



ITALIAN-THAI

DEVELOPMENT PUBLIC COMPANY LIMITED



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With regards to the Annual Report (Form 56-1 One Report), the information referred and displayed on the Company’s website shall be considered as part of Form 56-1 One Report. On top of that, the Board of Directors is still responsible for all information accuracy in the information referred to the website as well as in this Form 56-1 One Report.

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Message from the President

Throughout 2021, the COVID-19 pandemic continued to affect a wide area in every country in the world. Therefore, to support the progress of all the projects that the Company is undertaking a least impact plan was required. The management therefore discussed and formulated a plan to deal with the situation by setting policies and procedures strictly complying with the principles and regulations of the Ministry of Public Health for self-protection of personnel within the construction sites and head office. Negotiations were undertaken with project owners, supervisors and project consultants to agree the time frame for the construction within the terms of the contract as much as possible, including coordinating with sub-contractors and suppliers, to enable continued construction operations while strictly following the various required preventive measures. New technology was adopted to increase the efficiency of the construction processes and ready to use construction products were deployed to help mitigate various impacts that occurred, including the prevention of labor and material shortages, so that every project performed to its best ability.

With the global economy is still slowing down, to stimulate the country's economy to move forward, the Government has continued to push the mega project developments, including projects to expand the various railway routes, Track Doubling, New Railway Track, High Speed Railway, Airport Expansion Project, Highway Project Rural Roads and Expressway, Drainage Tunnel, Overhead Line to Underground System, Pipeline and Utility Work, etc. Thus based on the Company's experience and readiness, at the end of 2021 to the beginning of 2022, the Company will be able to bid for large projects. There are contracts in hand for several projects, including the Track Doubling Project, Den Chai-Chiang Rai-Chiang Khong, Contract 1, Den Chai-Ngao Section, Rama 3-Dao Khanong-Western Bangkok Outer Ring Road Expressway (Contract 3), The Construction of Elevated Highway Route No.82, Ekachai-Banphaeo, Section 7, Map Ta Phut Industrial Port Development, Phase 3 (stage1) Project. Recently it was announced that the Company is the lowest bidder for the construction of the civil works of the MRT Purple Line Project Tao Poon – Rat Burana (Kanchanaphisek Ring Road) project. The Company is the lowest bidder for 3 contracts, namely Contract 3, Design and Construction of Tunnels, Runways and Underground Stations Phan Fa- Saphan Phut Bridge, Contract 5, Construction of the Runway Structure and Elevated Station during Dao Khanong-Khru Nai, Electric Parking Buildings and Park and Ride Buildings and Contract 6, Design and Construction of Railway Systems along the project route. In addition, there is also the High-Speed Rail Linking 3 Airports (Don Mueang-Suvarnabhumi-U-Tapao) scheduled to begin construction this year, enabling the Company to generate revenue continuously for at least 5 years.

Thanks to the shareholders, partners and supporters that have supported the Company in a good way from the value of the work that is currently on hand and the new work which is expected to be continuously added in the future, enabling the Company to maintain its position as the largest construction company in the country.



Mr.Thoranis Karnasuta
Executive Vice President and Acting President

Report of Audit Committee For The Year 2021

The Audit Committee of Italian Thai Development Public Company Limited was duly appointed by the resolution of the Annual General Meeting of Shareholders on 24th July 2020. The three members of the Audit Committee have been appointed for a three - year term, comprising: Dr.Krisorn Jittorntrum as Chairman, Mr.William Lee Zentgraf and Mr.Sai Wah Simon Suen as Committee Members. In addition, Mr.Withit Ouaysinprasert, the Vice President of Internal Audit Division, served as secretary of the Audit Committee.

On 22th April 2021, Assoc. Prof. Dr.Pinyo Meechumna was appointed as Audit Committee Member, Chairman of Audit Committee and Chairman of Risk Management Committee, replacing Dr.Krisorn Jittrontrum who had passed away on 6th April 2021 for the remaining terms of the letter.

In 2021, five Audit Committee Meetings were held, each of which was attended the presence of members as follows:

1. Dr.Krisorn Jittorntrum was present in 2 meetings.
2. Assoc. Prof. Dr.Pinyo Meechumna was present in 3 meetings.
3. Mr.William Lee Zentgraf was present in 5 meetings.
4. Mr.Sai Wah Simon Suen was present in 5 meetings.

In 2021, the significant activities undertaken by the Audit Committee assigned by the Company's Board of Directors were as follows:

1. Review and approval of the Quarterly Financial Statements, Annual Financial Statements for 2021, Certified Public Accountant's Report, Financial Status Report and Company's Performance Report.
2. Review of the Company's Internal Control Systems and the Audit Plan for 2021 of the Internal Audit Division. As well as review of Audit Report for 2021 and Follow Up of Operation Improvement Report.
3. Review of legal compliance based on the laws and regulations relating to the Stock Exchange of Thailand and other laws concerning the company business.
4. Consideration of the risk assessment of increasing main material cost that caused by the potential increasing price in 2021 and the measures against direct impact to the Company.
5. Review of the connected transaction and those of conflicts of interest disclosed by the responsible executives in full and due compliance with the laws and regulations of the Stock Exchange of Thailand.
6. Selection and recommendation for appointment of the Certified Public Accountant of the Company for 2021 and their remuneration, including holding an official meeting with the same without the presence of management representative once a year.

The Audit Committee's opinion states that the Financial Report for 2021 (Ended December 31th, 2021) is accurate and reliable in its substance in accordance with the Generally Accepted Accounting Principles. Also, the disclosure of sufficient information was carried out. The adequate Internal Control Systems were proceeded without substance errors. The Company has been in full compliance with the laws and regulation of the Securities and Exchange Commission, the Stock Exchange of Thailand, and other related laws as well. Moreover, the connected transactions were accurate and reliable and priced according to the market price index.

Finally, the Audit Committee's opinion states that Mr. Somkid Tiatragul, Certified Public Accountant no. 2785 and/or Miss. Kanyanat Sriratchatchaval Certified Public Accountant no. 6549 and/or Mr.Narin Churamongkol, Certified Public Accountant no.8593 and/or Miss Amornjid Baolorpet, Certified Public Accountant no. 10853 and/or Miss Saranya Akharamahaphanit, Certified Public Accountant no. 9919 and/or Miss Luxsamee Deetrakulwattanapol, Certified Public Accountant no. 9056 from Grant Thornton Limited are qualified to be the Company's auditor for 2021.



(Assoc. Prof. Dr.Pinyo Meechumna)

Audit Committee Chairman

14 March 2022

Report of the Risk Management Committee for the year 2021

To the Shareholders

The Risk Management Committee was established by resolution of the Board of Directors Meeting No.1/9/2010, held on September 2, 2010. Currently, the Committee comprises of 8 members who are particularly capable of balancing and managing business risks. Assoc. Prof. Dr.Pinyo Meechumna is serving as Chairman of the Risk Management Committee.

The Risk Management Committee takes the primary role to intensively respond to the Company's overall risk management policy and framework covering several major aspects as the financial risk, investment risk, operational risk and corporate reputation risk to keep to these risks at an acceptable level. The Committee considers the risks using a methodical system and supports the Board of Directors' and Board of Management's decisions in the investment activities that may significantly affect the Company's financial status.

In 2021, the Risk Management Committee held the meetings to oversee, review, and monitor some construction projects by inviting the Management and persons concerned to participate the meetings. The Committee thoroughly supervised and reviewed the significant risks of the Company, namely;

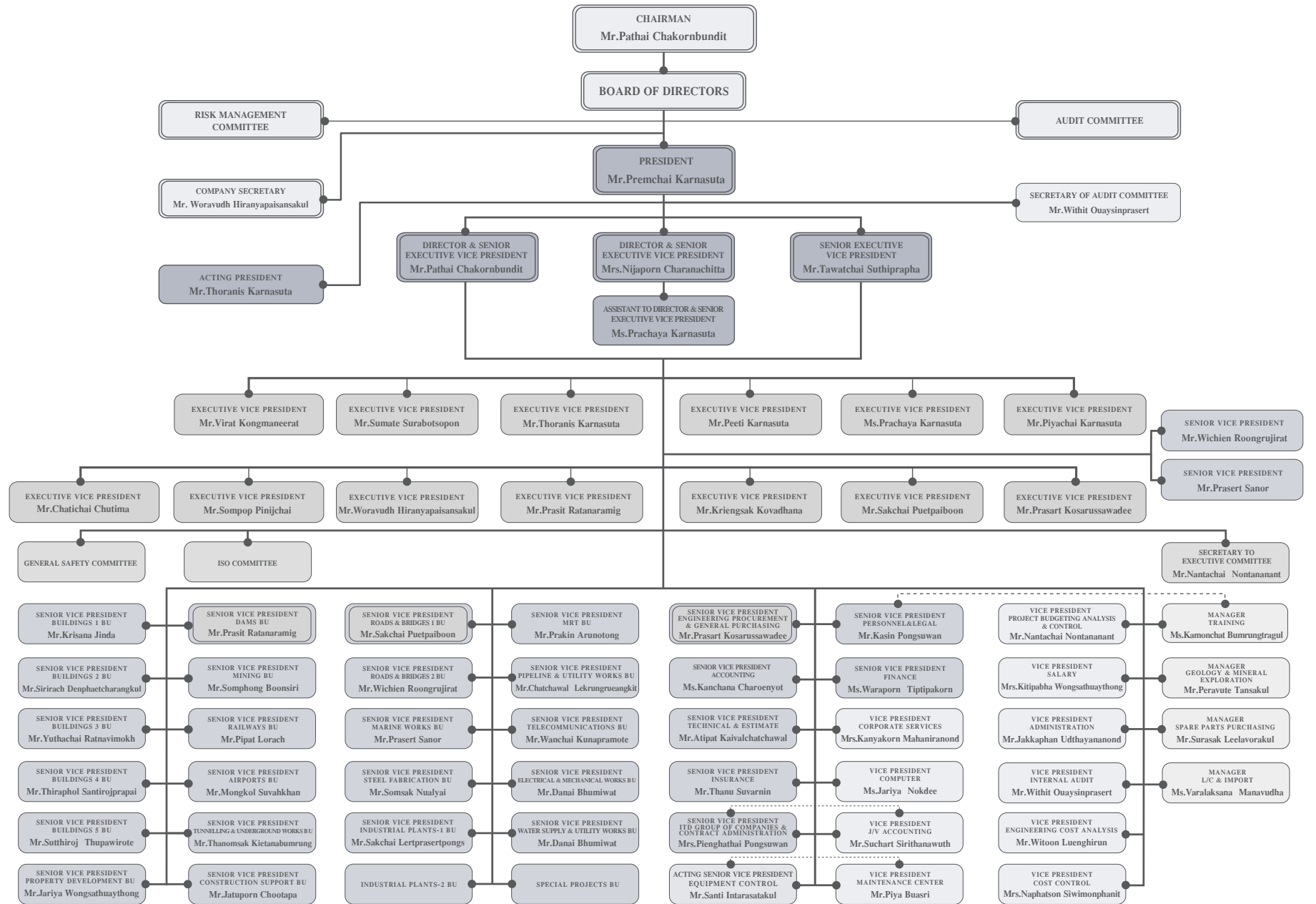
1. High-Speed Rail Linked 3 Airports Project
2. The Cooperation between the Government of the Kingdom of Thailand and the Government of the People's Republic of China on Bangkok - Nong Khai HSR Development for Regional Connectivity
3. Potash Mining Project

The Risk Management Committee considered and provided beneficial suggestions to all the projects mentioned in order to maintain the operations for the Company's optimum productivity and profitability.



(Assoc. Prof. Dr.Pinyo Meechumna)
Chairman of the Risk Management Committee
February 28, 2022

Organization Chart



Section 1: Business operation and Performance

1. Company Structure and Operations

1.1 Policy and Business Overview

Italian-Thai Development Public Company Limited (“the Company”) is formed on August 15, 1958, with a registered capital of Baht 2,000,000 under the former name Italian-Thai Development Corporation Limited, by Dr.Chaijudh Karnasuta (Thai) and Mr.Giorgio Berlingieri (Italian), the co-founders who both intended to establish the competitive Thai construction company.

In 1985, the Company honorably obtained the Royal Seal of The Garuda awarded by His Majesty King Bhumibol Adulyadej on November 22. It was reckoned as the highest and most honorable achievement under the Royal Patronage of His Majesty the King.

Another milestone reached occurred in 1994, the Company registered as a Public Company Limited on March 24 and was respectively listed on the Stock Exchange of Thailand on August 9.

With over 6 decades in construction field, the Company has been recognized as one of the largest construction companies in Thailand with excellent performance by high quality of work. The Company’s high-standard construction quality has also been officially certified with ISO 9001:2015, the standard for the Quality Management Systems, ISO 14001:2015, the standard for the Environmental Management Systems, and ISO 45001:2018, the standard for the Occupational Health and Safety Management Systems.

Vision, Mission, Motto, Strategy, Objectives, and Main Goal

With the strong intention to grow further with best care to all stakeholders, the Company always revises the vision, mission, motto, strategy, objectives, and main goal every year. For 2022, the Board of Directors’ Meeting No. 1/12/2021, held on December 1, 2021, reviewed them all and resolved as follows:

Vision

To be the leading contractor in Southeast Asia

Mission

- To be an integrated construction firm with wide experience and expertise in all construction activities
- To have the potential and readiness to undertake the large construction projects utilizing advanced technological construction with competitive tendering
- To be accountable for our construction projects with quality and safety in accordance with international standards
- To maintain the reputation as a leader among construction firms
- To deliver the highest satisfaction to all customers
- To further expand the Company’s construction business and capacity throughout the international market, particularly in Asia

Motto

Commitment, Reliability, Quality

Strategy

- To build the Company’s credibility and trust through high quality construction
- To complete our construction works with professional quality and punctuality
- To develop and apply the advanced construction technologies and techniques
- To develop knowledge and extend the construction experiences of all-levels of employees to be skillful and able to work efficiently
- To develop and enhance the potential of the organization and its human resources management

Corporate Objectives

- To be the leading contractor in building, civil and structural works nationally and internationally
- To operate our construction projects for optimum profit
- To operate the business with Quality (ISO9001), Environment (ISO 14001) and Occupational Health and Safety (ISO 45001) in line with international standards
- To provide an appropriate profit to the shareholders of the Company

Short Term – Medium Term Period (Within 1-4 years)	Long Term Period (More than 5 years)
<p>1. To increase competitiveness for revenue growth</p> <ul style="list-style-type: none"> • Attend the Government’s biddings i.e. <ul style="list-style-type: none"> • Railway Construction Project <ol style="list-style-type: none"> 1) High Speed Rail Development <ol style="list-style-type: none"> 1.1 the Cooperation between the Government of the Kingdom of Thailand and the Government of the People’s Republic of China on Bangkok - Nong Khai HSR Development for Regional Connectivity: Phase 1 Bangkok - Nakhorn Ratchasrima and Phase 2 Nakhorn Ratchasrima – Nong Khai 1.2 High-speed rail linked 3 airports project: Don Mueang- Suvarnabhumi-U-ta pao Airports 2) Track Doubling Project Phase 1: Map Kabao - Thanon Chira Junction Contract 2 : Khlong Khanan Chit - Thanon Chira Junction 3) Track Doubling Project Phase 2: Paknam Po - Den Chai, Den Chai - Chiang Mai, Khon Kaen - Nong Khai, Thanon Chira Junction - Ubon Ratchathani, Chumphorn - Surat Thani, Surat Thani - Hat Yai - Songkhla, and Hat Yai - Padang Besar 4) SRT Red Line suburban railway project (PPP: Public-Private Partnership) <ol style="list-style-type: none"> 4.1 SRT Light Red Line suburban railway project: Bang Sue - Phaya Thai – Makkasan - Hua Mak; and Dark Red Line railway project: Bang Sue - Hua Lamphong (missing link), 4.2 SRT Dark Red Line railway project: Rangsit - Thammasart University Rangsit campus section 4.3 SRT Red Line suburban railway project: Taling Chan - Salaya and 3 additional stations: RaMa VI, Bang Kray- EGAT and Chim Plee stations 4.4 SRT Light Red Line suburban railway project: Taling Chan - Siriraj • MRT project <ol style="list-style-type: none"> 1) MRT South Purple Line project: Tao Poon - Rat Burana (Kanchanaphisek ring road) <ul style="list-style-type: none"> • Contract 1 Design and Construct the railway tunnel and underground stations: Tao Poon - National Library section • Contract 2 Design and Construct the railway tunnel and underground stations: National Library – Phan Fa section • Contract 3 Design and Construct the railway tunnel and underground stations: Phan Fa - Saphan Phut Library section • Contract 4 Design and Construct the railway tunnel and underground stations: Saphan Phut - Dao Kha Nong section • Contract 5 Design and Construct the railway tunnel and underground stations: Dao Kha Nong - Kru Nai section, Stabling yard, and Park&Ride Building • Contract 6 Design and Construct the rail line 2) MRT West Orange Line project: Bang Khun Non - Cultural Center 	<ul style="list-style-type: none"> • To maintain the market share and the position of No.1 leader. • Expand the overseas market. • Improve the revenues from the invested projects so as to generate profits to the Company.

Short Term – Medium Term Period (Within 1-4 years)	Long Term Period (More than 5 years)
<ul style="list-style-type: none"> • Airport project <ol style="list-style-type: none"> 1) The Construction of East Expansion, Suvarnabhumi Airport 2) The Construction of West Expansion, Suvarnabhumi Airport 3) The Construction of Terminal 2 (North), Suvarnabhumi Airport 4) The Development of Don Mueang airport 3rd phase 5) The Construction of 2nd runway, related driveway and additional 1st runway, U-tapao Airport 6) The Construction of driveway Phase 1 and parking space for Maintenance Repair and Overhaul Center, U-tapao Airport 7) The Construction of Chiang Mai Airport 8) The renovation of Aircraft surface, Suvarnabhumi Airport 9) The improvement of soil for aircraft parking space for SAT-2, Suvarnabhumi Airport 10) The Construction of Maintenance Repair and Overhaul Center, U-tapao Airport • Drainage and Sewerage Tunnel, Transmission Tunnel, Underground Cable System and Water System Project <ol style="list-style-type: none"> 1) Drainage and Sewerage Tunnel project, Phraya Rajmontri canal, Bangkok 2) Diversion Tunnel project: Yuam - Bhumiphon, Royal Irrigation Department 3) Metropolitan Electricity Authority projects <ol style="list-style-type: none"> 3.1 Outgoing Underground Cable System from Lad Phrao station 3.2 Outgoing Underground Cable System from Bang Phlee station 3.3 Outgoing Underground Cable System from Erawon station 3.4 Outgoing Underground Cable System from bang Sue station 4) Metropolitan Waterworks Authority projects <ol style="list-style-type: none"> 4.1 The Construction for water production expansion, Mahasawat water treatment plant (800,000 cubic meter/day) 4.2 The Construction of Bang Mod water pumping station and 120,000 cubic meter treated water tank 4.3 The Construction of water transmission tunnel into Thonburi water treatment plant and to Pradiphat water gate • Highways, Roads, and Expressway Project <ol style="list-style-type: none"> 1) The Construction of Koh Lan Ta crossing bridge, Krabi Department of Rural Roads 2) The Construction of Expressway Stage 3 North Phase 1 (N2 Prasert Manukit – Outer ring expressway, East Bangkok) and Phase 2 (N1 addition Bang Sue - Prasert Manukit) EXAT 3) Elevated expressway: Kathu - Patong, Phuket, EXAT (PPP) 4) The Construction of Motorway Route 7 expansion: Sri Nakharind - Suvarnabhumi Airport, Department of Highway 5) The Construction of Motorway Route 5 (Utraphimuk) expansion: Rang Dit - Bang Pa-in, Department of Highway 6) The Construction of Motorway Route 9: West Kanchanaphisek ring road, Department of Highway 7) The Construction of Song Khla Lake crossing bridge, Department of Rural Roads 	

Short Term – Medium Term Period (Within 1-4 years)	Long Term Period (More than 5 years)
<ul style="list-style-type: none"> • Wastewater Treatment Systems Project <ol style="list-style-type: none"> 1) The Construction of Thonburi centralized system and wastewater treatment system 2) The Construction of Samutsakhorn wastewater treatment system, Samutsakhorn (PPP) • International Project <ol style="list-style-type: none"> 1) MRT Project <ol style="list-style-type: none"> 1. Bangladesh <ul style="list-style-type: none"> DHAKA MRT Line 1 Project (7 Contract) <ol style="list-style-type: none"> 1.1 CP-02 Depot 1.2 CP-03 4.8 Km Underground work and 4 stations 1.3 CP-04 4.4 Km Underground work and 4 stations 1.4 CP-05 3.5 Km Underground work and 2 stations 1.5 CP-06 5.1 Km Underground work and 4 stations 1.6 CP-07 5.4 Km Elevated rail and 3 stations 1.7 CP-08 6.8 Km Elevated rail and 4 stations 2. The Philippines <ul style="list-style-type: none"> North-South Commuter Railway Extension (NSCR-EX) <ol style="list-style-type: none"> 2.1 CP-S-04 8.5 Km Elevated rail and 2 stations 2.2 CP-S-04 12.7 Km Elevated rail and 4 stations • Aim to continuously enhance the efficiency and gain more work value • Each Business Unit (BU) is to be capable to develop with the highest effectiveness simultaneously to create the competitive advantages in bidding, and be able to win the bidding • Maintain the market share and the position of No.1 leader 	
<p>2. To increase capability in making profits</p> <ul style="list-style-type: none"> • Integrate IT system with the budgets and resources management • Support each BU on developing and researching of innovation for upcoming projects which would benefit the construction • Establish the developing and researching center of the Company in a site work that supports the construction 	<ul style="list-style-type: none"> • Be a leader of innovation in construction field • Continually develop and update technologies for optimal competency
<p>3. To create satisfaction for customers</p> <ul style="list-style-type: none"> • Operate the construction based on the standards and hand over work following the contract work 	
<p>4. To manage the occupational health and safety in accordance with international standards</p> <ul style="list-style-type: none"> • Focus on setting up team conscious of safety in working • Inspect the safety standard of each site work by the General Committee • Decrease the number of accidents to the least from the present 	<ul style="list-style-type: none"> • Achieve zero accident target

Short Term – Medium Term Period (Within 1-4 years)	Long Term Period (More than 5 years)
<p>5. To improve employees' skills and quality of life of family</p> <ul style="list-style-type: none"> • Hold training courses for improving employees' skills in every level to be knowledgeable and conscious of working among the Management Level (SVP, VP, PM and PE), Supervisory Level, Operational Officer both BUs and work supports with full efficiency • Offer scholarships to the employees' children • Maintain the training center for engineers and technicians in order to expand the knowledge, experience, and construction technology to all employee levels for the best work efficiency 	<ul style="list-style-type: none"> • Decrease the employee turnover rates of each level
<p>6. Corporate Social Responsibility</p> <ul style="list-style-type: none"> • Attend activities with community nearby working projects • Support every CSR activity of every site work i.e. Pordee Pordee School • Support the good corporate governance following the principles by SEC such as the definition of the objectives and main targets of the company for sustainability, and support the participation and communication with the Shareholders 	<ul style="list-style-type: none"> • Continuously support CSR activities • CG scoring not less than 90 percent

1.2 Significant Changes and Developments over the past year

Appointment of Chairman of Board of Directors

Mr.Pathai Chakornbudit was appointed to be Chairman of the Board of Directors, replacing Dr.Krisorn Jittorntrum who passed away, by the resolution of the Board of Directors' meeting No. 5/6/2021 on June 14, 2021.

List of directors' changes

- Following Dr.Krisorn Jittorntrum passing away on April 6, 2021, thus ending his directorship and other positions, Assoc. Prof. Dr.Pinyo Meechumna was appointed as an Independent Director, Chairman of Audit Committees and Chairman of Risk Management Committee as a replacement for the remainder of Dr.Krisorn Jittorntrum term, by the resolution of the Board of Directors' meeting No. 5/4/2021 on April 22, 2021, and confirmed by the resolution of the 2021 Annual General Meeting of Shareholders on May 27, 2021.
- Mr.Tawatchai Suthiprapha resigned as a director effective on December 2, 2021. Mr.Virat Kongmaneerat was appointed as Director for the remainder Mr.Tawatchai Suthiprapha directorship term, by the resolution of the Board of Directors' meeting No. 1/12/2021 on December 1, 2021.

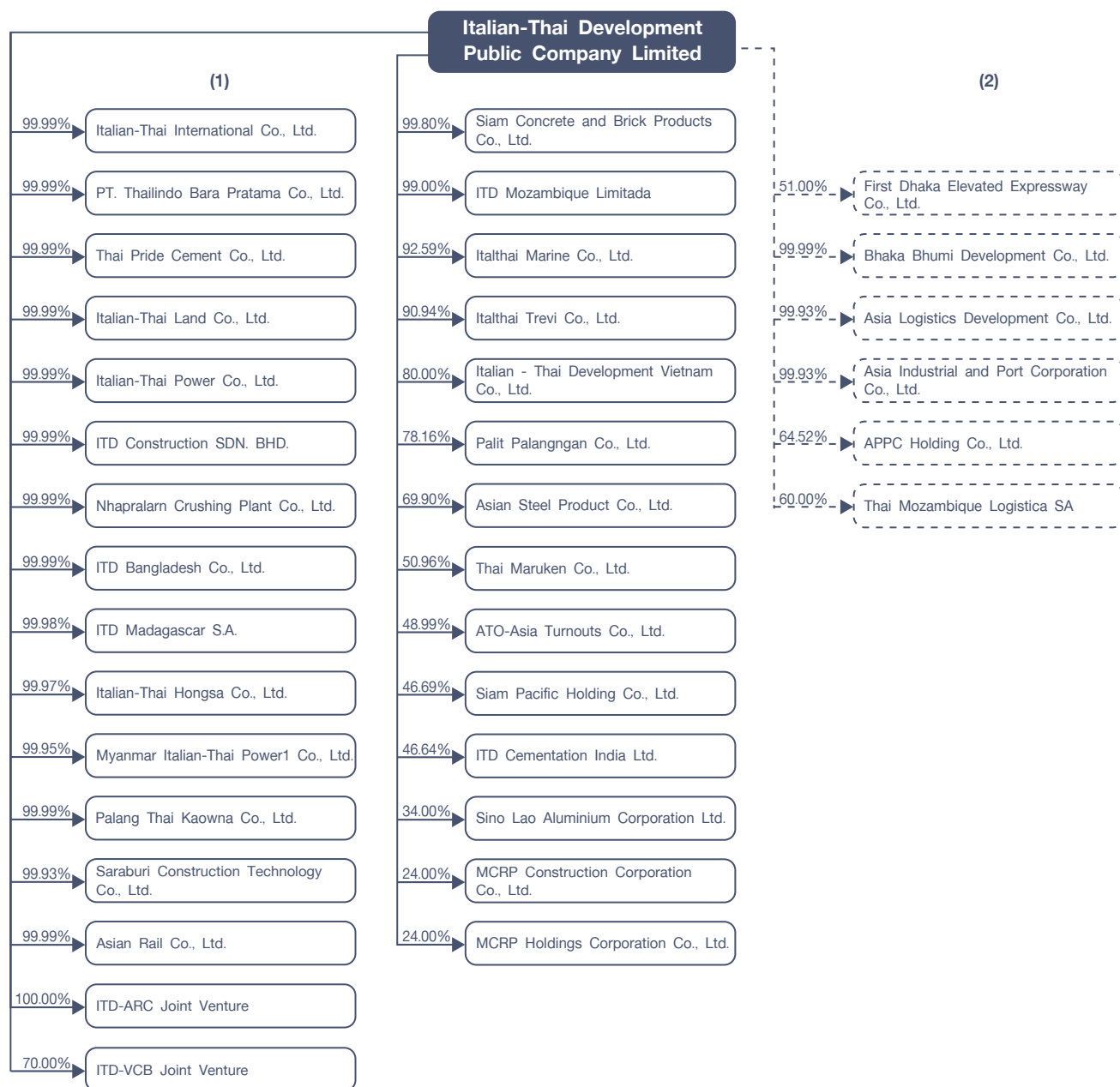
Appointment of Acting President

Mr.Thoranis Karnasuta was appointed as acting Company President while the Company President is unable to perform the role, by the resolution of the Board of Directors' meeting No. 1/12/2021 on December 1, 2021.

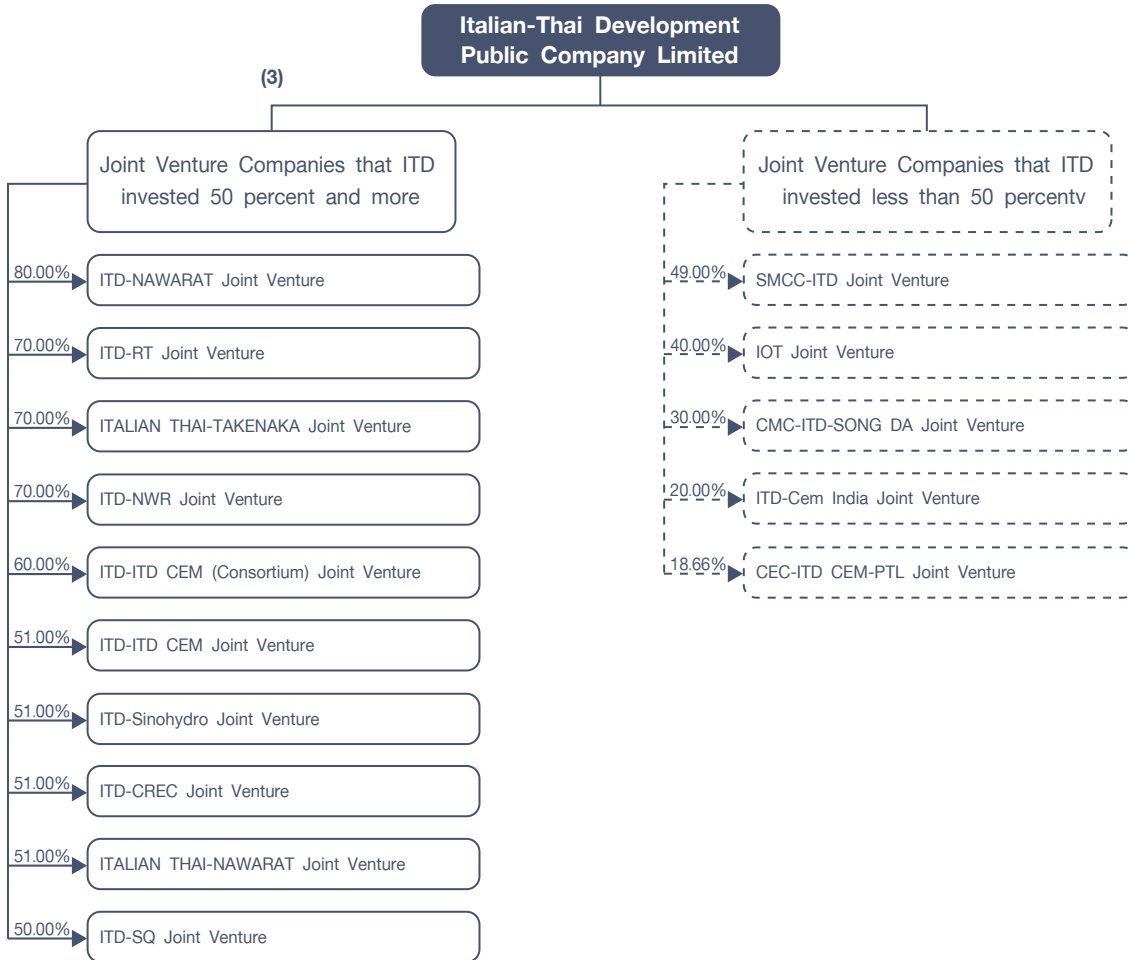
1.3 Shareholding Structure of the Company

The business lines of the Company's subsidiary companies, associated companies, and joint venture as of December 31, 2021 can be divided into three lines as below:

1. Lines of construction and public utilities work including a line of construction support and line of overseas investments,
2. Lines of the Company investment in other sectors, e.g., real estate business, construction material and raw material products, and concession businesses,
3. Lines of Joint Venture, which is the cooperation with other experienced companies to gain knowledge in new technologies for the Company's operations especially for public utility work.



The Company's investment in Joint Venture Companies as of December 31, 2021:



1.4 Nature of Business

Business of the Company, Subsidiary Companies, Joint Ventures and Associated Companies

Italian-Thai Development Public Company Limited Only

At present, the business operations of the Company could be divided into nine major activities:

1. Buildings (office buildings, condominiums, skyscrapers and hotels)
2. Industrial Plants
3. Pipelines and Utility Works (oil, gas and water transmission pipelines, conduit and manhole systems and storage tanks)
4. Highways, Railways, High Speed Rails, Viaducts, Track works, MRT Systems, Bridges and Expressways
5. Airports, Ports and Marine Works
6. Dams, Tunnels and Power Plants
7. Steel Structures
8. Telecommunications
9. Mining

Subsidiary Companies, Joint Ventures and Associated Companies

The business lines of the Company's subsidiary, associated companies and joint ventures as of December 31, 2021 could be divided into three lines as below:

1. Lines of construction and public utilities work including a line of construction support and a line of overseas investments
2. Lines of the Company investment in other sectors, e.g. real estate business, construction material and raw material products and concession businesses
3. Lines of Joint Ventures which is the cooperation with other experienced companies to gain knowledge in new technologies for the Company's operations especially for public utility work

1.5 Revenue Structure

■ Revenue Structure of Italian-Thai Development Public Company Limited

Sales Structure	2021		2020		2019	
	(Baht) Million	%	(Baht) Million	%	(Baht) Million	%
1. Large-scale Building Construction	11,248.59	17.83	11,365.35	18.89	9,560.03	14.47
2. Industrial Plants and Facilities	2,595.25	4.11	3,560.60	5.92	1,031.56	1.56
3. Pipelines and Tank Farms	6,897.64	10.93	5,004.76	8.32	5,227.89	7.91
4. Highways, Railways, Bridges and Expressway Systems	15,953.69	25.28	14,887.49	24.75	22,680.16	34.32
5. Airports, Jetties, Deep-sea Ports and Marine Works	8,208.30	13.01	6,708.04	11.15	7,851.35	11.88
6. Multi-purpose Hydro-electric Dams, Tunnels and Power Plants	3,036.06	4.81	3,111.62	5.17	3,783.04	5.72
7. Steel Structures	0.05	0.00	6.93	0.01	9.99	0.02
8. Telecommunications	481.74	0.76	441.83	0.73	88.22	0.13
9. Mining	6,079.67	9.63	5,638.07	9.37	5,748.47	8.70
10. Miscellaneous	7,004.64	11.11	7,646.54	12.71	9,097.60	13.77
11. Others	1,596.48	2.53	1,788.89	2.98	1,005.13	1.52
Total Sales	63,102.11	100.00	60,160.12	100.00	66,083.44	100.00
Sale Growth	4.89%		(8.96%)		2.75%	
Related Party Transactions from Construction	1,247.49		2,555.15		671.73	
Related Party Transactions from Miscellaneous	1,515.68		1,847.92		2,185.15	
Others	111.78		348.99		219.62	
Total Net after Provisions	60,227.16		55,408.06		63,006.94	
Growth	8.70%		(12.06%)		2.40%	

■ Revenue Structure of Subsidiary Companies, Associated Companies & Joint Ventures

1. Lines of construction and public utilities work including a line of construction support and a line of overseas investments

Company Name (Unit : Thousand Baht)	% of Holdings	2021		2020		2019	
		Revenue	%	Revenue	%	Revenue	%
Subsidiary Companies							
1. ITD-ETF Joint Venture	-	-	-	-	-	12,533	0.05
2. ITD-ARC Joint Venture	100.00	100,900	0.36	118,853	0.54	1,858	0.01
3. Italian-Thai International Co., Ltd.	99.99	2,344	0.01	2,401	0.01	5,244	0.02
4. PT Thailindo Bara Pratama Co., Ltd.	99.99	-	-	267,554	1.22	343,772	1.36
5. Thai Pride Cement Co., Ltd.	99.99	1,387,972	4.90	1,346,168	6.12	1,354,494	5.34
6. Italian-Thai Land Co., Ltd.	99.99	-	-	-	-	-	-
7. Italian-Thai Power Co., Ltd.	99.99	-	-	-	-	-	-
8. ITD Construction SDN.BHD.	99.99	-	-	-	-	-	-
9. Nha Pralan Crushing Plant Co., Ltd.	99.99	36,229	0.13	30,063	0.14	38,740	0.15
10. ITD Bangladesh Company Limited	99.99	799,383	2.82	1,665,715	7.58	-	-
11. Asian Rail Co., Ltd.	99.99	160,122	0.57	158,532	0.72	146,946	0.58
12. Palang Thai Kaowna Co., Ltd.	99.99	-	-	-	-	-	-
13. ITD-Madagascar SA	99.98	-	-	-	-	-	-
14. Italian-Thai Hongsa Co., Ltd.	99.97	1,905,937	6.73	1,886,304	8.58	2,104,458	8.29
15. Myanmar Italian-Thai Power 1 Co., Ltd.	99.95	-	-	-	-	-	-
16. Saraburi Construction Technology Co., Ltd.	99.93	38,082	0.13	25,071	0.11	13,075	0.05
17. Siam Concrete Brick&Products Co., Ltd.	99.80	308,871	1.09	129,139	0.59	343,571	1.35
18. ITD Mozambique Limitada	99.00	-	-	25,807	0.12	4,291	0.02
19. Italthai Marine Co., Ltd.	92.59	25,708	0.09	148,104	0.67	378,369	1.49
20. Italthai Trevi Co., Ltd.	90.94	789,041	2.79	777,423	3.54	1,334,020	5.26
21. Italian-Thai Development Vietnam Co., Ltd.	80.00	-	-	-	-	-	-
22. Palit Palangan Co., Ltd.	78.16	-	-	-	-	-	-
23. ITD-VCB Joint Venture	70.00	61,339	0.22	-	-	-	-
24. Asian Steel Products Co., Ltd.	69.90	88,733	0.31	178,750	0.81	177,482	0.70
25. Thai Maruken Co., Ltd.	50.96	789,553	2.79	1,093,881	4.97	739,631	2.92
26. ITD Cementation India Ltd.	46.64	15,857,243	56.02	10,647,678	48.42	12,300,852	48.48
Associated Companies							
1. ATO - Asia Turnout Co., Ltd.	48.99	59,311	0.21	20,602	0.09	109,158	0.43
2. Siam Pacific Holding Co., Ltd.	46.69	-	-	-	-	-	-
3. Sino Lao Aluminum Corporation Co., Ltd.	34.00	-	-	-	-	-	-
4. MCRP Construction Co., Ltd.	24.00	-	-	-	-	-	-
5. MCRP Holding Corporation Co., Ltd.	24.00	-	-	-	-	-	-

2. Lines of the Company investment in other sectors, e.g. real estate business, construction material and raw material products and concession businesses

Company Name (Unit : Thousand Baht)	% of Holdings	2021		2020		2019	
		Revenue	%	Revenue	%	Revenue	%
Subsidiary Companies							
1. Bhaka Bhum Development Co., Ltd.	99.99	318,780	1.13	460,410	2.10	399,539	1.57
2. Asia Logistics Development Co., Ltd.	99.93	-	-	-	-	-	-
3. Asia Industrial and Port Corporation Co., Ltd.	99.93	-	-	-	-	-	-
4. APPC Holdings Co., Ltd.	64.52	-	-	-	-	-	-
5. Thai Mozambique Logistica SA	60.00	-	-	-	-	-	-
Associated company							
1. First Dhaka Elevated Expressway Co., Ltd.	51.00	-	-	-	-	-	-
2. Dawei LNG Terminal Co., Ltd.	50.00	-	-	-	-	-	-

3. Lines of Joint Ventures

Company Name (Unit : Thousand Baht)	% of Holdings	2021		2020		2019	
		Revenue	%	Revenue	%	Revenue	%
Joint Ventures							
1. IITD-NAWARAT Joint Venture	80.00	1,084	0.01	-	-	-	-
2. ITD –RT Joint Venture	70.00	2,186,320	7.72	1,079,585	4.91	467,636	1.84
3. ITALIAN-THAI-TAKENAKA Joint Venture	70.00	43,276	0.15	-	-	-	-
4. ITD-NWR Joint Venture	70.00	76,101	0.27	-	-	-	-
5. ITD – ITD Cem (Consortium) Joint Venture	60.00	-	-	-	-	-	-
6. Italian-Thai-EGC Joint Venture	-	-	-	-	-	1	-
7. ITD-ITD Cem Joint Venture	51.00	300,998	1.06	330,430	1.50	461,915	1.82
8. ITD- Sinohydro Joint Venture	51.00	743,824	2.63	454,899	2.07	798,810	3.15
9. ITD-CREC Joint Venture	51.00	98,891	0.35	-	-	-	-
10. ITALIANTHAI-NAWARAT Joint Venture	51.00	46,265	0.17	-	-	-	-
11. ITD-SQ Joint Venture	50.00	-	-	32,910	0.15	1,352,752	5.33
12. SMCC- ITD Joint Venture	49.00	1,707,956	6.03	699,779	3.18	1,102,320	4.34
13. IOT Joint Venture	40.00	-	-	-	-	-	-
14. CMC-ITD-SONG DA Joint Venture	30.00	-	-	-	-	949,466	3.74
15. ITD CEM India Joint Venture	20.00	74,215	0.26	39,573	0.18	37,510	0.15
16. CEC-ITD CEM-TPL Joint Venture	18.66	298,221	1.05	370,390	1.68	395,657	1.56
		28,306,699	100	21,990,021	100	25,374,100	100

1.6 Review of Construction Operations

During the past year, Thailand, along with the rest of the world, suffered from the impacts of the COVID-19 pandemic. The Thai Government put concerted effort into infection control by vaccine allocation and the enforcement of other preventive measures to reduce the impact on nation's economic system. The construction sector cooperated with the Government Orders in applying strict measures, such as Bubble and Seal. These measures inevitably caused delays to construction projects, but overall, they are still progressing well.

Other impacts from the COVID-19 pandemic over the past year have been a large increase in the price of steel and the shortage of labor. However, construction progress is expected to remain on track in the New Normal post-pandemic state.

The work that the company has been entrusted to carry out by both public and private sectors in the past year can be summarized as follows:

Building Construction

The completed building projects in the previous year include:

- The Royal Hangar and Air Force Data Center Building project worth Baht 354 million
- The Renovation of Mandarin Oriental, Bangkok's River Wing, Lord Jim's, and Verandah worth Baht 278 million
- The Renovation for Back of House at Amari Watergate Hotel worth Baht 42 million

The projects in progress include:

- One Bangkok Mixed-use (Substructure) project worth Baht 6,570 million as 84% of work completed
- One Bangkok Mixed-use (Architectural Work for Substructure & CUP Building) worth Baht 836 million as 8% of work completed
- 400 Bed Chulabhorn Hospital Building, Medical Service Expansion (Phase 1) project worth Baht 7,005 million as 68% of work completed.
- Expansion Space Development Project (Zone C, Basement Work), the Government Complex Commemorating His Majesty the King's 80th Birthday Anniversary, 5th December, B.E. 2550 (2007) worth Baht 2,222 million as 93% of work completed;
- Terminal 21, Rama 3 project worth Baht 1,238 million as 99% of work completed;
- The Construction of EmSphere/EmLive worth Baht 3,124 million as 41% of work completed;
- Bangkok Mall & Bangkok Arena Phase 1 worth Baht 2,270 million as 26% of work completed;
- Bangkok Mall Phase 2,3, and 4 (Substructure) worth Baht 1,640 million as 34% of work completed;
- Training Centre and Welfare, Immigration Bureau worth Baht 1,399 million as 93% of work completed;
- The Medical and Rehabilitation Building for Police Project, Police Hospital worth Baht 1,921 million as 39% of work completed;
- Building Works for Thai Oil Clean Fuel Project (Package 1&2) worth Baht 1,607 million as 60% of work completed;
- Dusit Central Park (Sub-Structure Basement Works) worth Baht 2,390 million as 33% of work completed;
- Relocation of Navaminda Kasatriyadhiraj Royal Thai Air Force Academy, worth Baht 1,746 million as 47% of work completed;
- Siam Patumwan House worth Baht 755 million as 25% of work completed;
- Construction of the Office Building, His Majesty's Project worth Baht 870 million as 71% of work completed;
- Construction of Chaloe Phra Kiat Building, His Majesty's Project worth Baht 409 million as 24% of work completed; and
- The Construction and Renovation of 907 Palace, HM 904 Royal Court Area, Payap Pier worth Baht 452 million as 72% of work completed.

The new project that has newly started are:

- One Bangkok Mixed-use Superstructure for Retail 1 (R1) & Office 1 B (O1B) in the name of Italian-Thai - Thai Takenaka Joint Venture, worth Baht 3,350 million;
- The 2nd Medical Correctional Hospital, worth Baht 1,632 million;
- IOT Institute Building Construction Project (IOT Innovation Building 2) worth Baht 1,085 million; and
- The Construction of the Office Building for the Privy Council worth Baht 413 million.

Highways, Railways, Bridges and Expressway Systems

The completed projects in the previous year include:

- Construction of the Red Line Mass Transit System Project: Trackwork Installation and Related Civil Works worth Baht 1,947 million.

The domestic projects in progress are:

- the Elevated Highway at Highway Route No.35 Project (Section 3) worth Baht 2,328 million as 72% of work completed.
- the Surat Thani Interchange at Highway Route No.41 and Highway Route No.417 worth Baht 1,238 million as 42% of work completed.

The new project that has newly started are:

- RAMA III - DAO KHANONG - WESTERN BANGKOK OUTER RING ROAD EXPRESSWAY (CONTRACT 3) in the name of ITD-VCB Joint Venture, worth Baht 6,877 million
- The Construction of Elevated Highway Route No.82; Ekachai-Banphaeo, Section 7 worth Baht 1,746 million

As for the doubling track railway work, those in progress are:

- Track Doubling Project: Map Kabao - Thanon Chira Junction; Contract 1: Map Kabao-Khlong Khanan Chit project worth Baht 7,065 million as 92% of work completed.
- Track Doubling Project: Map Kabao-Thanon Chira Junction; Contract 3: Tunnel Work in the name of ITD-RT Joint Venture worth Baht 8,682 million as 53% of work completed; and
- Track Doubling Project : Hua Hin-Prachuab Kirikhun worth Baht 5,427 million as 97% of work completed.

Newly signed:

- Track Doubling Project (Den Chai - Chiang Rai - Chiang Khong) ; Contract 1:Den Chai-Ngao Section with Nawarat Patanakarn PCL worth Baht 24,822 million
- The High Speed Railway Development for Regional Connectivity (Section1: Bangkok-Nakhon Ratchasima) Contract 3-4: Civil Works (Lumtakong-Sikhiu and Kut Chik-Khok Kruat Section) worth Baht 9,204 million as 15% of work completed.

The overseas projects that the Company is currently operating is Malolos-Clark railway project for package CP N-03 in the Philippines worth Baht 12,281 million as 7% of work completed.

Airports

The projects completed in the past year are:

- The Site Preparation and Related Works for the Construction of Aircraft Maintenance, Repair and Overhaul (MRO) Center at U-Tapao Airport worth Baht 316 million, and
- The Design and Construction of a Private Airport PTT, Wangchan Valley worth Baht 35 million.

The domestic project in progress is the Improvement of Runway Strip, Runway End Safety Area (RESA) and Parallel Taxiway at Phuket International Airport worth Baht 541 million as 3% of work completed.

The Government sector has planned to develop the central and region airports to meet the increase of passengers after the outbreak has eased. The expansion plan includes with Suvarnabhumi Airport, Donmueang International Airport, U-Tapao Airport, and Chiang Mai international Airport.

Industrial Plants and Facilities

The construction of an industrial factory that was completed in the past year includes:

- Construction of 500/230 KV Phuket 3 Substation worth Baht 263 million
- Design And Construction of a Private Airport PTT, Wangchan Valley worth Baht 1,576 million

The projects currently in progress are:

- Bang Pakong Combined Cycle Power Plant Project, (Units 1-2 Replacement) project in cooperation of Sumitomo, and Black & Veatch (Thailand) worth Baht 22,000 million. The structural work the company is responsible for worth Baht 5,301 million and as 99% of work completed;
- Civil Works for Thai oil Clean Fuel Project (Package 1-7) worth Baht 3,633 million as 63% of work completed;

- Civil and Concrete Works for Harmony Project, Rayong worth Baht 731 million as 52% of work completed; and
- Goodyear – Sapphire Project phase 2, Pathum Thani worth Baht 376 million as 93% of work completed.

Mining

The significant domestic projects in progress are the Overburden Excavation-Removal, and Coal Extraction at Mae Moh Mine Contract 9 worth Baht 29,617 million is with progress at 28%, and the Relocation of Conveyor Line in the Vicinity of Waste Disposal Pit and Reclamation of Waste Disposal Pit, worth Baht 150 million is with progress at 36%,

The overseas projects in progress is the Excavation-removal of 383 million cubic meters for Hong Sa Mining Project, Lao PDR worth Baht 25,336 million as 45% of work completed.

Tunnels, Pipelines, and other Utilities

The completed projects in the previous year are:

- The Construction of Outgoing Cable Tunnel at Chidlom Terminal Station worth Baht 915 million
- The Construction of Manhole and Underground Ductbank in Conjunction With the Golden Line Mass Transit System (Thonburi Skytrain Station-Klongsan District Office-Prachathipok) of Traffic and Transportation Department Bangkok worth Baht 32 million

The projects in progress are:

- Conversion of Overhead line to Underground system (Rama III Project : Thanon Tok Terminal Station-Rama Ix Bridge) project worth Baht 1,821 million as 32% of work completed;
- Construction of Manholes and Underground Ductbanks in Conjunction with the Construction of Orange Line Mass Transit System, Contract No.3 of MRTA worth Baht 671 million as 31% of work completed;
- Underground Piping Works of Package1-2 Project; Thai Oil Clean Fuel Project worth Baht 376 million as 68% of work completed.
- Construction of Seawater Intake and Seawater Outfall (SWI&SWO Tunneling Works) for PTTLNG Nong Fab Rayong LNG Receiving Terminal Project, Map Ta Phut, Rayong, worth Baht 1,373 million as 72% of work completed;
- The Bang Ban-Bang Sai Flood Drainage Canal Project, Contract 2 worth Baht 2,612 million as 24% of work started.
- PTTLNG Interconnecting Pipeline Project in Map Ta Phut Industrial Estate worth Baht 1,104 million as 19% of work started.

Recently mobilized projects in cooperation of Nawarat Patanakarn PCL

- Construction of Klong Premprachakorn Drainage Tunnel (Klong Bang Bua to the Chao Phraya River) worth Baht 7,700 million
- Construction of Water Transmission Tunnel Along The Ratchapruuek Road, from Klong Mahasawat to Petchkasem Road; Contract No.G-TN-9B worth Baht 3,752 million

The ongoing overseas projects is the Second Ho Chi Minh City Environmental Sanitation Project, Package XL-01 : Construction of the Interceptor worth Baht 2,381 million has 97% of work progressed.

Jetties, Deep-sea Ports and Marine Works

The concluded projects in the year preceding were:

- PTTLNG Nong Faab, LNG Receiving Terminal project, Rayong worth Baht 6,463 million as 93% of work completed;
- Sand Filling for Jomtien Beach Rehabilitation, Phase 1, Bang Lamung, Chonburi worth Baht 548 million as 93% of work completed;
- Lamai Community Flood Prevention System, Koh Samui, Surat Thani worth Baht 287 million as 60% of work completed; and
- The Interthai Development's Future Port Restoration Project worth Baht 49 million as 68% of work completed.

The Company also recently started to operate Map Ta Phut Industrial Port Development, Phase 3 (stage1) Project worth Baht 9,832 million. Besides the development project mentioned, there will be other developing projects in Laem Chabang and Map Ta Phut Industrial Port including many other Coastal Protection projects released shortly.

Hydro-electric Dams, and Power Plants

The Ongoing Project is Tunneling and Associated Works, Mae Ngad-Mae Kuang Water Transmission Tunnel Contract 1: Water Augmentation Project for Mae Kuang Udom Tara Dam, Chiangmai. The project worth Baht 2,182 million with progress of 45%. The purpose of this project is to divert excess water demand during the rainy season from the Mae Ngad Somboon Chon Dam to increase the quantity at the Mae Kuang Udom

Thara Dam, where the amount of water flowing into the basin. Soon, there will be many projects pushed by the Government sector, such as the Yuam River diversion project to Bhumibol Dam. The Company shall keep an eye on the releasing.

Mass Rapid Transit Systems

The concluded project in the year preceding was the Gold Line Mass Transit Feeder System Project, Phase I (Krung Thonburi-Klong San) worth Baht 1,695 million in total.

The in-progress project includes:

- MRT Orange Line (East Section) Project: Contract 3 Underground Civil Work (Hua Mak - Khlong Ban Ma Section), work design and construct for a total of 23 km long underground work, worth Baht 17,090 million as 86% of work completed.

Recently, it has the announcement of project bidding showing that the Company is the lowest bidder in the MRT Purple Line Project Tao Poon – Rat Burana in 3 packages: In the third phrase with Nawarat Patanakarn PCL for design, tunnel and stations building between Phan Fa with Phra Phuttha Yodfa Bridge; in the fifth phase for railway structure and elevated station at Dao Khanong and Khru Nai; and lastly, the sixth phrase that mainly concerns the railway signalling system along the project.

The overseas projects in progress are:

- Construction of Integrated Passenger Terminal Building at NSCBI (Netaji Subhash Chandra Bose International) Airport, Kolkata, India contract UG-2 worth Rupee 18,238 million as 95% of work completed
- Dhaka Mass Rapid Transit Development Project; Contract No.CP-02; Depot in Bangladesh operated under the ITD-Sinohydro joint venture worth Baht 5,115 million as 90% of work completed;
- Dhaka Mass Rapid Transit Development Project, Contract No.CP-03 & CP-04 in Bangladesh operating the construction of elevated way and 9 stations worth Baht 13,563 million as 84% of work completed;
- Dhaka Mass Rapid Transit Development Project, Contract No.CP-06 in Bangladesh operating the construction of elevated way and 4 stations under the SMCC-ITD joint venture worth Baht 5,610 million as 62% of work completed.

Steel Structures

In the past year the Company, a center in Wiharn Dang, Saraburi province, has produced the steel work with 4,701 tons to support many of the construction projects e.g.;

- The High-Speed Railway Development for Regional Connectivity Contract 3-4: Civil Works (Lumtakong-Sikhiu and Kut Chik-Khok Kruat Section)
- The Malolos-Clark railway project package CP N-03 in the Philippines

Apart from the steel structure, the Company has established the Framework Center to produce framework in supporting projects work such as elevated way, elevated railway, and buildings. The production was specifically made to order and since the center is under the Company's management, the qualification of the product is precise, and the workpiece can be delivered easily and timely. The steel work is fabricated in the center and will be distributed to the work site to assemble and set up. This way, we can control the production efficiency, the structure quality, and the cost, including the project finishing time.

Telecommunications

The telecommunications work projects completed in the previous year is 115 KV Submarine Cable Extension to Kho Samui, circuit 3 worth Baht 94 million.

The Company simultaneously following up on the national projects, for example:

- 115 KV Submarine Cable Extension to Kho Samui, circuit 4 worth Baht 1,700 million
- 33 KV Submarine Cable Extension to Koh Tao, 45 km, worth Baht 1,804 million
- 22 KV Submarine Cable Extension to Koh Si Chang worth Baht 800 million
- 22/33 KV Underground Cable at Chiang Mai worth Baht 270 million

1.7 On-going Projects as of December 31, 2021

The Company's on-going projects that are worth more than 10% of the Company's revenue from construction work, sales and services are listed as follows:

Project Name	Recognized Revenue (%)	Duration	Expected Completion Date	Project Value (THB million)
1) Overburden Excavation - Removal, and Coal Extraction at Mae Moh Mine Contract 9	27.2	10 y 1 m	Dec 2028	29,579.4
2) Hongsa Mine Project, Lao PDR (1)	51.9	17 y 3 m	Dec 2029	25,281.8
3) Track Doubling Project, Den Chai-Chiang Rai-Chiang Khong; Contract 1:Den Chai-Ngao Section (2)	0.0	6 y	Jan 2028	22,228.5
4) MRT Orange Line (East Section) Project : Contract 3 Underground Civil Work (Hua Mak - Khlong Ban Ma Section)	89.8	5 y 6 m	Oct 2022	17,394.3
5) Dhaka Mass Rapid Transit Development Project, Contract No. CP-03 & CP-04	90.5	4 y 9 m	Apr 2022	14,120.8
6) Malolos- Clark - Civil & Building, Package CP N-03, the Philippines	3.0	4 y	Dec 2024	12,820.8
7) Map Ta Phut Industrial Port Development, Phase 3 (stage1) Project	0.6	4 y	Aug 2024	9,300.0
8) High Speed Railway Development for Regional Connectivity (Section1:Bangkok-Nakhon Ratchasima) Contract 3-4: Civil Works(Lumtakong-Sikhiu and Kut Chik-Khok Kruat Section)	20.0	3 y	Jan 2024	9,203.7
9) Dhaka Mass Transit Development Project, Contract No. CP-06 (3)	54.1	4 y	Jul 2020	7,075.6
10) Track Doubling Project: Map Kabao - Thanon Chira Junction; Contract 1: Map Kabao-Khlong Khanan Chit	95.6	4 y 11 m	Dec 2022	7,065.4
11) 400 Bed Chulabhorn Hospital Building, Medical Service Expansion (Phase 1)	77.6	4 y 7 m	Aug 2022	7,004.7
12) Rama III - Dao Khanong - Western Bangkok Outer Ring Road Expressway (Contract 3) (4)	0.9	2 y 10 m	Oct 2024	6,877.9
13) One Bangkok Mixed-Use (Substructure)	87.9	3 y 7 m	Jul 2022	6,570.1
14) PTTLNG Nong Faab, LNG Receiving Terminal Project	97.8	3 y 7 m	Feb 2022	6,463.4
15) High Speed Railway Development for Regional Connectivity(Section 1:Bangkok-Nakhonratchasima) Contract 4-4:Civil Works for Depot at Chiang Rak Noi	0.5	3 y	Nov 2024	6,143.0
16) Track Doubling Project : Map Kabao-Thanon Chira Junction; Contract 3:Tunnel Works (5)	44.7	4 y 3 m	Sep 2022	6,077.6

Remark:

- (1) The project is operated by the Company's subsidiary
- (2) The project is operated in the name of Joint Venture with Nawarat Patanakarn PCL.
- (3) The project is operated in the name of Joint Venture with Sumitomo Mitsui Construction Co., Ltd.
- (4) The project is operated in the name of Joint Venture with Vichitbhan Construction Co., Ltd.
- (5) The project is operated in the name of Joint Venture with Right Tunnelling PCL.

1.8 Business Assets

1.8.1 The permanent assets of a business as of December 31, 2021 are listed as follows:

Type of Assets	Type of ownership	Principle Amount (Thousand THB)	Net worth* (Thousand THB)	Net Collateral Requirement from accumulated depreciation and impairment with guarantee of subsidiaries (Thousand THB)	Obligation
1. Land	Owned	2,607,146	2,591,927	291,049	- Long-term loans: 1,285 Million THB - Credit line increasing in bank overdrafts from financial institutions : 65 Million THB - Promissory note : 305 Million THB - Letter of Guarantee (L/G) : 308 million THB - Letter of Credit (L/C): 326 Million THB
2. Building and Factory	Owned	8,332,755	2,556,859	356,026	- long-term loans: 631 Million THB
3. Machineries, Equipment and vehicles	Owned	45,866,443	22,164,090	4,425,588	- long-term loans: 399 Million THB - long-term loans: 631 million THB - long-term loans: 5745 million THB
4. Office building and temporary worker camp	Owned	1,145,149	153,190	79,084	- long-term loans: 5745 million THB
5. Machineries during installation	Owned	941,723	941,723	-none-	-none-
total		58,893,216	28,407,789		

Remark

*The book value calculated from net principle deducted with accumulated depreciation

**Calculated from net principle deducted with accumulated depreciation and impairment of each asset

Type of Assets	Type of ownership	Principle Amount (Thousand THB)	Net worth* (Thousand THB)	Net Collateral Requirement from accumulated depreciation and impairment with guarantee of subsidiaries (Thousand THB)	Obligation
1. Land awaiting development	owned	321,616	316,855	-none-	-none-

Remark

*The book value calculated from net principle deducted with accumulated depreciation

**Calculated from net principle deducted with accumulated depreciation and impairment of each asset

1.8.2 Investment in Subsidiaries and Associates

The Investment in subsidiaries and associates shall be made in the business that engages in the Company's core operation: construction. The beneficial earning and support in cost, technology usage and work amount to the Company shall be importantly considered for any investment made.

The Subsidiaries and Associates can be parted as follows:

1. Construction and utility work that mainly supported the Company operation
2. Other investments as real estate development, construction product, prime product, and concession
3. Joint Venture

2. Risk Management

2.1 Risk Factors

1. Risks related to business

1.1 Our revenues and our potential revenue growth are highly dependent on Thai public sector contracts, Government policy and the Thai economy.

We conduct a substantial portion of our operations in Thailand. In 2021, we generated 61.2% of our construction service revenues in Thailand. The Thai economy had been expanded in 2021. Real GDP in Thailand grew 1.6% in 2021, -6.2% in 2020 and 2.2% in 2019. Real GDP of the construction industry increased 2.7% in 2021, 1.3% in 2020 and 1.6% in 2019 (Source: NESDC). We cannot predict how long the current economic expansion will continue, if at all, or whether another financial or economic crisis will occur in the future. Factors that may adversely affect the Thai economy include:

- Decreases in business, industrial, manufacturing or industrial activity in Thailand or in the region or in global;
- Discontinue of pushing economic system by the government's monetary and fiscal policy in local or in global;
- Scarcity of credit or other financing, resulting in lower demand for products and services provided by companies in the region;
- Exchange rate and oil price fluctuations;
- A shorted or prolonged period of inflation or increase in regional interest rates;
- Changes in taxation;
- An outbreak or pandemic such as Coronavirus Disease 2019 (commonly known as COVID-19), Severe Acute Respiratory Syndrome (commonly known as SARS), avian influenza (commonly known as the bird flu), or the emergence of another highly infectious disease in Thailand or in other countries in the region;
- Political instability, coup d'état, terrorism or military conflict in Thailand and other countries in the region or globally;
- A continuation of or increases in the level of unrest in southern Thailand and Other regulatory, political or economic developments in or affecting Thailand
- Natural calamity and other calamities

Any economic recession or other deterioration in Thailand's economy, or decline in business, industrial, manufacturing or financial activity in Thailand, could adversely affect our business financial condition, financial covenants in the loan agreements and the terms and condition of bonds, results of operations and prospects. In addition to our business concentration in Thailand, our business is also highly dependent on Thai public sector spending. Our major customers are the government and its state-owned enterprises, such as the State Railway of Thailand, the Electricity Generating Authority of Thailand, the Dhaka Mass Transit Company Limited, the Mass Rapid Transit Authority of Thailand, and the Chulabhorn Royal Academy. Our Thai public sector customers accounted for 72.1% and 63.7% of our construction revenues in 2021 and 2020, respectively, and 74.8% and 72.8% of the Company, the subsidiaries with the Company's construction role and portion of the Company backlog as of December 31, 2021 and 2020, respectively.

For risk mitigation, the Company also provided construction services to the high potential and reliable customer in private sector. While published government plans for Thailand provide for increased government expenditure on capital infrastructure projects, any significant budgetary reductions by the Thai government would adversely impact the amount of new public sector construction contracts awarded and either this or any disruption of our relationship with the Government for any reason, would materially and our business, financial condition, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, financial covenants in the loan agreements and the terms and condition of bonds, results of operations, prospects and returns of investors.

1.2 The infrastructure projects that we undertake involve significant risks that could adversely affect our business, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, results of operations and prospects.

A significant portion of our revenues, particularly those relating to large infrastructure projects, are derived from contracts with governments, government-related entities or private companies holding concessions from government agencies within and outside Thailand. This exposes us to certain risks not associated with other types of construction projects. For example, many of these large infrastructure projects are high profile, which can result in increased political and public scrutiny of our work. In addition, these projects tend to be relatively complex, which requires us to commit a significant amount of resources and working capital to these projects. Such types of projects are also subject to delay or modification due to environmental considerations.

Because these projects are publicly funded, changes in government budget and policy considerations could result in delays or changes to these projects. Payments to construction companies providing services to these projects, including us, may also be delayed as a result of disputes with government agency or lenders to the projects. Delays in payments to us would adversely affect our cash flows and any disputes and changes in budget and policy considerations could affect our reputation and the availability of financing for future projects, all of which would adversely affect our business, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, results of operations, prospects and returns of investors.

1.3 If we are unable to accurately estimate the overall risks, revenues or costs on our contracts, or fail to agree to the pricing of work done pursuant to unapproved change orders, we may incur lower than anticipated profit or incur a loss on the contracts.

Substantially of our construction contracts are either fixed price or fixed unit price contracts. The terms of these contracts require us to guarantee the price of our services on a fixed price or a fixed unit price basis and assume the risk that the costs associated with our performance will not be greater than we anticipated. As a result, we will only realize a profit on these contracts if we have successfully estimates or other factors, costs and avoid cost overruns. Cost overruns, whether due to inefficiency, inaccurate estimates or other factors, result in a lower profit or a loss on a project. Our project cost estimates are subject to a number of assumptions. Although we anticipate increased labor costs and materials costs in our bids, the revenue, cost and gross profit realized on a fixed price or fixed unit price contract may vary from the estimated amounts because of many factors, including changes in job condition, variations in labor and equipment productivity over the term of the contract and unexpected increases in costs of materials and labor.

Some of our construction contracts contain an escalation formula to accommodate unexpected increases in materials and labor costs. However, we are typically required to bear some portion of the increase before we can make a claim under the escalation formula. In any event, the escalation formula may not cover the full increase in cost for our materials or labor. If our estimates of the overall risk, revenues or costs prove inaccurate, or circumstances change, or if the escalation formula in our contracts does not cover the full increase in costs, we may incur a lower profit or a loss on our contracts, which could materially and adversely affect our business, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, results of operations, prospects and returns of investors.

We are frequently required to perform extra or “change order” work as directly by the customer even if the customer has not agreed in advance on the scope or price of the work to be performed. This process may result in disputes over whether the work performed is beyond the scope of the work included in the original project plans and specifications or, if the customer agrees that the work qualifies as extra work, the price the customer is willing to pay for the extra work. Even when the customer agrees to pay for the extra work, we may be required to fund the cost of such work for a lengthy period of time until the change order is approved and funded by the customer. Also, these unapproved change orders, contract disputes or claims result in costs to us that cannot be billed for a period of time and, therefore, are reflected as “unbilled receivables” in our balance sheet. To mitigate the said risk, the Company set up business units to have business plan and follow up each construction contract for delivering to customers under agreed terms and conditions; however, we cannot assure you that we will be able to amend contracts, invoice or recover the cost and profit margin for the extra or change order work in full or at all, which may lead to business disputes or may otherwise adversely affect our business, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, results of operations, prospects and returns of investors.

1.4 We are reliant on a small number of clients.

We generally target large government entities as clients. As a result, at any point in time a small number of clients may account for a substantial portion of our revenues and backlog such as the State Railway of Thailand, the Electricity Generating Authority of Thailand, the Dhaka Mass Transit Company Limited, the Mass Rapid Transit Authority of Thailand, and the Chulabhorn Royal Academy accounted for 32.9% and 28.9% of our construction revenues in 2021 and 2020, respectively, and 48.2% and 47.3% of the Company, the subsidiaries with the Company’s construction role and portion of the Company backlog as of December 31, 2021 and 2020, respectively. To prevent these risks, we participated in bidding both of public and private sector with more vary group of clients. If any of these clients ceases to provide us with new work or if there are any significant disputes relating to any of our contracts with any of these clients, this could temporarily disrupt our business, which could materially and adversely affect our business, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, results of operations, prospects and returns of investors.

1.5 We may face intense competition, which could reduce our market share and profits.

The construction business in Thailand and throughout Asia is highly competitive. New project awards are typically determined through a competitive bidding process, and after potential bidders pre-qualify to bid on a project, the principal competitive consideration is the price of the bid. There is increasing competition for construction projects in Thailand and other parts of Asia from both Thai and foreign construction companies,

particular from China, Japan and Korea, some of whom have financial and operational resources greater than ours. As a result, we may need to accept lower profit margins or make other concessions in order for us to be able to successfully compete. If we are unable to compete successfully, our relative market share and profits would be reduced, which would materially and adversely affect our business, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, results of operations, prospects and returns of investors.

1.6 Our participation in joint ventures exposes us to liability for failures of our joint venture partners.

We sometimes enter into joint venture arrangements with outside partners on a joint and several basis so that we can jointly bid on and execute a particular project when we require specialized experience or technology, when we want to upgrade our bidding eligibility or when we want to reduce our financial or operational risk with respect to such projects. Success on these joint venture projects depends in large part on our ability to operate effectively with our joint venture partners and on whether our joint venture partners perform their contractual obligations. We mitigate risks by analyzing backgrounds, qualifications and other information of those who willing to join in joint ventures. If one of our joint venture partner fails to perform or is financially unable to bear its portion of required capital contributions, we could be required to make additional investments and provide additional services to make up for our partner's shortfall. In addition, if the owner of a project is entitled to damages or penalties under a joint venture contract for any reason, we could be required to bear our joint ventures' shares of the damages or penalties if our joint venture partner fails to pay its share. Furthermore, if we or joint ventures are unable to adequately address [our partner's] performance issues, the project owner may terminate the project, which could result in legal liability to us, harm our reputation and reduce our profit on a project, which could materially and adversely affect our business, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, results of operations, prospects and returns of investors.

1.7 Our construction projects outside Thailand exposes us to political and economic risks in those countries.

We are seeking to increase the portion of our business that we undertake in countries outside Thailand even though our work outside Thailand accounted for 38.8% and 30.1% of our construction revenues in 2021 and the 2020, respectively and 22.8% and 32.2% of the Company, the subsidiaries with the Company's construction role and portion of the Company backlog as of December 31, 2021 and 2020, respectively including projects in India, Bangladesh, Lao PDR, the Philippines and Vietnam. We also expect to bid and be awarded for new construction contracts in these and other countries.

The political, economic and security situations in some of these countries has been unstable from time to time in the past, and the governments of some of these countries have occasionally intervened in the economies, and made significant changes in policies, of these countries. An example of an act of intervention is an imposition of currency controls by a country in which we have a project, which could affect our ability to repatriate our earnings arising from the project out of that country. Any future political instability or economic slowdown or recession in these countries could affect our existing contracts and/or result in slower growth in the number and size of larger infrastructure and construction projects, which could materially and adversely affect our business, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, results of operations, prospects and returns of investors.

1.8 Our results of operations depend on the timing of new contract awards and the timing of the performance of these contracts.

At any point in time, we may derive a substantial portion of our revenues directly or indirectly from a limited number of large construction contracts. The amount of work to be done under a contract, and therefore the timing and amount of revenue that we recognize, varies depending on the project duration and on the stage of the construction that is being performed at any particular time. There is typically less constructions work at the beginning and at the end of a construction project, resulting in our recognizing less revenues at these stages, compared with the amount of work that we perform in the middle of a construction project, when we recognize more revenues. Therefore, our results of operations tend to fluctuate depending on the duration and stage of our contracts at any particular time and the composition of contracts within our portfolio at any one time. We cannot predict whether or when we will receive awards of new contracts frequently involve a lengthy and complex bidding and selection process, which is affected by a number of factors, including market conditions, financing arrangements and governmental approvals. The timing of the revenues and cash flows from our projects can be delayed by a number of factors, including availability of labor, weather conditions, delays in receiving material and equipment from suppliers and changes in the scope of work to be performed. These delays, if they occur, could have an adverse effect on our operating results for a particular period. As a result of the foregoing, our results of operations and cash flows can fluctuate significantly from period to period.

1.9 Risk on Dawei project

On 5th of August 2015, Italian-Thai Development Public Company Limited ("ITD") along with its Consortium Partners, through the registered companies in Myanmar ("Project Companies"), signed the Concession Agreements with the Dawei Special Economic Zone Management Committee

("DSEZ MC") of the Republic of the Union of Myanmar to develop the Initial Phase of the Dawei Special Economic Zone which includes the Initial Industrial Estate area of 27 square kilometers and its related infrastructures and utilities. The details of the Concession Agreements are as follow:

- 1) The Initial Industrial Estate (including power and water distribution network) and Two-lane Road connecting the DSEZ area and Thailand Border at Ban Phu Nam Ron, Kanchanaburi Province
- 2) Small Port
- 3) Initial Township
- 4) Small Water Reservoir
- 5) Boil-off Gas and Temporary Power Plants
- 6) Initial Phase Power Plant
- 7) Telecommunications Landline
- 8) LNG Terminal*

*(Concession Agreement signed on 29th March 2016)

The progress and details of projects are in the note to financial statements no. 25. The risks from the project may cause an adverse effect on the Company's business, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, results of operations, prospects and returns of investors.

1.10 Risk on granting potash mining license

The process of granting the underground mining license conducts under the Minerals Act of the Ministry of Industry. The progress and details of project are in the note to financial statements no. 26. The risks from the project may cause an adverse effect on the Company's business, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, results of operations, prospects and returns of investors.

1.11 Risk on the other investments

In addition to the Dawei project and Potash mining project, the Company invested in subsidiaries, associated and joint control companies and joint ventures, the other long-term investments, the land awaiting development, the investment properties and the deferred concession costs and cost of project under development as of December 31, 2021 totaling Baht 9,611 million. The investment's objective to increase revenues and decrease expenses according to the policy of vertical integration and economy of scale to reduce risks from uncertainty of future turnovers; however, the limitations, conditions and delaying possibility of each entity might not be accomplished those objectives and might be set up provision on impairment which could have an adverse effect on the Company's business, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, results of operations, prospects and returns of investors.

1.12 Risk on the COVID-19 pandemic

At the end of 2019 and throughout 2021, there had been globally COVID-19 pandemic, including Thailand and abroad. The Company's revenues from India and Bangladesh accounted for 34.0% and 25.0% in 2021 and 2020, respectively. The Company and its affiliates were impacted by government measures from the Lock Down order and related measures to cease the pandemic which affected the procurement, the movement of materials and labor as well as the increase of related costs and also including the extension of time for the construction projects which resulted in lower income and higher cost. Since 2021, the vaccination had been conducted to prevent disease. Amid the mutation, these measures might not prevent or control the spread of the said disease. The spread of disease could have an adverse effect on the Company's business, business development, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, results of operations, prospects and returns of investors.

2. Risks related to production

2.1. Our failure to meet schedule requirements of our contracts could require us to pay liquidated damages.

Our substantial contracts are subject to specific completion schedule requirements with liquidated damages charged to us if we do not achieve the construction schedules. Liquidated damages are typically levied at the rate of 0.05%-0.1% of the contract value for each day of delay that is deemed to be our responsibility, subject to a maximum liability of 10%-15% of the contract value. We cooperate and report the progress of project to clients and related parties to finalize the scope of works and time schedule; however, any failure to meet our schedule requirements of our contracts or any contracts with untypical rate could cause us to pay significant liquidated damages, which could adversely affect our liquidity and cash flows and have a material adverse effect on our business, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, results of operations, prospects and returns of investors.

2.2 Our projects expose us to potential liability claims.

We construct many projects where design, construction or systems failures can result in substantial hazards or property damages to third parties. The mistakes of such projects subsequent to their completion can result in similar hazards and damages or environmental impacts and pollution in noise, dust, smoke spreading, collapse or crack of nearby buildings during construction or after construction. Litigation arising from any of these occurrences may take us to be defendant in lawsuits asserting large claims or subject us to significant regulatory penalties. Although we maintain insurance policies with coverage to the extent and in amounts we believe prudent to protect us from these potential claims, we cannot assure if our insurance coverage will be sufficient or the conditions in the insurance policy cover all circumstances or against all damages to which we may be liable. A successful claim against us or any of our subsidiaries, associated companies or joint ventures could result in significant liabilities for us and could have a material adverse effect on our business, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, results of operations, prospects and returns of investors.

2.3 We may not be able to fully realize the contracts value of our projects or the value of our backlog.

We use our backlog as a general indicator of our level of work to be completed. Backlog represents our estimate of the contract value of work that remains to be completed at any given time under our executed project contracts. The contract value of a project represents the amount that we expect to receive under the terms of the contract if the contract is performed in accordance with its terms. The Company and portion of the Company backlog amounted to Baht 146,855 million and Baht 121,581 million as of December 31, 2021 and December 31, 2020, respectively. We may not realize the contract value of our projects or the revenue we expect to receive from our backlog or, if we realize revenue, it may not result in profits. For example, if a project reflected in our backlog is terminated, suspended or reduced in scope, it would result in a reduction to our backlog, which would reduce, potentially to material extent, the revenue, cash flows and operating profit we actually receive from the contracts we include in backlog. If a customer cancels a project, we may be reimbursed for certain costs, but we typically would have no contractual right to the total revenues reflected in our backlog. Significant cancellations or delays of projects in our backlog could have a material adverse effect on our business, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, results of operations, prospects and returns of investors.

2.4 We are dependent upon the availability and cost of materials, labor and sub-contractors.

Materials used in our construction projects typically represent approximately 25% to 40% of our total project costs. These materials are global commodities, and their availability and prices depend on local and global market conditions. We have made Fixed Unit Price in some projects for substantial materials to control construction costs. If there is a shortage of these materials, particularly cement and steel, we may find it difficult to obtain the amounts of these materials that we require at a price which we believe is commercially acceptable or at all, which may materially and adversely affect our business, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, results of operations, prospects and returns of investors.

Our ability to control labor costs and to manage large infrastructure projects is dependent upon our ability to attract and retain qualified engineers, architects and technicians with sufficient experience in the engineering, design and construction of such projects. We have employed, and we expect to continue to employ, sub-contractors to perform some of our construction activities. For a description of the circumstances under which we employ subcontractors to provide services. We and our sub-contractors are dependent upon the availability of workers, particularly when the level of activity in the construction industry is high. If there is a shortage of trained engineers, architects, technicians and other workers in Thailand, we may have difficulty hiring adequate numbers of skilled personnel and other workers, directly or through sub-contractors, in the future. We also cannot assure you that the costs of retaining or employing skilled personnel or other workers will not exceed our estimates, which may materially and adversely affect our business, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, results of operations, prospects and returns of investors.

3. Risks related to finance

3.1 Our inability to obtain bonds and other financing could limit the number of projects we are able to pursue.

It is customary in the construction industry, and we are typically required, to provide surety bonds to bid for and to secure our performance under construction contracts. Our ability to obtain surety bonds primarily depends upon our capitalization, working capital, past performance, management expertise and other external factors, including the overall financial capacity of the surety companies and banks. Surety companies and banks consider these factors in relation to their risk management policies and underwriting standards, which may change from time to time. During the Asian financial crisis and our reorganization, some providers of surety bonds required us to pledge cash deposits or provide other forms of security with them to secure our contingent obligations under the bonds. The pledges of cash affected our liquidity and working capital resources.

Since the completion of our business reorganization, providers of surety bonds have generally not required us to pledge cash deposits. While we have not had any material difficulties in obtaining surety bonds after our business reorganization, we cannot assure you that we will continue to be able to obtain the bonds required for us to operate our business either on a secured or unsecured basis, on commercially reasonable terms or at all, which would materially and adversely affect our business, financial condition, results of operations, prospects and returns of investors.

We may also require additional financing to provide needed additional working capital to finance start-up costs of projects (including the purchase of materials and equipment) before we receive payment under a contract. Our ability to arrange for financing will depend, in part, upon factors outside our control, such as a financial institution's lending policy and prevailing market conditions, as well as upon our business, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, results of operations and prospects. Our inability to obtain adequate financing to fund our working capital requirements could adversely affect our ability to perform our obligations under existing contracts and our ability to obtain new contracts, which could have a material adverse effect on our business, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, prospects and returns of investors.

3.2 We have significant contingent liabilities that could materialize, which, if they materialize, could materially and adversely affect our business, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, results of operations and prospects.

We have significant contingent liabilities that could arise under the terms of our business reorganization plan, under the surety bonds that we procure for our construction projects and under the terms of our guarantees of our subsidiaries and under the terms of certain of our construction projects.

Surety Bonds and Guarantees

Our contingent liabilities under surety bonds amounted to Baht 85,976 million and Baht 68,966 million as of December 31, 2021, and December 31, 2020, respectively, and our contingent liabilities under guarantees that we issued to financial institutions to secure credit facilities granted by those financial institutions to our subsidiaries, associated companies and joint ventures amounted to Baht 5,475 million and Baht 4,280 million as of December 31, 2021 and December 31, 2020, respectively. A call on some of these bonds by a project owner would result in the financial institutions providing the bonds claiming the amounts paid under the bonds from us. In addition, a claim on some of these guarantees by a financial institution could subject us to liabilities under the guarantees. These factors may adversely affect our liquidity, which could materially and adversely affect our business, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, results of operations, prospects and returns of investors.

Litigation

The Company had received notices from various customers claiming for compensation for breaches of contracts totaling Baht 2,851 million (the separated Company of Baht 1,949 million). Currently, these claims are under consideration of Civil Court of Baht 2,623 million and Arbitration Tribunal of Baht 228 million. The Company is unable to estimate the timings of cash outflows (if any) in respect of such claims since the results of the claims are depending on the decisions of the Court and Arbitration Tribunal which outcome cannot presently be concluded. Because some cases are brought without proper justifiable grounds, the Company does not make any provision for liabilities in the accounts.

However, if the legal disputes terminate with the Company's indemnify materially, they could materially and adversely affect our business, financial condition, financial covenants in the loan agreements and the terms and condition of bonds, results of operations, prospects and returns of investors.

3.3 We may need to establish additional provisions for doubtful receivables and recognize additional losses on the diminution in value of our investments which, if they materialize, could materially and adversely affect our business, financial condition, ability to pay debts, financial covenants in the loan agreements and the terms and condition of bonds, results of operations and prospects.

Historically, we incurred significant amounts of trade receivables from related and non-related parties and loan receivables from related parties. In addition, we also had significant amounts of investments in related and other parties.

As of December 31, 2021 and December 31, 2020, we had the net trade account receivable, the current portion of financial lease receivable and the retentions receivable due within one year amounting to Baht 16,453 million and Baht 15,683 million, respectively. The Company recognized the impairment of receivables by forward-looking "expected credit loss" model, except some receivables details as in the note to financial statements no. 10.

In addition, future non-payments of our trade and loan receivables and a diminution in the value of our investments may result in our having to establish provisions equal to the amount of such non-payment or the amount of such diminution in the future, which could materially and adversely affect our business, financial condition, ability to pay debts, financial covenants in the loan agreements and the terms and condition of bonds, results of operations, prospects and returns of investors.

3.4 Risk on credit rating

September 30, 2021, the Company Rating and Issue Ratings on the senior unsecured debenture was “BBB-” with Outlook “Stable” reflected the Company’s solid market position as the largest construction contractor, with strong competitive strengths in undertaking large construction projects. The ratings also consider the depth of the company’s project backlog. However, these strengths are weighed down by its high financial leverage, and the fierce competition in the engineering and construction (E&C) industry. The ratings are also constrained by perennial problems surrounding the Company’s ailing investments which continue to hamper a turnaround in operating performance. The credit rating’s change could adversely affect our business, financial condition, results of operations, prospects and returns of investors

3.5 Risk on financial instruments

In accordance with the TFRS 9 Financial Instruments defined new requirements on the classification and measurement of financial assets and financial liabilities, impairment methodology and hedge accounting. The company had several types of risks on financial instruments mainly including credit risk, liquidity risk and market risk details in Note 8 to the financial statements which the Company prevent these risks to financial statements without speculation purpose. However, preventing or not preventing these risks could materially and adversely affect our business, financial condition, ability to pay debts, financial covenants in the loan agreements and the terms and condition of bonds, results of operations, prospects and returns of investors.

4. Risks related to the impact of rights or investment of security holders

4.1 Risks from the Company had major shareholders over than 25%.

As of January 31, 2022 the Thailand Securities Depository Co., Ltd. reported the shares distribution of major shareholders including the directors, the managements and related persons totally 1,292,723,629 shares or 24.48% of the paid-up capital (common share only). If these major shareholders hold shares more than 25%, they might be able to have the right to objection or to disapprove the vote in the shareholders’ meeting in whatever the articles of association or related regulation to take approval not less than 3 out of 4 of the whole existing shareholders in such meeting and had right to vote.

4.2 Risks from the covenant of the Company’s debentures and financial institutions

The Company committed to maintain the debt to equity ratio not excess than 3.0 times under the conditions of debentures and some banks on each consecutive half year and ended year on its consolidated financial statements. As at December 31, 2021 and 2020, the debt to equity ratio from the Company’s consolidated financial statement for debentures were 2.34 times and 2.41 times respectively and for banks were 2.62 times and 2.76 times respectively. The Company and its affiliates must also maintain the covenants under the terms and conditions of their financial institutions. In case the said covenants could not be maintained, the related facilities might be payable immediately and could adversely affect our business, financial condition, results of operations, prospects and returns of investors

4.3 Risks from the call option of debenture

According to the Company issued “the Unsubordinated and Unsecured and Callable Debentures of Italian-Thai Development Public Company Limited No. 2/2560 Due B.E. 2565” (“ITD226A”), The Company can exercise call option or prepay the whole or any portion, in a single or multiple call, of debenture before the maturity date on June 29, 2022 started from the 2rd anniversary year of issuance date. The said redeemed debenture shall not be less than 25% of the outstanding debentures and shall be redeemed in the proportionate of each bondholder held. The bondholders will be paid the fee at 0.25% of the redeemed debenture. The call option of debenture might cause the bondholders’ risks to estimate cashflow from debenture.

4.4 Risks from reinvestment in debenture

In case the debenture issuer exercises the call option or the ordinary mature of debentures, the bondholders might not be able to reinvest the receipt from early redemption in other equal or higher return instruments.

2.2 Marketing and Competition

Competition in the local construction industry is intense. New project awards are typically determined through a competitive bidding process, and after potential bidders pre-qualify to bid on a project, the principal competitive consideration is the price of the bid. This increase in competition for construction projects has led to price competition and a general decrease in contract prices.

Clients

We classify our clients in two ways – by the type of client and by the location of client. The type of client is determined by whether the public sector (including state-owned enterprises), or the private sector. The location of the client is either domestic or international and is determined by whether the work we perform for the client is in Thailand or outside Thailand. As of December 31, 2021, the public sector accounted for approximately 74.8% of the Company, the subsidiaries with the Company's construction role and portion of the Company backlog, while the private sector accounted for approximately 25.2%. Domestic clients accounted for approximately 77.2% of the Company and portion of the Company backlog as of December 31, 2021 while international clients accounted for approximately 22.8%.

Backlog by Client Classification	As of December 31,		
	2021	2020	2019
Public Sector Backlog	74.8	72.8	70.3
Private Sector Backlog	25.2	27.2	29.7
Total	100.0	100.0	100.0
Domestic	77.2	67.8	71.1
International	22.8	32.2	28.9
Total	100.0	100.0	100.0

In 3 years, the public sector backlog is over than 70% of total backlog.

Competition

There are companies operating in the construction business who are members of the Thai Contractors Association, including Thai companies, foreign companies and joint ventures between Thai and foreign companies. Competition is mainly based on price, but a key factor that affects the ability to price a bid competitively is the sourcing of materials. The fluctuation of the price of materials has an impact upon the construction industry because the value of materials typically represents approximately 25 to 40% of the entire project cost. Other than the availability of materials, significant competitive factors include the expertise and experience of employees and subcontractors, as well as joint venture formation for technological support and business alliances.

The public sector agencies typically only allow contractors who meet certain criteria to bid for contracts. Construction contractors may be divided into classifications by level of potential, experience, expertise, technical knowledge and resource availability. Contractors who are classified in the highest level typically pre-qualify to bid for all types of contracts. The public sector agencies also encourage contractors to participate in bidding contracts under their own individual potential to complete the public sector agencies' objective. The contractors can convey their own business and strengthen continuous improvement.

The following table sets forth the large construction contractors in Thailand that are listed on the SET and their reported revenues for 2021:

Company Name	Revenues (million Baht)	% of Total
Italian-Thai Development Public Company Limited	60,151.7	31.3
Sino-Thai Engineering Public Company Limited	28,027.6	14.6
CH. Karnchang Public Company Limited	14,419.3	7.5
Nawarat Pattanakan Public Company Limited	11,209.2	5.8
Uniq Engineering and Construction Public Company Limited	10,000.1	5.7
Others	67,608.1	35.1
Total	192,416.0	100.0

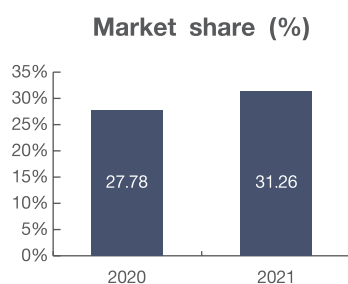
Source: Financial Statements 2021 from the construction services section in the Stock Exchange of Thailand.

3. Management'S Discussion and Analysis of Results of Operations and Financial Condition at December 31, 2021

3.1 Overview

1) Results of operation and factors of major changes

Market share 31.26% in 2021



As of December 31, 2021, backlog for construction and concession Baht 294,638 million, the backlog for construction Baht 146,855 million was in public sector 74.76% and in Thailand 77.20%

ITD is considered to be a large civil engineering and construction firm on the Stock Exchange of Thailand as measured by total revenues of construction companies listed on the Stock Exchange of Thailand (SET) The Company's market share of the total construction industry revenues was 31.26% and 27.78% in 2021 and 2020, respectively. In 2021, the total revenue of the Company was Baht 60,152 million which was mainly the revenue from construction services and the allocation of loss under the portion of the Company's shareholders in the amount of Baht 156 million.

As on December 31, 2021 the Company's backlog for construction and concession was Baht 294,638 million, compared to Baht 269,446 million in December 31, 2020. In addition to the Company's backlog on December 31, 2021, as on March 4, 2021 the Company has signed new contracts valued at Baht 3,423 million and has been awarded, but has yet to sign, contracts for a further Baht 92,236 million. The Company's current backlog, therefore, has an accumulated value of Baht 391,297 million.

As on December 31, 2021, the backlog for construction (by Italian-Thai Development Public Company Limited, joint ventures, consortium and subsidiaries with the Company's role) was Baht 146,855 million, of which over 74.76% comprised public sector infrastructure development and 77.20% comprised work in Thailand

In 2021, the Company got new large construction projects which they would increase the future revenues such as:

- Track Doubling: Den Chai-Chiang Rai-Chiang Khong Section Contract 1: Den Chai to Ngao Section Baht 22,229 million*
- Map Ta Phut Industrial Port Development, Phase 3 (Stage 1) Baht 9,832 million
- Rama III – Dao Khanong – Western Bangkok Outer Ring Road Expressway (Contract 3) Baht 6,878 million
- High Speed Railway Development for Regional Connectivity (Section 1: Bangkok-Nakhonratchasima) Contract 4-4: Civil Works for Depot at Chiang Rak Noi Baht 6,143 million
- Klong Prempachakorn Drainage Tunnel from Klong Bang Bua to Chao Phraya River Baht 5,386 million*

(Remark: * the Company's portion only)

2) Economic and industry conditions to operation

The GDP of Thai economy in 2021 had been expanded to 1.6% and GDP of the construction industry increased 2.7%. The Company had turnover more than Baht 50,000 million and expected the up-coming large projects for bidding such as the track railway projects, the mass rapid transit projects, the airport projects, the drainage projects, the underground cable projects, the water pipeline projects, the road work projects, the express way projects and the oversea projects would lift up the Company's turnover in case winning these projects.

3) Policy, strategy or option to business decisions

Vision: "To be the leading contractor in Southeast Asia"

Strategy:

- To build the Company's credibility and trust through high quality construction
- To complete our construction works with professional quality and punctuality
- To develop and apply the advanced construction technologies and techniques
- To develop knowledge and extend the construction experiences of all-levels of employees to be skillful and able to work efficiently
- To develop and enhance the potential of the organization and its human resources management

the Company also has 6 operating targets for 2022 including,

1. increase competitiveness for revenue growth
2. increase capability in making profits
3. create satisfaction for customers
4. manage the occupational health and safety in accordance with international standards
5. improve employees' skills and quality of life of family
6. conduct Corporate Social Responsibility.

4) Explanation by business segments

The operations of the Company and subsidiaries for the years ended 31 December 2021 and 2020 were mainly engaged in a single industry segment, construction services, and were conducted in the following geographical segments.

	Consolidated F/S													
	For the years ended 31 December													
	Thailand		India		Bangladesh		Other countries		Total		Eliminate		Grand total	
(Unit: Million Baht)	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Revenue from construction work	25,901	33,806	16,232	11,018	4,701	3,497	5,386	887	52,220	49,208	(1,634)	(3,019)	50,586	46,189
Revenue from sale and service	7,081	7,277	-	-	-	-	2,206	1,886	9,287	9,163	(1,130)	(1,384)	8,157	7,779
Total	32,982	41,083	16,232	11,018	4,701	3,497	7,592	2,773	61,507	58,371	(2,764)	(4,403)	58,743	53,968

In 2021, the Company had the revenues from construction work and revenues from sale and service totally Baht 58,743 million. The major revenues were the revenues from construction work Baht 50,586 million and the revenues from sale and service Baht 8,157 million mainly from the increase of revenues from the subsidiaries and joint ventures.

5) Summary of auditor's opinion

The Auditor provided the auditor's opinion as follow.

- In note to financial statements no. 25, the consolidated and separate financial statements as on 31 December 2021 include the development costs for concession right - Dawei project of Baht 7,844 million and Baht 5,206 million, respectively.
- In the note to financial statements no. 17.3, the consolidated statement of financial position as on 31 December 2021 included an investment in joint venture accounted for by the equity method of Baht 179 million.
- In the note to financial statements no. 10, the consolidated and separate statement of financial position as on 31 December 2021 included trade accounts receivable from a state enterprise for a construction project totaling Baht 1,126 million

The auditor drew attention to the following information

- (1) As discussed in note to the financial statements no. 17.2, 26 and 27, the Group has significant investments in projects with Thailand and overseas government agencies, including the construction of alumina production plant project, the potash mining project and the project under development in the Republic of Mozambique, which required significant amount of investment for the development such projects.
- (2) In the note to financial statements no. 12.1, the consolidated financial statements as on 31 December 2021 include the Company's portion of earned revenues not yet billed of Baht 263 million for a construction project with a state enterprise of an overseas joint venture.

6) Extraordinary items

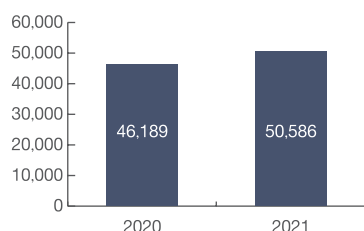
In 2021, the extraordinary items were including the allowance for impairment losses Baht 229 million and the gain on fair value measurement of investments Baht 143 million.

For more information of conducting business, please find under topic of the policy and business overview and topic of the nature of business.

3.2 Operations Results and Profitability

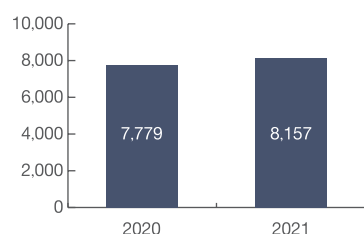
Revenues from construction work Baht 50,586 million in 2021 increased 9.52% YoY

Revenues from construction work



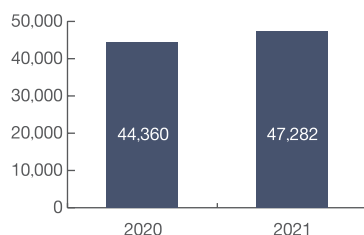
Revenues from sales and services Baht 8,157 million in 2021 increased 4.85% YoY

Revenues from sales and services



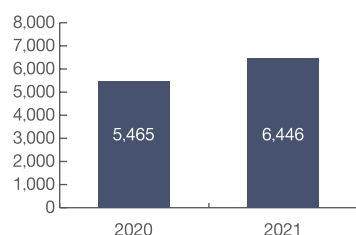
Costs of construction work Baht 47,282 million in 2021 increased 6.59% YoY

Costs of construction work



Costs of sales and services Baht 6,446 million in 2021 increased 17.96% YoY

Costs of sales and services



Revenues from construction work

In 2021 the Company's revenues from construction work were Baht 50,586 million, an increase of Baht 4,397 million from the previous year mainly from the increase of revenues from subsidiaries and joint ventures.

Revenues from sales and services

In 2021 the Company's revenues from sales and services were Baht 8,157 million, an increase of Baht 378 million from the previous year mainly from the increase of mining services.

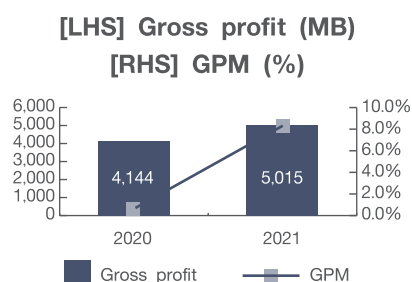
Costs of construction work

In 2021 the Company's costs of construction work were Baht 47,282 million, an increase of Baht 2,922 million from the previous year according to the increase of the revenues from construction work.

Costs of sales and services

In 2021 the Company's costs of sales and services were Baht 6,446 million, an increase of Baht 981 million from the previous year according to the increase of mining services.

Gross profit Baht 5,015 million and gross profit margin 8.54% in 2021

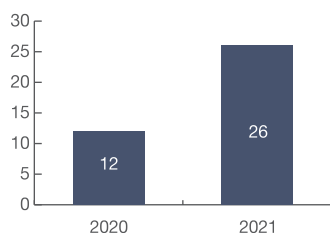


Gross profit

In 2021 the Company's gross profit was Baht 5,015 million, an increase from the previous year for which the gross profit was Baht 4,144 million. While the Company's gross profit margin in 2021 was 8.52%, an increase from the previous year for which the gross profit margin was 7.68% mainly from the increase of the gross profit in oversea subsidiaries.

Dividend income and profit sharing Baht 26 million in 2021 increased 117.55% YoY

Dividend income and profit sharing

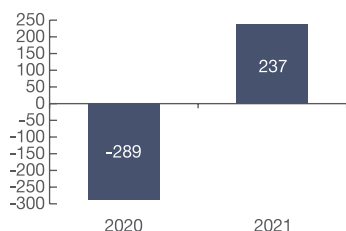


Dividend income and profit sharing

In 2021 the Company's dividend income and profit sharing were Baht 26 million, an increase of Baht 14 million from the previous year mainly from the increase of dividend income from a listed company in the Stock Exchange of Thailand.

Gain on exchange rate Baht 237 million in 2021 gain increased 181.79% YoY

Gain (loss) on exchange rate

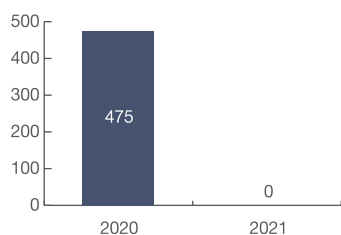


Gain (loss) on exchange rate

In 2021 the Company's gain on exchange rate was Baht 237 million, an increase Baht 526 million from the previous year according to the gain on exchange rate from the Company's foreign assets.

Gain on revaluation of investment properties 0 Baht in 2021 decreased 100% YoY

Gain on revaluation of investment properties

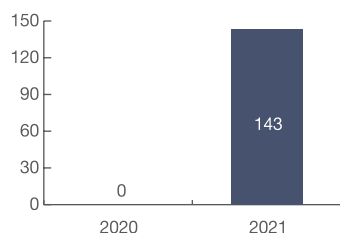


Gain on revaluation of investment properties

In 2021 the Company had no gain on revaluation of investment properties while the previous year had gain Baht 475 million.

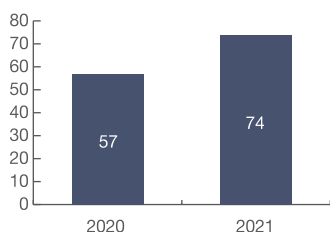
Gain from fair value measurement of investments Baht 143 million in 2021 increased 100% YoY

Gain from fair value measurement of investments



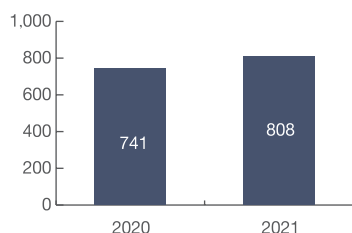
Gain on hedging instruments Baht 74 million in 2021 gain increased 30.32% YoY

Gain on hedging instruments



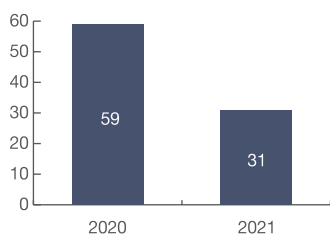
Other income Baht 808 million in 2021 increased 8.99% YoY

Other income



Selling expenses Baht 31 million in 2021 decreased 48.17% YoY

Selling expenses



Gain from fair value measurement of investments

In 2021 the Company's gain from fair value measurement of investments was Baht 143 million, an increase Baht 143 million from the previous year according to the fair value measurement in invested companies.

Gain on hedging instruments

In 2021 the Company's gain on hedging instruments was Baht 74 million, an increase Baht 17 million from the previous year mainly from the gain on purchasing forward contracts of foreign currency to pay creditors.

Other income

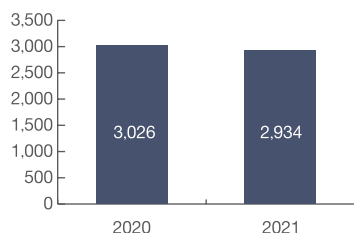
In 2021 the Company's other income was Baht 808 million, an increase of Baht 67 million from the previous year mainly including the rental income, the gain on disposal assets and other income of subsidiaries.

Selling expenses

In 2021 the Company's selling expenses were Baht 31 million, a decrease of Baht 28 million from the previous year according to the decrease of sale promotion expenses of a subsidiary in property development business.

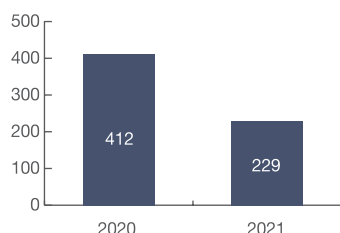
Administrative expenses Baht 2,934 million in 2021 decreased 3.05% YoY

Administrative expenses



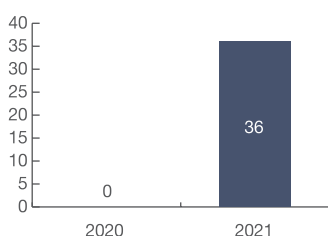
Allowance for impairment losses Baht 229 million in 2021 decreased 44.37% YoY

Allowance for impairment losses



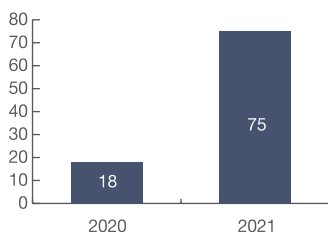
Impairment loss on assets Baht 36 million in 2021 increased 100%

Impairment loss on assets



Share of profit from investments in associated joint control companies and joint ventures Baht 75 million in 2021 gain increased 325.53%YoY

Share of profit from investments in associated joint control companies and joint ventures



Administrative expenses

In 2021 the Company's administrative expenses were Baht 2,934 million, a decrease of Baht 92 million from the previous year mainly from the decrease of the administrative expenses in oversea subsidiaries.

Allowance for impairment losses

In 2021 the Company's allowance for impairment losses was Baht 229 million, a decrease of Baht 183 million from the previous year according to the decrease of allowance for impairment losses from oversea subsidiaries.

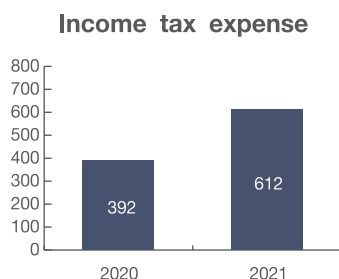
Impairment loss on assets

In 2021 the Company's impairment loss on assets was Baht 36 million, a loss increase of Baht 36 million from the previous year mainly from the impairment on assets of completed project of a subsidiary.

Share of profit from investments in associated joint control companies and joint ventures

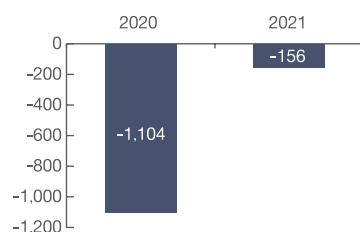
In 2021 the Company's share of profit from investments in associated and joint control companies and joint ventures was Baht 75 million, an increase in share of profit Baht 58 million from the previous year partially from the increase on share of profit in the associated companies and joint ventures.

Income tax expense Baht 612 million in 2021 increased 56.10% YoY



Loss for the year attributable to shareholders of the company Baht 156 million in 2021 loss decreased 85.91% YoY

Loss for the year attributable to shareholders of the Company



Income tax expense

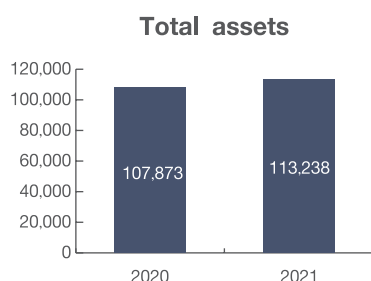
In 2021 the Company's income tax expense was Baht 612 million, an increase of Baht 220 million from the previous year mainly from the increase of the income tax in the subsidiaries, branches, and joint ventures.

Loss for the year attributable to shareholders of the Company

As a result of the foregoing, in 2021 the Company's loss for the year attributable to shareholders of the company was Baht 156 million, a decrease of loss Baht 949 million from the previous year.

3.3 Assets Management Abilities

Total assets Baht 113,238 million at the year ended 2021 increased 4.97% y-o-y



Total assets

The Company's total assets were Baht 113,238 million in 2021, an increase of Baht 5,365 million from the previous year, or by approximately 4.97% because, in 2021 the Company's current assets was Baht 55,992 million, an increase of Baht 3,700 million from the previous year, or by approximately 7.08%. It was mainly from the increase of the contract assets-current, the trade accounts receivable-unrelated parties and the inventories and work in process as well as the increase of some transaction in the non-current assets such as the contract assets-non-current.

1) Quality of trade accounts receivable, aging analysis, provision and sufficiency of allowance for impairment losses

The gross trade accounts receivable-unrelated parties, which the given credit terms to clients or customers as normal, as at December 31, 2021 was Baht 12,197 million. The Company already set up the allowance for impairment losses Baht 1,146 million and the net trade accounts receivable-unrelated parties was Baht 11,052 million, an increase of Baht 748 million from the previous year, or approximately 7.26% regarding the increase of revenues.

For the receivable ages more than 12 months as on December 31, 2021 was Baht 3,094 million, an increase of Baht 195 million, or approximately 6.73% mainly increased from a public debtor and a private debtor which its project owner was the state enterprise.

Outstanding ages (Unit : Thousand Baht)	Consolidated F/S			
	2021		2020	
	Carrying amounts	Allowance for impairment losses	Carrying amounts	Allowance for impairment losses
Less than 3 months	8,709,297	(1,374)	7,860,838	(109,066)
3 – 6 months	234,684	(3)	376,309	(14,033)
6 – 12 months	159,064	(1,980)	282,913	(12,699)
More than 12 months	3,094,385	(1,142,158)	2,899,187	(979,768)
Total	12,197,430	(1,145,515)	11,419,247	(1,115,566)

Outstanding ages (Unit : Thousand Baht)	Separate F/S			
	2021		2020	
	Carrying amounts	Allowance for impairment losses	Carrying amounts	Allowance for impairment losses
Less than 3 months	7,313,173	(1,374)	6,530,450	(14,666)
3 – 6 months	18,396	(3)	276,258	(2,728)
6 – 12 months	83,799	(1,980)	211,892	(1,344)
More than 12 months	2,103,972	(277,922)	1,988,089	(320,622)
Total	9,519,340	(281,279)	9,006,689	(339,360)

The Company recognized the impairment of receivables by forward-looking “expected credit loss” (ECL) model, except for the following receivables: (Details in the note to financial statements no.10)

- As on 31 December 2021, the consolidated and separate financial statements include trade accounts receivable from a state enterprise in respect of a construction project totaling Baht 1,126 million
- As on 31 December 2021, the consolidated financial statements included trade account receivables from the government sectors Baht 690 million and receivables from the private sectors Baht 146 million which were under the negotiation process for the debt collection. Such projects had been certified by the project consultants and employers.
- As on 31 December 2021, the consolidated financial statements included trade accounts receivable from private sector of an oversea subsidiary Baht 69 million. The debt collection was depended on the result from the negotiation with the employer as discussed in the note to financial statement no. 45.

Trade and other accounts receivable - related parties as on 31 December 2021 were Baht 1,467 million, a decrease of Baht 417 million from the previous year or approximately 22.12% mainly from the debt collection of an associated company debtor of an oversea subsidiary.

2) Inventories and depletion or obsolete

As of December 31, 2021 the inventories and work in progress were Baht 4,504 million, an increase of Baht 581 million from the previous year or approximately 14.81% partially from the increase of inventories in an oversea subsidiary. The Company’s allowance for obsolete inventories were Baht 142 million, a loss increase of Baht 11 million from the previous year or approximately 8.69% mainly from the obsolete material and idle spare parts in the oversea projects.

3) Investment, goodwill and impairment (If any)

The investments in subsidiaries, associated and joint control companies and joint ventures as of December 31, 2021 were Baht 3,001 million, an increase of Baht 326 million from the previous year or approximately 12.17% partially from the increase of investment in an oversea joint control company. The other long-term investments as of December 31, 2021 were Baht 1,258 million, an increase of Baht 232 million from the previous year or approximately 22.64% mainly from the gain on fair value measurement of investments and gain on change of fair value. The details were in the note to financial statement no. 17 and 18.

The goodwill as of December 31, 2021 was Baht 860 million, an increase of Baht 8 million from the previous year or approximately 0.90% according to the translation adjustments. Based on impairment test for goodwill by increasing discount rate for 0.5 percent, the Company does not have to recognize an impairment of goodwill in the consolidated financial statements. The details were in the note to financial statements no. 24.

4) Other component of other assets and reasons of change

As of December 31, 2021 the restricted deposits with banks were Baht 571 million, an increase of Baht 337 million from the previous year or approximately 143.70%. During the year, the Company had entered into agreements to pledge the deposits and its interest as collateral with banks for the oversea projects. The details were in the note to financial statements no. 16.

The fixed deposits less than one year as of December 31, 2021 were Baht 1,118 million, a decrease of Baht 169 million from the previous year or approximately 13.13% according to the increase of the fixed deposits of the oversea subsidiaries and joint ventures.

The totally current and non-current contract assets as of December 31, 2021 were Baht 30,416 million, an increase of Baht 4,477 million from the previous year or approximately 17.26% partially from the increase of the costs to fulfil contract assets to proceed the large construction projects.

The advances for purchases of construction materials and to sub-contractors as of December 31, 2021 were Baht 1,383 million, an increase of Baht 378 million from the previous year or approximately 37.58% partially to proceed the oversea large projects.

The advances for purchases of machinery as of December 31, 2021 were Baht 67 million, an increase of Baht 31 million from the previous year or approximately 87.06% mainly in an oversea subsidiary.

The deferred tax assets as of December 31, 2021 were Baht 141 million, a decrease of Baht 69 million from the previous year or approximately 32.85% mainly from the decrease of the deferred tax assets of the oversea subsidiaries and joint ventures.

The other non-current assets as of December 31, 2021 were Baht 788 million, an increase of Baht 244 million from the previous year of approximately 44.75% mainly from the increase of the deferred limestone quarry costs of a subsidiary.

3.4 Liquidity and sufficiency of funds

1) Source and use of funds, and liquidity

Summary of cash flow statement

Activities (Expressed in thousand Baht)	2021	2020	2019
Net cash provided from (used in) operating activities	5,702,027	8,792,955	5,047,210
Net cash provided from (used in) investing activities	(3,728,443)	(2,789,303)	(3,714,206)
Net cash provided from (used in) financing activities	(2,502,252)	(3,951,964)	(2,705,425)
Translation adjustment on foreign currency financial statement	26,661	13,227	(14,665)
Cash and cash equivalents at beginning of year	4,055,622	1,990,707	3,377,793
Cash and cash equivalents at end of year	3,553,615	4,055,622	1,990,707

As shown in the table above, in 2021 the cash flow provided from operating activities was at Baht 5,702 million from the increase of depreciation and amortization, as well as the increase of operating liabilities such as the trade and other accounts payable-unrelated parties and the contract liabilities.-

In 2021, cash flow used in investing activities amounted to Baht 3,728 million mainly from the purchase of assets for construction.

The Company's net cash used in financing activities mainly for the interest payment, debenture redemption and repayment of long-term loans.

The Company's current ratios were about 0.81 times and 0.84 times at year ended 2021 and 2020, respectively, and quick ratios were 0.25 times and 0.28 times at year ended 2021 and 2020, respectively. The decrease of said ratios partially from the increase of current liabilities including the trade accounts payable as well as the current portions of the long-term loans and debentures.

2) Capital expenditure, financial resource, repayment ability and capability to provide additional source of funds

2.1) Capital expenditure

The Company intends to invest in other business related to construction services i.e. manufacturing and providing construction materials, real estate development, power business, mining business, port business and logistic business.

2.2) Financial resources and commitments

- Short-term debt : The Company's short-term debt consists of

- 1) general working capital; and
- 2) project specific loans in Thailand and Internationally.

It was the Company's practice to advance funds to its joint ventures for working capital. The Company's short-term debt was incurred at the parent Company level and branch levels in other countries.

On December 31, 2021 and 2020 the Company, on a consolidated basis, had Baht 7,256 million and Baht 7,119 million, respectively, outstanding in bank overdrafts and loans from financial institutions. On a stand-alone basis, the Company's corresponding amounts were Baht 4,561 million and Baht 4,701 million, respectively. This kind of project tied debt will normally be repaid as the projects progress, with full repayment being achieved at project completion.

Besides, the Company's Liabilities under trust receipt on December 31, 2021 and 2020, on a consolidated basis, were Baht 2,750 million and Baht 2,793 million respectively to import machines for construction project.

- Long-term debt : The Company's long-term debt consists of

- 1) long-term foreign loans for investing in assets, project finance and working capital; and
- 2) long-term Thai Baht loans for purchasing equipment and project financing and working capital.

The Company has used long-term loans for supporting the Company's long term projects. As of December 31, 2021 and 2020 the Company had outstanding long-term loans and debentures of Baht 35,361 million and Baht 35,725 million respectively.

- Share capital :

As of December 31, 2021, the Company's common shares were Baht 6,338 million while the share issued and fully paid-up were Baht 5,280 million.

3) Major Covenants

The Company committed to maintain the debt to equity ratio not excess than 3.0 times under the conditions of debentures and some banks on each consecutive half year and ended year on its consolidated financial statements. As on December 31, 2021 and 2020, the debt to equity ratio from the Company's consolidated financial statement for debentures were 2.34 times and 2.41 times, respectively and for some banks were 2.62 times and 2.76 times, respectively.

The details of the factors on the ability to pay debts and to comply with the financial covenants are in the Risk Factors no. 3 and 4.

3.5 Contingent liabilities and off-balance sheets

Guarantees

As on December 31, 2021 and 2020, there were outstanding guarantees of approximately Baht 85,976 million and Baht 68,966 million, respectively, issued by financial institutions on behalf of the Company, subsidiaries and its joint ventures in respect of certain performance bonds required in the normal course of business.

As on December 31, 2021 and 2020, there were guarantees of approximately Baht 5,475 million and Baht 4,280 million, respectively, issued by the Company to financial institutions and its ventures to secure credit facilities granted by those financial institutions and ventures to subsidiaries, associated and related companies and joint ventures. The Company had issued guarantees in proportion to its shareholding, except for Italthai Trevi Co., Ltd. Italthai Marine Co., Ltd., ITD-ITD Cem Joint Venture, ITD-Cemindia Joint Venture for which the Company issued full guarantees for the credit facilities. Such guarantees were necessary for regular operation of the Company, its subsidiaries and its joint ventures.

3.6 Factors to the future operation

The potential increasing of the Thailand's inflation regard to the increase of fuel price and the impacts from the pandemic of Coronavirus Disease 2019 (COVID-19), may push the labor mobilization problems and related disruption and impact to the projects construction period might pressure the construction industry's outcome and costs. The Company beliefs that the policies of public and private sector to participate in solving and preventing the said problems as well as the new coming infrastructure development plans from the public sector will push continuing the construction business's growth.

4. Corporate Information and Other Information

4.1 General Information

(1) Corporate Information

Company Name	Italian-Thai Development Public Company Limited
Type of Business	Contractor : Civil and Infrastructure Construction and Development
Head Office	2034/132-161 Italthai Tower, New Petchburi Road, Bangkapi, Huaykwang, Bangkok 10310, Thailand
Registration No.	0107537000939
Telephone	+66(0)2716-1600
Facsimile	+66(0)2716-1488
Homepage	www.itd.co.th
Email	cccs@itd.co.th
Registered Capital	Baht 6,337,920,861 (Six Thousand Three Hundred and Thirty seven Million, Nine Hundred And Twenty Thousand, Eight Hundred and Sixty One Baht)
Paid-up Capital	Baht 5,279,868,944 (Five Thousand Two Hundred and Seventy-Nine Million, Eight Hundred Sixty Eight Thousand, Nine Hundred and Forty Four Baht)
Ordinary Shares	Shares 6,337,920,861 (Six Thousand Three Hundred and Thirty seven Million, Nine Hundred and Twenty Thousand, Eight Hundred and Sixty One Baht)
Par Value	Baht 1.00 (One Baht)

(2) References

■ Register of Common Stock

Thailand Securities Depository Co., Ltd.
93 The Stock Exchange of Thailand Building, Rachadapisek Road, Bangkok 10400, Thailand
Telephone +66 (0) 2009-9000, or Facsimile +66 (0) 2009-999-1

■ Auditor

1. Mr. Somckid Tiatragul Certified Public Accountant (Thailand) No. 2785 or
2. Ms. Kanyanat Sriratchachaval Certified Public Accountant (Thailand) No. 6549 or
3. Mr. Narin Churamongkol Certified Public Accountant (Thailand) No. 8593 or
4. Ms. Amornjid Baolorpet Certified Public Accountant (Thailand) No. 10853 or
5. Ms. Saranya Akharamahaphanit Certified Public Accountant (Thailand) No. 9919 or
6. Ms. Lakshmi Deetrakulwattanaphol Certified Public Accountant (Thailand) No. 9056

Grant Thornton Limited

11th floor Capital Tower, All Seasons Place, 87/1 Wireless Road, Lumpini, Phatumwan, Bangkok 10330, Thailand
Telephone +66 (0) 2205-8222 or Facsimile +66 (0) 2654-3339

■ Legal Advisor

Weerawong, Chinnavat & Partners Ltd.
540 Mercury Tower, 22nd Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330, Thailand
Telephone +66 (0) 2264-8000 or Facsimile +66 (0) 2657-2222

■ Financial Advisor

-None-

■ Management Advisor

-None-

(3) Other Significant Information

-None-

4.2 Information on Related Companies with Investment Exceeding 10%

ITD's investment in Related Companies, in excess of 10% of the paid-up capital as of December 31, 2021, is as reported below:

1. Lines of construction and public utilities work including a line of construction support and a line of overseas investments

Company Name (Thousand THB)	Head Office	Tel./ Fax	Nature of Business	Paid-up Capital		% of Holding
				Amount	%	
Subsidiary Companies						
1. Italian-Thai International Co., Ltd.	Bangkok	Tel. 0-2716-1600 ext. 4201 Fax 0-2716-1418	Holding company	4,710,000	100	99.99
2. PT. Thailindo Bara Pratama	Indonesia	Tel. 001-628-522-3158 Fax 001-625-4177-1166	Coal digestion services	1,038,674 (Million IDR)	100	99.99
3. Thai Pride Cement Co., Ltd	Bangkok	Tel. 0-2716-0750 Fax 0-2716-0750	Manufacture and distribution of cement	1,300,000	100	99.99
4. Italian-Thai Land Co., Ltd.	Bangkok	Tel. 0-2716-1600 ext. 4201	Not yet operational	422,000	100	99.99
5. Italian-Thai Power Co., Ltd.	Bangkok	Tel. 0-2716-1160-4 Fax. 0-2716-1169	Production and distribution of electricity	650,000	100	99.99
6. ITD Construction SDN.BHD.	Malaysia	Tel. 603-2284-1370 Tel. 603-2284-1370	Construction Service in Malaysia	0.75 (Million MYR)	75	99.99
7. Nha Phralan Crushing Plant Co., Ltd.	Saraburi	Tel. 0-3635-1155 Fax 0-3635-1155	Rock quarrying, processing and distribution	31,000	100	99.99
8. ITD Bangladesh Company Limited	Bangladesh	Tel. 009-88-02-988-6543 Fax 009-88-02-988-6543	Construction services in Bangladesh	4 (Million BDT)	100	99.99
9. ITD-Madagascar SA Co., Ltd.	Madagascar	Tel. (261) 20 22 019 61 Fax (261) 20 22 019 60	Mining business	3,567 (Million MGA)	100	99.98
10. Italian-Thai Hongsa Co., Ltd.	Bangkok	Tel. 0-2716-1600 ext. 1800 Fax 0-2716-1556	Coal digestion services	250	25	99.97
11. Myanmar Italian-Thai Power 1 Co., Ltd.	Bangkok	Tel. 0-2716-1600 ext. 4201 Fax 0-2716-1418	Not yet operational	250	25	99.95
12. Palang Thai Kaowna Co., Ltd.	Bangkok	Tel. 0-2716-1600 ext. 4201 Fax 0-2716-1418	Not yet operational	459,000	100	99.99
13. Saraburi Construction Technology Co., Ltd.	Bangkok	Tel. 0-2716-1600 ext. 4201 Fax 0-2716-1418	Manufacturing, distribution and installation of concrete panels	250	25	99.93
14. Siam Concrete and Brick Products Co., Ltd.	Pathumthani	Tel. 0-2501-2281-2 Fax 0-2501-2280	Manufacturing, distribution and installation of concrete products for real estate	126,000	100	99.80
15. ITD Mozambique Limitada	Mozambique	Tel. 258-849000719	Construction Service in Mozambique	1,373,615 (USD)	100	99.00
16. Italthai Marine Co., Ltd.	Samutprakarn	Tel. 0-2387-1056 Fax 0-2387-1056	Production and sale of vessels and equipment	810,000	100	92.59
17. Italthai Trevi Co., Ltd.	Bangkok	Tel. 0-2716-1600 ext. 6076	Foundation and piling work services	80,000	100	90.94
18. Italian-Thai Development Vietnam Co., Ltd.	Vietnam	Tel. 84-8-382-79182 Fax 84-8-382-79184	Not yet operational	6,000 (Million VND)	100	80.00
19. Palit Palang Ngan Co., Ltd.	Bangkok	Tel. 0-2716-1600 ext. 4201 Fax 0-2716-1418	Not yet operational	123,000	100	78.16
20. Asian Steel Product Co., Ltd.	Rayong	Tel. 0-3860-6024, Fax 0-3860-6114	Manufacture and distribution of steel pipes for civil construction	20,000	50	69.90

Company Name (Thousand THB)	Head Office	Tel./ Fax	Nature of Business	Paid-up Capital		% of Holding
				Amount	%	
21. ITD Cementation India Ltd.	India	Tel. 001-91-226-768-0600 Fax 001-91-226-768-0841	Construction services in India	172 (Million Rupee)	100	46.64
22. Thai Maruken Co., Ltd.	Bangkok	Tel. 0-2231-2226-9 Fax 0-2231-2230	Foundation construction products rental/selling service	20,000	100	50.96
23. Asian Rail Co., Ltd.	Bangkok	Tel. 0-2716-1600 ext. 4201 Fax 0-2716-1556	Construction services in Thailand	100,000	100	99.99
24. ITD-ARC Joint Venture	Bangkok	Tel. 0-2716-1600 ext. 4201 Fax 0-2716-1556	Construction services with State Railway of Thailand	-	-	100
25. ITD-VCB Joint Venture	Bangkok	Tel. 0-2716-1600 ext. 4201 Fax 0-2716-1556	Construction services in Thailand	-	-	70.00
Associated Companies						
1. ATO Asia Turnouts Co., Ltd.	Bangkok	Tel. 0-3636-5311-20 Fax 0-3636-5311-20	Production and distribution of turnouts for railway projects	5,000	100	48.99
2. Siam Pacific Holdings Co., Ltd.	Bangkok	Tel. 0-2745-6118 Fax 0-2745-6118	Holding company	58,625	100	46.69
3. Sino Lao Aluminum Corporation Limited	Lao PDR	Tel. 001-85-620-680-8288	Bauxite mine business	32 (Million USD)	100	34.00
4. MCRP Construction Corporation Co., Ltd.	Philippines	Tel. 001-632-788-0770 Fax 001-632-788-0141	Construction Service in the Philippines	25 (Million PHP)	25	24.00
5. MCRP Holding Corporation Co., Ltd.	Philippines	Tel. 001-632-788-0770 Fax 001-632-788-0141	Holding company in the Philippines	5 (Million PHP)	100	24.00

2. Lines of the Company investment in other sectors, e.g., real estate business, construction material and raw material products, and concession businesses

Company Name (Thousand THB)	Head Office	Tel. / Fax	Nature of Business	Paid-up Capital		% of Holding
				Amount	%	
Subsidiary Companies						
1. Bhaka Bhumi Development Co., Ltd.	Bangkok	Tel. 0-2716-1600 ext. 5057 Fax 0-2716-1464	Real Estate development	20,000	100	99.99
2. Asia Logistics Development Co., Ltd.	Bangkok	Tel. 0-2716-1600 ext. 4201 Fax 0-2716-1418	Not yet operational	1,000	100	99.93
3. Asia Industrial and Port Corporation Co., Ltd.	Bangkok	Tel. 0-2716-1600 ext. 4201 Fax 0-2716-1418	Not yet operational	1,000	100	99.93
4. APPC Holding Co., Ltd	Bangkok	Tel. 0-2716-1600 ext. 4202 Fax 0-2716-1418	Holding company	4,279,987	100	64.52
5. Thai Mozambique Logistica SA	Mozambique	Tel. 258-849000719	Concession for the construction of deep sea port and railway in Mozambique	364,999 (USD)	100	60.00
Associated Companies						
1. First Dhaka Elevated Expressway Co., Ltd.	Bangladesh	Tel. 009-88-02-988-6543 Fax 009-88-02-988-6543	Concession for constructing elevated expressway in Bangladesh	11,095 (Million BDT)	100	51.00
2. Bangkok Steel Wire Co., Ltd.	Bangkok	Tel. 0-2716-1600 ext. 5808	Production and distribution of P.C. Wire and P.C. Strand	313,000	100	19.98
3. Dawei LNG Terminal Co., Ltd.	Republic of the Union of Myanmar	Tel. 09-5502877	Dawei concession in Republic of the Union of Myanmar	75,000 (USD)	100	50.00

Company Name (Thousand THB)	Head Office	Tel. / Fax	Nature of Business	Paid-up Capital		% of Holding
				Amount	%	
Related Companies						
1. NISHIO Rent All Co., Ltd. (Thailand) (Former name: Thai Rent All Co., Ltd.)	Bangkok	Tel. 0-2740-2680-7 Fax 0-2740-2688	Construction Machinery Rental service	25,000	100	15.00
2. Charoong Thai Wire and Cable Plc.	Bangkok	Tel. 0-2745-6118 Fax 0-2745-6118	Manufacture and distribution of enamel	1,989,531	100	12.90
3. M-Home SPV 3 Co., Ltd.	Bangkok	Tel. 0-2677-3000 Fax 0-2677-3200	Real estate development	100	100	11.54

3. Lines of Joint Venture which is the cooperation with other experienced companies to gain knowledge in new technologies for the Company's operations especially for public utility work

Company Name (Thousand THB)	Head Office	Tel. / Fax	Nature of Business	Paid-up Capital		% of Holding
				Amount	%	
1. ITD-NAWARAT Joint Venture	Bangkok	Tel. 0-2716-1600 ext. 4201 Fax 0-2716-1418	Construction of Track Doubling Project: Den Chai - Chiang Rai - Chiang Khong Section, Contract 1: Den Chai to Ngao Section	-	-	80.00
2. ITD- RT Joint Venture	Bangkok	Tel. 0-2716-1600 ext. 4201 Fax 0-2716-1418	Construction of Track Doubling Project	-	-	70.00
3. ITALIAN-THAI-TAKENAKA Joint Venture	Bangkok	Tel. 0-2716-1600 ext. 4201 Fax 0-2716-1418	Construction of One Bangkok Mixed-use	-	-	70.00
4. ITD-NWR Joint Venture	Bangkok	Tel. 0-2716-1600 ext. 4201 Fax 0-2716-1418	Construction of Drainage Tunnel for Khlong Prem Prachakorn from Khlong Bang Bua to the Chao Phraya River	-	-	70.00
5. ITD-ITD CEM Joint Venture (Consortium)	India	Tel. 001-91-332-511-2866 Fax 001-91-332-511-2866	Construction of an airport terminal in India	-	-	60.00
6. ITD-ITD CEM Joint Venture	India	Tel. 001-91-226-768-0600 Fax 001-91-226-768-0841	Construction Service in India	-	-	51.00
7. ITD-SINOHYDRO Joint Venture	Bangladesh	Tel. +881791412432	Construction Service in Bangladesh	-	-	51.00
8. ITD-CREC Joint Venture	Bangkok	Tel. 0-2716-1600 ext. 4201 Fax 0-2716-1418	Construction services in Thailand	-	-	51.00
9. ITALIANTHAI-NAWARAT Joint Venture	Bangkok	Tel. 0-2716-1600 ext. 4201 Fax 0-2716-1418	Construction of Water Transmission Tunnel along Ratchapruet Road, from Klong Mahasawat to Petchkasem Road	-	-	51.00
10. ITD-SQ Joint Venture	Bangkok	Tel. 0-2716-1600 ext. 4201 Fax 0-2716-1418	Contractor for the overburden and lignite removal services at Mae Moh Mine , Lampang	1,682,233	100	50.00
11. SMCC-ITD Joint Venture	Bangladesh	Tel. +880-1713-429355	Construction service in Bangladesh	-	-	49.00
12. IOT Joint Venture	Bangkok	Tel. 0-2716-1600 ext. 4201 Fax 0-2716-1418	Airfield Pavement Construction for Suvarnabhumi Airport	-	-	40.00

Company Name (Thousand THB)	Head Office	Tel. / Fax	Nature of Business	Paid-up Capital		% of Holding
				Amount	%	
13. CMC-ITD-Song Da Joint Venture	Lao PDR	Tel. 001-848-120-446-3258 Fax 001-848-120-446-3259	Contractor Nam Theun 1 Hydropower Project, Lao PDR	-	-	30.00
14. ITD Cementation India Joint Venture	India	Tel. 001-91-226-768-0600 Fax 001-91-226-768-0841	Construction Service in India	-	-	20.00
15. CEC-ITD Cem-TPL Joint Venture	India	Tel. 001-91-226-768-0600 Fax 001-91-226-768-0841	Construction Service in India	-	-	18.66

4.3 Shareholders

1) 10 Major Shareholders as of January 31, 2022:

Name of Major Shareholders	Number of Shares	Percent of Shares (%)
1. Karnasuta Family	1,288,722,788	24.41
1.1 Mr. Premchai Karnasuta	628,213,626	11.90
1.2 Mrs. Nijaporn Charanachitta	350,815,140	6.64
1.3 Mr. Peeti Karnasuta	463	0.00
1.4 Ms. Prachaya Karnasuta	38,839,766	0.74
1.5 Mr. Thoranis Karnasuta	28,210,960	0.53
1.6 Ms. Jittraphan Charanachitta	50,614,391	0.96
1.7 Mrs. Valaithip Piriwarasakul	50,414,391	0.95
1.9 Mr. Piyachai Karnasuta	23,303,438	0.44
1.10 Ms. Chamaimas Karnasuta	32,555,081	0.62
1.11 Mrs. Bhilaichit Roengpithya	10,794,800	0.20
1.13 Ms. Chayaporn Roengpithya	10,980,732	0.21
1.14 Mrs. Orn-ame Karnasuta	29,300,000	0.55
1.15 C.P.K. International Co., Ltd*	34,680,000	0.66
2. Thai NVDR Company Limited	163,357,605	3.09
3. SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	103,596,849	1.96
4. Mr. Chaiya Sakulchaivanich	47,006,750	0.89
5. N.C.B. TRUST LIMITED – POLUNIN DEVELOPING COUNTRIES FUND, LLC	32,417,308	0.61
6. Mr. Thaveechat Jurangkool	28,963,900	0.55
7. EAST FOURTEEN LIMITED-DFA EMERG MARKET CORE EQ PORT	28,749,219	0.54
8. Mr. Thanapon Lertnantapanya	28,500,000	0.54
9. Mr. Jasbir Singh Gulati	26,763,500	0.51
10. Mr. Nut Osatis	25,535,000	0.48

Note * C.P.K. International Co., Ltd. consists of the shareholders as follows:-

Name of Major Shareholders	Number of Shares	Percent of Shares (%)
1. Mr. Premchai Karnasuta	14,360	2.87
2. Mrs. Kanitta Karnasuta	12,500	2.50
3. Mr. Peeti Karnasuta	75,000	15.00
4. Ms. Prachaya Karnasuta	75,000	15.00
5. Mr. Thoranis Karnasuta	75,000	15.00
6. Mrs. Nijaporn Charanachitta	1,860	0.37
7. Mr. Yuthachai Charanachitta	25,000	5.00
8. Mrs. Valaithip Piriyawarasakul	25,000	5.00
9. Ms. Jittrapan Charanachitta	25,000	5.00
10. Mrs. Pilaijit Roengpittaya	1,860	0.37
11. Mr. Pansa Roengpittaya	25,000	5.00
12. Ms. Chayaporn Roengpittaya	25,000	5.00
13. Mrs. Orn-ame Karnasuta	1,860	0.37
14. Mr. Atthaphong Terdpravat	35,500	7.10
15. Mr. Jittraphong Terdpravat	35,500	7.10
16. Mr. Piyachai Karnasuta	22,430	4.49
17. Ms. Chamaimas Karnasuta	22,430	4.49
Total	498,300	99.66

2) Major shareholders who have significant influence on the Company's policy

- None -

4.4 Securities Issuance

Other securities, except ordinary shares, issued as of December 31, 2021.

1) Bill of Exchange

The Company has no outstanding due from the bill of exchange issuance

2) Long-term Debentures

Symbol	Outstanding Size (Million THB)	Maturity Date	Collateralization	Issue Term	Issuer Rating as of September 30, 2021
ITD226A ⁽¹⁾	6,000.00	29 June 2022	-	5 Years 3 Days	BBB-
ITD236B	1,545.00	7 June 2023	-	2 Years 3 Days	BBB-
ITD236A	2,465.20	23 June 2023	-	2 Years 9 Months	BBB-
ITD242A	2,000.00	15 February 2024	-	5 Years	BBB-
ITD24DA	2,455.00	4 December 2024	-	3 Years 6 Months	BBB-

Remark: ⁽¹⁾ For ITD226A, the Company has the right to call debentures prior to the maturity date.

3) Short-term Debentures

The Company has no outstanding due from short-term debentures issuance.

4.5 Dividend Policy

The Company's dividend policy

The Board of Directors has the policy to propose the Shareholders' Meeting to pay dividends to each shareholder, with expected rates to be paid based on performance, of not less than 40% of net profit after tax in regular cases that there are no other incidents, and no significant effects on the operation of the Company.

Subsidiary's dividend policy

Regarding the dividend policy of subsidiaries, the Board of Directors shall consider the subsidiaries' operation result and cash flow compared to their investment, without determining the exact payout ratio. If there is sufficient cash flow which has legally been reserved, the Board of Directors shall consider the dividend on a case-by-case basis, except Thai Maruken Company Limited that has already set a dividend policy of not less than 30% of net profit before tax.

Remarks:

The Stock Exchange of Thailand has inquired about the shareholding structure regarding Bangkok Steel Wire Co., Ltd. ("BSW"), an associated company of ITD according to the financial statement. It is concerned that there may be a Conflict of Interest as defined by Thai Capital Market Supervisory Board License No. Kor Jor 17/2551 BE in License No. Thor Jor 39/2559 BE item 13(2) since a person involved may lead to a contradictory against listed company regulations stating that listed company and its subsidiary must not have conflict of interest as indicated by Thai Capital Market Supervisory Board License.

The shareholding structure, both direct and indirect, regarding BSW of the person who might have a conflict of interest (Mr. Premchai Karnasuta) is accumulated over 10 percent. In this regard, the Company would like to illustrate that said involvement best benefits the Company and BSW as business partners:

1. BSW can supply the Company with equipment and material like wire and cable continuously and in adequate quantity to support the construction operation undisrupted.
2. BSW can secure the Company as the main customer since the quantity and value of equipment and material like wire and cable in transaction are considerable and it will be without bad debt concern.

The Company and BSW are operating normal transaction upon market value and condition as other customers. The transactions between the Company and BSW have been approved by the Company Board of Directors as to be in accordance with related party transaction regulation.

4.5 Litigation

Litigation that the Company is a litigant concerned and is yet to be concluded specifically ones which may has an impact on the company assets worth more than 5 percent of shareholder's sections as of December 31, 2021, is listed hereafter:

Civil suit	Black case Number Tor Por 74/2011 The Central Intellectual Property and International Trade Court
Red case Number	–
Date	August 16, 2011
Between	Mr. Ponthichok Phumcharoen plaintiff
And	Italian-Thai Development Public Company Limited defendant
Charge	Patent Violation
Monetary Claim	500,000,000 Baht
Case progress	<p>The Central Intellectual Property and International Trade Court ordered the investigation to be discontinued and dismissed the case since this civil suit was concerning with criminal case red number Or.3489/2013 and hold a verdict accordingly. Later, the plaintiff appealed, however the Court did not accept the request. The plaintiff proceeded to the Supreme Court.</p> <p>On November 28, 2016, the Supreme Court granted the previous appeal due to the appeal stating the plaintiff was not given opportunity to present additional evidence and the appeal court was only brought a verdict on the notion of the conflict of the civil and criminal case. On February 4, 2019, the Supreme Court granted the Central Intellectual Property and International Trade Court a renewal of the investigation.</p> <p>After hearing process, on March 24, 2020, the Supreme Court granted the Central Intellectual Property and International Trade Court dismissed the case. The plaintiff filed to the Court of Appeal for Specialized Cases.</p> <p>On March 18, 2021, the Court of Appeal for Specialized Cases upheld to dismiss the case and further the plaintiff's patent.</p> <p>The plaintiff proceed to the Supreme Court and the case is currently under consideration.</p>

Executives Opinion -

Legal case that significantly affect the business operation, yet unable to assess the worth

-none-

Legal case that is a result from normal business operation

-none-

5. Management Structure

5.1 Management Structure and Remineration

The Board of Directors and the Board of Management conscientiously carry out their duties for the maximum benefit of the Company and shareholders through a clearly defined management structure as follows:

1. The members of the Board of Directors recognize their roles and responsibilities toward the shareholders, and they ensure that they can perform their duties.
2. The Board of Directors and the Board of Management must be properly instituted and counterbalanced as follows:
 - a). Audit Committee, consisting of an Independent Audit Committee functioning in accordance with the stipulations of the Stock Exchange of Thailand, and having the expertise to review the reliability of financial statements as well as other duties as an audit committee.
 - b). Clear separation of duties between the Chairman of the Board of Directors and the Chairman of the Board of Management according to the information disclosed in the corporate governance of the Company.

5.1.1 Board of Directors

As of December 31, 2021, the Board of Directors consists of 9 persons as listed below:

Name-Surname	Position	Directors Meetings Number of Attendance / Total Number of Meetings
1. Mr. Pathai Chakornbundit*	Chairman of the Board of Directors	8/8
2. Mr. Premchai Karnasuta	Director	8/8
3. Mrs. Nijaporn Charanachitta	Director	8/8
4. Assoc. Prof. Dr. Pinyo Meechumna**	Independent Director	3/8
5. Mr. William Lee Zentgraf	Independent Director	6/8
6. Mr. Peeti Karnasuta	Director	8/8
7. Mr. Thoranis Karnasuta	Director	8/8
8. Mr. Sai Wah Simon Suen	Independent Director	6/8
9. Mr. Virat Kongmaneerat***	Director	0/8

Remark

- Dr. Krisorn Jittorntrum passed away on April 6, 2021, resulting in the end of directorship and other positions. He held the number of meetings attendance of 3/8 in 2021.

- Mr. Tawatchai Suthiprapha resigned from the director position effective on December 2, 2021. He held the number of meetings attendance of 8/8 in 2021.

*Mr. Pathai Chakornbundit is appointed to be the Chairman of the Board of Directors by the resolution of the Board of Directors' meeting No. 5/6/2021 on June 14, 2021.

**Assoc. Prof. Dr. Pinyo Meechumna is appointed to be the Independent Director in replacement of position and remaining term of Dr. Krisorn Jittorntrum, by the resolution of the Board of Directors' meeting No. 5/4/2021 on April 22, 2021, and the resolution of the 2021 Annual General Meeting of Shareholders on May 27, 2021.

***Mr. Virat Kongmaneerat is appointed to be the director to continue posing the remaining directorship and term of Mr. Tawatchai Suthiprapha, by the resolution of the Board of Directors' meeting No. 1/12/2021 on December 1, 2021.

5.1.2 Management

■ Board of Management

As on December 31, 2021, the Board of Management of the Company consists of 19 persons as listed below:

Name-Surname	Position
1. Mr. Premchai Karnasuta	President
2. Mrs. Nijaporn Charanachitta	Director and Senior Executive Vice President
3. Mr. Pathai Chakornbundit	Director and Senior Executive Vice President

Name-Surname	Position
4. Mr. Tawatchai Suthiprapha	Senior Executive Vice President
5. Mr. Virat Kongmaneerat	Executive Vice President
6. Mr. Sumate Surabotsopon	Executive Vice President
7. Mr. Thoranis Karnasuta	Executive Vice President and Acting President
8. Mr. Peeti Karnasuta	Executive Vice President
9. Ms. Prachaya Karnasuta	Executive Vice President And Assistant to Director and Senior Executive Vice President
10. Mr. Piyachai Karnasuta	Executive Vice President
11. Mr. Chatichai Chutima	Executive Vice President And Chief Financial Officer (CFO)
12. Mr. Sompop Pinijchai	Executive Vice President
13. Mr. Woravudh Hiranyapaisansakul	Executive Vice President and Company Secretary
14. Mr. Prasit Ratanaramig	Executive Vice President
15. Mr. Kriengsak Kovadchana	Executive Vice President
16. Mr. Sakchai Puetpaiboon	Executive Vice President
17. Mr. Prasart Kosarussawadee	Executive Vice President
18. Mr. Wichien Roongrujirat	Senior Vice President
19. Mr. Prasert Sanor	Senior Vice President

■ The Management announced by the Securities and Exchange Commission

As at December 31, 2021, the Management of the Company consists of 20 persons as listed below:

Name-Surname	Position
1. Mr. Premchai Karnasuta	President
2. Mrs. Nijaporn Charanachitta	Director and Senior Executive Vice President
3. Mr. Pathai Chakornbundit	Director and Senior Executive Vice President
4. Mr. Tawatchai Suthiprapha	Senior Executive Vice President
5. Mr. Virat Kongmaneerat	Executive Vice President
6. Mr. Sumate Surabotsopon	Executive Vice President
7. Mr. Thoranis Karnasuta	Executive Vice President and Acting President
8. Mr. Peeti Karnasuta	Executive Vice President
9. Ms. Prachaya Karnasuta	Executive Vice President And Assistant to Director and Senior Executive Vice President
10. Mr. Piyachai Karnasuta	Executive Vice President
11. Mr. Chatichai Chutima	Executive Vice President And Chief Financial Officer (CFO)
12. Mr. Sompop Pinijchai	Executive Vice President
13. Mr. Woravudh Hiranyapaisansakul	Executive Vice President and Company Secretary
14. Mr. Prasit Ratanaramig	Executive Vice President
15. Mr. Kriengsak Kovadchana	Executive Vice President
16. Mr. Sakchai Puetpaiboon	Executive Vice President
17. Mr. Prasart Kosarussawadee	Executive Vice President
18. Mr. Wichien Roongrujirat	Senior Vice President
19. Mr. Prasert Sanor	Senior Vice President
20. Ms. Kanchana Charoenyot	Senior Vice President (Accounting) and Chief Accountant

The Company's Organization Chart is disclosed in Page 6. The Biography of Company's Directors including with educational qualification, professional experience and curriculum vitae are depicted in the attachment.

5.1.3 The Company Secretary

The resolution of the Board of Director's Meeting No.5/6/2008 dated June 9, 2008, appointed Mr. Woravudh Hiranyapaisansakul to be the Company Secretary according to Securities and Exchange Act (No. 4) B.E. 2551. He is responsible for establishing the meetings of the Board of Directors and the meetings of the shareholders, coordinating with other parties to comply with the resolutions of these meetings, advising the Directors on laws and regulations, supporting the Director's activities and other duties according to the notification of the Capital Market Supervisory Board.

The educational qualification, professional experience and curriculum vitae of the Company Secretary is given in Form 56-1 One Report.

5.1.4 Remuneration of Directors and Management

The policies and structures of the remuneration of Directors and the Management are clearly and transparently determined as follows:

5.1.4.1 Remuneration of Directors

The Company has determined the Remuneration of Directors clearly and transparently based on comparable industry and the performance required of the Directors. The Directors assigned to be on the Audit Committee receive additional remuneration for full discharge of their Audit Committee duties. In any case, the amount of remuneration to be paid to Directors must be finally approved by a meeting of the shareholders.

5.1.4.2 Remuneration of the Board of Management

The remuneration of the Board of Management members follows the principles and policy determined by the Board of Directors and depends on the corporate and individual achievement.

(1) Financial Remuneration

(A) Remuneration of Directors, Audit Committee, and Risk Management Committee as of December 31, 2021.

Directors	Remuneration (Baht/Year)		
	Directors	Audit Committee (Bonus Included)	Risk Management Committee**
1. Mr. Pathai Chakornbundit*	715,534		10,000
2. Mr. Premchai Karnasuta	580,000		
3. Mrs. Nijaporn Charanachitta	580,000		
4. Assoc. Prof. Dr. Pinyo Meechumna**	546,630	266,292	15,000
5. Mr. William Lee Zentgraf	580,000	315,000	
6. Mr. Peeti Karnasuta	580,000		10,000
7. Mr. Thoranis Karnasuta	580,000		10,000
8. Mr. Sai Wah Simon Suen	580,000	315,000	
9. Mr. Virat Kongmaneerat***	189,096		
¹ Dr. Krisorn Jittorntrum		96,000	
² Mr. Tawatchai Suthiprapha	390,904		
Total	5,322,164	992,292	45,000

Remark

1Dr. Krisorn Jittorntrum passed away on April 6, 2021, resulting in the end of directorship and other positions.

2Mr. Tawatchai Suthiprapha resigned from the director position effective on December 2, 2021.

*Mr. Pathai Chakornbundit is appointed to be the Chairman of the Board of Directors by the resolution of the Board of Directors' meeting No. 5/6/2021 on June 14, 2021.

**Assoc. Prof. Dr. Pinyo Meechumna is appointed to be the Independent Director in replacement of position and remaining term of Dr. Krisorn Jittorntrum, by the resolution of the Board of Directors' meeting No. 5/4/2021 on April 22, 2021, and the resolution of the 2021 Annual General Meeting of Shareholders on May 27, 2021.

***Mr. Virat Kongmaneerat is appointed to be the director to continue posing the remaining directorship and term of Mr. Tawatchai Suthiprapha, by the resolution of the Board of Directors' meeting No. 1/12/2021 on December 1, 2021.

(B) Total Remuneration and Number of Directors and Board of Management

The remuneration of the Board of Management members follows the principles and policy determined by the Board of Directors and depends on the corporate and individual achievement.

- The 20 members of the Board of Management received, in total, remuneration amounting to Baht 139,056,132 for the full discharge of their respective duties.
- The 18 members of the Board of Directors (excluding Executive Vice President (Finance) and Vice President (Account)) received remuneration amounting to Baht 130,584,132 in total for their respective duties.

(2) Other remuneration (If any)

Other Remuneration of Board of Management

■ Provident Fund

The Company has provided a provident fund at the rate of 2 percent of the salary. In 2021 (as of December 31, 2021), the 18 members of the Board of Management's contribution to provident fund was amounting to Baht 1,033,200 in total.

5.2 Personnel and Training Policy

1. Human Resources

- Total Number of Employees as of December 31, 2021, was 25,768 persons

- Number of Employees by Major Categories

Categorized by job classification:

- Engineers	=	2,357	Persons
- Accountants	=	260	Persons
- Administrators	=	358	Persons
- General Employees	=	22,793	Persons
Total	=	25,768	Persons

Categorized by the Company's nine business categories as listed below:

1) Buildings	=	6,786	Persons
2) Industrial Plants	=	6,378	Persons
3) Pipelines and Utility Works	=	1,485	Persons
4) Highways, Railways, High Speed Rails, Viaducts, Track Works, MRT Systems, Bridges and Expressways	=	6,059	Persons
5) Airports, Ports, Jetties, River Protection, Dredging & Reclamation, Marine Works	=	1,843	Persons
6) Dams, Tunnels, and Power Plants	=	724	Persons
7) Steel Structures	=	353	Persons
8) Telecommunications	=	249	Persons
9) Mining and Coal	=	1,180	Persons
Miscellaneous	=	41	Persons
10) Head Office and Foreigner	=	670	Persons
Total	=	25,768	Persons

- Changes in employee numbers in the last three years

- Total number of employees as of December 31, 2019	=	32,156	Persons
- Total number of employees as of December 31, 2020	=	29,391	Persons
- Total number of employees as of December 31, 2021	=	25,768	Persons

- Major labor disputes during the past three years

- None

- Employee benefits for the year 2021 (as of December 31, 2021)

- Baht 7,205,823,806 (salary and compensation)

2. Employee Skills Development Policy

The Company recognizes that employee development is a key part of our success and believes that every employee has potential to grow, both in their work roles and personalities. The Company also acknowledges the responsibility to help our employees to meet these challenges by providing further education and encouraging training to inspire confidence thus this creates a highly qualified effective and efficient team. Also, the co-ordination of the learning and development process is the responsibility of all employees.

The purpose of the Company's training policy depends on several trained personnel at all levels in the organization to ensure as follows:

- Employees are properly trained with the necessary skills to fulfill their present jobs at an acceptable standard to the Company.
- As far as possible, employees are encouraged to develop their skills and talents, enabling them to progress within the Company and reaching their full potential.
- All employees will undergo annual refresher training in health, safety, and hygiene in all areas relevant to the safe performance of their jobs.

The Company provides a range of trainings and development opportunities to all levels of employees within both Operation and Supporting Departments.

The Company is also a training organization for the safety course, registered by the Department of Welfare and Labor Protection in according to the Ministerial Regulation on The Prescribing of Standard for Administration and Management of Occupational Safety, Health and Environment B.E. 2549 as follows:

- The Safety Officer at Supervising level Program, The Safety Officer at Management level Program and Occupational Safety, Health and Environment Committee. Registration No. 62-029.
- The Safety Officer at Technician Level Program. Registration No. 63-012.

The Company in co-operation with The Department of Labor Protection and Welfare with regards to the Ministry of Labour, organized training program in the topic of "Good Labour Practices: GLP" for outsiders and sub – contractor, comprising of 2 Courses which include:

1. The Safety Officer in Supervising Level Program
2. Occupational Safety, Health and Environment Committee Program

There were 120 participants from 35 Companies whom they participated in these training programs.

The Company has been certified by the Council of Engineers Thailand as the host organization of continuous engineering professional development. The host organization registered No.7006 is praised as follows:

- The award of the outstanding continuous engineering professional development host organization for the year 2019.
- Honorary certificate of a host organization for continuous engineering professional development that is committed to promoting the development of the engineering profession for the year 2020.

In 2021, there are 43 courses. The training programs required by all levels are:

2.1 Executive Level

The Company is responsible for the executive management positions value training program aimed at:

- Building a spirit of teamwork to maintain work schedules to achieve assignment success.
- Learning how to be planning and working effectively together and accomplish the work to meet the productivity and quality goals.
- Supporting the Leadership and to conduct all activities in accordance with all applicable laws and the Company's standards /policies, including its environmental, safety and health policy.
- Sharing all experience and coaching to other staff to develop skills and potential.
- Educate the general knowledge of various employment and construction's Laws.

The program provided develops the knowledge and skills listed below:

- 1.1 Developing of New Programs for PM/PE
- 1.2 Project planning and Management with Microsoft Project
- 1.3 Contract Management for Construction
- 1.4 Building Information Modeling (BIM) for Senior Vice President
- 1.5 Personal Data Protection Act (PDPA) for Senior Vice President
- 1.6 Safety Officer in Management Level
- 1.7 Assistant Senior Vice President Development Program

2.2. Supervisor Level

The Company knows well that all supervisory staff are our greatest asset, so we provide continuous job training and development of their potential, operations, and management with the skills to fulfil their principal roles and responsibilities to continually improve their job performances. Assistance is provided to all supervisory staff to build teamwork, instruct, and give the opportunity to work successfully with safety.

The program provided develops the knowledge and skills listed below:

- 2.2.1 Accountant Seminars
- 2.2.2 Store Supervisor Seminars
- 2.2.3 Store Management
- 2.2.4 Personal Data Protection Act (PDPA) for Accountant
- 2.2.5 Apply of Technology with the New Normal era.
- 2.2.6 Planning with Microsoft Project
- 2.2.7 Building Control Act and Relate Laws
- 2.2.8 Fundamental of Structural Engineering
- 2.2.9 Fundamental of Foundation Engineering and Construction Supervision
- 2.2.10 Behavior and Steel Reinforcement in Concrete Structures
- 2.2.11 Technical Engineering
- 2.2.12 Anchor and Firestop Systems
- 2.2.13 Special Transportation for Construction
- 2.2.14 Casting of Precast Viaduct Segment
- 2.2.15 Design and Construction of MRT Underground Tunnel
- 2.2.16 Roadwork for Construction
- 2.2.17 Upgrade to Professional Level (Civil Engineer)
- 2.2.18 Upgrade to Professional Level (Mechanical and Electrical Engineers)
- 2.2.19 Steel Structure Works I
- 2.2.20 Steel Structure Works II
- 2.2.21 Steel Structure Works III
- 2.2.22 Basic Autodesk Revit Architect
- 2.2.23 The Safety Officer in Supervising Level
- 2.2.24 The Safety Officer in Technician Level
- 2.2.25 Supervisory Development Program
- 2.2.26 New Engineer Development Program

2.3 Officer Level

The Company emphasizes on staff training courses with respect to participation and skill development to ensure that officer level staff shall keep the Company's goal on track, contribute to the competitive success and strengthen their inspiration by continuous learning and self-development.

The program provided develops the knowledge and skills listed below:

- 2.3.1 Occupational Safety, Health and Environment Committee
- 2.3.2 General Safety, health and environment in the workplace
- 2.3.3 Orientation
- 2.3.4 Store Supervisor Preparation Course
- 2.3.5 Microsoft Excel: Intermediate
- 2.3.6 Store Operation on BPM Program
- 2.3.7 Incident Investigation Techniques
- 2.3.8 Hazard Risk Assessment and Management in Construction
- 2.3.9 Work Safety at Height
- 2.3.10 Safety, Occupational Health, and Environment at Work Act and Guidelines

2.4 Semi-Skilled Worker Level

To ensure the semi-skilled workers get the opportunity to improve their working skills, they are expected to expand their career paths in the Company, with the cooperation of the Department of Skill Development, the Company is providing basic training in working skills and safety to advance the qualifications for semi-skilled workers, particularly for technicians and mechanical workers.

2.5 Skilled Worker Level

The Company is providing further education and training programs to skilled workers, such as bricklayers, woodworkers, welders, tiller workers, electricians, and ironworkers to improve their skill levels to continually improve their job performances. As a result, the programs may lead to higher efficiency of their career aspirations as well as reaching the National Standard Skill levels.

2.6 On the Job Training (OJT)

Starting a new job is a demanding and often challenging experience that benefits from induction training to help new employees become fully integrated into the organization. New employees will undergo a basic introduction training program by their supervising level to acknowledge the work procedures, work instructions, work manual, rules, and regulations. This is an essential part of new employee's learning and development for integration into the working environment within the shortest period possible and to bring them to an effective standard of performance.

Number of Staff Trained in 2021

Level	People	Hours	Training Man Hours
1. Executive Level	352	7,773	22
2. Supervisor Level	2,420	44,719	18
3. Officer Level	1,184	25,302	21
4. Semi-Skilled Worked Level	8,455	50,730	7
5. Skilled Worked Level	2,506	15,036	6
6. On the Job Training	10,626	1,130,443	106

6. Corporate Governance Policy

6.1 Corporate Governance

With experiences over half century in construction industry, the key perception that drives us to operate the business efficiently and sustainably is not only to gain financial profit, but also ‘trust’ from stakeholders. By this recognition, in 2004 the Board of Directors then agreed to approve the very first ITD Corporate Governance Handbook, considered as guideline carrying the philosophy, policy and proper manners that the Company’s staff in all levels shall hold and strictly follow.

The Company applies the core principles of good corporate governance, indicated by The Securities and Exchange Commission, Thailand as listed:

1. Fairness

The equality of treatment to stakeholders.

2. Transparency

The accuracy and clearness of the information the Company discloses.

3. Integrity

The morality and integrity that the Company sets and literally applies on operation.

4. Responsibility

The full acceptance of authorities the Board of Directors are given to act on behalf of the Company.

5. Accountability

The obligation and responsibility to clarify the corporate action and decision with reason.

The handbook shall be annually reviewed by the Board of Directors in accordance with current situations. The latest review in 2021 was catered in line with the Securities and Exchange Commission (SEC) and social and economic situation and was approved by the Board of Directors. It was disclosed in the Annual Report and on the Company website (www.itd.co.th).

For the latest review in 2021, it is assessed by the relevant organization and regulator as follows:

- The Thai Investor Association rated “93 Percent” of the Quality Evaluation of the Company’s 2021 Annual General Meeting of Shareholders.
- The results of Thai Institute of Directors (IOD) rated “Very Good” on the Corporate Governance of the year 2021

1. Good Corporate Governance Policy

The Board of Directors determines the Corporate Governance Policy by outlining the Principle of Good Corporate Governance for Listed Companies from the Securities and Exchange Commission (SEC) to be 5 principles as prominently listed:

1) Rights of shareholders

The shareholders rightfully are the corporate owner, and reserve the rights to operate the Company by means of director nominations. The Company, hence, encourages the shareholders to fully exercise their rights in areas including:

- 1.1 The rights to sell, buy, or transfer shares, to receive the corporate profit, and importantly to receive the corporate information with accuracy and well-rounded detail in time via accessible channel.
- 1.2 The rights to attend the meeting of shareholders and to fully express their rights to vote in any relevant concerns.
- 1.3 The rights to appoint or relieve directors and auditors, and to be a part of any significant corporate decisions as dividend allocation, corporate regulations amendment and connected transactions approval.

2) Equitable treatment of shareholders

Every shareholder, major or minor, including foreign shareholder shall be treated justly and equally. The company has set the guideline as follows:

- 2.1 The Company shall give the shareholders the opportunity to express their opinions, complaints, or make inquiries, and to propose the annual shareholder meeting’s agenda to the meeting of shareholders as applied regulations.
- 2.2 The Company shall ensure that the meeting invitation is distributed with complete information in details of meeting location, date and time, meeting agenda, proxy, simplified guidelines in case of E-Meeting, and other supporting documents both in Thai and English.

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- 2.3 The Company shall ensure that the shareholders get the opportunity to raise their inquiries regarding the meeting agenda prior to the date of meeting with accessible channel provided.
 - 2.4 The Company shall hold the meeting in the proper method, place and time aiming to facilitate all shareholders and for easiest attending.
 - 2.5 The Company shall ensure that the meeting arrangement is run with equality for all shareholders.
 - 2.6 The Company shall ensure that the Chairman, the Board of Directors, the Chairman of the Audit Committee, the President, and the Director attend the meeting to respond inquiries raised by the shareholders.
 - 2.7 The Company shall disclose the voting result of each agenda proposed to the meeting.
 - 2.8 The meeting resolution together with voting result in each agenda in the meeting shall be disclosed in next business day after the meeting date via SET disclosure system and the Company's website.
 - 2.9 The minutes of the meeting of shareholders must be disclosed with complete information on the Company's website within 14 days after the meeting date.
 - 2.10 One share shall have one vote in vote-casting.

3) Role of stakeholders

The stakeholders must be treated and reserved their rights under the law and regulations related. The Board of Directors shall ensure incorporation with stakeholders to secure financial and business gain including the business' sustainability. There are 6 major stakeholders that the board of directors mainly concern.

3.1 Shareholders

The Company shall hold the common interest of all shareholders as the main concern to operate the business. Also, the Company shall disclose the corporate information with completeness, accuracy, and punctuality.

3.2 Staffs

The Company shall treat the staffs with fairness, respect, and honor in terms of payment, welfare, human resources development, occupational health and safety under law and regulations as well as human rights. Moreover, complaints channel and procedure shall be provided appropriately.

3.3 Clients

The Company shall deliver the clients with best quality product and service in reasonable price. The company shall also strictly hold the clients' confidentiality and follow the condition agreed.

3.4 Partners and Creditors

The Company shall not take any corrupted actions with partners and creditors. The Company shall also strictly follow the conditions agreed with the creditors relevant to any financial concerns; expense spending, capital management, repayment, quality control, security guarantees, due payment and other matters agreed.

3.5 Competitors

The Company shall operate the business with transparency, and neither seek the competitors' confidential information nor ruin their reputation by any chances.

3.6 Public

The Company shall seek the opportunity to contribute to the public by making Corporate Social Responsibility (CSR) activities in several dimensions, and support any activities that can create a CSR value. Moreover, the Board of Directors properly decided to disclose all CSR activities the Company joined all the year round on Form 56-1 One Report, and other Company channel as well.

4) Disclosure and transparency

The Board of Directors shall ensure to disclose the corporate information with transparency, accuracy, completeness, and punctuality in accordance with SET and SEC regulations by the guideline set as follows:

- 4.1 The Company shall disclose the accurate and complete corporate information on time through accessible and creditable channels.
- 4.2 The Company shall clarify any news or rumors that might impact on security investment decision.
- 4.3 In case there is any irregular actions on security transacted, the Company shall consider whether any business operations shall be involved with.

4.4 The Company shall not disclose any corporate information with misleading overstating contents that might be consequently impacted on investment decision and prices.

The Company then assigns Corporate Services Division to be the center of Investor Relation to provide, publicize and disclose the corporate information to investors, shareholders, analysts and interested people via accessible channels as SET disclosure system and company's website (www.itd.co.th) under guidelines on disclosure of information of listed companies of SET.

5) Responsibilities of the Board

The Board gives precedence to the Corporate Governance Policy, guideline the Board's responsibilities, as they aim for transparency and just. The Corporate Governance Policy is stipulated in accordance with the Corporate Governance Code by Securities and Exchange Commission, and divided into 8 significant parts as follows:

5.1 Role and Responsibilities of the Board in Leadership Awareness

- 5.1.1 The Board demonstrates a thorough understanding of its leadership role, assumes its responsibilities in overseeing the Company, and strengthens good governance, including defining objectives, determining means to attain objectives, together with monitoring, evaluating, and reporting on performance.
- 5.1.2 To achieve sustainable value creation, the Board exercises its leadership role and pursues the following governance outcomes: competitiveness and performance with a long-term perspective, ethical and responsible business, good corporate citizenship, and corporate resilience.
- 5.1.3 The Board ensures that all directors and executives perform their responsibilities in compliance with their fiduciary duties and that the Company operates in accordance with applicable law, standards, and the resolutions of the shareholders' meetings.
- 5.1.4 The Board demonstrates a thorough understanding of the division of Board and Management responsibilities. The Board clearly defines the roles and responsibilities of sub-committees and managements, also monitors their proper performance of their duties.

5.2 Define Objectives that Promote Sustainable Value Creation

- 5.2.1 The Board shall define objectives to promote sustainable value creation, and governance outcomes with primary concerns on corporate sustainability of the Company, stakeholders, and the public.
- 5.2.2 The Board shall ensure that the Company's objectives, goals, strategies, annual plans are consistent with the main corporate objectives, while utilizing innovation and technology effectively.

5.3 Strengthen Board Effectiveness

- 5.3.1 The Board is responsible for determining and reviewing the Board structure in terms of composition, and the proportion of independent directors mainly for accelerating the Company's objectives achievement.
- 5.3.2 The Board is responsible for holding the Board of Directors' meeting at least once a quarter to review the operational result and other matters may concern. In each, the Company shall regularly send all attendees an invitation letter attached with meeting handbook in seven days prior to the day scheduled for the meeting to begin, making sure they shall be able to prepare themselves before each meeting begins.

In addition, a quorum shall be constituted by two-third of total directors. The frequency of the Board of Directors who attended the meeting shall be disclosed on Form 56-1 One Report.

- 5.3.3 The Board shall recruit and appoint the qualified person as the Chairman and ensure that the Board composition and operation must enable the Board to exercise its independent decisions on any corporate affairs. However, in case that the Chairman is not an independent director, the Company shall appoint an independent director to co-consider the meeting agenda to balance the power between Board of Directors, and the Management in accordance with SEC's good corporate governance principle.
- 5.3.4 The Board shall ensure that the director selection and nomination procedure shall be made through clear and transparent processes aiming to obtain the ideal and qualified directors.
- 5.3.5 When proposing director remuneration to the shareholders' meeting for approval, the Board shall consider whether the remuneration structure is appropriate for the directors' respective roles and responsibilities, linked to their individual and Company performance, and provide incentives for the Board to lead the Company in meeting its objectives in the short term, and long term.

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- 5.3.6 The Board shall ensure that all directors, and CEO are properly accountable for their duties, responsibilities, and actions, and also allocate sufficient time to respond their duties with effectiveness by not holding an office in more than five (5) listed companies.
- 5.3.7 The Board shall ensure that the Company's governance frameworks and policies extend to and are accepted by subsidiaries and other businesses in which it has a significant investment, as appropriate.
- 5.3.8 The Board shall conduct an annual self-assessment for the Board and committees as a whole and individual assessment. The assessment results shall be used to strengthen the effectiveness of the Board.
- 5.3.9 The Board shall ensure that the Board as a whole and each director understand their roles and responsibilities, the nature of the business and relevant law and standards. The Board should promote all directors in developing their capabilities and refreshing their skills necessary to carry out their roles properly assisted by qualified company secretary.
- 5.4 Ensure Effective CEO and Human Resources Management
- 5.4.1 The Board shall ensure that a proper mechanism is in place for the nomination and skill development of both Chief Executive Officer and key executives to ensure that they possess the qualified knowledge, skills, experience, and characteristics necessary to productively achieve the corporate objectives.
- 5.4.2 The Board shall ensure that an appropriate remuneration structure and equitable performance evaluation are in place including an appropriate benefit or welfare provided to employees.
- 5.4.3 The Board shall consider their responsibilities in the context of the Company's shareholder structure and relationships, which may impact on corporate management and operation.
- 5.4.4 The Board shall ensure that the company will have the effective procedures on human resources training and development to keep the staffs appropriately knowledgeable, skilled, and experienced.
- 5.5 Nurture Innovation and Responsible Business
- 5.5.1 The Board shall prioritize and promote innovation that creates value for the Company and its shareholders together with benefits for its clients, stakeholders as well as the environment, in support of corporate sustainable growth.
- 5.5.2 The Board shall encourage the management to operate the business with responsibility towards society and environment in accordance with the Company's operations plan. This is to ensure that every division and function in the Company shall adopt and carry out the Company's objectives, goals, and strategies.
- 5.5.3 The Board shall ensure that management will allocate and manage concerned resources efficiently and effectively throughout all aspects of the value chain to enable the Company to meet its objectives
- 5.5.4 The Board shall establish a framework of IT management that shall align with the corporate requirement to stimulate business opportunities and performance, strengthen risk management, and support the Company's objectives.
- 5.6 Strengthen Effective Risk Management and Internal Control
- 5.6.1 The Board shall ensure that the Company has effective and appropriate risk management, and internal control systems that are aligned with the Company's objectives, goals and strategies and complied with applicable law and standards.
- 5.6.2 The Board shall establish an audit committee that can act effectively and independently.
- 5.6.3 The Board shall empower as well as facilitate the audit committee with proper facility to perform their responsibility.
- 5.6.4 The Board shall manage and monitor the conflicts of interest that might occur between the Company and directors, management, and shareholders. The Board should also prevent the inappropriate use of corporate assets, information, and opportunities, including with inappropriate transactions made with related parties.
- 5.6.5 The Board shall establish a clear anti-corruption policy and practices, including setting up the effective procedure to handle with complaints and the proper whistle-blowing channel.
- 5.6.6 The Board shall define the board of directors, and executive management to report to the Board the changes in securities and derivatives holding 1 day in prior of the date the transaction will be made.
- 5.6.7 The Board assigns the Board of directors, and the executive management to report to SEC regarding the changes in securities and derivatives holding report (Form 59) within 3 business days after the transaction is made.

5.7 Ensure Disclosure and Financial Integrity

- 5.7.1 The Board must ensure that the disclosure of corporate financial report and other necessary information shall be processed consistently with completeness, accuracy, punctuality, and applicable requirements.
- 5.7.2 The Board shall monitor the corporate financial liquidity and solvency.
- 5.7.3 The Board ensures that risks to the financial position of the Company or financial difficulties are promptly identified, managed and mitigated with consideration of stakeholder rights.
- 5.7.4 The Board shall ensure that the corporate social responsibility (CSR), and sustainability report will be made appropriately.
- 5.7.5 The Board shall ensure that the Company will possess a dedicated center responsible for Investor Relations function to provide the regular, effective, and fair communication with shareholders and other stakeholders as analysts, or potential investors.
- 5.7.6 The Board ensures that the company shall disseminate corporate information through effective use of information technology.

5.8 Ensure Engagement and Communication with Shareholders

- 5.8.1 The Board shall ensure that shareholders will have the adequate opportunity to participate in a significant corporate decision-making and be facilitated for corporate activity as the shareholders' meeting.
- 5.8.2 The Board shall ensure that the shareholders' meetings are held as scheduled and conducted properly, with transparency and efficiency, and ensure that all shareholders shall be treated by inclusive and equitable manner to be capable to exercise their rights.
- 5.8.3 The Board shall ensure that the disclosure of Shareholder Resolutions and preparation of the Minutes of the Shareholders' Meetings shall be disclosed with accurate information, and timely manner.

2. Sub-Committees

Sub-Committees of the Company was made up with the Board of Directors, with another three boards as the Board of Management, the Audit Committee and the Risk Management Committee. The name list, authorities and responsibilities of each are depicted as follows:

a) Board of Directors

On December 31, 2021, the Board of Directors consisted of 9 directors as listed below

Name – Surname	Position
1. Mr. Pathai Chakornbundit*	Chairman
2. Mr. Premchai Karnasuta	Director
3. Mrs. Nijaporn Charanachitta	Director
4. Assoc. Prof. Dr. Pinyo Meechumna**	Independent Director
5. Mr. William Lee Zentgraf	Independent Director
6. Mr. Peeti Karnasuta	Director
7. Mr. Thoranis Karnasuta	Director
8. Mr. Sai Wah Simon Suen	Independent Director
9. Mr. Virat Kongmaneerat***	Director

Remark:

- Dr. Krisorn Jittorntrum passed away on April 6, 2021, resulting in the end of directorship and other positions.

- Mr. Tawatchai Suthiphapha resigned from the director position effective on December 2, 2021.

*Mr. Pathai Chakornbundit is appointed to be the Chairman of the Board of Directors by the resolution of the Board of Directors' meeting No. 5/6/2021 on June 14, 2021.

**Assoc. Prof. Dr. Pinyo Meechumna is appointed to be the Independent Director in replacement of position and remaining term of Dr. Krisorn Jittorntrum, by the resolution of the Board of Directors' meeting No. 5/4/2021 on April 22, 2021, and the resolution of the 2021 Annual General Meeting of Shareholders on May 27, 2021.

***Mr. Virat Kongmaneerat is appointed to be the director to continue posing the remaining directorship and term of Mr. Tawatchai Suthiphapha, by the resolution of the Board of Directors' meeting No. 1/12/2021 on December 1, 2021.

Authority and Responsibility

1. To set the Company's vision, mission, strategy, policy and conduct the Company's business execution in an efficient and effective manner for preserving the Company's interest.
2. To direct, manage and supervise the operations of the Company, all in accordance with the Law, the Company objectives, the regulations of the Company and the resolutions of the Shareholders of the Company.
3. To strictly follow the rules and regulations of Stock Exchange of Thailand, The Securities and Exchange Commission regarding the information disclosure and any Acts of a Listed Company in order to make any significant investing information publicly available
4. To monitor the operations of the Board of Management in compliance with the Company's policies and regulations.
5. To appoint the Executive Directors, the Audit Committee, the Risk Management Committee and other suitable committees to take charge of Company business and management system for the maximum benefit according to the Company policy.
6. To undertake the Company's financial and income status/statement is up-to-date with any necessary corrections and is examined by the Company's financial auditors, in order to get the consideration and approval by shareholders in the Annual General Meeting.
7. To consider and make decisions for any significant projects or investments.
8. To set the scope of responsibilities for any subcommittees and to cope with any changes which may significantly impact on any subcommittees' operations
9. Pursuant to the Company's regulations, the Board of Directors has the authority to decide upon and oversee the operations of the Company, except for the following assignments that would only be executed with the consent of a meeting of the Shareholders of the Company:
 - 9.1 Matters relating to the Law would only be performed upon the resolution of the Shareholders of the Company;
 - 9.2 Certain business matters as stipulated by the Stock Exchange of Thailand; and
 - 9.3 Buying or selling of assets having a value equal to or greater than fifty percent (50%) of the total value of the assets of the Company, as stipulated by the Stock Exchange of Thailand.

b) Board of Management

As of December 31, 2021 the Board of Management of the Company consists of 19 persons as listed below:

Name-Surname	Position
1. Mr. Premchai Karnasuta	President
2. Mrs. Nijaporn Charanachitta	Director and Senior Executive Vice President
3. Mr. Pathai Chakornbundit	Director and Senior Executive Vice President
4. Mr. Tawatchai Suthiprapha	Senior Executive Vice President
5. Mr. Virat Kongmaneerat	Executive Vice President
6. Mr. Sumate Surabotsopon	Executive Vice President
7. Mr. Thoranis Karnasuta	Executive Vice President and Acting President
8. Mr. Peeti Karnasuta	Executive Vice President
9. Ms. Prachaya Karnasuta	Executive Vice President and Assistant to Director and Senior Executive Vice President
10. Mr. Piyachai Karnasuta	Executive Vice President
11. Mr. Chatichai Chutima	Executive Vice President and Chief Financial Officer (CFO)
12. Mr. Sompop Piniichai	Executive Vice President
13. Mr. Woravudh Hiranyapaisansakul	Executive Vice President and Company Secretary
14. Mr. Prasit Ratanaramig	Executive Vice President
15. Mr. Kriengsak Kovadchana	Executive Vice President
16. Mr. Sakchai Puetpaiboon	Executive Vice President
17. Mr. Prasart Kosarussawadee	Executive Vice President
18. Mr. Wichien Roongrujirat	Senior Vice President
19. Mr. Prasert Sanor	Senior Vice President

Authority and Responsibility

1. To determine ultimate goals and operational direction of the Company in accordance with the current and forecast economic and market conditions.
2. To determine policies and procedures for the Company's operational procedures.
3. To determine the policy, consider and decide on the selection of relevant projects in which the Company could participate, tender and execute.
4. To consider and approve the appointment, transfer and discharge of staff at division head level and above.
5. To consider and approve the adjustment of salaries, wages and remuneration, including consideration and recognition of employee meritorious service.
6. To appoint a person or parties to act on behalf of the Board of Management for any assignment.
7. To consider and approve expenses on Company's purchasing of assets and other expenses.
8. To review, consider and comment on all matters related to Company operations.
9. To review, consider and comment on all matters involving the performance of the Company's various operating segments and to direct and control their management to ensure efficient, economical, and timely operations, including compliance with all contractual obligations to clients.
10. To consider and approve the Company's expenses, under THB 1,000 million in matters of daily costs, investment cost, fixed assets, loans, financial instruments and insurances and no limit with for bids and making contract.
11. To undertake all other matters as directed by the Board of Directors.

c) Audit Committee

As of December 31, 2021, the Audit Committee consisted of 3 persons as listed below (the position carries a 3-year term from 2020-2023 according to the resolution of 2020 Annual General Meeting of shareholders held on July 24, 2020):

Name – Surname	Position
1. Assoc. Prof. Dr. Pinyo Meechumna*	Chairman of the Audit Committee
2. Mr. William Lee Zentgraf**	Audit Committee Member
3. Mr. Sai Wah Simon Suen***	Audit Committee Member

Remarks:

Mr. Withit Ouaysinprasert, Vice President of Internal Auditor Division, is the Secretary of the Audit Committee.

*Assoc. Prof. Dr. Pinyo Meechumna is appointed to be Chairman of the Audit Committee in replacement of position and remaining term of Dr. Krisorn Jittorntrum, by the resolution of the Board of Directors' meeting No. 5/4/2021 on April 22, 2021.

**Mr. William Lee Zentgraf has experience and background in Company's financial reviews.

***Mr. Sai Wah Simon Suen is experienced in finance and was posted as the Chief Financial Officer (CFO) in a company.

Authority and Responsibility

1. To review the Company's financial reporting process to ensure that it is accurate and adequate.
2. To review the Company's internal control systems and internal audit system to ensure that they were suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer, and dismissal of the chief of an internal audit unit or any other units in charge of an internal audit.
3. To review the Company's compliance with the law on securities and exchange, the Stock Exchange of Thailand's regulations and the laws relating to the Company's business.
4. To consider, select and nominate an independent person to be the Company's auditor and to propose such person's remuneration, as well as to attend a non-management meeting with the auditor at least once a year.
5. To review the Connected Transactions, or the transactions that might lead to conflicts of interests, to ensure that they followed the laws and the Stock Exchange of Thailand's regulations, in order to reasonable and for the highest benefit of the Company.
6. To review the efficiency and sufficiency of the risk management and to discuss with the Internal Audit Division and the Independent Auditor.

7. To prepare, and to disclose in the Company's Annual Report, the Audit Committee's reports which must be signed by the Audit Committee's chairman and consisted of at least the following information:
 - 7.1 An opinion on the accuracy, completeness and creditability of the Company's financial report,
 - 7.2 An opinion on the adequacy of the Company's internal control system,
 - 7.3 An opinion on the compliance with the law on securities and the Stock Exchange of Thailand, the Exchange's regulations and the laws relating to the Company's business,
 - 7.4 An opinion on the appropriateness of the Independent Auditor,
 - 7.5 An opinion on the transactions that may lead to conflicts of interests,
 - 7.6 The number of the Audit Committee meetings and the attendance of such meetings by each committee member,
 - 7.7 An opinion or overview comment received from the Audit Committee on its performance of duties in accordance with the charter, and
 - 7.8 According to the Audit Committee's opinion, other transactions, 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.
8. To perform any other acts as assigned by the Company's Board of Directors, with the approval of the Audit Committee.

d) Risk Management Committee

As of December 31, 2021, the Risk Management Committee consisted of 8 members by carrying a 3-year term from 2019 – 2022.

Name - Surname	Position
1. Assoc. Prof. Dr. Pinyo Meechumna*	Chairman of the Risk Management Committee
2. Mr. Pathai Chakornbundit	Vice Chairman of the Risk Management
3. Mr. Chatichai Chutima	Risk Management Committee
4. Mr. Sompop Piniychai	Risk Management Committee
5. Ms. Penpan Riangthonglang	Risk Management Committee
6. Mr. Peeti Karnasuta	Risk Management Committee
7. Mr. Thoranis Karnasuta	Risk Management Committee
8. Mr. Woravudh Hiranyapaisamsakul	Risk Management Committee, and Secretary of Risk Management Committee

Remark:

*Assoc. Prof. Dr. Pinyo Meechumna is appointed to be Chairman of the Risk Management Committee in replacement of position and remaining term of Dr. Krisorn Jittorntrum, by the resolution of the Board of Directors' meeting No. 5/4/2021 on April 22, 2021.

Risk Management Policy

The Company strongly emphasizes the importance of risk management. The effectiveness of risk management is essential for the achievement of the Company objectives achievement with good Corporate Governance and related working processes. All the processes were based on the standards of risk management defined by the Stock Exchange of Thailand.

The Company has evaluated the internal and external risks which could possibly occur in the future to ensure the balanced growth and profitability of the Company at an acceptable risk level.

Authority and Responsibility

1. To review the Company's risk management policy and framework which cover all the major risks (Key Risks); namely financial risk, investment risk, operational risk, and corporate reputation risk, before proposing them to the Board of Directors for approval.
2. To formulate a framework and risk management strategies in compliance with the Company's risk management policy. The Committee would assess, monitor, and control risk at the appropriate level.
3. To monitor and ensure that risk management activities are in line with the Company's policy and framework approved by the Board of Directors' meeting.
4. To set risk measurement criteria and limits at the acceptable levels.
5. To set appropriate risk management measures for different situations.

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6. To review the sufficiency and effectiveness of risk management policy and system.
 7. To report regularly to the Board of Directors about the management, operation, risk status, changes, and areas for improvement to keep risk management in line with the Company's policy and strategy.
 8. To appoint a risk management working group if necessary and support the risk management working group in terms of personnel, budget, and other necessary resources under the scope of responsibilities of the working group.

3. Selection and Nomination of Directors and Chief Executives

The Company has set up a transparent procedure to select Directors, although it does not have a Nominating Committee. The incumbent Board of Directors performs the initial selection and evaluation of candidates for vacated or newly created positions on the Board of Directors. The Board of Directors jointly scrutinizes the qualifications of all appropriate candidates by consideration of the profile, experience, expertise in different careers and performance in the role of directorship in the past to achieve the business objectives.

The detail of this point is disclosed in the Report of Corporate Governance for Listed Companies, Ensure Effective CEO and Human Resources Management.

4. Corporate Governance of Subsidiaries and Associated Companies

The Board of Directors had conducted policies for subsidiaries and associated companies by emphasizing on good corporate governance regarding management practices which are responsible, controllable, and detectable for all stages. The policies must defend the maximum profit of the subsidiaries and associated companies; thus, a qualified person would be appointed to be a representative of the Company as a Director/an Executive or an authority depending on the nature of business and the approval from the Board of Directors' meeting.

The detail of this point is disclosed in The Report of Corporate Governance for Listed Companies, Corporate Governance of Subsidiaries and Associated Companies.

5. Internal Information Control

The Company has the policy for Internal Information Control, internal information disclosure, and conflict of interest in ITD Corporate Governance handbook under Business Ethics, disclosed on the Company's website (www.itd.co.th). The policy mainly concerns on access and degree of confidentiality, disclosure to outsider, related-party transaction, and the determination that directors and the executive management must report the changes in securities and derivatives holding report (Form 59) of themselves and their spouses to SEC with 3 business days after the transaction made.

The detail of this point is disclosed in The Report of Corporate Governance for Listed Companies, Conflict of Interest.

6. Auditor's Remuneration

Auditor's remuneration for the financial year ended on December 31, 2021

1. Audit Fee:

the Company or its subsidiaries paid an annual audit fee to:

- The external auditor, amounting to 19,181,000 Baht
- The audit firm of the auditor connected person/enterprise of the auditor and his/her firm in the amount of - Baht.

2. Non-Audit Fee

The Company paid a non-audit fee for other services to

- The external auditor, amounting of - Baht, and must pay in the future for incomplete service the amount of - Baht
- The audit firm of the auditor, connected person/enterprise of the auditor and his/her firm, the amount of - Baht and must pay in the future for incomplete service in the amount of - Baht.

7. The Report of Corporate Governance for Listed Companies

The Board of Directors strictly places the importance on the good corporate governance conduction to be the principle and guideline to operate the business. Therefore, the Company conducts the reflection report of Corporate Governance as follows:

1. Rights of shareholders

2. Equitable treatment of shareholders

The Company encouraged all shareholders to fully exercise their basic rights with equality treatment in all dimensions concerned as the rights to attend the shareholders' meeting, to be facilitated to attend the meeting, and importantly to be equally informed with significant corporate information.

Kindly see the details disclosed in Disclosure and Transparency of the Company, and The Participation Promoting.

3. Role of stakeholders

In 2021, the Company has been in contact with all interested shareholders and members of the public as follows:

Shareholders: The Company has strived to achieve growth for long-term benefits. The Company had also disclosed complete, true, and timely information through the system of the Stock Exchange of Thailand (SETLink) and the Company website (www.itd.co.th), such as the resolutions of the Board of Directors, the resolutions of the Annual General Meeting of Shareholders, Financial Information, Signing ceremonies of major projects, and so on.

Employees: The Company has realized the importance of staff as the main mechanism to promote continuous growth. The Company has provided the staffs the short-term benefit as reasonable salary package or bonus. The Company has also rewarded staffs and improved their welfare and security as a long-term benefit, for example, by the establishment of a pension fund, providing a healthcare service (including a medical room and a doctor on active service at Head Office), supporting the scholarships for employees' children who show a good study performance, offering urgent loans and improving the environment of their workplace, implementing the 5S activities, those being "Set in order, Sustain, Sort, Standardize and Shine" to improve the workplace organization and standardization for productivity and safety. With its importance, all levels of staff participated in this project.

The Company had treated its employees strictly according to labor legislation, and no labor lawsuits have occurred in recent years.

In this term, the Company has set and provided the procedure to cope with the complaints in any cases there are some improper treatments or any actions against the Company's norms or regulations, corporate governance, and anti-corruption policy occurred. In the whole year, the Company has strictly handled with the incoming complaints by the procedure set as being shown on Complaints & Whistle-blowing Policy, consisted in ITD Corporate Governance handbook.

Since the employees' skills were very important to the Company's performance, the Company has continued developing the potential of all staff to increase their competencies and skills necessary for work and for success, as well as to encourage safety at work and occupational health. In the year 2021, the Company provided 43 courses as shown on the section of Management Structure under Employee Skill Development Policy.

Clients: The Company has provided a good quality and a high standard of construction services. The customers were provided with sufficient information and effective procedures to deal with customer complaints for a timely response to correct all complaints.

Partners and Creditors: The Company has standard procedures for partner screening and selection through three qualities: reliability, responsibility and on-time performance. The Company has treated the partners and creditors according to the conditions of their agreements.

Business Competitors: The Company always competed in government and private sector bidding with honesty, knowledge, and transparency. There were no disputes with competitors during the year.

Society: As the Company is in the construction business for which occupational health, safety and environmental management were very significant, the Company has established the Ethics on Environment Responsibility, disclosed on ITD Corporate Governance handbook. In the whole year, the Company in all units applied the policy and took actions on this matter in many practices as air quality control, construction noise control, traffic control, wastewater treatment, odor control, oil spillage and contamination control, vibration control, dust control, waste segregation campaign, energy saving and so on. In cases where the Company received any complaints from the community, the Company immediately sent staff to investigate and carry out further necessary action. If such impacts caused by the construction of the Company, the Company would immediately resolve the issues.

4. Disclosure and transparency

In the past year, the Company disclosed the corporate financial information, as financial statement, reviewed financial performance, and Management Discussion and Analysis (MD&A) with complete, transparent, and accurate in detail by the period required by law and regulations. Not only the financial one, but other prominent corporate information, as the meeting resolution, contract signing, and accounts receivable report which were highlighted to disclose also. The disclosure channel the Company mainly used was SETLink, and the Company's website (www.itd.co.th) to facilitate the shareholders, investors, and others to access to the corporate information easily, widely, and conveniently.

Kindly see the details disclosed in Disclosure and Transparency of the Company.

5. The Board Recognition of Role and Responsibility

5.1 The Board of Directors, acting as corporate leader, acknowledged to take responsibility to keep the good Corporate Governance as the standard and to run the business with morality and responsibility towards shareholders and the whole society, aiming to maintain the Company with sustainable values.

In the Board meeting no. 1/12/2021 on December 1, 2021, the vision, mission, and direction were revised to align with the Company objectives. With its importance, the revision, purposing to set the strategy for running the business according to the Company objectives was also adopted by Management Division.

Furthermore, the Management Division undertook quarter reporting, which was a primary consideration by the Board of Directors to ensure the potential of Company for competition, to cope with changes from internal and external factors and to gain profit with sustainability.

The good Corporate Governance was implemented as the key factor of operational efficiency, to assure the Company's potential to shareholders and invertors. By this significance, the Corporate Governance had been composed in "ITD Corporate Governance Handbook" since 2004, which contains the philosophies, policies, and code of conduct for the Corporate Governance of the Company. It is considered as guidelines for all employees to follow. The Corporate Governance policy is normally reviewed and updated with the current situation every year posted publicly on the Company website (www.itd.co.th).

The Board of Directors ruled the norms to be strictly followed by all levels of employees with duty of responsibility, duty of care, and duty of loyalty. The Board also took role to keep the business flow on track and undertook the duties regarding the approval for any significant operations as investments, any transactions that may impact on Company, assets gain or distribution and dividend payout. Importantly, all actions aiming for the best profit for the Company and shareholders are firmly processed upon the usual right and law.

The Board of Directors undertook to clearly define the responsibility, authority and duty for the Chairmen and Management Division as described on the section of the Board of Directors' authority. Moreover, it set the Board Charter and monitored and kept the management flow on track. By necessity, the Corporate Governance policy was annually reviewed in accordance with the business direction. The responsibility, authority and duty were disclosed on Company's website (www.itd.co.th)

5.2 Business Goals and Objectives Setting

In the Board meeting No. 1/12/2021 held on December 1, 2021, the vision, mission, strategy, and duty were revised for 2022 in co-operation with the Management Division to set the short-term, mid-term, long-term planning objectives in accordance with Company's primary direction for the proper implementation of innovation and technology based on Company's current state.

The Company's operation goals

1. To increase competitiveness for revenue growth
2. To increase capability in making profits
3. To create satisfaction for customers
4. To manage the occupational health and safety in accordance with international standards
5. To improve employees' skills and quality of life of family
6. Corporate Social Responsibility

The Corporate Objectives were concluded and listed as below

1. To be the leading contractor in building, civil and structural works domestically and internationally
2. To operate our construction projects for optimum profit
3. To operate the business with Quality (ISO9001), Environment (ISO 14001) and Occupational Health and Safety (ISO 45001) in line with international standards
4. To provide an appropriate profit to the shareholders of the Company

All planning objectives (in short-term, mid-term, long-term) are disclosed in Policy and Business Overview.

5.3 Contributions for the Board of Directors

5.3.1 Structure of the Board of Directors

The Board of Directors consisted of 9 members. Each Director was an expert with substantial experiences aiming to contribute the best benefit to ITD. The Director positions were:

- Executive Directors 6 Directors (67%)
- Non-Executive Director (Independent Directors) 3 Directors (33%)

The structure and the definition of the Independent Directors of the Company complies with the rules and regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

The Company also appointed 1 independent director to co-consider the Board of Directors' meeting agenda in accordance with SEC's Corporate Governance guidelines to meet the balance between the Board and Management in case that the Chairman of Board of Directors is not the independent director.

According to the Good Corporate Governance, the Chairman of the Board of Directors was determined to be an Independent Director as well as a person who was not acting as the President (Managing Director)/ Executive President to balance the Company's management. The authorities of the Chairman and the President are clearly defined as follows:

The Chairman:

1. Taking the role as the leader of the Board of Directors and presiding as the Chairman in the Board's and shareholders' meetings.
2. Setting and monitoring the Board of Directors' performance to achieve the Company's primary direction.
3. Building the corporate culture with morality and good corporate governance
4. Co-operating with the President to set the agenda and to amend significant issues on agenda
5. Managing the time with quality for purposing and revising on any issues
6. Encouraging the Board of Directors to independently express their opinions
7. Building the good relation between the Board of non/director and committee with management division

The President: playing the integral role as the leader of the Board of Management and being authorized by the Board of Directors to direct and control the management staff for achieving the Company's goals.

5.3.2 The Board of Directors' Meeting

The Board of Directors set the frequency of meetings as every quarter. By this frequency, the whole year meeting schedule was also orderly prepared, arranged and acknowledged by all directors in the Board of Directors' Meeting in December of every year. Thus, all Directors shall be able to plan to attend the meetings in the year ahead.

In 2021, there were a total 8 Board of Directors' meetings. In each, the agenda prepared shall be clearly divided into the agenda for acknowledgement, certification, and approval. The Company regularly sent all attendants the invitation letter attached with meeting documents 7 days prior to date scheduled for the meeting, making sure they were able to prepare themselves before each meeting. The portion of meeting attendance is 76 percent as depicted in Management Structure.

After adjourning from two to three hours of meeting, the Company Secretary primarily took the integral duty to take minutes and do the report review by the Board of Directors. The meeting report might be amended based on the completeness of the detail in meetings. The report would be kept confidentially at Corporate Service Division in soft copy via electronic document for any retrieval as references in future.

Effective since the board meeting No. 5/6/2008 held on June 9, 2008, Mr. Woravudh Hiranyapaisarnsakul was appointed to be the Company Secretary in accordance with the Securities and Exchange Act (No. 4) B.E. 2551 (2008). His mandatory obligation is to hold the Board and Shareholders meetings, to give the guidance to directors regarding regulations, to list and maintain committees' registration, to make the annual report, as well to do any actions assigned by the Securities and Exchange Commission (SEC). Lastly, to operate this obligation with efficiency, he was trained and certified in courses related with secretarial field, mainly held by Thai Institute of Directors (IOD).

5.3.3 Selection and Nomination of Directors

(1) Independent Directors

Rules and Regulations in selection of Independent Directors

Independent Director's Qualification

The result of the Board of Director's meeting No.9/3/2009 on March 25, 2009, approved to modify the definition of an Independent Director to comply with the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) as follows.

1. Holding shares not exceeding one percent of the total shares with voting rights of the Company, its Parent Company, its Subsidiaries, its Affiliates, or a Major Shareholder or Controlling Person of the Company (to be calculated by including the shares held by any related person of such Independent Director);

2. Never been or not being a director engaging in management, employee, staff, advisor, who received salary, or Controlling Person of the Company, its Parent Company, its Subsidiaries, its Affiliates and entities equivalent to its Subsidiary, or a Major Shareholder or unless the possession of such characteristic has been discontinued for a period of not less than two years; controlling person of the Company, unless the holding of the aforementioned positions has been discontinued for at least two years. However, such prohibition shall not apply in the case where such Independent Director has been a government official or consultant of the government sector which is a major shareholder or controlling person of the applicant. The requirement of two-year discontinuity for possession of the said characteristics shall take effect from the Annual General Meeting of the year 2011 onwards;

3. Not being a person related by blood or registration under laws, as father, mother, spouse, sibling or child, including spouse of a child, of its Executive, its Major Shareholder, its Controlling Person, or the person who will be nominated to take up the position of Executive or Controlling Person of the Company or its subsidiary.

4. Not having, or not having had, any business relationship with the Company, its Parent Company, its Subsidiaries, its Affiliates, Major Shareholder or Controlling Person of the Company in a manner which may obstruct its independent judgment, and not being or not having been a substantial shareholder or Controlling Person of a person who has a business relationship with the Company, its Parent Company, its Subsidiaries, its Affiliates, or a Major Shareholder or Controlling Person of the Company, unless such business relationship has been discontinued for at least two years prior to being appointed as an Independent Director. The requirement of two-year discontinuity for possession of the said characteristics shall take effect from the Annual General Meeting of the year 2011 onwards.

The aforementioned business relationships shall include the entering into commercial transactions in the manner of normal business operation, transactions regarding rental or lease of real estate, transactions relating to assets or services, provide or receipt of financial assistance whether by receiving or providing a loan, guarantee, providing assets as collateral, as well as other similar matters which give rise to the Company or the parties having an obligation in an amount equal to or greater than three percent (3%) of the net tangible assets of the Company or from Baht twenty million, whichever is lower. The calculation of obligations shall be following the method of calculation of connected transactions as stipulated in the Notification of SEC Re: Connect Transaction. In this regard, the calculation of obligations shall be assessed by including

aggregate obligations during one year before the date of having any business relationship with the Company, its Parent Company, its Subsidiaries, its Affiliates, or a Major Shareholder or Controlling Person of the Company.

5. Not being, or not having been, an auditor of the Company, its Parent Company, its Subsidiaries, its Affiliates, or a Major Shareholder or Controlling Person of the Company, and not being a substantial shareholder, Controlling Person or Partner of an audit company being the auditor of the Company, its Parent Company, its Subsidiaries, its Affiliates, or a Major Shareholder or Controlling Person of the Company has worked therein, unless the holding of the aforementioned positions has been discontinued for at least two years prior to being appointed as an Independent Director. The requirement of two-year discontinuity for possession of the said characteristics shall take effect from the Annual General Meeting of the year 2011 onwards.

6. Not being or not having been a professional service provider, including service provided as legal counsel or financial advisor which is retained for a fee exceeding Baht two million per annum from the Company, its Parent Company, its Subsidiaries, its Affiliates, or a Major Shareholder or Controlling Person of the Company, and not being a substantial shareholder, Controlling Person or Partner of such professional service provider, unless such holding of the aforementioned positions has been discontinued for at least two years prior to being appointed as an Independent Director. The requirement of two-year discontinuity for possession of the said characteristics shall take effect from the Annual General Meeting of the year 2011 onwards.

7. Not being a director nominated to be a representative of a Director of the Company, Major Shareholder or shareholder who are related persons to the Major Shareholder.

8. Not undertaking business of the same nature as and materially competing with that of the business of the Company or its Subsidiaries or not being a Partner of the partnership or a Director who participates in the management, an employee, a staff member, or advisor who receives a regular salary or holds shares exceeding one percent of the total shares with voting right of other companies which undertakes business of the same nature as and materially competes with that of the business of the Company or its Subsidiaries; and

9. Having no other qualifications causing any inability to express independent judgment in respect of the Company's business operation.

Nomination Process

The Board of Directors could play an integral role to nominate the Independent Directors by qualifications and to select the person who would be useful as a Company Independent Director from his/her experience, ability, and education and not a person whose character would prohibit him/her from being approved at a Shareholder's Meeting.

The Company has set up a transparent procedure to select Directors, although it does not have a Nominating Committee. The incumbent Board of Directors performs the initial selection and evaluation of candidates for vacated or newly created positions on the Board of Directors. The Board of Directors jointly scrutinize the qualifications of all appropriate candidates in compliance with Section 68 of the Public Company Limited Act, B.E. 2535 by consideration of the profile, experience, expertise in different careers and performance in the role of directorship in the past. The candidate's qualification shall also be subject to the prohibitions set out by the Announcement of the Securities and Exchange Commission No. Gor Jor 5/2548, which gave the requirements relating to the qualifications of executives of a company that issues securities.

The nominated Director would then receive the ITD Corporate Governance Handbook from the Company Secretary as the guidance to follow.

The Company announced on December 4, 2020, to January 29, 2021, that a person who was nominated by the Shareholders as a candidate to be appointed as a director would be considered for nomination at the 2021 Annual General Meeting of Shareholders. For Shareholders to be eligible to nominate a person as a director they could, individually or as a group, hold not less than five percent of the total number of the Company's ordinary shares. The incumbent Board of Directors' approved candidates for any vacant or new directorship could then be nominated to the shareholders at the Shareholders' Meeting, for approval by a majority. In the meeting, there was not any name listed to be nominated.

5.3.4 Determination of Remuneration for Directors

The Company does not yet have a Remuneration Committee or a Nominating Committee, but the Board of Directors has set up a transparent procedure to determine appropriate levels of remuneration by comparisons with other companies of similar size in the same industries, and partly by the performance of the Company. In any case, the amount of remuneration to be paid to Directors must be finally approved by a meeting of the shareholders.

Kindly see the details disclosed in Management Structure.

5.3.5 Responsibilities and Time Management

There were 8 Board of Directors' Meetings held in 2021 in the year ending December 31, 2021. All the Board of Directors attended 76 percent of the meetings for the whole year.

For the effective performance, the Board of Directors ruled two policies including with (1) Directors could be a director in not more than 5 listed companies, and (2) Directors and the executive management must be responsible to report the conflict of interest such as the position holding in other companies, and the changes in securities and derivatives holding report (Form 59) of themselves and their spouse to SEC. The position holding in other companies shall be disclosed in Form 56-1 One Report.

5.3.6 Corporate Governance of Subsidiaries and Associated Companies

The Board of Directors had established policies for subsidiaries and associated companies' good corporate governance regarding management practices which are responsible, controllable, and detectable for all stages. The policies must preserve the maximum profit of the subsidiaries and associated companies; thus, a qualified person would be appointed to be a representative of the Company as a Director/an Executive or an authority depending on the nature of business and the approval from the Board of Directors' meeting.

The Directors, the Management or the authority, as a representative of the Company and Management Division, could jointly establish significant policies to monitor the operation of subsidiaries and associated companies taking into account the nature of business, and also prescribe regulations for the disclosure of financial status, operations result, transactions between subsidiaries/associated companies and concerned persons, acquisition and distribution of assets including other significant transactions that must be in compliance with the rules of the Securities and Exchange Commission (SEC). In addition, all data and information of subsidiaries and associated companies must be stored and recorded so the Company could determine and collect data for the consolidated financial statements on time.

5.3.7 Self-Assessment of the Directors and Subsidiaries

5.3.7.1 The Board of Directors

The Board of Directors conducted the annual self-assessment at least once a year to assess their performances, aiming to revise their works and come up with their operational evaluation. The annual self-assessment is considered one of the key guiding factors for performance improvement.

The Company Secretary is responsible for the assessment, to distribute and collect the forms, to calculate the score, to summarize and to report to the Board of Directors. The form distributed is qualified under the guidance of Stock Exchange of Thailand and is used to assess both individual and collective each member's work performance in whole year. In 2021, the Company conducted the Board of Directors' performance assessment at the Board of Directors' Meeting No. 1/12/2021 held on December 1, 2021. The assessment was calculated in percentage form of the full marks of each item as follows:

100%	=	Excellent
80% - 100%	=	Very Good
60% - 80%	=	Fairly Good
40% - 60%	=	Satisfactory
20% - 40%	=	Needs Improvement

The assessment was divided by two dimensions as (1) the collective and (2) the individual work performance assessment.

Those dimensions were evaluated basing on the Board of Directors' detail as (1) the structure and qualification, (2)

the meetings, (3) the role and responsibility, (4) the operational performance, (5) relation with managing department and (6) the self-development.

5.4 Ensure Effective CEO and Human Resources Management

Although the Company does not have a Nominating Committee, the incumbent Board of Directors performs the initial selection of candidates for newly created positions on both Chief Executive Officer and key executives to ensure that they possess the qualified knowledge, skills, experience, and characteristics necessary to productively achieve the corporate objectives. The Board of Directors also conducted an appropriate remuneration structure.

Moreover, the Board of Directors always supported the directors and key executives to attend the training programs provided by the in-house training division, the organizations of the government or the independent entities certified by the Securities and Exchange Commission (SEC) as Thai Institute of Directors (IOD). The courses that the Directors are required to attend, at least one, are Director Certification Program (DCP), Directors Accreditation Program (DAP) or the Audit Committee Program (ACP).

For Thai Institute of Directors (IOD) training programs and other organizations, the Directors of the Company have passed the training programs as follows:

- | | |
|-------------------------------------|---|
| 1. Mrs. Nijaporn Charanachitta | - Director Certification Program (DCP) 56/2005 |
| 2. Mr. Pathai Chakornbundit | - Director Certification Program (DCP) 56/2005 |
| 3. Mr. Tawatchai Suthiprapha | - Director Accreditation Program (DAP) 48/2005
- Finance for Non-Finance Director
- Finance Instruments for Directors (FID) 2/2012 |
| 4. Mr. Thoranis Karnasuta | - Director Accreditation Program (DAP) 173/2020 |
| 5. Mr. Piyachai Karnasuta | - Director Accreditation Program (DAP) 161/2019 |
| 6. Mr. Chatichai Chutima | - Director Accreditation Program (DAP) 67/2007
- Successful Formulation & Executive of Strategy 12/2011
- Director Certification Program (DCP) 204/2015
- Federation of Accounting Professions of Thailand's Financial Reporting for Financial Auditor |
| 7. Mr. Woravudh Hiranyapaisarnsakul | - Company Secretary Program 29/2009
- Effective Minute Taking 13/2009 |

5.4.1 Structure of Remuneration of Directors

The Company has determined the Remuneration of Directors clearly and transparently based on comparable industry levels and for the efficiency required of the supervising Directors. Directors assigned to be the Audit Committee receive additional remuneration for full discharge of their Audit Committee duties. In any case, the amount of remuneration to be paid to Directors will eventually be approved by the shareholders' meeting depending on the corporate and individual achievement.

5.4.2 Human Resources Management and Development

The Board of Directors has the proper plan for employees' management and development to maintain Company loyalty. That plan includes with fair treatment of laborers, provident fund provisions, funds management and investment tutoring.

5.5 The Corporate Innovative Management

5.5.1 the innovation promoting that creates value for the Company

In the Board meeting no. 1/12/2021 on December 1, 2021, the vision, mission, and direction were revised to align with the Company objectives. One of the key objectives was to increase capability in making profits by Integrating IT system with the budgets and resources management. The Company currently integrated ERP: SAP system to support and make the operation more effective. Furthermore, the Company also promoted the Company's units to be the supporting facilities to develop and make the innovation for construction. The supporting facilities are as Italian-Thai Industrial Complex in Wihan Daeng, Saraburi Province, Pratunam Pra-In Plant Maintenance Center, or Pathum Thani Precast Concrete Factory.

5.6 Strengthen Effective Risk Management and Internal Control

The Board of Directors ratified to set up the systematic management of risk internal audit and management in purposing to achieve the Company objectives and to process overall operations according to the law and standards. The policy of risk management was composed as one of Corporate Governances in “ITD Corporate Governance Handbook”, which disclosed on the Company’s website (www.itd.co.th).

In summary, there are two subcommittees appointment: the Risk Management Committee and the Audit Committee.

5.6.1 Audit Committee Appointment

The Board of Directors appointed the Audit Committee as the subcommittee to assist Company concerning corporate governance practice and the effectiveness of internal control systems. In 2020, the Audit Committee Members were retired, and reappointed to hold office for another term by the resolution of 2020 Annual General Meeting of Shareholders. The Audit Committee comprises 3 members who are all Independent Directors. The Executive Vice President of the Internal Audit Division was the Secretary of the Audit Committee.

The scope of responsibilities was formally assigned as listed in Corporate Governance.

The Audit Committee held 5 meetings during the year 2021. Agendas were sent to the Committee members at least seven days in prior to make sure they knew what to expect at the meeting. Normally, the meetings lasted two to three hours. Importantly, the Committee has free access to all types of information that could be used to contribute on this operational procedure. After the meeting was adjourned, the conclusions were implemented, monitored, and directly reported in Annual Report.

Moreover, the Audit Committee held the private meeting with auditors on December 15, 2021, without the involvement of the management division.

5.6.2 Risk Management Committee Appointment

The Risk Management Committee was formed by resolution of the Board of Directors Meeting No.1/9/2010, held on September 2, 2010. The Risk Management Committee takes the primary role to intensively respond to the Company’s overall risk management policy and framework covering several major aspects as the financial risk, investment risk, operational risk, and corporate reputation risk to keep to these risks at an acceptable level. The Committee considers the risks using a methodical system and supports the Board of Directors’ and Board of Management’s decisions in the investment activities that may significantly affect the Company’s financial status.

The Risk Management Committee held the meetings annually to oversee, review, and monitor some construction projects that might affect to the whole operation and financial statement to supervise and reduce the possible risks to an acceptable level. The report of Risk Management Committee shall be disclosed annually on Form 56-1 One Report also.

The scope of responsibilities was formally assigned as listed in Corporate Governance.

5.6.3 Conflict of Interest

The Company has the strict policy concerning information usage as set out in the Corporate Governance Handbook and formally disclosed on Company’s website. The primary regulations can be excerpted for the limitation of information access, or limitation of information disclosure. The Company also set the penalty for those who acted against the rules in many levels as the verbal warning, written warning, job suspension, or even dismissal. Importantly, the Committees or Directors can directly report any asset holdings/ purchasing/ selling/transferring to the Securities and Exchange Commission (SEC).

The Company also has established the policy to manage conflict of interest and has implemented measures to prevent the internal abuse of confidential or privileged information. The policy and measures have been disclosed under “ITD Corporate Governance handbook” on the Company’s intranet and website (www.itd.co.th).

The Board of Directors acknowledge rules and requirements relating to conflicts of interest between related business entities. Where such conflicts have arisen, they are shown in the table Related Party Transactions and in all cases have been addressed in accordance with the Stock Exchange Regulations, such that prices and conditions of procurement are the same as would apply in normal third party “arm’s length” transactions. The Related Party Transactions Table provided details of the parties concerned, contract value and reason/necessity for the relationship in Form 56-1 One Report.

5.6.4 The Anti-Corruption Policy

In 2013, the Directors, the Company Secretary and the Internal Audit Division jointly implemented the policy of the anti-corruption scheme in “ITD Corporate Governance handbook” posted on the Company’s website (www.itd.co.th) for the information of the employees and the public.

The Anti-Corruption Policy and Prevention is annually reviewed, revised, and amended through the resolution of the Board of Directors’ meeting to be updated and getting along with the current situation.

5.7 Disclosure and Transparency of the Company

The Board of Directors deeply concerned to disclose through the Securities and Exchange Commission (SEC) and the Company’s website (www.itd.co.th), in both Thai and English, sufficient, complete, reliable, and timely information covering the Company’s financial, important, and general information which reflects the asset value and performance of the Company.

5.7.1 Financial Reports

The Company established the internal control policy within each department or section to prevent confidential information from being disclosed to the public prior to formal announcement. Employees must not use the Company’s confidential information for personal or others’ gain. They should maintain inside information and sensitive documents that could lead to undue exploitation of themselves, their families, or their associates, including any information influencing stock prices and the Company’s proprietary commercial secrets, formula, and inventions. Those who disclose important information and news to outsiders without approval from the Chief Executive Officer could be subject to disciplinary action according to Company procedures and might face legal action.

5.7.2 Information Disclosure by the Company

The Company will disclose information on material matters regarding the Company, including financial reports, non-financial information, and other information as stipulated by SET and SEC that are accurate, clear, complete, easy to understand, transparent, adequate, in both positive and negative aspects, and which have been screened according to prescribed procedures. The Company discloses information to ensure equitable access by shareholders in the following channels:

- SETLink and SEC online submission
- Form 56-1 One Report
- Company’s website (www.itd.co.th),
- Company’s Facebook (www.facebook.com/itdho/)
- Company’s email (cccs@itd.co.th)
- Company’s information by post

5.7.3 The Company’s financial estimation (with solution plan)

The Board of Directors assigned the management to report the Company’s financial status and the overall performance, as being a meeting agenda on every Board of Directors’ meeting. Due to its importance, this matter is always one of issues the Board meetings to acknowledge and estimate for any future incidents.

5.7.4 The Corporate Sustainability report

The Board of Directors provided the Corporate Sustainability practice through the Corporate Social Responsibility report, disclosing both CSR-in-process and CSR-after-process activities done in the whole year.

It is regularly revealed in Form 56-1 One Report.

5.7.5 Investor Relations

The Corporate Services Division of the Company is responsible for investor relation activities by directly providing information and news to investors, shareholders, analysts, and the public in accordance with the Stock Exchange of Thailand’s rules and regulations. The division mainly used the channels that facilitate the shareholders, investors, and others to access to the corporate information easily, widely, and conveniently, such as, SETLink, and the Company’s website (www.itd.co.th).

The investors, shareholders, analysts and the public who require further information can contact Corporate Service Division on telephone +66 (0) 2716-1600 extension 3800-4, or www.itd.co.th or by e-mail at cccs@itd.co.th.

5.7.6 Information disclosure with effective use of information technology

The Company variously used information technology as a key tool to disseminate the corporate information. It included with the Company's Website, the Company's Facebook page, SETLink, SEC online submission, and the Company's intranet.

Company's Website

- The corporate information, such as, the vision, mission, structure, organization chart etc.
- The financial information, such as, financial statement by quarterly and yearly
- Form 56-1 One Report
- ITD Corporate Governance handbook
- Corporate information, and news

Company's Facebook Page

- Corporate Social Responsibility Activities, and other corporate news

SETLink, and SEC online submission

- The financial information, such as, financial statement, and Management Discussion and Analysis
- Significant Corporate Information, such as, the resolution of the Board of Directors 'meeting, the resolution of shareholders' meeting or the contract signing
- Form 56-1 One Report
- Changes in securities and derivatives holding report (Form 59)

Company's intranet

- Corporate information, and news
- Construction Project information

5.8. The Participation Supporting and Communication with the Shareholders

The Board of Directors integrally respects to the right of shareholders. This means the shareholders could jointly control and set any significant directions for the Company by appointing proxies in the shareholders' meeting. The directions might include matters such as the dividend payout or remuneration setting.

The shareholders' meeting is held with the aim to treat all shareholders with fairness and to clearly process in any steps of meeting, such as, the meeting notification, document delivering, the information disclosure. All steps processed always were in accordance with the law and regulations required.

5.8.1 Equitable Treatment of Minor Shareholders

The Company recognizes the importance of proper conduct to ensure equality of treatment for all type of shareholders, major shareholders, and in particular minor shareholders and foreign investors. This the Company assigned the Independent Directors to take the integral role to treat minor shareholders with fairness. The minor shareholders can make recommendations, express their opinions, or complain about any procedures via the Corporate Governance Department by e-mail: cccs@itd.co.th. In response, the Corporate Governance Department will directly co-operate with the Independent Directors to resolve any complaints as soon as possible.

For the Annual General Meeting of Shareholders, the Company give the minor shareholders an opportunity to propose the agenda or enquiry and to nominate persons to be appointed as Directors at the meeting. Particularly for nominating Directors, the minor shareholders who are eligible to do so must hold shares of not less than five percent of the Company's ordinary shares under the principle which is officially posted on the Company's website (www.itd.co.th).

The Independent Directors will consider the shareholders' proposals and further pass them to the Board of Directors for their consideration and consensus. If the Board agrees they are significant or beneficial to the Company or the shareholders, the Board will address those issues in the meeting agenda remarked as "Agenda from shareholders" in the notice to shareholders or clarify them at the Shareholders' Meeting. In addition, to facilitate the shareholders' proposals vetting process, the shareholders are requested to provide necessary details as follows:

Name, address, and telephone number of proposing shareholder for the Company to acquire any further information as along with evidence indicating status of the cumulative holding of shares, such as share certificates or official declaration from a broker.

Purpose and proposal in detail, including other useful information, for the Board's consideration, such as issues and reason for concern, relevant supporting facts, and data, and expected benefit for the Company.

In case of nomination of persons to be appointed as Directors at the Annual General Meeting of Shareholders, the shareholders are requested to attach curriculum vitae, working experience and contact address for the Audit Committee to consider and further pass the matter to the Board of Directors for final decision.

For the Annual General Meeting of Shareholders in 2021, the Company provided the shareholders an opportunity to propose the agenda or enquiry and to nominate persons to be appointed as Directors at the meeting. The principle and announcement were officially posted on the Company's website and to the Stock Exchange of Thailand's website during December 4, 2020, to January 29, 2021, but there was no proposal received from the shareholders.

5.8.2 Itinerary for 2021 Annual General Meeting of Shareholders

The 2021 Annual General Meeting of Shareholders was firstly planned to hold on Thursday April 29, 2021, but it was postponed due to the pandemic spread of the coronavirus (COVID-19). However, the meeting was rescheduled to be Thursday May 27, 2021, at 2.00 p.m. through electronic media (E-AGM) livestreaming at the Company's meeting room (37th floor), 2034/132-161 ItalThai Tower, New Petchburi Road, Bang Kapi, Huai Khwang, Bangkok.

5.8.3 The Meeting Announcement

In 2021, the Company completed preparation of the meeting agenda and invitation notice on March 25, 2021. The supporting documents, proxy, guidelines for proxy, conduct of the Annual General Meeting, and rules of procedure for Annual General Meetings were also prepared.

All the meeting agenda, invitation notices, details of the agenda, proxy and the E-meeting procedures and guidelines were provided to ensure that the shareholders had sufficient and complete information for decisions when voting and to understand the proxy method, and E-meeting procedure to maintain their rights.

The Company delivered the meeting invitation notice with details of the agenda together with supporting documents ten days in advance and announced the meeting on the Company's website. The Company also announced the meeting in the newspapers three days in advance. The shareholders therefore had reasonable time to thoroughly study such documents. Additionally, the shareholders could make enquiries about the meeting agenda before the meeting to Corporate Services Department on telephone +66 (0) 2716-1600 extension 3800-4, or www.itd.co.th or by e-mail at cccs@itd.co.th.

5.8.4 The Procedure of the 2021 Annual General Meeting of Shareholders

The shareholders could register to participate in the online meeting and recheck all necessary required documents ten days before the meeting began. Any designation of a proxy holder could send the proxy form to the Company for registration in prior to the date scheduled for the meeting.

In 2021 Shareholders' Meeting, there were 9 directors in attendance as follows:

1. Mr. Pathai Chakornbundit (Acting Chairman in the meeting)
2. Mr. Premchai Karnasuta
3. Mrs. Nijaporn Charanachitta
4. Mr. Tawatchai Suthiprapha

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5. Assoc. Prof. Dr. Pinyo Meechumna
 6. Mr. William Lee Zentgraf
 7. Mr. Peeti Karnasuta
 8. Mr. Thoranis Karnasuta
 9. Mr. Sai Wah Simon Suen

At the same time, Mr. Chatchai Chutima (Executive Vice President and Chief Financial Officer), Mr. Woravudh Hiranyapaisarnsakul (Executive Vice President and Company Secretary), the legal advisor from Weerawong Chinnavat & Partners Company Limited and the Independent Financial Auditor from Grant Thornton Company Limited also attended the meeting.

As the meeting started, a total of 108 shareholders and proxies through online channel (as holding 1,944,594,536 shares, or equivalent to 36.83% of total) were present.

All proposed agenda items were considered according to the meeting invitation notice without change or amendment and were approved by the shareholders in about 2 hours. The Company also properly recorded the vote counting, questions, and comments from shareholders in the meeting to ensure transparency. The shareholders also had an equal opportunity and reasonable time to make enquiries and to express their opinions. The Directors, the Audit Committee and the Management also had suitable time to answer questions and explain important details.

5.8.5 Facilitating the Shareholders to Participate the Annual General Meeting of Shareholders

For the 2021 Annual General Meeting of Shareholders, the Company fully facilitated the shareholders to ensure that all shareholders shall be treated by inclusive and equitable manner to be capable to exercise their rights in all periods; before, between, and after the meeting. The facilitations mentioned were including with the on-time delivering of meeting notification, the usage of effective E-meeting system for registration, attendance, voting, results showing and the disclosure of meeting resolution through accessible channel.

Moreover, the revenue stamp is provided for all shareholders who are sending the proxy form.

5.8.6 The Proxy Form

The proxy form, for those shareholders who could not attend the meeting in person, can be given to the Independent Directors, Audit Committee, Directors and/or any persons to be an authorized proxy holder. The proxy (form B), attached to the meeting invitation, encouraged its use so that the absent shareholders still can direct their vote by assigning at least one Independent Director to be the proxy holder. Proxy form B and form C (particularly for the use of foreign shareholders) and the meeting guidelines are be posted on, and available to download from, the Company's website (www.itd.co.th) 30 days prior to date the meeting is scheduled to be held.

5.8.7 Resolution of the Meeting Disclosure

5.8.7.1 Resolution of the Meeting

After the meeting adjourned, the Company instantly disclosed the resolution of the Shareholders' Meeting with clarity in all details, and submitted it to the Stock Exchange of Thailand through SETLink on May 27, 2021, at 6.32 p.m. This disclosure followed with the regulations that the meeting resolution must be disclosed within the meeting date or by 9.00 am of the following business day at the latest.

5.8.7.2 Minutes of the Meeting

The Company prepared the Minutes of the Shareholders' Meeting with clarity in details, for example, the directors and management who attended the meeting, the attendance proportion of directors, the procedure of vote casting, the results in each agenda item, and inquiries made in the whole meeting. The Company also submitted the minute to the Stock Exchange of Thailand through SETLink and uploaded to the Company's website (www.itd.co.th) on June 8, 2021, or within 14 days after the meeting date. Moreover, the Company submitted the minutes to the Department of Business Development, Ministry of Commerce (DBD e-Filing) on June 8, 2021, or within 30 days after the meeting date.

Recognition of other good corporate governances

The Company has implemented good corporate governance for 2017, except those matters as below:

1. The terms and conditions of appointment of Independent Directors for a tenure 9 of consecutive years. The Board of Directors has approved the appointment of the same Independent Directors for nine consecutive years as it was, and is, considered beneficial to the Company and shareholders. Those consecutive Independent Directors must be knowledgeable and have experience in operating the Company. The consecutive Independent Directors can express their opinions independently.

2. The Company has not yet determined a member in the Board's Remuneration and Nomination Committee. The Board will consult together to select the most appropriate members who are knowledgeable, expert, and useful to the position of the Company in accordance with the rules in Corporate Governance.

3. The Company has not determined a policy about taking a position as a CEO in other companies as the Company has various subsidiaries.

Pursuant with the good Corporate Governance, the Company discloses the information from Board of Directors' Meetings on sub-committees in 2021 as follows:

Directors' Names	(Numbers of Attendance / Numbers of Meeting)		
	Audit Committee	Risk Management Committee	Attendance of Shareholder Meeting
1. Mr. Pathai Chakornbundit		1/1	1/1
2. Mr. Premchai Karnasuta			1/1
3. Mrs. Nijaporn Charanachitta			1/1
4. Assoc. Prof. Dr. Pinyo Meechumna*	3/5	1/1	1/1
5. Mr. William Lee Zentgraf	5/5		1/1
6. Mr. Peeti Karnasuta		1/1	1/1
7. Mr. Thoranis Karnasuta		1/1	1/1
8. Mr. Sai Wah Simon Suen	5/5		1/1
9. Mr. Virat Kongmaneerat**			0/1

Remark

- Dr. Krisorn Jittorntrum passed away on April 6, 2021, resulting in the end of directorship and other positions.

- Mr. Tawatchai Suthiprapha resigned from the director position effective on December 2, 2021.

*Assoc. Prof. Dr. Pinyo Meechumna is appointed to be Independent Director in replacement of term and position of Dr. Krisorn Jittorntrum, by the resolution of the Board of Directors' meeting No. 5/4/2021 on April 22, 2021, and the resolution of the 2021 Annual General Meeting of Shareholders (E-AGM) on May 27, 2021.

**Mr. Virat Kongmaneerat is appointed as Director to continue posing the remaining directorship and term of Mr. Tawatchai Suthiprapha, by the resolution of the Board of Directors' meeting No. 1/12/2021 on December 1, 2021,

7.1 Corporate Social Responsibility Report (CSR)

The Company recognizes its Corporate Social Responsibility is another of the Company's policies given priority throughout the Company's business operations. This includes investing in other areas of the company by taking care of stakeholders, the economy, society and the environment with morality and ethics. The Company has consistently studied and developed information in various fields to prepare and understand the organization. Focusing on the participation of management, employees, customers, and stakeholders together to develop the business and society in accordance with international standards by promoting compliance with laws and policies and being responsible for consumers and employment. In order to support increased investment in the future, the Company is determined to operate its business with quality and efficiency in accordance with the principle of "Commitment, Reliability, Quality"

Corporate Social Responsibility Vision

The Company focuses on being a leading construction firm in Southeast Asia, conducting its business in accordance with international standards and social responsibility, using advanced techniques that are environmentally friendly and safe.

Corporate Social Responsibility Policy

The Company has guidelines for showing social responsibility under the framework of good governance and business development, along with creating a balance of economy, society and environment. The Company has supported social activities, including being aware of the environment while taking into account the impact of business operations to make improvements, corrections or developments as appropriate according to the Corporate Social Responsibility Guidelines prepared by the Stock Exchange of Thailand and applied as follows:

1. Good Corporate Governance

The Company has established the infrastructure and process of internal relations between the Board of Directors, management, employees, investors, shareholders and stakeholders to understand the roles and duties and work together in the same direction with efficiency and quality standards by adhering to the principles of control, audit and risk management to form the competitiveness, confidence and long-term business value.

2. Fair Business Operation

The Company believes in doing business under the laws, relevant requirements, rules, moral and ethical principles in order to comply with the principles of good corporate governance. The Company has taken care of its obligations as required by law and provides protection and fair returns to all beneficiaries and stakeholders, coordinates mutual benefits appropriately according to the framework and guidelines with equality, not taking advantage, being honest, transparent and verifying every step of the business operations to build confidence in the business ethics that are universal and sustainable.

3. Respect for Human Rights and Fair Treatment of Labor

The Company adheres to the principle of respect for human rights and treats all employees equally in accordance with the law. The Company values human beings, treating all with equality, without discrimination whether it is a matter of race, nationality, religion, language, skin colour, gender or physical condition to reduce social disparities, to provide for their development of potential, and to take care of the standard of living of employees with a provident fund and a social security fund, providing compensation for vehicle allowance, accommodation, overtime work, annual leave, annual health checkup, etc. The Company also promotes quality of life within the organization, providing training to enhance skills in various fields and provide opportunities for employees to express their opinions or complaints about unfair practices.

4. Consumer Responsibility

The construction business is highly competitive business. The Company's past successful project completions has ensured the satisfaction of customers and stakeholders. It is important the Company maintain the standards of its products and services by operating within the principles of contractual practice responsibly and honestly that is fair to customers and delivering work on time. The Company is committed to developing modern technology and innovating in the construction business to meet every customer's needs.

5. Community and Social Development

The community and society are important factors related to the construction industry, especially communities joining construction works. To strengthen the community and promote a healthy society with sustainable development, the Company has set objectives and organized various social activities, such as education promotion, human resource development, employment promotion and the development of quality of life. The Company has a policy of helping social development and co-operating in activities to solve community problems.

Employees are encouraged to be aware and responsible for incidents that affect the community, society and the environment so as to mitigate the negative impacts of noise, air pollution and waste management, etc.

6. Environmental Conservation

Environmental conservation, including the cost-effective use of natural resources, is considered very important, thus the Company's has set environmental objectives and guidelines that comply with the relevant laws and regulations as goals for the Company's operations. By raising environmental awareness and organizing campaigns to create understanding between the community and the Company. The need to protect the environment by maintaining and improving quality, along with avoiding any action that directly or indirectly affects the environment is controlled by requiring resource utilization be measured, recorded and improved to prevent environmental pollution caused by construction operations.

Occupational Safety, Health and Working Environment Policy

The Company, as a construction contractor, has realized the importance of Occupational Health, Safety and the Environment is a top priority along with continuous business development as follows:

In terms of Occupational Health and Safety, the Company is committed to complying with laws and regulations. It is also committed to searching for, and eliminating, hazards and risks, together with improving working conditions by providing a suitable working environment to ensure the safety and good hygiene of employees.

In terms of the environment, the Company complies with the laws and regulations related to the environment by controlling, preventing and reducing the impact on the environment, including promoting energy conservation and the economical and efficient use of resources.

The Company has established guidelines and procedures that implement the international standards for Quality Management System (ISO 9001 : 2015), Environmental Management System (ISO 14001 : 2015) and Occupational Health and Safety Management System (ISO 45001 : 2018) and Environmental Management Systems (ISO 14001 : 2015). These are to be applied to efficiently benefit the production and construction operations to the satisfaction of all stakeholders and to elevate the organization to the international level.

The Company has appointed Safety Committees since the 2015 to manage safety, occupational health and environment matters seriously, comprehensively and efficiently. The committees are divided into three levels as follows:

1. General Safety, Occupational Health and Environment Committee (Corporate Safety Committee)
2. Business Unit's Safety, Occupational Health and Environment Committee (BU's Safety Committee)
3. Project Level Safety, Occupational Health and Environment Committee (Site Safety Committee)

The Company's Policy on Occupational Health and Safety, which is a topic of the Company's Corporate Governance on Business Ethics, has been set and announced as follows:

- Strictly comply with the various regulations, rules and laws of Occupational Health and Safety.
- Commit to ensuring safety and health at work to prevent injury and illness by reducing safety risks to improve working conditions, including the development of occupational health and safety practices for employees and stakeholders for safe work and good hygiene.
- Commit to eliminating occupational health hazards and risks by encouraging all employees to understand, recognize and implement the Occupational Health and Safety principles in their operations.
- Promote and support employees' awareness of the importance of consulting and participating in the improvement of the working environment to increase the potential of occupational health and safety.
- Monitor and evaluate the application of Occupational Health, Safety and the working environment policy for efficiency, effectiveness and improvement to achieve results in accordance with the established policies.

The Company has also improved the working environment by conducting annual surveys of the risks in the workplace, including the improvement of the environment by providing improved facilities for the employees to increase work efficiency, safety and to have a better quality of life.

Impact and Sustainable Development Principles (Triple Bottom Line: TBL)

The CSR framework reflecting the main issues of the business, challenges and expectations that are characteristics of a construction business. Each issue is related to all groups of stakeholders as follows:

TBL Component	Internal Aspect	External Aspect	CSR Standards	Main Issue
Economics success	<ul style="list-style-type: none"> - Profit / Project costs - Getting a higher ratio of work - Share / Investor's attention - Anti-corruption 	<ul style="list-style-type: none"> - Fair price - Build Reliability / Quality - Stock Divided - Anti-corruption and fair trade competition 	CG (SET)	<ul style="list-style-type: none"> - Business growth and fair competition - Anti-corruption
Social responsibility	<ul style="list-style-type: none"> - Employee safety - Preventive care - Welfare and fair compensation - Reduce resistance from the community 	<ul style="list-style-type: none"> - Community and Society Safety - Supervision of Human Rights - Hire local skilled workers to promote income distribution in local community - Effective project management 	CG (SET)	<ul style="list-style-type: none"> - Safety First / Zero Accident - Human rights stewardship
Environmental responsibility	<ul style="list-style-type: none"> - Cost-effective use of resources - Good work environment (dust, noise, etc.) - Cost-effective energy use 	<ul style="list-style-type: none"> - Environmental care and use resources cost-effectively - Environment care and cost-effective use of natural resources (water, dust, air, noise, etc.) - Energy management / energy efficiency and use of renewable energy 	CG (SET)	<ul style="list-style-type: none"> - Raw materials management - Material replacement procurement - Environmental impact control - Power management and renewable energy

The Company's Social Responsibility Disclosure

The Company discloses its social responsibility operational activities and details in Form 56-1 One Report. All policies and activities related to Corporate Social Responsibility are disclosed on the Company's website (www.itd.co.th) and in press releases.

In preparing the Corporate Social Responsibility Report, the Company emphasizes social responsibility in its business process (CSR-in-process) and activities for the benefit of society and the environment (CSR-after-process) which are adopted in accordance with business operations as follows:

Social Responsibility Practices in Operation Procedures (CSR-in-process)

1. Respecting Human Rights and Fair Treatment for Labor

The Company respects human rights, considering the individual freedom of staff and equality of all. The employment process follows the fundamental principles of the international law, including the various regulations related to fair labor and the compliance with the Act on Promotion and Development of the Quality of Life of Persons with Disabilities under Section 34 by supporting persons with disabilities who can work across Thailand to increase their career opportunities in occupations that use their potential and skills for the improvement of their quality of life with dignity equal to others in society.



Position: General Foreman
Disability: Movement, Broken left leg
Job Description: Control the brick and block factory



Position: Nursery Foreman
Disability: Left eye is blind, Right eye can't see clearly
Job Description: Document work, Nursery supervision



Position: Mechanic
Disability: Hearing, Communication
Job Description: Engine maintenance



Position: Technician
Disability: Movement, Broken right arm
Job Description: Supervise machinery, Mix concrete

In 2021 the Company signed, along with 7 other leading enterprises, a memorandum of understanding on the Social Disability Employment Project of the Department of Employment to support the employment of the disabled.



2. Environment Maintenance

The Company is aware of the problems and the impact on limited natural resources from construction activities. By promoting policies to protect and restore natural resources and the environment and to create a Company culture by raising employee awareness at all levels, as well as supporting the CSR activities to develop surrounding communities effected by the construction activities, all aimed at controlling dust and noise pollution and managing garbage or waste disposal.

The Company has implemented measures using the special tools like dust meters, dust proof net, sprinkling water on the construction roads, etc. to show responsibility to community and society as follows:

- The Dusit Central Park Project installed PM 2.5 Particle Counters at site



- Mesh Sheet covering the Emsphere / Emlive building during construction



- Vacuum cleaning inside the 400 Bed Chulabhorn Hospital Building, Medical Service Expansion Phase 1 building during construction



-
- Cleaning the road surface once a week, in front of the temple and Nongfab School, Rayong



- Preventing material falling into the sea during construction by covering the construction area with canvas



- The Company has measured the noise levels in the community area of Thai Oil Project using the International Organization for Standardization standard (ISO1996 - Acoustics) method which requires twice yearly testing, for 5 days each



3. Safety, Occupational Health and Working Environment Guidelines

The Occupational Safety, Health and Environment Act BE 2554 (2010), Section 16 stipulates that employers shall provide training in safety, occupational health and the working environment for employees from management level, supervisors and employees at all levels as follows:

3.1 Safety Training for Operators

The Company provides safety training to the employees to develop employee's knowledge and improve their skills in safety at 3 levels as required by law, namely courses for Professional Safety Officers, Safety Officers at the supervisor level and management level Safety Officers.

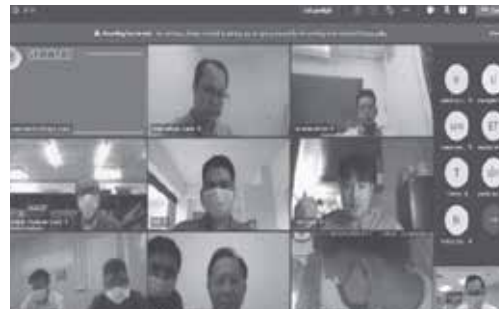
- "Working at Height Standard" training course for Professional Safety Officer level with the objective of being able to work at height correctly and safely, according to international standards.



- "Safety Officers Supervisor Level" training course for technician, foremen, Engineers and accountants to gain knowledge and understanding of legal roles and responsibilities through interactive video seminars.



- "Safety Officers Management Level" training course for project managers, project technicians and senior engineers to be able to perform duties and responsibilities and roles as required by law.



3.2 Communicating and Creating Safety Awareness

Safety in construction areas is a key issue that the Company has given a high priority. Construction areas have the most risk from the dangers caused by machinery or the employees themselves. Company therefore creates conscious awareness to work with caution by sharing the experiences from various of positions from project manager, engineer and safety manager in morning talks before starting work to build the team to help each other anticipating and protecting against risks.



3.3 Occupational Health Management and Controlling the COVID-19 Pandemic

The current COVID-19 pandemic is continuing. The Company has implemented measures to monitor and prevent the spread of infection within the organization, both in the Head Office and on the construction sites with a campaign supporting employee vaccination, including boosters, to build group immunity. Vaccinated personnel on construction sites must wear a green armband.

At all construction sites there is strict adherence to the standards of the Ministry of Public Health, such as cleanliness, frequently hand washing, wearing face masks at all times, social distancing, proactive testing (ATK) and spraying disinfectant in the construction sites and Head Office once every week.

- Construction workers wear green armbands to indicate they have been vaccinated



- Campaign and Support for vaccination and booster



- Proactive screening for COVID-19



- Spray cleaning inside the headquarters and construction sites



4. Invention and Dissemination of Innovations from Social Responsibility

The Company recognizes the importance of developing and disseminating construction knowledge for the benefit of society and being trusted by the Engineering Institute of Thailand Under H.M. The King's Patronage (EIT) to produce and build Negative Pressure Cabinets (NPC) and COVID-19 Disinfection Machines (HEPA). The Company brainstormed academic opinions from engineers for designs to meet the needs of hospitals caring for patients with the COVID-19 virus. The Company, as the main sponsor, has produced NPCs and HEPAs ready for delivery to various hospitals, such as Sriratana Hospital at Sisaket Province, Charoenkrung Pracharak Hospital, etc.

- Delivering the Negative Pressure Cabinet to Sriratana Hospital, Sisaket and the COVID-19 Disinfection Machines to Charoenkrung Pracharak Hospital, Bangkok



- Delivering 10 Negative Pressure Cabinets to Charoenkrung Pracharak Hospital, Bangkok



Corporate Social Responsibility Activities (CSR-after-process)

1. Community and Society Development

- The Company, together with the Mass Rapid Transit Authority of Thailand, delivered 100 sets of survival bags to the Bangkok District Office, Bangkok to help those affected by the COVID-19.



- The Company, together with the Mass Rapid Transit Authority of Thailand, delivered 80 sets of survival bags to the Saphan Sung District Office, Bangkok to help those affected by the COVID-19.



- The Company provided drinking water for medical and nursing teams for mobile vaccination centers at the Social Security Office, District 3



- The Company distributes masks and alcohol gel sets with cloth bags to the Bangkapi District Office, Bangkok



- The Company and the Huamark Police Station Campaign for Safe Driving during Songkran Festival at the Suan Son Intersection, Ramkhamhaeng 66, Huamark Subdistrict, Bang Kapi, Bangkok



2. Social and Public Interest Support

- The Company organized an activity "Separate bottles to help the Doctors" by specifying disposal points for used plastic bottles for delivery to personnel for medical use in the practice of caring for COVID-19 patients.



- Nong Nam Khiao stone mill built an iron fence to block the road for Nong Nam Khiao, Chonburi



- The Company purchased trucks for transporting poor students in the wilderness on the high mountain area of Ban Huai Krai School Wawee Subdistrict, Mae Suai, Chiang Rai



- The company organized “We Asked for Old Calendars” project to collect old calendars and donations for The Foundation for the Blind in Thailand, under the Royal Patronage of H.M. the Queen, to produce “Braille” teaching media for the visually impaired.



3. Environmental

- The Company, together with the Mass Rapid Transit Authority of Thailand, organized the “Road Show” activity to donate trees to help absorb pollution from the air for people who live along the construction line and for the general public.



- The Company, together with Thai Oil Group (PTTLNG) and Pak Khlong Ta Kuan Small Boat Fishing Group, support activities to release aquatic species into the sea, Rayong



-
- The Company, together with PTT Tank and Gulf MTP, officially opened the Blue Crab Bank onshore and released mother and baby blue crabs to the sea, Rayong



8. Internal Control and Related-Party Transactions

8.1 Internal Control and Risk Management

The Company continually recognizes the importance of its internal control systems in both levels of the management and operation to prevent and reduce corporate risks. The Board of Directors has conducted the evaluation of internal control and followed up the operation improvement on regularly basis to assure that the internal control is appropriate and sufficient for operation.

The Annual Meeting of Audit Committee No. 2/3/2022 was held on March 4, 2022 by presence of three members of Audit Committee. The Board of Directors has evaluated the sufficiency of the Company's Internal Control Systems by using the format of assessment of internal control of the Securities and Exchange Commission and enquiring information from the management comprising :

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

The Board of Directors and Audit Committee's opinion states that the Company's Internal Control Systems are organized appropriately and adequately, also in compliance with the assessment of internal control. In this regards, the Company has provided adequate personnel to efficiently carry out it. In addition, they follow up the operation of the Company and its subsidiaries so that the Company's assets and those of its subsidiaries as well as the business transactions with the persons who may have conflict and connected interest are protected from abuse by the Company Directors and Executives.

The Board of Directors, Audit Committee and the Certified Public Accountant's common opinion state that the Company Internal Control Systems are efficient. Also, no defect has been found to significantly impact against the auditor's opinion.

8.2 Related Party Transactions

Company	Description of Relations	Transactions	The Value of Transactions ending Dec 31, 2021 (Million Baht)	Details of Transactions	Necessity and Reasonableness of Connected Transactions
1. Siam Steel Syndicate Public Co., Ltd. (Steel Bar Production)	<ul style="list-style-type: none"> - Related company - The Company holds 1.16% of the total outstanding shares - The Directors and the Managements of the Company (Mr.Premchai Karnasuta, Mrs.Nijaporn Charanachitta, Mr.Peeti Karnasuta, Mr.Thoranis Karnasuta, Ms.Prachaya Karnasuta and Mr.Piyachai Karnasuta) and related persons hold 91.24% of the total outstanding shares. - The Directors and the Managements of the Company (Mr.Premchai Karnasuta, Mrs.Nijaporn Charanachitta, Mr.Thoranis Karnasuta, Mr.Chatichai Chutima and Mr.Prasart Kosarussawadee) are the Directors of Siam Steel Syndicate Public Co., Ltd. 	- Revenue from office rental, common area services and utilities fees, billet and scrap-iron sales	71.06	- Siam Steel Syndicate Co., Ltd provided office space, and common area service with 3-year rental contract. (The contract will be terminated on October 31, 2024).	- Ordinary business support transaction
		- Accounts receivable	.11.51	- The Company sold the scrap iron, provided the office spaces for rent, and obtained common area maintenance fee with 30-60 days of credit term.	- Rental price and common area maintenance fee are in accordance with the market-based pricing and on arm's length basis by similarity to any transactions done with other third parties.
		- Cost of construction services - Accounts payable	1291.65 565.29	- The Company purchased the products from Siam Steel Syndicate Co., Ltd.	- Ordinary business transaction - Utility charge was the actual cost. - The transaction price was in accordance with the market-based pricing and on arm's length basis that the Company does with other third parties.
2. Italthai Industrial Co., Ltd. (Machines & Parts Trading)	<ul style="list-style-type: none"> - Related company - The Directors of the Company (Mr. Premchai Karnasuta and Mrs. Nijaporn Charanachitta) and related persons hold 8.37% of the total outstanding shares - The Directors and the Managements of the Company (Mr. Premchai Karnasuta, Mrs. Nijaporn Charanachitta, Mr. Peeti Karnasuta, Ms. Prachaya Karnasuta, Mr. Thoranis Karnasuta, and Mr. Piyachai Karnasuta) and related persons indirectly hold the 89.71% of the total outstanding shares via Italthai Holding Company Co., Ltd. 	- Cost of machines, spare parts, and maintenance expense	63.18	- The Company purchased machines, parts and maintenance services from Italthai Industrial Co., Ltd. with 30-60 days of credit term.	- Ordinary business support transaction
		- Accounts payable	26.93		- Spare sparts, machines and maintenance expenses were in accordance with the market-based pricing and on arm's length basis by similarity to any transactions does with other third parties.
<u>Transaction with Subsidiaries</u>					
- Dawei Development Co., Ltd.	- The Company purchased the machines, spare parts and maintenance services	- Accounts payable	4.00	- Dawei Development Co., Ltd and Italianthai Hongsa Co., Ltd. purchased machines, spare parts and maintenance service from Italthai Industrial Co., Ltd. with 30-60 days of credit term.	- Ordinary business support transaction
- Italian-Thai Hongsa Co., Ltd.	- The Company purchased the machines, spare parts and maintenance service	- Accounts payable - Cost of spare parts and maintenance expense	7.64 13.64		- Spare sparts, machines and other expenses were in accordance with the market-based pricing on arm's length basis that Italian-Thai Hongsa Co., Ltd. does with other third parties.

Company	Description of Relations	Transactions	The Value of Transactions ending Dec 31, 2021 (Million Baht)	Details of Transactions	Necessity and Reasonableness of Connected Transactions
3. Italthai Engineering Co., Ltd. (Construction; and Gas and Air Conditioning Systems Installation)	<ul style="list-style-type: none"> - Related company - The Directors and the Managements of the Company (Mr.Premchai Karnasuta, Mrs.Nijaporn Charanachitta, Mr.Peeti Karnasuta, Ms.Prachaya Karnasuta, Mr.Thoranis Karnasuta, and Mr.Piyachai Karnasuta) and related persons indirectly hold 95.53% of the total outstanding shares via Italthai Holding Company Co., Ltd. and Sak Di Sin Prasit Co., Ltd. 	<ul style="list-style-type: none"> - Accounts payable - Cost of the construction services - Accounts receivable 	<p>1200.03 1323.76</p> <p>43.61</p>	<ul style="list-style-type: none"> - The Company hired Italthai Engineering Co., Ltd. to install electric and communication systems and the construction. - The Company constructed High Voltage Station Project, Patthalung Province (Civil work). 	<ul style="list-style-type: none"> - Ordinary business transaction - The transaction price was in accordance with the market-based pricing and on arm's length basis that the Company done with other third parties. - Ordinary business transaction - The transaction price was in accordance with the cost plus margin pricing and on arm's length basis by similarity to any transactions done with other third parties.
4. Auo-Po Grand Marina Co., Ltd. (Hotel and Resort)	<ul style="list-style-type: none"> - Related company - The Director of the Company (Mr.Premchai Karnasuta) indirectly holds 90% of the total outstanding shares via 3B Holding Co., Ltd. - The Director and the Management of the Company (Mr.Premchai Karnasuta and Ms.Prachaya Karnasuta) are the Directors of Auo-Po Grand Marina Co., Ltd. 	<ul style="list-style-type: none"> - Accounts receivable 	43.09	<ul style="list-style-type: none"> - The Company provided the jetty and Yacht Club construction service at Auo-Po, Phuket Province. (Provision for loses in the amount of Baht 43.09 million) 	<ul style="list-style-type: none"> - Ordinary business transaction - The transaction price was in accordance with the cost plus margin pricing and on arm's length basis by similarity to any transactions done with other third parties. - Auo-Po Grand Marina Co., Ltd. had a repayment plan and gradually paid debt upon its financial capabilities. [remark: It is in the process of following up the debt repayment plan]
5. PAN AFRICAN MINING CORP. (Holding Company)	<ul style="list-style-type: none"> - Related company - The Directors of the Company (Mr.Premchai Karnasuta and Mrs.Nijaporn Charanachitta) indirectly hold 90% of the total outstanding shares via Asia Thai Mining Co., Ltd. - The Directors of the Company (Mrs.Nijaporn Charanachitta, Mr.Peeti Karnasuta, and Mr.Thoranis Karnasuta) are the Directors of PAN AFRICAN MINING CORP. 	<ul style="list-style-type: none"> - Accounts receivable 	103.57	<ul style="list-style-type: none"> - The Company provided project management service for SAKOA Coal Mine Project in Madagascar with 30-60 days of credit term. - Provision for loses in the amount of Baht 103.57 million 	<ul style="list-style-type: none"> - Ordinary business support transaction - The transaction price was in accordance with the cost plus margin pricing and on arm's length basis by similarity to any transactions done with other third parties.
6. PAM SAKOA COAL SA (Coal Mine)	<ul style="list-style-type: none"> - Related company - The Directors of the Company (Mr.Premchai Karnasuta and Mrs.Nijaporn Charanachitta) indirectly hold 89.73% of the total outstanding shares via Asia Thai Mining Co., Ltd. - The Director of the Company (Mr. Peeti Karnasuta) is the Director of PAM SAKOA COAL SA. 	<ul style="list-style-type: none"> - Accounts receivable - Short term loan and advance payment 	<p>60.38</p> <p>15.36</p>	<ul style="list-style-type: none"> - ITD Madagascar provided consultancy service for coal mining project of PAM SAKOA COAL SA in Madagascar. (Provision for loses in the amount of Baht 60.38 million) - Advance payment for Import duty of Machinery and expenses for Mining Coal Project. (Provision for loses in the amount of Baht 15.36 million) 	<ul style="list-style-type: none"> - Ordinary business support transaction - The service fee was in accordance with the market-based pricing and on arm's length basis by similarity to any transactions done with other third parties. - Providing or receiving financial assistance transaction - The amount was the import fee on behalf of the project owner (PAMS) to ITD Madagascar and in a precess of TAX benefits approval. Once the Government issued BOI to PAMS, PAMS would regain the paid-up tax and advance. Then, it would return the regained tax ITD Madagascar.

Company	Description of Relations	Transactions	The Value of Transactions ending Dec 31, 2021 (Million Baht)	Details of Transactions	Necessity and Reasonableness of Connected Transactions
7. LNG Plus International Co., Ltd. (Manufacture and distribution of electricity)	<ul style="list-style-type: none"> - Related company - The Directors and the Managements of the Company (Mr.Premchai Karnasuta, Ms.Prachaya Karnasuta and Mr.Thoranis Karnasuta) hold 0.0008% of the total outstanding shares. - The Directors and the Managements of the Company (Mr.Premchai Karnasuta, Mr.Peeti Karnasuta, Ms.Prachaya Karnasuta and Mr.Thoranis Karnasuta) indirectly hold 60% of the total outstanding shares via 3B Holding Co., Ltd. - The Director and the Management of the Company (Mr.Thoranis Karnasuta and Ms.Prachaya Karnasuta) are the Directors of LNG Plus International Co., Ltd. 	<ul style="list-style-type: none"> - Accounts payable - Accounts payable 	<p style="text-align: right;">4.62</p> <p style="text-align: right;">20.00</p>	<ul style="list-style-type: none"> - The Company purchased Electricity for Dawei Industrial Estate Project. - The Compensation for Dawei Project contract breach with 30-60 days of credit term. 	<ul style="list-style-type: none"> - The transaction price was based on Take or Pay Agreement.
8. Construction Concrete Co., Ltd. (Concrete Trading)	<ul style="list-style-type: none"> - Related company - The Director of the Company (Mr.Peeti Karnasuta) holds 99.99% of the total outstanding shares 	<ul style="list-style-type: none"> - Cost of construction service - Accounts payable 	<p style="text-align: right;">130.07</p> <p style="text-align: right;">35.64</p>	<ul style="list-style-type: none"> - The Company purchased concrete from Construction Concrete Co., Ltd. 	<ul style="list-style-type: none"> - Ordinary business transaction - The transaction price was in accordance with the market-based pricing and on arm's length basis that the Company does with other third parties.
<u>Transaction with Subsidiaries</u>					
Thai Pride Cement Co., Ltd. (Manufacture and distribution of cement)	<ul style="list-style-type: none"> - The Director of the Company (Mr.Peeti Karnasuta) is the Director of Construction Concrete Co., Ltd. 	<ul style="list-style-type: none"> - Revenue from sale - Accounts receivable - Revenue from sale - Accounts receivable 	<p style="text-align: right;">20.16</p> <p style="text-align: right;">8.04</p> <p style="text-align: right;">7.49</p> <p style="text-align: right;">29.29</p>	<ul style="list-style-type: none"> - The Company sold 3/4" stone to Construction Concrete Co., Ltd. with 30-60 days of credit term. - Thai Pride Cement Co., Ltd. sold cement powder to Construction Concrete Co., Ltd. with 30-60 days of credit term. 	<ul style="list-style-type: none"> - Ordinary business transaction - The transaction price was in accordance with the market-based pricing and on arm's length basis that the Company does with other third parties. - Ordinary business transaction - The transaction price was in accordance with the market-based pricing and on arm's length basis that Thai Pride Cement Co., Ltd. does with other third parties.
9. Charoong Thai Wire and Cable Public Co., Ltd. (CTW) (Wire and Cable Manufacture and Distributor)	<ul style="list-style-type: none"> - Related company - The Company holds 12.90% of the total outstanding shares - The Directors of the Company (Mr.Premchai Karnasuta, Mrs.Nijaporn Charanachitta and Mr.Sai Wah Simon Suen) are the Directors of Charoong Thai Wire and Cable Public Co., Ltd. 	<ul style="list-style-type: none"> - Cost of construction service - Accounts payable - Revenue from construction service 	<p style="text-align: right;">127.61</p> <p style="text-align: right;">189.76</p> <p style="text-align: right;">54.75</p>	<ul style="list-style-type: none"> - The Company purchased material from Charoong Thai Wire and Cable Public Co., Ltd. with 30-60 days of credit term. - The Company constructed machinery platform building for CDCC LINE with 30-60 days of credit term. 	<ul style="list-style-type: none"> - Ordinary business transaction - The transaction price was in accordance with the market-based pricing and on arm's length basis that the Company does with other third parties. - Ordinary business transaction - The transaction price was in accordance with the cost plus margin pricing and on arm's length basis by similarity to any transactions done with other third parties.

Company	Description of Relations	Transactions	The Value of Transactions ending Dec 31, 2021 (Million Baht)	Details of Transactions	Necessity and Reasonableness of Connected Transactions
10. Nishi-O Rent All (Thailand) Co., Ltd. (Machine rental for construction) (Former name: Thai Rent All Co., Ltd.)	<ul style="list-style-type: none"> - Related company - The Company holds 15% of the total outstanding shares. - The Directors of the Company (Mrs.Nijaporn Charanachitta and Mr.Thoranis Karnasuta) are the Directors of Nishi-O Rent All (Thailand) Co., Ltd. 	<ul style="list-style-type: none"> - Cost of construction service - Accounts payable 	<p>90.18</p> <p>147.07</p>	<ul style="list-style-type: none"> - The Company rented the machines from Nishi-O Rent All (Thailand) Co., Ltd. with 30-60 days of credit term. 	<ul style="list-style-type: none"> - Ordinary business support transaction - The transaction price was in accordance with the market-based pricing and on arm's length basis by similarity to any transactions done with other third parties.
11. Amari Pattaya Co., Ltd. (Hotel and Resort)	<ul style="list-style-type: none"> - Related company - The Directors and the Mangement of the Company (Mr.Premchai Karnasuta, Mrs.Nijaporn Charanachitta, Mr.Peeti Karnasuta, Mr.William Lee Zentgraf, Ms.Prachaya Karnasuta and Mr.Piyachai Karnasuta) and related persons indirectly hold 77.41% of the total outstanding shares via Amari Co., Ltd. - The Director of the Company (Mrs.Nijaporn Charanachitta) is the Director of Amari Pattaya Co., Ltd. 	<ul style="list-style-type: none"> - Accounts receivable 	<p>15.70</p>	<ul style="list-style-type: none"> - The Company provided construction service to Amari Orchid Pattaya with 30-60 days of credit term. 	<ul style="list-style-type: none"> - Ordinary business transaction - The transaction price was in accordance with the cost plus margin pricing and on arm's length basis by similarity to any transactions done with other third parties.
12. Ozo Pattaya Co., Ltd. (Hotel and Resort)	<ul style="list-style-type: none"> - Related company - The Director of the Company (Mrs.Nijaporn Charanachitta) and related persons hold 0.02% of the total outstanding shares. - The Directors of the Company (Mr.Premchai Karnasuta and Mrs.Nijaporn Charanachitta) and related persons indirectly hold 89.21% of the total outstanding shares of via Sak Di Sin Prasit Co., Ltd. and Italthai Real Estate Co. Ltd. - The Director of the Company (Mrs.Nijaporn Charanachitta) is the Director of Ozo Pattaya Co., Ltd. 	<ul style="list-style-type: none"> - Accounts receivable 	<p>14.95</p>	<ul style="list-style-type: none"> - The Company provided construction service to Ozo Pattaya hotel with 30-60 days of credit term. 	<ul style="list-style-type: none"> - Ordinary business transaction - The transaction price was in accordance with the cost plus margin pricing and on arm's length basis by similarity to any transactions done with other third parties.
13. C.P.K. Plantation Co., Ltd. (Temperate Produce Producer and Distributor)	<ul style="list-style-type: none"> - Related company - The Directors of the Company (Mr.Premchai Karnasuta, Mrs.Nijaporn Charanachitta, Mr.Peeti Karnasuta, and Mr.Thoranis Karnasuta) and related persons hold 48.75% of the total outstanding shares. - The Directors of the Company (Mr.Premchai Karnasuta, and Mrs.Nijaporn Charanachitta) are the Directors of C.P.K. Plantation Co., Ltd. 	<ul style="list-style-type: none"> - Service cost - Accounts payable 	<p>4.38</p> <p>2.45</p>	<ul style="list-style-type: none"> - The Company purchased merchadises from C.P.K. Plantation Co.,Ltd as new year gifts for customers with 30-60 days of credit term. 	<ul style="list-style-type: none"> - Ordinary business support transaction - The transaction price was in accordance with the market-based pricing and on arm's length basis by similarity to any transactions done with other third parties.
14. Ms. Prachaya Karnasuta	<ul style="list-style-type: none"> - Related person - The Management of the Company 	<ul style="list-style-type: none"> - Accounts receivable - Revenue from construction 	<p>48.76</p> <p>3.71</p>	<ul style="list-style-type: none"> - The Company provided construction servcie to Ms. Prachaya Karnasuta's house with 30-60 days of credit term. 	<ul style="list-style-type: none"> - Ordinary business transaction - The transaction price was in accordance with the cost plus margin pricing and on arm's length basis by similarity to any transactions done with other third parties.

Company	Description of Relations	Transactions	The Value of Transactions ending Dec 31, 2021 (Million Baht)	Details of Transactions	Necessity and Reasonableness of Connected Transactions
15. Intrinsic Resources Co., Ltd. (Maritime transport)	<ul style="list-style-type: none"> - Related company - The Director of the Company (Mr.Peeti Karnasuta) holds 99.99% of the total outstanding shares. - The Director of the Company (Mr.Peeti Karnasuta) is the Director of Intrinsic Resources Co., Ltd. 	<ul style="list-style-type: none"> - Revenue from sale - Accounts receivable - Product cost - Accounts payable 	<ul style="list-style-type: none"> 18.36 5.70 3.86 2.78 	<ul style="list-style-type: none"> - The Company sold 3/4" stone to Intrinsic Resources Co., Ltd. with 30-60 days of credit terms. - The Company purchased cement powder from Intrinsic Resources Co., Ltd. with 30-60 days of credit term. 	<ul style="list-style-type: none"> - Ordinary business transaction - The transaction price was in accordance with the cost plus margin pricing and on arm's length basis by similarity to any transactions done with other third parties. - Ordinary business transaction - The transaction price was in accordance with the cost plus margin pricing and on arm's length basis by similarity to any transactions done with other third parties.
16. Italthai Real Estate Co., Ltd. (Hotel and Resort)	<ul style="list-style-type: none"> - Related company - The Directors of the Company (Mr.Premchai Karnasuta, and Mrs.Nijaporn Charanachitta) and related persons hold 27.90% of the total outstanding shares. - The Directors of the Company (Mrs.Nijaporn Charanachitta, and Mr.Thoranis Karnasuta) and related persons indirectly hold 72.10% of the total outstanding shares via Sak Di Sin Prasit Co., Ltd., and Amari Co., Ltd. - The Directors of the Company (Mrs.Nijaporn Charanachitta, and Mr.Thoranis Karnasuta) are the Director of Italthai Real Estate Co., Ltd. 	<ul style="list-style-type: none"> - Revenue from construction 	<ul style="list-style-type: none"> 6.63 	<ul style="list-style-type: none"> - Pier repiar and Amari Phuket hotel renovation with 30-60 days of credit term. 	<ul style="list-style-type: none"> - Ordinary business transaction - The transaction price was in accordance with the cost plus margin pricing and on arm's length basis by similarity to any transactions done with other third parties.

Section 3: Financial Statement

9. Summary of Financial Information and Financial Ratio

(1) Financial Statements

	Unit	2021		2020		2019*	
		Consolidated F/S	Separate F/S	Consolidated F/S	Separate F/S	Consolidated F/S	Separate F/S
Total Assets	Million Baht	113,238	90,220	107,873	87,648	105,085	85,677
Total Liabilities	Million Baht	97,015	77,944	92,429	74,942	88,108	71,998
Share Capital - Issued and Fully Paid-Up	Million Baht	5,280	5,280	5,280	5,280	5,280	5,280
Shareholders' Equity	Million Baht	16,223	12,276	15,444	12,706	16,977	13,679
Total Turnovers (Total Revenues)**	Million Baht	60,152	39,386	55,390	39,881	65,845	47,874
Revenues from Construction Works, Sales and Services	Million Baht	58,742	38,460	53,968	39,040	62,221	44,880
Gross Profit	Million Baht	5,015	2,522	4,144	2,472	6,518	3,824
Total Expenses - net	Million Baht	60,058	39,968	56,518	40,833	64,463	47,823
Profit (Loss) after Tax	Million Baht	94	(582)	(1,127)	(952)	1,382	51
Profit (Loss) Attributable to Shareholders of the Company	Million Baht	(156)	(582)	(1,104)	(952)	1,258	51
EBITDA	Million Baht	7,939	4,801	5,903	3,655	7,963	4,423
Par Value	Baht	1	1	1	1	1	1

(2) Financial Ratios and Results of Operation of the Company and Its Affiliates by SET's Guideline

	Unit	2021		2020		2019*	
		Consolidated F/S	Separate F/S	Consolidated F/S	Separate F/S	Consolidated F/S	Separate F/S
Current Ratio							
Current Ratio	Times	0.81	0.73	0.84	0.78	0.92	0.88
Quick Ratio	Times	0.25	0.26	0.28	0.30	0.35	0.37
A/R Turnover	Times	4.76	3.03	3.71	2.69	4.38	3.30
Collection Period	Days	76.76	120.50	98.44	135.54	83.24	110.65
Inventory Turnover	Times	12.75	17.16	11.24	14.38	11.13	12.97
Return on Sales	Days	28.62	21.27	32.46	25.38	32.79	28.15
A/P Turnover	Times	2.42	1.99	2.43	2.12	3.26	2.83
Payment Period	Days	151.12	183.04	150.01	172.23	112.08	129.00
Cash Cycle	Days	(45.74)	(41.27)	(19.11)	(11.31)	3.96	9.80
Profitability Ratio							
Gross Profit	%	8.54	6.56	7.68	6.33	10.48	8.52
Net Profit	%	(0.26)	(1.48)	(1.99)	(2.39)	1.91	0.11
Return on Equity	%	(1.18)	(4.66)	(8.05)	(7.21)	8.91	0.37
Efficiency Ratio							
Return on Assets	%	2.96	1.85	1.69	1.19	4.54	2.86
Return on Fixed Assets	%	141.71	235.20	130.04	232.81	162.21	286.54
Assets Turnover	Times	0.54	0.44	0.52	0.46	0.65	0.58
Financial Ratio Analysis							
Debt to Equity	Times	7.24	6.35	7.10	5.90	6.11	5.26
Interest Coverage	Times	1.32	0.90	0.72	0.58	1.76	1.27
Dividend Payout Ratio	%	0.00	0.00	0.00	0.00	0.00	0.00
Debt to Equity (Under Terms and Conditions of Bond Issuer and Bond Holders)***	Times	2.34	2.82	2.41	2.66	2.35	2.54
Data per Share and Growth Ratio of Business							
Growth Ratio							
Total Assets	%	4.97	2.93	2.65	2.30	7.21	7.69
Total Liabilities	%	4.96	4.01	4.90	4.09	8.05	9.98
Revenues from Construction Services	%	8.85	(1.48)	(13.26)	(13.01)	2.60	6.08
Cost of Services	%	7.83	(1.72)	(10.55)	(10.93)	2.99	5.03
Net Earning	%	85.91	38.88	(187.82)	(1975.29)	311.51	(66.74)
Data per Share							
Book Value	Baht	2.54	2.32	2.47	2.41	2.73	2.59
EPS	Baht	(2.09)	(0.18)	(2.09)	(0.18)	0.24	0.01
Dividend per Share	Baht	0.00	0.00	0.00	0.00	0.00	0.00

(3) Key Financial Ratio from the Announcements of Capital Market Supervisory Board

	Unit	2021		2020		2019*	
		Consolidated F/S	Separate F/S	Consolidated F/S	Separate F/S	Consolidated F/S	Separate F/S
1) Current Ratio	Times	0.81	0.73	0.84	0.78	0.92	0.88
2) Interest Coverage Ratio	Times	3.10	2.55	2.33	2.05	2.96	2.31
3) Interest Bearing Debts to EBITDA	Times	6.07	8.58	8.22	11.39	6.04	9.07
4) Debt Services Coverage Ratio	Times	0.25	0.17	0.22	0.15	0.33	0.22
5) Debt to Equity Ratio	Times	5.98	6.35	5.98	5.90	5.19	5.26
6) Interest Bearing Debts to Total Equity Ratio	Times	2.97	3.35	3.14	3.28	2.83	2.93
7) Current Portion of Interest Bearing Debts to Total Interest Bearing Debts Ratio	%	64.71	66.69	55.43	56.88	50.74	51.07
8) Loans from Financial Institution to Interest Bearing Debts Ratio	%	64.27	59.21	64.16	59.01	64.95	58.33

Note:

* Restated

** Summation of revenues and gain from operation only

*** The Debt to Equity was calculated base on the definition in terms and conditions and in the approval by Bond Holders meeting.

10. The Board of Director's Report on their Responsibilities for Financial Reports for the Year 2021

The Financial Statements of Italian-Thai Development Public Company Limited and its subsidiaries have been prepared in accordance with the policy of the Board of Directors which requires compliance with generally accepted accounting principles and careful book-keeping to reflect the accurate performance of the Company.

The Board of Directors stresses the importance of substantial information and significant disclosure with sufficient information and explanation in condensed notes and in the Management Discussion and Analysis (MD&A) for the optimum benefit of shareholders and investors.

The Board of Directors recognizes the importance of the Financial Statements by auditing the input financial data. In this regard, the Board of Directors has appointed the Audit Committee comprising independent and non-executive members of the Board to oversee the quality of financial reports. Their opinion is shown in the Report of Audit Committee disclosed in the Annual Report.

Based on the management structure and internal audit system as mentioned above, as well as the Audit Report prepared by the Certified Public Auditor, the Board of Directors is convinced that the Financial Statements for the Company and its subsidiaries as of December 31, 2021 reasonably represent an accurate statement of the financial status, business performance and cash flow of the Company in accordance with generally accepted accounting principles.



(Mrs. Nijaporn Charanachitta)
Director and Senior Executive Vice President



(Mr. Thoranis Karnasuta)
Executive Vice President and Acting President

11. Financial Statements

Independent Auditors' Report and Consolidated Financial Statements of
Italian-thai Development Public Company Limited and Its Subsidiaries
For the Year Ended 31 December 2021

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Italian-Thai Development Public Company Limited

Qualified Opinion

I have audited the consolidated and separate financial statements of Italian-Thai Development Public Company Limited and its subsidiaries (the "Group"), which comprise the consolidated and separate statement of financial position as at 31 December 2021, the consolidated and separate statements of profit and loss and other comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, except for the possible effects of the matters described under the Basis for Qualified Opinion paragraph, the accompanying consolidated and separate financial statements present fairly, in all material respects, the consolidated financial position of Italian-Thai Development Public Company Limited and its subsidiaries as at 31 December 2021, and its consolidated and separate financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Qualified Opinion

The basis for my qualified opinion are as follows:

- As discussed in Note 25 to the financial statements, the consolidated and separate financial statement as at 31 December 2021 include the development costs for concession right - Dawei Project totaling Baht 7,844.35 million and Baht 5,205.96 million, respectively. Such amounts represent project costs for developing the industrial estate and related infrastructure and utilities in the Dawei Special Economic Zone ("DSEZ") for the acquisition of concession right. In the year 2010, the Company granted the right to develop such project by the government of the Republic of the Union of Myanmar whereby the project is managed by Dawei Special Economic Zone Management Committee, ("DSEZ MC"). The Company has also invested in such project through its local subsidiary which were established for investments in the group of indirect subsidiaries in the Republic of the Union of Myanmar, that jointly with the group of investors ("The Group of Concessionaires") obtained concessions and rights to develop Dawei Special Economic Zone Initial Phase ("DSEZ Initial Phase") for the industrial estate of 27 square kilometers and related infrastructure and utilities for 8 concession projects. The Company has investment in subsidiary and granted long-term loan to the group of subsidiaries to invests in the development of such project totaling Baht 2,476.27 million and Baht 101.83 million, respectively, in the separate financial statement.

The Group had started the development in such project since the right was granted. Subsequently, in the year 2013, such project became the project under the support of the Governments of Thailand and the Republic of the Union of Myanmar who established the Special Purpose Vehicle (Dawei SEZ Development Company Limited "SPV") to mutually promote the project and determine the development project policy. The DSEZ MC and SPV has determined that the Company has the right to reimburse the costs previously incurred by the Group from new investors of each concession project under the Tripartite Memorandum which was mutual agreed between the three parties. The reimbursement amount will be obtained is in accordance with the results of Due Diligence assessment of investment in project undertaken by the independent consulting firm appointed by the SPV. However, those parties have mutually agreed that the Due Diligent report will be submitted directly to the SPV in order to summarize reimbursement amount which is a part of the Term of Reference (TOR) for the new investor of each concession. The Company currently does not have the right to access the Due Diligence report in order to direct claim any rights from the counterparty.

Subsequently, in the year 2015, the Group of Concessionaires has signed 8 concession agreements to obtain the right to develop the DSEZ Initial Phase with the DSEZ MC. At the same time, the DSEZ MC, the SPV and the Company are entered into the Supplemental Memorandum of Understanding to Tripartite Memorandum to define the term and conditions to the Company in order to obtain the Land Right Option for development and management of the DSEZ Initial Phase to compensate the reimbursement of the Group's previously invested. The Company will be able to exercise such option when the Group of Concessionaires and the DSEZ MC has fulfill all the Conditions Precedent (CP) as determined in the Concession Agreements for the DSEZ Initial Phase.

The Group of Concessionaires had completely complied with such conditions except for the signing of Land Lease Agreement and the payment of concession fee since the Group of Concessionaires and the DSEZ MC have not yet agreed to the content and condition of the Land Lease Agreement. The Group of Concessionaires therefore explained to request the payment for the concession fee of each concession including interest when the Group of Concessionaires obtained the Land Lease Agreement of each concession which have been agreed by both parties. However, on the 30 December 2020, the Group of Concessionaires received the Notice of Termination for all concession agreements of the DSEZ Initial Phase from the DSEZ MC claiming that the Group of Concessionaires had breached the conditions of the concession agreement relevant to the

payment of annual concession fee and the conditions of the concession agreement for the Initial Industrial Estate and Two-lane Road connecting the Dawei Special Economy Zone and the Thai-Myanmar border which additionally determined by the DSEZ MC. This requires the Group of Concessionaires to enforce Italian-Thai Development Public Company Limited to sign the document releasing the Group's right to reimburse the previous investments under the Tripartite Memorandum. In order to protect the right with regard to the reimbursement of investment cost mentioned in the aforementioned memorandum, on 19 January 2021, the Group of Concessionaires sent the notice to elucidate the reason for cancellation of agreement to the DSEZ MC disputing that the additional conditions do not form part of the conditions mutually agreed by the Group of Concessionaires but merely came from the judgement of the DSEZ MC only. The Group of Concessionaires proposed a discussion on this matter to DSEZ MC. Currently, awaiting the response for discussion from such entity.

As above mentioned, although the right for the reimbursement of the Group's previous investment for development of Industrial Estate and related infrastructure and utilities in the DSEZ is still in accordance with the Tripartite Memorandum, the reimbursement amount is depending on the Due Diligence report, for which the Company does not have the right to access such report. In addition, It depends on the progress of the development of the DSEZ (Full Phase), which was supported by the government of Thailand and Republic of the Union of Myanmar to promote the others concession projects in the future as well as the investment from new investors who are interested in each concession project. The Group's management is unable to assess the potential impact (if any) on the realizable value of the development costs for concession right - Dawei Project whether they will be higher or lower than the amounts recorded by the Group in the financial statements. In addition, the impact from the Notice of Termination for all concession agreements of the DSEZ Initial Phase under the process of negotiation with the DSEZ MC is still cannot be concluded. Moreover, the current political unrest and economic situation in the Republic of the Union of Myanmar also creates the uncertainty that may affect the development of such projects of the Group in the future. Therefore, I am unable to assess the potential impact (if any) on the balance of the development costs for the concession right - Dawei Project in the consolidated and separate financial statements and the valuation of investment in subsidiary and long-term loans to the group of subsidiaries in the separate financial statements. I am also unable to consider the effect it may have on the consolidated and separate financial statements caused by the uncertainty and the limitation on situation above.

- As discussed in Note 17.3 to the financial statements, the consolidated statement of financial position as at 31 December 2021 included an investment in a joint venture accounted for by the equity method of Baht 179.33 million. Such amount was based on the financial information of a joint venture as of 30 September 2019 reviewed by the joint venture's auditor. The joint venture's management was unable to prepare the updated financial information subsequent to that date since the joint venture and the employer have been in dispute regarding the termination of construction contract and are in process of negotiation for the realizable value of assets, netted of current obligation in liabilities and contingent liabilities. In addition, the separate financial statements as at 31 December 2021, included trade accounts receivable – Joint Venture of Baht 58.31 million. The Company's management is unable to assess the potential impact (if any) from such dispute which outcome cannot presently be determined. I am unable to assess the potential impact that may need to be adjusted for the profit or loss in the accounts of the Joint Venture and also impact to the investment and share profit or loss accounted for by equity method in the consolidated financial statements and the potential impact on the balance of trade accounts receivable – Joint Venture in the separate financial statements.
- As discussed in Note 10 to the financial statements, the consolidated and separate statement of financial position as at 31 December 2021 included trade accounts receivable from a State Enterprise for a construction project of Baht 1,125.79 million for which the construction work has been completed in September 2019 and was completed after the key completion dates (Key Date) and the ended date under construction contract. The Company has been negotiating for the collection of this outstanding amount which has been held by the employer since the employer claiming for penalty charges for the delay of construction work. The Company opposed to the claims by submitting letters to the employer and received a notification letter from the employer summarizing the consideration of the extension of the completion dates for some cases of the delay causes and reduction the penalty charges for partial amount during the year 2020. However, the Company still opposed to the extended number of days relating to the causes of construction delays as approved by the employer. Consequently, the Company submitted a letter to the employer to reserve the right for abstaining and reducing the remaining penalty charges and request for settlement of the payment for the construction work which has been held. The Company also requests for the extension of completion date of construction for the delays caused by other cases which are being proposed to the Board of Directors of the employer for further approval. The Company's management is currently unable to assess the impact of such matter which are depending on the events that cannot presently be concluded. I am unable to assess the potential impact (if any) to such outstanding accounts receivable in the consolidated and separate financial statements.

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described under 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 Federation of Accounting Professions' Code of Ethics for Professional Accountants that is relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my qualified opinion.

Emphasis of Matter

Without changing my qualified opinion, I draw attention to the following information:

- 1) As discussed in Notes 17.2, 26 and 27 to the financial statements, the Group has significant investments in projects with Thailand and overseas Government Agencies which projects are under development stages, whereby the future development to meet the milestone of such projects are dependent upon various circumstance and factors. The investments in the significant projects included in the consolidated and separate financial statements as of 31 December 2021 are as follows:
 - As discussed in Note 17.2 to the financial statements, the Company has investment in bauxite mining, and the construction of Alumina Production Plant Project. Such investment was made through an associated company which was established in Lao People's Democratic Republic. The Company has investment in an associated company in order to invest in such project including trade account receivable, retention receivable and loan to associated company totaling of Baht 1,159.94 million. This associated company has obtained the concession right for bauxite mining from the Government of Lao People's Democratic Republic and has been in consideration process for approval of the Environmental and Social Impact Assessment (ESIA) Certificate from the authority entity in order to start the construction of alumina production plant. In addition, during the year 2021, the associated company has signed a Memorandum of Understanding with a strategic partner and under the process for the project feasibility study to support the seeking of financing for the future development of the project.
 - As discussed in Note 26 to the financial statements, the subsidiary company has costs of acquiring rights to survey and development a potash mining project of Baht 2,293.49 million, and costs of survey and mining project development totaling Baht 955.68 million. The application for potash mining concessions is in process of consideration from the government. The Company's management believes that this project will be approved by the government and will become operational in the future since the process for concessionaire application has been completed. The investment in such project after obtaining the potash mining concessions from the government requires significant financing.
 - As discussed in Note 27 to the financial statements, the consolidated and separate financial statements included deferred concession costs and costs of project under development in the Republic of Mozambique of Baht 2,422.24 million and Baht 2,074.90 million, respectively. Such amounts represent costs for the concession right and development costs for construction of a Heavy Haul Railway Lines and construction of a Deep - Sea Port. The Company has invested in such project through an overseas subsidiary which was granted the concession right from the Government of the Republic of Mozambique and also established an overseas subsidiary to provides construction services for such project. The Company has investment and long-term loan to such group subsidiaries for the project development totaling Baht 58.16 million and Baht 413.79 million, respective. The progress of such project under development is dependent on the negotiation with a strategic partner in the future as well as the approval for the project finance from the financial institution since it requires significant amount of investment for the development of such project.
- 2) As discussed in Note 12.1 to the financial statements, the consolidated financial statements as at 31 December 2021 include the Company's portion of earned revenues not yet billed of Baht 263.15 million which present variation orders claims for a construction project with a State Enterprise of an overseas joint venture between the Company and an overseas subsidiary. The Joint Venture has completed the construction work and received the Taking Over Certificate and Performance Certificate from the employer in the year 2019 and 2020, respectively. On 11 June 2021, the employer made the partial payment for the construction work to the joint venture. The joint venture is currently under the negotiation with the employer to claim the remaining construction work through the Arbitration process. However, the joint venture's management has assessed the realization based on information from the legal opinion of an independent counsel and believes that it will get the full payment from the employer. The recoverability of such earned revenues not yet billed is dependent on the outcome from the negotiation with the employer through the Arbitration process.

Key Audit Matters

Key audit matters are those matters that, in my professional judgment, are of most significance in my audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters. In addition to the matters described in the Basis for Qualified Opinion section. I have determined the matters described below to be the key audit matters to be communicated in my report.

Key audit matters	How the matter was addressed in the audit
<p>Revenue recognition for construction contract</p> <p>The Group and the Company have revenues from construction services for the year ended 31 December 2021 of Baht 50,585.82 million and Baht 34,048.04 million, respectively. Revenue recognition for construction services requires significant judgment and assumption to assess the appropriateness of the estimation of transaction relating to the revenue recognition in each contract and impact to the accounting transactions related to the construction contract, including earned revenues not yet billed of Baht 24,558.53 million and Baht 19,505.83 million, respectively, receipts in excess of contracted work in progress of Baht 2,509.24 million and Baht 30.58 million, respectively.</p> <p>Revenues from construction services of the Group are recognized over time by measuring the progress of construction work by contract, by the percentage of cumulative costs incurred with total costs budget estimation until the completion of the project. The estimation of costs budget, including the provision for loss on construction project, requires significant judgment of the management which continuous reviewed throughout the construction periods and the estimates need to be adjusted as necessary. In addition, the revenues from contract modification which have not yet been determined for the corresponding change in price requires significant judgment of the management to assess the probable of the Group will be entitled of the consideration amount and estimates the change to transaction prices and amounts which the Group will be entitled to receive.</p> <p>The Group and the Company disclosed accounting policies relating to revenue recognition, detail of revenues from construction services and balance of accounting transactions relating to revenue recognition in Notes 5, 12 and 46 to financial statements.</p>	<p>My audit procedures are summarized below:</p> <ul style="list-style-type: none"> - Obtained an understanding the process and internal controls for the preparation of reports and budgets estimation used for the determination of the percentages of completion of construction projects of the Group and the Company. - Sampling tested cost budgets estimation for construction projects by making inquiry of responsible executives and assessed the appropriateness of estimation. - Tested and assessed the reasonableness of changes in estimated costs during the year. - Sampling verified the actual costs with supporting documents and assessed the reasonableness of estimated costs to complete the construction for evaluate the possible losses on the construction projects. - Compared gross profit from the start of projects up to date to evaluate and assess the appropriateness of estimated costs. - Sampling tested contracts with changed orders during the year with supporting documents and assessed the reasonableness of consideration which the Group and the Company will be entitled to receive from the contract modification which prices have not yet been fixed. - Tested the bills for payment from client during the year with construction contracts and client' acceptance documents to determine the appropriateness of earned revenues not yet billed and receipts in excess of contracted work in progress. - Sampling visited sites for significant projects to obtain understanding of the progress of projects work by discussion with responsible engineers and compared the percentages of physical completion of construction as determined by engineers with percentages of completion based on accounting method to ensure that the revenues and costs recognition are made correspondingly. - Assessed the adequacy of the Group's and the Company's disclosure for revenues from construction service recognition.

Key audit matters	How the matter was addressed in the audit
<p>Impairment loss of trade and other accounts receivable</p> <p>As at 31 December 2021, the Group and the Company have trade and others accounts receivable net of allowance for impairment loss of Baht 12,518.81 million and Baht 12,926.79 million, respectively. The Group and the Company have allowance for impairment loss of Baht 1,723.53 million and Baht 827.57 million, respectively.</p> <p>The estimation of allowance for impairment loss to reflect realizable of trade and other receivables that may result from non-collection including the expected credit loss. Management is required to use judgment to assess the appropriateness of estimation and assumption, including the probability for collection based on circumstances including the consideration for the significant increase in credit risk from initial recognition, except for the matters discussed under the basis for qualified opinion.</p> <p>The Group and the Company disclosed balance of trade accounts receivable and other receivable in Notes 10 and 11 to financial statements.</p>	<p>My audit procedures are summarized below:</p> <ul style="list-style-type: none"> - Obtained an understanding of the internal controls related to procedures for the assessment of recoverable amount from the collection of trade and other accounts receivable including the process to consider the expected credit loss to determine the appropriateness of management estimates for the realization. - Reviewed the aging of receivables that have been long outstanding and developed expectation of allowance for impairment loss based on the circumstances for comparison with the allowance for impairment loss recognized by the Group and the Company. Considered the reason for the differences and the appropriateness of allowance for impairment loss. - Assessed the realizable values of receivables including subsequent collection testing together with the assessment of the cash flows projection of debtors to assess their ability to settle their accounts in the future. - Assessed the adequacy of the Group's and the Company's disclosure for trade accounts receivable and allowance for impairment loss.
<p>Investments in subsidiaries and goodwill, investments in associated and joint control companies</p> <p><i>Investment in subsidiaries and goodwill</i></p> <p>As at 31 December 2021, the Company has investments in subsidiaries net of allowance for impairment of investment of Baht 11,690.86 million. The Company has allowance for impairment of investment of Baht 4,525.64 million. In addition, the Company has goodwill of Baht 860.17 million which arose from the acquisition of investments in Potash mining, cement business in Thailand and construction business in India.</p> <p><i>Investment in associated and joint control companies</i></p> <p>As at 31 December 2021, the Group and the Company have investments associated and joint control companies accounted by the equity method in the consolidated financial statements totaling of Baht 2,621.12 million, which has been recorded at cost of Baht 2,794.56 million in the separate financial statements</p> <p>In consideration of the recoverable amount of investments in subsidiaries, associated and joint control companies, including the impairment test of goodwill, management is required to use highly judgment for the assessment of appropriate estimates and significant assumptions relating to the subsidiaries and associated and joint control companies' ability to operate profitably, including their future cash flows projection and expenses from the continuing operations of such businesses and the use of the appropriate discount rate to discount cash flows projection used for the calculation of recoverable amount.</p> <p>The Group and the Company disclosed accounting policies and detail of investments in subsidiaries, associated and joint control companies and goodwill in Notes 5, 17 and 24 to financial statements.</p>	<p>My audit procedures are summarized below:</p> <ul style="list-style-type: none"> - Obtained an understanding of the process for assessment of recoverable amounts of investments in subsidiaries, associated companies and group of business units. - Considered the indication of impairment for investments in subsidiaries, associated companies, and goodwill of each business unit. - Considered the reasonableness of management's assumptions and procedures for calculation of cash flow projections including the tests of documents supporting the best estimates of management, especially the projected growth in revenues, gross margins and operating net income of subsidiaries and business units. - Tested the calculation and assess the appropriateness of discount rates used by management for the recoverable amounts from investments in subsidiaries and goodwill. - Assessed the appropriateness of the management estimates by reviewing the actual operating results to the estimates in the prior year. - Considered the key drivers as the sensitivity analysis and the impact to recoverable amounts of investments in subsidiaries, and goodwill. - Considered the recoverable amounts of investments in projects under development which the Company invested through the associated and joint control companies by assessing project feasibility study and other environment factors. - Considered the adequacy of the Group's and the Company's disclosures for investment in subsidiaries and goodwill, investments in associated and joint control companies.

Key audit matters	How the matter was addressed in the audit
<p>Investments in projects under development</p> <p>The Group and the Company have significant investments in projects with Thailand and overseas Government Agencies which are in stages of project development. The total amount of the significant investments in the consolidated and separate financial statements as of 31 December 2021 are as follows:</p> <ul style="list-style-type: none"> • Development costs for concession right - Dawei project of Baht 7,844.34 million and Baht 5,205.96 million, respectively. • Potash mining right of Baht 2,293.49 million and deferred exploration and development costs of Baht 955.68 million. • Deferred concession costs and costs of project under development in Mozambique of Baht 2,422.24 million and Baht 2,074.90 million, respectively. <p>The assessment of the realizable value of the investments in such projects, requires management high judgment about the future project feasibility, forecasted cash flows and expenses from operations in such projects, except for the matters discussed under the basis for qualified opinion.</p> <p>The details of the investments in project under development are disclosed in Notes 25, 26 and 27 to the financial statements.</p>	<p>My audit procedures are summarized below:</p> <ul style="list-style-type: none"> - Obtained an understanding of the process for assessment of recoverable amounts of projects which the Group and the Company have invested. - Considered the feasibility of projects and assessed the progress of the projects in various sides which the Group's and the Company's executive management have periodically discussed with the project owners and Government Agencies along with the review of supporting evidence. - Considered the reasonableness of management's assumptions and procedures used for calculation of cash flows projection including the review of documents supporting the best estimates of management, especially the projected revenues, gross margins and operating profits from the projects which the Group and the Company invested. - Considered the adequacy of the Group's and the Company's disclosures for investments in projects under development.

Other matter

The consolidated and separate statements of financial position of Italian-Thai Development Public Company Limited and its subsidiaries as at 31 December 2020 the consolidated and separate statements of profit or loss and other comprehensive income, the consolidated and separate statements of changes in shareholders' equity and cash flows for the year then ended, presented for comparative information, were audited by another auditor in the same firm as mine who issued his audit report dated 1 March 2021 expressing a qualified opinion thereon in respect of the potential impact (if any) for the balance of transactions which cannot be concluded at the report date regarding 1) the realizable value of the development costs for concession right – Dawei Project, 2) the investment value and relevant accounting transactions for the equity method of the joint venture, and 3) the realizable value of account receivable from a State Enterprise with the emphasis of matters regarding 1) the investments in projects under development, whereby the future development to meet the milestone of such projects are dependent upon various circumstances and factors, 2) the revenues from a construction project with a State Enterprise of an overseas joint venture which is under the process for billing which cannot presently be concluded because of the COVID-19 pandemic situation, 3) the recognition of the allowance for impairment loss of trade accounts receivable and earned revenues not yet billed which previously expressed a qualified opinion on the prior year financial statements and 4) the restatement of the financial statements from the impact of the increase in shares capital and change in the shareholder structure of an overseas subsidiary.

Other Information

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

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

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

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

However, as described under the Basis for Qualified Opinion section with respect to the potential impact from the matters which cannot be concluded regarding to the realizable value of the development costs for concession right – Dawei Project, the realizable value of trade accounts receivable – Joint Venture, the investment value and relevant accounting transactions for the equity method of the joint venture and the realizable value of trade accounts receivable from a State Enterprise, my opinion is qualified. Therefore, should the management prepare other information based on financial statements that is different from such fact, other information will be materially misstated with respect to the value and other information in annual report which will impact from such matters.

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

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

In preparing the consolidated and separate 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 consolidated and separate 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 consolidated and separate financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated and separate 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 consolidated and separate 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 consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the consolidated and separate 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.



Miss Kanyanat Sriratchatchaval

Certified Public Accountant

Registration No. 6549

Grant Thornton Limited

Bangkok

28 February 2022

STATEMENTS OF FINANCIAL POSITION

ITALIAN - THAI DEVELOPMENT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
AS AT 31 DECEMBER

(Unit : Thousand Baht)	Notes	Consolidated F/S		Separate F/S	
		2021	2020	2021	2020
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents		3,553,615	4,055,622	1,702,066	2,981,349
Restricted deposits with banks	16	2,243	3,294	65	65
Fixed deposits less than one year		1,118,326	1,287,381	-	-
Current portion of promissory notes receivable	9	50,000	50,000	50,000	50,000
Trade accounts receivable - unrelated parties	10	11,051,915	10,303,681	9,238,061	8,667,329
Trade and other accounts receivable - related parties	11	1,466,899	1,883,443	3,688,729	3,801,143
Current portion of finance lease receivable - subsidiary	23.4	-	-	6,239	6,112
Contract assets - current	12	28,559,145	25,923,162	22,005,892	20,541,770
Short-term loans and advances to related parties	13	359,491	352,571	648,469	576,003
Inventories and work in process	14	4,503,578	3,922,786	2,171,608	2,017,647
Costs of property development projects	15	298,734	305,629	-	-
Income tax withheld at sources		1,501,119	1,434,928	745,732	787,472
Refundable value added tax		1,427,410	1,250,459	88,300	2,524
Advances for purchases of construction materials and to sub-contractors		1,382,810	1,005,104	923,884	739,581
Other current assets		716,276	513,769	298,767	225,851
Total current assets		55,991,561	52,291,829	41,567,812	40,396,846
NON-CURRENT ASSETS					
Restricted deposits with banks	16	569,209	231,198	569,209	231,198
Finance lease receivable - subsidiary	23.4	-	-	26,882	28,961
Promissory notes receivable	9	285,939	335,939	285,939	335,939
Contract assets - non - current	12	1,856,591	15,177	1,856,591	15,177
Investments in subsidiaries, associated and joint control companies and joint ventures	17	3,001,393	2,675,796	14,485,414	14,158,269
Other long-term investments	18	1,257,565	1,025,442	1,026,399	868,692
Long-term loans and advances to related parties	19	1,112,512	1,010,737	657,724	799,875
Land awaiting development	20	316,855	319,182	-	-
Investment properties	21	2,612,532	2,510,466	1,284,359	1,182,293
Advances for purchases of machinery		66,530	35,566	7,500	12,839
Property, plant and equipment	22	28,407,789	29,614,035	19,012,312	19,934,606
Right-of-use assets	23.1	2,454,501	2,844,016	1,854,884	2,185,894
Goodwill	24	860,167	852,500	-	-
Development costs for concession right - Dawei project	25	7,844,345	7,825,343	5,205,964	5,205,964
Potash mining right	26	2,293,489	2,293,489	-	-
Deferred exploration and development costs	26	955,682	953,565	-	-
Deferred concession costs and costs of project under development	27	2,422,239	2,284,280	2,074,899	1,993,231
Deferred tax assets	35	140,504	209,240	-	-
Other non-current assets		788,498	544,720	303,993	298,374
Total non-current assets		57,246,340	55,580,691	48,652,069	47,251,312
TOTAL ASSETS		113,237,901	107,872,520	90,219,881	87,648,158

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

STATEMENTS OF FINANCIAL POSITION

ITALIAN - THAI DEVELOPMENT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
AS AT 31 DECEMBER

(Unit : Thousand Baht)	Notes	Consolidated F/S		Separate F/S	
		2021	2020	2021	2020
LIABILITIES AND SHAREHOLDERS' EQUITY					
CURRENT LIABILITIES					
Bank overdrafts and short-term loans from financial institutions	28	7,255,513	7,118,552	4,560,619	4,701,073
Liabilities under trust receipts		2,749,862	2,792,671	2,749,862	2,792,671
Trade and other accounts payable - unrelated parties		21,263,657	16,039,373	15,826,098	11,743,967
Trade and other accounts payable - related parties	29	2,338,462	1,577,322	2,980,555	2,222,956
Contract liabilities - current	12	9,807,206	9,763,336	6,441,184	7,212,087
Short-term loans and advance from related parties	30	29,838	76,826	950,039	499,264
Current portion of lease liabilities	23.2	696,737	850,832	554,292	658,854
Current portion of long-term loans	31	14,060,347	11,943,288	13,160,908	11,224,108
Current portion of debentures	32	5,998,585	4,045,690	5,998,585	4,045,690
Current portion of other financial liabilities	23.3	569,810	367,327	519,201	346,188
Current portion of liabilities under employee benefits obligations	33	708,422	709,897	601,593	617,120
Income tax payable		567,194	439,887	364,322	250,145
Value added tax payable		260,885	342,136	204,320	323,444
Accrued expenses		960,812	1,141,138	500,863	511,969
Retentions payable		1,072,862	1,004,595	1,024,109	929,029
Reserve for project expense	37	51,260	45,012	50,770	40,095
Other current liabilities		1,031,118	896,442	754,215	641,986
Total current liabilities		69,422,570	59,154,324	57,241,535	48,760,646
NON-CURRENT LIABILITIES					
Contract liabilities - non-current	12	6,787,706	5,695,411	4,807,847	3,920,684
Other accounts payable - unrelated parties		1,188,081	3,271,320	1,188,081	3,271,320
Lease liabilities	23.2	1,037,599	1,379,533	428,309	742,150
Long-term loans	31	6,884,894	9,298,098	3,903,838	5,853,279
Debentures	32	8,416,954	10,437,709	8,416,954	10,437,709
Other financial liabilities	23.3	1,235,506	1,099,543	1,043,025	994,118
Employee benefits obligation	33	1,008,358	1,116,133	730,479	805,612
Deferred tax liabilities	35	833,174	790,670	184,215	156,193
Other non-current liabilities		200,089	186,139	-	-
Total non-current liabilities		27,592,361	33,274,556	20,702,748	26,181,065
TOTAL LIABILITIES		97,014,931	92,428,880	77,944,283	74,941,711
SHAREHOLDERS' EQUITY					
Share capital - ordinary share at Baht 1 par value					
Registered - 6,337,920,861 shares		6,337,921	6,337,921	6,337,921	6,337,921
Issued and fully paid-up - 5,279,868,944 shares		5,279,869	5,279,869	5,279,869	5,279,869
Share premium		8,547,757	8,547,757	8,547,757	8,547,757
Retained earnings (deficit)					
Appropriated - legal reserve	39	529,293	529,293	502,693	502,693
Unappropriated		(670,393)	(597,163)	(1,607,648)	(1,096,083)
Other components of shareholders' equity		(291,649)	(737,263)	(447,073)	(527,789)
Total equity attributable to the Company's shareholders		13,394,877	13,022,493	12,275,598	12,706,447
Non-controlling interests		2,828,093	2,421,147	-	-
Total shareholders' equity		16,222,970	15,443,640	12,275,598	12,706,447
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		113,237,901	107,872,520	90,219,881	87,648,158

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

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

ITALIAN - THAI DEVELOPMENT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
FOR THE YEARS ENDED 31 DECEMBER

(Unit : Thousand Baht)	Notes	Consolidated F/S		Separate F/S	
		2021	2020	2021	2020
REVENUES					
Revenues from construction work		50,585,821	46,189,111	34,048,044	35,293,890
Revenues from sales and services		8,156,655	7,779,044	4,412,145	3,745,661
Total revenues	36, 46	58,742,476	53,968,155	38,460,189	39,039,551
COSTS					
Costs of construction work		47,281,792	44,359,813	32,572,885	34,216,991
Costs of sales and services		6,445,897	5,464,566	3,364,920	2,350,653
Total costs	36, 41	53,727,689	49,824,379	35,937,805	36,567,644
Gross profit					
		5,014,787	4,143,776	2,522,384	2,471,907
Dividend income and profit sharing		25,582	11,759	76,974	84,158
Interest income	46	122,496	137,749	61,449	93,181
Gain (loss) on exchange rate		236,637	(289,313)	243,928	(260,346)
Gain on revaluation of investment properties	21	-	475,137	-	119,303
Gain on fair value measurement of investments	18.1	143,223	-	74,546	-
Gain on hedging instruments		73,719	56,566	42,518	84,578
Other income	40	807,541	740,958	426,791	460,708
Profit before expenses					
		6,423,985	5,276,632	3,448,590	3,053,489
Selling expenses	41	(30,588)	(59,013)	-	-
Administrative expenses	41	(2,933,785)	(3,025,968)	(1,387,040)	(1,265,035)
Allowance for impairment losses	46	(229,267)	(412,156)	(186,085)	(537,115)
Impairment loss on assets	46	(36,193)	-	-	-
Allowance for impairment of investments		-	-	(227,434)	(221,809)
Loss from disposal of investment	46	(1,600)	-	(1,600)	-
Total expenses		(3,231,433)	(3,497,137)	(1,802,159)	(2,023,959)
Profit from operations					
		3,192,552	1,779,495	1,646,431	1,029,530
Share of profit from investments in associated and joint control companies and joint ventures	46	75,481	17,738	-	-
Profit before financial costs and income tax					
		3,268,033	1,797,233	1,646,431	1,029,530
Financial costs	42, 46	(2,562,041)	(2,532,535)	(1,881,673)	(1,785,073)
Profit (loss) before income tax					
		705,992	(735,302)	(235,242)	(755,543)
Income tax expense	35, 46	(611,896)	(391,984)	(346,375)	(196,037)
Profit (loss) for the year					
		94,096	(1,127,286)	(581,617)	(951,580)

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

ITALIAN - THAI DEVELOPMENT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
FOR THE YEARS ENDED 31 DECEMBER

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
OTHER COMPREHENSIVE INCOME				
Items that will not be reclassified subsequently to profit or loss				
Actuarial gain (loss) - net of tax	87,134	(94,013)	70,052	(82,628)
Gain on equity investments designated at fair value through other comprehensive income - net of tax	78,400	64,675	73,809	61,231
Items that will be reclassified subsequently to profit or loss				
Translation adjustments for foreign currency financial statements	545,881	(119,404)	6,907	44,230
Effectiveness gain (loss) of cash flow hedge instruments	13,716	(19,560)	-	-
Total others comprehensive income for the year	725,131	(168,302)	150,768	22,833
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	819,227	(1,295,588)	(430,849)	(928,747)
PROFIT (LOSS) FOR THE YEAR ATTRIBUTABLE TO :				
Shareholders of the Company	(155,619)	(1,104,448)	(581,617)	(951,580)
Non-controlling interests	249,715	(22,838)	-	-
	94,096	(1,127,286)	(581,617)	(951,580)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR ATTRIBUTABLE TO :				
Shareholders of the Company	372,384	(1,208,004)	(430,849)	(928,747)
Non-controlling interests	446,843	(87,584)	-	-
	819,227	(1,295,588)	(430,849)	(928,747)
BASIC EARNINGS PER SHARE				
Loss (Baht per share)	(0.02950)	(0.2092)	(0.1102)	(0.1802)
Weighted average number of ordinary shares (Unit : Thousand shares)	5,279,869	5,279,869	5,279,869	5,279,869

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

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

ITALIAN - THAI DEVELOPMENT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
FOR THE YEARS ENDED 31 DECEMBER

	Equity attributable to shareholders of the Company											
	Issued and paid-up share capital	Share premium	Retained earnings (deficit)		Other components of shareholders' equity					Total equity attributable to the shareholders of the Company	Non - controlling interests	Total
			Legal Reserve	Un-appropriated	Change in fair value financial assets	Translation adjustments for foreign currency financial statements	Effectiveness gain (loss) of cash flow hedge instruments	Surplus on dilution of investment in subsidiary companies	Total			
(Unit : Thousand Baht)												
Consolidated F/S												
Balance as at 1 January 2020	5,279,869	8,547,757	529,293	601,394	(31,372)	(1,007,537)	-	311,093	(727,816)	14,230,497	2,547,087	16,777,584
Dividend paid from subsidiaries	-	-	-	-	-	-	-	-	-	-	(38,356)	(38,356)
Transactions with shareholders	-	-	-	-	-	-	-	-	-	-	(38,356)	(38,356)
Loss for the year	-	-	-	(1,104,448)	-	-	-	-	-	(1,104,448)	(22,838)	(1,127,286)
Other comprehensive income (loss) for the year	-	-	-	(94,109)	64,675	(54,562)	(19,560)	-	(9,447)	(103,556)	(64,746)	(168,302)
Total comprehensive income (loss) for the year	-	-	-	(1,198,557)	64,675	(54,562)	(19,560)	-	(9,447)	(1,208,004)	(87,584)	(1,295,588)
Balance as at 31 December 2020	5,279,869	8,547,757	529,293	(597,163)	33,303	(1,062,099)	(19,560)	311,093	(737,263)	13,022,493	2,421,147	15,443,640
Balance as at 1 January 2021	5,279,869	8,547,757	529,293	(597,163)	33,303	(1,062,099)	(19,560)	311,093	(737,263)	13,022,493	2,421,147	15,443,640
Dividend paid from subsidiaries	-	-	-	-	-	-	-	-	-	-	(39,897)	(39,897)
Transactions with shareholders	-	-	-	-	-	-	-	-	-	-	(39,897)	(39,897)
Profit (loss) for the year	-	-	-	(155,619)	-	-	-	-	-	(155,619)	249,715	94,096
Other comprehensive income for the year	-	-	-	82,389	78,400	353,498	13,716	-	445,614	528,003	197,128	725,131
Total comprehensive income (loss) for the year	-	-	-	(73,230)	78,400	353,498	13,716	-	445,614	372,384	446,843	819,227
Balance as at 31 December 2021	5,279,869	8,547,757	529,293	(670,393)	111,703	(708,601)	(5,844)	311,093	(291,649)	13,394,877	2,828,093	16,222,970

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

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)

ITALIAN - THAI DEVELOPMENT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
FOR THE YEARS ENDED 31 DECEMBER

	Issued and paid-up share capital	Share premium	Retained earnings (deficit)		Other components of shareholders' equity			Total
			Legal Reserve	Unappropriated	Change in fair value financial assets	Translation adjustments for foreign currency financial statements	Total	
(Unit : Thousand Baht)								
Separate F/S								
Balance as at 1 January 2020	5,279,869	8,547,757	502,693	(61,875)	(29,808)	(603,442)	(633,250)	13,635,194
Loss for the year	-	-	-	(951,580)	-	-	-	(951,580)
Other comprehensive income for the year	-	-	-	(82,628)	61,231	44,230	105,461	22,833
Total comprehensive income for the year	-	-	-	(1,034,208)	61,231	44,230	105,461	(928,747)
Balance as at 31 December 2020	5,279,869	8,547,757	502,693	(1,096,083)	31,423	(559,212)	(527,789)	12,706,447
Balance as at 1 January 2021	5,279,869	8,547,757	502,693	(1,096,083)	31,423	(559,212)	(527,789)	12,706,447
Loss for the year	-	-	-	(581,617)	-	-	-	(581,617)
Other comprehensive income for the year	-	-	-	70,052	73,809	6,907	80,716	150,768
Total comprehensive income for the year	-	-	-	(511,565)	73,809	6,907	80,716	(430,849)
Balance as at 31 December 2021	5,279,869	8,547,757	502,693	(1,607,648)	105,232	(552,305)	(447,073)	12,275,598

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

STATEMENTS OF CASH FLOWS

ITALIAN - THAI DEVELOPMENT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
FOR THE YEARS ENDED 31 DECEMBER

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Cash flows from operating activities				
Profit (loss) before income tax	705,992	(735,302)	(235,242)	(755,543)
Adjustments of cash flows:				
Depreciation and amortization	4,670,947	4,106,011	3,154,585	2,625,746
Unrealized loss (gain) on exchange rate	(226,939)	295,647	(226,939)	296,772
Dividend income and profit sharing	(25,582)	(11,759)	(76,974)	(84,158)
Share of profit from investments in associated and joint control companies and joint ventures	(75,481)	(17,738)	-	-
Allowance for impairment losses	229,267	412,156	186,085	537,115
Allowance for obsolete inventories	10,617	58,829	4,236	51,867
Gain on fair value measurement of investments	(143,223)	-	(74,546)	-
Allowance for impairment of investment	-	-	227,434	221,809
Loss from disposal of investment	1,600	-	1,600	-
Impairment loss on assets	36,193	5,896	-	-
Gain on revaluation of investment properties	-	(475,137)	-	(119,303)
Loss from impairment of land awaiting development	-	4,288	-	-
Gain on disposal of land awaiting development	(2,673)	-	-	-
Gain on disposal of assets	(51,420)	(56,048)	(33,479)	(27,205)
Loss from disposal of investment properties	830	831	830	831
Gain on hedging instruments	(73,719)	(56,566)	(42,518)	(84,578)
Adjust deferred gain from construction services for project under development of joint control company	175,459	849,515	-	-
Gain on lease modification	(20,234)	-	-	-
Gain on debt forgiveness	(98,864)	-	-	-
Provision for losses on construction projects	6,684	46,685	6,684	41,768
Provision for employee benefits obligation	94,895	66,250	84,339	82,481
Interest expense	2,562,041	2,532,535	1,881,673	1,785,073
Income from operations before changes in operating assets and liabilities	7,776,390	7,026,093	4,857,768	4,572,675
Decrease (increase) in operating assets:				
Promissory notes receivable	50,000	50,000	50,000	50,000
Trade accounts receivable - unrelated parties	(761,018)	4,964,254	(512,651)	5,220,306
Trade and other receivable - related parties	636,123	(719,411)	331,005	(1,205,010)
Contract assets	(4,767,261)	(2,302,254)	(3,595,400)	(2,245,937)
Loans and advances to related parties	29,298	(169,366)	107,060	(90,438)
Inventories and work in process	(591,409)	958,170	(158,197)	998,531
Costs of property development projects	6,895	145,082	-	-
Refundable value added tax	(176,951)	52,084	(85,776)	19,782
Advances for purchases of construction materials and to sub-contractors	(377,706)	(412,777)	(184,303)	(323,885)
Other current assets	(128,863)	(34,280)	(30,398)	(85,702)
Other non-current assets	(192,474)	60,734	(74,526)	88,467
Increase (decrease) in operating liabilities:				
Trade and other accounts payable - unrelated parties	2,956,578	(1,746,336)	1,517,838	(1,585,039)
Trade and other accounts payable - related parties	764,900	(92,232)	761,359	(552,116)
Contract liabilities	1,136,165	2,210,717	116,260	1,110,717
Value added tax payable	(81,251)	(155,172)	(119,124)	(157,336)
Accrued expenses	(61,228)	(155,105)	(11,106)	(100,918)
Retentions payable	68,267	(47,762)	95,080	(42,941)
Other current liabilities	94,605	(131,189)	104,695	(111,229)
Employee benefits obligations	(133,956)	(161,327)	(119,218)	(153,313)
Provision for projects expenses	(4,427)	(17,600)	-	(17,600)
Other non-current liabilities	(82,362)	(35,958)	-	-
Cash received from operations	6,160,315	9,286,365	3,050,366	5,389,014
Income tax refund	664,966	687,598	611,381	614,887
Income tax payment	(1,123,254)	(1,181,008)	(792,269)	(773,637)
Net cash provided from operating activities	5,702,027	8,792,955	2,869,478	5,230,264

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

STATEMENTS OF CASH FLOWS (CONTINUED)

ITALIAN - THAI DEVELOPMENT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
FOR THE YEARS ENDED 31 DECEMBER

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Cash flows from investing activities				
Decrease (increase) in fixed deposits and restricted deposits with banks	(146,147)	(214,541)	(316,253)	11,265
Increase in investments in subsidiaries, associated and joint control companies and joint ventures	(280,271)	(450,344)	(554,579)	(633,765)
Disposal of other long-term investments	7,500	-	7,500	-
Purchases of investment property	(107,896)	-	(107,896)	-
Disposal of investments properties	5,000	5,000	5,000	5,000
Disposal of fixed assets	427,298	709,191	93,114	576,486
Purchases of fixed assets	(3,574,832)	(2,714,469)	(2,011,277)	(1,775,592)
Disposal of land awaiting developments	5,000	-	-	-
Purchases of land awaiting development	-	(27,251)	-	-
Received from dividend and profit sharing	25,582	11,759	76,974	84,158
Payments for deferred concession costs	(87,560)	(106,537)	(81,668)	(72,045)
Payments for deferred mining exploration and development costs	(2,117)	(2,111)	-	-
Net cash used in investing activities	(3,728,443)	(2,789,303)	(2,889,085)	(1,804,493)
Cash flows from financing activities				
Interest payment	(2,480,634)	(2,481,178)	(1,834,533)	(1,767,492)
Increase (decrease) in bank overdrafts and short-term loans from financial institutions	112,201	(217,117)	(140,454)	574,496
Increase (decrease) in short-term loans and advance from related parties	(48,787)	76,826	406,921	499,264
Increase (decrease) in liabilities under trust receipts	930,396	(335,049)	930,396	(321,967)
Decrease in lease liabilities	(846,529)	(725,436)	(698,744)	(690,403)
Increase in other financial liabilities	338,446	1,466,870	221,920	1,340,306
Received from long-term loans	5,613,982	7,083,769	5,063,915	6,369,712
Repayment of long-term loans	(5,988,236)	(7,972,292)	(5,076,556)	(6,805,755)
Received from issued of debentures	3,956,806	2,989,999	3,956,806	2,989,999
Payment for debentures redemption	(4,050,000)	(3,800,000)	(4,050,000)	(3,800,000)
Dividend paid from subsidiary companies	(39,897)	(38,356)	-	-
Net cash used in financing activities	(2,502,252)	(3,951,964)	(1,220,329)	(1,611,840)
Translation adjustment on foreign currency financial statements	26,661	13,227	(39,347)	30,580
Net increase (decrease) in cash and cash equivalents	(502,007)	2,064,915	(1,279,283)	1,844,511
Cash and cash equivalents at beginning of the year	4,055,622	1,990,707	2,981,349	1,136,838
Cash and cash equivalents at end of the year	3,553,615	4,055,622	1,702,066	2,981,349
Supplemental cash flows information				
Non-cash transactions:				
Gain on equity investments designated at fair value through other comprehensive income	98,000	73,392	92,261	69,087
Payable from purchases of assets	(839,239)	3,809,919	(542,651)	3,252,974
Swapping debt to equity of subsidiaries and joint control company	-	148,876	-	148,876
Recognition of right-of-use assets and lease liabilities	380,797	1,476,835	281,179	683,510
Classified assets under finance leases to right-of-use assets	-	2,093,345	-	2,045,730
Classified other non-current assets to right-of-use assets	-	119,721	-	119,721
Cancellation contract for right-of-use assets	35,322	31,233	5,864	31,233
Trasferred right-of-use to fixed assets	252,622	253,866	252,622	253,866
Asset and liability from acquired limestone concession	121,087	-	-	-

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

ITALIAN-THAI DEVELOPMENT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
FOR THE YEAR ENDED 31 DECEMBER 2021

1. GENERAL INFORMATION

Italian-Thai Development Public Company Limited (“the Company”) is incorporated and domiciled in Thailand and has 5 overseas branches and 3 overseas project offices. The Company and subsidiaries are principally engaged in the construction services and other services related to construction support, providing soil and coal extraction and removal services, real estate business, manufacturing and selling construction materials and products, including investments in other projects in Thailand and overseas.

The Company’s registered office address is 2034/132-161, New Petchburi Road, Kwaeng Bangkapi, Khet Huaykwang, Bangkok.

2. BASIS OF FINANCIAL STATEMENTS PREPARATION

2.1 Statement of compliance

The accompanying financial statements have been prepared in accordance with Thai Financial Reporting Standards (“TFRS”) issued under the Federation of Accounting Professions and the financial reporting requirements promulgated by the Securities and Exchange Commission under the Securities and Exchange Act. These financial statements are officially prepared in the Thai language. The translation of these financial statements to other languages must be in compliance with the official report in Thai.

The consolidated and separate financial statements have been prepared on a historical cost basis, except as otherwise disclosed specifically.

The preparation of financial statements in conformity with Thai Financial Reporting Standards requires management to use of certain critical accounting estimates and to exercise judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 6.

2.2 Principles of consolidation

The consolidated financial statements include the financial statements of Italian-Thai Development Public Company Limited and subsidiaries in which the Company can exercise control are as follows:

Name of Entity	Country of incorporation	Percentage of share held by the Company	
		2021	2020
<u>Overseas subsidiaries</u>			
PT.Thailindo Bara Pratama	Indonesia	99.99	99.99
ITD Cementation India Limited	India	46.64	46.64
ITD-Madagascar S.A.	Madagascar	99.98	99.98
ITD Construction SDN. BHD.	Malaysia	99.99	99.99
ITD Bangladesh Company Limited	Bangladesh	99.99	99.99
Italian-Thai Development Vietnam Co., Ltd.	Vietnam	80.00	80.00
ITD Mozambique Limitada	Mozambique	99.00	99.00
Thai Mozambique Logistica SA	Mozambique	60.00	60.00
<u>Local subsidiaries</u>			
Italian-Thai International Co., Ltd.	Thailand	99.99	99.99
Bhaka Bhumi Development Co., Ltd.	Thailand	99.99	99.99
Thai Pride Cement Co., Ltd.	Thailand	99.99	99.99
Nha Pralan Crushing Plant Co., Ltd.	Thailand	99.99	99.99
Siam Concrete and Brick Products Co., Ltd.	Thailand	99.80	99.80
Italthai Marine Co., Ltd.	Thailand	92.59	92.59
Italthai Trevi Co., Ltd.	Thailand	90.94	90.94
Asian Steel Product Co., Ltd.	Thailand	69.90	69.90
Thai Maruken Co., Ltd.	Thailand	50.96	50.96
Italian Thai Land Co., Ltd.	Thailand	99.99	99.99
Palit Palangnan Co., Ltd.	Thailand	78.16	78.16
Palang Thai Kaowna Co., Ltd.	Thailand	99.99	99.99
Italian Thai Power Co., Ltd.	Thailand	99.99	99.99
Saraburi Construction Technology Co., Ltd.	Thailand	99.93	99.93
Asia Logistics Development Co., Ltd.	Thailand	99.93	99.93
Asia Industrial and Port Corporation Co., Ltd.	Thailand	99.93	99.93
Myanmar Italian-Thai Power 1 Co., Ltd.	Thailand	99.95	99.95
Italian-Thai Hongsa Co., Ltd.	Thailand	99.97	99.97
APPC Holding Co., Ltd.	Thailand	64.52	64.52
Asian Rail Co., Ltd.	Thailand	99.99	99.99
ITD – ARC Joint Venture	Thailand	10.00	10.00
ITD – VCB Joint Venture	Thailand	70.00	-

Name of Entity	Country of incorporation	Percentage of share held by the Company	
		2021	2020
<u>Indirect overseas subsidiaries</u>			
Ayeyarwady Multitrade Co., Ltd.	Myanmar	99.99	99.99
ITD Cementation Projects India Limited	India	99.99	99.99
ITD – Cemindia JV	India	20.00	20.00
ITD – ITD CEM JV	India	51.00	51.00
ITD – ITD CEM JV (Consortium)	India	60.00	60.00
ITD Vertex Consortium SDN. BHD	Malaysia	70.00	70.00
Dawei Development Company Limited (Myanmar)	Myanmar	75.00	75.00
Future Prosperity Investment Company Limited	Republic of Mauritius	99.99	99.99
APPC Hong Kong Company Limited	Hong Kong	100.00	100.00
THAI INTERNATIONAL INDUSTRIAL ESTATE DEVELOPMENT PRIVATE COMPANY LIMITED	Singapore	100.00	100.00
THAI POWER DEVELOPMENT PRIVATE COMPANY LIMITED	Singapore	100.00	100.00
THAI TELECOM DEVELOPMENT PRIVATE COMPANY LIMITED	Singapore	100.00	100.00
DAWEI TELECOM HOLDING PRIVATE COMPANY LIMITED	Singapore	100.00	100.00
DAWEI RESIDENCE HOLDING PTE LTD.	Singapore	50.00	50.00
DAWEI POWER HOLDING PTE LTD.	Singapore	100.00	100.00
DAWEI LNG TERMINAL HOLDING PTE LTD.	Singapore	50.00	50.00
MYANDAWEI INDUSTRIAL ESTATE HOLDING PTE LTD.	Singapore	50.00	50.00
DAWEI TELECOM COMPANY LIMITED	Myanmar	100.00	100.00
DAWEI RESIDENCE COMPANY LIMITED	Myanmar	50.00	50.00
DAWEI POWER COMPANY LIMITED	Myanmar	100.00	100.00
DAWEI LNG TERMINAL COMPANY LIMITED	Myanmar	50.00	50.00
MYANDAWEI INDUSTRIAL ESTATE COMPANY LIMITED	Myanmar	50.00	50.00
<u>Indirect local subsidiaries</u>			
Aquathai Co., Ltd.	Thailand	99.99	99.99
Sarithorn Co., Ltd.	Thailand	99.99	99.99
Southern Industries (1996) Co., Ltd.	Thailand	99.99	99.99
Asia Pacific Potash Corporation Limited	Thailand	90.00	90.00
Lasalle Company Limited	Thailand	99.30	99.30
Tongkrai Company Limited	Thailand	99.40	99.40
Tayakhee Company Limited	Thailand	99.40	99.40
Dithee Company Limited	Thailand	99.40	99.40
Panoot Company Limited	Thailand	99.40	99.40
Phannin Company Limited	Thailand	99.40	99.40
Takolkiat Company Limited	Thailand	99.40	99.40
Tridayuk Company Limited	Thailand	99.40	99.40
Bhantu Wong Company Limited	Thailand	99.40	99.40
Nahathai Company Limited	Thailand	99.40	99.40
Kanika Company Limited	Thailand	99.40	99.40
Sin Rae Muang Thai Co., Ltd.	Thailand	99.99	99.99
Wildemere Co., Ltd.	Thailand	99.99	99.99
APPC Holding Co., Ltd.	Thailand	35.48	35.48
ITD – ARC Joint venture	Thailand	90.00	90.00

2.3 Significant changes during the year 2021 are as follows:

- The Company and China Railway Number 10 (Thailand) Company Limited jointly invested in ITD-CREC Joint Venture which is principally engaged in the construction for New State Audit Office of the Kingdom of Thailand. The Company has investment of 51% of the joint venture.
- The Company and Thai Takenaka International Limited jointly invested in ITALIAN-THAI-TAKENAKA Joint Venture which is principally engaged in the construction of Retail 1 (“R1”) and Office 1B (“O1B”) for One Bangkok Mixed-Use development project. The Company has investment of 70% of the joint venture.
- The Company and Nawarat Patanakarn Public Company Limited jointly invested in ITALIAN-THAI-NAWARAT Joint Venture which is principally engaged in the construction of water tunnel by Ratchaphruek Road from Khlong Maha Sawat to Petchkasem Road. The Company has investment of 51% of the joint venture.

- The Company and Nawarat Patanakarn Public Company Limited jointly invested in ITD-NAWARAT Joint venture which is principally engaged in the construction of railway Denchai-Chiang Rai-Chiang Khong Contract 1 from Denchai to Ngaw. The Company has investment of 89.55% of the joint venture.
 - The Company and Nawarat Patanakarn Public Company Limited jointly invested in ITD-NWR Joint venture which is principally engaged in the construction of Khlong Prem Prachakorn drainage tunnel from Khlong Bang Bua to Chao Phraya River. The Company has investment of 70% of the joint venture.
 - The Company and Vichitbhan Construction Company Limited jointly invested in ITD-VCB Joint venture which is principally engaged in the construction of Expressway project Rama 3-Dao Khanong-Ropnokrungthep ring Metropolitan West Side Contract 3 section Dao Khanong-Suk sawat-Ratchaburana. The Company has 70% investment in the joint venture.
 - The Company's branch in Taiwan, ITD-EGC Joint Venture and SQ-ITD Joint Venture were registered for liquidation.
- 2.4 Significant changes during the year 2020 are as follows:
- The Company made additional payment for share capital of Asian Rail Co., Ltd. and Bhaka Bhumi Development Co., Ltd. totalling Baht 114.68 million. There is no change in investment proportion.
 - The Company made additional payment for share capital of First Dhaka Elevated Expressway Co., Ltd., an overseas joint control company of BDT 1,395.33 million (equivalent to Baht 519.09 million) and by converting debt to equity of BDT 417.50 million (equivalent to Baht 148.88 million) under the shareholder agreement made in the third quarter of 2019. There is no change in investment proportion for this additional payment of investment.
 - The Company registered to liquidate a Company's branch in Cambodia, Samsung-ITD Joint Venture and ITD-Unique Joint Venture.
 - Oriental Residence Bangkok Co., Ltd. increased its shares capital by offering to the existing shareholders. The Company did not participate in additional investment therefore the Company's proportion in such associated company is diluted from 15.00% to 8.52%. However, the Company continues classified such investment as associated company since the Company still has significant influence by the power to participate over the financial and operating policy decisions of such company but can not control those policies.
- 2.5 The financial statements of the overseas project offices, branches and subsidiaries are translated into Baht using exchange rates at the date of the statement of financial position for assets and liabilities, and the monthly average exchange rates for revenues and expenses. The resultant differences are presented under the caption "Translation adjustments for foreign currency financial statements" as other comprehensive income under other components of shareholders' equity.
- Goodwill arising from the acquisition of the businesses in overseas is treated as assets of the overseas entity, and they are translated at the closing rate.
- 2.6 Significant transactions and account balances with subsidiaries have been eliminated from the consolidated financial statements, except for intercompany profit in inventories at the end of the year, which has insignificant effect on the consolidated financial statements.
- 2.7 Non-controlling interests represent the portion of subsidiary companies' profit or loss and net assets that are not held by the Group and are presented separately in the consolidated statement of profit or loss and the statement of changes in shareholders' equity.
- 2.8 All subsidiaries have the same reporting date of 31 December, except the group companies in India Bangladesh and Myanmar which have a statutory reporting date of 31 March 30 June and 30 September, respectively. However, such companies have prepared the financial information for the consolidation purpose for the year ended 31 December. The financial statements of subsidiaries have been prepare using the same accounting policies of the Group and for the same accounting transactions or accounting events.
- 2.9 Dilution gains (loss) arises on shares issued by subsidiaries and sold to third parties are recognized as surplus (discount) on dilution of investment in subsidiary companies, which is presented under shareholders' equity in the consolidated financial statements.
- 2.10 The separate financial statements for the years ended 31 December 2021 and 2020 include the financial information (after intercompany eliminations) of overseas project offices and overseas branches for significant entities as follows:

	2021				2020			
	Current assets	Non-current assets	Current liabilities	Non-current liabilities	Current assets	Non-current assets	Current liabilities	Non-current Liabilities
(Unit : Million Baht)								
Cong TY Italian-Thai Development Public Co., Ltd. – Vietnam Project	333	210	376	-	372	258	489	-
KOLDAM Project Office	1,204	35	1,744	1,892	1,102	32	1,602	1,882
West Bengal Project Office	6	-	126	773	5	-	127	764
Italian-Thai Development Public Co., Ltd. – Philippines Branch	2,133	685	1,333	1,432	1,908	11	473	1,402
Italian-Thai Development Public Co., Ltd. – Bangladesh Branch	5,987	524	8,713	-	5,342	658	7,130	86
Italian-Thai Development Public Co., Ltd. – Taiwan Branch	-	-	-	-	15	-	147	-
Italian-Thai Development Public Co., Ltd. – India Branch	534	74	42	624	547	68	45	632
Italian-Thai Development Public Co., Ltd. – Cambodia Branch	-	-	-	-	1	-	4	-

(Unit : Million Baht)	2021		2020	
	Revenues	Expenses	Revenues	Expenses
Cong TY Italian-Thai Development Public Co., Ltd. – Vietnam Project	368	338	607	542
KOLDAM Project Office	-	12	-	16
West Bengal Project Office	-	1	-	3
Italian-Thai Development Public Co., Ltd. – Philippines Branch	388	367	-	2
Italian-Thai Development Public Co., Ltd. – Bangladesh Branch	2,290	3,089	1,223	2,380
Italian-Thai Development Public Co., Ltd. – Taiwan Branch	277	9	13	9
Italian-Thai Development Public Co., Ltd. – India Branch	-	3	30	7
Italian-Thai Development Public Co., Ltd. – Cambodia Branch	-	1	-	1

- 2.11 In addition, the separate financial statements for the years 2021 and 2020, recognizes assets, liabilities, revenues and expenses of the joint operations which are classified as joint operations based on the Company's management consideration about the economic contents of the joint venture agreements and concluded that the Company has rights to the assets, and obligations for the liabilities relating to the arrangements including revenues and expenses sharing relevant to such joint operation, The Company therefore, prepared and presented the financial statements of such joint operations proportionately based on the Company's interests. Joint operations are as follows:

Name of Entity	Portion of joint operations (percent)		Type of businesses
	2021	2020	
ITD – SQ Joint Venture	50.00	50.00	Soil and coal extraction and removal services for the Electricity Generating Authority of Thailand
ITD – RT Joint Venture	70.00	70.00	Construction the double track train from Map Kabao – Thanon Chira junction, Contract No.3 tunnel works under the state railway of Thailand
SMCC – ITD Joint Venture	49.00	49.00	Construction of Dhaka Mass Transit Development project line 6 (CP-06) at Dhaka, Bangladesh with Dhaka Mass Transit Company Limited.
ItalianThai – Takenaka Joint Venture	70.00	-	Construction of Retail 1 (“R1”) and Office 1B (“O1B”) for One Bangkok Mixed-Use development project.
ItalianThai – Nawarat Joint Venture	51.00	-	Construction of water tunnel by Ratchaphruek Road from Klong Maha Sawat to Petchkasem Road.
ITD-NWR Joint Venture	70.00	-	Construction of Khlong Prem Prachakorn drainage tunnel from Khlong Bang Bua to Chao Phraya River.
ITD-Nawarat Joint Venture	80.00	-	Construction of railway Denchai-Chiang Rai-Chiang Khong Contract 1 from Denchai to Ngaw.

The separate financial statements as at 31 December 2021 and 2020 and for the years then ended included assets, liabilities, revenues and expenses of such joint operations (after intercompany eliminations) as follows:

(Unit : Million Baht)	2021				2020			
	Current assets	Non-current assets	Current liabilities	Non-current liabilities	Current assets	Non-current assets	Current liabilities	Non-current Liabilities
ITD – SQ Joint Venture	10	-	-	-	72	5	2	-
ITD – RT Joint Venture	938	16	509	-	1,043	23	780	-
SMCC – ITD Joint Venture	1,675	159	1,037	392	1,388	202	535	910
ItalianThai – Takenaka Joint Venture	176	-	33	293	-	-	-	-
ItalianThai – Nawarat Joint Venture	128	12	104	189	-	-	-	-
ITD-NWR Joint Venture	212	36	126	395	-	-	-	-
ITD-Nawarat Joint Venture	4	-	-	-	-	-	-	-

(Unit : Million Baht)	2021		2020	
	Revenues	Expenses	Revenues	Expenses
ITD – SQ Joint Venture	1	38	-	171
ITD – RT Joint Venture	2,212	944	1,116	408
SMCC – ITD Joint Venture	1,728	1,508	701	613
ItalianThai – Takenaka Joint Venture	44	28	-	-
ItalianThai – Nawarat Joint Venture	47	3	-	-
ITD-NWR Joint Venture	77	27	-	-
ITD-Nawarat Joint Venture	1	1	-	-

3. CHANGES IN THE FINANCIAL REPORTING STANDARDS

3.1 Financial Reporting Standards, Interpretations and guidance which effective for the accounting period beginning on or after 1 January 2021 are as follows:

3.1.1 Thai Accounting Standard 1, “Presentation of financial statements” and Thai Accounting Standard 8, “Accounting policies, Changes in Accounting Estimates and Errors”

There is an amendment to the definition of the term “Materiality” to comply with Thai Financial Reporting Standards (“TFRS”) and frameworks, including the explanation that clarifies the materiality application to Thai Financial Reporting Standard 1. The amendment also makes consequential amendments to other TFRS including TAS 8, TAS 10, TAS 34 and TAS 37.

3.1.2 Thai Financial Reporting Standard 3, “Business combinations”

This standard was amended to provide more consideration as follow;

- Provide an option for the entity to use “Concentration Test” that allows a simplified assessment of purchase whether it is considered as purchase of an asset or business combination.
- Amendment to the definition of the term “Business” to define the business combination to include, at a minimum, an input and a substantive process that together significantly contributes to the ability to create outputs. Furthermore, amendment to the definition of “Outputs” which focus on goods and services provided to the customers and removing reference to an ability to lower the costs.

3.1.3 Thai Financial Reporting Standard 9, “Financial instruments” and Thai Financial Reporting Standard 7, “Disclosure of Financial instruments”

These standards change specific hedge accounting requirements to the uncertainties arising from the impact of interest rate benchmark reform including the effects of changes to contractual cash flows or hedging relationships arising from the replacement of an interest rate benchmark with an alternative benchmark rate such as Interbank offer rates – IBORs. In addition, the amendment requires the entity to disclose all hedging relationships directly affected by such uncertainty.

3.1.4 Conceptual Framework for Financial Reporting

The definition in the conceptual framework definition was amended to define assets and liabilities and criteria for recognizing assets and liabilities in financial statements by adding the conceptual and application consideration as follow:

- Measurement including factors to be considered when selecting a benchmark basis
- Presentation and disclosure including classification of revenue and expenses in other comprehensive income.
- Derecognition assets and liabilities from financial statements.

In addition, this framework describes about responsibilities by function, conservative consideration concept, and uncertainty in the measurement of values in the preparation of financial information. The revision in conceptual framework also affects the revision in others framework including TAS 1, TAS 8, TAS 34, TAS 37, TAS 38, TFRS 2, TFRS 3, TFRS 6, TFRIC 12, TFRIC 19, TFRIC 20, TFRIC 22 and TSIC 32.

3.1.5 Thai Financial Reporting Standard 16, “Leases”

TFRS 16 amended to provide a practical expedient where lessees are exempted from having to consider individual lease contracts to determine whether rent concessions occurring as a direct consequence of the Covid-19 pandemic as lease modifications.

However, the Group has initially adopted this amended TFRS that is effective for annual accounting periods beginning on or after 1 January 2021 and has not early adopted this TFRS before the effective date. The application has no material impact on the financial statements.

3.2 Financial Reporting Standards and guidance which effective for the accounting period beginning on or after 1 January 2022.

The Federation of Accounting Professions has issued the Notification regarding Thai Financial Reporting Standards that are relevance to the interest rate benchmark (IBOR) reform Phase 2 amendments (Phase 2 amendments). The Phase 2 amendments address issues that might affect financial reporting during the reform of an interest rate benchmark, including the effects of changes to contractual cash flow or hedging relationship arising from the change of interest rate benchmark to alternative benchmark rates. The impact financial reporting standards are as follows:

Financial reporting standard	Name of standard
Thai Financial Reporting Standard 4	Insurance contracts
Thai Financial Reporting Standard 7	Disclosure of financial instruments
Thai Financial Reporting Standard 9	Financial instruments
Thai Financial Reporting Standard 16	Lease
Accounting guidance	Financial instruments and disclosures for insurance business

The significant information are as follows:

- Applying a practical expedient on relief measurement when changing the basis for determining contractual cash flows for financial assets and financial liabilities (including lease liabilities), have to comply with 2 conditions are 1) the changes that are necessary as a direct result of the IBOR reform and 2) the new basis for determining contractual cash flows are considered economically equivalent, will not result in an immediate gain or loss in the statement of profit or loss. TFRS 16 has also been amended to require lessees to use a similar practical expedient when accounting for lease modifications that change the basis for determining future lease payments as a result of the IBOR reform.
- Hedge accounting relief measures will allow most TFRS 9 hedge relationships that are directly affected by the IBOR reform to continue. However, additional ineffectiveness might need to be recorded.

TFRS7 requires addition disclosures as follows:

- The nature and extent of risks arising from the IBOR reform including methods that the entity uses in managing for the transition to alternative benchmark rates.
- The quantitative information related to the financial instruments that have yet transitioning to an alternative benchmark rate as at the end of the reporting period, by separate significant benchmark rates under the IBOR reform.

- The changing to an entity's risk management strategies that the risk arising from financial instruments and transition to alternative benchmark rates.

In addition, the Federation of Accounting Professions has issued the Notification regarding the amendments to Thai Financial Reporting Standards and guidelines on accounting which have been announced in the Royal Gazette on 22 December 2021. Such Thai Financial Reporting Standards and guidelines on accounting are not applicable to the Group.

The Group's management will adopt such TFRSs in the preparation of the Group's financial statements when it becomes effective. The Group's management is in the process to assess the impact of these TFRSs on the financial statements of the Group in the period of initial application.

4. EFFECT FROM THE PANDEMIC OF CORONAVIRUS DISEASE 2019 (COVID-19)

The COVID-19 pandemic has caused economic slowdown and adversely impacted most businesses and industries in many countries around the world. This situation has brought about uncertainties and has impacted on the environment in which the group operates. The Group's management has continuously monitored ongoing development and assessed the impact in respect of the domestic and overseas construction projects, including the financial impact in respect of the revenues and expenses, valuation of assets, provisions and contingent liabilities. The management has monitored the impact from such matter on the group's financial statements which using estimate and judgement in respect of various issues as the situation has evolved. From the uncertainty situation in 2020. The Group applied accounting guidance on temporary accounting relief measures for additional accounting options in response to impact from the situation of COVID-19 pandemic in preparing the financial statements for the year ended 31 December 2020. However, the accounting guidance already expired on 31 December 2020, therefore the discontinuation of application of the accounting relief relevance to the matter as follows:

4.1 Impairment of assets

The Group uses the forward-looking information into account when determining expected credit losses in cases where the Group uses a simplified approach to determine expected credit losses. There is no material impact on the financial statements.

4.2 Fair value measurement

The Group measures the value of investments in non-marketable equity securities at fair value by considers to measures every year. The impact from the discontinuation of such accounting relief is disclosed in note 18 to the financial statements. However, if there are factors which may cause significant changes in the fair value of such investments, the Group will consider to measure the value within such period.

4.3 Deferred tax

The Group considers to use information relating to the COVID-19 pandemic situation in determining whether sufficient taxable profits will be available in future periods against which deferred tax assets can be utilized. There is no material impact on the financial statements.

5. SIGNIFICANT ACCOUNTING POLICIES

5.1 Revenues recognition

Revenue is recognized when a customer obtains control of the goods or services in an amount that reflects the consideration to which the Group expect to be entitled, excluding those amounts collected on behalf of third parties, value added tax and is after deduction of any trade discounts and volume rebates. Judgment is required in determining the timing of the transfer of control for revenue recognition - at a point in time or over time as the nature of revenues as follow:

Revenues from construction work

Revenue from construction work is recognized over time based on stage of completion for the cumulative costs incurred with total costs budget estimation until the completion of the project. The related costs are recognized in profit or loss when they are incurred.

The Group will set the provision for the total anticipated loss on construction projects in the accounts as soon as the possibility of loss is ascertained.

Revenues from other service related to construction work

Revenue from other service related to construction work is recognized overtime when the services are provided to customer and inspected by the project consultant of customer. The related costs are recognized in profit or loss when they incur.

Revenues from excavating service - soil and coal extraction and removal services

Revenues from excavating service - soil and coal extraction and removal services are recognized over time when the services are provided. The stage of completion is assessed based on surveys of work performed. The related costs are recognized in profit or loss when they are incurred.

Revenue from sales of construction materials and products

Revenue from sales of construction materials and products is recognized when a customer obtains control of the goods, generally on delivery of the goods to the customers. For contracts that permit the customers to return the goods. The Group is recognized to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognition will not occur. Therefore, the Group will adjust recognized revenue for the estimated returns, which are estimated based on the historical data.

Revenue from sales of property development

Revenue from sales of property development is recognized when a customer obtains control of the property development, generally on delivery and transfer of ownership to the customers.

Interest income

Interest income is recognized over time - period on an accrued basis.

Other Revenue

Other revenue is recognized based on an accrual basis.

Dividend income

Dividend income is recognized when the right to receive the dividends is established.

5.2 Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, cash at banks, and all highly liquid investments with an original maturity of 3 months or less and not subject to withdrawal restrictions.

5.3 Trade accounts receivable and contract assets

A receivable is recognized when the Group has an unconditional right to receive consideration. If revenue has been recognized before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

The Group recognizes contract assets if it had fulfilled their performance obligation before it receive the consideration from customers, by presenting them as “Earned revenues not yet billed” in the statement of financial position, the Group recognize contract liabilities for consideration received in respect of performance obligations that have not been fulfilled, by presenting them as “Receipts in excess of contract work in progress” in the statement of financial position.

Trade accounts receivable are measured at the transaction value less allowances for doubtful accounts for the estimated losses.

The contract assets are measured at the consideration value that the Group expects to receive less allowances for doubtful account.

The Group applies simplified approach to measuring expected credit losses, which requires expected lifetime losses to be recognized from initial recognition of the receivables. To measure the expected credit losses, receivables have been grouped based on similar types of credit risk. The expected credit loss rates are calculated based on payment profiles of each group, adjusted for factors that are specific to the debtors, and payment ability of the debtors at the end of year. The impairment losses are recognized in profit or loss.

5.4 Inventories and work in process

Construction materials, inventories and work in process are valued at the lower of weighted average cost and net realizable value and are charged to production costs whenever consumed. Management periodically review and provide allowance for obsolete inventories.

Factory and office supplies are valued at the lower of first-in, first-out cost or net realizable value.

5.5 Financial instrument

Recognition and derecognition

Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the financial instrument. Financial instrument is derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

Classification and initial measurement of financial assets

The Group classified financial assets into the categorized (1) amortized cost (2) fair value through other comprehensive income (FVOCI) or (3) fair value through profit or loss (FVTPL) based on 2 criteria as follow:

- a. The entity’s business model for managing the financial asset, and
- b. The contractual cash flow characteristics of the financial asset

At initial recognition, the financial assets (in the case of a financial asset not at FVTPL) are initial recognized at its fair value plus or minus transaction costs that are directly attributable to the acquisition of the financial assets. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

All revenue and expenses relating to financial assets that are recognized in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within separately.

Subsequent measurement of financial assets

Financial assets at amortized cost

Financial assets are measured at amortized cost if the assets meet the following conditions:

- a. The Company held such financial assets within a business model whose objective is to hold the financial assets and collect its contractual cash flows, and
- b. The contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding (SPPI).

Financial assets are subsequently measured at amortized cost using the effective interest method and are subjected to impairment which recognized in the profit or loss as separate item.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets that are held within a different business model other than ‘hold to collect’ or ‘hold to collect and sell’ are categorized at FVTPL.

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.

Financial assets at fair value through other comprehensive income (FVOCI)

The Group accounts for financial assets at FVOCI if the assets meet the following conditions:

- a. they are held under a business model whose objective it is “hold to collect” the associated cash flows and sell and
- b. the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding. (SPPI)

Any gains or losses recognized in other comprehensive income (OCI) will be recycled upon derecognition of the financial assets.

Impairment of financial assets

The Group assesses on a forward-looking basis the expected credit loss associated with its debt instruments carried at amortized cost and FVOCI (if any). The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Classification and initial measurement of financial liabilities

The Group classifies the financial instruments issued by the Company as financial liabilities or equity securities by considering contractual obligations to deliver financial assets to third parties.

The Group's financial liabilities include borrowings, trade and other accounts payables and derivative financial instruments.

The Group initially recognized the financial liabilities at fair value and adjusted with transaction costs that are directly attributable to the acquisition of the financial liabilities.

Subsequent measurement of financial liabilities

Financial liabilities are subsequently measured at amortized cost using the effective interest method and are expensed in the profit or loss except derivative liabilities are measured at fair value through profit or loss.

Derivative financial instruments and hedge accounting

The Group entered the derivative contract that is hedging instruments of a particular risk associated with the cash flows of recognized assets and liabilities (cash flow hedges).

The Group documents the economic relationship between hedging instrument and the hedged items, Nature of risk being hedged, risk management objective, risk management strategy for assessment the hedge effectiveness and measure the hedge ineffectiveness.

The Group initially recognized the derivatives at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The Group recognized the effective portion of changes in the fair value of derivatives that are designated and qualified as cash flow hedges in the cash flow hedge reserve under equity. The gain or loss relating to the ineffective portion is recognized immediately in profit or loss as other gains or losses.

The full fair value of a hedging derivative and derivatives that is not applied hedge accounting is classified as an asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. When a hedging instrument expires or is sold or terminated, or when a hedge no longer meets hedge accounting criteria. The Group will classify the cumulative gain or loss, and deferred costs of hedging reported inequity are immediate to profit or loss.

5.6 Contract cost assets

Contract cost assets are the costs to fulfil a contract to satisfy performance obligations in future that relate directly to a contract and the Group expects to recover these costs. However, the fulfilment costs are expended when incurred, if the expected amortization period is one year or less.

Contract cost assets are measured at cost less accumulated amortization and impairment losses. Amortization is charged to profit or loss base on systematic basis over the term of the contract it relates to consistent with the related revenue recognition.

5.7 Costs of property development projects

Costs of property development projects are presented at costs or net realizable value whichever is lower. Project development costs include land cost, construction costs and expenses directly related to the development projects, including interest expense incurred from related loan interest. These will be amortized to cost of sales based on the percentage of sold area of each project.

5.8 Borrowing costs

Interest expense incurred on loans to finance the acquisition and development of the project is capitalized as a cost of each project. The Group will cease the capitalization of interest when the project is completed, or if suspended, until development is resumed.

5.9 Investments

a) Investments in available for sale securities are presented at fair value. Gains (losses) arising from changes in the value of such investments are separately presented as part of shareholders' equity under the caption "Unrealized gain (loss) on changes in value of investments". When the securities are sold, the change is included in the statement of profit or loss.

b) Investments in non-marketable equity securities, which the Company classifies as other investments, are presented at fair value. Gain (losses) arising from changes in the value of such investments are presented in profit or loss.

c) Investments in subsidiaries, associated and joint control companies, and joint ventures are accounted for by the cost method in the separate financial statements. Investments in associated and joint control companies and joint ventures are accounted for by the equity method in the consolidated financial statements.

The fair value of available-for-sale securities is based on the latest bid price of the last working day of the year as quoted on the Stock Exchange of Thailand.

The weighted average method is used for computation of the cost of investments.

The Group will record impairment losses (if any) for the investments in subsidiaries, associated and joint control companies, joint ventures and other investments in the statement of profit or loss when the carrying amount exceeds the recoverable amount.

5.10 Related party transactions

Related parties comprise enterprises and individuals that control, or are controlled by the Company, whether directly or indirectly, or which are under common control with the Company. They also include associated and joint control companies and individuals which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors and officers with authority in the planning and directing the Company's operations.

Subsidiaries

Subsidiaries are those companies controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of a company so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

When the Company ceases to has control, it shall cease to consolidate its subsidiaries. Any retained interest in the entity is re-measured to its fair value, with the change in carrying amount recognized in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associated company, joint control company, joint venture. In addition, any amounts previously recognized in other comprehensive income in respect of the Company are accounted for as if the Company had directly disposed of the related assets or liabilities.

Associated companies

Associated companies are those companies in which the Company has significant influence, but not control, over the financial and operating

policies. The consolidated financial statements include the Company's share of the total recognized gains or losses of associated companies by the equity accounting method, from the date that significant influence commences until the date that significant influence ceases. When the Company's share of losses exceeds its interest in an associate company, the Company will account for the share of losses not exceeding its investments and further losses are no longer accounted for, except to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the associated company.

Joint control company

Joint control company is these company in which the Company has contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

Joint arrangement

A joint arrangement is an arrangement of which two or more parties have joint control in an entity. A joint control as the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement.

- *Joint ventures*

Joint ventures accounted for under the equity method of accounting, interests in joint ventures are initially recorded at cost and adjusted thereafter to recognize the Company's share of the post-acquisition profits or losses and movements in other comprehensive income. When the Company's share of losses in a joint venture equal or exceeds its interests in the joint ventures, the Company will recognize such losses as obligation of the Company's interest in the joint ventures.

- *Joint operations*

The Company recognizes its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the financial statements under the appropriate headings.

5.11 Land awaiting developments

Land awaiting developments are valued at cost or net realizable value whichever is lower.

5.12 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, The Group state investment properties at fair value which value by the independent valuer. Any gains or losses arising from changes in the value of investment properties are recognized in the statement of profit or loss.

On disposal of investment properties, the Group recognized the difference between the net disposal proceeds and the carrying amount of the asset in the statement of profit or loss in the period when the asset is derecognized.

5.13 Property, plant and equipment, and depreciation

Property, plant and equipment are presented at cost less accumulated depreciation and allowance for impairment of assets (if any). Costs are measured by the cash or cash equivalent price including interest expense on incurred from related loan for the acquisition of asset that bring it to the location and condition necessary for its intended use.

The Group depreciates buildings and equipment by the straight-line method over their estimated useful lives based on the segregation of components of assets, if each part is significant with different useful lives. Estimated useful lives of the assets are as follows:

Buildings and factories	20 – 30	years
Machinery and equipment	3 – 25	years
Furniture, fixtures and office equipment	3 – 7	years
Vehicles	5 – 12	years
Site offices and temporary camps	5 – 12	years

Expenditures for expansion, renewal and betterment are capitalized. Repair and maintenance costs are recognized as expenses when incurred.

5.14 Right-of-use assets and lease liabilities

Leases - where the Group is the lessee

At inception of a contract, the Group assesses whether the 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 recognizes a right-of-use (ROU) asset and a lease liability at the lease commencement date. The ROU asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, initial direct costs and estimated costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any incentive received.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are as follows:

- fixed payments including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee;
- the exercise price, under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period; and
- payments of penalties for early termination of a lease if the Group is reasonably certain to terminate early.

The Group measures the ROU asset at cost less accumulated depreciation and impairment loss (if any) and adjusted for any remeasurement of the lease liability. The ROU asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful lives of the ROU asset or the end of the lease term. However, if the lease transfers ownership of the underlying asset to the Group by the end of the lease term or if the cost of the ROU asset reflects that the Group will exercise a purchase option, the Group will depreciate the ROU asset from the commencement date to the end of the useful lives of the underlying asset. The useful lives of the ROU asset is determined on the same basis as those of property, plant and equipment.

The lease liability is re-measured when there is a change in future lease payments arising from the following items:

- a change in an index or a rate used to determine those payments
- a change in the Group's estimate of the amount expected to be payable under a residual value guarantee
- the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is re-measured to reflect changes to the lease payments, the Group recognizes the amount of the remeasurement of the lease liability as an adjustment to the ROU asset. However, if the carrying amount of the ROU asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognizes any remaining amount of the remeasurement in profit or loss.

Short-term leases and leases of low-value assets

The Group has elected not to recognize ROU assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Leases - where the Group is the 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 recognized as a lease 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 recognized over the lease term to reflect a constant periodic rate of return on the net investment in the lease.

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee. Lease receivables from operating leases is recognized as income in profit or loss on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying assets and recognized as an expense over the lease term on the same basis as the lease income.

5.15 Goodwill

Goodwill in a business combination represents the excess of the cost of acquisition over the fair value of the share of the identifiable net assets which the Company acquired. Goodwill is measured at cost less allowance for impairment. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired. Impairment loss on goodwill is not reversed.

5.16 Costs of property development projects

Costs of property development projects are presented at costs or net realizable value whichever is lower. Project development costs include land cost, construction costs and expenses directly related to the development projects, including interest expense incurred from related loan interest. These will be amortized to cost of sales based on the percentage of sold area of each project.

5.17 Potash mining right

Potash mining right represents the excess of the cost of investment over the fair value of the subsidiary's net assets which, in management's view, represents future economic benefits attributable to the potash mining rights. Potash mining right will be amortized using the units of potash production over the estimated potash reserve from the start of production.

5.18 Deferred exploration and development expenses

All expenses incurred in relation to the exploration for mineral reserves and expenses for the application of the mining concession are recorded as deferred exploration and development expenses until the commencement of the commercial production or the abandonment of the project. These expenses will be amortized based on the proportion of the units of production and the total estimated proven and probable recoverable reserves, from the commencement of the commercial operations. When the project is proven not commercially feasible and the property is abandoned or becomes worthless, these expenses will be recorded as expenditure.

5.19 Advances from customers under construction contracts

Advances received from customers is payment for expenses to fulfil the performance obligation which is contract liabilities in respect of performance obligation that have not been fulfilled and presenting as "Advances from customers under construction contracts". Advances from customers under construction contracts will be deducted from the bill of work over the period as indicated in the construction agreement. Advances from customers under construction contracts spanning more than 1 year are classified as non-current liabilities.

5.20 Debentures

Debentures are recognized initially at fair value less attributable transaction charges. Subsequent to initial recognition, debentures are presented at amortized cost with any difference between cost and redemption value being recognized in the statement of profit or loss over the period of the borrowing on an effective interest basis. Gains or losses on early redemption are recognized in the statement of profit or loss upon redemption.

5.21 Impairment of asset

The Group assesses whether there is an indication that any assets may be impaired. If any such indication exists, the Group makes an estimate of the assets recoverable amount. Where the carrying amount of the asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses are recognized in the statement of profit or loss. An asset recoverable amount is the higher of fair value less cost to sell and value in use.

5.22 Income tax

Income tax expense for the year comprises current and deferred taxes. Current and deferred taxes are recognized in profit or loss, except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current income tax

Current income tax is the expected tax payable or income tax benefit on the taxable profit for the period, using income tax rate enacted at the end of the reporting period, and any adjustment to income tax payable in respect of previous years, which is different from profit or loss in the financial statements. The income tax in the consolidated and separate financial statements includes income tax of overseas entities which are calculated based on the cash collection, the revenues or the net profit based on tax rate, whichever is higher.

Deferred tax

Deferred taxes are calculated on temporary differences between the accounting amounts of assets and liabilities and the amounts used for tax computation purpose. Deferred taxes are calculated at the income tax rates that are expected to be applied to the temporary differences when they reverse, using income tax rates enacted or substantively enacted at the end of the reporting period.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and if they are intended to be settled on a net basis or when tax assets and liabilities will be realized simultaneously.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized. Deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that the related tax benefit will be realized.

5.23 Foreign currencies

Foreign currency transactions are translated into Baht at the exchange rates ruling on the transaction dates. Financial assets and liabilities, denominated in foreign currencies, which are outstanding at the reporting date, are translated into Baht at the exchange rates ruling on the reporting date. Gains and losses on exchange are included in the statement of profit or loss.

5.24 Employee benefits

Short-term employment benefits

Salaries, wages, bonuses and contribution to the social security are recognized as expenses when incurred on the accrual basis.

Post-employment benefits (Defined contribution plan)

The Group, and their employees have jointly established a provident fund plan whereby monthly contribution are made by employees and by the Group. The fund's assets are held in a separate trust fund from the Company's and subsidiaries' assets. The Company's and subsidiaries' contributions to the fund are recognized as expenses when incurred.

Post-employment benefits (Defined benefit plan)

The Company and its subsidiaries have obligations in respect of the severance payments they must make to employees upon retirement under the labour law.

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

Actuarial gains or losses for the computation of post-employee benefits are recognized in other comprehensive income.

The defined benefits liability comprises the present value of the defined benefit obligation, fair value of plan assets and actuarial gains (losses).

The expected rate of return of plan assets is the Group's expectation of the average long-term rate of return expected on investments of the fund during the estimated term of obligations. Plan assets are measured at fair value as at the reporting date.

5.25 Segment reporting

Segment results that are reported to the Group's executive committee (the chief operating decision makers) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

5.26 Dividend payment

Dividend payment is recorded in the financial statements in the year in which they are approved by the Shareholders or Board of Directors.

5.27 Basic earnings per share

Basic earnings per share are determined by dividing the profit for the year by the weighted average number of ordinary shares outstanding during the year.

5.28 Diluted earnings per share

For the purpose of calculating diluted earnings per share, the weighted average number of outstanding ordinary shares is assumed to be converted to common shares that dilute the total number of shares.

A calculation is done to determine the potential number of shares that could have been acquired at market price (determined as the average share price of the Company's shares during the year) based on the outstanding warrants to determine the number of potential ordinary shares to be additionally issued.

5.29 Provision for liabilities and expenses, and contingent assets

The Group recognized provision for liabilities and expenses in the financial statements when they have present legal or constructive obligations as a result of past events with probable future outflows of resources to settle the obligations, and where a reliable estimate of the amount can be made. The contingent asset will be recognized as a separate asset only when the realization is virtually certain.

5.30 Fair value measurement of financial instruments

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into 3 levels of a fair value hierarchy. The 3 levels are defined based on the observability of significant inputs to the measurement, as follows:

- Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 : inputs other than quoted prices included within Level 1 that are observable comparable for the asset or liability, either directly or indirectly
- Level 3 : no observable inputs for the asset or liability.

6. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTION AND JUDGMENT

The preparation of the financial statements requires management to undertake judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual results may differ from the judgments, estimates and assumptions made by management.

Critical accounting estimates, assumption and judgments are as follows:

6.1 Construction revenues

The consideration of performance obligation on the contracts with customers required management's judgment to identify the performance obligation on each contract. In addition, the revenues from contract modification which have not yet been determined for the corresponding change in price also requires the management's judgment to estimate the change to transaction prices and amount which the Group will be entitled to receive based on the reasonable consideration of all available information. In addition, the level of progress of performance under the obligation to complete the construction over time for each construction contract requires management assessment based on information available at the reporting date. In this process, management carries out significant judgments about milestones, actual work performed and the estimated costs to complete the work. Significant assumptions are required to estimate the total contract costs and the recoverable variation works that will affect the stage of completion. Actual outcomes in terms of actual costs or revenues may be higher or lower than estimates at reporting date, which would affect the revenue and profit recognized in future years as an adjustment to the amounts recorded to date.

6.2 Claims income

A claim is an amount that the Group seeks to collect from their customers or another party as reimbursement for costs not included in the contract price. A claim income may arise from, for example, customer who caused delays, errors in specifications or design, and disputed variations in contract work. The measurement of the amounts of revenue arising from claims is subject to a high level of uncertainty and often depends on the outcome of negotiations.

6.3 Allowance for loss on construction projects

The Group reviews their construction work-in-progress to determine whether there is any indication of foreseeable losses. Identified foreseeable losses are recognized immediately in the statement of profit or loss when it is probable that total contract costs will exceed total contract revenue as determined by the management.

6.4 Impairment of receivables and contract assets

The Group accounts for allowance for impairment loss equal to the estimated collection losses that may incur in the collection of receivables and contract asset. The estimated losses are based on historical collection experience coupled with a review of outstanding receivables at reporting date.

6.5 Allowance for obsolete, slow-moving and defective inventories

The Group provides allowances for obsolete, slow-moving and defective inventories to reflect impairment of inventories. The allowance is based on consideration of inventory turnover and deterioration of each category and such requires management judgment.

6.6 Allowance for diminution in value of cost of property development projects and land held for development

The Group treats cost of property development projects and land held for development, as diminution when the management judges that there have been significant or prolonged declines in the fair value below their cost. The management determines the devaluation of such cost of property development projects and land held for development based on net realizable value. The determination of what is "significant" or "prolonged" and such devaluation requires management judgment.

6.7 Allowance for impairment of investments

The Group treats investments as impaired when there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is "significant" or "prolonged" requires management judgment.

6.8 Impairment of goodwill

The Company annually reviews goodwill from investments in subsidiary companies to determine whether it is impaired or not. The recoverable amounts of cash-generating units are determined based on value in use calculations. These calculations require the use of management estimates.

6.9 Impairment of project under development

The Group treats cost of projects under development as diminution when the management judges that there have been significant or prolonged declines in the fair value below their cost. The management determines the devaluation of such cost of projects under development based on net realizable value. The determination of what is "significant" or "prolonged" and such devaluation requires management judgment.

6.10 Joint arrangements

Management applied judgment to determine the type of joint arrangement, based on consideration of the rights and obligations arising from the arrangement.

6.11 Property, plant and equipment and intangible assets

Management determines the estimated useful lives and residual values for plant and equipment and intangible assets and will revise the depreciation and amortization charge where useful lives and residual values previously estimated have changed or subject to be written off for their technical obsolescence or if they are no longer in use.

6.12 Investment property

The Group presents investment property at the fair value estimated by an independent appraiser, and recognize changes in the fair value in profit or loss. The fair values of investment properties are determined by the independent valuer using the market approach. The valuation involves certain assumptions and estimates.

6.13 Allowances for impairment of assets

The Group regularly considers allowances for impairment of assets when there is an indication that an asset may be impaired. If any such indication exists when there has been a significant decline in the fair value below their cost, the Group, make an estimate of the assets recoverable amount. The determination of recoverable amount requires management judgment.

6.14 Post-employment benefits under defined benefit plans

Obligation under defined benefit plans is determined based on actuarial techniques. Inherent within these calculations are assumptions as to discount rates, future salary increases, mortality rates and other demographic factors. Actual post-retirement costs may ultimately differ from these estimates.

6.15 Deferred tax assets

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Group's future taxable income against which the deductible temporary differences can be utilized. In addition, management judgment is required in assessing the impact of any legal or economic limits or uncertainties in tax jurisdictions.

6.16 Contingent liabilities from litigation

The Group normally has contingent liabilities as a result of disputes and litigation. Management use judgment to assess the results of the disputes and litigation and recognize reasonable provision for losses in the accounts at the reporting date. However, actual results could differ from the estimates.

6.17 Fair valuation of financial assets and derivatives

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. Details of key assumptions used are included in Note 47.

6.18 Lease

Determining the lease term

The Group exercises judgement in determining whether it is reasonably certain to exercise option to terminate or extend a lease in determining the lease term which considered all relevant facts and circumstances that create an economic incentive to exercise the option to extend the lease or not to exercise the option to terminate the lease.

Determining of discount rate

The discount rate, which was used to calculate the lease liability, is the rate implicit in the leases if it can be readily determined, or the lessee's incremental borrowing rate if not. The Company used the rate implicit in the lease for hire purchase leases and incremental borrowing rate for other leases. The Company estimated interest rate closely to incremental borrowing rate.

7. FINANCIAL ASSETS AND LIABILITIES

7.1 Categories of financial assets and financial liabilities

The carrying amount of financial assets and financial liabilities in each category are as follows:

Transactions (Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Financial assets				
<i>Financial assets measured at amortized cost</i>				
Cash and cash equivalents	3,553,615	4,055,622	1,702,066	2,981,349
Fixed deposits less than one year	1,118,326	1,287,381	-	-
Restricted deposits with banks	571,452	234,492	569,274	231,263
Current portion of promissory notes receivable	50,000	50,000	50,000	50,000
Trade accounts receivable-unrelated parties	11,051,915	10,303,681	9,238,061	8,667,329
Trade and other accounts receivable-related parties	1,466,899	1,883,443	3,688,729	3,801,143
Current portion of Finance lease receivable – subsidiary	-	-	6,239	6,112
Contract assets (Retention receivable)	3,934,209	3,495,900	2,433,649	2,448,450
Short-term loans and advances to related parties	359,491	352,571	648,469	576,003
Finance lease receivable – subsidiary	-	-	26,882	28,961
Promissory notes receivable	285,939	335,939	285,939	335,939
Long-term loans and advances to related parties	1,112,512	1,010,737	657,724	799,875
<i>Financial assets measured at fair value through profit or loss (FVTPL)</i>				
Other current assets (Derivative assets)	76,880	34,362	76,880	34,362
Other long-term investments	789,647	655,524	585,744	520,298
<i>Financial assets measured at fair value through Comprehensive income (FVOCI)</i>				
Other long-term investments	467,918	369,918	440,655	348,394
Total Financial assets	24,838,803	24,119,786	20,410,311	20,879,694
Financial liabilities				
<i>Financial liabilities measured at amortized cost</i>				
Bank overdrafts and short-term loans from financial institutions	7,255,513	7,118,552	4,560,619	4,701,073
Liabilities under trust receipts	2,749,862	2,792,671	2,749,862	2,792,671
Trade and other accounts payable - unrelated parties	21,263,657	16,039,373	15,826,098	11,743,967
Trade and other accounts payable - related parties	2,338,462	1,577,322	2,980,555	2,222,956

Transactions (Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Short-term loans and advance from related parties	29,838	76,826	950,039	499,264
Current portion of lease liabilities	696,737	850,832	554,292	658,854
Current portion of long-term loans	14,060,347	11,943,288	13,160,908	11,224,108
Current portion of debentures	5,998,585	4,045,690	5,998,585	4,045,690
Retentions payable	1,072,862	1,004,595	1,024,109	929,029
Current portion of other financial liabilities	569,810	367,327	519,201	346,188
Other accounts payable - unrelated parties	1,188,081	3,271,320	1,188,081	3,271,320
Lease liabilities	1,037,599	1,379,533	428,309	742,150
Long-term loans	6,884,894	9,298,098	3,903,838	5,853,279
Debentures	8,416,954	10,437,709	8,416,954	10,437,709
Other financial liabilities	1,235,506	1,099,543	1,043,025	994,118
<i>Financial liabilities measured at fair value through profit or loss (FVTPL)</i>				
Other non-current liabilities (Derivative liabilities)	79,235	167,703	-	-
Total Financial liabilities	74,877,942	71,470,382	63,304,475	60,462,376

7.2 Financial assets measured at amortized costs

Financial assets measured at amortized costs comprises with trade accounts receivable and the debt instruments.

7.3 Financial assets measured at fair value through profit or loss

Financial assets at fair value through profit or loss comprise with equity instrument which are not held for trading. The Group has made the irrevocable election to present subsequent change in the fair value of equity instruments in non-marketable securities through profit or loss.

7.4 Financial assets measured at fair value through comprehensive income

Financial assets at fair value through other comprehensive income comprise with equity instrument which are not held for trading. The Group has made the irrevocable election to present subsequent change in the fair value of equity instruments in marketable securities through other comprehensive income.

7.5 Derivative financial instruments and hedge accounting

The Group has the financial derivative as following:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Derivative assets				
Derivative assets were not designated as a hedging instrument				
- Forward contract	76,880	34,362	76,880	34,362
Derivative liabilities				
Derivative liabilities designated as a hedging instrument				
- Interest rate swap	79,235	167,703	-	-
Total	79,235	167,703	-	-

A subsidiary has entered into an interest rate swap agreement with a local financial institution for long-term loan from a financial institution amounting to Baht 2,706.00 million, exchanging interest rate floating rate to fixed rate of 6.95% per annum. The period of such agreement is 11 March 2020 to 30 December 2022.

As at 31 December 2021, the interest rate swap contract, designated as a hedging instrument, has a fair value of Baht 79.24 million, presented under other current liabilities in the statement of financial position and the change in fair value loss which considered as effectiveness cash flow hedge instrument of Baht 5.84 million, presented in other comprehensive income.

8. FINANCIAL INSTRUMENTS RISK

8.1 Risk management objectives and policies

The Group has main financial instruments for each item of financial assets and liabilities as discussed in note 7. Risk management is integral to the business of the Group. The Group has a system of controls in order to create an acceptable balance of risk levels. It is considered between the cost of risks occurring and the cost of managing the risks. The management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved.

The Group is exposed to various types of risks related to these financial instruments. The major risks include credit risk, liquidity risk and market risk. These consist of foreign exchange risk and interest rate risk. The Group has risk management policies as follow;

Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The group is exposed to credit risk from financial assets including cash and cash equivalents, trade and other receivables, contractual cash flow of investment in debt instrument, which is measured at amortized cost, measured at fair value through other comprehensive income and measured at fair value through profit and loss, derivative including credit risk from account receivables, other receivables, and loans.

Credit risk management

The management manages risk by establishing appropriate credit control policies and procedures. Therefore, the Group does not expect to suffer any significant losses from credit granting. Since the granting of credit is made in advance. The maximum amount that a company may incur on credit is the book value of the receivable shown in the statement of financial position.

Impairment loss of financial assets

Trade and other account receivable

The Group considers the simplified approach in accordance with Thai Financial Reporting Standard No. 9 to measure expected credit losses over the life of all trade receivables and contractual assets. As such transactions do not contain any significant financial elements. In determining the expected credit loss. Management has classified customers on a common credit risk profile basis and according to groups of overdue periods.

An estimate of the expected credit loss rate is based on past service and sales history and experience of credit losses incurred from 2014 to the end of the accounting period updated to reflect current information. However, the Group has opted for temporary relief measures for additional accounting options, without bringing information that has been forecast in the future (Forward-looking information) is used to measure the expected credit losses arising from accepting payments from customers.

Loans and advances to related parties

The Group has loans to related parties measured at amortized cost. The Group recognizes expected credit losses over the next 12 months on loans that do not incur a significant credit risk increase. The Company has recognized the expected credit loss over the life of the loans with significant increase in credit risk.

Other debt instrument

The Group has cash and cash equivalents retentions receivables and other receivables which are required to determine the impairment loss according to Thai Financial Reporting Standard No. 9. However, the Group has determined that the impairment amount is insignificant.

Liquidity risk

Liquidity risk is that the Group might be unable to meet its obligations. The Group manages its liquidity needs by monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecast cash inflows and outflows due in day-to-day business. The data used for analyzing these cash flows is consistent with that used in the contractual maturity analysis below:

As at 31 December 2021, the Group's non-derivative financial liabilities maturity (Including contractual interest payments (if any)) as follows:

(Unit : Thousand Baht)	Consolidated F/S				
	Within 1 year	1 – 2 years	2 - 5 years	Over 5 years	Total
Bank overdrafts and short-term loans from financial institutions	7,255,513	-	-	-	7,255,513
Liabilities under trust receipts	2,749,862	-	-	-	2,749,862
Trade and other accounts payable - unrelated parties	21,263,657	1,188,081	-	-	22,451,738
Trade and other accounts payable - related parties	2,338,462	-	-	-	2,338,462
Short-term loans and advance from related parties	29,838	-	-	-	29,838
Lease liability	696,737	1,037,599	-	-	1,734,336
Long-term loans	14,060,347	6,407,835	477,059	-	20,945,241
Debenture	5,998,585	3,987,271	4,429,683	-	14,415,539
Other financial liabilities	569,810	1,235,506	-	-	1,805,316
Retentions payable	1,072,862	-	-	-	1,072,862
Non-current liabilities (derivative liabilities)	79,235	-	-	-	79,235
Total	56,114,908	13,856,292	4,906,742	-	74,877,942

(Unit : Thousand Baht)	Separate F/S				
	Within 1 year	1 – 2 years	2 - 5 years	Over 5 years	Total
Bank overdrafts and short-term loans from financial institutions	4,560,619	-	-	-	4,560,619
Liabilities under trust receipts	2,749,862	-	-	-	2,749,862
Trade and other accounts payable - unrelated parties	15,826,098	1,188,081	-	-	17,014,179
Trade and other accounts payable - related parties	2,980,555	-	-	-	2,980,555
Short-term loans and advance from related parties	950,039	-	-	-	950,039
Lease liability	554,292	428,309	-	-	982,601
Long-term loans	13,160,908	3,426,779	477,059	-	17,064,746
Debenture	5,998,585	3,987,271	4,429,683	-	14,415,539
Other financial liabilities	519,201	1,043,025	-	-	1,562,226
Retentions payable	1,024,109	-	-	-	1,024,109
Non-current liabilities (derivative liabilities)	79,235	-	-	-	79,235
Total	48,403,503	10,073,465	4,906,742	-	63,383,710

Market risk

The Group exposures to market risk through its use of financial instruments and specifically to currency risk, interest rate risk and certain other price risks, which result from both its operating and investing activities.

Interest rate risk

The Group exposures to interest rate risk relates primarily to their cash at banks, bank overdrafts, loans, lease liabilities and debentures. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the current market rate, therefore the Group's interest rate is at low risk level.

Sensitivity Analysis

Cash-flow sensitivity analysis of financial instruments with variable interest rate at the end of reporting period may resulted the gain or loss from such analysis. However, the Group has determined that the result from sensitivity analysis is not significant.

Foreign currency risk

Group exposures to foreign currency risk arises mainly from trading transactions that are denominated in foreign currencies. The Group seeks to reduce this risk by entering into forward exchange contracts when it considers appropriate.

As at 31 December 2021, the balances of financial assets and liabilities denominated in foreign currencies of the subsidiaries are summarized below :

	Consolidated F/S			
	Million USD	Million EUR	Million LAK	Million SGD
Trade accounts receivable and retention	9	6	-	2
Trade accounts receivable and loans related parties	29	-	-	-
Trade account payable	2	1	93	-

	Separate F/S				
	Million	Million	Million	Million	Million
	USD	EUR	INR	JPY	BDT
Trade accounts receivable and loans related parties	95	-	-	-	53
Trade account payable	1	1	-	-	-

As at 31 December 2021, the Group has forward exchange contracts outstanding as summarized below

Foreign currency	Balance (million)	Contractual exchange rate
Euro (Bought)	43	36.2397 – 36.4644
USD (Bought)	10	32.5850 – 33.8400

In addition, the Group is exposed to foreign exchange fluctuations arising from Investments in subsidiaries, associated and joint control companies, and joint ventures which does not hedge such risk.

8.2 Capital management risk

The primary objective of the Group capital management is to ensure that they have appropriate capital structure in order to support their business and maximize shareholder value to reduce the financial cost of capital and to maintain the debt-to-equity ratio in accordance with the terms of the loan and debenture agreements

In order to maintain or revise the capital structure, The Group may adjust the dividend payment policy. Issuance of new shares or issuing new debentures to pay off existing debts or selling assets to reduce debt burden.

9. PROMISSORY NOTES

(Unit : Thousand Baht)	Consolidated and Separate F/S	
	31 December 2021	31 December 2020
Promissory Notes	335,939	385,939
Less : Current portion	(50,000)	(50,000)
Net	285,939	335,939

In the year 2018, the Company entered into an agreement with a debtor for the repayment of construction work. Such debtor agreed to settlement the debt by issuing promissory notes to the Company for installment payments of 10 years with interest at 4.18 percent per annum.

The Company has long-term loan from a local financial institution which has balance as at 31 December 2021 of Baht 335.94 million (2020 : Baht 385.94 million). Such loan bears interest at 4 percent per annum. The principal and interest are repayable when the Company received debt settlement for the promissory notes from the debtor mentioned above. (As discussed in Note 31)

10. TRADE ACCOUNTS RECEIVABLE – UNRELATED PARTIES

Trade accounts receivable balances as at 31 December 2021 and 2020 are as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Trade accounts receivables	12,197,430	11,419,247	9,519,340	9,006,689
Less : Allowance for impairment losses	(1,145,515)	(1,115,566)	(281,279)	(339,360)
Net	11,051,915	10,303,681	9,238,061	8,667,329

Allowance for impairment losses of trade accounts receivables - unrelated parties classify by outstanding ages are as follows:

Outstanding ages	Consolidated F/S			
	2021		2020	
	Carrying amounts	Allowance for impairment losses	Carrying amounts	Allowance for impairment losses
(Unit : Thousand Baht)				
Less than 3 months	8,709,297	(1,374)	7,860,838	(109,066)
3 – 6 months	234,684	(3)	376,309	(14,033)
6 – 12 months	159,064	(1,980)	282,913	(12,699)
More than 12 months	3,094,385	(1,142,158)	2,899,187	(979,768)
Total	12,197,430	(1,145,515)	11,419,247	(1,115,566)

Outstanding ages	Separate F/S			
	2021		2020	
	Carrying amounts	Allowance for impairment losses	Carrying amounts	Allowance for impairment losses
(Unit : Thousand Baht)				
Less than 3 months	7,313,173	(1,374)	6,530,450	(14,666)
3 – 6 months	18,396	(3)	276,258	(2,728)
6 – 12 months	83,799	(1,980)	211,892	(1,344)
More than 12 months	2,103,972	(277,922)	1,988,089	(320,622)
Total	9,519,340	(281,279)	9,006,689	(339,360)

A reconciliation of loss on impairment trade accounts receivable – unrelated parties for the year ended 31 December 2021 are as follows:

(Unit : Thousand Baht)	Consolidated F/S	Separate F/S
As at 1 January 2021	1,115,566	339,360
Recognize increase allowance for impairment losses	72,209	-
Reversal of impairment loss	(90,607)	(58,081)
Translation adjustment for foreign currency financial statement	48,347	-
As at 31 December 2021	1,145,515	281,279

The Company recognizes the impairment of receivables by forward-looking “expected credit loss” (ECL) model, except for the following receivables:

- As at 31 December 2021 and 2020, the consolidated and separate financial statements include trade accounts receivable from a State Enterprise in respect of a construction project totalling Baht 1,125.79 million the construction was completed in September 2019. The Company has been negotiating for the collection of this outstanding amount which has been held by the employer since the employer had claimed for a penalty charge regarding to the completion of construction work after the key completion dates and also after the final completion date of the contract. The Company opposed to the claims by submitting letters to the employer and received a notification letter from the employer summarizing the consideration of the extension of the completion dates for some cases of the delay causes and reduction the penalty charges for partial amount on 14 September 2020.

However, the Company still opposed to the extended number of days relating to the causes of construction delays as approved by the employer. Consequently, the Company submitted a letter to the employer to reserve the right for abstaining and reducing the remaining penalty charges on 11 November 2020 requesting the employer to review the accommodate all causes of delay to affect the number of delays correctly and fairly along with the clarifying details and submitting the supporting documents in order to request the collection of the outstanding construction work. Currently, this matter has been in consideration of the project consultant to prepare the opinion report propose to the Project Owner’s Management Bureau for the approval from the Work Inspection Committee (WIC) and proposing to the Board of Directors for further approval.

On 24 June 2021, the Company submitted a letter to the employer asking for accelerating the consideration of the extension of time and refund the remaining balance of penalty which has been held by the employer. However, the Company’s management decidedly believes that the extension of times for abstaining and reducing the remaining penalty charges will be approved. The Company will receive the full payment for the remaining construction work from project owner.

- As at 31 December 2021, the Group has outstanding trade receivables from the government sectors totalling Baht 689.58 million and receivables from the private sectors totalling Baht 145.20 million (2020 : Baht 532.71 million and Baht 210.39 million, respectively) for various construction projects in both of Thailand and overseas which is under the negotiation process for the debt collection for the construction work. Such construction projects have been certified by the project consultant and the employer. Therefore, the Group’s management believes that they are able to collect such outstanding in full amount.
- As at 31 December 2021, the consolidated financial statement include trade receivable from private sector of an overseas subsidiary of Baht 68.75 million (2020 : Baht 87.24 million). The debt collection is depended on the result from the negotiation with the employer as discussed in Note 45.

11. TRADE AND OTHER ACCOUNTS RECEIVABLE – RELATED PARTIES

The outstanding balances as at 31 December 2021 and 2020 are as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Accounts receivable				
Subsidiaries	-	-	2,700,671	2,880,925
Associated and joint control companies and joint ventures	1,657,576	1,969,017	1,238,822	1,140,922
Related parties	387,334	460,477	295,526	364,605
Total	2,044,910	2,429,494	4,235,019	4,386,452
Other accounts receivable				
Joint operations	-	34,743	-	34,743
Trade and other accounts receivable - related parties	2,044,910	2,464,237	4,235,019	4,421,195
Less : Allowance for impairment loss	(578,011)	(580,794)	(546,290)	(620,052)
Net	1,466,899	1,883,443	3,688,729	3,801,143

Allowance for impairment losses of trade accounts receivables - related parties classify by outstanding ages are as follows:

Outstanding ages	Consolidated F/S			
	2021		2020	
	Carrying amounts	Allowance for impairment losses	Carrying amounts	Allowance for impairment losses
(Unit : Thousand Baht)				
Less than 3 months	173,060	(1)	938,114	(22)
3 – 6 months	109,584	-	14,150	(44)
6 – 12 months	25,123	(2)	253,667	(71)
12 – 24 months	479,412	(56,317)	78,050	(428)
More than 24 months	1,257,731	(521,691)	1,180,256	(580,229)
Total	2,044,910	(578,011)	2,464,237	(580,794)

Outstanding ages	Separate F/S			
	2021		2020	
	Carrying amounts	Allowance for impairment losses	Carrying amounts	Allowance for impairment losses
(Unit : Thousand Baht)				
Less than 3 months	570,436	(817)	1,273,651	(4,404)
3 – 6 months	66,945	(1,119)	128,860	(3,816)
6 – 12 months	440,109	(1,588)	683,042	(17,995)
12 – 24 months	1,321,234	(13,307)	560,358	(24,349)
More than 24 months	1,836,295	(529,459)	1,775,284	(569,488)
Total	4,235,019	(546,290)	4,421,195	(620,052)

A reconciliation of loss on impairment for trade and other accounts receivables - related parties for the year ended 31 December 2021 are as follows:

(Unit : Thousand Baht)	Consolidated F/S	Separate F/S
As at 1 January 2021	580,794	620,052
Recognize increase allowance for impairment losses	804	3,839
Reversal of impairment loss	(9,699)	(77,601)
Translation adjustment for foreign currency financial statement	6,112	-
As at 31 December 2021	578,011	546,290

12. CONTRACT ASSETS AND CONTRACT LIABILITIES

The Group has an outstanding balances of contract assets and contract liabilities with customers as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Contract assets				
Contract assets - current				
Earned revenues not yet billed - net	24,558,525	22,366,105	19,505,832	18,032,163
Retentions receivable	3,934,209	3,495,900	2,433,649	2,448,450
Costs to fulfil a contract asset	66,411	61,157	66,411	61,157
Total contract assets - current	28,559,145	25,923,162	22,005,892	20,541,770

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Contract assets – non-current				
Costs to fulfil a contract asset	1,856,591	15,177	1,856,591	15,177
Total contract assets – non-current	1,856,591	15,177	1,856,591	15,177
Total contract assets – non-current	30,415,736	25,938,339	23,862,483	20,556,947
Contract liabilities				
Contract liabilities - current				
Receipts in excess of contracted work in progress	2,509,236	2,799,109	30,584	534,207
Customer advances under construction contracts due for revenue recognition within 1 year	7,297,970	6,964,227	6,410,600	6,677,880
Total contract liabilities - current	9,807,206	9,763,336	6,441,184	7,212,087
Contract liabilities – non - current				
Customer advances under construction contracts - net	6,787,706	5,695,411	4,807,847	3,920,684
Total contract liabilities – non - current	6,787,706	5,695,411	4,807,847	3,920,684
Total contract liabilities	16,594,912	15,458,747	11,249,031	11,132,771

12.1 Earned revenues not yet billed

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Earned revenues not yet billed	24,603,330	22,404,966	19,550,637	18,071,024
Less : Allowance for impairment losses	(44,805)	(38,861)	(44,805)	(38,861)
Net	24,558,525	22,366,105	19,505,832	18,032,163

As at 31 December 2021, the Group and the Company has an outstanding balance of earned revenues not yet billed expected to bill with customers within 1 year Baht 20,848.60 million and Baht 15,799.99 million, respectively (2020: the Group and the Company has an outstanding balance of earned revenues not yet billed expected to bill with customers within 1 year Baht 17,032.28 million and Baht 13,301.24 million respectively).

A reconciliation of loss on impairment earned revenues not yet billed for year ended 31 December 2021 as follows:

(Unit : Thousand Baht)	Consolidated F/S	Separate F/S
As at 1 January 2021	38,861	38,861
Recognize increase allowance for impairment losses	5,944	5,944
As at 31 December 2021	44,805	44,805

As at 31 December 2021, the consolidated financial statements included the Company's portion of earned revenues but not yet billed of Baht 263.15 million (Rupees 587.91 million) (2020: Baht 276.94 million (Rupees 675.92 million)) for a construction project with a State Enterprise of an overseas joint venture between the Company and an overseas subsidiary. The Joint Venture has completed the construction work in December 2018 and received the Taking Over Certificate from the employer in the year 2019 and received the Performance Certificate on 24 December 2020.

On 11 June 2021, the employer made the partial payment for the construction work to the joint venture. However, the joint venture is currently under the negotiation with the employer to claim the remaining construction work done. The joint venture's management has assessed the realization based on information from the legal opinion of an independent counsel and believes that they will get the full payment from the employer. The recoverability of such earned revenues not yet billed is dependent on the outcome from the negotiation with the employer which cannot presently be concluded.

12.2 Costs to fulfil contracts

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Current	66,411	61,157	66,411	61,157
Non - current	1,856,591	15,177	1,856,591	15,177
Total	1,923,002	76,334	1,923,002	76,334

Movement of costs to fulfill contracts for the year ended 31 December 2021 and 2020 are as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Beginning balance	76,334	217,360	76,334	217,360
Add : Increase	2,051,105	-	2,051,105	-
Ending balance	2,127,439	217,360	2,127,439	217,360
Less : Accumulated amortization costs	(204,437)	(141,026)	(204,437)	(141,026)
Net	1,923,002	76,334	1,923,002	76,334

12.3 Revenue recognized in relation to contract balances

During the year 2021, the Group recognized revenues which was included in the contract liabilities balance at the being period of Baht 9,763.34 million (Separate F/S : Baht 7,212.09 million).

12.4 Revenue to be recognized for the remaining performance obligations

As at 31 December 2021, the Group expects to recognized revenue in the future in respect of performance obligations which are unsatisfied with customers for the significant contract and contract which has duration more than one-year totalling Baht 155,636.84 million (Separate F/S : Baht 86,809.43 million).

13. SHORT-TERM LOANS AND ADVANCES TO RELATED PARTIES

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Subsidiaries	-	-	1,362,023	1,260,456
Associated companies and joint ventures	368,642	362,499	244,283	219,165
Related companies	15,944	14,330	-	-
Other joint venture partner	-	2,237	-	2,237
Total	384,586	379,066	1,606,306	1,481,858
Less : Allowance for impairment loss	(25,095)	(26,495)	(957,837)	(905,855)
Short-term loans and advances to related parties - net	359,491	352,571	648,469	576,003

Movements in the short - term loans and advances to subsidiaries and related parties for the year ended 31 December 2021 are as follows:

(Unit: Thousand Baht)	Consolidated F/S					31 December 2021
	1 January 2021	During the year				
		Increase	Decrease	Reclassification	Translation adjustment	
Associated company and joint venture	362,499	11,028	(4,885)	-	-	368,642
Related companies	14,330	-	-	-	1,614	15,944
Other joint venture partner	2,237	-	(2,237)	-	-	-
Total	379,066	11,028	(7,122)	-	1,614	384,586

(Unit: Thousand Baht)	Separate F/S					31 December 2021
	1 January 2021	During the year				
		Increase	Decrease	Reclassification	Translation adjustment	
Subsidiaries	1,260,456	117,920	(102,129)	82,696	3,080	1,362,023
Associated company and joint venture	219,165	30,004	(4,886)	-	-	244,283
Other joint venture partner	2,237	-	(2,237)	-	-	-
Total	1,481,858	147,924	(109,252)	82,696	3,080	1,606,306

A reconciliation of loss short-term loans and advances to subsidiaries and related parties for the year ended 31 December 2021 and 2020 are as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
As at 1 January	26,495	26,318	905,855	388,055
Recognize increase allowance for impairment losses	-	233	101,069	567,800
Reversal of allowance for impairment loss	(3,014)	-	(52,167)	-
Translation adjustment for foreign currency financial statement	1,614	(56)	3,080	-
As at 31 December	25,095	26,495	957,837	905,855

During the year 2020, The management of the Company recognized allowance for impairment losses for short-term loans and advances to subsidiaries to two overseas subsidiaries totalling Baht 545.29 million due to the Company's management has assessed the likelihood of payments from both subsidiaries as relatively likely due to the financial situation and economic conditions in the subsidiary.

14. INVENTORIES AND WORK IN PROCESS

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Work in process	76,824	80,539	-	-
Materials and inventories	4,568,561	3,972,718	2,290,785	2,132,112
Total	4,645,385	4,053,257	2,290,785	2,132,112
Less : Allowance for obsolete inventories	(141,807)	(130,471)	(119,177)	(114,465)
Net	4,503,578	3,922,786	2,171,608	2,017,647

During the years 2021 and 2020, movements in allowance for obsolete inventories are as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Balance as at 1 January	130,471	73,723	114,465	62,230
Add : Additional allowance	11,377	57,438	4,236	51,867
Less : Reversal of allowance	(760)	(1,058)	-	-
Add : Translation adjustment	719	368	476	368
Balance as at 31 December	141,807	130,471	119,177	114,465

15. COSTS OF PROPERTY DEVELOPMENT PROJECTS

(Unit : Thousand Baht)	Consolidated F/S	
	2021	2020
Land	187,301	264,520
Cost of property development projects	306,877	353,443
Utilities installation	55,809	44,869
Capitalized borrowing costs	9,199	8,084
Total	559,186	670,916
Less : Amounts transferred to cost of sales	(260,452)	(365,287)
Net	298,734	305,629

As at 31 December 2021 and 2020, the above land and constructions have been pledged as collaterals for overdraft, loan and credit facilities with local banks as discussed in Note 28.

During the years 2021 and 2020, the Company capitalized interest amounting to Baht 3.84 million and Baht 3.84 million, respectively, to the cost of property development project. The capitalization rates of interest are based on the borrowing costs as discussed in Note 28.

The changes in cost of property development projects for the years ended 31 December 2021 and 2020 are as follows:

(Unit : Thousand Baht)	Consolidated F/S	
	2021	2020
Balance as at 1 January	305,629	450,711
Add : Cost of property development	253,557	220,205
Less : Cost of sales	(260,452)	(365,287)
Balance as at 31 December	298,734	305,629

16. RESTRICTED DEPOSIT WITH BANKS

16.1 During the year 2019, a project office in India had deposited cash with bank of Baht 252.96 million as collateral for the issuance of performance bonds to the employer. The period of guarantee will be extended until further orders of the Court with regard to the dispute between the Project Office and the employer. Currently, the outcome of the lawsuit not yet finalize.

16.2 During the year 2021, the Company has entered into agreements to pledge the deposits and its interest as collateral with two banks are as follows:

- Deposit with a local bank of Baht 150.14 million as business collateral in order to secure the repayment obligations of the Company and an overseas subsidiary.
- Deposit with an overseas bank of USD 5 million (equivalents to Baht 166.11 million) as collateral for an overseas subsidiary for issuing Standby Letter of Credit according to the conditions in the loan agreement for their project under development as discussed in Note 27.

17. INVESTMENTS IN SUBSIDIARIES, ASSOCIATED AND JOINT CONTROL COMPANIES, AND JOINT VENTURES

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
Investment in subsidiaries	-	-	11,690,855	11,788,289
Investment in associated and joint control companies	2,621,117	2,333,075	2,794,559	2,369,980
Investment in joint ventures	380,276	342,721	-	-
Total	3,001,393	2,675,796	14,485,414	14,158,269

The Group regularly assesses the values of investments in subsidiaries, associated and joint control companies, and joint ventures. An allowance for impairment is promptly taken up when there is a reliable indication that the decline value can be determined.

17.1 Investment in subsidiaries

(Unit : Thousand Baht)	Separate F/S	
	2021	2020
Investment in subsidiaries	16,216,496	16,086,496
Less : Allowance for impairment	(4,525,641)	(4,298,207)
Investment in subsidiaries – net	11,690,855	11,788,289

Movements in investment in subsidiaries for the years ended 31 December 2021 and 2020 are as follows:

(Unit : Thousand Baht)	Separate F/S	
	2021	2020
Balance as at 1 January	11,788,289	11,895,423
Add : Additional investments during the year	130,000	114,675
Less : Allowance for impairment	(227,434)	(221,809)
Balance as at 31 December	11,690,855	11,788,289

Investment in subsidiaries as at 31 December 2021 and 2020 comprise investments as follows:

(Unit : Thousand Baht)	Nature of business	Paid-up Capital	Percentage of shareholding (%)		Separate F/S	
			2021	2020	Cost	
					2021	2020
Investment in subsidiaries						
Italian-Thai International Co., Ltd.	Holding company	4,710,000	99.99	99.99	4,710,000	4,580,000
Less : Allowance for impairment					(677,818)	(552,584)
Net					4,032,182	4,027,416
Bhaka Bhumi Development Co., Ltd.	Real estate development	20,000	99.99	99.99	20,000	20,000
Thai Pride Cement Co., Ltd.	Manufacture and distribution of cement	1,300,000	99.99	99.99	1,585,000	1,585,000
Nha Pralan Crushing Plant Co., Ltd.	Rock quarrying, processing and distribution	31,000	99.99	99.99	30,999	30,999
Less : Allowance for impairment					(30,999)	(30,999)
Net					-	-
Siam Concrete and Brick Products Co., Ltd.	Manufacture and distribution of concrete products	126,000	99.80	99.80	124,296	124,296
Italhai Marine Co., Ltd.	Production and sale of vessels and equipment	810,000	92.59	92.59	430,000	430,000
Less : Allowance for impairment					(430,000)	(430,000)
Net					-	-
Italhai Trevi Co., Ltd.	Foundation and piling work services	80,000	90.94	90.94	84,189	84,189
Asian Steel Product Co., Ltd.	Manufacture and distribution of large steel pipes	20,000	69.90	69.90	7,004	7,004
Thai Maruken Co., Ltd.	Lease and sale of sheet piles and beams for foundation construction work	20,000	50.96	50.96	10,196	10,196
Italian-Thai Land Co., Ltd.	Not yet operational	422,000	99.99	99.99	412,050	412,050
Palang Thai Kaowna Co., Ltd.	Not yet operational	459,000	99.99	99.99	458,650	458,650
Less : Allowance for impairment					(206,146)	(206,146)
Net					252,504	252,504
Palit Palang Ngan Co., Ltd.	Not yet operational	123,000	78.16	78.16	95,440	95,440
Italian Thai Power Co., Ltd.	Production and distribution of electricity	650,000	99.99	99.99	650,000	650,000
Less : Allowance for impairment					(650,000)	(650,000)
Net					-	-
Saraburi Construction Technology Co., Ltd.	Manufacture, distribution and installation of concrete sheet	250	99.93	99.93	250	250
Asia Logistics Development Co., Ltd.	Not yet operational	1,000	99.93	99.93	999	999
Asia Industrial and Port Corporation Co., Ltd.	Not yet operational	1,000	99.93	99.93	999	999
Myanmar Italian-Thai Power 1 Co., Ltd.	Not yet operational	250	99.95	99.95	250	250
Italian – Thai Hongsa Co., Ltd.	Coal mining contractor	250	99.97	99.97	250	250
APPC Holding Co., Ltd.	Holding company	4,279,987	64.52	64.52	2,761,592	2,761,592
Asian Rail Co., Ltd.	Construction services	100,000	99.99	99.99	100,000	100,000
ITD-ARC Joint Venture	Construction services	-	10.00	10.00	-	-
ITD – VCB Joint Venture	Construction services	-	70.00	-	-	-
Overseas subsidiary companies						
PT. Thailindo Bara Pratama	Coal mining contractor	1,038,674	99.99	99.99	2,286,218	2,286,218
Less : Allowance for impairment		Million IDR			(2,286,218)	(2,184,018)
Net					-	102,200
ITD Cementation India Limited	Construction services in India	172 Million INR	46.64	46.64	2,143,951	2,143,951

(Unit : Thousand Baht)	Nature of business	Paid-up Capital	Percentage of shareholding (%)		Separate F/S Cost	
			2021	2020	2021	2020
			ITD–Madagascar S.A.	Mining business	3,567	99.98
Less : Allowance for impairment		Million MGA			(227,988)	(227,988)
Net					-	-
ITD Construction SDN.BHD.	Construction services in Malaysia	0.75	99.99	99.99	7,312	7,312
Less : Allowance for impairment		Million MYR			(7,312)	(7,312)
Net					-	-
ITD Bangladesh Company Limited	Construction services in Bangladesh	4	99.99	99.99	1,546	1,546
		Million BDT				
Italian–Thai Development Vietnam Co., Ltd.	Not yet operational	6,000	80.00	80.00	9,160	9,160
		Million VND				
Less : Allowance for impairment					(9,160)	(9,160)
Net					-	-
ITD Mozambique Limitada	Construction services in the Republic of Mozambique	1,373,615	99.00	99.00	46,121	46,121
		USD				
Thai Mozambique Logistica SA.	Concession for constructing Port and Railway in the Republic of Mozambique	364,999	60.00	60.00	12,036	12,036
		USD				
Total investment in subsidiaries - net					11,690,855	11,788,289

During the year 2021, the Company recognized the allowance for impairment loss on investment in subsidiaries totalling Baht 153.34 million. The Company's management has considered the recoverable amount of such investments under the current economic situation and circumstances.

During the year 2021, the Company made additional investment in share capital of a local subsidiary of Baht 130 million. Such subsidiary used some cash received for debt settlement to the Company totalling Baht 74.09 million which the Company had previously recognized full allowance for impairment loss for such receivable, short-term loans and advances to such subsidiary. The Company therefore reverses allowance for impairment loss for such transactions and considers to recognize allowance for impairment of investments during the year.

During the year 2020, the subsidiary companies hired independent appraisers to re-appraise the value of investment properties under the market approach and found that the fair value of such investment properties has increased. As a result, the realizable value of investment in such subsidiaries has increased. The Company's management therefore reversed the allowance for impairment of investments in such subsidiaries totalling Baht 119.89 million. In addition, the Company's management has considered the recoverable amount of investments in a subsidiary and made additional allowance for impairment loss on such investment of Baht 341.70 million.

NON-CONTROLLING INTERESTS

Subsidiaries with material non-controlling interests are as follows:

Name	Proportion of ownership interests held by the NCI (Percentage)		Other comprehensive income (loss) allocated to NCI		Accumulated NCI	
	2021	2020	2021	2020	2021	2020
	(Unit : Million Baht)					
Italhai Trevi Co., Ltd.	9.06	9.06	1	1	68	61
Asian Steel Product Co., Ltd.	30.10	30.10	-	1	52	61
Thai Maruken Co., Ltd.	49.04	49.04	-	-	230	266
ITD Cementation India Limited	53.36	53.36	216	(73)	2,604	2,146
Italhai Marine Co., Ltd.	7.41	7.41	(1)	1	(30)	(38)

During the year 2021, subsidiaries paid dividends to the non-controlling interests of Baht 39.90 million (2020 : Baht 38.36 million).

Significant financial information of the subsidiaries with material non-controlling interest in the aggregate amounts before eliminations are summarized as follows:

(Unit : Million Baht)	For the years ended 31 December									
	Italhai Trevi Co., Ltd.		Asian Steel Product Co., Ltd.		Thai Maruken Co., Ltd.		ITD Cementation India Limited		Italhai Marine Co., Ltd.	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Current assets	930	744	159	195	299	297	13,392	10,896	28	48
Non-current assets	481	500	47	53	1,733	2,022	3,253	2,701	24	80
Current liabilities	499	336	19	32	738	910	9,155	7,460	462	598
Non-current liabilities	167	235	14	13	825	867	2,160	2,116	1	40

(Unit : Million Baht)	For the years ended 31 December									
	ItalThai Trevi Co., Ltd.		Asian Steel Product Co., Ltd.		Thai Maruken Co., Ltd.		ITD Cementation India Limited		ItalThai Marine Co., Ltd.	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Equity attributable to the Company's shareholder	678	613	121	142	239	277	2,276	1,875	(380)	(471)
Non-controlling interests	68	61	52	61	230	266	2,604	2,146	(30)	(38)
Revenue	795	781	90	179	814	1,110	16,183	10,890	173	154
Profit (loss) for attributable to the Company's shareholders	53	4	(7)	33	(7)	52	216	(64)	95	(71)
Profit (loss) for attributable to non-controlling interests	5	-	(3)	14	(6)	50	247	(73)	8	(5)
Profit (loss) for the year	58	4	(10)	47	(13)	102	463	(137)	103	(76)
Other comprehensive income (loss)	14	6	-	6	(1)	-	405	(136)	(8)	8
Other comprehensive income (loss) attributable to the Company's shareholder	13	5	-	5	(1)	-	189	(63)	(7)	7
Other comprehensive income (loss) attributable to non-controlling interests	1	1	-	1	-	-	216	(73)	(1)	1
Total comprehensive income (loss) for the year	72	10	(10)	53	(14)	102	868	(273)	(95)	(68)

(Unit : Million Baht)	For the year ended 31 December 2021				
	ItalThai Trevi Co., Ltd.	Asian Steel Product Co., Ltd.	Thai Maruken Co., Ltd.	ITD Cementation India Limited	ItalThai Marine Co., Ltd.
Net cash from (used in) operating activities	279	43	(124)	1,502	(45)
Net cash from (used in) investing activities	(150)	(2)	(26)	(643)	27
Net cash from (used in) financing activities	(17)	(20)	168	(586)	21
Net cash increase	112	21	18	273	3

17.2 Investment in associated and joint control companies

Significant judgment and assumptions

Associates are those companies in which the Company has significant influence, but not control over the financial and operating policies. The Company normally has share with voting right between 20% - 50% of total voting right, excepted Siam Pacific Holding Co., Ltd. which the company holding 46.69% and a subsidiary holding 4.30% (totalling 50.99%) because the Company has no control such companies and classifies as associated companies.

The Company has investment in First Dhaka Elevated Expressway Co., Ltd. which the Company held 51% of shares. The Company classifies such investment as joint control company since the Company has jointly control in this entity with other shareholders either financial policy or operating policies, which the decision in such activities requires the unanimous consent from all shareholders.

Investment in associated and joint control companies is initially recorded at cost and adjusted thereafter to recognize profit or loss by the proportion of shareholder have the Company in the associated companies.

Movements in investment in associated and joint control companies, which are accounted for by the equity method in the consolidated financial statements, for the years ended 31 December 2021 and 2020 are as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Balance as at 1 January	2,333,075	2,695,606	2,369,980	1,702,014
Add : Additional investment	424,579	519,090	424,579	519,090
Add : Transfer debt to equity	1,266	148,876	-	148,876
Less : Share of profit from associated and joint control companies	(66,339)	(138,037)	-	-
Less : Dividend from associated companies	(4,379)	(2,502)	-	-
Less : Elimination profit from construction services for project under development of joint control company	(175,459)	(849,515)	-	-
Add (less) : Translation adjustment for foreign currency financial statements	108,374	(40,443)	-	-
Balance as at 31 December	2,621,117	2,333,075	2,794,559	2,369,980

A reconciliation of the condensed financial information for the carrying amounts of the investment in associated and joint control companies are as follows:

	31 December 2021									
	ATO-Asia Turnouts Co., Ltd.	Siam Pacific Holding Co., Ltd.	Bangkok Steel Wire Co., Ltd.	Oriental Residence Bangkok Co., Ltd.	MCRP Construction Corporation, Philippines	Sino Lao Aluminum Corporation Limited	MCRP Holding	First Dhaka Elevated Expressway Co., Ltd.	Dawei LNG Terminal Co., Ltd.	Total
(Unit : Thousand Baht)										
Total net assets of associated companies	64,017	56,513	608,415	(29,251)	-	219,752	-	5,312,600	1,292	6,233,338
Proportion of ownership interests held by the Company (%)	48.99	46.69	19.98	8.52	24.00	50.00*	24.00	51.00	50.00	-
Net assets by the Company's proportion	31,362	26,386	121,561	(2,492)	-	109,876	-	2,709,426	646	2,996,765
Other adjustment	-	2,525	866	2,492	-	131,406	-	(512,987)	50	(375,648)
Carrying amount of the investment in associated and joint control companies	31,362	28,911	122,427	-	-	241,282	-	2,196,439	696	2,621,117
Dividend received from associated company	-	-	4,379	-	-	-	-	-	-	4,379

	31 December 2020									
	ATO-Asia Turnouts Co., Ltd.	Siam Pacific Holding Co., Ltd.	Bangkok Steel Wire Co., Ltd.	Oriental Residence Bangkok Co., Ltd.	MCRP Construction Corporation, Philippines	Sino Lao Aluminum Corporation Limited	MCRP Holding	First Dhaka Elevated Expressway Co., Ltd.	Total	
(Unit : Thousand Baht)										
Total net assets of associated companies	72,200	56,582	540,661	63,227	-	310,517	-	3,809,209		4,852,396
Proportion of ownership interests held by the Company (%)	48.99	46.69	19.98	8.52	24.00	50.00*	24.00	51.00		-
Net assets by the Company's proportion	35,371	26,418	108,024	5,387	-	155,259	-	1,942,697		2,273,156
Other adjustment	-	2,525	868	(5,387)	-	116,884	-	(54,971)		59,919
Carrying amount of the investment in associated and joint control companies	35,371	28,943	108,892	-	-	272,143	-	1,887,726		2,333,075
Dividend received from associated company	-	-	2,502	-	-	-	-	-		2,502

* The Company had paid for share capital for its portion of 34% in accordance with agreement but a shareholder has not paid for its share capital in accordance with shareholder agreement. As a result, the Company's interest become 50% of share capital.

Unrecognized gain (loss) from associated company

(Unit : Thousand Baht)	2021	2020
Unrecognized gain (loss) from associated company	(8,248)	40,385
Cumulative unrecognized share of gain (loss) from associated company	(2,861)	5,387

Investment in associated and joint control companies as at 31 December 2021 and 2020 comprise investments as follows:

(Unit : Thousand Baht)	Nature of business	Paid-up Capital	Percentage of shareholding (%)		Consolidated F/S Equity		Separate F/S Cost		
			2021	2020	2021	2020	2021	2020	
Investment in associated companies									
ATO-Asia Turnouts Co., Ltd.	Production and distribution of turnouts for railway projects	5,000	48.99	48.99	31,362	35,371	2,450	2,450	
Siam Pacific Holding Co., Ltd.	Holding company	58,625	46.69	46.69	26,386	26,418	27,373	27,373	
Bangkok Steel Wire Co., Ltd.	Production and distribution of P.C. wire	313,000	19.98	19.98	122,427	108,892	71,603	71,603	
Oriental Residence Bangkok Co., Ltd.	Real estate development	880,620	8.52	8.52	-	-	75,000	75,000	

(Unit : Thousand Baht)	Nature of business	Paid-up Capital	Percentage of shareholding (%)		Consolidated F/S		Separate F/S	
			2021	2020	Equity		Cost	
					2021	2020	2021	2020
Overseas companies								
MCRP Construction Corporation, Philippines	Construction contractor in Philippines	25 Million Peso	24.00	24.00	12,000	12,000	12,000	12,000
Less : Allowance for impairment Net					(12,000)	(12,000)	(12,000)	(12,000)
MCRP Holding Corporation, Philippines	Holding company in Philippines	5 Million Peso	24.00	24.00	3,000	3,000	3,000	3,000
Less : Allowance for impairment Net					(3,000)	(3,000)	(3,000)	(3,000)
Sino Lao Aluminum Corporation Limited	Bauxite mine business in Laos	32 Million USD	34.00	34.00	241,282	272,143	521,537	521,537
Investment in associated companies held by subsidiaries								
Siam Pacific Holding Co., Ltd.	Holding company	58,625	4.30	4.30	2,525	2,525	-	-
Dawei LNG Terminal Company Limited.	Dawei Concession Project	75,000 USD	50.00	-	696	-	-	-
Total investment in associated companies - net					424,678	445,349	697,963	697,963
Investment in joint control company								
First Dhaka Elevated Expressway Co., Ltd.	Concession for constructing elevated expressway in Bangladesh	11,095 Million BDT	51.00	51.00	2,196,439	1,887,726	2,096,596	1,672,017
Total investment in associated joint control companies – net					2,621,117	2,333,075	2,794,559	2,369,980

Significant financial information of the associate and joint control companies in the aggregate amounts are summarized as follows:

(Unit : Million Baht)	For the years ended 31 December							
	Current assets		Non - current assets		Current liabilities		Non - current liabilities	
	2021	2020	2021	2020	2021	2020	2021	2020
ATO-Asia Turnouts Co., Ltd.	67	65	25	33	28	26	-	-
Bangkok Steel Wire Co., Ltd.	964	712	248	259	574	403	30	28
Oriental Residence Bangkok Co., Ltd.	2,158	2,173	933	1,034	2,253	2,254	868	891
Sino Lao Aluminum Corporation Limited	-	1	823	891	357	323	246	258
Siam Pacific Holding Co., Ltd.	-	-	62	62	-	-	6	6
First Dhaka Elevated Expressway Co., Ltd.	404	722	13,228	8,164	4,129	3,401	4,190	1,676
Total	3,593	3,673	15,319	10,443	7,341	6,407	5,340	2,859

(Unit : Million Baht)	For the years ended 31 December					
	Revenues		Profit (loss)		Other comprehensive income	
	2021	2020	2021	2020	2021	2020
ATO-Asia Turnouts Co., Ltd.	121	42	(8)	(19)	-	-
Bangkok Steel Wire Co., Ltd.	1,396	1,171	85	40	-	-
Oriental Residence Bangkok Co., Ltd.	111	146	(97)	(94)	-	-
Sino Lao Aluminum Corporation Limited	-	-	(74)	(364)	(33)	(27)
First Dhaka Elevated Expressway Co., Ltd.	2	18	(107)	(24)	66	(101)
Total	1,630	1,377	(201)	(461)	33	(128)

The significant projects under development which the Company invested through associated and joint control companies are as follows:

Bauxite Mining and the construction of Alumina Production Plant Project

The Company had investment through Sino Lao Aluminum Corporation which is located in Lao People's Democratic Republic. This associated company obtained the concession right from the Government of Lao People's Democratic Republic for bauxite mining in the year 2009. The Company has investment in associated, trade accounts receivable, retentions receivable and loans to associated company in order to invest in such project totalling Baht 1,159.94 million. The associated company has been in process to obtain approval for the ESIA Certificate of the project. The associated company has already complied with the regulation of Minerals law and submitted documentation to the Office of Natural Resources and Environment Policy and Planning, Ministry of Natural Resources and Environment.

In January 2021, the associated company received a letter from the Office of the Prime Minister of the Lao People's Democratic Republic to support the project and assign the relevant departments to review the condition in the agreement in order to comply with the current applicable policies and laws.

In September 2021, the associated company has signed a memorandum of understanding (MOU) with a strategic partner and engage the project consultant to prepare the Upgrading Bankable Feasibility Study to assess the project feasibility in order to support the seeking of financing for future project development.

Dhaka Elevated Expressway Project

The Company invested through First Dhaka Elevated Expressway Co., Ltd. which is the joint control company was established in the People's Republic of Bangladesh.

In the year 2011, the joint control company has entered into the concession agreement with Bangladesh Bridge Authority of the Government of the People's Republic of Bangladesh which has the concession rights to constructs and operates of the Dhaka Elevated Expressway. The concession value is approximately Baht 41,192 million and the period is 25 years included 42 months of construction period by starting concession age since 1 January 2020 which was the Joint control company has received the construction commencement letter.

As of 31 December 2021, the Company has investment in associated and accounts receivable in such project totalling Baht 2,516.26 million. The progress of construction work of 1st Tranche distance of 7.45 kilometers is 75.20%, the 2nd and 3rd Tranche totally distances of 12.28 kilometers is 27.27% and the Central Control Building is 46.65%.

During the year 2021, the joint control company made a payment for the capital increase of the joint venture in the amount of BDT 1,109.23 million (equivalent to Baht 424.58 million). There is no change in investment proportion for this additional investment.

17.3 Investment in joint ventures

Movements in investment in joint ventures, which are accounted for by the equity method in the consolidated financial statements, during the years ended 31 December 2021 and 2020 are as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Balance as at 1 January	342,721	276,342	-	-
Add : Share of profit from joint ventures	142,034	155,775	-	-
Less : Cash receipts for the profit sharing from joint venture	(141,391)	(66,244)	-	-
Less : Translation adjustment on foreign currency financial statements	36,912	(23,152)	-	-
Balance as at 31 December	380,276	342,721	-	-

Investments in joint ventures as at 31 December 2021 and 2020, comprise investments in the following entities:

(Unit : Thousand Baht)	Nature of business	Percentage of shareholding (%)		Consolidated F/S		Separate F/S	
		2021	2020	Equity		Cost	
				2021	2020	2021	2020
Investments in joint ventures							
ITD-EGC Joint Venture	Construction services in Republic of China	-	55.00	-	279,852	-	274,923
Less : Allowance for impairment Net				-	(274,923)	-	(274,923)
IOT Joint Venture	Construction services	40.00	40.00	-	4,929	-	-
CMC/ITD/SONG DA Joint Venture	Construction services	30.00	30.00	179,332	179,332	-	-
ITD SINOHYDRO Joint Venture	Construction services	51.00	51.00	133,105	77,533	-	-
ITD – CREC Joint Venture	Construction services	51.00	-	-	-	-	-
Total investments in joint venture – net				312,437	261,794	-	-
Investments in joint ventures held by subsidiaries							
CEC-ITD Cem-TPL Joint Venture	Construction services	18.66	18.66	67,839	80,927	-	-
Total investments in joint venture held by subsidiaries – net				67,839	80,927	-	-
Total investments in joint ventures - net				380,276	342,721	-	-
Total investments in subsidiaries, associated companies and joint control companies and joint ventures				3,001,393	2,675,796	14,485,414	14,158,269

A reconciliation of the condense financial information to the carrying amounts of the investment in joint ventures are as follows:

(Unit : Million Baht)	For the years ended 31 December											
	ITD – EGC Joint Venture		IOT Joint Venture		CMC/ITD/SONGDA Joint Venture		ITD-SINOHYDRO Joint Venture		CEC-ITD CEM-TPL Joint Venture		ITD – CREC Joint Venture	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Total net assets of joint venture	-	9	-	-	598	598	261	153	113	134	-	-
Proportion of ownership Interest (%)	-	55	40	40	30	30	51	51	19	19	51	-
Net assets by proportion	-	5	-	-	179	179	133	78	21	25	-	-
Other adjustment	-	-	-	-	-	-	-	-	47	56	-	-
Carrying amount of the investment (obligation)	-	5	-	-	179	179	133	78	68	81	-	-

Significant financial information of the joint ventures in the aggregate amounts are summarized as follows:

	For the years ended 31 December													
	ITD – EGC Joint Venture		IOT Joint Venture		CMC/ITD/ SONGDA Joint Venture		ITD -SINOHYDRO Joint Venture		CEC-ITD CEM-TPL Joint Venture		ITD – CREC Joint Venture		Total	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
(Unit : Million Baht)														
Cash and cash equivalents	-	3	-	-	97	97	8	70	472	764	15	-	592	934
Other current assets	-	2	-	-	1,634	1,634	999	826	1,000	695	334	-	3,967	3,157
Total current assets	-	5	-	-	1,731	1,731	1,007	896	1,472	1,459	349	-	4,559	4,091
Non-current assets	-	-	-	-	1,107	1,107	38	56	187	277	5	-	1,337	1,440
Other current liabilities (including trade payables and provision)	-	-	-	-	2,240	2,240	784	602	1,543	1,596	354	-	4,921	4,438
Total current liabilities	-	-	-	-	2,240	2,240	784	602	1,543	1,596	354	-	4,921	4,438
Non-current liabilities	-	-	-	-	-	-	-	199	3	6	-	-	3	205
Net assets	-	5	-	-	598	598	261	151	113	134	-	-	972	888

	For the years ended 31 December									
	Revenues		Profit (loss)		Other comprehensive income (loss)		Depreciation and amortization		Tax	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
(Unit : Million Baht)										
ITD – EGC Joint Venture	-	23	-	18	-	-	-	-	-	-
IOT Joint Venture	-	-	-	-	-	-	-	-	-	-
CMC/ITD/SONGDA Joint Venture	-	-	-	-	-	-	-	-	-	-
ITD-SINOHYDRO Joint Venture	1,461	915	89	6	-	-	23	23	161	62
CEC – ITD CEM – TPL Joint Venture	1,616	1,924	207	225	-	-	49	119	168	283
ITD – CREC Joint Venture	195	-	-	-	-	-	1	-	-	-
Total	3,272	2,862	296	249	-	-	73	142	329	345

As at 31 December 2021 and 2020, the consolidated financial statement included investments in a joint venture accounted for by the equity method of Baht 179.33 million for which the figures are based on financial information of a joint venture as of 30 September 2019 which had been reviewed by the joint venture's auditor. The joint venture's management was unable to prepare the financial information up to date since the joint venture and the project owner have been in dispute regarding the termination of construction contract.

On 20 November 2019, CMC/ITD/SONGDA Joint Venture and the employer have been in dispute regarding the termination of construction contract. The Joint Venture and its employer have been appointed the Dispute Adjudication Board (DAB) to consider the dispute between counter parties. However, on 15 January 2021, DAB has considered the outcome of the dispute which conclude that the Notice of Termination from the employer is invalid and requiring the employer to release the performance securities to the Joint Venture.

In April 2021, the Joint Venture submitted a letter to the employer for further discussions in order to claim the right to receive the settlement regarding to the value of construction work which has been done by the Joint Venture including the value of materials and supplies, and machinery which belong to the Joint Venture but it has located in the construction project. However, this matter was a failure. As a result, the joint venture sent a letter to DAB requesting a decision by 1 October 2021. However, this matter is under the DAB's consideration which cannot presently be concluded. Therefore, the joint venture's management is unable to assess the potential impact to the realizable value of assets, the obligation in current liabilities including contingent liabilities from such matter.

18. OTHER LONG-TERM INVESTMENTS

Other long-term investments are financial assets for equity instruments which are not held for trading, the Group made an election to present subsequent change in the fair value of equity instruments in non-marketable securities through profit or loss and made an election to present subsequent change in the fair value of equity instruments in marketable securities through other comprehensive income:

	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
(Unit : Thousand Baht)				
Investment at fair value through profit or loss	789,647	655,524	585,744	520,298
Investment at fair value through other comprehensive income	467,918	369,918	440,655	348,394
Other long-term investments	1,257,565	1,025,442	1,026,399	868,692

Movements in other long-term investments during the years ended 31 December 2021 and 2020 are as follows:

18.1 Investments at fair value through profit or loss

(Unit : Thousand Baht)	Consolidated F/S	Separate F/S
Balance as at 1 January 2021	655,524	520,298
Less : Disposal during the year	(9,100)	(9,100)
Add : Gain on fair value measurement of investments	143,223	74,546
Balance as at 31 December 2021	789,647	585,744

18.2 Investments at fair value through other comprehensive income

(Unit : Thousand Baht)	Consolidated F/S	Separate F/S
Balance as at 1 January 2021	369,918	348,394
Add : Gain on change in fair value of investments	98,000	92,261
Balance as at 31 December 2021	467,918	440,655

Other long-term investments as at 31 December 2021 and 2020 comprise investments as follows:

(Unit : Thousand Baht)	Nature of business	Percentage of Shareholding (%)		Consolidated F/S		Separate F/S	
		2021	2020	2021	2020	2021	2020
Investments in other companies							
a) Investment at fair value through profit or loss							
M-Home SPV 3 Co., Ltd.	Real estate development	11.54	11.54	12	12	12	12
Less : Allowance for impairment				(12)	(12)	(12)	(12)
Net				-	-	-	-
Siam Steel Syndicate Plc.	Manufacture and distribution for construction	1.15	1.15	55,885	55,885	55,885	55,885
Less : Loss from change in fair value of investment				(50,600)	-	(50,600)	-
Net				5,285	55,885	5,285	55,885
Siam Fiber Optics Co., Ltd.	Manufacture and distribution of optic fibers	-	10.00	-	24,000	-	24,000
Less : Allowance for impairment				-	(14,900)	-	(14,900)
Net				-	9,100	-	9,100
Bell Development Co., Ltd.	Real estate development	2.29	2.29	47,313	47,313	47,313	47,313
Add : Profit from change in fair value of investment				23,993	-	23,993	-
Total				71,306	47,313	71,306	47,313
The Bangkok Club Co., Ltd.	Entertainment services	0.44	0.44	3,000	3,000	3,000	3,000
Less : Allowance for impairment				(2,500)	(2,500)	(2,500)	(2,500)
Net				500	500	500	500
Nishio Rent All (Thailand) Co., Ltd.	Construction machinery Rental	15.00	15.00	7,500	7,500	7,500	7,500
Asia Era One Co., Ltd.	Joint investment						
(2020 : Eastern High-Speed Rail Linking Three Airports Co., Ltd.		2.57	5.00	200,000	200,000	200,000	200,000
Praram 9 Square Co., Ltd.	Real estate development and rental	6.32	6.32	200,000	200,000	200,000	200,000
Add : Gain on change in fair value of investment				101,153	-	101,153	-
Net				301,153	200,000	301,153	200,000
Total Investment at fair value through profit or loss – net				585,744	520,298	585,744	520,298
b) Investment at fair value through other comprehensive income							
Charoong Thai Wire and Cable Plc.	Manufacture and distribution of wire and cable	12.90	12.90	308,715	308,715	308,715	308,715
Add : Unrealized gain on changes in fair value of investments				130,132	37,743	130,132	37,743
Total				438,847	346,458	438,847	346,458
TTCL Plc.	Construction services	0.07	0.07	400	400	400	400
Add : Unrealized gain from changes in fair value of investments				1,408	1,536	1,408	1,536
Total				1,808	1,936	1,808	1,936
Total Investment in other listed companies – net				440,655	348,394	440,655	349,394
Total Investments at fair value through other comprehensive income – net				1,026,399	868,692	1,026,399	868,692

(Unit : Thousand Baht)	Nature of business	Percentage of Shareholding (%)		Consolidated F/S		Separate F/S		
		2021	2020	2021	2020	2021	2020	
Investments held by subsidiaries								
a) Investment at fair value through profit or loss								
	Bell Development Co., Ltd.	Real estate development	6.55	6.55	135,226	135,226	-	-
	Add : Unrealized gain from changes in fair value of investments				68,677	-	-	-
	Total				203,903	135,226	-	-
b) Investment at fair value through other comprehensive income								
	Charoong Thai Wire and Cable Plc.	Manufacture and distribution of wire and cable	0.80	0.80	19,178	19,178	-	-
	Add : Unrealized gain from changes in fair value of investments				8,085	2,346	-	-
	Total				27,263	21,524	-	-
Total investment held by subsidiaries – net					231,166	156,750	-	-
Total other long-term investments – net					1,257,565	1,025,442	1,026,399	868,692

19. LONG-TERM LOANS AND ADVANCES TO RELATED PARTIES

The outstanding balances as at 31 December 2021 and 2020 are as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Subsidiaries	-	-	763,832	867,254
Joint Venture	1,157	-	1,157	-
Joint control companies	1,111,355	1,010,737	-	-
Total	1,112,512	1,010,737	764,989	867,254
Less : Allowance for impairment loss	-	-	(107,265)	(67,379)
Net	1,112,512	1,010,737	657,724	799,875

Significant movements in the long - term loans and advances to related parties for the year ended 31 December 2021 are as follows:

(Unit: Thousand Baht)	Consolidated F/S					31 December 2021
	1 January 2021	During the year			Translation adjustment	
		Increase	Decrease	Reclassification		
Joint Venture	-	1,160	(3)	-	-	1,157
Joint control companies	1,010,737	-	-	-	100,618	1,111,355
Total	1,010,737	1,160	(3)	-	100,618	1,112,512

(Unit: Thousand Baht)	Separate F/S					31 December 2021
	1 January 2021	During the year			Translation adjustment	
		Increase	Decrease	Reclassification		
Subsidiaries	867,254	159,048	(179,774)	(82,696)	-	763,832
Joint Venture	-	1,160	(3)	-	-	1,157
Total	867,254	160,208	(179,777)	(82,696)	-	764,989

A reconciliation of loss on impairment on the long-term loans and advances for the year ended 31 December 2021 and 2020 are as follows:

(Unit : Thousand Baht)	Separate F/S	
	2021	2020
As at 1 January	67,379	358,149
Recognized allowance for impairment losses	43,480	6,884
Reversal of impairment losses	(3,594)	(297,654)
As at 31 December	107,265	67,379

During the year 2020, the Company eliminated long-term loans and advances to one subsidiary, the Company recorded allowances for impairment loss for loans and advance totalling Baht 297.65 million. Therefore, the Company reverse impairment loss of loans and advance during the year.

20. LAND AWAITING DEVELOPMENT

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Land awaiting development - As at 1 January	323,943	296,219	-	-
Add : Purchase during the year	-	27,251	-	-
Less : Disposal during the year	(2,327)	-	-	-
Land awaiting development – As at 31 December	321,616	323,470	-	-
Less : Impairment loss	(4,761)	(4,288)	-	-
Land awaiting development – net	316,855	319,182	-	-

As at 31 December 2021 and 2020, land awaiting of development of the Group of Baht 284.49 million and Baht 284.49 million, respectively, are the land for using in Potash Mining Project in Udon Thani province.

21. INVESTMENT PROPERTIES

As at 31 December 2021, investment properties presented at fair value consist of:

(Unit : Thousand Baht)	Consolidated F/S	Separate F/S
Land	2,271,247	943,074
Building	341,285	341,285
Total	2,612,532	1,284,359

Investment properties was subsequent measurement at fair value which assess by independent appraisers under the market approach.

Movements in investment properties for the years ended 31 December 2021 and 2020 are as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Net book value as at 1 January	2,510,466	2,041,160	1,182,293	1,068,821
Add : Additional during the year	107,896	-	107,896	-
Less : Disposal during the year	(5,830)	(5,831)	(5,830)	(5,831)
Add : Gain on revaluation of assets	-	475,137	-	119,303
Net book value as at 31 December	2,612,532	2,510,466	1,284,359	1,182,293

22. PROPERTY, PLANT AND EQUIPMENT

(Unit : Thousand Baht)	Consolidated F/S					
	Land	Building and factories	Machinery, Office equipment, Furniture and vehicle	Site office and temporary camps	Machinery and equipment under installation	Total
Cost						
1 January 2020	1,869,274	6,929,264	35,987,350	1,275,336	7,291,111	53,352,335
Acquisitions / Transfer in	685,528	876,228	10,685,185	12,664	3,482,706	15,742,311
Transfer from right-of-use assets	-	-	421,810	-	-	421,810
Disposals / Transfer out	-	(35,928)	(3,406,308)	(140,683)	(9,064,835)	(12,647,754)
Translation adjustment	(709)	(4,464)	(158,069)	(2)	(668)	(163,912)
31 December 2020	2,554,093	7,765,100	43,529,968	1,147,315	1,708,314	56,704,790
Acquisitions / Transfer in	50,936	602,632	2,827,227	4,278	1,072,825	4,557,898
Transfer from right-of-use assets	-	-	415,082	-	-	415,082
Disposals / Transfer out	-	(50,732)	(1,568,548)	(6,450)	(1,841,269)	(3,466,999)
Translation adjustment	2,117	15,755	662,714	6	1,853	682,445
31 December 2021	2,607,146	8,332,755	45,866,443	1,145,149	941,723	58,893,216
Accumulated depreciation						
1 January 2020	-	5,125,931	20,327,158	1,004,039	-	26,457,128
Depreciation for the year	-	303,937	3,084,534	89,266	-	3,477,737
Transfer from right-of-use assets	-	-	167,945	-	-	167,945
Accumulated depreciation for disposals	-	(30,836)	(2,752,968)	(140,683)	-	(2,924,487)
Translation adjustment	-	(1,343)	(111,760)	(2)	-	(113,105)

	Consolidated F/S					
	Land	Building and factories	Machinery, Office equipment, Furniture and vehicle	Site office and temporary camps	Machinery and equipment under installation	Total
(Unit : Thousand Baht)						
31 December 2020	-	5,397,689	20,714,909	952,620	-	27,065,218
Depreciation for the year	-	405,601	3,585,325	40,381	-	4,031,307
Transfer from right-of-use assets	-	-	162,460	-	-	162,460
Accumulated depreciation for disposals	-	(34,871)	(1,201,933)	(1,048)	-	(1,237,852)
Translation adjustment	-	5,659	394,789	6	-	400,454
31 December 2021	-	5,774,078	23,655,550	991,959	-	30,421,587
Less Allowance for impairment						
31 December 2020	15,219	1,818	8,500	-	-	25,537
31 December 2021	15,219	1,818	46,803	-	-	63,840
Net book value						
31 December 2020	2,538,874	2,365,593	22,806,559	194,695	1,708,314	29,614,035
31 December 2021	2,591,927	2,556,859	22,164,090	153,190	941,723	28,407,789
Depreciation for the year 2020						3,477,737
Depreciation for the year 2021						4,031,307

	Separate F/S					
	Land	Building and factories	Machinery, office equipment, furniture and vehicle	Site office and temporary camps	Machinery and equipment under installation	Total
(Unit : Thousand Baht)						
Cost						
1 January 2020	1,654,902	5,164,686	18,183,350	1,121,222	7,082,806	33,206,966
Acquisitions / Transfer in	672,954	864,726	9,076,441	10,031	3,453,757	14,077,909
Transfer from right-of-use assets	-	-	421,810	-	-	421,810
Disposals / Transfer out	-	-	(2,448,107)	(140,683)	(8,890,216)	(11,479,006)
Translation adjustment	-	(37)	(73)	(2)	-	(112)
31 December 2020	2,327,856	6,029,375	25,233,421	990,568	1,646,347	36,227,567
Acquisitions / Transfer in	50,856	371,890	1,776,883	3,850	843,603	3,047,082
Transfer from right-of-use assets	-	-	415,082	-	-	415,082
Disposals / Transfer out	-	(1,040)	(522,400)	(6,450)	(1,573,118)	(2,103,008)
Translation adjustment	-	2,542	168,746	6	-	171,294
31 December 2021	2,378,712	6,402,767	27,071,732	987,974	916,833	37,758,017
Accumulated depreciation						
1 January 2020	-	4,011,698	11,074,343	948,258	-	16,034,299
Depreciation for the year	-	226,457	1,841,590	77,342	-	2,145,389
Transfer from right-of-use assets	-	-	167,945	-	-	167,945
Accumulated depreciation for disposals	-	-	(1,900,659)	(140,683)	-	(2,041,342)
Translation adjustment	-	(218)	(13,110)	(2)	-	(13,330)
31 December 2020	-	4,237,937	11,170,109	884,915	-	16,292,961
Depreciation for the year	-	291,646	2,337,360	30,202	-	2,659,208
Transfer from right-of-use assets	-	-	162,460	-	-	162,460
Accumulated depreciation for disposals	-	(717)	(470,442)	(1,048)	-	(472,207)
Translation adjustment	-	1,058	102,219	6	-	103,283
31 December 2021	-	4,529,924	13,301,706	914,075	-	18,745,705
Net book value						
31 December 2020	2,327,856	1,791,438	14,063,312	105,653	1,646,347	19,934,606
31 December 2021	2,378,712	1,872,843	13,770,026	73,899	916,832	19,012,312
Depreciation for the year 2020						2,145,389
Depreciation for the year 2021						2,659,208

As at 31 December 2021 and 2020, the Company has assets under construction for precast and limestone production to support the project under development of Baht 122.44 million. The Company's management believes that these assets are not impaired.

As at 31 December 2021 and 2020, certain building, machinery and equipment items of the Group have been fully depreciated but are still in use. The original cost, before deducting accumulated depreciation, of those assets amounted to Baht 15,408.57 million and Baht 14,360.61 million, respectively (Separate F/S : Baht 10,999.35 million and Baht 10,956.50 million, respectively).

As at 31 December 2021 and 2020, land and construction thereon, machinery and equipment of the subsidiaries company are under the guarantee as collaterals for loans from banks (Notes 28 and 31).

Changes in property, plant and equipment paid by cash during the year ended 31 December 2021 and 2020 are detailed as follows:

(Unit: Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Purchases of assets	2,704,630	6,672,187	1,473,965	5,187,692
Changes in payables for purchases of assets	839,239	(3,809,919)	542,651	(3,252,974)
Changes in advance for purchase of machinery	30,964	(147,799)	(5,339)	(159,126)
Paid by cash	3,574,833	2,714,469	2,011,277	1,775,592

23. LEASE

Leases - where the Group is the lessee

23.1 Right-of-use

(Unit : Thousand Baht)	Consolidated F/S					
	Land	Building and factories Building	Machinery, Office equipment,	Vehicles	Other	Total
Cost						
As at 1 January 2020	354,574	40,974	2,147,863	633,987	165,362	3,342,760
Increase	373,392	2,453	266,189	238,329	979	881,342
Decrease / Disposal	(29,463)	-	(37,500)	(1,771)	-	(68,734)
Transfer to property, plant and equipment	-	-	(352,407)	(69,403)	-	(421,810)
Translation adjustment for foreign currency financial statements	(1,280)	-	(5,341)	-	(5,055)	(11,676)
As at 31 December 2020	697,223	43,427	2,018,804	801,142	161,286	3,721,882
Increase	103,104	1,462	162,151	108,156	5,924	380,797
Decrease / Disposal	(1,097)	-	(311)	(7,599)	(6,888)	(15,895)
Decrease from lease modification	(45,950)	-	-	-	-	(45,950)
Transfer to property, plant and equipment	-	(2,425)	(259,737)	(152,920)	-	(415,082)
Translation adjustment for foreign currency financial statements	13,317	-	15,825	-	15,178	44,320
As at 31 December 2021	766,597	42,464	1,936,732	748,779	175,500	3,670,072
Accumulated depreciation						
As at 1 January 2020	26,493	304	413,947	73,663	19,793	534,200
Depreciation for the period	121,728	8,457	266,284	85,556	25,510	507,535
Decrease / Disposal	-	-	(18,115)	(194)	-	(18,309)
Transfer to property, plant and equipment	-	-	(147,528)	(20,417)	-	(167,945)
Translation adjustment for foreign currency financial statements	27,339	-	(3,486)	-	(1,468)	22,385
As at 31 December 2020	175,560	8,761	511,102	138,608	43,835	877,866
Depreciation for the period	135,101	7,890	242,563	93,169	27,648	506,371
Decrease / Disposal	(1,097)	-	(3,285)	(3,786)	(5,000)	(13,168)
Transfer to property, plant and equipment	-	(485)	(115,647)	(46,328)	-	(162,460)
Decrease from lease modification	(18,380)	-	-	-	-	(18,380)
Translation adjustment for foreign currency financial statements	8,935	-	11,482	-	4,925	25,342
As at 31 December 2021	300,119	16,166	646,215	181,663	71,408	1,215,571
Net Book Value						
As at 31 December 2020	521,663	34,666	1,507,702	662,534	117,451	2,844,016
As at 31 December 2021	466,478	26,298	1,290,518	567,115	104,092	2,454,501
Depreciation for the year 2020						507,535
Depreciation for the year 2021						506,371

(Unit : Thousand Baht)	Separate F/S				
	Land	Building and factories Building	Machinery, Office equipment	Vehicles	Total
Cost					
As at 1 January 2020	216,837	4,673	1,921,097	620,084	2,762,691
Depreciation for the period	47,280	2,453	236,193	237,377	523,303
Decrease / Disposal	(29,463)	-	(37,500)	(1,771)	(68,734)
Transfer to property, plant and equipment	-	-	(352,407)	(69,403)	(421,810)
Translation adjustment for foreign currency financial statements	(169)	-	-	-	(169)
As at 31 December 2020	234,485	7,126	1,767,383	786,287	2,795,281
Increase	90,391	1,462	81,171	108,156	281,180
Decrease / Disposal	-	-	(311)	(7,599)	(7,910)
Transfer to property, plant and equipment	-	(2,425)	(259,737)	(152,920)	(415,082)
Translation adjustment for foreign currency financial statements	8,968	-	-	-	8,968
As at 31 December 2021	333,844	6,163	1,588,506	733,924	2,662,437
Accumulated depreciation					
As at 1 January 2020	-	304	363,343	73,385	437,032
Depreciation for the period	82,469	2,797	193,620	81,133	360,019
Decrease / Disposal	-	-	(18,115)	(194)	(18,309)
Transfer to property, plant and equipment	-	-	(147,528)	(20,417)	(167,945)
Translation adjustment for foreign currency financial statements	(1,410)	-	-	-	(1,410)
As at 31 December 2020	81,059	3,101	391,320	133,907	609,387
Depreciation for the period	99,367	2,275	171,632	89,785	363,059
Decrease / Disposal	-	-	(3,285)	(3,786)	(7,071)
Transfer to property, plant and equipment	-	(485)	(115,647)	(46,328)	(162,460)
Translation adjustment for foreign currency financial statements	4,638	-	-	-	4,638
As at 31 December 2021	185,064	4,891	444,020	173,578	807,553
Net Book Value					
As at 31 December 2020	153,426	4,025	1,376,063	652,380	2,185,894
As at 31 December 2021	148,780	1,272	1,144,486	560,346	1,854,884
Depreciation for the year 2020					360,019
Depreciation for the year 2021					363,059

23.2 Lease Liabilities

The outstanding of lease liabilities as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Lease Liabilities	1,734,336	2,230,365	982,601	1,401,004
Less : Current portion	(696,737)	(850,832)	(554,292)	(658,854)
Net	1,037,599	1,379,533	428,309	742,150

Analysis of maturity of lease liabilities are as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Not over one year	726,600	891,118	573,011	691,978
Over one year but not over five years	1,049,903	1,160,733	432,949	757,210
Over 5 years	9,885	255,719	4,990	5,433
Total	1,786,388	2,307,570	1,010,950	1,454,621
Less : Deferred interest	(52,052)	(77,205)	(28,349)	(53,617)
Net	1,734,336	2,230,365	982,601	1,401,004

The Group and the Company recognized finance cost relate to lease contracts totalling Baht 99 million and Baht 51 million, respectively (2020 : Baht 129 million and Baht 59 million)

Rental payment not recognized as lease liabilities

The Group has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The expense related that contract not recognize for the year ended 31 December 2021 are as follows:

(Unit : Thousand Baht)	Consolidated F/S	Separate F/S
Short-term lease	230,014	166,904
Leases of low-value assets	296,214	209,061
Total	526,228	375,965

23.3 Other financial liabilities

Other financial liabilities recognize contract from sale and leaseback transactions is satisfied of asset which is not a sale in accordance with TFRS15 “Revenue from Contracts with Customers”. The Company therefore continue recognizes such transfer assets as fixed assets in the financial statement and recognizes liabilities from sale and leaseback as other financial liabilities equal to the transfer proceeds of assets.

Present value of other financial liabilities as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Other financial liabilities	1,805,316	1,466,870	1,562,226	1,340,306
Less : Current portion	(569,810)	(367,327)	(519,201)	(346,188)
Net	1,235,506	1,099,543	1,043,025	994,118

Analysis of maturity of other financial liabilities are as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Not over one year	620,087	411,609	562,035	385,608
Over one year but not over five years	1,282,099	1,157,191	1,078,733	1,039,515
Total	1,902,186	1,568,801	1,640,768	1,425,123
Less : Deferred interest	(96,870)	(101,931)	(78,541)	(84,817)
Net	1,805,316	1,466,870	1,562,226	1,340,306

The Group and the Company recognized finance cost relate to other financial liabilities totalling Baht 56 million and Baht 47 million, respectively. (2020: Baht 16 million and Baht 13 million, respectively)

Leases - where the Group is the lessor

23.4 Finance lease receivable – subsidiary

(Unit : Thousand Baht)	Separate F/S	
	2021	2020
Not over one year	21,440	17,600
Over one year but not over five years	19,200	19,200
Over 5 years	16,320	20,160
Total	56,960	56,960
Less : Unearned finance income	(10,399)	(12,287)
Total	46,561	44,673
Less : Loss on impairment	(13,440)	(9,600)
Total	33,121	35,073
Less : Current portion	(6,239)	(6,112)
Net	26,882	28,961

The above finance leases payable are for machinery and equipment leases with scheduled repayment terms of 15 years.

24. GOODWILL

As at 31 December 2021 and 2020, the outstanding balance of goodwill are as follows :

(Unit : Thousand Baht)	Consolidated F/S	
	2021	2020
Balance as at 1 January	869,173	871,742
Less : Translation adjustment for foreign currency financial statements	7,667	(2,569)
Balance as at 31 December	876,840	869,173
Less : Allowance for impairment	(16,673)	(16,673)
Net	860,167	852,500

Key assumptions used in the recoverable amount assessment include:

	Cement business		Construction business in India	
	2021	2020	2021	2020
Growth rate (%)	0	1	7	7
Discount rate (%)	6	7	18.76	19.57

The Group assesses recoverable value from Potash Mining Project by considering project feasibility and internal rate of return (IRR) with the discount rate of 8% which management considered appropriate. Based on this assessment, the recoverable value from the project is higher than the carrying amount of investment.

Growth rate

Weighted average growth rate is based on the industry growth. Weighted average growth rate is used to extrapolate cash flows after cash flow projection of 5 years.

Discount rate

Discount rate reflect the current market assessments of the time value of money and risks specific to assets.

The Company recognizes impairment losses on goodwill in the statement of profit or loss when the recoverable amounts of cash generate unit is lower than book value and cannot reverse in the future.

Based on impairment test for goodwill by increasing discount rate for 0.5%, the Company does not have to recognize an impairment of goodwill in the consolidated financial statements for the year end 31 December 2021.

25. DEVELOPMENT COSTS FOR CONCESSION RIGHT – DAWEI PROJECT

As at 31 December 2021 and 2020, the Group has costs for acquisition of the concession right and development costs for industrial estate and infrastructure in Dawei Special Economic Zone (“DSEZ”) as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Concession right	168,371	151,328	-	-
Costs of project under development	7,675,974	7,674,015	5,205,964	5,205,964
Total	7,844,345	7,825,343	5,205,964	5,205,964

Movements in the development costs for concession right – Dawei project for the year ended 31 December 2021 are as follows:

(Unit : Thousand Baht)	Consolidated F/S	Separate F/S
Balance as at 1 January 2021	7,825,343	5,205,964
Add : Adjustment from translation of reporting currency	19,002	-
Balance as at 31 December 2021	7,844,345	5,205,964

As at 31 December 2021, the Company and its subsidiaries have project costs for developing the industrial estate and related infrastructure and utilities in the Dawei Special Economic Zone (“DSEZ”) for obtaining concession right of Baht 7,844.35 million and Baht 5,205.96 million, respectively. The Company has investment in subsidiary and granted long-term loan to the group of subsidiaries totaling of Baht 2,476.27 million and Baht 101.83 million, respectively, in the separate financial statement.

Italian-Thai Development Public Company Limited (the “Company”) has obtained the concession right to develop the project from the Republic of Union of Myanmar’s government entity (which is managed by Dawei Special Economic Zone Management Committee: “DSEZ MC”). Moreover, the Group has begun the development of the area since 2010. In 2013, the project has been supported by the governments of Thailand and the Republic of the Union of Myanmar which had established the Special Purpose Vehicle (Dawei SEZ Development Company Limited or calling the “SPV”) to mutually promote the project and determine the development policies of the project. The DSEZ MC and the SPV has determined the right for the Group to reimburse the previous investment for development under the Tripartite Memorandum. The Group will receive the reimbursement from the new investor of each concession project, moreover, the amount received will be accorded to the Due Diligence of the cost that has been invested by the Group, which is evaluated by the independent party, selected, and authorized by the SPV. The Company, the DSEZ MC and SPV has mutually agreed that the Due Diligence evaluated result will be directly send to the SPV to summarize the amount as per Term of Reference (TOR) relating to the investing auction for new investors of each project. The Group currently does not have right to access the details of the Due Diligence to claim the right from the other parties at present.

In 2015, the DSEZ MC has considered the development plan of DSEZ project demarcating it as the Dawei Special Economic Zone Initial Phase (“DSEZ Initial Phase”), in order to develop 27 square kilometers of industrial estate land and its related infrastructure and utilities, and the Dawei Special Economic Zone Full Phase (“DSEZ Full Phase”).

On 5 August 2015, the indirect subsidiaries in overseas and the investors (“the Concessionaires”) has signed 7 concession agreements for the rights to develop 8 concession projects of the Dawei Special Economic Zone Initial Phase (“DSEZ Initial Phase”) with the DSEZ MC. At same time, the DSEZ MC, the SPV and the Company are entered into the Supplemental Memorandum of Understanding to the Tripartite Memorandum to define the terms and conditions to the Company in order to obtain the Land Right Option for develop and operate the DSEZ Initial Phase and also to compensate the previous investment of the Group. However, the Company shall exercise the Land Right Option when the Concessionaires and the DSEZ MC has fulfilled the Conditions Precedent of the DSEZ Initial Phase.

The Concessionaires have fulfilled all conditions except the Land Lease Agreements signing and concession fees payment because these are not agreed between the Concessionaires and the DSEZ MC on the details of Land lease agreements. The Concessionaires has report to the DSEZ MC to pay the concession fees of each project along with interest to the DSEZ MC when the Land Lease Agreements of each project have been agreed.

The details of situation and progress of each phase are as follows:

1. Dawei Special Economic Zone Initial Phase (DSEZ Initial Phase)

1.1 Land Lease Agreements from the Government of the Republic of Union of Myanmar and the annual concession fees

After obtained the concessions right, the Concessionaires have discussion with the DSEZ MC to all Land Lease Agreements which have mutually consensus contents prior to further project development. So far only the Land Lease Agreement for the Initial Industrial Estate and Two-lane Road Connects the Dawei Special Economy Zone and the Thai - Myanmar border (Initial Industrial Estate and Two-lane Road) were sent to the Concessionaire, while the remaining infrastructure and utilities land lease agreements still have yet to be sent by the DSEZ MC. However, the Concessionaires were invited in various meetings by both the Thai and Myanmar Governments in order to request the ways to support and drive the DSEZ Initial Phase successfully forward in a practical manner. But the conclusion not yet be mutually agreed by both of the Concessionaires and the DSEZ MC.

On 14 August 2019, the Company received the Notice of Modification from the DSEZ MC which define the amendment of the Initial Industrial Estate and Two-lane Road Concession Agreement (which are under the same concession agreement) along with the issuance of the draft Land Lease Agreement for the such-the Concession Agreement and draft of the waiving of our Reimbursement Rights under the Tripartite Memorandum. However, these conditions were made by the DSEZ MC in order to addition and modify of the Concession Agreements and define the Concessionaires to enforce the Company to sign a document releasing all of the Company's reimbursement rights under such Tripartite Memorandum. It also forces the Concessionaires to comply within the specific period. The Company and the Concessionaires have discussed and issued various letters on multiple occasions to the DSEZ MC in order to reconsider the conditions in order to agreeable both parties. However, as the Concession Agreement for the Initial Industrial Estate and Two-lane Road has a progress related to the Land Lease Agreements, the Concessionaire therefore accepts to pay the Concession Fee plus interests to the DSEZ MC. In addition, the Company also requested repeatedly for the remaining draft Land Lease Agreements 6 concessions related to the infrastructure and utilities are critical components integral in supporting the overall development success for the DSEZ Initial Phase. And also, informed the DSEZ MC on various occasions that the payment will be made upon receiving and mutually agreeing on each of the respective land agreement for each concession and that the Concessionaire merely requested for the deferral of such payment and interests subject to the mutual finalization of each Land Lease Agreement. However, no further draft Land Lease Agreements for the remaining concessions were sent by the DSEZ MC.

On 27 November 2019, the Company received the Notice of Determination from the DSEZ MC related to amendment in the concession agreement Initial Industrial Estate and Two-lane Road. The Notice of Determination, which were once again unilaterally set forth by the DSEZ MC, imposed a certain time period for the Concessionaires to abide and fulfill the new conditions precedent including for the Concessionaires in order to enforce the Company to sign a document regarding the release of the Company's reimbursement rights under the Tripartite Memorandum as previously mentioned. The Company along with its partners issued letters to the DSEZ MC opposing this unilateral amendment to the concession agreement and also elaborated this unfair practice by the DSEZ MC in the official meeting held between the governments of Thailand and the Republic of the Union of Myanmar. These newly imposed conditions are not agreed by the Company and its partners, moreover, the unilateral exercise the right to amend the Concession Agreement cannot be acceptable without agreeable by three parties.

On 30 December 2020, the Concessionaires received the Notice of Termination for all Concession Agreements of the DSEZ Initial Phase from the DSEZ MC claiming that the Concessionaires had breached the conditions of the concession agreement relevant to the payment of annual concession fee and the conditions of the concession agreement for the Initial Industrial Estate and Two-lane Road which additional determined by the DSEZ MC. This requires the Concessionaires to enforce Italian-Thai Development Public Company Limited to sign the document releasing the Group's right to reimburse the previous investments under the Tripartite Memorandum which is a condition set by DSEZ MC unilaterally. However, the Company does not agree with the reason for termination of the Concession Agreements and in order to protect the right to reimburse investment costs mention in the aforementioned memorandum, the Concessionaires along with the consultation from its legal advisor, submitted the rebuttal of the Notice of Termination to elucidate to the DSEZ MC on 19 January 2021 and proposed a discussion on this matter. Thereafter on 4 April 2021, the Concessionaires reiterated and submitted once again the confirmation for the rebuttal of the Notice of Termination to the DSEZ MC.

As the DSEZ is a project of strategic importance to the region and fully supported by both the Thai and Myanmar Governments through the signed memorandums between the two governments as well as official meetings over the years to support and encourage its development along with the fact that Thai investors stay in overseas are protected from its foreign investment (Protection of Investment) under the bilateral and regional treaties. Given these factors, the Company also submitted an official letter to the Thai Government explaining the current situation.

Due to the current political situation in Myanmar and COVID-19 pandemic, this have caused the delay in the negotiation between the Group and the Myanmar Authority in order to find a common ground acceptable to all parties concerned. However, the Company has acknowledged that the Myanmar Authority officially formed new DSEZ MC, effective since 3 May 2021. Subsequently, DSEZ MC held an online meeting on 19 August 2021, in order to introduce its new DSEZ MC's members and reassured the Concessionaire that further discussions will find an amicable solution to the outstanding issues of the concession agreement. Furthermore, there have been news reports both in Myanmar and Thailand that Myanmar's Prime Minister Min Aung Hlaing wants the DSEZ Project to continue as it is of strategic importance to the country's development. On 9 December 2021, the Company issued a letter to the Thai Government updating the current situation of the Project and asking for the government's continued support to the Company's future negotiation and strategy going forward with the Myanmar Government. In this regard, the Thai Government recognizes the importance of the DSEZ Project and will discuss with the related agencies accordingly. The Company is confident that the outcome of future negotiations with the Myanmar Government will be positive and find the solution for achieving a sustainable long-term development success.

1.2 Government Support for Construction of the Two-lane Road Connects the Special Economy Zone and the Thai - Myanmar border

In the meetings and ongoing cooperation between the Thai and Myanmar governments, it is publicly known that the Thai Government has the policy to offer the soft loan to the Myanmar Government for the construction of the Two-lane Road Connects the Special Economy Zone and the Thai - Myanmar border. Such detailed discussions are ongoing regarding to the terms and conditions.

2. Dawei Special Economic Zone Full Phase

Even the right for reimbursement of the Group's previous investments for development of Industrial Estate and related infrastructure and utilities in the DSEZ is still accorded to the Tripartite Memorandum. However, the reimbursement amount relies on the Due Diligence report prepared by the independent advisor selected and authorized by the SPV which at the present, the Company does not have the right to access to such Due

Diligence report. In addition, it depends on the progress of the development of the DSEZ Full Phase which was supported by the government of Thailand and Myanmar to promote the other concession projects in the future as well as the investment from new investors who are interested in each concession project. The Group's management believe that the right to reimbursement under the Tripartite Memorandum and Supplemental Memorandum of Understanding to the Tripartite Memorandum which were jointly signed between the Company, DSEZ MC and SPV is and remains valid. Because of there are government agencies of Thailand and Myanmar which are included 1) Joint High-Level Committee, 2) Joint Cooperation Committee (JCC) and 3) Joint Task Force (JTF) still exist in order to push such projects in according to the government's policy.

26. POTASH MINING RIGHT AND DEFERRED EXPLORATION AND DEVELOPMENT COSTS

The Company invested in potash mining project through the group of subsidiary companies. The Company holds 90% and the Ministry of Finance holds 10% of the registered share capital. The Company has costs of acquiring right to survey and development the potash mining totalling Baht 2,293.49 million.

The subsidiary company has the right to do potash exploration in Udon Thani Province in Northeast of Thailand and has successfully identified two large potash resources at South Udon and North Udon. Such subsidiary has incurred exploration and development costs as at 31 December 2021 and 2020 as follows:

(Unit : Thousand Baht)	Consolidated F/S	
	2021	2020
<u>Exploration expense</u>		
Beginning balance	566,570	566,570
Expenditure during the year	688	-
Ending balance	567,258	566,570
<u>Application for potash mining concessions expense</u>		
Beginning balance	386,995	384,884
Expenditure during the year	1,429	2,111
Ending balance	388,424	386,995
Total deferred exploration and development cost	955,682	953,565

Such project is under process of application for potash mining concessions from the government. The subsidiary company has complied with the requirement as stipulated in the Mining Act. and has submitted the documents for the mining license application to the Department of Primary Industries and Mines (DPIM.).

In 2020, the DPIM's Director-General obtained the approval of the prevailing conditions according to the Mineral Act. B.E. 2560 from the statutory stakeholder committee which is appointed by the Udon Thani Provincial Governor. The DPIM's Director-General have negotiated with the subsidiary company regarding the term of payment of Special Remuneration Benefits, Royalty and Special Subsidy to government as announce by the Ministry of Industry.

On 23 February 2021, the subsidiary company went to clarify questions about the Potash Mining Project in Udon Thani Province in order to provide information and present the request for a license of the subsidiary company to the meeting of the Mineral Committee for further approval. The DPIM's Director-General will sign the concession certificate which is expected to be completed by 2022. However, due to the current situation of COVID-19 pandemic the meeting of the mineral committee to consider approving the concession certificate application, has extended as previously expected by the management.

The Company's management believes that this project will generate benefits both for neighboring area and for the country. The project is expected to be approved by the government and become operational as planned. The Company's management believes that there will be no impairment in the value of such investment.

27. DEFERRED CONCESSION COST AND COSTS OF PROJECT UNDER DEVELOPMENT

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
Concession cost	193,369	150,186	-	-
Costs of project under development	2,228,870	2,134,094	2,074,899	1,993,231
Total	2,422,239	2,284,280	2,074,899	1,993,231

As at 31 December 2021, the Company and its subsidiaries have deferred concession costs and costs of project under development in the Republic of Mozambique of Baht 2,422.24 million and Baht 2,074.90 million, respectively. The Company has investment in subsidiary and granted long-term loan to the group of subsidiaries totaling of Baht 58.16 million and Baht 413.79 million, respectively, in the separate financial statement.

In 2013, an overseas subsidiary signed two Concession agreements with the Ministry of Transportation and Communications, Government of the Republic of Mozambique for the construction and operation of a Heavy Haul Railway Line and associated Deep-Sea Port in Macuse for the export of coal and other goods. The project investment costs were estimated at USD 3,200 million (equivalents to Baht 96,000 million), allowing for the concession period of 30 years (including construction period). Project details as following :

1. Construction of a Heavy Haul Railway Lines from Moatize to Macuse Port, the approximate length of the standard gauge railways is about 613 kilometers.
2. Construction of a Deep-Sea Port at Macuse with the starting port capacity, for exporting coal, of 40 million tons annually to the maximum capacity of 100 million tons annually.
3. Operation of the Heavy Haul Railway Lines and Macuse Deep Sea Port on the Concession Agreement of 30 years (including the Construction period) and the concession period could be extended for another 10 years.

Due to challenges in the coal export business including the decline in the market price of coal along with economic slowdown caused by Corona virus 2019 pandemic, management of the subsidiary decided in 2020 to revise its business plan to develop the project in two phases. Phase 1 is the development of a multi-cargo port to the Macuse Port and Phase 2 includes the construction of the Railway from Moatize-Chitima railway to Macuse port. The advantages from starting the development of Phase 1 first include shorter construction period and lower investment costs. Management of subsidiary will start Phase 2 development when the economics of the project can be justified.

The progress of project development in Phase 1 are as follows:

The development of general cargo seaport at Macuse

During the year 2021, the subsidiary company obtained the Environmental and Social Impact Assessment license (ESIA License) for the construction of such seaport and launched a tender bidding process for the Engineering Procurement and Construction Contractor (EPC Contractor). In addition, the subsidiary's management has signed the initial loan agreement of USD 25 million, funding for phase 1 development. The Company has used a deposit of USD 5 million. (equivalent to Baht 166.11 million) as collateral for the subsidiary company for issuing Standby Letter of Credit according to the conditions in the agreement. Currently, the subsidiary has started the resettlement activities in order to construct in the port area.

28. BANK OVERDRAFTS AND SHORT-TERM LOANS FROM FINANCIAL INSTITUTIONS

The outstanding balances of bank overdrafts and short-term loans from financial institutions as at 31 December 2021 and 2020 are as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Bank overdrafts	747,636	1,031,879	25,403	286
Short-term loans from financial institutions	6,507,877	6,086,673	4,535,216	4,700,787
Total	7,255,513	7,118,552	4,560,619	4,701,073

These represent loans obtained from local and overseas financial institutions in the following currencies:

(Unit : Million)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
THB	4,531	4,894	3,831	4,452
INR	2,844	2,307	-	-
BDT	1,805	701	1,805	701

These loans are subject to interest at domestic market rates for Thai Baht currency loans and at the market rates of each Country.

As at 31 December 2021 and 2020, part of loans amounting to Baht 2,531.41 million and Baht 3,232.62 million, respectively, have been used to finance certain specific projects (Project Finance). The lending banks had set a condition for the Company to process the cash transactions from the projects through the Company's accounts with those banks.

As at 31 December 2021 and 2020, bank overdrafts and short – term credit facilities that have not been drawn down amounted to Baht 12,899.14 million and Baht 12,773.70 million, respectively.

29. TRADE ACCOUNTS PAYABLE – RELATED PARTIES

The outstanding balances as at 31 December 2021 and 2020 are as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Subsidiaries	-	-	682,720	672,300
Associated companies and joint ventures	128,303	128,104	102,278	109,997
Related companies	2,210,159	1,449,218	2,195,557	1,440,659
Total trade accounts payable – related parties	2,338,462	1,577,322	2,980,555	2,222,956

30. SHORT-TERM LOANS AND ADVANCE FROM RELATED PARTIES

The outstanding balances as at 31 December 2021 and 31 December 2020 are as follow:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Subsidiaries	-	-	950,039	440,523
Joint control company	29,710	18,085	-	-
Joint Ventures	128	58,741	-	58,741
Total	29,838	76,826	950,039	499,264

Movements in short-term loans and advance from related parties

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Balance as at 1 January	76,826	-	499,264	-
Add : Additional borrowings	39,442	76,826	841,274	605,045
Less : Repayments	(88,229)	-	(434,353)	(105,781)
Add : Translation adjustment for foreign currency financial statements	1,799	-	43,854	-
Balance as at 31 December	29,838	76,826	950,039	499,264

31. LONG-TERM LOANS

As at 31 December 2021 and 2020, the outstanding balance of long-term loans are as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Outstanding balances	20,945,241	21,241,386	17,064,746	17,077,387
Less : Current portion	(14,060,347)	(11,943,288)	(13,160,908)	(11,224,108)
Net	6,884,894	9,298,098	3,903,838	5,853,279

Movements in the long-term loans for the years ended 31 December 2021 and 2020 are summarized as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Balance as at 1 January	21,241,386	22,131,226	17,077,387	17,513,430
Add : Additional borrowings	5,613,982	7,083,769	5,063,915	6,369,712
Less : Repayments	(5,988,236)	(7,972,292)	(5,076,556)	(6,805,755)
Add (less) : Translation adjustment for foreign currency financial statements	78,109	(1,317)	-	-
Balance as at 31 December	20,945,241	21,241,386	17,064,746	17,077,387

The outstanding balance of long-term loans as at 31 December 2021 and 2020 are as follows:

Loan	Credit amount (Million Baht)	Interest rate (Percentage)	Repayment condition	Guarantee	(Unit : Million Baht)			
					Consolidated F/S		Separate F/S	
					2021	2020	2021	2020
Parent Company	18,808	MLR – 1 per annum	Repayable within 2021 – 2023 or upon completion of the project, whichever is earlier	Assignment of collection from construction contract	17,065	17,077	17,065	17,077
		MLR – 1.25 per annum	Repayable within 2021 – 2023 or upon completion of the project, whichever is earlier	Assignment of collection from construction contract and land	-	-	-	-
		MLR – 1.50 per annum	Repayable within 2021 – 2025 or upon completion of the project, whichever is earlier	Assignment of collection from construction contract	-	-	-	-
		Market rate per annum	Repayable within 2021 upon completion of the project, whichever is earlier	Bank account opened for receive revenue from construction	-	-	-	-
		2.75 per annum	Repayable within 2026	-	-	-	-	-
		MLR – 0.50 per annum	Repayable within 2022	Assignment of collection from construction contract	-	-	-	-
		4 per annum	Repayable per due date of the promissory note from the debtor (Note 9)	-	-	-	-	-
Subsidiaries	399	5.25 per annum	Repayable within 2024	Land	-	-	-	-
		4.75 per annum	Repayable within 2027	-	-	-	-	
1	399	MLR – 1 to MLR – 3.15 per annum	Repayable within 2022 – 2025	Guaranteed by parent company, machinery and equipment	189	195	-	-
2	631	MLR per annum	Repayable per contract	Guaranteed by parent company, land and machinery	-	92	-	-

Loan	Credit amount (Million Baht)	Interest rate (Percentage)	Repayment condition	Guarantee	(Unit : Million Baht)			
					Consolidated F/S		Separate F/S	
					2021	2020	2021	2020
3	5,745	MLR – 1.50 per annum	Repayable within 2021 – 2026	Guaranteed by parent company, machinery and Assignment of collection from construction contract	2,075	2,718	-	-
4	5,600 Million BDT	Floating rate of Bank of Bangladesh plus 6% per annum	Repayable per contract	Guaranteed by parent company	856	707	-	-
5	470	2.51% to 3.25% per annum	Repayable within 2021 – 2025	Guaranteed by shareholders	400	370	-	-
6	833 Million Rupee	9.55% per annum	Repayable within 2023	Land	360	82	-	-
Total					20,945	21,241	17,065	17,077
Less : Current portion					(14,060)	(11,943)	(13,161)	(11,224)
Net					6,885	9,298	3,904	5,853

32. DEBENTURES

Debenture (Unit : Thousand Baht)	Duration	Date of issue	Maturity date	Interest rate (% p.a.)	Consolidated and Separate F/S	
					2021	2020
1	5 years	8 June 2016	8 June 2021	4.40	-	3,499,318
2	5 years 3 days	26 June 2017	29 June 2022	4.70	5,998,585	5,995,700
3	5 years	15 February 2019	15 February 2024	5.25	1,996,817	1,995,318
4	1 years 3 months	23 September 2020	23 December 2021	4.50	-	546,372
5	2 years 9 months	23 September 2020	23 June 2023	5.50	2,454,164	2,446,691
6	2 years 3 days	4 June 2021	7 June 2023	5.10	1,533,107	-
7	3 years 6 months	4 June 2021	4 December 2024	5.80	2,432,866	-
Total					14,415,539	14,483,399
Less: Current Portion					(5,998,585)	(4,045,690)
Debentures – net					8,416,954	10,437,709

Movements of debentures for the years ended 31 December 2021 and 2020 are as follows:

(Unit : Thousand Baht)	Consolidated and Separate F/S	
	2021	2020
Balance as at 1 January	14,483,399	15,282,368
Add : Newly issued debentures	4,000,000	3,015,200
Less : Redemption of former debentures	(4,050,000)	(3,800,000)
Less : Cost of issuing debentures	(43,194)	(25,201)
Add : Amortization of costs of issuing debentures	25,334	11,032
Balance as at 31 December	14,415,539	14,483,399
Less : Current portion	(5,998,585)	(4,045,690)
Net	8,416,954	10,437,709

On 4 June 2021, the Company issued new debentures to specific persons, unsecured, unsubordinated with representative holders, for a principal amount of Baht 1,545 million (face value of Baht 1,000 per unit) with 2 years 3 days tenure. These bear interest at the of 5.10% per annum which is payable quarterly. The debentures will be due for redemption on 7 June 2023. The Company used the proceeds from this issuance to repay its debts.

On 4 June 2021, the Company issued new debentures to specific persons, unsecured, unsubordinated with representative holders, for a principal amount of Baht 2,455 million (face value of Baht 1,000 per unit) with 3 years 6 months tenure. These bear interest at the of 5.80% per annum which is payable quarterly. The debentures will be due for redemption on 4 December 2024. The Company used the proceeds from this issuance to repay its debts.

On 23 September 2020, the Company issued new debentures to specific persons, unsecured, unsubordinated with representative holders, for a principal amount of Baht 550 million (face value of Baht 1,000) with 1 year 3 months tenure. These bear interest at the of 4.50 percent per annum which is payable quarterly. The debentures will be due for redemption on 23 December 2021. The Company used the proceeds from this issuance to repay its debts.

On 23 September 2020, the Company issued new debentures to specific persons, unsecured, unsubordinated with representative holders, for a principal amount of Baht 2,465.20 million (face value of Baht 1,000) with 2 years 9 months tenure. These bear interest at the of 5.50 percent per annum which is payable quarterly. The debentures will be due for redemption on 23 June 2023. The Company used the proceeds from this issuance to repay its debts.

The debentures were issued with covenants relating to various matters such as the maintain financial ratio, restriction of the decrease in share capital, merger, the payment of dividend and limitations on the execution of new loan obligation.

33. EMPLOYEE BENEFITS OBLIGATION

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Present value of employee benefits obligation as at 31 December	1,858,561	1,944,518	1,332,072	1,422,732
Fair value of plan assets as at 31 December	(141,781)	(118,488)	-	-
Obligation – net	1,716,780	1,826,030	1,332,072	1,422,732
Less : Current portion of liabilities under employee benefits obligation	(708,422)	(709,897)	(601,593)	(617,120)
Net	1,008,358	1,116,133	730,479	805,612
<u>Employee benefits obligation</u>				
Balance as at 1 January	1,944,518	1,870,676	1,422,732	1,390,917
Current service costs	124,078	121,250	84,339	82,481
Interest on obligation	35,539	40,948	14,271	20,019
Actuarial (gain) loss	(110,107)	98,858	(70,052)	82,628
Benefit paid	(159,072)	(179,225)	(119,218)	(153,313)
Translation adjustments for foreign currency financial statements	23,605	(7,989)	-	-
Balance as at 31 December	1,858,561	1,944,518	1,332,072	1,422,732
Less : Current Portion	(708,422)	(709,897)	(601,593)	(617,120)
Net	1,150,139	1,234,621	730,479	805,612
<u>Plan assets</u>				
Balance as at 1 January	118,488	103,455	-	-
Expected returns on plan assets	8,463	17,332	-	-
Contribution	29,183	55,000	-	-
Benefit paid	(25,116)	(17,898)	-	-
Actuarial gain (loss)	(730)	14,416	-	-
Translation adjustments for foreign currency financial statements	11,493	(53,817)	-	-
Balance as at 31 December	141,781	118,488	-	-

Plan assets invested with two insurance companies as at 31 December 2021 and 2020 are Baht 141.78 million and Baht 118.49 million, respectively. The management believes that the assets in these portfolios are well diversified risk and, as such, the long-term return thereon is expected to be higher than the rate of return on Government Bonds.

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

The amount of employee benefits obligation, plan assets, the deficit thereof and the experiences of adjustments on plan assets and plan liabilities of overseas entities for the current and previous 3 years are as follows:

(Unit : Thousand Baht)	2021	2020	2019	2018
Employee benefits obligation	267,677	244,136	225,866	225,309
Plan assets	141,781	118,488	103,455	99,088
Deficit	(125,896)	(125,648)	(122,411)	(126,221)
Experience adjustments on plan assets	730	(14,416)	(3,661)	17,347
Experience adjustment on plan liabilities	11,102	(9,897)	(11,993)	(12,254)

The employee benefit obligations of the Group are measured using actuarial techniques. The estimated amount is computed by the discounted cash flows for amounts to be paid in the future based on the government bond interest rate with a term of maturity that approximates the term of the related obligation. The estimated future cash outflows are based on employee wages, turnover rate, retirement ages, mortality, length of service and others. The employee benefits expenses are recognized in the statement of profit or loss to allocate the expenses through the hiring period. Principal actuarial assumptions are as follows:

	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
<u>Financial assumptions</u>				
Discount rates	0.62 – 8.20% per annum	0.62 – 8.20% per annum	1.31 – 1.67% per annum	0.92 – 1.09% per annum
Future average salary increment rates	0.00 – 8.00% per annum	0.00 – 8.00% per annum	1.06 – 3.58% per annum	1.95 – 5.36% per annum
<u>Demographic assumptions</u>				
Mortality rate	Mortality Table 2017	Mortality Table 2017	Mortality Table 2017	Mortality Table 2017
Normal retirement ages	50 - 60 years	50 - 60 years	60 years	60 years
Weighted average duration of the defined benefit obligation (years)	5 - 28 years	5 - 28 years	5 - 7 years	7 - 8 years

- Defined benefit plan expenses

Amounts recognized in profit or loss related to employee benefits obligation are as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Current service cost	94,895	66,250	84,339	82,481
Net interest expense	27,076	23,616	14,271	20,019
Total expenses recognized in profit or loss	121,971	89,866	98,610	102,500

The current service cost is included in employee benefits expense. The net interest expense is included in finance costs.

- Amounts recognized in other comprehensive income related to the employee benefits obligation plans are as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Actuarial gain (loss) from changes in experience assumptions	29,388	(38,694)	11,586	(51,431)
Actuarial gain (loss) from changes in demographic assumptions	3,156	(10,809)	3,855	(796)
Actuarial gain (loss) from changes in financial assumptions	65,923	(43,252)	54,611	(30,401)
Translation adjustments for foreign currency financial statement	(10,910)	8,313	-	-
Total income (loss) recognized in other comprehensive income	109,377	(84,442)	70,052	(82,628)

All expenses summarised above were included in item that will not be reclassified subsequently to profit or loss.

- Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below :

(Unit : Thousand Baht)	Consolidated F/S				Separate F/S			
	2021		2020		2021		2020	
	Increase 0.5%	Decrease 0.5%	Increase 0.5%	Decrease 0.5%	Increase 0.5%	Decrease 0.5%	Increase 0.5%	Decrease 0.5%
Discount rate								
Increment (decrement) of employee benefit obligation	(61,144)	190,161	(65,564)	197,620	(32,191)	33,971	(34,382)	36,283
Future salary growth								
Increment (decrement) of employee benefit obligation	190,487	(66,734)	196,875	(66,072)	33,000	(31,612)	35,246	(33,764)

As at 31 December 2021 and 2020, expected maturity of employee benefits obligation before discount are as follow:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Within 1 year	672,137	708,144	601,593	617,120
Between 2 – 5 years	514,579	541,036	408,104	424,419
Between 6 – 10 years	597,510	664,210	439,411	491,837
Between 11 – 15 years	343,325	470,446	243,608	314,725

34. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The changes in the Group's liabilities arising from financing activities can be classified as follows;

(Unit : Thousand Baht)	Consolidated F/S					
	Lease liabilities	Other finance liabilities	Short - term loans	Long - term loans	Debentures	Total
1 January 2021	2,230,365	1,466,870	6,086,673	21,241,386	14,483,399	45,508,693
Cash-flows:						
- Repayment	(971,395)	(514,805)	(18,291,271)	(5,988,236)	(4,050,000)	(29,815,707)
- Proceeds	-	-	18,687,715	5,613,982	3,956,806	28,283,263
Non-cash:						
- Acquisition	456,033	853,251	-	-	-	1,309,284
- Amortization cost of issuing debentures	-	-	-	-	25,334	25,334
- Translation adjustments for foreign currency financial statement	19,333	-	24,760	78,109	-	97,442
31 December 2021	1,734,336	1,805,316	6,507,877	20,945,241	14,415,539	45,408,309

(Unit : Thousand Baht)	Consolidated F/S					
	Lease liabilities	Other finance liabilities	Short - term loans	Long - term loans	Debentures	Total
1 January 2020	1,569,958	-	6,197,073	22,131,226	15,282,368	45,180,625
Cash-flows:						
- Repayment	(960,425)	(123,320)	(19,354,132)	(7,972,292)	(3,800,000)	(32,210,169)
- Proceeds	-	-	19,243,732	7,083,769	2,989,999	29,317,500
Non-cash:						
- Acquisition	1,630,455	1,590,190	-	-	-	3,220,645
- Amortization cost of issuing debentures	-	-	-	-	11,032	11,032
- Translation adjustments for foreign currency financial statement	(9,623)	-	-	(1,317)	-	(10,940)
31 December 2020	2,230,365	1,466,870	6,086,673	21,241,386	14,483,399	45,508,693

(Unit : Thousand Baht)	Separate F/S					
	Lease liabilities	Other finance liabilities	Short - term loans	Long - term loans	Debentures	Total
1 January 2021	1,401,004	1,340,306	4,700,787	17,077,387	14,483,399	39,002,883
Cash-flows:						
- Repayment	(744,993)	(467,098)	(17,273,124)	(5,076,556)	(4,050,000)	(27,611,771)
- Proceeds	-	-	17,082,793	5,063,915	3,956,806	26,128,274
Non-cash:						
- Acquisition	326,590	689,018	-	-	-	1,015,608
- Amortization cost of issuing debentures	-	-	24,760	-	25,334	25,334
31 December 2021	982,601	1,562,226	4,535,216	17,064,746	14,415,539	38,560,328

(Unit : Thousand Baht)	Separate F/S					
	Lease liabilities	Other finance liabilities	Short - term loans	Long - term loans	Debentures	Total
1 January 2020	1,428,282	-	4,125,046	17,513,430	15,282,368	38,349,126
Cash-flows:						
- Repayment	(767,794)	(100,400)	(18,004,743)	(6,805,755)	(3,800,000)	(29,478,692)
- Proceeds	-	-	18,580,484	6,369,712	2,989,999	27,940,195
Non-cash:						
- Acquisition	740,516	1,440,706	-	-	-	2,181,222
- Amortization cost of issuing debentures	-	-	-	-	11,032	11,032
31 December 2020	1,401,004	1,340,306	4,700,787	17,077,387	14,483,399	39,002,883

35. INCOME TAX

Applicable tax rates for the Group are as follows:

	Tax rate (%)	
	2021	2020
Income tax under the Revenue Code of the Company and subsidiary in Thailand	20	20
Corporate income tax in foreign countries	20 - 30	20 - 30

However, the income tax of an overseas entity which is calculated based on local tax regulation that calculate from the cash collection, the revenues or the net profit based on tax rate, whichever is higher.

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

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Deferred tax assets	323,043	363,935	-	-
Deferred tax liabilities	(1,015,713)	(945,365)	(184,215)	(156,193)
Deferred tax – net	(692,670)	(581,430)	(184,215)	(156,193)

The movements in deferred tax assets and liabilities are as follows:

(Unit : Thousand Baht)	Consolidated F/S			
	1 January 2021	Recognized as income (expense)		31 December 2021
		Statement of profit and loss	Shareholders' Equity	
Deferred tax assets				
From allowance for impairment loss	49,517	18,479	5,195	73,191
From allowance for obsolete inventories	663	88	-	751
From depreciation of assets	130,271	(67,149)	10,315	73,437
Carrying Deficit	14,755	(15,689)	934	-
From employee benefits obligations	106,661	9,167	(4,193)	111,635
From finance lease payables	56,720	3,860	-	60,580
From other timing differences	5,348	(2,334)	435	3,449
Total	363,935	(53,578)	12,686	323,043
Deferred tax liabilities				
From unrealized gain on changes in the value of investments through OCI	8,325	-	19,600	27,925
From unrealized gain on changes in the value of investments through PL	-	14,909	-	14,909
From finance lease payables	114,968	4,350	-	119,318
From depreciation of machinery	142,277	738	10,456	153,471
From debentures	6,360	3,572	-	9,932
From potash mining right	458,699	-	-	458,699
From investment properties	202,433	15,565	-	217,998
From other timing differences	12,303	-	1,158	13,461
Total	945,365	39,134	31,214	1,015,713

(Unit : Thousand Baht)	Consolidated F/S			
	1 January 2020	Recognized as income (expense)		31 December 2020
		Statement of profit and loss	Shareholders' Equity	
Deferred tax assets				
From allowance for impairment loss	38,090	13,033	(1,606)	49,517
From allowance for obsolete inventories	360	303	-	663
From depreciation of assets	155,429	(21,103)	(4,055)	130,271
Carrying Deficit	-	15,270	(515)	14,755
From employee benefits obligations	94,036	16,335	(3,710)	106,661
From finance lease payables	5,711	51,009	-	56,720
From other timing differences	4,675	1,237	(564)	5,348
Total	298,301	76,084	(10,450)	363,935
Deferred tax liabilities				
From unrealized gain on changes in the value of investments through OCI	-	-	8,325	8,325
From finance lease payables	85,533	29,435	-	114,968
From depreciation of machinery	158,400	(12,669)	(3,454)	142,277
From debentures	3,526	2,834	-	6,360
From potash mining right	458,699	-	-	458,699
From investment properties	105,232	97,201	-	202,433
From other timing differences	12,691	-	(388)	12,303
Total	824,081	116,801	4,483	945,365

(Unit : Thousand Baht)	Separate F/S			
	1 January 2021	Recognized as income (expense)		31 December 2021
		Statement of profit or loss	Shareholders' Equity	
Deferred tax liabilities				
From unrealized gain on changes in the value of investments though OCI	7,856	-	18,452	26,308
From unrealized gain on changes in the value of investments though PL	-	14,909	-	14,909
From finance lease payables	61,842	(8,017)	-	53,825
From depreciation of machinery	23,195	(2,724)	-	20,471
From debentures	6,360	3,572	-	9,932
From Investment properties	56,940	1,830	-	58,770
Total	156,193	9,570	18,452	184,215

(Unit : Thousand Baht)	Separate F/S			
	1 January 2020	Recognized as income (expense)		31 December 2020
		Statement of profit or loss	Shareholders' Equity	
Deferred tax liabilities				
From unrealized gain on changes in the value of investments though OCI	-	-	7,856	7,856
From finance lease payables	71,544	(9,702)	-	61,842
From depreciation of machinery	26,119	(2,924)	-	23,195
From debentures	3,526	2,834	-	6,360
From Investment properties	31,218	25,722	-	56,940
Total	132,407	15,930	7,856	156,193

Income tax consist of

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Income tax from local entities				
Current income tax	50,011	82,039	26,925	17,103
Income tax from overseas entities*				
Current income tax	469,173	269,228	309,880	163,004
	519,184	351,267	336,805	180,107
Deferred tax				
Change in temporary differences	92,712	40,717	9,570	15,930
Total	611,896	391,984	346,375	196,037
Income tax recognized in other comprehensive income				
Unrealized gain (loss) on changes in value of investments	(19,600)	(8,325)	(18,452)	(7,856)
Actuarial loss	(4,193)	(3,710)	-	-
Others	5,265	(2,898)	-	-
Total	(18,528)	(14,933)	(18,452)	(7,856)

Reconciliation of effective tax rate

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Accounting profit (loss) before income tax	705,992	(735,302)	(235,242)	(755,543)
Tax rate for parent company (%)	20	20	20	20
Tax expense	141,198	(147,060)	(47,048)	(151,109)
Tax on adjustment for tax – rate difference in foreign jurisdictions	363,099	274,818	266,599	148,803
Tax on adjustment for eliminate transaction	(8,045)	(98,150)	56	(25,428)
Tax on exempted for revenue and additional deductible expense under revenue code	(165,420)	(462,524)	(74,600)	(200,215)

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Tax on expenses not subject to tax and taxable income for revenue code	122,236	265,748	95,575	48,216
Tax on utilized loss carry forward of previously which deferred tax assets unrecognized loss carry forward	(97,284)	(97,406)	(75,379)	(92,879)
Tax on current year losses for which no deferred tax asset was recognized	256,112	656,558	181,172	468,649
Tax expense	611,896	391,984	346,375	196,037

Deferred tax assets arising from temporary differences and unused tax losses that have not been recognized in the financial statement are as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Temporary differences	727,551	775,415	692,988	742,051
Unused loss taxable carried forward	184,596	188,819	93,613	92,879
Total	912,147	964,234	786,601	834,930

The tax losses will expire in 2021 to 2025. The deductible temporary differences do not expire under current tax legislation. The Group has not recognized deferred tax assets in respect of these items because it is not probable that future taxable profit will be available against which the Group can utilize the benefits.

36. RELATED PARTY TRANSACTIONS

During the year, the Group has significant business transactions with related parties, which have been conducted on commercial terms and based on agreed upon in the ordinary course of businesses between the Company and those related parties, as follows:

Transaction	Pricing policy
Turn - key construction service income	Cost plus margin
Construction service income, exclusive the procurements of materials	Cost or cost-plus margin
Land rental income	Mutually agreed rate
Sales of equipment	Cost or mutually agreed price
Sales of investment	Market price
Purchases of construction materials	Approximate market price
Turn - key construction expenses	Cost plus margin
Hire of construction services, exclusive procurements of materials	Cost
Purchases of investments	Approximate net book value
Purchases of assets	Mutually agreed prices
Interest on loans with related parties	Mutually agreed rate
Rental expenses	Mutually agreed rate

Below are summaries of significant related party transactions during the year :

(Unit : Million Baht)	Consolidated F/S		Separate F/S	
	For the years ended 31 December			
	2021	2020	2021	2020
<u>Transactions with subsidiaries</u>				
Construction services, sales and other income	-	-	916	2,153
Purchases of construction materials and services	-	-	1,185	-
Purchases of equipment	-	-	17	1,277
<u>Transactions with associated and joint control companies and joint ventures</u>				
Construction services, sales and other income	802	921	54	36
Purchases of construction materials and services	484	157	59	142
Purchases of equipment	50	14	-	-
<u>Transactions with related parties</u>				
Construction services, sales and other income	216	464	183	424
Purchases of construction materials and services	3,148	2,433	3,016	2,384
Purchases of equipment	24	105	22	76
Revenue from debt forgiveness	119	-	-	-
<u>Key management personnel compensation</u>				
Short - term employee benefits	181	179	135	137
Post - employment benefits	20	19	3	3

Furthermore, the Company also has significant transactions with its related parties in respect of accounts receivable, loans, advances and accounts payable. The outstanding balances of such transactions are presented as separate items in the statement of financial position.

Accrued rental expenses

A subsidiary company rent various land with related parties. However, as at 31 December 2021 such related parties has terminated agreement and forgiveness of all accrued rental which were recognized till 31 December 2021 totalling Baht 119.37 million for subsidiary. Therefore, the subsidiary recognize the income from forgiveness in the statement of profit or loss for the year ended 31 December 2021.

37. RESERVED FOR PROJECTS EXPENSE - NET

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Reserved for projects expense	51,260	45,012	50,770	40,095
Less : Classified to current liability	(51,260)	(45,012)	(50,770)	(40,095)
Net	-	-	-	-

Movements of reserved for projects expense for the years ended 31 December 2021 and 2020 are as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Balance as at 1 January	45,012	17,600	40,095	17,600
Less : Actual expenses during the year	(4,427)	(17,600)	-	(17,600)
Add : Provision for expenses	6,684	45,012	6,684	40,095
Add : Translation adjustment for foreign currency financial statement	3,991	-	3,991	-
Balance as at 31 December	51,260	45,012	50,770	40,095

During the year 2020, the oversea branch and one overseas subsidiaries record the reserved for projects expense increase totalling Baht 45.01 million.

38. PROVIDENT FUND

The Group and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Company, and subsidiaries, contributed to the fund monthly at the rate of 2.00 – 15.00 percent of basic salary. The fund, which is managed by CIMB - Principal Asset Management Company Limited, will be paid to employees upon termination in accordance with the fund rules. During the years 2021 and 2020, the Company and its subsidiaries contributed Baht 127.44 million and Baht 173.93 million, respectively (Separate F/S : Baht 29.20 million and Baht 57.18 million, respectively).

39. LEGAL RESERVE

Pursuant to Section 116 of the Public Company Act B.E. 2535, the Company is required to set aside as a legal reserve at least 5% of its net income after deducting accumulated deficit brought forward (if any) until the reserve reaches 10% of the registered capital. The legal reserve is not available for dividend distribution.

40. OTHER INCOME

Significant other income for the years ended 31 December 2021 and 2020 are as follows:

(Unit: Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Royalty income	62,982	36,997	62,982	36,997
Rental income	47,213	54,581	43,072	50,531
Insurance claim	48,528	5,487	13,449	88
Gain on disposal of assets	70,700	32,546	39,912	4,872
Service income	58,835	203,674	-	35,660
Consulting income	42,161	18,749	42,161	18,162
Bad debt return	39,960	43,996	-	235
Income from sale scrap	154,646	144,642	150,508	139,227
Reversal provision project expense	-	30,109	-	30,109
Revenue from lease modification	20,234	-	-	-
Revenue from debt forgiveness	98,864	-	-	-
Others	163,418	170,177	74,707	144,827
Total	807,541	740,958	426,791	460,708

41. EXPENSES BY NATURE

Significant expenses by nature for the years ended 31 December 2021 and 2020 are as follows:

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Salaries, wages and other employee benefits	10,572,741	11,585,685	7,824,892	8,863,918
Materials and supplies used	16,015,001	16,214,828	9,454,962	11,695,663
Subcontract costs	15,902,018	14,245,731	10,047,337	8,673,785
Depreciation	4,655,970	4,095,209	3,138,127	2,615,634
Rental expenses	1,572,514	1,901,359	1,215,515	1,504,957
Fuel expenses	1,161,487	1,324,752	740,967	873,837
Utilities expenses	1,032,001	768,023	369,379	414,094
Transportation expenses	573,098	674,603	257,679	393,056
Professional fee	626,024	577,176	89,952	142,464
Repair and maintenance expenses	591,736	544,052	185,030	183,347
Prebid expenses	38,024	20,892	37,118	19,608
Amortisation	8,335	10,802	9,816	10,112

42. FINANCE COST

(Unit : Thousand Baht)	Consolidated F/S		Separate F/S	
	2021	2020	2021	2020
Loans from bank	1,459,910	1,180,154	838,451	856,084
Debentures	766,587	727,705	766,587	727,705
Finance liabilities	145,121	129,483	99,015	72,359
Other	190,423	495,193	177,620	128,925
Total	2,562,041	2,532,535	1,881,673	1,785,073

43. GUARANTEES

As at 31 December 2021, the Group has letter of guarantees totalling approximately Baht 85,976.11 million issued by financial institutions on behalf of the Company and subsidiaries in respect of certain performance bonds required in the normal course of business. The Company and subsidiaries do not expect to incur losses from these guarantees.

As at 31 December 2021, the Company has outstanding guarantees approximately Baht 5,474.88 million issued to financial institutions to bank overdraft, loan, letter of guarantee, letter of credit, trust receipt and promissory note by those financial institutions to the subsidiaries and joint venture. The Company issued guarantees in proportion to its shareholding (except for Italthai Trevi Co. Ltd., Italthai Marine Co., Ltd., ITD-ITD Cem Joint venture, ITD-Cemindia Joint venture for which the Company issued full guarantees for the credit facilities).

44. COMMITMENTS

44.1 As at 31 December 2021, the Company, subsidiaries and joint venture have outstanding commitments with major subcontractors, classified by currencies as follows:

(Unit : Million Baht)	Baht Equivalent	
	Consolidated F/S	Separate F/S
Currency		
THB	8,000.74	7,499.56
INR	4,244.89	-
BDT	3,718.49	3,718.49
USD	485.79	485.79

As at 31 December 2021, the Group have the following outstanding commitments, proportionately, for purchases of materials, machinery, related services, low value leasing, short-term leasing and service contracts with significant amount accorded to business proportion presented by the foreign currency as below;

(Unit : Million Baht)	Baht Equivalent	
	Consolidated F/S	Separate F/S
Currency		
THB	681.97	603.16
USD	999.66	542.83
INR	161.84	-
BDT	184.21	184.21
EUR	15.20	11.14
VND	3.34	3.34
SGD	0.18	-

- 44.2 As at 31 December 2021, the Company has outstanding commitments in respect of the un-call portion of investments in 6 subsidiary companies of Baht 2.25 million, USD 0.31 million, MMK 344.17 million and investment in a joint control company as shareholder agreement of BDT 9,369.65 million.
- 44.3 As at 31 December 2021, the Company has outstanding commitments of USD 8.35 million for share purchase agreement with a joint shareholder of an associated company.
- 44.4 A subsidiary company has a commitment to apply for and to obtain a mining concession from the Government of Thailand as follows:
- 44.4.1 A subsidiary company has to pay bonus to the Ministry of Industry upon receipt of the mining concession of USD 5 million and an annual fee subsidizing the Education Fund to the Department of Primary Industries and Mines of USD 0.20 million in accordance with an agreement between the Ministry of Industry and the Department of Primary Industries and Mines and the subsidiary company.
- 44.4.2 A subsidiary company agreed to pay the compensation to beneficiaries in the concession areas of the mine in according with the Mineral Act. B.E. 2560. The compensation amount as stipulated in the Environment Impact Assessment report (EIA) in according with the Enhancement and Conservation of National Environmental Quality Act. B.E. 2535 is for a maximum amount of Baht 1,200 million throughout the period of concession of 25 years.
- 44.5 Several indirect subsidiary companies entered into service agreements for project consultant with commitment to pay fee at the rate as specified in agreements.
- 44.6 An overseas subsidiary has a commitment to pay fees for the Environmental and Social Impact Assessment license (ESIA License) for the construction of Deep-Sea Port and Heavy Haul Railway at USD 0.81 million and USD 3.90 million, respectively.
- 44.7 Indirect overseas subsidiaries have a commitment to pay Concession Fee for all concession project of the Dawei Special Economic Zone Initial Phase to Dawei SEZ Management Committee totalling USD 12.96 million and shall pay a recurring annual concession fee as stipulated in Concession Agreements.

45. CONTINGENT LIABILITIES

- 45.1 The Group has received notices from various customers claiming for compensation for breaches of contracts totalling Baht 2,851.01 million (the Company of Baht 1,949.34 million). Currently, these claims are under consideration of Civil Court of Baht 2,623.27 million and Arbitration Tribunal of Baht 227.74 million. The Group is unable to estimate the timings of cash outflows (if any) in respect of such claims since the results of the claims are depending on the decisions of the Court and Arbitration Tribunal which outcome cannot presently be concluded. However, the Group's management believes that such claims will not cause significant damages to the Group because some cases are brought without proper justifiable grounds. Therefore, the Group does not make any provision for liabilities in the accounts.
- 45.2 During the year 2021, an overseas subsidiary received a notice from the employer claiming for penalty charges from the production shortfalls which does not meet criteria according to the services agreement by claiming to the subsidiary totalling of USD 7.57 million (equivalent to Baht 243.11 million). The employer deducted and held the payment of the work done which billed by the subsidiary totalling USD 1.97 million (equivalent to Baht 63.27 million). However, the subsidiary opposed to the claims and submitting the notice to the employer by declaration the caused that the subsidiary can not deliver the production in according to the service agreement which caused by the employer cannot handover some area according to the timeline and plan as agreed. The subsidiary also claiming to the employer totalling of USD 6.76 million and IDR 2,115 million (equivalent to Baht 221.86 million) for the damage costs which caused from the unable to access project area to complete the work in according to the condition and timeline. Currently, such a matter is in the process of being taken to mediation between the subsidiary and the employer for dispute settlement claims which cannot presently conclude. The subsidiary does not set up provision for liabilities in the financial statement for the current period since the management consider that the possible obligation, timing and payment amount depending on the result from the negotiation.

46. SEGMENT REPORTING

Consolidated financial statements as at 31 December 2021 and 2020 and for the years ended 31 December 2021 and 2020 combined geographic segment reporting as follows:

(Unit : Million Baht)	Consolidated F/S			
	Revenues from construction work		Non - current assets*	
	2021	2020	2021	2020
Geographic information				
Thailand	24,890	31,746	56,522	55,741
India	16,187	10,909	3,619	2,965
Bangladesh	4,123	2,647	1,910	1,920
Others	5,386	887	7,579	7,437
Total	50,586	46,189	69,630	68,063

* Exclude deferred tax asset and goodwill

External customers of the Group are in Thailand and India which is major markets, revenue have been identified on the basis of the customer's geographical location. Non - current assets are allocated based on their physical location.

Revenues

The Group has core revenues from construction service contracts and other service contracts including, manufacturing and selling of construction materials and products and assesses the performance obligation as a single performance obligation, and therefore recognizes revenues according to their natures as follows:

Revenue from contracts	Revenue recognition
Construction services	Over time
Soil and coal extraction and removal services	Over time
Manufacturing and sale of construction materials and products	At a point in time
Real estate development	At a point in time

The Group recognizes revenues from sales and services when satisfies a performance obligation and the customer obtains control of the goods or services at an amount that reflects the consideration to which the Group expect to be entitled to received. The Group will not recognize revenue if the Group are still involved with the goods or if there are significant uncertainties regarding recovery of the consideration due.

The Group operations are mainly engaged in a construction services and are conducted geographical segments for the years ended 31 December 2021 and 2020 as follows:

	Consolidated F/S													
	For the years ended 31 December													
	Thailand		India		Bangladesh		Other countries		Total		Eliminate		Grand Total	
(Unit : Million Baht)	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
<u>Revenue from construction work</u>														
Revenues from third parties	24,890	31,746	16,187	10,909	4,123	2,647	5,386	887	50,586	46,189	-	-	50,586	46,189
Inter - segment revenues	1,011	2,060	45	109	578	850	-	-	1,634	3,019	(1,634)	(3,019)	-	-
Total gross segment revenues	25,901	33,806	16,232	11,018	4,701	3,497	5,386	887	52,220	49,208	(1,634)	(3,019)	50,586	46,189
<u>Revenue from sale and service</u>														
Revenues from third parties	5,951	5,893	-	-	-	-	2,206	1,886	8,157	7,779	-	-	8,157	7,779
Inter - segment revenues	1,130	1,384	-	-	-	-	-	-	1,130	1,384	(1,130)	(1,384)	-	-
Total gross segment revenues	7,081	7,277	-	-	-	-	2,206	1,886	9,287	9,163	(1,130)	(1,384)	8,157	7,779
Gross profit (loss)	886	4,093	1,742	1,176	(536)	(644)	3,366	653	5,458	5,278	(443)	(1,134)	5,015	4,144
<u>Revenue disaggregated by pattern of revenue recognition</u>														
At point in time	25,901	33,806	16,232	11,018	4,701	3,497	5,386	887	52,220	49,208	(1,634)	(3,019)	50,586	46,189
Over time	7,081	7,277	-	-	-	-	2,206	1,886	9,287	9,163	(1,130)	(1,384)	8,157	7,779
Total	32,982	41,083	16,232	11,018	4,701	3,497	7,592	2,773	61,507	58,371	(2,764)	(4,403)	58,743	53,968
Interest income	56	92	93	89	-	-	6	2	155	183	(33)	(45)	122	138
Gain on revaluation of investment properties	-	475	-	-	-	-	-	-	-	475	-	-	-	475
Gain on fair value measurement of investments	143	-	-	-	-	-	-	-	143	-	-	-	143	-
Gain on hedging instruments	74	57	-	-	-	-	-	-	74	57	-	-	74	57
Depreciation and amortization	(3,624)	(3,374)	(385)	(284)	(237)	(60)	(425)	(390)	(4,671)	(4,108)	-	2	(4,671)	(4,106)
Allowance for impairment loss	88	(541)	(71)	(237)	-	-	(269)	(253)	(252)	(1,031)	23	619	(229)	(412)
Impairment loss on assets	-	-	-	-	-	-	(36)	-	(36)	-	-	-	(36)	-
Allowance for impairment of investment	(227)	(199)	-	-	-	-	-	-	(227)	(199)	227	199	-	-
Loss from disposal of investment	(2)	-	-	-	-	-	-	-	(2)	-	-	-	(2)	-
Financial costs	(1,925)	(1,907)	(426)	(408)	(135)	(102)	(183)	(196)	(2,669)	(2,613)	107	80	(2,562)	(2,533)
Share of profit from investment in associated and joint control companies and joint ventures													75	18
Income tax expense													(612)	(392)
Profit (loss) for the year													94	(1,127)

	Consolidate F/S													
	For the years ended 31 December													
	Thailand		India		Bangladesh		Other countries		Total		Elimination		Grand total	
(Unit : Million Baht)	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Property, plant and equipment - net	20,455	22,238	2,659	2,190	722	805	4,577	4,386	28,413	29,619	(5)	(5)	28,408	29,614
Other assets	70,277	66,778	17,679	14,873	10,222	9,266	6,130	6,286	104,308	97,203	(19,478)	(18,944)	84,830	78,259
Total assets	90,732	89,016	20,338	17,063	10,944	10,071	10,707	10,672	132,721	126,822	(19,483)	(18,949)	113,238	107,873
Total liabilities	80,468	60,838	13,691	16,455	2,718	11,200	7,516	10,655	104,393	99,148	(7,378)	(6,719)	97,015	92,429

Major Customer

For the year ended 31 December 2021, the Group revenues derived from Government agencies amounting of Baht 41,035.19 million (2020 : Baht 35,404.58 million).

47. FAIR VALUE MEASUREMENT

The following table present financial and liabilities assets that are measured at fair value as at 31 December 2021:

(Unit : Thousand Baht)	Consolidated F/S			
	Level 1	Level 2	Level 3	Total
Assets				
Financial assets				
Temporary investments	-	47	-	47
Other long – term investments	467,918	-	789,647	1,257,565
Derivatives assets	-	76,880	-	76,880
Non-financial assets				
Investment properties	-	2,612,532	-	2,612,532
Total	467,918	2,689,459	789,647	3,947,024
Liability				
Financial liability				
Derivatives liability	-	79,235	-	79,235
Total	-	79,235	-	79,235

(Unit : Thousand Baht)	Separate F/S			
	Level 1	Level 2	Level 3	Total
Assets				
Financial assets				
Other long – term investments	440,655	-	585,744	1,026,399
Derivatives assets	-	76,880	-	76,880
Non-financial assets				
Investment properties	-	1,284,359	-	1,284,359
Total	440,655	1,361,239	585,744	2,387,638

The following table present financial and liabilities assets that are measured at fair value as at 31 December 2020:

(Unit : Thousand Baht)	Consolidated F/S			
	Level 1	Level 2	Level 3	Total
Assets				
Financial assets				
Temporary investments	-	47	-	47
Other long – term investments	369,918	-	-	369,918
Derivatives assets	-	34,362	-	34,362
Non-financial assets				
Investment properties	-	2,510,466	-	2,510,466
Total	369,918	2,544,875	-	2,914,793
Liability				
Financial liability				
Derivatives liability	-	167,703	-	167,703
Total	-	167,703	-	167,703

(Unit : Thousand Baht)	Separate F/S			
	Level 1	Level 2	Level 3	Total
Assets				
<u>Financial assets</u>				
Other long – term investments	279,306	-	-	279,306
Derivatives assets	-	34,362	-	34,362
<u>Non-financial assets</u>				
Investment properties	-	1,182,293	-	1,182,293
Total	279,306	1,216,655	-	1,495,961

During the year 2021 and 2020, there were no transfers within the fair value hierarchy and there were no changes in valuation techniques during the year. Investment properties are carried out using a market approach comparable with market price of the same assets reflects were observed prices for recent market transactions for similar properties and incorporates adjustments for factors specific to the investment properties in question, including plot size, location, encumbrances and current use.

48. AUTHORISATION OF FINANCIAL STATEMENTS

These financial statements have been approved by the Company's Board of Directors on 28 February 2022.

Attachment 1: Board of Directors and Board of Management

Experience of Board of Directors and Board of Management

1 Mr. Pathai Chakornbundit

Education:

Bachelor of Engineering, Chulalongkorn University, Thailand

Training Programs Certified by IOD:

- Director Certificate Program (DCP) 56/2005

Chairman of the Board of Directors:

Director and Senior Executive Vice President:

Vice Chairman of the Risk Management Committee:

Italian-Thai Development PCL.

Director:

Italian-Thai Development PCL.

APPC Holding Co., Ltd

Aquathai Co., Ltd.

Asia Industrial and Port Corporation Co., Ltd.

Asia Logistics Development Co., Ltd.

Asia Pacific Potash Corporation Co., Ltd.

Bangkok Steel Wire Co., Ltd.

Bhaka Bhumi Development Co., Ltd.

IOT Joint Venture

Italian-Thai Hongsa Co., Ltd

Italian-Thai Land Co., Ltd.

Italhai Marine Co., Ltd.

Italhai Trevi Co., Ltd.

ITD Myanmar International Co., Ltd.

Age: 80 years old

Director Position:

Date of the first appointment : March 21, 2003

Date of the latest appointment : July 24, 2020

Number and % of Shares held as of Jan 31, 2022

69,540 or 0.001%

ITD-EGC Joint Venture

Myanmar Italian-Thai Power 1 Co., Ltd.

Nha Phralan Crushing Plant Co., Ltd.

Palangthai Kaona Co., Ltd.

Palit Palangngan Co., Ltd.

PT. Thailindo Bara Pratama

Sankyu Thai Co., Ltd.

Sarithorn Co., Ltd

Sin Rae Muang Thai Co., Ltd.

Southern Industry (1996) Co., Ltd.

Thai Maruken Co., Ltd.

Thai Nippon Steel Engineering & Construction Corp. Co., Ltd.

Thai Pride Cement Co., Ltd.

2 Mr. Premchai Karnasuta

Education:

Master of Business Administration

University of Southern California USA

B.S. in Mining Engineering

Colorado School of Mines, USA.

President:

Italian-Thai Development PCL.

Director:

Italian-Thai Development PCL.

Charoong Thai Wire & Cable PCL.

Siam Steel Syndicate PCL.

3B Holding Co., Ltd.

Ao Po Grand Marina & Residence Co., Ltd.

Ao Po Grand Marina Co., Ltd.

APPC Holding Co., Ltd

Aquathai Co., Ltd.

Asia Era One Co., Ltd.

Asia Industrial and Port Corporation Co., Ltd.

Asia Logistics Development Co., Ltd.

Asia Pacific Potash Corporation Co., Ltd.

Asia Thai Mining Co., Ltd.

Asian Rail Co., Ltd.

Asian Steel Product Co., Ltd.

ATO - Asia Turnout Co., Ltd.

Bangkok Steel Wire Co., Ltd.

Bhaka Bhumi Development Co., Ltd.

Age: 68 years old

Director Position:

Date of the first appointment : March 24, 1994

Date of the latest appointment: July 24, 2020

Number and % of Shares held as of Jan 31, 2022

628,213,626 or 11.90%

Bangkok Steel Wire Co., Ltd.

Lasalle Co., Ltd.

MCRP Construction Corporation Co., Ltd.

MCRP Holding Corporation Co., Ltd.

Myanmar Italian-Thai Power 1 Co., Ltd.

Nahathai Co., Ltd.

Nha Phralan Crushing Plant Co., Ltd.

Palangngan Sakol Co., Ltd.

Palangthai Kaona Co., Ltd.

Palit Palangngan Co., Ltd.

Panoot Co., Ltd.

Phannin Co., Ltd.

Phu Ruea Fragrance Oil Co., Ltd.

Praram 9 Square Co., Ltd.

Praram 9 Square Hotel Co., Ltd.

PT. Thailindo Bara Pratama

Sankyu Thai Co., Ltd.

Saraburi Construction Technology Co., Ltd.

Sarithorn Co., Ltd.

Bhantuwong Co., Ltd.
C.P.K. International Co., Ltd.
C.P.K. Plantation Co., Ltd.
Chantaburi Country Club Co., Ltd.
Dithee Co., Ltd.
Italian-Thai Hongsa Co., Ltd.
Italian-Thai International Co., Ltd.
Italian-Thai Land Co., Ltd.
Italian-Thai Power Co., Ltd.
Italhai Marine Co., Ltd.
Italhai Trevi Co., Ltd.
ITD Bangladesh Co., Ltd.
ITD Myanmar International Co., Ltd.
Kanika Co., Ltd.

Siam Concrete Brick and Products Co., Ltd.
Siam Machinery and Equipment Co., Ltd.
Sin Rae Muang Thai Co., Ltd.
Sino Lao Aluminum Corporation Limited
Southern Industry (1996) Co., Ltd.
Takolkiat Co., Ltd.
Tayakee Co., Ltd.
Thai Maruken Co., Ltd.
Thai Mozambique Logistica SA
Thai Nippon Steel Engineering & Construction Corp. Co., Ltd.
Thai Pride Cement Co., Ltd.
Tongkrai Co., Ltd.
Tridayuk Co., Ltd.
Wildemere Co., Ltd.

3 Mrs. Nijaporn Charanachitta

Education:

M.B.A. (Finance) University of Wisconsin (Madison), USA
Bachelor of Arts, Chulalongkorn University, Thailand

Training Programs Certified by IOD:

- Director Certification Program (DCP) 56/2005

Chairman of the Board of Directors:

OHTL PCL.
Amari Co., Ltd.
Amari Estate Phuket Co., Ltd.
Amari Hotel & Resort Co., Ltd.
Amari Hua Hin Co., Ltd.
Amari Pattaya Co., Ltd.
Amari Watergate Bangkok Co., Ltd.

Director and Senior Executive Vice President:

Italian-Thai Development PCL.

Director and Member of the Nomination and Compensation Committee:

Charoong Thai Wire & Cable PCL.

Director:

Italian-Thai Development PCL.
TTCL PCL.
Charoong Thai Wire & Cable PCL.
OHTL PCL.
Siam Steel Syndicate Public PCL.
Amari Co., Ltd.
Amari Estate Phuket Co., Ltd.
Amari Hotel & Resort Co., Ltd.
Amari Hua Hin Co., Ltd.
Amari Pattaya Co., Ltd.
Amari Watergate Bangkok Co., Ltd.
Amari Estates Co., Ltd.
Antara Holiday Park Co., Ltd.
APPC Holding Co., Ltd.
Aquathai Co., Ltd.
Asia Industrial and Port Corporation Co., Ltd.
Asia Logistics Development Co., Ltd.
Asia Pacific Potash Corporation Co., Ltd.
Asia Thai Mining Co., Ltd.
Asian Rail Co., Ltd.
Asian Steel Product Co., Ltd.

Age: 71 years old

Director Position:

Date of the first appointment : March 24, 1994
Date of the latest appointment: May 27, 2021

Number and % of Shares held as of Jan 31, 2022

350,815,140 or 6.64%

Amari Estates Co., Ltd.
Chao Phraya Development Corporation Co., Ltd.
Italhai Real Estate Co., Ltd.
Oriental Residence Bangkok Co., Ltd.
Sakdi Sin Prasit Co., Ltd.
Siam Steel Syndicate Public PCL.

Italhai Real Estate Co., Ltd.
ITD Bangladesh Co., Ltd.
ITD Myanmar International Co., Ltd.
Kanika Co., Ltd.
Lasalle Co., Ltd.
Myanmar Italian-Thai Power 1 Co., Ltd.
Nahathai Co., Ltd.
Nha Phralan Crushing Plant Co., Ltd.
Nishio Rent All (Thailand) Co., Ltd.
Oriental Residence Bangkok Co., Ltd.
Ozo Kata Co., Ltd.
Ozo Pattaya Co., Ltd.
Ozo Watergate Co., Ltd.
Palangnan Sakol Co., Ltd.
Palangthai Kaona Co., Ltd.
Palit Palangnan Co., Ltd.
Pan African Mining Corporation
Panoot Co., Ltd.
Phannin Co., Ltd.
Praram 9 Square Co., Ltd.
PT. Thailindo Bara Pratama

ATO - Asia Turnout Co., Ltd.
Baan Rao Holding Co., Ltd.
Baan Rimnaam Chaophraya Co., Ltd.
Bangkok Steel Wire Co., Ltd.
Bhaka Bhumi Development Co., Ltd.
Bhantuwong Co., Ltd.
Chao Phraya Development Corporation Co., Ltd.
C.P.K. International Co., Ltd.
C.P.K. Plantation Co., Ltd.
Dithee Co., Ltd.
Italian-Thai Hongsa Co., Ltd.
Italian-Thai International Co., Ltd.
Italian-Thai Land Co., Ltd.
Italian-Thai Power Co., Ltd.
ItalThai Holding Company Co., Ltd.
ItalThai Marine Co., Ltd.
ItalThai Trevi Co., Ltd.

Sakdi Sin Prasit Co., Ltd.
Sankyu Thai Co., Ltd.
Saraburi Construction Technology Co., Ltd.
Sarithorn Co., Ltd.
Siam Concrete Brick and Products Co., Ltd.
Siam Machinery and Equipment Co., Ltd.
Sin Rae Muang Thai Co., Ltd.
Sino Lao Aluminum Corporation Limited
Southern Industry (1996) Co., Ltd.
Takolkiat Co., Ltd.
Tayakee Co., Ltd.
Thai Maruken Co., Ltd.
Thai Nippon Steel Engineering & Construction Corp. Co., Ltd.
Thai Pride Cement Co., Ltd.
Tongkrai Co., Ltd.
Tridayuk Co., Ltd.
Wildemere Co., Ltd.

4 Assoc. Prof. Dr. Pinyo Meechumna

Education:

Ph.D. Minerals Engineering, University of Leeds, U.K.

Training Programs Certified by IOD:

- Audit Committee Program (ACP) 35/2011
- Director Accreditation Program (DAP) 67/2007

Independent Director:

Chairman of the Audit Committee:

Chairman of Risk Management Committee:

Italian-Thai Development PCL.

Special Instructor:

Department Of Mining and Petroleum Engineering
Faculty of Engineering, Chulalongkorn University

5 Mr. William Lee Zentgraf

Education:

A.B. (cum laude) Harvard College, USA

Independent Director:

Audit Committee:

Italian-Thai Development PCL.

Independent Director:

OHTL PCL.

6 Mr. Sai Wah Simon Suen

Education:

Master of Bussiness Management,
Chaminade University of Honolulu, Hawaii, USA
Bachelor of Bussiness Management,
The University of Hawaii, Hawaii, USA

Independent Director:

Audit Committee:

Italian-Thai Development PCL.

Chairman of Nomination and Remuneration Committee:

Independent Director:

Audit Committee:

Charoong Thai Wire & Cable PCL.

Age: 66 years old

Director Position:

Date of the first appointment : April 22, 2021

Date of the latest appointment: May 27, 2021

Number and % of Shares held as of Jan 31, 2022

-0-

Director, Professional Level:

Professional-Level Committees of Environmental Impact
Assessment (Mining Project)
Office of Natural Resources and Environmental Policy
and Planning

Age: 82 years old

Director Position:

Date of the first appointment : March 24, 2005

Date of the latest appointment : April 25, 2019

Number and % of Shares held as of Jan 31, 2022

-0-

Age: 62 years old

Director Position:

Date of the first appointment : June 15, 2018

Date of the latest appointment : April 25, 2019

Number and % of Shares held as of Jan 31, 2022

-0-

<p>7 Mr. Virat Kongmaneerat</p> <p>Education: Bachelor of Engineering King Mongkut's University of Technology Thonburi, Thailand</p> <p>Executive Vice President: Italian-Thai Development PCL.</p> <p>Director: Italian-Thai Development PCL. Thai Mozambique Logistica SA</p>	<p>Age: 68 years old</p> <p>Director Position: Date of the first appointment : December 2, 2021 Date of the latest appointment: December 2, 2021</p> <p>Number and % of Shares held as of Jan 31, 2022 500,000 or 0.009%</p> <p>Siam Concrete Brick and Products Co., Ltd.</p>
<p>8 Mr. Tawatchai Suthiprapha</p> <p>Education: Bachelor of Engineering, Chulalongkorn University, Thailand</p> <p>Training Programs Certified by IOD: - Director Accreditation Program (DAP) 48/2005 - Finance for Non Finance Director - Sharing Forum on Financial Instrument for Directors</p> <p>Senior Executive Vice President: Italian-Thai Development PCL.</p> <p>Director: Asia Fastening System Co., Ltd. Asia Industrial and Port Corporation Co., Ltd. Asia Logistics Development Co., Ltd. Asian Rail Co., Ltd. ATO - Asia Turnout Co., Ltd. Bhaka Bhumi Development Co., Ltd.</p>	<p>Age: 79 years old</p> <p>Number and % of Shares held as of Jan 31, 2022 - 0 -</p> <p>Saraburi Construction Technology Co., Ltd. Sarithorn Co., Ltd. Southern Industry (1996) Co., Ltd. Thai Maruken Co., Ltd. Thai Pride Cement Co., Ltd.</p>
<p>9 Mr. Sumate Surabotsopon</p> <p>Education: Master of Engineering King Mongkut's University of Technology Thonburi, Thailand</p> <p>Executive Vice President: Italian-Thai Development PCL.</p> <p>Director: ITD Bangladesh Co., Ltd.</p>	<p>Age: 58 years old</p> <p>Number and % of Shares held as of Jan 31, 2022 307,000 or 0.006%</p>
<p>10 Mr. Thoranis Karnasuta</p> <p>Education: Bachelor of Industrial Engineering University of California, Berkeley, USA</p> <p>Training Programs Certified by IOD: - Director Accreditation Program (DAP) 173/2020</p> <p>Chairman of the Board of Directors: Pan African Mining Corporation</p> <p>Executive Vice President and Acting President:</p> <p>Risk Management Committee: Italian-Thai Development PCL.</p> <p>Director: Italian-Thai Development PCL. Siam Steel Syndicate PCL. 3B Holding Co., Ltd. Amari Co., Ltd. Asia Pacific Potash Corporation Co., Ltd. Asian Steel Product Co., Ltd. First Dhaka Elevated Expressway Co., Ltd. Italhai Real Estate Co., Ltd. Italhai Trevi Co., Ltd.</p>	<p>Age: 32 years old</p> <p>Director Position: Date of the first appointment : April 30, 2014 Date of the latest appointment : July 24, 2020</p> <p>Number and % of Shares held as of Jan 31, 2022 28,210,960 or 0.53%</p> <p>ITD Madagascar SA. ITD Myanmar International Co., Ltd. LNG Plus International Co., Ltd. Thai Mozambique Logistica SA Thai Pride Cement Co., Ltd. Nishio Rent All (Thailand) Co., Ltd. Siam Concrete Brick and Products Co., Ltd. Sumatra Mining Development Limited</p>

<p>11 Mr. Peeti Karnasuta</p> <p>Education: Applied Economics, University of Saint Andrews, Scotland, UK</p> <p>Executive Vice President:</p> <p>Risk Management Committee: Italian-Thai Development PCL.</p> <p>Director: Italian-Thai Development PCL. 3B Holding Co., Ltd. Amari Hotel & Resort Co., Ltd. Asia Thai Mining Co., Ltd. Italian-Thai International Co., Ltd. Italian-Thai Power Co., Ltd. Construction Concrete Co., Ltd.</p>	<p>Age: 41 years old</p> <p>Director Position: Date of the first appointment : March 24, 2008 Date of the latest appointment : April 25, 2019</p> <p>Number and % of Shares held as of Jan 31, 2022 463 or 0.00%</p> <p>Italthai Holding Company Co., Ltd. ITD Madagascar SA Myanmar Italian-Thai Power 1 Co., Ltd. PAM Sakoa Coal SA Pan African Mining Corporation Intrinsic Resources Co., Ltd.</p>
<p>12 Ms. Prachaya Karnasuta</p> <p>Education: Master of Business Administration, Hawaii Pacific University, USA</p> <p>Executive Vice President:</p> <p>Assistant to Director and Senior Executive Vice President: Italian-Thai Development PCL.</p> <p>Director: 3B Holding Co., Ltd. Ao Po Grand Marina & Residence Co., Ltd. Ao Po Grand Marina Co., Ltd. Baan Rao Holding Co., Ltd.</p>	<p>Age: 39 years old</p> <p>Number and % of Shares held as of Jan 31, 2022 38,839,766 or 0.74%</p> <p>LNG Plus International Co., Ltd. MSI (Thailand) Co., Ltd. Oriental Residence Bangkok Co., Ltd.</p>
<p>13 Mr. Piyachai Karnasuta</p> <p>Education: Master of Business Administration (Civil Engineering), Waseda University, Japan</p> <p>Training Programs Certified by IOD: - Director Accreditation Program (DAP) 161/2019</p> <p>Chairman of the Board of Directors: ITD Cementation India Co., Ltd.</p> <p>Executive Vice President : Italian-Thai Development PCL.</p> <p>Director: Italian-Thai International Co., Ltd. Italian-Thai Power Co., Ltd. Myanmar Italian-Thai Power 1 Co., Ltd. ITD Construction SDN.BHD.</p>	<p>Age: 47 years old</p> <p>Number and % of Shares held as of Jan 31, 2022 23,303,438 or 0.44%</p> <p>Napralan Crushing Plant Co., Ltd. Siam Machinery & Equipment Co., Ltd. Italian-Thai Vietnam Development Co., Ltd.</p>

<p>14 Mr. Chatichai Chutima</p> <p>Education: Master of Economics from Ohio University, USA</p> <p>Training Programs Certified by IOD:</p> <ul style="list-style-type: none"> - Director Certificate Program (DCP) 204/2015 - Director Accreditation Program (DAP) 67/2007 - Successful Formulation & Executive of Strategy 12/2011 <p>Executive Vice President:</p> <p>Risk Management Committee:</p> <p>Executive Vice President (Finance) and Chief Financial Officer: Italian-Thai Development PCL.</p> <p>Director: Siam Steel Syndicate PCL. Siam Pacific Electric Wire & Cable Co., Ltd.</p> <p>Honorary Council Members: University Council of Rajamangala University of Technology Thanyaburi</p>	<p>Age: 62 years old</p> <p>Number and % of Shares held as of Jan 31, 2022 - 0 -</p> <p>ITD Bangladesh Co., Ltd.</p>
<p>15 Mr. Sompop Pinijchai</p> <p>Education: Master of Business Administration (Finance) National Institute of Development Administration (NIDA), Thailand</p> <p>Executive Vice President:</p> <p>Risk Management Committee: Italian-Thai Development PCL.</p> <p>Director: Italhai Marine Co., Ltd.</p>	<p>Age: 65 years old</p> <p>Number and % of Shares held as of Jan 31, 2022 115,900 or 0.002%</p>
<p>16 Mr. Woravudh Hiranypaisarnsakul</p> <p>Education: Master of Business Administration, Thammasart University, Thailand</p> <p>Training Programs Certified by IOD:</p> <ul style="list-style-type: none"> - Company Secretary Program 29/2009 - Effective Minute Taking 13/2009 <p>Executive Vice President:</p> <p>Secretary and Risk Management Committee:</p> <p>Company Secretary: Italian-Thai Development PCL.</p> <p>Managing Director:</p> <p>Director: Asia Pacific Potash Corporation Co., Ltd. * Please refer to the attachment for the Company Secretary's Qualification</p>	<p>Age: 61 years old</p> <p>Number and % of Shares held as of Jan 31, 2022 - 0 -</p>
<p>17 Mr. Prasit Ratanaramig</p> <p>Education: Bachelor of Engineering, Chulalongkorn University, Thailand</p> <p>Executive Vice President: Italian-Thai Development PCL.</p>	<p>Age: 71 years old</p> <p>Number and % of Shares held as of Jan 31, 2022 208,432 or 0.004%</p>
<p>18 Mr. Kriengsak Kovadhana</p> <p>Education: Master of Engineering, LAMAR University, USA</p> <p>Executive Vice President: Italian-Thai Development PCL.</p>	<p>Age: 63 years old</p> <p>Number and % of Shares held as of Jan 31, 2022 - 0 -</p>

19	Mr. Sakchai Puetpaiboon Education: Bachelor of Engineering, Prince of Songkla University, Thailand Executive Vice President: Italian-Thai Development PCL.	Age: 65 years old Number and % of Shares held as of Jan 31, 2022 10,000 or 0.00%
20	Mr. Prasart Kosarussawadee Education: Bachelor of Engineering, Chulalongkorn University, Thailand Master of Business Administration, Sukhothai Thammathirat Open University, Thailand Executive Vice President: Italian-Thai Development PCL. Director: Siam Steel Syndicate PCL. PT. Thailindo Bara Pratama	Age: 72 years old Number and % of Shares held as of Jan 31, 2022 5,000 or 0.00% Thai Pride Cement Co., Ltd.
21	Mr. Wichien Roongrujirat Education: Master of Engineering, Asian Institute of Technology, Thailand Executive Vice President: Italian-Thai Development PCL. Director: ITD Bangladesh Co., Ltd.	Age: 63 years old Number and % of Shares held as of Jan 31, 2022 - 0 -
22	Mr. Prasert Sanor Education: Master of Business Administration, Ramkhamhaeng University, Thailand Executive Vice President: Italian-Thai Development PCL. Director: ITD Madagascar SA	Age: 58 years old Number and % of Shares held as of Jan 31, 2022 - 0 -
23	Ms. Kanchana Charoenyot Education: Master of Business Administration (Finance and Banking) Ramkhamhaeng University, Thailand Senior Vice President (Accounting): Chief Accountant: Italian-Thai Development PCL.	Age: 60 years old Number and % of Shares held as of Jan 31, 2022 - 0 -

***Authority and Responsibility of the Company Secretary**

The Company Secretary is required to perform his/her duties with responsibility, caution, and integrity in compliance with the laws, objectives and regulations of the Company, and the resolutions of the Board of Directors and Shareholders as defined in Securities and Exchange Act (No.4) B.E. 2551, Section 89/15 and 89/16 from August 31, 2008 onwards. The Company Secretary shall be responsible for the following proceedings:

1. Prepare and file the following documents:
 - a). The Directors' Register
 - b). The Notification and Minutes of the Board of Directors' Meetings and Annual Reports
 - c). The Notification and Minutes of Annual General Meeting of Shareholder
2. File a report of interests of Directors, Executives and Persons involved, then submit a copy to the Chairman of the Board of Directors and Audit Committee to acknowledge within seven days from the date the report is received in accordance with Section 89/14.
3. Perform other necessities in compliance with the Capital Market Supervisory Board.

Qualifications of the Company Secretary

1. To have a comprehensive knowledge and perception of the Company's nature of business, including the roles and duties of the Board of Directors' and the Company's responsibilities, to be well familiar with laws and regulations and importantly, to always follow up all required information.
2. To perform duties in compliance with laws, rules and the Company's regulations with the highest responsibility, caution, integrity and determination in order to achieve the Company's objectives under the proper guidance of Corporate Governance and Code of Ethics.
3. To strictly adhere to moral principles and to be concerned for all stakeholders by not doing anything may cause damage to the Company's reputation.
4. Not derive self-benefit from the Company's business opportunities and to firmly keep the Company's information confidential.
5. To maintain the good relations and social ability in order to coordinate with all others, both inside and outside the Company.

Attachment 2: Directorship in Subsidiaries

Name	Company	ITD	Subsidiary	Associate	Related Company
1. Mr. Pathai Chakornbundit	Italian-Thai Development PCL.	X //			
	Sankyu Thai Co., Ltd.				/
	Southern Industry (1996) Co., Ltd.				/
	Thai Nippon Steel Engineering & Construction Corp. Co., Ltd.				/
	Thai Maruken Co., Ltd.		/		
	Bangkok Steel Wire Co., Ltd.				/
	Palit Palangngan Co., Ltd.		/		
	Palangthai Kaona Co., Ltd.		/		
	Bhaka Bhumi Development Co., Ltd.		/		
	Thai Pride Cement Co., Ltd.		/		
	Myanmar Italian-Thai Power 1 Co., Ltd.		/		
	Nha Phralan Crushing Plant Co., Ltd.		/		
	Sarithorn Co., Ltd.				/
	Sin Rae Muang Thai Co., Ltd.				/
	Aquathai Co., Ltd.				/
	Italthai Marine Co., Ltd.			/	
	Italthai Trevi Co., Ltd.			/	
	Italian-Thai Land Co., Ltd.			/	
	Italian-Thai Hongsa Co., Ltd.			/	
	Asia Pacific Potash Corporation Co., Ltd.				/
	Asia Logistics Development Co., Ltd.			/	
	Asia Industrial and Port Corporation Co., Ltd.			/	
	APPC Holding Co., Ltd.			/	
	ITD Myanmar International Co., Ltd.				/
ITD-EGC Joint Venture				/	
IOT Joint Venture				/	
PT. Thailindo Bara Pratama			/		
2. Mr. Premchai Karnasuta	Italian-Thai Development PCL.	/ //			
	Charoong Thai Wire & Cable PCL.				/
	Siam Steel Syndicate PCL.				/
	3B Holding Co., Ltd.				/ //
	Kanika Co., Ltd.				/ //
	Siam Machinery and Equipment Co., Ltd.				/ //
	Chantaburi Country Club Co., Ltd.				/ //
	Sankyu Thai Co., Ltd.				/
	C.P.K. International Co., Ltd.				/ //
	C.P.K. Plantation Co., Ltd.				/ //
	Southern Industry (1996) Co., Ltd.				/ //
	Nahathai Co., Ltd.				/ //
	Dithee Co., Ltd.				/ //
	Tayakee Co., Ltd.				/ //
	Tongkrai Co., Ltd.				/ //
	Tridayuk Co., Ltd.				/ //
	Takolkiat Co., Ltd.				/ //
Thai Maruken Co., Ltd.			/		

Name	Company	ITD	Subsidiary	Associate	Related Company
	Thai Nippon Steel Engineering & Construction Corp. Co., Ltd.				/
	Phu Ruea Fragance Oil Co., Ltd.				/ //
	Bhantuwong Co., Ltd.				/ //
	Bangkok Steel Wire Co., Ltd.				/
	Panoot Co., Ltd.				/ //
	Palit Palangngan Co., Ltd.		/		
	Praram 9 Square Co., Ltd.				/
	Praram 9 Square Hotel Co., Ltd.				/
	Palangngan Sakol Co., Ltd.				/
	Palangthai Kaona Co., Ltd.		/		
	Phannin Co., Ltd.				/
	Bhaka Bhumi Development Co., Ltd.		/		
	Thai Pride Cement Co., Ltd.		/		
	Myanmar Italian-Thai Power 1 Co., Ltd.		/		
	Asia Era One Co., Ltd.				/
	Nha Phralan Crushing Plant Co., Ltd.		/		
	Lasalle Co., Ltd.				/ //
	Wildemere Co., Ltd.				/ //
	Siam Concrete Brick and Products Co., Ltd.		/ //		
	Saraburi Construction Technology Co., Ltd.		/ //		
	Sarithorn Co., Ltd.				/
	Sin Rae Muang Thai Co., Ltd.				/
	Asia Thai Mining Co., Ltd.				/
	Aquathai Co., Ltd.				/
	Ao Po Grand Marina Co., Ltd.				/
	Ao Po Grand Marina & Residence Co., Ltd.				/
	ItalThai Marine Co., Ltd.		/		
	ItalThai Trevi Co., Ltd.		/		
	Italian-Thai Power Co., Ltd.		/		
	Italian-Thai Land Co., Ltd.		/		
	Italian-Thai Hongsa Co., Ltd.		/		
	Italian-Thai International Co., Ltd.		/		
	Asia Pacific Potash Corporation Co., Ltd.				/
	Asia Logistics Development Co., Ltd.		/		
	Asia Industrial and Port Corporation Co., Ltd.		/		
	Asian Rail Co., Ltd.		/		
	Asian Steel Product Co., Ltd.		/		
	ATO - Asia Turnout Co., Ltd.			/	
	APPC Holding Co., Ltd.		/		
	MCRP Construction Corporation Co., Ltd.			/	
	MCRP Holding Corporation Co., Ltd.			/	
	ITD Myanmar International Co., Ltd.				/
	ITD Bangladesh Co., Ltd.		/		
	PT. Thailindo Bara Pratama		/		
	Sino Lao Aluminum Corporation Limited			/	
	Thai Mozambique Logistica SA		/		

Name	Company	ITD	Subsidiary	Associate	Related Company
3. Mrs. Nijaporn Charanachitta					
	Italian-Thai Development PCL.	/ //			
	Charoong Thai Wire & Cable PCL.				/
	TTCL PCL.				/
	Siam Steel Syndicate Public PCL.				X /
	OHTL PCL.				X /
	Kanika Co., Ltd.				/
	Siam Machinery and Equipment Co., Ltd.				/
	Sankyu Thai Co., Ltd.				/
	C.P.K. International Co., Ltd.				/ //
	C.P.K. Plantation Co., Ltd.				/ //
	Southern Industry (1996) Co., Ltd.				/
	Nahathai Co., Ltd.				/ //
	Dithee Co., Ltd.				/ //
	Tayakee Co., Ltd.				/ //
	Tongkrai Co., Ltd.				/ //
	Tridayuk Co., Ltd.				/ //
	Takolkiat Co., Ltd.				/ //
	Thai Nippon Steel Engineering & Construction Corp. Co., Ltd.				/
	Thai Maruken Co., Ltd.		/		
	Nishio Rent All (Thailand) Co., Ltd.				/
	Bhantu Wong Co., Ltd.				/
	Bangkok Steel Wire Co., Ltd.				/ //
	Baan Rimnaam Chaophraya Co., Ltd.				/ //
	Baan Rao Holding Co., Ltd.				/ //
	Panoot Co., Ltd.				/ //
	Palit Palangngan Co., Ltd.		/		
	Param 9 Square Co., Ltd.				/
	Palangngan Sakol Co., Ltd.				/
	Palangthai Kaona Co., Ltd.		/		
	Phannin Co., Ltd.				/ //
	Bhaka Bhumi Development Co., Ltd.		/ //		
	Thai Pride Cement Co., Ltd.		/ //		
	Myanmar Italian-Thai Power 1 Co., Ltd.		/ //		
	Nha Phralan Crushing Plant Co., Ltd.		/ //		
	Lasalle Co., Ltd.				/ //
	Wildemere Co., Ltd.				/ //
	Siam Concrete Brick and Products Co., Ltd.		/ //		
	Saraburi Construction Technology Co., Ltd.		/ //		
	Sarithorn Co., Ltd.				/
	Sin Rae Muang Thai Co., Ltd.				/
	Asia Thai Mining Co., Ltd.				/
	Antara Holiday Park Co., Ltd.				/
	Aquathai Co., Ltd.				/
	Ital Thai Trevi Co., Ltd.		/		
	Ital Thai Marine Co., Ltd.		/		
	Ital Thai Holding Company Co., Ltd.				/
	Italian-Thai Power Co., Ltd.		/		
	Italian-Thai Land Co., Ltd.		/		
	Italian-Thai Hongsa Co., Ltd.		/		

Name	Company	ITD	Subsidiary	Associate	Related Company
	Italian-Thai International Co., Ltd.		/		
	Asia Pacific Potash Corporation Co., Ltd.				/
	Asia Logistics Development Co., Ltd.		/		
	Asia Industrial and Port Corporation Co., Ltd.		/		
	Asian Rail Co., Ltd.		/		
	Asian Steel Product Co., Ltd.				/
	ATO - Asia Turnout Co., Ltd.			/	
	APPC Holding Co., Ltd		/		
	Ozo Kata Co., Ltd.				/
	Ozo Pattaya Co., Ltd.				/
	Ozo Watergate Co., Ltd.				/
	ITD Myanmar International Co., Ltd.				/
	Sakdi Sin Prasit Co., Ltd.				/
	Amari Co., Ltd.				X /
	Amari Pattaya Co., Ltd.				X /
	Amari Watergate Bangkok Co.,Ltd				X /
	Amari Hua Hin Co., Ltd.				X /
	Amari Estates Co., Ltd.				X /
	Amari Estate Phuket Co., Ltd.				X /
	Amari Hotel & Resort Co., Ltd.				X /
	Italhai Real Estate Co., Ltd.				X /
	Oriental Residence Bangkok Co., Ltd.				X /
	Chao Phraya Development Corporation Co., Ltd.				X /
	ITD Bangladesh Co., Ltd.		/		
	Pan African Mining Corporation				/
	PT. Thailindo Bara Pratama		/		
	Sino Lao Aluminum Corporation Limited		/		
4. Assoc. Prof. Dr. Pinyo Meechumna	Italian-Thai Development PCL.	/			
5. Mr. William Lee Zentgraf	Italian-Thai Development PCL. OHTL PCL.	/			/
6. Mr. Sai Wah Simon Suen	Italian-Thai Development PCL. Charoong Thai Wire & Cable PCL.	/			/
7. Mr. Virat Kongmaneerat	Italian-Thai Development PCL. Thai Mozambique Logistica S.A. Siam Concrete Brick and Products Co., Ltd.	/ //	/		
8. Mr. Tawatchai Suthiprapha	Italian-Thai Development PCL. Southern Industry (1996) Co., Ltd. Thai Maruken Co., Ltd. Bhaka Bhumi Development Co., Ltd., Thai Pride Cement Co., Ltd Saraburi Construction Technology Co., Ltd. Sarithorn Co., Ltd. Asia Fastening System Co., Ltd. Asia Logistics Development Co., Ltd. Asia Industrial and Port Corporation Co., Ltd. Asian Rail Co., Ltd. ATO - Asia Turnout Co., Ltd.	//	/	/	/

Name	Company	ITD	Subsidiary	Associate	Related Company
9. Mr. Sumate Surabotsopon	Italian-Thai Development PCL. ITD Bangladesh Co., Ltd.	//	/		
10. Mr. Thoranis Karnasuta	Italian-Thai Development PCL. Siam Steel Syndicate PCL. 3B Holding Co., Ltd. Nishio Rent All (Thailand) Co., Ltd. Thai Pride Cement Co., Ltd. Siam Concrete Brick and Products Co., Ltd. Amari Co., Ltd. Italthai Real Estate Co., Ltd. Asia Pacific Potash Corporation Co., Ltd. Asian Steel Product Co., Ltd. LNG Plus International Co., Ltd. ITD Myanmar International Co., Ltd. ITD Madagascar SA Sumatra Mining Development Limited Thai Mozambique Logistica SA First Dhaka Elevated Expressway Co., Ltd. Italthai Trevi Co., Ltd.	/ //	/	/	/
11. Mr. Peeti Karnasuta	Italian-Thai Development PCL. 3B Holding Co., Ltd. Myanmar Italian-Thai Power 1 Co., Ltd. Asia Thai Mining Co., Ltd. Amari Hotel & Resort Co., Ltd. Italthai Holding Company Co., Ltd. Construction Concrete Co., Ltd. Italian-Thai Power Co., Ltd. Italian-Thai International Co., Ltd. ITD Madagascar SA Pan African Mining Corporation PAM Sakoa Coal SA Intrinsic Resources Co., Ltd.	/ //	/		/
12. Ms. Prachaya Karnasuta	Italian-Thai Development PCL. 3B Holding Co., Ltd. Baan Rao Holding Co., Ltd. Ao Po Grand Marina Co., Ltd. Ao Po Grand Marina & Residence Co., Ltd. MSI (Thailand) Co., Ltd. LNG Plus International Co., Ltd. Oriental Residence Bangkok Co., Ltd.	//			/

Name	Company	ITD	Subsidiary	Associate	Related Company
13. Mr. Piyachai Karnasuta	Italian-Thai Development PCL. ITD Cementation India Co., Ltd. Siam Machinery & Equipment Co., Ltd. Myanmar Italian-Thai Power 1 Co., Ltd. Napralan Crushing Plant Co., Ltd. Italian-Thai Power Co., Ltd. Italian-Thai International Co., Ltd. Italian-Thai Vietnam Development Co., Ltd. ITD Construction SDN.BHD.	//	X / / / / / / / /		/
14. Mr. Chatichai Chutima	Italian-Thai Development PCL. ITD Bangladesh Co., Ltd. Siam Pacific Electric Wire & Cable Co., Ltd. Siam Steel Syndicate PCL.	//	/		/
15. Mr. Sompop Piniichai	Italian-Thai Development PCL. Italhai Marine Co., Ltd.	//	/		
16. Mr. Woravudh Hiranyapaisarnsakul	Italian-Thai Development PCL. Asia Pacific Potash Corporation Co., Ltd.	//			/ //
17. Mr. Prasit Ratanaramig	Italian-Thai Development PCL.	//			
18. Mr. Kriengsak Kovadhana	Italian-Thai Development PCL.	//			
19. Mr. Sakchai Puetpaiboon	Italian-Thai Development PCL.	//			
20. Mr. Prasart Kosarussawadee	Italian-Thai Development PCL. Siam Steel Syndicate PCL. PT. Thailindo Bara Pratama Thai Pride Cement Co., Ltd	//	/ / //		/
21. Mr. Wichien Roongrujirat	Italian-Thai Development PCL. ITD Bangladesh Co., Ltd.	//	/		
22. Mr. Prasert Sanor	Italian-Thai Development PCL. ITD Madagascar SA	//	/		
23. Kanchana Charoenyot	Italian-Thai Development PCL.	//			

Remark

- X = President
- / = Director
- // = Executive Director

Attachment 3: Internal Audit Information

Name	: Mr. Withit Ouaysinprasert
Position	: Vice President, Internal Audit Division
Education	: Bachelor of Laws Programme
Training course	: Organizational Effectiveness Enhancement by Internal Control and Internal Audit Class 1, Thammasat Business School, Thammasat University
Professional experience	: March 13, 2015 – Present: Vice President, Internal Audit Division October 1, 1996 – March 12, 2015: Manager, Internal Audit Division

Attachment 4: Assets for Business Operation and Assets Evaluation

-none-

Attachment 5: Corporate Governance Policy and Business Ethics

1. Corporate Governance Policy

The detail is shown in section 6. Corporate Governance Policy, subsection 6.1 Corporate Governance from page 57 to 65.

2. Business Ethics

■ Ethics on Law and Human Rights Abiding

The Company is determined to operate the business transparently, and to abide by the law of the country we operate in and by the Universal Declaration of Human Rights. The Company shall ensure to be reliable to all staffs equally by providing fair number of returns both short and long-term, providing appropriate welfare, and arranging potentials development sessions impartially and regularly, to name a few. The Company would also establish safe workplace, and safety system in field work. We would treat all staffs with respect and politeness regard for human dignity. Moreover, several channels to raise the complaints with proper procedures to handle those complaints are effectively set.

■ Ethics on Shareholders Responsibility

The Company aims to operate with responsibility to create the highest benefit for our shareholders, and to cater fair returns. Moreover, we also provide proper and adequate information on which the investors could base their decision in due time.

■ Ethics on Conflict of Interests

It is the Company's objective is to secure the best interests for our shareholders; thus, we regulated a code of conduct. The regulation is set to avoid any conflict of interests and covers 2 aspects as follows:

• Related-Party Transaction

The Company is to carefully consider the appropriateness before proceeding any related party transaction and regulating prices and conditions of the related party transaction on the Arm's Length Basis. The Company is to reveal any transactions of the related parties to the Shareholders if the transactions are under the Notification of the Board of Governors of SET, and report to the Board of Director as well as disclose the important details of the connected transactions in Form 56-1 One Report for transparency by the fact that to enter into a connected transaction with significance, it must be considered and approved by the Board of Directors of the Company.

• Other Circumstances that Conflict of Interests may Occur

The Company has regulated on conflict-of-interest issues mitigation such as occasions as follows:

Normal investment

The Company will not allow staff who hold shares of other company or benefit from other company/partners that the Company is in business with, to participate in decision making on matters that must deal with company/partner in question except they are approved by the president. However, holding shares of any listed companies, or investing in consolidated funds or other investment units are not listed as conflict of interests if the actions do not affect working performance for the Company.

Gift Receiving

Staffs should not accept gifts, tickets, accommodations that are offered privately if acceptance means the company will have to oblige by any conditions or to lose in any way.

Academic projects, public service participation and positions acceptance.

Staffs will have to be approved by their line Vice President to work in professional institute, in lecturer position, join in public services, or accept any other position that would increase personnel's vision and experience. The staff who has been approved must be aware that s/he should use his own behalf, not in a name of the Company in whole, or should not claim his own position in the Company in the outside activities, except approval is granted.

■ **Ethics on Inside Information Control**

The Company values the importance of the Inside Information control since internal information such as bidding, construction planning, bond and other information that have to do with business operation is one of the factors to the Company's success. This information can affect the business sustainability and the security of career in all levels, the company therefore establish this code to prevent any revelation including those unintended.

• **Internal Information Management**

Electronic document and memo control

The Company regulated a code of conduct under ISO system of quality management, environment, and Occupation Health and Safety Management System. This code covers types of controlled document, related persons responsibility and procedure.

Access and Degree of Confidentiality

Access and Degree of confidentiality are to be sorted under rates of importance. Uses of internal information must be under their responsibility and assignment, as should be known to responsible persons only and must be notified of restriction.

• **Internal Information Disclosure**

Disclosure to outsider

Any information to disclose to the public must be approved by the President, and only the President or a staff member assigned by the President is authorized to disclose the information. The information related to joint ventures must also be prior approved by the joint partners. The Corporate Services Division is responsible for disclosing information to the public by coordinating with the activity owner to prepare fact sheets and concluding the information which must be always approved by the President prior to disclosure.

Opinions Expression to Outsiders

All staffs shall not disclose or express any opinion when asked by outsiders except if it is the duty to answer such questions; if not, refuse to answer them politely, and recommend that they should contact the Corporate Service Department instead.

Personal Data Protection Policy

Personal data protection, the personal data and information either of the Company's employees or related persons in every process of operation e.g., business partner, business provider, client, and other stakeholders, is the policy specified to set a protection decree for data safety and to be in accordance with the Personal Data Protection Act. The policy covers the manners of data referring including collecting, using, disclosing, and sharing as the Company values the data owners' safety and convenience. The policy specified is applied to all levels from directors, management to employees and business partners, business providers, clients, and other stakeholders. The policy also states the overall measures and procedure regarding collecting, using, disclosing, and sharing including the quality of the data, protection measure, data owner's right and penalty for violation.

■ **Ethics on Occupational Safety and Health**

The Company recognizes an important of occupational safety, health, and working environment which affect to our employees. The Company, therefore, has established the policy on the said issue as follows:

- Abiding by measures, regulations, and laws related to Occupational Safety, Health, and Working Environment.
- Determining to secure workplace safety and good health to prevent accident and sickness caused by workplace environment and to lower risks in all aspects.
- Determining to secure occupational safety, health, and working environment and to continually practice in accordance with Occupational Safety, Health, and Working Environment control.
- Encouraging staff in all levels to acknowledge the importance of staff Occupational Safety, Health, and Working Environment to enhance efficient.
- Revising and developing procedure plans Occupational Safety, Health, and Working Environment consistently to succeed as aimed.

■ **Ethics on Procurement**

The Company values the importance of procurement procedure which is one of the significant aspects of business operation. Since the procurement procedure and result shall naturally affect the cost, quality, and performance specification, the Company has set the procurement code of ethics that is justified and transparent by considering the most benefit of the Company and interested persons.

- Abiding by measures, regulations, and laws related to the Company's procurement.
- Considering quality, cost, services, speed, and accountability of the provider on the effectiveness of the work.
- Proceeding justly and transparently in procurement procedure on the Ethics basis and the benefit of the Company.
- Retaining from taking part in any procurement procedure which the provider is related to self or related to misconduct or illegal activities.
- Retaining from utilizing information for private activities.
- Retaining from disclosing providers' information or obtaining providers' information for private activities.
- Disclosing the Ethics on procurement to staff of all levels including interested providers.
- Procuring on public services are to base on the ethics on Procurement and to be considered out of business.

■ **Ethics on Intellectual Property**

To make an intellectual property become efficient, the Board of Directors has defined the ethics as follows:

- Providing some training courses and/or broadcast an existing Intellectual Property law used in Thailand and Thailand still has international trade commitment negotiation which the law shall be issued covered other types of intellectual property in the future.
- Encouraging staffs to be creative and create some works related to intellectual property to benefit to the Company.
- Supporting staffs to help each other take care of intellectual property which owned by the Company or affiliates not let other people take use of it without permission.
- When staffs are terminated, all intellectual properties shall be transferred back to the Company no matter how the information is recorded.

■ **Ethics on Clients Relation**

The Company is determined to fabricate the work and service with quality and on standard with reasonable price, including consistently hold clients' information as internal information. Furthermore, it is the priority to maximize our potential to the client benefit. The Company shall abide by regulations regarding to our client and conduct satisfactory survey routinely.

■ **Ethics on Business Partners and Creditors Relation**

- The Company is determined to work with partners and creditors with honesty and to abide by the regulations regarding financial use, capital management, payment, to name a few.

■ **Ethics on Business Competitor Relation**

The Company shall operate the business under a fair competition notion; retain from obtaining business information that is confidential by means of corruption or disregarding other's reputation.

■ **Ethics on Environment Responsibility**

The Company aims to raise awareness that every work activity may have effects on the environment: soil, water, air, or sound. Thus, the Company regulate the Ethics on Environment Responsibility as follows:

- Abiding by measures, regulations, and laws related to Environment Responsibility.
- Determining to decrease the effect in terms of waste in every activity:
- Campaign on effective use of resource
- Waste control
- Raising awareness on effective use of resource, raise potential of controlled procedure and prevent impact to the environment.
- Revising and improving work plan the related to environment impact to reach the objectives posted.

All information relevant to Corporate Governance can be downloaded in full version by the link or QR Code below.
https://www.itd.co.th/document-file/ir/907462249-EN_ITALIAN-THAI-CORPORATE-GOVERNANCE.pdf





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