

TEAM Consulting Engineering and Management
Public Company Limited and its subsidiaries
Report and consolidated financial statements
31 December 2023

Independent Auditor's Report

To the Shareholders of TEAM Consulting Engineering and Management Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2023, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of TEAM Consulting Engineering and Management Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries and of TEAM Consulting Engineering and Management Public Company Limited as at 31 December 2023, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

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

Key Audit Matters

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

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

Key audit matter and how audit procedures are described below.

Recognition of revenue from service income

The Group disclosed its policies on recognition of revenue from service income and estimation of service cost in Note 4 and Note 5 to the financial statements. Revenue from service income that the Group recognises in each period forms a significant portion of the Group's total revenue. In addition, the process of measurement and the determination of appropriate timing of recognition are areas requiring management to exercise significant judgement to assess the percentage of completion of service work. There are therefore risks with respect to the amount and timing of the recognition of revenue from service income.

I examined the recognition of revenue from service income by assessing and testing the effectiveness of the internal controls put in place by the Group over the procurement process, the estimation of service cost and revisions thereto, the recognition of revenue and the estimation of percentage of work completion and possible losses from service by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed key controls. I also read the service contracts to consider the conditions relating to revenue recognition, made enquiry of responsible executives, gained an understanding of the Group's process to assess the percentage of completion and cost estimates for service work, checked estimates of service cost to the project budgets. I checked actual service cost against supporting documents, tested the calculation of the percentage of completion based on actual service cost incurred, performed analytical procedures on gross margins of service and compared the percentage of completion as evaluated by the project engineer to the percentage of completion based on actual service cost incurred.

Other Information

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

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

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

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

Wtoo K.

Wattoo Kayankannavee

Certified Public Accountant (Thailand) No. 5423

EY Office Limited

Bangkok: 23 February 2024

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2023

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
Assets					
Current assets					
Cash and cash equivalents		295,042,259	461,909,362	48,544,018	145,701,471
Trade and other receivables	7	596,661,290	450,541,009	509,348,986	422,730,978
Unbilled receivables	8	829,441,396	778,233,570	599,075,831	520,455,258
Current portion of finance lease receivables	22	2,337,447	1,597,265	-	-
Short-term loans to related parties	6	-	-	92,000,000	77,000,000
Work in process and supplies		57,900	23,381,846	-	-
Other current financial assets	9	22,751,986	1,144,115	22,513,705	906,789
Other current assets	10	67,919,216	64,949,043	44,062,304	35,582,022
		1,814,211,494	1,781,756,210	1,315,544,844	1,202,376,518
Non-current assets classified as held for sale	14	-	1,966,313	-	3,000,000
Total current assets		1,814,211,494	1,783,722,523	1,315,544,844	1,205,376,518
Non-current assets					
Restricted bank deposits	11	47,114,739	64,673,230	34,500,000	52,160,000
Finance lease receivables, net of current portion	22	80,847,430	71,298,258	58,495,918	58,495,918
Long-term loan to related party	6	-	-	750,000	950,000
Other non-current financial assets	9	22,200,000	-	22,200,000	-
Investments in subsidiaries	12	-	-	110,978,059	105,395,140
Investment in joint venture	13	8,449,889	624,995	9,999,980	624,995
Investments in associated companies	14	23,666,868	10,200,345	19,899,990	7,000,000
Investment properties	15	2,137,491	2,091,429	8,919,575	9,690,664
Property, plant and equipment	16	183,300,868	149,028,610	159,079,687	125,219,025
Right-of-use assets	22	40,277,759	36,062,091	27,857,895	21,454,546
Intangible assets - computer software	17	42,028,159	46,565,558	36,858,824	40,879,413
Deferred tax assets	32	50,755,414	58,820,519	31,133,331	38,282,830
Retention receivables	8	100,779,049	93,892,012	69,617,484	58,154,896
Other non-current assets		16,574,103	13,614,426	15,977,325	12,961,094
Total non-current assets		618,131,769	546,871,473	606,268,068	531,268,521
Total assets		2,432,343,263	2,330,593,996	1,921,812,912	1,736,645,039

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

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2023

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts and short-term loans from financial institutions	18	105,000,000	168,795,799	95,000,000	103,000,000
Trade and other payables	19	184,189,125	163,406,855	160,716,207	130,744,948
Short-term loans from related party	6	-	-	55,000,000	-
Current portion of long-term liabilities					
- Long-term loan from financial institution	20	4,272,000	2,136,000	4,272,000	2,136,000
- Lease liabilities	22	16,112,021	14,125,843	11,744,270	9,322,778
Service income received in advance and advances received from customers	8	575,592,999	553,867,432	301,318,839	269,619,128
Income tax payable		6,400,387	2,230,504	-	1,450,223
Other current liabilities	21	60,927,450	68,567,831	42,178,695	46,677,306
Total current liabilities		952,493,982	973,130,264	670,230,011	562,950,383
Non-current liabilities					
Long-term liabilities - net of current portion					
- Long-term loan from financial institution	20	30,252,000	34,524,000	30,252,000	34,524,000
- Lease liabilities	22	24,473,454	22,600,155	17,204,683	13,126,009
Provision for long-term employee benefits	23	239,838,344	270,817,229	159,821,924	189,739,428
Total non-current liabilities		294,563,798	327,941,384	207,278,607	237,389,437
Total liabilities		1,247,057,780	1,301,071,648	877,508,618	800,339,820

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

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
Shareholders' equity					
Share capital	24				
Registered					
954,000,000 ordinary shares of Baht 0.5 each					
(2022: 680,000,000 ordinary shares of Baht 0.5 each)		477,000,000	340,000,000	477,000,000	340,000,000
Issued and fully paid-up					
817,901,618 ordinary shares of Baht 0.5 each					
(2022: 680,000,000 ordinary shares of Baht 0.5 each)		408,950,809	340,000,000	408,950,809	340,000,000
Share premium		424,317,995	424,317,995	424,317,995	424,317,995
Deficit from the change in the ownership					
interests in subsidiaries	12	(23,642,274)	(22,215,349)	-	-
Deficit from the reorganisation of business of group					
under common control		(22,547,939)	(22,547,939)	-	-
Capital reserve for share-based payment transactions	26	15,200,000	-	15,200,000	-
Retained earnings					
Appropriated - statutory reserve	27	32,000,000	27,900,000	32,000,000	27,900,000
Unappropriated		347,863,380	277,129,463	161,475,490	144,087,224
Other components of shareholders' equity		2,360,000	-	2,360,000	-
Equity attributable to owners of the Company		1,184,501,971	1,024,584,170	1,044,304,294	936,305,219
Non-controlling interests of the subsidiaries		783,512	4,938,178	-	-
Total shareholders' equity		1,185,285,483	1,029,522,348	1,044,304,294	936,305,219
Total liabilities and shareholders' equity		2,432,343,263	2,330,593,996	1,921,812,912	1,736,645,039

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



(Mr. Chawalit Chantararat)

Director



(Mr. Aphichat Sramoon)

Director



**TEAM Consulting Engineering and
Management Public Company Limited**

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2023

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
Profit or loss:					
Revenues					
Sales and service income	28	1,673,670,134	1,623,667,481	986,123,491	944,374,505
Other income					
Gain on changes in value of equity instrument designated at fair value through profit or loss		2,950,000	-	2,950,000	-
Gain on sales of investment in associated company		1,033,687	-	-	-
Dividend income		670,000	-	21,669,445	47,448,516
Others		6,992,059	15,826,181	77,915,498	82,649,604
Total revenues		<u>1,685,315,880</u>	<u>1,639,493,662</u>	<u>1,088,658,434</u>	<u>1,074,472,625</u>
Expenses					
Cost of sales and service		1,180,654,973	1,201,952,255	730,571,610	722,856,533
Administrative expenses		351,542,007	316,122,502	274,077,843	261,764,080
Total expenses		<u>1,532,196,980</u>	<u>1,518,074,757</u>	<u>1,004,649,453</u>	<u>984,620,613</u>
Operating profit		<u>153,118,900</u>	<u>121,418,905</u>	<u>84,008,981</u>	<u>89,852,012</u>
Share of loss from investments in joint venture and associates	13, 14	(533,587)	(109,343)	-	-
Finance income	29	25,075,777	14,651,550	23,814,996	17,098,054
Finance cost	30	(9,951,700)	(7,879,084)	(8,373,413)	(5,039,848)
Profit before income tax expenses		<u>167,709,390</u>	<u>128,082,028</u>	<u>99,450,564</u>	<u>101,910,218</u>
Income tax expenses	32	(38,439,622)	(25,019,358)	(18,024,433)	(11,426,730)
Profit for the year		<u>129,269,768</u>	<u>103,062,670</u>	<u>81,426,131</u>	<u>90,483,488</u>
Other comprehensive income:					
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods:</i>					
Gain on changes in value of equity instrument designated at fair value through other comprehensive income - net of income tax		2,360,000	-	2,360,000	-
Actuarial gain - net of income tax		20,783,659	12,377,918	15,612,279	12,697,570
Other comprehensive income for the year		<u>23,143,659</u>	<u>12,377,918</u>	<u>17,972,279</u>	<u>12,697,570</u>
Total comprehensive income for the year		<u>152,413,427</u>	<u>115,440,588</u>	<u>99,398,410</u>	<u>103,181,058</u>

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

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Statement of comprehensive income (continued)

For the year ended 31 December 2023

(Unit: Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
<u>Note</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Profit (loss) attributable to:				
Equity holders of the Company	129,600,402	103,085,431	<u>81,426,131</u>	<u>90,483,488</u>
Non-controlling interests of the subsidiaries	<u>(330,634)</u>	<u>(22,761)</u>		
	<u>129,269,768</u>	<u>103,062,670</u>		
Total comprehensive income attributable to:				
Equity holders of the Company	152,744,061	115,463,349	<u>99,398,410</u>	<u>103,181,058</u>
Non-controlling interests of the subsidiaries	<u>(330,634)</u>	<u>(22,761)</u>		
	<u>152,413,427</u>	<u>115,440,588</u>		
Earnings per share	33			
Basic earnings per share				
Profit attributable to equity holders of the Company	<u>0.16</u>	<u>0.13</u>	<u>0.10</u>	<u>0.11</u>

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

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TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2023

(Unit: Baht)

Consolidated financial statements									
	Equity attributable to owners of the Company							Other component	
	Issued and fully paid-up share capital	Share premium	Deficit from the change in the ownership interests in subsidiaries	Deficit from the reorganisation of business of group under common control	Capital reserve for share-based payment transactions	Retained earnings		Fair value reserve	Total equity attributable to shareholders of the Company
						Appropriated - statutory reserve	Unappropriated		
Balance as at 1 January 2022	340,000,000	424,317,995	(22,215,349)	(22,547,939)	-	23,300,000	268,266,114	-	1,011,120,821
Profit (loss) for the year	-	-	-	-	-	-	103,085,431	-	103,085,431
Other comprehensive income for the year	-	-	-	-	-	-	12,377,918	-	12,377,918
Total comprehensive income for the year	-	-	-	-	-	-	115,463,349	-	115,463,349
Transfer unappropriated retained earnings to statutory reserve	-	-	-	-	-	4,600,000	(4,600,000)	-	-
Dividend paid	-	-	-	-	-	-	(102,000,000)	-	(102,000,000)
Decrease in non-controlling interests of subsidiary	-	-	-	-	-	-	-	(263,984)	(263,984)
Balance as at 31 December 2022	340,000,000	424,317,995	(22,215,349)	(22,547,939)	-	27,900,000	277,129,463	-	1,024,584,170
								4,938,178	1,029,522,348

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

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2023

(Unit: Baht)

Consolidated financial statements

Equity attributable to owners of the Company

	Note	Issued and fully paid-up share capital	Share premium	Deficit from the change in the ownership interests in subsidiaries	Deficit from the reorganisation of business of group under common control	Capital reserve for share-based payment transactions	Retained earnings	Other component of equity	Total equity attributable to shareholders of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity	
							Appropriated - statutory reserve	Unappropriated	Fair value reserve			
Balance as at 1 January 2023		340,000,000	424,317,995	(22,215,349)	(22,547,939)	-	27,900,000	277,129,463	-	1,024,584,170	4,938,178	1,029,522,348
Profit (loss) for the year		-	-	-	-	-	-	129,600,402	-	129,600,402	(330,634)	129,269,768
Other comprehensive income for the year		-	-	-	-	-	-	20,783,659	2,360,000	23,143,659	-	23,143,659
Total comprehensive income for the year		-	-	-	-	-	-	150,384,061	2,360,000	152,744,061	(330,634)	152,413,427
Transfer unappropriated retained earnings to statutory reserve	27	-	-	-	-	-	4,100,000	(4,100,000)	-	-	-	-
Capital increase from exercise of warrant to purchase ordinary shares	24	1,000,000	-	-	-	-	-	-	-	1,000,000	-	1,000,000
Share-based payment transactions	26	-	-	-	-	15,200,000	-	-	-	15,200,000	-	15,200,000
Dividend paid	36	67,950,809	-	-	-	-	-	(75,550,144)	-	(7,599,335)	-	(7,599,335)
Decrease in non-controlling interests of subsidiary	12	-	-	(1,426,925)	-	-	-	-	-	(1,426,925)	(3,824,032)	(5,250,957)
Balance as at 31 December 2023		408,950,809	424,317,995	(23,642,274)	(22,547,939)	15,200,000	32,000,000	347,863,380	2,360,000	1,184,501,971	783,512	1,185,285,483

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

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2023

(Unit: Baht)

Separate financial statements

Separate financial statements									
		Issued and fully paid-up share capital	Share premium	Capital reserve for share-based payment transactions	Retained earnings		Other components of equity		Total
	Note				Appropriated - statutory reserve	Unappropriated	Other comprehensive income	Fair value reserve	shareholders' equity
Balance as at 1 January 2022									
Profit for the year		-	424,317,995	-	23,300,000	147,506,166	-	-	935,124,161
Other comprehensive income for the year		-	-	-	-	90,483,488	-	-	90,483,488
Total comprehensive income for the year		-	-	-	-	12,697,570	-	-	12,697,570
Transfer unappropriated retained earnings to statutory reserve	27	-	-	-	4,600,000	(4,600,000)	-	-	-
Dividend paid	36	-	-	-	-	(102,000,000)	-	-	(102,000,000)
Balance as at 31 December 2022		340,000,000	424,317,995	-	27,900,000	144,087,224	-	-	936,305,219
Balance as at 1 January 2023									
Profit for the year		-	-	-	-	81,426,131	-	-	81,426,131
Other comprehensive income for the year		-	-	-	-	15,612,279	2,360,000	-	17,972,279
Total comprehensive income for the year		-	-	-	-	97,038,410	2,360,000	-	99,398,410
Transfer unappropriated retained earnings to statutory reserve	27	-	-	-	4,100,000	(4,100,000)	-	-	-
Capital increase from exercise of warrant to purchase ordinary shares	24	1,000,000	-	-	-	-	-	-	1,000,000
Share-based payment transactions	26	-	-	15,200,000	-	-	-	-	15,200,000
Dividend paid	36	67,950,809	-	-	-	(75,550,144)	-	-	(7,599,335)
Balance as at 31 December 2023		408,950,809	424,317,995	15,200,000	32,000,000	161,475,490	2,360,000	-	1,044,304,294

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



TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Cash flow statement

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash flows from operating activities				
Profit before income tax	167,709,390	128,082,028	99,450,564	101,910,218
Adjustments to reconcile profit before income tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	40,121,142	38,423,678	30,062,913	29,000,253
Allowance for expected credit losses	33,492,375	15,499,175	22,490,658	16,554,370
Allowance for loss on impairment of investment in subsidiaries (reversal)	-	-	(516,511)	4,100,000
Share of loss from investments in joint venture and associates	533,587	109,343	-	-
Gain on sales of investment in associated company	(1,033,687)	-	-	-
Gains on disposal of land and building for rent	-	(813,617)	-	(813,617)
(Gains) loss on disposal/write-off of building improvements and equipment	91,697	(168,515)	190,407	(128,121)
(Gains) loss on cancel of lease	(42,133)	-	8	-
Unrealised exchange (gain) loss	511,250	(60,570)	366,012	(101,988)
Allowance for projects loss (reversal)	442,807	(385,609)	70,008	745,605
Share-based payment transactions	15,200,000	-	10,133,992	-
Provision for long-term employee benefits	30,607,656	30,897,378	20,865,937	24,785,255
Gain on changes in value of equity instrument	(2,950,000)	-	(2,950,000)	-
Written-off withholding tax deducted at source	65	57,309	-	5,374
Dividend income	(670,000)	-	(21,669,445)	(47,448,516)
Finance income	(25,075,777)	(14,651,550)	(23,814,996)	(17,098,054)
Finance cost	9,951,700	7,879,084	8,373,413	5,039,848
Profit from operating activities before changes in operating assets and liabilities	268,890,072	204,868,134	143,052,960	116,550,627
Operating assets (increase) decrease				
Trade and other receivables	(155,629,948)	(80,617,923)	(84,330,611)	(90,509,558)
Unbilled receivables	(53,100,499)	78,485,117	(85,812,801)	51,254,778
Finance lease receivables	2,188,955	1,231,273	-	-
Work in process and supplies	10,845,637	(7,413,405)	-	-
Other current assets	(6,575,332)	(54,923,420)	(7,606,893)	(44,726,408)
Retention receivables	(8,882,553)	12,934,812	(10,519,343)	12,193,665
Other non-current assets	(1,760,290)	4,726,330	(3,016,231)	6,100
Operating liabilities increase (decrease)				
Trade and other payables	14,591,122	(51,657,432)	23,469,686	(13,215,573)
Services income received in advance and advances received from customers	21,725,567	32,097,234	31,699,711	(57,538,126)
Other current liabilities	(7,539,536)	24,224,108	(4,529,016)	17,777,479
Cash paid for provision for long-term employee benefits	(35,606,967)	(16,195,217)	(31,268,092)	(11,312,231)
Cash flows from (used in) operating activities	49,146,228	147,759,611	(28,860,630)	(19,519,247)
Interest received	4,597,219	1,633,055	5,002,201	4,840,381
Interest paid	(9,951,700)	(7,879,085)	(8,373,413)	(5,028,777)
Corporate income tax refund	7,760,579	28,309,226	-	27,095,604
Corporate income tax paid	(37,276,175)	(33,805,617)	(17,691,616)	(17,222,791)
Net cash flows from (used in) operating activities	14,276,151	136,017,190	(49,923,458)	(9,834,830)

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

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash flows from investing activities				
Decrease in debt instruments - fixed deposits	592,129	2,971,187	593,084	2,971,537
(Increase) decrease in restricted bank deposits	17,558,491	(9,000,000)	17,660,000	(9,000,000)
Cash paid for investment in equity instrument	(38,500,000)	-	(38,500,000)	-
Dividend income from equity instrument	670,000	-	670,000	-
(Increase) decrease in short-term loans to related parties	-	-	(15,000,000)	4,500,000
Decrease in long-term loan to related party	-	-	200,000	350,000
Cash paid for investment in subsidiary	-	-	(400)	(1,250,000)
Dividend income from subsidiaries	-	-	20,999,445	47,448,516
Cash paid for investment in joint venture	(9,374,985)	(624,995)	(9,374,985)	(624,995)
Cash paid for investment in associates	(12,899,990)	(2,250,000)	(12,899,990)	(2,250,000)
Cash received from sales of investment in associated company	3,000,000	-	3,000,000	-
Dividend income from associated company	449,970	449,970	-	-
Cash paid for acquisitions of building improvements for rent	(63,648)	(3,134)	(143,707)	(598,351)
Cash received from disposal of land and building for rent	-	1,198,000	-	1,198,000
Cash paid for acquisitions of building improvements and equipment	(48,338,723)	(15,294,763)	(41,888,055)	(8,415,698)
Cash paid for acquisitions of intangible assets - computer software	(886,833)	(5,781,273)	(66,476)	(5,155,698)
Cash received from disposal of equipment and vehicles	331,303	3,212,725	221,915	1,657,659
Net cash flows from (used in) investing activities	(87,462,286)	(25,122,283)	(74,529,169)	30,830,970
Cash flows from financing activities				
Increase (decrease) in bank overdrafts and short-term loans from financial institutions	(63,795,799)	101,321,082	(8,000,000)	103,000,000
Cash received from short-term loan from related party	-	-	55,000,000	-
Cash received from long-term loan from financial institution	-	36,660,000	-	36,660,000
Repayment of long-term loan from financial institution	(2,136,000)	-	(2,136,000)	-
Payment of lease liabilities	(15,639,064)	(16,012,734)	(10,890,123)	(10,396,819)
Cash received from capital increase	1,000,000	-	1,000,000	-
Dividend paid	(7,568,930)	(101,914,596)	(7,568,930)	(101,914,596)
Cash paid from capital return of subsidiary to non-controlling interests of the subsidiary	(5,250,956)	-	-	-
Dividend paid of subsidiary to non-controlling interests of the subsidiary	(131,250)	(263,984)	-	-
Net cash flows from (used in) financing activities	(93,521,999)	19,789,768	27,404,947	27,348,585
Effect of exchange rate on cash and cash equivalents	(158,969)	(30,610)	(109,773)	36,072
Net increase (decrease) in cash and cash equivalents	(166,867,103)	130,654,065	(97,157,453)	48,380,797
Cash and cash equivalents at the beginning of year	461,909,362	331,255,297	145,701,471	97,320,674
Cash and cash equivalents at the end of year	295,042,259	461,909,362	48,544,018	145,701,471

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Supplemental cash flow information:

Non-cash transactions

Increase in accounts payable from purchase of building improvements and equipment	890,692	4,095,758	1,569,644	3,952,687
Increase in accounts payable from purchase of intangible assets	4,889,406	-	4,889,406	-
Transfer of investment properties to land and buildings	1,213	-	567,608	-
Transfer of right-of-use assets to equipment and vehicles	1,327	3,352,169	-	2,653,494
Transfer of land and buildings to investment properties	20,891	42,353	20,891	42,353
Increase in dividend payables	30,405	85,404	30,405	455,680

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

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries
Notes to consolidated financial statements
For the year ended 31 December 2023

1. General information

TEAM Consulting Engineering and Management Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is principally engaged in the integrated engineering, environment and management consultancy services. The registered office of the Company is at No. 151, TEAM Building, Nuan Chan Road, Nuan Chan, Bueng Kum, Bangkok.

As at 31 December 2023, the Company has five major shareholders that are Mr. Teerachai Rattanakamolporn, Mr. Sataporn Ngamruengphong, Mr. Amnat Prommasutra, Mr. Takorn Rattanakamolporn and Mr. Supachoke Tantivit.

2. Basis of preparation

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

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

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

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of TEAM Consulting Engineering and Management Public Company Limited (“the Company”) and its subsidiaries (“the subsidiaries”) (collectively as “the Group”) as follows:

Company	Nature of business	Country of incorporation	Percentage of shareholding	
			<u>2023</u> Percent	<u>2022</u> Percent
ATT Consultants Company Limited	Consulting services in the fields of energy, power, oil, gas and petroleum as well as related industries including port and utilities	Thailand	100.00	100.00
Geotechnical & Foundation Engineering Company Limited	Consulting services in the fields of geotechnical, foundation, and underground structure engineering	Thailand	100.00	100.00
TEAM Next Company Limited	Consulting services in the areas of strategic management, finance and investment, accounting, marketing, project management and project development	Thailand	100.00	100.00
TEAM SQ Company Limited	Architectural planning and design, interior design, landscape architecture, and design for urban development	Thailand	100.00	100.00
TEAM Construction Management Company Limited	Consulting services in construction management and supervision for roads, various types of buildings and infrastructure	Thailand	100.00	100.00
TLT Consultants Company Limited	Consulting services on environmental impact assessment (EIA)	Thailand	100.00	48.77
TEAM Quality Management Company Limited	Consulting services in energy engineering including energy conservation, energy management system, energy measurement, energy utilisation inspection and analysis (company deregistered)	Thailand	83.75	83.75
TWI Consultants Company Limited	Consulting services in the areas of water resources and utility system (currently ceased operations)	Thailand	93.73	93.73
LTEAM Sole Co., Ltd.	Consulting services in the fields of engineering, environment, and related businesses in Lao PDR	The Lao People's Democratic Republic	100.00	100.00

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
 - c) Subsidiaries are fully consolidated as from being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
 - d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
 - e) Material balances and transactions between the Group, investments in subsidiaries and share capital of the subsidiaries have been eliminated from the consolidated financial statements.
 - f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.
 - g) The difference between the net proceeds paid or received from the change in the percentage of shareholding in the Company's subsidiaries and the interest of the non-controlling interests of the subsidiaries in the net book value of the subsidiaries as of the date of such change it is included in the consolidated statement of changes in shareholders' equity under caption of "Deficit from the change in the ownership interests in subsidiaries".
- 2.3 The separate financial statements present investments in subsidiaries, joint venture, and associates under the cost method.

3. New financial reporting standards

3.1 Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised financial reporting standards which are effective for fiscal years beginning on or after 1 January 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements.

3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2024

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2024. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

4. Significant accounting policies

4.1 Revenues and expenses recognition

Revenue from sales

The Group recognises revenue from sales when control of the asset is transferred to the customer, generally upon delivery of the goods. Revenue is measured at the amount of the consideration received or receivable, excluding value added tax, of goods supplied after discounts.

Service income

The Group determines that its service contracts generally have one performance obligation. The Group recognises service revenue over time where the stage of completion is measured using an input method, which is based on comparison of actual service costs incurred up to the end of the period and total anticipated cost of service at completion.

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

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

Interest income

Interest income is calculated using the effective interest method.

Dividends

Dividends are recognised when the right to receive the dividends is established.

Finance cost

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

Other revenues and expenses

Other revenues and expenses are recognised on an accrual basis.

4.2 Cash and cash equivalents

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

4.3 Unbilled receivables and retention receivables

An unbilled receivable is the excess of cumulative revenue earned over the billings to date. Unbilled receivables are transferred to trade receivables when the rights become unconditional (i.e. services are completed and delivered to customer).

Retention receivables are non-interest bearing, unsecured and relate to service contracts and classified as non-current asset based on the contractual terms of respective contract. Retention receivables were derived from the amount deducted at the agreed rate from the service fees paid to the Group by its customers for each payment. These retention receivables shall be returned when the Group meets obligations and conditions stipulated in service contracts.

4.4 Service income received in advance and advances received from customers

A service income received in advance is the excess of the billings to date over the cumulative revenue earned and the Group has the obligation to transfer services to a customer. Service income received in advance is recognised as revenue when the Group fulfils its performance obligations under the contracts.

Advances received from customers are advance payment specified in the contracts. This advance will be gradually deducted with invoice billed in each installment at the agreed rate.

4.5 Work in process and supplies

Work in process and supplies is valued at the lower of cost (under the specific method) or net realisable value.

4.6 Non-current assets classified as held for sale

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

The Company will classify assets held for sale when the sale is highly probable, which is completed within one year from the date of the classification. In addition, the asset is available for immediate sale in its present condition.

4.7 Investments in subsidiaries, joint venture, and associates

Investments in joint venture and associates are accounted for in the consolidated financial statements using the equity method.

Investments in subsidiaries, joint venture and associates are accounted for in the separate financial statements using the cost method.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

4.8 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 - 40 years. Depreciation of the investment properties is included in determining income. No depreciation is provided on land classified as investment properties.

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

4.9 Property, plant and equipment/Depreciation

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

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

Buildings	20 - 40	years
Buildings improvements	5 - 20	years
Solar cell and smart chiller equipment	6 - 25	years
Furniture, fixtures, tools and office equipment	5 - 10	years
Motor vehicles	5 - 10	years

Depreciation is included in determining income.

No depreciation is provided on land and assets under installation.

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

4.10 Intangible assets/Amortisation

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

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

Intangible assets of the Group with finite useful lives are computer software and have useful lives of 3 - 10 years.

4.11 Leases

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

The Group as a lessee

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

Right-of-use assets

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

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

Buildings	2	years
Office equipment	3 - 5	years
Motor vehicles	1 - 5	years

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

Lease liabilities

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

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

The Group as a lessor

A lease that transfers substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee is classified as finance leases. As at the commencement date, an asset held under a finance lease is recognised as a receivable at an amount equal to the net investment in the lease or the present value of the lease payments receivable and any unguaranteed residual value. Subsequently, finance income is recognised over the lease term to reflect a constant periodic rate of return on the net investment in the lease.

4.12 Related party transactions

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

They also include joint venture and associates, and individuals or enterprises which directly or indirectly own a voting interest in the Group that gives them significant influence over the Group, key management personnel, directors, and officers with authority in the planning and direction of the operations of the Group.

4.13 Foreign currencies

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

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

Gains and losses on exchange are included in determining income.

4.14 Impairment of non-financial assets

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

An impairment loss is recognised in profit or loss.

4.15 Employee benefits

Short-term employee benefits

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

Post-employment benefits

Defined contribution plans

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

Defined benefit plans

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

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

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income.

4.16 Provisions

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

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

4.17 Equity-settled share-based payments

The Group recognises equity-settled share-based payment transactions when services are rendered by employees, based on the fair value of the share options at the grant date. The expenses, together with a corresponding increase in "Capital reserve for share-based payment transactions" in shareholders' equity.

4.18 Income tax

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

Current tax

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

Deferred tax

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

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

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

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

4.19 Financial instruments

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

Classification and measurement of financial assets

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

Financial assets at amortised cost

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

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

Financial assets designated at FVOCI (equity instruments)

Upon initial recognition, the Group can elect to irrevocably classify its equity investments which are not held for trading as equity instruments designated at FVOCI.

Gains and losses recognised in other comprehensive income on these financial assets are never recycled to profit or loss.

Dividends are recognised as other income in profit or loss, except when the dividends clearly represent a recovery of part of the cost of the financial asset, in which case, the gains are recognised in other comprehensive income.

Equity instruments designated at FVOCI are not subject to impairment assessment.

Financial assets at FVTPL

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

These financial assets include derivatives, security investments held for trading, equity investments which the Group has not irrevocably elected to classify at FVOCI and financial assets with cash flows that are not solely payments of principal and interest.

Dividends on listed equity investments are recognised as other income in profit or loss.

Classification and measurement of financial liabilities

At initial recognition the Group's financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Group takes into account any fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has transferred control of the asset.

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

Impairment of financial assets

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

For trade receivables and unbilled receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are calculated based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Offsetting of financial instruments

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

4.20 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group applies a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measures fair value using valuation techniques that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Group determines whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

5. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Allowance for expected credit losses of trade receivables and unbilled receivables

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

Revenue from service contracts

The Group recognises revenue from service contracts over time. To the satisfaction of the performance obligation, the management determines the stage of completion by using an input method based on comparison of actual service costs incurred up to the end of the period and total anticipated service costs at completion of the service. The significant judgements are required in determining the extent of the contract costs incurred for work performed to the end of period, the estimated total contract revenue and service cost, the recoverability of the contract costs to complete as well as assessing potential deduction to revenue due to delay in delivery or contractual penalties. In making these judgements, the Group evaluates based on past experience, historical information and information from the project engineers or relying on the work of specialists (if any).

Estimated service cost

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

Provision for losses on service

Management applied judgement in estimating the loss they expect to be realised on each project, based on estimates of anticipated costs, taking into account the progress of the project and actual costs incurred to date, together with fluctuations in cost of labour, subcontractor fees, overhead costs, and the current situation.

Property plant and equipment/Depreciation

In determining depreciation of building and equipment, the management is required to make estimates of the useful lives and residual values of the plant and equipment and to review estimate useful lives and residual values when there are any changes.

In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

Deferred tax assets

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

Post-employment benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

Litigation

The Group has contingent liabilities as a result of litigation. The Group's management has used judgement to assess of the results of the litigation and believes that there will be no significantly additional damages over the provisions which recorded as at the end of reporting period.

6. Related party transactions

During the years, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Group and those related parties.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements		Transfer pricing policy
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	
<u>Transactions with subsidiaries</u>					
(eliminated from the consolidated financial statements)					
Service income	-	-	26	33	Contract price or cost plus margin
Dividend income	-	-	21	47	As declared
Management fee income	-	-	65	64	Contract price or cost plus margin
Building rental income	-	-	2	2	Contract price
Interest income	-	-	5	5	Interest rates of 2.88 - 7.09% per annum (2022: Interest rates of 3.83 - 6.12% per annum)
Other income	-	-	5	6	Cost plus margin or as agreed
Cost of service	-	-	81	46	Contract price or cost plus margin
Interest expenses	-	-	1	-	Interest rates of 4.88 - 7.09% per annum
Other expenses	-	-	2	1	Cost plus margin or as agreed
<u>Transactions with associates</u>					
Service income	1	1	1	1	Contract price
Other income	-	1	-	1	Contract price
Cost of service	1	1	1	1	Contract price
Dividend income	1	1	-	-	As declared
<u>Transaction with joint venture</u>					
Sales of investment	3	-	3	-	Contract price
<u>Transactions with related parties</u>					
Service income	38	9	9	9	Contract price
Cost of service	-	1	-	1	Contract price

As at 31 December 2023 and 2022, the balances of the accounts between the Group and those related companies are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<u>Trade and other receivables - related parties</u>				
<u>Service contract receivables - related parties</u>				
(Note 7)				
Subsidiaries	-	-	12,731	25,100
Associates	534	151	-	49
Related companies (common shareholders)	3,776	2,749	-	2,749
Total	4,310	2,900	12,731	27,898
Less: Allowance for expected credit losses	-	-	(114)	(694)
Total service contract receivables - net	4,310	2,900	12,617	27,204
<u>Other receivables - related parties (Note 7)</u>				
Subsidiaries	-	-	50,053	62,612
Total	-	-	50,053	62,612
Less: Allowance for expected credit losses	-	-	(462)	(1,337)
Total other receivables - net	-	-	49,591	61,275
Total trade and other receivables - related parties - net	4,310	2,900	62,208	88,479
<u>Retention receivables - related party</u>				
Subsidiary	-	-	1,183	1,183
Total retention receivables - related party	-	-	1,183	1,183

Short-term loans to related parties

As at 31 December 2023 and 2022, the balance of short-term loans between the Company and its subsidiaries and the movement in loans are as follows:

(Unit: Thousand Baht)

Short-term loan	Related by	Separate financial statements			Balance as at 31 December 2023
		Balance as at 31 December 2022	Increase during the year	Decrease during the year	
ATT Consultants Company Limited	subsidiary	72,000	20,000	-	92,000
TLT Consultants Company Limited	subsidiary	5,000	-	(5,000)	-
Total		77,000	20,000	(5,000)	92,000

Short-term loans are repayable on demand and unsecured.

Long-term loan to related party

As at 31 December 2023 and 2022, the balance of long-term loan between the Company and its subsidiary and the movement in loan are as follows:

(Unit: Thousand Baht)

Long-term loan	Related by	Separate financial statements			Balance as at 31 December 2023
		Balance as at 31 December 2022	Increase during the year	Decrease during the year	
ATT Consultants Company Limited	subsidiary	950	-	(200)	750

Long-term loan is repayable in monthly installments and is to be fully repaid within 15 years from the contract date. The loan is unsecured.

		(Unit: Thousand Baht)			
		Consolidated		Separate	
		financial statements		financial statements	
		2023	2022	2023	2022
<u>Trade and other payables - related parties</u>					
<u>Trade payables - related parties (Note 19)</u>					
Subsidiaries		-	-	42,749	44,227
Associate		-	387	-	387
Total trade payables - related parties		-	387	42,749	44,614
<u>Other payables - related parties (Note 19)</u>					
Subsidiaries		-	-	593	684
Total other payables - related parties		-	-	593	684
<u>Retention payable - related parties</u>					
Subsidiaries		-	-	90	90
Total retention payable - related parties		-	-	90	90
Total trade and other payables - related parties		-	387	43,432	45,388

Short-term loan from related party

As at 31 December 2023 and 2022, the balance of short-term loan between the Company and its subsidiary and the movement in loan are as follows:

		(Unit: Thousand Baht)			
		Separate financial statements			
Short-term loan	Related by	Balance as at			Balance as at
		31 December	Increase	Decrease	31 December
		2022	during the year	during the year	2023
Geotechnical & Foundation					
Engineering Company					
Limited	subsidiary	-	55,000	-	55,000

Short-term loan is repayable on demand and unsecured.

Directors and management's remuneration

During the years ended 31 December 2023 and 2022, the Group had employee benefit expenses payable to their directors and management as below.

	Consolidated		(Unit: Million Baht)	
	financial statements		Separate	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Short-term employee benefits	59	50	39	31
Post-employment benefits	4	3	2	6
Share-based payment	4	-	3	-
Total	<u>67</u>	<u>53</u>	<u>44</u>	<u>37</u>

Guarantee obligations with related parties

The Company has outstanding guarantee obligations with its subsidiaries, as described in Note 37.3 to the consolidated financial statements.

7. Trade and other receivables

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<u>Trade receivables - related parties</u>				
Aged on the basis of due dates				
Not yet due	1,353	49	1,704	2,461
Past due				
Up to 3 months	2,934	2,851	4,912	8,553
3 - 6 months	23	-	3,015	4,738
6 - 12 months	-	-	1,592	10,624
Over 12 months	-	-	1,508	1,522
Total	<u>4,310</u>	<u>2,900</u>	<u>12,731</u>	<u>27,898</u>
Less: Allowance for expected credit losses	<u>-</u>	<u>-</u>	<u>(114)</u>	<u>(694)</u>
Total trade receivables - related parties, net	<u>4,310</u>	<u>2,900</u>	<u>12,617</u>	<u>27,204</u>

		(Unit: Thousand Baht)	
		Consolidated	Separate
		financial statements	financial statements
		<u>2023</u>	<u>2022</u>
		<u>2023</u>	<u>2022</u>
<u>Trade receivables - unrelated parties</u>			
Aged on the basis of due dates			
Not yet due	167,786	127,803	110,028
Past due			
Up to 3 months	105,634	138,940	71,546
3 - 6 months	94,668	54,203	80,517
6 - 12 months	57,887	45,811	47,900
Over 12 months	191,378	95,524	152,573
Total	617,354	462,281	462,564
Less: Allowance for expected credit losses	(27,422)	(16,115)	(17,777)
Total trade receivables - unrelated parties, net	589,932	446,166	444,787
Total trade receivables - net	594,242	449,066	457,404
<u>Other receivables</u>			
Other receivables - related parties	-	-	50,053
Other receivables - unrelated parties	1,470	2,706	1,430
Accrued interest income	1,630	527	1,583
Total	3,100	3,233	53,066
Less: Allowance for expected credit losses	(681)	(1,758)	(1,121)
Total other receivables - net	2,419	1,475	51,945
Total trade and other receivables - net	596,661	450,541	509,349

The normal credit term is 15 to 90 days.

Set out below is the movement in the allowance for expected credit losses of trade and other receivables.

		(Unit: Thousand Baht)	
		Consolidated	Separate
		financial statements	financial statements
		<u>2023</u>	<u>2022</u>
		<u>2023</u>	<u>2022</u>
Beginning balance	17,873	19,367	16,522
Provision for expected credit losses	18,548	10,967	13,017
Recognises interest income	(8,318)	(3,462)	(10,527)
Amount recovered	-	(5,580)	-
Amount written off	-	(3,361)	-
Effect from foreign exchange	-	(58)	-
Ending balance	28,103	17,873	19,012

8. Unbilled receivables / Retention receivables / Service income received in advance and advances received from customers

8.1 Contract balances

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Unbilled receivables	839,021	785,921	604,705	524,731
Less: Allowance for expected credit losses	(9,580)	(7,687)	(5,629)	(4,276)
Unbilled receivables - net	<u>829,441</u>	<u>778,234</u>	<u>599,076</u>	<u>520,455</u>
 Retention receivables	 102,775	 93,892	 70,143	 58,155
Less: Allowance for expected credit losses	(1,996)	-	(526)	-
Retention receivables - net	<u>100,779</u>	<u>93,892</u>	<u>69,617</u>	<u>58,155</u>
 Service income received in advance and advances received from customers				
Service income received in advance	370,514	349,268	142,532	136,443
Advances received from customers	205,079	204,599	158,787	133,176
Total	<u>575,593</u>	<u>553,867</u>	<u>301,319</u>	<u>269,619</u>

As at 31 December 2023, the Group has the balances of unbilled receivables amounted to approximately Baht 678 million (the Company only: Baht 521 million) is expected to bill with customers within 1 year (2022: the Group has the balances of unbilled receivables amounted to approximately Baht 575 million, the Company only: Baht 401 million is expected to bill with customers within 1 year).

8.2 Revenue recognised in relation to contract

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Revenue recognised during the year that was included in service income received in advance at the beginning of the year	250,987	249,297	101,904	165,862
Revenue recognised during the year from changes in variable considerations of performance obligations satisfied in previous years	3,353	13,846	2,069	11,848

8.3 Revenue to be recognised for the remaining performance obligations

As at 31 December 2023, revenue totaling to Baht 4,267 million (the Company only: Baht 2,813 million) (2022: Baht 3,859 million, the Company only: Baht 2,434 million) is expected to be recognised in the future in respect of performance obligations under contracts with customers that are unsatisfied (or partially unsatisfied). The Group expects to satisfy these performance obligations within 7 years (the Company only: 7 years) (2022: 8 years, the Company only: 8 years).

9. Other financial assets

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Other current financial assets				
Debt instruments - fixed deposits at amortised cost	552	1,144	314	907
Listed equity instrument designated at FVTPL	22,200	-	22,200	-
Total other current financial assets	<u>22,752</u>	<u>1,144</u>	<u>22,514</u>	<u>907</u>
Other non-current financial assets				
Listed equity instrument designated at FVOCI	22,200	-	22,200	-
Total other non-current financial assets	<u>22,200</u>	<u>-</u>	<u>22,200</u>	<u>-</u>

In February 2023, the Company acquired of 10 million ordinary shares of BlueVenture Group Public Company Limited ("BVG"), which was in the process of being listed on the Stock Exchange of Thailand at that time, with a par value of Baht 0.5 per share at the offering price of Baht 3.85 per share (based on initial public offering price), or totaling Baht 38.5 million. This represents 2.22 percent of the issued and paid-up capital of BVG, and the Company fully paid for the shares. The market price on the last business day of the year is worth Baht 4.44 per share. The financial assets are divided into two parts taking into account the purpose of investment in equity instruments which have been determined by the Group's Executive Committee.

Equity instruments were measured at fair value with hierarchy level 1 and there were no transfers within the fair value hierarchy during the current period.

10. Other current assets

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Prepaid expenses	14,273	13,197	9,548	11,018
Advance payments for cost of service	19,301	19,036	19,284	16,730
Value added tax refundable	639	1,110	-	-
Purchase vat awaiting tax invoices	9,784	11,638	4,695	4,759
Withholding tax deducted at source	8,618	11,094	873	-
Others	15,304	8,874	9,662	3,075
Total other current assets	<u>67,919</u>	<u>64,949</u>	<u>44,062</u>	<u>35,582</u>

11. Restricted bank deposits

The outstanding balances represent bank deposit accounts which have been pledged with banks to secure the issuance of bank guarantees for electricity utilisation, other guarantee from banks and credit facilities of the Group.

12. Investments in subsidiaries

Details of investments in subsidiaries as presented in separate financial statements are as follows:

Company	Paid-up capital		Shareholding percentage		Cost		Allowance for impairment loss on investments		Carrying amount based on cost method - net		Dividend received during the years	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
			(Percent)									
ATT Consultants Company Limited	21	21	100.00	100.00	48.5*	47.7	-	-	48.5	47.7	-	-
Geotechnical & Foundation Engineering Company Limited	10	10	100.00	100.00	14.6*	12.3	-	-	14.6	12.3	12.5	21.0
TEAM Next Company Limited	10	10	100.00	100.00	14.9	14.9	(5.5)	(5.5)	9.4	9.4	-	-
TEAM SQ Company Limited	10	10	100.00	100.00	11.8	11.8	-	-	11.8	11.8	-	-
TEAM Construction Management Company Limited	10	10	100.00	100.00	17.1*	15.2	-	-	17.1	15.2	8.0	23.2
TLT Consultants Company Limited	5	10.25	100.00	48.77	5.6*	5.5	-	-	5.6	5.5	0.5	3.2
TEAM Quality Management Company Limited	10	10	83.75	83.75	6.5	6.5	(2.5)	(3.0)	4.0	3.5	-	-
TWI Consultants Company Limited	15	15	93.73	93.73	14.1	14.1	(14.1)	(14.1)	-	-	-	-
LTEAM Sole Co., Ltd. (paid-in capital LAK 1,000 million)	5	5	100.00	100.00	4.5	4.5	(4.5)	(4.5)	-	-	-	-
Total investments in subsidiaries					137.6	132.5	(26.6)	(27.1)	111.0	105.4	21.0	47.4

*Increased from share base payment as described in Note 26 to the consolidated financial statements.

TLT Consultants Company Limited

TLT Consultants Company Limited, a subsidiary of the Company, registered a decrease in the preferred share capital of Baht 5.25 million (52,500 preferred shares with a par value of Baht 100 per share) with the Ministry of Commerce on 16 January 2023. As a result, the Company's shareholding in this subsidiary increased from 49 percent to 100 percent. The Group recorded the effect of the change in shareholding portion of subsidiary, amounting to Baht 1.4 million, under the caption "Deficit from the change in the ownership interests in subsidiaries" in shareholders' equity in the consolidated statement of financial position.

TEAM Quality Management Company Limited

On 2 November 2023, the Extraordinary General Meeting of Shareholders No.1/2023 of TEAM Quality Management Company Limited, which is a subsidiary of the Company, approved the dissolution of such company. The subsidiary has registered the company's dissolution with the Ministry of Commerce on 7 November 2023.

13. Investment in joint venture

13.1 Details of investment in joint venture held through the Company.

(Unit: Thousand Baht)								
Consolidated financial statements								
Joint venture	Nature of business	Country of incorporation	Shareholding		Cost		Carrying amounts based on equity method	
			percentage					
			<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
			(percent)	(percent)				
D T X Company Limited	Providing services related to contract development of tools and technologies for analysing big data	Thailand	50	50	10,000	625	8,450	625
Total investment in joint venture					10,000	625	8,450	625

(Unit: Thousand Baht)

Joint venture	Nature of business	Country of incorporation	Separate financial statements			
			Shareholding percentage		Cost	
			<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
			(percent)	(percent)		
D T X Company Limited	Providing services related to contract development of tools and technologies for analysing big data	Thailand	50	50	10,000	625
Total investment in joint venture					10,000	625

In January 2023, D T X Company Limited called for the payment of shares, representing 75% of the remaining called-up share capital. The Company has already paid for the shares in proportion to its investment.

Subsequently, on 17 January 2023, the Extraordinary General Meeting of Shareholders No.1/2023 of D T X Company Limited approved an increase of Baht 25 million in the registered share capital, from Baht 5 million (500,000 ordinary shares with a par value of Baht 10 each) to Baht 30 million (3,000,000 ordinary shares with a par value of Baht 10 each). D T X Company Limited called for the payment of Baht 15 million (2,500,000 ordinary shares of Baht 6 each), representing 60% of the company's newly issued shares. The Company paid for the shares in proportion to its investment in January 2023.

13.2 Share of comprehensive income

During the years, the Company recognised its share of comprehensive income from investments in joint venture in the consolidated financial statements as follows:

(Unit: Thousand Baht)

Joint venture	Consolidated financial statements	
	Share of loss from investment in joint venture during the years	
	<u>2023</u>	<u>2022</u>
D T X Company Limited	1,550	-

13.3 Financial information about material joint venture

Summarised information about financial position

	(Unit: Thousand Baht)	
	D T X Company Limited	
	<u>2023</u>	<u>2022</u>
Current assets	15,682	1,250
Non-current assets	6,492	-
Current liabilities	1,969	-
Non-current liabilities	98	-

Summarised information about comprehensive income

	(Unit: Thousand Baht)	
	D T X Company Limited	
	For the year ended 31 December	
	<u>2023</u>	<u>2022</u>
Revenue	14,617	-
Loss	(3,100)	-
Total comprehensive income	(3,100)	-

14. Investments in associates

14.1 Details of investment in associates held through the Group.

(Unit: Thousand Baht)

Associates	Nature of business	Country of incorporation	Consolidated financial statements					
			Shareholding		Cost		Carrying amounts based on equity method	
			percentage					
			<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
			(percent)	(percent)				
Krungthep Geotechnique Company Limited	Providing services in exploration and testing of geotechnical materials	Thailand	30	30	1,500	1,500	4,172	3,472
iGL Synergy Co., Ltd.	Providing services in engineering consultancy and project management	The Lao People's Democratic Republic	-	30	-	1,064	-	-
Prathumwan Smart District Cooling Company Limited	Providing services in installing and managing the District Cooling system for the distribution of chilled water	Thailand	14	14	18,900	7,000	18,498	6,728
Asset Activator Company Limited	Providing property technology related services	Thailand	-	30	-	3,000	-	1,996
VDT Water Supply Company Limited	Providing services in water resource management	Thailand	20	-	1,000	-	997	-
Total investments in associates					21,400	12,564	23,667	12,166
Less: Classified as non-current asset held for sales					-	(3,000)	-	(1,966)
Less: Allowance for impairment loss on investment					-	(1,064)	-	-
Total Investments in associates - net					<u>21,400</u>	<u>8,500</u>	<u>23,667</u>	<u>10,200</u>

(Unit: Thousand Baht)

Associates	Nature of business	Country of incorporation	Separate financial statements			
			Shareholding percentage		Cost	
			<u>2023</u> (percent)	<u>2022</u> (percent)	<u>2023</u>	<u>2022</u>
Prathumwan Smart District Cooling Company Limited	Providing services in installing and managing the District Cooling system for the distribution of chilled water	Thailand	14	14	18,900	7,000
Asset Activator Company Limited	Providing property technology related services	Thailand	-	30	-	3,000
VDT Water Supply Company Limited	Providing services in water resource management	Thailand	20	-	1,000	-
Total investments in associates					19,900	10,000
Less: Classified as non-current asset held for sales					-	(3,000)
Total investments in associates - net					19,900	7,000

Prathumwan Smart District Cooling Company Limited

On 3 January 2023, the Extraordinary General Meeting of Shareholders No.1/2023 of Prathumwan Smart District Cooling Company Limited approved an increase of Baht 340 million in the registered share capital, from Baht 50 million (500,000 ordinary shares with a par value of Baht 100 each) to Baht 390 million (3,900,000 ordinary shares with a par value of Baht 100 each). This company initially called up Baht 85 million (3,400,000 ordinary shares of Baht 25 each), representing 25% of its newly issued shares, and the Company paid for the shares in proportion to its investment in January 2023.

Asset Activator Company Limited

In February 2023, the Company disposed of its entire investment in Asset Activator Company Limited to D T X Company Limited, which is a joint venture. The Company received full payment and completed the transfer of rights to the ordinary shares.

iGL Synergy Co., Ltd

According to the resolution of the Extraordinary General Meeting of Shareholders No.1/2022 of iGL Synergy Co.,Ltd. approving the dissolution of such company. The associate registered the dissolution with the Ministry of Industry and Commerce (Laos) on 8 February 2023 and registered liquidation with Ministry of Industry and Commerce (Laos) on 8 March 2023.

VDT Water Supply Company Limited

In April 2023, the Company made an investment in VDT Water Supply Company Limited, which is newly incorporated in Thailand. This company is engaged in the business related to water resource management, and has a registered share capital of Baht 5 million (500,000 ordinary shares with a par value of Baht 10 each). The Company invested Baht 1 million, representing a 20% interest in such company.

14.2 Share of comprehensive income

During the years, the Group recognised its share of comprehensive income from investments in associates in the consolidated financial statements as follows:

Associated companies	(Unit: Thousand Baht)	
	Consolidated financial statements	
	Share of profit (loss) from investments	
	in associates during the years	
	<u>2023</u>	<u>2022</u>
Krungthep Geotechnique Company Limited	1,150	693
Prathumwan Smart District Cooling Company Limited	(130)	(52)
Asset Activator Company Limited	-	(750)
VDT Water Supply Company Limited	(3)	-
Total	<u>1,017</u>	<u>(109)</u>

14.3 Financial information about material associates

Summarised information about financial position

	(Unit: Thousand Baht)			
	Krungthep Geotechnique		Prathumwan Smart District	
	Company Limited		Cooling Company Limited	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Current assets	12,182	11,475	147,214	47,408
Non-current assets	3,695	3,144	-	900
Current liabilities	764	2,408	12,290	246
Non-current liabilities	1,207	638	2,792	-

Summarised information about comprehensive income

	(Unit: Thousand Baht)			
	For the year ended 31 December			
	Krungthep Geotechnique		Prathumwan Smart District Cooling	
	Company Limited		Company Limited	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Revenue	28,531	22,354	533	62
Profit (loss)	3,833	2,310	(930)	(371)
Total comprehensive income	3,833	2,310	(930)	(371)

15. Investment properties

The net book value of investment properties as at 31 December 2023 and 2022 is presented below.

	Consolidated financial statements			Separate financial statements		
	Land and office buildings			Land and office buildings		
	for rent	Others	Total	for rent	Others	Total
As at 31 December 2022:						
Cost	1,839	1,380	3,219	35,069	1,380	36,449
Less: Accumulated depreciation	(561)	(567)	(1,128)	(26,191)	(567)	(26,758)
Net book value	1,278	813	2,091	8,878	813	9,691
As at 31 December 2023:						
Cost	1,919	1,380	3,299	33,342	1,380	34,722
Less: Accumulated depreciation	(579)	(583)	(1,162)	(25,219)	(583)	(25,802)
Net book value	1,340	797	2,137	8,123	797	8,920

(Unit: Thousand Baht)

A reconciliation of the net book value of investment properties for the years 2023 and 2022 is presented below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Net book value at beginning of year	2,091	2,441	9,691	9,786
Additions	64	3	143	598
Transfer from (transfer to) property				
plant and equipment	19	42	(546)	42
Disposal/write-off during the year -				
net book value	-	(361)	-	(384)
Depreciation for the year	(37)	(34)	(368)	(351)
Net book value at end of year	<u>2,137</u>	<u>2,091</u>	<u>8,920</u>	<u>9,691</u>

The fair value of the investment properties as at 31 December 2023 and 2022 stated below:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Land and office buildings for rent	3,249	3,249	24,319	25,374
Others	2,550	2,550	2,550	2,550

The fair value of the above investment properties has been determined based on valuation performed by an accredited independent valuer and categorised within Level 3 of the fair value hierarchy. The fair value of the land and other investment properties has been determined based on market prices, while that of the office buildings for rent has been determined using the replacement cost approach.

The Company has mortgaged investment properties amounting to approximately Baht 8 million (2022: Baht 9 million) as collateral against credit facilities received from financial institutions, as described in Note 18 to the consolidated financial statements.

16. Property, plant and equipment

(Unit: Thousand Baht)

	Consolidated financial statements					
	Land	Buildings and building improvements	Solar cell and smart chiller equipment	Furniture, fixtures, tools and office equipment	Motor vehicles	Assets under installation
Cost						Total
As at 1 January 2022	72,811	197,792	4,532	121,143	4,916	-
Additions	-	286	-	13,050	2,793	3,257
Transfer from right-of-use assets	-	-	-	13,122	11,139	-
Transfer to investment properties	(29)	(28)	-	-	-	(57)
Disposals/write off	-	(386)	-	(6,735)	(7,760)	-
Transfer in (out)	-	2,664	593	-	-	(3,257)
As at 31 December 2022	72,782	200,328	5,125	140,580	11,088	-
Additions	-	1,647	176	11,882	1,002	34,390
Transfer from right-of-use assets	-	-	-	916	-	-
Transfer to investment properties	-	(19)	-	-	-	(19)
Disposals/write off	-	(428)	-	(3,572)	(361)	-
Transfer in (out)	-	14,493	-	2,666	-	(17,159)
As at 31 December 2023	72,782	216,021	5,301	152,472	11,729	17,231
						475,536

(Unit: Thousand Baht)

Consolidated financial statements

	Land	Buildings and building improvements	Solar cell and smart chiller equipment	Furniture, fixtures, tools and office equipment	Motor vehicles	Assets under installation	Total
Accumulated depreciation							
As at 1 January 2022	-	157,782	509	98,092	2,487	-	258,870
Depreciation for the year	-	1,778	544	10,099	598	-	13,019
Transfer from right-of-use assets	-	-	-	13,090	7,724	-	20,814
Transfer to investment properties	-	(15)	-	-	-	-	(15)
Depreciation on disposals/write off	-	(223)	-	(6,545)	(5,046)	-	(11,814)
As at 31 December 2022	-	159,322	1,053	114,736	5,763	-	280,874
Depreciation for the year	-	2,736	654	10,229	766	-	14,385
Transfer from right-of-use assets	-	-	-	915	-	-	915
Depreciation on disposals/write off	-	(155)	-	(3,512)	(272)	-	(3,939)
As at 31 December 2023	-	161,903	1,707	122,368	6,257	-	292,235
Net book value							
As at 31 December 2022	72,782	41,006	4,072	25,844	5,325	-	149,029
As at 31 December 2023	72,782	54,118	3,594	30,104	5,472	17,231	183,301
Depreciation for the year							
2022 (Baht 4 million included in cost of services and the balance in administrative expenses)							13,019
2023 (Baht 5 million included in cost of services and the balance in administrative expenses)							14,385

(Unit: Thousand Baht)

	Separate financial statements				
	Land	Buildings and building improvements	Furniture, fixtures, tools and office equipment	Motor vehicles	Assets under installation
Cost					Total
As at 1 January 2022	71,079	162,691	91,185	1,920	-
Additions	-	250	9,455	-	2,664
Transfer from right-of-use assets	-	-	11,839	8,367	-
Transfer to investment properties	(29)	(28)	-	-	(57)
Disposals/write off	-	(265)	(4,278)	(3,438)	-
Transfer in (out)	-	2,664	-	-	(2,664)
As at 31 December 2022	71,050	165,312	108,201	6,849	-
Additions	-	1,568	7,065	373	34,390
Transfer from investment properties	78	1,793	-	-	-
Disposals/write off	-	(358)	(2,967)	(361)	-
Transfer in (out)	-	14,493	2,666	-	(17,159)
As at 31 December 2023	71,128	182,808	114,965	6,861	17,231
					392,993

(Unit: Thousand Baht)

	Separate financial statements				
	Land	Buildings and building improvements	Furniture, fixtures, tools and office equipment	Motor vehicles	Assets under installation
Total					
Accumulated depreciation					
As at 1 January 2022	-	129,582	74,924	1,050	-
Depreciation for the year	-	1,808	7,443	392	-
Transfer from right-of-use assets	-	-	11,813	5,645	-
Transfer to investment properties	-	(15)	-	-	(15)
Depreciation on disposals/write off	-	(146)	(4,217)	(2,086)	-
As at 31 December 2022	-	131,229	89,963	5,001	-
Depreciation for the year	-	2,199	7,253	217	-
Transfer from investment properties	-	1,325	-	-	-
Depreciation on disposals/write off	-	(85)	(2,917)	(272)	-
As at 31 December 2023	-	134,668	94,299	4,946	-
Net book value					
As at 31 December 2022	71,050	34,083	18,238	1,848	-
As at 31 December 2023	71,128	48,140	20,666	1,915	17,231
Depreciation for the year					
2022 (Baht 3 million included in cost of services and the balance in administrative expenses)					9,643
2023 (Baht 4 million included in cost of services and the balance in administrative expenses)					9,669

As at 31 December 2023, certain building and equipment of the Group have been fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 101 million (the Company only: Baht 81 million) (2022: Baht 78 million, the Company only: Baht 61 million).

The Company has mortgaged land and structures thereon amounting to approximately Baht 137 million (2022: Baht 105 million) as collateral against credit facilities received from financial institutions, as described in Note 18 to the consolidated financial statements.

17. Intangible assets

Details of intangible assets which are computer software are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Cost	138,511	132,736	109,335	104,379
Accumulated amortisation	(96,483)	(86,170)	(72,476)	(63,500)
Net book value	<u>42,028</u>	<u>46,566</u>	<u>36,859</u>	<u>40,879</u>
Amortisation expenses included in the profit or loss for the year	<u>10,314</u>	<u>10,571</u>	<u>8,976</u>	<u>8,827</u>

A reconciliation of the net book value of intangible assets for the years 2023 and 2022 is presented below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Net book value at beginning of year	46,566	51,495	40,879	44,631
Acquisitions of computer software	5,770	5,584	4,956	5,075
Increase from development within the entity	6	58	-	-
Amortisation	(10,314)	(10,571)	(8,976)	(8,827)
Net book value at end of year	<u>42,028</u>	<u>46,566</u>	<u>36,859</u>	<u>40,879</u>

18. Bank overdrafts and short-term loans from financial institutions

		(Unit: Thousand Baht)			
	Interest rate (% p.a.)	Consolidated financial statements		Separate financial statements	
		<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Bank overdrafts	Rate of saving deposits+1.00, MOR and MOR-1.00	-	196	-	-
Promissory notes	Rate of 4.45, 4.50, 5.10 and rate of fixed deposit 24 months+2.00	105,000	168,600	95,000	103,000
Total		<u>105,000</u>	<u>168,796</u>	<u>95,000</u>	<u>103,000</u>

Credit facilities from financial institutions of the Group are secured by certain bank deposits of the Group, mortgaged land and structures thereon and investment properties of the Company, and include transfer of rights over receipt of payment under certain contracts of the Group.

19. Trade and other payables

		(Unit: Thousand Baht)			
		Consolidated financial statements		Separate financial statements	
		<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Trade payables - related parties		-	387	42,749	44,614
Trade payables - unrelated parties		43,174	60,611	30,198	37,658
Other payables - related parties		-	-	593	684
Other payables - unrelated parties		22,589	24,629	21,516	14,992
Retention payables		3,826	2,605	2,815	1,430
Accrued expenses		114,600	75,175	62,845	31,367
Total trade and other payables		<u>184,189</u>	<u>163,407</u>	<u>160,716</u>	<u>130,745</u>

20. Long-term loan from financial institution

(Unit: Thousand Baht)		
Consolidated/Separate financial statements		
	<u>2023</u>	<u>2022</u>
Long-term loan from financial institution	34,524	36,660
Less: Current portion	(4,272)	(2,136)
Long-term loan - net of current portion	<u>30,252</u>	<u>34,524</u>

Movements in the long-term loan from financial institution account for the year ended 31 December 2023 and 2022 are summarised below.

(Unit: Thousand Baht)		
Consolidated/Separate financial statements		
	<u>2023</u>	<u>2022</u>
Balance at beginning of year	36,660	-
Additional borrowing	-	36,660
Repayments	(2,136)	-
Balance at end of year	<u>34,524</u>	<u>36,660</u>

The loan is secured by the rights over receipt of payment under the water sales contract of the Company.

In addition, under the conditions of the loan agreement, the Company agrees not to mortgage or otherwise encumber its assets of the Company's water supply system project with any other parties throughout the loan agreement period. The loan agreement also contains several covenants which, among other things, require the Company to maintain debt-to-equity ratio and debt service coverage ratio at the rate prescribed in the agreement.

21. Other current liabilities

(Unit: Thousand Baht)			
Consolidated financial statements		Separate financial statements	
	<u>2023</u>	<u>2022</u>	
Deferred output tax	45,935	38,651	33,342
Withholding tax payable	5,531	5,469	3,655
Value added tax payable	6,353	22,072	3,002
Others	3,108	2,376	2,180
Total other current liabilities	<u>60,927</u>	<u>68,568</u>	<u>42,179</u>
			<u>46,677</u>

22. Leases

22.1 The Group as a lessee

The Group has lease contracts for various assets used in its operations. Leases generally have lease terms between 3 months to 5 years.

a) Right-of-use assets

Movement of right-of-use assets for the years ended 31 December 2023 and 2022 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements			
	Buildings	Office equipment	Motor vehicles	Total
As at 1 January 2022	160	2,448	37,125	39,733
Additions	-	242	14,362	14,604
Transfer to property, plant and equipment	-	(32)	(3,415)	(3,447)
Write-off during the year - net book value as at write-off date	-	(30)	-	(30)
Depreciation for the year	(120)	(1,497)	(13,181)	(14,798)
As at 31 December 2022	40	1,131	34,891	36,062
Additions	286	8,500	12,422	21,208
Transfer to property, plant and equipment	-	(1)	-	(1)
Write-off during the year - net book value as at write-off date	-	-	(1,606)	(1,606)
Depreciation for the year	(136)	(1,130)	(14,119)	(15,385)
As at 31 December 2023	190	8,500	31,588	40,278

(Unit: Thousand Baht)

	Separate financial statements		
	Office equipment	Motor vehicles	Total
As at 1 January 2022	1,681	27,485	29,166
Additions	-	5,245	5,245
Transfer to property, plant and equipment	(26)	(2,722)	(2,748)
Write-off during the year - net book value as at write-off date	(29)	-	(29)
Depreciation for the year	(1,046)	(9,133)	(10,179)
As at 31 December 2022	580	20,875	21,455
Additions	8,500	8,952	17,452
Depreciation for the year	(786)	(10,263)	(11,049)
As at 31 December 2023	8,294	19,564	27,858

b) Lease liabilities

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Lease payments	44,438	39,432	31,864	23,896
Less: Deferred interest expenses	(3,852)	(2,706)	(2,915)	(1,447)
Total	40,586	36,726	28,949	22,449
Less: Portion due within one year	(16,112)	(14,126)	(11,744)	(9,323)
Lease liabilities - net of current portion	24,474	22,600	17,205	13,126

Movements of the lease liability account during the years ended 31 December 2023 and 2022 are summarised below:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Balance at beginning of year	36,726	38,167	22,449	27,632
Additions	21,209	14,603	17,452	5,245
Accretion of interest	1,585	1,842	1,019	1,187
Payments	(17,224)	(17,855)	(11,909)	(11,584)
Cancellation of the lease agreements	(1,648)	(31)	-	(31)
Others	(62)	-	(62)	-
Balance at end of year	<u>40,586</u>	<u>36,726</u>	<u>28,949</u>	<u>22,449</u>

A maturity analysis of lease payments is disclosed in Note 38.1 to the consolidated financial statements under the liquidity risk.

c) Expenses relating to leases that are recognised in profit or loss

Expenses relating to leases that are recognised in profit or loss for the years ended 31 December 2023 and 2022 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Depreciation expense of right-of-use assets	15,385	14,798	11,049	10,179
Interest expense on lease liabilities	1,585	1,842	1,019	1,187
Expense relating to short-term leases	798	1,297	704	979

d) Others

The Group had total cash outflows for leases for the year ended 31 December 2023 of Baht 18 million (the Company only: Baht 13 million) (2022: Baht 19 million, the Company only: Baht 13 million) including the cash outflow related to short-term lease and leases of low-value assets.

22.2 Group as a lessor

The Group has entered into long-term agreements for the water recycling system, water supply system and solar power generation system, with lease terms ranging from 10 to 26 years. Under these agreements, the Group act as an investor in the water recycling system, water supply system and solar power generation system. The agreements are not defined as legal leases, but are defined as leases under TFRS 16 Leases because the customer has the right to use the assets, and the Group receives consideration in the form of monthly sales of water and electricity.

A summary of lease payments receivable under finance leases as at 31 December 2023 and 2022 is presented below:

	Consolidated		(Unit: Thousand Baht)	
			Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Within 1 year	5,069	4,018	1,199	1,668
Over 1 and up to 5 years	31,610	25,071	13,684	14,890
Over 5 years	70,383	71,651	59,627	66,111
Total	107,062	100,740	74,510	82,669
Less: Deferred interest income	(23,877)	(27,844)	(16,014)	(24,173)
Net investment in the finance leases	83,185	72,896	58,496	58,496

Amounts recognised in profit or loss for finance leases for the years ended 31 December 2023 and 2022 are summarised below:

	Consolidated		(Unit: Thousand Baht)	
			Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Profit from sales	2,393	6,822	-	6,822
Loss from cancel contract	(872)	-	-	-
Interest income on the net investment in finance leases	3,275	1,242	1,120	416

23. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, was as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Provision for long-term employee benefits				
at beginning of the year	270,817	271,587	189,739	192,138
Included in profit or loss:				
Current service cost	23,037	24,849	15,861	20,772
Interest cost	7,571	6,048	5,005	4,013
Included in other comprehensive income:				
Actuarial (gain) loss arising from				
Demographic assumptions changes	1,017	894	-	-
Financial assumptions changes	(17,755)	(13,061)	(12,280)	(11,833)
Experience adjustments	(9,242)	(3,305)	(7,235)	(4,039)
Benefits paid during the year	<u>(35,607)</u>	<u>(16,195)</u>	<u>(31,268)</u>	<u>(11,312)</u>
Provisions for long-term employee				
benefits at end of year	<u>239,838</u>	<u>270,817</u>	<u>159,822</u>	<u>189,739</u>

The Group expects to pay Baht 15 million of long-term employee benefits during the next year (the Company only: Baht 13 million) (2022: Baht 35 million, the Company only: Baht 32 million).

As at 31 December 2023, the weighted average duration of the liabilities for long-term employee benefits is 10 - 16 years (the Company only: 13 years) (2022: 13 - 16 years, the Company only: 13 years).

Significant actuarial assumptions are summarised below.

	(Unit: % per annum)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Discount rate	2.74 - 3.14	2.96 - 3.44	2.87	3.06
Salary increase rate	5.00	6.00	5.00	6.00

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2023 and 2022 are summarised below:

(Unit: Million Baht)

	As at 31 December 2023			
	Consolidated		Separate	
	financial statements		financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(21)	25	(14)	16
Salary increase rate	24	(21)	16	(14)

(Unit: Million Baht)

	As at 31 December 2022			
	Consolidated		Separate	
	financial statements		financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(24)	28	(16)	19
Salary increase rate	27	(23)	18	(16)

24. Share capital

On 26 April 2023, the Annual General Meeting of the Company's shareholders for the year 2023 passed the following major resolutions.

- A) Approved the dividend payment from the Company's net profit for 2022 to the shareholders. The dividend will be paid in the form of ordinary shares of the Company in the amount of not more than 136,000,000 shares with a par value of Baht 0.5 per share to the Company's shareholders at the ratio of 5 existing shares per 1 stock dividend, totaling not more than Baht 68,000,000, or equivalent to a dividend payout ratio of Baht 0.10 per share. However, in case any shareholder has a fraction of the original shares after the stock dividend allocation, they will instead receive dividend in cash at a rate of Baht 0.10 per share, as well as receive a cash dividend at a rate of Baht 0.011111111111 per share, with a total amount not exceeding Baht 7,555,556.
- B) Approved the issuance and allocation of warrants to purchase ordinary shares of the Company No. 1 (TEAMG-W1), totaling not more than 136,000,000 units, to existing shareholders of the Company in proportion to their shareholding (Rights Offering) at a ratio of 5 existing shares per 1 unit of warrants. The issuance of the warrants will be free of charge.

- C) Approved the issuance of the Company's ordinary shares for sale to the employees of the Group under the TEAMG-ESOP project in the amount of not more than 2 million units, with an offering price of Baht 0.5 per share.

Reconciliation of registered share capital and issued and paid-up share capital of the Company as at 31 December 2023 are summarised below.

	Number of shares (Thousand Shares)	Registered share capital (Thousand Baht)	Date of registration with the Ministry of Commerce
<u>Registered ordinary shares</u>			
As at 1 January 2023	680,000	340,000	
Capital increase during period	274,000	137,000	3 May 2023
As at 31 December 2023	954,000	477,000	
 <u>Issued and paid-up ordinary shares</u>			
As at 1 January 2023	680,000	340,000	
Capital increase from the share dividend	135,902	67,951	23 May 2023
Capital increase from exercise of TEAMG-ESOP (the First time)	1,695	847	26 May 2023
Capital increase from exercise of TEAMG-ESOP (the Second time)	92	46	23 June 2023
Capital increase from exercise of TEAMG-ESOP (the Third time)	126	63	27 July 2023
Capital increase from exercise of TEAMG-ESOP (the Fourth time)	22	11	29 August 2023
Capital increase from exercise of TEAMG-ESOP (the Fifth time)	23	12	26 September 2023
Capital increase from exercise of TEAMG-ESOP (the Sixth time)	42	21	27 October 2023
As at 31 December 2023	817,902	408,951	

25. Warrants to purchase ordinary shares

During the year, the Company allocated warrants to subscribe to the Company's ordinary shares (TEAMG-W1) to existing shareholders of the Company, at no cost, at the ratio of 5 ordinary shares per 1 warrant unit. The details are as follows:

Warrants to purchase ordinary shares No.1 (TEAMG-W1)

Issue Date	12 May 2023
Units issued	135,986,781 units
Term	3 years from the issue date
Exercise Date	The last business day of June and December with the first exercise date on 29 December 2023 and the last date on 22 June 2026
Exercise price per ordinary share	Baht 15
Exercise ratio (Warrant per ordinary share)	1:1

During the current year, there is no shareholders of the Company exercised their rights under the above-mentioned warrants to purchase the ordinary shares.

26. Equity-settled share-based payments (TEAMG-ESOP)

During the year, the Company allocated warrants to employees of the Group (TEAMG-ESOP). The details are as follows:

Number of warrants issued and allocated	2,000,000 units
Number of reserved shares:	2,000,000 shares
Exercise price per ordinary share	Baht 0.5
Exercise ratio (Warrant per ordinary share)	1:1
Method of offering and allocation	The eligible employees must be an employee within the Group for a minimum the period of six-months and must remain an employee until the date of offering of the ordinary shares.
Exercise period	Every 25th of the month, from May 2023 to October 2023

During the current year, employees of the Group who were granted the rights fully exercised those rights, as described in Note 24 to the consolidated financial statements.

The Group recognised equity-settled share-based payment transactions amounting to Baht 15 million as expenses in consolidated profit or loss. The Company recognised equity-settled share-based payment for its employees amounting to Baht 10 million as expenses in the separate profit or loss and recognised equity-settled share-based payment for the subsidiaries' employees amounting to Baht 5 million as a portion of investment in subsidiaries in the separate statements of financial position as described in Note 12 to the consolidated financial statements.

27. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered share capital. The statutory reserve is not available for dividend payment.

According to Section 1202 of the Thai Civil and Commercial Code, the subsidiaries (incorporated under Thai Laws) are required to set aside a statutory reserve at least 5 percent of its net profit each time the company pays out a dividend, until such reserve reaches 10 percent of its registered share capital. The statutory reserve is not available for dividend payment.

28. Revenue from contracts with customers

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Service income	1,644,454	1,569,780	983,595	890,539
Revenue from sales of water and electricity	2,889	1,472	2,528	1,421
Revenue from sales of water supply and water recycling system	26,327	52,415	-	52,415
Total	<u>1,673,670</u>	<u>1,623,667</u>	<u>986,123</u>	<u>944,375</u>

29. Finance income

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Interest received from bank deposits	2,426	846	290	149
Interest received from loans	-	-	4,702	4,695
Interest received from finance lease	3,275	1,242	1,119	416
Interest income from reversing allowance for expected credit losses	19,375	12,564	17,704	11,838
Total	<u>25,076</u>	<u>14,652</u>	<u>23,815</u>	<u>17,098</u>

30. Finance cost

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Interest expenses on borrowings	8,367	6,037	7,354	3,853
Interest expenses on lease liabilities	1,585	1,842	1,019	1,187
Total	<u>9,952</u>	<u>7,879</u>	<u>8,373</u>	<u>5,040</u>

31. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Salaries and wages and other employee benefits	940,167	926,069	539,947	555,289
Survey expenses and subcontractors costs	209,162	144,249	225,115	134,041
Professional fee	106,225	123,943	86,891	93,137
Depreciation and amortisation	40,121	38,424	30,063	29,000

32. Income tax

Income tax expenses for the years ended 31 December 2023 and 2022 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Current income tax:				
Current income tax charge	36,161	29,522	15,368	14,511
Adjustment in respect of income tax of previous year	-	(606)	-	(240)
Deferred tax:				
Deferred tax relating to origination and reversal of temporary differences	2,279	(3,897)	2,656	(2,844)
Income tax expense reported in profit or loss	<u>38,440</u>	<u>25,019</u>	<u>18,024</u>	<u>11,427</u>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2023 and 2022 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Deferred tax relating to actuarial gain	5,196	3,094	3,903	3,174
Deferred tax relating to gain on changes in value of equity investment designated at fair value through other comprehensive income	590	-	590	-
Total	<u>5,786</u>	<u>3,094</u>	<u>4,493</u>	<u>3,174</u>

The reconciliation between accounting profit and income tax expenses is shown below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Accounting profit before tax	167,709	128,082	99,451	101,910
Income tax in Thailand's corporate income tax rate of 20%	33,542	25,616	19,890	20,382
Adjustment in respect of income tax of previous year	-	(606)	-	(240)
Effects of:				
Promotional privileges	(421)	(41)	-	-
Non-deductible expenses	10,155	16,410	6,626	14,134
Exemption of income	(4,739)	(13,363)	(8,604)	(22,707)
Additional expense deductions allowed	(545)	(1,995)	(284)	(236)
Unused tax loss in the current year	47	78	-	-
Share of loss from investments in joint venture and associates	107	22	-	-
Other	294	(1,102)	396	94
Total	<u>4,898</u>	<u>9</u>	<u>(1,866)</u>	<u>(8,715)</u>
Income tax expenses reported in profit or loss	<u>38,440</u>	<u>25,019</u>	<u>18,024</u>	<u>11,427</u>

The components of deferred tax assets and deferred tax liabilities are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Deferred tax assets				
Provision for long-term employee benefits	47,967	54,164	31,964	37,948
Unused tax losses	802	2,021	-	-
Effect on elimination of intercompany transactions	2,811	2,299	-	-
Others	355	337	349	335
Total	<u>51,935</u>	<u>58,821</u>	<u>32,313</u>	<u>38,283</u>
Deferred tax liabilities				
Unrealised gain on changes in value of equity investment	1,180	-	1,180	-
Total	<u>1,180</u>	<u>-</u>	<u>1,180</u>	<u>-</u>
Deferred tax assets - net	<u>50,755</u>	<u>58,821</u>	<u>31,133</u>	<u>38,283</u>

As at 31 December 2023, the Group has unused tax losses totaling Baht 0.6 million (2022: Baht 0.4 million), on which deferred tax assets have not been recognised as the Group believes that future taxable profits may not be sufficient to allow utilisation of the unused tax losses.

The unused tax losses amounting to Baht 4.6 million will expire by 2028.

33. Earnings per share

Basic earnings per share is calculated by dividing profit for the year (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year, and adjusted to reflect the impact of the distribution of share dividend, as described in Note 24 to the consolidated financial statements. The Company treats that the distribution of shares dividends as having occurred since the beginning of the first reporting year, and has accordingly recalculated that basic earnings per share for the previous year to enable comparison.

	For the year ended 31 December			
	Consolidated financial		Separate financial	
	statements		statements	
	<u>2023</u>	<u>2022</u> (Restated)	<u>2023</u>	<u>2022</u> (Restated)
Profit for the year of attributable to equity holders of the Company (Thousand Baht)	129,600	103,085	81,426	90,483
Weighted average number of ordinary shares (Thousand Shares)	817,047	815,902	817,047	815,902
Earning per share (Bath per share)	0.16	0.13	0.10	0.11

The Company does not present the dilute earnings per share from the effect of warrant to purchase ordinary share No.1 (TEAMG-W1) because the average market price of the shares during the year is lower than the exercise price of the warrant.

34. Operating segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance. The chief operating decision maker has been identified as the Executive Committee.

For management purposes, the Group is organised into business units based on its type of service and specialisation and has nine reportable segments as follows:

- (1) Transportation and logistics project segment
- (2) Water resources project segment
- (3) Urban, building and infrastructure project segment
- (4) Project management and construction supervision segment
- (5) Construction management and supervision for various types of buildings and infrastructure segment

- (6) Energy, power, oil and gas, petrochemical and related industry, including port and infrastructure project segment
- (7) Geotechnical engineering and underground structure project segment
- (8) Contracting and other related business service segment
- (9) Other segment, which consists of environment science project work, architectural planning and design, interior design, landscape architecture and design work for urban development project, inspection and certification and other service.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and on a basis consistent with that used to measure operating profit or loss in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The basis of pricing policies for the inter-segment transfer are at the prices as described in Note 6 to the consolidated financial statements.

The following tables present revenue and profit (loss) information regarding the Group's operating segments for the years ended 31 December 2023 and 2022.

(Unit: Million Baht)

		For the year ended 31 December 2023										Consolidated financial statement
		Transportation and logistics project segment	Water resources project segment	Urban, building and infrastructure project segment	Project management and construction supervision segment	Construction management and supervision for various types of buildings and infrastructure segment	Energy, power, oil and gas, petrochemical and related industry, including port and infrastructure project segment	Geotechnical engineering and underground structure project segment	Contracting and other related business service segment	Other segment	Elimination	
Revenues from external customers	128	229	100	342	286	95	179	117	198	1,674	-	1,674
Segment profit	16	80	22	111	84	28	60	24	68	493	-	493
Other income												37
Share of loss from investments in joint venture and associates												(1)
Administrative expenses												(352)
Finance cost												(10)
Profit before income tax expenses												167
Income tax expenses												(38)
Profit for the year												129

(Unit: Million Baht)

For the year ended 31 December 2022

	Transportation and logistics project segment	Water resources project segment	Urban, building and infrastructure project segment	Project management and construction supervision segment	Construction management and supervision for various types of buildings and infrastructure segment	Energy, power, oil and gas, petrochemical and related industry, including port and infrastructure project segment	Geotechnical engineering and underground structure project segment	Contracting and other related business service segment	Other segment	Total	Elimination	Consolidated financial statement
Revenues from external customers	217	174	146	343	227	142	205	2	168	1,624	-	1,624
Segment profit (loss)	(1)	51	48	118	64	45	51	1	45	422	-	422
Other income												30
Administrative expenses												(316)
Finance cost												(8)
Profit before income tax expenses												128
Income tax expenses												(25)
Profit for the year												103

Geographic information

Revenues from external customers set up by customer's location.

	(Unit: Million Baht)	
	Consolidated	
	financial statements	
	<u>2023</u>	<u>2022</u>
Revenues from external customers		
Project domestic segment	1,496	1,492
Project international segment	178	132
Total	<u>1,674</u>	<u>1,624</u>

Major customers

In 2023, the Group had service revenues from major customers, which consisted of a group of government and state enterprise, amounting to Baht 890 million (2022: Baht 1,015 million).

35. Provident funds

The Group and their employees have jointly established provident funds in accordance with the Provident Fund Act B.E. 2530. The Group and their employees contribute to the funds monthly at the rate of 3 to 5 percent of basic salary. The funds, which are managed by Krungsri Asset Management Company Limited will be paid to employees upon termination in accordance with the fund rules. The contribution for the year 2023 were recognised as expenses amounting to Baht 23 million (the Company only: Baht 15 million) (2022: Baht 24 million, the Company only: Baht 16 million).

36. Dividends

Dividends	Approved by	Total dividends	Dividend
		(Million Baht)	per share
			(Baht)
Dividend for year 2021	Annual General Meeting of the shareholders on 26 April 2022	102.0	0.15
Total		<u>102.0</u>	<u>0.15</u>
Dividend for year 2022	Annual General Meeting of the shareholders on 26 April 2023		
- Cash dividend		7.6	0.01
- Share dividend		68.0	0.10
Total		<u>75.6</u>	<u>0.11</u>

37. Commitments and contingent liabilities

37.1 Capital commitments

As at 31 December 2023, the Group had capital commitment of approximately Baht 12 million (the Company only: Baht 12 million) (2022: Baht 1 million, the Company only: Baht 1 million) relating to the acquisition of equipment, office supplies, computer software and building improvement.

37.2 Service commitments

As at 31 December 2023, the Group has the following service commitments:

- a) Commitments totaling Baht 294 million (the Company only: Baht 244 million) (2022: Baht 95 million, the Company only: Baht 58 million) in respect of cost of service, for which the Group had already entered into agreements.
- b) Commitments totaling Baht 3 million (the Company only: Baht 3 million) (2022: Baht 3 million, the Company only: Baht 3 million) in respect of other service commitments, for which the Group had already entered into agreements.

37.3 Related party guarantees

As at 31 December 2023, the Company had provided guarantees totaling Baht 240 million (2022: Baht 240 million) for bank credit facilities on behalf of its subsidiaries.

37.4 Bank guarantees

As at 31 December 2023 and 2022, there were outstanding bank guarantees issued by banks on behalf of the Group in respect of certain performance bonds as required in the normal course of business of the Group. The details of bank guarantees are as follows:

	Consolidated		(Unit: Million Baht)	
	financial statements		Separate	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Guarantee of service contracts, advance payment and bidding	783	770	630	599
Guarantee of retention	118	118	96	94
Other guarantees	2	2	2	2
Total	<u>903</u>	<u>890</u>	<u>728</u>	<u>695</u>

37.5 Litigation

The Company

In 2013, an employer was filed a lawsuit against the Company with the Central Administrative Court for its breach of a hire of work contract, seeking damages totaling approximately Baht 8 million. On 21 August 2017, the Central Administrative Court ordered the Company to pay damages, together with interest in total amount of approximately Baht 0.7 million. The Company recorded the whole amount as an expense in the statement of comprehensive income for the year 2017.

Subsequently, on 19 September 2017, the plaintiff and the Company appealed to the Supreme Administrative Court, and the Company requested an amendment to its appeal on 8 December 2017. Currently, the Company is awaiting a judgment from the Supreme Administrative Court. However, the management of the Company expects no additional material losses to be incurred as a result of the case.

Subsidiary

On 23 February 2016, a lawsuit was filed against TEAM Construction Management Company Limited, a subsidiary, with the Civil Court on the grounds related to breach of a hire of work contract with the plaintiff, who sought damages of Baht 31 million from the subsidiary. The contract value was Baht 0.9 million, with a maximum fine of 10 percent of the contract value specified in the contract. On 17 April 2019, the Civil Court ordered the subsidiary to pay damages, together with interest and other fees in total amount of approximately Baht 1.2 million. The subsidiary recorded the whole amount as an expense in the statement of comprehensive income for the year 2019. Subsequently, on 6 September 2019 and 8 October 2019, the subsidiary and the plaintiff, respectively, lodged appeals with the Appeal Court. Currently, the subsidiary is awaiting a judgment from the Appeal Court. However, the management of the Group expects no additional material losses to be incurred as a result of the case.

The Group

On 29 September 2023, the Company and a subsidiary were involved in a lawsuit lodged by its customer with the Central Administrative Court over alleged breach of terms and scope of consulting services provided for a discontinued project in 2019. The plaintiff demanded compensation and advance received from customer plus interest amounting to Baht 16 million, proportionate to their investment in the project, from both the Company and the subsidiary.

On 28 December 2023, the Central Administrative Court rendered a judgment dismissing the lawsuit related to the aforementioned dispute, which the Company, a subsidiary and co-consultant had filed with the Central Administrative Court in 2019. The Central Administrative Court ordered the Company, a subsidiary and co-consultant to pay to the customer in the amount of Baht 9.3 million. Therefore, the management of the Group recognised as a partial expense for a total of Baht 7.3 million (the Company only: Baht 2 million) in the consolidated statement of comprehensive income for 2023. Subsequently, on 29 January 2024, the Company, a subsidiary and co-consultant filed an appeal the aforementioned judgment with the Supreme Administrative Court. The management of the Group expects that no additional material losses resulting from the litigation will be incurred.

38. Financial instruments

38.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade and other receivables, unbilled receivables, finance lease receivables, other current financial assets, restricted bank deposits, retention receivables, bank overdrafts and short-term loans from financial institution, trade and other payables, lease liabilities and long term loan from financial institution. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Group is exposed to credit risk primarily with financial institution deposits, trade and other receivables, unbilled receivables, finance lease receivables, other current financial assets, and retention receivables. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

Trade receivables and unbilled receivables

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade receivables and unbilled receivables are regularly monitored. In addition, the Group does not have high concentrations of credit risk since it has a various and large customer base.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Group classifies customer segments by customer type and rating. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Financial instruments and bank deposits

The Group manages the credit risk by entering into agreements with counterparties that are banks and financial institutions with high credit ratings assigned by international credit-rating agencies.

Market risk

There are two types of market risk comprising foreign currency risk and interest rate risk as follows.

Foreign currency risk

The Group's exposure to foreign currency risk arises mainly from consulting contracts and advances received from employers that are denominated in foreign currencies.

As at 31 December 2023 and 2022, the balances of financial assets and liabilities of the Group denominated in foreign currencies are summarised below.

Foreign currency	Consolidated financial statements					
	Financial assets		Financial liabilities		Average exchange rate	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
USD	0.2	0.3	0.1	-	34.2233	34.5624
LAK	21.5	76.3	-	-	0.0017	0.0020

Foreign currency	Separate financial statements					
	Financial assets		Financial liabilities		Average exchange rate	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
USD	0.1	0.2	-	-	34.2233	34.5624

As at 31 December 2023 and 2022, the Group considers that the sensitivity of the Group's profit before tax to a reasonably possible change in above foreign currencies exchange rates affected is not material.

Interest rate risk

The Group's exposure to interest rate risk relates primarily to its cash at banks, finance lease receivables, other current financial assets, bank overdrafts and short-term loans from financial institutions, lease liabilities and long term loan from financial institution. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

As at 31 December 2023 and 2022, significant financial assets and liabilities classified by type of interest rates are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Thousand Baht)

Consolidated financial statements										
As at 31 December										
	Fixed interest rates						Non-interest bearing			
	Within 1 year		1 - 5 years		Over 5 years		Floating interest rate		Total	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
Financial assets										
Cash and cash equivalents	51	699	101	85	-	-	236,014	344,971	58,876	116,154
Trade and other receivables	-	-	-	-	-	-	-	-	596,661	450,541
Finance lease receivables	2,337	1,597	20,704	14,598	60,144	56,700	-	-	-	-
Other financial assets	552	1,144	-	-	-	-	-	-	44,400	-
Restricted bank deposits	43,365	60,923	3,750	3,750	-	-	-	-	-	-
Retention receivables	-	-	-	-	-	-	-	-	100,779	93,892
Total	46,305	64,363	24,555	18,433	60,144	56,700	236,014	344,971	800,716	660,587
Financial liabilities										
Bank overdrafts and short-term loans										
from financial institutions	102,500	37,500	-	-	-	-	2,500	131,296	-	-
Trade and other payables	-	-	-	-	-	-	-	-	184,189	163,407
Long term loan from financial institution	-	-	-	-	-	-	34,524	36,660	-	-
Lease liabilities	16,112	14,126	24,473	22,600	-	-	-	-	-	-
Total	118,612	51,626	24,473	22,600	-	-	37,024	167,956	184,189	163,407
									364,298	405,589
									5.77	4.47
									3.35 - 6.53	4.33 - 8.00

(Unit: Thousand Baht)

Separate financial statements

As at 31 December														
	Fixed interest rates						Non-interest				Effective			
	Within 1 year		1 - 5 years		Over 5 years		Floating interest rate		bearing		interest rate			
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022		
Financial assets														
Cash and cash equivalents	-	-	-	-	-	-	18,344	75,715	30,200	69,986	48,544	145,701	0.05 - 1.50	0.05 - 0.50
Trade and other receivables	-	-	-	-	-	-	-	-	509,349	422,731	509,349	422,731	-	-
Finance lease receivables	-	-	8,085	6,918	50,411	51,578	-	-	-	-	58,496	58,496	1.89 - 4.50	2.75 - 4.43
Short-term loans to related parties	-	-	-	-	-	-	92,000	77,000	-	-	92,000	77,000	5.13	6.12
Other financial assets	314	907	-	-	-	-	-	-	44,400	-	44,714	907	0.25 - 1.10	0.25 - 0.45
Long-term loan to related party	-	-	-	-	-	-	750	950	-	-	750	950	3.125	4.12
Restricted bank deposits	34,500	52,160	-	-	-	-	-	-	-	-	34,500	52,160	0.25 - 1.10	0.25 - 0.50
Retention receivables	-	-	-	-	-	-	-	-	69,617	58,155	69,617	58,155	-	-
Total	34,814	53,067	8,085	6,918	50,411	51,578	111,094	153,665	653,566	550,872	857,970	816,100		
Financial liabilities														
Short-term loans from financial institutions	95,000	30,000	-	-	-	-	-	73,000	-	-	95,000	103,000	Note 18	Note 18
Trade and other payables	-	-	-	-	-	-	-	-	160,716	130,745	160,716	130,745	-	-
Short-term loans from related party	-	-	-	-	-	-	55,000	-	-	-	55,000	-	5.13	-
Long term loan from financial institution	-	-	-	-	-	-	34,524	36,660	-	-	34,524	36,660	5.77	4.47
Lease liabilities	11,744	9,323	17,205	13,126	-	-	-	-	-	-	28,949	22,449	3.35 - 5.59	4.33 - 5.03
Total	106,744	39,323	17,205	13,126	-	-	89,524	109,660	160,716	130,745	374,189	292,854		

As at 31 December 2023 and 2022, the Group considers that the sensitivity of the Group's profit before tax to a reasonably possible change in interest rates on that portion of floating rate loans affected is not material.

Liquidity risk

The Group monitors the risk of a shortage of liquidity through the use of bank overdrafts and short-term loans from financial institutions, lease contracts and long term loan from financial institution. Approximately 76 percent of the Group's debt will mature in less than one year at 31 December 2023 (2022: 75 percent) (the Company only: 76 percent, 2022: 70 percent) based on the carrying value of borrowings reflected in the financial statements. The Group assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding.

The table below summarises the maturity profile of the Group's financial liabilities as at 31 December 2023 and 2022 based on contractual undiscounted cash flows:

(Unit: Thousand Baht)

Consolidated financial statements					
As at 31 December 2023					
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Short-term loans from financial institutions	-	109,525	-	-	109,525
Trade and other payables	-	184,189	-	-	184,189
Long term loan from financial institution	-	6,151	22,139	14,366	42,656
Lease liabilities	-	17,810	26,628	-	44,438
Total	-	317,675	48,767	14,366	380,808

(Unit: Thousand Baht)

Consolidated financial statements					
As at 31 December 2022					
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Bank overdraft and short-term loans from financial institutions	-	174,196	-	-	174,196
Trade and other payables	-	163,407	-	-	163,407
Long term loan from financial institution	-	3,755	26,729	14,095	44,579
Lease liabilities	-	15,521	23,911	-	39,432
Total	-	356,879	50,640	14,095	421,614

(Unit: Thousand Baht)

	Separate financial statements				
	As at 31 December 2023				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Short-term loans from financial institutions	-	99,062	-	-	99,062
Trade and other payables	-	160,716	-	-	160,716
Short-term loans from related party	-	57,819	-	-	87,819
Long term loan from financial institution	-	6,151	22,139	14,366	42,656
Lease liabilities	-	12,962	18,902	-	31,864
Total	-	336,710	41,041	14,366	392,117

(Unit: Thousand Baht)

	Separate financial statements				
	As at 31 December 2022				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Short-term loans from financial institutions	-	108,147	-	-	108,147
Trade and other payables	-	130,745	-	-	130,745
Long term loan from financial institution	-	3,755	26,729	14,095	44,579
Lease liabilities	-	10,132	13,764	-	23,896
Total	-	252,779	40,493	14,095	307,367

38.2 Fair values of financial instruments

Since the majority of the Group's financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair values are not expected to be materially different from the amounts presented in the statement of financial position.

39. Capital management

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value.

As at 31 December 2023 and 2022, the Group's debt-to-equity ratio is summarised below:

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Debt-to-equity ratio	1.05	1.26	0.84	0.85

40. Event after the reporting period

- 40.1 In January 2024, the Company acquired of 12 million ordinary shares of Netbay Public Company Limited ("NETBAY") from one of its major shareholders, with a par value of Baht 1 per share, representing 6.00% of NETBAY's issued and paid-up capital at a purchase price of Baht 17 per share, or totaling Baht 204 million. This investment aligns with the Group's long-term investment objectives which have been determined by the Group's Executive Committee.
- 40.2 In January 2024, Prathumwan Smart District Cooling Company Limited has called for additional shares payment, representing 25% of the company's new shares. The Company paid for the shares in proportion to its investment.
- 40.3 On 23 February 2024, the meeting of the Company's Board of Directors No. 1/2024 passed the following resolutions.
- a) To approve a Baht 49,191 decrease in the Company's registered share capital by cancelling 98,382 unissued ordinary shares with a par value of Baht 0.5 each. As a result, the Company's registered share capital will decrease from Baht 477,000,000 (954,000,000 ordinary shares with a par value of Baht 0.5 each) to Baht 476,950,809 (953,901,618 ordinary shares with a par value of Baht 0.5 each).
 - b) To approve an increase in the Company's registered share capital from Baht 476,950,809 (953,901,618 ordinary shares with a par value of Baht 0.5 each) to Baht 511,950,809 through the issuance of 70,000,000 registered ordinary shares with a par value of Baht 0.5 each. These shares will be offered through private placements at an offering price of Baht 4.6 per share, which is referred from the seven official day weighted average market price, or a total of Baht 322,000,000.

41. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 23 February 2024.