



# ANNUAL REPORT 2020

TO BE LEADER IN TRANSPORTATION  
SERVICES,

FROM COMMUNITY AREAS TO INDUSTRIAL ESTATE.



## MESSAGE FROM THE CHAIRMAN OF THE BOARD OF DIRECTOR

Dear Shareholders,

In 2020,

Under crisis situations, caused by the epidemic of Corona virus infections 2019 (COVID-19) in the years 2020 through a widespread and serious impact on the wider world. Both in terms of health Society and economy, especially the industrial and service sectors, although over the years the Company has operated its business with caution, along with regular management evaluation to assess the business risks to keep up the Company passed this crisis with clients, suppliers and business partners as well as. The impact of the measures on the "Social Distancing" returns a result, the clients required to increase the commuter service for their employees comply by the Government protection measures.

However, the Company had little impact in the first half of the year as the situation in the auto parts manufacturing sector in 2020 tended to shrink in line with the automobile industry. The impact of the spread of COVID-19, a lot of activities produce in chain automotive were downturn in the first half due to the global purchasing power fell. The Company's clients have no plan to reduce headcount and reduced employee benefits and the average oil price decreased from 2019, which is good for the Company that can manage direct costs as well.

From the above factors the Company's revenue for the 12 months period ended December 31, 2020 amount of THB. 391.69 million and a net profit THB. 28.75 million, that is declined from the year 2019 at the rate of 38.59, which is considered to be too small when compared to the severity of the incident.

Managing a business under a critical situation that requires prudence, more careful. The Company also experienced a successful high to diversify its business, by had signed service agreements with new clients, which value over THB. 300 million and the Company's also has a plan to continue the business in parallel with the review the situation periodically to assess the changes that may occur. Plans modification of operations to limit the business impact that can occur all the time.

The company recognizes the important problems of sustainable development, with a focus on implementing and implementing real business processes. The Company's commitment to use the sustainability concept as the foundation for business management and operation in order to deliver a valuable experience to all customers and stakeholders.

Lastly, I and the Board of Directors of the Company would like to thank you all shareholders, business partners and financial institutions that continually trust and support the Company, including thank the management and employees of all of you who have worked with dedication fully operational bundle is the

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## MESSAGE FROM THE CHAIRMAN OF THE BOARD OF DIRECTOR

ability to make the Company to overcome the challenging times in the past at the very satisfactory, and I am confident that with the potential of human resources and the business structure and status of the financial strength to make the Company through the economic crisis due to the spread of COVID-19 , and further growth can be sustained.

January 25, 2021



Mr. Chartchai Panichewa  
Chairman of Board of Directors  
ATP 30 Public Company Limited

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# REPORT FROM THE BOARD OF DIRECTORS REponsibilities TO FINANCIAL STATEMENT

Dear Shareholders,

## Board of Directors,

The Board of Directors of ATP30 Public Company Limited is responsible for consolidated financial statements of the Company, including the information and information disclosure and the financial presentation in 2020 annual report. Such financial statements were regularly prepared according to the financial reporting standard and appropriate accounting policy. The discretion and estimates were used carefully and reasonably as needed. The information disclosure in the financial statement appendix was sufficient. Such financial statements passed the check and comment from the independent Certified Public Accountants of the Company with no condition.

The Board of Directors realized the importance of the duties and responsibilities that must continuously be in accordance with the good corporate governance policy in order to conduct the business with efficiency, transparency and credibility and established proper and effective control system, risk management system and internal control system of various aspects in order to rationally assure that the accounting information was correctly and completely recorded and adequate to sustain the Company's assets as well as to prevent any frauds or significantly irregular operations.

Moreover, The Board of Directors has appointed the Audit Committee comprising of the independent directors to review accounting policies, take responsible on the quality of financial statements, review the adequacy of the internal control system and internal audit, including the risk management system as well as consider the disclosure of connected transactions. The opinions of the Audit Committee on such issues were displayed in the Audit Committee Report in the annual report.

The Board of Directors has viewed that the overall internal control system of the Company was at satisfactory level and the internal audit could ensure that the consolidated financial statements of the Company of the year ending December 31, 2019 was reliable along with the financial reporting standards and was conducted precisely according to the related laws and regulations.

January 25, 2021



Mr. Chartchai Panichewa  
Chairman of Board of Directors  
ATP 30 Public Company Limited

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# REPORT FROM AUDIT COMMITTEE

Dear Shareholders,

## Audit Committee,

The Audit Committee of ATP30 Public Company Limited has been appointed by the resolution of the Board of Directors meeting to ensure the Company has a transparent, standardized operation with good governance and effective risk management and internal control system and has an efficient process to prepare and disclose its financial reports accurately and completely in conformity with related standards and regulatory requirements. The Company's Audit Committee comprises 3 independent directors:

- |    |             |                     |                                 |
|----|-------------|---------------------|---------------------------------|
| 1. | Ms. Suwanee | Khamman             | Chairman of the Audit Committee |
| 2. | Mr. Kumchai | Boonjirachot        | Audit Committee                 |
| 3. | Mr. Prasert | Akkharaprathomphong | Audit Committee                 |

who are fully qualified in accordance with the Company's Audit Committee Charter as well as the requirements of the Securities and Exchange Commission Office (SEC) and the Stock Exchange of Thailand (SET)

In 2020, Audit Committee holds 4 meetings, The highlights of this year 2020 performance are as follows;

1. Consider and review the quarterly financial statements. The 2020 annual financial statements of the Company, which have been reviewed and audited by the auditor. The auditor was invited to attend for all Audit Committee meeting where the quarterly and annual financial statements were considered to ensure that the preparation of financial statements includes timely disclosure of information in accordance with generally accepted accounting standards, then proposing to the Board of Directors meeting for approval.

The opinion of the Audit Committee: In year 2020, the Company has prepared accurate financial reports, sufficient as it should in essence and in accordance with generally accepted accounting standards

2. Review the appropriateness of connected transactions that may conflict to conflicts of interest with the Company. Including the disclosure of such transactions in accordance with the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission to ensure that the Company has a transparent and fair review process and adequate disclosure of information.

The opinion of the Audit Committee: The transaction is a normal business operation of the Company, with is reasonable and has adequate disclosure correct and complete.

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## REPORT FROM AUDIT COMMITTEE

3. Review the sufficiency of the internal control system and the audit system. From the internal audit report of internal auditors every quarter Which covers important work systems of the company as well as follow up and give advice with internal auditors To ensure that the management has made improvements according to the recommendations of the internal auditors. And the internal audit activity was efficient and effective.

The opinion of the Audit Committee: The Company has an adequate and appropriate internal control and internal audit system and has not found any flaws that may significantly affect the Company's business operations.

4. Compliance with laws and regulations of relevant agencies The Audit Committee has reviewed the operations in accordance with the law, and practices that the Securities and Exchange Commission and the Stock Exchange of Thailand and other related laws. In order for the Company to correct and transparent operations to build confidence among shareholders, investors and all stakeholders.
5. Considered and appointment of Auditors for 2020, Audit Committee selected, nominated, appointed and proposed the annual audit fee, according to the evaluation criteria of the Company such as independence in performance, quality, performance standards. The auditors are qualified according to the announcement of the Stock Exchange of Thailand with a resolution to propose to the Board of Directors before proposing to the Shareholders' Meeting for approval. By appointed EY Office Company Limited as the Company's Auditor for 2020 as follows;

- |    |               |              |             |        |
|----|---------------|--------------|-------------|--------|
| 1. | Mr. Supachai  | Panyawattano | CPA No 3930 | and/or |
| 2. | Mr. Natthawut | Santipet     | CPA No 5730 | and/or |
| 3. | Ms. Krongkaew | Limpkittikul | CPA No 5874 |        |

January 25, 2021

On behalf of the Audit Committee

Ms. Suwanee Khamman

Chairman of Audit Committee

ATP 30 Public Company Limited

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# RISK MANAGEMENT COMMITTEE REPORT

Dear Shareholders,

## Risk Management Committee,

The Board of Directors (the Board) appointed the Risk Management Committee (“RMC”) to support directors in managing and supervising corporate risks to achieve business goals, and to enhance confidence on and credibility of ATP30 among investors and stakeholders. The current Committee consists of the knowledgeable, competent, and experienced directors with understanding in the business as follows:

- |    |                 |                     |   |
|----|-----------------|---------------------|---|
| 1. | Mr. Prasert     | Akkharaprathomphong | Chairman of the Risk Management         |
| 2. | Mr. Piya        | Techakul            | Member of the Risk Management Committee |
| 3. | Ms. Nichanan    | Rattanakate         | Member of the Risk Management Committee |
| 4. | Ms. Pathamaporn | Prasarkhetkarn      | Member of the Risk Management           |

## Performance Outcomes of 2020

The RMC defined and reviewed corporate risk management framework, policy, and processes, as indicated in the Risk Management Committee Charter, as well as efficiently provided recommendations for proper risk management approaches to ensure their accordance with strategic directions, operations, and business plans. The Committee also consistently and effectively supported and improved risk management practices throughout the Company, following standards. This year, the RMC held a meeting with the following COSO RM 2017 highlights:

1. To establish and review ATP30’s enterprise risk management framework to ensure appropriateness and correspondence with business strategy and its operation amidst shifting circumstances, particularly the newly emerging coronavirus (COVID-19) pandemic in 2020
2. To monitor, assess and provide recommendations on ATP30’s business as usual operation and investment projects on a regular basis to ensure that top management maintain ATP30’s operation within its risk appetite, as well as determine the concrete mitigation plans to prevent losses.
3. To review and provide suggestions on the 2020 corporate risk profile in correspondence with the company’s business directions strategic plans, and business goals.
4. To report the result of enterprise risk management to be Bord of Directors.

The Risk Management Committee concluded that this year, the Company has developed an extensive corporate risk management system to embrace all aspects of risks and continual risk management practices to cope with prevailing circumstances. The Company indeed effectively and suitably managed key corporate risks which were controlled within indicated risk appetite.

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# RISK MANAGEMENT COMMITTEE REPORT

January 25, 2021

On Behalf of the Risk Management Committee

A handwritten signature in blue ink, appearing to read 'Prasert', is positioned above the printed name.

Mr. Prasert Akkharaprathompong

Chairman of Risk Management Committee

ATP 30 Public Company Limited

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# VISION, MISSION AND STRATEGY

## Vision

ATP30 will be the leader in providing personnel transfer services to various industrial plants by string to improve service to satisfy our customers and establish internationally recognized service standards

## Mission and Objectives

- Maintain a strong business base, strengthen growth and continuously expand the business base to sustainability.
- The deployment of technology to provide services and control services is related to safety and meets the satisfaction of customers on a regular basis.
- Developing and empowering personnel to have knowledge Ability and skills to operate effectively

## Company's operational strategy (Strategy)

- Maintaining an existing customer base while building a new customer base by providing quality services. Satisfying users
- Operating system development and quality personnel transfer standards
- Developing and empowering personnel to meet standards

## The company's long-term goals

- 1 year period: The Company also focuses on implementing the core strategy and mission of the organization. It targets service revenue growth of approximately 20% from existing and new customers from expanding beyond the Eastern Region. In part, Toyota Tusho Thai Holdings Co., Ltd. (TTTH) has been partnering with Toyota Tusho Thai Holdings Co., Ltd. (TTTH) to support the expansion of its wider customer base, which since the beginning of 2021 has received 3 new customers (2 recommended from TTTH) and 1 existing customer per new contract. During the period, 4-5 new customers were still negotiated, although in 2020 the company's service revenues decreased by approximately 14.41% from the previous year due to the impact of the Covid-19 pandemic.
- 5 years : Due to the expansion of the customer base, the Company has set a goal of 20% service revenue growth and increased efficiency in reducing service costs. In addition, through the joint venture with TTTH, the company will focus on implementing technology to manage the process called Model Smart Mobility to support more efficient services. It also strengthens the image and differentiates from competitors.

## COMPANY'S REVENUE STRUCTURE FOR THE YEARS 2018 TO 2020

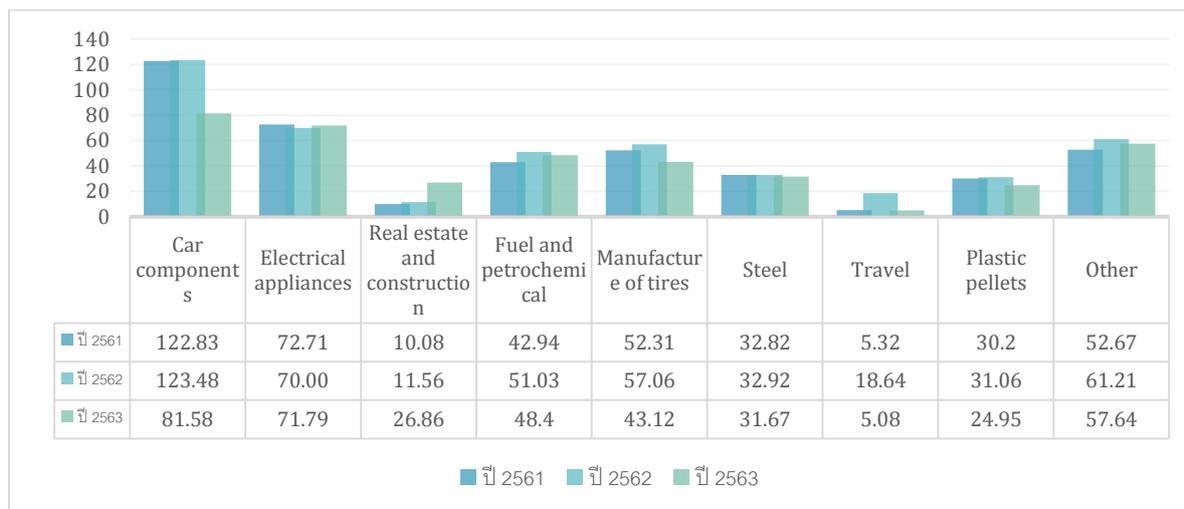
DETAILS ARE AS FOLLOWS:

(Unit : Millon Baht)

TOTAL REVENUE	YE2018			YE2019			YE2020		
	Vehicle	Amount	%	Vehicle	Amount	%	Vehicle	Amount	%
<b>Service Revenue</b>									
1. Company Vehicles	279	352.41	83.53%	308	390.55	85.47%	347	348.01	88.99%
1.1 Busses	193	289.83	68.70%	192	295.36	64.64%	211	259.56	66.37%
1.2 Minibus	28	27.00	6.40%	30	37.15	8.13%	38	35.36	9.04%
1.3 Van	51	31.52	7.47%	79	53.51	11.71%	91	49.77	12.73%
1.4 VIP Van	7	4.06	0.96%	7	4.53	0.99%	7	3.32	0.85%
2. Affiliated vehicles	90	69.47	16.47%	74	66.41	14.53%	66	43.08	11.01%
Total service revenue	369	421.88	100.00%	382	456.96	100.00%	413	391.09	100.00%
Other income		1.86			1.77			0.60	

The company's revenue structure for the years 2018 to 2020 is separated by customer industry as follows:

(Unit : Millon Baht)



As the company wants to prevent customers from concentrating and relying too heavily on any industry, there may be risks if the industry is in crisis from the economy, politics, society, environment and technology.

## GENERAL AND OTHER IMPRTANT INFORMATION

Information	More details
Company name	ATP 30 Public Company Limited
Head Office Location	700/199 Moo 1 Bankhao Panthong Chonburi 20160
Business Typy	Servie (Providing transportation services)
Registered no.	0107558000105
Telephone	038-468-788, 9
Fax no.	038-468-788
Registered Capital	170,577,514.50 บาท
Common shares	682,310,058
Company's Secretary	Mrs. Sukanda Puttaraksar / 063-903-0049 / sukarnda@atp30group.com
Investor Relation	Ms. Chotiga Weerasilp /038-468-789, 091-774-4432 / chotiga@atp30group.com
Registrar	Thailand Securities Depository Co., Ltd.
Auditor	EY Office Limited
Company wedsite	www.atp30.com

Remark : The Company has registered the change of paid-up capital. On March 10, 2021, the issuance and allocation of 65,000,000 newly issued ordinary shares of the Company with a par value of Baht 0.25 per share to Toyota Tusho Thai Holdings Co., Ltd. The allocation of 65,000,000 shares at the IPO price of Baht 0.99 per share is worth Baht 64,350,000, which was paid on March 8, 2021.

### Legel Disputes

As of 31 December 2020, the Company has no legal disputes that may have a significant negative impact on the Company's business operations.

## GENERAL AND OTHER IMPRTANT INFORMATION

### Significant changes and developments

The company began its personnel transfer business on October 20, 2005 with its founders, Piya Techakul, Dr. Viwat Kromadit and Mr. Chartchai Panichewa together and listed on the MAI stock exchange on August 27, 2015. The company's significant changes and developments are as follows:

Year	More Details
2018	<ul style="list-style-type: none"> <li>- At the 2018 Annual General Meeting of Shareholders on April 2, the Company declared dividend payment for the 2017 operating results in cash at the rate of Baht 0.030 per share totaling Baht 15.64 million or 62.96% of net profit after legal reserve. Dividend payment date: 30 April 2018</li> <li>- The company has 279 buses operating during the year, 44 more purchased during the year and two buses sold.</li> </ul>
2019	<ul style="list-style-type: none"> <li>- At the 2019 Annual General Meeting of Shareholders on April 2, the Company declared dividend payment for the 2018 operating results in cash at the rate of Baht 0.040 per share totaling Baht 21.63 million or 56.51% of net profit after legal reserve. Dividend payment date: 30 April 2019</li> <li>- At the Board of Directors' Meeting No. 4/2019 on November 5, the Company declared an interim dividend payment for the nine-month operating results of 2019 in cash at the rate of Baht 0.020 per share totaling Baht 12.35 million, or 36.02% of net profit after legal reserve. Dividend payment date: 4 December 2019</li> <li>- The company has 308 buses operating during the year and sells 1 bus.</li> </ul>
2020	<ul style="list-style-type: none"> <li>- At the Board of Directors' Meeting No. 1/2020 on 25 February, the Company resolved to pay dividends for the year 2019 in cash at the rate of Baht 0.020 per share of Baht 12.35 million. The interim dividend was paid in cash at the share rate of Baht 0.020, amounting to Baht 12.35 million, totaling Baht 25.70 million or 55.59% of net profit after legal reserve. Dividend payment is set for the year 30 April 2020.</li> <li>- August The Company has been certified by BSI ISO39001 : 2012 Road traffic safety management system from August 1, 2020 to July 31, 2023.</li> </ul>
2021	<ul style="list-style-type: none"> <li>- The company obtained a non-transit operator license from the Department of Land Transport. For the next 5 years from 11 January 2021 to 10 January 2026</li> <li>- The Board of Directors' Meeting No. 1/2021 held on January 20, 2021, the Company resolved to increase the registered capital for offering to a limited number of persons and</li> </ul>

## GENERAL AND OTHER IMPRTANT INFORMATION

Year	More Details
	<p>set a date and proposed to the Extraordinary General Meeting of Shareholders No. 1/2021.</p> <p>Key agenda items are as follows:</p> <p>Agenda 2 To consider and approve the increase of the company's registered capital and amend the Memorandum of Association of the Company No. 4.</p> <p>Agenda 3: Approve the allocation of 65.00 million newly issued ordinary shares of the Company 0.25 Baht per share to Toyota Tsusho Thai Holdings Co., Ltd. (TTTH) with the allocation of 65.00 million shares At the IPO price of Baht 0.99 per share, totaling Baht 64.35 million.</p> <p>Agenda 4 To consider and approve the increase in the number of directors 1 person from 7 persons to 8 persons by authorizing the appointment of new directors to the Board of Directors.</p> <p>- Board of Directors' Meeting No. 1/2021, January 20, 2021 The Company resolved to increase the registered capital for offering to a limited number of persons and set the date of the Extraordinary General Meeting of Shareholders No. 1/2021 by proposing to the Extraordinary General Meeting of Shareholders No. 1/2021 the agenda items as follows:</p> <p>Agenda 2 To consider and approve the increase of the company's registered capital and amend the Memorandum of Association no. 4. 0.25 Baht per share to Toyota Tsusho Thai Holdings Co., Ltd. (TTTH) with the allocation of 65.00 million shares At the IPO price of Baht 0.99 per share, totaling Baht 64.35 million.</p> <p>Agenda 4 To consider and approve the increase in the number of directors 1 person from 7 persons to 8 persons by authorizing the appointment of new directors to the Board of Directors.</p>
	<p>- Resolutions of the Extraordinary General Meeting of Shareholders No. 1/2021 on 24 February totaling 388,542,981 shares or 62.94% with the above agenda</p> <p>Agenda 2 approved 388.54 million shares agreed.</p> <p>Agenda 3 approved 388.54 million shares agreed.</p> <p>Agenda 4 approved 388.54 million shares agreed.</p>
	<p>- Board of Directors' Meeting No. 2/2021 on dividend payment Schedule of the 2021 Annual General Meeting of Shareholders and amendments to the Articles of Association with agenda items as follows:</p>

## GENERAL AND OTHER IMPRTANT INFORMATION

Year	More Details
	<p>Agenda 2 Approve the financial statements for the year 2020 ended 31 December</p> <p>Agenda 4 Approved the allocation of profits as reserves of Baht 1.44 million or legal reserve of 5.01% of net profit and dividend payment for 2020 at the rate of Baht 0.03 per share, totaling baht 20.50 million or dividend payout rate of 74.95% of net profit after allocating profit as legal reserve.</p> <p>Agenda 8 To approve the appointment of new directors</p> <p>Agenda 9 To approve amendments to the Articles of Association About board meetings and shareholders' meetings In electronic conferences.</p>

## KEY FINANCIAL RATIOS

Items		Verified		
		YE2018	YE2019	YE2020
<b>Liquidity Ratios</b>				
Current ratio	Times	0.72	0.81	0.71
Quick ratio	Times	0.60	0.67	0.64
Cash flow ratio	Times	0.72	0.81	0.71
Trade receivable turnover ratio	Times	8.30	7.82	6.57
Average collection period	Day	44	47	55
Trade payable turnover ratio	Times	11.59	11.70	10.46
Repayment period for trade creditors	Day	32	31	35
Cash cycle	Day	-4	-4	-4
<b>Profitability Ratios</b>				
Gross profit margin	%	25.57	25.69	22.53
Operating profit margin	%	14.98	14.70	11.53
Cash to profitability ratio	%	166.32	186.60	241.19
Net profit margin	%	9.65	10.21	7.34
Return on equity	%	13.17	12.64	6.96
<b>Efficiency Ratios</b>				
Return on assets	%	5.86	6.31	3.65
Return on fixed assets	%	13.96	15.08	8.58
Asset turnover rate	Times	0.61	0.62	0.50
<b>Financial Policy Ratios</b>				
Debt to Equity Ratio	Times	1.17	0.86	0.95
Interest capacity ratio	Times	6.64	9.76	9.85
Obligation capacity ratio	Times	1.02	1.09	0.83
Dividend Payout ratio	%	56.50	55.59	74.95

*Remark : Dividend Payment Rate Calculated from dividends paid for the year divided by net profit after legal reserve of the year.*

# BUSINESS POLICY AND OVERVIEW

## Business Overview

ATP 30 Public Company Limited (the "Company") is a bus service provider that transports personnel between residential areas in the community to industrial plants or establishments. This is especially true in industrial estates in the east, which receive a non-transit operator license from the Department of Land Transport. The company offers two bus services:

1. The company's total of 347 buses, or 84.02 percent, consisted of: The remaining 51.09% of buses are minibuses, vans and VIP vans, representing 32.93% of the number of buses.
2. A total of 60 buses of affiliated vehicles or 15.98%, comprised 66 vans, or 14.77 percent of them, the rest as buses accounted for 2.88 percent of the number of buses.

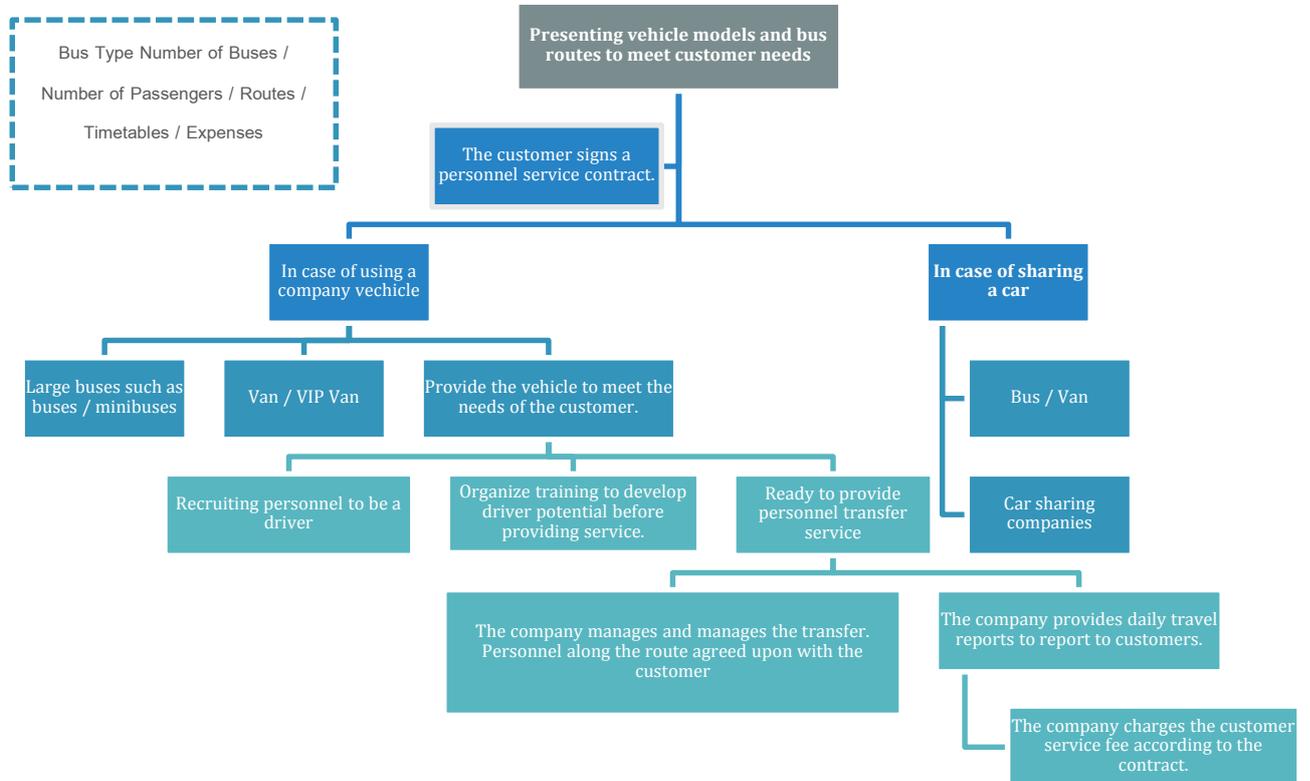
In addition, the Company has adopted the BSI ISO39001:2012 Road traffic safety management system to manage the bus process to maximize customer satisfaction. In addition, the emphasis is placed on improving the quality of employees, especially drivers, from the recruitment process, compensation and welfare, training, raising awareness of services and instilling attention to the quality of life and property of passengers and route participants.

For 2021, the company is focused on increasing the eastern market share. Expand your potential large customer base The company focuses on using quality transfer services and bringing the right technology to enhance customer efficiency and increase convenience. In addition, the investment has led technology to develop a model smart mobility process management system that will support the service more efficiently as well as reduce costs for customers. It aims for a growth rate of 20% or total revenue of 480 million baht and maintains a gross margin of 25%.

*For more information, please refer to the 2020 Annual registration statement (From 56-1) on the SEC website ([www.sec.or.th](http://www.sec.or.th)) or the set website ([www.set.or.th](http://www.set.or.th)) or the Company's website ([www.atp30.com](http://www.atp30.com)).*

# NATURE OF BUSINESS

The image shows Sourcing and customer service procedures



The revenue ratio is divided into 2 groups:

## 1. Service Revenue

Company vehicles :

All company buses must have a legitimate appearance, with yellow ground plates, letters and numbers in black, starting with 30-xxxx and with a bus structure suitable for transporting personnel. Safe and comfortable for passengers, The company has partnered with leading car manufacturers and distributors such as Hino, Scania, Mercedes-Benz, Toyota and Yutong. In designing a standard bus structure

Affiliated vehicles :

Affiliated vehicles are buses that are under the management of the Company. The company has selected and formulated policies which are either individuals or juristic persons, but must be allowed to be operators of non-buses only from the Department of Land Transport.

# NATURE OF BUSINESS

2. **Other income** includes interest on bank deposits, gains on disposal of assets and other income, such as service income, additional management to participating vehicles, return of provident funds, resignation and sale of deteriorating spare parts, etc.

## Key Marketing Policies and Characteristics

### Competitive Strategy

Due to the lack of bus business, there are no restrictions on the business of new operators. If there are sufficient funding factors There is a transport operator's license and must have a driver whose license meets the legal requirements, thereby resulting in a large number of new non-bus operators. In 2019, the number of non-bus operators was 43,251, and in 2020, the number of operators decreased to 40,631, or 6.06%, mainly focused mainly on price and service competition. The company's management has estimated market share at 3% of the number of industrial estates in service areas such as Amata City Chonburi Industrial Estate, Laem Chabang Chonburi, Amata City Rayong, Map Ta Phut Rayong, Hemaraj Rayong. Rojana Rayong and Eastern Seaboard Rayong

The company's highlights are the standardized vehicles process. Emphasizes outstanding service quality in accordance with ISO: 39001:2012 Road Safety Management Practices\_It also provides advice on how to use the right bus service for the route to reduce costs. As follows:

1. **Service strategy (Service)**

Over the past year, the company has continuously improved and improved the quality of its services. As a result, the Company has been certified with BS ISO39001 :2012 Road traffic safety management system based on three service policies: Safety, Reliability, and Comfort. By setting service standards:

#### Bus Standards

All of the company's vehicles are new, and the exterior is specifically designed for the use of personnel according to engineering and legal principles, as well as bus body and chassis from leading companies such as Hino Scania and Mercedes-Benz, Toyota and Yutong. The chassis has a design that is mainly used with safety in mind, the installation of air conditioning systems is all new equipment and full facilities. Such as TV, audio, etc. First aid kits, fire extinguishers and safety equipment for passenger comfort and safety.

#### Diver Standards

The company attaches great importance to the recruitment of drivers. From rigorous selection such as interviews, background checks, driving tests and physical examinations, etc. When accepting as a driver, you must pass the training. Ability and proper operation, such as raising awareness of the

# NATURE OF BUSINESS

service, maintaining the condition of the vehicle. Safe driving as well as continuous measurement of performance

## **Bus Control Standards**

The company attaches great importance to the recruitment of drivers. From rigorous selection such as interviews, background checks, driving tests and physical examinations, etc. When accepting as a driver, you must pass the training. Ability and proper operation, such as raising awareness of the service, maintaining the condition of the vehicle. Safe driving as well as continuous measurement of performance

## **Maintenance Standards**

The Company has control over the maintenance system of engines and equipment related to the company's buses in accordance with the retention policy, disbursement, control of inventories effectively. The maintenance department will train employees to have knowledge and competency regularly. To gain expertise and formulate a clear maintenance plan. Without waiting for damage. Defective or jammed so that all of the company's buses are always available. In addition, the company has organized mobile units for on-site maintenance, which can be divided into 2 types as follows:

1. Daily care is to take care of the cleanliness and order of the bus, such as cleaning the seats. Spraying disinfectants and keeping equipment in the vehicle tidy before further use, for example, is the responsibility of the driver and the operation officer.
2. Preventive maintenance is according to the maintenance plan. If there are major problems such as engine and suspension damage, the repair center will be delivered immediately.

## **2. Pricing Strategies (Price)**

The Company has a fair and appropriate pricing policy along with providing high quality services (Premium Strategy), such as all of the company's buses being new. The characteristics of the car are suitable for service. The driver specializes in state-of-the-art tracking systems. And fleet management system to ensure passengers comply with pricing principles. In addition, the company's bus investment for 1-5 years is considered by configuring two types of services as follows:

1. Fixed-Rate Contract is defined according to the mileage specified in the contract, which is not changed according to the price of oil.

## NATURE OF BUSINESS

2. Configuring variable services based on changes in fuel prices Floating rate contracts are divided into 2 types as follows:
  - 2.1 Fixed service configuration based on variable mileage based on compensation rate Calculated based on the consumption of oil, each route plus the difference in oil price (current average oil price compares contractual oil prices). If the current average oil price difference is greater, the company will receive compensation rates from customers. If the contracted oil price difference is greater, the company will give the customer a discount instead.
  - 2.2 The minimum guarantee is the minimum service configuration based on the service cost for the car installment. The revenue according to the distance provided to the customer.

### 3. Channel Strategy (Place)

The Company has marketing department to find customers in 2 channels: 1) The customer contacted the company directly, accounting for 69.05% of all customers, mainly referrals from the company's existing customers, and 2) participation in the tender/ auction (Price Action) accounted for 30.95% of all customers. In the past, most of the work has been recommended by the company's existing customers because the company does not have a policy of competitive price to get the job, but it focuses on maintaining the quality of management that is worth the service that customers will have to pay.

#### Public Relations (Promotion)

The company has a wide range of public relations such as SET website, newspaper, online website FB Line, live interviews and radio etc. Brand Recognition and Recognition.

### 4. Target Audiences

The company's target customers are operators in the manufacturing sector, with factories located mainly in industrial estates or outside industrial estates in the eastern regions as of 31 December 2020. The company has 42 customers divided into service areas as follows:

Area	YE2018	YE2019	YE2020
Amata City Chonburi Industrial Estate	8	10	11
Laem Chabang Industrial Estate Chonburi	1	1	1
Amata City Industrial Estate Rayong	5	5	4
Map Ta Phut Industrial Estate Rayong	6	6	6

## NATURE OF BUSINESS

Area	YE2018	YE2019	YE2020
Hemaraj Industrial Estate Rayong	3	3	3
Rojana Industrial Estate Rayong	1	1	1
Enstern Seaboard Rayony	-	-	1
Chachoengsao Province	1	1	1
Prachin Buri Province	1	1	1
Saraburi Province	1	1	1
Rayong Province	4	7	6
Surat Thani Province	1	1	1
Bangkok	2	2	5
<b>Total</b>	<b>34</b>	<b>39</b>	<b>42</b>

*For more information, please refer to the 2020 Annual registration statement (From 56-1) on the SEC website ([www.sec.or.th](http://www.sec.or.th)) or the set website ([www.set.or.th](http://www.set.or.th)) or the Company's website ([www.atp30.com](http://www.atp30.com)).*

# RISK FACTORS

The Company has a systematic risk management and risk control policy. The objective is to prevent and manage risks in accordance with good corporate governance principles. The Risk Management Committee sets adequate management measures and monitors risk management plans at the organizational level. To make risk management efficient and at an acceptable level. In summary, the risks are significant. As follows:

## **Business Risks**

### **The risks of a small and limited group of customers**

As at December 31, 2020, the Company had 42 customers from 2,379 factories in industrial estates owned by the company and service revenues of Baht 391.09 million, of which the first 10 major customers had service revenues of Baht 220.51 million or 56.38%. The company may be affected by the presence of such customers if there is no renewal.

However, the company has established clear plans and policies to retain existing and new customers, reduce dependency on some large customers and diversify the customer industry. The location is perfect. The Company believes that the chances of losing customers are minimal. Past operations have been able to retain almost all existing customers, and every year can continue to find new customers.

The company's pricing is based on the suitability of each customer and the contract period is approximately 3-5 years, making it believed that the company will be able to expand its market share further. In addition, the Company places importance on diversifying customer management risks across multiple industries. Industry Diversification to reduce risks from the same group of customers who may be affected by the same economic factors.

### **Risks of changes in global fuel prices**

The company uses diesel and B10 oil on all its buses, so fluctuations in fuel prices in the global market directly affect the company's service costs because it does not have a pre-purchase agreement with the supplier.

However, the Company has two service configurations: 1) Fixed service configuration, 52.38% of service contracts, and 2) variable service configuration based on the price of oil and distance used. The contract ratio was 47.62% (More detail no. 2 Price Strategy), It can be seen that most contracts are static service configurations that can help mitigate that risk.

The Company attaches importance to the management and control of fuel costs. The information system is used to collect information and process the fuel consumption in each vehicle and use the data to analyze/correct/prevent/determine the cause to present the management report. The management brings in

# RISK FACTORS

planning information to reduce service costs, and the driver training department can also collect fuel-efficient driving behavior data to properly train drivers. As a result of that administration, the company expects to reduce service costs by about 5-10 percent.

## **Driver shortage risk**

The Company has focused on drivers by properly assigning salaries and benefits due to driver recruitment restrictions (more details, driver standards). When becoming a driver, the company has to comply with the company's requirements, thus resulting in a high rate of driver resignations, which may result in a shortage of inadequate drivers to provide services.

However, if you The Company has a higher competitiveness policy to prevent risks such as providing a wide range of bus services (Product Variety). Optimising Cost per Man to provide customers with satisfaction and effectively prevent competitive risks. TTH has helped increase competition efficiency by bringing technology into the development of the Model Smart Mobility process management system, which will enable the company to expand its customer base in the future and increase service revenues. As a result, there is also increased market share.

## **Competitive risks in the business**

Businesses that send personnel are limited to low entry barriers because they do not require concessions from the government, only have sufficient funding to become entrepreneurs, resulting in high price competition. Therefore, the Company builds on its strengths in quality, process management, cost management for customers and safety in order to satisfy the service recipients, which leads to brand loyalty and word of mouth advertising.

However, if you The Company has a higher competitiveness policy to prevent risks such as product variety, product design, and optimising cost per man. In order to satisfy customers and effectively hedge against competition and Strategic Partner with TTH to enhance competition efficiency by using technology to develop model smart mobility process management system. This will allow the company to expand its customer base in the future and increase service revenue. As a result, there is also increased market share.

## **The risk of relying on a small number of major vehicle suppliers**

The Company has a vendor list for the purchase of a few vehicles, which, if the supplier cancels or abstains from sale, may be affected, unable to provide the bus in time as promised. However, the Company has been looking for additional vendors and is confident that it can mitigate the risk.

# RISK FACTORS

## Management Risks

### Management risks by relying on key executives

The main executive is Piya Techakul, who has been the company's manager since the company's founding in 2005. We have gained credibility and good customer relations. This gives customers confidence in the business if there are changes/modifications. The principal may pose such a risk.

However, the Company has developed a business plan every year in accordance with the appropriate reorganization in accordance with the scope. Authority, duties, responsibilities clearly We are ready to develop professional training to increase motivation and rewards based on knowledge and ability to reduce reliance on key executives.

## INFORMATION ON SECURITIES AND SHREHOLDERS

### Number of registered and paid-up capital

As at December 31, 2020, the Company had a registered capital of Baht 154,687,500 with paid-up capital of Baht 154,327,514.50 divided into 617,310,058 ordinary shares with an average market price of Baht 0.92 per share.

The first 10 major shareholders and groups of shareholders by book closing date as of January 13, 2021 are as follows:

Sequence	List of Shareholders	Before capital increase*		Afer capital increase	
		Number of shares	Proportion (percent)	Number of shares	Proportion (percent)
1.	Mr. Chartchai Panichewa Group *	118,125,000	19.14%	118,125,000	17.31%
2.	Mr. Piya Techakul Group *	100,469,894	16.28%	100,469,894	14.72%
3.	Mr. Viwat Kromadit *	42,750,000	6.93%	42,750,000	6.27%
4.	Mr. Witoon Kromadit	29,390,199	4.76%	29,390,199	4.31%
5.	Mr. Pongchai Jongpaisarnsilp	16,159,500	2.62%	16,159,500	2.37%
6.	Mrs. Nathrudee Sriprajittichai	15,600,000	2.53%	15,600,000	2.29%
7.	Mr. Bundit Tungkaseranee	15,372,000	2.49%	15,372,000	2.25%
8.	Ms. Vipavee Kromadit	13,032,903	2.11%	13,032,903	1.91%
9.	Mrs. Jaronlak Panichewa	12,656,250	2.05%	12,656,250	1.85%
10.	Thai NTDR Co., Ltd.	9,866,251	1.60%	9,866,251	1.45%
	Toyota Tsusho Thai Holdings Co., Ltd.	-	-	65,000,000	9.53%
	Other Shareholders	243,888,061	39.49%	243,888,061	35.74%
	<b>Total</b>	<b>617,310,058</b>	<b>100.00%</b>	<b>682,310,058</b>	<b>100.00%</b>

Remarks :

\* The totality of securities is in accordance with the definition of persons pursuant to Section 258.

- Mr. Chartchai Panichewa's group consists of family and children including Mrs. Somhathai Panichewa, Mr. Pathit Panichewa, Mr. Saris Panichewa and Ms. Arpavit Panichewa, excluding their mother, Mrs. Jaronlak Panichewa.
- Mr. Piya Techakul's group consists of family and children, including Mrs. Saisut Techakul. The underage child is Mr. Thanaphum Techakul, who has 2,112,064 ordinary shares.

## INFORMATION ON SECURITIES AND SHREHOLDERS

3. Mr. Viwat Kromadit does not include his siblings, Mr. Witoon Kromdit and Ms. Vipavee Kromadit.
4. The Company registered the change of paid-up capital on March 10, 2021 from Baht 154,327,514 (617,310,058 shares) to a new registered capital of Baht 170,577,514.50 (682,310,058 shares).

Summary of the change in shareholding of directors and executives according to the book closing date as of 13 January 2021 as follows:

Sequence	List of names	As of 30 Dec 2019		As of 13 Jan 2021		Change	
		Number of shares	%	Number of shares	%	Number of shares	%
<b>Member of the Board of Directors</b>							
1.	Mr. Chartchai Panichewa	80,325,000	13.01	80,325,000	13.01	-	-
	Spouses and minor children	18,900,000	3.06	18,900,000	3.06	-	-
2.	Dr. Viwat Kromadit	42,750,000	6.93	42,750,000	6.93	-	-
	Spouses and minor children	-	-	-	-	-	-
3.	Mr. Piya Techakul	55,000,000	8.91	55,050,000	8.92	50,000	0.01
	Spouses and minor children	45,419,894	7.36	45,419,894	7.36	-	-
4.	Mrs. Somhathai Panichewa	9,450,000	1.53	9,450,000	1.53	-	-
	Spouses and minor children	89,775,000	14.54	89,775,000	14.54	-	-
5.	Mrs. Suwane Khamman	-	-	-	-	-	-
	Spouses and minor children	576,250	0.09	576,250	0.09	-	-
6.	Mr. Kamchai Boonjirachot	-	-	-	-	-	-
	Spouses and minor children	-	-	-	-	-	-
7.	Mr. Prasert Akkarapathomphog	-	-	-	-	-	-
	Spouses and minor children	-	-	-	-	-	-
<b>Management Team</b>							
1.	Mr. Piya Techakul	55,000,000	8.91	55,050,000	8.92	50,000	0.01
	Spouses and minor children	45,419,894	7.36	45,419,894	7.36	-	-
2.	Ms. Nichanan Rattanakete	470,625	0.08	570,625	0.09	100,000	0.02
	Spouses and minor children	-	-	-	-	-	-
3.	Mrs. Sukranda Puttaraksar	-	-	-	-	-	-
	Spouses and minor children	-	-	-	-	-	-
4.	Ms. Pannee Kuhawal	-	-	-	-	-	-
	Spouses and minor children	-	-	-	-	-	-
5.	Ms. Chotiga Weerasilp	-	-	-	-	-	-
	Spouses and minor children	-	-	-	-	-	-

## INFORMATION ON SECURITIES AND SHREHOLDERS

Sequence	List of names	As of 30 Dec 2019		As of 13 Jan 2021		Change	
		Number of shares	%	Number of shares	%	Number of shares	%
6.	Mr. Athimet Chatwarachot	-	-	-	-	-	-
	Spouses and minor children	-	-	-	-	-	-
7.	Ms. Pattamaporn Prasartketkern	104,650	0.02	104,650	0.02	-	-
	Spouses and minor children	-	-	-	-	-	-
8.	Mr. Passakorn Cheawchankit	-	-	-	-	-	-
	Spouses and minor children	-	-	-	-	-	-

Remark:

- The Company does not provide executives with the right to purchase securities of the Company.
- Mr. Winai Poompis changed his name to Mr. Athimet Chatwarachot.
- Mr. Thiti Boonjirachot The number of ordinary shares of 20,500 ordinary shares is the immature son of Mr. Kamchai Boonjirachot, so the securities group is not included in the definition of persons pursuant to Article 258.

Distribution of shareholdings by nationality by book closing date as of 13 January 2021 as follows:

Shareholders	In total			Legal entity			Natural Person		
	Number of cases	Number of shares	%	Number of cases	Number of shares	%	Number of cases	Number of shares	%
Thai Shareholders	2,091	617,310,058	100.00	5	10,689,588	1.73	2,086	606,620,470	98.27
Foreign Shareholders	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>2,091</b>	<b>617,310,058</b>	<b>100.00</b>	<b>5</b>	<b>10,689,588</b>	<b>1.73</b>	<b>2,086</b>	<b>606,620,470</b>	<b>98.27</b>

Distribution of shareholding according to shareholder ratio by book closing date as of 13 January 2021 as follows:

Shareholders	In total			Legal entity			Natural Person		
	Number of cases	Number of shares	%	Number of cases	Number of shares	%	Number of cases	Number of shares	%
Shareholders holding more than 0.5%	36	467,066,797	75.66	1	9,866,251	1.60	35	457,200,546	74.06
Shareholders holding no more than 0.5% but not less than one trading unit	1,775	150,235,663	24.34	4	823,337	0.13	1,771	149,412,326	24.21

# INFORMATION ON SECURITIES AND SHREHOLDERS

Shareholders	In total			Legal entity			Natural Person		
	Number of cases	Number of shares	%		Number of cases	Number of shares	%		Number of cases
Shareholders holding less than one trading unit	280	7,598	-	-	-	-	280	7,598	-
<b>Total</b>	<b>2,091</b>	<b>617,310,058</b>	<b>100.00</b>	<b>5</b>	<b>10,689,588</b>	<b>1.73</b>	<b>2,086</b>	<b>606,620,470</b>	<b>98.27</b>

## Shareholder's Agreement

For matters affecting the offering of securities and management of the Company. *In 2020, the Company has no connected transactions or conducting such business. Connected transactions and conflicts of interest.*

## Issuance of other securities

The Company has warrants to purchase ordinary shares of the Company. 1 st generation (ATP30-W1) 123,750,000 units valid for 2 years due On 23 May 2019, the conversion rights can be converted to 1 unit per ordinary share, which has 122,310,254 convertible users at a rate of Baht 0.85 per share, totaling Baht 103.96 million.

## Dividend Policy

The Company has a policy to pay dividends not less than 40% of net profit according to the financial statements, deduction of corporate income tax and reserves under the law. If the dividend payment is less than the policy, it must be approved by the Board of Directors based on factors such as investment plan, necessity and other suitability. in the future and presented for approval to the Annual General Meeting of Shareholders, Unless the interim dividend payment is paid by the Board of Directors, the Board of Directors has the authority to pay the dividend. If there is a net profit after deducting sufficient legal reserve and reporting to the 2020 Annual General Meeting of Shareholders, Details are as follows:

More details	YE2017	YE2018	YE2019	YE2020	YE2021
Ordinary shares (million shares)	440.00	521.46	548.23	617.32	682.32
Dividend per share (Baht)	***0.04473	0.030	0.040/0.020	0.020	0.03
Annual Dividend (Million Baht)	5.93	15.64	21.93	**12.35	20.47
Interim Dividend (Million Baht)	-	-	**12.35	-	-
Dividend Shares (Million Baht)	13.75	-	-	-	-
Net earnings per share (Baht)	0.053	0.079	0.079	0.079	0.0047
Dividend payout ratio	94.80%	62.95%	56.50%	55.59%	74.95%

## INFORMATION ON SECURITIES AND SHREHOLDERS

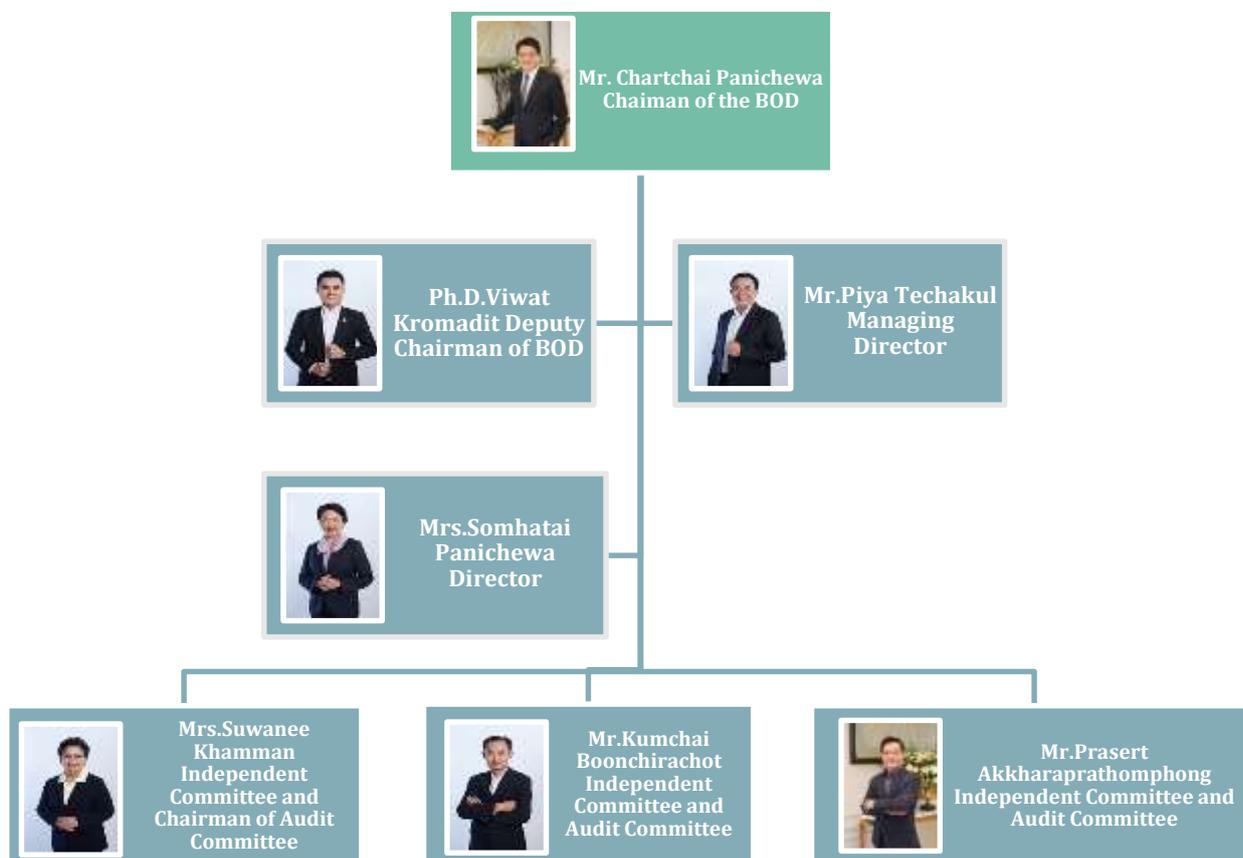
More details	YE2017	YE2018	YE2019	YE2020	YE2021
Dividend Payment Date	30 Apr 2017	30 Apr 2018	30 Apr 2019/ 4 Dec 2019	30 Apr 2020	30 Apr 2021

Remark:

- \*In 2017, the Company proposed the 2017 Annual General Meeting of Shareholders for the total dividend payment at the rate of Baht 0.04473 per share divided into 1) to pay a dividend of 8 newly issued ordinary shares at the rate of 8 existing shares per share dividend or the dividend payment rate of Baht 0.03125 per share.

# MANAGEMENT STRUCTURE

## Board of Directors



The Company has 7 board members as follows:

List of Directors	Position	Type of Committee	Sub-Committee Position	The date of the first directorship
Mr. Chartchai Panichewa	Chairman of the Board of	Executive Director	Chairman of the Executive Committee Member of the Nomination and Remuneration Committee	31 October 2005
Dr. Viwat Kromadit	Director	Executive Director	Vice Chairman Executive Director / Advisor	31 October 2005
Mr. Piya Techakul	Director	Executive Director	Managing Director / CEO / Chief Executive Executive Director	31 October 2005

## MANAGEMENT STRUCTURE

List of Directors	Position	Type of Committee	Sub-Committee Position	The date of the first directorship
			Member of the Risk Management Committee	
Mrs. Somhathai Panichewa	Director	Non-Executive Directors	Independent Director	30 April 2013
Mrs. Suwanee Khamman	Director	Independent Director	Independent Director Chairman of the Audit Committee	30 April 2013
Mr. Kamchai Boonjirachot	Director	Independent Director	Independent Director Member of the Audit Committee Chairman of the Nomination and Remuneration Committee	30 April 2013
Mr. Prasert Akkarapathompong (Instead, Dr. Supoj Thienwut)	Director	Independent Director	Independent Director Member of the Audit Committee Member of the Nomination and Remuneration Committee Chairman of the Risk Management Committee	25 February 2020

Remark :

- The Board of Directors' Meeting No. 1/2020 held on 25 February 2020 approved the appointment of Mr. Prasert Akkarapathompong as an independent director. Member of the Nomination and Remuneration Committee and Chairman of the Risk Management Committee effective 25 Feb 2020 onwards
- Dr. Supoj Thienwut has resigned as a director of the Company and all relevant positions. Effective January 1, 2020, he will serve as director of the Digital Government Development Agency (Public Organization), which has conditions that prevent him from performing his duties as a director.
- Mrs. Sukranda Puttaraksar maintains as secretary to the Board of Directors and secretary of the Audit Committee.
- Ms. Pattamaporn Prasartketkarn is secretary of the Risk Management Committee.
- The board of directors of four non-executives accounted for 57.14%.
- The Board of Directors consists of 3 independent directors with 42.86%
- In 2020, there are no directors or senior executives. Formerly an employee or partner of an external audit company at the Company. Use the Service

## MANAGEMENT STRUCTURE

- In 2020, there were executive directors to serve in other listed companies outside the business group: Mr. Chartchai Panichewa and Dr. Viwat Kromadit.
- In 2020, there are non-executive directors with experience in business related to the Company, namely Mrs. Somhathai Panichewa.
- In 2020, the Company has no history of misconduct in SEC and SET regulations.
- In 2020, no non-executive directors resigned due to corporate governance issues or related to failure to monitor the board of directors.
- In 2021, the Company proposed to the Annual General Meeting of Shareholders. On April 1, 2021, to approve the appointment of a new director, Mr. Tanin Hirunpunthaporn 9.53% of the shares sold.

### Authorized Directors to Sign The Company

According to the Articles of Association, two-thirds of directors must certify, sign and seal the Company on important documents. Mr. Chartchai Panichewa, Dr. Viwat Kromadit and Mr. Piya Techakul.

Summary of the company's authorized authority (partial) is as follows:

No.	Approval Subject	Authorized operator (*)				
		BOD	EX	MD	AMD	MGR
1.	<b>Investment / Investment ***</b>					
	1.1. Investment in new companies/joint ventures	A	/			
	1.2. Investment in buying/selling shares of other companies					
	- Value not exceeding 1,000,000 baht		A			
	- Over 1,000,000 BAHT	A				
	1.3. Transfer of shares to structure the business between the group companies	A	/			
	1.4. Termination of new company/other company/joint venture	A	/			
	1.5. Land/Building Purchase					
	- Value not exceeding 10,000,000 baht		A			
	- Over 10,000,000 BAHT	A	/			
	1.6. Buying a car for business			A		
2.	<b>Budget matters</b>					
	<b>Budgeting for endarment</b>					
	2.1. Annually or mid-year	A				
	2.2. Additional during the year					

# MANAGEMENT STRUCTURE

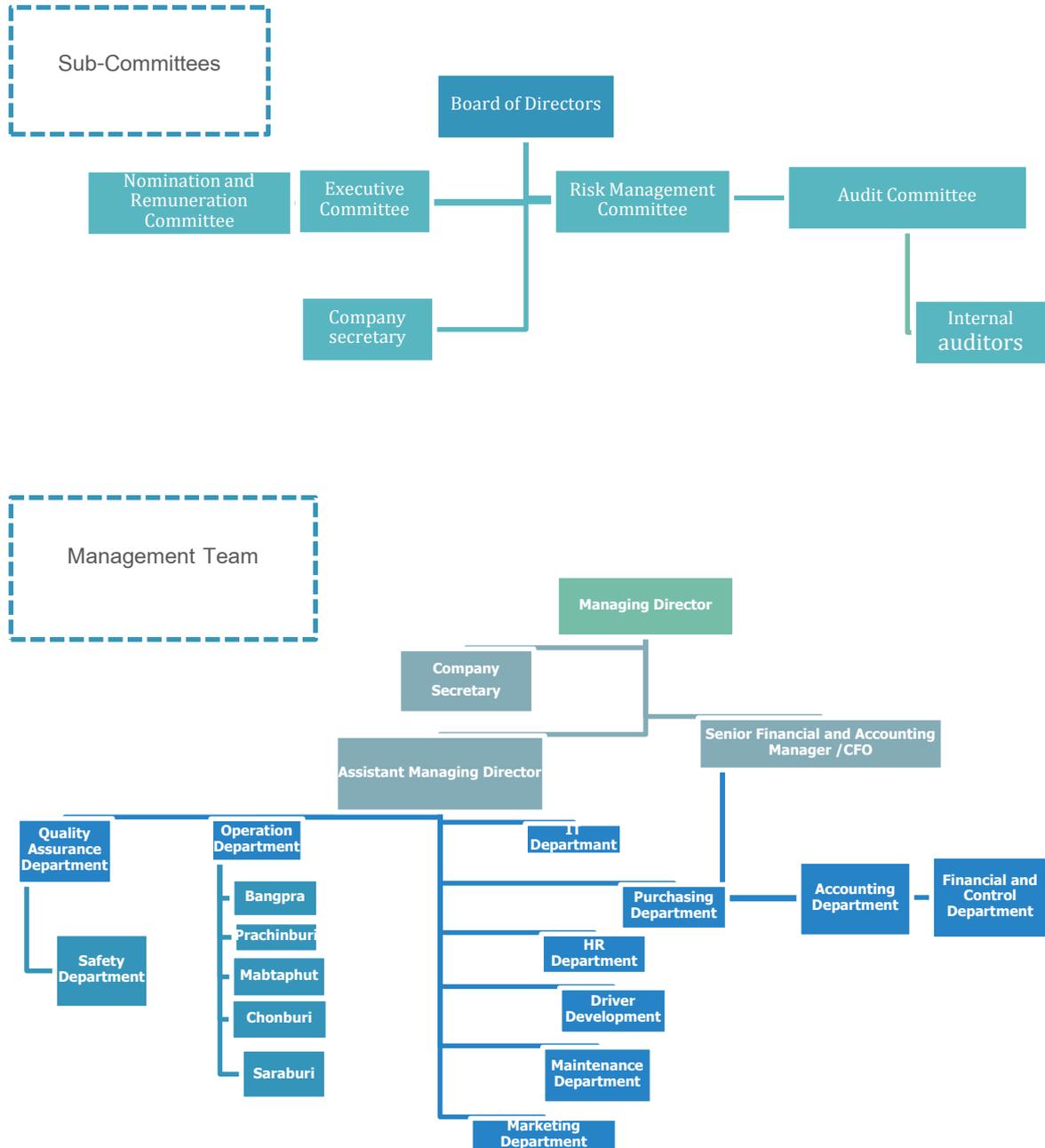
No.	Approval Subject	Authorized operator (*)				
		BOD	EX	MD	AMD	MGR
	- Limit not exceeding 10,000,000 baht per transaction or per project		A			
	- Limit exceeding 10,000,000 baht per transaction or per project	A				
	2.3. Transfer of in-house investment statements		A			
	2.4. Partial cancellation of investment statements					
	- Limit not exceeding 10,000,000 baht per transaction Per project			A		
	- Limit exceeding 10,000,000 baht per transaction or per project		A			
	2.5. Cancellation of all investment statements (projects)		A			
	<b>Budgeting is carried out.</b>					
	2.6. Annually or mid-year	A				
	2.7. Revise/revise budget during the year		A			
3.	<b>Requests for budgets, expenditures, investments and budgets are carried out in accordance with the annual budget.</b>					
	3.1. Limit not exceeding 5,000,000 baht			A		
	3.2. Limit over 5,000,000 baht		A			
4	<b>Purchasing Matters</b>					
	<b>Purchase requisitions (for regular business orders)</b>					
	- Value not exceeding 10,000 baht			A		A
	- Value not exceeding 50,000 baht			A	A	

Remark :

- \* Authorized operator consists of BOD= Board of Directors, EC = Executive Committee, MD = Managing Director, AMD = Assistant Managing Director, MGR = Manager & Senior Manager
- \*\*Operating power consists of: / = Pass, // = Sign, A = Approve
- \*\*\* Subject to the annual investment budget approved by the Board of Directors.

# MANAGEMENT STRUCTURE

Internal Management Structure Diagram as of 22 February 2021



\*\* Group Shareholding Structure No subsidiaries or associated companies

## MANAGEMENT STRUCTURE

The Board of Directors has scheduled a year-long meeting of the Board of Directors. In order for the directors to be able to arrange time appropriately for the year 2020, the details of the meeting are as follows:

List of names	Boad Of Director	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Executive Committee
Mr. Chartchai Panichewa	*#6/6	-	-	-	*1/1
Dr. Viwat Kromadit	**#6/6	-	-	-	**1/1
Mr. Piya Techakul	#6/6	-	-	-	1/1
Mrs. Somhathai Panichewa	#6/6	-	-	-	-
Mrs. Suwanee Khamman	#6/6	*4/4	-	-	-
Mr. Kamchai Boonjirachot	#6/6	4/4	-	-	-
Mr. Prasert Akkaraprathomphong	#6/6	4/4	-	-	-
Ms. Nichanan Rattanakate	-	-	-	-	-
Ms. Pattamaporn Prasartketkarn	-	-	-	-	-
<b>Meetings in 2020</b>	<b>6 Times</b>	<b>4 Times</b>	-	-	<b>1 Times</b>

Remark :

- \*Chairman of the Board of Directors \*\* Vice Chairman And # Director
- Ms. Pattamaporn Prasartketkarn serves as director and secretary of the Risk Management Committee.
- In 2020, there are no non-executive directors meeting among themselves.

### Company Secretary

The Board of Directors' Meeting No. 3/2016 held on August 3, 2016 passed a resolution to appoint Mrs. Sukranda Puttaraksar maintained her position as Company Secretary effective August 3, 2016 onwards.

*For more information, please see the attachment detailing the directors. Executives, Regulators and Company Secretaries*

# MANAGEMENT STRUCTURE

## Management Team

The Company's management team as of 31 December 2020 has the following details:

List of Executives	Position
Mr. Piya Techakul	Managing Director / CEO
Ms. Nichanan Rattanakete	Deputy Managing Director, Operations Department Human Resources and Administration Manager (Acting)
Mrs. Sukanda Puttaraksar	Company Secretary
Ms. Pannee Kuhawal	Senior Manager for Finance and Accounting (CFO)
Ms. Chotiga Weerasilp	Finance & Control Manager
Mr. Atimat Chatwarachot	Senior Operations Manager
Ms. Pattamaporn Prasartketkarn	Quality Assurance Manager
Mr. Passakorn Cheawchankit	Maintenance Manager

Remark :

- Mr. Passakorn Cheawchankit was appointed maintenance manager on 13 January 2020.
- In 2020, no director or senior executive has ever been an employee or partner of an external audit company that the Company has used.

## Remuneration for Directors and Executives

The Nomination and Remuneration Committee determines the remuneration policy of directors and senior executives and proposes appropriate remuneration principles and proposals in accordance with the company's responsibilities and salary cylinder structure and can be comparable to companies in the same industry. For presentation to the Board of Directors for approval of such remuneration. Then present it to the next Annual General Meeting of Shareholders. The principles are as follows:

### **Policies and criteria for remuneration of the Board of Directors are as follows:**

Remuneration paid as a per-meeting allowance based on performance, business size, responsibility, knowledge, competency and experience of directors. The duties of directors who benefit the Company comparable to other companies in the same business category. This is based on the company's annual results at the rate of not exceeding 5% of annual net profit after corporate income tax.

# MANAGEMENT STRUCTURE

## 1. Policies and criteria for remuneration of senior executives

The Nomination and Remuneration Committee will review and moderate senior management remuneration in the form of monthly remuneration. Appropriate bonuses and administrative expenses in accordance with the remuneration structure associated with the obligations and responsibilities. Company's Performance Financial position compared to the same industry group: 1) Remuneration survey data from trusted institutions, organizations and agencies, 2) Gross domestic product growth rate, inflation average, 3) linked to the company's performance performance, performance of individuals in line with key performance indicators, and proposed to the Board of Directors for approval of such remuneration.

## 2. Remuneration Policy for Directors and Managing Director By the Nomination and Remuneration Committee

- Determination of remuneration of directors based on the Company's performance The Board of Directors' business size and responsibilities compared to listed companies with market capitalisation in similar sizes to those of other companies in the same industry and presented to the Annual General Meeting for consideration and approval.
- Determination of the Remuneration of the Managing Director The remuneration of the Managing Director is considered annually. In accordance with the principles and policies set by the Nomination and Remuneration Committee for the best interests of the Company. Short-term compensation levels include salaries and bonuses. Long-term returns must be consistent with past performance and long-term compliance with strategic objectives as well as management operations and development. As well as considering the company's business expansion and profit growth. There are 2 forms of remuneration for the Board of Directors:

### 1. Moneyed compensation

The resolutions of the 2021 Annual General Meeting of Shareholders for the year 2021 to approve the remuneration of directors for the year 2021 on April 1, 2021 are as follows:

Position	Per meeting allowance (Baht)			
	2018	2019	2020	2021
Chairman of the Board of Directors	15,000	15,000	15,000	15,000
Vice Chairman of the Board of Directors	12,000	12,000	12,000	12,000
Member of the Board of Directors	10,000	10,000	10,000	10,000
Chairman of the Audit Committee	15,000	15,000	15,000	15,000

## MANAGEMENT STRUCTURE

Position	Per meeting allowance (Baht)			
	2018	2019	2020	2021
Member of the Audit Committee / Independent Director	10,000	10,000	10,000	10,000
Chairman of the Risk Management Committee	15,000	15,000	15,000	15,000
Member of the Risk Management Committee	10,000	10,000	10,000	10,000
Chairman of the Nomination and Remuneration Committee	15,000	15,000	15,000	15,000

Remuneration paid as a meeting allowance per meeting according to the remuneration resolution proposed to the 2020 Annual General Meeting of Shareholders as follows:

List of names	Remuneration of Directors (Baht)				
	Faculty of Directors	Board of Directors check	Nomination and Remuneration Committee	Risk Management Committee	Total
Mr. Chartchai Panichewa	75,000	-	-	-	75,000
Dr. Viwat Kromadit	60,000	-	-	-	60,000
Mr. Piya Techakul	50,000	-	-	-	50,000
Mrs. Somhathai Panichewa	50,000	-	-	-	50,000
Mrs. Suwanee Khamman	50,000	60,000	-	-	110,000
Mr. Kamchai Boonjirachot	50,000	40,000	-	-	90,000
Mr. Prasert Akkarapathompong	50,000	30,000	-	-	80,000

Remark :

- The annual remuneration of directors is based on the company's annual performance at the rate of not more than 5% of the annual net profit after corporate income tax for the year 2020.
- Executive remuneration includes salaries and other benefits such as salaries, bonuses, allowances, other benefits, and long-term benefit compensation in 2020 amounting to Baht 12.00 million (Baht 15.33 million in 2019).

2. **Other remuneration** includes other remuneration of directors and executives.

- Business Miscellaneous Insurance with ThaiSri Insurance Public Company Limited to the Board of Directors

Provident funds for all executives and employees in the organization, which the company pays at a contribution rate of 3% of the salary.

# MANAGEMENT STRUCTURE

## Personnel

The Company has 436 employees (as of February 22, 2021) divided into company employees and drivers. Details are as follows:

MORE DETAILS	YE 2018	YE 2019	YE 2020
Company employees (persons)	67	76	74
Driver (person)	271	298	362
<b>Total (persons)</b>	<b>338</b>	<b>374</b>	<b>436</b>
Employee Compensation (Million Baht)	99.60	116.75	111.76

## Employee compensation and benefits policy

Board of Directors There is a remuneration policy that aligns with the company's performance in both the short and long term. With suitability in mind. Fairness based on knowledge, competence, performance of each employee in accordance with the company's business growth and the same industry average, consisting of 1) monetary returns including salary, wages, bonuses, allowances, overtime, social security and provident fund contributions. 2) Other returns include (2.1) business miscellaneous insurance in finance, business and legal affairs, (2.2) provident funds, and the Company has appointed Kasikorn Asset Management Co., Ltd. as fund manager, where the Company will pay contributions at the rate of 3% of salary (2.3), life insurance and accident group (2.4) annual health checkup.

## Safety & Hygiene Policy

The Company attaches importance to the development and creation of employee safety and hygiene systems. The company takes into account laws and regulations to reduce the risk of accidents such as alcohol and substance abuse measurements in the driver's body before operation, as well as pre-service vehicle inspections, safety training, and safety training. Occupational health and work environment for new employees every time.

## 2020 Work Accident Statistics

The company compiled statistics. Analyze data Recommendations and reports on accidents For 2020, there were 22 service-time accidents, of which minor accidents were not found.

# MANAGEMENT STRUCTURE

## Human Resource Development

The Company has a continuous human resource development policy based on internal and external training to empower employees such as knowledge. Ability and skills to work professionally Supports future growth, can compete internationally. Details are as follows:

### Internal Training

The Company has appointed the Safety and Occupational Health Commission for the year 2020 to be responsible for considering its policies and work safety plans. Including off-duty security for protection. Reduce accidents and recommend work safety measures. Safety committees must be trained in safety board courses. Occupational health and working environment of the establishment as well.

Training Date	Training Courses	Number of hours	Number of employees
26 Jan. 2020	Accident Prevention Driving 34th Generation	6	26
9 Aug 2020	Accident Prevention Driving 35th Generation	6	29
16 Aug 2020	Accident Prevention Driving 36th Generation	6	22
8 Nov 2020	Accident Prevention Driving 37th Edition	6	30

Training Date	Internal training courses by external speakers	Number of hours	Number of employees
18 Jul 2020	Using and maintaining hino vehicles in the right way	7	17
3 Nov 2020	Preliminary Fire Fighting	2	57
3 Nov 2020	Fire Evacuation Drills	1.30	61

### External training

The Company has appointed the Safety and Occupational Health Commission for the year 2020 to be responsible for considering safety policies and plans, including out-of-work safety, for prevention purposes. Reduce accidents and reports suggest safety measures. The location is perfect. Safety committees must be trained in safety board courses. Occupational health and working environment of the establishment as well.

In addition, the Company has appointed a supervisor-level or executive safety officer who must pass the Executive Work Safety Officer course and the Supervisor Safety Officer Course from The Work Safety Training Institute, Top Professional & Development Co., Ltd. (TPD.) as follows:

# MANAGEMENT STRUCTURE

Training Date	Training Courses	Number of hours	Number of employees
25 - 26 Jun 2020	Supervisor Safety Officer Course	6	4
14 - 15 July 2020	Safety, Occupational Health and Working Environment Committee	6	1
23 - 24 July 2020	Executive Safety Officer Program	6	1
26 - 27 Aug 2020	Safety, Occupational Health and Working Environment Committee	6	3
16 - 17 Dec 2563	Safety, Occupational Health and Working Environment Committee	6	3

## Major labor disputes

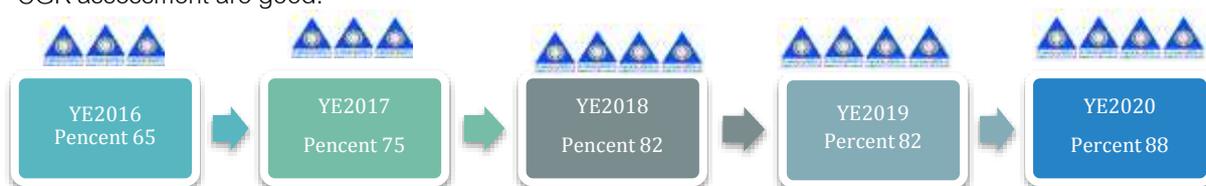
The Company has had no major labor and employment law disputes for the past three years.

# CORPORATE GOVERNANCE

## Corporate Governance Policy

The Board of Directors has established good corporate governance policy under the rules of public companies in accordance with the regulations of the Office. Sec. adheres to business practices in accordance with corporate governance principles. Ethics and Code of Conduct are guidelines within the organization for directors. Executives and employees to conduct business with social responsibility. Equal and fair interests of all parties In addition, it is important to create long-term business values in order to achieve sustainable growth and to strive to develop the business in accordance with the corporate governance principles in accordance with the CG Code and ASEAN CG Scorecard principles, while monitoring the practices within the organization in accordance with the company's corporate governance policies and principles. To ensure that it can be used in real-world operations effectively. The Company publishes its policies on its website.

For the results of the Corporate Governance Reporting (CGR) assessment in 2020, the results of the CGR assessment are good.



The Board of Directors believes that it adheres to the principles of good governance, ethics and morality in conducting business effectively. Details are as follows:

### Section 1 The Rights of Shareholders

The Company values the rights of all shareholders equally, and the rights of such shareholders cover basic rights such as trading of securities held. Share in profits of the business Obtaining adequate information about the business with a policy to facilitate and encourage shareholders. Including institutional investors attending meetings to vote at shareholders' meetings to appoint or remove directors. Appointment of auditors and matters affecting the Company, such as dividend allocation Defining or amending regulations Changes in memorandum of association and capital reduction or capital increase, etc. In addition to these basic rights, the Company requires that various matters be implemented to promote and facilitate the exercise of rights of shareholders. As follows:

- 1) The Company will send invitation letter to shareholders' meeting and supporting documents such as date, time, location, agenda and related details at least 7 days prior to the meeting date if there is a special resolution not less than 14 days. Ces documents doivent être exacts et

# CORPORATE GOVERNANCE

complets. La lettre d'invitation sera publiée sur le site Web de la Société au moins 30 jours avant la date de l'assemblée des actionnaires.

- 2) In the event that the shareholders are unable to attend the meeting in person The Company will allow shareholders to appoint independent directors or any person to attend the meeting on their behalf. Using one of the proxy form that the Company has delivered with the notice of the meeting.
- 3) Allow shareholders to express their opinions, suggestions, In advance of the shareholders' meeting date, including at the meeting, the Company will allocate the time appropriately to allow shareholders to fully and independently ask for their opinions and suggestions.
- 4) All directors will attend the meeting unless necessary so that shareholders can ask questions in relation to the relevant matters.
- 5) When the meeting is finished, click <a0 The company will prepare the minutes of the meeting to display the information correctly. Completed so that shareholders can check.

In 2020, the Company has no incidents or practices that discourage or create obstacles to the opportunity for shareholders to make inquiries or communicate with the Company and other actions. This violates or forfeitures the rights of shareholders or share repurchases, and the Company also clearly discloses its shareholding structure. This includes the top 10 major shareholders and regulators to ensure the company has a transparent operating structure. Check it out. No cross-shareholding or pyramid shareholding

## Section 2 Equitable Treatment of Shareholders

The Company has guidelines for treating all shareholders and has equal voting rights of one share per vote, including executive shareholders, non-executive shareholders, To ensure that the Board of Directors and management of the Company will properly supervise and use the shareholders' funds. It has established guidelines for shareholders to be treated and protected fundamental rights equally.

The Company has established preventive measures against directors. Executives, employees and employees use inside information to exploit themselves or others in an abuse by establishing written guidelines and informing them that the guidelines are provided to everyone in the organization in accordance with the policies and procedures for monitoring the use of internal information for their own benefit. As well as reporting changes in securities holdings and futures contracts pursuant to Section 59 of the Securities and Penalties Act B.E. 2535 (1992)

# CORPORATE GOVERNANCE

*For the year 2020, directors and executives of the Company have no disputes regarding securities trading by applying internal information.*

## Section 3 The Role of Stakeholders in Corporate Governance

The Company focuses on the supervision of all stakeholders such as customers, employees, partners, shareholders or investors, creditors and communities in which the Company is located. The Company considers the process of encouraging stakeholder participation in accordance with its roles and duties to enhance the Company's performance in order to ensure the company's business operations. As well as creating sustainable stability for the business and creating fair benefits for all parties. In addition, the Company provides a channel for stakeholders to communicate. Suggest or provide information to the Board of Directors through independent directors or audit committee members of the Company.

The Board of Directors has supervised each group of stakeholders to be protected and treated with equality and fairness as they establish business ethics to guide business operations. This has been published on the Company's website to inform stakeholders and related parties of the following guidelines:

Related Parties	More Details
Shareholders	The Company recognizes and values the rights of shareholders as the owner of the Company to ensure the treatment of all shareholders. Equally and fairly, providing appropriate communication channels and disclosing accurate, transparent and timely information. Aiming to maximize value added and return to shareholders in the long run, taking into account the benefits of stakeholders. The right to make various comments regarding the company's business operations as the owner of the Company through independent directors, which are responsible for the caretaker of all shareholders to be presented to the Board of Directors for consideration.
Employee	The Company recognizes the importance of employees as a valuable resource by providing equal care for employees. Remuneration at reasonable rates is fair based on individual assessment results and is consistent with the company's operations comparable to the same industry market (information on defining and disclosing employee remuneration policies consistent with the company's short-term and long-term performance can be found on "Remuneration and Employee Welfare Policy"). (For more information, please refer to "Human Resource Development" ) aimed at

# CORPORATE GOVERNANCE

Related Parties	More Details
	developing employees to have knowledge, ability and competitiveness to advance their work, have a quality of life, work equally with leading companies, create happiness in work, pride and bond with the organization.
Customer	The company is committed to providing customers with the highest service in terms of quality service and fair price. Providing accurate, adequate and up-to-date information in strict compliance with the conditions agreed with the Customer and maintaining lasting image relations. To satisfy and engage with customers as well as processes for customers to complain about the quality of safety and services, as well as have the authorities responsible for providing advice/suggestions and providing services of the Company.
Business Partners	<p>Partner Selection Policy : The Company selects partners who have a moral approach to business practices. Do business similar to or related to the Company. Renowned, experienced, technically proficient and with a strong financial position.</p> <p>Partner Policy : The Company will treat its partners equally and equally in accordance with the inter-contract clause, not exploitatively based on honesty, sincerity and fairness. Both procurement processes and contract terms or agreements between them. Avoid receiving gifts, gifts. And attending a party or party held. This is intended to facilitate the operation and for their own benefit.</p>
Trade competitors	<p>The Company adheres to the framework of good faith competition by adhering to business operations with fairness within the legal framework regarding the principles of competition practices. Do not violate confidentiality or know trading secrets of trading partners through fraudulent means. Strictly comply with the guidelines set out in the Code of Conduct.</p> <p><i>In 2020, the Company has no disputes regarding competition.</i></p>
Payables	The Company strictly maintains its promises and fulfils the terms and conditions of the contract and its duties to creditors in an equitable and fair, transparent and auditable manner. Including business and financial institution creditors, including principal repayments, interest and fees. Maintaining financial ratios, guarantees and other conditions, etc. Without using dishonest means, concealing information or

## CORPORATE GOVERNANCE

Related Parties	More Details
	<p>facts that would damage creditors. The location is perfect. In recent years, the Company has had no grounds to default on its debts.</p>
Society and The Community	<p>The Company conducts its business with integrity to all stakeholders and adheres to the business ideology aimed at supporting activities to improve the quality of life and enhance the benefits of the society as a whole and the environment in both the establishment. This includes cooperating with agencies or communities to participate in flood and disaster mitigation as appropriate.</p>
The environment	<p>The company promotes all employees to recognize the importance of using resources effectively, promoting development. Growth coupled with improving the quality of life of people in society Clean, safe, hygienic environments and environmental policies are set. Finding ways and means to reduce the use of resources and energy, as well as reduce the amount of waste, to prevent control over activities that may affect society. Community and Environment</p> <p><i>For the year 2020, the Company has no disputes regarding the environment.</i></p>
Intellectual Property and Copyright	<p>The Company has a policy on non-infringement of intellectual property and copyright. The use of computers and information technology is in accordance with the "Safe Use of Computer Networks Regulations" and the Computer Misconduct Act B.E. 2550(2007) in which the Company maintains accuracy such as the use of computer programs to be validated and licensed. Comply with laws relating to intellectual property and copyright, such as machine laws, trade warrants, Patent laws, copyright laws Other relevant laws and encourage training to educate employees The use of works or information that is the rights of individuals. Externally obtained or to be used with the Company must be audited to ensure that it does not infringe on the intellectual property of others.</p>

*More information can be learned. In the Global Reporting Initiative (GRI), the Company is in the process of implementing the Global Reporting Initiative.*

# CORPORATE GOVERNANCE

## Section 4 Disclosure and Transparency

The Board of Directors emphasizes on disclosing the information that must be informed to all stakeholders through the SET's information system, both in terms of accuracy. Complete, adequate and equally timely. The Investor Relations Unit is in charge of providing information and responding to shareholder inquiries. Key investors and information include: Financial and non-financial information This includes important performance and news of the Company that may affect the price of securities and decisions of the Company's shareholders and general investors. The location is perfect. The Company has important practices in accordance with the rules and regulations of the Office. THE SEC and SET are as follows:

### Communication channels and disclosure of company information

The Company attaches importance to the disclosure of important information by the Board of Directors and management to strictly monitor the principles and criteria set out through various channels. As follows:

1. **Disclosure of information through SET's information reporting system and the Company's website**

The Company discloses information in accordance with SET's rules and regulations and provides important news to shareholders, investors and related parties through the SET's information reporting system. The Company Secretary and Investor Relations shall prepare information that must be disclosed through moderation from the information reporting authority or the designated person. It is also published on the Company's website (both Thai and English). In addition, other important information that has been updated is always up-to-date so that users can receive up-to-date information such as important company documents, organizational structures, and more. Nature of Business Policies and guidelines for various aspects of information companies for shareholders, reports and financial statements Md&A and Press Release.

For financial disclosure, it has been prepared and reviewed by the Company's auditors, approved by the Audit Committee and approved by the Board of Directors before publishing to shareholders, and then submitted to the SET and SEC. To disclose to shareholders or investors. It can be used as information for investment decisions prepared by financial statements in accordance with financial reporting standards. Appropriate accounting policies and regular practices At careful discretion and reasonable reporting in the preparation of financial statements, as well as adequate disclosure of important information in the notes to the financial statements.

The Company disclosed quarterly and annual financial statements reviewed and audited by the independent auditor by expressing unconditional opinions in both Thai and English. The set's system

# CORPORATE GOVERNANCE

(www.setlink.or.th) to the SET and the SEC on time. The company also posted the news on its website. For the year 2020, the Company has never been ordered to revise its financial statements or correct actions a resulting from disclosure of non-compliant information.

## **2. Annual Statements (Form 56-1) and Annual Report (Form 56-2)**

The Board of Directors shall provide annual registration form (Form 56-1) and Annual Report (Form 56-2) by disclosing accurate, complete and clear information. To reflect useful information of shareholders and stakeholders regarding business operations. For the year 2020, the Company has completely met the requirements of the SEC and SET.

## **3. Investor Relations**

The Company has arranged for investor relations agencies to represent the Company in the preparation of disclosure documents. News to the press To hold press conferences and communicate information and activities to build good relations between the Company and its shareholders. Investor Relations Securities analysts and general interested parties to receive timely information about the Company, including facilitating the company's information. Investors can contact the Investor Relations Unit by email : [chotiga@atp30group.com](mailto:chotiga@atp30group.com) or call 038-468-789 / 091-774-4432 or via the Company's website.

## **4. Company Secretary**

The Board of Directors requires the Company Secretary to oversee the meeting of the Board of Directors. Assigned Sub-Committees and Shareholders' Meetings To prepare the disclosure documents in accordance with the requirements of the SET and the SEC in accordance with the regulations of the SET and the SEC, completely and transparently, through the scrutiny of authorized directors or trustees of the information report, as well as supervision to the Company. The Board of Directors and executives are compliant with the relevant requirements as liaisons with the SET and the SEC.

### **Reporting on the performance of duties of the Board of Directors and sub-committees**

The Board of Directors is aware of the preparation of financial reports to be accurate, complete and in accordance with appropriate financial reporting standards and accounting policies. The disclosure has been verified by independent auditors to review and comment on the Company's financial statements and approved by the Audit Committee and the Board of Directors prior to publication to shareholders to ensure that the Board of Directors reports the responsibilities of the Board of Directors on financial reports disclosed in the annual report along with the independent auditor's report. For the benefit of shareholders and ordinary investors, and

# CORPORATE GOVERNANCE

the sub-committees have prepared performance reports for the past year to be presented to shareholders in the 2020 Annual Report.

## **Connected transactions and conflicts of interest**

The Board of Directors is an important policy not to Executives and employees take the opportunity to be directors. The Company's executives or employees seek personal benefits as defined in the Corporate Governance Policy Manual. Code of Conduct and Guidelines for Reporting Conflicts of Interest Executives and employees of the Company should avoid transactions related to themselves that may cause conflicts of interest with the Company and its directors. Executives or employees who have a minority in the list must not participate in the approval. Require disclosure of transactions that may have significant conflicts of interest and inter-transactions detailing individuals who may have conflicts of interest, relationships, The characteristics of the transaction, conditions, policy, price and value of the transaction, reasons for necessity, taking into account the best interests of the shareholders, by expressing the opinions of the Audit Committee and/or the Board of Directors. Disclosure of transaction information as shown in the Annual Registration Statement (Form 56-1) and annual report (Form 56-2) of the Company ( The Company is in the process of studying the preparation of an integrated sustainability report to provide stakeholders with greater benefits.) Require the preparation of the following reports:

- 1. Preparation of disclosure reports that may have conflicts of interest and transactions between them**

In the case of transactions between the Company and related parties, a person who may have a future conflict of interest, which is a trade agreement in the same way that Vinyuth should act with the general parties in the same situation with the power to negotiate trade without the influence of having a director status. Executives or individuals who are relevant and have normal trading conditions or market prices under reasonable conditions. The Management of the Company can proceed normally under the principle that the Board of Directors has considered, approved and prepared a summary report to the Audit Committee every quarter.

In cases where inter-transactions are not normal trade items, the Company will hold an opinion by the Audit Committee on revenues. Expenditures, necessities and suitability of all items. In the event that the Audit Committee does not have the expertise to determine potential inter-transactions, The Company considers the independent appraiser, specialized independent experts or auditors to comment on such interim transactions to the Audit Committee for the audit committee to make decisions

# CORPORATE GOVERNANCE

and make opinions to the Board of Directors or shareholders on a case-by-case basis to approve such transactions before entering into the transaction. The location is perfect. The Company will disclose transactions in the notes to the financial statements audited by the Company's auditors and disclose such transactions in the Annual Registration Statement (Form 56-1) and annual report (Form 56-2) in accordance with the securities and exchange regulations and laws. Approval of such transactions The Company's website must comply with the Securities and Exchange Act and the regulations, announcements or regulations of the SET, in which anyone who may have conflicts or interests in making transactions between them will not have the right to vote on the transaction between them.

In 2020, the Company has no violations or does not comply with the inter-transaction rules set by the Office. SEC and SET.

## **2. Preparation of securities holding reports and changes in securities holdings**

The Company is committed to treating all shareholders transparently and fairly in accordance with good corporate governance principles in order to achieve its intentions. Executives and employees clearly Details are as follows:

### **Securities Trading of Directors and Executives**

#### **1. Prohibitions on the trading of securities using inside information**

Directors, executives, auditors, interim executives, plan-goers, plan executives, interim plan executives, directors and employees are required to comply with the prohibition on securities trading under section 190. 59 of the Act. "In the purchase or sale of securities listed on the Stock Exchange of Thailand or securities traded in securities trading centers, no person is prohibited from buying or selling or offering or soliciting others to buy or sell. Or offer to buy or trade securities listed on the STOCK Exchange of Thailand or securities traded in securities trading centers, either directly or indirectly, that are an advantage to third parties based on facts that are material to the price changes of securities that have not been disclosed to the public and that they have been in such position or position. And whether such actions are done for the benefit of themselves or others or to expose such facts so that others do so, they benefit in return."

#### **2. Blackout Period**

2.1 The Company's securities trading schedule is prohibited. In the 30 days prior to the disclosure of the "Quarterly and Annual Financial Statements" and other periods the Company will determine from time to time.

# CORPORATE GOVERNANCE

2.2 In special circumstances, a person designated by the Company may sell the Group's securities during the prohibition period. If in a situation such as severe financial difficulties or having to comply with legal requirements or fall under a court order, a record must be prepared to indicate the reason for the approval.

- Chairman of the Board of (In case of sale as director or company secretary)
- Chairman of the Audit Committee (in case of sale as chairman)
- The Chief Executive (in case the sale is a person designated by the Company who is not a director and company secretary) shall also send a copy of the memo to the Company Secretary.
- The Company Secretary will announce the prohibition period for trading securities to the persons prescribed by the Company in advance.

### 3. Securities Holding Reporting

3.1 First Report : Director, Executive, Auditor, Interim Executive, Planner, Plan Executive, Interim Plan Executive Director Including spouses, minor children and juristic persons, it holds more than 30% of the total voting rights under Section 59 of the SEC System Securities Act, within 30 days from the date of appointment as a director, executive, auditor, interim executive, planner, plan executive, interim plan executive.

3.2 Reporting on changes: Directors, Executives (first four), Auditor, Interim Manager, Planner, Plan Executive, Interim Plan Executive Director It is obliged to prepare a report on changes in securities holdings and futures contracts under Section 59 of the SEC System Securities Act by submitting within 3 business days (T+3) from the date of purchase, sale, transfer and transfer, namely, securities, preferred shares, convertible debentures, latent derivative debentures, and warrants to purchase securities.

3.3 The Company has established a policy for directors and senior executives to notify the Board of Directors or those assigned by the Board of Directors regarding the trading of their own shares at least 1 day in advance of trading and notify the Board of Directors.

Exceptions Report on changes in securities holdings and futures contracts pursuant to Section 59 of the Securities Act as follows:

- IPO to existing shareholders in proportion to rights offering
- Exercise of rights under convertible securities

# CORPORATE GOVERNANCE

- IPO or exercise of warrants issued to directors or employees (Employee Stock Option Program "ESOP") or securities received from joint venture projects between employers and employees (Employee Joint Investment Program "EJIP")
- Inheritance Securities Receipt
- Transfer or transfer of securities from placing as futures trading insurance

#### 4. Trading of securities that do not constitute trading in accordance with this Policy

This Policy does not apply in the event of securities acquisition or acquisition of securities for dominance. (Tender Offer)

#### 5. Penalties for violations

Director The Executives and Auditors of the Securities Act Section 275 stipulate that "directors Managing Director Any executive and auditor who violates the securities act or violates or does not comply with the rules or procedures prescribed under Section 59 shall be punishable by a fine not exceeding 500,000 baht (five hundred thousand baht) and a fine not exceeding 10,000 baht (one thousand baht) per day. All the time I have not been properly executed."

In 2020, there was no significant change in the securities holdings of directors and executives. The report on the holdings of directors and executives shows the number of shares held as of December 30, 2019 and January 13, 2021 changed during the year.

*More information can be learned. In securities and shareholder information*

#### 6. Preparation of the Report on Directors' Interests Executives and related parties

The Board of Directors requires directors Executives, related parties, operating under Section 89 of the Securities and Exchange Act, must prepare and submit a stakeholder report form to report to the Company. Knowing their interests or those of relevant parties (including every change) of directors and executives, which are interests related to the management of the Company's business, and summarizing the changed stakeholder reports to the Board of Directors' meetings shall be followed up by directors and executives to perform their duties with integrity. There are reporting guidelines and methods. As follows:

- Report on the first time he became a director or executive
- Always report when stakeholder information changes or every 6 months
- In the event that the director retires and continues to return to the position of new director, The Director shall not submit a new report form if there is no change in stakeholder information.

## CORPORATE GOVERNANCE

- Required by the Board of Directors Executives and employees Annual conflicts of interest report By December of each year, or if there is during the year, report on a case-by-case basis (additional).

### 7. Whistleblowing or complaints or abuse

The company has established a whistleblowing channel. Complaints in case of infringement, including suggestions through the following channels:

- 7.1 Electronic Mail : Channels of the Board of Directors and the Audit Committee at [www.Info@atp30.com](mailto:Info@atp30.com) or registration letter.
- 7.2 Registration Letter: To the Audit Committee at ATP 30 Public Company Limited 700/199 1 T.Ban Kao Phanthong Chonburi 20160 /Tel. 038-468-788

In the event that the stakeholder wants to contact the Board of Directors directly (not through management) for whistleblowing or complaints or infringements. Reports of fraud, illegality or business ethics involving senior executives, as well as suggestions, can be sent electronic letters directly to the Board of Directors and, if in doubt, about good corporate governance and anti-corruption policies. For more information, please contact the Company Secretary: [sukarnda@atp30group.com](mailto:sukarnda@atp30group.com) Tel. 038-468-788 and Human Resources Tel. 082-716-0588

#### **Complaints Process The Company performs the following procedures:**

1. Employees or stakeholders whistleblowing Complaints or suggestions via designated channels  
The information is confidential, which the Company has measures to protect whistleblowers.  
Complaints or infringement cases with clear contact information
2. Internal Audit Department: Receive complaints and consider complaints according to the "Complaint Management Manual", dividing complaints into three categories:
  - About corruption
  - Regarding violations of the Company's laws/regulations/regulations
  - About ethics violations, ethics, policies, guidelines for preventing and preventing corruption of the Company.
3. Step By Step : Basic Fact Check Seek credible additional information in such complaints in case of actually being found guilty, to be presented based on the level of offence in each category, namely the level of employees by the human resources department. Executive level by the Board of Directors or the Audit Committee Chief Executive Officer or Director The Board of Directors or the Board of Directors will appoint a fact-checking committee as appropriate, in stages.

## CORPORATE GOVERNANCE

4. Evaluation follow-up: By reviewing the complaints committee until the resolution of the matter or solution has been completed. The complainant will be notified within 7 business days after the resolution has been issued. The Internal Audit Department prepares a quarterly summary of the report to the Audit Committee and the Board of Directors. The location is perfect. *In 2020, the Company found no incidents and indications of corruption.*

### Investor Relations

The Company discloses information in accordance with the requirements of the SEC and SET by providing investor relations with cautious responsibility. To communicate accurate, complete, timely information to shareholders, retail investors, institutional investors, securities analysts, and/or related government agencies in a fair and fair way, including clarifying rumors. Factually incorrect news to investors through various channels Executive Meetings & Business Visits Answering questions by phone or e-mail, media releases, press releases, and disclosure of information by event by accounting period. Presentation performance Quarterly and annual management discussion and analysis through the Company's website at [www.atp30.com](http://www.atp30.com) Investor Relations to ensure that other stakeholders are equally aware of the information.

The Company also focuses on disseminating information through investor relations activities, with senior executives involved in providing information such as analysts. Media & Media Investor Relations Shareholders and investors meet to gain a better understanding of the company's management, strengthen good relations, and encourage continuous exchange of opinions. Major events in 2020 include:

Events	Number of times
Opportunity Days activities by SET	2 Times
Mai Forum 2020 event to present company information to investors and interested parties Organized by MAI In 2020, the mai did not hold such an event due to the Covic-19 situation.	None
Summary of company snapshots on a quarterly basis according to mai company snapshot project by SET.	4 Times
Press Release On Business Movements Performance and news footage of the company's activities through the media.	Regularly
The Company holds its annual general meeting of shareholders to welcome shareholders in inquiries on issues related to past and future business.	1 Time

# CORPORATE GOVERNANCE

In addition, the Company provides information about its performance. Financial statements and presentations in various forms, including information reports that must be notified to set up and through the Company's website. The Company provides two languages (Thai and English) for all stakeholders to be informed equally in investor relations. The company has assigned Ms. Chotiga weerasilp, finance and control manager, to supervise communications with investors. Shareholders Analysts and related parties can contact 038-468-789 / [chotiga@atp30group.com](mailto:chotiga@atp30group.com) Mobile 091-774-4432 / Fax. ATP 30 Finance and Accounting Department 700/199 Moo 1 T. Ban Kao The Board of Directors has established the Investor Relations Code of Conduct as a guideline for governance. "Equal conduct with shareholders and disclosure and transparency" which is stated on the Company's website [www.atp30.com](http://www.atp30.com)

## **Section 5 : Responsibilities of directors (Board Responsibilities)**

*For more information, please refer to the 2020 Annual Report form on the SEC website ([www.sec.or.th](http://www.sec.or.th)) or the set website ([www.set.or.th](http://www.set.or.th)) or the Company's website ([www.atp30.com](http://www.atp30.com)).*

The Board of Directors establishes corporate governance policy. Set policies, goals, business plans, and budgets to be efficient and effective. As follows:

### **Sub-Committees**

**Board of Directors:** The Company recognizes the importance of defining the composition of the Board of Directors in determining diversity in the structure of the Board diversity, with the conviction that the determination of diversity in the structure of the Board of Directors (Board Diversity) is an important factor that strengthens the balance of ideas and quality of work, as well as the efficiency of decisions made by the Board of Directors which are beneficial to the company's business operations.

- At least 7 directors and at least half of directors must be resident in the Kingdom of Thailand.
- Consists of executive directors. At least one-third of independent directors and at least 3 independent directors are qualified by independent directors as specified by set. Define
- The Board of Directors selects one director. From non-executive directors to chairman of the board of directors.
- The Select Committee shall or may not serve as secretary to the Board of Directors.

# CORPORATE GOVERNANCE

## Scope of Authority and Duties of directors

- Act responsibly, with caution, integrity and maintaining the company's interests in accordance with the law. Objectives and Articles of Association of the Company as well as shareholders' resolutions
- Determination and approval of important matters related to the Company's operations, including vision, mission, strategy, financial goals, risks, plans and budgets, etc. Review and approve the company's vision/mission/strategy around the past year and monitor the implementation of the Company's strategy.
- Responsible for shareholders regularly Operate by maintaining the interests of shareholders, having completely disclosed material information to investors. Standardized and transparent
- Must have knowledge and experience that will be useful for business operations. Have a real interest in the business of the company that they are directors of.
- Assess the performance and remuneration of directors and senior executives as presented by the Nomination and Remuneration Committee for presentation to shareholders for approval.
- Take responsibility for management's performance and performance with intent and caution in their operations.
- Encourage the preparation of written code of conduct for directors. Executives and employees Understand the ethical standards that the Company has adopted in its business operations. To encourage the implementation and monitoring of such code of conduct in a serious way, disclosed on the Company's website.
- Supervise management to have a risk management system appropriately and efficiently.
- Consider judgments on matters of essence, such as policies and business plans for large investment projects. Administrative authority to acquire or dispose of assets and other items required by law.
- Determine the authority and approval level of the transaction and take any actions related to the Company's work to the faculty or individuals as appropriate and in accordance with the relevant requirements. It is prepared as a power manual and reviewed at least once a year.
- Provide a reliable accounting, financial reporting and auditing system, as well as provide a process for assessing the suitability of internal controls.
- Approve the appointment of the auditor and consider the annual audit fee to be presented to the shareholders for approval.

# CORPORATE GOVERNANCE

- The Board of Directors' responsibilities for the preparation of financial reports are shown in conjunction with the auditor's report in the annual report. And covers important matters in accordance with the Best Practices policy for directors of listed companies of the stock exchange.
- Supervise the operations of various sub-committees in accordance with the charter.
- The Board of Directors must evaluate the performance on its own and evaluate the overall performance.

## Term of Office

- The Board of Directors shall have a term of office for 3 years at a time. In addition to being out of session, The Director retired upon death/resignation/disqualified or legally prohibited by the public company/the meeting resolved to leave/the court ordered the issuance.
- When any director resigns, submit his resignation to the registrar.
- Directors of the Company shall be directors of other companies to receive opinions from the Board of Directors.
- The Board should consider holding more than 6 board meetings per year.

**Audit Committees** The audit committee structure has the following elements:

- At least 3 independent directors
- Have the right skills according to the assigned task. At least 1 member of the Audit Committee must have knowledge or experience in accounting or finance.
- The Board of Directors shall select and appoint one of the audit committee members to chair the Audit Committee.
- The Manager of the Internal Audit Unit is the Secretary of the Audit Committee by position.

**Qualifications of the Audit Committee** The Audit Committee shall have the same qualifications as the qualifications of independent directors with directors. 3 persons as follows:

Sequence	First Name - Last Name	Position
1.	Mrs. Suwanee Khamman	Chairman of the Audit Committee/Independent Director
2.	Mr. Kamchai Boonjirachot	Member of the Audit Committee/ Independent Director
3.	Mr. Prasert Akkarapathompong	Member of the Audit Committee/ Independent Director

Remark :

- No. 1 is an audit committee member with sufficient knowledge and experience. Able to review the reliability of financial statements. Mrs. Sukranda Puttaraksar maintains as secretary of the Audit Committee.
- No. 3 According to the Board of Directors' Meeting No. 1/2020 on 25 Feb 2020, approved the appointment of the independent director/audit committee effective from 25 February 2020 onwards.

### Scope of Duties and Responsibilities of the Audit Committee

- Review financial reports to ensure accuracy and reliability, including adequate disclosure. By coordinating with external auditors and responsible executives to prepare quarterly and annual financial reports.
- Review the Company's internal control system and internal audit to be appropriate, effective and consider the independence of the internal audit unit, as well as approve the appointment, relocation, termination of employment. The internal audit supervisor or any other agency responsible for internal audits may suggest that any review or audit of any transactions deemed necessary and important, while bringing recommendations on the improvement of the important and necessary internal control system to the Board of Directors by reviewing with external auditors and internal audit managers.
- Review the securities and exchange laws or set requirements, policies, rules, regulations and other laws relating to the Company's business.
- To consider, propose, appoint and terminate external auditors who are independent to act as auditors, as well as to propose the remuneration of the Company's auditors to the Board of Directors, as well as attend meetings with the auditor without management attending the meeting at least once a year.
- Review the Company's internal audit plan in accordance with generally accepted methods and standards.
- Consider connected transactions or transactions that may have conflicts of interest in accordance with the law. Set's terms and conditions, as well as the disclosure of the Company's information on such matters to be accurate and complete. In order to ensure that the transaction is reasonable and in the best interests of the Company.
- Review the Company's appropriate and effective risk management system.

## CORPORATE GOVERNANCE

- Report the audit committee's performance to the Board of Directors at least 4 times a year.
- Prepare audit committee reports as disclosed in the Company's annual report. The report must be signed by the Chairman of the Audit Committee and must contain at least the following information:
  - Opinions on accuracy, completeness, and trustworthiness of the Company's financial reports
  - Opinion on the adequacy of the Company's internal control system
  - Opinions regarding securities and exchange compliance, set requirements or laws relating to the Company's business
  - Opinion on the suitability of the auditor
  - Opinions regarding connected transactions or transactions that may have conflicts of interest
  - Number of meetings and attendances of each audit committee
  - Opinions or overall remarks received by the Audit Committee in accordance with the Charter
  - Other items that shareholders and investors should be aware of Under the scope of duties and responsibilities assigned by the Board of Directors.
- To comment on the appointment, removal and evaluation of the work of the internal audit officers.
- In order to perform its duties, the Audit Committee has the power to invite management, management, executives or employees of the relevant companies to provide their opinions. Attend meetings or submit documents deemed relevant or necessary.
- To have the authority to hire consultants or third parties in accordance with the Company's regulations to provide opinions or consultations in case of necessity.
- The Audit Committee must evaluate the performance by self-assessment and report the results along with intelligence, operational obstacles that may cause the operation to not achieve the objectives of establishing an audit committee to the Board of Directors every year.
- Review and revise the Audit Committee Charter
- Perform other tasks as assigned by the Board of Directors in the scope of duties and responsibilities of the Audit Committee.
- The Audit Committee meets four times a year.

# CORPORATE GOVERNANCE

**Nomination and Remuneration Committee** The structure of the nomination and remuneration committee has elements. As follows:

- The Nomination and Remuneration Committee is appointed by a board consisting of at least three directors and executives, with more than half of the total number of directors being independent directors or 67% of the total.
- Independent Director Chairman of the Nomination and Remuneration Committee

Nomination and Remuneration Committee There are 3 persons as follows:

Sequence	First Name - Last Name	Position
1.	Mr. Kamchai Boonjirachot	Chairman of the Nomination and Remuneration Committee/Independent Director
2.	Mr. Prasert Akkaraprathompong	Member of the Nomination and Remuneration Committee/Independent Director
3.	Mr. Chartchai Panichewa	Member of the Nomination and Remuneration Committee

Remark :

- Mrs. Sukranda Puttaraksar maintained as secretary of the Nomination and Remuneration Committee.

## Scope of Duties and Responsibilities of the Nomination and Remuneration Committee

Perform duties as assigned by the Board of Directors and report or present relevant information and documents to the Board of Directors to support the operation. Meetings are held at least twice a year.

### Nominations

- Establish rules and policies for recruiting directors and sub-committees.
- To determine the suitability of the number, structure and composition of the Board of Directors and to determine the qualifications of directors for proposal to the Board of Directors.
- To consider, select and propose suitable persons to serve as directors who have completed their term and/or have vacancies and/or appointed additional
- Any other operations related to the nomination as assigned by the Board of Directors.
- Evaluate the performance of the Company's chief executive to propose to the Board of Directors' meeting for approval.

# CORPORATE GOVERNANCE

## Compensation determination

- Establish criteria and policies for determining the remuneration of the Board of Directors and sub-committees for proposal to the Board of Directors.
- Determine the necessary and appropriate remuneration, both monetary and non-monetary, of the Board of Directors individually, considering the suitability of the obligations. Responsibilities And compared to companies in similar businesses and the expected benefits of directors to be presented to the Board of Directors for consideration and presented to the shareholders' meeting for approval.
- Policy Report Principles and reasons for determining the remuneration of directors and executives in accordance with set requirements, disclosed in the Annual Registration Statement (56-1) and annual report (56-2)
- Any other actions relating to the determination of remuneration as assigned by the Board of Directors by management and agencies shall report or present relevant information and documents to the Nomination Committee to support the implementation of the duties assigned to them.

**Risk Management Committees** The risk management committee structure has its elements. As follows:

- The Risk Management Committee will be appointed by the Board of Directors.
- It consists of: At least 3 persons who have knowledge of the business and have direct experience in the business and must be at least one independent director.
- The Chairman of the Risk Management Committee must not be the same person as the Chairman of the Board of Directors.
- The Risk Management Committee can devote sufficient time to working as a Member of the Risk Management Committee to achieve its objectives.
- The Risk Management Committee must appoint a secretary to the Risk Management Committee, which may be the head of business support or a person deemed appropriate by the Risk Management Committee.

# CORPORATE GOVERNANCE

The Risk Management Committee consists of 4 persons including:

Sequence	First Name - Last Name	Position
1.	Mr. Prasert Akkaraprathomphong	Chairman of the Risk Management Committee
2.	Mr. Piya Techakul	Member of the Risk Management Committee
3.	Ms. Nichanan Rattanakate	Member of the Risk Management Committee
4.	Ms. Pattamaporn Prasartketkarn	Member of the Risk Management Committee

Remark :

- No. 4 Acts as Secretary to the Risk Management Committee
- No. 2-4 is the company's chief executive.

## Scope of Duties and Responsibilities of the Risk Management Committee

- Formulate a review of the organization's risk management policies and framework.
- Supervise and support organizational risk management operations in line with business strategies and goals, including changing situations.
- Consider reports and disclose corporate risk management and comment on potential risks, including guidelines for establishing control or mitigation measures and continuously developing an effective organizational risk management system.
- Report the Risk Management Report to the Board of Directors and in the event of a significant factor or milestone, which may have a significant impact on the Company, it must be reported to the Board of Directors for acknowledgement and consideration as soon as possible.
- Risk Management Committee meeting at least once a year
- Perform any other duties as assigned by the Board of Directors.

## Term of Office

The Risk Management Committee has a term of office of 3 years at a time and according to the term of directorship. Upon retirement from the term, he may be appointed to another position.

**Executive Committees** The structure of the Executive Committee is as follows:

- Appointed by the Board of Directors
- Consists of at least 3 directors who are executives and employees at the management level together as executive committee members.

# CORPORATE GOVERNANCE

## Scope of Duties and Responsibilities of the Executive Committee

- To supervise the management of the Company in accordance with the policies prescribed by the Board of Directors and report its performance to the Board of Directors. In order to conduct the meeting of the Executive Committee, at least half of the board of directors must attend the meeting. The resolution of the Executive Committee must receive a majority of votes from the meeting and at least half of the votes of the entire executive committee.
- Consider annual budgets and budget spending procedures to propose to the Board of Directors and oversee budget spending approved by the Board of Directors.
- To consider and improve the Company's business plan for the benefit of the Company.
- To consider and approve investments and set investment budgets according to the authority in the Operating Authority Manual.
- Consider the binding contracts of the Company in accordance with the authority of the Operating Authority Manual.
- Responsible for providing sufficient important information of the Company to make decisions of the Board of Directors and shareholders, as well as to produce reliable financial reports in accordance with good standards and transparency.
- To consider the company's profits and losses and propose annual dividend payment to the Board of Directors.
- Consider new business operations or business selections to propose to the Board of Directors.
- Supervise the procedures for operators to report incidents or unusual or illegal acts to the Executive Committee in a timely manner. The Board of Directors shall report to the Board of Directors for amendment within a reasonable period of time.
- Take any action to support the above actions in accordance with the opinions of the Board of Directors or as authorized by the Board of Directors.
- The proceedings presented to the Executive Committee meeting on any matters which have been voted on and/or approved by the Board of Directors shall be reported to the Board of Directors at the next meeting of the Board of Directors.

The Board of Directors cannot approve transactions in which they or individuals who may have conflicts of interest or may have other conflicts of interest with the Company.

# CORPORATE GOVERNANCE

**Management Teams** The management structure has the following elements:

- 8 executives include: 1 managing director and 7 executives according to the appropriate qualifications for the position.
- Managing Director Select and appoint from the Nomination and Remuneration Committee according to the appropriate qualifications for the position.

## **Scope of Duties and Responsibilities of the Managing Director**

- Business Super control Plan your company's daily operations and management strategies.
- Make judgments on important matters of the Company, define objective missions. The Company's guidelines and policies, including management in various fields.
- Be a commanding authority. Contact, order, and sign contracts, documents, orders, notices as defined in the Power Of Conduct Manual.
- To have the authority to hire/appoint/ relocate deemed persons appropriate, as well as to determine the appropriate scope of authority and rewards, and to have the power to discharge or to issue according to the suitability of employees of various levels as defined in the Operation Power Handbook.
- Have the power to set trade conditions for the benefit of the Company.
- Consider investing in new business or dissolution to present to the Board of Directors and/or directors.
- Take any action as assigned by the Executive Committee and/or its directors.

The location is perfect. The assignment of the authority, duties and responsibilities of the aforementioned managing director does not include the authority and/or authorization of any transactions that they or their proxies or persons may have conflicts of interest with (as defined in the Capital Market Supervisory Board Notice). Interests or interests in any other way conflict with the Company, which is the approval of such transactions, must be presented to the Board of Directors' meeting, and/or the shareholders' meeting (as the case may be) To consider such transactions in accordance with the Company's regulations or applicable laws.

## **Scope of Authority and Duties of the Chairman of the Board of Directors**

1. To be responsible for the leadership of the Board of Directors in supervising, monitoring, supervising, managing and executing the board's duties to achieve the objectives of the plan. Effectively and effectively defined organizational policies and goals for the Company.

# CORPORATE GOVERNANCE

2. Chair the Board of Directors' meetings and shareholders' meetings, as well as control the meeting in accordance with the regulations and agenda.
3. Strengthen the good relationship between all committees and between the Board of Directors and management.

## **Separation of roles between the Board of Directors and management**

The Company clearly defines the management structure, separation of authority, duties and responsibilities between the Board of Directors and the Chief Executive Officer, as well as requiring the person who holds the position of Chairman of the Board of Directors. Not a single person with the position of Chief Executive Officer Non-executive directors are not involved in management. There is no relationship with the administration to prevent any executive from having unlimited powers. Able to review the balance of management and not interfere with management's operations unless they are involved in considering problems that affect the company's business plan with significant impact.

The Chief Executive Officer must be appointed by the Board of Directors, which may be a non-executive third party. In order to be the most qualified person to be the leader of the organization for stable and sustainable growth.

The Board of Directors is a policy maker and overall target, supervising and monitoring senior management performance at the corporate level with a chief executive officer. Meanwhile, the Chief Executive Officer is responsible for managing under the framework of authority assigned by the Board of Directors and taking actions assigned to achieve the goals. The Board of Directors monitors its performance on a quarterly basis. Management reports performance compared to annual plans and targets. The statement explains the reasons for not meeting the goals and solutions.

## **Nomination and appointment of top directors and executives**

### **1. Independent Director**

The Board of Directors or the Shareholders' Meeting (as the case may be) appoints independent directors to be independent directors on the Board of Directors by appointing at least one-third of the total number of independent directors and requiring at least 3 independent directors.

Criteria for the selection of independent directors according to the criteria for selection of directors by qualifications of independent directors based on qualifications and prohibited characteristics of directors

# CORPORATE GOVERNANCE

under the Public Company Act and the Securities and Exchange Act, as well as announcements, regulations and/or regulations of the SEC. Defined by independent director definition

The Board of Directors has specified the term of office of an independent director in the Corporate Governance Policy of the Company with a term of office not exceeding 9 years without exception. In 2020, there are no independent directors on the Board of Directors who have served more than 9 years and no independent directors have served as directors in more than 5 listed companies. Executives, Controllers and Company Secretaries

## 2. Nomination of top directors and executives

The Board of Directors has transparently organized the nomination and selection process for directors and senior executives of the Company, with the Nomination and Remuneration Committee determining the qualifications and criteria for the nomination of directors to present to shareholders and senior executives as leaders of the organization. Presented to the Board of Directors, the procedures are in accordance with the rules and procedures for nominating directors. They must be qualified and not prohibited by law. There are various qualifications from the board matrix of the entire board of directors for consideration, as well as knowledge relating to the company's business operations in order to maximize the benefits of the organization.

### Managing Director Nomination

"Managing Director" appointed by the Board of Directors and appointed by the Nomination Committee to recruit qualified persons to hold the position.

#### Qualifications of Managing Director

##### Common Features

- Thai nationality
- Able to work for the company full time
- Not being insane or mentally insane.
- He is not a bankrupt or has never been a fraudulent bankrupt.
- He never had to be sentenced to life in prison. Whether or not he was actually given a prison sentence, unless it is a penalty for an offence committed negligently or guilty, or freed or out of the waiting period.
- Never been fired. Dismissed or dismissed for corruption of duty.

# CORPORATE GOVERNANCE

## Location-specific properties

- At least bachelor's degree, knowledge, expertise and experience in corporate management
- Have a management vision in transportation and transportation related businesses.
- Morality, Ethics in Good Corporate Governance and Management Have a personality Leadership and human relations are good.
- Able to coordinate well both inside and outside the organization.
- Have knowledge and expertise in managing the organization to meet the needs and services.

**Appointment of Directors** The company's election shall be carried out by the shareholders' meeting. As follows:

- One shareholder has 1 share of the vote per vote.
- To vote on the election of directors, use a majority vote. If there is the same number of votes, the chairman of the meeting shall be the decisive vote.

## Compliance with good corporate governance principles in other areas

### Board meetings

1. The Board of Directors' meetings are as follows:
  - 1.1 The Board of Directors shall hold a meeting to acknowledge the Company's performance at least every 3 months. Directors should attend every meeting. In addition to force majeure, the Secretary of the Board of Directors must inform the Secretary of the Board of Directors in advance. The Company must report the number of attendances attended by the Board of Directors in the Annual Report. At each board meeting, all board members will be informed in advance. The Secretary of the Board of Directors must send the invitation letter to all directors on the date and time. The meeting is delivered at least 7 days in advance and is the gathering of documents for the Meeting of Directors and Management. In order to deliver to the Board in advance, the document must provide sufficient information to make a decision. Which is at the independent discretion of the Board of Directors. The Secretary of the Board of Directors shall record the issues in the meeting in order to prepare a minutes of the meeting. This must be completed and completed within 15 days from the date of completion of the meeting to propose to the Chairman of the Board of Directors and must provide a good storage system. It is convenient to find and keep secrets well.
  - 1.2 Directors who have no right to vote on the matter.

# CORPORATE GOVERNANCE

- 1.3 The vote at the Board of Directors' meeting shall be considered as a majority opinion. In the event of the same vote The chairman of the meeting shall have one more vote as a decisive vote. However, the opinions of other directors who did not vote were stated in the minutes of the meeting.

This is to promote the duties of the Board of Directors. The rules and forms of information in the documents presented to the Board of Directors are complete, adequate and appropriate to support the meeting of the Board of Directors to proceed smoothly, quickly and efficiently in accordance with applicable laws and regulations. *In 2020, all board members attended all meetings or accounted for 100% of the directors' meetings in accordance with the policy of encouraging each director to attend more than 75% of the board of directors' meetings.*

## Evaluation of directors' performance

### Evaluation of their performance by directors

The Board of Directors conducts annual and individual board self-assessments to serve as a framework for monitoring the performance of the Board of Directors' duties as well as reviewing them. To process comments on issues related to the Company's operations and the performance of the Board of Directors during the past year by submitting to the Company Secretary to summarize and present the assessment results to the Board of Directors' meeting so that they can be revised and increased in efficiency by dividing the assessment topic into two parts.

1. Self-Assessment of the Board of Directors (Faculty)
  - 1.1 Structure and qualifications of the Board of Directors
  - 1.2 Roles, Duties and Responsibilities of Directors
  - 1.3 Board meetings
  - 1.4 Director's Duties
  - 1.5 Management Relationships
  - 1.6 Self-improvement of the Board of Directors
2. Self-Assessment of the Board of Directors (Individual)
  - 2.1 Structure and qualifications of the Board of Directors
  - 2.2 Roles, Duties and Responsibilities of Directors
  - 2.3 Board meetings

# CORPORATE GOVERNANCE

Each level of scoring guidelines As follows:

- |    |                  |                          |
|----|------------------|--------------------------|
| 1. | Excellent level  | 90-100 percentage points |
| 2. | Very good level. | 80-89 percentage points  |
| 3. | Good level       | 70-79 percentage points  |
| 4. | Moderation level | 69 percentage points     |

## Evaluation of the performance of sub-committees

The Board of Directors shall evaluate the performance of its own performance of all sub-committees, namely the Audit Committee, Risk Management Committee and Nomination and Remuneration Committee. The Board of Directors annually reports to the Board of Directors to review the performance of the duties of the Sub-Committees. Including reviewing and processing comments on issues relating to the performance of sub-committees during the past year in order to be able to correct and enhance performance by the Board's self-assessment form. Prepared in accordance with the scope of authority, duties and responsibilities in accordance with the charter of each sub-committee. In the audit committee's assessment form, the best practice guidelines for audit committees conducted by the SET and the Thai Institute of Directors Association (IOD) are assessed as follows:

1. Structure and qualifications of the Board of Directors
2. Board meetings
3. Roles, duties and responsibilities
  - 3.1 Audit Committee
  - 3.2 Risk Management Committee
  - 3.3 Nomination and Remuneration Committee

## Evaluation of the performance of Chief Executive Officer and Senior Management Officer

The Board of Directors requires an evaluation of the performance of the Chief Executive Officer and senior management officers. By assigning to the Nomination and Remuneration Committee. Evaluate the performance of the Chief Executive Officer and senior management according to the performance evaluation form as specified in accordance with the criteria used in the assessment that determines the key performance indicators from the beginning of the year. It is divided into evaluations based on 80% of core performance indicators and 20% performance assessments that are consistent with the organization's goals, taking into account the company's individual responsibilities and performance. Under clear guidelines Transparent and

# CORPORATE GOVERNANCE

fair This has been reviewed and scrutinized by the Nomination and Remuneration Committee. The Board of Directors is presented for approval and remuneration. The Chairman of the Board of Directors shall inform the board of directors of the evaluation and opinions to the Chief Executive Officer in order to improve the efficiency of the operation.

**The Board of Directors has a policy of encouraging directors to continuously develop knowledge.**

The Board of Directors promotes, supports and facilitates those involved in corporate governance of the Company, such as directors. In 2009, the Company has regularly and continuously attended seminars in courses or activities organized by the Thai Institute of Directors Association (IOD), SEC, SET, Thai Listed Companies Association, Thai Investors Association or independent organizations.

## **Orientation of new directors**

The Board of Directors recognizes the importance of orientation for new directors. Business structure, nature of business, financial position and operating results of the Company The Company Secretary shall present documents and useful information for the performance of new directors, such as the Registered Directors' Handbook, the Corporate Governance Manual, the Articles of Association, and the Company's Articles of Association. Investment structure, shareholder structure Operating Results Relevant laws and regulations and director training courses It also provides relevant information such as annual reports. and annual registration statement (Form 56-1), etc. This is to enhance the understanding of the company's business and operations for directors who take office for the first time.

## **Succession plan**

The Board of Directors recognizes the importance of effective and effective management of the Company as well as its ongoing operations. To support the sustainable growth and progress of the organization. Therefore, the company has begun to draw up a succession plan. It has established procedures and processes for succession of senior executives to ensure that executives with knowledge and ability to continue to inherit their positions in the future.

When the managing director position is vacant or the person in the position is unable to perform his or her duties. The Company will have a system for nearby or secondary executives to serve in the position until the nomination of a person with the characteristics specified by the Company and must be a visionary,

# CORPORATE GOVERNANCE

knowledgeable and experienced person who is suitable for the organizational culture. To present to the Board of Directors for approval and to appoint the appropriate persons to the positions.

## Positions in other listed companies

The Board of Directors emphasizes on the duties of directors and managing directors so that directors can devote their time to full corporate governance. By establishing a policy of positioning of directors in other listed companies of no more than 5 listed companies to enhance their performance as directors and maximize the benefits of the organization for future business growth.

When the managing director position is vacant or the person in the position is unable to perform his or her duties. The Company will have a system for nearby or secondary executives to serve in the position until the nomination of a person with the characteristics specified by the Company and must be a visionary, knowledgeable and experienced person who is suitable for the organizational culture. To present to the Board of Directors for approval and to appoint the appropriate persons to the positions.

## Auditor's Remuneration

The Company pays the auditor of EY Office Co., Ltd. for the 2021 service fee according to the resolutions of the Board of Directors' Meeting No. 2/2021. The 2021 Annual General Meeting of Shareholders must be presented as follows:

### 1. Audit fee

More Details	YE2018	YE2019	YE2020	YE2021
Audit the annual financial statements	750,000	750,000	750,000	750,000
Review quarterly financial statements	510,000	510,000	510,000	510,000
<b>Total compensation</b>	<b>1,260,000</b>	<b>1,260,000</b>	<b>1,260,000</b>	<b>1,260,000</b>

Note: Audit fees include annual financial statements and review annual reports.

### 2. Other non-audit fees

In 2020, the company does not pay for other services.

*For more information, please refer to the 2020 Annual Report form on the SEC website ([www.sec.or.th](http://www.sec.or.th)) or the set website ([www.set.or.th](http://www.set.or.th)) or the Company's website ([www.atp30.com](http://www.atp30.com)).*

# CORPORATE SOCIAL RESPONSIBILITY

Guidelines for disclosure and preparation of reports As follows:

## Corporate Social Responsibility

### Overview Policy

The Board of Directors is committed to good corporate governance and the development of social responsibility in accordance with the guidelines for the development of the organization towards long-term sustainability in the future. The Company has a socially responsible business policy in accordance with set principles with 8 principles as follows:

#### 1. Operation and preparation of reports

- The reporting process by the company is in the process of studying, selecting, implementing and preparing reports.
- The operation is in accordance with the policies disclosed by the Company and is carried out in accordance with principles ranging from risk assessment, determination of guidelines and communications with employees and employees, as well as monitoring operations.

#### 2. Fair Business

- The Company operates with integrity, integrity and transparency and social responsibility. Laws and ethics by doing good deeds to individuals, community groups and the environment.
- It does not act unlawfully or does not improperly benefit any government official or anyone else that may affect the company's reputation.
- Strict compliance with road traffic rules to reduce accidents Air pollution Noise and cleanliness pollution, etc.
- Treating customers fairly and not claiming or receiving any other unlawful benefits from customers.
- Treating competitors Under the rules, no commercially confidential information is sought in dishonest ways.

#### 3. Anti-Corruption Policy

The Board of Directors attaches importance to conducting business in good faith, fairness and transparency by regularly establishing anti-corruption policies and reviewing such policies. To comply with the environment and corruption risks, to be able to set measures to prevent and respond to risks at an acceptable level.

# CORPORATE SOCIAL RESPONSIBILITY

## Policy

Directors, executives and employees are strictly prohibited from directly and indirectly supporting corruption, including establishing a responsible structure. Risk management system, internal control and internal audit to prevent and suppress corruption or corruption within the organization and establish anti-corruption policy with intent (in progress) Join the Private Sector Collective Action Coalition Against Corruption program as well as review the best practices and requirements to comply with business changes. Communication of such policies with all employees. Stakeholders and third parties are informed through various channels, outlining measures and guidelines. As follows:

## Anti-Corruption Measures

- Risk Management by Director Executives and employees must understand business processes and assess potential risks and establish measures to reduce risks to a level that is accepted.
- Establish relevant policies and regulations, and establish appropriate internal control measures for core activities that may cause corruption. For example, political aid. Charitable donations, grants, gifts, receptions and other expenses with transparency.

Measures to detect corruption To help detect and report actions in a timely manner. As follows:

- Whistleblowing and Complaints Mechanisms by the Company define independent credible channels for complaints or whistleblowing, including whistleblower protection measures.
- Fraud Reporting The Company requires internal audit departments to report to the Audit Committee and the Board of Directors on a quarterly basis.

*More information can be learned. Whistle blowing or complaints or cases of abuse*

Measures to respond to corruption Actions to prevent involvement in corruption are as follows:

- The Board of Directors has reviewed the policy. Guidelines for preventing and preventing corruption every year
- Regular assessment and review of corruption risks It sets out measures to reduce risk if existing internal controls are insufficient, including the preparation of a fraud and corruption risk management manual.
- Internal anti-corruption policy communications from training in the organization are strictly acknowledged and implemented. In addition, external communications in requesting cooperation from partners to prevent and fight corruption.
- The Company provides whistleblowing and complaint channels through various channels, has appropriate mechanisms for protecting whistleblowers or complaints, and if any breaches or

# CORPORATE SOCIAL RESPONSIBILITY

corruption acts are encountered. Require the Internal Audit Department to conduct a quarterly complaints management process and prepare a quarterly summary of complaints to the Audit Committee and its directors.

#### 4. **Respect for human rights and fair treatment of workers**

The Company supports and respects human rights principles. This is the foundation of human resource development that is associated with the business to add value and is an important factor in the business of creating added value for the organization. It is defined as a code of conduct in the Company's Code of Conduct in which all employees are required to comply with the law. The Company's regulations and monitoring ensure that the Company is not involved in businesses that have abused human rights and treated workers unfairly by accepting principles that benefit the public society in accordance with the human rights principles of the United Nations.

The Company focuses on the Board of Directors, executives and all employees to treat each other with respect to human rights. Human dignity, rights, freedom and equality without discrimination, age, gender, ethnicity, nationality, religion, belief, thoughts are political or disability. It does not support forced labor against child labor. Provide a system that focuses on safety and hygiene in the workplace appropriately. To reduce the danger of accidents and diseases. Fair employment, compensation and appropriate benefits Encourage employees to have the opportunity to benefit society. Proper arrangement of complaints process The Company's management and employees must not commit any acts that violate or threaten human rights, whether physically and verbally, against others on the basis of human rights.

For 2020, according to the Covic-19 pandemic, which dates from March to June 2021 and the new ripples in December, the company must strictly control corporate expenses to cope with the situation. Therefore, no employee activities are organized.

#### 5. **Responsibility to consumers**

- The Company treats its customers fairly based on the same standard of service. Without discrimination or disclosure of other customer information without the customer's permission.
- The Company must carry out the contract. Terms and Conditions If this is not possible, the customer must be informed in order to jointly find a solution. Inspection and prevention

# CORPORATE SOCIAL RESPONSIBILITY

## 6. Environmental Protection

Faculty of Education There is a policy on environmental stewardship and promoting efficient use of resources in line with road traffic safety policy. (ISO 39001:2012) In order to effectively manage the environment because the company's buses are large, there may be environmental impacts such as air emissions, noise and cleanliness. As well as the process of eliminating waste from car maintenance such as engine oil. The company provides training to educate employees on the environment continuously. As follows:

- Choosing a new engine and clear maintenance planning To reduce maintenance and reduce emissions.
- Opting for standard, lead-free fuels
- Efficient inventory control system for every process Such as buying/picking/using/selling and destroying from experts only.

## 7. Community or Social Development

The Company has control and practices for jointly developing communities or societies in accordance with applicable laws and regulations, as well as cooperating with aid. Support and volunteer activities that benefit communities close to the company.

## 8. Innovation and dissemination of innovations derived from socially responsible operations. Environment and Stakeholders

The Company supports innovation both at the process level in the organization and between organizations in order to do things in new ways such as changing ideas, providing services, adding organizational value, the goal of innovation. Environment and top stakeholders

### Conducting business that affects social responsibility

In the past The Company has not been investigated or is under investigation from competent authorities for operating out of a breach of the law in relation to eight principles, and the Company has no allegations or negative news from society. The environment or not is in accordance with 8 principles that affect business operations such as reputation, reliability and items with undisclosed material, etc.

### Business for the benefit of society and the environment (After process)

The Company supports activities that benefit society and the environment to communities in the vicinity of the Company, with a model for employees to participate in activities or facilitate free bus service. For 2020,

# CORPORATE SOCIAL RESPONSIBILITY

the Company does not support activities due to reduced co-grouping to prevent transmission from the Covid-19 situation.

## **Monitoring corruption assessments**

The Company adheres to the Zero-Tolerance Policy in accordance with all laws relating to anti-bribery and corruption in Thailand. The Company will not engage in direct and indirect bribery and corruption. It assesses the risks of related activities or risks of corruption and monitors such activities to ensure that they do not affect the operation and that the Company must regularly monitor the internal control system. In addition, the risk assessment review is reviewed at least once a year.

# INTERNAL CONTROL AND RISK MANAGEMENT

The Board of Directors emphasizes on internal control and risk management system, which is an important mechanism to ensure that management achieves its goals and is effective in accordance with the requirements in accordance with the office's guidelines. The Committee of Sponsoring Organizations of the Treadway Commission (COSO) was revised in 2013 (COSO 2013). By determining the duties, responsibilities and operational powers of the operators and executives to ensure that the operation is efficient and efficient, the resources can be used in a valuable manner. The property is not leaked, lost. Corruption or misconduct by separating the duties of the operator. Controller or approver to have a mechanism for checking and balancing between them. Both financial and non-financial reporting is reliable and timely, of sufficient quality for both internal and external use, and legal practices are carried out. Regulations, including policies and guidelines set by the organization.

## **Summary of opinions of the Board of Directors regarding the Company's internal control system**

At the Board of Directors' Meeting No. 2/2021 held on February 25, 2021, the three independent directors attended the meeting assessed the company's internal control system using an assessment of the adequacy of the internal control system reported to the Audit Committee. Summary of opinion that based on the assessment of the Company's internal control system in 5 different areas: 1)Control environment, 2)Risk assessment, 3)Control activities, 4)Information and communication system information, 5) Monitoring activities, evaluation according to SEC requirements. The Board of Directors has a disagreement with the Board of Directors to verify that the Company has adequate and appropriate internal control systems for the company's business operations and has complied with generally accepted accounting standards and SET regulations, including the presence of internal control systems for transactions with major shareholders. Director appropriately and adequately related to such persons. In the past, approval of such related transactions will be subject to consideration of the company's best interests. The company also sets policies to increase caution in future transactions. The Board of Directors has focused on directing the organization to be a listed company with a true good corporate governance process.

## **Internal Audit Supervisor and Supervisor of the Company As follows:**

- 1) The internal audit supervisor is an internal personnel of the Company.

At the Audit Committee Meeting No. 1/2018 on February 19, 2018, Ms. Orinth was appointed. In Charoensuk To be the Head of Internal Auditor of the Company and have the Certificate of Internal Auditor (CPIAT) of the Internal Auditors Association of Thailand (2018) from the qualifications and deemed appropriate

## INTERNAL CONTROL AND RISK MANAGEMENT

to perform the duties and present the results of the quarterly audit to the Audit Committee in accordance with the annual approved review plan.

*Details about the education, experience and training of internal audit supervisors are shown in the 2020 Annual Report "Attachment 3 Details about Internal Audit Supervisors".*

### **Corporate Performance Supervisory Authority**

The Company has not established a compliance body, but has assigned the Company Secretary to be responsible for supervising and reporting to the Board of Directors in accordance with the announcement. Regulations and/or other relevant laws and regulations of both the Stock Exchange of Thailand and related agencies.

*For more information, please refer to the 2020 Annual Report on the SEC ([www.sec.or.th](http://www.sec.or.th)) or set [www.set.or.th](http://www.set.or.th) or the Company's website ([www.atp30.com](http://www.atp30.com)).*

## RELATED TRANSACTION

The Company has a policy of making transactions between each other from all company revenues and expenditures in order to ensure transparency in transactions between individuals who may have conflicts of interest to ensure that the Company discloses transactions with each other in a fair way. Reasonable and fair according to market price and as a trade business as usual (Fair and at arms'length) Details are as follows:

Related Party Transaction	
Name/Company	Dr. Viwat Kromadit
Relationship	Vice Chairman of the Board of Directors/Executive Director/Advisor/Authorized Director
Item description	Business Consultant
Transaction value	In 2020, the amount was Baht 0.6 million and 2019 amounted to Baht 0.6 million.
Terms /Pricing Policy/ Reasons for Transaction	The Board of Directors No. 6/2015 is deemed to be an expert and has experience in related business. Therefore, it is appropriate to hold the position of consultant with monthly compensation of 50,000 baht fixed.
Governance Measures	Transaction level 1.38% of administrative expenses
Name/Company	ThaiSri Insurance Plc.
Relationship	Mr. Chatchai Panichewa is chairman of the Board of Directors/Chief Executive Officer/Member of the Nomination and Remuneration Committee/Authorized Signatory
Item description	Company bus insurance premiums
Transaction value	<ul style="list-style-type: none"> <li>- Annual premiums for the year 2020 amounted to Baht 4.3 million and Baht 6.3 million in 2019.</li> <li>- Prepaid premiums for the year 2020 amounted to Baht 0.3 million and Baht 3.3 million in 2019.</li> <li>- Premium payable for the year 2020 amounted to Baht 0.3 and 2019 amounting to Baht 2.9 million.</li> </ul>
Terms /Pricing Policy/ Reasons for Transaction	Offers of coverage conditions and premiums exactly as required by the Company.
Governance Measures	The company compares the price of premiums. Reasonable conditions and coverage before deciding to take out insurance Currently, there are 7 leading agents earning 1)ThaiSri Insurance 2)MSIG 3)P P&S Associates (1992) 4)Mitsui Sumitomo Insurance 5)Thai Insurance 6)Bangkok Insurance and 7)Alpha Capital 1.86% of service cost

## RELATED TRANSACTION

Related Party Transaction	
Name/Company	Kromdit Park Co., Ltd.
Relationship	Dr. Viwat Kromadit Vice Chairman of the Board of Directors/Executive Director/Advisor/Authorized Director
Item description	Space rentals and service charges for head office and parking lots and sheds Maintenance Service
Transaction value	<ul style="list-style-type: none"> <li>- Rental of space and service charges for the year 2020 amounted to Baht 1.5 million and Baht 2.1 million in 2019.</li> <li>- Rental of space and accrued service charges for the year 2020 amounted to Baht 0.3 million and Baht 0.3 million in 2019.</li> </ul>
Terms /Pricing Policy/ Reasons for Transaction	It is located in Amata City Chonburi Industrial Estate, which is close to establishments and customers. It has been leased for a long time. As a result, the rental rate is lower than other tenants.
Governance Measures	The company compares the rent of space and services to the neighborhood. Transaction level 0.5% of service cost
Name/Company	Shared Bus Service
Relationship	NPR Trans Tour Co., Ltd. by Ms. Nichanan Rattanakete is the business owner/assistant operations manager/executive/risk management director. Mr. Ampol Techakul is Mr. Piya Techakul's brother. Mr. Apimet Chatwarachot is Senior Operations/Executive Manager
Item description	Buses & Vans
Transaction value	Baht 4.3 million and Baht 4.9 million in 2019.
Terms /Pricing Policy/ Reasons for Transaction	Co-service vehicles with co-executives and executives It has been operating together since the start of the business. As follows: NPR Trans Tour Co., Ltd. with 2 shared buses, Mr. Ampol Techakul with 1 shared van and Mr. Atimat Cheawchankit with 1 shared van. Since the company first wanted to diversify its investment risks. Currently, there is no policy to add additional shared vehicles.
Governance Measures	The Company is paid the same service as other co-service vehicles, including contracts, conditions and service charges, transaction level of 1.03% of service cost.

## IMPORTANT FINANCIAL INFORMATION

### Report of the Auditor

The auditor has expressed his opinion on the financial statements of ATP 30 Public Company Limited for the year 2019 and 2020 as follows:

Reports and Financial Statements	31 December 2020
Comments	I have reviewed the financial statements as at 31 December 2020, comprehensive income statements, changes in shareholders' equity and cash flow statements. for the year ended the same day and the notes to the financial statements, including the summary notes of important accounting policies, as should be in essence in accordance with the financial reporting standards.
Type of auditor's report	Unqualified Opinion
Key in comments	The auditor is independent. I believe that the audit evidence I have obtained is sufficient and appropriate to serve as a basis for my opinion.
Key Audit Matters	I have not expressed separate opinions on these matters. <ul style="list-style-type: none"> <li>- Residual value of the transport vehicle.</li> <li>- Revenue recognition from services</li> </ul>
Other Information	Executives are responsible for other information, including those in the Company's annual report (but not including the auditor's financial statements and reports listed in the report). Opinions of the auditor No other information was required to report it.
Authorized Auditor	Ms. Klitkaew Limpittikul The auditor has authorized registration number 5874 or Mr. Supachai Panyaeattano The auditor has authorized registration number 3930 or Mr. Natthawut Santipetch, who has authorized registration number 5730 from EY Office Co., Ltd.
Reports and Financial Statements	31 December 2019
Comments	I have reviewed the financial statements as at 31 December 2019, comprehensive income statements, statements of changes in equity and cash flow statements. for the year ended the same day and the notes to the financial statements, including the summary notes of important

## IMPORTANT FINANCIAL INFORMATION

Reports and Financial Statements	31 December 2020
	accounting policies, as should be in essence in accordance with the financial reporting standards.
Type of auditor's report	Unqualified Opinion
Key in comments	The auditor is independent. I believe that the audit evidence I have obtained is sufficient and appropriate to serve as a basis for my opinion.
Key Audit Matters	I have not expressed separate opinions on these matters. <ul style="list-style-type: none"> <li>- Residual value of the transport vehicle.</li> <li>- Revenue recognition from services</li> </ul>
Other Information	Executives are responsible for other information, including in the Company's annual report (but not the statements) auditor's finances and reports shown in the report.) Opinions of the auditor No other information was required to report it.
Authorized Auditor	Ms. Klitkaew Limpittikul The auditor has authorized registration number 5874 or Mr. Supachai Panyaattano The auditor has authorized registration number 3930 or Mr. Natthawut Santipetch, who has authorized registration number 5730 from EY Office Co., Ltd.

# IMPORTANT FINANCIAL INFORMATION

## SUMMARY OF FINANCIAL STATEMENTS

### STATEMENT OF FINANCIAL POSITION

Items	YE2018		YE2019		YE2020	
	MB	%	MB	%	MB	%
<b>Asset</b>						
<b>Current assets</b>						
Cash and cash equivalents	38.07	5.23%	40.91	5.42%	39.96	4.87%
Trade and other receivables	57.91	7.96%	59.76	7.91%	59.97	7.30%
Spare parts and consumables	0.78	0.11%	0.79	0.10%	0.96	0.12%
Income tax assets of the current period	4.07	0.56%	3.80	0.50%	3.67	0.45%
Other current assets	14.49	1.99%	16.24	2.15%	7.18	0.87%
<b>Total current assets</b>	<b>115.32</b>	<b>15.85%</b>	<b>121.50</b>	<b>16.08%</b>	<b>111.74</b>	<b>13.61%</b>
<b>Non - current assets</b>						
Bank deposits with guarantee burden	0.83	0.11%	0.84	0.11%	-	-
Transport vehicles	601.36	82.65%	587.62	77.79%	634.66	77.29%
Land, renovation of rental buildings and equipment	8.87	1.22%	43.85	5.80%	73.82	8.99%
Other non - current assets	1.19	0.16%	1.58	0.21%	0.96	0.12%
<b>Total non - current assets</b>	<b>612.25</b>	<b>84.15%</b>	<b>633.89</b>	<b>83.92%</b>	<b>709.44</b>	<b>86.39%</b>
<b>Total assets</b>	<b>727.57</b>	<b>100.00%</b>	<b>755.39</b>	<b>100.00%</b>	<b>821.18</b>	<b>100.00%</b>
<b>Liabilities and shareholders' equity</b>						
<b>Current liabilities</b>						
Bank overdraft	6.41	0.88%	11.97	1.58%	-	-
Trade and other payables	38.98	5.36%	39.87	5.28%	44.98	5.48%
Portion of long - term loans due within one year	-	-	0.83	0.11%	7.46	0.91%
Portion of lease liabilities due within one year	114.60	15.75%	94.73	12.54%	103.08	12.55%
Other current liabilities	0.91	0.13%	2.33	0.31%	1.76	0.21%
<b>Total current liabilities</b>	<b>160.90</b>	<b>22.11%</b>	<b>149.73</b>	<b>19.82%</b>	<b>157.28</b>	<b>19.15%</b>
<b>Non-current liabilities</b>						
Long-term loans, net of portion due within one year	-	-	21.17	2.80%	34.33	4.18%

## IMPORTANT FINANCIAL INFORMATION

Items	YE2018		YE2019		YE2020	
	MB	%	MB	%	MB	%
Lease liabilities - net of portion due within one year	201.12	27.64%	137.50	18.20%	162.29	19.76%
Deferred tax liabilities	23.53	3.23%	30.52	4.04%	33.95	4.13%
Reserve long - term employee benefits	5.00	0.69%	8.62	1.14%	10.28	1.25%
Other non - current liabilities	1.96	0.27%	2.26	0.31%	2.55	0.31%
<b>Total non - current liabilities</b>	<b>231.61</b>	<b>31.83%</b>	<b>200.07</b>	<b>26.49%</b>	<b>243.40</b>	<b>29.64%</b>
<b>Total Liabilities</b>	<b>392.51</b>	<b>53.95%</b>	<b>349.80</b>	<b>46.31%</b>	<b>400.68</b>	<b>48.79%</b>
<b>Shareholders' Equity</b>						
<b>Share Capital</b>						
Registered capital: 617.31 million ordinary shares Baht 0.25 per share	154.69		154.69		154.33	
Issued and fully paid - up capital	130.87	17.99%	154.33	20.43%	154.33	18.79%
Advance payment for shares	21.05	2.89%	-	-	-	-
Surplus on ordinary shares	124.27	17.08%	180.58	23.91%	180.58	21.99%
Accumulated earnings						
Allocated - Legal reserve	8.50	1.17%	10.90	1.44%	12.34	1.50%
Not allocated	50.37	6.92%	59.78	7.91%	73.25	8.92%
<b>Total Shareholders' Equity</b>	<b>335.06</b>	<b>46.05%</b>	<b>405.59</b>	<b>53.69%</b>	<b>420.50</b>	<b>51.21%</b>
<b>Total liabilities and shareholders' equity</b>	<b>727.57</b>	<b>100.00%</b>	<b>755.39</b>	<b>100.00%</b>	<b>821.18</b>	<b>100.00%</b>

### STATEMENT OF COMPREHENSIVE INCOME (PROFIT AND LOSS)

Items	YE2018		YE2019		YE2020	
	MB	%	MB	%	MB	%
<b>Profit and loss:</b>						
<b>Income</b>						
Service Revenue	421.88	99.56%	456.96	99.61%	391.09	99.85%
Other income	1.86	0.44%	1.77	0.39%	0.60	0.15%
<b>Total Revenue</b>	<b>423.74%</b>	<b>100.00%</b>	<b>458.73</b>	<b>100.00%</b>	<b>391.69</b>	<b>100.00%</b>
<b>Expenses</b>						
Service Costs	314.02	74.11%	339.57	74.02%	302.99	77.35%

## IMPORTANT FINANCIAL INFORMANTION

Items	YE2018		YE2019		YE2020	
	MB	%	MB	%	MB	%
Administrative expenses	46.63	11.00%	51.72	11.27%	43.54	11.12%
<b>Total expenses</b>	<b>360.65</b>	<b>85.11%</b>	<b>391.29</b>	<b>85.30%</b>	<b>346.53</b>	<b>88.47%</b>
<b>Operating profit</b>	<b>46.63</b>	<b>14.89%</b>	<b>67.44</b>	<b>14.70%</b>	<b>45.16</b>	<b>11.53%</b>
Financial Income	0.12	0.03%	0.16	0.03%	0.04	0.01%
Financing costs	(15.80)	(3.73%)	(12.89)	(2.81%)	(11.01)	(2.81%)
Expected credit loss	-	-	-	-	(1.44)	(0.37%)
<b>Profit before income tax</b>	<b>47.41</b>	<b>11.19%</b>	<b>54.71</b>	<b>11.93%</b>	<b>32.75</b>	<b>8.36%</b>
Income tax expense	(6.50)	(1.53%)	(7.89)	(1.72%)	(4.00)	(1.02%)
<b>Profit for the year</b>	<b>40.91</b>	<b>9.65%</b>	<b>46.82</b>	<b>10.21%</b>	<b>28.75</b>	<b>7.34%</b>
<b>Other comprehensive income:</b>						
Items that will not be recorded in profit or loss at a later date.						
Profit (loss) on estimates based on insurance mathematics	0.91	0.21%	(0.91)	(0.20%)	-	-
Less: Impact of income tax	(0.18)	(0.04%)	0.18	0.04%	-	-
<b>Other comprehensive income for the year</b>	<b>0.73</b>	<b>0.17%</b>	<b>(0.73)</b>	<b>(0.16%)</b>	<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year</b>	<b>41.64</b>	<b>9.83%</b>	<b>46.09</b>	<b>10.05%</b>	<b>28.75</b>	<b>7.34%</b>
<b>Earnings per share (Baht)</b>						
Basic earnings per share	0.079		0.079		0.047	
Diluted earnings per share	0.072		0.078		0.047	

# IMPORTANT FINANCIAL INFORMATION

## CASH FLOW STATEMENT REPORT

Items	Unit : Million Baht		
	YE2018	YE2019	YE2020
<b>Cash flows from operating activities</b>			
Profit before tax	47.41	54.71	32.75
Adjustments to pre - tax profit in cash receipts (paid) from operating activities			
Depreciation and disposal	54.08	57.60	63.96
Expected credit loss	-	-	1.44
Profit from disposal and disposition of transport vehicles	(0.77)	(0.27)	-
Loss on disposal of equipment	-	-	0.06
Reserve long - term employee benefits	1.33	2.97	1.82
Financial Income	(0.12)	(0.15)	(0.04)
Financing costs	15.80	12.89	11.01
Operating profit before changes in operating assets and liabilities	117.73	127.75	111.00
<u>Decrease (increase) in operating assets</u>			
Trade and other receivables	(13.91)	(1.85)	(3.52)
Spare parts and consumables	(0.08)	(0.01)	(0.17)
Other current assets	(0.89)	(1.07)	8.16
Other non-current assets	(0.33)	(0.71)	0.33
<u>Increase (decrease) in operating liabilities</u>			
Trade and other payables	3.34	1.41	(6.64)
Other current liabilities	0.24	1.42	(0.57)
Other non - current liabilities	0.55	0.29	0.29
<u>Cash from operating activities</u>	106.65	127.23	108.88
Pay long - term employee benefits	(0.55)	(0.27)	(0.16)
Income tax refund withheld	2.90	3.40	4.07
Pay withholding tax	(4.07)	(4.52)	(3.87)
<b>Net cash from operating activities</b>	<b>104.93</b>	<b>125.84</b>	<b>108.92</b>
<b>Cash flows from investing activities</b>			
Bank deposits with reduced guarantees (increase)	8.12	(0.01)	0.84
Payables on acquisitions	(0.84)	(0.70)	(0.18)

## IMPORTANT FINANCIAL INFORMANTION

Items	Unit : Million Baht		
	YE2018	YE2019	YE2020
Purchase vehicles for transportation, plant and equipment	(7.18)	(7.86)	(19.81)
Buy Land	-	(34.18)	-
Cash received from distribution of transport vehicles	2.86	1.30	-
Cash received from interest	0.12	0.15	0.04
<b>Net cash from (used in) investing activities</b>	<b>3.08</b>	<b>(41.30)</b>	<b>(19.11)</b>
<b>Cash flows from financing activities</b>			
Increase (decrease) in bank overdrafts	6.41	5.55	(11.97)
Cash received from short - term loans	-	-	5.00
Cash paid for short - term loans	-	-	(5.00)
Proceeds from long - term loans	-	22.00	23.42
Cash paid for long-term loans	-	-	(3.63)
Proceeds from capital increase	1.70	58.72	-
Advance cash on shares	21.05	-	-
Repayment of principal of lease liabilities	(103.14)	(120.81)	(75.17)
Interest paid	(15.80)	(12.89)	(11.06)
Dividend Payment	(15.64)	(34.27)	(12.35)
<b>Net cash used in financing activities</b>	<b>(105.42)</b>	<b>(81.70)</b>	<b>(90.76)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>2.59</b>	<b>2.84</b>	<b>(0.95)</b>
Cash and cash equivalents at the beginning of the year	35.48	38.07	40.91
Cash and cash equivalents at the end of the year	38.07	40.91	39.96
<b>Additional disclosure cash flow information</b>			
Non - cash items			
Increased assets from lease agreements	96.14	37.33	103.46
Purchase the device unpaid.	0.70	0.18	11.93

# IMPORTANT FINANCIAL INFORMATION

## Management Discussion and Analysis

### Performance Overview

In 2021, the overall economy in the country contracted. Mainly due to the impact of the Covid-19 pandemic, which began from March to June 2021, the most severe was the new outbreak in December, which was a challenge for the company as some of its customers were severely affected. This is especially true of the slowing automotive parts manufacturing industry. As a result, the Company has prepared a business plan with caution, such as reducing administrative costs and reducing service costs appropriately. In addition, the government policy must be monitored and implemented. Next, you can move However, the company has also been positively affected by the spread of social distancing against COVID-19, causing some customers to use the company's buses. In addition, the number of holidays over 2019 has resulted in a decrease in the company's service revenue from 2020. 3 cases and 1 existing customer renewal, which have been in service since November 2020 and January, March and July 2021 respectively. The contract value is approximately Baht 370 million as announced to the SET. In other part, the Company has partnered with Toyota Tusho Thai Holdings Co., Ltd. (TTTH) to enhance competition, which will enable the company to expand its customer base and increase service revenue. As a result, the Company has increased its market share, with the company performing for the year 2020 as follows:

(Unit: Million Baht)

Statement of Comprehensive Income	Three-month periods					Changed from Q3/2020		Change from Q4/2019	
	Q4/2020	Q3/2020	Q2/2020	Q1/2020	Q4/2019	MB	%	MB	%
Service Revenue	104.55	96.75	86.79	103.00	113.45	7.80	8.06%	(8.90)	(7.84%)
Service Costs	(79.96)	(74.25)	(67.28)	(81.50)	(86.09)	(5.71)	7.69%	6.13	(7.12%)
<b>Gross margin</b>	<b>24.59</b>	<b>22.50</b>	<b>19.51</b>	<b>21.50</b>	<b>27.36</b>	<b>2.09</b>	<b>9.29%</b>	<b>(2.77)</b>	<b>(10.12%)</b>
Other income	0.15	0.19	0.18	0.08	0.10	(0.04)	(21.05%)	0.05	(50.00%)
Administrative expenses	(10.72)	(8.27)	(12.45)	(12.10)	(12.33)	(2.45)	29.63%	1.61	(13.06%)
Financial Income	0.01	-	0.03	-	0.16	0.01	-	(0.15)	(93.75%)
Financing costs	(2.63)	(2.75)	(2.86)	(2.77)	(2.83)	0.12	(4.36%)	0.20	(7.07%)
Impairment loss on trade receivables	-	0.03	(0.85)	(0.62)	-	(0.03)	(100%)	-	-
Income tax expense	(1.60)	(1.70)	(0.07)	(0.63)	(1.72)	0.10	(5.88%)	0.12	(6.98%)
<b>Profit for the year</b>	<b>9.80</b>	<b>10.00</b>	<b>3.49</b>	<b>5.46</b>	<b>10.74</b>	<b>(0.20)</b>	<b>(2.00%)</b>	<b>(0.94)</b>	<b>(8.75%)</b>
<b>Gross margin</b>	<b>23.52%</b>	<b>23.26%</b>	<b>22.48%</b>	<b>20.87%</b>	<b>24.12%</b>				
<b>Net profit margin</b>	<b>9.36%</b>	<b>10.32%</b>	<b>4.01%</b>	<b>5.30%</b>	<b>9.46%</b>				

## IMPORTANT FINANCIAL INFORMATION

### Total Revenue

The Company's total revenue for the years 2018 to 2020 was Baht 423.74 million. Baht 458.73 million and Baht 391.69 million, respectively, showed the table of total revenues for the year as follows:

Items	YE2018		YE2019		YE2020	
	Million Baht	%	Million Baht	%	Million Baht	%
1. Company vehicles	352.41	83.53%	390.55	85.47%	348.01	88.99%
1.1 Busses	289.83	68.70%	295.36	64.64%	259.56	66.37%
1.2 Minibus	27.00	6.40%	37.15	8.13%	35.36	9.04%
1.3 Van	31.52	7.47%	53.51	11.71%	49.77	12.73%
1.3 VIP Van	4.06	0.96%	4.53	0.99%	3.32	0.85%
2. Affiliated vehicles	69.47	16.47%	66.41	14.53%	43.08	11.01%
Total service revenue	421.88	100.00%	456.96	100.00%	391.09	100.00%
Other income	1.86		1.77		0.60	

**Service Revenue** For the year 2018 to 2020, Baht 421.88 million. Baht 456.96 million and 391.09 million, respectively. Details of the changes are as follows:

For 2018, the Company had 35 customers using 369 service buses, including 2 models 1), 279 buses including 193 buses, 28 minibuses, 51 vans and 7 VIP vans. 2) 90 shared buses, including 80 vans and 10 buses, which during the year purchased 44 buses including nine buses, 17 minibuses and 18 vans, It also sells 2 buses.

For 2019, the Company had 39 customers using 382 service buses, including 2 models, 1) 308 buses, including 192 buses, 30 minibuses, 79 vans and 7 VIP vans 2) 74 shared buses, including 63 vans and 11 buses, during which 30 buses were purchased, including two minibuses and 28 vans, It also sells 1 bus.

For 2020, the Company had 42 customers using 413 service buses, including 2 models 1), 347 of which included 211 buses, 38 minibuses, 91 vans. 66 shared buses, including 61 vans and 5 buses, which during the year purchased 39 more buses including 19 buses, 8 minibuses and 12 vans.

In 2020, the Company had revenues from services of Baht 391.09 million. This decreased by THB 65.87 million, or 14.41 per cent, from the previous same year due to the impact of the Covid-19 pandemic. In addition, the number of holidays over 2019 has resulted in a decrease in the number of trips at the employee transportation service, resulting in a decrease in the company's revenue from services, which the Company expects in 2021 to continue to increase due to the acquisition of new customers and partnerships with TTTT.

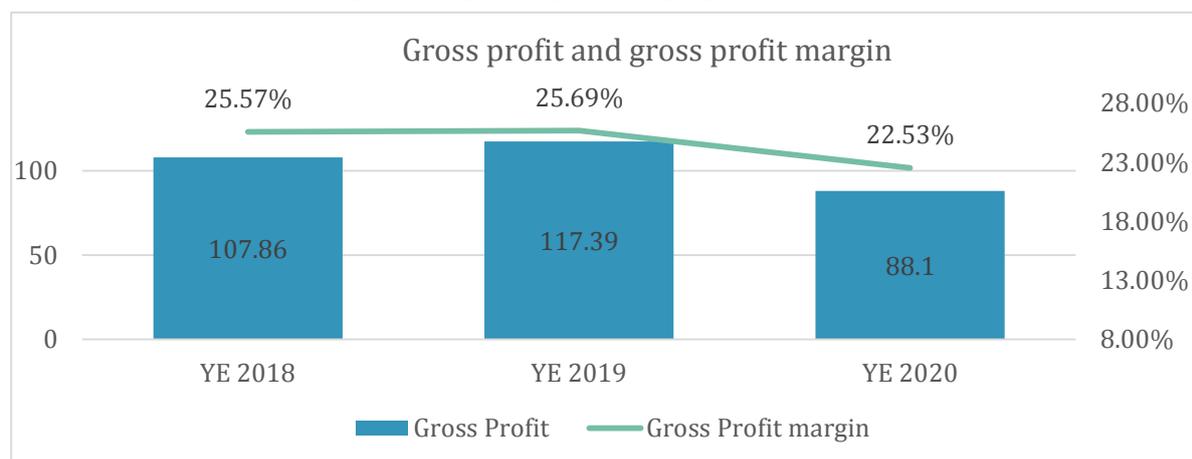
## IMPORTANT FINANCIAL INFORMANTION

**Other income** This includes interest on bank deposits, gains on disposal of assets and other income, such as income from additional administrative services to participating vehicles. Employee provident fund reimburses resignation and sale of deteriorating spare parts, etc. For the year 2018 to 2020, baht 1.86 million, 1.77 million baht and Baht 0.60 million, respectively, or 0.44% 0.39% and 0.60% of total revenue.

For the year 2020, discontinued old batteries were sold for 0.59 million baht (2019). One bus sales profit of Baht 0.41 million)

### Gross profit and gross profit margin

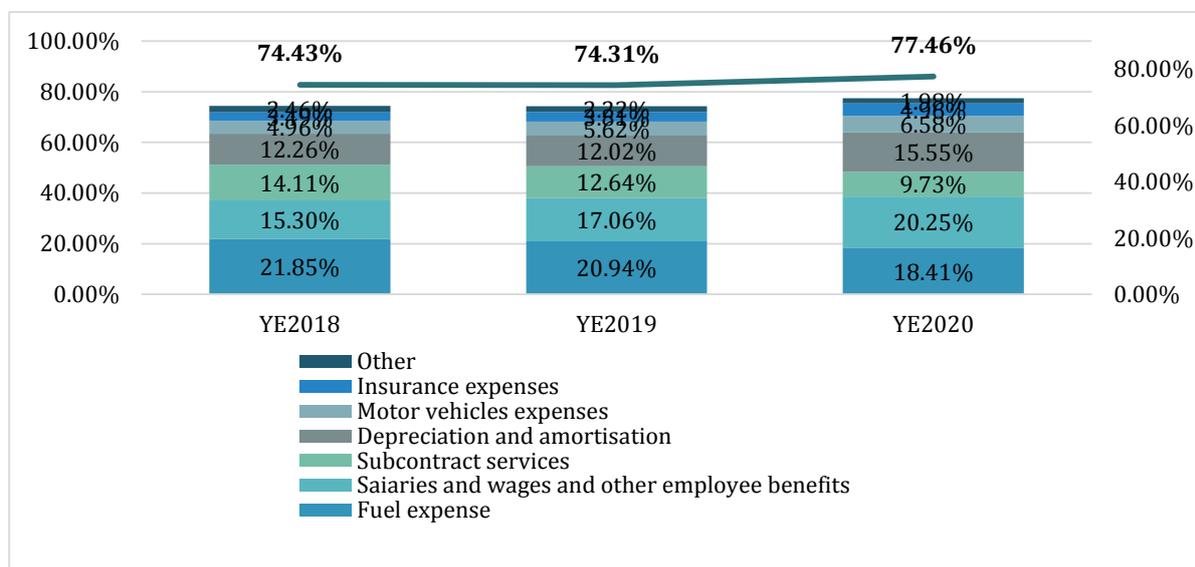
Gross profit for the year 2018 to 2020 was Baht 107.86 million, Baht 117.39 million and Baht 88.10 million, respectively. Show the gross margin and gross margin graphs as follows:



For the year 2020, the Company had a gross profit of Baht 88.10 million. This decreased by THB 29.29 million or 24.95% from the previous same year, coming from the company's declining service revenues in line with the Covic-19 situation. Although the company has effective control over service costs, such as adjusting the B10 oil plan, reducing premiums. The Company continues to be burdened with salary expenses and driver allowances because the company has not had a policy of reducing employee numbers throughout the recent crisis. The company considers the situation to be a temporary crisis and will return to normal in the future.

## IMPORTANT FINANCIAL INFORMANTION

Major service cost changes for the years 2018 to 2020 are as follows:



Fuel cost was THB 92.20 million, 95.68 million baht and Baht 72.01 million, respectively, or 21.85%, 20.94% and 18.41% of service revenues, a proportional change based on the average retail diesel fuel price fluctuations in the year of Baht 28.44, Baht 26.50 and Baht 22.55, respectively. Although the annual volume of buses was 279, 308 units and 347 units, the proportion of fuel costs decreased from 24.74% in 2019 due to lower average diesel sales in line with the slowing global economy. In addition, the Company has managed to control the cost of oil effectively by using past business experience.

Salary and other employee benefits were Baht 64.56 million, 77.97 million baht and Baht 79.20 million, respectively, or 15.30%, 17.06% and 20.25% of service revenue. The proportion has been changed by an annual increase of 279 vehicles, 308 vehicles and 347 vehicles, requiring driver provision and other service costs.

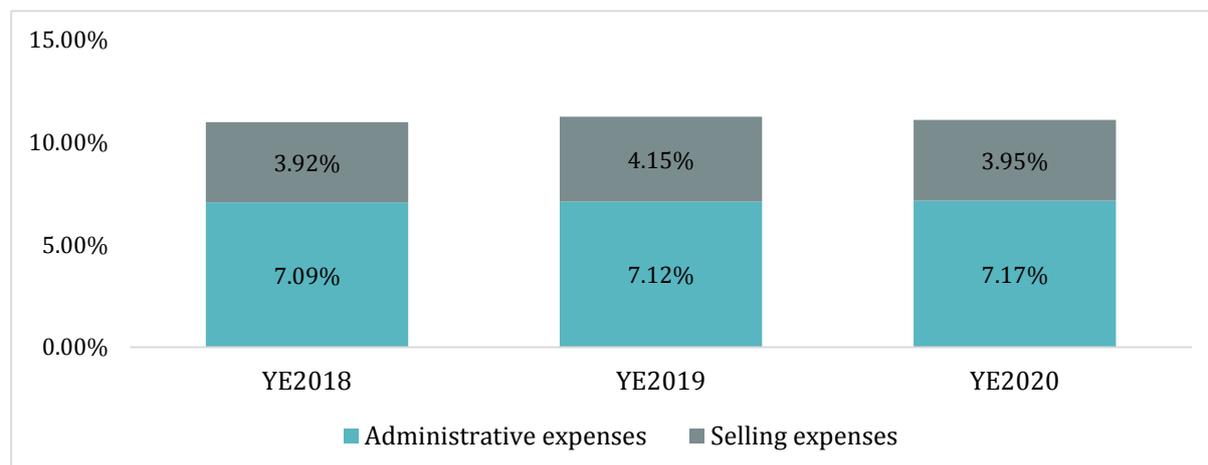
Subcontract service was THB 59.52 million, 57.74 million baht and Baht 38.07 million, respectively, or 14.11%, 12.64% and 9.73% of service revenues are likely to decline due to the company's good control over the operating process. If during the year the company's buses are accidental or maintenance. Instead, the company will use the car by participating in the ride service, which will change the proportion of shared car charges.

Depreciation of Baht 51.72 million, 54.94 million baht and Baht 60.83 million, respectively, or 12.26%, 12.02% and 15.55% of service revenue. There have been more depreciation changes. From the company, there is an annual increase in investment in 44 buses, 30 cars and 39 vehicles respectively.

## IMPORTANT FINANCIAL INFORMATION

### Administrative expenses

The Company has administrative expenses for the years 2018 to 2020 of Baht 46.63 million, 51.72 million baht and Baht 43.54 million, respectively, or 11.00% of 11.27% and 11.12% of total revenues.



**Selling expenses** are operating expenses. Sales and marketing departments include: Salary expenses and other benefits such as salaries, bonuses, overtime and travel expenses related to customers, etc. For the years 2018 to 2020, baht 16.60 million, 19.05 million baht and Baht 15.47 million, respectively, or 3.92% of 4.15% and 3.95% of total revenues.

**Administrative expenses** are the company's operating expenses, including salary and other benefits. Consulting fees, audit fees, and other services such as website care and garbage collection services. For the year 2018 to 2020, Baht 30.03 million, 32.67 million baht and Baht 28.07 million, respectively, or 7.09% of 7.12% and 7.17% of total revenues.

For the year 2020, the Company had service costs of Baht 43.54 million. The company has emphasized careful control over internal expenses such as reducing in-house activities, reducing office space rentals and reducing other expenses as appropriate.

### Financing costs

Includes interest on bank overdrafts, bank loan interest Interest on finance leases and interest paid on lease agreements (TFRS16), etc. For the year 2018 to 2020, baht 15.80 million, 12.89 million baht and Baht 11.01 million, respectively, or 3.73% 2.81% and 2.81% of total revenues. The proportional change was mainly due to the interest rate on financial leases that had been substantially reduced from the previous one. For the

## IMPORTANT FINANCIAL INFORMATION

year 2020, the Company had a decrease in financing costs of Baht 1.88 million or 14.58% from the same year before, with the company receiving a lease rate of 3.20%-3.50% (2019 at 3.58%-3.85%).

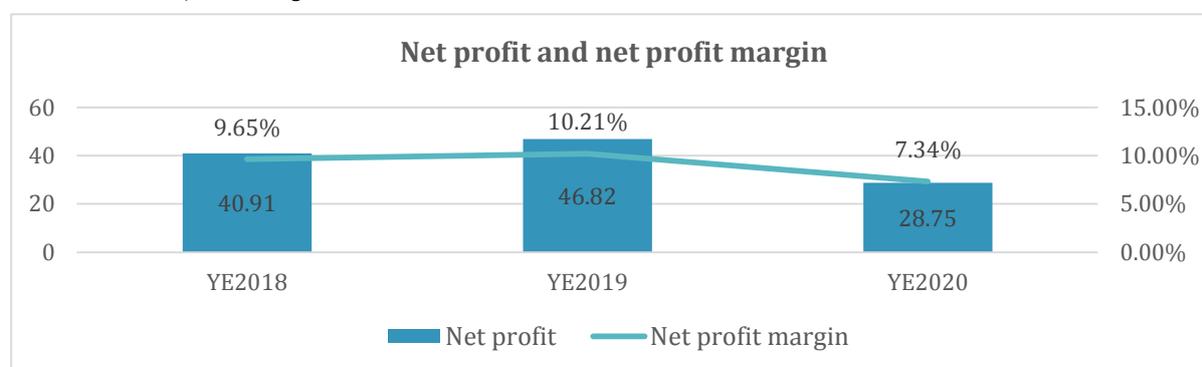
As at 31 December 2020, the Company has 198 vehicles under the remaining finance lease agreements, with 41 vehicles due in 2021, In 2022, there were 57 vehicles, 61 in 2023, 18 in 2024 and 21 in 2025 respectively, with a total of 347 buses (308 in 2019).

### Income tax expense

Income tax expenses include corporate income tax (Por Ngor Dor 50) and deferred tax such as employee benefit reserves, tax losses (Por Ngor Dor 50), and accounting and tax effects on financial leases and salvage expenses, etc. For the year 2018 to 2020, baht 6.50 million. Baht 7.89 million and Baht 4.00 million, respectively. For the year 2020, the Company has income tax expenses of Baht 4.00 million. Decrease of Baht 3.89 million or 49.30% from the previous same year due to lower accounting profit and increased tax rights.

### Net profit and net profit margin

The Company's net profit in 2018 to 2020 was Baht 40.91 million. Baht 46.82 million and Baht 28.75 million. The net profit margin is 9.65%, 10.21% and 7.34% of total revenue as follows:



For the year 2020, the Company had a net profit of Baht 28.75 million and a net profit margin of 7.34%, a decrease of Baht 18.07 million or 38.59% from the previous year. This is due to the impact of the Covid-19 pandemic that occurred during the year, which requires the Company to take measures to maintain the liquidity of its operations. Reduce unnecessary costs in all aspects The Company expects the company's net profit to increase in 2021.

## IMPORTANT FINANCIAL INFORMATION

### Analyzing statements of financial position

**Total assets** as at December 31, 2018 to 2020 was Baht 727.57 million. Baht 755.39 million and Baht 821.18 million, respectively. Details are as follows:

#### Cash and cash equivalents

As at December 31, 2018 to 2020, baht 38.07 million. Baht 40.91 million and Baht 39.96 million, respectively, or 5.23% 5.42% and 4.87% changed from 1. The Company's operating results. Net profit in 2018 to 2020 was Baht 40.91 million. Baht 46.82 million and Baht 28.75 million 2. In 2018, the Company issued warrants to purchase 123.75 million ordinary shares of the Company No. 1 (ATP30-W1) at an exercise price of Baht 0.85 million and valid for 2 years, which is due in May 2019 with a total of Baht 103.96 million. For the year 2021, the Company issued and allocated 65,000,000 newly issued ordinary shares with a par value of Baht 0.25 per share, offering a specific offering to a limited number of individuals (Private) Toyota Tusho Thai Holdings Co., Ltd. (TTTH) allocated 65,000,000 shares at the IPO price of Baht 0.99 per share, worth Baht 64.35 million. The funds were received on March 8, 2021. 3. The Company received a long-term loan from the Bank of Baht 23.42 million consisting of soft loan amounting to Baht 15.00 million and a drawdown limit for the construction of the head office of Baht 8.42 million. As a result, cash companies and cash equivalents increased.

#### Trade and other receivables

As at December 31, 2018 to 2020, Baht 57.91 million. Baht 59.76 million and Baht 59.97 million, or 7.96% of 7.91% and 7.30% of total assets, with details of trade and other receivables. As follows:

(Unit: Thousand Baht)

Items	YE2018	YE2019	YE2020
Trade receivables	55,757	57,375	57,428
Accrued service revenue	1,946	1,867	2,401
<b>Total trade receivables - net</b>	<b>57,703</b>	<b>59,242</b>	<b>59,829</b>
Cash payment	58	82	140
Other receivables	150	440	-
<b>Total</b>	<b>57,911</b>	<b>59,764</b>	<b>59,969</b>

## IMPORTANT FINANCIAL INFORMANTION

**Trade receivables** Trade receivables consisted of customers from service and customers from accrued services, with trade receivables as at December 31 for the years 2018 to 2020 amounting to Baht 57.70 million, Baht 59.24 million and Baht 59.83 million, respectively. Some customers receive more credit term than the usual credit term of approximately 30 days. The average debt collection period is 44 days and 47 days and 55 days respectively. The Company continues to have good debt collection management. Except for Chinese tour customers. During 2020, the group's customers have been severely affected by the Covid-19 outbreak, which the Company considers appropriate to set up in case of expected credit losses in the group as a whole. However, Chinese tour group customers are also gradually repaying some of their debts to the company, which in the future is expected to resume service with the company as the situation improves.

**Other customers** include: Employee payments related to operations and cash payments to customers such as expressways and off-site driver's allowances, etc. as of December 31, 2018 to 2020 were Baht 0.21 million, Baht 0.52 million and Baht 0.14 million, respectively. Most of them are selling old buses and selling old chassis and cash payments to customers.

### Transport vehicles

Consists of: By Buses Minibuses, vans, VIP vans and maintenance support vehicles. As at December 31, 2018 to 2020, the Company had transport vehicles of Baht 601.36 million, Baht 587.62 million and Baht 634.66 million, respectively, or 82.65% of 77.79% and 77.29% of total assets as follows:

(Unit: Vechicle)

Type	YE2018	YE2019	YE2020	Ownership of the Company	Lease Agreement	10-year depreciation (accumulated)
By Bus	193	192	211	120	91	43
Minibus	28	30	38	6	32	1
Van	51	79	91	21	70	-
VIP Van	7	7	7	2	5	-
<b>Total Vechicle</b>	<b>279</b>	<b>308</b>	<b>347</b>	<b>149</b>	<b>198</b>	<b>44</b>
Maintenance support Vehicles	8	10	12	-	-	-
<b>Total</b>	<b>288</b>	<b>318</b>	<b>359</b>	<b>149</b>	<b>198</b>	<b>44</b>

## IMPORTANT FINANCIAL INFORMANTION

Displays the Transport Vehicle Information Summary table.

Items	YE2020	YE2021	YE2022	YE2023	YE2024	YE2025
Number of vehicles under financial leases	198	157	100	39	21	-
Number of proprietary vehicles of the Company	149	190	247	308	326	347
Number of vehicles depreciated for 10 years	10	9	16	21	25	20

The Company has continued to invest in transport vehicles over the past three years, according to the information mentioned above. In 2020, the Company's revenue from transport vehicles accounted for 47.04 million baht, or 8.01 percent, from the previous year, from the company buying two new customers and one renewal contract that will start service in January, 23 in March and 42 in July. Even in the meantime, 10 transport vehicles have been depreciated.

### Land, renovation of rental buildings and equipment

Consists of: Land for rent in Bang Nang Office Supplies & Supplies As at December 31, 2018 to 2020, land companies Renovation of rental and equipment buildings was Baht 8.87 million. Baht 43.85 million and Baht 73.82 million, respectively, or 1.22% to 5.80% and 8.99% of total assets. In 2019, the Company purchased land in Bang Nang for the construction of the headquarters building. The company's parking lot and repair center amounted to Baht 34.18 million. By borrowing from a bank with a loan amounting to Baht 40.00 million as a land-only loan of Baht 22.00 million and buildings amounting to Baht 18.00 million, and the land and buildings were used to guarantee such loans. The company's parking lot and repair center are expected to be completed in Q1/2021 and have assets under construction of approximately Baht 27.32 million. Waiting to be transferred to the company's office building.

**Total Liabilities** The Company had total liabilities as at December 31, 2018 to 2020 of Baht 392.51 million. Baht 349.80 million and Baht 400.68 million, respectively, or 53.95% of 46.31% and 48.79% of total liabilities and shareholders' equity. Details are as follows:

### Trade and other payables:

As at December 31, 2018 to 2020, Baht 38.98 million. 39.87 million baht and Baht 44.98 million, respectively, or 5.36% of 5.28% and 5.48% of total liabilities and shareholders' equity. As follows:

## IMPORTANT FINANCIAL INFORMANTION

(Unit: Thousand Baht)

Items	YE2018	YE2019	YE2020
Trade payables	26,922	28,641	27,023
Trade Payables - Related Parties	1,276	1,195	1,101
<b>Total trade payables</b>	<b>28,198</b>	<b>29,836</b>	<b>28,124</b>
Other payables	10,781	10,032	16,851
<b>Total</b>	<b>38,979</b>	<b>39,868</b>	<b>44,975</b>

**Trade payables** As at December 31, 2018 to 2020, the Company has trade creditors of Baht 28.20 million, 29.84 million baht and Baht 28.12 million, respectively, or 72.34% to 74.84% and 62.52% of trade and other payables. For 2020, trade payables decreased in line with lower service revenues, with credit term received from trade creditors averaging 30-90 days, subject to negotiations with trade creditors, where the average repayment period of 32 days, 31 and 35 days has a similar period.

**Other creditors** include creditors for asset purchases, advisory expenses, accrued expenses such as rent and service charges, etc. as at December 31, 2018 to 2020. 10.03 million baht and Baht 16.85 million, respectively, or 27.66% to 25.16% and 37.46% of trade and other payables in total. The main increase came from the purchase fee creditors for the construction of the headquarters building. The building will be completed in Q1/2021.

**Long-term loans** include: Loans only to land and headquarters buildings of the Company amounting to Baht 40.00 million. In 2020, the Company has disbursed a total of BAHT 30.40 million by registering a land mortgage with buildings and soft loans under low-interest measures to help entrepreneurs affected by the coronavirus outbreak. (COVID-19) 2% interest rate amounting to Baht 15.00 million As at December 31, 2019 to 2020, the Company had long-term loans of Baht 22.00 million and Baht 41.79 million (in 2018, no long-term loans) or 2.91% and 5.09% of trade and other creditors as follows:.

(Unit: Million Baht)

Items	YE2018	YE2019	YE2020
Portion of long - term loans due within one year	-	0.83	7.46
Long-term borrowings - net of portion due within one year	-	21.17	34.33
<b>Total</b>	<b>-</b>	<b>22.00</b>	<b>41.79</b>

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**Lease liabilities include:** Consists of: The Company's right-of-use assets with a contract period of 1-5 years include: Building and parking spaces, decorations and office supplies and vehicles, etc. As at December 31, 2018 to 2020, the Company has lease liabilities of Baht 315.72 million, 232.23 million baht and Baht 265.37 million, respectively, or 43.39% of 30.74% and 32.32% of total liabilities and equity as follows:

(Unit: Million Baht)

Items	YE2018	YE2019	YE2020
Portion of lease liabilities due within one year	114.60	94.73	103.08
Lease liabilities, net of portion due within one year	201.12	137.50	162.29
<b>Total</b>	<b>315.72</b>	<b>232.23</b>	<b>265.37</b>

The Company increased lease liabilities from leases and finance leases increased by Baht 33.14 million, or 14.27%, from the same year earlier. From the company, the company invests in the company's buses from the lease agreement. For the year 2020, 39 vehicles for new and existing customers and for leases of right-of-use assets were slightly changed by Baht 0.005 million.

**Shareholders' Equity** The Company's total shareholders' equity for the years 2018 to 2020 was Baht 335.06 million, 405.59 million baht and Baht 420.50 million, respectively, or 46.05% of 53.69% and 51.21% of liabilities and shareholders' equity.

(Unit : Baht)

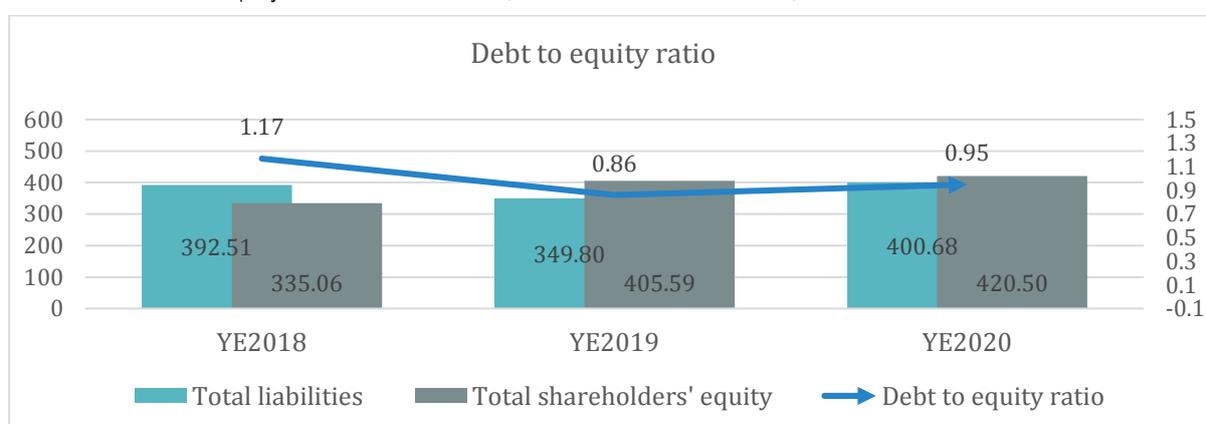
Items	YE2018	YE2019	YE2020
Issued and paid-up share capital	130,865,945.25	154,327,514.50	154,327,514.50
Advance payment for shares	21,048,125	-	-
Surplus on ordinary shares	124,267,984	180,575,750	180,575,750
Accumulated profit and legal reserve	8,500,000	10,900,000	12,340,000
Accumulated -Unallocated	50,372,736	59,788,031	73,253,107
<b>Total</b>	<b>335,054,790</b>	<b>405,591,295</b>	<b>420,496,371</b>
<b>Number of Ordinary Shares</b>	<b>523,463,781</b>	<b>617,310,058</b>	<b>617,310,058</b>

Remark : The Company has registered the change of paid-up capital. On March 10, 2021, the company issued and allocated 65,000,000 newly issued ordinary shares with a par value of Baht 0.25 per share to Toyota Tusho Thai Holdings Co., Ltd. with the allocation of 65,000,000 shares at the IPO price of Baht 0.99 per share, worth 64,350,000 baht. On March 8, 2021, the Company had the original issued and paid-up share capital of Baht 154,327,514.50 to the newly registered capital of Baht 170,577,514.50.

## IMPORTANT FINANCIAL INFORMATION

The increase in shareholders' equity is due to the company's annual profitability. This allows the company to declare dividend payment every year. The meeting of the Board of Directors' meeting was held on February 25, 2021. The resolution to propose to the 2021 Annual General Meeting of Shareholders on April 1, 2021 is important as follows: 1) Net profit allocation for 2020 of Baht 1.44 million as legal reserve of the Company, And 2) Announcement of dividend payment to shareholders from net profit for the year 2020 at the rate of Baht 0.03 per share, totaling not exceeding Baht 20.50 million or 74.95% of net profit after allocating profit as legal reserve.

For debt-to-equity ratios December 31, 2018 to 2020 was 1.17%, 0.86% and 0.95% as follows:



The debt-to-equity ratio increased only slightly from 2019 as the Company borrowed long-term loans as mentioned above and new bus investments from leases in the form of additional financial leases.

**Liquidity ratio** The Company has liquidity ratios of December 31, 2018 to 2020 of 0.72%, 0.81% and 0.71% of transactions affecting the changes as follows:

Current assets equal to Baht 115.32 million, 121.50 million baht and Baht 111.74 million respectively, or 15.85% 16.09% 13.61% mainly from 2020. As a result, premiums decreased by Baht 8.36 million or 77.84% from the previous same year.

Current liabilities amounted to Baht 160.90 million, 149.73 million baht and Baht 157.28 million, respectively, or 22.11% to 19.82% and 19.15%. During 2020, the Company received loans with the Bank of Baht 23.42 million, resulting in the company not overdrafting the bank account amounting to Baht 31.00 million (2019, 19.00 million baht).

*Investors can study the information of the company issuing additional securities from the Annual registration statement (From 56-1) of the company shown in [www.sec.or.th](http://www.sec.or.th) or the [www.set.or.th](http://www.set.or.th) or the company shown in [www.atp30.com](http://www.atp30.com) /investor relations / Annual report and Annual registration statement (From 56-1)*

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## ATTACHMENTS

Information of the Director Executive and Company Secretary

Mr. Chartchai Panichewa Chairman of the Board of Director/Chairman of the Executive Committee / the Nomination and Remuneration Committee The date of director appointed: 31 October 2005		Age 59 years
<b>Education</b>		
- Master of International Trading and Marketing, San Francisco University, California, U.S.A.		
- Bachelor of Banking, San Francisco University, California, U.S.A.		
<b>Training course</b>		
Course of Thai Institute of Directors (IOD)		
- Certificate of Director Accreditation Program # 9/2004 (IOD)		
<b>Training course 2020</b>		
-None-		
<b>Holding a Director's Position in listed companies on the Stock Exchange of Thailand: 5 companies</b>		
2018 - Present	the Nomination and Remuneration Committee ATP 30 Public Co., Ltd.	
2005 - Present	Chairman of the Board of Director/Chairman of the Executive Committee ATP 30 Public Co., Ltd.	
2008 - Present	Chairman Chewathai Public Co., Ltd	
2007 - Present	Director TTL Industrial Co., Ltd.	
2005 - Present	Chairman Thai Sri Insurance Public Co., Ltd.	
1994 - Present	Director Cathay List Plan	
<b>Holding a Director's Position in other companies / businesses: 16 companies</b>		
2019 - Present	Member of Executive Committee Casualty insurance association	
2018 - Present	Chairman of the Glass Industry Segment the Federation of Thai Industries	
2018 - Present	Vice President, Trade and Investment Promotion Division, Management Team the Federation of Thai Industries	
2015 - Present	Director Kah Piboon Co., Ltd.	
2014 - Present	Director Toon Piboon Co., Ltd.	
2013 - Present	Director Chewathai Interchange Co., Ltd	
2011 - Present	Chairman Global Environmental Technology Co., Ltd.	
2008 - Present	Vice Chairman of the Executive Committee Bangkok Crystal Co., Ltd.	
2008 - Present	Director Chewathai Hub Soon Co., Ltd.	
2008 - Present	Director DT&G Co., Ltd.	
2006 - Present	Director Pailux Co., Ltd.	
2005 - Present	Director Kromadit Park Co., Ltd.	
2004 - Present	Director Amata Petroleum Co., Ltd.	

Mr. Chartchai Panichewa Chairman of the Board of Director/Chairman of the Executive Committee / the Nomination and Remuneration Committee The date of director appointed: 31 October 2005		Age 59 years
2002 - Present	Director Chang Island Resort Co., Ltd.	
1997 - Present	Director Chart Cheewa Co., Ltd.	
1993 - Present	Director Sima Thanee Co., Ltd.	
1986 - Present	Director Piboon Business Co., Ltd.	
Proportion of shares in the Company as of January 13, 2021:		
Personally: 13.01% (80,325,000 shares)		
Spouse and miner children: 3.06% (18,900,000 shares)		
Family relationship among Executive: Spouse of Ms. Somhatai Panichewa		

Mr. Viwat Kromadit, Ph.D. Deputy Chairman of the Board/Advisor/Executive Committee The date of director appointed: 31 October 2005	Age 58 years
<b>Education</b>	
- Doctoral Degree Public Administration College of Innovation Management Rajamangala University of Technology Rattanakosin	
- Master of Business Administration of Executive Sasin Graduate Institute of Business Administration, Chulalongkorn University	
- Bachelor of Industrial Science King Mongkut's University of North Bangkok	
<b>Training course</b>	
- Advance Insurance (Thailand Leadership Program) Office of Insurance Commission #2014	
- Chief Executive Program #25/2017 Capital Market Academy	
- Chief Executive Program #9/2017 Thailand Energy Academy	
- Advanced Security Management Program #11/2019 Security Management Foundation	
<b>Training course 2020</b>	
- Top Executive Program in Commerce and Trade (TEPCoT 13)	
<b>Course of Thai Institute of Directors (IOD)</b>	
- Certificate of Director Accreditation Program #110/2014 IOD)	
<b>Holding a Director's Position in listed companies on the Stock Exchange of Thailand: 2 companies</b>	
2005 - Present	Deputy Chairman of the Board/Advisor /Executive Committee ATP 30 Public Co., Ltd.
2019 - Present	Senior Director and Acting Chief Engineering Officer Amata Corporation Public Co., Ltd
<b>Holding a Director's Position in other companies / businesses: 2 companies</b>	
2016 - Present	Director Amata Network Co., Ltd.
2004 - Present	Director Amata Petroleum Co., Ltd.
<b>Proportion of shares in the Company as of January 13, 2021:</b>	
Personally : 6.93% (42,750,000 shares)	
Spouse and miner children : None	
<b>Family relationship among Executive :</b> Brother of Ms. Somhatai Panicheewa, who the Spouse of Mr. Chartchai Panichewa	

Mr. Piya Techakul Director/Executive Committee/Managing Director/Risk Management Committee The date of director appointed : 31 October 2005		Age 54 years
<b>Education</b>		
- Master of Public Administration National Institute of Development Administration		
- Bachelor of Engineering (Chemical Engineering) Chulalongkorn University		
<b>Training course</b>		
- Advance Master Management Program # 2/2018 National Institute of Development Administration		
<u>Course of Thai Institute of Directors (IOD)</u>		
- Director Accreditation Program (DAP) #110/2014		
<b>Training course 2020</b>		
-None-		
<b>Holding a Director's Position in listed companies on the Stock Exchange of Thailand: 1 companies</b>		
2014 - Present	Risk Management Committee ATP 30 Public Co., Ltd.	
2005 - Present	Director/Executive Committee/Managing Director ATP 30 Public Co., Ltd.	
<b>Holding a Director's Position in other companies / businesses: 1 companies</b>		
2004 - Present	Director Gas and Gear Solution Co., Ltd.	
<b>Proportion of shares in the Company as of January 13, 2021:</b>		
Personally : 8.92% (55,050,000 shares)		
Spouse and miner children : 7.36% (45,419,894 shares)		
Family relationship among Executive : None		

Ms. Somhatai Panichewa/ Originally name-surname: Ms. Somhatai Kromadit Director The date of director appointed : 30 April 2013		Age 54 years
<b>Education</b>		
- Master of Commerce and Accounting Sasin Graduate Institute of Business Administration, Chulalongkorn University		
- Bachelor of Education (Business Administration) Chulalongkorn University		
<b>Training course</b>		
<b>Training course 2020</b>		
-None-		
Course of Thai Institute of Directors (IOD)		
- Director Certification Program (DCP) #104/2008		
<b>Holding a Director's Position in listed companies on the Stock Exchange of Thailand: 3 companies</b>		
2013 - Present	Director ATP 30 Public Co., Ltd.	
2012 - Present	Director / President Amata VN Public Co., Ltd.	
2008 - Present	Director Chewathai Public Co., Ltd.	
<b>Holding a Director's Position in other companies / businesses: 13 companies</b>		
2018 - Present	Chairman of the Board Amata City Ha Long Joint Stock Company	
2018 - Present	Chairman of the Board Amata Asia (Myanmar) Limited	
2017 - Present	Director Thai Listed Company Association	
2017 - Present	Director and Member of Back Door Listing working group The Stock Exchange of Thailand	
2016 - Present	Director Amata Holding Co., Ltd.	
2016 - Present	Chairman of the Board Amata Township Long Thanh Joint Stock Company	
2015 - Present	Chairman of the Board Amata Long Thanh Joint Stock Company	
2014 - Present	Director Chewathai Interchange Co., Ltd.	
2011 - Present	Director Global Environmental Technology Co. Ltd.	
2008 - Present	Chairman of the Board Amata Asia Limited	
2005 - Present	Director Chart Chewa Co., Ltd.	
2004 - Present	President and Director Amata City Bien Hoa Joint Stock Company	
1996 - Present	Deputy Chairman of Board Amata Foundation	
<b>Proportion of shares in the Company as of January 13, 2021:</b>		
Personally : 1.53% (9,450,000 shares)		
Spouse and minor children: 14.54% (89,775,000 shares)		
<b>Family relationship among Executive:</b> Spouse of Mr. Chartchai Panichewa and sister of Mr. Viwat Kromadit, PhD.		

<p>Ms. Suwanee Khamman / Originally name-surname: Ms. Suwanee Mathitano          Director /Independent Director and Chairman of Audit Committee /Director and          Advisor          The date of director appointed : 30 April 2013</p>		<p>Age 67 years</p>
<p><b>Education</b></p>		
<p>- Master of Medicine, Community Development Department Queensland University, Australia</p>		
<p>- Bachelor of Commerce and Accounting Chulalongkorn University</p>		
<p><b>Training course</b></p>		
<p>- Certificate of Advance Audit Committee Program #27/2009</p>		
<p><b>Training course 2020</b></p>		
<p>-None-</p>		
<p><b>Course of Thai Institute of Directors (IOD)</b></p>		
<p>- Certificate of Director Accreditation Program #118/2009(IOD)</p>		
<p><b>Holding a Director's Position in listed companies on the Stock Exchange of Thailand: 1 companies</b></p>		
<p>2013 - Present</p>	<p>Director /Independent Director and Chairman of Audit Committee /Director and          Advisor ATP 30 Public Co., Ltd.</p>	
<p><b>Holding a Director's Position in other companies / businesses: 3 companies</b></p>		
<p>2018 - Present</p>	<p>Secretary of Minister of Ministry of Higher Education, Science,          Research and Innovation</p>	
<p>2017 - Present</p>	<p>Director and Advisor Rajamangala University of Technology Isan</p>	
<p>2014 - Present</p>	<p>Director /Audit Committee Office of the National Economic and Social          Development Council</p>	
<p><b>Proportion of shares in the Company as of January 13, 2021:</b></p>		
<p>Personally : None</p>		
<p>Spouse and miner children : 0.09% (576,250 shares)</p>		
<p>Family relationship among Executive : None</p>		

Mr. Kumchai Boonjirachot / Originally name-surname: Mr. Tanapol Prasartketkarn Director/Audit Committee/Independent Director/Chairman of the Nomination and Remuneration Committee The date of director appointed : 30 April 2013		Age 59 years
<b>Education</b>		
- Master of Laws Ramkhamhaeng University		
- Bachelor of Laws Ramkhamhaeng University		
<b>Training course</b>		
<b>Training course 2020</b>		
-None-		
Course of Thai Institute of Directors (IOD)		
- Certificate of Director Accreditation Program # 110/2014 (IOD)		
<b>Holding a Director's Position in listed companies on the Stock Exchange of Thailand: 1 companies</b>		
2018 - Present	Chairman of the Nomination and Remuneration Committee ATP 30 Public Co., Ltd.	
2013 - Present	Director/Audit Committee/Independent Director ATP 30 Public Co., Ltd.	
<b>Holding a Director's Position in other companies / businesses: 1 companies</b>		
1986 - Present	Head Officer Nitiphol Laws Office	
<b>Proportion of shares in the Company as of January 13, 2021:</b>		
Personally : None		
Spouse and miner children : None		
Family relationship among Executive : Brother of Ms. Pattamaporn Prasartketkarn		

<p>Mr. Prasert Akkarapathompong          Director/Audit Committee/Independent Director/Chairman of Risk Management Committee/Nomination and Remuneration Committee          The date of director appointed : 25 February 2020          Effective resolution the board of directors in its No. 1/2020</p>		<p>Age 54 years</p>
<p><b>Education</b></p>		
<p>- Master of Engineering Management Keio University, Japan</p>		
<p>- Bachelor of Industrial Engineering Chulalongkorn University</p>		
<p><b>Training course</b> : In the course of director training</p>		
<p><b>Training course 2020</b></p>		
<p>-None-</p>		
<p>Course of Thai Institute of Directors (IOD)</p>		
<p>- Certificate of Director Accreditation Program # 171/2020 (IOD)</p>		
<p><b>Holding a Director's Position in listed companies on the Stock Exchange of Thailand: 2 companies</b></p>		
2020 - Present	<p>Director/Audit Committee/Independent Director/Chairman of Risk Management Committee/Nomination and Remuneration Committee ATP 30 Public Co., Ltd</p>	
2018 - Present	<p>Risk Management Committee of MCOT Public Co., Ltd.</p>	
<p><b>Holding a Director's Position in other companies / businesses: 4 companies</b></p>		
2020 - Present	<p>Risk Management Subcommittee of Thailand Science Research and Innovation (TSRI)</p>	
2019 - Present	<p>Risk Management Subcommittee of Digital Government Development Agency (Public Organization) (DGA)</p>	
2016 - Present	<p>Executive Director of Chulalongkorn University Printing House</p>	
2015 - Present	<p>Member of the Strategy and Risk Management Subcommittee of National Astronomical Research Institute of Thailand (Public Organization) (NARIT)</p>	
<p><b>Proportion of shares in the Company as of January 13, 2021:</b></p>		
<p>Personally : None</p>		
<p>Spouse and miner children : None</p>		
<p>Family relationship among Executive : None</p>		

Ms. Nichanan Rattanakate/Originally name-surname: Ms. Nipaporn Rattanakate Assistant Managing Director (Operating)/Risk Management Committee		Age 49 years
<b>Education</b>		
- Master of Business Administration Ramkhamheng University		
- Bachelor of Business Administration Ramkhamheng University		
<b>Training course : None</b>		
<b>Training course 2020</b>		
- Training Programs to Become a Financial Professional (Modern CFO)		
<b>Holding a Director's Position in listed companies on the Stock Exchange of Thailand: 1 company</b>		
2016 - Present	Assistant Managing Director (Operating) ATP 30 Public Co., Ltd.	
2014 - Present	Risk Management Committee ATP 30 Public Co., Ltd.	
<b>Holding a Director's Position in other companies / businesses: 1 companies</b>		
2007 - Present	Director NPR Trans Tour Co., Ltd.	
<b>Pas work experience</b>		
2005 - 2016	Operating Manager ATP 30 Public Co., Ltd.	
<b>Proportion of shares in the Company as of January 13, 2021:</b>		
Personally : 0.09% (570,625 shares)		
Spouse and miner children : None		
Family relationship among Executive : None		

Ms. Pannee Kuhawal Senior Accounting and Financial Manager (CFO)		Age 42 years
<b>Education</b>		
- Master of Business Administration (Accounting Management) College of Commerce Burapha University		
- Bachelor of Accounting Bangkok University		
<b>Training course</b>		
- Orientation Course CFO Focus on Financial Report Class 2/2017		
<b>Training course 2020</b>		
- Training Programs to Become a Financial Professional (Modern CFO)		
- Guidelines for preparing financial reports of company affected by the COVID-19		
<b>Holding a Director's Position in listed companies on the Stock Exchange of Thailand: 1 company</b>		
2018 - Present	Chief Financial Officer (CFO) ATP 30 Public Co., Ltd.	
2017 - Present	Senior Accounting and Financial Manager ATP 30 Public Co., Ltd.	
<b>Holding a Director's Position in other companies / businesses : None</b>		
<b>Pas work experience</b>		
2006 - 2017	Accounting Manager ATP 30 Public Co., Ltd.	
<b>Proportion of shares in the Company as of January 13, 2021:</b>		
Personally : None		
Spouse and miner children : None		
<b>Family relationship among Executive : None</b>		

Ms. Chotiga Weerasilp / Originally name-surname: Ms. Jintana Weerasilp Financial and Control Manager		Age 37 years
<b>Education</b>		
- Master of Management and Tourism (Accounting) Burapha University		
- Bachelor of Accounting Bangkok University		
<b>Training course</b>		
- Training for system usage SET Link The Stock Exchange of Thailand / 2019		
- Preparing for the 2019 Sustainability Assessment, Class 5/ The Stock Exchange of Thailand		
<b>Training course 2020</b>		
- Guidelines for preparing financial reports of company affected by the COVID-19		
- Financial Management Strategy To revive the organization and create growth in the New Normal era		
- CFO Refresher Course Class 1		
<b>Holding a Director's Position in listed companies on the Stock Exchange of Thailand: 1 companies</b>		
2014 - Present	Financial and Control Manager ATP 30 Public Co., Ltd.	
<b>Holding a Director's Position in other companies / businesses : None</b>		
<b>Pas work experience</b>		
2006 - 2014	Senior Assistant to the Auditor EY Office Co., Ltd	
<b>Proportion of shares in the Company as of January 13, 2021:</b>		
Personally : None		
Spouse and miner children : None		
Family relationship among Executive : None		

Mr. Atimet Chatwarechot / Originally name-surname: Mr. Winai Poompit		Age 42 years
Senior Operating Manager		
<b>Education</b>		
- Bachelor of Business Administration Rajabhat Institute Nakornsawan		
<b>Training course : None</b>		
<b>Training course 2020</b>		
-None-		
<b>Holding a Director's Position in listed companies on the Stock Exchange of Thailand: 1 company</b>		
2019 - Present	Senior Operating Manager ATP 30 Public Co., Ltd.	
<b>Holding a Director's Position in other companies / businesses : None</b>		
<b>Pas work experience</b>		
2016 - 2018	Operating Manager ATP 30 Public Co., Ltd.	
2010 - 2016	Assistant Operating Manager ATP 30 Public Co., Ltd.	
<b>Proportion of shares in the Company as of January 13, 2021:</b>		
Personally : None		
Spouse and miner children : None		
Family relationship among Executive : None		

Ms. Pattamaporn Prasartketkarn		Age 45 years
Quality Assurance Manager/Risk Management Committee		
<b>Education</b>		
- Master of Business Administration (Industrial Management) Ramkhumheng University		
- Bachelor of Fine Arts (English) Prince of Songklanakarin University		
<b>Training course :</b>		
<b>Training course 2020</b>		
- Safety Officer Management Level		
- Occupational Safety, Health and Environment Committee of the Establishment		
<b>Holding a Director's Position in listed companies on the Stock Exchange of Thailand: 1 company</b>		
2018 - Present	Risk Management Committee ATP 30 Public Co., Ltd.	
2016 - Present	Quality Assurance Manager ATP 30 Public Co., Ltd.	
<b>Holding a Director's Position in other companies / businesses : None</b>		
<b>Past work experience</b>		
2002 - 2016	Quality management representative Phillip Electronics (Thailand) Co., Ltd.	
<b>Proportion of shares in the Company as of January 13, 2021:</b>		
Personally : 0.02% (104,650 shares)		
Spouse and miner children : None		
Family relationship among Executive: Sister of Mr. Kumchia Boonjirachot		

Mr. Passakorn Cheawchankit Maintenance Manager		Age 42 years
<b>Education</b>		
- Bachelor of Industrial Technology, Mechanical Design King Mongkut's Institute of Technology North Bangkok		
<b>Training course :</b>		
<b>Training course 2020</b>		
- To use and maintenance of HINO vehicles by accurately		
- Maintenance and basic electrical systems of SCANIA vehicles		
<b>Holding a Director's Position in listed companies on the Stock Exchange of Thailand: 1 company</b>		
2020 - Present	Maintenance Manager of ATP30 PCL.	
<b>Holding a Director's Position in other companies / businesses : None</b>		
<b>Past work experience</b>		
2014 - 2018	Maintenance Manager of ATP30 PCL.	
2013 - 2014	Maintenance Supervisor of National Starch and Chemical (Thailand) Co., Ltd.	
2004 - 2012	Engineer Head Section SIAM DEL MONTE Co., Ltd.	
<b>Proportion of shares in the Company as of January 13, 2021:</b>		
Personally : None		
Spouse and miner children : None		
Family relationship among Executive : None		

Company Secretary

Mrs. Sukarnda Puttaraksar / Originally name-surname: Ms. Sukarnda Kittitanon Company Secretary/ Secretary of Audit Committee		Age 44 years
<b>Education</b>		
- Master of Business Administration College of Commerce Burapha University		
- Bachelor of Humanities Rajabhat Institute Suan Sunandha		
<b>Training course</b>		
- Basic Company Secretary Training / 2016		
- Training for system usage SET Link The Stock Exchange of Thailand / 2019		
- Preparing for the 2019 Sustainability Assessment, Class 5/ The Stock Exchange of Thailand		
<b>Training course 2020</b>		
-None-		
<b>Holding a Director's Position in listed companies on the Stock Exchange of Thailand: 1 company</b>		
2016 - Present	Company Secretary/ Secretary of Audit Committee ATP 30 Public Co., Ltd.	
<b>Holding a Director's Position in other companies / businesses : None</b>		
<b>Pas work experience</b>		
2011 - 2015	Building Manager Quality Property Management Co., Ltd.	
<b>Proportion of shares in the Company as of January 13, 2021:</b>		
Personally : None		
Spouse and miner children : None		
Family relationship among Executive : None		

**Responsibilities of the company secretary**

The Board of Directors Meeting No. 3/2016 held on August 3, 2016 by the resolution to appoint “Ms. Sukarnda Puttaraksar” as the Company Secretary, and the secretary of the audit committee with details as follows;

**Qualification of the company secretary**

Board of directors select the person to hold the Company Secretary from qualified persons who are able to perform their duties to the best of their ability The Company Secretary may be the same person as the Secretary of the Board of Directors.

**Duties and Responsibilities**

Company secretary must perform duties with responsibility Caution and honesty According to the Securities and Exchange Act (No.4) 2008, which has specific roles, duties and responsibilities as follows;

1. To give preliminary recommendations to the Board of Directors and executives on the legal, rules and regulations of the company that must be followed. To ensure that the operations of the Board of Directors is smooth, effective in accordance with various laws and related regulations.
2. Responsible for managing the shareholders' meeting the Board of Directors Meeting to be in accordance with the laws and regulations of the company.
3. Record the minutes of shareholders' meetings and the Board meetings, as well as following up to ensure compliance with the resolutions of the shareholders 'meeting and the board of directors' meeting.
4. Prepare and keep the following documents
  - a) Director registration
  - b) Notice of the Board Meeting Minutes of the Board of Directors' meeting and the Company's Annual Report.
  - c) Notice of the Shareholders Meeting and Minutes of the Shareholders Meeting.
5. Prepare and keep the register of directors, Company's Annual Report, notice of the shareholders' meeting, Notice of the Board of Directors Meeting, Minutes of the shareholders 'meeting, and minutes of the board of directors' meeting
6. Keep the reports of interest reported by the company directors or executives and send a copy of the report of interest to the Chairman of the Board of Director and the Chairman of the Audit Committee within 7 working days from the date the company received that report.
7. Other operations as specified by the Capital Market Supervisory Board
8. Other operations as assigned by the Board of Directors

#### Principles for the Company Secretary

Company Secretary must perform duties responsibly with care and honestly. Including comply with the law the objectives and regulations of the company in accordance with the resolution of the board of directors as well as the resolution of shareholders as follows:

1. To decision based on information that is believed to be honest and sufficient.
2. To decision without any direct or indirect interest in the decision in that matter.
3. Act in good faith for the utmost benefit of the company.
4. Act with appropriate and appropriate objectives and not contradict or conflict with the company's benefits.
5. Not take advantage of the company information, except the public disclosed information or use of property or business opportunities in violation of rules and general practice as specified by the Capital Market Supervisory Board.

6. Not entering into any agreements or contracts, which may cause a conflict of interest with the company or employees or customers and not conflict with their duties.

In the case of the Company Secretary vacated or unable to perform duties, which is the practice guideline of the Company Secretary as follows;

1. The Board of Directors shall appoint a new Company Secretary within 90 days from the date the former Company Secretary is unable to perform duties or vacates office.
2. The Board of Directors has the authorized to assign one of director to perform the Company Secretary duties during this position is unable to perform duties or vacates office.
3. The Chairman of the Board shall notify the name of the Company Secretary to the Office of the Securities and Exchange Commission (SEC) within 14 days from the day the person responsible is assigned.
4. To notify the Office of the Securities and Exchange Commission (SEC) according to Clauses 1 and 2. by reporting the document storage location.

Information of the Director Executive Authorized Person and Company Secretary

No.	Name	ATP 30 PCL.	Related Company				
			1	2	3	4	5
1	Mr. Chartchai Panichewa	x*,4x,5x*,^19.14	x*,@,^51.00,2!	x,@,^100.00	x*,@,-	x,@,^99.99,3!	x,@,^35.00,2!
2	Dr. Viwat Kromadit	x**,5x,#1,^11.69					x,@,^25.00,A
3	Ms. Somhatai Panichewa	1x,^19.14	x,@,^51.00,2!	x,@,^100.00,1!	x,@,-	x,@,^99.99,3!	
4	Mr. Piya Techakul	1x,3x,5x,6x,#2,^16.27					
5	Ms. Suwanee Khamman	1x,2x*,/					
6	Mr. Kumchai Boonjirachot	1x,2x,4x*,/					
7	Mr. Prasert Akkarapathompong	1x,2x,3x*,/					
8	Ms. Nichanana Rattanakate	3x,^,B					
9	Ms. Pannee Kuhawal	6x,#3					
10	Ms. Chotiga Weerasilp	6x					
11	Mr. Atimet Chartwareechote	6x					
12	Ms. Sukarnda Puttaraksar	6x,//					
13	Ms. Pattamaporn Prasartketkarn	3x,6x,^					
14	Mr. Passakorn Cheawchankit	6x					

No.	Name	ATP 30 PCL.	Related Company				
			6	7	8	9	10
1	Mr. Chartchai Panichewa	x*,4x,5x*,^19.14	x,@,^25.00,2!		x,@,^17.21	x,@,-	x,@,^16.00,1!
2	Dr. Viwat Kromadit	x**,5x,#1,^11.69					
3	Ms. Somhatai Panichewa	1x,^19.14					
4	Mr. Piya Techakul	1x,3x,5x,6x,#2,^16.27		x,@,^47.25			
5	Ms. Suwanee Khamman	1x,2x*,/					
6	Mr. Kumchai Boonjirachot	1x,2x,4x*,/					
7	Mr. Prasert Akkaraprathompong	1x,2x,3x*,/					
8	Ms. Nichanana Rattanakate	3x,^,B					
9	Ms. Pannee Kuhawal	6x,#3					
10	Ms. Chotiga Weerasilp	6x					
11	Mr. Atimet Chartwareechote	6x					
12	Ms. Sukarnda Puttaraksar	6x,//					
13	Ms. Pattamaporn Prasartketkarn	3x,6x,^					
14	Mr. Passakorn Cheawchankit	6x					

No.	Name	ATP 30 PCL.	Related Company				
			11	12	13	14	15
1	Mr. Chartchai Panichewa	x*,4x,5x*,^19.14		x,@,^49.99,3!	x,@,^50.00,5!	x,@,^4.23	x,@,^25.00,2!
2	Dr. Viwat Kromadit	x**,5x,#1,^11.69					
3	Ms. Somhatai Panichewa	1x,^19.14					
4	Mr. Piya Techakul	1x,3x,5x,6x,#2,^16.27					
5	Ms. Suwanee Khamman	1x,2x*,/					
6	Mr. Kumchai Boonjirachot	1x,2x,4x*,/					
7	Mr. Prasert Akkaraprathompong	1x,2x,3x*,/	3x				
8	Ms. Nichanana Rattanakate	3x,^,B					
9	Ms. Pannee Kuhawal	6x,#3					
10	Ms. Chotiga Weerasilp	6x					
11	Mr. Atimet Chartwareechote	6x					
12	Ms. Sukarnda Puttaraksar	6x,//					
13	Ms. Pattamaporn Prasartketkarn	3x,6x,^					
14	Mr. Passakorn Cheawchankit	6x					

No.	Name	ATP 30 PCL.	Related Company				
			16	17	18	19	20
1	Mr. Chartchai Panichewa	x*,4x,5x*,^19.14	x*,@,^68.26,5!	x**	x,@,^25.00,4!	x,@,^50.00	x,@,^2.86,5!
2	Dr. Viwat Kromadit	x**,5x,#1,^11.69					
3	Ms. Somhatai Panichewa	1x,^19.14					
4	Mr. Piya Techakul	1x,3x,5x,6x,#2,^16.27					
5	Ms. Suwanee Khamman	1x,2x*,/					
6	Mr. Kumchai Boonjirachot	1x,2x,4x*,/					
7	Mr. Prasert Akkaraprathompong	1x,2x,3x*,/					
8	Ms. Nichanana Rattanakate	3x,^,B					
9	Ms. Pannee Kuhawal	6x,#3					
10	Ms. Chotiga Weerasilp	6x					
11	Mr. Atimet Chartwareechote	6x					
12	Ms. Sukamda Puttaraksar	6x,//					
13	Ms. Pattamaporn Prasartketkarn	3x,6x,^					
14	Mr. Passakorn Cheawchankit	6x					

No.	Name	ATP 30 PCL.	Related Company				
			21	22	23	24	25
1	Mr. Chartchai Panichewa	x*,4x,5x*,^19.14					
2	Dr. Viwat Kromadit	x**,5x,#1,^11.69					x,@
3	Ms. Somhatai Panichewa	1x,^19.14	x,#2,@	x,@		x*	
4	Mr. Piya Techakul	1x,3x,5x,6x,#2,^16.27					
5	Ms. Suwane Khamman	1x,2x*,/					
6	Mr. Kumchai Boonjirachot	1x,2x,4x*,/					
7	Mr. Prasert Akkaraprathompong	1x,2x,3x*,/					
8	Ms. Nichanana Rattanakate	3x,^,B			x,@,^99.94		
9	Ms. Pannee Kuhawal	6x,#3					
10	Ms. Chotiga Weerasilp	6x					
11	Mr. Atimet Chartwareechote	6x					
12	Ms. Sukarnda Puttaraksar	6x,//					
13	Ms. Pattamaporn Prasartketkarn	3x,6x,^					
14	Mr. Passakorn Cheawchankit	6x					

No.	Name	ATP 30 PCL.	Related Company				
			26	27	28	29	30
1	Mr. Chartchai Panichewa	x*,4x,5x*,^19.14					
2	Dr. Viwat Kromadit	x**,5x,#1,^11.69					
3	Ms. Somhatai Panichewa	1x,^19.14	x*	x*	x*	x*	x*
4	Mr. Piya Techakul	1x,3x,5x,6x,#2,^16.27					
5	Ms. Suwane Khamman	1x,2x*,/					
6	Mr. Kumchai Boonjirachot	1x,2x,4x*,/					
7	Mr. Prasert Akkaraprathompong	1x,2x,3x*,/					
8	Ms. Nichanana Rattanakate	3x,^,B					
9	Ms. Pannee Kuhawal	6x,#3					
10	Ms. Chotiga Weerasilp	6x					
11	Mr. Atimet Chartwareechote	6x					
12	Ms. Sukarnda Puttaraksar	6x,//					
13	Ms. Pattamaporn Prasartketkarn	3x,6x,^					
14	Mr. Passakorn Cheawchankit	6x					

No.	Name	ATP 30 PCL.	Related Company
			31
1	Mr. Chartchai Panichewa	x*,4x,5x*,^19.14	
2	Dr. Viwat Kromadit	x**,5x,#1,^11.69	#4
3	Ms. Somhatai Panichewa	1x,^19.14	
4	Mr. Piya Techakul	1x,3x,5x,6x,#2,^16.27	
5	Ms. Suwanee Khamman	1x,2x*,/	
6	Mr. Kumchai Boonjirachot	1x,2x,4x*,/	
7	Mr. Prasert Akkarapathompong	1x,2x,3x*,/	
8	Ms. Nichanana Rattanakate	3x,^,B	
9	Ms. Pannee Kuhawal	6x,#3	
10	Ms. Chotiga Weerasilp	6x	
11	Mr. Atimet Chartwareechote	6x	
12	Ms. Sukarnda Puttaraksar	6x,//	
13	Ms. Pattamaporn Prasartketkarn	3x,6x,^	
14	Mr. Passakorn Cheawchankit	6x	

1. x\* : Chairman of the Board of Director , x\*\* : Deputy Chairman of the Board, x : Director, 1x : Board of Director, 2x\* : Chairman Audit Committee, 2x : Audit Committee, 3x\* : Chairman Risk Management Committee , 3x : Risk Management Committee, 4x\* : Chairman Nomination and Remuneration Committee, 4x : Nomination and Remuneration Committee, 5x\* : Chairman Executive Committee, 5x : Executive Committee, 6x : Executive, / : Independent Director, // : Secretary, ^ : Percentage of shareholders, #1 : Advisor, #2 : Managing Director / CEO, #3 : CFO, #4 : Senior Director and - : No disclosure data is based on information from DBD
2. ATP 30 Public Co., Ltd., which is the proportion of shares held on January 13, 2021, under Part 2-1, Article 7-2, the shareholders of the Board both directly and indirectly are showed as group.
3. Proportion of shares held by “Panichewa” Group consisting of
  - 1! : Shareholding proportion by Mr. Chartchai Panichewa group (Related to Mr. Chartchai Panichewa/ Ms. Somhatai Panichewa/ Mr. Patis Panichewa/ Mr. Saris Panichewa/ Ms. Apapis Panichewa)
  - 2! : Shareholding proportion through Chartchewa Co., Ltd. (Related to Mr. Chartchai Panichewa/ Ms. Somhatai Panichewa/ Mr. Patis Panichewa/ Mr. Saris Panichewa/ Ms. Apapis Panichewa)
  - 3! : Shareholding proportion through Chewathai Co., Ltd. ((Related to Mr. Chartchai Panichewa/ Ms. Somhatai Panichewa)
  - 4! : Shareholding proportion through Cathay List Plan Public Co., Ltd. ((Related to Mr. Chartchai Panichewa/ Ms. Somhatai Panichewa)
  - 5! : Shareholding proportion through Pilux Co., Ltd. and Mr. Chartchai Panichewa and Ms. Somhatai Panichewa (Which Pilux Co., Ltd. held by Chartcheewa Co., Ltd.)
4. A : Shareholding proportion through Kromadit Crop.Co., Ltd. (Related to Dr. Viwat Kromadit)
5. B : - Ms. Nichanan Rattanakate was appointed as Assistant Managing Director, according to the resolution of the Board of Directors Meeting No. 1/2016 on February 25, 2016

Related Company

Company Name	Type of Business
1. Global Environmental Technology Co., Ltd.	Providing wastewater treatment services
2. Chartchewa Co., Ltd.	Serve as a consultant
3. Chewathai Public Co., Ltd.	1. To engage in the business of construction of factories, warehouses, buying and selling, renting and managing other assets related to factories, warehouses 2. Land trading business Allocate land and houses 3. Entrepreneurship development, trading, residential real estate
4. Chewathai Interchanges Co., Ltd.	Renting, selling, buying and operating real estate
5. Amata Petroleum Co., Ltd.	Property for rent (Rental of shopping centers with related utility services)
6. Kromadit Park Co., Ltd.	Property for rent (Rental of building with related utility services)
7. Gas and Gear Solution Co., Ltd.	selling industrial equipment and appliances-retail, wholesale
8. Cathay List Plan Public Co., Ltd.	Leasing (property rental) Hire purchase (cars, machinery and other assets)
9. Kah Paiboon Co., Ltd.	Limited liability partner in a limited partnership Is a shareholder in a limited company and public limited company
10. Chang Island Resort Co., Ltd.	Resort and Spa
11. MCOT Public Co., Ltd.	Mass communication business, under the supervision of the Thai government
12. Chewathai Hub Soon Co., Ltd.	Renting, selling, buying and operating real estate
13. DT&G Co., Ltd.	Limited liability partner in a limited partnership or being a shareholder in the company
14. PTL Industrial Public Co., Ltd.	Manufacturers of Spinning yarns and weaving fabrics from synthetic fibers
15. Toon Paiboon Co., Ltd.	Holding Company
16. Thaisri Insurance Public Co., Ltd.	Casualty Insurance
17. Bangkok Crystal Co., Ltd.	Manufacturers and wholesalers of Glass bricks, tiles

Company Name	Type of Business
18. Paibon Business Co., Ltd.	Building and Furniture Rental
19. Pilux Co., Ltd.	Holding Company
20. Seema Thani Co., Ltd.	Hotel and Restaurant
21. Amata VN Public Co., Ltd.	Investment business in other companies
22. Amata Holding Co., Ltd.	Brokers, export-canned food export agents
23. NPR Trans Tour Co., Ltd.	Transportation Service
24. Amata City Bien Hoa Joint Stock Company	Industrial Estate Development in Vietnam
25. Amata Network Co., Ltd.	providing fiber optic network services to support the telecommunications system in the Industrial Estate
26. Amata City Ha Long Joint Stock Company	Industrial Estate Development in Vietnam
27. Amata Asia (Myanmar) Limited	Holding Company
28. Amata Township Long Thanh Joint Stock Company	Industrial Estate Development in Vietnam
29. Amata Long Thanh Joint Stock Company	Industrial Estate Development in Vietnam
30. Amata Asia Limited	Holding Company
31. Amata Corporation Public Co., Ltd.	Industrial Estate Development and other related utilities

Control Environment

1. The organization demonstrates its commitment to the value of integrity and ethics.

	Questions	Yes	No
1.1	Board of directors and management set principles of integrity and operations code of conduct, inclusiveness;		
	1.1.1 Daily operations and making decisions	X	
	1.1.2 Practice with business partners, customers and third parties	X	
1.2	There are written regulations to ensure that executives and employees operates with integrity and ethics, inclusiveness;		
	1.2.1 There is appropriate code of conduct requirements for management and employees.	X	
	1.2.2 There are provisions forbidding management and employees from acting in a manner that may create a conflict of interest with the entity and the prohibition of corruption causing damage to the organization <sup>28</sup>	X	
	1.2.3 There are proper penalties for violation of the above provisions.	X	
	1.2.4 The above requirements and penalties are communicated to all executives and employees, for example, to present to new employee orientation, to sign to acknowledge the requirements and penalties on an annual basis by employees, the code of conduct is also published to employees and third parties.	X	
1.3	There is a procedure to monitor and assess that code of conduct		
	1.3.1 Monitoring and evaluation by the internal audit department or the compliance unit	X	
	1.3.2 Self-assessment by management and employees	X	
	1.3.3 External independent expert assessment		No external assessment
1.4	There is a timely management when there is non-compliance in regulations on integrity and code of conduct.		
	1.4.1 There is a process to be detected in a timely manner.	X	
	1.4.2 There is a process that makes it possible to appropriately punish or deal with violations and within due time	X	
	1.4.3 Actions that are contrary to the principles of honesty and ethical treatment are properly addressed and within proper time	X	

<sup>28</sup> The company should define the internal control in accordance with anti-corruption measures to suit the risks of the company

2. The board of directors is independent from the management and has the duty to oversee and develop internal Control.

	Questions	Yes	No
2.1	Roles and duties of the Board of Directors are set separately from that of the Management. The Board of Directors' authorities are clearly defined.	X	
2.2	The Board of Directors oversees that there is clear and measurable business target to use as guidelines for the executives and employees' operations.	X	
2.3	The Board of Directors oversees that there is clear and measurable business target to use as guidelines for the executives and employees' operations.	X	
2.4	The Board of Directors are knowledgeable about the company's business and has the expertise that would be beneficial to the Company or able to seek advice from experts in the field.	X	
2.5	The Board of Directors comprises suitable number of knowledgeable and reliable independent directors who can perform his/her duty independently. For example, the independent directors do not have any business relation with the Company or any other relationship that could influence their independent judgement.	X	
2.6	The Board of Directors oversees the development and practice of the organization's internal control including the creation of control environment, risk assessment, control activities, information and communication, and the follow up.	X	

3. The Management, under the Board of Directors' oversight, sets suitable reporting function as well as defining the commanding authorities and responsibilities so that the organization would achieve its goals.

	Questions	Yes	No
3.1	Top management sets an organizational structure that support the Company's goal by considering the business functions and legal requirements. There is also effective internal control. For example, there is a separation of duties in important business unit which would result in check and balance; there is an internal audit unit which reports directly to the Audit Committee; there is a clear line of report.	X	
3.2	Top management sets up line of report by considering duties, responsibilities and communication	X	
3.3	Roles and responsibilities are suitably defined and assigned between the Board of Directors, top executives, management and employees.	X	

4. The organization displays its commitment to motivate, develop and maintain capable personnel

	Questions	Yes	No
4.1	The company has the policy and practice for recruiting, developing and retaining knowledgeable personnel and regularly reviews such policy and practice	X	
4.2	There is performance evaluation process, incentives and rewards to personnel with good performance, management measure for the personnel who did not reach their targets and the process is communicated to all executives and employees.	X	
4.3	The company has the process to timely solve or prepare for the event that the company lack knowledgably personnel.	X	
4.4	The company has process to recruit, develop and retain all executives and employees such as providing mentoring system or training.	X	
4.5	The company provides succession plan for significant roles Please check the attachment.	X	

5. The organization appoints personnel to have duty and responsibilities on internal control in order to achieve organizational goal

	Questions	Yes	No
5.1	The Board of Directors and the Management have the procedure and communication to enforce all personnel to have responsibilities for internal control and if necessary, provide corrective measure for such procedure.	X	
5.2	The Board of Directors and the Management set indicators for performance appraisal, give suitable incentives and rewards by considering the compliance of code of conduct and the company's short-term and long-term objectives.	X	
5.3	The Board of Directors and the Management regularly evaluates the incentives and rewards by focusing on the connection between the success of the performance and the compliance of internal control.	X	
5.4	The Board of Directors and the Management make sure that there is not too much pressure on each personnel duty	X	

Risk Assessment

6. The organization clearly defines its objectives so that risks related to the achievement of such objectives can be identified and evaluated.

	Questions	Yes	No
6.1	Companies can comply with generally accepted accounting standards which is appropriate to the business at that time by showing that the transaction in the financial report exists, complete, correctly show the rights or obligations of the Company, have the right value and is properly disclosed	X	
6.2	The Company defines the essence of the financial statements by considering the major factor such as the user of the financial report, the size of transaction and the business trend	X	
6.3	The Company's financial report truly reflects the Company's operational activities	X	
6.4	The Board of Directors or the Risk Management Committee approved and communicate the risk management policy to all executives and employees. Such policy is acknowledged and practiced as a part of the organizational culture.	X	

7. The organization identifies and analyzes all risks that may affect the achievement of the organizational objectives.

	Questions	Yes	No
7.1	The company identifies all risks that may affect the company's operations in organizational level, business unit level, department level, and work level.	X	
7.2	The company analyze all internal and external risk factors including strategic risk, operational risk, reporting risk, rule and regulation compliance risk and technological risk.	X	
7.3	All levels of management are involved with risk management	X	
7.4	The company evaluate the risk by considering the chance of occurrence and the effect that may occur.	X	
7.5	The company has the measure and operation plan to handle risk by either accepting, reducing, avoiding or sharing risks.	X	

8. The organization considers the chance of fraud while assessing risks that may affect the achievement of organizational objectives.

	Questions	Yes	No
8.1	The company evaluates the chance of fraud, covering all type of fraud including the faultily financial report, assets loss, corruption, management override of internal controls, the change of important information in report, wrongly acquisition or disposition of property, etc.	X	
8.2	The company review its operational target by considering the possibility of the target achievement as well as considering that the incentive or rewards given to employees would not instigate wrong doing. For example, the sale goal is not unreasonably high that would motivate employees to give false sale figure.	X	
8.3	The Audit Committee has considered and questioned the Management regarding the chance of fraud and the prevention or correction measure.	X	
8.4	The company has communicated with all employees so that they understand and comply with existing policies and guidelines.	X	

9. The organization is able to identify and evaluate changes that could affect the internal control system.

	Questions	Yes	No
9.1	The company evaluates external changes that may affect the operations, internal control, and financial report and defines adequate measures to handle such changes.	X	
9.2	The company evaluates the change in business model that may affect the operations, internal control and financial statements and define suitable measure in response to such change.		There is no policy to change the business model.
9.3	The company evaluates the change of the organization leader which may affect business operation, internal control, and financial statements and defines suitable measure in response to such change.	X	

Control Activities

10. The organization has control policy which would mitigate risks that would affect the achievement of organizational objectives to an acceptable level.

	Questions	Yes	No
10.1	The company's control measure is suitable to the risk and the organization's unique condition such as environment, the complexity of work, scope of work and other specific condition.	X	
10.2	The company has a written internal control measure. They cover various processes appropriately, for example, policies and procedures related to financial transactions, procurement and general administration, the scope of authority and the approval hierarchy of the executives at each level are clearly defined to prevent fraud, such, the credit limit and authorization power of each level of management, the procedure for approving investment projects, purchasing process and vendor selection method, recording of detailing procurement decisions, the process of withdrawing materials, equipment or using various tools, etc., has been organized for the following cases.		
	10.2.1 Collection of information about major shareholders, directors, management and those related to such persons, including connected persons for monitoring and reviewing related transactions or items that may have conflicts of interest Including always updating information to be up to date	X	
	10.2.2 The company has a written internal control measure. They cover various processes appropriately, for example, policies and procedures related to financial transactions, procurement and general administration, the scope of authority and the approval hierarchy of the executives at each level are clearly defined to prevent fraud, such, the credit limit and authorization power of each level of management, the procedure for approving investment projects, purchasing process and vendor selection method, recording of detailing procurement decisions, the process of withdrawing materials, equipment or using various tools, etc., has been organized for the following cases.	X	
10.3	The Company determines the appropriate diversity of internal controls such as manual and automated controls or preventive and monitoring controls.	X	
10.4	The Company requires internal controls at all levels of the organization, such as at the group level, business unit, department, department, department or process.	X	
10.5	The company completely separates 3 following responsibilities from one another in order to have check and balance:  (1) Approving duty	X	

	Questions	Yes	No
	(2) Recording accounting transaction and information and (3) Assets storing		

11. The organization uses technology to select and develop general control activities in order to support its objectives.

	Questions	Yes	No
11.1	The company should identify the connection between the use of information technology in operations and the general control of the information technology system.	X	
11.2	The company should define suitable control for technology system fundamental.	X	
11.3	The company should define suitable security control for technology system	X	
11.4	The company should define suitable control for the procurement, development and maintenance of the technology system	X	

12. The Company sets up control activities through policy which specified its expectation and practice procedure so that the policy can be put to practice

	Questions	Yes	No
12.1	The company has strict policy to monitor that the transaction of the major shareholder, director, management or related person go through approval process as defined in the company's articles of association, rules and regulations of the Stock Exchange of Thailand, the Security Exchange Commissions, etc. in order to protect the company's benefit against the use for personal gain.	X	
12.2	The company has a policy that a transaction must be approved by the person who has no personal interest in such transaction	X	
12.3	The company has the policy to approve transaction by considering the company's utmost benefit and consider the transaction on the at arms' length basis	X	
12.4	The Company has the process to monitor the performance of subsidiaries or associates including setting guidelines to the person who is appointed as a director or executives in the subsidiaries or associates.  (If the company does not have subsidiaries or associates, the company does not have to answer this question)	X	
12.5	The company sets the role and responsibilities that the executives and the employees are to implement the policy in their operations.	X	
12.6	The company's policies and processes are suitably implemented by capable personnel including the process of operation correction.	X	

	Questions	Yes	No
12.7	The company regularly reviews its policy and process of practice	X	

**Information & Communication**

**13. The organization has related and quality information to support the goal for internal control**

	Questions	Yes	No
13.1	The company specifies the related information that are required for its operation from both in and outside of the organization.	X	
13.2	The company considers the cost and benefit as well as the quantity and correctness of the information.	X	
13.3	The company provides the Board of Directors with sufficient information for their decision making such as the detail of the proposed agenda, the reasons, the effect to the company and other alternatives.	X	
13.4	The company provides the meeting notice or meeting documents that contain necessary and sufficient information for the directors' consideration before the meeting at least for the minimum requirement of the law.	X	
13.5	The company provides detailed minutes of Board of Directors' meeting so that each director's performance can be reviewed. For example, record of directors' question, opinion, comment on the considered matters; the opinion of the directors who did not approve the proposed agenda and his/her reason.	X	
13.6	The company has the following actions		
	13.6.1 Filing and categorizing all important document.	X	
	13.6.2 In the event that the auditor or the internal auditor report about flaws in internal control, such flaws has been corrected.	X	

**14. The organization communicates information within the organization including the purpose and the responsibility for necessary internal control system so that the internal control could be conducted as planned.**

	Questions	Yes	No
14.1	The company has effective internal information communication process and has appropriate communication channel to support internal control.	X	
14.2	The Company regularly reports important information to the Board of Directors. And the Board of Directors has access to the resources necessary for their operations or review various items as required, such, assigning a person to a contact center, contacting between the other information received from management, including inquiries from the auditor, Internal Auditors, arranging meetings between the Board	X	

	Questions	Yes	No
	and the Management as requested, arrangement of meeting and discussion activities between the Board of Directors and the management, in addition to the board meeting, etc.		
14.3	The company provides special channel or secret channel so that its personnel can securely report information or clue regarding fraud or corruption (whistle-blower hotline) to the company.	X	

15. The organization has communicated with external agencies regarding the issues that may affect its internal control.

	Questions	Yes	No
15.1	The company has the process for the effective information communication to stakeholders outside the organization as well as appropriate communication channels to support internal control such as providing investors relation officers or complaint center. (infor@atp30.com)	X	
15.2	The company provides special channel or secret channel so that the stakeholders outside the organization can securely report information or clue regarding fraud or corruption (whistle-blower hotline) to the company.	X	

#### Monitoring Activities

16. The organization monitors and assesses its internal control to ensure that the internal control is thoroughly and appropriately conducted.

	Questions	Yes	No
16.1	The Company provides a process to monitor the compliance with the code of conduct and prohibited the management and employees from conducting themselves in a manner is likely to cause conflicts of interests, such as assigning each unit to monitor the operations and report to their supervisor or assigning the internal audit unit to monitor the operation and report to the Audit Committee.	X	
16.2	The Company reviews the internal control system through self-assessment and/or independent assessment by internal auditor	X	
16.3	The frequency of monitoring and assessment is suitable for the company's change.	X	
16.4	The internal audit system is monitored and assessed by knowledgeable personnel	X	
16.5	The result of internal audit is reported directly to the Audit Committee	X	
16.6	The company encourages the internal auditor to follow the International Standards for the Professional Practice of Internal Auditing (IIA)	X	

17. The Organization timely evaluates and communicates the internal control system flaws to responsible persons including high-level executives and board of directors as appropriated.

	Questions	Yes	No
17.1	The Company evaluates and communicates the deficiencies of its internal control system and timely proceed to monitor and rectify such deficiencies in the event that the operating result significantly differs from the predefined goal.	X	
17.2	The company has the following reporting policies:		
17.2.1	Management must immediately report to the board of directors in the event of fraud or suspicion of fraud, violation of laws or other unusual actions that may significantly affect the company's reputation of financial position.	X	
17.2.2	Significant deficiencies along with problem solving guideline (although the problem may have already been managed) are timely reported to the company's board of directors/audit committee for consideration	X	
17.2.3	Progress on the remedy of significant flaws are reported to the company's board of directors/audit committee	X	



**EY Office Limited**  
33rd Floor, Lake Rajada Office Complex  
193/136-137 Rajadapisek Road  
Klongtoey, Bangkok 10110  
G.P.O.Box 1047, Bangkok 10501, Thailand  
Tel: +66 2264 9090  
Fax: +66 2264 0789-90  
ey.com

บริษัท สำนักงาน อีวาย จำกัด  
ชั้น 33 อาคารเลคไรซ์ดา  
193/136-137 ถนนรัชดาภิเษก  
คลองเตย กรุงเทพฯ 10110  
ตู้ไป.ณ. 1047 กรุงเทพฯ 10501  
โทรศัพท์: +66 2264 9090  
โทรสาร: +66 2264 0789-90  
ey.com

Khun Piya Techakul  
Managing Director  
ATP 30 Public Company Limited  
700/119 Moo1, Bankhao, Panthong  
Chonburi 20160

12 January 2021

## Proposed audit fee - Fiscal year ending 31 December 2021

Dear Khun Piya,

We are pleased to submit our proposal to perform an audit of the financial statements of ATP 30 Public Company Limited ("the Company") for the year ending 31 December 2021. The fee estimate is based on the number and seniority of staff required, the degree of skill and responsibility involved, the fee rates for the appropriate personnel and the assumption that the information required for our work will be made available in accordance within the agreed timetables. We propose our fees for the year ending 31 December 2021 as follows:

	(Unit: Baht)
- Audit of the annual financial statements	750,000
- Review of the interim financial statements (3 quarters at the rate of Baht 170,000 each)	<u>510,000</u>
Total	<u><u>1,260,000</u></u>

The above fee is exclusive of out-of-pocket expenses such as traveling and accommodation, which will be charged to the Company at actual cost.

Please inform us at your earliest convenience if the above proposal is acceptable to you, so that the audit engagement letter can be issued to you in due course. In the meantime, should you require any information, please do not hesitate to contact us.

Yours sincerely,

Krongkaew Limkittikul  
Partner

ATP 30 Public Company Limited  
Report and financial statements  
31 December 2020

## **Independent Auditor's Report**

To the Shareholders of ATP 30 Public Company Limited

### **Opinion**

I have audited the accompanying financial statements of ATP 30 Public Company Limited (the Company), which comprise the statement of financial position as at 31 December 2020, and the related statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of ATP 30 Public Company Limited as at 31 December 2020, its financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

### **Basis for Opinion**

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

### **Key Audit Matters**

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

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

The key audit matters and how audit procedures respond for each matter are described below.

#### *Residual values of transportation vehicles*

As disclosed in Note 10 to the financial statements, as at 31 December 2020, the net book values of the Company's transportation vehicles amounted to Baht 635 million and depreciation expense for the year then ended total Baht 60 million. In determining the depreciation expenses, the management was required to exercise judgment in estimating the residual values of the transportation vehicles. The estimates of residual values thus directly impact the amounts of depreciation expenses recorded during the year.

I gained an understanding of and assessed the residual values of the transportation vehicles through a review of the procedures applied by the management. I performed the assessment taking into account the knowledge and past experience of the experts, such as dealers of each type of vehicles. In addition, I compared the residual values determined by the experts with the market values.

#### *Recognition of service income*

The Company is principally engaged in the business of transport services. Service income is a significant account and key indicator on which the management and the stakeholders focus because an increase or decrease in such revenue directly impacts the Company's operating results. I therefore focused on the amount and timing of recognition of the Company's revenue, in accordance with its accounting policies as disclosed in Note 5.1 to the financial statements.

I assessed and tested the Company's internal controls with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls. In addition, I sent confirmation requests for service income amounts to the major customers. I randomly selected documents supporting service income transactions occurring during the year and near the period end for examination, and reviewed credit notes issued by the Company to customers after the end of

the reporting period. Moreover, I performed analytical procedures on disaggregated data to detect any unusual service transactions, particularly for accounting entries made through journal vouchers.

### **Other Information**

Management is responsible for the other information. The other information comprise the information included in annual report of the Company, but does not include the financial statements and my auditor's report thereon.

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

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work I have performed, I conclude that there is a material misstatement of this other information, I am required to report that fact. I have nothing to report in this regard.

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

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

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

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

## **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

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

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

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

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

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

Krongkaew Limkittikul  
Certified Public Accountant (Thailand) No. 5874

EY Office Limited  
Bangkok: 25 February 2021

**ATP 30 Public Company Limited****Statement of financial position****As at 31 December 2020**

		(Unit: Baht)	
	<u>Note</u>	<u>2020</u>	<u>2019</u>
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents		39,960,822	40,909,652
Trade and other receivables	8	59,968,646	59,763,718
Spare parts and supplies		957,112	791,400
Current tax assets		3,666,549	3,802,890
Other current assets		<u>7,184,129</u>	<u>16,237,221</u>
<b>Total current assets</b>		<u>111,737,258</u>	<u>121,504,881</u>
<b>Non-current assets</b>			
Restricted bank deposits	9	-	839,331
Transportation vehicles	10	634,663,611	587,615,155
Land, leasehold improvement and equipment	11	73,815,878	43,847,023
Other non-current assets		<u>961,757</u>	<u>1,582,141</u>
<b>Total non-current assets</b>		<u>709,441,246</u>	<u>633,883,650</u>
<b>Total assets</b>		<u><u>821,178,504</u></u>	<u><u>755,388,531</u></u>

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

**ATP 30 Public Company Limited**  
**Statement of financial position (continued)**  
**As at 31 December 2020**

		(Unit: Baht)	
	<u>Note</u>	<u>2020</u>	<u>2019</u>
<b>Liabilities and shareholders' equity</b>			
<b>Current liabilities</b>			
Bank overdrafts	12	-	11,967,609
Trade and other payables	13	44,975,049	39,867,633
Current portion of long-term loan	14	7,460,000	830,000
Current portion of lease liabilities	15	103,083,736	94,730,614
Other current liabilities		<u>1,763,369</u>	<u>2,334,881</u>
<b>Total current liabilities</b>		<u>157,282,154</u>	<u>149,730,737</u>
<b>Non-current liabilities</b>			
Long-term loan, net of current portion	14	34,326,300	21,170,000
Lease liabilities, net of current portion	15	162,291,433	137,496,219
Deferred tax liabilities	21	33,947,714	30,521,375
Provision for long-term employee benefits	16	10,277,032	8,615,405
Other non-current liabilities		<u>2,557,500</u>	<u>2,263,500</u>
<b>Total non-current liabilities</b>		<u>243,399,979</u>	<u>200,066,499</u>
<b>Total liabilities</b>		<u>400,682,133</u>	<u>349,797,236</u>

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

**ATP 30 Public Company Limited**

**Statement of financial position (continued)**

**As at 31 December 2020**

(Unit: Baht)

	<u>Note</u>	<u>2020</u>	<u>2019</u>
<b>Shareholders' equity</b>			
Share capital	17		
Registered			
617,310,058 ordinary shares			
(2019 : 618,750,000 ordinary shares) of Baht 0.25 each		<u>154,327,514</u>	<u>154,687,500</u>
Issued and fully paid-up			
617,310,058 ordinary shares of Baht 0.25 each		154,327,514	154,327,514
Share premium		180,575,750	180,575,750
Retained earnings			
Appropriated - statutory reserve	18	12,340,000	10,900,000
Unappropriated		<u>73,253,107</u>	<u>59,788,031</u>
<b>Total shareholders' equity</b>		<u>420,496,371</u>	<u>405,591,295</u>
<b>Total liabilities and shareholders' equity</b>		<u>821,178,504</u>	<u>755,388,531</u>
		-	-

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

.....  
Directors  
.....

**ATP 30 Public Company Limited**  
**Statement of comprehensive income**  
**For the year ended 31 December 2020**

		(Unit: Baht)	
	<u>Note</u>	<u>2020</u>	<u>2019</u>
<b>Profit or loss:</b>			
<b>Revenues</b>			
Service income		391,093,952	456,961,077
Other income		<u>597,060</u>	<u>1,773,567</u>
<b>Total revenues</b>		<u>391,691,012</u>	<u>458,734,644</u>
<b>Expenses</b>			
Cost of services		302,989,501	339,566,728
Administrative expenses		<u>43,538,997</u>	<u>51,723,460</u>
<b>Total expenses</b>		<u>346,528,498</u>	<u>391,290,188</u>
<b>Operating profit</b>		45,162,514	67,444,456
Finance income		42,816	156,684
Finance cost	19	(11,013,058)	(12,891,285)
Expected credit losses	8	<u>(1,441,779)</u>	<u>-</u>
<b>Profit before income tax</b>		32,750,493	54,709,855
Income tax expenses	21	<u>(4,000,412)</u>	<u>(7,888,968)</u>
<b>Profit for the year</b>		<u>28,750,081</u>	<u>46,820,887</u>
<b>Other comprehensive income:</b>			
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent period</i>			
Actuarial loss		-	(912,962)
Less: income tax effect	21	<u>-</u>	<u>182,592</u>
<b>Total other comprehensive income for the year</b>		<u>-</u>	<u>(730,370)</u>
<b>Total comprehensive income for the year</b>		<u>28,750,081</u>	<u>46,090,517</u>
<b>Earnings per share</b>			
	22		
Basic earnings per share		<u>0.047</u>	<u>0.079</u>
Diluted earning per share		<u>0.047</u>	<u>0.078</u>

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

**ATP 30 Public Company Limited**

**Statement of changes in shareholders' equity**

**For the year ended 31 December 2020**

(Unit: Baht)

	Issued and fully paid-up share capital	Share subscription received in advance	Share premium	Retained earnings		Total
				Appropriated - Statutory reserve	Unappropriated	
<b>Balance as at 1 January 2019</b>	130,865,945	21,048,125	124,267,984	8,500,000	50,372,736	335,054,790
Increase share capital	23,461,569	(21,048,125)	56,307,766	-	-	58,721,210
Unappropriated retained earnings transferred to statutory reserve (Note 18)	-	-	-	2,400,000	(2,400,000)	-
Dividend paid (Note 25)	-	-	-	-	(34,275,222)	(34,275,222)
Profit for the year	-	-	-	-	46,820,887	46,820,887
Other comprehensive income for the year	-	-	-	-	(730,370)	(730,370)
Total comprehensive income for the year	-	-	-	-	46,090,517	46,090,517
<b>Balance as at 31 December 2019</b>	<b>154,327,514</b>	<b>-</b>	<b>180,575,750</b>	<b>10,900,000</b>	<b>59,788,031</b>	<b>405,591,295</b>
						-
<b>Balance as at 1 January 2020</b>	154,327,514	-	180,575,750	10,900,000	59,788,031	405,591,295
Cumulative effect of change in new accounting policy (Note 4)	-	-	-	-	(1,498,814)	(1,498,814)
<b>Balance as at 1 January 2020 - as restated</b>	<b>154,327,514</b>	<b>-</b>	<b>180,575,750</b>	<b>10,900,000</b>	<b>58,289,217</b>	<b>404,092,481</b>
Unappropriated retained earnings transferred to statutory reserve (Note 18)	-	-	-	1,440,000	(1,440,000)	-
Dividend paid (Note 25)	-	-	-	-	(12,346,191)	(12,346,191)
Total comprehensive income for the year - profit for the year	-	-	-	-	28,750,081	28,750,081
<b>Balance as at 31 December 2020</b>	<b>154,327,514</b>	<b>-</b>	<b>180,575,750</b>	<b>12,340,000</b>	<b>73,253,107</b>	<b>420,496,371</b>
						-

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

**ATP 30 Public Company Limited****Cash flow statement****For the year ended 31 December 2020**

	(Unit: Baht)	
	<u>2020</u>	<u>2019</u>
<b>Cash flows from operating activities</b>		
Profit before tax	32,750,493	54,709,855
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:		
Depreciation and amortisation	63,962,429	57,597,376
Expected credit losses	1,441,779	-
Gain on sales and amortisation of transportation vehicles	-	(270,008)
Loss on written-off equipment	56,688	11,255
Provision for long-term employee benefits	1,817,327	2,968,624
Financial income	(42,816)	(156,684)
Financial expenses	<u>11,013,058</u>	<u>12,891,285</u>
Profit from operating activities before changes in operating assets and liabilities	110,998,958	127,751,703
Operating assets decrease (increase)		
Trade and other receivables	(3,520,224)	(1,852,545)
Spare parts and supplies	(165,712)	(14,701)
Other current assets	8,160,676	(1,071,839)
Other non-current assets	325,619	(713,467)
Operating liabilities increase (decrease)		
Trade and other payables	(6,641,950)	1,408,090
Other current liabilities	(571,512)	1,426,513
Other non-current liabilities	<u>294,000</u>	<u>295,000</u>
Cash flows from operating activities	108,879,855	127,228,754
Cash paid for long-term employee benefits	(155,700)	(267,601)
Cash received from refundable withholding tax	4,067,306	3,395,140
Cash paid for withholding tax	<u>(3,865,919)</u>	<u>(4,515,035)</u>
<b>Net cash flows from operating activities</b>	<u>108,925,542</u>	<u>125,841,258</u>

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

**ATP 30 Public Company Limited****Cash flow statement (continued)**

For the year ended 31 December 2020

(Unit: Baht)

	<u>2020</u>	<u>2019</u>
<b>Cash flows from investing activities</b>		
Decrease (increase) in restricted bank deposits	839,331	(10,260)
Cash paid for accounts payable - purchase of fixed assets	(178,109)	(704,388)
Acquisition of transportation vehicles and equipment	(19,816,788)	(7,854,580)
Acquisition of land	-	(34,183,931)
Proceeds from sales of transportation vehicles	-	1,300,000
Cash received from interest income	42,816	156,684
<b>Net cash flows used in investing activities</b>	<u>(19,112,750)</u>	<u>(41,296,475)</u>
<b>Cash flows from financing activities</b>		
Increase (decrease) in bank overdrafts	(11,967,609)	5,554,177
Cash received from short term loan	5,000,000	-
Cash paid for short term loan	(5,000,000)	-
Cash received from long term loan	23,416,300	22,000,000
Cash paid for long term loan	(3,630,000)	-
Proceeds from increase in share capital	-	58,721,210
Payment principal of lease liabilities	(75,168,507)	(120,818,173)
Cash paid for interest expenses	(11,061,060)	(12,891,285)
Dividend paid	(12,350,746)	(34,268,879)
<b>Net cash flows used in financing activities</b>	<u>(90,761,622)</u>	<u>(81,702,950)</u>
<b>Net increase (decrease) in cash and cash equivalents</b>	(948,830)	2,841,833
Cash and cash equivalents at beginning of year	<u>40,909,652</u>	<u>38,067,819</u>
<b>Cash and cash equivalents at end of year</b>	<u><u>39,960,822</u></u>	<u><u>40,909,652</u></u>
	-	-
<b>Supplemental cash flows information</b>		
Non-cash items		
Increase of assets from lease agreements	103,464,697	37,329,000
Payable of acquisition of equipment	11,932,030	178,109

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

**ATP 30 Public Company Limited**  
**Notes to financial statements**  
**For the year ended 31 December 2020**

**1. General information**

**1.1 General information of the Company**

ATP 30 Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is principally engaged in the business of transport services. The registered office of the Company is at 700/199 Moo 1, T. Bankhao, A. Panthong, Chonburi.

**1.2 Coronavirus disease 2019 Pandemic**

The Coronavirus disease 2019 pandemic is adversely impacting most businesses and industries. This situation may bring uncertainties and have an impact on the environment in which the group operates. The Company’s management has continuously monitored ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and has used estimates and judgement in respect of various issues as the situation has evolved.

**2. Basis of preparation**

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

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

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

### 3. New financial reporting standards

#### (a) Financial reporting standards that became effective in the current period

During the year, the Company has adopted the revised (revised 2019) and new financial reporting standards and interpretations which are effective for fiscal periods beginning on or after 1 January 2020. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Company's financial statements. However, the new standard involves changes to key principles, which are summarised below:

#### **Financial reporting standards related to financial instruments**

A set of TFRSs related to financial instruments consists of five accounting standards and interpretations, as follows:

Financial reporting standards:

TFRS 7 Financial Instruments: Disclosures

TFRS 9 Financial Instruments

Accounting standard:

TAS 32 Financial Instruments: Presentation

Financial Reporting Standard Interpretations:

TFRIC 16 Hedges of a Net Investment in a Foreign Operation

TFRIC 19 Extinguishing Financial Liabilities with Equity Instruments

These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortised cost (taking into account the type of instrument, the characteristics of the contractual cash flows and the Company's business model), calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments.

The impact of the adoption of these standards on the Company's financial statements is recognition of credit losses. The Company recognises an allowance for expected credit losses on its financial assets, and it is no longer necessary for a credit-impaired event to have occurred.

The cumulative effect of the change is described in Note 4 to the financial statements.

## **TFRS 16 Leases**

TFRS 16 supersedes TAS 17 Leases together with related Interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases, and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is low value.

Accounting by lessors under TFRS 16 is substantially unchanged from TAS 17. Lessors will continue to classify leases as either operating or finance leases.

The cumulative effect of the change is described in Note 4 to the financial statements.

### **(b) Financial reporting standards that became effective for fiscal years beginning on or after 1 January 2021**

The Federation of Accounting Professions issued a number of new and revised financial reporting standards and interpretations, which are effective for fiscal years beginning on or after 1 January 2021. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Company considers that the aforementioned standard will not have any material impact on the Company's financial statements in the year when they are adopted.

### **4. Cumulative effects of changes in accounting policies due to the adoption of new financial reporting standards**

As described in Note 3 to the financial statements, during the current period, the Company has adopted TFRS related to financial instruments and TFRS 16. The cumulative effect of initially applying these standards is recognised as an adjustment to retained earnings as at 1 January 2020, and the comparative information was not restated.

The impacts of changes in accounting policies on the statements of financial position as at 1 January 2020 due to the adoption of these standards are presented as follows:

(Unit: Thousand Baht)

	31 December 2019	The impacts of		1 January 2020
		TFRSs related to financial instruments	TFRS 16	
<b>Statement of financial position</b>				
<b>Assets</b>				
<b>Current assets</b>				
Trade and other receivables	59,764	(1,874)	-	57,890
Other current assets	16,237	-	(628)	15,609
<b>Non-current assets</b>				
Land, leasehold improvement and equipment	43,847	-	5,480	49,327
<b>Liabilities and shareholders' equity</b>				
<b>Current liabilities</b>				
Current portion of lease liabilities	(94,731)	-	(1,577)	(96,308)
<b>Non-current liabilities</b>				
Lease liabilities, net of current portion	(137,496)	-	(3,275)	(140,771)
Deferred tax liabilities	(30,521)	375	-	(30,146)
<b>Shareholders' equity</b>				
Retained earnings - unappropriated	(59,788)	(1,499)	-	(58,289)

#### 4.1 Financial instruments

The impact on retained earnings as at 1 January 2020 due to the initial adoption of TFRSs related to financial instruments caused by recognition of an allowance for expected credit losses.

The Company has measured financial assets and financial liabilities at amortised cost.

## 4.2 Leases

Upon initial application of TFRS 16 the Company recognised lease liabilities previously classified as operating leases at the present value of the remaining lease payments, discounted using the Company's incremental borrowing rate at 1 January 2020. For leases previously classified as finance leases, the Company recognised the carrying amount of the right-of-use assets and lease liabilities based on the carrying amounts of the lease assets and lease liabilities immediately before the date of initial application of TFRS 16.

	(Unit: Thousand Baht)
Operating lease commitments as at 31 December 2019	2,365
Less: Short-term leases and leases of low-value assets	(99)
Add: Option to extend lease term	3,784
Less: Contracts reassessed as service agreements	(939)
Less: Deferred interest expenses	(259)
Increase in lease liabilities due to TFRS 16 adoption	4,852
Liabilities under finance lease agreements as at 31 December 2019	232,227
Lease liabilities as at 1 January 2020	237,079
Weighted average incremental borrowing rate (percent per annum)	3.72 - 4.50
Comprise of:	
Current lease liabilities	96,308
Non-current lease liabilities	140,771
	237,079

## 5. Significant accounting policies

### 5.1 Revenue and expense recognition

#### Service income

Service income is recognised when services have been rendered.

#### Finance cost

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

### 5.2 Cash and cash equivalents

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

### 5.3 Spare parts and supplies

Spare parts and supplies are valued at the lower of average cost and net realisable value and are charged to cost of services whenever consumed.

### 5.4 Transportation vehicles, land, leasehold improvement and equipment/Depreciation

Land is stated at cost. Transportation vehicles, leasehold improvement and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of transportation vehicles, leasehold improvement and equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

Transportation vehicles	10	years
Leasehold improvement	5 and 10	years
Furniture, fixture and office equipment	5	years
Tool	5	years
Motor vehicles	5	years

Depreciation is included in profit or loss.

No depreciation is provided on land, transportation vehicle in process and assets under construction.

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

### 5.5 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

### 5.6 Leases

#### Accounting policies adopted since 1 January 2020

The Company recognises right-of-use assets and leases liabilities for all leases at the date the underlying asset is available for use (the commencement date). The Company recognises as rental expenses on a straight-line basis over the lease term for a lease term less than 12 months or a lease of low-value assets.

## **Right-of-use assets**

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

Depreciation of right-of-use assets are calculated by reference to their costs on the straight-line basis over the lease term or their estimated useful lives in case of the ownership of the leased asset is transferred to the Company at the end of the lease term.

Office space and car park	Lease term
Equipment	Lease term
Motor Vehicles	5 years
Transportation vehicles	10 years

Right-of-use assets are presented as a part of transportation vehicles, land, leasehold improvement and equipment in in the statement of financial position.

## **Lease liabilities**

Lease liabilities are measured at the present value of the lease payments to be made over the lease term and discounted by the interest rate implicit in the lease or the Company's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest, reduced for the lease payments made and is remeasured if there is a change in the lease term.

### *Accounting policies adopted before 1 January 2020*

Leases of transportation vehicles and equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in long-term payables, while the interest element is charged to profit or loss over the lease period. The assets acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease period.

Leases of transportation vehicles and equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term.

## **5.7 Related party transactions**

Related parties comprise individuals or 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 companies and individuals or enterprises which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors, and officers with authority in the planning and direction of the Company's operations.

## **5.8 Impairment of non-financial assets**

At the end of each reporting period, the Company performs impairment reviews in respect of the transportation vehicles, land, leasehold improvement and equipment, right-of-use asset, or other intangible assets whenever events or changes in circumstances indicate that the assets may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in profit or loss.

## **5.9 Employee benefits**

### ***Short-term employee benefits***

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

### ***Post-employment benefits***

#### *Defined contribution plans*

The Company and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Company. The fund's assets are held in a separate trust fund and the Company's contributions are recognised as expenses when incurred.

#### *Defined benefit plans*

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

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

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

## 5.10 Provisions

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

## 5.11 Income tax

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

### **Current tax**

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

### **Deferred tax**

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

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

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

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

## 5.12 Financial instruments

### Accounting policies adopted since 1 January 2020

The Company initially measures financial assets at its fair value plus transaction costs. Except for trade receivables, the Company measured at the transaction price as disclosed in the accounting policy relating to revenue recognition and classified as financial assets as to be subsequently measured at amortised cost using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. The Company derecognised financial assets

when the rights to receive cash flows from the asset have expired or have been transferred and either the Company has transferred substantially all the risks and rewards of the asset or control of the asset.

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

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

#### **Impairment of financial assets**

The Company consider the credit risk and to be in default when contractual payments are past due and using other internal or external information. The Company recognises an allowance for expected credit losses ("ECLs") of financial assets based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. For trade receivables, the Company applies a simplified approach in calculating ECLs. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

#### **Accounting policies adopted before 1 January 2020**

##### **Trade accounts receivable**

Trade accounts receivable are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

### 5.13 Fair value measurement

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

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

- Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities
- Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly
- Level 3 - Use of unobservable inputs such as estimates of future cash flows

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

## 6. Significant accounting judgements and estimates

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

Significant judgments and estimates are as follows:

### **Allowance for expected credit losses of trade receivables**

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

### **Transportation vehicles, land, leasehold improvement and equipment/Depreciation**

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

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

### **Post-employment benefits under defined benefit plans**

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

## **7. Related party transactions**

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

	<u>2020</u>	<u>2019</u>	(Unit: Million Baht) <u>Pricing policy</u>
<u>Transactions with related parties</u>			
Subcontract service	4.3	4.9	As agreed rate
Insurance expenses	4.3	6.3	As agreed rate
Rental and service expenses	1.5	2.1	Contract rate
Consultancy fee	0.6	0.6	As agreed rate

As at 31 December 2020 and 2019, the balances of the accounts between the Company and those related parties were as follows:

	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
<b><u>Prepaid insurance expenses - related party</u></b>		
Related company (Common Director)	<u>325</u>	<u>3,300</u>
<b><u>Trade accounts payable - related parties (Note 13)</u></b>		
Related company (Common management)	782	875
Related persons (Management and Managing Director's brother)	<u>319</u>	<u>320</u>
	<u>1,101</u>	<u>1,195</u>
<b><u>Accrued expenses - related parties (Note 13)</u></b>		
Related companies (Common Director)	<u>330</u>	<u>2,901</u>

**Directors and management's benefits**

During the year ended 31 December 2020 and 2019, the Company had employee benefit expenses payable to their directors and management as below.

	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
Short-term employee benefits	12,900	13,591
Post-employment benefits	<u>794</u>	<u>1,741</u>
Total	<u>13,694</u>	<u>15,332</u>

## 8. Trade and other receivables

The balances of trade and other receivables as at 31 December 2020 and 2019 aged on the basis of due dates, are summarised below.

	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
Trade accounts receivable		
Aged on the basis of due dates		
Not yet due	56,496	53,906
Past due		
Up to 3 months	932	1,958
3 - 6 months	-	955
6 - 12 months	854	160
Over 12 months	2,461	396
Total trade accounts receivable	<u>60,743</u>	<u>57,375</u>
Less: Allowance for expected credit losses	<u>(3,315)</u>	<u>-</u>
Total trade account receivable - net	57,428	57,375
Accrued services income	2,401	1,867
Advance payment	140	82
Other receivables	-	440
Total trade and other receivables	<u><u>59,969</u></u>	<u><u>59,764</u></u>

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

	(Unit: Thousand Baht)
As at 1 January 2020 (Note 4)	1,874
Expected credit losses	<u>1,441</u>
As at 31 December 2020	<u><u>3,315</u></u>

## 9. Restricted bank deposits

The balances of bank deposits were pledged with a bank to secure bank guarantees.

## 10. Transportation vehicles

(Unit: Thousand Baht)

	Transportation vehicles	Transportation vehicles in process	Total Transportation vehicles	Right-of-use assets	Total
<b>Cost:</b>					
As at 1 January 2019	835,686	200	835,886	-	835,886
Additions	43,308	675	43,983	-	43,983
Disposals/written off	(2,553)	-	(2,553)	-	(2,553)
Transfers	(911)	(564)	(1,475)	-	(1,475)
As at 31 December 2019	875,530	311	875,841	-	875,841
Reclassify to right-of-use assets (Note 15)	(414,686)	-	(414,686)	414,686	-
Additions	4,083	136	4,219	103,221	107,440
Written off	(245)	-	(245)	-	(245)
Transfers	136	(447)	(311)	-	(311)
As at 31 December 2020	982,725	-	464,818	517,907	982,725
<b>Accumulated depreciation:</b>					
As at 1 January 2019	234,524	-	234,524	-	234,524
Depreciation for the year	55,507	-	55,507	-	55,507
Depreciation on disposals/written off	(1,523)	-	(1,523)	-	(1,523)
Depreciation for transfers	(282)	-	(282)	-	(282)
As at 31 December 2019	288,226	-	288,226	-	288,226
Reclassify to right-of-use assets (Note 15)	(70,886)	-	(70,886)	70,886	-
Depreciation for the year	26,948	-	26,948	33,083	60,031
Written off	(196)	-	(196)	-	(196)
As at 31 December 2020	244,092	-	244,092	103,969	348,061
<b>Net book value:</b>					
As at 31 December 2019	587,304	311	587,615	-	587,615
As at 31 December 2020	220,726	-	220,726	413,938	634,664
<b>Depreciation for the year:</b>					
2019 (Included in cost of services)					55,507
2020 (Included in cost of services)					60,031

As at 31 December 2020, the Company had transportation vehicles were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 125 million. (2019: Baht 81 million)

## 11. Land, leasehold improvement and equipment

(Unit: Thousand Baht)

	Land	Leasehold improvement	Furniture, fixture and office equipment	Tool	Motor vehicles	Leasehold improvement under construction	Total land, leasehold improvement and equipment	Right-of-use assets	Total
<b>Cost:</b>									
As at 1 January 2019	-	8,789	5,336	1,669	1,635	-	17,429	-	17,429
Additions	34,184	154	866	154	-	204	35,562	-	35,562
Written off	-	-	(132)	(4)	-	-	(136)	-	(136)
Transfers	-	50	-	14	1,475	(64)	1,475	-	1,475
As at 31 December 2019	34,184	8,993	6,070	1,833	3,110	140	54,330	-	54,330
Adjustments of right-of-use assets (Note 4, 15)	-	-	-	-	-	-	-	5,480	5,480
Reclassify to right-of-use assets (Note 15)	-	-	-	-	(1,475)	-	(1,475)	1,475	-
Additions	-	100	133	136	-	27,161	27,530	244	27,774
Written off	-	-	(51)	(23)	-	-	(74)	-	(74)
Transfers	-	30	-	311	-	(30)	311	-	311
Capitalised interest	-	-	-	-	-	48	48	-	48
As at 31 December 2020	34,184	9,123	6,152	2,257	1,635	27,319	80,670	7,199	87,869
<b>Accumulated depreciation:</b>									
As at 1 January 2019	-	2,996	3,877	1,225	460	-	8,558	-	8,558
Depreciation for the year	-	686	617	154	311	-	1,768	-	1,768
Depreciation on written off	-	-	(122)	(3)	-	-	(125)	-	(125)
Depreciation for transfers	-	-	-	-	282	-	282	-	282
As at 31 December 2019	-	3,682	4,372	1,376	1,053	-	10,483	-	10,483
Reclassify to right-of-use assets (Note 15)	-	-	-	-	(429)	-	(429)	429	-
Depreciation for the year	-	619	528	215	163	-	1,525	2,111	3,636
Depreciation on written off	-	-	(47)	(19)	-	-	(66)	-	(66)
As at 31 December 2020	-	4,301	4,853	1,572	787	-	11,513	2,540	14,053
<b>Net book value:</b>									
As at 31 December 2019	34,184	5,311	1,698	457	2,057	140	43,847	-	43,847
As at 31 December 2020	34,184	4,822	1,299	685	848	27,319	69,157	4,659	73,816
<b>Depreciation for the year:</b>									
2019 (Baht 1.6 million included in administrative expenses, and the balance in cost of services)									1,768
2020 (Baht 1.8 million included in administrative expenses, and the balance in cost of services)									3,636

As at 31 December 2020, the Company has certain items of plant and equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 6 million. (2019: Baht 5 million)

As at 31 December 2020, the Company obtained a loan from a commercial bank for construction of building and the weighted average rate of 3.72% has been used to determine the amount of borrowing costs eligible for capitalisation.

The Company pledged its land and building of approximately Baht 34 million (2019: Baht 34 million) as collateral against the loan received from such commercial bank.

## 12. Bank overdrafts

As at 31 December 2020, the bank overdraft credit facilities of the Company which have not yet been drawn down amounted to Baht 31 million (2019: Baht 19 million).

## 13. Trade and other payables

	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
Trade accounts payable	27,023	28,641
Trade accounts payable - related parties (Note 7)	1,101	1,195
Other payables	884	1,034
Accounts payables - purchase of fixed assets	11,932	178
Accrued expenses	3,483	5,735
Accrued expenses - related parties (Note 7)	330	2,901
Advance receipt	222	184
Total	<u>44,975</u>	<u>39,868</u>

## 14. Long-term loan

	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
Long-term loan	41,786	22,000
Less: Current portion	<u>(7,460)</u>	<u>(830)</u>
Long-term loan, net of current portion	<u>34,326</u>	<u>21,170</u>

In 2019 and 2020, the Company drew down a long-term loan from a commercial bank of Baht 30.4 million. The loan principal is to be settled in monthly installments, starting from December 2020 and interest is charged based on MLR rate. The long-term loan is secured by the mortgage of land and construction thereon. In 2020, the payment of Baht 3.6 million of a principal portion was made.

In addition, in April 2020, the Company obtained a long-term loan of Baht 15 million from the same bank in accordance with measures to provide soft loan to assist entrepreneurs affected by the COVID-19 pandemic. The loan principal is to be settled in monthly installments, starting from April 2022 and interest is charged at a rate of 2 percent per annum without collateral required.

As at 31 December 2020, the long-term credit facility of the Company which has not been drawn down amounted to Baht 9.6 million (2019: Baht 18 million).

## 15. Leases

The Company has lease contracts for assets used in its operations. Leases generally have lease terms between 1 - 5 years.

### (a) Right-of-use assets

Movement of right-of-use assets for the year ended 31 December 2020 are summarised below:

(Unit: Thousand Baht)

	Land, leasehold improvement and equipment					Total right-of-use assets
	Transportation vehicles	Office space and car park	Furniture, fixture and office equipment	Motor vehicles	Total	
1 January 2020	343,800	5,076	404	1,046	6,526	350,326
Additions	103,221	242	2	-	244	103,465
Depreciation for the year	(33,083)	(1,860)	(103)	(148)	(2,111)	(35,194)
31 December 2020	413,938	3,458	303	898	4,659	418,597

### (b) Lease liabilities

(Unit: Thousand Baht)

	<u>2020</u>	<u>2019</u>
Lease payments	279,816	244,837
Less: Deferred interest expenses	(14,441)	(12,610)
Total	265,375	232,227
Less: Portion due within one year	(103,084)	(94,731)
Lease liabilities - net of current portion	162,291	137,496

A maturity analysis of lease payments is disclosed in Note 27.1 under the liquidity risk.

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

(Unit: Thousand Baht)

	For the year ended 31 December 2020
Depreciation expense of right-of-use assets	35,194
Interest expense on lease liabilities	9,668

**16. Provision for long-term employee benefits**

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

	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
<b>Provision for long-term employee benefits</b>		
<b>at beginning of year</b>	8,615	5,001
Included in profit or loss:		
Current service cost	1,610	1,484
Interest cost	207	171
Past service cost	-	1,314
Included in other comprehensive income:		
Actuarial loss arising from		
Financial assumptions changes	-	913
Benefits paid during the year	<u>(155)</u>	<u>(268)</u>
<b>Provision for long-term employee benefits at end of year</b>	<u><u>10,277</u></u>	<u><u>8,615</u></u>

In 2019, the Company recorded an additional provision for long-term employee benefits of Baht 1.3 million as a result of the new legal severance pay rate, according to the Labor Protection Act (No.7) B.E. 2562 by recording past service costs as expenses in profit or loss of 2019 because this is post-employee benefits plan amendment.

The Company expects to pay long-term employee benefits during the next year of approximately Baht 0.1 million (2019: Baht 0.3 million).

As at 31 December 2020, the weighted average duration of the liabilities for long-term employee benefit is 12 years (2019: 12 years).

Key actuarial assumptions used for the valuation are as follows:

	<u>2020</u>	<u>2019</u>
	(% per annum)	(% per annum)
Discount rate	1.4	1.6
Future salary increase rate (depending on employee type)	4 - 6	4 - 6

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2020 and 2019 are summarised below:

	(Unit: Million Baht)			
	31 December 2020		31 December 2019	
	Increase 0.5%	Decrease 0.5%	Increase 0.5%	Decrease 0.5%
Discount rate	(0.4)	0.5	(0.3)	0.3
Salary increase rate	0.5	(0.5)	0.4	(0.3)

#### 17. Share capital

On 1 April 2020, the Annual General Meeting of the Company's shareholders passed the resolutions to decrease the Company's registered share capital from Baht 154.69 million (618.75 million ordinary shares of Baht 0.25 each) to Baht 154.33 million (617.31 million ordinary shares of Baht 0.25 each) by cancelling 1.44 million registered but unissued ordinary shares with a par value of Baht 0.25 per share that had been reserved for the exercise of warrants (ATP30-W1). The Company registered the decrease the Company's registered share capital with the Ministry of Commerce on 15 April 2020.

#### 18. Statutory reserve

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

#### 19. Finance cost

	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
Interest expenses on borrowings	1,345	731
Interest expenses on lease liabilities	9,668	12,160
Total	<u>11,013</u>	<u>12,891</u>

## 20. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
Salaries and wages and other employee benefits	111,759	116,749
Subcontract services	38,066	57,743
Depreciation and amortisation	63,962	57,597
Insurance expenses	18,144	16,266
Fuel expense	72,011	95,682
Motor vehicles expenses	24,399	24,614

## 21. Income tax

Income tax expenses for the years ended 31 December 2020 and 2019 are made up as follows:

	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
<b>Current income tax:</b>		
Current income tax charge	199	712
<b>Deferred tax:</b>		
Relating to origination and reversal of temporary differences	<u>3,801</u>	<u>7,177</u>
<b>Income tax expenses reported in the statement of comprehensive income</b>	<u><u>4,000</u></u>	<u><u>7,889</u></u>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2020 and 2019 are as follows:

	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
Deferred tax relating to actuarial loss	<u>-</u>	<u>(183)</u>

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

	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
Accounting profit before tax	32,750	54,710
Applicable tax rate	20%	20%
Accounting profit before tax multiplied by applicable tax rate	6,550	10,942
Effects of:		
Non-deductible expenses	141	40
Additional expenses deductions allowed	(2,691)	(3,093)
Total	(2,550)	(3,053)
Income tax expenses reported in the statement of comprehensive income	4,000	7,889

The components of deferred tax asset and deferred tax liability are as follows:

	(Unit: Thousand Baht)	
	<u>2020</u>	<u>2019</u>
<b>Deferred tax asset</b>		
Provision for long-term employee benefits	2,055	1,723
Allowance for expected credit losses	663	-
Total	2,718	1,723
<b>Deferred tax liability</b>		
Accumulated depreciation - transportation vehicle	26,110	24,798
Lease liabilities (2019: Liabilities under finance lease agreement)	10,555	7,446
Total	36,665	32,244
<b>Deferred tax liability - net</b>	33,947	30,521

## 22. Earnings per share

Basic earnings per share is calculated by dividing profit for the year (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

Diluted earnings per share is calculated by dividing profit for the year (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year plus the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place either on the date the beginning of the year.

The following table sets forth the computation of basic and diluted earnings per share:

	Profit for the years		Weighted average		Earnings per share	
	ended 31 December		number of ordinary			
	2020	2019	2020	2019	2020	2019
	(Thousand Baht)	(Thousand Baht)	(Thousand Shares)	(Thousand Shares)	(Baht)	(Baht)
<b>Basic earnings per share</b>						
Profit for the year	28,750	46,821	617,310	590,434	0.047	0.079
<b>Effect of dilutive potential ordinary shares</b>						
Warrant offered to existing shareholders (ATP30-W1)	-	-	-	11,044		
<b>Diluted earnings per share</b>						
Profit attributable to equity holders of the Company						
assuming the conversion of warrants to ordinary shares	<u>28,750</u>	<u>46,821</u>	<u>617,310</u>	<u>601,478</u>	0.047	0.078

## 23. Segment information

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

The Company's principal operating segments are transport services. Its operations are carried on only in Thailand. Segment performance is measured based on operating profit or loss, on a basis consistent with that used to measure operating profit or loss in the financial statements. As a result, all of the revenues, operating profits and assets as reflected in these financial statements pertain exclusively to the aforementioned reportable operating segment and geographical area.

For the years 2020 and 2019, the Company has no major customer with revenue of 10 percent or more of the Company's revenues.

## 24. Provident fund

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Company contribute to the fund monthly at the rate of 3 percent of basic salary. The fund, which is managed by K Master Pooled Fund, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2020 amounting to approximately Baht 1.3 million (2019: Baht 1.2 million) were recognised as expenses.

## 25. Dividend

	Approved by	Total dividends	Dividend per share
		(Million Baht)	(Baht)
Dividends for 2018	Annual General Meeting of the shareholders on 2 April 2019	21.9	0.04
Interim dividends for 2019	Board of Directors' meeting on 5 November 2019	12.3	0.02
Total dividends for 2019		34.2	0.06
Dividends for 2019	Annual General Meeting of the shareholders on 1 April 2020	12.4	0.02
Total dividends for 2020		12.4	0.02

## 26. Commitments and contingent liabilities

### 26.1 Capital commitments

As at 31 December 2020, the Company had capital commitments relating to the construction of building, garage and car park of approximately Baht 1.3 million.

### 26.2 Service agreement commitments

The Company entered into several service agreements such as the security guard contract. The terms of the agreements are generally between 1 and 4 years.

As at 31 December 2020, the Company had minimum lease payments required within one year under these service agreements of approximately Baht 0.1 million (2019: Baht 0.9 million).

### 26.3 Bank guarantee

As at 31 December 2020, there were outstanding bank guarantees of approximately Baht 13 million (2019: Baht 6.7 million) issued by banks on behalf of the Company as required in the normal course of business.

## **27. Financial instruments**

### **27.1 Financial risk management objectives and policies**

The Company's financial instruments principally comprise cash and cash equivalents, trade and other receivables, trade and other payables, long-term loans and lease liabilities. The financial risks associated with these financial instruments and how they are managed is described below.

#### **Credit risk**

The Company is exposed to credit risk primarily with respect to trade accounts receivable, and cash deposits with banks. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

#### ***Trade receivables***

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

At each reporting date, the Company determines expected credit losses based on days past due for groupings of various customer segments with similar credit risks.

#### ***Cash deposits***

The Company's credit risk associated with cash deposits is low because the Company's policy is that credit limits assigned to each counterparty are to be determined and approved by the Company's Board of Directors and the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

#### **Market risk**

#### ***Interest rate risk***

The Company's exposure to interest rate risk relates primarily to its long-term loans and leases. Most of the Company's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

The following table demonstrates the sensitivity of the Company's profit before tax for the year to a reasonably possible change in interest rates on that portion of floating rate of loans from bank affected as at 31 December 2020 and all other variables remain constant over one year.

	(Unit: Thousand Baht)	
	Interest rates of loans from bank	
	Increase 1%	Decrease 1%
Increase (decrease) in profit before tax	(268)	268

### Liquidity risk

The Company manages the risk of a shortage of liquidity through the use of bank overdrafts, bank loans and lease contracts. The Company has assessed that the risk with respect to the Company's ability to pay its debt is low. This is because the Company has access to a sufficient variety of sources of funding, and debt maturing within 12 months can be rolled over with existing lenders.

The table below summarises the maturity profile of the Company's non-derivative financial liabilities and derivative financial instruments as at 31 December 2020 based on contractual undiscounted cash flows:

	(Unit: Thousand Baht)		
	Less than 1 year	1 to 5 years	Total
Trade and other payables	44,975	-	44,975
Long-term loans	8,656	36,155	44,811
Lease liabilities	110,677	169,139	279,816
Total	<u>164,308</u>	<u>205,294</u>	<u>369,602</u>

### 27.2 Fair values of financial instruments

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

### 28. Capital management

The primary objective of the Company's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2020, the Company's debt-to-equity ratio was 0.95:1 (2019: 0.86:1).

## **29. Even after the reporting period**

(a) On 24 February 2021, the Extraordinary General Meeting of the Company's shareholders No. 1/2021 passed the following resolutions:

- 1) To increase the Company's registered share capital from Baht 154.33 million (617.31 million ordinary shares of Baht 0.25 each) to Baht 170.58 million (682.31 million ordinary shares of Baht 0.25 each) by issuing 65 million new ordinary shares of Baht 0.25 each to be offered on a Private Placement basis.
- 2) To allocate 65 million newly issued ordinary shares of Baht 0.25 each to offer for sale to Private Placement basis by allocation of 65 million ordinary shares at the offering price of Baht 0.99 each, or a total of Baht 64.35 million.

(b) On 25 February 2021, a meeting of the Company's Board of Directors passed a resolution to propose that the Annual General Meeting of the Shareholders adopt the following resolutions:

- 1) To allocate Baht 1.4 million of profit for the year 2020 to the Company's legal reserve
- 2) To pay a dividend of Baht 0.03 per share, or a total of approximately Baht 20.5 million, to the shareholders in respect of the 2020 earnings.

## **30. Approval of financial statements**

These financial statements were authorised for issue by the Company's Board of Directors on 25 February 2021.



(F 53-4)

**Capital Increase Report Form**  
**ATP 30 Public Company Limited**  
**January 20, 2021**

ATP30 Public Company Limited (“the Company”) would like to notice the resolution of the Board of Directors No. 1/2021, which was held on January 20, 2021 at 17.30 hrs., on the capital increase and allocation of the newly issued ordinary shares as follows

**1. Capital increase**

1.1 Approve to propose to the Extraordinary Meeting of Shareholders No. 1/2021 to consider and approve to increase the Company’s registered capital with an amount of THB.16,250,000 from the original registered capital at the amount of THB. 154,327,514.50 as the new registered capital of THB. 170,577,514.50 by offering of 65,000,000 newly issued shares of the Company with a par value of THB. 0.25 per share to the private placement and to approve to propose the Shareholders’ Meeting to consider and approve the amendment to Clause 4. Of the Memorandum of Association of the Company with respect to the registered capital to be line with the increase of registered capital of the Company

Capital increase	Share type	Number of shares	Face value (THB. per share)	Total (THB.)
<input checked="" type="checkbox"/> Specifying the purpose of Proceed utilisation	Common stock	65,000,000	0.25	16,250,000.00
	Preferred shares	-	-	-
<input type="checkbox"/> General Mandate	Common stock	-	-	-
	Preferred shares	-	-	-

In the case of capital increase with Specifying the purpose of Proceed utilisation, please fill in the information in the following order, every exception 2.2.

In the case of capital increase by General Mandate, fill in the information in the next order only clause 2.2, item 3 and item 4.





2. The allotment.

2.1 Specifying the purpose of Proceed utilisation

Allocated to	Number of shares	ratio (Original: new)	Selling price (THB. per share)	Subscription date And make payment for shares	note
PP (Private Placement) for the Toyota Tsusho Thailand Holdings Limited.	65,000,000	-	THB. 0.99, totaling THB. 64,350,000.	Please consider the notes below.	Please consider the notes below.

Note:

The Board of Directors Meeting No. 1/2021 held on January 20, 2021, has resolved as follows.

1. Approve to propose to the Extraordinary Meeting of Shareholders No. 1/2021 to consider and approve to increase the Company's registered capital with an amount of THB.16,250,000 from the original registered capital at the amount of THB. 154,327,514.50 as the new registered capital of THB. 170,577,514.50 by offering of 65,000,000 newly issued shares of the Company with a par value of THB. 0.25 per share to the private placement and to approve to propose the Shareholders' Meeting to consider and approve the amendment to Clause 4. Of the Memorandum of Association of the Company with respect to the registered capital to be line with the increase of registered capital of the Company.

In order that, to authorize the Board of Director and/or Managing Director and/or a person authorized by the Board of Director and/or Managing Director to register the Company's Memorandum of Association at the Department of Business Development, Ministry of Commerce and other various operational that necessary to comply with the order of the register to complete of this registration.

2. Approve to propose to the to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the allotment of new ordinary shares of the Company of 65,000,000 shares at par value of 0.25 baht by offering specific person (Private Placement) to Toyota Tsusho Thai Holding Company Limited (hereinafter referred to as "TTTH") by allocating 65,000,000 shares at the offering price of THB. 0.99 per share, totaling THB. 64,350,000.

There are additional considerations as follows;

- (A) As a result of the offering of the newly issued ordinary shares of the Company to TTTH, it is an offering of newly issued shares of the Company, whereby the Extraordinary General Meeting of Shareholders has resolved to clearly determine the offering price. According to the Capital Market Supervisory Board Board No. Torjor.72/2558 regarding the "Approval for the Listed Companies in Offering Newly Issued Shares to Private Placement" ("TorJor. 72/2558 Notification")





The addition of the Company will be required, approved from the Extraordinary Shareholders' Meeting to offer the newly issued ordinary shares of the Company to TTTT this time. The company must be authorized to offer the Company's newly issued ordinary shares to specific investors from the Securities and Exchange Commission ("SEC") in accordance with the TorJor. 72/2558 Notification, before the offering of the newly issued ordinary shares.

To consider the offering price of the Company's newly issued shares to TTTT at the offering price of THB. 0.99 per share, compared with the market price of the Company's shares, it is calculated from the weighted average price of the Company's shares traded in the SET. not less than 15 consecutive business days prior the Board of Directors' Meeting No. 1/ 2021 i.e., between December 28, 2020 - January 19, 2021, which is equal to THB. 0.99 per share, the above offering price of the newly issued ordinary shares. Therefore, the price is not lower than 90% of the market price in accordance with the No. TorJor. 72/2558.

If the offering price of the newly issued ordinary shares to a specific person (Private Placement) is lower than 90% of the market price of the Company's shares, before the SET accepts the registration of the newly issued ordinary shares as listed securities, TTTT must comply with the sale of the newly issued ordinary shares. In accordance with the regulations prescribed in the Stock Exchange of Thailand on the criteria, conditions and procedures for the consideration of an application for accepting ordinary shares or preferred shares in the capital increase as listed securities, B.E. 2558 (2015) dated May 11, 2015 (including any amendments).

In this regard, after the issuance and allocation of the newly issued ordinary shares to TTTT above, TTTT will hold 65,000,000 shares or approximately 9.53% of the total issued and paid-up shares after the registration of the increase in paid-up capital of the Company.

- (B) This issuance and allocation of the newly issued ordinary shares to TTTT is not considered a connected transaction of the listed company, in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (including the amendments) and the Notification of the Board of Directors of the Stock Exchange of Thailand on Disclosure Information and operations of the listed company on the connected transaction 2003, dated September 15, 1995 (including the amendments) ("Notification on the connected transaction") for the following reasons.

Prior to this capital increase, TTTT had no relationship with the Company, its directors, executives, controlling persons. However, after the acquisition of the newly-issued ordinary shares of ATP 30 Public Company Limited will become the Company's major shareholder. By holds 65,000,000 shares, representing approximately 9.53% of the shares sold after the share capital of the Company and TTTT to nominate directors of 1 person, totaling of 8 directors,





which consists of 5 directors and 3 independent directors, therefore, the allocation of newly issued ordinary shares to TTHH at this time did not participate in the management of the Company, as per 258 of the Securities Act, the acquisition of ordinary shares in the Company and also a decision not related by TTHH there is agreement between the shareholders of the company. Therefore, it is not a joint action that must be counted as a group (Acting in Concert) in this acquisition of newly issued ordinary shares.

In the future, if the Company has transactions with TTHH, the Company will comply with the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transaction dated August 31, 2008 (including any amendments) and announcement of the board of directors of the Stock Exchange of Thailand Subject: Disclosure of information and operations of the Company in the Connected Transactions 2003, dated November 19, 2003 (including any amendments)

In addition, the Board of Directors' Meeting also resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the authorization of the Board of Director and/or Managing Director and/or a person authorized by the Board of Director and/or Managing Director to perform the following actions;

- A. To consider and determine other details related to the allocation of the newly issued ordinary shares to the specific investor, including but not limited to the determination of the offering period. As well as stipulating conditions and details relating to It is required to comply with the laws and regulations related to the issuance and offering of securities.
- B. Prescribing and revising the subscription date. And the offering date of the newly issued ordinary shares Allocation of newly issued ordinary shares is one time or one time. Payment of shares Including other conditions and details Related to the subscription and offering the newly issued ordinary shares
- C. To negotiate, make an agreement and sign documents and related contracts, including having the authorized to perform various tasks related to the above offering, offering and allocation This includes, but is not limited to, the preparation of the signing, the submission of the application for permission and the documents relating to the request for the issuance and offering of the newly issued ordinary shares to the Securities and Exchange Commission, including to any related department (if any)
- D. Register the amendment of the Memorandum of Association at the Department of Business Development, the Ministry of Commerce and has the authorized to take all necessary actions in order to comply with the Registrar's orders and to complete the registration.

In accordance with the Notification TorJor. 72/2558 stipulates that the company must complete the offering of shares within the period approved by Extraordinary General Meeting But must not





exceed 3 months from the date Extraordinary General Meeting Has a resolution to approve the offering of newly issued shares Or the company must complete the offering of shares within 12 months from the date of Extraordinary General Meeting Approved the offering of shares In case the shareholders have a clear resolution that after the expiration of the 3- month period, the Board of Directors or the person assigned by the Board of Directors shall determine the offering price according to the market price during the offering period.

3. Approve to propose to the to the Extraordinary General Meeting of Shareholders No. 1/2021 to increase the number of Director from the original number of 7 persons to totaling 8 persons, with authorized to approve the Board of Director to appoint the new director.

2.1.1 In case of there is a fraction of shares due to the issuance of additional ordinary shares, is issued

to arrange for TTH in particular, which is a Private Placement, therefore, there are no fractions of shares

## 2.2 General Mandate

Allocated to	Type of securities	Number of shares	Percentage of paid-up capital <sup>1/</sup>	note
Existing shareholders	Common stock	-	-	-
	Preferred shares	-	-	-
To certify the conversion / exercise of the TSRs to purchase newly-issued shares that are transferable	Common stock	-	-	-
	Preferred shares	-	-	-
People	Common stock	-	-	-
	Preferred shares	-	-	-
Private Placement	Common stock	-	-	-
	Preferred shares	-	-	-

<sup>1/</sup> Percentage of paid-up capital as of the date the Board of Directors of listed companies resolves to increase capital as a general mandate.

3. The date of the shareholders' meeting to approve the capital increase and share allotment.

The Extraordinary General Meeting of Shareholders No. 1/2021 held on February 24, 2021 at 01.00 p.m. through Electronics Media (E-EGM) in accordance with the rules stipulated in the law relating to the meeting through electronic. The agenda is as follows;





- The closing date of the share register book for the right to attend the Shareholders' Meeting from ..... until the said shareholders' meeting Will be completed
- ✓ Determining the list of shareholders entitled to attend the Shareholders' Meeting (Record Date) on the date of February 04, 2021.

**4. Approval of the capital increase / share allotment by relevant governmental agency, and conditions for permission (if any)**

- 4.1 The company must obtain approval for the offering of newly issued ordinary shares of the company to specific investors from the SEC as specified in the Notification TorJor. 72/2558 prior to the offering of shares, ordinary capital increase of the Company to specific person.
- 4.2 The Company must register to increase its registered capital, and amend the memorandum of association and registered the change of paid-up capital with the Department of Business Development Ministry of Commerce And submit an application to the SET To request permission to receive the newly issued ordinary shares Listed securities on the stock exchange According to the relevant regulations and rules
- 4.3 The Company must apply for permission from the SET. to accept the newly issued ordinary shares of the Company as listed securities.

**5. The purpose of the capital increase.**

The company consideration to become a strategic partner with TTTH, the Company has received the two clients who are recommended from TTTH for 3 years' service periods and 5 years' service periods, the Company will provide a total of 57 buses, comprised of 42 new buses and 15 used buses of the Company, the new contract value is approximately THB. 340 million, accordance the news published on the SET. Subject: The notification of bidding results, service initiation, and service agreement renewal, in addition for 3 new clients and renewal of 1 existing client service agreement by request a total of 83 buses, consisting of 68 new buses and 15 used buses of the Company. The renewal service agreement is approximately THB. 370 million throughout the contract period incurred. As a result, the Company has a growth rate of service income approximately 11% compared to service income in the year 2020. (For 2020, service income growth is 14%, compared to service income in 2019 was reduced cause of COVID-19 affect). The company tends to increase service income from expanding customer base, and investing in new vehicles. For this reason, the Company uses a source of funds in the form of a financial lease agreement with the Financial Institutions that the Company has a credit line, the total investment amount is THB. 200 million with the duration is about 4 years and 5 years. Currently, the Company has sufficient investment limit and able to support the investment that will occur in the future.





For payment of capital increase shares from TTTH in the amount of THB. 64,350,000, the Company plans to use as a working capital in business, such as expenses for preparing drivers and operating staffs to supervise the operation process, expenses related to vehicles of the company, such as periodic maintenance fees for modifying the condition of the Company's buses at the age of 10 years and over, and service fees related to the technology in conjunction with the Company's transportation service processes such as Model Smart Mobility Technology for more convenience passenger and support for mobile phones users, etc.

If there is a significant change in the purpose of the capital increase and/ or the acquisition of assets, the Company will propose to the shareholders meeting for the resolution again.

The Company plans to use the money as working capital in the business, according to the investment project of 68 buses, with the Company expected to receive the money within the 1<sup>st</sup> quarter of 2021 and the time to use the money within one year, as details follows;

No.	Money Plan	Amount
1.	Wages and benefits for drivers and operations staff	30,000,000
2.	The other expense of vehicles	20,000,000
3.	Service charge on technology for the passenger bus process	10,000,000
4.	Working capital in business	4,350,000
	<b>Total</b>	<b>64,350,000.00</b>

If there is a significant change in the money plans, the company will comply with the purpose of spending money according to the Notification No. TorJor. 71/2561 and Notification No. SorJor. 63/2561.

Note: Based on the relevant expenses above, average of the past three years, for 68 new vehicles.

**6. Benefits which the Company will receive from the capital increase / share allotment**

This capital increase will benefit to the Company in the long term to have a good business partner (Strategic Partner) to support the Company's operations, enabling the Company to actually expand its customer base. Currently, the Company has service agreement both new and existing customers which expanding into 83 buses, consisting of 68 new buses and 15 company's used buses, the newel service agreement value is approximately THB. 370 million throughout the agreement period. Therefore, the Company must have a reserve amount for working capital in the business to ensure its continuous operation, as a result, the Company has a growth rate of service income approximately 11% compared to the revenue of the Company in 2020 (for the year 2020 the growth rate of service income at 14% is lower than the year 2019 when compared to the year service income, this effect of COVID-19). However, this will generate good returns for shareholders in the long term, such as compensating for the potential increase in share value and dividends.





The Company has a policy to pay dividends not less than 40% of the net profit according to the financial statements after deducting corporate income tax and other legal reserves, such performance growth, investment plans, liquidity, expansion, and future necessity and suitability. In order to create good returns to shareholders in the future.

**7. Benefits which the shareholders will receive from the capital increase/ share allotment**

This capital increase, the Company has a good business partner; Strategic Partner, able to expand the new customer base actually and generate more service income and net profit, it will advantage to shareholders who will receive long-term benefits from the return on the potential increase in share value and the dividend. The Company has a policy to pay dividends of not less than 40% of the net profit in accordance with Financial statements after corporate income tax and legal reserves, if the dividend is less than the policy, must be approved by the Board of Directors to consider factors such as investment plans, necessities and other suitability. In the future and propose for approval to the annual general meeting of shareholders Except for interim dividends, the Board of Directors has the power to pay dividends. If there is sufficient net profit after deducting legal reserve and continue to report to the Annual General Meeting of Shareholders for the year 2021.

**8. Other details necessary for the shareholders to support their decision on the capital increase / share allotment.**

Please consider other details of this capital increase details regarding the issuance and offering of new ordinary shares to the Private Placement.

**9. Schedule of action where the Board of Directors approved the capital increase / Just for the share allotment.**

No.	Action Plan	Date
1.	Board of Directors Meeting No. 1/2021	January 20, 2021
2.	Determine the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2021 (Record Date)	February 04, 2021
3.	Schedule for the Extraordinary General Meeting of Shareholders No. 1/2021	February 24, 2021
4.	Registered to increase registered capital with the Department of Business Development, Ministry of Commerce.	Within 14 days from the date the shareholders' meeting resolves to approve
5.	Offering the newly issued ordinary shares to the specific investors	After obtaining permission from the SEC but within 3 months from the date of approval by the Shareholders' Meeting, which is





No.	Action Plan	Date
		expected to be implemented within Q1 / 2021
6.	Registered changes in paid-up capital with the Department of Business Development, Ministry of Commerce.	Within 14 days from the date the company has received payment for the new ordinary shares in full amount

The company hereby certifies that the information contained in this report is correct and complete in all respects.

Signature .....

(Dr. Viwat Kromadit)

Authorized director to sign on behalf of the Company

Signature .....

(Mr. Piya Techakul)

Authorized director to sign on behalf of the Company





## Information Memorandum regarding the Offering and Allotment of the Newly-issued ordinary shares to increase capital to the Specific Person (Private Placement)

According to the Board of Directors' Meeting no. 1/2021 of ATP 30 Public Company Limited ("the Company") on January 20, 2021, the meeting passed resolution to propose to the Shareholders' Meeting to consider and approve to increase the Company's registered capital with an amount of THB.16,250,000 from the original registered capital at the amount of THB. 154,327,514.50 as the new registered capital of THB. 170,577,514.50 by offering of 65,000,000 newly issued shares of the Company with a par value of THB. 0.25 per share to offer to specific persons (Private Placement), named Toyota Tsusho Thai Holding Company Limited, the details of the Private Placement to allocate the newly issued ordinary shares are as follows:

### 1. Details of the Offering for sale, Determination of the offering price, and reasonable price

#### 1.1 Details of the Offering for sale

The Company will issue and allot ordinary shares 65,000,000 newly issued shares to increase capital, at a par value of THB. 0.25, to specific persons (Private Placement), named Toyota Tsusho Thai Holding Company Limited ("TTTH") as per details below;

Allocated Person	No. of shares	Offering price share/ Total value (THB.)	Shareholding proportion compared to the no. of issued and paid-up shares of the Company	
			Current	After receiving the allocation
TTTH	65,000,000	0.99/ 64,350,000	-	9.53%

The offering newly issued ordinary shares of the Company through specific person (Private Placement), named TTTH, whereby the Extraordinary General Meeting of Shareholders has resolved to set the offering price in accordance with the announcement of the Capital Market Supervisory Board No. Torjor.72/2558 regarding the "Approval for the Listed Companies in Offering Newly Issued Shares to Private Placement" ("TorJor. 72/2558 Notification"), in addition the Company must obtain permission to offer newly issued ordinary shares of the Company to the private placement from the Office of the SEC in accordance with the aforementioned Notification.

Issuing and offering the newly issued shares, the Board of Directors has proposed to the Shareholders' Meeting to consider appointing the Company's authorized directors and/or Managing Director or a person authorized by the Company's authorized director and/or Managing Director in order to set guidelines, terms and condition and other details necessary and related to the issuing of new shares and its allocation in line with relevant laws which;

- A. To consider and determine other details related to the allocation of the newly issued ordinary shares to the specific investor, including but not limited to the determination of the offering period.



As well as stipulating conditions and details relating to It is required to comply with the laws and regulations related to the issuance and offering of securities.

- B. Prescribing and revising the subscription date. And the offering date of the newly issued ordinary shares Allocation of newly issued ordinary shares is one time or one time. Payment of shares Including other conditions and details Related to the subscription and offering the newly issued ordinary shares
- C. To negotiate, make an agreement and sign documents and related contracts, including having the authorized to perform various tasks related to the above offering, offering and allocation This includes, but is not limited to, the preparation of the signing, the submission of the application for permission and the documents relating to the request for the issuance and offering of the newly issued ordinary shares to the Securities and Exchange Commission, including to any related department (if any)
- D. Register the amendment of the Memorandum of Association at the Department of Business Development, the Ministry of Commerce and has the authorized to take all necessary actions in order to comply with the Registrar's orders and to complete the registration.

In accordance with the Notification TorJor. 72/2558 stipulates that the company must complete the offering of shares within the period approved by Extraordinary General Meeting But must not exceed 3 months from the date Extraordinary General Meeting has a resolution to approve the offering of newly issued shares r the company must complete the offering of shares within 12 months from the date of Extraordinary General Meeting Approved the offering of shares In case the shareholders have a clear resolution that after the expiration of the 3- month period, the Board of Directors or the person assigned by the Board of Directors shall determine the offering price according to the market price during the offering period.

## 1.2 Determination of the offering price, and reasonable price

To consider the offering price of the Company's newly issued ordinary shares to TTTT at the offering for sale which is THB. 0.99 per share compared to the market price, it is calculated from the weighted average price of the Company's shares on the Stock Exchange of Thailand ("SET") for not less than 15 consecutive business prior to the date the Board of Director passed a resolution to propose the agenda to the shareholders meeting of the Company, December 28, 2020 to January 19, 2021, the weighted average price of THB. 0.99 per share (source of information: SETSMART: www.setsmart.com) is less than 90% of market price by the Notification of the Capital Market Supervisory Board TorJor. 72/2558

No.	Date	Volume ('000 Shares)	Value ('000 THB.)
1	December 28, 2020	223.83	216.04
2	December 29, 2020	212.40	205.42

No.	Date	Volume ('000 Shares)	Value ('000 THB.)
3	December 30, 2020	1,299.70	1,237.12
4	January 04, 2021	1,133.62	1,059.08
5	January 05, 2021	337.12	316.40
6	January 06, 2021	935.30	893.45
7	January 07, 2021	340.98	327.62
8	January 08, 2021	311.58	298.59
9	January 11, 2021	2,407.53	2,337.58
10	January 12, 2021	3,822.89	3,850.46
11	January 13, 2021	1,096.38	1,120.76
12	January 14, 2021	522.66	529.32
13	January 15, 2021	1,296.70	1,302.28
14	January 18, 2021	577.80	574.46
15	January 19, 2021	3,147.23	3,236.82
Total 15 days		17,665.72	17,505.40
Weighted average price for 15 working days (THB. / share)			0.99

In this case, if the offering price of the newly issued ordinary shares to a specific investor (Private Placement) is lower than 90% of the market price of the Company's shares before the SET orders to accept such newly issued ordinary shares. Prior the SET accepts the registration of the newly issued ordinary shares as listed securities, TTTT must comply in accordance with the criteria set out in the Notification of the Stock Exchange of Thailand on the criteria, conditions and procedures for considering an application for accepting ordinary shares or preferred shares. The capital increase is listed securities B.E. 2558, dated May 11, 2015 (and has been amended).

### 1.3 Name and information of the specific investor who will be offered and allocated the newly issued ordinary shares List of allocated shares

#### 1.3.1 General Information of Toyota Tsusho Thai Holding Company Limited

Toyota Tsusho (Thailand) Co., Ltd. (Formerly Toyota (Thailand) Co., Ltd. has changed its name on July 30, 1987) (hereinafter referred to as "TTTC"), it is one of the Toyota Group Company, with Toyota Tsusho Corporation Co., Ltd. (Japan), a listed company on the Tokyo Stock Exchange as the parent company. The main directors are Jun Karube, Chairman of the Board, and Ichiro Kashitani as a member of the Board, President & CEO to have the same corporate image all over the world. This change also represents an era, which Thai companies have developed and improved their image to be international by TTTC. The headquarter of TTTC located at 607 Asoke-Dindaeng Road, Dindaeng, Dindaeng, Bangkok 10400. was established Toyota Tsusho Thai Holding Company Limited, registered on July 1, 2019 with registered and paid-up capital THB. 2,300,000,000 to invest in various companies. As a result of the past performance of TTTC, we are considered to have extensive experience in the manufacturing of cars, engines and auto parts, for more than 60 years and a leader in the import-export business, brokerage business, service agents, trading business both domestic and foreign retail business as well as expanding the market in the group non-automotive business that is not related to the existing business, such as management related to logistics, residential business, financial services, e-commerce, etc. and have a stable financial position as of December 31, 2019, total assets of THB. 21,980,893,619, total liabilities of THB. 19,172,887,405 and net profit of THB. 5,805,524,186.

There are more than 80 companies in the business with the Toyota Tsusho Corporation, which is the parent company in Japan (100% stakeholder) has affiliates in more than 90 countries and employs more than 8,000 employees.

The objective of investing in TTTH, to invest with the company and receive a return in the form of dividends in proportion to the investment of 9.53% and becoming a strategic to support the Company's operations, by having entered into a business agreement with an affiliated company, such 1. Introducing affiliated customers, to calculate as commission based on each client's contract. 2. To apply technology in the form of Model Smart Mobility in conjunction with the Company's vehicle process, be charged according to details such as routes, distances and the number of vehicles, etc. 3. Providing training courses related to professional service, be charged according to the number of trainees and 4. Supply of buses for the Company, according to market price, moreover to support the strength of the Company for sustainable growth in the future. In addition, the Company considers that the TTTC Group has a strong financial position. They are well prepared for investment and are expert in logistics management business. For TTTH's financial statements as of December 31, 2019, total assets THB. 8,293,479,741, total liabilities THB. 5,981,708,610 and net profit of THB. 11,771,131 from such investments will benefit the company and benefit from such business alliances, and

would be support the Company to expand its customer base, able to enhance a good image and differentiate from competitors.

In the decision of the recommended service regarding to the contract, business agreement, the Company will exercise discretion that is appropriate, necessary and beneficial to the Company by following the Company's nature business conditions.

### 1.3.2 Shareholding structure as of March 05, 2020

No.	List of Shareholders	No. Of shares	Shareholding Proportion
1.	Toyota Tsusho (Thailand) Company Limited	1,127,000	49.00%
2.	JAOVISIDHA Company Limited	586,500	25.50%
3.	CCKVC Company Limited	586,500	25.50%
<b>Total</b>		<b>2,300,000</b>	<b>100.00%</b>

#### (1) Toyota Tsusho (Thailand) Company Limited

No.	List of Shareholders	No. Of shares	Shareholding Proportion
1.	Toyota Tsusho Corporation (Japan) Co., Ltd. (1.1)	19,199,998	100.00%
2.	Mr. Kiyoyoshi Oba	1	0.00%
3.	Mr. Nobusine Kawasaki	1	0.00%
<b>Total</b>		<b>2,300,000</b>	<b>19,200,000</b>

#### (1.1) Toyota Tsusho Corporation (Japan) Co., Ltd., 10 Major Shareholders as at September 30, 2021

No.	List of Shareholders	No. Of shares	Shareholding Proportion
1.	Toyota Motor Corporation (1.1)-1	76,368	21.69%
2.	Toyota Industries Corporation (1.1)-2	39,365	11.18%
3.	The Master Trust Bank of Japan, Ltd (Trust Account) (1.1)-3	37,591	10.68%
4.	Custody Bank of Japan, Ltd (Trust Account)	16,302	4.63%
5.	MUFG Bank, Ltd.	8,098	2.30%
6.	Custody Bank of Japan, Ltd. (Trust Account 5)	4,582	1.30%
7.	Sumitomo Mitsui Banking Corporation	4,249	1.21%
8.	JP Morgan Chase Bank 385781	3,675	1.04%
9.	Mitsui Sumitomo Insurance Company, Limited	3,600	1.02%
10.	Nippon Life Insurance Company	3,522	1.00%
	Others	156,704	43.95%
<b>Total (40,596 Shareholders)</b>		<b>354,056</b>	<b>100.00%</b>

Note:

- Source of the information: <https://www.toyota-tsusho.com/english/ir/shareholders/shareholder01.html>
- Toyota Motor Corporation and Toyota Industries Corporation are companies in the Toyota Group.
- No. 1-3 are listed on the Tokyo Stock Exchange.

4. No. 1 Toyota Motor Corporation has the main directors in the Automotive segment, namely Moritaka Yoshida, the position of Executive Vice President and Didier Leroy, the position of Executive Vice President, Member of the Board of Directors, and the electric current group: Shigeki Terashi, Executive Vice President, Member of the Board of Directors.
5. No. 2 Toyota Industries Corporation has Tetsuro Toyoda's main directors as Chirman and Akira Onishi as President.
6. No. 3, The Master Trust Bank of Japan, Ltd has the main director Hiroshi Naruse positions Representative Director, President and Tetsuo Kushibe Positions Representative Director, Deputy President.
7. No 3, 4, 6 are banks that operate the business of monitoring and managing assets (Trust Account).

#### (1.1)-1 Toyota Motor Corporation as at March 31, 2020

No.	List of Shareholders	No. Of shares	Shareholding Proportion
1.	Japan Trustee Services Bank, Ltd. (1.1)-1.1 (Note No. 2)	357,634	10.96%
2.	Toyota Industries Corporation (1.1)-2	238,466	7.31%
3.	The Master Trust Bank of Japan, Ltd. (1.1)-3	201,990	6.19%
4.	Nippon Life Insurance Company	127,332	3.90%
5.	JP Morgan Chase Bank	101,530	3.11%
6.	Denso Corporation	89,915	2.76%
7.	State Street Bank and Trust Company	78,582	2.41%
8.	Mitsui Sumitomo Insurance Company	56,814	1.74%
9.	Trust & Custody Services Bank, Ltd.	51,089	1.57%
10.	Tokio Marine & Nichido Fire Insurance Co., Ltd.	51,064	1.56%
	Others	1,908,581	58.49%
<b>Total (587,947 Shareholders)</b>		<b>3,262,997</b>	<b>100.00%</b>

Note:

1. Source of the information: [https://global.toyota/en/ir/stock/outline/?\\_ga=2.196349292.1365651996.1612756208-1774790103.1612756208](https://global.toyota/en/ir/stock/outline/?_ga=2.196349292.1365651996.1612756208-1774790103.1612756208)
2. Japan Trustee Service Bank, Ltd.
  - 2.1 List of Shareholders 1. Sumitomo Mitsui Trust Holdings Shareholding Proportion 66.67% stake and 2. Resona Bank Limited Shareholding Proportion 33.33%
  - 2.2 The main directors such: 1. Mr. Yoshikatsu Nakashima as Chairman of the Bord of Director, Representative Director 2. Mr. Kazuho Oda as President, Representative Director and 3. Mr. Hiroaki Okuno as Vice President, Representative Director
  - 2.3 Source of the information: [https://www.fis.com/fis/companies/details.asp?l=e&company\\_id=159159](https://www.fis.com/fis/companies/details.asp?l=e&company_id=159159).
  - 2.4 Sumitomo Mitsui Trust Holding List of the top 3 shareholders as of September 30, 2020: 1. The Master Trust Bank of Japan, Ltd. (Trust Account), Shareholding Proportion 8.63% shareholding 2. Custody Bank of Japan, Ltd. (Trust Account 9,5,7,6) Shareholding Proportion 13.97% and 3. JP Morgan Chase Bank 385781 Shareholding Proportion 1.59% and Source of the information: <https://www.smth.jp/en/stock/state/index.html>
  - 2.5 Resona Bank, Limited List of top 3 shareholders: 1. Dai-ichi Life Holdings, Inc., Shareholding Proportion 5.44%, 2. Asset Management One Co., Ltd., Shareholding Proportion 4.53% shareholding and 3. Sumitomo Mitsui Trust

Asset Management Co., Ltd. Shareholding Proportion 3.87% and Source of the information:

<https://www.marketscreener.com/quote/stock/RESONA-HOLDINGS-INC-6492267/company/>

#### (1.1)-2 Toyota Industries Corporation as at September 30, 2021

No.	List of Shareholders	No. Of shares	Shareholding Proportion
1.	Toyota Motor Corporation (1.1)-1	76,600	23.51%
2.	Denso Corporation (1.1)-2.1 (Note No.2)	29,647	9.10%
3.	Towa Real Estate Co., Ltd. (1.1)-2.2 (Note No.3)	16,291	5.00%
4.	The Master Trust Bank of Japan, Ltd.	15,868	4.87%
5.	Toyota Tsusho Corporation	15,294	4.69%
6.	Custody Bank of Japan, Ltd.	11,140	3.42%
7.	Nippon Life Insurance Company	6,580	2.02%
8.	Aisin Seiki Co., Ltd.	6,578	2.02%
9.	Aioi Nissay Dowa Insurance Co., Ltd.	4,903	1.50%
10.	Toyota Industries Corporation Employee Ownership Program	4,249	1.30%
	Others	138,691	42.56%
<b>Total (15,203 shareholders)</b>		<b>325,841</b>	<b>100.00%</b>

Note:

- Source of the information: <https://www.toyota-industries.com/investors/stock/index.html>
- The main Director of Denso Corporation as, Koichi Fukaya, the position of Chairman. Information on the list of top 3 shareholders as of March 31, 2020: 1. Toyota Motor Corporation holding Shareholding Proportion 24.38% 2. Toyota Industries Corporation Shareholding Proportion 8.95%, and 3. The Master Trust Bank of Japan, Ltd. (Trust Account) Shareholding Proportion 6.71% and Source of the information: <https://www.denso.com/global/en/about-us/investors/stock/overview/>
- The main Director of Towa Real Estate Co., Ltd. are Akio Toyoda, Chairman and Masao Ukai, President and Source of the information: <http://www.towa-r.co.jp/images/english.pdf>

#### (1.1)-3 The Master Trust Bank of Japan, Ltd as at June 30, 2020

No.	List of Shareholders	No. Of shares	Shareholding Proportion
1.	Mitsubishi UFJ Trust and Banking Corporation (1.1)-3.1 (Note No.2)	55,800	46.50%
2.	Nippon Life Insurance Company	40,200	33.50%
3.	Meiji Yasuda Life Insurance Company	12,000	10.00%
4.	The Norinchukin Trust and Banking Co., Ltd.	12,000	10.00%
<b>Total</b>		<b>120,000</b>	<b>100.00%</b>

Note:

- Source of the information: [https://www.mastertrust.co.jp/english/pdf/discro\\_2020.pdf](https://www.mastertrust.co.jp/english/pdf/discro_2020.pdf)
- Mitsubishi UFJ Trust and Banking Corporation List of shareholders 3 as of 30 June 2020: 1. The Master Trust Bank of Japan, Ltd., Shareholding Proportion 8.25%; 2. Custody Bank of Japan, Ltd. (Trust Account 5,9) Shareholding Proportion

9.18% and 3. \$\$ BTC Client Omnibu \$ Account Shareholding Proportion 2.27% and Source of the information:

[https://www.mufg.jp/english/ir/stock/stock\\_information/index.html](https://www.mufg.jp/english/ir/stock/stock_information/index.html)

2.1 The main Directors are Toby S.Myerson, Hirofumi Nomoto, Yasushi Shingai, Tarisa Watanagase, Akira Yamate, Member of the Board of Directors (Outside Director) and Junichi Okamoto, Ritsuo Ogura, Nobuyuki Hirano, Kanetsugu Mike, Saburo Arki, Iwao Nagashima , Hironori Kamezawa, Member of the Bord of Directors

3. No. 2 and No. 3 no data found.

## (2) JAOVISIDHA Company Limited

No.	List of Shareholders	No. Of shares	Shareholding Proportion
1.	J AO Business Co., Ltd. (2.1)	4,837,283	82.48%
2.	Visidha Co., Ltd. (2.2)	414,766	7.07%
3.	Ms. Monnaporn Jaovisidha	306,475	5.23%
4.	Ms. Nalinee Jaovisidha	102,158	1.74%
5.	Mr. Pipit Jaovisidha	102,159	1.74%
6.	Ms. Mantana Jaovisidha	102,158	1.74%
7.	Toyota Tsusho (Thailand) Co., Ltd. (1)	1	0.00%
	<b>Total</b>	<b>5,865,000</b>	<b>100.00%</b>

### (2.1) J AO Business Company Limited

No.	List of Shareholders	No. Of shares	Shareholding Proportion
1.	Mr. Kornpop Jaovisidha	136,640	25.00%
2.	Mr. Panidhi Jaovisidha	136,640	25.00%
3.	Ms. Supassorn Jaovisidha	136,640	25.00%
4.	Ms. Anustha Jaovisidha	136,640	25.00%
	<b>Total</b>	<b>546,560</b>	<b>100.00%</b>

### (2.2) Visidha Company Limited

No.	List of Shareholders	No. Of shares	Shareholding Proportion
1.	Mr. Kornpop Jaovisidha	24,089	24.09%
2.	Mr. Chavis Jaovisidha	21,220	21.22%
3.	Ms. Chandha Jaovisidha	17,591	17.59%
4.	Ms. Kanala Jaovisidha	17,365	17.37%
5.	Ms. Supassorn Jaovisidha	10,500	10.50%
6.	Mr. Panidhi Jaovisidha	2,000	2.00%
7.	Ms. Anustha Jaovisidha	2,000	2.00%
8.	Ms. Wantanee Jaovisidha	1,979	1.98%
9.	Mr. Pipit Jaovisidha	1,625	1.63%
10.	Ms. Monporn Jaovisidha	1,625	1.63%
11.	Mr. Cheat Jaovisidha	2	0.00%
12.	Ms. Waraporn Jaovisidha	2	0.00%

No.	List of Shareholders	No. Of shares	Shareholding Proportion
13.	Mr. Suchin Jaovisidha	2	0.00%
Total		100,000	100.00%

### (3) CCKVC Company Limited

No.	List of Shareholders	No. Of shares	Shareholding Proportion
1.	CCKV Company Limited (3.1)	4,837,283	82.48%
2.	Visidha Company Limited (2.2)	414,766	7.07%
3.	Ms. Monporn Jaovisidha	306,475	5.23%
4.	Ms. Nalinee Jaovisidha	102,158	1.74%
5.	Mr. Pipit Jaovisidha	102,159	1.74%
6.	Ms. Mantana Jaovisidha	102,158	1.74%
7.	Toyota Tsusho (Thailand) Co., Ltd. (1)	1	0.00%
Total		5,865,000	100.00%

### (3.1) CCKV Company Limited

No.	List of Shareholders	No. Of shares	Shareholding Proportion
1.	Mr. Chavis Jaovisidha	58,009	49.50%
2.	Ms. Kanala Jaovisidha	47,461	40.50%
3.	Mr. Cheat Jaovisidha	5,860	5.00%
4.	Ms. Waraporn Jaovisidha	5,859	5.00%
Total		117,189	100.00%

### 1.3.3 List of Directors

	Toyota Tsusho Thai Holding	(1) Toyota Tsusho Thailand	(1.1) Toyota Tsusho Corporation (Japan)	(2) Jaovisidha Co., Ltd.	(2.1) JAO Business Co. Ltd.	(2.2) Visidha Co., Ltd.	(3) CCKVC Co., Ltd.	(3.1) CCKV Co., Ltd.
Shareholding Proportion		49.00%		25.50%			25.50%	
Mr. Kiyoshi Oba	/	/						
Mr. Yuiji Oei	/	/						
Mr. Kuniaki Yamakiwa	/	/						
Mr. Yuji Nakagawa	/	/						
Ms. Penparn Jaovisidha	/	/				/		
Ms. Anustha Jaovisidha	/			/	/	/		
Ms. Waraporn Jaovisidha	/	/					/	/
Mr. Chavis Jaovisidha	/						/	/
Mr. Nobusuke Kawasaki		/						
Mr. Nobu Fumi Miura		/						
Mr. Shizuka Hayashi		/						

	Toyota Tsusho Thai Holding	(1) Toyota Tsusho Thailand	(1.1) Toyota Tsusho Corporation (Japan)	(2) Jaovisidha Co., Ltd.	(2.1) JAO Business Co. Ltd.	(2.2) Visidha Co., Ltd.	(3) CCKVC Co., Ltd.	(3.1) CCKV Co., Ltd.
Jun Karube			/					
Ichiro Kashitani			/					
Mr. Hideki Yanase			/					
Mr. Takahiro Kondo			/					
Ms. Kumi Fujisawa			/					
Mr. Kunihito Koumoto			/					
Mr. Didier Leroy			/					
Ms. Yukari Inoue			/					
Ms. Chandha Jaovisidha				/		/		
Mr. Kanop Jaovisidha					/			
Mr. Panithi Jaovisidha					/	/		
Ms. Supassorn Jaovisidha					/			
Mr. Cheat Jaovisidha						/	/	/
Ms. Konnala Jaovisidha						/	/	/
Mr. Pipit Jaovisidha						/		
Ms. Supaneewan Jaovisidha						/		
Ms. Monnaporn Jaovisidha						/		

Note: 1. List of Director of Toyota Tsusho Corporation Co., Ltd. (Japan) as of June 23, 2020, Source of the information:

<https://www.toyata-tsusho.com/english/company/officer/>

Director List	(1.1) Toyota Tsusho Corporation	(1.1)-1 Toyota Motor Corporation	(1.1)-2 Toyota Industries Corporation	(1.1)-3 The Master Trust Bank of Japan, Ltd.
Jun Karube	/			
Ichiro Kashitani	/			
Hideki Yanase	/			
Takahiro Kondo	/			
Kumi Fujisawa	/			
Kunihito Koumoto	/			
Yukari Inoue	/			
Didier Leroy	/	/		
Monitaka yoshida		/		
Shigeki Terashi		/		
Gill A" Pratt		/		
Shigeki Tomooyama		/		
Mitsuru Kawai		/		

Director List	(1.1) Toyota Tsusho Corporation	(1.1)-1 Toyota Motor Corporation	(1.1)-2 Toyota Industries Corporation	(1.1)-3 The Master Trust Bank of Japan, Ltd.
Koji Kobayashi		/		
Tetsuro Toyoda			/	
Akira Onishi			/	
Kazue Sasaki			/	
Takuo Sasakt			/	
Hiroshi Naruse				/
Tetsuo Kushibe				/
Ken Iiyama				/
Atsushi Nakajima				/
Daizo Naito				/

### 1.3.4 Relationship with the company Directors Executives and Major shareholders of the Company

Prior to this capital increase, TTTH had no relationship with the Company, Directors, Executives, Controlling persons. However, after the acquisition of the newly-issued ordinary shares of ATP 30 Public Company Limited will become the Company's major shareholder, by hold 65,000,000 shares, representing approximately 9.53% of the shares sold, after the share capital of the Company and TTTH to nominate directors of one person, total of eight director, which consists of five directors and three independent directors, therefore, the allocation of newly issued ordinary shares to TTTH at this time did not participate in the management of the Company, Section 258 of the Securities Act, the acquisition of common shares in the Company and also a decision not related by TTTH. There is agreement between the partner in the shareholders of the Company and TTTH, therefore, it is not a joint action that must be counted as a group (Acting in Concert)

In this acquisition of newly issued ordinary shares. In event of the Company has transactions with TTTH in the future, the Company will abide by comply to the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transaction dated August 31, 2008 (including any amendments) and the announcement of the board of directors of the Stock Exchange of Thailand Subject: Disclosure of Information and Actions of the Company in the Connected Transaction 2003 dated November 19, 2003 (including any amendments)

## 2. Objective of issuing newly issued ordinary shares Money plan

### 2.1 Objectives of the share issue

The company consideration to become a strategic partner with TTTH, the Company has received the two clients who are recommended from TTTH for 3 years' service periods and 5 years' service periods, the Company will provide a total of 57 buses, comprised of 42 new buses and 15 used buses of the Company, the new contract value is approximately THB. 340 million, accordance the news published on the SET. Subject: The notification of bidding results, service initiation, and service agreement renewal, in addition for 3 new clients

and renewal of 1 existing client service agreement by request a total of 83 buses, consisting of 68 new buses and 15 used buses of the Company. The renewal service agreement is approximately THB. 370 million throughout the contract period incurred. As a result, the Company has a growth rate of service income approximately 11% compared to service income in the year 2020. (For 2020, service income growth is 14%, compared to service income in 2019 was reduced cause of COVID-19 affect). The Company tends to increase service income from expanding customer base, and investing in new vehicles. For this reason, the Company uses a source of funds in the form of a financial lease agreement with the Financial Institutions that the Company has a credit line, the total investment amount is THB. 200 million with the duration is about 4 years and 5 years. Currently, the Company has sufficient investment limit and able to support the investment that will occur in the future.

For payment of capital increase shares from TTTH in the amount of THB. 64,350,000, the Company plans to use as a working capital in business, such as expenses for preparing drivers and operating staffs to supervise the operation process, expenses related to vehicles of the company, such as periodic maintenance fees for modifying the condition of the Company's buses at the age of 10 years and over, and service fees related to the technology in conjunction with the Company's commuter processes such as Model smart mobility technology for more convenience passenger services transport and support for mobile phones users, etc.

If there is a significant change in the purpose of the capital increase and / or the acquisition of assets, the company will propose to the shareholders meeting for the resolution again.

## 2.2 Money plan

The Company plans to use the money as working capital in the business, according to the investment project of 68 buses, with the Company expected to receive the money within the 1<sup>st</sup> quarter of 2021 and the time to use the money within one year, as details follows;

No.	Money Plan	Amount
1.	Wages and benefits for drivers and operations staff	30,000,000
2.	The other expense of vehicles	20,000,000
3.	Service charge on technology for the passenger bus process	10,000,000
4.	Working capital in business	4,350,000
	<b>Total</b>	<b>64,350,000.00</b>

If there is a significant change in the money plans, the company will comply with the purpose of spending money according to the Notification No. TorJor. 71/2561 and Notification No. SorJor. 63/2561.

Note: Based on the relevant expenses above, average of the past three years, for 68 new vehicles.

3. Dilution Effect to the shareholders (only for the case of private placement) can be described in three effects as below

3.1 Impact on shareholders' equity (Control dilution)

$$= \frac{\text{Number of newly issued ordinary shares offered for sale to specific investors}}{\text{Number of newly issued ordinary shares offered to the specific investors} + \text{number of paid-up shares}}$$

$$= \frac{65,000,000}{65,000,000 + 617,310,058}$$

$$= 9.53\%$$

3.2 Effect on stock price (price dilution)

$$= \frac{\text{Market price before the offering}^{1/} - \text{Market price after the offering}^{2/}}{\text{Market price before the offering}}$$

$$= \frac{0.99 - 0.99}{0.99}$$

$$= 0$$

The impact on the share price is 0, there is no impact on the price

Note: 1 / Market price before the offering = Weighted average price of ordinary shares in the Stock Exchange 15 consecutive days prior to the Board of Directors' meeting on January 20, 2021 (at the price of 0.99 baht per share)

2 / Market price after the offering = (Market price \* Paid-up shares) + (Offering price \* number of shares offered)

$$\frac{(0.99 \times 617,310,058) + (0.99 \times 65,000,000)}{(617,310,058 + 65,000,000)}$$

$$= \text{THB. 0.99 per share}$$

3.3 Effect on Earnings per share dilution or EPS Dilution

$$= \frac{\text{EPS before the offering} - \text{EPS after the offering}}{\text{EPS before the offering}}$$

$$= \frac{0.031 - 0.028}{0.031}$$

$$= 9.68\%$$

Note: Net profit (according to the financial statement Q 3/2020)

EPS before the offering = 18,890,155.70 / 610,310,058 = THB. 0.031 per share

EPS after the offering = 18,890,155.70 / (617,310,058 + 65,000,000) = THB. 0.028 per share

The shareholding structure prior and after the transaction of the issuance and offering ordinary share to increase capital to private placement as follows:

No.	Name of Shareholders	Prior to the offering of ordinary shares		After to the offering of ordinary shares	
		No. of shares	Proportion	No. of shares	Proportion
1	MR. CHARTCHAI PANICHEWA's group	118,125,000	19.14%	118,125,000	17.31%
2	MR.PIY ATECHAKUL's group	100,469,894	16.28%	100,469,894	14.72%
3.	MR. VIWAT KROMADIT's group	42,750,000	6.93%	42,750,000	6.27%
4.	MR. VITON KROMADIT	29,390,199	4.76%	29,390,199	4.31%
5.	MR. PONGCHAI JONGPAISARNILP	16,159,500	2.62%	16,159,500	2.37%
6.	MS. NARTRUDEE SRIPRACHITTICHAJ	15,600,000	2.53%	15,600,000	2.29%
7	MR. BUNDIT TOONGKASERANEE	15,372,000	2.49%	15,372,000	2.25%
8.	MS. VIPAWEE KROMADIT	13,032,903	2.11%	13,032,903	1.91%
9.	MS. CHAROONLAK PANICHEWA	12,656,250	2.05%	12,656,250	1.85%
10.	Thai NVDR	9,866,251	1.60%	9,866,251	1.45%
11	TOYOTA TSUSHO THAI HOLDING Co., Ltd.	-	-	65,000,000	9.53%
12.	Others	243,888,061	39.49%	243,888,061	35.74%
	<b>Total</b>	<b>617,310,058</b>	<b>100.00</b>	<b>682,310,058</b>	<b>100.00</b>

Note:

- \* Book closing date on January 13, 2021
- \*\* The aggregation of securities groups follows the definition of persons under Section 258.
- 1. Mr. Chatchai Phanichewa's group consists of spouse and children, namely Mrs. Somhatai Panichewa, Mr. Phathit Panichewa, Mr. Saris Phanichewa, and Ms. Apapit Phanichewa, excluding his mother, Mrs. Jaroonlak Phanichewa
- 2. Mr. Piya Techakul's group consists of spouse and underage children, namely Mrs. Saisut Techakul, excluding children who have reached the age of majority, namely Mr. Thanapoom Techakul, with ordinary shares 2,112,064 shares.
- 3. Mr. Viwat Kromadit, excluding brothers, namely Mr. Vitoon Kromadit and Mrs. Sawipawee Kromadit

### 3.4 The value that the shareholders receive in comparison with dilution

This capital increase is not a lot impact on the existing shareholders as TTTH's will be hold approximately 9.53% of the total issued shares after the registration of the increase in paid-up capital of the Company. The impact on the earnings per share of 9.68% and the shareholding proportion of 9.53%, but the shareholders to increase the value of the Company to have a strategic partner with TTTH, the Company has received the two clients who are recommended from TTTH for 3 years' service periods and 5 years' service periods, the

Company will provide a total of 57 buses, comprised of 42 new buses and 15 used buses of the Company, the new contract value is approximately THB. 340 million, in addition for 3 new clients and renewal of 1 existing client service agreement by request a total of 83 buses, consisting of 68 new buses and 15 used buses of the Company. The renewal service agreement is approximately THB. 370 million throughout the contract period incurred. As a result, the Company has a growth rate of service income approximately 11% compared to service income in the year 2020 (For 2020, service income growth is 14%, compared to service income in 2019 was reduced cause of COVID-19 affect). The shareholders will receive the good returns in the long term, such as compensation for potential increases in share value and dividends.

The company has a policy to pay dividends not less than 40% of the net profit according to the financial statements after deducting corporate income tax and other legal reserves, if any. Performance growth, investment plans, liquidity, expansion, and future necessity and suitability. In order to create good returns to shareholders in the future

### **3.5 Risk from the issuance and offering of the newly issued ordinary shares to the specific investors**

The risk affecting the existing shareholders is not much due to TTTH's investment proportion of approximately 9.53% of the total paid-up shares after the registration of the increase in paid-up capital of the Company. The impact on the earnings per share of 9.68% and the shareholders' proportion of 9.53% if the company does not receive the money as planned. The Company may have to find other funding sources, such as issuing debt securities or borrowing, and the issuance of new ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering), which may take a long time to process, and the source of funds is not required or sufficient, such increase the interest expense burden and lack of financial liquidity, insufficient in accordance with the customer base expansion plan.

In case of TTTH has sold its ordinary shares, the Company may lose the opportunity to expand its customer base in line with the Company's growth plans. Compared with the market price of the Company's shares which calculates the weighted average price of stocks for not less than 15 consecutive working days prior to the offering, the offering price of the newly issued ordinary shares to the specific person below 90% of the market price of the Company's shares. Before the SET is acceptance such newly issued ordinary shares as listed securities, TTTH must comply with the sale of the newly issued ordinary shares in accordance with the rules of the Stock Exchange of Thailand on the criteria, conditions and procedures for considering an application for accepting ordinary shares or preferred shares in the capital increase as Listed securities B.E. 2558, dated May 11, 2015 (including any amendments)

## **4. The Board of Directors of the Company.**

### **4.1 Reason for capital increase and the reasonableness of the capital increase**

The Board of Directors is of the opinion that the issuance and offering of the newly issued ordinary shares of the Company in order to allocate the newly-issued ordinary shares to TTTH has a beneficial effect on the

Company from having a Strategic Partner to support the Company's operations such Logistics Management Specialist and be ready in funding. This reason, the Company able to receive money according to the Company's growth plan in time and having sufficient financial liquidity at present and expanding business in the future. It will also support the Company to have a good image and to differentiate itself from competitors. This capital increase is considered to raise funds in the short term, able to receive the required money, reduce the burden of existing shareholders to increase capital, and generate rewards.

(A) Issuance of debt securities or borrowing, the Board of Directors has considered issuing debt instruments or borrowing money and considers, it is not appropriate at this time, due to the current situation and economic conditions. In addition, the use of assets as collateral is limited since the main assets of the Company are only buses, as of December 31, 2020, the Company has debt under the finance lease of 198 vehicles, the liability under the finance lease is approximately THB. 262 million, long period to process a new credit limit, these may not be able to keep up with the plans of the Company at this time and incur additional interest expenses.

(B) Issuance and offering of newly issued ordinary shares to existing shareholders according to their shareholding proportion (Rights Offering), the Board of Directors considers that the fundraising through such method has limitations on the uncertainty of the amount. Capital granted may not receive support from the existing shareholders to subscribe for the newly issued ordinary shares of the Company for the required amount.

Therefore, the most effective and appropriate fundraising method that will enable the Company to receive the required amount of funds in the planned period is the issuance and offering of the Company's newly issued ordinary shares to TTH with business experience related to the Company. There is definitely ready investment capital and understand the Company's policy and operating vision very well. Fundraising this way as opposed to issuing debt or borrowing money and the issuance and offering of the newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering) or by other means of capital increase may delay, the Company fundraising and not get the required amount of funds. This can affect the operating plan and financial liquidity of the Company.

#### 4.2 Possibility of the capital increase plan and the adequacy of funding sources

According to the current customer base expansion plan, 3 new clients and renewal of 1 existing client service agreement by request a total of 83 buses, consisting of 68 new buses and 15 used buses of the Company. The renewal service agreement is approximately THB. 370 million throughout the contract period incurred. As a result, the Company has a growth rate of service income approximately 11% compared to service income in the year 2020 (For 2020, service income growth is 14%, compared to service income in 2019 was reduced cause of COVID-19 affect), the company will need to have sufficient working capital reserve for the operation of the said investment plan. The Company expects to receive the money within the first quarter of 2021, in case of it does not go according to the plan, the company also has an overdraft limit, short-term and

long-term loans from four banks to reserve as working capital in the business that is sufficient for the investment project plan.

#### **4.3 Impact expected to occur on the business operation of the company, as well as financial status and overall performance of the company Due to the capital increase**

Referring to the company will become a strategic partner with TTTH, the Company has received the two clients who are recommended from TTTH for 3 years' service periods and 5 years' service periods, the Company will provide a total of 57 buses, comprised of 42 new buses and 15 used buses of the Company, the new contract value is approximately THB. 340 million, accordance the news published on the SET. Subject: The notification of bidding results, service initiation, and service agreement renewal, in addition for 3 new clients and renewal of 1 existing client service agreement by request a total of 83 buses, consisting of 68 new buses and 15 used buses of the Company. The renewal service agreement is approximately THB. 370 million throughout the contract period incurred. As a result, the Company has a growth rate of service income approximately 11% compared to service income in the year 2020. (For 2020, service income growth is 14%, compared to service income in 2019 was reduced cause of COVID-19 affect), the Company tends to increase service income from expanding customer base, in addition, the company also has a better financial position.

#### **4.4 Appropriateness of the offering price and the origin of the offering price determination**

The Company determines the offering price, after negotiation between the Company and TTTH by comparing it with the market price of the Company's shares, this is calculated from the weighted average price of the Company's shares traded in the SET. not less than 15 consecutive business days prior to the Board of Directors' Meeting, December 28, 2020 - January 19, 2021, which is equal to THB. 0.99 per share (source of information: SETSMART: [www.setsmart.com](http://www.setsmart.com)). Therefore, the price is not lower than 90% of the market price according to the announcement No. TorJor. 72/2558.

The Board of Directors Meeting No. 1/2021 to consider and approve the issuance and offering of 65,000,000 newly issued ordinary shares of the Company with a par value of THB. 0.25 per share by offering a specific offering to specific person (Private Placement) through TTTH by allocating 65,000,000 shares at the offering price of THB. 0.99 per share, equivalent to THB. 64,350,000.00 and the market price of the shares is THB. 0.99 per share, with the Company not wishing to issue and offer shares at a price lower than the market price for the benefit of the Company and shareholders as well.

Considering the reasons, necessity, and benefits that the Company will receive from this offering and allocation of the newly issued ordinary shares. The Board of Directors therefore passed a resolution approving the issuance and offering of the newly issued ordinary shares of the Company for the allocation of the newly issued ordinary shares to TTTH. The offering price of newly issued ordinary shares to that investor is appropriate to the best interests of the shareholders and the Company has a reserve line to use as working capital and receive money as needed in accordance with the company's customer base expansion plan.

#### 4.5 Rationale and Necessity for Private Placement Offering

This issuance and offering of newly issued ordinary shares to TTH, the Board of Directors is of the opinion that TTH is a company with a stable financial status and investment potential, become an expert professional in business, have good relations with a variety of businesses and have a network in the businesses that are relevant to the current and future business operations of the Company. As a result, the company has been able to expand its growth continuously, resulting in the company receiving the required amount of funds to operate its business. This will enable the Company to receive the required amount of funds to run the Company's business. The Company able to raise capital within a short time and reducing the burden of existing shareholders in raising capital, the result of the Company having better liquidity and operating results. As well as increasing the potential and confidence, in conducting business of the Company towards stakeholders and financial institutions. TTH will support the knowledge and capabilities, including experiences to promote and support for the Company's plans to expand its business activities, which is part of the company sees the potential and opportunities for growth to increase revenues from the provision of future services and benefits to shareholders also, including joint good business partners.

#### 5. Certification of the Company directors

There are 7 Directors of the Company, consisting of 4 Directors and 3 Independent Directors / Audit Committee, objectives and Articles of Association as well as resolutions of the shareholders' meeting with honesty and be careful in protecting the interests of the Company in regards to this capital increase by acting or omitting any act in violation of the said duty and any disadvantage to the Company, shareholders able to claim compensation from the said director on behalf of the Company in accordance with Section 85 of the Public Limited Companies Act B.E. 2535 (including the amendments) until the Director, Management or related persons have obtained an improper advantage. One or more shareholders holding shares in the Company and having voting rights not less than 5% of the total voting rights of the Company. Able to exercise the right to claim benefits from that director on behalf of the company in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (including as amended).

In this regard, the Board of Directors hereby certifies that the Board of Directors has taken careful consideration, approval and verification of investor information completely. The opinion that the issuance and offering of the newly issued ordinary shares to be allocated to TTH has a beneficial effect on the Company from having a strategic partner to support the Company's operations and have a stable financial status, enabling the Company to actually expand its customer base, able to get more revenue from the service, and increase profits and return on investment for shareholders in the long term.



The company hereby certifies that the information in this report is correct and complete in all respects.

(signed).....

(Dr. Viwat Kromadit)

Authorized director to sign on behalf of the Company

(signed).....

(Mr. Piya Techakul)

Authorized director to sign on behalf of the Company

