7. Coordinate with internal agencies to comply with the Board of Directors' resolutions and shareholders' meeting resolutions.
8. Coordinate with regulatory authorities such as the Office of the SEC and the Stock Exchange of Thailand and the disclosure and reporting of information to public regulators in accordance with the laws.

9. To provide orientation and advice to the newly appointed directors.
10. Perform duties with responsibility, caution and integrity, and must comply with the laws, objectives, Articles of Association, the resolutions of the Board of Directors as well as the resolutions of the shareholders' meeting.
11. Other duties as assigned by the Company.

Principle 4: Selection and Development of Senior Executives and Management of Personnel

The Board of Directors should ensure that a proper mechanism is in place for the nomination and development of the Chief Executive Officer and key executives to ensure that they possess the knowledge, skills, experience, and characteristics necessary for the company to achieve its objectives.

- 4.1.1 The Board of Directors will consider or assign the Nomination Committee to consider the rules and procedures for recruiting qualified persons to serve as Chief Executive Officer.
- 4.1.2 The Board of Directors will monitor the Chief Executive Officer to ensure that at least the Board of Directors or the Nomination Committee will work with the Chief Executive Officer to consider the rules and procedures for the nomination and appointment of individuals and approval of the person proposed by the Chief Executive Officer to be a senior executive.
- 4.1.3 The Board of Directors shall supervise the succession plan in order to prepare successor to Chief Executive Officer and Senior Executive Officer
- 4.1.4 The Board of Directors will promote and encourage the Chief Executive Officer and senior management to receive training and development to increase knowledge and experience to be useful for the operation.
- 4.1.5 The Board of Directors has established a charter to be used as guidelines.

Selection

1. Determine how to recruit the right persons to serve as directors to suit the nature and business operation of the organization by determining the qualifications and expertise of each area that the Company wishes to have, and then presenting it to the Board of Directors' meeting for approval of the nomination criteria each time.
2. Nomination of directors when the appointment is reached, the nomination may be considered by the former director to continue or be open to nomination from shareholders or the use of external companies to help nominate or consider individuals from the House of Professional or to have each director nominate suitable persons, etc.
3. In the event that the Nomination and Remuneration Committee nominates a director who has completed his term in office, he shall re-enter the position. The Nomination and Remuneration Committee must also adopt the performance of the directors in the past year as a condition.
4. Consider the list of nominated and selected persons who meet the specified qualification criteria.

5. Verify that the person being nominated has the qualifications, laws and requirements of the relevant authorities.
6. To ensure that they are willing to serve as directors of the Company if appointed by the shareholders
7. Nominate the Board of Directors to consider and fill in the invitation letter to the shareholders' meeting for the shareholders' meeting to consider and appoint.
8. Consider policies, guidelines and procedures for creating a succession plan for appropriate and systematic management continuity for senior management positions from the director of the line of work or above.

Remuneration

1. Consider the remuneration criteria of directors and senior management in order to be appropriate by reviewing the appropriateness of the current criteria and compared with the remuneration data of other companies in the same industry as the Company, and set the guidelines accordingly to achieve the expected performance, to be fair, and to reward the person who helped the company's work to succeed.
2. Review all types of remuneration patterns, such as regular remuneration, performance, compensation and meeting allowances, taking into account the practices used by the same industry. Performance and size of the Company's business and responsibilities, knowledge, competence and experience of directors and senior executives required by the Company.
3. Consider the criteria for evaluating the performance of the Chief Executive Officer, the Board of Directors and senior executives are assigned by the Board of Directors.
4. Determine the remuneration in money and not the annual funds of the directors according to the criteria, the remuneration has been considered and presented to the Board of Directors for approval of the remuneration of the Chief Executive Officer, member of the Executive Committee and senior executive, and the Board of Directors shall present to the shareholders' meeting for approval.
5. Review the framework of the remuneration structure, annual salary increases, annual bonuses, and other benefits as follows:
 - Consider the overview and framework of the remuneration structure, annual salary increases and annual bonuses, as well as any other benefits of senior management and employees in accordance with management's proposals, to suit and produce the expected performance, fairness and reward for employees who helped the company to achieve the successful.
 - Consider the budget for the increase of annual salary including other benefits as determined by the Company.

Governance

1. Establish good corporate governance policy, ethics and code of conduct of the Company and social activities operational policy and propose to the Board of Directors for approval.
2. Supervise the performance of the Board of Directors, sub-committees and management to comply with good corporate governance principles and good practices of ethics and code of conduct.
3. To promote an ethical corporate culture, supervising the compliance with the good corporate governance policies and practices of the Company's personnel in order to comply with the good corporate governance principles and business ethics of the Company.
4. Review and update good corporate governance policy to be appropriate for proposal to the Board of Directors.
5. Take any other actions as assigned by the Board of Directors in connection with the Company's good corporate governance.

Principle 4.2

The Board of Directors should ensure that an appropriate compensation structure and performance evaluation are in place.

4.2.1 The Board of Directors, with the recommendation of the Executive Committee, will establish a remuneration structure that incentivizes executives and employees of all levels to work in accordance with the main objectives and goals of the organization and in accordance with the company's interests in the long run, this includes:

- (1) Determining the suitability of salary remuneration proportions short-term performance such as bonuses and long-term performance such as employee stock ownership plan.
 - (2) Determination of remuneration factors such as remuneration levels above or equal to industry levels should be taken into account the performance of the Company's business.
 - (3) Establishing policies regarding evaluation criteria and communications to be informed.

4.2.2 The Board of Directors excluding executive directors should play a role in the remuneration and evaluation of the performance of the Chief Executive Officer at least in the following areas:

- (1) Approve the criteria for evaluating the performance of the Chief Executive Officer. The evaluation criteria should incentivize the Chief Executive Officer to meet the main objectives by communicating to the Chief Executive Officer the assessment criteria in advance.
- (2) To evaluate the performance of the Chief Executive Officer annually or may assign the Nomination and Corporate Governance Committee as assessor, and the Chairman of the Board of Directors or senior executive should communicate the results of the decision, including development issues, to the Chief Executive Officer.

- (3) Approve the annual remuneration of the Chief Executive Officer and should consider the performance assessment of the Chief Executive Officer and other factors including:

- 4.2.3 The Board of Directors will approve the criteria and factors for evaluating the performance including approving the remuneration structure of senior executives and monitoring the Chief Executive Officer to evaluate senior executives in accordance with the assessment principles.
- 4.2.4 The Board of Directors should supervise the criteria and factors for evaluating performance for the entire organization.

Principle 4.3

The Board of Directors should consider its responsibilities in the context of the Company's shareholder structure and relationships, which may impact the management and operation of the Company.

- 4.3.1 The Board of Directors will understand the structure and relationship of shareholders which may be in the form of agreements within family affairs, whether written or not, or shareholder agreements or policies of the parent group, which affect the control of the management of the Company.
- 4.3.2 The Board of Directors shall ensure that Clause 4.3.1 shall not be an obstacle to the performance of the Board of Directors for example, having the right person as the successor.
- 4.3.3 The Board of Directors shall ensure that the disclosure of information in accordance with the agreements affecting the control of the Company.

Principle 4.4

The Board of Directors should ensure the company has effective human resources management and development programmes to ensure that the Company has adequate staffing and appropriately knowledgeable, skilled, and experienced employees and staff.

- 4.4.1 The Board of Directors shall ensure that human resource management is consistent with the direction and strategy of the organization. Employees at all levels have the right knowledge, ability, motivation and are treated fairly to retain the organization's talented workforce.
- 4.4.2 The Board of Directors will ensure that the provident funds or other mechanisms are established to ensure that employees have sufficient savings to support retirement, as well as to encourage employees to have an understanding of money management and choosing an investment policy that corresponds to the age range and risk level.

Principle 5 Responsible Business**Principle 5.1**

The Board of Directors should prioritise and promote innovation that creates value for the Company and its shareholders together with benefits for its customers, other stakeholders, society, and the environment, in support of sustainable growth of the Company.

- 5.1.1 The Board of Directors will focus on creating a corporate culture and ensure that management is part of the strategy review, planning, development, operational improvement and performance monitoring
- 5.1.2 The Board of Directors will promote actions to increase the value of the Company according to the ever-changing environmental conditions that may cover the formulation of the business model, how to think about the perspective of designing and developing products and services, research and improving routes and work processes, as well as collaborating with partners.

The above actions should be treated as mutual benefits to companies, customers, partners and does not encourage inappropriate behavior, illegal or unethical activities.

Principle 5.2

The Board of Directors should encourage management to adopt responsible operations, and incorporate them into the Company's operations plan. This is to ensure that every department and function in the Company adopts the Company's objectives, goals, and strategies, applying high ethical, environmental and social standards, and contributes to the sustainable growth of the Company.

- 5.2.1 The Board of Directors shall ensure that the Company conducts its business ethically, socially and environmentally responsible. It does not violate the rights of stakeholders to guide all parts of the organization to achieve its objectives. The main goals are sustainability by establishing a code of conduct to cover the following areas:
- (1) Responsibility to employees: It complies with applicable laws and standards and treats employees and employees fairly and respects human rights, including determining fair compensation and other benefits, welfare arrangements that are not less than what is required by law or more as appropriate including healthcare, health and safety at work, training, educating, developing and promoting progress, as well as giving employees the opportunity to develop their skills in other areas.
 - (2) Responsibility to customers: It complies with relevant laws and standards and takes into account health, safety, fairness, customer data retention including after-sales service throughout the life of products and services, monitoring customer satisfaction for improving products and services, including advertising, public relations and promotions, must be done responsibly and it shall not mislead or exploit customer misunderstandings.
 - (3) Responsibility to partners: by the procurement process and the terms of the contract or fair agreement and giving knowledge and enhancing productivity and providing services to standard including clarifying and ensuring that partners respect human rights and treat themselves fairly and to be socially and environmentally responsible, as well as monitor and evaluate partners for sustainable business development.
 - (4) Responsibility to Community: By using knowledge and business experience to develop projects that can enhance the benefits of the community in a concrete way, long-term progress and success are tracked and measured.
 - (5) Responsibility to Environment: By preventing, reducing, managing and ensuring that the Company does not create or cause adverse environmental impacts covering the use of raw materials, 3energy

consumption, water consumption, renewable resource consumption, greenhouse gas emissions, etc.

- (6) Fair Competition: By conducting business openly, transparently and without unfairly creating competitive advantages.
- (7) Anti-Corruption: It complies with applicable laws and standards and requires the Company to have and publicly announce its anti-corruption policy. The Company may consider joining the Anti-Corruption Network, as well as encouraging other companies and partners to have and announce its anti-corruption policy, as well as to become a networking partner.

Principle 5.3

The Board of Directors should ensure that management allocates and manages resources efficiently and effectively throughout all aspects of the value chain to enable the Company to meet its objectives.

- 5.3.1 The Board of Directors will be aware of the need for resources required, as well as recognize that the use of each type of resource affects each other.
- 5.3.2 The Board of Directors will realize that different business model also have different impacts on resources and it shall be responsible and valued to the Company in a sustainable manner.
- 5.3.3 The Board of Directors should ensure that in achieving the objectives and main goals of the management business, the management will review, develop and maintain the use of resources efficiently and efficiently, taking into account changes in internal and external factors.

There are at least 4 types of resources that the Company should take into account: financial capital, human capital, social and relationship capital and natural capital.

Principle 5.4

The Board of Directors should establish a framework for governance of enterprise IT that is aligned with the Company's business needs and priorities, stimulates business opportunities and performance, strengthens risk management, and supports the Company's objectives.

- 5.4.1 The Board of Directors shall establish a policy on the allocation and management of information technology resources, which covers the allocation of sufficient resources for business operations, and the determination of guidelines for support in the event that sufficient resources cannot be allocated as required.
- 5.4.2 The Board of Directors will also ensure that the risk management of the organization covers the management and management of information technology risks.
- 5.4.3 The Board of Directors shall establish policies and measures to maintain the security of the information system. The corporate information technology governance and management framework is as well as:
 - (1) The Company has complied with the laws, regulations and standards relating to the use of information technology.

- (2) The Company has a data security system with confidentiality, integrity and availability as well as preventing unauthorized use of or altering information.
- (3) The Company considers information technology risks and has measures in place to manage such risks. In areas, such as business continuity management, incident management, asset management, etc.
- (4) The Company has considered the allocation and management of information technology resources. There are guidelines and factors for determining the priorities of the itinerary plan, such as the suitability of the strategic plan, the impact on business operations, the urgency of use, the budget and human resources of information technology, and the compliance with the business model.

Principle 6: Strengthen Effective Risk Management and Internal Control

Principle 6.1

The Board of Directors should ensure that the Company has effective and appropriate risk management and internal control systems that are aligned with the Company's objectives, goals and strategies, and comply with applicable law and standards.

6.1.1 The Board of Directors will understand the company's significant risks and approve acceptable risks.

6.1.2 The Board of Directors will consider and approve risk management policies (including risk management policies, risk management structures and procedures) that align with the company's objectives, core goals, strategies and risks. It is a framework for the risk management process of everyone in the organization to be in the same direction. The Board of Directors will focus on early warning signs and ensure regular review of risk management policies.

6.1.3 The Board of Directors will ensure that the Company identifies risks by considering external and internal factors that may prevent the Company from achieving its intended objectives.

The main risks that the Board of Directors will focus on are strategic risks, operational risks, compliance risks, fraud risk, governance risk, information technology risk, financial risk, economic risk, social risk, management risk and political risk.

6.1.4 The Board of Directors will ensure that the Company evaluates the impact and likelihood of the risks identified to rank the risks and has appropriate risk management methods.

6.1.5 The Board of Directors may assign the Audit Committee to review Clauses 6.1.1 – 6.1.4 before proposing to the Board of Directors for consideration.

6.1.6 The Board of Directors will supervise, monitor and review critical risk management reports and provide advice and opinions on risk assessment results, risk management measures, and the company's remaining risk management plans to ensure that risk management is effective and appropriate for the Company's business operations and that risk management can be managed at an acceptable level and in line with the risk management policy.

- 6.1.7 The Board of Directors is responsible for maintaining that the Company operates in accordance with applicable laws and standards, both domestically and internationally.
- 6.1.8 In the event that the Company has a subsidiary or other business in which the Company invests significantly (e.g., having a voting shareholding from 20% but not more than 50%), the Board of Directors will also take the internal control and risk management assessment results into consideration in accordance with Clauses 6.1.1 – 6.1.7.
- 6.1.9 In order for the company's departments to have the same approach to risk management and comply with applicable laws and standards, the Company has appointed the Risk Management Committee with the following scope of authority and responsibilities:
1. Establish the Company's overall risk management policy and structure, which covers significant risks such as financial risks, investment risks, and risks affecting the reputation of the business, etc., to present to the Board of Directors in accordance with the risk management guidelines of the Stock Exchange of Thailand and Institute of Internal Auditors of Thailand.
 2. Establish strategies and guidelines for managing the Company's risks in accordance with the risk management policy so that each type of risk can be assessed, monitored and controlled to an acceptable level of which all departments shall involve in risk management and control.
 3. Oversee and monitor compliance with risk management policies under guidelines and policies approved by the Board of Directors.
 4. Set risk gauges and risk ceilings that the Company will accept.
 5. Establish measures to be used to manage risks according to circumstances.
 6. Assess risks at the organizational level and determine how they are managed to an acceptable level, as well as supervise risk management according to the prescribed methods.
 7. Review risk management policies and improve them to be effective and effective enough to control risks.
 8. Have the power to summon relevant persons to clarify or appoint and define roles that give employees at all levels the duty to manage risks as appropriate and report to the Risk Management Committee in order for risk management to achieve its objectives.
 9. Report on management This includes adjustments to comply with the policies and strategies prescribed to the Audit Committee for review and regularly presented to the Board of Directors.
 10. Prepare the annual enterprise risk management manual.
 11. Integrated risk management system to link information systems.

Principle 6.2

The Board of Directors shall establish the Audit Committee that can act effectively and independently.

6.2.1 The Board of Directors shall establish the Audit Committee consisting of at least 3 directors, all of whom must be independent directors and have qualifications and duties in accordance with the regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

6.2.2 The Board of Directors will establish the duties of the Audit Committee in writing with the following duties:

1. Review financial reports to ensure accuracy and reliability, including adequate disclosure of information by coordinating with external auditors and executives responsible for the preparation of quarterly and annual financial reports.
2. Review the Company's internal control system and internal audit to be appropriate and effective, and consider the independence of the internal audit unit, as well as approve the appointment, relocation, dismissal of the head, internal audit agency or any other agency responsible for internal audit, and may suggest that reviewing or reviewing any transactions deemed necessary and important, and bringing recommendations on the improvement of the internal control system that is important and necessary to propose to the Board of Directors by reviewing with external auditors and internal audit managers.
3. Review the compliance with securities and exchange laws or the Stock Exchange of Thailand's regulations, policies, rules and other laws relating to the Company's business.
4. To consider, select and propose the appointment of independent persons to act as auditors, as well as to consider the remuneration of the Company's auditors to the Board of Directors, including attending meetings with auditors without management attending the meeting at least once a year.
5. Review the Company's internal audit plan in accordance with generally accepted methods and standards.
6. Consider connected transactions or transactions that may have conflicts of interest in accordance with the laws and regulations, as well as disclosure of the Company's information in order to ensure that the transaction is reasonable and in the best interests of the Company.
7. Review the Company's appropriate and effective risk management system.
8. Report on the audit committee's performance at least 4 times a year.
9. Prepare audit committee reports as disclosed in the Company's annual report. The report must be signed by the Chairman of the Audit Committee and must contain at least the following information:
 - a) Opinions on accuracy, completeness, and trust of the Company's financial reports;
 - b) Opinion on the adequacy of the Company's internal control system;
 - c) Opinions regarding compliance with securities and exchange laws, regulations of the Stock Exchange of Thailand or laws relating to the Company's business;
 - d) Opinion on the suitability of the auditor;

- e) Opinions about transactions that may have conflicts of interest;
 - f) The number of meetings of the Audit Committee and the attendance of each member of the Audit Committee;
 - g) Opinions or overall remarks received by the Audit Committee in accordance with the Charter; and
 - h) Other items that shareholders and investors should be aware of within the scope of duties and responsibilities assigned by the Board of Directors.
- 10. Prepare a joint report to review the appointment, removal, evaluation of the work of internal audit officers.
 - 11. In order to perform its duties, the Audit Committee has the power to invite management, management, or employees of the relevant companies to provide their opinions attend meetings or submit documents deemed relevant or necessary.
 - 12. To have the authority to hire consultants or third parties in accordance with the Company's regulations to provide opinions or consultations in case of necessity.
 - 13. The Audit Committee must evaluate the performance by self-assessment and report the results along with operational obstacles that may cause the operation to not achieve the objectives of establishing an audit committee to the Board of Directors every year and
 - 14. Review and revise the Audit Committee Charter at least once a year.
 - 15. Perform other tasks as assigned by the Board of Directors within the scope of duties and responsibilities of the Audit Committee.
- 6.2.3 The Board of Directors shall ensure that the Company provides mechanisms or tools that will allow the Audit Committee to access the information necessary to perform its assigned duties, such as allowing the Audit Committee to summon the relevant parties for information. To discuss with the auditor or seek independent opinions from other professional advisors for the consideration of the Audit Committee.
- 6.2.4 The Board of Directors shall establish an independent person or internal audit body to perform its duties as responsible for developing and reviewing the effectiveness of the risk management system and internal control, as well as reporting to the Audit Committee and disclosing the review report in its annual report.
- 6.2.5 The Audit Committee must consider the adequacy of the risk management and internal control system and disclose it in its annual report.

Principle 6.3

The Board of Directors should manage and monitor conflicts of interest that might occur between the company, management, directors, and shareholders. The Board of Directors should also prevent the inappropriate use of corporate assets, information, and opportunities, including preventing inappropriate transactions with related parties.

- 6.3.1 The Board of Directors shall supervise the security system of information, including establishing confidentiality policies and procedures, maintaining integrity and availability as well as managing information that may affect market sensitive information. The executives, senior executives and employees, as well as related third parties such as legal advisors, financial advisors shall also comply with the data security.
- 6.3.2 The Board of Directors shall ensure that the management and monitoring of transactions that may have conflicts of interest, as well as to ensure that such transactions are carried out in accordance with the procedures and disclosures as required by law and in the interests of the Company and its shareholders as a whole, and stakeholders should not participate in decision-making.
- 6.3.3 The Board of Directors shall provide a requirement for the Directors to report their interests at least before considering the agenda of the Board of Directors' meeting. and recorded in the minutes of the Board of Directors' meetings. The Board of Directors shall ensure that directors have significant stakeholders in a manner that may prevent such directors from commenting independently, refraining from participating in the meeting for consideration in that agenda.

Principle 6.4

The Board of Directors will oversee the preparation of clear anti-corruption policies and practices and communicate at all levels of the organization and to outsiders in order to be implemented. This includes supporting activities that promote and cultivate all employees to comply with applicable laws and regulations.

Principle 6.5

The Board of Directors should establish a mechanism for handling complaints and whistleblowing.

- 6.5.1 The Board of Directors shall supervise the mechanisms and procedures for handling stakeholder complaints and ensure that there is a convenient channel for receiving complaints more than one channel, as well as disclose complaint channels on the website or annual reports.
- 6.5.2 The Board of Directors shall ensure a clear policy and guidelines for identifying clues and should establish a channel for whistleblowing via (1) directly to the Board of Directors through the Company Secretary and/or (2) directly to the Audit Committee via the following channels: The Company will keep the complainant's information confidential.

<p style="text-align: center;">Company Secretary Department</p> <ul style="list-style-type: none">- Telephone : 02-363-9300 ext. 9300 – 9302- E-mail : cs@siamraj.com- Postal mail to the Company's address with attention to the Company
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The Company believes that employees are the main factor and a valuable resource in the business to ensure fair and equality of the process. Therefore, the Company has opened channels for employees to file complaints as well as provide protection to employees who file complaints, and/or witnesses who provide information from unfair practices such as relocation of duties, disciplinary action, etc. The procedures are specified in the Employee

Handbook and work regulations and are announced to employees in general through their-mails and in the DIGIDOCs system.

6.5.3 The Board of Directors will ensure appropriate protection measures are in place for whistleblowers with good faith intent.

Principle 7: Ensure Disclosure and Financial Integrity

Principle 7.1

The Board of Directors must ensure the integrity of the Company's financial reporting system and that timely and accurate disclosure of all material information regarding the Company is made consistent with applicable requirements.

7.1.1 The Board of Directors will ensure that personnel involved in the preparation and disclosure of information are knowledgeable, skills and experience that are suitable for duties, responsibilities and sufficient amounts. Such personnel include the chief executive of accounting and finance, accountants, internal auditors, company secretaries and investor relations.

7.1.2 In order to approve the disclosure, the Board of Directors should take into account the relevant factors in the case of financial reports it shall consider at least the following factors:

- (1) Evaluation of the adequacy of the internal control system
- (2) Opinions of the auditors in financial reports and observations of the auditor regarding the internal control system, as well as observations of the auditor through other channels of communication (if any).
- (3) Opinion of the Audit Committee
- (4) Compliance with the company's objectives, key goals, strategies and policies.

7.1.3 The Board of Directors will oversee the disclosure of information, which includes financial statements and the Annual Report (56-1) adequately reflects the financial position and performance, as well as encourages the Company to provide an explanation and analysis of management discussion and analysis or MD&A in order to disclose the financial statements quarterly so that investors can better understand the changes to the Company's financial position and performance in each quarter. In addition to the numerical data in the financial statements alone.

7.1. 4 In the event that the disclosure of any information relating to a particular director, the directors shall ensure that the disclosure of their part is complete and accurate, such as the shareholder information of their group and disclosure in connection with the Group's shareholders' agreement.

Principle 7.2

The Board of Directors should monitor the company's financial liquidity and solvency.

- 7.2. 1 The Board of Directors will ensure that management monitors and evaluates the company's financial position and regularly reports to the Board of Directors. The Board of Directors and management will find a solution quickly if there are signs of financial liquidity problems and debt repayment capacity.
- 7.2.2. To approve any transaction or to propose an opinion to the shareholders' meeting for approval, the Board of Directors will ensure that such transactions do not affect the continuity of operations, financial liquidity or debt repayment capacity.

Principle 7.3

In the face of financial difficulties or likely problems, the Board of Directors will ensure that the Company has a plan to resolve the issue or that there are other mechanisms in place to solve financial problems under respect of stakeholder rights.

- 7.3.1 In the event that the Company is likely to be unable to repay debts or have financial problems, the Board of Directors will closely monitor and ensure that the Company conducts its business with caution and complies with disclosure requirements.
- 7.3.2 The Board of Directors will ensure that the Company sets out a financial resolution plan that takes into account fairness to stakeholders, including creditors, as well as to monitor problem solving by regularly managing status reports.
- 7.3.3 The Board of Directors shall ensure that the consideration of any decision to resolve the Company's financial problems in any way shall be reasonable.

Principle 7.4

The board should ensure sustainability reporting, as appropriate.

- 7.4.1 The Board of Directors will consider the appropriateness of disclosure of information in accordance with the law and in accordance with the Code of Conduct, Anti-Corruption Policy and the treatment of employees and stakeholders, as well as fair treatment and respect for human rights, as well as social and environmental responsibility. This information may be disclosed in the annual report or may be prepared in a separate book as appropriate by the Company.
- 7.4.2. The Board of Directors will oversee the disclosure of important information and reflect the practices that will lead to sustainable value creation for the company.

Principle 7.5

The Board of Directors shall supervise management to provide an unit or person responsible for investor relations that communicates with shareholders and other stakeholders such as investors, analysts, appropriately, equally and timely.

- 7.5.1 The Board of Directors shall establish communication policy and disclosure policy to ensure proper communication and disclosure of information to third parties equally, timely and use the appropriate channel. The Board of Directors shall establish communication policy and disclosure policy to ensure

proper communication and disclosure of information to third parties. The Company also communicates with the entire organization to comply with such policies.

- 7.5.2 The Board of Directors shall determine the person responsible for providing information to third parties, understand the company's business, including its objectives, core goals, values and ability to communicate well with the capital market.
- 7.5.3 The Board of Directors will ensure that management determines the direction and supports investor relations tasks, such as establishing principles for providing information, policy on the use of internal information and clearly define the duties and responsibilities of investor relations to ensure effective communication and disclosure.
- 7.5.4 The Company values the opinions that investors and the general public have on the Company. Therefore, the Company established an investor relations department to serve as a central channel for communicating information between the Company and investors, including shareholders. The investment relations are the central channel of two-way communications of which it is the dissemination of company information to investors. The information published must be accurate, complete, and timely for the decisions made by investors, and on the other hand, to hear feedback and feedback from investors and to be presented to the Board of Directors and to the Board of Directors to acknowledge investors' views on the Company. The report is on a quarterly basis.

Investor Relations has a clear operational plan. Performance indicators are provided to see the development of tasks, such as the number of meetings with investors, number of roadshow events participating in analyst meetings, participation in the Opportunity Day of the Stock Exchange of Thailand, and how long does it take to update website information. In addition, annual satisfaction surveys are conducted to better improve the quality of services provided to investors.

In case shareholders and investors interested in the Company, for more information, please contact Investor Relations at telephone: 02-363-9300 ext. 7101 or email address: nattanont.k@siamraj.com

Principle 7.6

The Board of Directors should ensure the effective use by the company of information technology in disseminating information.

- 7.6.1 In addition to disseminating information in accordance with certain criteria and through the channels of the Stock Exchange of Thailand, the Board of Directors will consider the disclosure of information in both Thai and English through other channels such as the Company's website by doing so appropriately and presenting up-to-date information.

The Company will disclose at least the following information on its website:

- (1) Vision and values of the Company;
- (2) Nature of business of the Company;
- (3) List of Board of Directors and Executives;

- (4) Financial statements and reports on the current financial position and performance and the previous year;
- (5) Form 56-1 and annual report available for download;
- (6) Information or other documents presented by the Company to analysts and fund managers or media;
- (7) Direct and indirect shareholding structure;
- (8) Group structure including subsidiaries, associated company, joint ventures and special purpose enterprises/vehicles (SPEs/SPVs);
- (9) A group of major shareholders directly or indirectly holding shares from 5% of the total number of shares sold and have the right to vote;
- (10) Direct and indirect shareholding of directors, major shareholders, senior executives;
- (11) Invitation to the Annual General Meeting of Shareholders and Extraordinary General Meeting of Shareholders;
- (12) Articles of Association and Memorandum of Association;
- (13) Corporate Governance Policy, Anti-Corruption Policy, Information Technology Security Policy and Risk Management Policy;
- (14) Charter or duties, responsibilities, qualifications, term of office of the Board of Directors, including matters that must be approved by the Board of Directors and Charter or responsibilities, qualifications, term of office of the Audit Committee and the Nomination and Remuneration Committee;
- (15) Code of Conduct; and
- (16) Contact information or complaints or persons responsible for investor relations, company secretary, such as the name of the person who can provide the information such as telephone number or e-mail.

Principle 8: Ensure Engagement and Communication with Shareholders**Principle 8.1**

The Board of Directors should ensure that shareholders have the opportunity to participate effectively in decision-making involving significant corporate matters.

8.1.1 The Board of Directors will ensure that important matters in both the law and issues that may affect the company's operational direction are considered and/or approved by shareholders. The important matters are incorporated as agenda items for the AGM.

8.1.2 The Board of Directors will support shareholder participation, such as:

- (1) Determination of the criteria for minority shareholders to propose additional agenda items prior to the date of the shareholders' meeting. To promote fair and equitable treatment of shareholders by giving a combined single or multiple shareholder the right to hold at least 5% of the company's total voting rights, the Company will publish these criteria on the Company's website and inform the news via the Stock Exchange of Thailand website by allowing shareholders to propose agenda or nominate directors within the company's term. The Board of Directors shall consider the matters proposed by the shareholders as agenda items, and if the Board of Directors rejects the proposed matter as the agenda, the Board of Directors must inform the shareholders' meeting of the reasons.
- (2) Criteria for minority shareholders to nominate candidates to be directors.

The Board of Directors will ensure that the criteria are disclosed to shareholders in advance.

8.1.3 The Board of Directors will ensure that the notice of the shareholders' meeting contains accurate information. The Company assigned the Securities Depository (Thailand) Co., Ltd. which is the securities registrar of the Company, to deliver the invitation letter to the shareholders.

8.1.4 The Board of Directors will ensure that the notice of the shareholders' meeting with relevant documents be submitted and published on the Company's website (www.siamrajathanee.com) 30 days prior to the meeting date.

8.1.5 The Board of Directors will allow shareholders to submit questions in advance of the meeting date by determining the criteria for submitting the inquiry in advance and publishing the criteria on the Company's website.

8.1.6 The notice of the shareholders' meeting and related documents will be prepared in English in and published together with the Thai version.

The notice of the shareholders' meeting consists of the following statements:

- (1) Date, time and venue of the shareholders' meeting
- (2) Agenda items and matters to be presented to the meeting, stating that the agenda is for a knowledgement or approval, as well as clearly divided into matters such as in the agenda concerning directors, the election of directors and the approval of remuneration of directors have been separated into individual agenda items.
- (3) Objectives and reasons and opinions of the Board of Directors on each agenda item proposed, including:
 - a. Dividend Payment Agenda – Dividend Policy and the proposed dividend rate is paid for reasons and accompanying information in case of offering to refrain from paying dividends, explain the reasons and accompanying information.
 - b. Appointment of Directors Agenda – Specify the name, age, education and work history, number of listed companies and general companies of which such nominated person serve as directors. Recruitment guidelines and procedures. In the event of the re-nomination of the former director, the

Company shall provide information on the attendance of the meeting last year and the date of appointment as a director of the Company.

- c. Remuneration of Directors Agenda – Policies and criteria for determining the remuneration of directors for each position and all forms of remuneration including money and other benefits.
- d. Appointment of Auditors Agenda – The name of the auditor, the audit company's name with the work experience. The independence of the auditor, the audit fee and other service charges.
- (4) Proxy form prescribed by the Ministry of Commerce
- (5) Other meeting information such as annual report, voting process, counting and informing votes, the right of each type of share to vote, information of independent directors proposed by the Company as proxies and the required documents by shareholders prior to attending the meeting and a map of the meeting venue, etc.

Principle 8.2

The Board of Directors should ensure that the shareholders' meetings are held as scheduled and conducted properly, with transparency and efficiency, and ensure inclusive and equitable treatment of all shareholders and their ability to exercise their rights.

- 8.2.1 The Board of Directors will determine the date, time and venue of the meeting, taking into account the convenience of attending the shareholders' meeting, such as the appropriate meeting period and sufficient time for discussion and meeting venues are convenient for travel, etc.
- 8.2.2 The Board of Directors will ensure that no action is taken that limits the chances of attending the meeting or overloads the shareholders, such as not requiring shareholders or proxies to bring documents or proof of presence beyond those set out in the relevant regulatory practices. This is to preserve the right for inconvenient shareholders to attend the meeting on their own. The company will deliver the proxy form. Form A, Form B, and Form C are attached to the invitation letter and clearly indicate the documents required to be provided in the proxy. Shareholders can assign representatives of shareholders or independent directors of the Company to attend the meeting and vote on their behalf at the shareholders' meeting. In addition, the Company will publish invitations to shareholders' meetings and proxy statements, along with details and procedures on the Company's website.

In addition, the Company has a policy to facilitate and encourage shareholders to attend shareholder meetings. By giving shareholders the right to deliver a proxy to an independent director in advance of the meeting date. This is not required to be submitted on the day of the shareholders' meeting only and to encourage institutional investors and/or custodians to attend the shareholders' meeting. The Company has provided an opportunity to review the list. Information and documents required to register to attend the meeting before the date of the shareholders' meeting, including arranging the company's staff to receive proxy statements and supporting documents from institutional investors. If the shareholder requests to the Company

- 8.2.3 The Board of Directors will promote the adoption of technology for shareholders' meetings, including shareholder registration, vote counting and display, so that the conduct of the meeting can be done quickly and accurately. The Company provides shareholders with the opportunity to register approximately 2 hours in advance of the meeting and use barcode system to register and count votes for transparency. Shareholders can also register to attend the meeting at any time to exercise their voting rights in agenda items that have not yet been considered.
- 8.2.4 The Chairman of the Board of Directors shall preside over the shareholders' meeting. It is responsible for overseeing the meeting in accordance with the law, the Company's relevant rules and regulations and it shall allocate time for each agenda item set out in the notice of the meeting appropriately and allow shareholders to express their opinions and consider the meeting in matters relating to the Company.
- 8.2.5 In order for shareholders to make decisions on important matters, directors as attendees and as shareholders do not support the additional agenda items which is not notified in advance. It is important that shareholders spend time studying the information before making a decision.
- 8.2.6 Encourage all directors and related executives to attend the meeting so that shareholders can ask questions on related issues.
- 8.2.7 Before the start of the meeting, the secretary of the meeting will advise the Board of Directors, executives, auditors of the Company and legal advisors who act as intermediaries and vote counters. Then, the Company should notify shareholders of the number and proportion of shareholders attending the meeting in person and of the proxy shareholders, how to set up meetings, voting, and vote counting. The meeting will be in order of agenda as provided in the notice of the meeting. There is no sudden change or addition of the agenda on the day of the meeting and allows each shareholder to express their opinions, ask questions equally, freely and it shall answer the questions to the point and also, give the debate some time.
- 8.2.8 In the event that there are multiple agenda items, the chairman of the meeting shall hold a separate resolution on each agenda, such as the shareholder exercising the right to appoint directors individually in the term of appointment of directors.
- 8.2.9 The Board of Directors will encourage the use of ballots on important agenda items and encourage independent parties to count or monitor votes at meetings and disclose the results of the votes agreed, disagree and abstain from voting. In each agenda, the meeting shall be informed and recorded in the minutes of the meeting. For the vote on the appointment of directors and the agenda of the meeting that requires a resolution from the shareholders, the Company has organized ballot voting and allowed shareholders to vote on the election of directors one by one using ballots for the term.

Principle 8.3

The Board of Directors shall ensure that the disclosure of the resolutions of the meeting and the preparation of the minutes of the shareholders' meeting shall be accurate and complete. The Company does not discriminate against a particular group of shareholders. Shareholders have equal access to the Company's information, which is disclosed to shareholders and the public through the [Company's website](http://www.siamrajathanee.com) at www.siamrajathanee.com or please contact at 02- 363- 9300 ext. 7101 or email address: nattanont.k@siamraj.com

- 8.3.1 The Board of Directors shall ensure that the Company discloses the resolutions of the shareholders' meeting with the results of the vote on the same day as the meeting date or as late as 9.00 a.m. on the next business day.
- 8.3.2 The Board of Directors will ensure the delivery of minutes of the shareholders' meeting to the Stock Exchange of Thailand within fourteen (14) days from the date of the shareholders' meeting as well as publish the minutes on the Company's website at www.siamrajathanee.com
- 8.3.3 The Board of Directors will ensure that the minutes of the shareholders' meeting record at least the following information:
- (1) List of directors and executives attending the meeting and proportion of directors attending the meeting do not attend a meeting.
 - (2) Voting method and voting counting, resolutions of the meeting and the results of the vote (approved, disapproved, abstained) of each agenda item.
 - (3) Questions and answers at the meeting, including the name and surname of the questioner and respondent.

Code of Conduct

To comply with the good corporate governance principle of Siamrajathanee Public Company Limited (the “Company”), the Company has determined the standard of code of conduct for the managements and employees to comply with it together with the Company's Articles of Association and rules by aiming that the management and operation of the Company shall be transparency, fairness, efficiency, honorable and prestige for the confidence and trustworthy of business partners, customers, and general public. Details of the code of conduct are as follows:

1. Business Ethics

The Company shall comply with and shall procure its employees to comply with the business ethics as follows:

- (1) To carry out the business with integrity, honesty and responsibility to the society in the area of laws, ethics, and attempting to do good for individuals, community, society and environment.
- (2) To treat customer fairly on goods and services without discrimination.
- (3) To carry out the business by implementing the standard operation system with good control and to use knowledge and expertise with discretion and sufficient information and evidences including to comply with laws and regulations strictly.
- (4) To not disclose the customer's information received from the business operation of which such information under the normal circumstance, shall not be disclosed unless the disclosure will be required by laws.
- (5) To create channel for the customer's complaint on the incomplete of goods and services.
- (6) To disclose information of goods and services accurately and completely.
- (7) To comply with terms and conditions of customers with fairness if the Company is not able to comply with the terms and conditions, the Company shall notify such customer to find the solution.

2. Best Practices of Executives

All executive officers shall comply with the rules, regulations, notifications and orders of the Company and the supervisors at the above level as follows:

- (1) To support the policy and compliance with the rules, regulations, orders, notifications or circular letter of the Company which have been announced to all employees for acknowledgment.
- (2) To perform duties with integrity and fairness including to report any circumstances that may create any damages in reputation and properties of the Company without delay.
- (3) Be polite, respectful and respectful to colleagues.

- (4) To perform duties with determination and compliance with rules and corporate governance of the Company to be the good example for all employees in order for the Company to be successful and to comply with morality.
- (5) To maintain the benefits and confidentiality of the Company, customers or other relevant business activities of the Company which shall not be disclosed strictly. For the disclosure of information regarding the financial business and the personal, the Company shall comply with the accurate and proper practice with the permission only and it shall perform with thoughtful and efficient. Therefore, during the employment and after the termination of employment, all employees shall keep the forgoing information as confidential information if any employees disclose or circulate to other person or use such confidential information other than the performance of duties for the Company, such employee shall be liable for any actual damage to the Company.
- (6) To maintain and prevent the assets of the Company from any damage or loss whether arising from persons or disasters including it shall not use any goods whether equipment or properties of the Company for personal purpose or benefit of third party.
- (7) To manage the business operation with morality and ethics including to support the creation of moral and ethics in all level of the Company and to monitor and solve any conflict of interest that may occurs in the Company.
- (8) To supervise subordinates closely with fairness and without prejudice.
- (9) To be ready to work as a team and be able to listen the opinions of others.
- (10) To comply with, support and supervise employees under the supervision to comply with rules, discipline, and Articles of Association of the Company in the usage of computer system, computer information, computer traffic information strictly in order for the usage of Company's computers to comply with the laws concerning computer, copyright or other relevant laws, and to prevent any damage on reputation and image of the Company.

3. Non-desirable Practice of Executives

All executive officers shall not perform their duties in any manners which will create any loss of the Company and himself or herself as follows:

- (1) Spending the Company's working time for other things or personal benefits.
- (2) To carry out the same business and such business is competitive with the Company's business whether for the personal or other benefits or being a controlling shareholder of such business that may create any loss to the Company whether direct or indirect.
- (3) Behave in any manners that may create any loss to position or reputation of the Company.
- (4) To inform or use inaccurate information or to not disclose accurate information to the Company.
- (5) To perform duties with negligence or take any actions which are inappropriate for the good duties of the executive to achieve the successful of works with integrity.

- (6) To not disclose or mislead the fact in order to receive the benefits for itself or other persons which may create loss to the Company whether direct or indirect.
- (7) To disrupt or act in any way that impedes the performance of the company's authority or issues any orders to employees to act unlawfully or unethically.
- (8) Breaking civil and criminal laws that damage oneself or others. Whether intentionally or not.
- (9) To disclose wages or salaries The rate of salary increases of themselves or of others. Whether intentionally or not.
- (10) To receive or consent to receive assets or other benefits from customers, traders, partners, competitors, or any other person who does business with the Company or hospitality, which proves that it exceeds the appropriateness, except for traditional gifts or business reception as usual, or the cost of promoting business that brings commercial reputation in exchange for fair exchange, they exceed the appropriate means of receiving assets or other benefits from customers, Traders, partners, competitors, or anyone else who does business with the Company or hospitality, which proves to be beyond reasonable, except for traditional gifts or business receptions, or the cost of promoting a business that brings a commercial reputation as a customary exchange, if they are worth more than THB 20,000, they must immediately notify the supervisor from the supervisor. However, if they exceed THB 20,000, they must be notified to the level supervisor immediately.
- (11) To bribes, either directly or through third parties, and/or improperly influence government agents; This conflicts with the Company's policies.
- (12) To take any additional, truncated or corrective actions in any record or information to alter or misrepresent performance and record the accounting to be intentionally misrepresented for any purpose.
- (13) Payment or management of the business with the intent or to understand that part of the payment or management of the business; There are purposes other than those specified in the document for payment or business management.
- (14) Being a person who is an insolvent or has any reasons under the laws to assume that there is an insolvent.
- (15) Does not maintain the intellectual property information of the Company or that the Company acquires from the performance of employee duties.
- (16) To infringe the works and intellectual property of others.
- (17) To perform any act that unlawfully exploits oneself or others.
- (18) To request the non-purchasing department for support from merchants or partners (if it is necessary to request such support for the benefit of the Company, the department shall discuss with the purchasing line to be responsible for the operation, except for marketing activities, marketing and business development are responsible).

- (19) To acts that neglect or facilitate any person who exploits or accesses or interferes with computer systems, computer information, information regarding the Company's computer traffic, abused or without the company's permission, or intentionally, supports, consents to the occurrence or existence of service provider offenses under computer law or copyright law or other applicable laws.

4. Imposing Penalties on Executives

- (1) Non-serious violations: Executives will receive a written warning letter that identifies the nature of the breach as well as the reasons that rely primarily on the breach, giving the executive the opportunity to dispute the allegations against the supervisor. If the issue is not resolved, present the matter to the Board of Directors for consideration and hold the decision of the Board of Directors finally. If there is a second violation, or the executive does not correct the offence from the initial breach as received the warning letter, the company will not be able to resolve the breach in the first place. Such executives will be subject to strict disciplinary action, which may include dismissal.
- (2) Serious violations, including the following violations, such as giving or receiving bribes, fraud, Disclosure of confidential information or intellectual property of the Company to third parties and any actions that degrade the Company's honor or conceal or not report any sensitive information, discussions or documents to supervisors. The Company may consider termination without compensation and without the need to issue a written warning letter first.

5. Best Practice of Employees

To support good environment of working and efficient, the employees shall comply with the following practices: Employees shall work with integrity and due diligence and improve productivity. This is for the benefit of ourselves and the company.

- (1) Employees shall strictly comply with the company's work regulations and regulations.
- (2) Employees shall respect and obey supervisors who command favors the company's policies and regulations.
- (3) Employees shall respect their rights and respect each other, avoiding the disclosure of information or stories of others in terms of performance and personal matters in a way that will cause damage both to employees and to the Company.
- (4) Employees should avoid receiving any gifts that may make themselves uncomfortable on their duties in the future. If this is inevitable, notify the supervisor immediately.
- (5) Employees shall not use their position or benefit being received from the duties to earn any personal or third party benefits or to complete the Company's business.
- (6) Employees shall treat customers and business partners with integrity and equality.
- (7) Employees shall keep the information of customers, business partners and organization as confidential information strictly.
- (8) Employees shall report any information to their supervisor without delay after knowing that such matter may impact operations or reputation of the Company.

- (9) Employees shall protect the rights and benefits and properties of the Company in good conditions and it shall use such properties in full benefits, with efficient, and shall not create any loss or waste or deterioration before the appropriate period.

6. Disciplinary Actions

If any employees perform duties in manners that may create any conflict of interest with the Company, the Company shall consider it in accordance with the organization structure and work rules and each department can preliminarily consider the inappropriate manner internally and shall provide the result to the senior supervisor and relevant line of work for disciplinary actions with appropriate penalty. However, if such conflict of interest is serious and create significant damages and the responsible department cannot manage it, it shall propose this matter to the management of the Company for conclusion and determining the penalty.

Penalties

- (1) Verbal warning
- (2) Writing warning
- (3) Reduction of wage
- (4) Suspension
- (5) Termination without severance pay according to the laws concerning labor protection
- (6) Prosecution

SIAMRAJATHANEE PUBLIC COMPANY LIMITED

Attachment 6
Audit Committee Report

Attachment 6 Audit Committee Report**Audit Committee Report**

The Audit Committee of Siamrajathanee Public Company Limited (the “Company”) consists of three Independent Directors who are the expert with the experience and qualification in accordance with the requirements of the Capital Market Advisory Board whereby Mr. Udomsak Rojviboonchai is the Chairman of the Audit Committee and Mr. Nattakit Tangpoonsinthana, Ph.D. and Mr. Supachai Parchariyanon, M.D. are the member of the Audit Committee. The Audit Committee performs its duties under the scope, duties and responsibilities as assigned by the Board of Directors. In 2020, the Audit Committee held 6 meetings on a regular basis and for 1 of all meetings, such meeting did not have the management team and operating team attend the meeting in accordance with the Stock Exchange of Thailand’s regulations, in order to provide recommendations on the relevant matters of which it had received a good cooperation from the management team, the internal auditor and the auditor of the Company, the key details of the meeting and independent recommendations are as follows:

- **Financial statements’ review**

The Audit Committee has reviewed the quarter financial statements and the annual financial statement for the year ended 2020 of the Company including the consolidated financial statements with the auditor and the management team. The review focused on the significant transactions and the significant changes of transactions to ensure that the financial statements has been prepared in accordance with the accounting standard and has been disclosed in full, accurate, appropriate, in time and beneficial to the shareholders and other persons who will be beneficial from the financial statements.

- **Internal control system’s review**

The Company gave importance to the internal control system therefore the Company engaged the independent internal auditor who was reputable and professional according to the profession standard and was able to perform the internal audit works effectively as well as no conflict of interest with the Company and independent in reporting the information and fact to the Audit Committee which would assist the supervision of the organization and internal control system and risk management of the Company effectively. IVL Audit Company Limited has been selected to act as the independent internal auditor and the Audit Committee has procured the assessment of internal control system and risk management to achieve the acceptable level. The Audit Committee has resolved that the internal control system and the risk management were adequate and has also resolved to approve the annual internal audit plan, the internal audit report including the monitoring of the improvement of performance as audited by the independent internal auditor and the providing of recommendations for the benefit of improvements with efficiency and effectiveness.

- **Compliance with the laws concerning securities and exchange, the Stock Exchange of Thailand’s regulations and the supervision of compliance with the relevant laws and regulations**

The Audit Committee has reviewed the result of the compliance with the laws concerning securities and exchange, the regulations of the Stock Exchange of Thailand and the Capital Market Supervisory Board, the accounting standard including the applicable laws relating to the Company’s business operation to ensure that the Company

has complied with the relevant laws and regulations. The Audit Committee has resolved that the Company has complied with the relevant laws and regulations accurately.

- **Supervision of transaction which may have the conflict of interest**

The Audit Committee has reviewed the related party transactions of the Company and its subsidiaries and the transactions between the group's Company to ensure that such transactions were reasonable and beneficial to the Company and in accordance with the laws and regulations of the Stock Exchange of Thailand of which the Audit Committee has resolved that such transactions have been made in accordance with a normal business conditions including it has been disclosed the information sufficiently, and the Audit Committee's opinions have been provided to the management team as the guideline on standard of performance.

- **Reporting to the Board of Directors**

The Audit Committee has reported the performance of the independent internal auditor to the Board of Directors on a quarterly basis and has also provided recommendations which were beneficial to the operation of the management team of which the management team has improved its performance properly.

- **Internal control systems' review**

The Audit Committee and the auditor held the meeting together and it has resolved that there were no significant issues relating to the financial report and performance of the auditor. Therefore, the Audit Committee has proposed to the Board of Directors for consideration and approval and subsequently, proposing to the shareholders' meeting for the approval of appointment of auditor and audit fee for the fiscal year 2021 of which the nominated auditor was EY Office Limited for the accounting period ending 31 December 2021. The auditor shall include Miss Pimjai Manitkajohnkit, the Certified Public Accountant No. 4521 and/or Miss Runghana Lertsuwankul, the Certified Public Accountant No. 3516 and/or Miss Orawan Techawatanasirikul, the Certified Public Accountant No. 4807 and/or Miss Rosaporn Decharkom, the Certified Public Accountant No. 5659 to perform the audit and to provide opinion to the financial statements of the Company due to the past performance of this audit firm was in accordance with the profession standard, and this audit firm understood the company's business and delivered the works on time regularly.

39. The auditors had the qualification in accordance with the requirements of the Office of the Securities and Exchange Commission. In addition, this audit firm and auditors had no relationship and no conflict of interest with the Company, subsidiaries, managements, major shareholders or connected persons.
40. The Audit Committee has resolved that in 2020, the Company has procured the sufficient and appropriate internal control system and internal audit including the procedure to ensure that the Company's performance was in accordance with the relevant laws and the Company has prepared and disclosed the financial information of the Company accurately, completely and reliably.

23 February 2021

On behalf of the Audit Committee



Mr. Udomsak Rojviboonchai

Chairman of the Audit Committee



SIMPLIFY YOUR LIFE.



SIAMRAJATHANEE
PUBLIC COMPANY LIMITED