



Integrating **Knowledge**
and **Experience** to Drive
Sustainable Development

Annual Registration Statement/Annual Report 2023
(Form 56-1 One Report)

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2023

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





Message from the Chairman of the Board

In 2023, several challenges have been encountered, either the global economic slowdown or the El Nino phenomenon or political uncertainty or AI disruption. TEAMG has been well aware of the changing situations and hence has exercised prudence and care in its business operations. TEAMG has been prepared, ready and resilient, and has continuously adjusted its strategic plan and business plan together with risk management so as to create its continual growth and provide sustainable returns to shareholders, management team, executives and employees. This has resulted in TEAMG's satisfactory performance in the past year.


In 2024, TEAMG still remains focused on the development of personnel, knowledge and expertise in multidisciplinary consulting engineering works which have been accumulated over 45 years for economic and infrastructure development of the country. It will continue to be a knowledge based organization contributing to the benefit of the society in various aspects, such as water management, new technologies for design and construction. TEAMG has strengthened and expanded its business operations to related businesses and

has become a business investor and developer. It provides new innovations to clients so as to create competitiveness and drive towards environmentally friendly business practices-the global business trend-and to grow into a low carbon society, with net zero goals or net-zero GHG emissions. TEAMG will further develop strong cooperation with business partners to broaden its scope of services and generate stable and sustainable returns to TEAMG in the long term.

On this occasion, I would like to extend my sincere appreciation to all shareholders, investors, clients, business partners, and all parties who have confidence and trust in TEAMG and have continuously given us opportunities and support, as well as to the commitment and dedication of all the directors, executives, and employees who put all efforts into the achievement of our works. On behalf of the Board of Directors, we pledge our commitment to continue operating in line with good corporate governance principles, caring for all stakeholders and embracing social and environmental responsibility. Moreover, we will continue unceasingly to deliver excellent outputs and services to our clients and be ready to drive and contribute to the national development.



Mr. Rapee Phongbupakicha
Chairman of the Board



Message from the CEO

In 2023, TEAMG performance has shown an uptrend, particularly projects in the private sector, international sector and related business sector, with its growth target achieved and a backlog of over 5,200 million baht.

As for the last year's performance, TEAMG continued to adhere to its vision of being "A regional solution provider and innovative business developer." TEAMG was awarded major infrastructure projects such as survey and design of airport development project. Moreover, TEAMG's related business sector saw a significant and outstanding growth by winning 2 large-scale Engineering Procurement and Construction Contract (EPC) projects. TEAMG remained strongly committed to push towards balanced and sustainable growth and leadership in engineering consultancy including creation of new S-Curve businesses by becoming a business investor and developer, offering new innovations and undertaking environmentally friendly businesses as well as providing greenhouse gas (GHG) validation and verification service. Importantly, this has raised the consulting service standards, created long-term benefits for Thailand and played a part in setting the direction of national development.

Apart from its business progress, TEAMG has strong commitment to developing its organization in

a sustainable manner, keeping abreast of the global business trends. Emphasis has been put on its personnel to embrace social responsibility, consideration of all stakeholders' benefits, and eco-friendly practices which are the key fundamentals for strengthening TEAMG sustainable growth. In 2024, TEAMG has adopted ESG as one of its goals to build on its business operations. In addition, TEAMG has underscored importance of technology resilience by training in ChatGPT & Generative AI to enhance its competitiveness and business opportunities in the future.

Finally, I would like to express my appreciation to all TEAMG executives and staff for their dedicated efforts, both physically and mentally, and contribution of knowledge and capabilities to develop TEAMG into a leading consulting firm, keeping pace with changes and emergency of new technologies which enable TEAMG to overcome all obstacles and problems, and surmount all challenges. I would like to extend my sincere thanks to shareholders, the Board of Directors, and business partners for their continued support of TEAMG operations. With all these strengths, I strongly believe that TEAMG will continue to grow strong, generate good returns for shareholders, create benefits for society, and be a key player in the sustainable development of the country.



Dr. Aphichat Sramoon
Chief Executive Office



Company Background

Initial Steps with Strong Confidence

Prior to 1978, Thailand was accelerating the development of infrastructure and improving its socioeconomic structure to match industrialized countries at that time. Foreign engineering consulting firms then played a vital role and rapidly expanded their businesses in Thailand. With farsighted vision and confidence in the potential of Thai engineers, a small group of Thai engineers established **TEAM Consulting Engineers Company Limited** in 1978 (currently TEAM Consulting Engineering and Management Public Company Limited or TEAM GROUP) to provide comprehensive engineering consulting services with a strong commitment to service excellence and following international standards.

The First Decade: Accumulating Experience

Inaugurated with only a few staff members, TEAM GROUP provided integrated engineering consulting services in the domain of water resource and environmental management. The services ranged from surveys, site studies to environmental analysis for projects related to water source development and irrigation systems in remote areas, dam construction and piped water systems nationwide.

The Second Decade: Growing Steadily

In the second decade of operation, TEAM GROUP grew and developed businesses and services continuously. The Company expanded into urban and regional development, community development, transportation infrastructure and traffic management, provision of public utilities, and energy supply. Its **one-stop services** successfully reduced complexity and redundancy in project implementation. As a result, TEAM GROUP won clients' satisfaction and trust and became well recognized domestically and internationally as a consulting conglomerate that provided the most comprehensive services in Thailand.

The Third Decade: A Well-established Business

TEAM GROUP stepped into its third decade with a solid foundation. Thanks to multidisciplinary teams and vigorous cooperation from domestic and international partners, TEAM GROUP became a leading consulting and related business group in Thailand with credentials both in-country and abroad, namely Cambodia, Lao PDR,

Myanmar, Nepal, Sri Lanka, Timor-Leste, Vietnam and Yemen. The Company also expanded its scope of services to cover transportation and logistics, power utilities, management and public relations.

The Fourth Decade: Towards Endless Opportunities

TEAM GROUP grew proudly in its fourth decade in which a new milestone was established when it was transformed into a public limited company on 12 July 2018. The Company's ordinary shares were listed as listed securities and have been traded on the Stock Exchange of Thailand since then. This change provided the Company with potential to raise more capital for business and investment, which was part of the ongoing expansion, and to increase service efficiency.

Currently, TEAM GROUP has expanded into related businesses, becoming an investor and developer in public utilities projects to increase recurring income. This is an important step in delivering more comprehensive services. Still, the Company is continuously developing technology and innovations to provide a wider range of services to meet all aspects of clients' needs. All staff members are committed to teamwork to achieve corporate goals and drive stable and sustainable growth in the future.

For over four decades, TEAM GROUP's personnel have contributed their professionalism and ability to build **strong team synergy** and deliver world-class services. Over the past 45 years, the Company is trusted and recognized by leading organizations both in Thailand and overseas, as a foremost services provider in integrated consulting and related businesses in the region. Achievements in more than 4,000 projects are testimony to TEAM GROUP's service quality that has always generated optimal client satisfaction.

TEAM GROUP will further pledge its commitment to fostering team spirit, enhancing operational efficiency and promoting the environmental, social and governance (ESG) agenda. The Company will be unwavering in its pursuit of Professional and service excellence to fulfil its vision of being "**A regional solution provider and innovative business developer**". TEAM GROUP is steadfast and committed to enduring success.

45th ANNIVERSARY

TEAM GROUP in the Spotlight



ANNIVERSARY

For over 45 years after its establishment, TEAM GROUP has grown into a leading national and regional engineering consulting group in line with its vision: **A Regional Solution Provider and Innovative Business Developer**. TEAM GROUP's services encompass transportation and logistics, water resources, building and infrastructure, environmental management and energy including related businesses such as project investment and development in various sectors: water resources, energy efficiency enhancement, renewable energy, solar rooftop, GHG validation and verification service, dam behavior investigation, inspection and installation of geotechnical instrumentation, Engineering Procurement and Construction Contract (EPC), aerial photograph and mapping (drone-based survey), Building Information Modeling (BIM) for architecture, engineering and construction, and asset management using the digital twin technology, and training, etc. Through continuous amelioration of management approaches, upgrading of services, staff capacity building as well as staying ahead of the game in terms of technological innovation, we remain prompt to deliver excellent services and superior work quality for our clients.

Accumulated Experience, Knowledge Acquisition

For more than 45 years, we have accumulated experience and compiled knowledge – in other words our “intellectual treasure trove” – the strong foundation for a

consulting business today. Through knowledge transfer from generation to generation plus regular training and development in both theory and practice, our workforce has gained experience and expertise in diverse areas, enabling it to respond to clients' comprehensive needs. These attributes have created confidence and trust among clients domestically and in the ASEAN region.

Advanced Technologies, Progressive Innovations

TEAM GROUP emphasizes the importance of developing technology and incorporating innovations to enhance work efficiency and become more environmentally friendly. The River Network Model has made TEAM GROUP a water expert while drones or unmanned aerial vehicles enhance surveying activities. The Building Information Model or BIM that assists with data collection and the creation of 3D models of buildings has helped to improve the quality of architectural, engineering and construction endeavors. This technology has also contributed to the analysis and development of smart cities as well as asset and infrastructure management, resulting in increased income, reduced expense and shorter time requirements for projects. Also, we have always embraced new technologies and innovations, such as the digital twin. The digital twin is an engineering technology that transfers concrete object data into a computer system, in other words, from the physical world into its digital counterpart. The digital twin

can provide essential data and features of the concrete object in a real-time manner so that further adjustment, appropriate development, cost savings and prompt solutions are forthcoming. Therefore, the employment of the digital twin for engineering works will help TEAM GROUP expand and optimize output quality and also minimize challenges formerly faced. In this context, we have collaborated with Asset Activator, based in Bangkok. Asset Activator is expert in digital twin technology and this cooperation has helped to consolidate our output.

One-stop Services

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

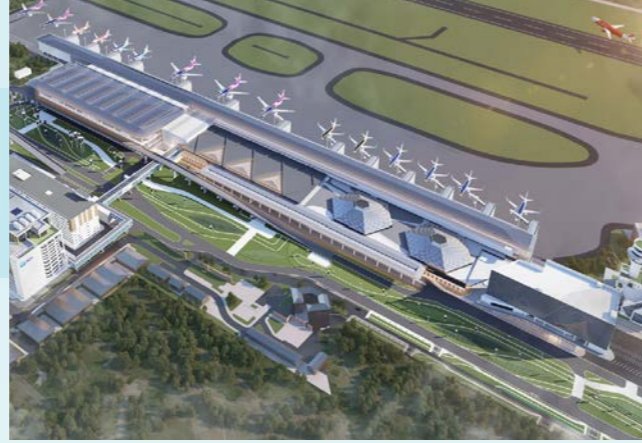
Sustaining Collaboration

Partners have been key allies during TEAM GROUP's four decades of stable growth. Our strong domestic and international partners are ready to cooperate in developing and enhancing our organization on its path towards a vigorous and sustainable future. We have entered into cooperation agreements with business entities, state enterprises and educational institutions, with related objectives and values. This is a means of fortifying our academic background further and developing our human resources so that we are prompt to deliver quality services and work more efficiently for our clients while also continuing expansion into the ASEAN region. TEAM GROUP's diverse network of active partners from Indonesia, Japan, Lao PDR, Malaysia, Myanmar, the Philippines, Singapore, the USA and Vietnam has helped to enhance its capacity and extend its scope of services efficiently.

Power of Teamwork, Power of TEAM GROUP Teamwork has always been TEAM GROUP's most important strength. From its inception, all its achievements have been attributable to the determination, dedication, perseverance and unity among all of its 1,400 staff members, based in Thailand and overseas, who are prompt to deliver optimum outputs for clients.

Highlight Projects

1. Survey and detailed design of Chiang Mai Airport Development Project, Phase 1 : Airports of Thailand Public Company Limited



2. Feasibility Study, Design and Environmental Impact Assessment of Mass Rapid Transit in Pattaya Phase 2 , Pattaya City, Chonburi province : Pattaya City



3. Survey and design of a 4-lane highway on Highway No. 3340 between the intersection of Highway No. 331 (Nong Samet) - Bo Thong District : Department of Highways

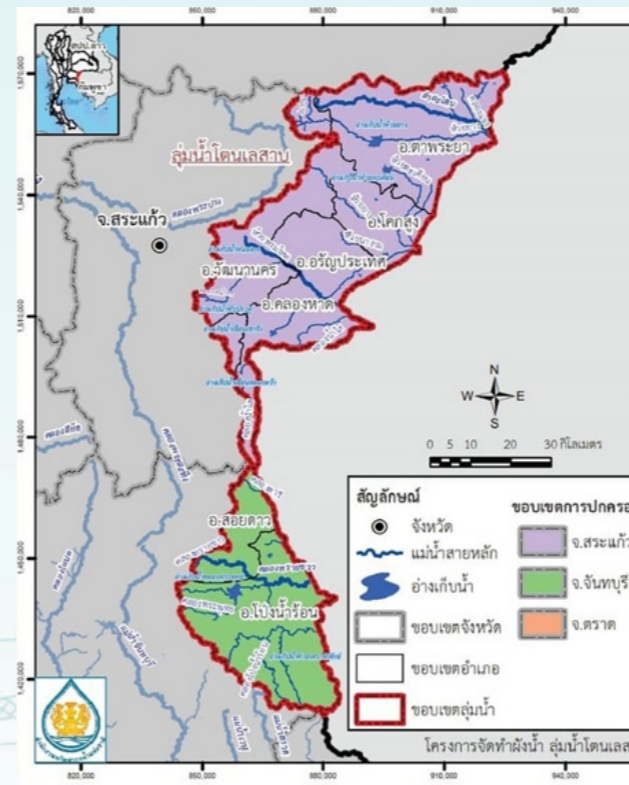


4. Feasibility Study and Environmental Impact Assessment for Huai Chan Reservoir, Sisaket Province : Royal Irrigation Department



5. Design and Improvement of the Raw Water Transmission System along Khlong Prapa (Western Side) and Associated Work : Metropolitan Waterworks Authority

6. The Water Chart of Tonle Sap Basin : Office of the National Water Resources



7. Emergency Action Plan (EAP) Preparations for Lam Takhong Dam : Royal Irrigation



8. Amata Smart & Eco City at Namor, Oudomxay Province (expansion area) : Amata LAOS



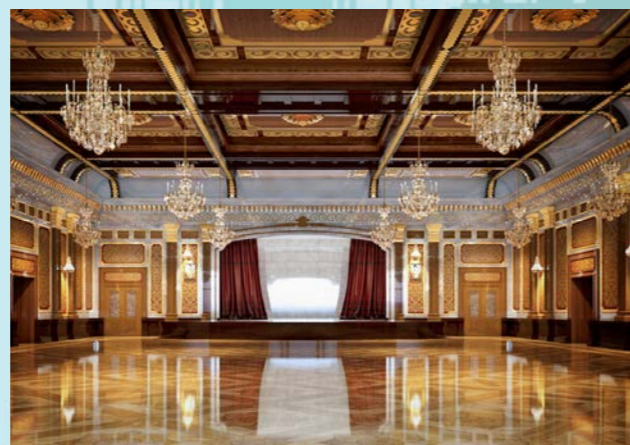
9. Survey and Design of the welfare building for the Secretariat of the House of Representatives : The Secretariat Of The House Of Representatives



10. Phase 1 of the New Zoo Construction at Khlong Hok : The Zoological Park Organization of Thailand under the Royal Patronage



11. Phase 2 of the Construction of the Precious Wood Knowledge Museum on the Auspicious Occasion of the Grand Coronation Ceremony : The Office of the Permanent Secretary for Ministry of Natural Resources and Environment



12. Wastewater management for Sawanpracharak Hospital : Sawanpracharak Hospital



13. GHG inventory consultation for target validation of SBTi : Thong Thai Textile Company Limited



14. Construction Supervision for Run-in Extension : Thailand Industrial Standard Institute (TISI)



15. Construction Supervision for Workshop : Thailand Industrial Standard Institute (TISI)



16. Analysis and Evaluation of Structural Condition
of Prachuap Port Project : Prachuab Port Company Limited



17. Project Management and Construction
Supervision of Bangkok Hospital Pluakdaeng :
Bangkok Hospital Pluakdaeng



18. Project Management and Construction
Supervision of Yellow wood 3 : Frasers Property (Thailand)
Public Company Limited



19. Project Management and Construction
Supervision of Wanvayla Na Chaophraya Project :
Land & House Public Company Limited



Major Achievements (Awards)



Corporate Governance Report of Thai Listed Companies 2023

In 2023, the Company has been awarded “Excellent” level of recognition (5 stars) for the corporate governance practices by the Corporate Governance Report of Thai Listed Companies (CGR), and was ranked in the Top Quartile of overall listed companies, listed companies in the property and construction industry and companies in the same market capitalization undertaken by the Thai Institute of Directors Association (Thai IOD).

In 2023, the Company has participated in Integrity and Transparency Assessment of Government Contractors (ITAGC) from Office of the National Anti-Corruption Commission (NACC). The Company has also participated in the integration of ITAGC assessments under the Bangkok Metropolitan Administration Procurement in the Important projects with high budgets of Department of Public Works and Town & Country Planning, Department of Drainage and Sewerage and Department of Environment.



Moreover, the Company and TEAM SQ Co., Ltd. (a subsidiary of the Company) have been awarded a plaque of achievement and pride from the Council of Engineers as the designer of the new Council of Engineers building.



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

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



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



Board of Directors



1 Mr. Rapee Phongbupakicha
Chairman of the Board
Independent Director



2 Mr. Amnat Prommasutra
Deputy Chairman



3 General Wichien Sirisoonthorn
Independent Director



4 Mrs. Suvimol Chrityakierne
Independent Director



5 Assoc. Prof. Dr. Chamlong Prabkeao
Independent Director



6 Air Chief Marshal Kongsak Chantarasopa
Independent Director



7 Mr. Chawalit Chantararat
Director



8 Mr. Prasong Wangrattanapranee
Director



9 Dr. Aphichat Sramoon
Director

Audit Committee



1 Mr. Rapee Phongbupakicha
Chairman of the Audit Committee



2 General Wichien Sirisoonthorn
Member of the Audit Committee



3 Mrs. Suvimol Chrityakierne
Member of the Audit Committee

Nomination and Compensation Committee



1 General Wichien Sirisoonthorn
Chairman of the Nomination
and Compensation Committee



2 Mr. Prasong Wangrattanapranee
Member of the Nomination
and Compensation Committee



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

Executive Committee and Advisors

Corporate Governance and Sustainability Committee



- 1 Mr. Amnat Prommasutra
Chairman of the Executive Committee
- 2 Dr. Aphichat Sramoon
Deputy Chairman of the Executive Committee
- 3 Mr. Nakorn Sanyasiri
Member of the Executive Committee
- 4 Dr. Teerawut Juirnarongrit
Member of the Executive Committee



- 1 Mr. Rapee Phongbupakicha
Chairman of the Corporate Governance and Sustainability Committee
- 2 Mr. Amnat Prommasutra
Member of the Corporate Governance and Sustainability Committee
- 3 General Wichien Sirisoonthorn
Member of the Corporate Governance and Sustainability Committee



- 5 Mr. Pawak Vongpichate
Member of the Executive Committee
- 6 Mr. Sompat Suwavit
Member of the Executive Committee
- 7 Mrs. Penpilai Phonchaipanich
Member of the Executive Committee
- 8 Mr. Sita Tansiri
Member of the Executive Committee



- 4 Mrs. Suvimol Chrityakerne
Member of the Corporate Governance and Sustainability Committee
- 5 Assoc. Prof. Dr. Chamlong Prabkeao
Member of the Corporate Governance and Sustainability Committee
- 6 Air Chief Marshal Kongsak Chantarasopa
Member of the Corporate Governance and Sustainability Committee



- 9 Mr. Chawalit Chantararat
Advisor
- 10 Mr. Kittipol Bunnim
Advisor
- 11 Mr. Prasong Wangrattanapranee
Advisor
- 12 Dr. Sirinimit Boonyuen
Advisor



- 7 Mr. Chawalit Chantararat
Member of the Corporate Governance and Sustainability Committee
- 8 Mr. Prasong Wangrattanapranee
Member of the Corporate Governance and Sustainability Committee
- 9 Dr. Aphichat Sramoon
Member of the Corporate Governance and Sustainability Committee

Risk Management Committee



1 Dr. Aphichat Sramoon
Chairman of the Risk Management Committee



2 Mr. Nakorn Sanyasiri
Member of the Risk Management Committee



3 Dr. Teerawut Juinarongrit
Member of the Risk Management Committee



4 Mr. Pawak Vongpichate
Member of the Risk Management Committee



5 Mr. Sompat Suwapit
Member of the Risk Management Committee



6 Mrs. Penpilai Phonchaipanich
Member of the Risk Management Committee



7 Mr. Phongton Kusoljit
Member of the Risk Management Committee



8 Ms. Kannika Pahonepipat
Member of the Risk Management Committee



9 Mrs. Pramwanee Predapun
Member of the Risk Management Committee



10 Mr. Worapong Preecha
Member of the Risk Management Committee



11 Dr. Pastsakorn Kitiyodom
Member of the Risk Management Committee



12 Ms. Tisana Dumrisomkul
Member of the Risk Management Committee



13 Mr. Teerasak Srisumran
Member of the Risk Management Committee



14 Ms. Mayuree Khuayjarempanishk
Member of the Risk Management Committee



15 Mr. Sita Tansiri
Member of the Risk Management Committee
Secretary of the Risk Management Committee

Management Team



1 Dr. Aphichat Sramoon
Chief Executive Officer



2 Mr. Nakorn Sanyasiri
Chief Operating Officer : COO



3 Dr. Teerawut Juinarongrit
Chief Operating Officer : COO



4 Mr. Pawak Vongpichate
Chief Related Business Officer : CRO



5 Mr. Sompat Suwapit
Chief Related Business Officer : CRO



6 Mr. Sita Tansiri
Chief Strategy Officer : CSO



7 Mrs. Penpilai Phonchaipanich
Chief Financial Officer : CFO
Acting Chief Administrative Officer : CAO



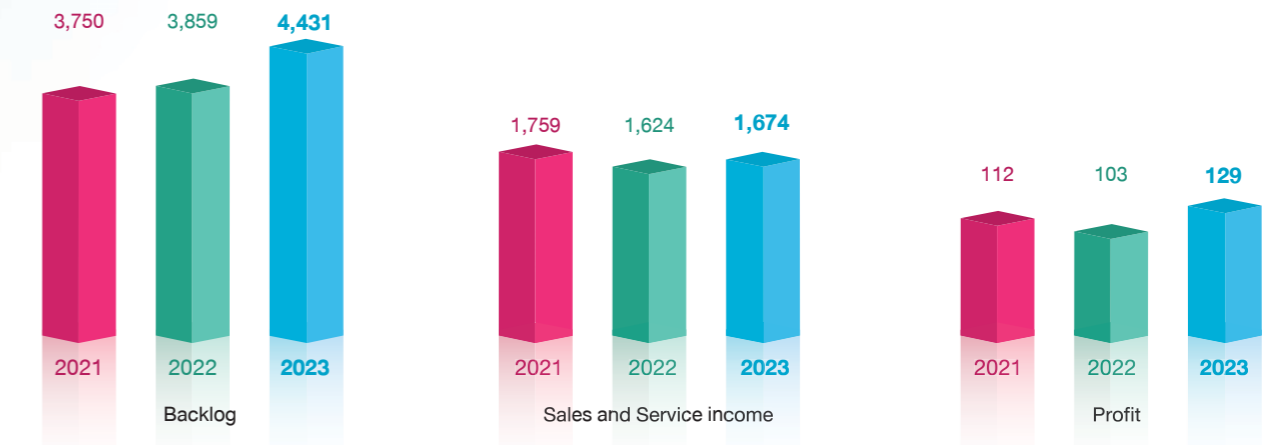
Financial Highlights

Financial Highlights	2023	2022	2021	2020	2019
Income Statement (Million Baht)					
Sales and Service Income	1,673.7	1,623.7	1,759.3	1,705.0	1,836.0
Cost of Sales and Service*	1,180.7	1,202.0	1,318.3	1,249.8	1,291.8
Administrative expenses*	351.5	316.1	322.6	320.5	408.8
Profit for the year	129.3	103.1	111.9	119.4	115.5
Statement of Financial Position (Million Baht)					
Current Assets	1,814.2	1,783.7	1,650.2	1,471.7	1,346.8
Non-Current Assets	618.1	546.9	526.4	536.7	539.5
Total Assets	2,432.3	2,330.6	2,176.6	2,008.4	1,886.3
Current Liabilities	952.5	973.1	864.6	770.4	663.2
Non-Current Liabilities	294.5	328.0	295.7	323.7	295.2
Total Liabilities	1,247.0	1,301.1	1,160.3	1,094.1	958.4
Shareholders' Equity	1,185.3	1,029.5	1,016.3	914.3	927.9
Financial Ratio					
Number of Shares (Million shares)	817.90	680.00	680.00	680.00	680.00
Par Value (Baht/share)	0.50	0.50	0.50	0.50	0.50
Book Value (Baht/share)	1.45	1.51	1.49	1.34	1.36
Earnings Per Share** (Baht/share)	0.16	0.13	0.16	0.18	0.17
Return on Asset Ratio (%)	5.4%	4.6%	5.3%	6.1%	6.2%
Return on Equity Ratio (%)	11.7%	10.1%	11.6%	13.0%	12.4%
Debt-to-Equity Ratio (time)	1.1	1.3	1.1	1.2	1.0

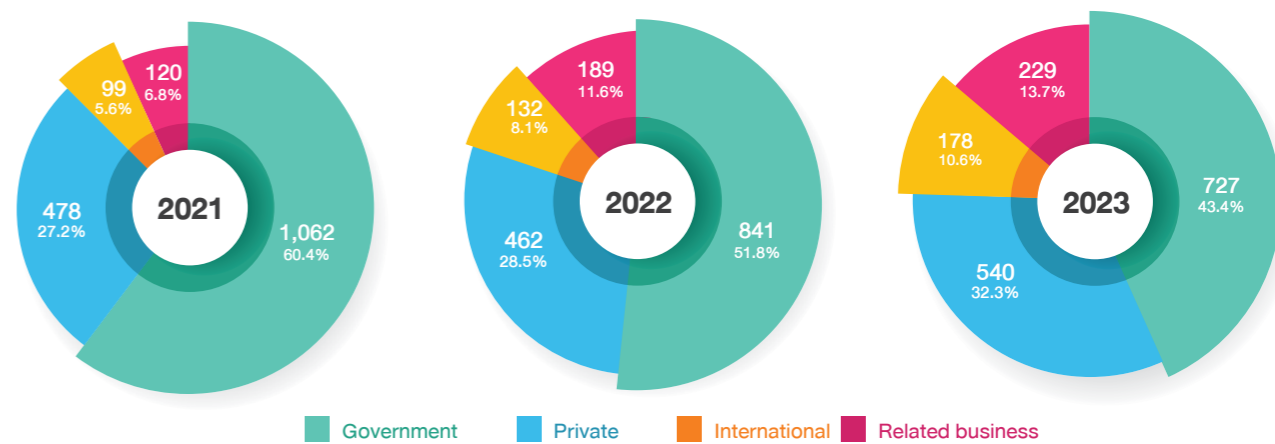
*Including depreciation and amortization

**Calculated by weighted average number of ordinary shares

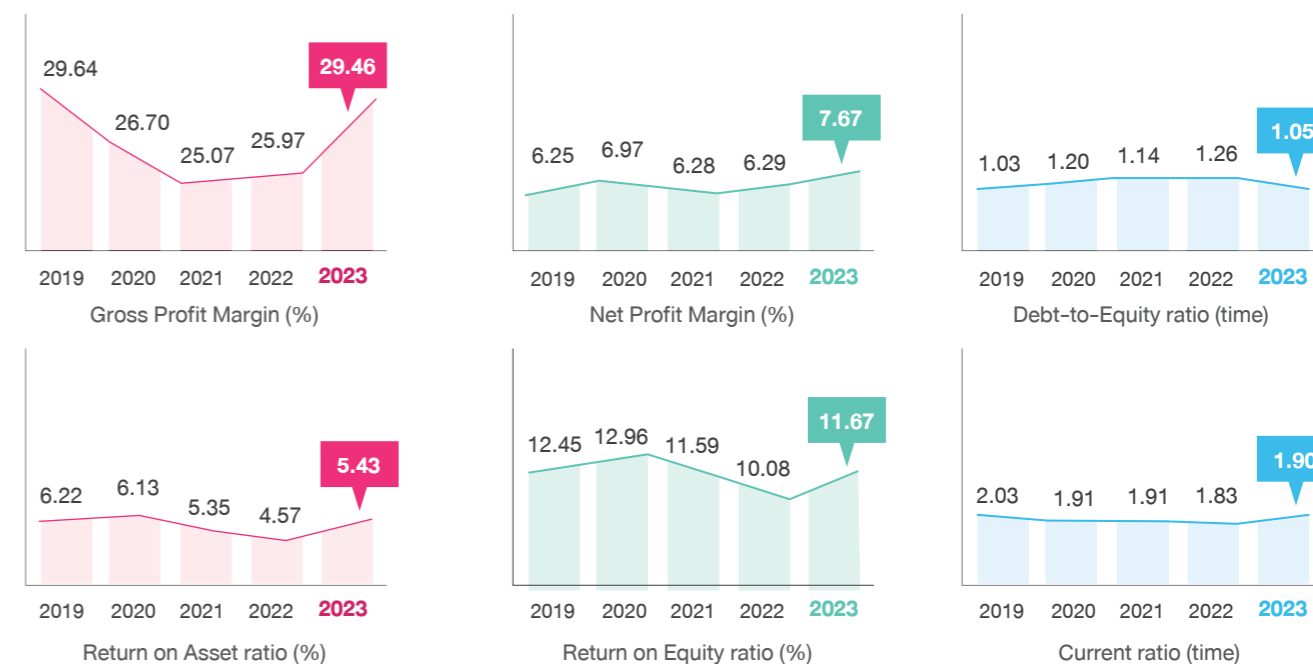
Operating Results



Revenue Structure by Segment



Financial Ratio



*Including depreciation and amortization

**Calculated by weighted average number of ordinary shares



Part 1

Business Operation and Operating Results

1 The Company's Operational Structure

1.1 Policy and Business Overview

The Company and subsidiaries provides integrated engineering and environmental consulting services. The following are the seven subsidiaries of the company that are still in operation:

- 1) ATT Consultants Company Limited ("ATT"), a consultant firm specializing in energy, power, oil, gas, petrochemicals, and related industries, as well as ports and utilities;
- 2) Geotechnical and Foundation Engineering Company Limited ("GFE"), which provides geotechnical, foundation, and underground structural consultancy services;
- 3) TEAM Construction Management Company Limited ("TEAM-CM") which specializing in Project management and construction supervision for all kind of buildings;
- 4) TEAM SQ Company Limited ("TEAM SQ"), a firm that specializes in planning, interior design, landscape architecture, and urban development;
- 5) TLT Consultants Company Limited ("TLT") which provides environmental impact assessment report preparation services
- 6) LTEAM Sole Company Limited ("LTEAM") which provides environmental impact assessment report services in Lao PDR; and
- 7) TEAM Next Company Limited ("TEAM NEXT") a firm that invests in a wide range of public and private projects, including concessions, various construction projects, and others.

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

Vision

"A regional solution provider and innovative business developer"

Mission

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

Values

SQT (Service, Quality, Teamwork)

S-Service:

- Customer Centered
- Accountability
- Ethics

Q-Quality:

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

T-Teamwork:

- Synchronization
- Unity
- Borderless

2021-2025 Company Business strategies

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



1.1.2 Major changes and developments

Background

TEAM Consulting Engineer Company Limited (now TEAM Consulting Engineering and Management Public Company Limited) was founded in 1978 by a group of engineers to provide water resources engineering and environmental consulting services, preceding to developing the services in the fields of architectural services, urban development, energy, transportation, and traffic, as well as building, utility management and integrated management. TEAM Group has grown to become one of Thailand's largest consulting firms with strong competitiveness both in Thailand and abroad. Its highly skilled and experienced staffs of more than 1,400 are dedicated to exceeding the valued client's expectations.

After over 45 years of innovation and development, we are currently a premier provider of cost-effective, integrated solutions in diverse market sectors – from transportation and logistics, building and infrastructure, water resources, environment, energy, management to public relations. To date, we have executed more than 4,000 domestic and cross-border projects.

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

On March 20, 2018, the Company transformed to a public listed company in the Service industry group, specifically in Professional Services. Between July 4-6, 2018, the company conducted its Initial Public Offering (IPO), and started its trading on the Stock Exchange of Thailand (SET) on July 12, 2018. The registered capital of the Company was 340,000,000 baht, divided into 680,000,000 ordinary shares with a par value of 0.50 baht each. Since project management and construction supervision generated the majority of the Company's revenue, the Company shifted its focus to the Real Estate and Construction industry, specifically in Construction Services, starting from July 1, 2021 to provide the services of feasibility study, detailed design, project management and construction supervision, and environmental management with expertise in water resources and environment engineering, urban design, and urban development, energy, logistics, traffic, and building and infrastructure.

In the year 2023, the company issued additional shares to distribute dividends for the fiscal year 2023 to shareholders, amounting to 135,901,618 shares. The par value of each share was set at 0.50 Baht. Additionally,

the company issued additional shares for the Employee Stock Ownership Plan (ESOP) program, totaling 2,000,000 shares, with a par value of 0.50 Baht per share. These shares were allocated to the board of directors, executives, and employees of the company and/or its subsidiaries under the TEAMG-ESOP scheme.

As a result, the company's registered and paid-up capital currently stands at 408,950,809.00 Baht, divided into 817,901,618 ordinary shares with a par value of 0.50 Baht per share.

Major changes and developments in 2021-2023

► Year 2021

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

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

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

(4) In September 2021, Nexter Ventures Company Limited, a subsidiary of Siam Cement Public Company Limited, purchased the Company's shares from a group of major shareholders. The total number of shares purchased

were 67,328,800 shares, equals to 9.90 % of the total issued and sold shares.

► Year 2022

(1) In March 2022, Mr. Teerachai Rattanakamolporn and Ms. Thidarat Suamornrattanukul, who are persons under Section 258 of the Securities and Exchange Act B.E. 2535, acquired 80,150,000 shares of the Company, representing 11.78 percent of the total issued and outstanding shares, making Mr. Teerachai a person under Section 258 of the Securities and Exchange Act B.E. 2535. being the company's first major shareholder.

(2) In June 2022, The Company has signed a Memorandum of Understanding (MOU) with Ditto (Thailand) Public Company Limited to focus on integrating each other's business expertise, such as engineering, environment, and innovations to achieve sustainable growth.

(3) In November 2022, the Board of Directors' meeting No. 9/2022, held on 14 November 2022, resolved to approve a joint venture with Vongsayam Korsang Company Limited ("VSK") and Ditto (Thailand) Public Company Limited ("DITTO") to conduct business related to water resource management by registering as a new legal entity with a registered capital of approximately 2,000 million baht. The company will invest in ordinary shares of the new legal entity, with a value not exceeding 400 million baht, representing a maximum investment proportion of 20%. The ownership structure of the new legal entity will be approximately 20% of the registered capital and the total number of shares. The collaboration in this new legal entity aims to jointly operate businesses related to water resource management, leveraging the company's expertise in engineering and water resource management, as well as VSK's expertise in construction, operations, and maintenance of water resource systems. Additionally, it will benefit from DITTO's technological experience. The collaboration may involve joint ventures or cooperation agreements with individuals, companies, or organizations with expertise in promoting future water resource management business.

(4) In November 2022, the Board of Directors' Meeting No. 9/2022, held on 14 November 2022, resolved to approve the Company's disposition of investment in ordinary shares of Asset Activator Co., Ltd. ("ASATV"), an associated company which the Company holds 30% of the registered capital worth 10 million baht, to DTX Co., Ltd. ("DTX") (which is a joint venture between the Company and Ditto (Thailand)

Public Company Limited). ("DITTO"), the Company aims to utilize DITTO's technological knowledge and experience to expand the potential of operations and create added value for ASATV.

(5) In December 2022, the Company registered to change the name of Management Solution Company Limited to Team Next Company Limited to engage in investment business in all types of government and private sector projects, including concession project, various construction projects, etc.

(6) In December 2022, the Company has established a joint venture company, namely DTX Company Limited with Ditto (Thailand) Public Company Limited to operate the business of development, design, installation, system implementation, and operation and maintenance regarding innovation and technology development.

► Year 2023

(1) In January 2023, the Board of Directors' Meeting No. 1/2023, held on 20 January 2023, resolved to approve the appointment of the Corporate Governance and Sustainability Committee was announced. This committee is tasked with driving sustainable development initiatives in every dimension and ensuring effective oversight of business operations.

(2) In April 2023

- The company has established a joint venture, namely VDT WATER SUPPLY Company Limited ("VDT"), in collaboration with Vongsayam Korsang Company Limited ("VSK") and Ditto (Thailand) Company Limited (Public) ("DITTO"). The purpose is to engage in businesses related to water resource management by registering a new legal entity with a registered capital of 5 million baht. The company will invest in ordinary shares of the newly formed legal entity with a value of 1 million baht, representing a 20% investment proportion. The ownership structure of the new legal entity will comprise 20% of the registered capital and the total number of shares.

- At the Annual General Meeting for the fiscal year 2023 on April 26, 2023, it was resolved to allocate additional shares to increase the company's capital to support:
1) The distribution of dividend shares for the 2022 fiscal year to shareholders, not exceeding 136,000,000 shares at a par value of 0.50 Baht per share. 2) The exercise of rights under the warrant (TEAMG-W1) to purchase additional ordinary shares of the company, not exceeding 136,000,000

shares at a par value of 0.50 Baht per share. 3) The exercise of rights in the proposed issuance of new ordinary shares in the company's Employee Stock Ownership Plan (TEAMG-ESOP), not exceeding 2,000,000 shares at a par value of 0.50 Baht per share.

- At the Annual General Meeting for the fiscal year 2023 on April 26, 2023, it was resolved to amend the Company's objectives "No.39 on Business Registration Certificate to carry on the business of verifying, inspecting, analyzing, assessment, certification, training provision, consultancy, and other services related to greenhouse gases, climate change, energy conservation, as well as any other similar businesses." Furthermore, the Memorandum of Association were amended to reflect the change in the objectives of the company No 39.

(3) In May 2023, The company has increased its registered capital by paying up, from 340,000,000 Baht to 407,950,809 Baht. This increase was accomplished through the issuance of additional ordinary shares, totaling 135,901,618 shares, with a par value of 0.50 Baht per share. The purpose of this capital increase is to facilitate the distribution of dividend shares for the fiscal year 2022 to the shareholders.

(4) In October 2023, The company has a paid-up registered capital of 408,950,809.00 Baht, divided into 817,901,618 ordinary shares with a par value of 0.50 Baht per share. This increase in capital is a result of exercising the right to purchase additional shares under the TEAMG-ESOP program, offered to the board of directors, executives, and employees of the company and/or its subsidiaries. The issuance occurred in six installments during the months of May to October 2023, totaling 2,000,000 shares with a par value of 0.50 Baht per share

1.1.3 Use of the proceeds obtained from fund raising

- None -

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

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

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

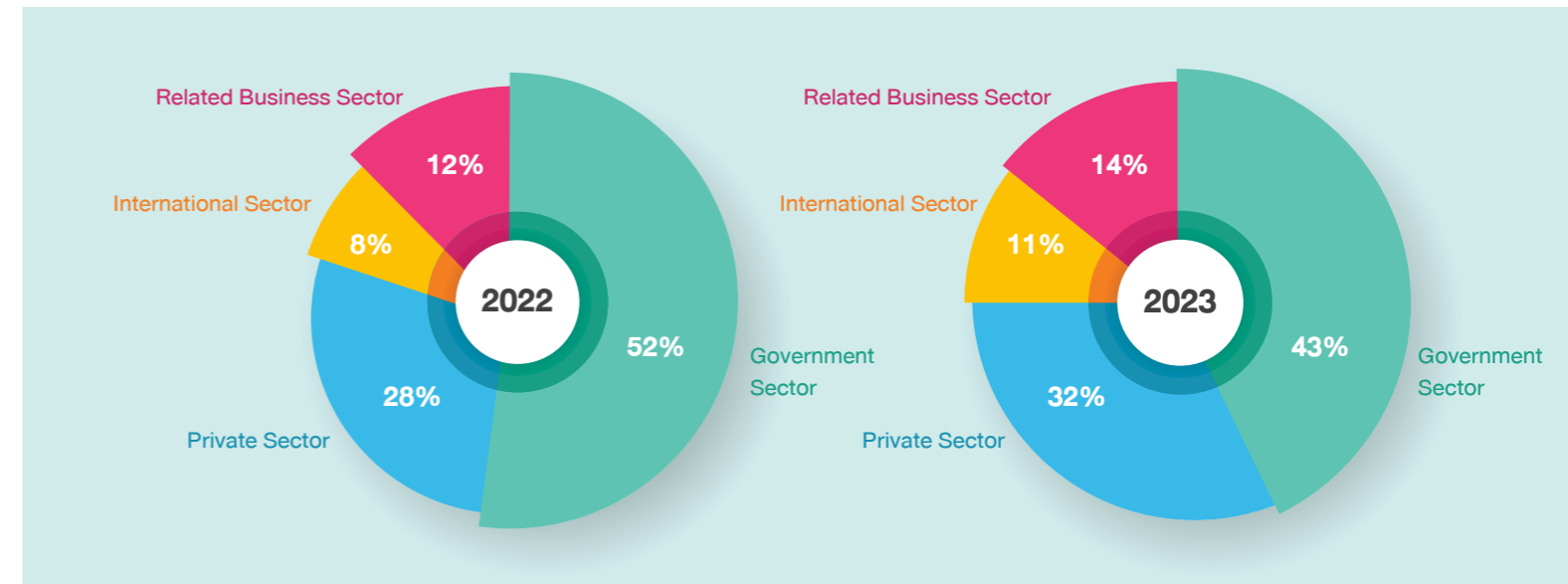
Company name	TEAM Consulting Engineering and Management PCL.
Stock symbol	TEAMG
Company registration number	0107561000030
Type of business	The integrated engineering, environment, management consultancy services
Industry	Property & Construction
Sector	Construction Services
Authorized Capital	Baht 477,000,000.00 (954,000,000 listed Common Stock shares at Baht 0.50 per share)
Issued and Paid-up Capital	Baht 408,950,809.00 (817,901,618 listed Common Stock shares at Baht 0.50 per share)
Address	151 Nuan Chan Road, Nuan Chan, Bueng Kum Bangkok 10230
Website	www.teamgroup.co.th
Telephone	0-2509-9000
Fax	0-2509-9090

1.2 Nature of Business

1.2.1 Revenue Structure

The Company and its subsidiaries have acquired clients from various segments which are from the government, private and international sectors as well as related businesses. In 2022-2023, the segment portions are administrated as follows:

Revenue Portion by Business Sectors



1.2.2 Product/Service Information

1) Nature of Product and Service

The Company and its subsidiaries provide integrated consulting services for planning, construction, development and improvement of various engineering projects under the concept "One-stop Services" that can serve the clients completely and in a timely manner. The scope of works range from the initiation of the project ideas, project master planning, feasibility studies, surveys, detailed design and environmental studies. The Company also provides consultation services in construction supervision and project management including operation and maintenance of equipment and measuring system after the delivering of projects. Apart from this, the Company is also a service provider and a business investor and developer in various related business, including installation of instrumentation equipment, aerial photography service and mapping, Building Information Modeling (BIM) process for architecture, engineering and construction, asset management using Digital Twin technology, water resources management project, Engineering Procurement

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

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

BIM is the digital technology and process that integrates all information related to built environment into single source with the ability to integrate with other technologies.

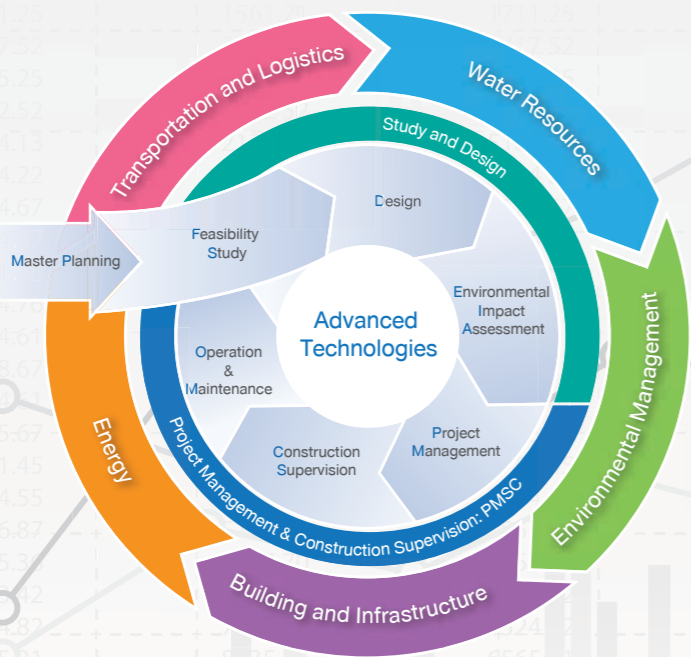
Digital Twin is a digital replica of the physical object with accurate, synchronized, and real-time data that represent the status of such object for the benefit of the object owner.

The Company's services can be classified as follows;

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

The Company and its subsidiaries conduct integrated engineering and environmental consultancy services with the concept of one-stop services that cover the entire project development cycle in various aspects from preparation of a master plan, project feasibility studies, detailed design, environmental impact studies, project management, construction supervision and operation, and maintenance.

The Company's integrated services



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

• Study, Design and Report Preparation (Study & Design)

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

o Master Plan

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

o Feasibility Study

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

o Survey and Detailed Design

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

o Survey, Study, and Conduct Environmental Impact Assessment (EIA)

Environmental impact assessment is the study to anticipate both positive and negative effects from the development of significant projects or businesses that will affect the environment including natural resource, economic, social and health aspects. This is to determine the most effective preventive measures to be used in making the decision to develop such projects or businesses.

• Project Management and Construction Supervision (PMSC)

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

• Related Businesses

In addition to the consultancy services mentioned above, the Company also provides services in the related businesses to fulfill client's broader demand, as follows:

Related Services.

The services cover the Engineering Procurement and Construction Contract (EPC) , installation of equipment and supporting devices (instrumentation), aerial photograph and mapping (drone-based survey), Building Information Modeling (BIM) for architecture, engineering and construction, and asset management using Digital Twin technology. Related services provided by the Company include:

o Facility/ Asset Management.

In 2021 the Company and partners established a joint venture namely, Asset Activator Company Limited (ASATV), which aims to implement BIM technology in Facility Management of the building to reduce costs and optimize efficiency of building and energy management. Asset Activator, as the first company in Thailand, developed platforms to integrate, display, and link data to ERP systems in one place and started to experiment with real estate development companies and government agencies. Later in 2022, ASATV became under the operation of DTX Company Limited in which the Company holds a 50% stake in order to expand the asset management business using Digital Twin technology, which is a modeling, that reflects the real time state of the physical object into the computer system (digital). It is like a twin that one person is in the physical world and the other is in the digital world. The twin model can show details and properties equivalent to real objects. It provides real time information and is used to develop, improve the working system, reduce cost, and help the decision-making process to be more effective. Since the program is developed by Thai support team of the Company, it is flexible and can be adjusted according to customer requirements in order to ensure that customers can use it in a reasonable budget.

o The New Zoo (Phase 1) at Khlong Hok of the Zoological Park Organization of Thailand under the Royal Patronage.

This project's purpose is to construct a new zoo, which locates in Khlong Hok, Thanyaburi District, Pathum Thani Province in the area of 300 rai, to become a leading, modern, and world-class zoo, as well as an important learning center of natural and wildlife locally and internationally. Moreover, the new zoo will be a recreation area that supports eco-tourists. The Company is involved in the Engineering Procurement and Construction Contract (EPC) part.

o Phase 2 of the Construction of the Precious Wood Knowledge Museum on the Auspicious Occasion of the Grand Coronation Ceremony by the Ministry of Natural Resources and Environment. This involves the construction of the second phase of the museum in the Wang Thonglang area, Bangkok, covering an area of 79 rai. The purpose is to serve as a cultural heritage for the Thai people and to be a welcoming venue for the Royal Family or government guests. The Company operates in the Engineering Procurement and Construction Contract (EPC) segment for this project.

Innovative Investment. The Company invested in various innovative investment projects, as follow:

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

o The District Cooling system for Chulalongkorn University. In 2020, the company has established a joint venture company namely, Prathumwan Smart District Cooling Company Limited that has the initial registered capital of 50,000,000 Baht. (In 2023, the registered capital was increased to 390,000,000 Baht.) This company is a joint venture among 3 investors: the Company, BCPG Public Company Limited, and Keppel DHCS Pte. Ltd., which aims to operate the business of installing and managing the District Cooling system for the distribution of chilled water to buildings within "The Chula Smart City Project", located in the heart of Bangkok city, Suanluang-Samyan, Chulalongkorn University.

o The Solar Power Purchase Agreement (Solar Rooftop) with Linh Gas Cylinder Company Limited. In 2021, ATT Consultants Company Limited (ATT) invested in the installation of solar panels and other related structures on the roof of Linh Gas Cylinder Company Limited's factory. The project has a capacity of approximately 1.0 MW and will distribute electricity to Linh Gas Cylinder Company Limited for a period of 10 years

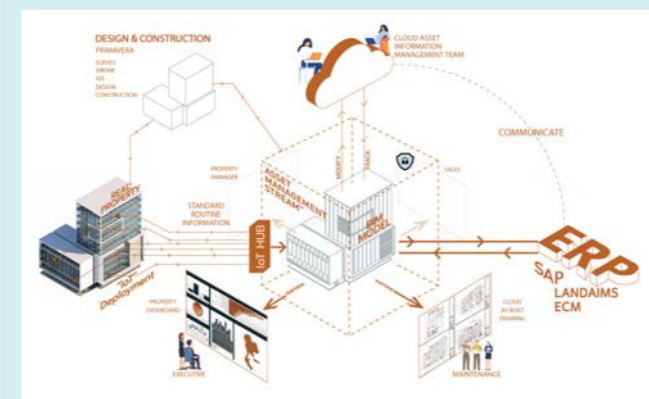
o The Water Treatment and Water Supply System for Sawanpracharak Hospital (New Branch) Project. In 2021 the Company invested in the water treatment and water supply system for the Sawanpracharak Hospital (new branch) which will be fully opened in 2022. The hospital is expected to have a maximum water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

Climate Change and Greenhouse Gas Services. In 2023, the Company expanded its scope of service in the area of climate change and greenhouse gas management, which includes the following services:

- Climate Change and Greenhouse Gas Consultancy Services. The services consist of Carbon Footprint of Organization: CFO, Carbon Footprint for Product: CFP, and registration of greenhouse gas reduction projects, etc.
- GHG Validation and Verification Service*, which include:

- o Verification service for certification of Carbon Footprint of Organization: CFO

* The process of accreditation as a certification body with the Thai Industrial Standards Institute and the Thailand Greenhouse Gas Management Organization (Public Organization) is underway and expected to be completed by June 2024.



Digital Twin



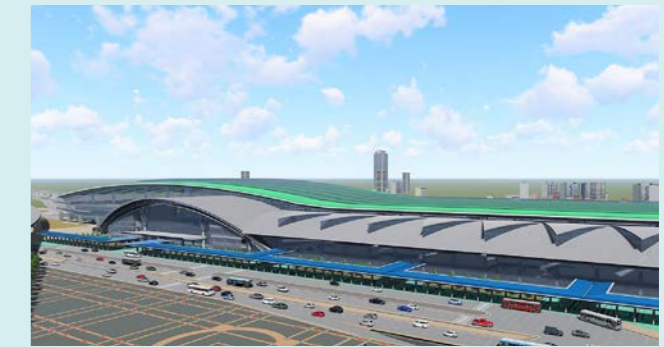
EPC work for Phase 2 of the Construction of the Precious Wood Knowledge Museum



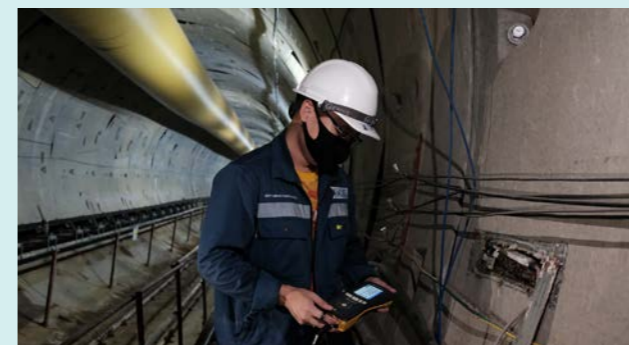
EPC work The New Zoo (Phase 1) at Khlong Hok



Application of Drone



Application of BIM in Design work



Total Pressure Cell Monitoring in Tunnel



In-Place Inclinometer



District Cooling



Solar Rooftop



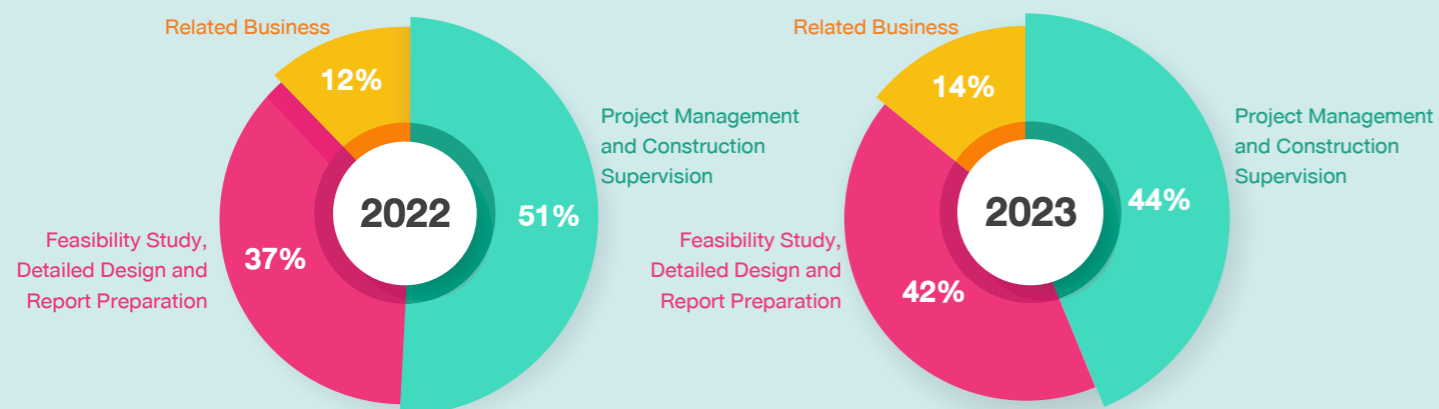
Water Treatment and Water Supply System for Sawanpracharak Hospital (New Branch)



Water Recycling for Chulalongkorn University

In 2022-2023, the Company and its subsidiaries could generate revenue from Study and Design Services, Project Management and Construction Supervision (PMSC), and Related Businesses as follows:

Revenue portion by type of services



(2) Types of Services Based on Specialization

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

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

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

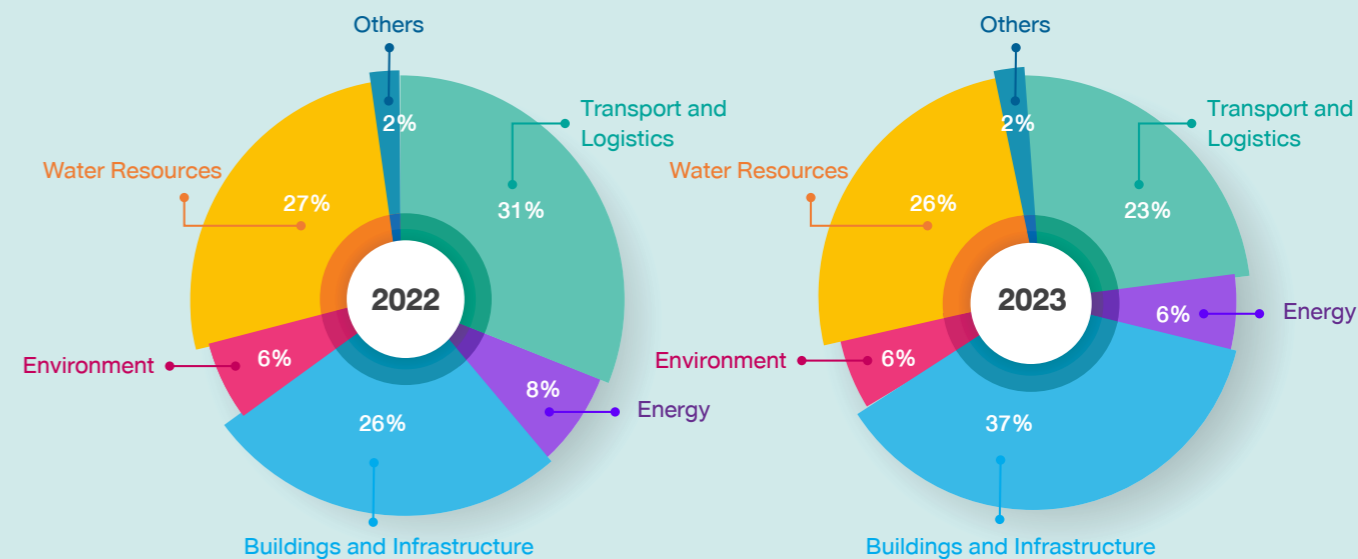
- **Urban, Buildings and Infrastructure (UBI):** all types of buildings and infrastructure, various real estate development projects such as condominiums, hotels, shopping centers and mixed-use complexes, industrial estates, industrial factories, green buildings, city planning and regional planning,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

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

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



Revenue Portion by Expertise



2) Industry Outlook and Competition

(1) Marketing Policy

The Company and its subsidiaries provide integrated engineering and environmental consulting services with engineering team, technical staffs and senior experts. The team consists of personnel with specialized knowledge and experience, as well as a portfolio of more than 4,000 projects at national and regional levels.

• Competition Strategies

o Cost Proposal

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

o Advanced Technology Application

The Company aims to be a regional solution provider and innovative business developer by adopting new innovations that enhance work efficiency and are environmentally friendly. The Building Information Modeling (BIM) for architectural and engineering design as well as construction of buildings and infrastructure is employed to generates display of 3D images which contributes to the structure analysis, cost estimation, inspection of design

conflicts during construction in order to reduce waste. Moreover, the asset management by the digital twin technology brings the physical data of the object, such as the data of large buildings, industrial estates, construction information, water supply system data, electricity system data, including the city data that was generally recorded in a blueprint or stored in a general computer files, come in a digital platform that can be promptly viewed and reported in real time basis, 24 hours a day. Apart from that, the Unmanned Aerial Vehicle (UAV) or drone and Real Time (Kinematic) are applied for topographic survey, and aerial photographic to deliver high-density photography and high-accuracy 3D models which can significantly reduce cost and time of the study and survey.

o Human Resource Development

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

• Sales Channel

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

• Target Groups

The target clients are both from the government and private sectors from medium to large-scale projects both domestically and internationally. The Company aims to expand the business to the ASEAN countries. In 2022, the Company revenue comprised of the government sector for 43%, the private sector for 32%, the international sector for 11%, and related businesses for 14%.

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

• Industry Outlook

The Thai economy in 2023 grew by 1.9%, decelerating from 2.5% in 2022. On the expenditure side, private consumption favorably expanded by 7.1%. Private investment expanded by 3.2% and export of services expanded by 38.3%. The headline inflation was at 1.2% and the current account registered a surplus of 1.3% of GDP. (Source: Thai Economic Performance in Q4 of 2023 and the Outlook for 2024, NESDC).

The Thai economy in 2024 is projected to expand in the range of 2.2 – 3.2%, mainly supported by: (1) the return to an expansion of exports of goods in line with the global economic recovery, (2) the favorable growths of private consumption and private investment, and (3) the continual recovery of tourism sector. Private consumption expenditure and private investment are expected to increase by 3.0% and 3.5%, respectively. Meanwhile, export value of goods in US dollar terms is anticipated to expand by 2.9%. Headline inflation is estimated to be in the range of 0.9 - 1.9% and the current account is projected to record a surplus of 1.4% of GDP.

The economic management for the year 2024 should be prioritized on: (1) Monitoring, examination and scrutiny of market dumping measures as well as the utilization of unfair trade practices by major exporting countries, (2) Enhancing production potential and bolstering the capacity of domestic entrepreneurs especially SMEs, (3) Boosting the export of high-potential products that are experiencing growing demand in the global market, (4) Encouraging entrepreneurs who already got approved and obtained investment promotion certificates in 2021 - 2023 to start their actual investments, (5) Organizing domestic tourism promotion events, (6) Carrying out measures to strengthen farmers' resilience through promoting and developing an efficient crop insurance scheme, and (7) Maintaining the growth momentum from public expenditure and investment (Source: Thai Economic Performance in Q4 of 2023 and the Outlook for 2024, NESDC).


The government investment in 2024 is still a critical factor to stimulate the economy and improve the country's competitiveness. The large-scale projects will continuously progress, and regarding projects in the Eastern Economic Corridor (EEC), the progress as of January 2024 is as follows:

Progress of EEC as of January 2023

Project	Progress
1. The U-Tapao Airport	<ul style="list-style-type: none"> • EEC accelerates the private sector (UTA)'s signing of the Notice to Proceed (NTP) in June 2024. • The 2nd Runway <ul style="list-style-type: none"> o The Royal Thai Navy announced the invitation for construction bids on 26 December 2023.
2. High-Speed Railway Linking Three Airports	EEC is currently negotiating with Aera1 to amend the concession agreement.
3. Laem Chabang Port Phase 3	The sea reclamation work for Phase 1 is under construction. The Port Authority of Thailand (PAT) is expediting the handover of the area to the private sector (GPC) by the end of 2025. This is to enable the private sector to open the F1 Port by the end of 2027.
4. Map Ta Phut Industrial Port Phase 3	Phase 1 : Under construction Phase 2 : It is anticipated that the Industrial Estate Authority of Thailand (IEAT) will sign the Public-Private Partnership (PPP) contract with the private sector around the beginning of 2024.


As for the development of transportation projects in 2024, the government continues to expedite projects such as the development of the double-track railway system to increase the efficiency of rail transport, the development of regional airports, and the planning of the motorway development to be in line with the expansion of the double-track railway and high-speed rail network nationwide. This includes the development of the mass transit system to alleviate traffic problems. The Ministry of Transport's investment budget for 2024 amounts to 170,834.2 million Baht (information from the Budget Bureau, Office of the Prime Minister). Significant projects under the Ministry of Transport that are expected to be proposed for cabinet approval, open for bidding, and commence construction in 2024 are shown below:

Dual Track Rail




- Khon Kaen - Nong Khai route
- Jira - Ubon Ratchathani

High Speed Railway




- The Thai – Chinese High-speed Railway: Nakhon Ratchasima-Nong Khai

BTS /MRT /Commuter



- MRT Orange Line: Bang Khun Non - Minburi
- Commuter Rail Red Line: Taling Chan - Salaya
- Commuter Rail Red Line: Taling Chan - Siriraj

Road/ Motorway/ Express



- Motorway M7 extension connecting U-Tapao Airport
- Expressway: Kathu - Pa Thong
- Expressway: Chatuchot Expressway - Outer Ring Road Round 3

Source: <https://www.thansettakij.com/business/economy/582316>

The investment in infrastructure of both public and state enterprises mentioned above will stimulate the economy through the distribution of funds in the economy, as well as increasing competitiveness. Moreover, it will be the critical factor to drive the economy and also the engineering and environmental consulting businesses.

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

Consultant and juristic person and individuals who can submit proposal to work with government agencies must register with the Consultant Database Center of Public Debt Management Office (PDMO), Ministry of Finance or have a certificate from the Consultant Database Center as defined in Government Procurement and Supplies Management Act, B.E. 2560 (2017). According to the Consultant Database of the PDMO, consultants could be categorized into six groups, namely independent consultant, company or partnership consultant, educational institution consultant, foundation consultant, association consultant, and governmental agency consultant. At present, there are 2,995 registered consultants, divided into 555 independent consultants and 2,440 juristic person consultants (as of 9 January 2024). As for the registration in specific fields of expertise and services, it depends on qualifications and conditions of the individual consultant and/or the objectives of the company whether they are consistent with the field as well as the experience of completed projects in the same area.

Financial Information of the companies in similar business operation (Year 2022)

	Authorized Capital	Assets	Revenue
1 Stonehenge Inter PCL.	301.50	2,142.38	1,742.84
2 Project Planning Service PCL.	279.45	676.85	438.84
3 Index International Group Co., Ltd.	175.00	774.13	611.37
4 MAA Consultants Co., Ltd.	100.00	632.66	649.22
5 Consultants of Technology Co., Ltd. (COT)	40.00	331.17	313.83
6 Panya Consultants Co., Ltd.	20.00	316.69	358.53
7 Chotichinda Consultants Co., Ltd.	20.00	643.51	475.87
8 Epsilon Co.,Ltd.	10.00	386.50	447.85

(Unit : Million Baht)

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

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

o **Specialized Consultants**

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

o **Integrated Consultants**

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

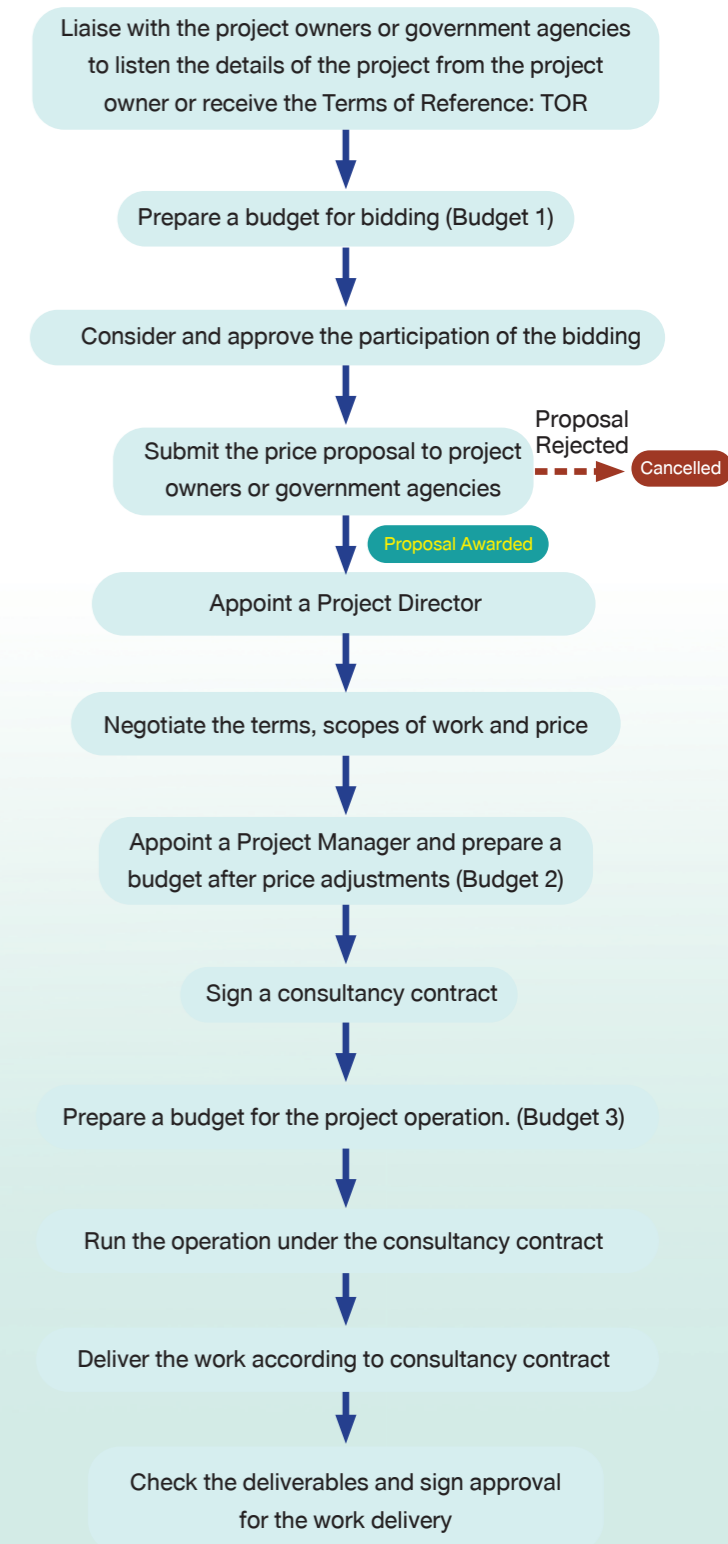
o **Multinational Consultants**

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

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

3) Procurement of products or services
(1) Project Acquisition Process and Project Management

Summary of the project acquisition process and project management



Description

1. The project owners express their intention to invite the company and/or its subsidiaries join in offering services by submitting technical and cost proposals. Another way is the Company's responsible person approach the project owners or government agencies to listen to the details of the project or receive the terms of reference of the project. (TOR)

2. The responsible person and Managing Director of the Business Unit (MD BU) consider project information, the readiness for project implementation including conducting a risk analysis and formulating project risk management strategies in various fields

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

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

5. The responsible person and MD BU appoint a person to participate in the preparation of detailed plans and operations together with the service pricing and project management plans, to present to the project owners or government agencies according to the proposal prepared.

6. In case that the person in charge of the project receives a confirmation letter from the project owner or government agency, MD BU will propose the appointment of a project director to prepare the draft budget (Draft Budget 2).

7. The MD BU assigns the responsible person to negotiate the project terms and conditions, scopes of work, and negotiate the price under the price adjustment framework and the scope of operations approved before the negotiation. Should negotiations exceed the specified framework, approval must be sought from the MD BU and the executives in sequence.

8. The Project Director will prepare a budget framework (Budget 2) for project management in accordance

with the contract, and proposes the appointment of a Project Manager (PM). Subsequently, this is presented to the CEO for approval.

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

10. The project manager will prepare a cost budget for operations (Budget 3) in accordance with Budget 2, as well as preparing the Project Quality Plan, which covers project management, quality control, cost control, guidelines and methods of operation

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

(2) External Outsource

• External Consultant or Expert

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

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

• Contractors / Sub-consulant

The Company and its subsidiaries procure and hire contractors for some small-scale work, which is a work part

of the project such as survey work, ground drilling, rock to analyze the strength of the foundation (Ground Survey), as well as drilling for the installation of various tools. In addition, for the study of statistical data on certain types of project work, the Company and its subsidiaries have procured and outsourced external worker for data collection, such as collecting animal behavior data and producing observation reports, collecting questionnaires in community areas, collecting data on road traffic volumes, etc. In the procurement and hiring of such contractors and/or external labor, the procurement department is responsible for implementing the procurement in accordance with the Company's procurement policy.

• External Lecturer

In addition to the internal training lecturer, the company also employs external qualified lecturers who have knowledge, expertise and practical experience as well as having the ability to transmit knowledge through the training courses for the employees of the Company and its subsidiaries, to increase their skills, knowledge, and understanding in the project implementation and effective management. For example, the training on "ChatGPT & Generative AI" by a digital marketing expert, "Port Master Plan and Design" by the Transportation Institute, "Team Leading for TEAM Leadership" by speakers and consultants in human resource management and development, "Applying Financial Report Data for Decisions Making for Executives" by the Department of Accounting, Faculty of

Commerce and Accountancy, Chulalongkorn University.

4) Assets for business undertaking

The Company has presented information on the important characteristics of the main fixed assets used in business operations as well as investment policies in its subsidiaries and associated companies as described in Attachment 4.

5) Backlog

The Company and its subsidiaries have a backlog as of December 31, 2023 according to the business structure as follows:

1. Backlog for Consulting and Related Services, which are the core business of the Company and its subsidiaries. The total amount of backlog is 4,431.16 million baht. This was an increase of 7.81% compared to the backlog at the end of 2022 of 4,110.07 million baht. Key projects received in year 2023 include:

- Phase 1 of the New Zoo Construction at Khlong Hok
- Phase 2 of the Construction of the Precious Wood Knowledge Museum on the Auspicious Occasion of the Grand Coronation Ceremony
- Survey and detailed design of Chiang Mai Airport Development Project, Phase 1
- Detailed Design for the Underground Substation of the Extension Project along the MRT Pink and Yellow Lines, etc.

Backlog	As of December 2023	
	Million Baht	%
1 By Sector	4,431.16	100.00
Government sector	2,052.29	46.32
Private sector	1,001.47	22.60
International sector	276.96	6.25
Related Businesses sector	1,100.44	24.83
2 By Type of Services	4,431.16	100.00
Project Management and Construction Supervision	2,403.88	54.25
Study, design, and report preparation	922.68	20.82
Related Businesses	1,104.60	24.93
3 By Specialization	4,431.16	100.00
Transportation and Logistices	1,423.34	32.12
Building and Infrastructures	1,899.00	42.86
Water Engineering	738.63	16.67
Environmental Management	104.11	2.35
Energy	245.66	5.54
Others	20.42	0.46

2. Backlog for Non Consulting Business for the investment period during 10-25 years. The total backlog amount from this segment totaled 791.56 million baht. The details are as follows:

Backlog	As of December 2023	
	Million Baht	%
Investment project	791.56	100.00
1. Water Supply	187.73	23.71
2. Wastewater Treatment	2.57	0.33
3. Renewable Energy	10.45	1.32
4. Energy Saving	590.80	74.64

1.3 Group of Companies Shareholding Structure

1.3.1 Group of Companies Shareholding Structure

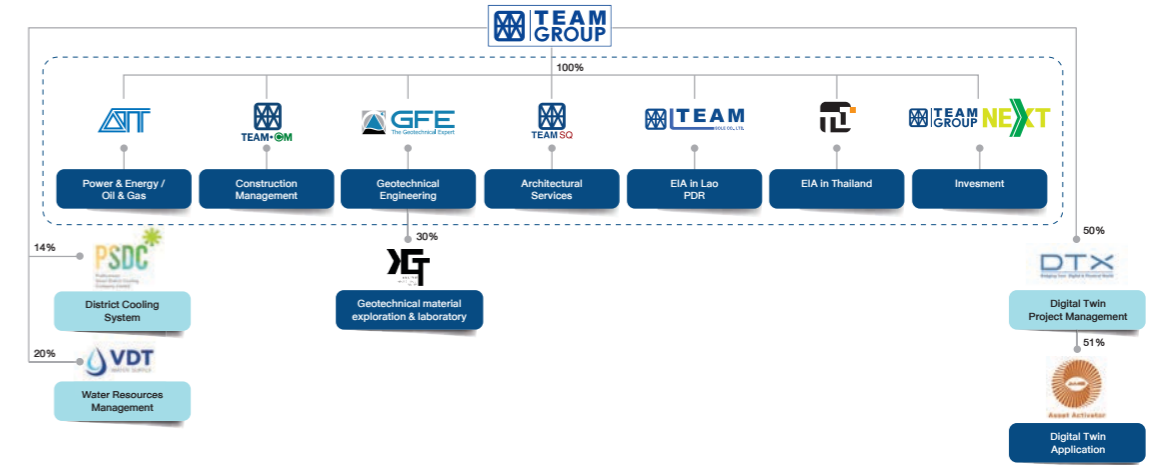
1) Policy dividing the operations of the group's companies Policy to divide the operations of companies in the group

At present, the Company group consists of 13 entities (12 companies are currently operating, and one is in the process of being closed down and liquidated.) Each entity has different business operation as shown below.



2) Shareholding Diagram of the Group of Companies

At present, the Company group consists of 12 subsidiaries, associated companies, and related company which are currently under operation, shareholding structure as below.



3) Legal entities in which the company holds at least 10% of the shares.

Details of the subsidiaries

Company Name	Company Details	Company Details
ATT Consultants Co., Ltd. (ATT)	Nature of business Capital Proportion held by the company	Consulting services in the fields of energy, power, oil & gas, petrochemical and other related industries including port and utilities. 25 Million Baht 100 percent
Geotechnical & Foundation Engineering Co., Ltd. (GFE)	Nature of business Capital Proportion held by the company	Consulting services in the fields of geotechnical engineering, foundation and underground structures. 10 Million Baht 100 percent
TEAM Construction Management Co., Ltd. (TEAM-CM)	Nature of business Capital Proportion held by the company	Consulting services in the fields of construction project management and construction supervision of all types of building. 10 Million Baht 100 percent
TEAM SQ Co., Ltd. (TEAM SQ)	Nature of business Capital Proportion held by the company	Consulting services in Architectural Planning and Design, Interior and Landscape design including urban development. 10 Million Baht 100 percent
TLT Consultants Co., Ltd. (TLT)	Nature of business Capital Proportion held by the company	Consulting services in the Environmental Impact Assessment (EIA) study. 5 Million Baht 100 percent
LTEAM Sole Co., Ltd. (LTEAM)	Nature of business Capital Proportion held by the company	All areas of engineering consulting services including environment and other related business in Lao PDR. 1,000 Million (Lao) Kip (approximately 4 Million Baht)* 100 percent
TEAM NEXT Co., Ltd. (TEAM NEXT)	Nature of business Capital Proportion held by the company	Invest in a range of government and private projects, such as construction and concessions projects. 10 Million Baht 100 percent

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

Subsidiary companies under the process of business closure / liquidation

Company Name	Company Details	
TWI Consultants Co., Ltd. (TWI)	Nature of business	Consulting engineering services in the fields of water resources and utilities
	Capital	15 Million Baht
	Proportion held by the company	93.73 percent

Associated companies

Company Name	Company Details	
Krungthep Geotechnique Co., Ltd. (KGT)	Nature of business	Geotechnical investigations and materials testing
	Capital	5 Million Baht
	Proportion held by the company	30 percent
Pratumwan Smart District Cooling Co., Ltd. (PSDC)	Nature of business	Install and manage the District Cooling System (DCS) for chilled water distribution.
	Capital	390 Million Baht
	Proportion held by the company	14 percent
DTX Co., Ltd. (DTX)	Nature of business	Develop, design, implement, set up, and maintain systems for innovation and technological development.
	Capital	30 Million Baht
	Proportion held by the company	50 percent
VDT WATER SUPPLY Co., Ltd.	Nature of business	Manage all types of water and wastewater, including all types of water resources and water transmission equipment.
	Capital	5 Million Baht
	Proportion held by the company	20 percent

Related Company

Company Name	Company Details	
Asset Activator Co., Ltd. (ASATV)	Nature of business	Provide digital data management services of real estate assets
	Capital	15 Million Baht
	Proportion held by DTX	51 percent
	Relationship with the Company	A subsidiary of DTX, an associated company of the Company

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

In the year 2023, DITTO (Thailand) Public Company Limited ("DITTO") is the Company's person with Conflicts of Interest, holding more than 10 percent of the Company's voting shares in Subsidiaries or Associated Companies because DITTO and the Company have the same major shareholder, Mr. Teerachai Rattanakamolporn (Mr. Teerachai), who holds shares of the Company together with his spouse in the proportion of 16.01 percent and holds shares in DITTO totaling 31.97 percent.

The Company has established joint ventures with DITTO, totaling 2 companies, as follows:

- DTX CO., LTD. ("DTX"), where DITTO holds 50 percent of shares in DTX.
- VDT Water Supply Co., Ltd. ("VDT"), where DITTO holds 20 percent of shares in VDT.

Although the shareholding as mentioned above scheme structure of the Company's Associated may involve persons with conflicts of interest defined as those who hold more than 10 percent of DTX and VTD shares, the arrangement structure is appropriate due to the establishment of DTX and VDT following the purpose of the Memorandum of Understanding jointly signed by the Company and DITTO to created business collaboration and integration of expertise of both parties to enhance service and competitiveness, leading to long-term value creation for shareholders. Additionally, the Company has engaged in various transactions with DITTO in accordance with relevant criteria set by the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), including the Company's related transaction policy.

1.3.3 Relationship with major shareholders' businesses

- None -

1.3.4 Major Shareholders

Top 10 major shareholders as of 11 January 2024

No	Major Shareholders	No. of Shares	Percentage of Shares
1	Mr. Teerachai Rattanakamolporn	130,348,800	15.94%
2	Mr. Sataporn Ngamruengphong	41,232,080	5.04%
3	Mr. Amnat Prommasutra	30,390,800	3.72%
4	Mr. Takorn Rattanakamolporn	24,380,000	2.98%
5	Mr. Sompong Chonecadeedumrongkul	21,900,500	2.68%
6	Mr. Supachoke Tantivit	21,600,000	2.64%
7	Miss Pichayada Pongnukoresiri	20,800,200	2.54%
8	Mrs. Penpilai Phonchaipanich	20,131,600	2.46%
9	Mrs. Yupadee Premchuen	20,081,520	2.46%
10	Thai NVDR Company Limited	19,103,543	2.34%

Source: Thailand Securities Depository Company Limited

1.4 Amount of Registered and Paid-up Capital

As of December 31, 2023, the Company has a registered capital of 477,000,000 Baht, paid-up capital of 408,950,809 Baht, divided into 817,901,618 ordinary shares with a par value of 0.50 Baht.

1.5 Issuance of other securities

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

1.6 Dividend payment policy

The company has a policy to pay dividends annually at a rate of not less than 40% of the net profit as per the company's separate financial statement, after deduction of corporate income tax and all legal reserves as stipulated by law. However the dividend payment may change depending on the operating results, financial status, liquidity, investment plan, legal conditions and other reasons in the future. Besides, the dividend payment will not significantly impact on the usual operations of the company.

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

The dividend payment of the subsidiary will be based on the performance of the subsidiary, financial situation and other important factors of the respective subsidiaries before determining appropriated dividend amount.

The company's past dividend payment history is as follows:

For operating period	Earning per Share	Dividend Type	Dividend per Share	Unit	Dividend to Net Earnings Ratio – Consolidated Financial Statement (%)
Interim 2018	0.12	Cash dividend	0.075	Baht	89.82%
Year 2018	0.07	Cash dividend	0.075	Baht	
Interim 2019	0.05	Cash dividend	0.05	Baht	64.79%
Year 2019	0.12	Cash dividend	0.06	Baht	
Interim 2020	0.10	Cash dividend	0.11	Baht	91.16%
Year 2020	0.08	Cash dividend	0.05	Baht	
Year 2021	0.16	Cash dividend	0.15	Baht	91.19%
Year 2022	0.15	Stock dividend / Cash dividend (In case of rounding)	5 : 1 or 0.11	Share Baht	73.31%

RISK MANAGEMENT

2 Risk Management

2.1 Risk Management Policy and Plan

TEAM Consulting Engineering and Management Public Company Limited emphasizes on the importance of the efficient risk management to build confidence in the operation to achieve the goals of the organization and prevent damage as well as reduce the uncertainty that may occur. In addition, we are seeking opportunities to add business value for sustainable growth under a changing environment and uncertainty in the business operations. The Company has established a Risk Management Committee and responsible units for setting frameworks and processes in risk management, which are not under the operation business line. The Chief Strategy Officer is the highest responsible person, and the Chief Financial Officer coordinates with external audit agencies to monitor and review the risk management processes. The Company has defined a corporate risk management policy and disseminated risk management guidelines to executives and employees through the company's Intranet, as follows:

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

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

2.1.2 Risk management manual by the Risk Management Committee

The Risk Management Committee has developed this manual as a crucial tool for effectively managing risks within the organization. The manual establishes components that are closely related to the organization's business operations and systematic management processes. It serves as a clear guideline to optimize the benefits of organizational risk management. Each operation business

unit also conducts a risk assessment before submitting project proposals.

2.1.3 The adoption and utilization of the Risk Management Manual serve as a crucial framework for implementing efficient risk management practices. This manual has been designed to be a key tool in guiding operational activities, promoting clear guidelines for risk management, and fostering a culture of responsibility across all business units within the organization.

2.2 Risk Factors for the Company's Business Operations

The Company conducts ongoing risk reviews with a focus on factors that impact both internally and externally. This proactive approach addresses current risks and identifies emerging risks to identify risk factors as well as formulates risk management measures as follows:

2.2.1 Risks of Management and Quality Control

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

Risk Management

The Company has set the overall work quality control and has proceeded as follows:

- Establish the Quality Management Committee (QMC) to be responsible for setting the quality policy, company's annual quality indicators and targets as well as monitoring and reviewing the implementation of the quality management system and formulating guidelines for continuous improvement.
- Appoint Project Quality Assurance Experts (PQA) to supervise the project implementation in accordance with technical quality policy and specified standards. Closely

monitor and supervise the implementation of significant projects which may have quality-related risk and strictly inspect the quality of work before delivering to clients.

- Set up a system for monitoring customer satisfaction (Customer Satisfaction Survey) with regard to the Company's performance and services, as well as teamwork in every project to create consistency and improve customer needs continuously and with higher efficiency.

2.2.2 Risks of Human Resource Management

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

Risk Management

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

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

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

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

Risk Management

The Company attaches importance to the investment and has proceeded as follows:

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

2.2.4 Risks of corruption

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

Risk Management

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

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

2.2.5 Financial Risks

The main revenue of the Company and its subsidiaries come from consulting fees in accordance with the consulting contract. At the same time, the Company has operating costs in terms of personnel expenses and other recurring expenses. The Company's revenue could be collected according to the completed work as an installment. There may be risks that the payment will be delayed from the plan or delay from the contract extension which could affect the liquidity of the Company.



Risk Management

Financial risk management measures has been set as follows:

- Manage the risk of unbilled revenue by following up on the work delivery in accordance with plan. Closely coordinate with clients as well as establishing the cash collection working group to regularly follow up unbilled revenue and account receivables.
- Emphasize on the working capital management in order to manage liquidity efficiently. The Company has strictly maintained the current ratio and debt to equity ratio at an appropriate level. Cash Flow management is forecasted in advance. In addition, the Company has set the policy to propose for the projects that provides advance payment in order to have sufficient working capital.
- Establish a policy for accepting work to require advance payment in order for the company to have sufficient working capital to operate continuously.

2.2.6 Risks from increased competition of consulting company both in domestic and international countries

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

However, the Company's main clients are those who develop medium to large projects that focus on the quality of work and the work experience of the engineering team and the company is regarded as one of the leading engineering consulting companies with management and consulting engineer team with more than 45 years of service experiences.

Risk Management

The Company and its subsidiaries are aware of such risk events. Therefore, the Company has proceeded as follows:

- Build competitive advantage from having a wide range of expertise in providing integrated consulting services. The company is able to provide services covering all types of work (One stop services).

• Maintain work credibility and establish good relationship with clients in order to build confidence during work.

• Build and maintain more than 900 employees with expertise in engineering, architecture, environment, and academic disciplines under an efficient human resource management plan.

• Create extensive network with competent consulting companies both domestically and internationally, enhancing the ability and chances to acquire more projects and, in the meantime, reducing competition among consulting companies.

• Use technology to provide services, such as Artificial Intelligence (AI), Digital Twin, to develop more efficient services.

2.2.7 Risks from changes in external factors during the project implementation

The Company and its subsidiaries provide consulting services for various types of engineering projects. The duration of the operation depends on the nature of the project and the scope of assigned work. There may be unexpected factors or events that would directly or indirectly affect the implementation of the project during the operation, for example, the protest against the project by the masses, financial liquidity of the project owner/contractor, delays in project process or changes in construction designs / scope of work or government policies, etc.

Risk Management

Managing risks arising from changes in external factors will allow the Company to cope with changing situations stably and prevent risks that may occur. Therefore, risk management guidelines have been set as follows:

• For accepting the job, the responsible department must review and understand the details about the nature of the project and the scope of work in each project, including study the project information, analyze the initial feasibility of the project, analyze business reputation and financial status of the project owner or client.

• Closely monitor the problems in each project and coordinate with project owner throughout the project implementation period and adjust the operational plan in time.

• Increase the proportion of revenue from private sectors both domestically and internationally to reduce risks from changes in government policies.

• Invest in related businesses in the fields of expertise of the Company to generate stable income such as the investment in the Water Treatment and Water Supply System and Joint Venture of DTX Company.

• Organize training courses with regard to the state of the art engineering technical knowledge for employees regularly.

2.3 Impact analysis and preparation of action plans for emerging risks

The Company has realized emerging risks that may affect the business in the short, medium and long term in the aspects of politics, economic, social, technology, environment, and legal. Proactive measures have been set to prevent such risks in advance and create opportunities for the business growth. The emerging risks could be identified as follows:

2.3.1 Risks from rapid changes in technology

Company's strategies could be affected by the rapid development and changes of new technologies. Therefore, the Company needs to continuously study and invest in modern technology in order to increase operational efficiency, such as Drone, BIM, and Digital Twin, etc. In addition, the Company also needs to adjust with new technologies and prepare its personnel to cope with new challenges, including working methods as well as knowledge to create long-term opportunities and competitiveness.

Risk Management

• Study to learn new technologies and apply them in the working process, for example, the use of drones in aerial topographic surveys, the use of BIM in 3D design, including Digital Twin technology that help increase work efficiency, reduce errors in work and use less resources, etc.

• Collaborate with innovation companies both domestically and internationally to create cooperation in the application of technology especially environmental friendly innovation.

• Collaborate with partners who have expertise in education, research, and development of new innovations to be applied in work processes.

2.3.2 Risks from Cyber Threats

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

Risk Management

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

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

2.3.3 Risks of changes in environmental policy

Analysis of risks from changes in government or organization policies related to the environment is an important part of risk management that could affect laws or mechanisms for environmental management. Entrepreneurs need to set measures to reduce greenhouse gas emissions to meet government policy requirements.

Therefore, the Company has considered participating in the Circular Economy in Construction Industry (CECI) to support innovative construction technologies that are environmentally friendly, resulting in the effective use of resources, more work efficiency, decrease in material waste, and less working time. In addition, the Company has set a concrete plan to reduce greenhouse gas emissions within the workplace as well.

3 Driving Business towards Sustainability

3.1 Policy and Goals in Terms of Sustainability

The Company announced the policy of sustainability and responsibility for the society and environment and signed by the President. Aware that the sustainable development is the important factors for continuous and sustainable corporate growth, the Company has set a policy on business which covers the ESG dimensions, namely environment, social and economic and corporate governance to ensure the quality service and beneficial to all the stakeholders to deliver the quality service and benefits for all the stakeholders and report the business drive for the sustainability, as indicated by the SET Reporting Guideline as follows:

Sustainability strategy

Dimensions	Strategies
Environment (E)	Environmental-Friendly Environmental friendly operation. Repletion of energy and resources. Reduction of releasing greenhouse gas to be the low carbon society. This will lead us to the growth with sustainable environmental conservation.
Social (S)	Synergy of Knowledge: develop the knowledge for the digital world Enhance the service efficiency and develop the technology and innovation for the digital technology future. Deliver the standard service and the contentment of TEAM Group family, and society for the long-term benefit of the country.
Governance (G)	Innovative Business: sustainable returns The integrated business as indicated in the Company's SQT. Develop the business and promote the technology and innovation in the cooperation with the alliance. The procedure of transparency and justification for the sustainable value and growth.

Sustainable Development

Dimensions	Sustainable Development
Environment (E)	Abide by the relevant environmental law, regulations and rules. The business is operated with the environmental responsibilities and the technical study for the least environmental impact.
Social (S)	Client commitment. Maintain and develop the employees. Mitigate the impact and create the benefits for the community for sustainable growth. To be the leader in the integrated service as indicated in the Corporate
Governance (G)	SQT. Develop the innovation business for sustainable growth. Promote the technology and innovation in the cooperation with the alliance for the value and greatest satisfaction of the client.



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

Crucial sustainable issues

Assessment process of crucial sustainable issues



Materiality Identification: Holding a meeting with the Corporate Governance and Sustainability Committee to consider the expectations of the stakeholders and the issues that they value based on the opinion survey that has been conducted, along with the Company's values, vision, and business strategies.

Materiality Prioritization: Holding a meeting with executives to consider the result of the opinion survey and the issues that the stakeholders focus on, along with the Company's values, vision, and strategies, to analyze the impacts on business both in terms of society, environment, and the economy as well as the impacts on stakeholders.

Materiality Reviews: Presenting material issues concerning corporate sustainability to the Corporate Governance and Sustainability Committee and the executives of the Company for their consideration and approval as well as for review in the purview of the Company's business strategies and goals.

Materiality Target: Presenting the significance of the sustainability to the Corporate Governance and Sustainability Committee and the executives of the Company for targeting the implementation plan.

The Company's Dimensions			
The Company sustainability		Stakeholders	
Dimensions	Issues	Internal	External
Environment (E)	1. The environmental-concern operation	Employee	Community/social/client
	2. Greenhouse gas management	Employee	Community/social/client
	3. Energy management	Employee	Client
	4. Circular economy	Employee	Community/social/client
Social (S)	5. Employee development	Employee	-
	6. Fair employment and compensation	Employee	-
	7. Participation and community development	-	Social/community
Governance (G)	8. Corporate knowledge management	Employee	-
	9. delivery of quality work	-	Client/government agencies
	10. Innovation development	-	Client
	11. Sustainable alliance	-	Partners
	12. Client satisfaction	Employee	Partners
	13. Transparent and fair operation	Employee	Shareholder/competitor/partners/clients

Sustainable management and support for the United Nation's Sustainable Development Goals: SDGs

The Company indicates the implementation plan to support the United Nation's Sustainable Development Goals (SDGs) in the 3 dimensions : Environment, Social and Corporate Governance.

Dimensions	Significant issues	Relevant SDGs
Environment (E)	1. Considering environmental impacts at each and every step of operation	12 RESPONSIBLE CONSUMPTION AND PRODUCTION
	2. Greenhouse gas (GHG) management	13 CLIMATE ACTION
	3. Energy management	6 CLEAN WATER AND SANITATION, 7 AFFORDABLE AND CLEAN ENERGY
	4. Circular Economy	9 INDUSTRY, INNOVATION AND INFRASTRUCTURE
Social (S)	5. Development of employees	4 QUALITY EDUCATION
	6. Fair employment and compensation	5 GENDER EQUALITY, 8 DECENT WORK AND ECONOMIC GROWTH, 10 REDUCED INEQUALITIES
	7. Participation and community development	8 DECENT WORK AND ECONOMIC GROWTH
	8. Corporate knowledge management	4 QUALITY EDUCATION
	9. Delivery of quality work	8 DECENT WORK AND ECONOMIC GROWTH, 11 SUSTAINABLE CITIES AND COMMUNITIES, 16 PEACE, JUSTICE AND STRONG INSTITUTIONS
Governance (G)	10. Innovation development	9 INDUSTRY, INNOVATION AND INFRASTRUCTURE
	11. Sustainable alliance	17 PARTNERSHIPS FOR THE GOALS
	12. Client satisfaction	16 PEACE, JUSTICE AND STRONG INSTITUTIONS
	13. Transparent and fair operation	16 PEACE, JUSTICE AND STRONG INSTITUTIONS

3.2 Management of Impacts on Stakeholders in the Value Chain

Business Industry: Property and construction
Business Sector: Construction services

The Company runs an integrated engineering and environmental consulting business under the vision of being "A regional solution provider and innovative business developer" and provides one-stop services that cover:

- Master Planning
- Feasibility Study
- Survey and Detailed Design
- Environmental Impact Assessment (EIA)
- Project Management and Construction Supervision (PMSC)
- Operation and Maintenance
- Public Private Partnership (PPP)
- Investment in Infrastructure Projects
- Climate Change and Greenhouse Gas Consultancy Services

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

3.2.1 Value Chain

The Company is rigidly committed to delivering services of superior quality and professional team. The business value chain to live up to the Corporate SQT values are shown below.



1) **Service** The Company delivers services according to the tenets of:

- **Customer Centered** - delivering excellent services with awareness of the current needs of clients and the means to forecast their needs in the future.
- **Accountability** - delivering services with responsibility, willingness, enthusiasm, and care to provide flawless services.
- **Ethics** - following professional ethics and operating with integrity to generate benefits for both clients and the public.

2) **Quality** The quality of work is ensured via:

- **Knowledge based** - employing corporate knowledge backstopped by academic credentials and rational considerations.
- **Professional standards** - operating in congruence with professional standards set by a vocational organization or as stipulated by laws, and under the Company's quality control system and monitoring system.
- **On-time delivery** - operating strictly in line with established plans and adopting the Plan, Do, Check, Act (PDCA) model which requires joint planning with clients before action, monitoring and evaluation of the performance, and revising the plan if deemed necessary.

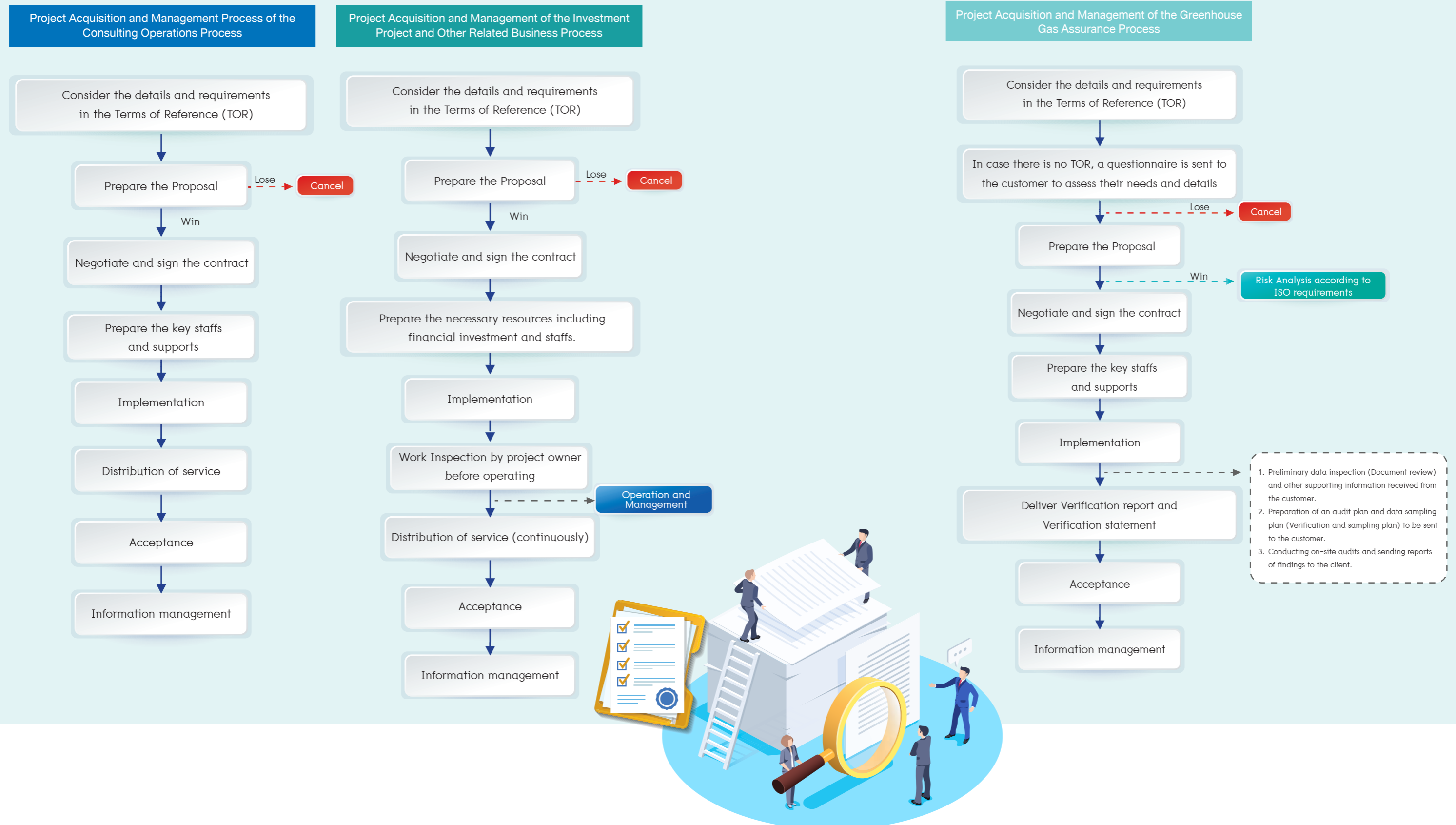
3) **Teamwork** Operating as a team, staff members embrace the ideals of:

- **Synchronization** – performing accordingly and forming team synergy.
- **Unity** - using combined efforts towards accomplishing the same goal.
- **Borderless** - cooperating unanimously regardless of difference in sections..

The value chain of the Company

The Company's services consists of Consulting services and Related Business services. The operating process is as follows.

1) Main activities



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

2) Supporting activities

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

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

(2) **Financing and accounting.** This unit is responsible for accounting and financial management for the Company's operations.

(3) **Procurement.** This unit is responsible for overseeing procurement processes to ensure transparency in every step.

(4) **Legal affairs.** This unit provides legal support to ensure compliance with the project contract and to help solve problems arising in project implementation.

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

(6) **Information management.** This unit is responsible for the information management as required by the ISO 9001:2015.

3.2.2 Analysis of the Stakeholders in the Value Chain



The Company allows the stakeholders to develop the organization by means of requirement and expectation survey and the complaint system on the Company's website. The requirement of the stakeholders will be reported to the Corporate Governance and Sustainability Committee and the guidelines for stakeholders are listed as follows:

Stakeholders	Channels for Stakeholder Participation	Stakeholders' Expectations	Responses to Stakeholders' Expectations
Clients/ project owners <ul style="list-style-type: none"> Public sector Private sector 	<ul style="list-style-type: none"> Project meetings with clients Reports and other documentation as required by the TOR. Satisfaction surveys Telephone calls Email Standard letters Whistleblowing and complaint channels. Company website 	<ul style="list-style-type: none"> Quality services in congruence with international and professional standard, professional code of conduct and punctual delivery. Reasonable and fair prices. Clients' optimal satisfaction with services provided. Professional consultancy, guidelines of decision, and strengths and weaknesses for the clients. Transparent work processes. Efficient management for the whole project operation to minimize the damages during the operation. Protection of client confidentiality Operation with minimum environmental impacts. Development of technology and innovations for greater perational efficiency. 	<ul style="list-style-type: none"> Providing qualified staffs for a particular project. Assessing client satisfaction twice for each project to improve service quality. Establishing a process quality assurance (PQA) system for inspecting service quality before delivery. Maintaining client confidentiality.
Employees	<ul style="list-style-type: none"> Executive and staff meetings Training activities and seminars Email Morning screen on the Intranet system Facebook Notification board Circular letters Clarification by supervisors Standard letters Complaint box 	<ul style="list-style-type: none"> Reasonable remuneration and welfare. Advancement in career path Employee capacity development. Occupational safety Suitable equipment and facilities in the workplace. Quality working environment. Emphasis on employees' mental and physical health. Participation in providing opinions. Equitable and fair treatment. Respect for human rights. 	<ul style="list-style-type: none"> Complying with labor laws Offering reasonable and fair remuneration and benefits. Establishing individual development plan to develop staff's potential. Organizing training sessions and seminars to promote and develop employees' capacity. Imposing appropriate occupational health and safety measures. Adopting a mentoring system to pass on corporate culture and working knowledge from the senior to the younger generation. Remaining open to opinions and complaints through the company's communication channels such as email, letters and complaint box. Complying with laws, regulations and Corporate Governance Code.

Stakeholders	Channels for Stakeholder Participation	Stakeholders' Expectations	Responses to Stakeholders' Expectations
Shareholders, investors and analysts	<ul style="list-style-type: none"> Annual general meeting of shareholders. Analysts' meeting. Conferences and company visits. Participation in SET's Opportunity Day. Annual report. Sharing of opinions and complaints, both directly and indirectly, through various company communication channels such as by telephone, video conferencing, standard letters, email, etc Newspaper and other media. 	<ul style="list-style-type: none"> Reasonable returns on investment. Good performance with stable and sustainable growth, and achievement of set goals. Transparency in company operations as indicated in the Corporate Governance. Social responsibility. Equitable treatment of shareholders. 	<ul style="list-style-type: none"> Provision of complete and accurate information on an equitable basis. Compliance with the laws, rules, regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) in accordance with Corporate Governance Code.
Government agencies	<ul style="list-style-type: none"> The meeting of the Company and related government agencies. Report of the implementation plan, as required by the criteria of related agencies. Attend the meeting and exchange opinion with the government agencies and supervisory authority. 	<ul style="list-style-type: none"> Affordability Ratio and contract commitment. Business Transparency. 	<ul style="list-style-type: none"> On-time debt payment. Corporate governance, anti-corruption policy and the risk management plan.
Financial institution	<ul style="list-style-type: none"> Telephone E-mail Letter Meeting Publication of information on the Company website. 	<ul style="list-style-type: none"> Affordability Ratio and contract commitment. Business Transparency. 	<ul style="list-style-type: none"> On-time debt payment. Corporate governance, anti-corruption policy and the risk management plan.
Business partners • Supplier	<ul style="list-style-type: none"> Reports on procurement documentation. Related reports as required. Meetings with suppliers. Other channels provided for communication and complaints such as telephone, standard letters, email and the company website. 	<ul style="list-style-type: none"> Punctual payment for goods and remuneration in full on time. Long term business relationship and continuous purchase of goods. Transparent and fair operations. 	<ul style="list-style-type: none"> Treating all partners on an equitable basis. Carrying out transparent procurement processes.

Stakeholders	Channels for Stakeholder Participation	Stakeholders' Expectations	Responses to Stakeholders' Expectations
Alliances : <ul style="list-style-type: none"> • Partner • Subcontractor 	<ul style="list-style-type: none"> • The meeting with the subcontractor, partner and supplier. • Publicize the information on the Company website. • Complaints and suggestion receiving on the phone, letter, e-mail and websites. 	<ul style="list-style-type: none"> • Cooperation to reaffirm the strength of partner or subcontractor, the opportunities of extended scope of service and work value addition. • Fair contract and agreement • Maintain good relationship with the alliances. 	<ul style="list-style-type: none"> • Equality to all the alliances. • Corporate governance and anti-corruption policy.
Business competitors	<ul style="list-style-type: none"> • Meetings with associations of engineering consultants or other professional cooperation networks. 	<ul style="list-style-type: none"> • Treatment based on the principles of ethical procedures and pursuant to laws. • Not to discredit reputation of competitors. • Opportunities to cooperation in some types of work or business. 	<ul style="list-style-type: none"> • Operating business in compliance with law and Corporate Governance Code.
The media	<ul style="list-style-type: none"> • Press releases, articles and online news • Interviews with executives and investors • Telephone calls • Email • Video conferencing 	<ul style="list-style-type: none"> • Provision of precise, updated and complete information about the company's performance and revenue as well as useful beneficial academic information. • Information being provided to members of the media on an equitable basis. 	<ul style="list-style-type: none"> • Providing precise, updated and complete information on an equitable basis. • Treating members of the media in the same manner as other stakeholders.
Community	<ul style="list-style-type: none"> • Community development activities • Telephone calls • Standard letters • Email • Company website • Facebook 	<ul style="list-style-type: none"> • Assistance, support and promotion of the interests of local communities. • Opportunities for taking part in community development and empowerment. • Consider the environmental and social impact of nearby communities. 	<ul style="list-style-type: none"> • Surveying the needs of communities neighboring the company compound and around project areas • Hosting activities to promote the participation of local communities • Participating in improving the quality of life of people in the community • Providing advice and assistance in engineering and environmental contexts.
Society	<ul style="list-style-type: none"> • Seminars and lectures held for different associations and institutes • News reports, articles and online news • Telephone calls • Standard letters • Email • Company website • Facebook 	<ul style="list-style-type: none"> • Provision of engineering information, such as that pertaining to hydrological resources and BIM, which is useful for the public and the country. 	<ul style="list-style-type: none"> • Providing precise, updated and complete engineering information in general • Hosting seminars/lectures to disseminate engineering knowledge and information.

3.3 Environmental Sustainability Management

3.3.1 Policy and Operational Guidelines

Environmental Management Policy

1. The Company operates in strict compliance with the laws, regulations, and other requirements related to the environmental responsibilities of business entities.

2. The Company promotes and supports energy conservation with a focus on the use of renewable energy and efficient use of natural resources.

3. The Company strives to reduce GHG emissions to mitigate the effects of global warming.

4. The Company cooperates with nearby communities in treating wastewater to meet specified effluent disposal standards to reduce environmental impacts.

5. The Company strives to reduce the amount of waste generated by the office, inculcates environmental responsibility in its personnel at all levels, and encourages them to participate in formulating such practices.

Operational Guidelines

1. Strictly complying with laws, rules, and regulations on environmental protection.

2. Developing and improving the building's environmental management system, encompassing use of water and energy, wastewater treatment and waste reduction to ensure efficient environmental conservation.

3. Encouraging employees to follow the guidelines for the effective use of resources, especially water and energy, to reduce the use of resources and waste generation.

4. Promoting necessary activities for instilling environmental responsibility in employees.

5. Aware of the effects of global warming, the Company is committed to operating and/or cooperating with relevant agencies to reduce GHG emissions.

3.3.2 Environmental Protection Performance

Corporate environmental operation

1) Energy Management Practices

Aware of its roles as a leading total solution provider in the domain of smart energy as well as the importance of energy conservation, energy efficiency, and reduction of carbon dioxide emissions, the Company has established the Energy Conservation Committee to supervise energy management of the TEAM Building as well as encourage all employees to participate in reducing energy consumption.

Video clips have been produced and presented on the Company's Intranet system in a campaign to encourage energy-saving practices such as turning lights off during lunch breaks and using energy-saving appliances such as LED bulbs in the office building. In addition, the Company has studied and developed technology for enhancing energy efficiency, especially the building's cooling system which accounts for a considerable portion of the annual electricity bill. In 2021, the Company installed the smart chiller system at TEAM Building to help reduce electricity consumption. With respect to generation and use of renewable energy, in 2020 the company invested 2.5 million Baht in the installation of a 90.09 kWp solar power generation system on TEAM Building's rooftop to convert solar energy, which is clean energy, into electricity for indoor use. This helps to reduce the amount of electricity purchased from the Metropolitan Electricity Authority (MEA) and the power generation system causes no environmental pollution. It is also a measure to reduce the company's carbon footprint in terms of global warming.



The smart chiller system installed at TEAM Building

The energy management implementation working team is appointed to implement and cooperate with the Company's energy management for the best continuation and efficiency. The tasks of the energy management implementation working team include:

1. Operate the energy management to be in consistency with the policy of energy conservation and energy management.

2. Cooperate with the relevant agencies to follow the energy conservation policy and energy management.

3. Organize the training or the activities relating to the energy conservation for the awareness of all levels of employees.

4. Supervise the energy management to be in consistent with the policy of energy conservation and energy management.

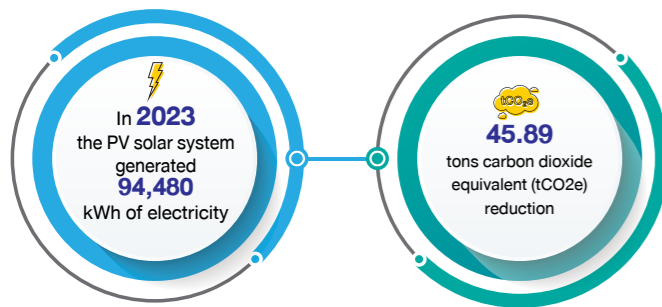
5. Report the implementation results of the energy conservation and management to the CEO, as indicated in the policy of energy conservation and management.

6. Propose the indication or review of energy conservation and management policy for the CEO's consideration.

7. Support the administrative unit to follow the energy law.

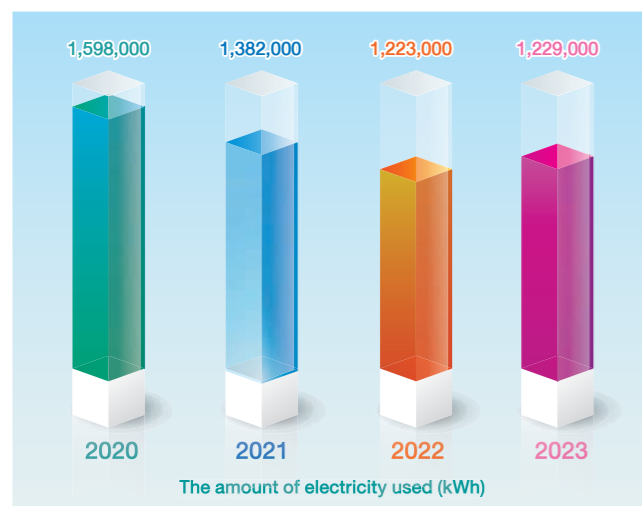
Performance

In 2023, the amount of PV-generated electricity used by the Company could be converted to the reduction of Scope 2 GHG emissions as shown below.



During 2020-2023, the Company's electricity consumption tended to decline, partly due to the installation of the PV solar system and the smart chiller system which enabled the Company to economize on electricity consumption. In 2024, the Company aims to reduce the electricity consumption for 1%

The amount of PV-generated electricity used by the Company from 2020 to 2023

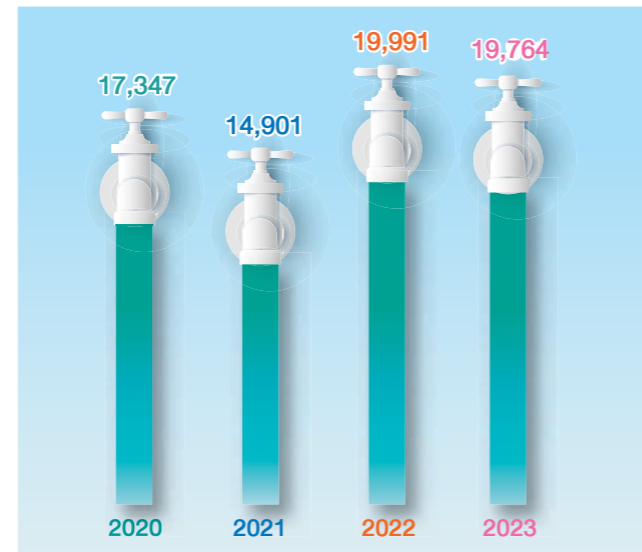


2) Water Resource Management Practices

The Company realizes the importance of water resources. Therefore, effective use of these resources has been promoted among employees continuously to encourage water conservation practices; examples are turning off taps after use, using water-saving appliances (e.g. taps that stop automatically), and regular inspection and maintenance of the piped water system to prevent leakage. In 2024, the Company aims to reduce the water consumption for 1%

Performance

The volumes of water used at TEAM Building are shown below.

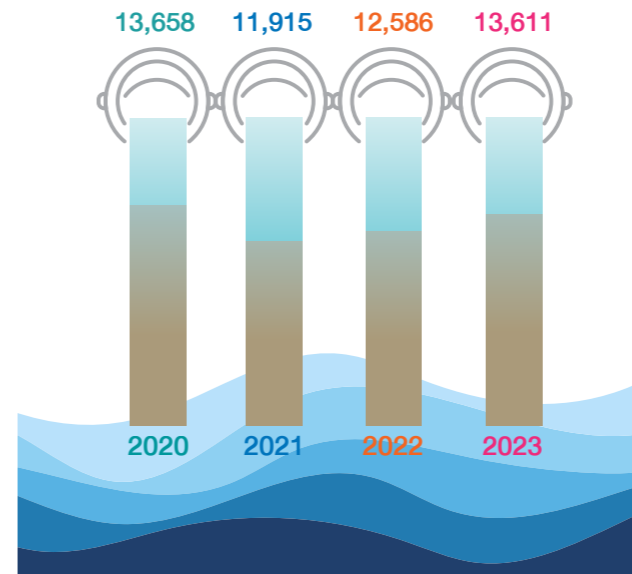


3) Wastewater Management Practices

The Company has adopted a fixed film aeration system with capacity of 100 cubic meters per day for treating wastewater generated by different activities within TEAM Building. The effluent that is discharged into public drains meets the effluent disposal standards established by the Ministry of Natural Resources and Environment.

Performance

On a regular basis, the Company has inspected wastewater quality, recorded data, produced reports, and maintained the equipment in the wastewater treatment system. In case the effluent quality does not meet the required standard, the Company shall immediately take action to improve the quality before releasing the effluent into the public drainage system. In 2023 the volumes of wastewater treated are shown below.



4) Solid Waste and Pollution Management Practices

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

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

These measures have been imposed as the company's main target for executives and employees to carry out in line with the guidelines on conservation of natural resources and environmental protection. Through careful practice, environmental impacts on surrounding communities are minimized.



Performance

Plastic waste sorting activity

The Company realizes that the plastic waste causes the ecosystem impact, therefore the campaign to reduce and correctly throw away the plastic bags is implemented. The objectives of the activity is to create the realization of the environmental conservation, and support harmony and unity in the employees and their families.



Food scraps waste separation activity

In order to manage the food scraps correctly, the Company sets the campaign of food scraps waste separation activity.



In 2023, the waste in the Company is 129 tons. The Company aims to reduce the waste for 2% in 2024



5) Reduction of GHG Emissions

Practices

The Company is aware of the impacts of global warming and severe climate change caused by GHGs directly and indirectly generated by business activities. In 2023, data were collected and the amount of GHGs emitted by the Company's activities was calculated in accordance with the carbon footprint assessment program provided by the Thailand Greenhouse Gas Management Organization (Public Organization). Details are shown below.

- **Scope 1 Emission:** Direct emission that is caused by the combustion of various fuels used by the Company such as diesel, gasoline, refrigerant leakage, as well as methane gas buildup in wastewater treatment systems.
- **Scope 2 Emission:** Indirect emission that is caused by the consumption of electricity as detailed in the section on "Energy Management".
- **Scope 3 Emission:** Other types of indirect emissions that are caused by the use of fuels by traveling employees as well as the use of paper, tap water, and amount of waste generated.

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

Performance

GHG emissions by the Company's activities in 2023 were shown in the table below.

Source of GHGs	Amount	Unit
Scope 1	314	Ton CO ₂ e
Scope 2	598	Ton CO ₂ e
Scope 3	460	Ton CO ₂ e
Total	1,372	Ton CO ₂ e

*The Company's GHG emissions of 2023 have been verified by SGS (Thailand) Limited. Currently, the Company is in the registering process of a carbon footprint label, which is under the third review cycle of 2024 by Thailand Greenhouse Gas Management Organization (Public Organization).

In 2024, the Company aims to reduce GHG emissions by 2% of those emitted in 2023. The following measures have been devised:

Scope	Measure
Scope 1 - Use of diesel vehicles - Use of air-conditioner refrigerants - Biological oxygen demand (BOD) value of wastewater in septic tank	- Replace some of the Company's diesel cars with hybrid cars - Plan to replace old air-conditioners with new ones - Set criteria for work-from-home/online meeting schedules
Scope 2 - Electricity consumption in the building	- Reduce electricity consumption by 1%
Scope 3 - Use of paper - Air travel by employees - Use of tap water - Amount of waste generated in the organization	- Promote paperless operations and reuse of paper - Encourage employees to choose low-emission airlines - Promote the reduction of water use - Promoting the Recycling of Waste in accordance with the 3R Approach: Reduce, Reuse, Recycle

Environmental implementation outside the Company

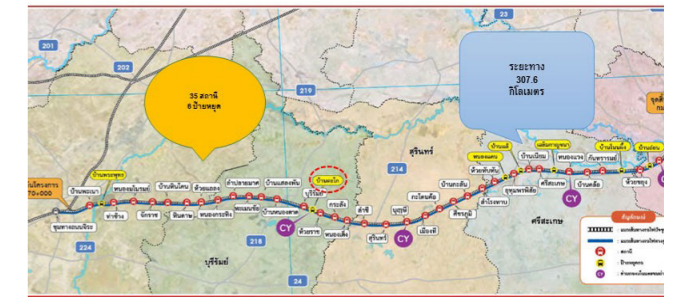
As an engineering and environmental consultant for more than 45 years, the Company realizes the climate change situation which is becoming more serious each year. In addition to the mitigation of the environmental impact during the operation of the Company, the Company also provide services related to environment, water resources conservation, renewable energy. Besides, the Company generally provides public information on the water situation apart from becoming the network partner that provide the support of environmental impact mitigation.

Consultant services and investment projects

Environmental management projects



- The environmental impact monitoring project, during the construction of Laem Chabang Port Development Project, Phase III : Port Authority of Thailand



- Environmental impact assessment of the double-track railway construction, Jira-Ubonratchathani Junction : The State Railway of Thailand, Ministry of Transport.

Water resources management projects



- The master plan of Water Resources Management Master Plan of the Great Chao Phraya Basin : Office of the National Water Resources.



- The Feasibility Study of the Irrigation system of the left side of Mae Klong Yai, Kanchanaburi, Supanburi, Ratchaburi, and Nakhonpathom Province : Royal Irrigation Department.



- Renewable Energy Project for example the Solar Power Purchase Agreement (Solar Rooftop) with Linh Gas Cylinder Company Limited.



- Innovation of Energy Efficiency for example, Construction Supervision, Improvement and enhance the efficiency of the chiller of SCADA, at the head office and 12 offices of Provincial Electricity Authority.



• The technology that increases the efficiency in the management and maintenance for example the Digital Twin development pilot project of the management of facilities and asset in Samut Sakhon Industrial Estate, Industrial Estate Authority of Thailand.



• The Greenhouse Gas Validation and Verification Service. The Company is under the process of registration with the Thai Industrial Standards Institute (TISI) and Thailand Greenhouse Gas Management Organization (TGO), to be able to provide the service of the Greenhouse Gas Validation and Verification Service.



Providing water situation information to public.
The Company provides the water situation information on the radio, television, website, social media and newspaper every year. The information concerning the drought or the flood will be informed in order that the people can prepare themselves for the coming water situations such as how to manage their agricultural products, etc.

The networks partners with other organizations



• Thailand Carbon Neutral Network (TCNN)
The Company join the partners with TCNN. As the organization that initiates the Greenhouse gas management, TCNN is the network that promotes the cooperation from the government sectors, private sectors and the local organizations in taking responsibilities in Net Zero emission within 2030.



• Circular Economy in Construction Industry : CECI
The Company signed the MOU with 23 private organizations. This activity aims to reach the target of enhance Thailand's construction industry with the circular economy, support the 5 industrial sectors for the efficient use of resources, reduce the environmental impact and promote the supply chain for sustainable construction industry.

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

There were no such disputes caused by the Company's operations in 2023.

3.4 Social Sustainability Management

3.4.1 Policies and Operational Guidelines on Social Issues and Human Rights

Social Issues and Human Rights Policie

The Company is committed to operating with honesty, transparency, and fairness, respecting clients and human rights, nurturing and developing personnel, caring for society and communities, and minimizing impacts while benefiting communities in order to grow together. Therefore, the following guidelines on social responsibility, human rights, and treatment of employees have been established.

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

2. Being committed to fulfilling client satisfaction through punctual delivery of services that are congruent with professional standards and with quality management in line with ISO standards and quality assurance (QA) requirements.

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

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

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

3.4.2 Performance

1) Treatment of employees and workers

The Company follows the principles of human rights and labor protection starting from personnel recruitment to the treatment of employees and workers. The following personnel management endeavors were executed in 2023:

(1) Remuneration, Welfare, and Fair employment

The Company has recruited and retained personnel on an equitable basis and without discrimination against persons with disabilities or people of different origins, races, nationalities, religions, genders, ages, colors, and social status. Each staff member is recruited based on suitable qualifications pertaining to each position. In 2023, the Company hired the employees of 177 positions. There was no dispute of human right violation and child labor. In terms of employing people with disabilities, the Company has fully complied with the legal requirements by providing the required financial support.

In 2023, the employment of 177 positions or 15.58% can be categorized by the age and gender as follows:

Employment by gender	Number (Persons)	Proportion
Female employees	55	31%
Male employees	122	69%

Employment by age	Number (Persons)	Proportion
22 - 30 years old	110	62%
31 - 40 years old	46	26%
41 – 50 years old	21	12%

Employee Remuneration: The Company has a fair remuneration policy, aligned with the responsibilities and performance of employees, and is competitive in the market. In the year 2023. The Company paid remuneration totaling approximately 936 million baht. This remuneration includes salaries, annual bonuses, overtime pay, allowances, contributions to provident funds, and other compensation.

The Corporate welfare

The welfare committee of the Company is appointed, as indicated in the Section 96 of Labour Protection Act B.E. 2541. The tasks of the Committee include:

1. Consult with the executives concerning the employees' welfare.
2. Provide consultation and suggestions, concerning the welfare provision, to the Company.
3. Inspect and control the welfare provision of the Company.
4. Provide suggestions and guidelines concerning beneficial welfare to the Welfare Committee.

The following social welfare benefits are provided to employees:

1. Social Security Fund
2. Compensation Fund

3. Health insurance, life insurance and group accident insurance
4. Annual health check-up
5. Funeral assistance and financial assistance to the family in the event of an employee's death
6. Provident fund
7. Maternity visit allowance
8. Long service award
9. Annual vaccination
10. Loan
11. Support money for sport activities (aerobic exercise, yoga and badminton)
12. Visit allowance for the sick employees

- Retirement benefits: The Company complies with Thai labor law and the Company's employment policy. Employees who have worked for 120 days are entitled to severance pay due to termination of employment. And those who reach retirement age are entitled to severance pay at the rate specified by law, i.e. 400 days of the last salary.

- Long-term benefits: Company policy provides rewards in gold to employees whose years of work reach 10, 15, 20 and 25 milestones.

In 2023, the average rate of employees who took leave was 45%; 97% returned to duty after taking leave, while 3% abandoned their duty.

(2) Indiscrimination

The Company has recognized and supported all aspects of employee equality. Every action conducted by the Company is performed without discrimination. For example, employees assigned the same tasks are paid the same wages, regardless of gender, based upon education, knowledge, ability, experience, and expertise.

(3) Child labor

The Company has strictly complied with policy and business ethics regarding the use of child labor, such as the age assessment of employees before employment according to the Labor Protection Act B.E. 2541 (1998), Chapter 4: Employment of Young Workers (Sections 44-52). In the year 2023, the ages of employees range from 22-64 years old. There was no conflict in child labour.

(4) Employee Training (Employee Development and Training Plan)

The Company has formulated an employee development and training plan based on corporate strategies, values, workplans, job titles, legal or regulatory

requirements and problems that occurred in the previous year. The objectives are to enhance staff knowledge and capacity, instill organizational culture and ethics among employees at all levels, support and develop their capacity, respond to business needs, and prepare for business expansion both domestically and internationally. The company continuously develops skills, knowledge, and capacities among employees at all levels, along with implementation of the management system that is congruent with the framework for corporate strategies and business practices. Different activities have been held to serve these purposes, for example, in-house training, external training, on-the-job training, site visits, self-learning programs, and establishment of the Community of Practices (CoPs). The training is mostly via the Microsoft Teams and Zoom programs, however, the classroom training for the workshop training is still necessary. In 2023, the training for professional understanding and efficiency development. The training will also enhance the quality of the team work and service, create the new innovation to reduce the cost of project and resources, and the Company can effectively compete with the market. The details of training are listed as follows:

Types of training activity	Examples	Targets
The growth and competency development	<ul style="list-style-type: none"> • Effective Business Presentation Skill • Coaching for Higher Performance 	All levels of employee
Legal or regulatory requirements	<ul style="list-style-type: none"> • Awareness of energy conservation and saving • Fire drill 	The executives and employees
Self-development, happiness and motivational boosting	<ul style="list-style-type: none"> • TEAMG CoPs' Live • Carbon credit and mechanism of the greenhouse gas reduction • AI Power for TEAMGROUP 	The executives and employees
ESG DNA (the project is supported by the Stock Exchange of Thailand (SET))	<ul style="list-style-type: none"> • Why does "the sustainability" is important to the business? • What is the business sustainability? • How to develop the business to the sustainability. 	The executives and employees

In 2023, the Company continued to encourage executives and employees to participate in training sessions hosted by the Company and other organizations. The average hours of training for the executives and employees are 24.79 hours, which almost reaches the training target of 25 hours/person/year. In 2024, the Company will increase the promotion of online training and e-Learning lessons.

(5) Occupational Health and Safety and Working Environment

The Company has always accorded importance to occupational health and safety. To encourage executives and employees to operate with greater concern about their own safety as well as that of co-workers, clients, business partners, and all related parties, the Board of Directors approved the policy on safety, occupational health, and a suitable working environment to function as a guideline. The policy was promulgated on the company's intranet and website. The following activities were held to promote occupational safety:

The 5S System

The Company encouraged employees to value the 5S system which involves the practice of sorting, setting in order, shining, standardizing and sustaining hygienic habits to create a well-organized workplace environment. Practice guidelines were established for the improvement and maintenance of a clean orderly workplace to enhance operational convenience, safety, and efficiency. In 2023, the Company arranged a competition regarding the 5S system in each working department in order to generate incentives and raise awareness among employees.

Occupational Health and Safety Training

The Company annually organizes the emergency practice of basic fire protection, fire drill and first aid assistance to the employees in order to be prepared for the emergencies and accidents. In 2023, the new employees, representatives of each business units, the executives and employees participated the fire drill on 14 December 2023.

Reducing the risk of seasonal influenza

To reduce the risk of seasonal influenza, the Company annually provides the vaccination service for the employees at the Company's location and the vaccination discount service for the employees' family.

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

hats provided by the Company while working.

As such, in 2023, no severe accidents were reported at construction sites that resulted in employee's absence or injury.

3.4.3. Goals for the Year 2024

The Company has strictly followed the fundamental principles regarding the universal human rights law. Thus, the Company has placed importance on human rights, equality, and personal freedom without discrimination towards differences of origin, race, nationality, color, gender, age, language, religion, culture, class, disability, marital status, physical and health status, personal status, social and economic status, social beliefs, political opinion, and so forth.

In 2024, the Company has set the target of employees and labors as follows:

Issues	Implementation in 2023	Implementation in 2024
Employee complaints regarding unfair hiring practices	0 case	0 case
Child labor	0 case	0 case
Training for employees	24.79 hours/person/year	25 hours/person/year
Occupational accidents resulting in fatalities.	0 case	0 case

1. Fair Employment without Discrimination

The Company will treat employees equally and fairly with no exception in terms of origin, race, religion, gender, marital status, language, and job title. The Company's goal is zero cases for these issues and case indicators will be defined by the complaints received from employees.

2. Child Labor

The Company does not use or support child labor and human trafficking under any circumstances.

3. Employee Training

The Company has set the participation hours of employees and executives for training and development sessions at 25 hours per person and ESG DNA at 300 persons/year.

4. Occupational Health and Safety and Working Environment

The Company has always prioritized occupational health and safety. Therefore, the Company has encouraged employees and executives to adhere to the Company's policies on occupational health and safety. The goal is to have zero occupational accidents resulting in fatalities.

5. Employee Retention

The Company has underscored the retention of skillful employees, thus setting a target for employee engagement with the organization in the year 2024 of not less than 60%. The plan for the year 2024 is given hereunder:

1. Analyzing the results of annual individual assessment and preparing an individual development plan for employees according to their career paths and to help them attain higher job positions.
2. Adopting technology for human resource management to reduce workloads and paperwork, and organize appropriate work systems and methods suitable for enhancing efficiency and effectiveness in work.
3. Determining remuneration concerning job positions, duties and responsibilities under the rates established in the labor market.
4. Organizing activities to extend cordial relationships between executives and employees, such as New Year's Eve parties and Company establishment anniversary parties.
5. Praise, commend, and reward employees who demonstrate outstanding performance or innovative work, aiming to boost motivation and encouragement in their work.
6. Improve/develop buildings, facilities, and working environments to ensure safety and healthiness, and create a pleasant atmosphere for work.
7. Being open to opinions and complaints from employees at all levels.

2) Production and Service Delivery with Responsibility for Clients

The Company is committed to delivering products and services with responsibility for clients. For active and continuous enhancement of the quality management system, the Company has established a policy on quality management to optimize client satisfaction and produce quality work congruent with professional standards and punctual delivery. The ISO 9001:2015 quality management and control system has been adopted and is driven by the Quality Management Committee (QMC) which determines policy on the Company's quality management system, quality indicators, and annual quality targets. The Committee also monitors the

implementation of the quality management system and establishes guidelines for continuous improvement to enhance operational efficiency. Regarding the projects the Company has been entrusted with, the Company has quality assurance experts to supervise project implementation in line with technical quality policy and established standards. Projects with substantial impacts and high risk related to quality are closely monitored and overseen. The quality of work is strictly inspected before delivery to clients.

(1) Adherence to the Company's Code of Conduct

The Directors, Executives and employees must treat the clients as indicated in the Code of Conduct as follows:

- Treat the clients as indicated in the Code of Conduct of the Company.
- Fairly treat the clients regarding the goods and services, without discrimination.
- Treat the clients and partners with honesty and equality.
- Client confidentiality.
- The client can complain about the quality of the goods and service.
- Disclose the accurate information of the goods and service.
- Fair operation of the agreement and conditions of the clients. If it fails to operate as agreed, the client must be informed to find the solutions.

(2) Standard products and services

The Company operates the business with standard system and control, the professional and careful teamwork with information that can be referred and practiced as indicated in the relevant regulations.

(3) Client confidentiality

The Company's business ethics emphasizes the client confidentiality. The client's information must be confidentially safe and can be accessed by authorized persons. The disclosure of client's personal information and data will be protected as indicated in the Personal Data Protection Act (PDPA). The Company will have appropriate policies for PDPA and follows the privacy policy, according to the standard and privacy policy responsibilities, as indicated by Personal Data Protection law.



The policy on PDPA is available at www.teamgroup.co.th

(4) Client satisfaction development plan and client satisfaction survey

The Company prepares plans for client satisfaction development, which includes a system for monitoring and evaluating customer satisfaction through surveys on the quality of work, timeliness, service quality, and overall satisfaction for every project regularly. The survey will be conducted by an interview, conference call and email.



The client satisfaction survey will rate the 4 topics as mentioned above with the 4 levels of rating as follows:

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

The Company sets criteria for projects that have undergone evaluation and must score at least 3 points in each subcategory of the 4 main aspects. If the assessment reveals that any of the criteria score below 3 points, the overall performance in that project will be determined as not passing the criteria. Project managers must then develop a corrective action plan to improve the quality of work promptly for client satisfaction. The Company will incorporate client feedback and suggestions to enhance operational efficiency continually.



In 2023, the Company assessed client satisfaction in 147 projects. The assessment results showed 135 projects that passed the criteria, accounting for 92 of the projects assessed. The average points for each category were as follows:

Category	Average score achieved (from the total of 4)
1. Quality	3.6
2. Time	3.6
3. Service	3.8
4. Overall Performance	3.6

(5) Client relationship management

The Company maintains the relationship with clients, with the Customer centered basis, one of the Corporate SQT values. The Company emphasizes the ultimate service, recognizes the client's preference and predicts the client's demand. In order to carry out the customer satisfaction, the Company provides the goods and service information to meet the client's requirements and the system for complaints on the Company's website.

(6) Client complaint management

The client can complain in the complaint receiving system, the Company's website or the channels that have been indicated in "8.1.4 Monitoring to Ensure Compliance with Corporate Governance Policy and Guidelines on Good Corporate Governance, 4) Whistleblowing and complaint-making". The Company's procedure of client satisfaction management is explained as follows:

Procedure of client complaint management



3) Participation in Social and Community Development Workplan

The Company is aware of its role of serving as a good social citizen and contributes to communities adjacent to TEAM GROUP's building and those in areas where projects are being implemented. The Company, together with communities in the vicinity of the Khun Dan Prakan Chon Dam Project, Nakhon Nayok, thus jointly conducted a participatory rapid appraisal (PRA) for response to their needs. Consequently, the Company formulated an educational support plan for 4 schools in need, namely Wat Tha Dan School, Wat Wang Yai Chim School, Wat Hup Moei School, and Wat Tha Chai School in Nakhon Nayok. Also, the Company presented scholarships to schools near TEAM GROUP's building, i.e. Wat Nuan Chan School, Wat Nuan Chan Pre-school Children Care Center, Wat Bun Si Munikon Pre-school Children Development Center, and Ban Dek Ramindra School (Home for the Multiple Handicapped Blind Children).

Mangrove Forest Restoration

The Company, the TEAM GROUP Foundation, and the local community in Mangrove Forest Conservation Center, Klong Khon, Samut Songkhram province, joined the 500 mangrove trees planting activity. The activity was conducted to conserve natural resources and the environment, sustain ecosystem balance, and protect the breeding grounds and habitats of aquatic life. Moreover, the sustainability of the community's land was enhanced.



Pantry of Sharing Project

In another endeavor, the Company realized the effect of the COVID-19 pandemic on communities surrounding the TEAM GROUP's building and in the area of the Lop Buri-Pak Nam Pho Double-track Railway Project. Therefore, the Pantry of Sharing was provided to alleviate the burdens of residents and stakeholders. The project has continued into its fourth year.



Performance

Projects for Educational Support

The Company, in collaboration with the TEAM GROUP Foundation, supports educational funding for schools and students in the provinces of Nakhon Sawan, Nakhon Nayok, and Bangkok, where the Company provides consultancy services. In the fiscal year 2023, the Company provided educational funding to a total of 17 schools, marking the 32nd occasion of such support. The Company has been consistently engaged in these activities for 16 years since 2007. In 2023, the Company also offered educational funding to schools in Chiang Mai and Ratchaburi provinces, fostering opportunities for youth in education.

Furthermore, "The educational excursion aimed at engineering learning project" have been organized for Nakhon Sawan School since 2009, introducing and supporting high school students with an interest in engineering. This initiative aims to provide students with knowledge and understanding of the nature of learning and working in the engineering profession, facilitated by experienced professionals directly involved in the field. The diverse range of engineering disciplines the company specializes in has been shared with the students, accompanied by visits to projects such as the Metropolitan Rapid Transit Red Line, the expansion project of the Bang Khen Water Treatment Plant, and the Pink Line electric train project.

The activities have garnered interest and led to an increased number of students deciding to pursue studies in the Faculty of Engineering. In the university entrance exams of 2023, students entering the Faculty of Engineering had the highest number of successful candidates compared to other faculties. Students submitted certificates from the company's site visits as part of their portfolios when applying for university admission. Additionally, a student from Nakhon Sawan School has been recruited to work as an engineer at the Company.



The educational excursion aimed at engineering learning project

- Presentation of scholarships to Nakhon Sawan School, Wichawadi School, Wat Khao Mano School, Wat Ban Makluea School, Wat Thapra Charoen Prot School, Wat Thapra Charoen Prot Wittaya School, Wat Thapra Charoen Prot Child Development Center, and Wat Si Sawan Sangkharam School in Nakhon Sawan Province.
- Presentation of scholarships to Wat Tha Dan School, Wat Tha Chai School, Wat Wang Yai Chim School, and Wat Hup Moei School in Nakhon Nayok Province.
- Presentation of scholarships to San Mahapon Wittaya School, in Chiangmai Province.
- Presentation of scholarships to Ban Nong Mokhao School, and Ban Kluay School in Ratchaburi Province.
- Presentation of scholarships to Wat Nuan Chan School in Bangkok.
- Presentation of scholarships to Wat Nuan Chan Pre-school Children Care Center in Bangkok.

- Presentation of funds and necessities to Ban Dek Ramindra School (Home for the Multiple Handicapped Blind Children).
- Donation of clothes and other items to Lhue-Khor project by Bann Nokkamin Foundation.
- Donation of clothes and other items to Baan Nokkamin Foundation in accordance with the Leave All You Left Moral Project. The foundation is responsible for screening donated items and providing them to children under its program and other poor children across the country, as well as selling donated items and awarding earnings as scholarships to children.
- Donation of money to Wat Tham Krabok.
- Donation of money to Wat Phra Bat Nam Phu.
- Donation of money to Thai With Disability Foundation.
- Donation of money to "Siriraj for the Elderly" Fund, Siriraj Hospital.



Wat Nuan Chan Pre-school Children Care Center in Bangkok



Ban Dek Ramindra School (Home for the Multiple Handicapped Blind Children)



Wat Si Sawan Sangkharam School



Ban Nong Mokhao School



Wat Hup Moei School



"Siriraj for the Elderly" Fund, Siriraj Hospital

Blood Donation

For 32 consecutive years, the Company has encouraged personnel to donate blood as a merit-making activity.



Moreover, the Company has established a policy on its responsibility to society and the environment to act as a guideline for committees, executives, and employees to participate in business operations in accordance with the sustainable development approach. In this regard, the Company has focused on conducting business using the ESG (Environmental, Social and Governance) concept, and its three pillars of responsibility, i.e. the environment, society, and good corporate governance. The concept accords with the Company's business targets vis-à-vis the circular economy and the objective of being "A regional solution provider and innovative business developer".

Knowledge Sharing

As an expert on water resource management, the Company has organized online public seminars to provide academic information, encourage knowledge sharing and mutually seek solutions from experts and the public alike. In addition, the Company's experts have been invited to give lectures by different organizations to provide the public with knowledge and useful information. Examples are online seminar for investor on "El Niño Effect on Thailand Weather 2024", organized by RHB Securities (Thailand) PCL, the interview on "the cause of climate change which affects Thailand weather" on TNN16 TV channel, and the interviews in other TV channels and radio station: MCOT9, Nation22 and FM96.5, the Standard social media channel.



Book publication

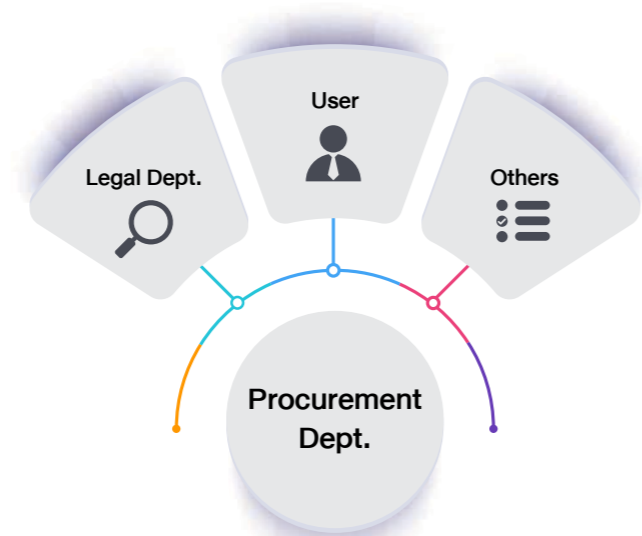
The Company has shared knowledge and experience through different public media and established the Knowledge Management Unit to systematically manage bodies of knowledge by compiling information on different projects and also publishing books on topics of public interest which have become reliable reference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



4) The qualification assessment for partner selection

The Company indicates the criteria for qualification assessment of partner selection for the fair provision of goods or services. The evaluator is the user, the user's leader, procurement department and the legal department. The criteria is as follows:

- 1) Evaluate the partners before and after the service, concerning their expertise, qualification, and experiences.
- 2) Evaluate the service fee and terms of payment.
- 3) Evaluate the acceptance of standard contract.



The Company has ethical guidelines in selecting business partners and procurement processes that are standardized and transparent, ensuring fairness in conducting business and negotiating contracts with partners, aiming for mutual benefit. The Company refrains from seeking, accepting, or offering any benefits that are not ethical from business partners, beyond the benefits stipulated in the trade agreement. Clear communication is provided to customers regarding various deadlines, such as payment terms, which generally depend on the credit term of each business partner, typically ranging from 30-90 days. The Company adheres strictly to the conditions or contracts with business partners and promptly informs them in advance if unable to comply with the terms, in order to jointly consider corrective measures.

Risk assessment and supplier categorization

The Company has established procedures for procurement operations, focusing on risk assessment and categorization of suppliers. Criteria are set for evaluating the importance of suppliers (Critical Supplier) and ESG risks (ESG Risk) to group suppliers based on risk levels. This includes assessing products and services provided by suppliers, analyzing procurement costs for each product and service group, and setting criteria for supplier categorization to effectively manage suppliers. Suppliers are categorized as follows:

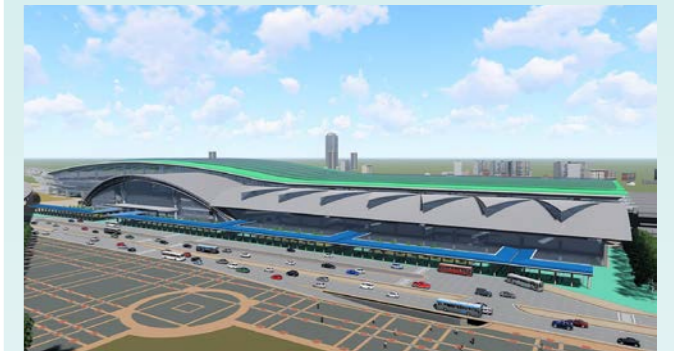
- Tier 1 Suppliers: Refers to suppliers who directly sell or provide services to projects.
- Non-Tier 1 Suppliers: Refers to general suppliers or service providers for the organization.
- Critical Tier 1 Suppliers: Refers to significant suppliers who directly sell or provide services to projects with procurement values as determined by the Company.
- Critical Non-Tier 1 Suppliers: Refers to significant suppliers who provide general sales or services to the organization with procurement values as determined by the Company.

Code of Conduct for Business Partners

The Company has established a Code of Conduct for Business Partners by defining guidelines for mutual practices between the Company and business partners. This includes conducting business with integrity and honesty, treating all parties fairly, providing accurate and complete information, maintaining confidentiality, and respecting the intellectual property of others, and conduct business by considering the impact on ethical resources and the environment, such as using Eco-friendly products (Green Products), which are disclosed on the Company's website under the section "Corporate Governance" to inform and collaborate with business partners in operations.

5) Innovation development for sustainability

The Company realizes the significance of the innovation and technology development. The Company indicates this as the business strategy and promotes the employees to present their ideas of business and social innovation development involving the business implementation. This business strategy will develop the technology and management system for the Corporate's implementation enhancement. The Company's technology and innovation are as follows:



• Architectural, engineering and construction with the Building Information Modeling (BIM)



• Aerial photography, cartography and mapping with drone-based survey



• Asset information management with Digital Twin



- Install Smart Chiller to help conserve energy.

3.4 Sustainable management in the Corporate Governance dimension

Corporate Governance Policy and Practices

1) The Company strives for the future of becoming the leader in the integrated business, as indicated in the Corporate SQT. The innovation development will make a sustainable growth. The promotion of technology and innovation development in the partner cooperation will make an added value and serve the client satisfaction.

2) The Company emphasizes the transparency of the business and implementation, continuous development, client confidentiality and Corporate Governance.

Corporate Governance Management

1) Emphasis on the honest, transparent and fair business implementation. The policies, regulations and responsibilities of stakeholders as indicated in the policy of Corporate Governance.

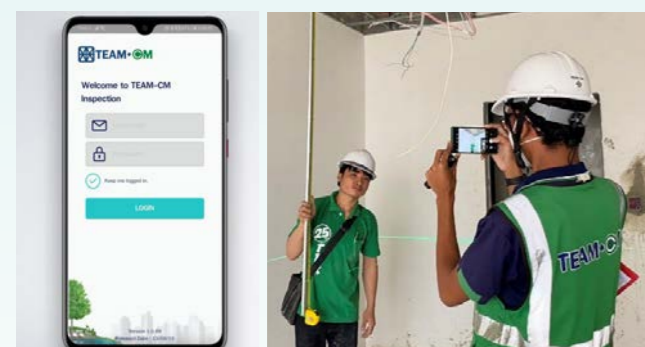
2) State-of-the-art innovation and technology to enhance the efficiency of implementation. The cooperation network with the leading company in technology and innovation for the quality service.

3) Control the service quality to meet the professional engineering standard and ISO 9001-2015.

The details of Sustainable management in the Corporate Governance dimension are displayed in the category 2, topic 6 of this report.



- Management of electronic documents with ConzOl system: a system that helps control, manage, coordinate, and collaborate across all departments, reducing steps, time, and costs to make document management easy and efficient.



- TEAM-CM inspection application is the smart application that the Company has developed from the employees' idea for inspection acceptance of building and condominium construction. It is paperless and can be applied to the whole procedure to increase the inspection efficiency and make a difference in providing service.

4 Management Discussion and Analysis

1. Overview and Important Changes

In 2023, the Company and its subsidiaries have focused on greater expansion of non-consulting business. In the past 2-3 years, the Company and its subsidiaries have invested in renewable energy, water supply and wastewater treatment projects. This year, the Company and its subsidiaries started another 2 lines of business, i.e. (1) Engineering, Procurement, and Construction Contract (EPC) in joint cooperation with business partners: 2 project contracts were awarded this year with a total value of over 1,000 million baht, with the Company and its subsidiaries mainly undertaking the engineering works; and (2) Carbon Footprint: the Company and its subsidiaries commenced consulting services for carbon footprint calculation for organization and products, and services for validation and verification of greenhouse gas (GHG) emission reduction projects for certification and registration of carbon credits - one of GHG emission reduction mechanisms that organizations and agencies can use for carbon offsetting. Furthermore, the Company and its subsidiaries have expanded their scope of service to be a validation and verification body for greenhouse gas (GHG) emissions and reductions, and certification of carbon credits generated from the implementation of greenhouse gas emission reduction projects. The Company was under the registration process with Thai Industrial Standards Institute (TISI) and Thailand Greenhouse Gas Management Organization (Public Organization) (TGO) within the scope of Carbon Footprint Organization (CFO) and Thailand Voluntary Emission Reduction Program (T-VER) for various sectors, such as GHG emission reduction projects in power sector, construction sector, transportation sector, waste management sector, forest sector, agriculture sector, carbon capture, etc.

As regards investment, the Company and its subsidiaries have expanded their investment in businesses related to technology, platform system and applications as follows:

- On 9 February 2023, the Company acquired 10 million shares of BlueVenture Group Public Company Limited ("BVG") at a price of 3.85 baht per share.
- On 12 January 2024, the Company acquired 12 million shares of Netbay Public Company Limited ("NETBAY") at a price of 17 baht per share

Analysis of Operating Results

Income Statement (Consolidated Financial Statements)	Jan-Dec 2022		Jan-Dec 2023		% Increase (Decrease) from previous year
	Million Baht	%	Million Baht	%	
Sales and Service income	1,623.67	99.03%	1,673.67	99.30%	3.08%
Other income	15.82	0.97%	11.65	0.70%	(26.35%)
Total revenue	1,639.49	100.0%	1,685.32	100.00%	2.79%
Cost of Sales and Service	(1,201.95)	(73.31%)	(1,180.66)	(70.54%)	(1.77%)
Administrative expenses	(316.12)	(19.28%)	(351.54)	(20.86%)	11.20%
Total expenses	(1,518.07)	(92.59%)	(1,532.20)	(90.91%)	(0.93%)
Operating Profit	121.42	7.41%	153.12	9.09%	26.11%
Share of profit from investments in associates	(0.11)	0.01%	(0.53)	(0.03%)	389.91%
Finance income	14.65	0.89%	25.08	1.49%	71.16%
Finance cost	(7.88)	(0.48%)	(9.95)	(0.59%)	26.31%
Income tax	(25.02)	(1.53%)	(38.44)	(2.28%)	53.64%
Profit for the year	103.06	6.29%	129.27	7.67%	25.43%

The 2023 revenue of the Company and its subsidiaries totaled 1,685.32 million baht, comprising 1,673.67 million baht from sales and service revenue, representing 99.30% of the total revenue, and 11.65 million baht from other revenue or 0.70% of the total.

Sales and Service Revenue

The 2023 sales and service revenue of the Company and its subsidiaries amounted to 1,673.67 million baht, increasing by 50.00 million baht from the year 2022 or a up by 3.08%. The revenue under this category is divided into 3 main portions as follows:

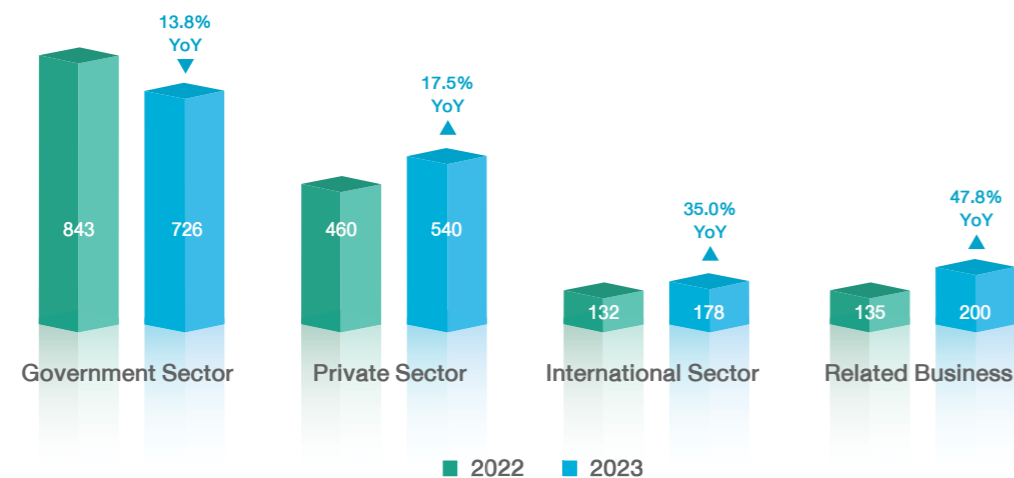
1. Revenue from consulting business was 1,444.81 million baht, comprising:

1.1 Revenue from the government sector amounted to 726.29 million baht, representing 44.17% of the total service revenue, declining from the 2022 revenue by 116.44 million baht or a 13.82% decrease because new contract awards in the year were below the target. The main reason was the delay in the approval of the fiscal 2024 budget as a result of a delay in the formation of a new government in addition to the delayed implementation of a large public-private partnership project among the Eastern Economic Corridor (EEC) projects since 2022. This has rather significantly affected the revenue recognition in this sector.

1.2 Revenue from the private sector was 540.22 million baht or 32.85% of the total service revenue, an increase by 80.32 million baht over the year 2022 or a growth of 17.46%. In 2023, the Company and its subsidiaries recognized revenue from more projects in this sector. Moreover, several projects have progressed more quickly, compared to the previous year. The projects with higher revenue recognition in the year included construction management and supervision projects, both condominium buildings and other building types; design build projects of mass transit projects; and environmental report preparation projects.

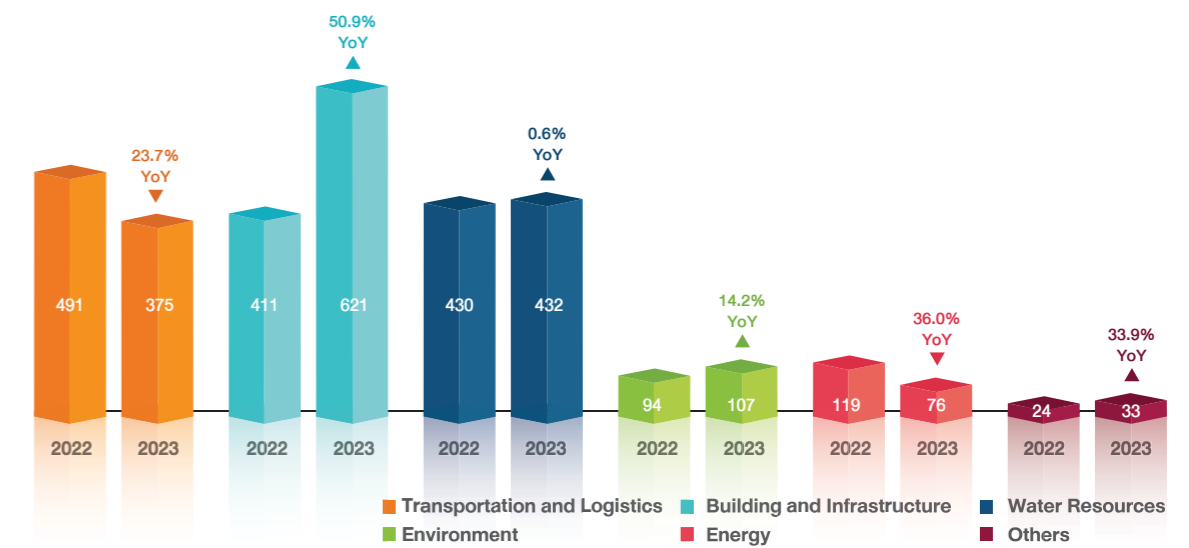
1.3 Revenue from the international sector was 178.30 million Baht or 10.84% of the total service revenue, increasing by 46.25 million baht or 35.03% from that of 2022. This was because of the significant progress made this year of large-scale design of hydropower project in Lao PDR, and a construction management project for worker accommodation within the same project.

2. Revenue from related services - related business was 199.64 million baht, representing 12.14% of the total service revenue, growing by 64.54 million baht in comparison to the year 2022 or an increase by 47.77%. This is due to the revenue recognition by the Company and its subsidiaries for Engineering Procurement and Construction Contract (EPC) projects awarded in 2023 in addition to instrumentation installation works in various projects.

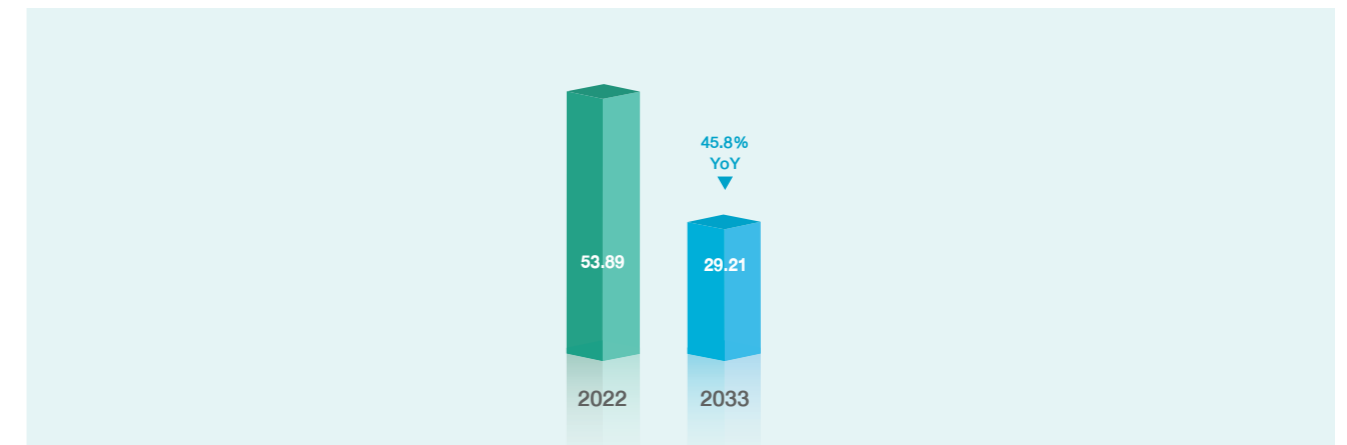


When considering the service revenue by specialization of the above 2 main segments, namely consulting business and related services which were divided into 5 categories, it was found that the 2023 service revenue proportion by value is as follows: (1) 620.82 million baht or 37.09% from building and infrastructure; (2) 375.11 million baht or 22.41% from transportation and logistics segment; (3) 432.45 million baht or 25.84% from water resources; (4) 107.34 million baht or 6.41% from environmental segment; (5) 76.10 million baht or 4.55% from energy; and (6) 32.64 million baht or 3.70% from other services.

Revenue by Specialization



3. Revenue from investment - related business amounted to 29.21 million baht or 1.75% of the total sales and service revenue, decreasing by 24.68 million baht, compared to the year 2022, or a decline by 45.80%. This resulted from the lower value of project investment in 2023 compared to the previous year. The revenue from investment came from long-term projects as follows 1) Wastewater projects 2) Renewable energy projects 3) Water supply projects



Other Revenue

In 2023, the Company and its subsidiaries had other revenue, such as revenue from software sales, report preparation, gain on equity investments measured at fair value, and others, amounting to 11.67 million baht or 0.70% of the total revenue of the Company and its subsidiaries.

Cost of Services, Gross Profit and Gross Profit Margin

Cost of Consulting Services and Related Services

The total cost of services of the Company and its subsidiaries was 1,154.63 million baht, similar to that of the previous year which was 1,155.41 million baht or a decline of 0.07%. The cost to income ratio for the 2023 service revenue was 70.21%, which was comparable to the year 2022.

The cost of services structure of the Company and its subsidiaries in 2023 comprised (1) employee-related expenses, mostly professional personnel, amounting to 830.47 million baht or 71.93% of the service cost; (2) subcontract expenses, e.g. site surveys and other surveys, including payment to data analysis experts, amounting to 209.61 million baht or 18.15% of the service cost; and (3) other direct expenses, e.g. field work expenses, report preparation, equipment expenses,

etc., in the amount of 114.55 million baht or 9.92% of the service cost. The Company and its subsidiaries achieved better management of other project-related direct expenses, such as equipment and tool cost, travel expenditure, etc., in the year 2023. However, subcontracting requirement was concurrently on the increase.

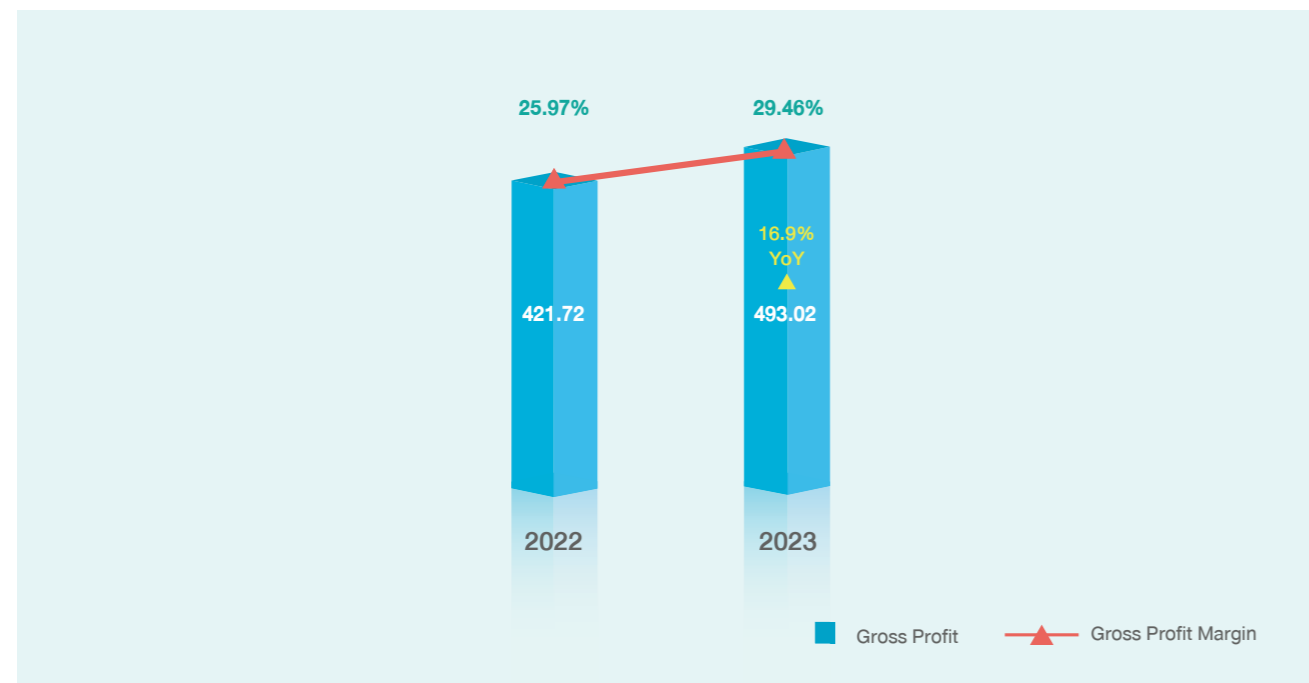
Cost of Services Structure	2022		2023		Increase (Decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Cost of Services	1,155.41	100.00	1,154.63	100.00	(0.78)	(0.06)
Employee-related expenses	842.80	72.94	830.47	71.93	(12.33)	(1.46)
Subcontract expenses	144.25	12.49	209.61	18.15	65.36	45.31
Other direct expenses	168.36	14.57	114.55	9.92	(53.81)	(31.96)

Sales and Operating Costs

The sales and operating costs of the Company and its subsidiaries were totally 26.03 million baht. The ratio of sales and operating costs to sales and operating revenue was 89.08%. The main cost items were subcontract expenses for the construction of solar energy projects, and some operating costs of water supply sale project.

Gross Profit and Gross Profit Margin

The Company and its subsidiaries' gross profit in 2023 amounted 493.02 million baht, increasing by 71.30 million baht or 16.91% from 421.72 million baht in 2022. Nonetheless, the gross profit margin increased from 25.97% in 2022 to 29.46% of the total sales and service revenue in 2023.



Administrative Expenses and Operating Profit

Administrative Expenses

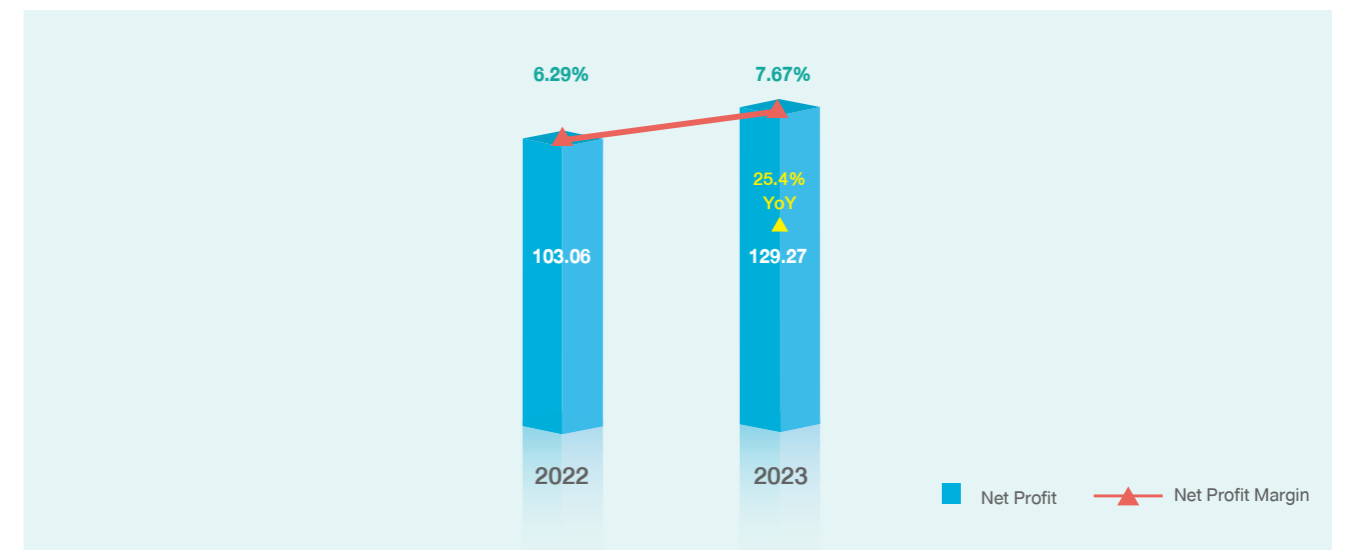
The 2023 administrative expenses of the Company and its subsidiaries totaled 351.54 million baht. The ratio of administrative expenses to total revenue was 20.86%, compared to the 2022 ratio of 19.28%. The higher expenses resulted from 2 major causes: (1) an increase in expenses related to the employee welfare and bonus, and (2) increased expenses of allowance for doubtful accounts of the Group of Companies. Other administrative expenses were controlled to be comparable to the previous year. The structure of administrative expenses is presented herein.

Structure of Administrative Expenses	2022		2023		Increase (Decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Total Administrative Expenses	316.12	100.00	351.54	100.00	35.42	11.20
Employee-related expenses	197.74	62.55	206.20	58.66	8.46	4.28
Depreciation and amortization	28.04	8.87	28.47	8.09	0.43	1.53
Office expenses	20.19	6.39	20.71	5.89	0.52	2.57
Lease and service costs	31.73	10.04	34.05	9.69	2.32	7.31
Other administrative expenses*	38.42	12.15	62.11	17.67	23.69	61.66

Remarks: * Other administrative expenses, such as fees, entertainment expenses, professional indemnity insurance, etc.

Net Profit and Net Profit Margin

The Company and its subsidiaries had a net profit of 129.27 million baht in 2023, increasing by 26.21 million baht or 25.43% from 103.06 million baht in the previous year. The net profit margin in 2023 was 7.67%, increasing by 1.38% from that of 2022.



3. Analysis of Financial Position

Statement of Financial Position	2022		2023		Increase (Decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Assets	2,330.59	100.00	2,432.34	100.00	101.75	4.37
Cash and cash equivalents	461.91	19.82	295.04	12.13	(166.87)	(36.13)
Trade and other receivables	450.54	19.33	596.66	24.53	146.12	32.43
Unbilled receivables	778.23	33.39	829.44	34.10	51.21	6.58
Other current assets	93.04	3.99	93.07	3.83	0.03	0.03
Total current assets	1,783.72	76.54	1,814.21	74.59	30.49	1.71
Property, plant and equipment	149.03	6.39	183.30	7.54	34.27	23.00
Retention receivables	93.89	4.03	100.78	4.14	6.89	7.34
Other non-current assets	303.95	13.04	334.05	13.73	30.10	9.90
Total non-current assets	546.87	23.46	618.13	25.41	71.26	13.03

Statement of Financial Position	2022		2023		Increase (Decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Liabilities and shareholders' equity	2,330.59	100.00	2,432.34	100.00	101.75	4.37
Short-term loans	168.79	7.24	105.00	4.32	(63.79)	(37.79)
Trade and other payables	163.41	7.01	184.19	7.57	20.78	12.72
Service revenue received in advance and advances received from clients	553.87	23.77	575.59	23.66	21.72	3.92
Other current liabilities	87.06	3.74	87.71	3.61	0.65	0.75
Total current liabilities	973.13	33.06	952.49	39.16	(20.64)	(2.12)
Provision for long-term employee benefits	270.82	11.62	239.84	9.86	(30.98)	(11.44)
Other non-current liabilities	57.12	2.45	54.72	2.25	(2.40)	(4.20)
Total non-current liabilities	327.94	14.07	294.56	12.11	(33.38)	(10.18)
Total liabilities	1,301.07	55.83	1,247.05	51.27	(54.02)	(4.15)
Total shareholders' equity	1,029.52	44.17	1,185.29	48.73	155.77	15.13

Assets

As at 31 December 2023, the Company and its subsidiaries had the total assets of 2,432.34 million baht, increasing by 101.75 million baht over the 2022 total assets or a growth rate of 4.37%. The total assets were divided into current assets of 1,814.21 million baht and non-current assets of 618.13 million baht. Details of the significant changes are explained herein.

Cash and Cash Equivalents: At the end of 2023, cash and cash equivalents amounted to 295.04 million baht, declining by 166.87 million baht compared to those at the end of 2022 or a decrease of 36.13% due to equity investments as well as additional investment in joint venture companies by the Company and its subsidiaries. Furthermore, building decoration, addition and renovation were undertaken including office equipment. Besides, the Company and its subsidiaries made loan repayments to commercial banks in the second half of 2023 so as to reduce the burden of increased interest expenses. Moreover, the Company and its subsidiaries received less payment for outstanding debts from large projects in the year.

Trade and Other Receivables: At the end of 2023, trade and other receivables were 596.66 million baht, up by 32.43 % over the amount of 450.54 million baht at the end of 2022. This mainly resulted from the payment arrears of large public-private partnership projects of the Eastern Economic Corridor or EEC projects that the Company and its subsidiaries had been awarded the contracts in the past 2-3 years. However, nearly half of the outstanding receivables were mainly less than 3 months old.

Unbilled Receivables: The Company and its subsidiaries had 829.44 million baht of unbilled receivables as at 31 December 2023, increasing by 51.21 million baht, compared to 778.23 million baht at the end of 2022 or a 6.58% increase. This was mainly due to the EPC projects in the related service sector for which the Company and its subsidiaries have commenced their services but the scheduled installments were not yet due.

Liabilities

As at 31 December 2023, the Company and its subsidiaries had the total liabilities of 1,247.05 million baht, compared to 1,301.07 million baht as at 31 December 2022, with a decreasing rate of 4.15% or 54.02 million baht. The liabilities were classified into current liabilities of 952.49 million baht and non-current liabilities of 294.56 million baht.

Details of the significant changes are as follows:

Bank Overdrafts and Short-Term Loans from Banks: These liabilities declined by 63.79 million baht to 105.00 million baht at the end of December 2023, a decrease of 37.79% due to loan repayments to commercial banks.

Trade and Other Payables increased by 20.78 million baht. The outstanding payables as of 31 December 2022 amounted to 184.19 million baht or a 12.72% increase.

Service Revenue Received in Advance and Advances Received from Clients were 575.59 million baht in total at the end of December 2023, up by 21.72 million baht or a 3.92% growth. The increase was mainly contributed by the service income received in advance while advances received from employers decreased.

Provision for Long-term Employee Benefits was lower by 30.98 million baht, reducing the total provision for long-term employee benefits at the end of 2023 to 239.84 million baht from 270.82 million baht at the end of 2022 or a decline of 11.44% due to the impact from the increased interest rate.

Shareholders' Equity

As at 31 December 2023, the shareholders' equity of the Company and its subsidiaries increased to 1,185.29 million baht in comparison to 1,029.52 million baht as at 31 December 2022, rising by 155.77 million baht or a growth rate of 15.13%, as a result of increased net profit from the annual operating results and the registration of paid-up capital increase.

Cash Flow, Liquidity and Significant Financial Ratio

The Company and its subsidiaries had a positive cash flow from the 2023 operating activities in the amount of 19.09 million baht, decreasing from 136.02 million baht of cash flow from the 2022 operating activities. This resulted from higher outstanding receivables of large projects as mentioned earlier.

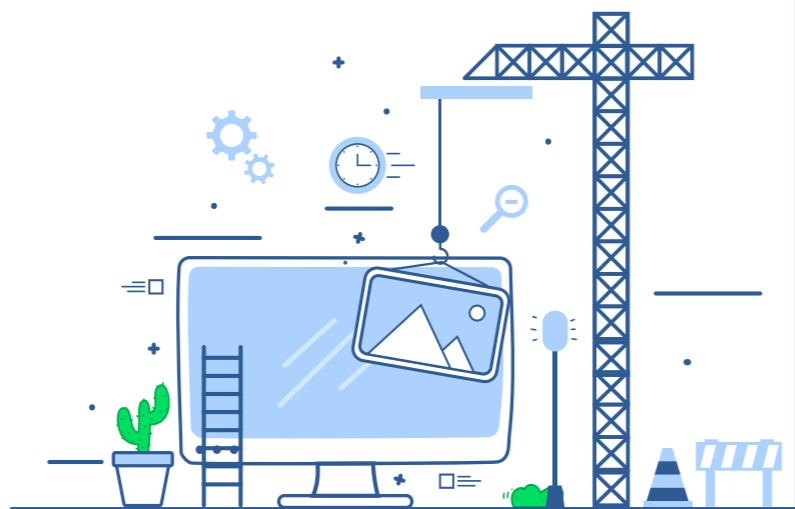
As at 31 December 2023, the Company and its subsidiaries had a current ratio of 1.90 times and a quick ratio of 0.94 times, which is the same ratio as the previous year. The debt to equity ratio (D/E ratio) and the gearing ratio at the end of 2023 declined to 1.05 and 0.15 times respectively, compared to the previous year, as a result of the reduced loan burdens.

Cash flow and Significant Financial Ratios	2022	2023	Increase (Decrease)
Net Cash (Baht)			
Net Cash at the Beginning of the Year	331.26	461.91	130.65
Cash Flow from Operating Activities **	135.99	14.11	(121.88)
Cash Flow from Investing Activities	(25.12)	(87.46)	(62.34)
Cash Flow from Financing Activities	19.79	(93.52)	(113.31)
Net Cash at the End of the Year	461.91	295.04	(166.87)
Liquidity (Times)			
Current Ratio	1.83	1.90	0.07
Quick Ratio	0.94	0.94	0.00
Leverage Ratio (Times)			
Debt to Equity Ratio (D/E ratio)	1.26	1.05	0.21
Gearing Ratio	0.24	0.15	0.09
Interest Coverage Ratio (EBIT / Interest paid)	17.26	17.85	0.59

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

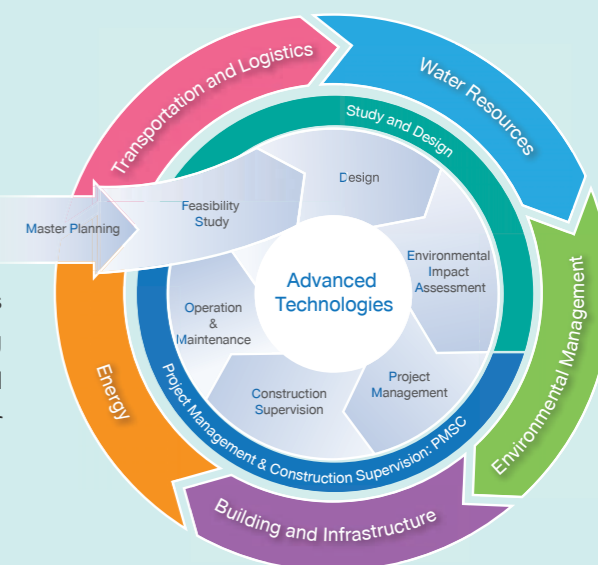
5 General Information and Other Significant Information

5.1 General Information



5 Fields of TEAM GROUP'S Excellent Services

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



Company name	TEAM Consulting Engineering and Management PCL.
Stock symbol	TEAMG
Company registration number	0107561000030
Type of business	The integrated engineering, environment, management consultancy services
Industry	Property & Construction
Sector	Construction Services
Authorized Capital	Baht 477,000,000.00 (954,000,000 listed Common Stock shares at Baht 0.50 per share)
Issued and Paid-up Capital	Baht 408,950,809.00 (817,901,618 listed Common Stock shares at Baht 0.50 per share)
Address	151 Nuan Chan Road, Nuan Chan, Bueng Kum Bangkok 10230
Telephone	+66 2 509 9000
Fax	+66 2 509 9090
Website	www.teamgroup.co.th
Investor Relations's Contact	ir@team.co.th/ +66 2 509 9000 ext. 3311-2 ext. 106 and 101
Corporate Secretary 's Contact	cs@team.co.th

Reference

Securities registration	Thailand Securities Depository Co., Ltd. 93 Ratchadaphisek Road, Din Daeng, Din Daeng, Bangkok 10400 Telephone: +66 2 009 9999, Fax: +66 2 009 9991
Company auditor	1. Miss Watoo Kayankannave Certified Accountant: license number 5423 2. Mrs. Chonlaros Suntiasvaraporn Certified Accountant: license number 4523 3. Miss Sirirat Sricharoensup Certified Accountant: license number 4519 4. Miss Supanee Triyanantakul Certified Accountant: license number 4498 Auditors from EY Office Limited 193/136-137 Rajadapisek Road, 33th Floor Lake Rajada Office Complex, Klong Tan Nuea, Klong Toei, Bangkok 10110 Telephone: +66 2 264 0777, Fax: +66 2 264 0789



Transportation and Logistics

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



Water Engineering

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



Environmental Management

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



Building and Infrastructure

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




































































Energy












































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

Strong Amalgamation to Provide Total Solutions
























































Over 45 Years, TEAM GROUP began to win clients' trust by delivering outstanding results through professionalism. Its original mandate was and remains to respond to all clients' needs to ensure maximum satisfaction based on Service, Quality, Teamwork (SQT) principles. Today, more than 100 leading companies and organizations in government and private sectors, in Thailand and beyond, have put their faith in TEAM GROUP's expertise.

International Organizations & Private Enterprises

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

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

Government & State Enterprises

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

5.2 Other Significant Information

-None-

5.3 Legal Dispute

As of 31 December 2023, the Company and its subsidiaries have no legal disputes which have negative impact against the assets value of the Company or its subsidiaries that are higher than 5% of the shareholders' equity. However, there are 2 court cases, namely civil and labour cases that are under consideration of the Court of Appeal and Labour Court, respectively. The summaries of which are as follow:

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

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

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

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

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

2. On 2 June 2021, the former employee filed a lawsuit against TEAM Consulting Engineering and Management Public Company Limited with the Central Labor Court in a labor case, claiming the severance pay for unfair termination. The total amount claimed from TEAM Consulting Engineering and Management Public Company Limited is 621,538.20 baht with interest 15% per annum of the principal amount of 607,613.85 baht, starting from the date of filing.

On 2 February 2023, the court dismissed the case. The plaintiff appealed the new judgment and on 16 October 2023, the court dismissed the plaintiff's appeal. The case is final.

3. On 7 March 2023, the former employee filed a lawsuit against TEAM Consulting Engineering and Management Public Company Limited to the Central Labour Court in a labour case. The charges for the compensation for unfair dismissal 3,068,000 baht in principal amount with interest 5% per annum from the date of filing. On 7 March 2024, the court ruled that termination of employment by the employer was not unfair dismissal. The employer is not obligated to pay damages for unfair dismissal according to the plaintiff's claim. The court dismissed the plaintiff's lawsuit.

5.4 The Secondary Market

-None-

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

-None-



PART 2

Corporate Governance



6. Corporate Governance Policy

6.1 Overview of Corporate Governance Policy and Guidelines of Corporate Governance

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

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

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

- Section 1: Rights of Shareholders
- Section 2: Equal Treatment of Shareholders
- Section 3: Role of Stakeholders
- Section 4: Information Disclosure and Transparency
- Section 5: Responsibilities of the Board of Directors
- Section 6: Business Ethics
- Section 7: Important Policies and Compliance Monitoring
- Section 8: Anti-corruption Policy



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

6.1.1 Policies and Guidelines for the Board of Directors

1) Nomination of Directors and Executives

The appointed persons to serve as the Company's directors and executives must be qualified persons as specified by the law. The knowledge and experiences will be considered. The differences in gender, race, ethnicity, nationality, or birthplace will not be the restrictions of qualification. The following are the composition and nomination criteria:

(1) Nomination of Directors

• Criteria for Company Directors Nomination

The Nomination and Compensation Committee will consider those who have the qualifications that are beneficial and suitable for the Company's business operations and take into account the following criteria when appointing the Company's directors and subcommittees.

Director Qualifications

The Nomination and Compensation Committee shall carefully and transparently consider candidates who have the qualifications that are beneficial and suitable for the Company's business operations when selecting company directors.

1) A record of having met the requirements of all applicable laws and regulations, including the Public Limited Companies Act B.E. 2535, the Securities and Exchange Act B.E. 2535, the Company's Articles of Association, and the Company's policy on corporate governance and business ethics.

2) Considered according to the criteria for recruiting company directors of the Stock Exchange of Thailand and Corporate Governance Code for Listed Companies B.E. 2560 of the Securities and Exchange Commission.

3) Give preference to individuals who, in addition to those who are essential to the nature of the Company's business in the first place, possess the skills, experience, professions, and specific qualifications that the Board of Directors still appears to lack, without regard to gender, race, or any other distinction. This is performed to ensure that the Board of Directors is fully structured and acting in the Company's best interests.

4) Consider the knowledge, experience, and particular skills which are beneficial for the Company and have experience in the main business or service that the Company provides, such as service business, commerce, industry, construction, engineering, architecture, science, the environment, law, accounting, finance, public relations, or public administration.

5) Take into account the Board of Directors' time commitment. Based on their performance during their term, the previous director may be considered for reappointment for another term. In order to ensure that performance is not jeopardized, the number of businesses in which each director will hold positions should be taken into account to suit the nature or business conditions of the Company. This number shouldn't exceed five listed companies.

6) Consider the nominee's independence when deciding whether to appoint him or her as an independent director in accordance with the Securities and Exchange Commission's criteria and the Company's definition of an independent director, which requires that the nominee meet the independence requirements outlined in the Company's Corporate Governance Policy and Business Ethics and disclose on the website of the Company.

7) Consider based on performance in the past year (if any)

Independent Director Qualifications

1) Holding a maximum of one percent of the voting shares of the Company, including those held by related parties of the independent director.

2) Neither being nor used to be an executive director, staff member, consultant, or controlling person of the Company*, unless the aforementioned status has ended for at least two years.

3) Neither being a person who will be nominated as a director, executive, controlling person of the Company, any of its subsidiaries, nor an individual related to them by family or legal registration.

4) Neither having nor used to have a business connection with the Company* that would have conflicted with his ability to exercise independent judgment, not having been or being a significant shareholder or controlling individual of a person with a business relationship with the Company*, unless the relationship in question has been terminated for at least two years.

5) Neither being, used to be the Company's auditor*, a significant shareholder, controller, nor partner of the audit firm serving as the Company's auditor*, unless the aforementioned status has ended for at least two years.

6) Neither being nor used to be a professional service provider who offered legal or financial advisory services and received service fees from the Company* in total more than 2 million baht each year. Neither being a significant shareholder, controller, nor partner of that professional service provider, unless he has been retired from the aforementioned nature for at least two years.

7) Neither being a director who has been designated as a representative of the Company's Directors, major shareholder, nor shareholder related to the major shareholder).

8) Neither being an executive director, significant partner in a partnership, an employee, staff member, consultant who receives a regular salary, nor operating a business that is similar to and in significant competition with the Company's and its subsidiaries. Not holding more than 1% of the voting shares of another company that operates a business that is similar to and in significant competition with the Company's or its subsidiary.

9) No other characteristics that make it impossible to express independent opinions on the operations of the Company.

* including a parent company, a subsidiary, an affiliated company, a significant shareholder, or a person with power over the company

• Nomination Procedures for Directors

The Nomination and Compensation Committee should take the following into consideration and follow it when selecting Company directors and subcommittees.

1) When it comes time to suggest a director to the board of directors for consideration, the nomination committee may take into account an existing director who is currently holding the position, or open the nomination from shareholders, or utilize the outside companies to assist with the recruit, or consider a person from the professional director's directory, or allow each director to recommend an appropriate person, etc.

2) Consider the list of nominees and select individuals who meet the qualification criteria set forth.

3) Verify the qualification of the person nominated according to the laws and requirements of the relevant agencies.

4) Approach the person with the qualifications stipulated in the qualification criteria to ensure that such person is willing to take the position of director or subcommittee of the Company if nominated by a shareholder or director of the Company.

5) Propose the names to the Board of Directors for consideration and include the names in the shareholders' meeting invitation letter for appointment in the shareholders' meeting or the Board of Directors' meeting, as applicable.

• Board of Directors Composition and Appointment

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

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

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

2.2 Each shareholder shall exercise all available votes stated in 2.1 to elect one person or several persons as directors. In case of multiple persons, the number of votes for each director cannot be divided.

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

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

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

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

6) In the case of a vacancy of directorship for reason other than expiration of term of office, the Board of Directors shall elect a person who possesses the qualifications and does not possess the disqualifications as stipulated by

the Public Limited Company Act or the Securities and Exchange Commission Act as the replacement director in the next Board of Directors Meeting, unless the remaining term of office of the director is less than two (2) months. The replacement director will hold only for the remainder of term of office of the director whom he replaces. The resolution of the Board of Directors under the above paragraph must be supported by votes not less than three-fourths (3/4) of the number of the remaining directors.

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

• Director' Terms of Office

Term of being a director of the Company set as follows:

1) The Board of Directors follows the term outlined in the Company's Articles of Association, which state that at each annual general meeting of shareholders, one-third (1/3) of the total number of directors shall withdraw from the position, and if the number of Directors cannot be divided straight into three parts, the number closest to one-third shall be retired from the office.

2) An independent director may serve continuously for no more than 9 years from the date of his or her initial appointment as an independent director. If it is necessary to appoint such independent director to continue in the office, the Board of Directors must reasonably consider such necessity.

The Board shall consist of directors with diverse qualifications, which include skills, experience and expertise that are useful to the Company. The directors have independence in making decisions for the best interests of the Company and shareholders and play vital roles in establishing Company policy, monitoring the operations of the executives and evaluating corporate performance based on the set criteria. The Board constitutes nine directors, comprising executives, non-executives and 5 independent directors. The number of the independent directors, which is 56 percent of the total directors, provides an appropriate balance. The audit committee shall comprise three independent members who each have office terms of three years. Their roles and authorities are clearly specified in the Audit Committee Charter.

• Board of Directors Meeting

The Company arranges the Board of Directors meetings. Every year, the official meeting dates are determined in advance in accordance with Corporate Governance Code, so that the directors can arrange their schedule and designate time to attend the meeting on a regular basis. The Company will send the meeting invitation letter and relevant meeting documents to the Board of Directors at least seven (7) days prior to the meeting to allow sufficient time for the directors to study the information and request for additional information from the Company Secretary. Furthermore, the Board of Directors carefully manages the conflicts of interest of individuals concerned in the case that any director has a stake in the topic under consideration. Such directors are not permitted to participate in decision-making on the subject. Each person is free to speak out and vote at the board of directors meeting. Before requesting a resolution, the Chairman of the Meeting will allow all directors to thoroughly express their opinions. At the conclusion of the meeting, the Company prepares the meeting minutes for submission to the Board of Directors for approval at the next meeting and the Chairman endorses the certified minutes of the meeting. The meeting's certified minutes are stored in a systematic manner for easy reference.

• Meeting of Non-Executive Directors

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

(2) Nomination of Chief Executive Officer

• Nomination and Appointment of Chief Executive Officer

The Chief Executive Officer is nominated by the Executive Committee by selecting from the members of the Executive Committee at that time or the person considered appropriate by the Executive Committee. The nominated person is a person with useful qualifications and appropriate for the Company's business operations in a comprehensive and transparent manner, educational qualifications, knowledge, skills, work experience, and other necessary qualifications suitable for the mission to present to the Nomination and Compensation Committee for consideration, qualifications screen, and further forwarding to the Board of Directors to grant approval and appoint such person as the Chief Executive Officer.

2) Guidelines for Determining Remuneration for Directors and Executives

• Remuneration for Directors

The Company has clearly and transparently set the remuneration for directors. The Nomination and Compensation Committee has been entrusted to consider the criteria and suitability for determining director salary and presenting them to the Board of Directors for approval prior to proposing them to the Annual General Meeting of Shareholders for approval. The Nomination and Compensation Committee will consider the appropriateness of director remuneration based on the scope of duties and responsibilities of each director to ensure that the remuneration is attractive to retain the proficient directors, and that the provided remuneration rate is comparable to that of directors in the same or similar industry.

• Remuneration for Top Executives

The Board of Directors has entrusted the Nomination and Compensation Committee with considering and screening the Chief Executive Officer's remuneration. The Chief Executive Officer Performance Evaluation Committee sets the Chief Executive Officer's targets and performance indicators on an annual basis and evaluates the Chief Executive Officer's performance based on the aforesaid indicators. The outcome of such evaluation will be considered in determining the Chief Executive Officer's remuneration based on clear, transparent, fair, and reasonable standards.

3) The independence of Directors from the Management

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

4) Director and Executive Development

1) The Company's Board of Directors has a policy that encourages all directors, senior management, and the corporate secretary to continuously attend the corporate governance training, and other trainings that will be beneficial to the continuous duties. The trainings organizations include the Thai Stock Exchange, the SEC Office, and the Thai Institute of Directors Association (IOD). The knowledge and experiences from the training will be adapted in the Company's development.

2) The new Directors will attend the orientation and they will be informed of the introductory background of the Company, for example, organizational chart of the company, business operation, types of business, Company's regulations, relevant laws, and the regulations of the Office of the Securities and Exchange Commission, and the Securities Exchange of Thailand. The new Directors will be able to recognize the Company's business, their tasks and responsibilities of becoming the Director or Independent Director.

5) Self-assessment of Directors

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

6) Policy on having directorships and management roles in other companies

• Directors

The Company has a policy that limits the number of companies in which each director can hold a position. Each director can hold positions in no more than five listed companies.

• Chief Executive Officer

The Company has a policy that allows the Chief Executive Officer to serve as a director/executive in other businesses, both listed and non-listed on the Thai Stock Exchange, both domestically and internationally. The Chief Executive Officer must report to the Board of Directors on his position on a regular basis and may hold positions in no more than five listed companies.

6.1.2 Policy and Guidelines for shareholders and stakeholders

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

the treatment to shareholders and stakeholders in this Report under the section "The other practices in accordance with the principle of good governance."

6.2 Code of Conduct

The Board of Directors prepares and encourages the establishment of the Code of Conduct for directors, executives and employees to adhere to and comply with as the mutual duties and responsibilities for the utmost benefits of stakeholders, as well as to build reliability in the business operations which will lead to sustainable business growth. In addition, the Company has established the code of conduct for executives and employees to follow with regard to the treatment with shareholders, clients, business partners, competitors, society, and the environment, as follows:

1. Conduct business with honesty, integrity, and responsibility toward society, and adhere to the laws, morality and good practice toward people, communities, society, and the environment.
2. Treat clients with fairness regarding products and services without discrimination.
3. Conduct business under the standard of business operations with adequate control. Use one's knowledge and ability to the utmost, with prudence, sufficient information and evidence. Strictly comply with relevant requirements.
4. Keep confidentiality of the client's data known or acquired in the course of business operations whereas such data should be normally kept confidential according to the law.
5. Allow clients to make a complaint about the imperfection of products and services.
6. Disclose the information on products and services completely and accurately.
7. Strictly comply with agreement and conditions made with clients. In case of inability to comply with such conditions, clients shall be notified in advance in order to mutually seek a solution.

In 2023, the Board of Directors did not commit any serious violations related to breaches of Code of Conduct, and the Board of Directors reviewed the Code of Conduct during the 9th Board of Directors meeting on 21 December 2023, to ensure it aligns with the business context. The Company has published the Board of Directors in the directors and executives manual, providing it to directors and executives in an easily accessible electronic format, reaching 100% of them. It is also included in the employee manual and distributed to all new employees, as well as

being published on the Company's Intranet and disclosed on the Company's website to allow stakeholders and the general public easy access

6.3 The Major Changes and Developments of policy and practice, Corporate Governance, during the past year.

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

In 2023 the Company reviewed its policy on Corporate Governance and Business Ethics, as well as related policies, to ensure that the policy are appropriate for the Company's context at all times and are in line with the Corporate Governance Codes 2017. Important actions are as follow:

Policies and Practices

- The Board of Directors regularly reviews the vision, and mission, supervise the implementation of Corporate strategies and monitor the implementation of management unit for every quarter. In 2023, The Board of Directors' meeting, 9/2023, held on 21 December 2023, reviewed the vision, mission, and strategies to be in consistent with the current business target, the Key Performance Indicator (KPI) and implementation guideline in order to reach the vision.
- The Board of Directors' meeting, 4/2023, held on 10 May 2023, approved the safety and neutral policy of the greenhouse gas validation and verification for the corporate and the organization.
- The Board of Directors' meeting, 8/2023, held on 8 November 2023, approved the neutrality of the greenhouse gas validation and verification.
- The Board of Directors' meeting, 9/2023, held on 21 December 2023, considered all the Corporate Governance, reviewed the Charter of the Board of Directors and Sub-Committee, and reviewed the regulations of the recruitment and the remuneration to directors, in order to be in accordance with the current Company context.
- The Board of Directors Meeting No. 1/2024 held on 23 February 2024 approved the Code of Practice towards Stakeholders and the Code of Ethics and Business Conduct. The Company secretary was instructed to send the said guidelines to the directors, executives, and employees of the Company via email and publish them on the Intranet and the Company's website to ensure that the Company's

personnel are informed of and strictly adhere to them, and for those who are interested, especially the Company's stakeholders, to be informed.



Please find more details in "Attached 5, the Corporate Governance and Business Ethics Policy (section 6) on the Company" and "Attachment 10, the Code of Practice towards Stakeholders and the Code of Ethics and Business" on the Company Website: www.teamgroup.co.th

Formulation of vision, mission, and strategy of the Company

The Board of Directors' meeting, 9/2023, held on 21 December 2023 has mutually reviewed and considered the vision, mission and strategy of the Company, and has provided practical advices to the management, emphasizing on conducting business with environmental, social responsibility, and good governance in accordance with the principle of sustainable development of the organization.

Due to the determination to promote corporate governance practices, the Company was awarded the excellent level or 5 stars from the assessment under Corporate Governance Report of Thai Listed Companies 2023 organized by the Thai Institute of Directors Association (Thai IOD). The Company is also listed in the rank of Top Quartile of the whole registered companies, the registered company (property and construction category) and the company in the same group of market Cap.



6.3.2 Practice in other areas in accordance with Corporate Governance Code.

The Company has practiced Corporate Governance Code in compliance with the Corporate Governance Report of Thai Listed Companies (CGR) Project. The following are the four topics covered: Shareholder Rights and Equal Treatment of Shareholders, Role of Stakeholders and Sustainable business development, Information Disclosure and Transparency, and Board of Directors Responsibilities. Details are as follow;

1) Shareholder Rights

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

(1) Holding the Shareholder Meeting

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

1.1 The Company discloses the policy to support or promote all groups of shareholders to attend the Shareholder Meeting.

1.2 The Company provides information on the meeting date, time, venue, and agenda together with explanations and rationales for agenda items or resolutions as specified in the letter of invitation to the general meeting and extraordinary meeting of shareholders, or in the attachment to the meeting agenda.

1.3 The Company facilitates shareholders to exercise their rights in attending the meetings and casting their votes, and refrains from any actions that limit the opportunity of shareholders to participate in the meetings. For example, the procedures for attending the meetings to cast the vote should not be too complicated or too costly, and the place of the meeting should be a convenient location that is easy to reach.

1.4 The Company allows shareholders to send their questions prior to the meeting date by specifying clear criteria for raising questions in advance, and informs shareholders together with sending invitation letters to shareholders. The criteria for submission of questions in advance are published on the Company's website as well.

1.5 The Company supports shareholders to use the suitable proxy form by which shareholders can define a

voting direction, and proposes at least one independent director as a proxy holder.

(2) Procedures on the Shareholder Meeting Date

2.1 The Company promotes the use of technologies in the Shareholder Meeting, covering the registration of shareholders, vote counting and displaying of voting results to enable the fast, accurate and precise meeting procedures.

2.2 All directors should attend the Shareholder Meeting, and shareholders can inquire the chairmen of the sub-committees regarding relevant matters.

2.3 The resolution for each agenda item in the Shareholder Meeting is reached by voting.

2.4 The Board of Directors should promote or assign an independent person to count or check the votes in the general meeting and extraordinary meeting of shareholders and disclose the results in the Shareholder Meeting, as well as record them in the meeting minutes.

2.5 The Board of Directors should support the ballot casting in important agenda items, e.g. connected transactions, acquisition or disposal of assets, etc., to assure the transparency and traceability in case of any dispute arising afterward.

2.6 The Chairman of the Meeting should allocate proper time and support shareholders in expressing their opinions and raising questions in the meeting regarding the matters concerning the Company.

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

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

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

On 26 April 2023, which was not the public holidays or the 3 consecutive holidays, the Company held its Annual General Meeting of Shareholders via electronic media for the fiscal year 2023 in compliance with the Royal Decree on Electronic Conferencing of B.E. 2563. The Company used electronic conference system provided by an independent agency who provides e-AGM conference system services that

complies with the Ministry of Digital Economy and Society's 2020 announcement with regard to the security standards for meetings via electronic media B.E. 2563. The system is also accredited by the Electronic Transactions Development Agency (ETDA). All company directors and members of subcommittees including the Company's executives, Company secretary, a certified public accountant, and the Company's legal department attended the meeting in order to clarify details related to the meeting agenda and answer questions from shareholders in attendance. The Company has taken the following actions to ensure that the shareholders have the following rights with regard to the shareholders' meeting in accordance with laws and Corporate Governance Code:

(1) Treatment of Shareholders Prior to the Date of Annual General Meeting of Shareholders

• The Company provided the shareholders with the opportunities to propose additional agenda items, to nominate the competent and suitably qualified candidates for directorship, or to send their questions prior to the date of the 2022 Annual General Meeting of Shareholders

• The Company announced the resolution of the Board of Directors : the date of the general meeting of shareholders, 2023, the agenda and the shareholders list to attend the meeting (Record Date). The meeting is held on the IT opening system of the Stock Exchange of Thailand. The IT was publicized on 23 February 2023.

• The Company assigned the Thailand Securities Depository Co., Ltd. (TSD) which is the Company's registrar to distribute to the shareholders the Invitation to the 2023 Annual General Meeting of Shareholders, the QR Code Form, the meeting agenda, and the Board of Directors' opinions in summary version. The full version of the invitation letter, the meeting agenda, the Board of Directors' opinions, Proxy Forms A, B and C, Annual Report, other documents for consideration in Thai and in English, and registration manual explaining how to attend the meeting, how to vote and ask the question, were publicized on the Company's website for the shareholders to download. The Company also notified the shareholders via the Electronic Listed Company Information Disclosure System of the Stock Exchange of Thailand that the invitation letter was publicized on the Company's website on April 10th, 2023, 14 days prior to the meeting day according to the law. Moreover, the invitation letter, containing the date, time and venue of the Shareholder Meeting and meeting agenda, was publicized in a newspaper for three consecutive days prior to the meeting date to allow shareholders enough time to prepare themselves for the meeting.

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

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

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

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

o Dividend Payment: Details provided in this agenda item included dividend payment policy, proposed amount of dividends for approval, purposes and information for consideration.

• The Company did not suddenly distribute documents containing significant information in the meeting, and did not added any agenda items or changed any signification information without informing the shareholders in advance.

• The Company supported or promoted all groups of shareholders to attend the Shareholder Meeting by allowing the shareholders who could not attend the meeting in person to appoint proxies or delegate any independent director to attend and vote on their behalf at the meeting by using the provided three types of proxy forms as stipulated by laws. The Company's Board of Directors proposed four independent directors for shareholders to appoint as their proxies to attend and vote on their behalf at the Shareholder Meeting.

(2) Treatment of Shareholders on the Date of Annual General Meeting of Shareholders

• The Company held the 2023 Annual General Meeting of Shareholders on 26 April 2023 at 14.00 hrs., via electronic media. The 68 shareholders attended the meeting, including 9 shareholders personally attended the meeting and 59 shareholders appointed a proxy to attend the meeting.

- The shareholders can pre-register 2 weeks prior to the meeting date and attend the meeting system 1 hour before the commencement of the meeting. The meeting invitation has informed the shareholders of the registration, voting and vote counting, voting result display and the questions relevant to the meeting agenda, in order that the meeting is operated effectively, rapidly, accurately, and precisely. The contact channel during the meeting in case of mal-function in the registration or during the meeting is also available.

- The Company completely and accurately followed the meeting procedures as stipulated by relevant laws, taking into consideration the convenience, rights, and equal treatment of shareholders. The Company did not perform any action to limit the shareholders' rights to attend the meeting. Every shareholder was eligible to register to attend the meeting anytime during the course of the meeting. The duty stamps were also provided for those who wanted to appoint proxies.

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

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

- The Company has appointed the Company's auditor, who acts as an impartial person, to oversee the vote counting process, ensuring that registration, shareholder meetings, and vote counting are conducted transparently, accurately, and in accordance with the law and the Company's regulations at every stage.

- The Chairman of the Meeting allocated sufficient time for the meeting and ensured the meeting proceeded in a proper and transparent manner based on the order of the meeting agenda without adding any agenda items which were not included in the invitation letter.

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

- The replacement appointment of the Director whose term has expired in 2023. The shareholders can individually vote for the new Director.

- The chairman of the meeting allocates sufficient meeting time by starting the meeting at 14.00 and closing the meeting at 16.18. During the meeting, the Chairman of the Meeting allowed all shareholders to equally inquire or express their opinions in the meeting. The Chairman of the Board, Chairman of the Audit Committee, Chairman of the Nomination and Compensation Committee, Chief Executive Officer, top management, and external auditor attended the meeting to answer the questions and give information to the shareholders until they had no doubt. All questions, explanations and recommendations were recorded in the minutes of the meeting to further inform the shareholders who did not attend the meeting.

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

(3) Treatment of Shareholders after the Date of Annual General Meeting of Shareholders

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

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

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

- o Voting right, voting methods, and ballot casting

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

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

- The Company submits the minutes of the shareholders' meeting that have been completely recorded to the Stock Exchange of Thailand in accordance with the regulations of the Stock Exchange of Thailand and publishes them on the Company's website within 14 days from the meeting.

2) Equal Treatment of Shareholders

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

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

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

2. Right to Propose Additional Agenda Items

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

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

2.2 The Company will check the status of shareholders who propose additional meeting agenda items with the shareholders' register as of the closing date of shareholder's register. The proposed matters to be included in the meeting agenda must relate to the business operations or may significantly affect the business operations of the Company. Upon approval of the Board of Directors, such matters will be added to the agenda of the shareholder meeting and specified as the items proposed by shareholders.

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

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

3.1 Having due qualifications and not having prohibited characteristics as prescribed in the Public Limited Company Act, the Securities and Exchange Act, and the Corporate Governance Code of the Company.

3.2 Having educational degrees, work experience or other qualifications as specified by the Company.

3.3 Dedicating his/her time sufficiently and devote his/her ability for the utmost benefits of the Company, regard it as the duty and is willing to regularly attend the meetings of the Company.

3.4 Not holding a directorship in more than five listed companies.

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

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

(1) Shareholders may appoint proxies or delegate any independent director to attend the meeting on their behalf. The Company promotes shareholders to assign any of the Company's independent directors as their proxy, all relevant explanations and profiles of independent directors proposed to be selected as proxies were enclosed with the invitation letter. Furthermore, the Company encourages shareholders who are unable to attend the meeting to use Proxy Form B, which the shareholders can indicate their directions of the voting and a form in which shareholders can vote individually in the agenda of director election.

The Company also encourages the shareholders to use the Proxy Form that the voting directions can be indicated.

(2) The Company distributed the invitation letters and related documents to all shareholders. The Company considered hosting the meeting via electronic media to ensure that every shareholder is able to participate.

(3) In 2023, the Company allowed one or more shareholders who hold total shares of not less than 5% of the voting shares of the Company to propose additional agenda items in advance; to nominate candidates for directorship in advance; and to submit questions in advance for the 2023 Annual General Meeting of Shareholders from 1 October 2022 to 31 December 2022. The criteria and forms for the relevant matters were determined clearly for shareholders. The Company published news through the Electronic Listed Company Information Disclosure System of the Stock Exchange of Thailand on 30 September 2022, and disclosed the information on its website at www.teamgroup.co.th under the tab "Investor Relations" > "Shareholders Information"> "Shareholder's Meeting".

(4) The Company provides channels for all shareholders, both major and minor, institutional investors, and analysts to directly suggest and express their opinions or ask for more information via email: ir@team.co.th or Tel. 0-2509-9000-40 Ext. 3311-3312 Ext. 106 and 101

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

4. Protection of Inside Information

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

The Company has penalties for relevant persons in case of misuse of inside information which leads to damage. The Company has established a policy to regulate the use of inside information under which directors, executives, employees, and employees of the Company are required to maintain confidentiality and/or inside information and not to disclose confidential and/or inside information to seek

benefits for themselves or any other person, whether directly or indirectly, regardless of being compensated or not.

Furthermore, the Company has determined that directors, executives, employees, and employees of the Company who work in the department that receives inside information from the Company refrain from trading or accepting the transfer of the Company's securities for a period of one month prior to the public disclosure of financial statements and 24 hours after the public disclosure of financial statements or important information. The Company secretary will inform the directors and executives to acknowledge the blackout period and guidelines for implementing the policy.

5. Control of Insider Trading

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

Furthermore, the Company requires directors and executives to report their securities holdings of themselves, their spouses, and minor children to the Securities and Exchange Commission within three business days of the date of purchase, sale, acceptance, or transfer of the Company's securities, including quarterly reporting to the Board of Directors.

6. Policy on Information Disclosure

The Company has established measures to prevent the use of inside information to monitor and prohibit executives, employees, and others related to such persons from trading securities and seeking improper profits for themselves and others.

7. Cyber Threat Prevention

The Company has implemented cyber threat prevention measures in accordance with the ISO/IEC 27001:2013 framework or Information Security Management Systems (ISMS). This standard is crucial in enabling the Company to systematically manage the organization's information to ensure its confidentiality, integrity, and availability. The Company has also established policies and practices regarding the use of information technology systems and computer networks to guide personnel in

using these systems efficiently and securely, ensuring the security of the Company's information technology systems. Additionally, the use of a Security Operation Center (SOC), which monitors organizational threats, inspects network and information system accesses 24/7, and rapidly responds to incidents such as data breaches, allows for precise identification of intrusion methods. This approach has resulted in no significant cyber threats causing damage to the Company's information systems in 2023.

3) Role of Stakeholders

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

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

Shareholders

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

Employees

The Company shall act in compliance with the employee-and-staff-related laws and standards. Employees at all levels shall be treated fairly and equitably by offering short-term and long-term remuneration that is commensurate with their knowledge and abilities based on the KPI evaluation system. A range of welfare and fringe benefits are provided to all employees together with consistent implementation of the capacity development

programs to ensure their career growth. A pleasant working environment shall be arranged with the emphasis placed on the employees' safety, sanitation and good quality of life.

Clients

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

Business Partners

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

Business Competitors

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

Creditors

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

Communities, Society, and Environment

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

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

(1) The Company is committed to take responsibility and deliver the optimum satisfaction to all shareholders under the sustainable growth concept. Hence, the

shareholders regularly received the returns at the satisfying rate.

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

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

b. The Company develops an employee development plan on a regular basis to help employees meet their professional goals. In 2023, the Company offered an average of 24.79 hours per person per year to its employees.

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

d. The Company emphasizes on the workplace safety and hygiene. In 2023, there had been no work-related accidents or illnesses.

e. The Company encouraged and organized employees to have Quadrivalent Influenza vaccination by arranging healthcare professionals to give the aforementioned vaccination service at the Company.

f. Employment of the handicapped as indicated by the law and equal treatment.

(3) The Company is committed to develop and maintain the good quality of work and services by being awarded ISO 9001:2015 certification. The customer satisfaction survey was also conducted to evaluate their satisfaction with the Company's operating performance in various aspects. The Company received average ratings of 92 percent in 2023. The evaluation results were used to improve and develop the Company's services in order to respond to client demand as quickly and efficiently as possible.

(4) The Company has no dispute with any business competitor and creditor.

(5) The Company takes appropriate responsibility

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

4) Information Disclosure and Transparency

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

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

In 2023, the Company fully complied with the Corporate Governance Code without late submission of financial reports. Important information related to the Company was disclosed to shareholders and general investors through various channels in an accurate and complete manner. The information disclosed, via the 56-1 One Report and the Company's website, comprised the Company's annual and quarterly operating performance results, contract signing of important projects, preparation of financial reports, Report on the Board of Directors'

Responsibilities for the Financial Report, the Auditor's Report, and other matters in compliance with the Corporate Governance Code.

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

Mailing Address: Investor Relations

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

Email : ir@team.co.th

Telephone: 0 2509 9000 ext. 3311-2 ext. 106 and 101

Facsimile: 0 2509 9090

In addition, interested parties can schedule visits to the Company and meet with executives for additional business information. The Company held six investor relations activities in 2023 to update analysts and investors on the Company's operating performances, as follows:

Investor Relations Activities in 2023	Number of Times
Analyst Meeting and Institutional Investor Meeting	6
Joint Activities with the SET to Meet Investors (Opportunity Day)	1

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

5) The implementation of Corporate governance code 2017 for listed companies.

The Board of Directors has reviewed the corporate governance and business ethics policy on a regular basis with reference to the Corporate Governance Code for Listed Companies 2017 (CG) of the Office of the Securities and Exchange Commission, especially the implementation of the CG Code in business operations. The Company fully complied with the CG Code in 2023. The Management and the Company Secretary shall report to the Board of Directors for consideration of improvement guidelines for the CG criteria that have not yet been established in the Company's policy or implemented in the organization. However, in the last year, the following criteria from the Corporate Governance Report of Thai Listed Companies) year 2021 were not implemented in the Company. The Company has attended the CGR 2023 Coaching session, and the Board of Directors has assigned the management to consider and implement in accordance with the CGR 2023 guidelines.

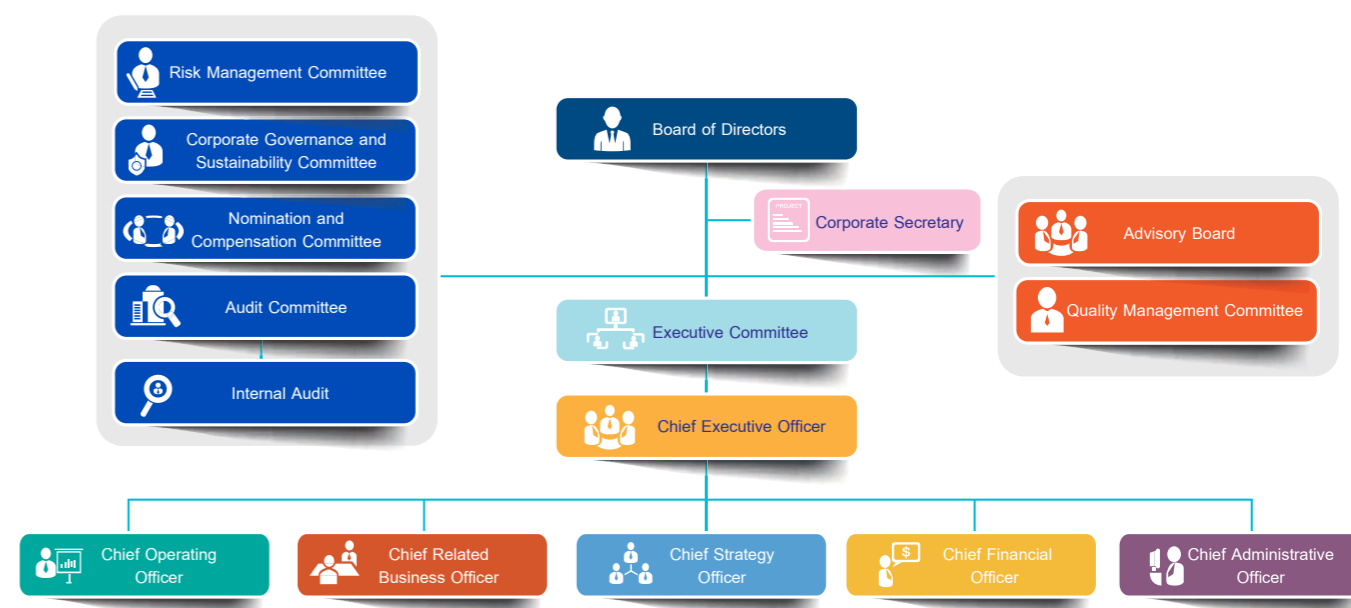
CGR Categories that Require Company's Compliance	Company's Explanations
Rights of the shareholders and the equal treatment	
The Company should establish policy that the Board and executives inform the Committee relevant to the stock trading at least 1 day prior to the trading.	The Directors should disclose the stock trading report to the Stock Exchange of Thailand and the Company Secretary. In 2023, there was no mistake in the stock trading of the Board or the executives.
Board Responsibilities	
The Board of Directors should clearly state in the Company's corporate governance policy with regard to the term of office of the independent director, which should not exceed 9 years without exception	The Company stipulated that each independent director's term of office should not exceed nine years. In the event that a term extension is required, the Board of Directors must conduct a thorough review in accordance with CG Guideline 3.2.5 of the Corporate Governance Code for Listed Companies 2017. Currently, each of the Company's Independent Directors has been in the position for four years, which has not exceeded nine years. Furthermore, the Company's independent directors are persons with good understanding of the Company's business, as well as the ability, experience, and independence. This will be a critical instrument to protect the Company's, shareholders', and other stakeholders' interests.
The Company should establish a policy requiring a minimum quorum of at least 2/3 of board members while making a resolution in the Board of Directors' meeting.	Currently, the Company's Articles of Association stipulates that "the Board of Directors' meeting shall consist of one-half of total directors present at the meeting to constitute a quorum." This is in compliance with Section 80 of the Public Limited Company Act. Besides, all directors were present at each of the Board of Directors' meetings, and every Director expressed opinions independently before a resolution was made to ensure the maximum benefits of all groups of stakeholders.

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

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

7.1 Management Structure

Organization Structure as of 31 December 2023



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

7.2 Information of the Board of Directors

As of 31 December 2023, The Company's management structure consists of the Board of Directors and five sub-committees, which are the Audit Committee, the Nomination and Compensation Committee, the Risk Management Committee, the Corporate Governance and Sustainability Committee and the Management Team (as defined by the Stock Exchange of Thailand - SET).

7.2.1 Composition of the Board of Directors

The Board of Directors comprises of qualified individuals with a variety of skills, knowledge, experience, gender, and age that are beneficial to the Company's business operations.

The Board of Directors consists of the non-executive directors with the Corporate business expertise. The Board of Directors of the Company consists of nine members, one of whom is a female director, two non-executive directors with the Corporate business expertise, two executive directors and five qualified independent directors who serve as a counterbalance to the board. The qualifications of an independent director are in accordance with the SEC Office's requirements.

Composition of the Board of Directors as of 31 December 2023		
Four Independent Directors (44.45 percent of total number of Directors)	Three Non-Executive Directors (33.33 percent of total number of Directors)	Two Executive Directors (22.22 percent of total number of Directors)
Composition of the Board of Directors as of 24 February 2024		
Five Independent Directors (55.56 percent of total number of Directors)	Two Non-Executive Directors (22.22 percent of total number of Directors)	Two Executive Directors (22.22 percent of total number of Directors)

7.2.2 Information of the Board of Directors and the Controlling Person

1) As of 31 December 2023, the List of the Board of Directors are as shown in the table below.

List of Directors	Positions	Types of Directors
1. Mr. Rapee Phongbupakicha	<ul style="list-style-type: none"> Chairman of the Board Chairman of the Audit Committee Chairman of the Corporate Governance and Sustainability Committee 	<ul style="list-style-type: none"> Independent Director
2. Mr. Amnat Prommasutra	<ul style="list-style-type: none"> Deputy Chairman of the Board Chairman of the Executive Committee Member of the Corporate Governance and Sustainability Committee 	<ul style="list-style-type: none"> Executive Director Authorized Director
3. General Wichien Sirisoonthorn	<ul style="list-style-type: none"> Director Member of the Audit Committee Chairman of the Nomination and Compensation Committee Member of the Corporate Governance and Sustainability Committee 	<ul style="list-style-type: none"> Independent Director
4. Mrs. Suvimol Chrityakierne ^{/2}	<ul style="list-style-type: none"> Director Member of the Audit Committee Member of the Corporate Governance and Sustainability Committee 	<ul style="list-style-type: none"> Independent Director
5. Assoc. Prof. Dr. Chamlong Prabkeao	<ul style="list-style-type: none"> Director Member of the Corporate Governance and Sustainability Committee 	<ul style="list-style-type: none"> Independent Director
6. Mr. Chawalit Chantararat ^{/1}	<ul style="list-style-type: none"> Director Member of the Nomination and Compensation Committee Member of the Corporate Governance and Sustainability Committee 	<ul style="list-style-type: none"> Non-Executive Director Authorized Director
7. Mr. Kittipol Bunnim ^{/1}	<ul style="list-style-type: none"> Director Member of the Nomination and Compensation Committee Member of the Corporate Governance and Sustainability Committee 	<ul style="list-style-type: none"> Non-Executive Director Authorized Director
8. Mr. Prasong Wangrattanaprane ^{/1}	<ul style="list-style-type: none"> Director Member of the Corporate Governance and Sustainability Committee 	<ul style="list-style-type: none"> Non-Executive Director Authorized Director
9. Dr. Aphichat Sramoon	<ul style="list-style-type: none"> Director Chairman of the Risk Management Committee Deputy Chairman of the Executive Committee Member of the Corporate Governance and Sustainability Committee Chief Executive Officer 	<ul style="list-style-type: none"> Executive Director Authorized Director

2) As of 24 February 2024, the List of the Board of Directors are as shown in the table below.

List of Directors	Positions	Types of Directors
1. Mr. Rapee Phongbupakicha	<ul style="list-style-type: none"> Chairman of the Board Chairman of the Audit Committee Chairman of the Corporate Governance and Sustainability Committee 	<ul style="list-style-type: none"> Independent Director
2. Mr. Amnat Prommasutra	<ul style="list-style-type: none"> Deputy Chairman of the Board Chairman of the Executive Committee Member of the Corporate Governance and Sustainability Committee 	<ul style="list-style-type: none"> Executive Director Authorized Director
3. General Wichien Sirisoonthorn	<ul style="list-style-type: none"> Director Member of the Audit Committee Chairman of the Nomination and Compensation Committee Member of the Corporate Governance and Sustainability Committee 	<ul style="list-style-type: none"> Independent Director
4. Mrs. Suvimol Chrityakierne ^{/2}	<ul style="list-style-type: none"> Director Member of the Audit Committee Member of the Corporate Governance and Sustainability Committee 	<ul style="list-style-type: none"> Independent Director
5. Assoc. Prof. Dr. Chamlong Prabkeao	<ul style="list-style-type: none"> Director Member of the Corporate Governance and Sustainability Committee 	<ul style="list-style-type: none"> Independent Director
6. Mr. Chawalit Chantararat ^{/1}	<ul style="list-style-type: none"> Director Member of the Nomination and Compensation Committee Member of the Corporate Governance and Sustainability Committee 	<ul style="list-style-type: none"> Non-Executive Director Authorized Director
7. Air Chief Marshal Kongsak Chantarasopa	<ul style="list-style-type: none"> Director Member of the Corporate Governance and Sustainability Committee 	<ul style="list-style-type: none"> Independent Director
8. Mr. Prasong Wangrattanaprane ^{/1}	<ul style="list-style-type: none"> Director Member of the Nomination and Compensation Committee Member of the Corporate Governance and Sustainability Committee 	<ul style="list-style-type: none"> Non-Executive Director Authorized Director
9. Dr. Aphichat Sramoon	<ul style="list-style-type: none"> Director Chairman of the Risk Management Committee Deputy Chairman of the Executive Committee Member of the Corporate Governance and Sustainability Committee Chief Executive Officer 	<ul style="list-style-type: none"> Executive Director Authorized Director

With Ms. Pommara Patthanabhumthanint as the Company Secretary

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

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

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

2) Company's Authorized Directors

The authorized directors of the Company are Mr. Chawalit Chantararat, Mr. Aphichat Sramoon, Mr. Prasong Wangrattanapranee and Mr. Amnat Prommasutra, whereas two out of the four Directors jointly sign with Company's seal.

7.2.3 Duties and Responsibilities of the Board of Directors

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

Scope of Duties and Responsibilities of the Board of Directors

1. Perform its duties with honesty, integrity and prudence in accordance with the law, regulations and the Company's objectives including the resolutions of shareholders' meetings.

2. Consider and approve the appointment of persons with qualifications and not having prohibited characteristics as specified in the Securities and Exchange Act B.E. 2535 and the law on the securities and exchange including the regulations and/or regulations related to director positions in the event that the director position is vacant due to reasons other than the termination.

3. Consider the appointment of the sub-committees selected from the Directors and/or executives of the Company and/or suitably qualified persons along with defining the scope of authorities, duties and responsibilities of the said committee. The Board of Directors may assign subcommittees to nominate qualified candidates for the Nomination and Compensation Committee to consider and recommend to the Board of Directors for further appointment.

4. Consider and appoint the Audit Committee considering the qualifications and prohibited characteristics as defined by the regulation of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand

(SET) or to propose to the shareholders' meeting for further appointment as independent director and audit committee of the Company.

5. Determine and amend the names of directors who are authorized to bind the Company.

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

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

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

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

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

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

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

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

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

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

16. To approve policies and business plans of large

projects, management authority, the acquisition or disposal of significant assets and other transactions as stipulated by law.

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

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

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

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

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

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

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

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

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

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

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

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

(e) Increase or reduction of capital.

(f) The decision to dissolve the Company.

(g) The issuance of debentures.

(h) The merger with other companies.

(i) Other actions, as specified in the regulations under the Securities Law and/or the Stock Exchange of Thailand must be approved by the Shareholders' meeting with aforementioned votes such as the acquisition or sale of assets, related party transactions, etc.

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

Roles and Duties of the Chairman of the Board

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

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

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

4. Cast a vote in case of a tie of votes in the Board of Director's meeting.

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

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

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

Scope of Duties and Responsibilities of the Chief Executive Officer

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

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

3. To have the authority to command, contact, direct instruction and sign in the juristic act, directive document or

any notifications as outlined in the authority manual.

4. To have the authority to hire, appoint, relocate a person as found appropriate, determine the reasonable scope of duties and appropriate remuneration, to have the power to dismiss, and terminate employment as considered appropriate as defined in the authority manual.

5. To have the authority set the terms of trade for the benefit of the Company.

6. To consider investment on new businesses or terminate business, and propose such matter to the Executive Committee and/or the Board of Directors.

7. To approve and appoint advisors necessary for the Company's business operation.

8. To perform any works assigned by the Executive Committee and/or the Board of Directors.

7.3 Information of Sub-Committees.

The Board of Directors approved the appointment of five sub-committees, namely the Audit Committee, the Executive Committee, the Risk Management Committee, the Nomination and Compensation Committee, the Corporate Governance and Sustainability Committee to closely monitor and oversee the business operations and regularly report to the Board of Directors. The members and the scope of duties and responsibilities of the sub-committees are clearly set out as follows:

1. The Audit Committee

As of 31 December 2023, the Audit Committee consisted of three members with a three-year term of office as follows.

รายชื่อ	ตำแหน่ง
1.Mr. Rapee Phongbupakicha	Chairman of the Audit Committee
2.Gen. Wichien Sirisoonthorn	Member of the Audit Committee
3.Mrs. Suvimol Chrityakieme	Member of the Audit Committee

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

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

Composition and Nomination of the Audit Committee

To hold the position of Company Director, the Audit Committee must be appointed by the Board of Directors and approved by the Company's shareholders, and have qualifications in accordance with the Securities and Exchange Act, including the announcement of regulations and/or regulations of the Stock Exchange of Thailand. The committee must have at least three members. At least one Audit Committee member must be knowledgeable in accounting and finance. The Audit Committee's term of office is three years, from the date of the appointment resolution or according to the Board of Directors' resolution. At the end of the term, in case that the Board of Directors or the shareholders' meeting has not yet resolved the appointment of the new Audit Committee, the same audit committee will continue to perform their duties until the Board of Directors or the shareholders' meeting appoints the new Audit Committee to replace the former Audit Committee whose term expires and/or according to the term of being a director of the Company. The Board of Directors will appoint one member of the Audit Committee to serve as the Chairman. The nominated audit committee members must be independent directors and qualified as audit committee members in accordance with rules and announcements announced by the SEC and the Stock Exchange of Thailand.

Qualifications of the Audit Committee Members

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

(1) Not being a director assigned by the Board of Directors to decide on matters relating to the conduct of businesses of the Company, parent company, subsidiary company, joint venture company, same-level subsidiary, as well as a major shareholder or a person with a controlling power over the Company.

(2) Not being a director of the parent company, subsidiary company or same-level subsidiary company, whereby this is applicable only to listed companies.

(3) Having sufficient knowledge and experience to perform duties as the Audit Committee member. However, at least one member of the Audit Committee must have sufficient knowledge and experience to review the credibility of the financial statements.

(4) Having the same duties as prescribed in the notification of the Stock Exchange of Thailand regarding the Qualifications and Scope of Work of the Audit Committee.

Scope of Duties and Responsibilities of the Audit Committee

1. To review the financial statements to ensure their accuracy and reliability as well as their adequacy of disclosure by coordinating with external auditors and executives who are responsible for preparing quarterly and annual financial statements.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

14. To review and improve the Audit Committee Charter.

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

Name – Surname	Position
1. Mr. Amnat Prommasutra	Chairman of the Executive Committee
2. Dr. Aphichat Sramoon	Member of the Executive Committee
3. Mr. Nakorn Sanyasiri	Member of the Executive Committee
4. Dr. Teerawut Juimarongrit	Member of the Executive Committee
5. Mr. Sompat Suwapit	Member of the Executive Committee
6. Mrs. Penpilai Phonchaipanich	Member of the Executive Committee
7. Mr. Pawak Vongpichate	Member of the Executive Committee
8. Mr. Sita Tansiri	Member of the Executive Committee

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

2. The Executive Committee

As of 31 December 2023 the Executive Committee consisted of eight members with a three-year term of office as follows:

Composition and nomination of the Executive Committee

The Executive Committee must consist of Company Directors, executives of the Company, and/or Company employees, and/or suitable persons appointed by the Board of Directors in the number considered appropriate by the Board of Directors. The Board of Directors will appoint one Executive Director as the Chairman of the Executive Committee.

Scope of Duties and Responsibilities of the Executive Committee

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

2. To determine the stipulation of authority and level of approval of each person appropriately and segregation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

3. The Risk Management Committee

As of 31 December 2023, the Risk Management Committee consisted of 15 members with a three-year term of office as follows:

Name – Surname	Position
1. Dr. Aphichat Sramoon	Chairman of the Risk Management Committee
2. Mr. Nakorn Sanyasiri	Member of the Risk Management Committee
3. Dr. Teerawut Juimarongrit	Member of the Risk Management Committee
4. Mr. Pawak Vongpichate	Member of the Risk Management Committee
5. Mr. Sompat Suwapit	Member of the Risk Management Committee
6. Ms. Kannika Pahonepipat	Member of the Risk Management Committee
7. Mr. Teerasak Srisumran	Member of the Risk Management Committee
8. Mr. Phongton Kusoljit	Member of the Risk Management Committee
9. Mrs. Pramwanee Predapun	Member of the Risk Management Committee
10. Mr. Worapong Preecha	Member of the Risk Management Committee
11. Dr. Pastsakorn Kitiyodom	Member of the Risk Management Committee
12. Ms. Tisana Dumrisomkul	Member of the Risk Management Committee
13. Mrs. Penpilai Phonchaipanich	Member of the Risk Management Committee

Name – Surname	Position
14. Ms. Mayuree Khuayjarempanishk	Member of the Risk Management Committee
15. Mr. Sita Tansiri	Secretary of the Risk Management Committee
16. Ms. Pattra Naloyphong	Secretary Assistant of the Risk Management Committee

Mr. Sita Tansiri serves as the Secretary of the Risk Management Committee.

Composition and nomination of the Risk Management Committee

The Risk Management Committee must consist of Company Directors, executives of the Company, Company employees, and/or suitable persons appointed by the Board of Directors in the number deemed appropriate by the Board of Directors. The Board of Directors will appoint one of the Risk Management Committee as the Chairman of the Risk Management Committee.

Scope of Duties and Responsibilities of the Risk Management Committee

1. To define policies and structures for risk management in order to propose to the Board of Directors pursuant to the risk management guidelines of the Stock Exchange of Thailand and the Association of Internal Auditors of Thailand.

2. To establish strategies following the Risk Management Policy to ensure the assessment, monitoring and control of each type of risks to be at an acceptable level with the participation of risk management.

3. Assess risks factors and risk impacts at the corporate level and identify how to manage those risks to an acceptable level, as well as regulate and ensure that risk management follows the established measures as well as determining the responsible person and the action plan timeline.

4. Review and improve the risk management policy to ensure that the policy is efficient, effective, and timely for the risk management situation.

5. To have the authority to call upon related persons for clarification or to appropriately appoint and assign roles to risk management officers at all levels who will report to the Risk Management Committee to ensure the achievement of the risk management's objectives.

6. To report the result of risk management to

the Executive Committee and the Audit Committee for consideration and further proposing to the Board of Directors on a quarterly basis.

7. To prepare the risk management manual and announce to employees for acknowledgement and implementation.

8. To identify all aspects of risks and analyze and evaluate possible risks which may occur, including the trends of risks which may affect the Company.

9. Prepare a plan to prevent, reduce, transfer or avoid risk.

10. conduct a risk assessment and prepare the Risk Management Report.

11. To organize the integrated risk management system by linking to the information technology system.

12. To perform other duties as assigned by the Board of Directors.

4. The Nomination and Compensation Committee

As of 31 December 2023, the Nomination and Compensation Committee consisted of three members with a three-year term of office as follows:

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

As of 24 February 2024, the Nomination and Compensation Committee consisted of three members as follows:

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

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

Composition and Nomination of the Nomination and Compensation Committee

The Board of Directors must appoint the Nomination and Compensation Committee. The committee must have at least three directors, with the majority of them being independent and non-executive directors, and the Board of Directors will appoint one Nomination and Compensation Committee member to serve as Chairman of the Nomination and Compensation Committee. Each member of the Nomination and Compensation Committee must hold no more than five positions in the listed companies.

Scope of Duties and Responsibilities of the Nomination and Compensation Committee

Nomination

1. To determine the appropriate nomination methods for the position of director to suit the nature and business of the organization by stipulating qualifications, knowledge, and expertise of each needed aspect.

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

3. To consider the list of nominated candidates and select the qualified candidates whose qualifications meet the stipulated qualifications.

4. To check if the nominated person's qualifications meet the legal requirements or regulations of the related organizations.

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

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

7. To nominate the candidates for the positions of sub-committee members and the Chief Executive Officer of the Company as assigned by the Board of Directors.

8. To nominate a person to serve as a consultant to provide opinions or consultation in case of necessity.

Compensation

1. To consider the criteria of the remuneration of directors, sub-committee members, and the Chief Executive Officer to ensure its appropriateness by reviewing the appropriateness of the present criteria in comparison with the remuneration information of other companies in the same industry as the Company. The criteria shall be appropriate in order to achieve the expected results, fairness and to reward the persons who are a part of the Company's success.

2. To review all types of remuneration, e.g. fixed remuneration, performance-based remuneration, and meeting allowance, taking into account the practice of companies in the same industry, the Company's business performance and size, as well as responsibility, knowledge, ability, and experience of the directors and senior executives required by the Company.

3. To consider the performance evaluation criteria of the Chief Executive Officer as assigned by the Board of Directors.

4. To determine the annual remuneration of directors and the Chief Executive Officer according to the compensation criteria set forth, and propose it to the Board of Directors for approval of remuneration of sub-committee members and the Chief Executive Officer. Meanwhile, the remuneration of directors will be proposed to the Shareholder Meeting by the Board of Directors for approval.

5. To consider the appropriateness and provide approval upon the issuance of the new shares to the directors and employees of the Company by focusing on the principles of fairness to shareholders, and providing work motivation to the directors and employees which leads to the creation of long-term value added to the shareholders as well as retention of quality personnel.

5. Corporate Governance and Sustainability Committee

As of 31 December 2023, the Corporate Governance and Sustainability Committee of nine members with a three-year term of office as follows:

Name – Surname	Position
1. Mr. Rapee Phongbupakicha	Chairman of the Corporate Governance and Sustainability Committee
2. Mr. Amnat Prommasutra	Member of Corporate Governance and Sustainability Committee
3. Gen. Wichien Sirisoonthorn	Member of Corporate Governance and Sustainability Committee

Name – Surname	Position
4. Mrs. Suvimol Chrityakierne	Member of Corporate Governance and Sustainability Committee
5. Assoc. Prof. Dr. Chamlong Prabkeao	Member of Corporate Governance and Sustainability Committee
6. Mr. Chawalit Chantararat	Member of Corporate Governance and Sustainability Committee
7. Mr. Kittipol Bunnim	Member of Corporate Governance and Sustainability Committee
8. Mr. Prasong Wangrattanapranee	Member of Corporate Governance and Sustainability Committee
9. Dr. Aphichat Sramoon	Member of Corporate Governance and Sustainability Committee

As of 24 February 2024, the Corporate Governance and Sustainability Committee consisted of nine members as follows:

Name – Surname	Position
1. Mr. Rapee Phongbupakicha	Chairman of the Corporate Governance and Sustainability Committee
2. Mr. Amnat Prommasutra	Member of Corporate Governance and Sustainability Committee
3. Gen. Wichien Sirisoonthorn	Member of Corporate Governance and Sustainability Committee
4. Mrs. Suvimol Chrityakierne	Member of Corporate Governance and Sustainability Committee
5. Assoc. Prof. Dr. Chamlong Prabkeao	Member of Corporate Governance and Sustainability Committee
6. Mr. Chawalit Chantararat	Member of Corporate Governance and Sustainability Committee
7. Air Chief Marshal Kongsak Chantarasopa	Member of Corporate Governance and Sustainability Committee
8. Mr. Prasong Wangrattanapranee	Member of Corporate Governance and Sustainability Committee
9. Dr. Aphichat Sramoon	Member of Corporate Governance and Sustainability Committee

With Ms. Pommara Patthanabhumthanint as the Secretary of the Corporate Governance and Sustainability Committee

Composition and nomination of the Corporate Governance and Sustainability Committee

The Corporate Governance and Sustainability Committee must be Company Directors, executives of the Company, and/or Company employees, and/or suitable persons appointed by the Board of Directors in the number considered appropriate by the Board of Directors. There must be at least 1 Independent Director. The Corporate Governance and Sustainability Committees will appoint one member as the Chairman of the Corporate Governance and Sustainability Committee.

Scope of Duties and Responsibilities of the Corporate Governance and Sustainability Committee

1. Define and/or review the policy and operation practice relevant to Corporate Governance and Sustainability and Business Ethics, for example, Corporate Governance Code (CG Code) and Business Ethics and Code of Conduct, anti-corruption policy and sustainable policy and social and environmental policy, etc.

2. Supervise the operation, providing consultancy and suggestions in the operation and corporate governance for the sustainable business.

3. Support, supervise, and monitor the implementation that is in consistent with the law, rules and regulations of the corporate, government agencies and the organizations and the good governance, according to the domestic and international standards.

4. Promote the realization and understanding of relevant policy and practice of corporate governance and business ethics to the Board of Directors, Executives and employees of all levels.

5. Report the operation results, as indicated in the policy of the corporate governance and business ethics for the sustainability and responsibility to the society and environment, to the Board of Directors at least once a year.

6. Conduct other tasks to reach the business sustainability target of the groups of company, as assigned by the Board of Directors.

7.4 Information regarding Executive

7.4.1 Executive Information (according to the definition of the SEC)

List of seven executives of the Company as defined by the Securities and Exchange Commission (SEC) as of 31 December 2023 is as follows:

Name – Surname	Position
1. Dr. Aphichat Sramoon	Chief Executive Officer
2. Mr. Nakorn Sanyasiri	Chief Operating Officer
3. Dr. Teerawut Juirnarongrit	Chief Operating Officer
4. Mr. Pawak Vongpichate	Chief Related Business Officer
5. Mr. Sompat Suwapit	Chief Related Business Officer
6. Mrs. Penpilai Phonchaipanich	Chief Financial Officer
7. Mr. Sita Tansiri	Chief Strategy Officer

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

1. Directors' Remuneration

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

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

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

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

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

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

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

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

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

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

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

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

3. Payment Method

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

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

2. Remuneration of the Executives

Remuneration of the Chief Executive Officer

The Company has a written criteria and methods for determining the Chief Executive Officer's remuneration by reviewing the suitability of the existing criteria as follows.

1. Guideline for Considering the Chief Executive Officer's Remuneration

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

1.2 The Nomination and Compensation Committee shall consider reasonable remuneration of the Chief Executive Officer by revising the suitability of existing criteria, comparing to remuneration standards of other companies in the same industry. The Committee then shall set appropriate and fair criterias to motivate the achievement

of expected business results in order to reward those who contributed to the Company's success.

2. Types of Remuneration of the Chief Executive Officer

2.1 Remuneration in the form of fixed salary and welfares, such as provident fund, health insurance, and etc.

2.2 Other remuneration, i.e. annual rewards which will be based on their performance as indicated in the Corporate KPIs and the rights of Employee Stock Option Plan (ESOP).

3. Payment Method for the Chief Executive Officer

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

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

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

Remuneration of the Senior Executives

The Company has set out the criteria of the remuneration for the Senior Executive Officer to motivate and operate the tasks that are in consistent with the corporate's objectives, targets and business benefits in the long term. The Executives will receive the salary, welfare and bonus according to the performance.

7.4.3 Remuneration of Executives

1. Monetary Remuneration

In 2023, the Company paid the management remuneration to 7 executives including an executive who holds a position as a Director. The remuneration payment for the executives are as follows:

Remuneration Type	No. of Person	Amount (Million Baht)
Salary	7	23.13
Others Compensation ⁽¹⁾	7	5.75
Total	7	28.88

Noted: ⁽¹⁾ Other benefits include bonuses and contributions to social security, provident fund, post-employment benefits and other benefits.

2. Other Remuneration

The offering of newly issued ordinary shares of TEAM Consulting Engineering and Management Public Company Limited ("the Company") under the Employee Stock Option Plan for to executives and employees of the Company and/or its subsidiaries (TEAMG-ESOP)

The 2023 Annual Shareholders' Meeting on April 26, 2023 approved the offering of newly issued ordinary shares of the Company under the Employee Stock Option Plan for to executives and employees of the Company and/or its subsidiaries (TEAMG-ESOP) not exceeding 2,000,000 shares with a par value of 0.5 Baht to reward the performance of TEAMG executives and employees who are committed to work and drive the Company's business until success and to strengthen work morale and participation in Company ownership. This is an incentive for executives and employees of the Company to increase their work efficiency. The Company allocated ordinary shares to executives and employees who remain in the status of the Company's employees at present based on their position, duty, responsibility towards the Company, duration of employment, experience, capability, potential and work efficiency, achievement, including benefits which will occur to the Company in the future.

The said TEAMG-ESOP has an offering price of 0.5 baht per share, equal to the par value of shares. This is in accordance with the provisions of Section 52 of the Public Limited Companies Act, B.E. 2535 (including additional amendments). Seven executives of the Company were allocated TEAMG-ESOP, equivalent to 17.49 percent, compared to the number of rights to purchase shares in the entire project.

7.5 Information of Employees

1) Number of Employees

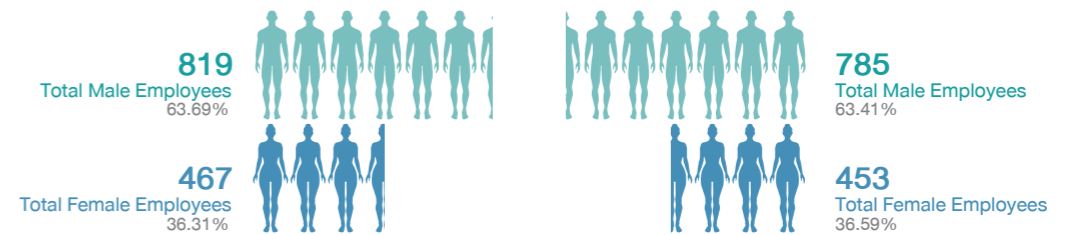
(1) Number of employees and number of employees in each main line of work

The total number of employees of the Company and its affiliates as of 31 December 2023, classified by line of work, are as follows

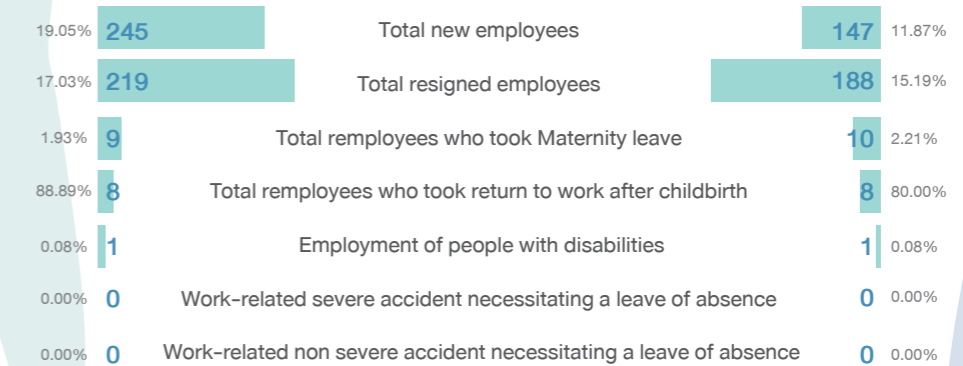
Line of Work	Number of Employee in 2023 (Person)
General Administration Department, e.g. Legal Department, Company Secretary, and Executive Secretaries	14
Office of Corporate Accounting and Finance	38
Information and Communication Technology Department	10
Office of Human Resources	20
Office of Strategic Business Development	5
Office of General Affairs such as Administrative Service Department, Procurement Department, Corporate Planning & Budgeting & etc.	63
Engineers	702
Architects	53
Specialist such as Geologist, Environmental Expert, Environmental Scientist	104
Operation Supporting Unit such as draftsmen, construction supervision officers and site secretary	277
Total	1,286

(2) Number of Employees categorized by types.

2023 Employee Proportion by Gender (Person) 2022

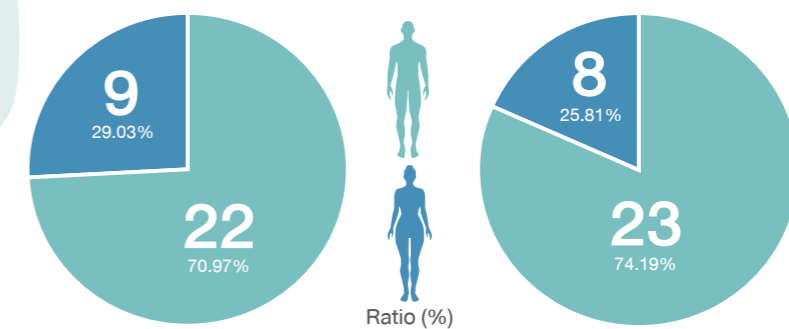


Employee Information (Person)

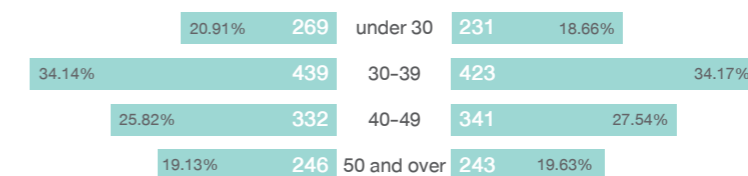


Employee diversity

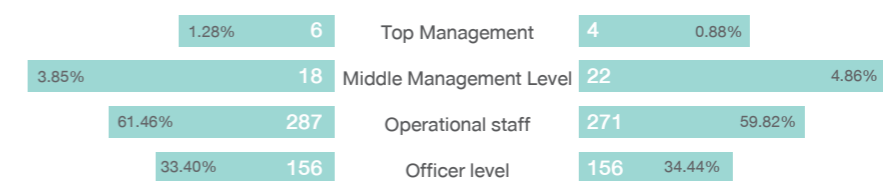
Total number of Company directors (persons)



Proportion by age



Proportion of women in each job title



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

Between 2021 and 2023, the Company's workforce did not change significantly. In terms of labor disputes, the Company has disclosed in this report under the heading "5.3 Legal Disputes."

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

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

Apart from the salary, which is based on the value of the work in each position, basic welfare and other benefits are also provided. These welfares includes

life and health insurance, accident insurance, annual health checks, vaccinations, and social security, as well as additional benefits from work such as allowances, accommodation, travel, and telephone expenses that are fairly provided to employees. The basic welfare are provided to support employees for comfort and stability in their lives. Other benefits are compensations designed to facilitate and motivate performance. Employee welfare and benefits are crucial tools for enhancing morale and encouraging employees to work efficiently and effectively, as well as motivating knowledgeable and capable employees to work in the Company and maintaining them with the organization.

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

The Company established a provident fund under the Provident Fund Act of 1987, which demonstrates the company's commitment to long-term employee care. Employees can choose to invest in the provident funds based on their specific needs and risk tolerance. Currently, the Company has made contribution to the Ayutthaya Master Fund. The following are the details of the propotion of provident fund members to total full-time employee:

PVD Rate	No. of full-time Employees (Persons)	No. of Employees who joined PVD (Persons)	Percentage of Total Employees (%)
3%	522	285	54.60
4%	387	309	79.84
5%	302	251	83.11
Total	1,211	845	69.78

5) Human Resource Development Policy

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

7.6 Other Important Information

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

Company Secretary

The Board of Directors has appointed Ms. Pommara Patthanubhumthanint as the Company Secretary, effective from 14 November 2019 (biography is attached as attachment 1) The duties and responsibilities of the Company's Secretary are as follows:

1. Preparation and maintain books and records including the following:

- (1) a register of directors;
- (2) a notice calling a director meeting, minutes of the meetings of the board of directors and an annual report of the Company;
- (3) a notice calling a shareholder meeting and minutes of the shareholders' meeting

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

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

- (1) Information needed to support resolution of the Shareholders' Meeting;
- (2) Financial statement and reports related to financial status as well as operating result of the Company or any other reports the Company must be disclosed as per Sections 56, 57, 58 or 199 of the Securities and Exchange Act;
- (3) Opinion of the Company when there is a general offer to purchase the Company's shares from shareholders;
- (4) Information or any reports related to the business operation that the Company prepares for disclosure to shareholders or the public as specified by the Capital Market Supervisory Board

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

4. Perform any other tasks as announced by the Capital Market Supervisory Board.

5. To perform the her duties, with prudence, and honesty, in compliance with the law, objectives, articles of association, resolution of the Board of Directors, resolution of shareholders, and prohibit from conducting any action that has conflict of interests with the Company.

6. In performing duty with responsibility and due care, the Company secretary shall act in the similar manner as an ordinary person undertaking the like business under the same circumstances by:

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

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

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

Account Controller

1. The person assigned to take the highest responsibility in finance and accounting is Mrs. Penpilai Phonchaipanich. She graduated with the Master of Accountancy, Faculty of Agribusiness and Commerce, Lincoln University, New Zealand and the Bachelor of Accountancy, Faculty of Business Administration, Kasetsart University.

2. The person supervising accounting is Miss Napat Prinyanusorn. She graduated with Master of Finance, Faculty of Business Administration, National Institute of Development Administration and Bachelor of Accountancy (First Class Honor), Faculty of Commerce and Accountancy, Thammasat University.

Head of the Internal Audit Officer

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

7.6.2 Head of the Investor Relation Department

Mr.Sita Tansiri acts as Head of the Investor Relations Department of the Company. The contact information is as follows:

Mailing Address: Investor Relations
 TEAM Consulting Engineering and Management Public Company Limited
 151 TEAM Building, Nuan Chan Subdistrict, Bueng Kum District, Bangkok 10230
Telephone: 0 2509 9000 Ext. 3311-2 Ext. 106 and 101
Facsimile: 0 2509 9090
Email : ir@team.co.th

7.6.3 Audit-Fee

The Company paid the audit fee and the review fee of the financial statements for the accounting year 2023 to EY Office Limited, the audit firm approved by the Office of the Securities and Exchange Commission. Details of the auditor's remuneration are as follows:

1. Audit Fee

Unit : Baht

Audit Fee	Year 2023
1. Annual audit fee	1,860,000
2. Review fee for quarterly financial statements	1,020,000
Total	2,880,000

Note: The audit fee for the year 2023 was approved by the 2023 Annual General Meeting of Shareholders on 26 April 2023.

2. Non-Audit Fee

- None -

8. Corporate Governance Committee Report

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

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

1. Nomination of Independent Directors

As of 31 December 2023, the Company had 4 independent directors out of 9 directors (equivalent to 45%), namely Mr. Rapee Phongbupakicha, General Wichien Sirisunthon, Mrs. Suvimol Krittayakien, and Assoc. Prof. Dr. Chamlong Prapkaew. As of 24 February 2024, the Company has 5 independent directors out of 9 directors (equivalent to 56%) namely Mr. Rapee Phongbupakicha, General Wichien Sirisoonthorn, Mrs. Suvimol Chrityakiern, Assoc. Prof. Dr. Chamlong Prapkaew, and Air Chief Marshal Kongsak Chantarasopa, which is in accordance with the Capital Market Supervisory Board's regulation that requires at least one-third of the total number of directors but not less than three to be independent directors. All the 5 independent directors are qualified as indicated in the definition of "independent directors" which is disclosed in the topic of policy and guidelines for the directors. There is no independent director who has a business relationship with the Company, and no independent director has served in office for more than 9 years from the date of appointment.

2. Nomination of Directors and Executives

1) Nomination of Directors

The criteria for director and senior executive nomination are published in the section of the Board of Directors' Policy and Guidelines. In 2023, the company has given minor shareholders the opportunity to participate by proposing additional meeting agendas and nominating a person knowledgeable and qualified for consideration as a director or submitting questions in advance prior to the 2023 Annual General Meeting of Shareholders on the Company's website www.teamgroup.co.th, under the header "Investor Information >> Shareholder Information >> Shareholders Meeting" from 1 October 2022 until 31 December 2022. However, during such period, no meeting agenda, question, or nominated candidate for directorship was proposed. The Nomination and Compensation Committee considered the qualification of the Directors whose term of office has expired in the year 2023, namely

1) Mr. Rapee Phongbupakicha, 2) Mr. Chawalit Chantararat, and 3) Mr. Kittipol Bunnim. The considerations involve the relevant laws, regulations and the charter of the Company's Directors. The diversities in the structure of the Board of Directors will be taken into consideration, for example, skills, knowledge, experiences, abilities that are productive to the Company and abilities to manage the Company's business. The gender and age are not the restrictions. The performance and dedication in their duties and tasks will also be parts of the consideration. The result of the consideration is presented to the meeting of the shareholders for the consideration of the election in the year 2023 in order to reappoint the Directors whose term of office has expired.

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

1. A shareholder's one (1) share is one (1) vote.
2. Each shareholder shall exercise all available votes stated in 1. to elect one person or several persons as directors. In case of multiple persons, the number of votes for each director cannot be divided.
3. The persons with the highest number of votes in descending order shall be elected as directors, with the number equivalent to the number of directors required or elected at such time. In case the persons who are elected in the next order have equal votes, exceeding the required number or elected number of directors at that time, the Chairman of the Meeting shall cast the final vote.
4. The resolution shall be passed by a majority vote of the shareholders attending the meeting and casting their votes for each candidate.

In addition, the Company has the policy to limit a maximum of five directorships in SET-listed companies for each director. The Company also has a policy that the Chief Executive Officer shall not be a director or executive of more than five companies, regardless of whether being listed on the SET or not and whether in the country or other countries. The Chief Executive Officer shall report to the Board each time of being a director or executive in other company. In 2023, no Company Director or Chief Executive Officer held roles in more than five public listed companies.

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

2) Nomination of the Chief Executive Officer

The nomination of the CEO will be based on candidates with the qualifications outlined in the succession plan for the CEO position. The candidates should possess professional experience, specific qualifications, and various skills that are necessary and beneficial for the Company's business operations. Key factors include knowledge, abilities, and essential skills such as integrity and ethics, strategic vision, tenacity, motivating and inspiring capabilities, coaching skills, building collaborative networks, leadership, resource management skills (people, projects, and finances), and business development skills. Additionally, adaptability and flexibility are important qualities. The Nomination and Compensation Committee will meticulously review the qualifications, considering aspects comprehensively and transparently. The committee will then present suitable candidates to the Board of Directors for consideration and appointment to fill the vacant position.

The Company did not recruit a Chief Executive Officer in 2023 as the current Chief Executive Officer presents an efficient and effective performance.

3) Succession Plan

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

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

1. The Executive Director together with the Chief Executive Officer, develops significant succession plans by determining the qualifications, skills, knowledge, and abilities of the successor.

2. The Chief Executive Officer proposes the person who will be the successor as well as the individual development plan of the nominated persons to the Executive Committee, Nomination and Remuneration Committee, and the Board of Directors.

3. The Chief Executive Officer oversees the individual development of the prospective successors.

4. The Chief Executive Officer is responsible for reporting the implementation of the succession plan to the Executive Board, Nomination and Remuneration Committee, and Board of Directors at least once a year or when there are significant changes.

In 2023, the Company indicated the significant successor and held the successor preparation workshop on 4-5 November 2023

4) Development of Directors and Executives

The company encourages directors and executives to attend related training courses. Each director's biography contains further information. In 2023 Mr. Rapee Phongbupakicha attended the DAP training course, while Dr. Aphichat Sramoon attended the DCP training course. Additionally, The Company also updates all directors on information, notifications, rules and new regulations of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand on a regular basis.

IOD Training Courses Taken by Individual Directors

Training Courses	Mr. Rapee Phongbupakicha	Mr. Amnat Prommasutra	Gen. Wichien Sirisoonthorn	Mrs. Suvimol Chrityakierne	Assoc. Prof. Dr. Chamlong Prabkeao	Mr. Chawalit Chantarat	Mr. Kittipol Bunnim	Mr. Prasong Wangrattanaprane	Dr. Aphichat Sramoon
Advanced Audit Committee Program (AACP)				●					
Audit Committee Program (ACP)				●					
Board Nomination and Compensation Program (BNCP)			●			●			
Directors Accreditation Program (DAP)	●	●	●		●				●
Directors Certification Program (DCP)				●		●	●	●	●
Ethical Leadership Program (ELP)				●					
Finance for Non-Finance Director (FND)									
Financial Institutions Governance Program (FGP)									
Financial Statements for Directors (FSD)									●
Role of the Chairman Program (RCP)									
Role of the Compensation Committee Program (RCC)									
Successful Formulation & Execution of Strategy (SFE)									

The Company Secretary passed the Company Secretary Program arranged by the Thai Institute of Directors (IOD). In 2023, she was trained in other courses necessary for the Company Secretary to perform her tasks and to support the Board of Directors that discharged their duties with great emphasis placed on Corporate Governance Code and sustainable development, for example, the Company Reporting Program (CRP), Effective Minutes Taking (EMT), IOD, Insight in SET and S01-S04, The Stock Exchange of Thailand, etc.

In 2023, the Company established the guidelines for executive and employee development which were suitable and consistent with their specific capabilities as follows:

1. The Company arranged an orientation for new executives and employees on a regular basis as appropriate to create understanding of the Company's vision, values, nature of business and direction of business operations, as well as the corporate governance code and business ethics policy, anti-corruption policy, and significant policies and practices relating to the Corporate Governance Code and by developing an employee handbook that includes all of the aforementioned topics, as well as all regulations, policies, and guidelines.

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

5) Orientation of New Directors

In 2023, the Company does not have any new Director. The Company shared the Director manual in the easy-to-access electronic channel. The manual described the Company's significant information which include the vision, strategy, direction of the Company's operations, organizational structure, shareholding structure, operational characteristics, and main products and services. The manual also includes the good corporate governance policies, namely, defensive measure of the conflict of interest, anti-corruption policy, defensive measure of internal information, business ethics, sustainable policy, the regulations of Securities and Exchange Commission and the Stock Exchange of Thailand and the relevant law.



6) Self-assessment of Directors

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

In 2023, the Board of Directors conducted the assessment of the Board's performance (the entire board) for the year 2023 and assessment of individual directors (self-assessment) for the year 2023 including the assessment of the Chief Executive Officer of the Company for the year 2023. The Board applied and adjusted the guideline from the Stock Exchange of Thailand to suit the Company's nature of businesses and organizational structure for considering the Board's performance and other matters related to the Company's business operations.

Director's performance appraisal process

The company secretary will submit the assessment form to the Board of Directors for an annual performance evaluation of each Director, both individually and as a group as well as the sub-committees on which he or she serves. Once each director has completed the assessment, the form will be delivered back to the company secretary who will gather each director's evaluation ratings and summarize the outcomes of the Board of Directors' performance review. The results of the assessment are discussed by the Board of Directors to improve the efficiency of the directors' performance and to formulate a plan for continuous improvement of the directors' performance.

1. Performance Assessment of the Board of Directors (the Entire Board) for the Year 2023

1.1 There are six main topics for assessment.

- (1) Structure and qualifications of the Board of Directors
- (2) Roles, duties, and responsibilities of the Board of Directors
- (3) The Board of Directors' Meeting
- (4) Performance of the directors
- (5) Relationship with the Management
- (6) Self-development of the directors and the development of the executives

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

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

1.3 Result of the performance assessment of the Board of Directors (the entire board) for the year 2023 was "Excellent" with a score of 92.82%

2. Performance Assessment of Individual Directors (Self-assessment) for the Year 2023

2.1 There are four main topics for assessment.

- (1) Structure and qualifications of the Board of Directors
- (2) Performance of the directors
- (3) The Board of Directors' Meeting
- (4) Independence of the directors

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

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

2.3 Result of the performance assessment of individual directors (self-assessment) for the year 2023 was "Excellent" with a score of 95.49%

3. Performance Assessment of the Sub-committees, Including the Audit Committee (as a Group) and the Nomination and Compensation Committee (as a Group) for the Year 2023

3.1 There are three main topics for assessment.

- (1) Structure and qualifications of the sub-committees
- (2) Meetings of the sub-committees
- (3) Roles, duties, and responsibilities of the sub-committees

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

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

3.3 Results of the Performance Assessment of the sub-committees for the Year 2023

3.3.1 Result of the performance assessment of the Audit Committee (as a group) for the year 2023 was "Excellent" with a score of 99.17%

3.3.2 Result of the performance assessment of the Nomination and Compensation Committee (as a group) for the year 2023 was "Very good" with a score of 89.91%

In conclusion, the performance assessment of the Board of Directors and the sub-committee in the year 2023 was "Excellent and Very good". The Board of Directors considered the result and exchanged their opinions to improve the performance of the Board of Directors and sub-committees.

4. Assessment of the Chief Executive Officer's Performance for the Year 2023

The Board of Directors determines to assess the Chief Executive Officer's yearly performance. The Nomination and Compensation Committee consider the assessment criteria and present to the Board of Directors. The assessment criteria were created to assist the Chief Executive Officer in managing work in accordance with the Company's objectives, primary targets, and strategies for the Company's long-term benefit. The Chief Executive Officer was notified in advance of the assessment criteria consisting of the following four main parts.

- Part 1 Corporate key performance indicators
- Part 2 Competency-based
- Part 3 Management skills-based
- Part 4 Summary of overall assessment results

Process of the assessment

1) The Board of Directors approve of the criteria and performance assessment form of the Chief Executive Officer.

2) The Board of Directors appoint the Performance Assessment Committee of the Chief Executive Officer (The Assessment Committee). The assessment process is done as follows:

(1) The Chief Executive Officer fills in the self-assessment form and submit the form to the Assessment Committee.

(2) The Assessment Committee considers the form and finds the resolution.

(3) The Assessment Committee and the Chief Executive Officer summarize the assessment result.

3) The Assessment Committee subsequently proposed the assessment result to the Board of Directors for approval.

The result of the 2023 assessment indicated that the performance was at a level that shows the intention to perform the work in the past year of the CEO. The Assessment Committee report the summary, review the issues and present the development solution of the Chief Executive Officer to the Nomination and Compensation Committee. The remuneration of the Chief Executive Officer will be determined and presented to the Board of Directors for consideration.

The Board of Directors meeting held on 23 February 2024, the Nomination and Compensation Committee proposed the board of directors to review and approve the performance evaluation of the CEO for the year 2024. They have designated promoting knowledge to executives and employees in sustainable development through the ESG DNA project, which is supported by the Stock Exchange of Thailand, as one of the organization's success indicators and the CEO's operational performance indicators. The aim is to create knowledge and understanding of the basic ESG principles, leading to the creation of a sustainable culture and simultaneous sustainable growth. As well as working together to expand the operations of each department towards sustainability, considering social and environmental impacts, and collectively elevate the organization's sustainable development.



8.1.2 Board Members Attendance and Remuneration of Individual Director

1) Number of meetings held and the number of times each director attended in the previous year

In 2023, the Company set the dates and times for the Board of Directors meetings in advance for the entire year and gave prior notice to the directors to enable them to allocate time for the meetings. The agenda for each meeting was clearly prepared, and extraordinary meetings may be convened as deemed.

In 2023, there were nine Board of Directors Meetings held, in which 96.30% of Board of Directors attended the meeting. Apart from that, there was one Non-Executive Directors Meeting for the year 2023.



The table indicates the frequency of attending the meeting of the Board of Directors and the sub-committees

Name	The Board of Directors			The Audit Committee	The Nomination and Compensation Committee	The Executive Directors	The Risk Management Committee	the Corporate Governance and Sustainability Committee
	Onsite	Online	Total					
1. Mr. Rapee Phongbupakicha	9	-	9	5/5	-	-	-	4/4
2. Mr. Amnat Prommasutra ¹	8	-	8	-	-	12/21	-	3/4
3. General Wichien Sirisoonthom	9	-	9	5/5	5/5	-	-	4/4
4. Mrs. Suvimol Chrityakieame	9	-	9	5/5	-	-	-	4/4
5. Assoc. Prof. Dr. Chamlong Prabkeao	9	-	9	-	-	-	-	4/4
6. Mr. Chawalit Chantararat	8	1	9	-	5/5	-	-	4/4
7. Mr. Kittipol Bunnim	7	-	7	-	4/5	-	-	4/4
8. Mr. Prasong Wangrattanaprane	8	1	9	-	-	-	-	4/4
9. Dr. Aphichat Sramoon	9	-	9	-	-	21/21	4/4	4/4

¹ Mr. Amnat Prommasutra was appointed to be the Chairman of the Executive Committee with the effective date of 10 May 2023. He started attending the Executive Committee's meeting No.10/2023 in May 2023 onwards.

2) Remuneration of Director

(1) Cash Remuneration

The 2023 Annual General Meeting of Shareholders held on 26 April 2023 resolved to approve the remuneration for the Board of Directors, the Audit Committee, and the Nomination and Compensation Committee for the fiscal year 2023 within the amount not exceeding 7,000,000 Baht and the annual bonus year 2022 of 1,545,000 Baht. Details are as shown in the table below:

Position	Monthly Remuneration and Meeting Allowance in 2023
1. Board of Directors	
1.1 Monthly Remuneration (Baht/month)	
Chairman of the Board	37,500 Baht/month
Deputy Chairman	32,500 Baht/month
Director	25,000 Baht/month
1.2 Meeting Allowance	
Chairman of the Board	7,500 Baht/meeting
Deputy Chairman	6,500 Baht/meeting
Director	5,000 Baht/meeting
1.3 Rewards (Bonus)	
2. Audit Committee	
2.1 Monthly Remuneration (Baht/month)	
Chairman of the Audit Committee	30,000 Baht/month
Member of the Audit Committee	20,000 Baht/month
2.2 Meeting Allowance (Baht/Meeting)	
Chairman of the Audit Committee	7,500 Baht/meeting
Member of the Audit Committee	5,000 Baht/meeting
3. Nomination and Compensation Committee	
3.1 Monthly Remuneration	-None-
3.2 Meeting Allowance (Baht/meeting)	
Chairman of Nomination and Compensation Committee	7,500 Baht/meeting
Member of Nomination and Compensation Committee	5,000 Baht/meeting
4. Corporate Governance and Sustainability Committee	
4.1 Monthly Remuneration	-None-
4.2 Meeting Allowance (Baht/meeting)	
Chairman of the Corporate Governance and Sustainability Committee	7,500 Baht/meeting
Member of Corporate Governance and Sustainability Committee	5,000 Baht/meeting
5. Other remuneration	
	-None-

Note: Directors who hold the position of the executive of the Company from the Chief Executive Officer level down will not receive both Director's monthly remuneration and meeting allowance.

Summary of the Remuneration for Board of Directors in 2023

Unit : Baht

Name	Position	Remuneration in 2023			
		Board of Directors	Audit Committee	Nomination and Compensation Committee	Corporate Governance and Sustainability Committee
1. Mr. Rapee Phongbupakicha	<ul style="list-style-type: none"> Independent Director Chairman of the Board Chairman of the Audit Committee Chairman of the Corporate Governance and Sustainability Committee 	994,500	397,500	-	30,000
2. Mr. Amnat Prommasutra	<ul style="list-style-type: none"> Deputy Chairman of the Board Chairman of the Executive Committee Member of Corporate Governance and Sustainability Committee 	799,000	-	-	15,000
3. General Wichien Sirisoonthorn	<ul style="list-style-type: none"> Independent Director Member of the Audit Committee Chairman of the Nomination and Compensation Committee Member of Corporate Governance and Sustainability Committee 	583,000	265,000	37,500	20,000
4. Mrs. Suvimol Chrityakierne	<ul style="list-style-type: none"> Independent Director Member of the Audit Committee Member of Corporate Governance and Sustainability Committee 	583,000	265,000	-	20,000
5. Assoc. Prof. Dr. Chamlong Prabkeao	<ul style="list-style-type: none"> Independent Director Member of Corporate Governance and Sustainability Committee 	583,000	-	-	20,000
6. Mr.Chawalit Chantararat	<ul style="list-style-type: none"> Director Member of the Nomination and Compensation Committee Member of Corporate Governance and Sustainability Committee 	583,000	-	25,000	20,000
7. Mr. Kittipol Bunnim	<ul style="list-style-type: none"> Director Member of the Nomination and Compensation Committee Member of Corporate Governance and Sustainability Committee 	573,000	-	20,000	20,000
8. Mr. Prasong Wangrattanapranee	<ul style="list-style-type: none"> Director Member of Corporate Governance and Sustainability Committee 	583,000	-	-	20,000
9. Dr. Aphichat Sramoon	<ul style="list-style-type: none"> Director Chairman of the Risk Management Committee Deputy Chairman of the Executive Committee Member of Corporate Governance and Sustainability Committee Chief Executive Officer 	238,000	-	-	-

Remark: According to Accrual Basis

(2) Other Remuneration

The Directors do not have any other benefits from the company. However, the Company is responsible for the costs of training and seminar courses conducted by the Thai Institute of Directors Association and other organizations that will benefit the Company's directors' performance. In addition, the Company does provide Directors' and Officers' Liability Insurance with a limit of 100 million baht for a period of 1 year.

8.1.3 Governance of Subsidiaries and Associated Companies

To oversee the business operations of the subsidiaries and associated companies, the Company shall assign its representatives to be directors in the subsidiaries and associated companies. The representatives of the Company may be the Chairman of the Board, Directors, Chief Executive Officer, Managing Directors, high-level executives or any person with appropriate qualifications and experience in such businesses and without a conflict of interest with the businesses of those subsidiaries and associated companies. In addition, the representatives of the Company who become directors in the subsidiaries must perform the management and administration for the businesses of the subsidiaries according to the rules and regulations as prescribed by the Company, including delegation of authority and related laws of the subsidiaries.

To maintain the benefits in the Company's investment and to ensure the Company's ability to control the management and operations of the subsidiaries as the integral departments of the Company, the Board of Directors Meeting approve the policy on supervision of the subsidiaries and associated companies with the essential aspects as presented below.

1. Management Control Policy for Subsidiaries and Associated Companies

The Company has determined the guidelines for exercising voting rights by the representatives of the Company in the Shareholder Meetings of the subsidiaries and the associated companies on various matters, such as election of directors and determination of remuneration, appointment of auditors, profit allocation, other matters that are not specified in advance in the agenda, and other situations that require approval of the Board of Directors Meeting or the Shareholder Meeting of the Company (as the case may be). Also included are monitoring of performance of the subsidiaries and the associated companies to conform to the work plan, disclosure of connected transactions of the subsidiaries, provision of the suitable and sufficient internal control system for the

subsidiaries, disclosure and delivery of the information of the directors and executives in the subsidiaries, including related persons, and supervision of the use of inside information, and ensuring that subsidiary companies have appropriate and sufficient internal control systems, with the internal auditor of the Company being responsible for overseeing the internal audit system of the subsidiary company and reporting to the Company's Audit Committee.

Moreover, the Company has determined the circumstances/subjects/agenda items that require approval of the Board of Directors Meeting or the Shareholder Meeting of the Company based on their importance.

2. Financial Control Policy for Subsidiaries and Associated Companies

The Company requires that its subsidiaries and associated companies shall submit their operating results and the quarterly financial statements, as well as supporting information of such financial statements, to the Company for preparation of the consolidated financial statements or the quarterly operating result report of the Company. Furthermore, the subsidiaries and the associated companies shall report their significant financial problems to the Company upon being detected or when receiving a request from the Company for review and report.

The Company also requires the Company's directors to monitor the operating results of the subsidiaries and the associated companies to be constantly in line with the work plan and the budget; and to ensure that the subsidiaries shall disclose the information about the connected transactions, and the acquisition or disposal of assets to the Company according to the related notifications of the Capital Market Supervisory Board and the Securities and Exchange Commission.

8.1.4 Monitoring to Ensure Compliance with Corporate Governance Policy and Guidelines on Good Corporate Governance

The Company has determined that it is the duties and responsibilities of directors, executives and all employees to acknowledge, understand and strictly comply with the policy and requirements under this policy. Executives of all levels must be responsible for monitoring and consider as a serious matter that any director, executive, or employee who violates the corporate governance set forth is subject to disciplinary action. If there is action believed to be against the laws, regulations, and provisions of the state, the Company will forward the matter to the government officials for further proceedings

In 2023, the Board of Directors Meeting No. 9/2023 which was held on 21 December 2023 reviewed the policies of good corporate governance, business ethics, and other related policies, and monitored the implementation of the policies, as well as provided useful suggestions for continuous improvement and enhancement of good corporate governance to a higher standard.

The Company monitors the practice of Corporate Governance Policy which includes the business ethics, preventing conflicts of interest, misuse of inside confidential information for personal gain, and anti-corruption, etc. The Company publicizes the relevant policies in the Company's website, in the orientation of the new employees and the Directors' manual. The said policy was announced and communicated to 100 percent of directors, executives, employees and staffs of the Company for acknowledgment and strict compliance.

At the Board of Directors Meeting held on 21 December 2023, management reported to the board that there were no instances of ethical misconduct by directors, executives, and employees in the year 2023. Additionally, there was strict adherence to the Company's governance policies at all levels.

1) Preventing Conflicts of Interests

The Company is committed to conducting business with integrity and honesty. In order for the Company's and its subsidiaries' directors, executives, and employees to act in a transparent and verifiable manner, the Board of Directors has established a written a policy on conflict of interest prevention and a written policy on connected transactions that apply to the Company and its subsidiaries. The policy is available on the Company's website, www.teamgroup.co.th, under the topic of "Corporate Governance".

Directors, executives and employees of the Company must avoid participating in any activity and transactions connected to him/herself or related persons/juristic persons that may cause conflicts of interest, and must not use the opportunity or information of the Company for the benefit of him/herself or others, including doing business that competes with the company or doing related business.

In 2023, the Company monitored and supervised the prevention of conflicts of Interests as follows:

- Directors and Executive Directors prepared their reports of stakeholders as indicated in the Company's regulations.
- In the event that it is necessary to make a connected transaction and may cause a conflict of interest to do that

transaction, it must be conducted in the way as if such transaction is conducted with a third party and must have a commercial agreement in the same way that a sensible person would do with a general contractual party with commercial bargaining power without influence as a director, executive, employee or any related person and the related person must not be involved in the consideration of approval in that transaction. The Audit Committee will be reported and opinion should be provided for each transaction of each quarter.

In 2023, connected transactions or transactions with potential conflicts of interest occurred were conducted according to business necessity. The transactions were transparent with fair processes for the maximum interests of the Company. They fall within the approval authority of the company's management, as outlined in the Company's connected transactions policy. In addition, the Company has not received any complaints with regard to conflicts of interest caused by directors and executives, and there have been no cases where the Company has been settlement fined, or subjected to legal proceedings by regulatory authorities related to disclosure of connected transactions or asset transactions.

2) Misuse of Inside Confidential Information for Personal Gain

The Company has set the measures to prevent and oversee the use of inside information in accordance with the Good Corporate Governance Principle. The measures cover the announcement of the the use of the Company's inside information policy, which apply to the Company and subsidiaries, to prevent the misuse of inside information which has not been disclosed to the public for one's benefits or others'. Such policy is available on the website www.teamgroup.co.th, under the topic of "Corporate Governance". The essentials of the policy are as follows:

- Keep confidentiality and/or inside information of the Company.
- Must not disclose confidential information and/or inside information of the Company, or not use it to seek benefits for oneself or others whether directly or indirectly, and whether with or without compensation.
- Must not trade, transfer or receive the Company's securities by using the confidential information and/or inside information of the Company, and/or not enter into any legal transaction by using the confidential information and/or inside information of the Company which may cause damage to the Company directly or indirectly.

The Directors and Executives of the Company must report the changes in their holding of the Company's securities, as well as the shareholding changes of their spouses and children (not yet of legal age) to the Office of the Securities and Exchange Commission pursuant to Section 59 of the Securities and Stock Exchange Act, B.E. 2535 (1992), and acknowledge the penalties thereunder. The directors and executives must submit a copy of the said report to the Company on the same day as the report is submitted to the Office of the Securities and Exchange Commission, which is within three working days.

Furthermore, the Company set out the policy on information disclosure to prevent the insider trading of the related persons, including executives, employees, auditors and departments with privilege of inside information and those related to the said parties. The policy was announced and communicated to directors, executives, employees and staff of the Company for acknowledgment and strict compliance. The essentials of the policy are as follows:

- Do not trade the Company's securities for the period of one month prior to the disclosure of the quarterly financial statements and annual financial statements and for 24 hours after disclosure of the said financial statements (blackout period).
- After being aware of or having access to any information which has not been disclosed to the public and may affect the securities price of the Company, such persons must not purchase or sell securities of the Company for 45 days prior to disclosure of information and 24 hours after disclosure to the public. Do not disclose inside information to any third party or an irrelevant person in order to prevent insider trading.
- In case executives, auditors or relevant persons change the amount of securities holding, such changes must be reported to the Office of the Securities and Exchange Commission and the Company Secretary within three working days from the date of acquisition, disposal, transfer or receipt of the transfer thereof.
- For other person who does not hold an executive position, but has opportunity to access inside information of the Company like the executive who has duty to report the securities holding pursuant to Section 59, the said person must prepare and disclose the report of securities holdings of oneself and related persons, including the changes of their securities holdings, to the Company Secretary within three working days from the date of the acquisition, disposal, transfer or receipt of transfer thereof.

In the year 2023, The Company has complied with the Corporate Governance Code, the Company Secretary notified in writing to the directors, executives, employees who are related to the inside confidential information, their spouses and children (not yet of legal age), of the blackout period for trading of the Company's securities for every quarter. The changes in their securities holding, as well as the shareholding changes of their spouses and children (not yet of legal age), were reported to the Office of the Securities and Exchange Commission and the Company Secretary within three working days from the date of acquisition, disposal, transfer or receipt of the transfer thereof.

In addition, the Board of Directors has assigned the Company Secretary to report to the Board of Directors every quarter on the Company's securities holdings by the Board of Directors, executives, both their own, their spouses, and non sui juris child, and to disclose information on these securities holdings in this report.

In 2023, neither directors nor executives violated the Company's policy on the use of inside information and the policy on information disclosure. In addition, the Company has received no complaints with regard to the misuse of inside information by directors and executives. (Insider Trading)



Summary of Changes in Securities Holding of Directors

No.	Name	As of 23 Nov 2023 Proportion/Number of shares	As of 30 Dec 2022 Proportion/Number of shares	Changes during the Year Proportion/Number of shares
1.	Mr. Rapee Phongbupakicha Spouse Minor Children	0.06% / 516,000 - -	0.06% / 400,000 - -	0.00% / 116,000 - -
2.	Mr. Ammat Prommasutra Spouse Minor Children	3.72% / 30,390,800 - -	3.72% / 25,284,000 - -	0.00% / 5,106,800 - -
3.	General Wichien Sirisoonthorn Spouse Minor Children	0.00% / 40,000 0.01% / 90,000 -	- - -	0.00% / 40,000 0.01% / 90,000 -
4.	Mrs. Suvimol Chrityakierne Spouse Minor Children	- - -	- - -	- - -
5.	Assoc. Prof. Dr. Chamlong Prapkaew Spouse Minor Children	- - -	- - -	- - -
6.	Mr. Chawalit Chantararat Spouse Minor Children	0.48% / 3,897,000 - -	0.48% / 3,247,500 - 0.44% / 3,000,000	0.00% / 649,500 - (0.44%) / (3,000,000)
7.	Mr. Kittipol Bunnim Spouse Minor Children	0.98% / 8,030,000 - -	0.98% / 6,650,000 - -	0.00% / 1,380,000 - -
8.	Mr. Prasong Wangrattanapranee Spouse Minor Children	1.03% / 8,409,120 - -	1.03% / 7,007,600 - -	0.00% / 1,401,520 - -
9.	Dr. Aphichat Sramoon Spouse Minor Children	0.05% / 387,620 - -	0.04% / 250,000 - -	0.01% / 137,620 - -

Summary of Changes in Securities Holding of Executives

No.	Name	As of 23 Nov 2023 Proportion/Number of shares	As of 30 Dec 2022 Proportion/Number of shares	Changes during the Year Proportion/Number of shares
1.	Mr. Nakorn Sanyasiri Spouse Minor Children	0.01% / 70,300 - -	- - -	0.01% / 70,300 - -
2.	Dr. Teerawut Juirnarongrit Spouse Minor Children	0.01% / 70,300 - -	- - -	0.01% / 70,300 - -
3.	Mr. Sompat Suwapit Spouse Minor Children	0.00% / 19,000 - -	- - -	0.00% / 19,000 - -
4.	Mrs. Penpilai Phonchaipanich Spouse Minor Children	2.46% / 20,131,600 - -	2.46% / 16,730,500 - -	0.00% / 3,401,100 - -
5.	Mr. Pawak Vongpichate Spouse Minor Children	0.01% / 47,500 - -	- - -	0.01% / 47,500 - -
6.	Mr. Sita Tansiri Spouse Minor Children	- - -	- - -	- - -

Remarks: the proportion of the securities is calculated from the Company's total general shares of 680,000,000 shares in 2022 and 817,901,618 shares in 2023.

3) Anti-Corruption

For the benefit of shareholders and other stakeholders, the company is committed to conducting business based on good corporate governance and business ethics. As a result, the Company has adopted an anti-corruption policy that all directors, executives, and employees must comply with. Every year, the company requires such policy to be reviewed. In 2023, the policy was reviewed at the Board of Directors Meeting No. 9/2023 held on 21 December 2023 which could be summarized as follows.

1. Do not offer any compensation, bribes, solicit, agree to, or accept bribes from other persons or any other agencies in any form, whether directly or indirectly, in order to receive mutually benefits relating to the company's activity.

2. Do not engage in illegal transactions with government officials or any other person or entity, either directly or indirectly.

3. Do not make any donations or contributions to other persons or entities as a means of bribes.

4. Do not support any money donation or other benefits to political parties, political groups, or any person involved in politics, whether directly or indirectly, for the profit of the business or for the benefit of oneself and group.

The Anti-Corruption Policy is available on the Company's website at www.teamgroup.co.th under the tab "Corporate Governance"



In terms of becoming a member of the Thai Private Sector Collective Action Against Corruption (CAC) (certified companies), the Company is currently preparing and gathering information in order to participate in the project.

However, as part of the company's risk management plan, the company has implemented a corruption risk assessment. In 2023, the Company received no allegations concerning corruption.

(1) Business Risk Assessment

On a quarterly basis, the Risk Management Director assesses the corruption risk and report to the Risk Management Committee, the Executive Committee, the Audit Committee, and the Board of Directors, respectively. The Company also establish measures to manage such risks by strictly following the procurement regulations, controlling and monitoring important work processes that may cause corruption, establishing channels for stakeholders to report clues, provide suggestions, or file complaints about corruption (Whistleblower) via website and email, as well as appointing a committee to review and investigate complaints in a transparent and accountable manner.

(2) Guidelines

The Company prepares an Enterprise Risk Management Manual and distributes it through its internal website (Intranet). The components of risk management were formulated in accordance with the company strategies and business objectives. All departments are required to utilize the Enterprise Risk Management Manual as a guideline for risk management practices to minimize the risk of corruption.

(3) Communication and employee training

The Company's Anti-Corruption Policy is communicated to its directors, executives, employees, and all stakeholders via the Company's website at www.teamgroup.co.th under the topic "Sustainable Development" and via the Company's Intranet. It is also included in the orientation of new employees.

(4) Follow-up assessment

The Company's risk management has been monitored and assessed by the Risk Management Committee every quarter and the results of the risk assessment were reported to the Executive Committee, the Audit Committee, and the Board of Directors, respectively.

(5) Review of completeness and adequacy of all anti-corruption processes

The Audit Committee reviews the effectiveness of the corruption risk management from the internal auditor report by the internal auditor every two quarters together with and the external auditor report every quarter.

4) Whistleblowing and complaint-making

The Company is unquestionably committed to conducting businesses in compliance with the Corporate Governance Code and has the clear and precise policy on anti-corruption. Consequently, the Company determined the policy on whistleblowing and complaint-making by both employees and all groups of stakeholders, as well as mechanism to protect whistleblowers and keeping of complaints as confidentiality to create confidence among whistleblowers. The Company assigned the Chief Executive Officer to appoint the investigation committee to collect evidences; to take actions to find factual information about the lodged complaints; and to suggest the approaches to manage such complaints. The investigation procedures must be fair and transparent.

The Company clearly provides the channels for whistleblowing which are under the supervision of the Company Secretary who will receive and collect all complaints on fraudulent activities for further proceedings. Employees or those who detect or have reasonable grounds for suspecting malpractice or misconduct may file their complaints to one of the following channels:

- 1) Opinion and complaint box placed at Human Resources Department
 - 2) Direct filing of complaints to:
 - Their supervisors at all levels
 - Human Resources Department
 - Internal Audit Department
 - Company Secretary
 - Members of Audit Committee
 - Company's directors
 - 3) Company's website: <http://www.teamgroup.co.th>
 - 4) Email to the Audit Committee: whistle-blowing@team.co.th
 - 5) Direct mail to the Company's Board of Directors or the Audit Committee at the following address:
TEAM Consulting Engineering and Management PCL.
151 Nuan Chan Road, Nuan Chan Sub-district,
Bueng Kum District, Bangkok 10230
- In 2023, the Company has received no whistleblowing nor complaints with regard to the corruption action by directors, executives and employees of the Company.

Able to read the notification policy clues and complaints under Topic "Corporate Governance" on the company website www.teamgroup.co.th



8.2 Report on the Audit Committee's Performance

Please refer to attached no. 6, the Report of the Audit Committee.

8.3 Report on the Nomination and Remuneration Committee's performance

Please refer to attached no. 7, the Report of the Nomination and Compensation Committee.

8.4 Report on the Risk Management Committee's performance

Please refer to attached no. 8, the Report of the Risk Management Committee.

8.5 Report on the Corporate Governance and Sustainability Committee's performance

Please refer to attached no. 9, the Corporate Governance and Sustainability Committee.



9. Internal Control and Connected Transactions

9.1 Internal Control and Risk Management

91.1. Summary of the Board of Directors' opinion towards the adequacy of the internal control system and risk management

Internal Control

The Company places continuous emphasis on its internal control system to ensure confidence that the internal control mechanisms at various levels of the Company are appropriate and sufficient to oversee operations in accordance with objectives, goals, and effective compliance with relevant laws and requirements. Additionally, it serves to prevent and manage various risks or damages in accordance with the framework for assessing the adequacy of the internal control system of the Securities and Exchange Commission (SEC). This includes maintaining an accurate accounting and financial reporting system, ensuring credibility, and providing comprehensive and timely disclosure.

The Company's board of directors has therefore entrusted the Audit Committee, comprised of three independent directors, with the responsibility of evaluating and examining the Company's internal control system in accordance with the control guidelines set forth by the Committee of Sponsoring Organizations of Treadway Commission ("COSO"). The key components of this evaluation include: 1) Organizational internal control, 2) Risk assessment, 3) Control of operations, 4) Information and communication systems, and 5) Monitoring systems. Additionally, the Audit Committee is tasked with considering and proposing the appointment-removal of auditors, reviewing auditor compensation, evaluating related-party transactions or transactions that may pose conflicts of interest, and presenting recommendations to the Company's board of directors.

For the fiscal year 2024, the Audit Committee convened four times to review financial reports in conjunction with the management team and the authorized auditors (EY Limited). Additionally, the committee assessed and examined the internal control system in collaboration with the management team and internal auditors (I VL Audit Limited) in two separate meetings. Furthermore, the Audit Committee held one joint meeting with the authorized auditors without the presence of executives. They also convened a session to discuss risk management plans with the management team. The Audit Committee has compiled a report on their findings, which will be presented to the company's board of directors in accordance with the disclosure made in the company's annual report.

At the 1/2024 meeting of the Company's board of directors on February 23, 2024, the board reviewed reports from the Audit Committee and various documents from the management team. The board concluded that the company's internal control system, encompassing all five key components, is adequate and sufficient for conducting business in line with the company's objectives and goals. The Company maintains consistent and effective control, and there were no significant deficiencies found in the internal control system. It effectively safeguards the Company's assets against unauthorized or improper use. Furthermore, the Board of Directors, the Audit Committee, and the auditors collectively affirmed that the Company's financial statements are accurate, reliable, and have been prepared in accordance with generally accepted accounting standards.

Risk Management

For the Risk Management, The Board of Directors emphasizes the importance of overall corporate risk management in both management and operation system in order to achieve the organization's objectives and vision. The Risk Management Committee has been assigned to supervise the Company's risk management, set policies and systematic risk management structure throughout the organization. The Company's management has prepared a risk management manual specifying objectives, risk indication and risk assessment in consideration of changes in internal and external factors, including the possibility of corruption as well as emerging risks. Then, setting guidelines for risk response, control measures formulation, risk management plan implementation on a regular basis to lower the risk to an acceptable level. Besides, monitoring, evaluating and reporting risks including communicating with the department heads to realize the importance of risk management. Finally, presenting to the Risk Management Committee to consider and evaluate the adequacy and appropriateness of the risk management results every quarter and report to the Board of Directors for acknowledgment as well as reviewing the risk management plan every year. In addition, the business continuity plan is also prepared to keep an organization operating during an emergency.

9.1.2 The Company's Internal Auditor

The Company has hired I VL Auditing Co., Ltd. as an independent internal auditor, I VL Auditing Co., Ltd. appoints Miss Valdee Sibunruang, an audit partner, to be a main person responsible for the internal auditing of the Company, to review and evaluate the adequacy of the internal control system both corporate control and activities control of individual department in line with COSO (The Committee of Sponsoring Organization of the Treadway Commission), prepare report to the Audit Committee and recommend proper adjustment to the weakness found in the Company's internal control system for the management improvement.

The Audit Committee had considered the qualification of I VL Auditing Co., Ltd. and Miss Valdee Sibunruang, then was of the view that they have abilities to perform such duty due to their independency and Miss Valdee Sibunruang has an experience over 20 years.

9.2 Connected Transactions

9.2.1 Connected Transactions between the Company and its subsidiaries with other related Companies/persons which may have conflict of interests in 2023

As of 31 December 2023 the details can be summarized, as follows:

Related company	Relationship with the Group	Nature of the connected transactions	Transaction value for the year 2023 (Million Baht)	Necessity and rationale
Asset Activator Company Limited	An associated company of the Company from 1 January 2023 to 9 February 2023	Service income Other income	3.49 0.10	The company provided BIM services under general commercial price and conditions. The Company provides software development services for Asset Activator Company Limited. under general commercial price and conditions.
Krungthep Geotechnique Company Limited	An associated company of Geotechnical and Foundation Engineering Co., Ltd. (GFE) and have joint directors	Cost of service	0.73	Krungthep Geotechnique Company Limited provides geotechnical drilling and soil investigation services for the operation of the Company under general commercial price and conditions.
Rolling Konzept Innovation Company Limited	Having common shareholder	Service income	8.11	The company provides construction services and groundwater distribution system development under general commercial price and conditions.

Related company	Relationship with the Group	Nature of the connected transactions	Transaction value for the year 2023 (Million Baht)	Necessity and rationale
Siam TC Technology Company Limited	Having common shareholder	Service income	5.33	The company provided consulting services for water monitoring telemetry system development project under general commercial price and conditions.
		Service income	8.59	A subsidiary provided project management and construction supervision services under general commercial price and conditions.
		Service income	4.36	A subsidiary provided services for study and collection of environmental and social data under general commercial price and conditions.
Ditto (Thailand) Public Company Limited	Having common shareholders	Service income	7.85	A subsidiary provided project management and construction supervision services under general commercial price and conditions.
		Cost of service	7.00	Ditto (Thailand) Public Company Limited sells hardware and software including system maintenance services under general commercial price and conditions.
Pratumwan Smart District Cooling Company Limited	An associated company of the Company	Service income	0.99	A subsidiary provided project management and construction supervision services under general commercial price and conditions.
DTX Company Limited	An associated company of the Company	Revenue from investment sale	3.00	The company sold its investment in Asset Activator Company Limited at an agreed-upon price to enhance the group's corporate structure. This move allows the company to formulate business plans and strategies more effectively, contributing to improved profitability for the company.

Opinion of the Audit Committee

At the Audit Committee's Meeting, the Audit Committee and the Company executives has reviewed the list of connected transactions and considered that the connected transactions that occurred with companies/persons that could have a conflict of interest during the fiscal year 2023 was reasonable. The condition of such transactions were considered transactions under general commercial price and trading conditions.

9.2.2 Measures and procedures for approval of Connected Transactions

In case of Connected Transactions between the Company and its subsidiaries and related persons are under normal business conducts and within general trading conditions or based on market prices in the ordinary course of business which can be verified and do not cause transfer of benefits, the executives of the Company may proceed under the principles approved by the Board of Directors and with a submittal of a summary report to the Audit Committee every quarter for their review.

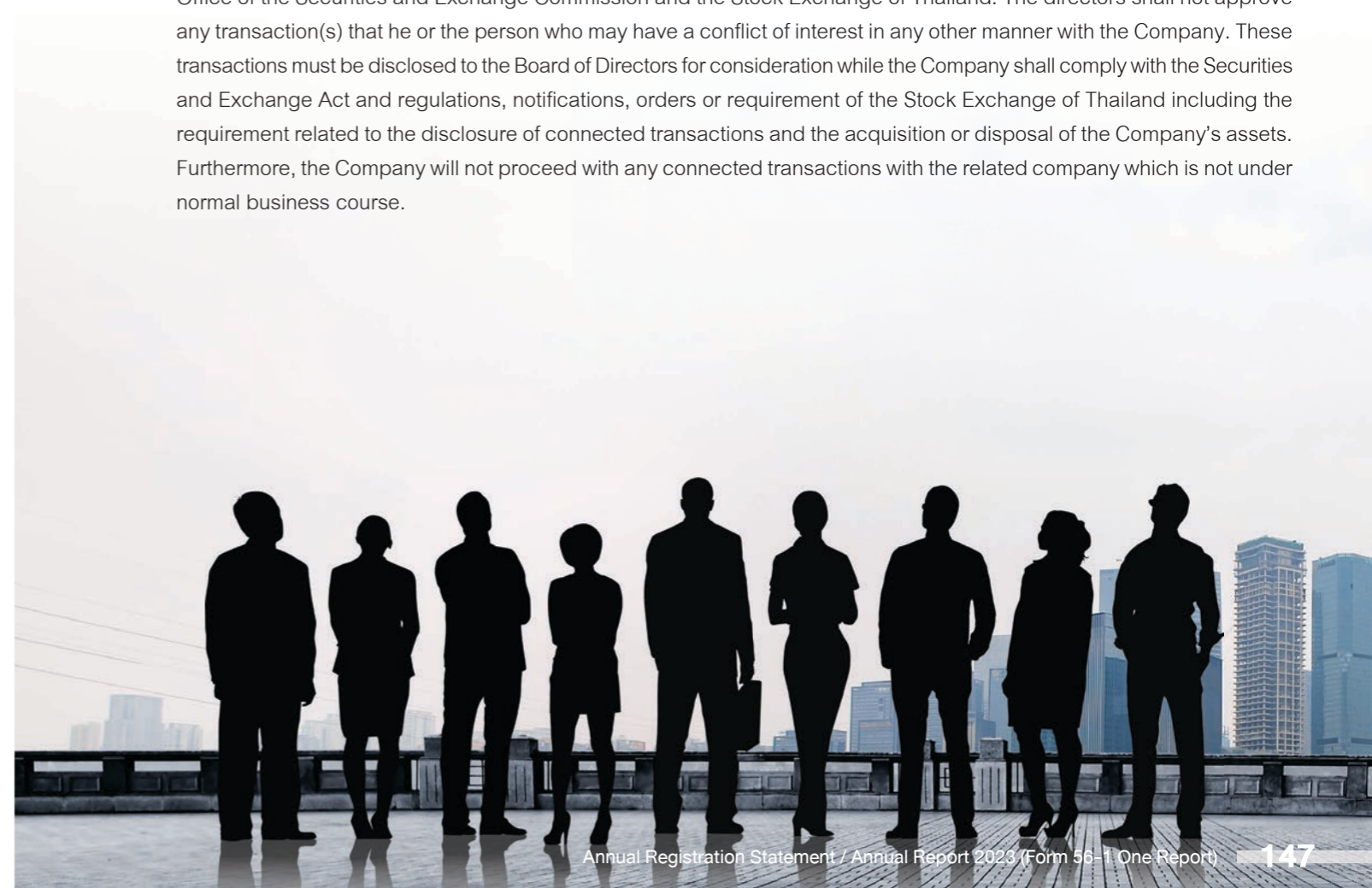
In case that the Connected Transactions are not under normal business course, the Company will arrange a meeting with the Audit Committee regarding the necessity and reasonableness of the transaction for approval.

To approve the transaction, it must comply with the Securities and Exchange Act, regulations, notifications, orders or requirement of the Stock Exchange of Thailand and in this case the stakeholders in such transaction(s) will not be entitled to cast a vote on the matter.

9.2.3 Policy or trend of Connected Transactions in the future

In the future, if it is necessary to proceed the connected transactions with the person who has a conflict of interest with the Company, the Company will determine conditions to be in accordance with a normal business course and based on market prices which can be referred to the conditions or prices of the same transactions made with other external parties. The Audit Committee will provide comments, opinions on the prices, compensation rate, necessity and the reasonableness of the connected transactions.

Connected Transactions that may occur in the future, the directors shall comply with the criteria set forth by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. The directors shall not approve any transaction(s) that he or the person who may have a conflict of interest in any other manner with the Company. These transactions must be disclosed to the Board of Directors for consideration while the Company shall comply with the Securities and Exchange Act and regulations, notifications, orders or requirement of the Stock Exchange of Thailand including the requirement related to the disclosure of connected transactions and the acquisition or disposal of the Company's assets. Furthermore, the Company will not proceed with any connected transactions with the related company which is not under normal business course.



Part 3

Financial



Report on the **Board of Directors'** Responsibilities for the **Financial Report**

The Board of Directors of Team Consulting Engineering and Management PCL. has provided the financial statements to reflect the financial position and the operating results of the Company and its subsidiaries in 2023 in compliance with the Public Limited Companies Act, B.E. 2535 and Regulations of the Stock Exchange of Thailand. The Board of Directors is responsible for the company's consolidated financial statements and separate financial statements in the annual report prepared in accordance with the generally accepted accounting principles in Thailand by applying the appropriate accounting policies with careful discretion and reasonable estimation. Significant information is adequately and transparently disclosed in the notes to financial statements to benefit shareholders and investors to the maximum extent.

Recognizing the importance of duties and responsibilities to ensure the financial statements are prepared in an efficient manner, the Board of Directors appointed the Audit Committee comprising independent directors who have knowledge and expertise in finance and accounting. They are responsible for the revision of the accounting policies, the quality of the financial statements, and the appropriateness and effectiveness of the internal control, internal audit and risk management systems to

assure that the financial records are accurate, complete and adequate to protect the Company's assets and to prevent any significant operational risks or irregularities; as well as the disclosure of connected transactions. The Audit Committee's comments on these matters are included in the Report of the Audit Committee in this Annual report as shown in the Attachment 6

The Company and its subsidiaries' consolidated and separate financial statements were audited by the Certified Public Accountant of EY Office Limited. The auditor's opinions are included in the Report of Independent Auditor in this 56-1 One report.

Considering the above-mentioned supervisory practices, the Board of Directors is of the opinion that the Company and its subsidiaries' separate and consolidated financial statements as of 31 December 2023 accurately show the credibility and significant aspects of the financial status and performance results in compliance with the financial reporting standards, and relevant laws and regulations.

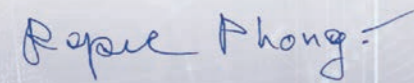
The Board of Directors assures that all significant information of the Company in the financial report has been carefully verified on a regular and continuous basis.

TEAM Consulting Engineering and Management

Public Company Limited and its subsidiaries

Report and consolidated financial statements

31 December 2023



Mr. Rapee Phongbupakicha
Chairman of the Board



Dr. Aphichat Sramoon
Chief Executive Office

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.

Statement of financial position

As at 31 December 2023

(Unit: Baht)

Note	Consolidated financial statements		Separate financial statements		
	2023	2022	2023	2022	
Assets					
Current assets					
	Cash and cash equivalents	295,042,259	461,909,362	48,544,018	145,701,471
7	Trade and other receivables	596,661,290	450,541,009	509,348,986	422,730,978
8	Unbilled receivables	829,441,396	778,233,570	599,075,831	520,455,258
22	Current portion of finance lease receivables	2,337,447	1,597,265	-	-
6	Short-term loans to related parties	-	-	92,000,000	77,000,000
	Work in process and supplies	57,900	23,381,846	-	-
9	Other current financial assets	22,751,986	1,144,115	22,513,705	906,789
10	Other current assets	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
14	Non-current assets classified as held for sale	-	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					
11	Restricted bank deposits	47,114,739	64,673,230	34,500,000	52,160,000
22	Finance lease receivables, net of current portion	80,847,430	71,298,258	58,495,918	58,495,918
6	Long-term loan to related party	-	-	750,000	950,000
9	Other non-current financial assets	22,200,000	-	22,200,000	-
12	Investments in subsidiaries	-	-	110,978,059	105,395,140
13	Investment in joint venture	8,449,889	624,995	9,999,980	624,995
14	Investments in associated companies	23,666,868	10,200,345	19,899,990	7,000,000
15	Investment properties	2,137,491	2,091,429	8,919,575	9,690,664
16	Property, plant and equipment	183,300,868	149,028,610	159,079,687	125,219,025
22	Right-of-use assets	40,277,759	36,062,091	27,857,895	21,454,546
17	Intangible assets - computer software	42,028,159	46,565,558	36,858,824	40,879,413
32	Deferred tax assets	50,755,414	58,820,519	31,133,331	38,282,830
8	Retention receivables	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

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

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.

Witoon K.

Witoon 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 (continued)

As at 31 December 2023

(Unit: Baht)

Note	Consolidated financial statements		Separate financial statements		
	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

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					
Registered	24				
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					
interests in subsidiaries	12	(23,642,274)	(22,215,349)	-	-
Deficit from the reorganisation of business of group under common control					
Capital reserve for share-based payment transactions	26	(22,547,939)	(22,547,939)	-	-
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

Statement of comprehensive income

As at 31 December 2023

(Unit: Baht)

Note	Consolidated financial statements		Separate financial statements		
	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		1,685,315,880	1,639,493,662	1,088,658,434	1,074,472,625
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		1,532,196,980	1,518,074,757	1,004,649,453	984,620,613
Operating profit		153,118,900	121,418,905	84,008,981	89,852,012
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		167,709,390	128,082,028	99,450,564	101,910,218
Income tax expenses	32	(38,439,622)	(25,019,358)	(18,024,433)	(11,426,730)
Profit for the year		129,269,768	103,062,670	81,426,131	90,483,488
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		23,143,659	12,377,918	17,972,279	12,697,570
Total comprehensive income for the year		152,413,427	115,440,588	99,398,410	103,181,058

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

Statement of comprehensive income (continued)

As at 31 December 2023

(Unit: Baht)

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

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

TEAM Consulting Engineering and Management Public Company Limited and its subsidiaries
Statement of changes in shareholders' equity

For the year ended 31 December 2023

(Unit: Baht)

Consolidated financial statements

	Equity attributable to owners of the Company											
	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	Other comprehensive income	Fair value reserve			
Balance as at 1 January 2022	340,000,000	424,317,995	(22,215,349)	(22,547,939)	-	23,300,000	288,266,114	-	1,011,120,821	5,224,923	1,016,345,744	
Profit (loss) for the year	-	-	-	-	-	-	103,085,431	-	103,085,431	(22,761)	103,062,670	
Other comprehensive income for the year	-	-	-	-	-	-	12,377,918	-	12,377,918	-	12,377,918	
Total comprehensive income for the year	-	-	-	-	-	-	115,463,349	-	115,463,349	(22,761)	115,440,588	
Transfer unappropriated retained earnings to statutory reserve	-	-	-	-	-	4,600,000	(4,600,000)	-	-	-	-	
Dividend paid	-	-	-	-	-	(102,000,000)	(102,000,000)	-	(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											
	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	Other comprehensive income	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	-	-	-	-	-	4,100,000	(4,100,000)	-	-	-	-	
Capital increase from exercise of warrant to purchase ordinary shares	1,000,000	-	-	-	-	-	-	-	1,000,000	-	1,000,000	
Share-based payment transactions	-	-	-	-	15,200,000	-	-	-	15,200,000	-	15,200,000	
Dividend paid	67,950,809	-	-	-	-	-	(75,550,144)	-	(7,599,335)	-	(7,599,335)	
Decrease in non-controlling interests of subsidiary	-	-	(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	347,863,360	2,360,000	1,184,501,971	783,512	1,185,285,483	

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

For the year ended 31 December 2023

(Unit: Baht)

Separate financial statements

	Note	Issued and fully paid-up share capital		Share premium		Capital reserve for share-based payment transactions		Retained earnings		Other components of equity		Total shareholders' equity
						Appropriated - statutory reserve	Unappropriated	Other comprehensive income		Fair value reserve		
Balance as at 1 January 2022		340,000,000	424,317,995	-	23,300,000	147,506,166	90,483,488	-	-	-	935,124,161	
Profit for the year		-	-	-	-	-	90,483,488	-	-	-	90,483,488	
Other comprehensive income for the year		-	-	-	-	-	12,697,570	-	-	-	12,697,570	
Total comprehensive income for the year		-	-	-	-	-	103,181,058	-	-	-	103,181,058	
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	81,426,131	2,360,000	-	-	936,305,219	
Balance as at 1 January 2023		340,000,000	424,317,995	-	27,900,000	144,087,224	81,426,131	2,360,000	-	-	936,305,219	
Profit for the year		-	-	-	-	-	15,612,279	-	-	-	15,612,279	
Other comprehensive income for the year		-	-	-	-	-	97,038,410	-	-	-	97,038,410	
Total comprehensive income for the year		-	-	-	-	-	(4,100,000)	-	-	-	(4,100,000)	
Transfer unappropriated retained earnings to statutory reserve	27	-	-	-	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	17,972,279	2,360,000	2,360,000	-	1,044,304,294	

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

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)

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

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
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	
			2023	2022
			Percent	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		Separate		Transfer pricing policy
	financial statements	financial statements	financial statements	financial statements	
	2023	2022	2023	2022	
Transactions with subsidiaries					
(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
Transactions with associates					
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
Transaction with joint venture					
Sales of investment	3	-	3	-	Contract price
Transactions with related parties					
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)			
		Separate financial statements			
		Balance as at 31 December 2022	Increase during the year	Decrease during the year	Balance as at 31 December 2023
Short-term loan	Related by				
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)			
		Separate financial statements			
		Balance as at 31 December 2022	Increase during the year	Decrease during the year	Balance as at 31 December 2023
Long-term loan	Related by				
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	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Trade and other payables - related parties				
Trade payables - related parties (Note 19)				
Subsidiaries	-	-	42,749	44,227
Associate	-	387	-	387
Total trade payables - related parties	-	387	42,749	44,614
Other payables - related parties (Note 19)				
Subsidiaries	-	-	593	684
Total other payables - related parties	-	-	593	684
Retention payable - related parties				
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			
		Balance as at 31 December 2022	Increase during the year	Decrease during the year	Balance as at 31 December 2023
Short-term loan	Related by				
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.

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<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	67	53	44	37

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

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Trade receivables - related parties				
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	4,310	2,900	12,731	27,898
Less: Allowance for expected credit losses	-	-	(114)	(694)
Total trade receivables - related parties, net	4,310	2,900	12,617	27,204

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Trade receivables - unrelated parties				
Aged on the basis of due dates				
Not yet due	167,786	127,803	110,028	71,845
Past due				
Up to 3 months	105,634	138,940	71,546	111,593
3 - 6 months	94,668	54,203	80,517	43,462
6 - 12 months	57,887	45,811	47,900	43,594
Over 12 months	191,378	95,524	152,573	75,106
Total	617,354	462,281	462,564	345,600
Less: Allowance for expected credit losses	(27,422)	(16,115)	(17,777)	(12,754)
Total trade receivables - unrelated parties, net	589,932	446,166	444,787	332,846
Total trade receivables - net	594,242	449,066	457,404	360,050
Other receivables				
Other receivables - related parties	-	-	50,053	62,612
Other receivables - unrelated parties	1,470	2,706	1,430	2,669
Accrued interest income	1,630	527	1,583	474
Total	3,100	3,233	53,066	65,755
Less: Allowance for expected credit losses	(681)	(1,758)	(1,121)	(3,074)
Total other receivables - net	2,419	1,475	51,945	62,681
Total trade and other receivables - net	596,661	450,541	509,349	422,731

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	
	2023	2022	2023	2022
Beginning balance	17,873	19,367	16,522	14,160
Provision for expected credit losses	18,548	10,967	13,017	13,216
Recognises interest income	(8,318)	(3,462)	(10,527)	(6,594)
Amount recovered	-	(5,580)	-	(1,738)
Amount written off	-	(3,361)	-	(2,467)
Effect from foreign exchange	-	(58)	-	(55)
Ending balance	28,103	17,873	19,012	16,522

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	
	2023	2022	2023	2022
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	22,752	1,144	22,514	907
Other non-current financial assets				
Listed equity instrument designated at FVOCI	22,200	-	22,200	-
Total other non-current financial assets	22,200	-	22,200	-

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	67,919	64,949	44,062	35,582

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)	(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.

Joint venture	Nature of business	Country of incorporation	Shareholding percentage		Cost		Carrying amounts based on equity method	
			2023	2022	2023	2022	2023	2022
			(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)

Consolidated financial statements

Carrying amounts based on equity method

(Unit: Thousand Baht)

Joint venture	Nature of business	Country of incorporation	Separate financial statements			
			Shareholding percentage		Cost	
			2023 (percent)	2022 (percent)	2023	2022
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	
	2023	2022
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	
	2023	2022
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	
	2023	2022
Revenue	14,617	-
Loss	(3,100)	-
Total comprehensive income	(3,100)	-

14. Investments in associates

(Unit: Thousand Baht)

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 percentage		Cost		Carrying amounts based on equity method	
			2023	2022	2023	2022	2023	2022
			(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	-	-
Pratumwan 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					21,400	8,500	23,667	10,200

Separate financial statements

Associates	Nature of business	Country of incorporation	Shareholding percentage		Cost	
			2023	2022	2023	2022
			(percent)	(percent)		
Pratumwan 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

Pratumwan Smart District Cooling Company Limited

On 3 January 2023, the Extraordinary General Meeting of Shareholders No.1/2023 of Pratumwan 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	
	2023	2022
Krungthep Geotechnique Company Limited	1,150	693
Pratumwan Smart District Cooling Company Limited	(130)	(52)
Asset Activator Company Limited	-	(750)
VDT Water Supply Company Limited	(3)	-
Total	1,017	(109)

14.3 Financial information about material associates

Summarised information about financial position

	(Unit: Thousand Baht)			
	Krungthep Geotechnique Company Limited		Pratumwan Smart District Cooling Company Limited	
	2023	2022	2023	2022
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 Company Limited		Pratumwan Smart District Cooling Company Limited	
	2023	2022	2023	2022
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.

	(Unit: Thousand Baht)					
	Consolidated financial statements		Separate financial statements			
	Land and office buildings for rent	Others	Total	Land and office buildings 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

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

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
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	2,137	2,091	8,920	9,691

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

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
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							Total
	Land	Buildings and building improvements	Solar cell and smart chiller equipment	Furniture, fixtures, tools and office equipment	Motor vehicles	Assets under installation		
Cost								
As at 1 January 2022	72,811	197,792	4,532	121,143	4,916	-	-	401,194
Additions	-	286	-	13,050	2,793	3,257	-	19,386
Transfer from right-of-use assets	-	-	-	13,122	11,139	-	-	24,261
Transfer to investment properties	(29)	(28)	-	-	-	-	-	(57)
Disposals/write off	-	(386)	-	(6,735)	(7,760)	-	-	(14,881)
Transfer in (out)	-	2,664	593	-	-	(3,257)	-	-
As at 31 December 2022	72,782	200,328	5,125	140,580	11,088	-	-	429,903
Additions	-	1,647	176	11,882	1,002	34,390	-	49,097
Transfer from right-of-use assets	-	-	-	916	-	-	-	916
Transfer to investment properties	-	(19)	-	-	-	-	-	(19)
Disposals/write off	-	(428)	-	(3,572)	(361)	-	-	(4,361)
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							Total
	Land	Buildings and building improvements	Solar cell and smart chiller equipment	Furniture, fixtures, tools and office equipment	Motor vehicles	Assets under installation		
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					Total
	Land	Buildings and building improvements	Furniture, fixtures, tools and office equipment	Motor vehicles	Assets under installation	
Cost						
As at 1 January 2022	71,079	162,691	91,185	1,920	-	326,875
Additions	-	250	9,455	-	2,664	12,369
Transfer from right-of-use assets	-	-	11,839	8,367	-	20,206
Transfer to investment properties	(29)	(28)	-	-	-	(57)
Disposals/write off	-	(265)	(4,278)	(3,438)	-	(7,981)
Transfer in (out)	-	2,664	-	-	(2,664)	-
As at 31 December 2022	71,050	165,312	108,201	6,849	-	351,412
Additions	-	1,568	7,065	373	34,390	43,396
Transfer from investment properties	78	1,793	-	-	-	1,871
Disposals/write off	-	(358)	(2,967)	(361)	-	(3,686)
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					Total
	Land	Buildings and building improvements	Furniture, fixtures, tools and office equipment	Motor vehicles	Assets under installation	
Accumulated depreciation						
As at 1 January 2022	-	129,582	74,924	1,050	-	205,556
Depreciation for the year	-	1,808	7,443	392	-	9,643
Transfer from right-of-use assets	-	-	11,813	5,645	-	17,458
Transfer to investment properties	-	(15)	-	-	-	(15)
Depreciation on disposals/write off	-	(146)	(4,217)	(2,086)	-	(6,449)
As at 31 December 2022	-	131,229	89,963	5,001	-	226,193
Depreciation for the year	-	2,199	7,253	217	-	9,669
Transfer from investment properties	-	1,325	-	-	-	1,325
Depreciation on disposals/write off	-	(85)	(2,917)	(272)	-	(3,274)
As at 31 December 2023	-	134,668	94,299	4,946	-	233,913
Net book value						
As at 31 December 2022	71,050	34,083	18,238	1,848	-	125,219
As at 31 December 2023	71,128	48,140	20,666	1,915	17,231	159,080
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	financial statements	financial statements
	2023	2022	2023	2022
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	financial statements	financial statements
	2023	2022	2023	2022
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

	Interest rate (% p.a.)	(Unit: Thousand Baht)			
		Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
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		Separate	
	financial statements	financial statements	financial statements	financial statements
	2023	2022	2023	2022
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>	<u>2023</u>	<u>2022</u>
Deferred output tax	45,935	38,651	33,342	27,818
Withholding tax payable	5,531	5,469	3,655	3,094
Value added tax payable	6,353	22,072	3,002	14,015
Others	3,108	2,376	2,180	1,750
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	<u>190</u>	<u>8,500</u>	<u>31,588</u>	<u>40,278</u>

(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	
	2023	2022	2023	2022
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	
	2023	2022	2023	2022
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	40,586	36,726	28,949	22,449

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	
	2023	2022	2023	2022
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:

	(Unit: Thousand Baht)			
	Consolidated		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:

	(Unit: Thousand Baht)			
	Consolidated		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	(35,607)	(16,195)	(31,268)	(11,312)
Provisions for long-term employee benefits at end of year	239,838	270,817	159,822	189,739

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	Registered share capital	Date of registration with the Ministry of Commerce
	(Thousand Shares)	(Thousand Baht)	
<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	<u>954,000</u>	<u>477,000</u>	
<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	<u>817,902</u>	<u>408,951</u>	

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 financial statements		Separate 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	1,673,670	1,623,667	986,123	944,375

29. Finance income

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate 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	25,076	14,652	23,815	17,098

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	9,952	7,879	8,373	5,040

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	38,440	25,019	18,024	11,427

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	5,786	3,094	4,493	3,174

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	4,898	9	(1,866)	(8,715)
Income tax expenses reported in profit or loss	38,440	25,019	18,024	11,427

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	51,935	58,821	32,313	38,283
Deferred tax liabilities				
Unrealised gain on changes in value of equity investment	1,180	-	1,180	-
Total	1,180	-	1,180	-
Deferred tax assets - net	50,755	58,821	31,133	38,283

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>	<u>2023</u>	<u>2022</u>
		(Restated)		(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

	For the year ended 31 December 2023							Elimination	Total	Other segment	Consolidated financial statement
	Transportation and logistics project segment	Water resources project segment	Urban, building and infrastructure project segment	Project management and supervision for various types of buildings and infrastructure project segment	Construction management and supervision and related industry, including port and infrastructure project segment	Energy, power, oil and gas, petrochemical and related underground structure project segment	Geotechnical engineering and underground structure project segment				
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

For the year ended 31 December 2022

	Energy, power, oil and gas, petrochemical and related industry, including port and infrastructure project/segment	Construction management and supervision for various types of buildings and infrastructure segment	Project management and construction supervision segment	Urban, building and infrastructure project segment	Water resources project segment	Transportation and logistics 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	142	227	343	146	174	217	205	2	168	1,624	-	1,624
Segment profit (loss)	45	64	118	48	51	(1)	51	1	45	422	-	422
Other income												30
Administrative expenses												(316)
Profit before income tax expenses												(8)
Finance cost												128
Profit before income tax expenses												(25)
Income tax expenses												103
Profit for the year												

Geographic information

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

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

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 (Million Baht)	Dividend per share (Baht)
Dividend for year 2021	Annual General Meeting of the shareholders on 26 April 2022	102.0	0.15
Total		102.0	0.15
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		75.6	0.11

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:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	<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				Average exchange rate	
	Financial assets		Financial liabilities			
	2023	2022	2023	2022	2023	2022
	(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				Average exchange rate	
	Financial assets		Financial liabilities			
	2023	2022	2023	2022	2023	2022
	(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										Effective interest rate (% p.a.)			
	Fixed interest rates					Non-interest bearing						Total		
	Within 1 year		1 - 5 years		Over 5 years	Floating interest rate		Non-interest bearing		Total				
2023	2022	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	295,042	461,909	0.05 - 1.85	0.05 - 0.70
Trade and other receivables	-	-	-	-	-	-	-	-	596,661	450,541	596,661	450,541	-	-
Finance lease receivables	2,337	1,597	20,704	14,598	60,144	56,700	-	-	-	-	83,185	72,895	1.89 - 6.46	2.75 - 5.48
Other financial assets	552	1,144	-	-	-	-	-	-	44,400	-	44,952	1,144	0.25 - 1.15	0.25 - 0.45
Restricted bank deposits	43,365	60,923	3,750	3,750	-	-	-	-	-	-	47,115	64,673	0.25 - 1.50	0.15 - 0.70
Retention receivables	-	-	-	-	-	-	-	-	100,779	93,892	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	1,167,734	1,145,054		
Financial liabilities														
Bank overdrafts and short-term loans from financial institutions	102,500	37,500	-	-	-	-	2,500	131,296	-	-	105,000	168,796	Note 18	Note 18
Trade and other payables	-	-	-	-	-	-	-	-	184,189	163,407	184,189	163,407	-	-
Long term loan from financial institution	-	-	-	-	-	-	34,524	36,660	-	-	34,524	36,660	5.77	4.47
Lease liabilities	16,112	14,126	24,473	22,600	-	-	-	-	-	-	40,585	36,726	3.35 - 6.53	4.33 - 8.00
Total	118,612	51,626	24,473	22,600	-	-	37,024	167,956	184,189	163,407	364,298	405,589		

(Unit: Thousand Baht)

Separate financial statements

	As at 31 December										Effective interest rate (% p.a.)			
	Fixed interest rates					Non-interest bearing						Total		
	Within 1 year		1 - 5 years		Over 5 years	Floating interest rate		Non-interest bearing		Total				
2023	2022	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.
- 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).
 - 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.

Attachments

Attachment 1	Details of directors, executives, controlling persons, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision, the Company's secretary and the representative for contact and coordination in case of a foreign company
Attachment 2	Details of the directors of subsidiaries
Attachment 3	Details of the Heads of the Internal Audit
Attachment 4	Assets for business undertaking
Attachment 5	Unabridged policy and guidelines on corporate governance and unabridged code of conduct prepared by the Company
Attachment 6	Report of the Audit Committee
Attachment 7	Report of the Nomination and Compensation Committee
Attachment 8	Report of the Risk Management Committee
Attachment 9	Report of the Corporate Governance and Sustainability Committee
Attachment 10	The Code of practice towards Stakeholders and the Code of Ethics and Business Conduct



Further corporate information can be accessed at the Company's website, www.teamgroup.co.th

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




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